

Disclosure Brochure

Part 2A of Form ADV

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This brochure provides information about the qualifications and business practices of Thomas White International, Ltd. ("TWI"). If you have any questions about the contents of this brochure, please contact us at 312-663-8300 or info@thomaswhite.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

TWI will often refer to itself as an SEC-registered investment adviser. Registration as an investment adviser does not imply any level of skill or training.

Additional information about TWI, including this brochure, is also available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number known as a CRD number. Our firm's CRD number is 106165.

Item 2 Material Changes

Material changes to this disclosure document from the prior version dated March 29, 2022 are:

- Information and disclosures with respect to the Thomas White International Fund, Thomas White American Opportunities Fund and Thomas White Emerging Markets Fund, LLC were removed from multiple sections, including the *Advisory Business*, *Fees and Compensation*, *Types of Clients*, *Other Financial Industry Activities and Affiliations*, *Code of Ethics*, *Participation or Interest in Client Transactions and Personal Trading*, *Review of Accounts* and *Custody* sections. All three of these vehicles closed in 2022.
- The Global Dividend strategy described in the *Advisory Business* and *Fees and Compensation* sections was previously known as our Dividend Growth strategy.
- The *Advisory Business* section was updated to reflect the fact that we do not currently have any Global, International or Emerging Market accounts that utilize foreign ordinary shares.
- The *Fees and Compensation* section was updated to reflect changes in our stated fee schedules as well as our standard account minimum.
- The *Client Referrals and Other Compensation* section was updated to reflect new rules in this area which became effective in 2022.

IMPORTANT NOTE ABOUT THIS BROCHURE

This brochure is not:

- **an offer or agreement to provide advisory services to any person**

As required by the Investment Advisers Act of 1940, as amended ("Advisers Act"), TWI provides this brochure to current and prospective clients.

Although this publicly available brochure describes investment advisory services and products of TWI, persons who receive this brochure (whether or not from TWI) should be aware that it is designed solely to provide information about TWI as necessary to respond to certain disclosure obligations under the Advisers Act.

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Item 4 Advisory Business

Thomas White International, Ltd. is an SEC-registered investment adviser with its principal place of business located in Illinois. TWI began conducting its investment advisory business in June 1992. No shareholder of TWI is classified as a principal owner as no individual or entity owns 25% or more of the firm.

TWI offers the following advisory services to our clients:

INVESTMENT SUPERVISORY SERVICES SEPARATE ACCOUNT PORTFOLIO MANAGEMENT

The firm manages six primary equity strategies designed for institutional relationships: International Equity (ADRs), Global Equity (domestic and ADRs), Emerging Market Equity (ADRs), US Large Cap, US Mid Cap and Global Dividend (domestic and ADRs). Each equity discipline adheres to the firm's bottom-up, value investment philosophy. Although TWI does not currently manage any International, Emerging Market or Global Equity strategy accounts that utilize foreign ordinary shares, TWI has extensive experience managing ordinary share strategy accounts and expects to do so in the future, consistent with client objectives. TWI also includes fixed-income investments in certain portfolios based on client investment objectives and risk tolerance. An account that utilizes one or more of the primary equity strategies will generally be classified as a Balanced Account.

Our firm provides continuous advice to a client regarding the investment of client funds based on the individual needs of the client. Through direct discussions in which goals and objectives based on a client's particular circumstances are established, we develop a client's investment policy objectives and manage their portfolio based on that policy. During our data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs.

We manage these advisory accounts on a discretionary basis. Account supervision is guided by the client's stated objectives (i.e., maximum capital appreciation, growth, income, or growth and income), as well as tax considerations.

Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

Our investment recommendations are not limited to any specific product or service offered by a broker-dealer and will generally include advice regarding the following securities:

- Exchange-listed securities
- Securities traded over-the-counter
- Foreign issuers
- Warrants
- Corporate debt securities (other than commercial paper)
- Commercial paper
- Certificates of deposit
- Municipal securities
- Mutual fund shares
- United States governmental securities
- Options contracts on securities

Because some types of investments involve certain additional degrees of risk, they will only be implemented/recommended when consistent with the client's stated investment objectives, tolerance for risk, and desired liquidity.

WRAP FEE PROGRAM PORTFOLIO MANAGEMENT

TWI has been retained as an investment manager under wrap-around fee arrangements. These arrangements are customarily sponsored by broker-dealers who are neither affiliates nor related persons of TWI (each, a "Program Sponsor").

Under a wrap-fee arrangement, Program Sponsors may recommend that a client retain TWI as an investment adviser (or allocate a portion of assets under management to TWI), pay TWI's investment advisory fee on behalf of the client, and monitor and evaluate the performance of TWI or any other investment adviser. In these cases, TWI is acting as a sub-adviser to the Program Sponsor. When the Program Sponsor is a broker-dealer, it may execute the client's portfolio transactions without additional commission charge, and provide custodial services for the client's assets, all for a single fee paid by the client to the Program Sponsor. Certain wrap programs may include some or all of these features. Program Sponsors generally are responsible for providing wrap fee clients with this brochure as well as the Program Sponsor's own wrap fee brochure (the "Wrap Brochure"). A Program Sponsor's Wrap Brochure may also be available on the SEC's website at www.adviserinfo.sec.gov, as Appendix 1 to the Program Sponsor's Form ADV, Part 2A.

