
IFM Investors Pty Ltd

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Form ADV, Part 2A Firm Brochure

September 28, 2022

This Form ADV Part 2A Firm Brochure (the “Brochure”) provides information about the qualifications and business practices of IFM Investors Pty Ltd (“IFM” or the “Firm”, “US”, or “We”). IFM is registered with the United States Securities and Exchange Commission (“SEC”) as an investment adviser. Registration with the SEC does not imply a certain level of skill and training in the investment advisory or any other business. Furthermore, since IFM’s principal place of business is outside of the United States, certain provisions of the Investment Advisers Act of 1940 are not applicable to non-US clients. The information in this Brochure has not been approved or verified by the SEC or by any state securities authority. If you have any questions about the contents of this Brochure, please contact us at 61 3 8672 5300.

Additional information about IFM Investors Pty Ltd also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2: Material Changes

This Brochure, dated September 28, 2022, serves as an annual update of IFM's last Brochure, dated September 28, 2021. This Brochure reflects updated regulatory assets under management and contains certain routine updates, which are not material, including clarifications of certain risk and conflict disclosures. In connection with the periodic update of this Brochure, we routinely make changes in an effort to improve and clarify the descriptions of our business practices and compliance policies and procedures or in response to evolving industry and Firm practices.

We encourage all recipients to read this Brochure carefully in its entirety.

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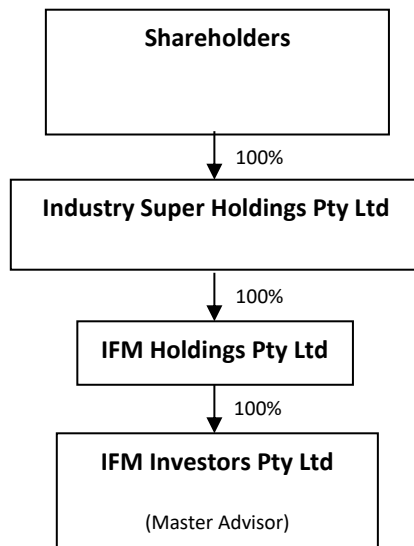
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Item 4: Advisory Business

Overview

IFM Investors Pty Ltd formed in 2004 through the merger of IFS Private Capital Group and Development Australia Fund Management Limited (“DAF”), with IFM assuming full management and the trusteeship roles for all DAF products. DAF was established in 1990 by Australian superannuation funds to invest in growing Australian private and public companies and infrastructure assets and appointed IFS Private Capital Group as manager in 1995.

IFM is indirectly 100% owned by 19 Australian superannuation funds as of June 30, 2022. IFM is directly owned by IFM Holdings Pty Ltd, which is a wholly-owned subsidiary of Industry Super Holdings Pty Ltd. Industry Super Holdings Pty Ltd is owned by 19 Australian superannuation funds regulated by the Australian Prudential Regulation Authority. No single shareholder owns greater than 25% of the shares of Industry Super Holdings Pty Ltd.



Advisory Services

IFM provides advisory services to various clients organized as privately offered pooled investment vehicles (the “Funds”) and institutional clients that invest through separately managed accounts (“Managed Accounts”) (collectively, “Advisory Clients”). The operating companies in which we invest are generally referred to herein as “portfolio companies”. We have assets under management across four asset classes, with investments in listed equities, private equity, infrastructure and debt. We provide portfolio advisory services and manage client accounts and funds on both a discretionary and non-discretionary basis. Any limitation on our authority is described in an Advisory Client’s confidential offering memorandum, limited partnership agreement, investment management agreement and/or other governing documents (collectively, the “Governing Documents”) of each Fund and/or Managed Account.

IFM has and may in the future enter into “side letters” or similar agreements with certain investors granting the investor certain rights, benefits, or privileges that are then generally made available to investors who have the same or a larger investment. Such agreements include provisions addressing investor notifications, most favored nation rights amongst similar size investors and specific legal or regulatory requirements of an investor.

Investors in the Funds (“Limited Partners”) have no authority to influence or change the Funds’ or the Master Funds’ investment objectives or limitations or to participate in the management of the Funds or the Master Funds. Limited Partners have no right to remove or replace IFM as the Funds’ investment adviser. Limited Partners are advised to carefully read the Funds’ Governing Documents to understand the investment strategy and risks involved.

We had approximately US\$137,772,006,308 in regulatory assets under management (“RAUM”) as of June 30, 2022. Of the RAUM, US\$82,319,851,415 was managed on a discretionary basis and US\$55,452,154,893 was managed on a non-discretionary basis.

Master-Feeder Fund Structure

Certain Funds are organized into master-feeder structures along investment strategies. A master-feeder fund structure is commonly used to accumulate capital raised from both US taxable, US tax-exempt and non-US investors into one central vehicle – the master fund – in order to enhance the critical mass of tradable assets, improve the economies of scale under which the fund arrangements operate and enhance operational efficiencies, thereby reducing costs. The feeder funds, in general, invest all or substantially all of their assets in the master fund.

Managed Accounts

IFM also provides advisory services to certain Managed Accounts. IFM generally has discretionary authority to supervise and direct the investments for each Managed Account, subject to each Managed Account’s investment management agreement. Managed Accounts may impose investment restrictions and guidelines within the investment management agreements.

Co-Investments

IFM may offer investors an opportunity to co-invest with the Funds depending on the capital requirements of the particular transaction. If such co-investments are offered to investors of the Funds, such offers will be made consistent with IFM's internal policies and any applicable agreements (which may be amended from time to time).

Applicability of the Advisers Act

The principal place of business of IFM is not in the United States and is thus not subject to certain provisions of the Investment Advisers Act of 1940 with respect to certain of the Managed Accounts and the Funds that are not US persons (as defined in Regulation S under the Securities Act of 1933), as per ABA Subcommittee on Private Investment Entities, SEC Staff No-Action Letter (Aug. 10, 2006).

The information provided above about the investment advisory services provided by IFM is qualified in its entirety by reference to the Governing Documents.

Item 5: Fees and Compensation

General

We charge our Advisory Clients investment management fees calculated as a percentage of net assets under management. We bill our asset management fees on a monthly or quarterly basis in arrears.

We also enter into arrangements to receive performance- or incentive- based fees. In such cases, we assess performance-based fees only on capital appreciation, if any, over a threshold amount. With respect to certain Funds, our performance-based fees are also subject to a threshold return and a high water mark. Performance fees are generally charged annually and following each withdrawal or redemption from a Fund.

We negotiate such fees with investors and we may reduce, waive, or calculate fees differently, in our sole discretion, for different investors. In addition, investors holding different classes of interests in the Funds are generally charged different management and performance-based fees.

Performance-Based Compensation

We receive performance-based fees as described above. The receipt of performance-based compensation may create an incentive for IFM to make investments that are riskier or more speculative than those the Firm would otherwise make in the absence of such incentive compensation. We address this conflict by focusing on long term relationships with our investors, and by managing Advisory Client assets in accordance with the applicable investment management agreement and the Advisory Clients' investment strategies.

Refunds and Fee Waivers

Because we do not charge fees in advance, there are no unearned fees to refund to an investor upon termination of an investment advisory relationship or upon withdrawal of an investor in one of our Funds. Should an investor fully redeem its investment during a quarter, we will prorate the management fees and any performance-based fees to be charged to the investor for that quarter.

We may, in our sole discretion, waive all or part of any fees or expenses payable by or attributable to investors or their assets.

