



Nordea Investment Management North America, Inc.

Form ADV Part 2A

March 2022

Item 1: Cover Page

Nordea Investment Management North America, Inc.

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Website: Nordea Investment Management North America, Inc. does not maintain its own website. It should be noted that our ultimate parent company bank does have one, www.nordea.com, which captures general information as it relates to its asset management capabilities. Additionally, Nordea Asset Management Holding AB, a Swedish domiciled company and parent to Nordea Investment Management AB (NIMNAI's parent) has a website, www.nordeaassetmanagement.com, which contains additional information regarding asset management capabilities.

Date of Brochure: March 31, 2022

This Form ADV, Part 2A is our "Disclosure Brochure" or "Brochure" as required by the Investment Advisers Act of 1940, as amended ("Advisers Act"). This Brochure is a very important document between the client and Nordea Investment Management North America, Inc. ("NIMNAI").

This Brochure provides information about the qualifications and business practices of NIMNAI. If you have any questions about the contents of this Brochure, please contact James O'Connor, Chief Compliance Officer, at +4555469199 or james.oconnor@nordea.com. The information in this Brochure has not been approved or verified by the U.S. Securities and Exchange Commission ("SEC") or any state securities authority. This Brochure is strictly a disclosure document and is not an offer to sell securities.

NIMNAI can, at any time, update this Brochure and either send you a copy or offer to send you a copy. You may always request a copy of the most recent version of this Brochure by contacting James O'Connor at +4555469199 or james.oconnor@nordea.com or search through the SEC's Investment Adviser Public Disclosure website (IAPD): www.adviserinfo.sec.gov. Additional information about NIMNAI is also available at the SEC's IAPD website under the Firm Name or CRD number 116837.

We are a registered investment adviser with the SEC. Our registration as an investment adviser does not imply any level of skill or training.

Item 2: Material Changes

This Brochure is an update to our brochure dated February 4, 2022.

The following material changes have been made:

Item 4: The following strategy was added:

- Fundamental Equities:
 - Global Climate Engagement

Item 5: Fees and Compensation has been updated to reflect all the strategies and their respective fee schedule.

Contact Information has been updated to reflect change in Chief Compliance Officer.

We can, at any time, update this Brochure and either send you a copy or offer to send you a copy. You may always access the most recent version of this brochure by contacting us or through the SEC's Investment Adviser Public Disclosure website (IAPD): www.adviserinfo.sec.gov.

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Item 4: Advisory Business

Organization

Nordea Investment Management North America, Inc. (“NIMNAI”), based in New York City, was established in 1994 and is organized as a corporation under the laws of Delaware. Prior to November 2001, NIMNAI was known as Unibank Investment Management. NIMNAI registered with the SEC as an investment adviser on November 20, 2001. NIMNAI is currently registered with the U.S. Securities and Exchange Commission as a Registered Investment Adviser.

As used in this Brochure, the words “we,” “our,” and “us” refer to NIMNAI and the words “you,” “your,” and “client” refer to you as either a current or prospective client of NIMNAI.

NIMNAI is a direct, wholly-owned subsidiary of Nordea Investment Management AB (“NIM AB”). NIM AB is domiciled in Sweden and supervised primarily by the Swedish Financial Supervisory Authority. NIM AB is wholly-owned by Nordea Asset Management Holding AB (“NAM AB”). NAM AB is wholly-owned by Nordea Bank Abp. Nordea Bank Abp, the ultimate parent company bank of NIMNAI, is a publicly traded Finnish company and listed on the NASDAQ Nordic Exchange in Helsinki, Stockholm, and Copenhagen.

As of December 31, 2021, NIMNAI manages approximately \$2.6 billion of client assets on a discretionary basis. We do not currently manage any client assets on a non-discretionary basis, although we may do so in the future.

Advisory Services

We provide discretionary portfolio management and investment advisory services to several client types, including:

- separately managed accounts for institutional clients; and
- registered investment companies as to which NIMNAI is a sub-adviser.

Additional detail about each of these client types is provided in Item 7, Types of Clients, below.

We offer fundamental and quantitative equities, fixed income and multi-asset strategies. Each strategy is managed by its dedicated investment boutique, respectively within its investment unit: Equities, Fixed Income or Multi-Assets. We do not currently manage any proprietary funds.

We tailor our investment management services to the individual needs of our clients. We will work with you to tailor a specific investment mandate(s) based on your specific needs. These will include, but not be limited to:

- Benchmarks
- Investment restrictions
- Liquidity issues
- Types of securities.

Equities: Fundamental Equities

We offer several strategies from our Fundamental Equities boutique. These include but are not limited to:

- Emerging Stars Equity
- North American Stars Equity
- European Stars Equity
- Asian Stars Equity
- Global Stars Equity
- Global Climate & Environment
- Global Social Empowerment
- Global Disruption
- Global Climate and Social Impact
- Global Climate Engagement

Our investment management services in these strategies generally relate to long-term investments in both listed and over-the-counter equity securities. These strategies do not generally invest in derivatives or similar financial instruments. However, from time to time, we utilize derivatives and other financial instruments. Additionally, these strategies can invest in emerging markets depending upon the investment restrictions agreed upon with the client.

Fixed Income: Emerging Markets Debt

Our Emerging Markets Debt boutique manages several global fixed income products. Our main strategies in this boutique are:

- Emerging Stars Bond
- Emerging Stars Local Bond
- Emerging Markets Debt Total Return
- Emerging Market Hard Currency Enhanced Bond
- Emerging Market Local Debt Enhanced Bond
- Global Green Bond

These strategies aim to provide clients with investment growth in the medium to long-term. These strategies mainly invest in emerging market bonds with a focus on Environmental, Social and Governance (“ESG”). We seek to identify inefficiencies in market valuations of country’s credit fundamentals by focusing on economic and political analysis to judge the ability and willingness to service its debt. Additionally, these strategies can use derivatives and other financial instruments.

Multi-Assets

Our Multi-Assets boutique manages a variety of products based on quantitative strategies. Our primary strategies from this boutique are:

- Global & Emerging Markets Stable Equities
- Alpha Solutions (Alpha 7, 10, 15 MA)
- Balanced Income
- Flexible Fixed Income
- Stable Return Diversified Growth
- Global & Emerging Markets Equities Beta+
- Global, North America & Emerging Markets Sustainable Beta+
- Global Gender Diversity Equities

Our investment management services in each of these strategies generally relate to long-term and short-term investments in exchange-listed securities, over-the-counter securities, foreign equity securities, corporate debt securities, U.S. government securities, option contracts on securities and commodities, futures contracts on equity indices and interest rates, contracts for differences, total return swaps, long and short positions in baskets of equities or bond issues with common characteristics, credit default swaps, pooled investment vehicles, and money market instruments. We may also utilize other financial instruments and derivatives.

Other Investment Products

We offer a variety of other investment products. For purposes of this Brochure, we have highlighted above the main products that are actively marketed to North American clients. However, during our discussions with clients and prospective clients, we may become aware of a situation where another product may be more suited to that client or prospective client's specific needs. In that case, we may discuss other investment products with such client or prospective client, as appropriate, to see if there is a better fit between that client's or prospective client's needs and what we can offer.

