

PART 2A OF FORM ADV: FIRM BROCHURE

ITEM 1. COVER PAGE

**BESSEMER INVESTMENT MANAGEMENT LLC**  
**1271 Avenue of the Americas**  
**New York, New York 10020**  
**212-708-9100**

**This brochure provides information about the qualifications and business practices of Bessemer Investment Management LLC. If you have any questions about the contents of this brochure, please contact Ritu Gupta by telephone at 212-651-1011. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.**

**Additional information about Bessemer Investment Management LLC also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The use of the terms “registered investment adviser” or “registered” by us does not imply a certain level of skill or training.**

March 28, 2023

## ITEM 2. MATERIAL CHANGES

Since our last annual update, dated March 22, 2022, we have not made any material changes.

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#### ITEM 4. ADVISORY BUSINESS

Bessemer Investment Management LLC (“BIM” or “We” or “Our”) was formed in 2001 and is a wholly-owned subsidiary of Bessemer Trust Company, N.A. (“BTNA”), a national banking association which in turn is a wholly-owned subsidiary of The Bessemer Group, Incorporated (“BGI”). BTNA and other subsidiaries of BGI advise or provide investment, fiduciary and personal banking services with total assets under supervision of approximately \$205 billion as of December 31, 2022. We act as discretionary investment adviser to Old Westbury Funds, Inc., a family of affiliated mutual funds registered under the Investment Company Act of 1940, as amended, and oversee sub-advisers who are responsible for making the day-to-day investment decisions for a portion of Old Westbury Funds, Inc.’s assets. We also provide non-discretionary advisory services, including information regarding our model portfolios, to BTNA. BTNA, however, retains discretionary authority over its investment advisory accounts and makes all investment decisions and recommendations for these accounts. As of December 31, 2022, our discretionary assets under management were approximately \$37 billion.

#### ITEM 5. FEES AND COMPENSATION

In connection with our advisory services, we charge an annual fee based on a percentage of the net assets managed or advised, valued at market. Our fees are negotiable and may either be refunded or pro-rated upon the termination of the investment management agreement.

With respect to discretionary investment management service, these clients, including the funds, will also incur charges imposed directly by the client’s custodian, brokerage and other transaction charges imposed by the broker dealer executing transactions for the client’s account, and fees and expenses imposed directly by mutual funds, including exchange-traded funds, held in the client’s account. For further discussion concerning our brokerage practices see Item 12 below.

##### Investment Companies Management

We receive an advisory fee from each fund, computed daily and payable monthly in arrears, in accordance with the following schedule:

<b><u>Fund</u></b>	<b><u>Advisory Fee Rate</u></b> <b><u>Average Net Assets</u></b>
Old Westbury All Cap Core Fund	First \$500 million - 0.75% \$500 million to \$1 billion - 0.70% Over \$1 billion - 0.65%

<b><u>Fund</u></b>	<b><u>Advisory Fee Rate Average Net Assets</u></b>
Old Westbury Fixed Income Fund	First \$500 million - 0.45% \$500 million to \$1 billion - 0.40% Over \$1 billion - 0.35%
Old Westbury Municipal Bond Fund	First \$500 million - 0.45% \$500 million to \$1 billion - 0.40% Over \$1 billion - 0.35%
Old Westbury New York Municipal Bond Fund	First \$500 million - 0.45% \$500 million to \$1 billion - 0.40% Over \$1 billion - 0.35%
Old Westbury California Municipal Bond Fund	First \$500 million - 0.45% \$500 million to \$1 billion - 0.40% Over \$1 billion - 0.35%
Old Westbury Small & Mid Cap Strategies Fund	0.85%
Old Westbury Credit Income Fund	First \$500 million - 0.65% \$500 million to \$1 billion - 0.60% Over \$1 billion - 0.55%
Old Westbury Large Cap Strategies Fund	First \$1.25 billion - 0.90% \$1.25 billion to \$2.5 billion - 0.85% Over \$2.5 billion - 0.80%

The Prospectus, Statement of Additional Information and/or the shareholder reports for Old Westbury Funds, Inc. have more information about us, the fees and expenses of the funds (including any fee waivers), and the other service providers of Old Westbury Funds, Inc.