In determining the suitability of TWI's investment management style to the individual needs and financial situation of the client, TWI relies on the Program Sponsor's extensive information on the prospective client. This information may come from, among other things, a personal interview of the client, a written questionnaire completed by the client that provides certain financial and other relevant data, including the client's investment objectives, risk tolerances and any investment restrictions. Once the account has been established, TWI may communicate directly with the client; however ultimate responsibility for client communications is with the Program Sponsor.

TWI manages wrap fee accounts and other accounts in the same manner.

As compensation for its investment advisory services, TWI receives a portion of the overall wrap fee paid by the client to the Program Sponsor.

Wrap fee clients should review a Program Sponsor's Wrap Brochure for further details about the relevant wrap fee program. TWI is not responsible for, and does not attempt to determine, whether, in the first instance, a particular wrap fee program is suitable or advisable for any given client. Rather, TWI is responsible for and will determine whether each wrap fee client referred to TWI is reasonably suitable for discretionary management by TWI based on the information provided by the Sponsor. TWI reserves the right, in its sole discretion, to reject any wrap fee client referred to TWI for any reason, including, but not limited to, the wrap fee client's investment goals and restrictions.

UNIFIED MANAGED ACCOUNT ("UMA") PROGRAMS

TWI provides model portfolios to certain UMA program sponsors for various TWI strategies. We are responsible for periodically updating these model portfolios. TWI does not execute any trades on behalf of UMA program clients and has no relationship or agreement with these UMA clients. Each UMA program sponsor retains sole authority and responsibility for the management of the UMA client account and determines whether or not to invest assets of their clients based on the model portfolio provided by TWI.

We provide the current model portfolio to each UMA program sponsor promptly upon changes to the model portfolio, consistent with our equitable trade rotation policy. A UMA program sponsor may purchase and sell the recommended investments in the model portfolio at the same time, prior to or after TWI executes similar trades within the corresponding TWI strategy for non-UMA accounts where we are responsible for initiating trading activity. This trading activity undertaken by a UMA program sponsor could impact our ability to execute trades for our clients by affecting the liquidity and market price of securities in the model portfolios.

PERSONAL AND PROPRIETARY INVESTMENTS BY TWI, OUR AFFILIATES AND THEIR RESPECTIVE EMPLOYEES

TWI, our affiliates and their respective employees typically, directly or indirectly, invest in one or more separately managed accounts managed by TWI. This generally includes persons who serve on TWI's Investment Committee, act as portfolio managers to various separately managed accounts, or are otherwise in a position to determine or influence advice provided to the separately managed accounts. Accordingly, such persons may have differing pecuniary interests with respect to different separately managed accounts. This creates a potential incentive for such persons to allocate or recommend limited investments which they believe are more likely to be profitable to those separately managed accounts in which such persons are allowed to invest. TWI has instituted policies and procedures that it believes are reasonably designed to mitigate such conflicts of interest.

AMOUNT OF MANAGED ASSETS

As of February 28, 2023 we were actively managing \$461,054,100 of clients' assets on a discretionary basis.

This amount does not include \$123,202,200 in UMA assets that utilize TWI's model portfolios, which are described above and which do not constitute "regulatory assets under management" as defined by the SEC. The total assets invested in our strategies, as of February 28, 2023 and including both discretionary and model account assets, was \$584,256,300 and is described by us as the total TWI "assets under advisement."

Item 5 Fees and Compensation

INVESTMENT SUPERVISORY SERVICES SEPARATE ACCOUNT PORTFOLIO MANAGEMENT FEES

Our annual fees for Investment Supervisory Services for institutional relationships are based upon a percentage of assets under management, under the following schedules:

US Large Cap and US Mid Cap Equity Accounts

Assets	Fee
First 25 Million	0.70%
Next 25 Million	0.60%
Over 50 Million	0.50%

International/Global/Global Dividend/Emerging Markets Equity and Balanced Accounts

Assets	Fee
First 25 Million	0.75%
Next 25 Million	0.65%
Over 50 Million	0.55%

A minimum of \$10,000,000 of assets under management is generally required to open an institutional account. TWI has a very small number of retail clients, who are charged an asset based fee that differs from the above schedules, but is generally 1.00% of assets or less. Under certain sub-advisory and/or wrap relationships, TWI often reduces its minimum account size to \$100,000 or less. These

minimum account sizes are typically negotiated on a case-by-case basis. TWI at times will group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee. TWI may also terminate the advisory services for any account that falls below these minimums.

Fees for Management During Partial Quarters of Service: For the initial or final period of investment management services, the fees shall be calculated on a *pro rata* basis.

Limited Negotiability of Advisory Fees: Although TWI has established the aforementioned fee schedule(s), we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs are considered in determining the fee schedule. These include the complexity of the client, assets to be placed under management, anticipated future additional assets, related accounts, portfolio style, account composition, reports, among other factors. The specific annual fee schedule is identified in the contract between TWI and each client.

