

Intermede Investment Partners Limited Part 2A of Form ADV The Brochure

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This brochure provides information about the qualifications and business practices of Intermede Investment Partners Limited (“**I IPL**” or the “**Firm**”). If you have any questions about the contents of this brochure, please contact us at +44 20 3763 5810. 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.

Additional information about I IPL is also available on the SEC’s website at: www.adviserinfo.sec.gov.

Material Changes

There are no material changes to be reported.

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Item 4. Advisory Business

Intermede Investment Partners Limited (“**I IPL**” or the “**Firm**”) is an institutional global equity investment manager based in London, United Kingdom. The Firm was founded in 2013 by Barry Dargan, who serves as I IPL’s Chief Executive Officer and a portfolio manager. I IPL is 100% owned by Intermede Holdings Limited, which is also 100% owner of Intermede Global Partners Inc. (“**Intermede Global**”), an SEC registered investment adviser that provides advisory services to I IPL pursuant to a services agreement between I IPL and Intermede Global. Mr. Dargan is the largest individual indirect owner of I IPL and Intermede Global.

I IPL manages a global equities investment strategy and sub-sets thereof (i.e. Global ex-Japan and International (Global ex-US)). The firm’s investment universe is typically comprised of public companies with a market capitalization of over \$2 billion. The portfolio contains stocks in the information technology, communications services and consumer sectors for which Intermede Global will provide investment advice. Intermede Global will be responsible for researching suitable information technology, communications services and consumer stocks for I IPL’s portfolio and making buy and sell recommendations to I IPL’s portfolio manager regarding these information technology, communications services and consumer stocks. I IPL is authorized and regulated by the UK Financial Conduct Authority.

The Firm has five directors: Mr. Dargan, James Kim, Rupert Mahon, David MacGregor and Jill Rikard-Bell. Mr. MacGregor and Ms. Rikard-Bell are non-executive directors. Mr. Mahon is also I IPL’s Chief Operating Officer and Chief Compliance Officer. Mr. Kim, Mr. Mahon and Mr. MacGregor are the directors of Intermede Global.

As of December 31, 2022, I IPL managed approximately \$6.4346 billion in regulatory assets under management on a discretionary basis in separately managed accounts and private funds.

I IPL also provides non-discretionary investment advice in relation to a number of client accounts, including mutual funds registered under the Investment Company Act of 1940. As of December 31, 2022, I IPL provided non-discretionary investment advice in relation to approximately \$3.4349 billion of assets. For purposes of the SEC’s definition, I IPL does not consider these assets as part of its regulatory assets under management.

Item 5. Fees and Compensation

The firm currently provides discretionary advisory services to separately managed account clients, private funds and a Dublin domiciled UCITS fund and charges these clients an annual management fee based on a percentage of the assets under management. The management fee for the private fund and the UCITS fund ranges from 0.45% to 0.7% and which may, in certain circumstances, be reduced by way of rebate to unitholders in either cash or units in the fund. Fee arrangements with separately managed account clients were individually negotiated and are generally based on assets under management. Separately managed account clients may negotiate the terms of their investment management agreements.

The minimum separate account size is typically \$50 million. I IPL reserves the right to negotiate a management fee or accept an account size that differs from the amounts stated above.

Management fees are generally calculated and payable quarterly in arrears and are prorated for a period of less than a full quarter and in the event of a termination of the investment management contract. Generally, the fee is based upon the market value of the account as of the end of each calendar quarter, unless the client requests a different method of calculation.

In addition to the management fees, clients will incur brokerage and other transaction costs. Item 12 further describes the factors that IIPL considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).

IIPL provides advisory services to one or more private funds. Detailed information about the fees and expenses of such private funds will be described in the applicable governing and offering documents of such funds.

IIPL also provides non-discretionary investment advice as a sub-adviser to four mutual funds registered under the Investment Company Act of 1940. The fees that are paid to IIPL as sub-adviser to its mutual fund clients are set out in each fund's registration statement. Further, IIPL also provides non-discretionary investment advice as a sub-adviser to one or more private funds. Detailed information about the fees and expenses of such private funds will be described in the applicable governing and offering documents of such funds.

As of December 31, 2022, IIPL provides discretionary investment advice in relation to three accounts (which are related to one another) and a class of a private fund under a performance fee only fee arrangement. IIPL manages all accounts on a like basis, irrespective to the distinction of related account or non-related account. See Item 6 for further disclosure regarding side-by-side management of accounts receiving performance based fees.

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

IIPL generally charges fees only as a portion of assets under management. However, as stated within Item 5, IIPL provides discretionary investment advice in relation to three accounts (which are related to one another) and a class of a private fund under a performance fee only fee arrangement. There is a potential allocation-related conflict that could exist due to IIPL having performance fee clients and non-performance fee clients on a side-by-side management basis. IIPL manages all accounts on a fair and equitable basis, irrespective to the distinction of fee arrangements. IIPL maintains allocation-related policies and procedures which are designed to address and mitigate these potential conflicts.

Item 7. Types of Clients

IIPL provides discretionary investment advisory services to separate account clients and private funds as described in Items 4 and 5 above.

IIPL also provides non-discretionary investment advisory services to mutual funds and private funds as described in Items 4 and 5 above. Under the sub-advisory contracts as approved by the trustees and/or directors of each of these funds, IIPL advises on the investments of such funds and furnishes them with advice regarding the purchase and sale of portfolio securities. In exchange for these services, IIPL receives an annual fee from the adviser that is payable on an annualized basis and generally calculated as a percentage of the proportion of the applicable fund's average net assets on which IIPL provides the non-discretionary advice.

Clients are generally required to make a minimum initial investment of USD \$50 million, though IIPL reserves the right to make exceptions to this minimum amount in certain circumstances.