Wrap Fee Programs

NIMNAI does not currently participate in wrap fee programs. In the past, we have participated in wrap fee programs and may decide to do so again in the future.

Item 5: Fees and Compensation

General

We receive management fees for our investment advisory services, which may be based upon an agreed percentage of asset under management or a negotiated fixed fee. NIMNAI may, but typically does not charge a performance-based fee to clients. Performance-based fees are typically negotiated for strategies in the Multi-Assets boutique but can be charged on other strategies. If performance fees are charged, such fees are intended to comply with the requirements of the applicable NIMNAI's investment advisory agreement and Rule 205-3 under the Advisers Act.

NIMNAI imposes investment minimums on certain types of accounts. Existing clients may have different fee arrangements from those stated below, and actual rates are negotiable per client. Fees vary depending on the type of investment strategy pursued. Below are the standard fees generally provided to prospective clients:

Emerging Stars Equity:	0.75%
North American Stars Equity:	0.75%
European Stars Equity:	0.75%
Asian Stars Equity:	0.75%
Global Stars Equity:	0.75%
Global Climate & Environment:	0.75%
Global Social Empowerment:	0.75%
Global Disruption:	0.75%
Emerging Stars Bond:	0.50%
Emerging Stars Local Bond:	0.60%
Emerging Markets Debt Total Return:	0.70%
Emerging Market Hard Currency Enhanced Bond:	0.20%
Emerging Market Local Debt Enhanced Bond:	0.20%
Global Green Bond	0.30%
Global Stable Equities:	0.85%
Emerging Markets Stable Equities:	1.00%
Alpha Solutions (Alpha 7, 10, 15 MA):	1.50%
Balanced Income:	0.65%
Flexible Fixed Income:	0.40%
Stable Return Diversified Growth:	0.85%
Global Equities Beta+:	0.15%
Emerging Markets Equities Beta+:	0.25%
Global Sustainable Beta+:	0.20%
North America Sustainable Beta+:	0.20%
Emerging Markets Sustainable Beta+:	0.30%
Global Gender Diversity Equities:	0.75%
Global Climate and Social Impact	0.75%
Global Climate Engagement	0.75%

Payment Mechanics

Management fees are generally invoiced or deducted from client accounts on a quarterly or monthly basis, in arrears, based upon an agreed upon percentage of assets under management. Performance-based fees, if any, are normally invoiced on an annual basis in arrears. Fees are payable within 30 days of the client's receipt of the invoice.

Clients may also elect to have us send an invoice to the custodian on the account. NIMNAI does not select account custodians on behalf of separately managed accounts. Clients are responsible for charges imposed by custodians, such as custodial fees. The custodian is not responsible for validating or checking our fee or calculation. The custodian will deduct the invoiced fee from the client's account or, if a client has more than one account, from the account(s) the client has designated to pay our advisory fees. Each month, the client will receive a statement directly from the custodian showing all transactions, positions, and credits or debits into or from each custody account; the statements clients receive at quarter-end will reflect these transactions as well, including the advisory fee paid by the client to us. Upon request, we also will send a copy of the invoice to the client at the same time as we send it to the custodian.

There are many ways to structure the mechanics of fee payment. We will discuss the payment mechanics with each client and agree on the specific billing protocol at the outset of the advisory relationship, including the valuation of the assets upon which the fee will be based.

Other Fees and Expenses

In addition to management or advisory fees payable to us, clients are responsible for brokerage and other transactions costs and certain other fees and expenses. NIMNAI's brokerage practices are discussed in Item 12 below in this Brochure.

The following list of fees and expenses are what clients may expect to pay to third parties in connection with account management. These fees and expenses may be charged whether a security is being purchased, sold or held in your account(s) under our management. We do not receive, directly or indirectly, any of these fees and expenses charged to you. The fees and expenses include, but are not limited to, the following:

- Brokerage commissions
- Transaction fees
- Exchange fees
- SEC and other regulatory fees
- Advisory fees and administrative fees charged by mutual funds or exchange traded funds
- Advisory fees charged by sub-advisers, if any
- Custodial fees
- Odd-Lot differentials
- Transfer taxes
- Wire transfer and electronic fund processing fees
- Mark-ups / mark-downs on securities transactions

In addition, we do not have any employees that receive (directly or indirectly) any compensation from the sale of securities or investments that are purchased or sold for a client's account. We do not receive any compensation, either directly or indirectly, other than the amount that will be invoiced for management fees or performance-based fees, if applicable.

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

As noted in Item 5, we generally receive either a flat or asset-based management fee from each client's account. Management of accounts subject to a performance fee and accounts not subject to a performance fee, also called "side-by-side management," raises potential conflicts of interest. One such conflict is that we have a financial incentive to favor those client accounts for which we receive a performance fee. We can potentially earn more fee income if we place more profitable trades to those accounts that pay performance-based fees while allocating less profitable trades to accounts that do not pay a performance-based fee.

While NIMNAI currently does not charge performance-based fee, if and when we do, we have policies and procedures in place to ensure that accounts that pay performance-based fees and those accounts that do not charge performance-based fees are treated in the same manner. Our trading procedures are based upon a principle of equal treatment of clients. Throughout the order generation and trading process, we strive to secure an equal treatment of clients regardless of the method of fees we are charging. This is achieved through several controls and mitigation steps, which include but are not limited to:

- In general, NIMNAI would mainly charge a performance-based fee on Alpha Solutions accounts only, which invest in a different universe than our other strategies.
- NIMNAI has a clear segregation of duties among Client Service, Portfolio Management, Implementation, and Trading personnel.
- The respective investment boutique generally issues orders on a model portfolio basis with all clients within the model being treated equally (unless there are specific client guidelines or restrictions).
- Deviations between portfolios are handled by the Implementation Team only, and as required by restrictions set by the client per the agreed upon investment guidelines.

Item 7: Types of Clients

We provide investment advisory services to North American institutional clients, which may include, but are not limited to:

- Banks or thrift institutions
- Investment companies
- Private and public retirement funds
- Unions
- Endowments
- Foundations
- Trusts
- Estates
- Charitable organizations
- Insurance companies
- Corporations
- Other business entities

NIMNAI currently serves as a sub-adviser to a registered investment company. In addition, while we do not do so currently, we may in the future participate in selected wrap account programs.

In general, NIMNAI's minimum initial investment is \$100 million. Exceptions can be made on a case-by-case basis in our sole discretion

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

Methods of Analysis

We utilize different strategies for our different investment products. The method of analysis is different for each product. Please see below for the specific methods for each product.