TWI collects advisory fees on a quarterly basis for the majority of clients, although we do have clients that pay advisory fees on a monthly basis. TWI collects fees both in advance and in arrears. With the written permission of the client and the client's custodian, TWI debits the advisory fee directly from the client account. All other clients receive a bill for the advisory services provided by TWI. Clients may choose whether TWI deducts advisory fees directly from the client's assets or if TWI bills the client for advisory fees.

GENERAL INFORMATION

Termination of the Advisory Relationship: A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days written notice. We have agreed to different notification requirements with certain clients. As disclosed above, certain fees are paid in advance of services provided. Upon termination of any account, any prepaid, unearned fees will be promptly refunded. In calculating a client's reimbursement of fees, we will pro rate the reimbursement according to the number of days remaining in the billing period.

Wrap Fee Programs and Separately Managed Account Fees: Clients participating in separately managed account programs may be charged various program fees in addition to the advisory fee charged by our firm. Such fees may include the investment advisory fees of the independent advisers, which may be charged as part of a wrap fee arrangement. In a wrap fee arrangement, clients pay a single fee for advisory, brokerage and custodial services. Client's portfolio transactions may be executed without commission charges in a wrap fee arrangement.

The annual fee paid by the client to the wrap-fee Program Sponsor will typically range from 1.5%-3.0% of the client's assets under management. The Program Sponsor usually pays TWI a quarterly fee for its investment advisory services. The fee is generally between 0.35%-0.75% for the assets TWI manages under the program depending on the size of the wrap-fee program, services performed by the Program Sponsor and the management style selected.

In evaluating such an arrangement, the client should also consider that, depending upon the level of the wrap fee charged by the broker-dealer, the amount of portfolio activity in the client's account, and other factors, the wrap fee may or may not exceed the aggregate cost of such services if they were to be provided separately. We will review with clients any separate program fees that may be charged to clients.

UMA Program Fees: TWI is compensated by a UMA program sponsor based on the total assets invested in our model portfolios. Typically the annual fee ranges from 0.30%-0.40% of participating assets and is calculated by the UMA program sponsor. We often negotiate this fee based on the amount of assets invested in our model portfolios and the total number of strategies available through a particular UMA program sponsor.

Additional Fees and Expenses: In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, any brokerage commissions or other transaction charges imposed by a broker dealer. Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information.

All fees paid to TWI for investment advisory services are separate and distinct from the fees and expenses charged by a mutual fund, exchange traded fund or any other pooled investment vehicle in which TWI may invest on behalf of clients, including the Thomas White Funds and the Thomas White Private Fund. These fees and expenses are described in each fund's prospectus or other offering documents. These fees will generally include a management fee, other fund expenses such as audit fees and fund administration fees, and a possible distribution and/or service fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without our services. In that case, the client would not receive the services provided by our firm which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Grandfathering of Pre-Existing Clients: Pre-existing advisory clients are subject to TWI's minimum account requirements and advisory fees in effect at the time the client entered into the advisory relationship. Therefore, our firm's minimum account requirements and fees will differ among clients.

ERISA Accounts: TWI is deemed to be a fiduciary to advisory clients that are employee benefit plans or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income and Securities Act ("ERISA"), and regulations under the Internal Revenue Code of 1986 (the "Code"), respectively. As such, our firm is subject to specific duties and obligations under ERISA and the Code that include among other things, restrictions concerning certain forms of compensation. Neither TWI nor any of its related persons receive any commissions or 12b-1 fees based on the sale of any investment products.

Advisory Fees in General: Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment advisers for similar or lower fees.

Limited Prepayment of Fees: Under no circumstances do we require or solicit payment of fees in excess of \$1,200 more than six months in advance of services rendered.

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

PERFORMANCE-BASED FEES

TWI will accept a performance-based fee from certain clients. Such a performance-based fee is generally calculated based on a share of capital gains on or capital appreciation of the assets of the client. To qualify for a performance-based fee arrangement, a client typically must have at least \$50,000,000 under management with us upon entering into a management agreement with us, however, we retain the discretion to waive or lower this minimum on a client-by-client basis. Supervised persons of TWI will manage both accounts with a performance-based fee and those with an asset-based fee.

Clients should be aware that performance-based fee arrangement creates an incentive for us to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement.

Furthermore, as we have clients who do not pay performance-based fees, we have an incentive to favor accounts that do pay such fees because compensation we receive from these clients is more

directly tied to the performance of their accounts.

TWI seeks to manage all accounts with similar investment objectives on an equitable basis, not favoring one account over any other, regardless of the fee structure. Our investment advisory process is designed to implement portfolio changes for all accounts in a specific product based on the same underlying security research.

Item 7 Types of Clients

TWI provides its services to: pension and profit sharing plans; investment companies, which includes mutual funds; other pooled investment vehicles; state or municipal government entities; foundations, endowments and charitable organizations; corporations and other businesses not described previously; and individuals and high net worth individuals, including their trusts and estates.

As previously disclosed in Item 5, our firm has established certain initial minimum account requirements as well as minimum account maintenance requirements, based on the nature of the service(s) being provided.

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

We describe below the general investment strategies employed by TWI in managing client accounts as well as the primary risks associated with these investment strategies. However, it is not possible to identify all of the risks associated with investing and the particular risks applicable to a client account will depend on the nature of the account, its investment strategy and the types of securities held in the account.