Other Costs and Expenses

Each Fund will bear all expenses incurred in connection with its investment activities, operations, organization and administration. These expenses include, among other things, legal fees and expenses; compliance fees and expenses; accounting, audit and tax preparation fees and expenses; governmental fees and taxes; professional and consulting fees; custodian and depositary expenses; costs of registering and reporting to regulatory and tax authorities in any jurisdiction in which an Advisory Client, General Partners, IFM, any sub-advisors, any portfolio company or any issuer or other entity owned directly or indirectly by an Advisory Client invests, is organized or is marketed or otherwise directly or indirectly conducts business related to the Advisory Client or its investments; brokerage commissions and other investment-related expenses incurred in connection with conducting due diligence on potential investments (including transactions that fail to close) and monitoring investments (which from time to time includes business or first-class airfare); interest expense and borrowing charges and expenses (including fees and expenses related to any Fund borrowing facilities); currency hedging expenses; advisory committee expenses; travel expenses of the Firm; third-party data and software expenses; legal, compliance, trading, settlement, client relations, accounting, reporting and information management software, extranet tools, web portals and computer systems used in connection with an Advisory Client; industry association expenses; insurance expenses; administrator's and directors' fees and expenses; registrar and transfer agency fees and expenses; appraisal and valuation costs, fees and expenses, including costs, fees and expenses of independent appraisal or valuation services or third-party vendor price quotations; expenses relating to communicating with investors or holding annual meetings; organizational and offering expenses; all extraordinary expenses (including, without limitation, indemnification and litigation); and all other reasonable costs related to the operation of the Fund or the purchase, sale or transmittal of its assets. Generally, fees and expenses relating to monitoring of investments will offset the Management Fees paid by the applicable Fund. Any such reduction of a Fund's Management Fees will be limited to the extent of such Fund's proportionate interest in any such portfolio company. IFM allocates each of the costs and expenses noted above among the Funds in its sole discretion in good faith and in accordance with the Firm's expense allocation policies and the relevant Governing Documents of the Funds.

The Firm or its affiliates may perform administrative, legal, deal-related and other services for the Funds and will be reimbursed for all out-of-pocket expenses incurred in connection with such services but will not charge any separate or additional fee. However, the Firm may engage a professional third-party administrator to perform administrative services for a Fund and the fees and expenses of such administrator will be borne by the relevant Fund.

The travel expenses of the Firm include meals, entertainment, lodging and other travel expenses of the Firm incurred in connection with the acquisition, evaluation, structuring, holding and disposition of investments and with soliciting, reporting to and meeting with potential and current investors (including travel expenses related to annual meetings). Travel expenses can include business class travel.

Where co-investment opportunities are offered, co-investors are generally required to share the costs and expenses of the investment with the Funds on a proportionate basis. The Firm may in its sole discretion structure a co-investment opportunity such that the proposed participants in such co-investment opportunity do not bear any broken deal expenses, with the result that the applicable Funds will bear all such broken deal expenses.

Generally, fees and expenses related to monitoring of investments received by IFM from portfolio companies will offset the Management Fees paid by the applicable Fund. Any such reduction of a Fund's Management Fees will be limited to the extent of such Fund's proportionate interest in any such portfolio company. A portfolio company may hire employees who are on secondment from the Firm or its affiliates. The portfolio companies (and, indirectly, the applicable Fund or Funds) will bear the expenses associated with such secondment. The employee's compensation during any such secondment will be budgeted remuneration costs for the period of the secondment.

IFM allocates each of costs noted above among the Funds and portfolio investments of the Funds in its sole discretion in good faith and in accordance with IFM's expense allocation policies and the relevant Governing Documents of the Funds.

IFM and its personnel can also be expected to receive certain intangible and/or other benefits arising or resulting from their activities on behalf of the Funds, which will not be subject to management fee, performance allocation or promote interest offsets or otherwise shared with the Funds, their investors and/or portfolio companies. For example, airline travel or hotel stays incurred as fund expenses may result in "miles" or "points" or credit in loyalty or status programs, and such benefits will accrue exclusively to the Advisers or their personnel (and not to the Funds, their investors and/or portfolio companies) even though the cost of the underlying expense is borne directly by the Funds or their portfolio companies and indirectly by the investors in such Funds.

IFM or its affiliates may from time to time enter into arrangements with service providers that provide for fee discounts for services rendered to the Funds and IFM. For example, certain law firms retained by IFM discount their legal fees for advice in connection with the firm's operational, compliance and related matters. To the extent such law firms provide services to the Funds, such Funds also enjoy the benefit of the fee discount arrangements. In some cases, discounts may be based on volume and so certain Funds or portfolio companies may receive a greater discount than others depending on the timing of their transactions (e.g., if a transaction occurs early in a year it may not receive the same discount as a transaction that occurs later in the year). Advisory Clients may incur separate and distinct fees and expenses when investing in any affiliated investments, which are outlined in the applicable Governing Documents. These separate fees and expenses include, but are not limited to, management and performance- / incentive- based fees.

Investors should carefully review the Governing Documents for detailed information about expenses related to that Fund or Managed Account.

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

We receive performance- / incentive- based fees as described in Item 5, “Fees and Compensation”, above. We may receive investment management fees, performance-based fees, or both from an Advisory Client. Managing Advisory Client accounts that pay both an asset-based investment management fee and a performance-based fee and Advisory Client accounts that pay only an asset-based investment management fee creates certain conflicts of interest for IFM. IFM and its supervised persons have an incentive to allocate the best investment ideas to those Advisory Clients that pay a performance-based fee and thus favor them over those Advisory Clients that pay only an asset-based fee. We address this potential conflict through our allocation policy. Our policy is to allocate investment opportunities fairly and equitably over a period of time and in a manner consistent with an Advisory Client’s investment objectives. Where an investment opportunity is suitable for two or more Advisory Clients, we seek to ensure that our Advisory Clients have equal access to investment opportunities. We have allocation policies we follow and a conflicts committee that oversees conflicts of interest that may arise.

We charge performance-based fees to US Advisory Clients solely in accordance with Section 205 of the US Investment Advisers Act of 1940, as amended (“Advisers Act”) and Rule 205-3 thereunder. Section 205 and Rule 205-3 allow an investment adviser to charge a performance fee to US Advisory Clients only in limited circumstances.

Item 7: Types of Clients

We provide investment advice to a variety of Funds, for which we manage portfolios across listed equities, private equity, infrastructure, and debt. Investors in our Funds include pension and profit-sharing plans, corporations, endowments, foundations, trusts, and estates. We also provide advisory services to Managed Account clients, consisting primarily of institutions such as pension plans and insurance companies.

Generally, only “qualified purchasers”, as that term is defined under Section 2(a)(51) of the US Investment Company Act of 1940, as amended (“1940 Act”), can invest in any Funds that are offered in the United States.

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

Methods of Analysis

We do not employ a single set of objective criteria in evaluating every potential investment opportunity. In our experience, each investment opportunity must be evaluated for its particular risks and opportunities.

We employ high-level analysis to assess the initial attractiveness of an opportunity before proceeding further with or rejecting an investment opportunity. Depending on the type of investment strategy, as part of our evaluation we may perform background research, financial modeling, qualitative assessment, and/or on-site or other in-person visits. If an investment team

decides an investment is worth pursuing, they make a proposal to the IFM Group Investment Committee (“IFMIC”) or sub-committee for consideration.

Our IFMIC is responsible for the reviewing and approving private market investment transactions, overseeing investment programs and portfolios and reporting to the IFM Board Investment Committee (“BIC”). The BIC and IFMIC can approve, within mandate/fund guidelines, all IFM acquisitions and divestments up to a certain predetermined amount. There are also the IFMIC sub-committees that have the authority to make investment decisions under a certain threshold amount. The Infrastructure Group, Private Equity Group and IFM Debt Investments Group each operate as sub-committees of the IFMIC. Each sub-committee may authorize acquisitions and divestments under an established amount.

Fund and Managed Account investors should refer to the Governing Documents for a more detailed description of the methods of analysis employed by the Firm, a Fund or Managed Account’s investment strategy and the risk of loss associated with an investment in a Fund or Managed Account.