Investment Strategies

The major investment strategies utilized by NIMNAI are as follows:

Fundamental Equities

The Fundamental Equities Team operates with a fundamental, bottom-up stock selection approach, which is supported by a research platform that is shared across strategies. The investment process incorporates strategic assessment of business fundamentals, financial performance and corporate culture. Our valuation view is formed by using the in-house developed Discounted Cash Flow (“DCF”) model which links the strategic assessment with analysis of ESG factors, and which is expressed through a fade-rate of returns over a longer time horizon, depending on what level of sustainability we see, both with regard to financial performance and management of ESG risks and opportunities. Our valuation is compared to the market’s view in order to identify any mispricing, on basis of which we establish an expectation gap that indicates the value upside of an investment. Using a uniform approach in the investment process across all our strategies is a cornerstone element in our research platform, and allows for a consistent and coherent evaluation of investment opportunities. Furthermore, each investment team member, including both analysts and portfolio managers, has defined areas of coverage with regard to sector, geography and investment theme. We take a medium- to long-term investment view and use our approach to identify attractively priced companies with sustainable business models, which exhibit solid business fundamentals and which may provide exposure to either structural growth or thematic megatrends, depending on the investment objective of the strategy. All our investment strategies fully integrate ESG assessment throughout the entire investment process, which is enabled through close collaboration with the Responsible Investment Team. While external data sources are used to support analysis and assessment, and serve to complement the internal research process, all investment decisions are made on basis of internal research conducted by both the Fundamental Equities Team and the Responsible Investment Team.

Fixed Income

Emerging Stars Bond

The Emerging Stars Bond strategy mainly invests in emerging market bonds. It invests at least two-thirds of its total assets (excluding cash) in debt securities issued by public authorities, quasi sovereigns or private borrowers, which are domiciled or exercise predominant part of their economic activity in emerging markets. The objective is to prudently invest client’s capital and to provide a return exceeding the average return of the emerging market bonds market. In actively

managing the strategy, the team selects issuers with a particular focus on their ability to comply with international standards for environmental, social and corporate governance, and that appear to offer superior growth prospects and investment characteristics. The team also manages currencies actively.

Emerging Stars Local Bond

The strategy mainly invests in emerging market bonds denominated in local currencies. Specifically, it invests at least two thirds of total assets in debt securities that are denominated in local currencies. These securities are issued by public authorities or quasi sovereign issuers, or by companies that are domiciled or conduct the majority of their business, in emerging markets. The strategy may invest directly in Chinese debt securities traded on the China Interbank Bond Market or Bond Connect. The strategy may be exposed (through investments or cash) to other currencies than the base currency. In actively managing the strategy, the team selects issuers with a particular focus on their ability to comply with international standards for environmental, social and corporate governance, and that appear to offer superior growth prospects and investment characteristics. The team also manages currencies actively.

Emerging Markets Debt Total Return

The strategy invests across all subsectors of the emerging markets debt universe (hard currency and local currency debt), unconstrained by benchmark limitations. It seeks to deliver returns similar to broad emerging markets debt indexes while targeting a lower volatility and placing a particular emphasis on limiting drawdowns. The strategy selects securities across a holistic portfolio, that tactically shifts allocations across the emerging markets debt asset class spectrum and takes advantage of the team's best ideas across emerging market hard currency, local currency and corporate debt.

Emerging Market Hard Currency Enhanced Bond

The strategy invests in emerging markets sovereign debt, and aims to outperform its benchmark. The strategy makes use of top-down asset allocation decisions inside the investment universe, bottom-up country analysis, and thematic investment themes that combine the outlook for global macro factors and country specific views. The investment team seeks to deliver positive risk-adjusted returns over a full market cycle, by employing this multi staged investment process in a consistent and risk-controlled fashion.

Emerging Market Local Debt Enhanced Bond

This strategy invests a minimum of two-thirds of its total assets in debt securities issued in local currencies by sovereigns, supranational institutions, quasi sovereigns and private borrowers, which are domiciled or exercise the predominant part of their economic activity in an Emerging Market.

Global Green Bond

The aim is to provide shareholders with investment growth in the medium to long term. The strategy mainly invests in green and sustainability bonds. Specifically, the strategy invests at least 70% of total assets in green and sustainability bonds issued by companies, financial institutions or public authorities. The strategy invests mainly in green bonds, in which the proceeds are allocated by the issuer to the fulfilment of environmentally sustainable projects. The strategy also invests at least two thirds of total assets in debt securities with a long-term rating of AAA/Aaa or lower, but not lower than BBB-/Baa3, or equivalent. The strategy can invest in covered bonds. The strategy may invest directly in Chinese debt securities traded on the China Interbank Bond Market or Bond Connect. The strategy may be exposed (through investments or cash) to other currencies than the base currency.

Multi-Assets

Strategies managed by our Multi-Assets boutique are quantitatively based.

Global Stable Equities & Emerging Markets Stable Equities

Implementing fundamental insights using quantitative models, our Global Stable Equities and Emerging Market Stable Equities strategies currently evaluate stocks globally in an attempt to find those that offer more stable returns with lower risk versus the market. This investment philosophy is supported by in-depth academic and empirical research and is combined with a disciplined risk control process with fundamental oversight of the model's output. The team is supported by the Implementation Team, which utilizes multiple advanced trading techniques.

Alpha Solutions (Alpha 7, 10, 15 MA)

The Alpha Solutions (Alpha 7, 10, 15 MA) strategies are managed based on the belief that it is possible to exploit market inefficiencies when financial market valuations have moved away from their trend or where information asymmetries are present. These inefficiencies are a result of human behavioral and institutional factors, including different reactions to news flow, multiple investment objectives and varying levels of risk aversion. All of these factors are likely to be persistent, which gives us confidence that there is considerable scope for the active management approach to continue to add value in the future.

Stable Return Diversified Growth

The Stable Return Diversified Growth strategy derives investment returns from exposure to a broad range of diversified return drivers through liquid total and absolute return strategies. The approach has no benchmark constraints and therefore does not take relative bets. The strategy aims to provide positive returns in all market environments based on active asset allocation and paper selection.

Global Equities Beta+ & Emerging Markets Emerging Equities Beta+

The Global Equities Beta+ and Emerging Equities Beta+ strategies currently evaluate stocks globally in order attempt to provide long-term capital appreciation. The investment process consists of a quantitative bottom-up investment approach with a fundamental overlay.

Global Gender Diversity Equities

The Global Gender Diversity Equities strategy is managed to provide investment growth in the long term. The strategy invests in equities of companies from anywhere in the world, and equity-related securities. The team focuses on companies that demonstrate sustainability and a high level of gender diversity and equality in management, and that appear to offer superior growth prospects and investment characteristics.

Balanced Income

The Balanced Income strategy aims to preserve and steadily grow client's capital over a full investment cycle. The investment process is based on active asset allocation, both tactical and strategic, robust diversification across mainly fixed income asset classes using leveraged exposure, and active currency management. The portfolio manager aims to find return drivers using both long and short positions, in a wide range of fixed income instruments. Additionally, for a smaller portion of the strategy aims to invest in equity instruments.

Flexible Fixed Income

The strategy offers a robust diversification across fixed income asset classes and regions. Using active management, the strategy aims to preserve capital and provide positive returns in excess of cash over an investment cycle. The objective is to build an unconstrained bond product, designed to address a constantly changing environment in the fixed income space, such as interest rates fall and rise as well as changes in credit spreads. The strategy will use active currency management to mitigate risk without reducing the return expectancy.