While TWI seeks to manage client accounts so that risks are appropriate to the return potential for the strategy, it is often not possible or desirable to fully mitigate risks. Any investment includes the risk of loss and there can be no guarantee that a particular level of return will be achieved. Clients should understand that they could lose some or all of their investment and should be prepared to bear the risk of such potential losses.

Clients should be aware that while TWI does not limit its advice to, or specialize in, particular types of investments, a client's investment objectives may be limited and may not be diversified. The accounts managed by TWI are generally not intended to provide a complete investment program for a client or investor and TWI expects that the assets it manages do not represent all of the client's or investor's (as applicable) assets. Clients and investors are responsible for appropriately diversifying their assets to guard against the risk of loss.

METHODS OF ANALYSIS

TWI uses the following methods of analysis in formulating our investment advice and/or managing client assets:

Fundamental Analysis: TWI's investment philosophy is predicated on the belief that a disciplined investment process applied with in-depth fundamental valuation techniques will reward the patient long-term investor. We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions and the financial condition and management of the company itself) to determine if the company's stock is underpriced and thus attractive to buy. We believe that superior returns come from harnessing the high potential inherent within undervalued securities. A valuation-oriented style can capture this potential while maintaining a lower risk profile.

We utilize this analysis to build a diversified portfolio of attractively priced companies with solid cash flows, strong growth potential and conservative balance sheets. Investing across all industries and countries further reduces non-systematic or stock specific risk in the portfolio.

We adhere to a long-term investment approach and do not attempt to project short-term changes in the general market. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in our evaluation of the stock.

Risks for All Forms of Analysis: Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

INVESTMENT STRATEGIES

We use the following strategies in managing client accounts, provided that such strategies are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations.

TWI uses these strategies in a similar fashion across all primary equity strategies as described in Item 4, including: International Equity (ADRs), Global Equity (domestic and ADRs), Emerging Market Equity (ADRs), US Large Cap, US Mid Cap and Global Dividend (domestic and ADRs).

Long-term Purchases: We purchase undervalued securities and hold them until they are fairly valued; approximately 1-3 years depending on industry/sector/country. By purchasing stocks that are selling at a discount to our estimates of intrinsic market value, we believe we can create a margin of safety and an opportunity for superior performance with below average risk.

A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

Short Sales: For certain clients, we may borrow shares of a stock for your portfolio from someone who owns the stock on a promise to replace the shares on a future date at a certain price. Those borrowed shares are then sold. On the agreed-upon future date, we buy the same stock and return the shares to the original owner. We may engage in short selling based on our determination that the stock will go down in price after we have borrowed the shares. If we are correct and the stock price has gone down since the shares were purchased from the original owner, the client account realizes the profit. TWI does not use short sales as a primary investment strategy.

Margin Transactions: We may purchase stocks for your portfolio with money borrowed from your brokerage or custodial account. This allows you to purchase more stock than you would be able to with your available cash, and allows us to purchase stock without selling other holdings. TWI does not use margin transactions as a primary investment strategy.

Risk of Loss: Securities investments are not guaranteed and you may lose money on your investments. We ask that you work with us to help us understand your tolerance for risk.

The material risks of our strategies include:

Management Risk: There can be no guarantee against the loss of money resulting from an investment in any particular strategy, nor can there be any assurance that a client's investment objective will be attained.

Market Risk: All client accounts are subject to market risk, which is the risk that the value of a

security may move up and down, sometimes rapidly and unpredictably, in response to economic or other conditions. In addition, changes in interest rates affect the value of securities held in a client's portfolio and the operations of the issuers of the portfolio's securities.

Equity Risk: In the short-term, equity performance may be volatile and unpredictable, and may produce greater negative returns than other asset classes.

Foreign Securities Risk: Holding equity securities of foreign companies can entail taking more risk than owning the securities of domestic companies as a result of disclosure, accounting, auditing and financial reporting standards and practices that differ from those to which U.S. issuers are subject. Political, economic and social developments in foreign countries and fluctuations in currency exchange rates may affect the operations of foreign companies or the value of their stocks. Investments in foreign securities may also be subject to the risks of seizure by a foreign government and imposition of restrictions on the exchange or transport of foreign currency. Further, transaction costs in foreign jurisdictions, including tax, brokerage and custody costs, may be higher, which can result in lower returns or decreased liquidity.

Emerging Markets and Less Developed Countries Risk: Securities of foreign issuers that are not in the developed market countries are subject to the same risks as securities of foreign issuers in developed market countries, but such risks may be more pronounced. The risks are greater because their social, political, legal and economic systems are frequently less stable, and exchange and regulatory effectiveness is often lower, than developed market countries.

Depository Receipts Risk: Depository receipts are receipts typically issued by a bank or trust company that evidence ownership of underlying foreign securities. As a result, investments in depository receipts will involve many of the same risks described above of investments in foreign securities.

Securities Lending Risk: Certain clients may elect to lend the client's portfolio securities to brokers, dealers, and other financial institutions. Securities lending involves the risk of loss of rights in the collateral or delay in recovery of the collateral if the borrower fails to return the security loaned or becomes insolvent.