We oversee the following sub-advisers who are responsible for making the day-to-day investment decisions for a portion of Old Westbury Funds, Inc.'s assets. We pay each of the sub-advisers a percentage of our advisory fees, set forth above, that we receive from a sub-advised fund.

#### **Sub-Advisers**

Acadian Asset Management LLC ("Acadian"), located at 260 Franklin Street, Boston, MA, 02110, serves as a sub-adviser to the Old Westbury Small & Mid Cap Strategies Fund. In this capacity, Acadian is responsible for the day-to-day management of a portion of the Old Westbury Small & Mid Cap Strategies Fund subject to our oversight.

Artisan Partners Limited Partnership (“Artisan”), located at 875 East Wisconsin Avenue, Milwaukee, WI, 53202, serves as a sub-adviser to the Old Westbury Small & Mid Cap Strategies Fund. In this capacity, Artisan is responsible for the day-to-day management of a portion of the Old Westbury Small & Mid Cap Strategies Fund subject to our oversight.

Baillie Gifford Overseas Limited (“Baillie Gifford”), located at Calton Square, 1 Greenside Row, Edinburgh, EH1 3AN, Scotland, serves as a sub-adviser to the Old Westbury Large Cap Strategies Fund and the Old Westbury Small & Mid Cap Strategies Fund. In this capacity, Baillie Gifford is responsible for the day-to-day management of a portion of the Old Westbury Large Cap Strategies Fund and the Old Westbury Small & Mid Cap Strategies Fund subject to our oversight.

BlackRock Financial Management Inc. (“BlackRock”), located at 55 East 52<sup>nd</sup> Street, New York, NY 10022, serves as a sub-adviser to the Old Westbury Credit Income Fund. In this capacity, BlackRock is responsible for the day-to-day management of a portion of the Old Westbury Credit Income Fund subject to our oversight.

Champlain Investment Partners, LLC (“Champlain”), located at 180 Battery Street, Burlington, Vermont 05401, serves as a sub-adviser to the Old Westbury Small & Mid Cap Strategies Fund. In this capacity, Champlain is responsible for the day-to-day management of a portion of the Old Westbury Small & Mid Cap Strategies Fund subject to our oversight.

Muzinich & Co., Inc. (“Muzinich”), located at 450 Park Avenue, New York, New York 10022, serves as a sub-adviser to the Old Westbury Credit Income Fund. In this capacity, Muzinich is responsible for the day-to-day management of a portion of the Old Westbury Credit Income Fund subject to our oversight.

Polunin Capital Partners Limited (“Polunin”), located at 10 Cavalry Square London, SW3 4RB, United Kingdom, serves as a sub-adviser to the Old Westbury Small & Mid Cap Strategies Fund. In this capacity, Polunin is responsible for the day-to-day management of a portion of the Old Westbury Small & Mid Cap Strategies Fund subject to our oversight.

Sands Capital Management, LLC (“Sands”), located at 1000 Wilson Boulevard, Arlington, Virginia, 22209, serves as a sub-adviser to the Old Westbury Large Cap Strategies Fund. In this capacity, Sands is responsible for the day-to-day management of a portion of the Old Westbury Large Cap Strategies Fund subject to our oversight.

#### Non-Discretionary Advisory Services

We provide non-discretionary investment advisory services to BTNA, an affiliate, in accordance with bank/regulatory standards. We receive a fee from BTNA, paid quarterly in arrears, in accordance with the following fee schedule:

<u>Portfolio</u>	<u>Fee Rate</u>
U.S. Equities	0.20%
Fixed Income	0.05%
Non-US Equities	0.40%

The fee is equal to the product of the total assets of the portfolios managed or advised by BTNA multiplied by the fee rate specified.

#### ITEM 6. PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

We do not charge performance-based fees.

#### ITEM 7. TYPES OF CLIENTS

We provide advisory services to investment companies and banking institutions.