Global, North America & Emerging Markets Sustainable Beta+

Beta+ is a quantitative, risk premium based enhanced index strategy which offers investors with liquidity for their allocation needs. The approach is a bottom-up one; the objective is to keep the funds country or region neutral, with no top-down calls. The sustainable range of Beta+ funds has a robust ESG screening consisting of both negative and positive screening. Also, there is a Low Carbon overlay with an objective to have a carbon footprint at least half smaller than that of the benchmark.

Risk of Loss

All investments in securities include a risk of loss of your entire principal and any profits that have not been realized. You should be prepared to bear this risk of loss. Markets do fluctuate substantially over time. In addition, performance of any investment is not guaranteed. As a result,

there is a risk of loss of the assets we manage that are out of our control. We cannot and do not guarantee any level of performance or that you will not experience a loss of your account assets.

Material Risks

NIMNAI offers its clients a range of equity, fixed income, and multi-assets investment strategies. Different clients are eligible to select some or all of these investment strategies. The following is a brief description of each strategy's investment objective(s) and the material risks associated with an investment in the investment strategy. A full description of all the investment objectives and risks of each strategy is described in the relevant fund's and/or client account's offering documents. There is no assurance that a particular investment strategy will meet its investment objectives. Additionally, the investment strategies and techniques that NIMNAI uses within a given investment strategy will vary over time depending on various factors.

Summaries of investment objectives, principal investment strategies and material risks provided below are presented for general information purposes in accordance with regulatory requirements. Consequently, these summaries are in all instances qualified and superseded by the descriptions of objectives, strategies and risks, portfolio reports, and other communications that are provided to each client in connection with the creation and maintenance of the client's account with NIMNAI.

General Risks

The following are associated with the strategies in the Fundamental Equities, Fixed Income, and/or the Multi-Assets boutiques:

- *Risks of Equities* – A risk of investing in equity securities is that they can decline in value due to factors affecting equity securities markets generally or particular industries represented in those markets. The values of equity securities often 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 will 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. In addition, securities which we believe are fundamentally undervalued or incorrectly valued may not ultimately be valued in the capital markets at prices and/or within the time frame we anticipate. As a result, your portfolio can lose all or substantially all of its investment in any particular instance.
- *Risks of Non-U.S. Securities* – Investments in non-U.S. securities will involve risks due to non-U.S. economic, political and legal developments, including changes in currency exchange rates, exchange control regulations, expropriation, nationalization or confiscatory taxation of assets, political changes, diplomatic developments and difficulty in obtaining and enforcing judgments against non-U.S. entities. Issuers of non-U.S. securities are not necessarily subject to the same degree of regulation as U.S. issuers, and

are subject to different, often less comprehensive accounting, custody reporting and disclosure requirements than U.S. issuers.

- *Emerging Markets* – Risks are heightened for securities of emerging market countries. The securities, derivatives and currency markets of emerging market countries are generally smaller, less developed, less liquid and more volatile than the securities, derivatives and currencies of the U.S. and other developed markets, and disclosure and regulatory standards in many respects are less stringent. Furthermore, emerging market countries are more likely than developed market countries to experience political uncertainty and instability. The risks associated with investments in *Risks Non-U.S. Securities* (described above) are especially pronounced in the case of emerging market investments.
- *Smaller Company Risk* – Certain strategies invest in securities of companies with smaller market capitalization. Investments in smaller companies generally involve higher risks because they often lack the management experience, financial resources, product diversification and competitive strength of larger companies. Additionally, these types of investments are subject to increased liquidity and market risk, as their securities are often less widely held, trade less frequently, and their market prices fluctuate more than companies with larger market capitalizations.
- *Currency Risk* – Changes in the value for investments in a portfolio that are denominated in currencies other than the base currency will fluctuate along with currency values, which are influenced by factors such as trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments. In the case of hedging positions, currency risk includes the risk that the currency to which your portfolio has obtained exposure declines in value relative to the currency being hedged.
- *Over-the-Counter Risk* – Some strategies trade in over-the-counter markets or invest in over-the-counter contracts. These investments are subject to the risk that the counterparty to the trade or contract may fail to comply with the terms of the trade or contract. Additionally, because over-the-counter trades or contracts are individually negotiated with a specific counterparty, there is the risk that the parties may interpret contractual terms differently. Over-the-counter contracts can be difficult to value and are therefore subject to the risk of mispricing or improper valuation. These investments are subject to greater risk of potential illiquidity.
- *Key Individuals* – Due to the in-house development of our current quantitative models, you are dependent upon the expertise of certain key individuals. There can be no assurance that these key individuals will continue to be associated with NIMNAI for any length of time. The loss of the services of one or more of these key individuals could have an adverse impact on your portfolio.

- *Leverage* – Certain strategies borrow money or trade on margin to leverage the strategy's return. While gains made with borrowed funds generally can cause your portfolio's value to increase faster than without the use of borrowed funds, if the value of the securities purchased with the borrowed funds declines, or does not appreciate sufficiently to cover the costs of borrowing, your portfolio's value will decrease faster and more significantly than without the use of borrowed funds. Some strategies also use various financial instruments, including derivatives, to achieve leverage.
- *Short Sales* – Certain strategies can sell a security that we do not own and must buy it back later. We do this expecting to buy it later at a lower price. However, if the price rises, we will have to buy it later at a higher price. Due to unlimited price gains that a security can achieve, the losses on a short sale are potentially unlimited.
- *Liquidity Risk* – Liquidity risk exists when securities, which at certain times for several reasons, are not readily available to buy or sell. Limitations on the liquidity of securities in a portfolio could prevent a successful sale of such securities, result in the delay of a sale, or reduce the amount of proceeds that might otherwise be realized. Less liquid securities also can fall in price more than other securities during periods when markets decline generally.
- *Credit Market Illiquidity* – The credit markets have recently experienced a significant lack of liquidity. While lack of liquidity may create opportunities to acquire assets at prices that we believe are attractive, it creates several risks. Credit markets may experience further periods of significant illiquidity and volatility in the future. It is also possible that illiquidity in the market could cause prices to decline further, which may have the result of forcing us to sell assets to satisfy requirements under our borrowing arrangements or to meet margin calls, which could, in turn, create further downward price pressure. If there is a substantial decline in the market value of a portfolio's investments, investments may need to be liquidated quickly.
- *Legal and Regulatory Changes* - Legal, tax and regulatory changes could occur that may adversely affect your portfolio. New or amended laws or regulations may be imposed by the CFTC, the SEC, the U.S. Federal Reserve or other banking regulators, other U.S. or non-U.S. governmental regulatory authorities or self-regulatory organizations, including entirely new entities, that supervise the financial markets that could adversely affect a client's account. In particular, these agencies are empowered to promulgate a variety of new rules pursuant to recently enacted financial reform legislation in the U.S. A client's account may also be adversely affected by changes in the enforcement or interpretation of existing statutes and rules by these governmental regulatory authorities or self-regulatory organizations. The regulatory environment for private funds is evolving, and changes in the regulation of private funds may adversely affect the value of the investments held by your portfolio and NIMNAI's ability to execute its investment strategy. The CFTC, the SEC, the Federal Deposit Insurance Corporation, other regulators and self-regulatory

organizations and exchanges are authorized to take extraordinary actions in the event of market emergencies.