Small- and Mid-Capitalization Securities Risk: Investments in mid and small-cap companies can involve more risk than investing in larger companies. Normally, these companies have more limited markets or product lines, and often more limited trading in their stocks. This can cause the prices of equity securities of these companies to be more volatile than those of large cap issuers, or to decline more significantly during market downturns than the market as a whole.

Value Investing Risk: The risk of value investing is that the price of securities may never reach what TWI believes to be their full value, or may even go down in price. In addition, this approach may produce returns below more aggressive equity strategies, given TWI's efforts to limit risk.

Item 9 Disciplinary Information

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Our firm and our management personnel have no reportable disciplinary events to disclose.

Item 10 Other Financial Industry Activities and Affiliations

Our firm and our related persons are not engaged in other financial industry activities and have no other industry affiliations that are material to our advisory business.

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

Our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws.

TWI and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. Access persons are required to report all personal securities transactions. Among other things, our Code of Ethics prohibits any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Our Code also provides for oversight, enforcement and recordkeeping provisions.

TWI also has a policy regarding insider trading and the treatment of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are instructed as part of our compliance training that such information may not be used in a personal or professional capacity.

Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. TWI access persons are not permitted to invest in any securities other than direct obligations of the Government of the United States, bankers' acceptances, bank certificates of deposit, commercial paper and high quality short-term debt instruments, including repurchase agreements, shares of a money market fund or shares of registered open-end investment companies. The Code of Ethics does not require access persons to sell securities held prior to joining the firm; however any subsequent sale is a reportable transaction. TWI access persons who invest in products and strategies offered by TWI are not deemed to be investing in securities for their own account provided that any TWI access person's account in a TWI strategy or product is managed in a manner consistent with other accounts invested in the same product or strategy and in full compliance with TWI's established trade rotation and trade authorization policies and procedures.

A copy of our Code of Ethics or our Insider Trading and the Treatment of Material Non-Public Information Policy are available to our advisory clients and prospective clients. You may request a copy by email sent to info@thomaswhite.com, or by calling us at 312-663-8300.

Item 12 Brokerage Practices

Broker-Dealer Selection and Soft Dollars: For discretionary clients, TWI requires these clients to provide us with written authority to determine the broker dealer to use and the commission costs that will be charged to these clients for these transactions.

These clients must include any limitations on this discretionary authority in this written authority statement. Clients may change/amend these limitations as required. Such amendments must be provided to us in writing.

TWI will endeavor to select those brokers or dealers which will provide the best services at the lowest

commission rates possible. The reasonableness of commissions is based on the broker's stability, reputation, ability to provide professional services, competitive commission rates and prices, market settlement capabilities, research, trading platform, and other services which will help TWI in providing investment management services to clients. TWI typically recommends the use of, or engages with, a broker who provides useful research and brokerage services even though a lower commission might be charged by a broker who offers no research services and minimal brokerage assistance. Research and brokerage services are generally useful in servicing a large portion of our clients, but not all of such research or brokerage services may be useful for the account for which the particular transaction was effected.

Consistent with seeking best execution for clients, TWI typically directs brokerage transactions for clients' portfolios to brokers who provide research and brokerage services to TWI and, indirectly, to TWI's clients. These services are of the type described in Section 28(e) of the Securities Exchange Act of 1934 and are designed to augment our own internal research and investment strategy capabilities. This may be done without prior agreement or understanding by the client, and done at our discretion. Research or brokerage services obtained through the use of soft dollars may be developed by brokers to whom brokerage is directed or by third-parties which are compensated by the broker. TWI does not attempt to put a specific dollar value on the services rendered or to allocate the relative costs or benefits of those services among clients, believing that the research or brokerage services we receive will help us to fulfill our overall duty to our clients. TWI may not use each particular research or brokerage service, however, to service each client. As a result, a client may pay brokerage commissions that are used, in part, to purchase research or brokerage services that are not used to benefit that specific client. Broker-dealers we select may be paid commissions for effecting transactions for our clients that exceed the amounts other broker-dealers would have charged for effecting these transactions if TWI determines in good faith that such amounts are reasonable in relation to the value of the brokerage and/or research services provided by those broker-dealers, viewed either in terms of a particular transaction or our overall duty to its discretionary client accounts.

Certain items obtainable with soft dollars are not used exclusively for either brokerage or research services. The cost of such "mixed-use" products or services will be fairly allocated and TWI makes a good faith effort to determine the percentage of such products or services which is considered to be investment research or brokerage services. The portions of the costs attributable to non-research or non-brokerage usage of such products or services are paid by our firm to the broker-dealer in accordance with the provisions of Section 28(e) of the Securities Exchange Act of 1934.

When TWI uses client brokerage commissions to obtain research or brokerage services, we receive a benefit to the extent that TWI does not have to produce such products internally or compensate third-parties with our own money for the delivery of such services. Therefore, such use of client brokerage commissions results in a conflict of interest, because we have an incentive to direct client brokerage to those brokers who provide research and brokerage services we utilize, even if these brokers do not offer the best price or commission rates for our clients.