#### ITEM 8. METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

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

Fundamental and quantitative research underpin our security selection process. We use a disciplined investment process focused on expected earnings growth and valuation. Sector and country allocations are driven by stock selection and/or by an assessment of top-down, fundamental prospects. In addition to qualitative research, we use quantitative tools across all disciplines. Our proprietary analytics help us screen stocks, develop financial models, assess valuations, and monitor portfolio risk. We may also employ our quantitative processes to choose securities for client accounts. In building a client's portfolio, we look to maximize portfolio returns at a given level of risk by selecting attractive securities based on fundamental research, valuation metrics, and volatility analysis.

We may employ various investment strategies to seek to achieve a client's investment objective. We may invest in U.S. and non-U.S. companies (representing large, medium, and small market capitalizations), debt instruments, fixed-income securities, municipal securities, inflation-protected securities such as Treasury Inflation Protected Securities, debt-linked and commodity-linked instruments, high-yield and lower-grade securities, convertible securities, structured notes, preferred securities, private placements, real estate investment trusts, municipal securities, exchange-traded funds, among others. We may invest client assets in securities of other investment companies, including Exchange Traded Funds "ETFs"), as an efficient means of carrying out their investment policies. Investment companies, including ETFs, incur certain expenses such as management fees, and, therefore, any investment in shares of other investment companies may be subject to such additional expenses. We may also engage in short selling and enter into derivative transactions, such as credit default, total return, interest rate, commodity, equity and volatility swaps; equity and currency options; futures and options on futures; and forward foreign currency exchange contracts. We may use derivative instruments for hedging and speculative purposes.

## **Risk of Loss**

Investing in securities involves risk of loss that clients should be prepared to bear. Investment decisions made by us in using any investment strategy may not produce the returns expected or may cause a client's portfolio to underperform. Stock markets are volatile and can decline significantly in response to real or perceived changes to the issuer, industry, market, economic, political, regulatory, geopolitical, pandemics and epidemics and other conditions. In addition, individual stocks may be adversely affected by factors such as reduced sales, increased costs, disruptions to supply chains, or a negative outlook for the future performance of the company. The value of an equity security can decline significantly in response to these conditions. Exposure to foreign markets through issuers or currencies can involve additional risks relating to market, economic, political, regulatory, geopolitical, pandemics and epidemics, or other conditions. In addition, the securities of foreign companies also may be subject to the imposition of economic sanctions; more or less foreign government regulation; less public information; less stringent investor protections; and less stringent accounting, corporate governance, financial reporting and disclosure standards than domestic companies. The risks of foreign investments are increased in emerging markets, which may experience hyperinflation and have far lower trading volumes and less liquidity than developed markets. Privately placed and other restricted securities are subject to restrictions on resale as a matter of contract or under federal securities laws; we could therefore find it more difficult to sell such securities when we may want to do so, or we may sell them at prices lower than if such securities were more widely held. Over-the-counter instruments (investments not traded on an exchange) may be illiquid and are subject to the risk that the other party will not meet its obligations. Investing in structured notes is subject to certain risks, including credit risk and the normal risks of price changes in response to changes in interest rates.

The success of our quantitative tools depends on the effectiveness of the process in screening securities for inclusion in client accounts. The factors used in the quantitative analysis and the weight placed on these factors may not be predictive of a security's value. The impact of risk and quantitative metrics on a security's performance can be difficult to predict, and securities that previously possessed certain desirable characteristics may not continue to demonstrate those same characteristics in the future. Relying on risk and quantitative models entails the risks that the models themselves may be limited or incorrect, that the data on which the models rely may be incorrect or incomplete, and that we may not be successful in selecting securities for investment or determining the weighting of particular securities in client accounts. Any of these factors could cause such accounts to underperform accounts with similar strategies that do not select stocks through the use of risk-based and/or quantitative models.