In addition, future regulatory changes could, among other things, restrict NIMNAI's ability to execute its investment strategies and/or impact the costs of such investment strategies, and we may be unable to generate investment returns as a result.

It is impossible to determine the extent of the impact of any new laws, regulations or initiatives that may be proposed, or whether any of the proposals will become law. Compliance with any new laws or regulations could be more difficult and expensive and may affect the manner in which we conduct business. Furthermore, new laws or regulations can increase taxes or other costs in a client's account.

- *Derivatives and Counterparty Risk* – Certain strategies invest in derivative instruments, which involve risks different from, and potentially greater than investing directly in securities and more traditional assets. These risks include market risk, management risk, documentation risk in the case of over-the-counter derivatives, liquidity risk, leverage risk, and the risk of mispricing or improper valuation. Additionally, investments in derivative instruments are subject to counterparty risk, which is the risk that a loss may be sustained as a result of the failure of the other party to a derivative to comply with the terms of the derivative contract.
- *Cybersecurity and Operational Risk* – Cybersecurity breaches may allow an unauthorized party to gain access to assets, customer data, or proprietary information; could materially interrupt our business operations or cause disclosure or modification of sensitive or confidential clients or competitive information. Similar incidents affecting issuers of securities may negatively impact performance. The Adviser's service providers, companies in which client accounts and funds invest, and parties with which the Adviser or sub-adviser engages in portfolio or other transactions also may be adversely impacted by cyber security risks in their own businesses, which could result in losses to the Adviser or its clients. Operational risk may arise from human error, error by third parties, communication errors, or technology failures, among other causes.
- *Other Business Interruptions* – Our investment advisory activities or operations could be interrupted or adversely affected by extraordinary events, emergency situations or circumstances beyond our control, including, without limitation outbreaks of infectious diseases, pandemics or other serious public health concerns, war, terrorism, failure of technology, accidents, disasters, government macroeconomic policies or social instability. In order to mitigate the effects of these types of events, we may activate our business continuity and disaster recovery plans. These plans may, for example, require our employees to work and access our information technology, communications or other systems from their homes or other remote locations. However, our business continuity and disaster recovery plans may not be successful, or we could be delay in implement or recovering our investment advisory activities or operations. For example, we may have

issues or delays in accessing our information technology communications or other systems, which could have a material adverse effect on our business.

- *ESG Integration and Sustainability risk* – Certain of the investment strategies referred to herein incorporate environmental, social and governance (ESG) as a component of the investment process. In order to ensure that investment decisions are based on comprehensive information, we seek to integrate ESG aspects into our investment analysis where relevant. Since ESG aspects can have both negative and positive impact, they can be used to identify investment opportunities as well as sustainability risk. Our overall ESG assessment, based on both quantitative and qualitative ESG information, allows for a robust identification of sustainability risk. We identify these risk types by considering ESG factors in the investment process and assessing the materiality of the negative impact of these ESG factors on the value of the investment. We have developed policies and procedures to ensure that the issuers we invest in meet our expectations on ESG performance.

Given the size of our investment universe across our various investment teams and strategies, we use a range of external providers of ESG data as well as proprietary ESG research and tools to assess sustainability risk. Data sources and providers are assessed on an ongoing basis for data quality, coverage and other relevant attributes. Examples of sustainability risks include:

- Climate-related risks: the financial risks posed by the exposure to issuers that may potentially contribute to or be affected by climate change. This includes *physical climate risk*, for example severe weather conditions due to climate change that may impact an investee company and make certain countries higher risk, but also *climate transition risks* such as changes in policy measures, technology or consumer behaviour that have a negative effect on a company.
- Social risk: the risks of any negative financial impact on the issuer stemming from the current or prospective impacts of social factors, such as inequality and labour relations.
- Governance risks: the risks of any negative financial impact on the issuer stemming from the current or prospective impacts of governance factors, such as bribery and corruption.

Sustainability risk integration into investment decisions – Sustainability risk considerations are integrated into our investment decision framework as part of the overall risk assessment. How sustainability risk considerations are integrated in practice differ among our investment teams as the relevance, availability of information and time horizon of sustainability risks will vary depending on the investment product's characteristics, including asset class, investment strategy, client objectives, and market trends. Sustainability risks are considered in the investment decision process together with traditional investment risks (for example market, credit or liquidity risk). Sustainability risks may have a significant impact on traditional investment risks and be a factor that contributes to their materiality. To integrate sustainability risk considerations in the investment decision-making process, we:

- Ensure portfolio managers and analysts have access to relevant ESG information, making it possible to identify sustainability risks within the investable universe. The ESG data and information from external providers is supplemented by our internal proprietary ESG tools that we have developed for use throughout our organisation, including in selected investment teams

and in our Responsible Investments team. These tools, which include our proprietary ESG data engine, are aimed at furthering our portfolio managers' understanding and assessment of sustainability risks.

- Include and consider sustainability risks as part of investment evaluation, in line with our belief that integrating such considerations into the investment decision making process can lead to better long-term, risk adjusted return
- Identify, evaluate and take relevant action on issuers exhibiting high exposure to sustainability risk. The identification, evaluation and consideration of sustainability risks in the investment decision process may for example be supported via our engagement activities. We undertake engagement activities, inter alia in relation to sustainability risk concerns, in order to influence issuers by contributing to improving their ESG practices and enhanced sustainable long-term returns. Moreover, at the entity level and where applicable, issuers identified as outliers on one or more Principal Adverse Impact indicators or with norms breaches are analyzed further by our Responsible Investments team. Based on this analysis, the Responsible Investments team issues a recommendation for action to our Responsible Investments Committee, upon which the Committee decides on any actions to be taken. Potential actions include engagement, quarantine or exclusion of the issuer.

To support the integration of sustainability risks in the investment decisions made within our investment teams, our Risk & Performance Analysis team integrate, where applicable, ESG analysis in the risk reporting that is made available to analysts and portfolio managers on a daily basis. Additional expertise in the sustainability risk domain may be provided by our analysts in our Responsible Investment team, which is responsible for supporting our analysts and portfolio managers ultimately responsible for the investment decision process.

While NAM does have some exclusions as part of its overall investment approach as well as its ESG and sustainable investment strategies, it is possible that certain strategies (including investment strategies referred to herein that incorporate ESG as a component of the investment process) may hold positions that are consistent with NAM's ESG and/or sustainability approach but nevertheless are not positions that may be viewed, now or in the future, by others as appropriate for investment strategies that incorporate ESG and/or sustainability as a component of the investment process.

Fundamental Equities

The additional material risks associated with our Fundamental Equities strategies are as follows:

- *Focused Investments* – The strategies in Fundamental Equities invest in securities which are focused on a particular geographic region, sector or in industries with high positive correlations to one another. This may cause a portfolio to be particularly vulnerable to events which affect those regions, sectors or industries.