Investment Strategies

IFM offers portfolio management across listed equities, private equity, infrastructure and debt. The investment strategies employed by IFM vary among the different strategies; however, IFM places an emphasis on ESG as described in Item 4, “Advisory Business,” above. For a Managed Account, the strategy may also vary based upon the Advisory Client’s risk tolerance and investment objectives.

Risk of Loss

We do not guarantee the success of any investment advice that we may provide our Advisory Clients. Any investment involves significant risk, including the risk of loss of all or substantially all capital invested. The following is a brief description of some, but not all, of the risks involved in investing in many of the types of investments that are typically included in Advisory Client portfolios. Advisory Clients and investors should carefully consider these factors along with other matters discussed in the relevant Governing Documents, and consult these Governing Documents for a more fulsome discussion of each risk factor.

General Risks

Currency and Exchange Rate Risk. An Advisory Client may hold certain investments in financial instruments denominated in currencies other than the US Dollar or in financial instruments which are determined with reference to currencies other than the US Dollar. The value of a portfolio’s assets may fluctuate with exchange rates in these currencies as well as with price changes in the various other local markets and currencies.

Currency Hedging. Certain Advisory Clients may enter into transactions or investments in relation to currency exchange risks in connection with investments that are held in currencies other than the US Dollars, to the extent that it is reasonably practicable and IFM determines it to be prudent. IFM may employ hedging techniques through the purchase of swaps, derivatives and other similar instruments. There can be no assurance, in such cases, that: (i) such hedges will (a)

be available, (b) be available at a reasonable cost, (c) be sufficient or (d) actually eliminate the risk of fluctuation in the rates being hedged or (ii) that counterparties to any hedging transaction would perform as expected. Further, if an Advisory Client enters into hedging transactions such transactions may, while reducing certain rate risks, themselves entail other risks that may result in the Advisory Client obtaining a poorer overall performance than if such party had not entered into any hedge.

Non-US Investments. Advisory Clients may invest in non-US markets (which may include emerging market countries – see “Emerging Market Risk” below). Such investments may involve certain factors not typically associated with investing in the United States, including risks relating to: (i) currency exchange matters, including fluctuations in the rate of exchange of the US dollar against the applicable currency, and costs associated with conversion of the investment principal and income from one currency into another; (ii) differences in or the absence of uniform accounting, auditing and financial reporting standards, practices and disclosure requirements, and differences in government supervision and regulation; (iii) certain economic and political risks, including potential exchange-control regulations and potential restrictions on non-US investments; and (iv) certain geographically specific risks (such as weather).

Brexit. The United Kingdom left the European Union on January 31, 2020 (commonly referred to as “Brexit”). In connection with Brexit, the United Kingdom and the European Union agreed to the EU-UK Trade and Cooperation Agreement, which took effect on January 1, 2021 and governs the future trading relationship between the United Kingdom and the European Union in specified areas. The uncertainty surrounding the implementation of the EU-UK Trade and Cooperation Agreement and the outcome of ongoing negotiations may have economic, tax, fiscal, legal, regulatory and other implications for the asset management industry, the broader European and global financial markets generally and a Fund and its investments. This uncertainty is likely to continue to affect the global economic climate and may affect opportunities, pricing, availability and cost of bank financing, regulation, values or exit opportunities of companies or assets based, doing business, or having service or other significant relationships in, the United Kingdom or the European Union, including companies or assets held or considered for prospective investment by the Funds. There can be no assurance that any negotiated laws, taxation and/or regulations will not have an adverse impact on a Fund and its investments. The ongoing effects of Brexit may result in significant market dislocation, heightened counterparty risk, an adverse effect on the management of market risk and, an adverse effect on the ability to manage, operate and invest a Fund and increased legal, regulatory or compliance burdens for IFM, its affiliates, or a Fund, each of which may have a negative impact on operations, financial condition, returns or prospects.

Emerging Market Risk. Advisory Clients may hold assets in countries considered to be “emerging markets” at the time of investment. These are countries that have started developing financial markets but have yet to reach a mature stage of development. Many Latin American, Eastern European and Asian countries are considered emerging markets. Emerging markets may have increased risks due to political and social instability, including the potential for civil wars; pervasiveness of corruption and crime; increased likelihood of nationalization of infrastructure; and little or no government authority in supervising and regulating business and industry practices. Many emerging market countries have experienced high rates of inflation for many years, which has had and may continue to have significant negative effects on the economies of those countries. Economies in individual emerging markets may differ favorably or unfavorably from the US

economy in such respects as gross domestic product rate of growth, rates of inflation, exchange rate depreciation, capital reinvestment, resource self-sufficiency and balance of payments positions.

Cybersecurity Risks. The increasing reliance on internet-based programs and applications to conduct transactions and store data also creates increased security risks. Targeted cyber-attacks, or accidental events, can lead to a breach in computer and data systems and access by unauthorized persons to sensitive transactional or personal information. Data taken in breaches may be used by criminals to commit identity theft, obtain loans or payments under false identities, and other crimes. Cybersecurity breaches may directly or indirectly affect Advisory Clients, and could lead to theft, data corruption, interference with business operations, disruption of operational systems, interference a portfolio's ability to execute transactions, direct financial loss or reputational damage, or violations of applicable laws related to data and privacy protection and consumer protection. In certain events, an investment's failure or deemed failure to address and mitigate cybersecurity risks may be the subject of civil litigation or regulatory or other action. Any of such circumstances could subject an investment and/or the portfolio to substantial losses and negatively impact returns to investors. In addition, in the event that such a cyber-attack or other unauthorized access is directed at IFM, its affiliates, or one of its service providers holding its financial or investor data, then IFM, its affiliates or its portfolios may also be at risk of loss, despite efforts to prevent and mitigate such risks under the relevant policies. Similar types of operational and technology risks are also present for the portfolio companies in which our Advisory Clients invest, which could have material adverse consequences for such companies, and may cause an investment to lose value and negatively impact returns to investors.

Different Investor Access to Information. Even though the IFM Group strives to ensure that all investors receive material information concerning the applicable Fund and its investments in a timely manner, Fund investors will come into possession of information concerning the Fund and its investments in different levels of detail and at different times. For example, certain Fund investors (or their affiliates or related persons) may be (i) counterparties or other participants in agreements, transactions or other arrangements with the Fund or its investments or (ii) investors in other investment products, including other Funds or Managed Accounts advised by the Master Advisor, each of which may provide such Fund investor with different information than the information that is made generally available to other Fund investors. In other circumstances, Fund investors may have (i) entered into side letter or other similar agreements that provide for heightened or supplemental reporting or information rights (e.g., to satisfy regulatory requirements of the Fund investor) or (ii) engaged in higher levels of due diligence (and continue to engage in higher levels of monitoring), including, but not limited to, through customized due diligence or information requests, on-site visits, and one-on-one meetings. In certain circumstances, this access to information may require additional confidentiality protections. As a result, certain Fund investors will have more information concerning the Funds and their investments and also receive that information earlier than other Fund investors.

Coronavirus and Public Health Emergencies. As of the date of this Brochure, there is an outbreak of a novel and highly contagious form of coronavirus ("COVID-19"), which the World Health Organization has declared a "Public Health Emergency of International Concern." The outbreak of COVID-19 has resulted in numerous deaths, adversely impacted global commercial activity, and contributed to volatility in certain equity, debt, derivatives and commodities markets.

The extent and duration of such negative impact, to the private equity industry and global markets as a whole, is as yet unknown. The global ramifications of the outbreak are rapidly evolving, and many countries have reacted by instituting (or strongly encouraging) quarantines, prohibitions on travel, the closure of offices, businesses, schools, retail stores, restaurants, hotels, courts and other public venues, and other restrictive measures designed to help slow the spread of COVID-19.