The use of derivatives presents risks different from, and possibly greater than, the risks associated with investing directly in traditional securities. The use of derivatives can lead to losses because of adverse movements in the price or value of the underlying security, asset, index or reference rate, which may be magnified by certain features of the derivatives. These risks are heightened when we use derivatives to enhance returns or as a substitute for a position or security, rather than solely to hedge or offset the risk of a



position or security held by a client. There is also a risk that the derivative will not correlate well with the instrument for which it is substituting. The use of derivatives to leverage risk also may exaggerate a loss, potentially causing a client to lose more money than if it had invested in the underlying security, or limit a potential gain. The success of our derivative strategies will depend on our ability to assess and predict the impact of market or economic developments on the underlying security, asset, index or reference rate and the derivative itself, without necessarily the benefit of observing the performance of the derivative under all possible market conditions. Other risks arise from a potential inability to terminate or sell a client's derivative positions, as a liquid secondary market for such positions may not exist at times when we may wish to terminate or sell them. Short sales involve the risk that losses may be exaggerated, potentially losing more money than the actual cost of the investment. Swaps, a form of derivatives, may increase or decrease a client's exposure to long- or short-term interest rates, foreign currency values, mortgage securities, corporate borrowing rates, securities market indexes, or other factors such as security prices or inflation rates. Swaps may be leveraged and are subject to illiquidity risk, counterparty risk, credit risk and valuation risk. Also, a client bears the risk of loss of the amount expected to be received under a swap in the event of the default or bankruptcy of a swap counterparty. In addition, some swaps may be complex and difficult to value.

As we may employ sub-advisers for certain asset classes, portions of a client's portfolio may be managed by different portfolio managers using different styles, as such, this client could experience overlapping investments. Certain portfolio managers may be purchasing securities at the same time other portfolio managers may be selling those same securities. This may lead to higher transaction expenses and may generate higher short-term capital gains.

ETFs are subject to many of the same risks associated with individual stocks, including market risk where the market as a whole, or the specific sector in which an ETF invests, may decline. U.S. government securities that are not direct obligations of the U.S. Treasury have more credit risk than securities directly supported by the full faith and credit of the U.S. government. Smaller companies may be more vulnerable to market downturns and adverse business or economic events. Fixed income securities are subject to the risk that interest rates will rise, which generally causes bond prices to fall. High-yield and lower-grade debt-securities (sometimes referred to as junk bonds) are high risk investments and may be considered speculative. Prices of municipal securities rise and fall in response to interest rate changes, and local political and economic factors may adversely affect the value and liquidity of these securities. Fixed income securities and municipal securities are subject to the risks associated with a lack of liquidity in the municipal bond and fixed income markets. To the extent that a client's municipal bond portfolio is concentrated in investments within a single state, its performance can be more volatile than that of a portfolio that invests more broadly. Adverse economic, political, and regulatory conditions affecting the state are likely to affect such client's portfolio performance. Convertible securities are subject to interest rate risk, the risk that the issuer will not be able to pay interest or dividend when due, the risk that their market value may change based on changes to the issuer's credit ratings or the market's perception of the issuer's creditworthiness, and the risk that their value may not increase or decrease as rapidly as the underlying common

stock. Preferred securities generally have a specified dividend rate and rank after bonds and before common stocks in their claim on income for dividend payments and on assets should the company be liquidated. Unlike interest payments on debt securities, preferred securities dividends are payable only if declared by the issuer's board of directors. Preferred securities also may be subject to optional or mandatory redemption provisions. A client may lose money if the issuer or guarantor of a fixed income security, or the counterparty to a derivatives contract, repurchase agreement or a loan of portfolio securities, is unable or unwilling to make timely principal and/or interest payments, or to otherwise honor its obligations. This risk is increased when a portfolio security is downgraded or the perceived creditworthiness of an issuer or counterparty deteriorates. Currency management strategies may increase a client's exposure to currency exchange rates and could result in losses to clients if currencies do not perform as we expect. Real estate investment trusts or REITs carry risks generally incident to the ownership of real property, as well as additional risks such as limited diversification, poor performance by the manager of the REIT and adverse changes to the tax laws. The value of commodities may be affected by, among other things, changes in overall market movements, commodity index volatility, changes in interest rates, or factors affecting a particular industry or commodity. The value of an inflation-protected debt security generally will fall when real interest rates rise.