- *Regional Concentration* – Certain strategies within Fundamental Equities carry a regional concentration greater than is typical within a more diversified strategy. This means that the strategy concentrates its holdings geographically. This carries the additional risk that the strategy is more volatile than a strategy that invests in a broader geographic allocation. Additionally, there is the added risk that the strategy will be more influenced by market returns and macro-economic factors of a geographic region than a strategy that is invested in a broader geographic range.
- *Sector Concentration* – Certain strategies within our Fundamental Equities carry a sector concentration greater than is typical within a more diversified strategy. This means that the strategy concentrates its holdings within fewer sectors or within sectors at a higher allocation than a more diversified portfolio or the benchmark. This carries the additional risk that the strategy is more volatile than a strategy that invests in a broader range of sectors. Additionally, there is the added risk that the strategy will be more influenced by market returns and macro-economic factors of a few select sectors than a strategy that is invested in a broader range of sectors.

Multi-Assets

The additional material risks associated with our Multi-Assets boutique strategies are as follows:

- *Corporate Debt* – Some strategies under our Multi-Assets boutique invest in corporate debt securities. The value of these investments will change as interest rates fluctuate, and prices of long-term debt obligations generally fluctuate more than prices of short-term debt obligations. Investments in corporate debt are also subject to credit risk, which relates to financial strength and solvency of the issuer, and the issuer's ability to make scheduled contractual payments of principal and interest. In addition, the value of corporate debt can decline significantly due to a reduction in market demand.
- *No Ratings* – Certain strategies in the Multi-Assets boutique invest in securities that do not have established rating criteria, including low-rated or unrated debt securities. The lower rating of debt securities reflects a greater possibility that adverse changes in the financial condition of the obligor or changes in general economic or regulatory conditions may impair the ability of the obligor to make payment of principal and interest. Additionally, low-rated or unrated debt securities are often less liquid and are subject to greater credit risk than higher-rated debt securities.
- *U.S. Government Securities* – U.S. government securities are subject to interest rate, credit and market risk. The value of these investments will change as interest rates fluctuate, and prices of long-term debt obligations generally fluctuate more than prices of short-term debt obligations. U.S. government securities are subject to varying levels of credit risk depending on whether the securities are supported by the full faith and credit of the U.S., supported by the ability to borrow from the U.S. Treasury, or supported only by the credit of the issuing U.S. government agency, instrumentality or corporation.

- *Pooled Investment Vehicles* – Investments in pooled investment vehicles often involve a layering of fees and other costs. In addition, investment decisions of such vehicles are made by their investment advisers independently of us and each other.
- *Quantitative Strategy* – The success of a quantitative based strategy relies on the effectiveness of the quantitative model. There can be no assurance that the quantitative models used will achieve the desired results and may cause your portfolio to incur significant losses.

If you wish to understand more about our investment strategies or the risks associated with any investment products, please feel free to contact us.

Cash Management

Cash balances can be maintained in cash or cash-like investments in an account designated by you at the onset of the client relationship. We do not render advice with respect to cash or cash-like investments but will reach agreement with you as to how cash will be invested.

Item 9: Disciplinary Information

As of the date of this Brochure, NIMNAI and its management persons have not been involved in any legal, financial or other disciplinary items to report.

Item 10: Other Financial Industry Activities and Affiliations

NIMNAI's ultimate parent company bank is Nordea Bank Abp, a Finnish publicly traded company. Nordea Bank Abp is a diversified financial services company that operates with many subsidiaries performing various services that a typical financial services company would perform. These include but are not limited to:

- Broker-dealer
- Investment company
- Investment adviser
- Financial planning
- Banking
- Insurance company

Material Relationships

NIMNAI has an Investment Management and Service Level Agreement with NIM AB, which delegates certain investment advisory and administrative functions to be performed by NIM AB. NIMNAI compensates NIM AB for such services. NIM AB's fees are paid by NIMNAI, not NIMNAI clients. Advisory fees paid by clients to NIMNAI would be the same regardless, even if NIMNAI was not paying NIM AB for such delegated services.

This working relationship and delegation of responsibilities between NIMNAI and NIM AB is arms-length and transparent to each client. NIMNAI assumes full responsibility for the delegated functions of NIM AB.

Because NIM AB is registered with the Swedish Financial Supervisory Authority and not with the SEC, NIMNAI is relying on the Unibanco No-Action Letters with respect to NIM AB. NIMNAI treats NIM AB as a "participating affiliate" in connection with its provision of investment advisory services to NIMNAI. Certain personnel of NIM AB are considered "associated persons" of NIMNAI, as they are involved in NIMNAI's advisory activities. All of NIMNAI's associated persons are under the training and oversight of NIMNAI Compliance as well as the overall supervision of NIMNAI's Board of Directors. NIMNAI does not believe that there are other relationships that would be material to you or your ability to evaluate us.

Other Activities and Affiliations

NIMNAI conducts investment advisory business in the United States. NIMNAI is currently registered with the U.S. Securities and Exchange Commission as a Registered Investment Adviser.

Board of Directors

The NIMNAI Board of Directors ("Directors") contains persons who are employed by or otherwise associated with NIMNAI's advisory affiliates and these Directors may also serve on the boards of

other Nordea affiliated entities. The NIMNAI Directors do not receive any additional compensation for serving on the NIMNAI Board.

These Directors' service on the other Nordea related entities' boards may create potential conflicts of interest. The Nordea Group has policies, procedures, and governance committees in place to mitigate these potential risks.

Chief Executive Officer and President

NIMNAI's Chief Executive Officer ("CEO") and President is expected to devote approximately 50% of his full business time to NIMNAI business and approximately 50% of his full business time continuing to serve as General Counsel of the New York Branch of Nordea Bank Abp, NIMNAI's ultimate bank parent company (and, in that capacity, will continue to provide legal services to NIMNAI's U.S. broker-dealer affiliate). This service provided to NIMNAI's affiliates by NIMNAI's CEO and President may create potential conflicts of interests. The Nordea Group has policies, procedures, and governance committees in place to mitigate these potential risks. In addition, NIMNAI's CEO and President may, in his capacity as General Counsel for NIMNAI's affiliate, receive access to information that is not permitted to be shared with NIMNAI or NIM AB, even if such information could benefit NIMNAI, NIM AB or their clients, and consequently neither NIMNAI, NIM AB nor their clients will receive the benefit of such information.

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

Summary of Code of Conduct & Ethics

The purpose of NIMNAI's Code of Conduct & Ethics ("Code") is to ensure a sound ethical culture and the management of potential and actual conflicts of interest. NIMNAI's Code regulates the following areas:

- Standard of Conduct and Compliance with applicable Laws, Rules, and Regulations
- Protection of Material Non-Public, Confidential Information and Data Privacy
- Personal Account Dealing
- Gifts and Hospitality
- External Engagements
- Lobbying Registration and Reporting Requirements
- Communication with the Public
- Mandatory Leave
- Disclosure of Conflict of Interest and Undue Influence
- Exceptions from Compliance
- Raising Your Concern and Reporting a Breach
- Sanctions
- Recordkeeping

NIMNAI's Code establishes standards and procedures for handling conflicts of interest and preventing abuse of the fiduciary duties that we have as an investment adviser, and it provides a general framework for a sound ethical culture. NIMNAI's Code is based on the principle that the employees who provide services to our clients or who in the course of their duties obtain information regarding your investment transactions owe a fiduciary duty to you to conduct their personal securities transactions in a manner that does not interfere with your transactions or otherwise take unfair advantage of their position. NIMNAI's employees and NIM AB's associated persons of NIMNAI are expected to adhere to this general principle as well as to comply with all of the specific provisions of NIMNAI's Code. These employees shall place clients' interests first and the interests of NIM AB and NIMNAI second, before their own personal interests. Technical compliance with NIMNAI's Code will not automatically insulate any employee from scrutiny of transactions that show a pattern of compromise or abuse of the individual's fiduciary duties to our clients. Accordingly, employees must seek to avoid any actual or potential conflicts between their personal interests and the interests of our clients.