The effects of a public health emergency may negatively impact the value and performance of a Fund's portfolio companies, a Fund's ability to source, manage and divest investments (including but not limited to circumstances where potential transactions are already signed but not closed) and a Fund's ability to achieve its investment objectives, all of which could result in significant losses to a Fund. Any such disruptions may continue for an extended period of time. In addition, the operations of a Fund and its portfolio companies, may be significantly impacted, or even temporarily or permanently halted as a result of government quarantine measures, voluntary and precautionary restrictions on travel or meetings and other factors related to a public health emergency, including its potential adverse impact on the health of the personnel of any such entity or the personnel of any such entity's key service providers. The impact to businesses in such circumstances has been and is expected to continue to be substantial.

In connection with the impacts of the current pandemic and any future such public health crisis, Advisory Clients may incur heightened expenses which could have an adverse impact to an Advisory Client's returns. For example, but not by limitation, a Fund or its portfolio companies may be subject to heightened litigation and its resulting costs, which costs may be significant and are expected to be borne by the appropriate Fund. There is also a heightened risk of cyber and other security vulnerabilities during the current public health emergency and any future one, which could result in adverse effects to a Fund or its portfolio companies in the form of economic harm, data loss or other negative outcomes.

Russia-Ukraine Conflict. The Russian Federation invaded Ukraine on February 24, 2022. Geopolitical tensions have risen significantly in response and the U.S., the United Kingdom, EU member states, and other countries have imposed economic sanctions on the Russian Federation, parts of Ukraine, as well as various designated parties. As further military conflicts and economic sanctions continue to evolve, it has become increasingly difficult to predict the impact of these events or how long they will last. Depending on direction and timing, the Russian Federation-Ukraine conflict may significantly exacerbate the normal risks associated with an Advisory Client and result on adverse changes to, among other things: (i) general economic and market conditions; (ii) shipping and transportation costs and supply chain constraints; (iii) interest rates, currency exchange rates, and expenses associated with currency management transactions; (iv) demand for investments; (v) available credit in certain markets; (vi) import and export activity from certain markets; and (vii) laws, regulations, treaties, pacts, accords, and governmental policies. Economic and military sanctions related to the Russian Federation-Ukraine conflict, or other conflicts, have the potential to gravely impact markets, global supply and demand, import/export policies, and the availability of labor in certain markets. There is no guarantee that such sanctions and economic actions will abate or that more restrictive measures will not be put in place in the near term. Moreover, it is expected that the Russian Federation-Ukraine military conflict could spark further sanctions and/or military conflicts which will impact other regions. The foregoing could seriously impact an Advisory Client's operations and its ability to realize its investment objectives in a timely manner.

Regulatory Risks and Tax Risks

Funds are Not Registered. None of the Funds will be registered as an investment company under the 1940 Act. Accordingly, the 1940 Act generally will not be applicable to the Funds. In addition, certain Funds may not be registered in Australia or any other jurisdiction.

Imposition of Tax Regardless of Cash Distributions. There is a risk that Fund investors may be subject to a tax liability even though they do not receive any income from the Funds. Each Fund formed as a Limited Partnership may generate taxable income for investors even though the value of investors' interests in such Fund has declined.

Investments in Private Equity

Management of Controlling Interest in Assets. In certain instances where an Advisory Client takes a controlling position in a private equity asset, it will rely on existing operating management teams that have extensive experience in the day-to-day operations of these businesses. Consequently, the operational success of such businesses, as well as the success of the Advisory Client portfolio's internal growth strategy, will be dependent on the continued efforts of the management teams of such businesses. Similarly, certain Advisory Clients may invest in another fund and, in such instances, will rely on the continued efforts of the investee fund's investment management team. The loss of key personnel, or the inability to retain or replace qualified employees, could have an adverse effect on the business, financial condition and results of operations of such companies. This could negatively impact an Advisory Client's portfolio. In other cases in which an Advisory Client takes a controlling interest in a private equity asset, an Advisory Client may rely on third-parties, under services agreements with the Advisory Client and/or other third-parties, to provide day-to-day operating management of investments. However, there may be a limited number of operators with the expertise necessary to successfully maintain and operate the particular business of an investee company and one may be difficult at times to locate. Further, there can be no assurance that these arrangements will lead to successful performance or that the results will be as planned.

Liquidity Risks. Although private equity portfolio investments may generate some current income, they are expected to be generally illiquid. In addition, public sentiment and political pressures may affect the ability of Advisory Clients to sell one or more of its private equity assets. As a result, it may be difficult from time to time for Advisory Clients to realize, sell or dispose of a portfolio investment at an attractive price or at the appropriate time or in response to changing market conditions, or clients may otherwise be unable to complete a favorable exit strategy. Losses on unsuccessful portfolio investments may be realized before gains on successful portfolio investments are realized. Although some private equity assets may generate operating income, the full return of capital and the realization of gains, if any, will generally occur only upon the partial or complete disposal of an investment.

Valuation Risk. Private equity investments generally will be highly illiquid, and will most likely not be publicly traded or readily marketable. The Firm therefore, will not have access to readily ascertainable market prices when establishing initial or quarterly valuations of the portfolio investments and there may be a relative scarcity of market comparables on which to base the value of the portfolio investments. For the purposes of valuing portfolio investments, IFM will appoint independent external appraisers to determine the fair market value of such assets. While such

external appraisers will endeavor to determine and establish valuations of the portfolio investments based on their estimates of the market values of such investments and valuation principles they consider sound, given the nature of infrastructure assets, such valuation may be difficult. Given the difficulty associated with forecasting variables, often many years into the future, the capital value and expected cash returns from portfolio investments may be less than expected.

Counterparty Risk. Counterparties are third-parties that enter into contracts either directly with a Fund or with any of its portfolio investments. The long-term financial performance of an Advisory Client portfolio is partially dependent on the creditworthiness and performance of counterparties with regard to a variety of agreements and arrangements. Advisory Clients are exposed to a risk of loss due to a counterparty's default. If a counterparty is unable or chooses not to meet its obligations, financial or otherwise, Advisory Clients may be adversely impacted.

Leverage Risk. Advisory Clients' investments may include businesses and companies whose capital structures may have significant leverage. In addition, Advisory Clients may from time to time incur leverage as a result of, or in connection with, a variety of transactions or investments. While leverage presents opportunities for increasing a portfolio's total return, it has the effect of increasing potential losses as well. Accordingly, any event which adversely affects the value of an investment would be magnified to the extent an Advisory Client portfolio is leveraged. The cumulative effect of the use of leverage by an Advisory Client portfolio in a market that moves adversely to a portfolio's investments could result in a substantial loss, which would be greater than if an Advisory Client portfolio was not leveraged.

Investments in Infrastructure Assets

General Risks Associated with Investments in Infrastructure Assets. An investment in an Advisory Client is subject to certain risks associated with the ownership of infrastructure and infrastructure-related assets in general, including: the burdens of ownership of infrastructure; local, national and international economic conditions; the supply and demand for services from and access to infrastructure; the financial condition of users and suppliers of infrastructure assets; changes in interest rates and the availability of funds which may render the purchase, sale or refinancing of infrastructure assets difficult or impractical; changes in environmental and planning laws and regulations, and other governmental rules; environmental claims arising in respect of infrastructure acquired with undisclosed or unknown environmental problems or as to which inadequate reserves have been established; changes in energy prices; changes in fiscal and monetary policies; negative economic developments that depress travel; uninsured casualties; force majeure acts, terrorist events, under-insured or uninsurable losses; and other factors which are beyond the reasonable control of the Advisory Client. Many of these factors could cause fluctuations in usage, expenses and revenues, causing the value of the Advisory Client's portfolio investments to decline and negatively affecting each of the Advisory Clients and the Advisory Client's returns.