Within our last fiscal year, the types of research and brokerage services we obtained on a soft-dollar basis included, but were not limited to:

- compilations of securities prices, earnings, dividends and similar market, financial and other economic data;
- software that provides analyses of securities portfolios;
- software and communications services related to the execution, clearing and settlement of securities transactions; and
- other brokerage and research services

Examples of specific products and services include those provided by Bloomberg, FactSet, Eze Castle Software and MSCI.

TWI has an arrangement with National Financial Services LLC, and Fidelity Brokerage Services LLC (together with all affiliates, "Fidelity") through which Fidelity provides our firm with their "platform" services. The platform services include, among others, brokerage, custodial, administrative support, record keeping and related services that are intended to support intermediaries like TWI in conducting business and in serving the best interests of our clients but that also benefit us to some extent.

Fidelity charges brokerage commissions and transaction fees for effecting certain securities transactions (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Fidelity enables TWI to obtain many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges. Fidelity's commission rates are generally considered discounted from customary retail commission rates. However, the commissions and transaction fees charged by Fidelity may be higher or lower than those charged by other custodians and broker-dealers.

As a result of receiving these platform services for no additional cost, we have an incentive to continue to use or expand the use of Fidelity's services. We examined this potential conflict of interest when we chose to enter into the relationship with Fidelity and have determined that the relationship is in the best interests of TWI's clients and satisfies our client obligations, including our duty to seek best execution. A client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where we determine in good faith that the commission is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research or brokerage services provided, execution capability, commission rates, and responsiveness. Accordingly, while TWI will seek competitive rates, to the benefit of all clients, we may not necessarily obtain the lowest possible commission rates for specific client account transactions. TWI is not an affiliate with Fidelity or any other broker-dealer.

TWI has a number of business relationships with Fidelity, including participating in Fidelity's Separate Account Network ("SAN") program. The Thomas White Funds participate in Fidelity's No Transaction Fee Network. Clients should use their own judgment in determining whether Fidelity can provide adequate custody and trading services for their particular needs irrespective of any recommendation by TWI.

Fixed-income securities are generally purchased from the issuer or a primary market maker acting as a principal on a net basis with no brokerage commission paid by the client. Such securities, as well as equity securities, may also be purchased from underwriters at prices which include underwriting fees.

TWI may trade Treasury securities on an agency basis with a brokerage commission paid by the client. An agency trade may incur higher transaction costs because of the commission charged in addition to the mark-up (down) by a contra-broker. From experience, TWI does not feel its volume is always sufficient to achieve a best price trading through a primary dealer on a net basis. TWI's overriding objective in the selection of a Treasury agent is to obtain the best combination of price and execution for the given volume.

TWI will, at times, trade Over-the-Counter securities on an agency basis with a brokerage commission paid by the client. An agency trade may incur higher transaction costs because of the commission charged in addition to the mark-up (down) by a contra-broker. TWI engages in this practice because based on its experience, TWI does not feel its volume is generally sufficient to achieve best execution trading through a primary dealer on a net basis. TWI's overriding objective in the selection of an Over-the-Counter agent is to obtain the best combination of price and execution for the given volume.

Directed Brokerage: TWI permits clients to direct the use of a particular broker-dealer for securities transactions. A client who directs TWI to use a particular broker-dealer should understand that doing so may increase trading costs for the client. We may also not be able to obtain best overall execution through the directed broker-dealer. Clients should be certain that the directed broker-dealer can

provide adequate price and executions of transactions. A client who designates use of a particular broker-dealer should understand that it will lose the possible advantage which non-designating clients derive from aggregation of orders for several clients as a single transaction for the purchase or sale of a particular security.

If a client directs the use of a particular broker-dealer, TWI requests the client specify (1) the general types of securities for which the designated firm should be used and (2) whether the designated firm should be used for all transactions, even though TWI might be able to obtain a more favorable net price and execution from another broker-dealer in particular transactions. A client who designates use of a particular broker-dealer, including a client who directs use of a broker-dealer who will also serve as custodian (whether or not recommended by TWI) should consider whether, under that designation, commission expenses, execution, clearance and settlement capabilities, and whatever amount is regarded as allocable to custodian fee, if applicable, will be comparable to those otherwise obtainable by TWI.

Step-Outs: TWI uses “step-out trades” when we determine that it may facilitate better execution for certain client trades. Step-out trades are transactions which are placed at one broker/dealer and then “given up” or “stepped out” by that broker/dealer to another broker/dealer for credit. Step-out trades are expected to benefit the client by finding a natural buyer or seller of a particular security so that TWI can trade a larger block of shares more efficiently or by allowing TWI access to greater liquidity for a particular security. Unless directed otherwise by the client, TWI may use step-out trades for any client account.

TWI will, at times, use step-out trades to accommodate a client’s directed brokerage mandate. In the case of directed brokerage accounts, trades are often executed through a particular broker/dealer and then “stepped-out” to the directed brokerage firm for credit. In circumstances where TWI has followed the client’s instructions to direct brokerage, there can be no assurance that TWI will be able to step-out the trades, or, if it is able to step-out the trades, that it will be able to obtain overall best execution than if it had not stepped-out the trades.