#### ITEM 9. DISCIPLINARY INFORMATION

None.

#### ITEM 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

We act as investment adviser to Old Westbury Funds, Inc. an open -end registered investment company affiliated with us. Mr. David Rossmiller serves as President of the Old Westbury Funds, Inc. and as a director of Old Westbury (Cayman) Funds SPC, a Cayman Island mutual fund that is registered as a segregated portfolio company. We are owned by BTNA, a national bank, and are an investment adviser to BTNA. Certain personnel are also officers of both our firm and BTNA and provide investment advisory services to certain commingled vehicles, including Old Westbury (Cayman) Funds SPC and other accounts advised by BTNA. Also see the description under Advisory Business Item 4 above.

Like other investment professionals with multiple clients, a portfolio manager for a client may face certain potential conflicts of interest in connection with managing both the client's assets and other accounts at the same time. The paragraphs below describe some of these potential conflicts, which we believe are faced by investment professionals at most major financial firms but which we believe are adequately addressed by our current policies and procedures. We have adopted policies and procedures that are designed to address certain of these potential conflicts.

A potential conflict of interest may arise when a client and other accounts managed by us or our affiliates purchase or sell the same securities. On occasions when a portfolio manager considers the purchase or sale of a security to be in the best interests of a client as well as other accounts managed by us or our affiliates, the orders for such transactions may be combined in order to obtain the best execution and lower brokerage commissions, if any. Aggregation of trades may create the potential for unfairness to a client or another account if one account is favored over another in allocating the securities purchased or sold – for example, by allocating a disproportionate amount of a security that is likely to increase in value to a favored account. We believe that our policies and procedures relating to trade aggregation and allocation are reasonably designed to prevent such results.

“Cross trades,” in which one account managed by us or our affiliates sells a particular security to another account managed by us or our affiliates (potentially saving transaction costs for both accounts), may also pose a potential conflict of interest. Cross trades may be seen to involve a potential conflict of interest if, for example, one account is permitted to sell a security to another account at a higher price than an independent third party would pay. We and our affiliates have adopted procedures that provide that any transactions between a client and another account advised by us or our affiliates are to be made at an independent current market price.

Another potential conflict of interest may arise based on the different investment objectives and strategies of a client and other accounts. For example, another account may have a shorter-term investment horizon or different investment objective, policies or restrictions than a client. Depending on another account’s objectives or other factors, a portfolio manager may give advice and make decisions that may differ from advice given, or the timing or nature of decisions made, with respect to a client. In addition, investment decisions are the product of many factors in addition to basic suitability for the particular account involved. Thus, a particular security may be bought or sold for certain accounts even though it could have been bought or sold for other accounts at the same time. Moreover, a particular security may be bought for one or more accounts managed by a portfolio manager when one or more other accounts are selling the security (including short sales). There may be circumstances when purchases or sales of portfolio securities for one or more accounts may have an adverse effect on other accounts.

Portfolio managers who are responsible for managing multiple accounts may devote unequal time and attention to the management of those accounts. As a result, the portfolio manager may not be able to formulate as complete a strategy or identify equally attractive investment opportunities for each of those accounts as might be the case if he or she were to devote substantially more attention to the management of a single account. The effects of this potential conflict may be more pronounced where accounts overseen by a particular portfolio manager have different investment strategies.

Our portfolio managers may be able to select or influence the selection of the brokers and dealers that are used to execute securities transactions for clients. In addition to executing trades, some brokers and dealers provide us and our affiliates with brokerage and research products and services that may result in the payment of higher brokerage fees than might have otherwise been available. These products and services are used by us and our affiliates and may be more beneficial to certain clients or accounts managed by us and our affiliates than to others. Although the payment of brokerage commissions is subject to the

requirement that we and our affiliate determine in good faith that the commissions are reasonable in relation to the value of the brokerage and research products and services provided, the decision as to the selection of brokers and dealers could yield disproportionate costs and benefits among a client and/or accounts that we and our affiliates manage.