Operational and Technical Risks. Investments in infrastructure assets may be subject to operational and technical risks, including risk of mechanical breakdown, failure to perform according to design specifications, labor and other work interruptions, and other unanticipated events that adversely affect operations. There can be no assurance that any or all such risk can be mitigated. An operating failure may lead to loss of a license, concession or contract on which a

portfolio investment may depend. The long-term profitability of an infrastructure project, once constructed, is partly dependent upon efficient operation and maintenance of the project. Inefficient operations and maintenance and, in certain infrastructure sectors latent defects in acquired infrastructure assets, may adversely affect the returns of each of the Advisory Clients.

Regulatory Risk. Many of the Advisory Client's portfolio investments are subject to different statutory and regulatory regimes, including those imposed by zoning, environmental, safety, labor and other regulatory or political authorities. In addition, the adoption of new laws or regulations, or a change in the interpretation of existing ones, or any of the other regulatory risks mentioned above could have a material adverse effect on the Advisory Client's ability to meet its investment objectives. Statutory and regulatory requirements may require a portfolio company to obtain numerous regulatory approvals, licenses and permits. Failure to obtain or a delay in obtaining relevant permits or approvals could hinder construction or operation and could result in fines or additional costs for a portfolio company or the Advisory Client, which could have a material adverse effect on such an investment or investment returns generally.

Construction Risks. The Advisory Client may make investments in infrastructure projects during the construction phase, which will generally not produce income during such phase. To the extent that an Advisory Client invests in new infrastructure projects, there is a risk that the project will not be completed within budget, within the agreed timeframe or to the agreed specifications. Delays in project completion can result in an increase in total project construction costs and/or an increase in debt service costs. Project delays may also delay the scheduled flow of project revenues or result in late delivery penalties.

Contract Risk. To the extent that an Advisory Client invests in assets that are governed by concession agreements with governmental authorities (whether at the national, state, local, district or other level), there is a risk that these authorities may not be able to or may choose not to honor their obligations under such agreements, especially over the long-term. Government leases or concessions may also contain clauses more favorable to the government counterparty than would a typical commercial contract. For instance, a lease or concession may enable the government to terminate the lease or concession in certain circumstances without requiring it to pay adequate compensation. In addition, government counterparties also may have the discretion to change or increase regulation of an Advisory Client's operations, or implement laws or regulations affecting the Advisory Client's operations, separate from any contractual rights they may have. Governments have considerable discretion in implementing regulations that could impact infrastructure assets, and because, in many cases, infrastructure businesses provide basic, everyday services, and face limited competition, governments may be influenced by political considerations causing them to make decisions that adversely affect the Advisory Client's portfolio investments.

Litigation Risk. Infrastructure assets are often governed by a complex series of legal documents and contracts. As a result, the risks of a dispute over interpretation or enforceability of the documentation and consequent costs and delays may be higher than for other types of investments. In addition, an Advisory Client may be subject to claims by third-parties (either public or private), including environmental claims, legal action arising out of acquisitions or dispositions, workers' compensation claims and third-party losses related to disruption of the provision of infrastructure services by an infrastructure provider. Further, it is not uncommon for infrastructure assets to be exposed to legal action from special interest groups seeking to

impede particular infrastructure projects to which they are opposed. If any of an Advisory Client's portfolio investments become involved in material or protracted litigation, the litigation expenses and the liability threatened or imposed could have a material adverse effect on the Advisory Client.

Demand and User Risk. The revenue generated by infrastructure and infrastructure-related assets may be impacted by the demand for the products or services produced by such assets (for example, traffic volume on a toll road). Any reduction in demand and/or the number of users may negatively impact the returns of an Advisory Client. Demand for infrastructure assets may be subject to seasonal variations which may increase or decrease revenues and profitability at various times during the year, and which could affect the short-term returns of an Advisory Client.

Strategic Assets Risk. An Advisory Client may invest in or acquire assets that constitute significant strategic value to public and/or governmental bodies. The nature of these assets could generate additional risks not common in other industry sectors. The national or regional profile of such assets and/or their irreplaceable nature may increase the risk of terrorist acts or political actions. In addition, the essential nature of the services provided by public infrastructure assets create a higher probability that the services provided by such assets will be in constant demand. Accordingly, in the event of the failure of such a strategic asset to make such services available, users of such services may incur significant damage and may be unable to replace the supply of such services or otherwise mitigate any such damage, thereby heightening the potential loss from third-party claims against an Advisory Client for such failures.

Catastrophic and Force Majeure Risks. The Advisory Client's portfolio investments may be subject to catastrophic events and other force majeure events during their construction, technical and/or operational phases. These events could include fires, floods, earthquakes, adverse weather conditions, changes in law, eminent domain, wars, riots, terrorist attacks and similar risks, which may be uninsurable or insurable at rates that the Master Advisor deems uneconomic. These events could result in the partial or total loss of a portfolio investment, significant down time resulting in lost revenues, and injury or loss of life, as well as litigation related thereto, among other potentially detrimental effects.

Potential Environmental Liability. Large-scale infrastructure projects in which the Advisory Client may invest may have a significant impact on their local environments, or be particularly susceptible to events or changes in those environments or to requirements of political or administrative authorities in respect of their environmental impact. In the United States, Europe and other countries or regions, infrastructure projects are subject to numerous environmental laws and regulations, some of which regulate air emissions of pollutants, such as sulfur dioxides, nitrogen oxides, and particulate matters, and, in the case of generators, limits on the emissions of mercury. Future environmental laws regulating infrastructure projects could become more restrictive, as domestic and foreign governments aim to limit the impact of infrastructure on local wildlife and natural resources and reduce the global emissions of greenhouse gases. In addition, an owner of an infrastructure asset may be liable for past and future damages caused by environmental pollutants located on, or emitted from, or otherwise attributable to the asset, as well as for the costs of remediation and, in some circumstances, fines or other penalties. These liabilities may exceed the value of the infrastructure asset at issue and may result in claims against the owner that would result in the loss of other assets of the owner. While the Master Advisor will exercise reasonable care to acquire infrastructure assets that do not present a material risk of

such liabilities, environmental liabilities may arise as a result of a large number of factors, including changes in laws or regulations and the existence of conditions that were unknown at the time of acquisition or operation.

Counterparty Risk. Counterparties are third-parties that enter into contracts either directly with the Advisory Client or with any of its portfolio investments. The long-term financial performance of an Advisory Client is partially dependent on the creditworthiness and performance of counterparties with regard to a variety of agreements and arrangements. The Advisory Client is exposed to a risk of loss due to a counterparty's default. If a counterparty is unable or chooses not to meet its obligations, financial or otherwise, the Advisory Client may be adversely impacted.

Troubled Infrastructure Assets. The Advisory Client may invest in assets or entities that are experiencing operational, financial or other difficulties. Portfolio investments in these assets or entities generally require an extensive commitment of resources, including time, on the part of the Advisory Client and carry a greater risk that such an asset or entity may be involved in a bankruptcy proceeding. In such an event, the Advisory Client would be exposed to the risk of a proceeding of uncertain duration and to the possibility of little or no return on its investment.

Corporate Governance Risk. Lack of appropriate shareholder rights, lack of transparency, lack of appropriate delegations, inadequate disclosure to the board of directors, inadequate risk management systems, lack of overall board skills and mix, or lack of appropriate remuneration and incentives can adversely impact performance of investments in infrastructure assets. All governance factors must be appraised and mitigated by seeking appropriate shareholder rights and ensuring compliance with relevant laws and regulations and internationally accepted standards of corporate behavior.

Workplace Health and Safety. Investments in infrastructure assets may be exposed to liability from loss of life and equipment arising from inadequate workplace health and safety practices. Due diligence must include a review of possible hazards, including a review of written policies, practices and procedures to ensure that appropriate corrective action is taken to prevent accidents or injuries arising from these hazards.