As part of NIMNAI's Code, NIMNAI employees and NIM AB's associated persons of NIMNAI personal trading is limited by certain rules and procedures established in our Code. In addition, these employees must pre-clear all reportable security transactions (except those exempt in the Code, such as transactions made through the use of an automatic investment plan, involuntary

purchase or sale of a transaction, transactions made in an approved managed account, gifting of securities (however, any subsequent transaction must be pre-approved), mutual funds, units in funds and foreign undertakings for collective investments traded on a stock exchange or other marketplace (e.g. an ETF, Danish listed funds, closed-end funds). In general, these employees are not allowed to transact in a reportable security subject to pre-clearance in a reportable account on the same business day as the purchase or sale of such issuer in a client's account. These employees may not make opposite trades (buy and sell or sell and buy) in the same security within a one-month period.

Responsibility for the maintenance and administration of NIMNAI's Code rests with our Compliance Officers.

This is a brief summary of NIMNAI's Code and a copy of the entire Code is available upon request.

Participation or Interest in Client Transactions

NIMNAI's officers and employees and our advisory affiliates' officers and employees, may have purchased or sold securities, or may subsequently purchase or sell for their account securities which may be recommended or executed on a client's account. Any such transactions are subject to the guidelines and procedures described below under "Personal Trading."

NIMNAI does not engage in principal transactions with any client's account. In the event that NIMNAI decides to engage in principal transactions, we will comply with all relevant securities laws and regulations, including the disclosure of such transactions to the relevant client and seeking such client's prior written consent.

NIMNAI and its affiliates from time to time, on behalf of your portfolio, can effect transactions (known as "cross trades") in which NIMNAI or one of its affiliates is also acting for other parties (including, without limitation, other portfolios, funds or pooled investment vehicles established or advised by NIMNAI or its affiliates) on the other side of the same transaction (including circumstances where NIMNAI or one of its affiliates acts as broker for both sides of the transaction), including swap transactions, and can have a potentially conflicting division of loyalties and responsibilities regarding your portfolio and the other parties to the transaction. These transactions are performed through unaffiliated brokers or through a related broker. If done through a related broker, no commission will be charged.

Personal Trading

Our Compliance Officers have oversight responsibility with respect to trading conducted by our employees and associated persons for their personal accounts. In addition, NIMNAI has adopted, and all of our officers, employees and NIM AB's associated persons of NIMNAI are subject to, written guidelines restricting the ability of our personnel to trade in their personal accounts or accounts over which they have control. These guidelines generally require that such trading be

conducted for investment rather than speculative purposes, and in a manner consistent with our actions on behalf of clients. NIMNAI Representatives are required to give precedence to client orders over orders for their own accounts. In addition, these guidelines generally require pre-clearance from Compliance Officers for employee transactions.

Compliance Officers will take a number of steps in deciding whether to grant approval of an employee seeking pre-clearance of a transaction. These include but are not limited to:

- the possibility of receiving insider information;
- the holding period of the security;
- whether the person making the proposed transaction is likely to benefit from transactions made or being considered for client(s);
- the risk of a conflict of interest being present;
- the likelihood the transaction will adversely affect a client;
- whether the amount or nature of the transaction or person making it is likely to affect the price or market for the security.

Item 12: Brokerage Practices

In NIMNAI's investment advisory business, we have discretion as to the securities to be bought and sold, and the amount thereof, unless otherwise agreed to by us and you. We do not expect to have any general obligations to deal with any particular broker or group of brokers in effecting transactions unless the transactions are directed by clients, from time to time. In providing services to our clients, we seek best execution for all client transactions, not necessarily the lowest price, but the best overall qualitative execution. NIMNAI has delegated portfolio management function to NIM AB; therefore, best execution is performed by NIM AB and based off their order execution policy. NIM AB executes best execution through total consideration of execution factors, where broker fees are just one parameter. While NIM AB's policy seeks best execution, there could be occasions where the transaction costs charged by a broker is greater than those which another broker charges. In these situations, it is based on our good faith determination through the other execution factors that the amount of such transaction cost is reasonable in relation to the overall value of the brokerage services provided by the executing broker. We believe that we are able to negotiate costs on client transactions that are competitive and consistent with our execution policy. Note that research costs and execution fees are unbundled.

We conduct a semi-annual qualitative broker review. Brokers are reviewed on factors including, but not limited to, the following:

- Historic performance: broker's average execution quality relative to a relevant trading benchmark;
- Accuracy and timeliness of execution and settlement: broker's ability to pass on trade information during execution as well as matching and settlement of trades in due time;
- Reputation and financial strength: how the broker is publicly perceived and the broker's credit worthiness; and
- Quality of service: broker's ability and willingness to meet specific trading requirements, following up on trades and handling trades professionally.
- Access to liquidity: broker's ability to source relevant liquidity and finding the other side of the our trades.
- Blocking trading capabilities: broker's ability to facilitate blocks trading at a competitive price.
- Willingness to execute difficult transactions: broker's willingness to commit capital to facilitate execution on highly illiquid orders.
- Anonymity of trading: how the broker manages the block trading process while minimizing information language.

In addition, we continuously review execution quality and cost through daily or monthly monitoring and transaction cost analysis outlier reports.

Our execution arrangements and the above-mentioned reviews are reported to the Best Execution Committee, which meets quarterly.

We select different brokers for each country and market, and we may select more than one broker in each such country and for each such market, which are geared to support best possible execution for our clients. Orders are allocated in accordance with our Order Execution Policy. We maintain a list of approved brokers. These have all been through an approval process with assessment of their execution policy, credit quality, due diligence of the broker and review of their business practices. We will add brokers on an ad-hoc basis if we deem it beneficial in ensuring best execution.

Research and Other Soft Dollar Benefits

Effective January 3, 2018, the Markets in Financial Instruments (MiFID) II regime strictly curtailed the use of “soft dollars” and required the unbundling of research services from transaction costs. Specifically, EU investment managers can receive research only if they pay for that research (i) directly out of their own funds or (ii) reach agreement with clients to have research costs paid by clients through so-called research payment accounts (“RPAs”) funded either by a specific research charge to the client or out of dealing commissions, provided that the research element of the commission is priced separately from the execution element (i.e., “unbundled”). As such, we no longer receive any soft dollar research or research related services; when third-party research provider are used, they are paid by NIM AB, and clients pay for execution costs only.