Portfolio managers may also face other potential conflicts of interest in managing a client's assets, and the description above is not a complete description of every conflict that could be deemed to exist in managing both the client's assets and other accounts. In addition, portfolio managers may also manage other accounts (including their personal assets or the assets of family members) in their personal capacity. The management of these accounts may also involve certain of the potential conflicts described above. Our investment personnel, including portfolio managers, are subject to restrictions on engaging in personal securities transactions pursuant to a Code of Ethics adopted by us and our affiliates.

#### ITEM 11. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Investment personnel, including portfolio managers, are subject to restrictions on engaging in personal securities transactions pursuant to a Code of Ethics adopted by us and our affiliates, which contains provisions and requirements designed to identify and address certain conflicts of interest between personal investment activities and the interests of clients. Employees are generally required to pre-clear securities transactions (which may include securities purchased by clients) with the Compliance department and to report all transactions on a regular basis. The Chief Compliance Officer or his/her designee has the responsibility for interpreting the provisions of the Code of Ethics, for adopting and implementing procedures for the enforcement of the provisions of the Code of Ethics, and for determining whether a violation has occurred. In the event of a finding that a violation has occurred, the Chief Compliance Officer or his/her designee shall take appropriate action.

A copy of our Code of Ethics is available upon request.

Our related persons may buy or sell for themselves or accounts they advise investment products recommended to clients. We and our affiliates may give advice and make decisions that may differ from advice given, or from the timing or nature of decisions made, with respect to a particular client. Portfolio managers responsible for managing clients' assets will also provide investment advisory services to clients of our affiliates. Also see the description under Other Financial Industry Affiliations Item 10 above.

#### ITEM 12. BROKERAGE PRACTICES

For discretionary accounts, we have authority to determine the type and amount of securities to be bought and sold, the broker/dealer to be used and the commission rates to be paid. In executing portfolio transactions and selecting brokers or dealers, we will seek to obtain the best net price and the most favorable execution. We will consider factors we deem relevant, including the breadth of the market in the security, the price of the security, the

financial condition and execution capability of the broker or dealer and the reasonableness of the commission, if any, for the specific transaction and on a continuing basis. Purchase and sale orders for clients may be combined and executed together with orders for clients of our affiliates. An order that is partially filled, will, as a general matter, be allocated pro rata in proportion to each client's original order or account size. There is no certainty that the allocation process will in fact result in fair allocations, or that they will be allocated to all clients or allocated equally among clients participating in the aggregated transactions or according to any established standard.

Among the types of research products and services that we and our affiliate receive in consideration of brokerage commissions generated by accounts managed by us and our affiliates or other types of selling compensation are reports, statistics or consultations with analysts regarding specific companies, industries or sectors, general summaries of groups of securities and their comparative earnings, index and credit data, pricing information, or broad overviews of the markets and the economy. Other topics covered by such research products and services might include global, regional, and country-by-country prospects for economic growth anticipated levels of inflation, prevailing and expected interest rates, and the outlook for currencies and commodities. In addition, research services may be provided in the form of meetings arranged with corporate and industry spokespersons, economists, academicians and government representatives. Brokerage products and services received in consideration of clients' portfolio commissions or other selling compensation may include order routing systems, electronic clearance and settlement services and other services that assist us with the execution of securities transactions. These services, and products, including ancillary services, may be used by us and our affiliates for one or more accounts managed by us and our affiliates, and they may or may not be used, or used exclusively, with respect to the account generating the brokerage commission.

When we use client brokerage commissions to obtain research or other products or services, we receive a benefit because we do not have to produce or pay for the research, products, or services. We have an incentive to select or recommend a broker-dealer based on our interest in receiving the research or other products or services, rather than on our clients' interest in receiving most favorable execution.

On an ongoing basis, we monitor and evaluate the performance and execution capabilities of the firms that provide research and brokerage products and services and also monitor the levels of commission costs in comparison to those commissions paid by other institutional investment managers. Also see the description under Other Financial Industry Affiliations Item 10 above.