Sustainable Finance Transition. Sustainable finance is a rapidly developing area and the legal and regulatory framework governing sustainable finance continues to evolve. While in Europe legislative reforms have been initiated in this area, which include, without limitation, the SFDR, a lack of harmonization globally in relation to environmental, social and governance legal and regulatory reform may lead to a risk of fragmentation as a result of the differing pace of sustainability transition across jurisdictions which may also impact the approach IFM is required to take in this area. Failure to keep pace with sustainability transition could impact IFM's competitiveness in the market and damage its reputation resulting in a material adverse effect on its business operations.

Sustainability Risks. Sustainability risk means an environmental, social or governance event or condition that, if it occurs, could cause an actual or potential material negative impact on the value of an investment. While these Sustainability Risks are only some of the many factors IFM will consider in making an investment, there is no guarantee that IFM will successfully identify and mitigate all material Sustainability Risks. IFM's engagement with underlying investments on sustainability-related practices, potential enhancements and risk mitigants may not achieve desired

financial results. Furthermore, the market or society may not view such changes as desirable. Successful engagement on the part of IFM will depend on IFM's skill in properly identifying and analyzing material sustainability and other factors (which may involve qualitative and subjective judgements) and their related value. Considering sustainability qualities when evaluating an investment may result in the selection or exclusion of certain investments based on IFM's view of certain sustainability-related and other factors and carries the risk that the Advisory Client may underperform compared to other funds that do not take sustainability-related factors into account. Sustainability-related practices differ by region, industry and issue and are evolving accordingly, and an investment's sustainability-related practices or IFM's assessment of such practices may change over time. Similarly, new sustainability requirements imposed by jurisdictions in which IFM does business and/or in which the Advisory Client is marketed may result in additional compliance costs, disclosure obligations or other implications or restrictions on the Advisory Client or on IFM. Under such requirements, IFM may be required to classify itself or the Advisory Client against certain criteria, some of which can be open to subjective interpretation. IFM's view on the appropriate classification may develop over time, including in response to statutory or regulatory guidance or changes in industry approach to classification. A change to the relevant classification may require further actions to be taken, such as requiring further disclosures by IFM or the Advisory Client or new processes to be set up to capture data about the Advisory Client, which may lead to additional cost.

Climate Change Risk. Investments in infrastructure may be exposed to direct or indirect impacts of climate change. Direct impacts of climate change may include physical impacts such as flooding, higher energy costs and changes in demand. Indirect impacts may include compliance with legislation related to climate change. Lack of adaptation by infrastructure assets to manage material risks associated with climate change can have adverse financial and operational impacts.

Renewables Risk. Renewable energy companies are dependent upon factors such as available water flows, wind conditions, solar irradiance, weather conditions and technological primacy generally that may significantly impact the performance of such companies. Hydrology, wind, solar and weather conditions generally have natural variations from season to season and from year to year and may also change permanently because of climate change or other factors. A natural disaster could impact water flows and water rights are generally owned or controlled by governments that reserve the right to control water levels or may impose water-use requirements as a condition of license renewal. Wind and solar energy is highly dependent on weather conditions and, in particular, on wind conditions and solar irradiance. Moreover, technology use generally by renewable energy companies is accompanied by the attendant costs of maintaining such technology while in use and subject to increased risks of obsolescence associated with emerging and disruptive new technologies.

Investments in Listed Equities

Performance Risk. Individual investments within a strategy or enhancement technique may change in value due to circumstances specifically applicable to the relevant assets and may impact negatively on portfolio value. For example, if the operations of an entity fail to perform, this may lower returns from the investment in that entity.

Market Risk. Changes in market prices will impact the value of the portfolio. Market prices are influenced by a number of factors, including economic, political, technological and legal conditions relevant to an asset. Assets held by Advisory Clients may fall in value.

Small Company Risk. Shares in smaller companies may trade less frequently and in smaller volumes and may experience greater price volatility than shares in larger companies. Smaller companies may also have limited operating histories, markets, product lines or financial resources than larger companies. They may also depend heavily on key personnel.

Investments in Debt Instruments and Fixed-Income Securities

Interest Rate Risks. Certain Advisory Client portfolios may include debt instruments and fixed-income securities. The value of such instruments and securities changes in response to fluctuations in interest rates and in the perceived credit risk associated with a particular instrument/security and its issuer. When interest rates decline, the value of fixed-rate debt instruments generally can be expected to rise. Conversely, when interest rates rise, the value of fixed-rate debt instruments generally can be expected to decline. In addition, to the extent that the receivables or loans underlying specific securities are pre-payable without penalty or premium, the value of such securities may be negatively affected by increasing pre-payments, which generally occur when interest rates decline.

Credit Risk. An issuer or issuers may have difficulty meeting their next interest payment(s) or the repayment of principal. This may extend to an issuer's default. Other counterparties also may fail to perform contractual obligations in whole or part. This would negatively impact the value of a portfolio. Further, deterioration in credit fundamentals of either a specific investment or whole sector may occur, which may increase the credit margin and, as such, decrease the value of the investments.

Risks associated with Loans. Loans and interests in loans have significant liquidity and market value risks since they are not generally traded in organized exchange markets but are traded by banks and other institutional investors engaged in loan syndications. Because loans are privately syndicated and loan agreements are privately negotiated and customized, loans are not purchased or sold as easily as publicly traded securities. In addition, historically the trading volume in the loan market has been small relative to the high-yield debt securities market. While certain Advisory Client portfolios may generally expect to hold loans to maturity, the portfolios may have difficulty achieving liquidity with respect to an investment should it need to dispose of it sooner. The ratings, if any, that may be assigned by various credit rating agencies to loans that may be acquired by certain Advisory Client portfolios reflect only the views of those agencies. Explanations of the significance of ratings should be obtained from such credit rating agencies. No assurance can be given that ratings assigned will not be withdrawn or revised downward if, in the view of such credit rating agency, circumstances so warrant.

Investments in Cash Management Securities

Liquidity. Under certain circumstances, redemptions and/or the payment of redemption proceeds may be suspended and units in a Fund may not be freely transferable. In addition, IFM will not be under any obligation to liquidate a Fund's assets to provide cash to meet a redemption request

if such liquidation might be detrimental to the interests of a Fund or the Unitholders, or that such liquidation is not reasonably practicable.

Electronic Trading Facilities. A Fund, in undertaking transactions on an electronic trading system, will be exposed to risk associated with the system, including, without limitation, the failure of hardware and software. The result of any system failure may be that a trade order is either not executed according to its instructions or is not executed at all. A Fund's ability to limit or recover certain losses may be subject to limits on liability imposed contractually or by, without limitation, foreign or domestic law or regulation, the Fund's own or its brokers' internet service provider, other systems providers, market factors, foreign or domestic banking or other market regulations and/or telephonic or other communications providers.

Trade Errors. It may not be possible to prevent a trade error from occurring with respect to securities transactions of a Fund. IFM has adopted a policy for addressing trade errors that may arise, from time to time, with respect to the securities transactions. IFM, pursuant to the policy, will seek to identify and correct any trade errors in an expeditious manner, including, without limitation, by cancelling, breaking, or reallocating the trade.

The risks described above are not a complete list of risks involved with investing in each Fund or Managed Account — specific risks and conflicts of interest associated with an investment are described in detail in the Governing Documents. Limited partners and prospective investors should carefully review the Governing Documents for further information.

Item 9: Disciplinary Information

Neither IFM nor any of its management personnel has been involved in, or subject to, any investment-related legal or disciplinary events that would be material to a client's evaluation of the company or its management personnel.