Wrap Fee Program Clients: Clients that participate in a wrap fee program (or other all inclusive fee arrangement program), or where TWI is a sub-adviser to the client, should understand that the Program Sponsor or primary investment adviser may direct TWI to use a designated broker-dealer for securities transactions. In such circumstances, TWI will not be able to negotiate fees and commissions, and may not be able to obtain overall best execution from these directed broker-dealers. Even under those wrap fee arrangements in which TWI retains some discretion to select other brokers-dealers if TWI believes that best execution may be obtained elsewhere, TWI expects that best overall execution would generally be obtained through the designated broker. In order to access all available liquidity, TWI also utilizes step-out trades, when permitted by the Program Sponsor, for wrap fee program clients whose accounts hold ADR securities. In the event that TWI executes a step-out trade for a wrap fee client to obtain best execution, the client will bear the transaction costs for those stepped out trades. Although the wrap fee client has already paid an asset based charge that includes commissions on transactions executed through the designated broker, any transactions executed away from the designated broker on a step-out basis would generally result in the client paying a commission, concession, or a dealer mark-up or mark-down or other fees associated with the execution and/or settlement of that transaction in addition to the wrap fee paid to the Program Sponsor.

As with client-directed brokerage transactions, TWI is often unable to freely select broker-dealers for wrap account transactions. As a result, TWI may be unable to batch orders for wrap fee clients with orders for those clients who have granted brokerage discretion to TWI, which may result in wrap fee clients receiving a price that is less favorable than the price obtained for discretionary brokerage clients. These limits on TWI’s authority may also result in higher commissions, greater spreads, or less favorable net prices than might be the case if TWI could negotiate commission rates or spreads freely and may result in wrap fee clients receiving a price that is less favorable than the price obtained for

non-wrap fee clients.

UMA Program Clients: TWI does not have any responsibility with regards to the execution of recommended trades provided as part of a model portfolio participating in a UMA program. We provide the current model portfolio to the UMA program sponsor promptly upon changes to the model portfolio, consistent with our equitable trade rotation policy. Additionally, as noted in Item 4, a UMA program sponsor may purchase and sell the recommended investments in the model portfolio at the same time, prior to or after TWI makes similar trades within the corresponding TWI strategy for non-UMA accounts where we are responsible for initiating trades. Trading activity undertaken by the UMA program sponsor could impact our ability to execute trades for our clients by affecting the liquidity and market price of securities in the model portfolios.

Block Trading: TWI will block trades where possible and when advantageous to clients, enabling us to seek best execution for each client participating in the aggregated order. Best execution includes the duty to seek the best quality of execution, as well as the best net price. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts, so long as transaction costs are shared equally and on a pro-rated basis between all accounts included in any such block.

Block trading generally allows us to execute equity trades in a timelier, more equitable manner, at an average share price. TWI will typically aggregate trades among clients whose accounts can be traded at a given broker, and generally will rotate or vary the order of brokers through which it places trades for clients on any particular day. Transactions for any client account may not be aggregated for execution if the practice is prohibited by or inconsistent with the client's advisory agreement with TWI, or our firm's order allocation policy.

If a blocked order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day are generally allocated on a pro rata basis among the participating client accounts. Adjustments to this pro rata allocation may be made to avoid having odd amounts of shares held in any client account, or to avoid excessive ticket charges in smaller accounts. No client or account will be intentionally or systematically favored over another on the basis of any such adjustments to the pro rata allocation.

Trade Rotation: TWI rotates the order of accounts traded so as to be equitable, over time, to all accounts. In general, TWI's trade rotation is fixed for product or strategy wide trading unrelated to any specific account's cash flow activity. When executing trades through multiple platforms or sponsors in the same product or strategy, TWI typically rotates through a list where an account or group of similar accounts trading last for a given trade event would then trade first for the next trade event. Accounts or a group of similar accounts are then moved down the list by one spot for each subsequent trade event until eventually trading last again.

Using this method, certain accounts consistently trade after other accounts that represent a significantly larger portion of the overall product or strategy assets under management and therefore a larger portion of the total quantity of the shares to be traded. It is possible that the trading activity of the larger accounts or group of accounts may impact the execution of the immediately following smaller accounts or group of accounts in the rotation by causing the price of the security being traded to rise or fall based on the relatively higher volume. To minimize or prevent any such impact, TWI's traders actively manage the order flow and execution process. TWI undertakes a regular analysis of trading activity and execution results to ensure that there is no consistent and material negative impact to the execution of such smaller accounts or group of accounts due to our equitable trade rotation policy.

Cross Trades: TWI does not engage in cross trades in its client accounts during the normal course of portfolio management. In extremely limited circumstances, such as accounts in the same product opening or closing at the same time, TWI may use cross trades only if doing so is in the best interest of all accounts participating in the trade.

Item 13 Review of Accounts

INVESTMENT SUPERVISORY SERVICES SEPARATE ACCOUNT PORTFOLIO MANAGEMENT

REVIEWS: While the underlying securities within separate accounts are continually monitored, these accounts are reviewed at least monthly by TWI's Investment Committee. Accounts are reviewed to ensure that the portfolio composition, investment return and risk levels meet client's objectives. TWI also generates internal performance reporting on a daily and weekly basis to assist in the account review process.