### ITEM 13. REVIEW OF ACCOUNTS

Our portfolio managers monitor discretionary accounts on a regular basis and review model portfolios with our Investment Committee. The Investment Committee determines the composition of the model portfolios and reviews the portfolio managers' adherence to their investment mandates. We provide our model portfolios and asset allocation recommendations to our affiliate BTNA on an ongoing basis and provide advice and recommendations to BTNA on a regular basis, but not less than monthly. We provide a

written report to the board of directors of the Old Westbury Funds, Inc. (the “Board”) at each regular meeting of the Board of material changes in each of the funds since the prior report. We also furnish the Board with such statistical and analytical information with respect to securities held by the funds, as may be requested by the Board from time to time.

#### ITEM 14. CLIENT REFERRALS AND OTHER COMPENSATION

BIM does not receive any economic benefit from anyone that is not a client for providing investment advice to clients. Neither BIM nor a related person directly or indirectly compensates any person for client referrals.

#### ITEM 15. CUSTODY

Not applicable.

#### ITEM 16. INVESTMENT DISCRETION

We manage the assets of each series of Old Westbury Funds, Inc. pursuant to an investment management agreement that, among other things, grants us the authority to manage the funds’ assets on a discretionary basis. All clients must enter into an investment management agreement which sets forth our authority. The investment management agreement will also reference investment limitations or restrictions, if any, for a particular client.

The Prospectus and Statement of Additional Information of the Old Westbury Funds, Inc. contain more information on the investment limitations of the funds.

#### ITEM 17. VOTING CLIENT SECURITIES

Unless a client directs otherwise, we will vote proxies on their behalf. Where we are responsible for voting proxies for a client, we have adopted written policies and procedures reasonably designed to ensure that we vote proxies in an effort to maximize the value of our clients’ investments over the long term. While our voting will generally follow our proxy voting guidelines, specific voting decisions may differ in any instance where we believe it to be in the best interest of shareholders. Our Proxy Committee (“Proxy Committee”), comprised of representatives from Custody and the Investment area, oversees the proxy voting process. The Proxy Committee may seek the input of our portfolio managers and research analysts on a limited number of issues (generally on matters that are designated as case-by-case votes). We have contracted with Institutional Shareholder Services, Inc. (“ISS”), a third-party proxy voting and corporate governance service, to provide research on proxy issues and to vote proxies in accordance with our guidelines. BIM may choose to override the ISS recommendation if deemed in the shareholders’ best interest. We may review proxy votes with ISS when the Proxy Committee determines this to be desirable. We may refrain from voting in certain cases where we deem appropriate, if, for example, the cost of voting appears to exceed the

expected benefits, or when voting could result in the imposition of trading or other restrictions that may restrict liquidity or otherwise impair investment returns (e.g., share blocking). The foregoing conditions are most likely to exist with respect to non-U.S. securities.

In situations where the Proxy Committee determines that there is a material conflict of interest (i.e., a conflict that is likely to influence, or appear to influence, our decision making on the issue based on assessment of the particular facts and circumstances), the Proxy Committee will determine an appropriate method to resolve such conflict of interest before the affected proxy is voted. Such methods may include (1) instructing ISS to vote the affected proxy in accordance with its own recommendations, (2) referring the proxy to the governing board of the relevant investment company or the client institution, (3) disclosing the conflict of interest and sending the proxy to individual shareholders for them to vote individually, or (4) such other method as is deemed appropriate given the particular facts and circumstances.

Information about how we voted proxies for securities held in client accounts is available to clients upon request. The proxy voting record for the Old Westbury Funds, Inc., during a 12-month period ended June 30, is available on the Securities and Exchange Commission's website at <http://www.sec.gov>. A copy of our proxy voting policies and procedures is included in the Statement of Additional Information of the Old Westbury Funds, Inc. and is available to clients upon request.

#### ITEM 18. FINANCIAL INFORMATION

We are not aware of any financial condition that is reasonably likely to impair our ability to meet our contractual commitments to clients, nor have we been the subject of a bankruptcy petition at any time during the past ten years.