Item 10: Other Financial Industry Activities and Affiliations

IFM is an investment adviser to Managed Accounts and Funds. IFM and its related persons reported in Part 1 of our ADV are members of an Australian-based financial services group that includes certain trust companies, other investment advisers, general partners to the Funds, and other financial services entities. IFM is not registered as a broker-dealer, a futures commission merchant, commodity pool operator, or a commodity trading advisor. IFM holds an Australian Financial Services License issued by the Australian Securities and Investments Commission.

IFM is related to other investment advisers and a broker-dealer including IFM Investors (US) Advisor, LLC (and its relying adviser IFM Investors (US), LLC), IFM Investors (UK) Limited, IFM Investors (Netherlands) B.V., and IFM Investors (HK) Limited. These investment advisers provide advisory services to IFM with respect to certain of the Funds. The broker-dealer, IFM (US) Securities, LLC, is authorized to engage in the business of soliciting investors in the United States to purchase privately offered securities (exempt from registration under the Securities Act of 1933), issued by private funds advised by IFM Investors Pty Ltd and IFM Investors (US) Advisor, LLC. IFM Investors (US) Advisor, LLC is registered with the SEC, IFM Investors (UK)

Limited is registered with the UK Financial Conduct Authority, IFM Investors (Netherlands) B.V. is registered with The Netherlands Authority for the Financial Markets, IFM Investors (HK) Limited is registered with the Hong Kong Securities and Futures Commission, and IFM (US) Securities, LLC is registered with the SEC and is a member of FINRA. IFM also is affiliated with the following entities which serve as general partner or trustee to one or more Funds or feeder funds: (i) IFM Global Infrastructure (US) GP, LLC; (ii) IFM Infrastructure (UK) General Partner, LLP; (iii) IFM Global Infrastructure (Canada) GP Inc.; (iv) IFM Investors (Nominees) Limited; (v) IFM Fiduciary Pty Ltd; (vi) IFM Fiduciary No. 2 Pty Ltd; and (vii) IFM Net Zero Infrastructure GP S.a.r.l.

IFM and its affiliates listed above collectively make up the “IFM Group”. The ultimate holding company for the IFM Group, Industry Super Holdings Pty Ltd, has indirect interests (through its direct subsidiary, Industry Fund Services Pty Ltd) in insurance brokerage, superannuation (pension) funds, funds management and professional services businesses, none of which (other than disclosed above) operate in the United States or relate to IFM’s advisory business.

IFM and its personnel do not have any relationships or arrangements with other financial services companies that pose material conflicts of interest. However, our affiliated investment advisers provide advisory services to certain feeder funds and sub-advisory services to us. We do not receive any compensation directly or indirectly from our affiliated advisers for such arrangements. Further, we do not charge any additional management fees to our Advisory Clients as a result of the arrangements. We may charge different performance and management fees to different Advisory Clients managed or advised by us, which may create a conflict of interest. Please see Item 5, “Fees and Compensation,” above for information regarding how our Advisory Clients compensate us, the potential conflict of interest created by allocating investment opportunities among Advisory Client accounts, and how IFM addresses the potential conflict of interest.

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

General Code of Ethics

We expect our employees to be responsible for maintaining the highest ethical standards when conducting business. It is IFM’s policy that our employees must always place our Advisory Clients’ interests ahead of their own. IFM requires that all employees act in accordance with all applicable federal and state regulations governing investment advisory practices. Any employee not in observance of the above may be subject to discipline or termination.

IFM has adopted a written code of ethics (the “Code”) under Rule 204A-1 of the US Investment Advisers Act of 1940, (the “Advisers Act”) expressing our commitment to ethical conduct that is applicable to all employees. Among other things, the Code requires that we act in our Advisory Clients’ best interests, abide by all applicable regulations and not engage in insider trading or other inappropriate behaviors that call into question the exercise of our judgment. The Code comprises a group of documents including, but not limited to, a Market Abuse Policy and associated Personal Trading Procedure. We provide each of our employees a copy of the Code initially as they are onboarded and annually thereafter, and each must sign an attestation that he or she has read and understands the Code. Investors or potential investors may obtain a copy of the Code free of

charge by writing to the Chief Compliance Officer (“CCO”) at the address on the cover page of this Brochure.

Interest in Client Transactions

There are some instances when IFM follows an investment strategy for a Managed Account that is substantially similar to the strategy of one or more Funds managed by the Firm. In such instances, IFM’s policy is to allocate investment opportunities fairly and equitably in its sole discretion, to the extent possible, in accordance with a Managed Account or Fund’s current holdings and the Firm’s allocation policies.

In addition, IFM or one of its advisory affiliates may, in some instances, invest in the same securities as our Advisory Clients or co-invest in an investment with an Advisory Client. This could create a conflict of interest to allocate certain investments to the Firm or its affiliates. We manage any such conflicts that may arise through our allocation policies and conflicts committee.

Co-Investments

IFM’s product offering is fundamentally based upon pooled funds, namely wholesale unit trusts, pooled superannuation trusts and limited partnerships. With IFM’s increasing ability to consider acquisitions of significant deal size, at times IFM may be able to accommodate Advisory Clients seeking to co-invest alongside an IFM pooled fund. Co-investment guidelines are set forth in the Firm’s policies.

Cross Trades and Principal Transactions

Subject to applicable investment guidelines and restrictions, IFM has in the past and may from time to time in the future engage in cross trades, which generally are transactions in which IFM or an affiliate effects a trade directly between two or more Advisory Clients (e.g., a Fund and a Managed Account). In addition, subject to applicable investment guidelines and restrictions, IFM may from time to time engage in principal transactions, which generally are transactions in which IFM or an affiliate is deemed to be acting for its own account in connection with buying a security from, or selling a security to, an Advisory Client (e.g., a Fund).

IFM has established policies and procedures to comply with the Advisers Act when engaging in cross trades and principal transactions. Cross trades are generally executed at a price determined in accordance with the Firm’s conflicts and valuation policies. No fees will be charged by IFM or its affiliates to Advisory Clients in connection with the completion of a cross trade. In certain cases, cross trades may be viewed as principal transactions due to the ownership interest in an Advisory Client by IFM and its personnel.

Cross trades and principal transactions give rise to conflicts of interest between Advisory Clients as well as between Advisory Clients and IFM. For example, one Advisory Client could be advantaged to the detriment of another Advisory Client where investments being exchanged are

not priced in a manner that reflects fair value. On the other hand, cross trades may benefit Advisory Clients because such Advisory Clients can avoid certain transaction fees.

To the extent that any cross trade or affiliated transaction described above could be viewed as a principal transaction due to the ownership interest in the client of IFM and its personnel, IFM will comply with the requirements of Section 206(3) of the Advisers Act and its internal policies and procedures. Generally, in order to ensure that any cross trade or principal transaction is effected in compliance with applicable laws and regulations, IFM will confirm as applicable that: such cross trade or principal transaction is allowed by the applicable Governing Documents; the applicable conflicts and valuation policies were followed when pricing the transaction, including obtaining a third-party valuation when appropriate; and, in the case of principal transactions, that notice of the specific transaction was provided to the relevant Advisory Client, and written consent from the Advisory Client was obtained in compliance with Section 206(3) of the Advisers Act.

Personal Trading

IFM has adopted a Market Abuse Policy and associated Personal Trading Procedure designed to ensure that the personal securities transactions, activities, and interests of our employees do not interfere with their judgment in advising our Advisory Clients. Although employees are not prohibited from personal trading, employees must present any investment opportunities suitable for any investment strategy of our Advisory Clients to such Advisory Clients prior to engaging in any transaction related thereto for personal benefit. To minimize the risk of potential conflicts of interests, we have implemented pre-clearance procedures for employees' personal trading activities. Employees must also report all personal transactions to the Risk and Compliance team on at least a quarterly basis. The CCO, with assistance from the Risk and Compliance team, monitors transactions by employees in order to identify possible patterns of conduct that may evidence conflicts or potential conflicts with the principles and objectives of the Code and Policy, or other inappropriate behavior.