For accounts managed under wrap or sub-advisory relationships, the Program Sponsor or primary investment advisor is responsible for reviewing the client objectives and communicating to TWI any change in account objectives or policies.

REPORTS: In addition to the monthly statements and confirmations of transactions that clients receive directly from their broker-dealer or custodian, we provide, as requested by the client, written quarterly reports summarizing account performance, balances and holdings. For accounts managed under wrap or sub-advisory relationships, the Program Sponsor or primary investment advisor is responsible for any periodic reporting.

Item 14 Client Referrals and Other Compensation

CLIENT REFERRALS

Our firm will, from time to time, pay referral fees to certain independent persons or firms ("Promoters") for introducing clients to us, pursuant to a written agreement between the Promoter and TWI. Whenever we pay a referral fee, we require the Promoter to make certain disclosures to the prospective client indicating:

- that the Promoter is giving an endorsement of TWI but is not a current client of TWI;
- that TWI pays cash compensation for the endorsement by the Promoter;
- the material terms of the compensation arrangement; and
- any potential material conflicts of interest on the part of the Promoter due to the relationship with TWI

TWI maintains oversight of all Promoter relationships to ensure that any endorsement provided is consistent with all applicable provisions of the Advisers Act, and the rules thereunder. As a matter of firm practice, the advisory fees paid to us by clients referred by Promoters are not increased as a result of any referral.

It is TWI's policy not to accept or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes, from a non-client in conjunction with the advisory services we provide to our clients.

Item 15 Custody

For certain clients participating in the separately managed account programs, TWI is deemed to have "custody" of client accounts because TWI has access to or authority over client funds and securities

for purposes other than issuing trading instructions, such as through automatic deduction of fees.

Separate Account Portfolio Clients: If TWI is deemed to have custody over your account, your custodian will send you periodic account statements, generally on a quarterly basis, indicating the amounts of any funds or securities in your account as of the end of the statement period and any transactions in the account during the statement period. You should review these statements carefully. As noted in the "Review of Accounts" section (Item 13) of this brochure, TWI may provide you, separately, with reports or account statements providing information about your account. You should compare these carefully to the account statements you receive from your custodian. If you should discover any discrepancy between the account statements, or you do not receive account statements from your custodian on at least a quarterly basis, please contact us immediately.

Item 16 Investment Discretion

Clients typically hire us to provide discretionary investment management services, in which case we place trades in a client's account without contacting the client prior to each trade to obtain the client's permission.

Our discretionary authority includes the ability to do the following without contacting the client:

- determine the security to buy or sell;
- determine the amount of the security to buy or sell; and
- determine when transactions are to be made

Clients give us written discretionary authority when they sign a discretionary investment management agreement with our firm, and may limit this authority by giving us written instructions. Clients may also change/amend such limitations by providing us with written instructions.

Item 17 Voting Client Securities

We typically vote proxies for all client accounts; however, you always have the right to vote proxies yourself. You can exercise this right by instructing us in writing to not vote proxies in your account. With respect to ERISA accounts, we will vote proxies unless the plan documents specifically reserve the plan sponsor's right to vote proxies.

You can instruct us to vote proxies according to particular criteria (for example, to always vote with management, or to vote for or against a proposal to allow a so-called "poison pill" defense against a possible takeover). These requests must be made in writing.

To direct us to vote a proxy in a particular manner, clients should contact us via email at proxy@thomaswhite.com or in writing at the address on the cover page of this brochure.

We will vote proxies solely in the best interests of our clients and in accordance with our established policies and procedures. Our firm will retain all proxy voting books and records for the requisite period of time, including a copy of each proxy statement received, a record of each vote cast, a copy of any document created by us that was material to making a decision on how to vote proxies, and a copy of each written client request for information on how the adviser voted proxies. If our firm has a conflict of interest in voting a particular action, we will notify the client of the conflict and retain an independent third-party to cast a vote.

Our proxy voting policy is to elect capable directors and vote against various techniques that inhibit the highest market valuation for company shares. We judge each proposal on a case by case basis. In deciding how to vote we will refer to our general guidelines statement. When we invest in a firm, we feel that the firm is generally well managed. We define this as working to achieve the best return for

their stockholders. By this criteria, in cases where there appears to be no possible principal/agent problem on the part of management and in which management has not shown itself to be incompetent, we will defer to the decisions of management. In cases where management may have a stake in the outcome, we will put the proposal to greater analysis. We normally will not support any strategy that enhances management entrenchment or results in the dilution of our governance capacity.

Clients may obtain a copy of our complete proxy voting policies and procedures by contacting us via e-mail at info@thomaswhite.com or in writing. Clients may request, in writing, information on how proxies for his/her shares were voted. If any client requests a copy of our complete proxy policies and procedures or how we voted proxies for his/her account(s), we will promptly provide such information to the client.

We will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may direct us to transmit copies of class action notices to the client or a third party. Upon such direction, we will make commercially reasonable efforts to forward such notices in a timely manner.

Item 18 Financial Information

TWI does not require or solicit payment of fees in excess of \$1,200 per client more than six months in advance of services rendered. We are not aware of any financial condition that is reasonably likely to impair our ability to meet our contractual obligations to our clients.