Brokerage for Client Referrals

When selecting broker-dealers, we do not consider whether we or a related person receives client referrals from a broker-dealer or third party. Related persons may have agreements in place to use broker-dealers for client referrals. However, we do not compensate any broker for client referrals. Additionally, no related person compensates any person for client referrals to us.

Directed Brokerage

We do not encourage any client to require us to direct brokerage to specific brokers as we will only be able to provide best execution subject to the client’s broker restrictions. However, we do understand that in certain circumstances a client may wish to have us direct a certain amount of brokerage to specific brokers for reasons specific to such client’s circumstances. We generally will accept a certain amount of directed brokerage, but such agreement between us and the client to direct brokerage must be in writing.

Clients should be aware that any directed brokerage can result negatively for purposes of best execution for such transactions. The adverse effect may either be directly in the form of higher execution costs or indirectly through performance impact. For example, in a directed brokerage account, it is likely that you may pay higher brokerage commissions because it is unlikely that we will be able to aggregate orders to reduce transaction costs. Additionally, since your transactions will be more likely to be executed after our other clients, you may receive a less favorable price.

Order Aggregation

We aggregate orders provided that in our judgment, doing so will result in an overall benefit to our clients and is consistent with our policy on best execution. No client will be favored over any other, and all accounts that are part of the aggregated order will generally receive the average price of such order, as well as a pro-rata portion of transaction costs. All aggregated orders that are filled in their entirety will be allocated based on pre-trade allocations. If the order is partially filled, it will generally be allocated according to the guiding allocation principles of pro-rata based on assets under management for equities and risk exposure for fixed income. Deviations from the guiding allocation principles on a trade by trade basis are required to be documented by the Portfolio Manager and made available to NIM AB Compliance as part of their review of allocations and NIMNAI's CCO.

Item 13: Review of Accounts

NIMNAI will generally provide written reports describing each client's investment portfolio and performance on a quarterly basis. Client reports typically contain market commentary, portfolio holdings, portfolio transactions, commentary as to portfolio transactions during the most recent period, commentary relating to investment performance, and a portfolio outlook. However, the specific nature of client reporting varies from client to client and will be agreed upon at the onset of the client relationship. During the process of preparing client report, a client service professional will review your account.

Each client account will be assigned a dedicated as well as a back-up investment professional. This dedicated and/or back-up investment professional will be responsible for implementing and reviewing such client's investment account on an ongoing basis.

Item 14: Client Referrals and Other Compensation

NIMNAI does not, either directly or indirectly, compensate anyone for client referrals. Additionally, no related person compensates any person for client referrals to us.

In the past, NIMNAI had a compensation arrangement for client referrals and we shall comply with all applicable rules and regulations if we decide to do so again in the future.

Item 15: Custody

NIMNAI does not have custody of any client funds or securities.

Item 16: Investment Discretion

In our investment advisory business, NIMNAI has total investment discretion as to securities, and the amount thereof, to be bought and sold unless otherwise agreed to by us and the client. Except for such investment restrictions and policies as may be established by the client and agreed to by us, there will generally be no limitation on our authority to determine, without obtaining specific consent from the client, the following:

- Securities to be bought and sold
- Amount of the securities to be bought and sold
- Broker or dealer to be used
- Commission rates to be paid.

NIMNAI will enter into an investment advisory agreement with a client pursuant to which the client will grant us discretionary trading authority. If there are any investment restrictions or guidelines that are mutually agreed to by the client and us, we will include those restrictions or guidelines in the investment advisory agreement.

Item 17: Voting Client Securities

NIMNAI does not generally accept authority to vote proxies on behalf of its clients, but can accept authority if requested. When NIMNAI has the authority (which will be set forth in the client's agreement with NIMNAI), NIMNAI will follow its written proxy voting policies and procedures ("Proxy Policy"). The Proxy Policy authorizes NIMNAI to delegate certain functions to service providers. Because NIMNAI has delegated portfolio management functions to NIM AB, proxy voting is performed by NIM AB. NIM AB currently uses Institutional Shareholder Services Inc. ("ISS") to provide guidance on specific votes, recommend votes, and vote proxies on behalf of NIMNAI.

NIM AB's Corporate Governance Function serves as the single-point-of-entry on all proxy voting related issues, both in relation to clients and any third-party proxy voting provider, as applicable. This includes for example identifying conflicts of interest and executing the proxy voting on behalf of clients. In addition, it is the responsibility of the Corporate Governance Function to continuously review, monitor and improve internal processes related to proxy voting, ensuring compliance with relevant legislation and following best market practice in the best interest of NIMNAI's clients as well as continuously evaluate and conduct annual due diligence on selected service provider relating to proxy voting. Such due diligence measures include for example, but is not limited to, highlighting and assessing relevant risks in relation to the service provider as further set out in NIM AB's internal rules, such as for example the third-party risk management framework and NIM AB's outsourcing rules.

To the extent NIMNAI has agreed to provide proxy voting on behalf of a client, NIM AB will either:

- i) Make a voting decision based on the client's own voting principles as provided to NIMNAI. If deemed appropriate or necessary to interpret the client's voting principles or in case where the client's voting principles are silent on a specific matter, NIM AB will utilize proxy advice provided by ISS. The actual voting is eventually executed by either NIM AB or ISS.
- ii) Authorize ISS to be fully responsible for the proxy voting on behalf of the client.

ISS will, as applicable, be responsible for providing voting research, voting recommendations, facilitation of delivery of voting decisions to the investee companies, record-keeping and reporting services. NIM AB will rely on ISS's Sustainability Proxy Voting Guidelines, as applicable, from time to time.

NIM AB will typically exercise its voting rights for material equity positions only, unless otherwise specifically agreed with a client and/or required by applicable law.

Each of NIM AB and NIMNAI has policies in place for the purpose of taking all reasonable steps to prevent and manage conflicts of interest. These policies need to be complied with for all areas, including proxy voting. NIM AB has in place a Proxy Voting Committee (“PVC”), which meets semi-annually and when potential conflicts of interest in relation to proxy voting are referred to the PVC by the Corporate Governance Function. Members of the PVC include both voting and non-voting members, including for example NIM AB’s Chief Investment Officers, the Head of the Responsible Investments team and senior representatives from NIM AB’s Compliance function. In case a potential conflict of interest is identified, the Corporate Governance Function is responsible for informing the PV and submit the conflict of interest for the PVC to manage and resolve. The PVC shall always consider the best interest of NIMNAI’s clients and any final decision shall be made by consensus in the PVC. If consensus cannot be reached, the issue shall be escalated to the CEO of NIM AB. NIM AB’s compliance function is represented in the PVC with a specific focus on managing conflicts of interest.

NIMNAI’s Proxy Policy is available upon request.

Item 18: Financial Information

NIMNAI does not charge or solicit pre-payment of \$1200 or more in fees per client six or more months in advance.

Additionally, we are not currently aware of any financial condition that would be reasonably likely to impair our ability to meet our contractual commitments to any client.

Item 19: Requirements for State-Registered Advisers

NIMNAI is not currently registered with any state securities authorities.