Use of Subscription Lines

The Funds may fund the making of investments with proceeds from drawdowns under one or more revolving credit facilities prior to calling capital commitments from investors. The Funds may make use of such credit facilities for working capital purposes. The interest expense and other costs of any such borrowings will be borne by the relevant Fund and, accordingly, may decrease net returns of such Fund. It is expected that interest will accrue on any such outstanding borrowings at a rate lower than the hurdle rate, which will begin accruing when drawdowns to repay borrowings used to fund such portfolio investments or interim expenditures are actually made to the relevant Fund. In light of the foregoing, IFM has an incentive to cause such vehicle to borrow in this manner in lieu of drawing down capital commitments, subject to the operating and offering documents of each Fund. As a general matter, use of borrowings in lieu of drawing down capital commitments from Limited Partners amplifies gross internal rates of rates, either negative or positive, to Limited Partners.

Item 12: Brokerage Practices

For certain Funds where we have discretion, we may select broker-dealers to transact with and endeavor to select broker-dealers that provide the best execution for securities transactions so that an Advisory Client's total costs or proceeds in each transaction are the most favorable under the

circumstances on the basis of best price and execution capability. In selecting broker-dealers to effect portfolio transactions, we consider various factors, including, without limitation: price; quality of execution, including the level of accuracy and confidentiality in executing orders; extensiveness of the broker-dealer's distribution network; commission rates; and the broker-dealer's familiarity with our investment practice.

IFM does not participate in any soft dollar arrangements whereby we receive research or other products or services (other than execution) from a broker-dealer or other third-party in connection with client securities transactions.

Item 13: Review of Accounts

IFM personnel monitor and review Advisory Client portfolios on an ongoing basis for overall adherence to investment objectives and strategies, as well as any guidelines or restrictions. Each review is conducted by a specialized investment management team and subject to oversight by the Firm's Board, the BIC, and the IFMIC.

Fund investors receive written account statements, which generally contain unaudited performance results for the fiscal quarter, on a quarterly basis. These quarterly statements are supplemented with monthly reports, letters or other written communications. Fund investors also receive annual reports that include audited financial statements of the Fund as of the end the Fund's fiscal year. Annual reports generally contain an investor's capital account statement as of the fiscal year end, a listing of investments held by the relevant Fund, and the audited financial statements of such Fund. In addition to the information provided to all investors, IFM may provide certain investors with additional information or more frequent reports that other investors will not receive as discussed above in Item 8.

Managed Account clients also receive written account statements on a quarterly basis describing clients' holdings and performance during the quarter.

Item 14: Client Referrals and Other Compensation

IFM compensates its related person, IFM (US) Securities, LLC, for the solicitation of investors for the Funds.

From time to time, IFM may engage third-party marketers or solicitors to refer potential investors to Funds and/or Managed Accounts. As compensation for its services, the third-party marketer may receive a portion of the management fee and/or performance-based fee paid to IFM by the Advisory Client. Any third-party marketing agreements comply with the conditions and requirements of Rule 206(4)-3 under the Advisers Act.

No person, other than our Advisory Clients, provides us with compensation for providing advisory services to our Advisory Clients.

Item 15: Custody

IFM does not physically hold client assets. Advisory Clients' funds and securities are held with a custodial bank or trustee.

The principal place of business of IFM is not in the United States and is thus not subject to Rule 206(4)-2 of the Advisers Act (the “Custody Rule”) with respect to the Managed Accounts and certain of the Funds that are not US persons (as defined in Regulation S under the Securities Act of 1933), as per ABA Subcommittee on Private Investment Entities, SEC Staff No-Action Letter (Aug. 10, 2006).

The Funds

However, IFM is considered to have “custody”, solely for purposes of the Custody Rule for Funds that are US persons or the Custody Rule is otherwise applicable due to the provision of sub-advisory services by IFM Investors (US) Advisor, LLC with respect to Funds (“Custody Funds”). The term “custody” is defined under the Custody Rule as holding, directly or indirectly, client funds or securities, or having any authority to obtain possession of them. We maintain the Custody Funds’ securities and funds with a “qualified custodian” in accordance with the Custody Rule. In addition, IFM arranges for the delivery of a copy of the audited financial statements for each Custody Fund to that Fund’s investors. The audited financials are prepared annually in accordance with US generally accepted accounting principles and distributed within the required time frames set forth in the Custody Rule. Audited financial statements are distributed to limited partners within 120 days of each Fund’s fiscal year end in accordance with the Custody Rule.

Also, as described above in Item 13, “Review of Accounts” above, Fund investors receive unaudited monthly account statements and quarterly statements regarding performance. Fund investors should carefully review their monthly account statements, their quarterly statements and their Fund’s audited financial statements.

Managed Accounts

IFM does not have custody over any of its US Managed Account Advisory Clients’ assets for purposes of the Custody Rule. Our US Managed Account Advisory Clients select their own custodian to maintain custody of their funds and securities. As discretionary investment adviser, IFM has trading discretion over the funds and securities maintained in a US Managed Account Advisory Client’s custodial account, but does not hold the funds or securities and does not have authority to access them for any purpose other than trading on behalf of the Advisory Client. In addition, IFM may instruct a custodian to deduct the outstanding management fee from a US Managed Account Advisory Client’s custodial account and to remit such payment to IFM.

Item 16: Investment Discretion

We provide advisory services on a discretionary and non-discretionary basis. Any limitation on IFM’s authority is described in an Advisory Client’s Governing Documents in the case of the Funds and/or investment management agreement. We do not assume discretionary authority to manage portfolios on behalf of Advisory clients until completing the appropriate Governing Documents in the case of the Funds and/or entering into an investment management agreement. IFM’s portfolio investment teams are primarily responsible for ensuring that the securities or other financial instruments that we advise our Advisory Clients to invest in are consistent with the respective Advisory Client’s investment objectives.

Item 17: Voting Client Securities

We may accept authority to vote Advisory Client securities. This creates a potential conflict of interest because of the possibility of us voting Advisory Client securities to further our own interests at the expense of our Advisory Clients' interests. We take seriously our responsibility to exercise proxies on behalf of Advisory Clients and have adopted written procedures to do so in a manner consistent with our professional and regulatory responsibilities. These procedures are reasonably designed to ensure that proxies are voted in the best interest of our Advisory Clients, which generally means voting proxies with a view to enhancing the value of Advisory Client securities. The financial interest of our Advisory Clients is the primary consideration in determining how proxies should be voted.

IFM will take reasonable measures under the circumstances to obtain knowledge of meetings and other events giving rise to solicitation of proxies and to assure that proxies are received in sufficient time for IFM to take action, vote proxies, and return the proxies to the parties soliciting them in time to be counted. Advisory Clients may direct the vote of IFM in a particular solicitation, obtain information from us about how we voted Advisory Clients' securities, and obtain a copy of our proxy voting procedures by writing to IFM, Attn: Chief Compliance Officer, at the address on the cover page of this Brochure.

If one of our advisory employees serves on the board of directors for a portfolio company in which an Advisory Client invests, unique conflicts of interest in relation to proxies may exist. In such circumstances, our Chief Compliance Officer or designee will undertake a review prior to any vote by the proxy recipient to determine whether a material conflict of interest exists between the applicable IFM advisory employee and the interests of the Advisory Client, or between the IFM advisory employee and company shareholders. IFM's written procedures are designed to help address any material conflicts of interests identified by the Chief Compliance Officer.

Item 18: Financial Information

We do not require or solicit prepayment from our Advisory Clients and there is no financial condition that is reasonably likely to impair our ability to meet our contractual commitments to Advisory Clients.