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

Methods of Analysis and Investment Strategies

As referenced in Item 4. above, IIPL is focused on a single investment strategy – global equities. The firm believes that this single focus will deliver the best outcome for clients, by leveraging the investment team's proprietary investment process with the aim of delivering attractive long term investment results. IIPL believes that high quality, high return companies with good management and strong market positions in attractive industries will outperform if their shares are bought at the right price. The firm therefore looks for companies with demonstrated long-term sustainable competitive advantages. The firm's investment universe is typically comprised of public companies with a market capitalization of over \$1 billion.

The firm's methods of analysis and investment strategy can be further described in five investment process stages:

- Identify Sustainable Competitive Advantage: The firm employs an intensive bottom-up research process designed to identify businesses that possess characteristics that enable them to repel competition and sustain high returns.
- Identify Superior Financial Characteristics: The firm seeks to identify financial characteristics that reflect capacity to generate and sustain strong growth and returns.
- Identify Management and Capital Allocation: The firm seeks to identify management teams which have a: proven track record, a clear strategy for growth, internal ownership, prudent capital allocation, integrity, and a history of using shareholder funds wisely (no dilutive acquisitions).
- Employ Valuation Discipline: The firm seeks to utilize patience and buy companies at a significant discount to the firm's estimate of intrinsic value.
- Portfolio Construction: The firm seeks to construct portfolios that are relatively concentrated and best reflect the investment strategies noted above.

IIPL employs detailed due diligence on each company considered for the portfolio. The due diligence process typically results in detailed written investment research notes. The firm generally has weekly investment meetings at which there is peer debate and discussion. After an investment is made, the firm closely monitors the positions and the associated degree of volatility on a daily basis.

As part of its investment process, IIPL also monitors compliance with the investment objectives and restrictions set forth in the applicable client investment management agreements.

Risk of Loss

The investment strategies pursued by IIPL as summarized above will be subject to normal market fluctuations and other risks inherent in investing in securities. There can be no assurance that any appreciation in the value of investments will occur. The value of investments and the income derived from them may fall as well as rise and investors may not recoup the original amount they invest.

The descriptions contained below are a brief overview of associated risks related to IIPL's investment strategies; however, they are not intended to serve as an exhaustive list or a comprehensive description of all risks and conflicts that may arise in connection with the management and operations of IIPL's investment strategies.

General Investment Risks

An investment in IIPL's investment strategy is highly speculative and involves a high degree of risk due to the nature of the investments and trading strategies to be employed. An investment in the strategy should not in itself be considered a balanced investment program. Investors should be able to withstand the loss of their entire investment.

Specific Risks Relating to Technology Stocks

IIPL's portfolio contains stocks in the technology sector. Technology stocks entail a number of specific risks, including but not limited to: data security issues including cybersecurity breaches; changes in laws and regulations that govern technology companies; intellectual property litigation; intense competition among technology companies; volatility in the prices of technology stocks; and inability to successfully scale business operations.

Limited Operating History

IIPL has a limited operating history upon which prospective clients may evaluate the anticipated performance. The limited past performance may not be indicative of the future performance.

General Economic and Market Conditions

The success of the investment activities will be affected by general economic and market conditions, such as interest rates, availability of credit, credit defaults, inflation rates, economic uncertainty, changes in laws, trade barriers, currency exchange controls, and national and international political circumstances (including wars, terrorist acts or security operations). These factors may affect the level and volatility of investments' prices and the liquidity of client investments.

Potential Implications of Britain's Withdrawal from the European Union ("Brexit")

In a referendum held on 23 June 2016, the electorate of the United Kingdom resolved to leave the European Union, and the formal process was triggered at the end of March 2017 beginning a two-year period of negotiation for withdrawal. The result has led to political and economic instability, volatility in the financial markets of the United Kingdom and more broadly across Europe. It may also lead to weakening in consumer, corporate and financial confidence in such markets as the UK negotiates its exit from the EU. The longer-term process to implement the political, economic and legal framework between the UK and the EU is likely to lead to continuing uncertainty and periods of exacerbated volatility in both the UK and in wider European markets. In particular, the decision made in the British referendum may lead to a call for similar referendums in other European jurisdictions which may also cause increased economic volatility in wider European and global markets. This mid to long term uncertainty may have an adverse effect on the economy generally and on the ability of the firm to execute its respective strategies and to receive attractive returns for clients.

Counterparty Risk

Clients will be subject to the risk of the inability of any counterparty to perform with respect to transactions, whether due to insolvency, bankruptcy or other causes.

Liquidity

In extreme market conditions, it may be difficult for a client to realize an investment at short notice without suffering a discount to market value. In such circumstances the investor may suffer a delay in realizing his investment or may incur a dilution adjustment. Depending on the types of assets invested in, there may be occasions where there is an increased risk that a position cannot be liquidated in a timely manner at a reasonable price.

Business, Terrorism and Catastrophe Risks

Clients will be subject to the risk of loss arising from exposure that it may incur, indirectly, due to the occurrence of various events, including hurricanes, earthquakes, and other natural

disasters, terrorism and other catastrophic events such as a pandemic. These catastrophic risks of loss can be substantial and could have a material adverse effect on IIPL's business and Clients' portfolios including investments made by IIPL.

The foregoing list of risk factors is just a summary of certain risk considerations and does not purport to be a complete explanation of all risks involved in an investment in the strategy. Please see the investment management agreement for a more complete description of relevant risks.

Item 9. Disciplinary Information

IIPL and its employees do not have any disciplinary information to disclose.

Item 10. Other Financial Industry Activities and Affiliations

IIPL is under common control with or controlled by numerous financial industry affiliates. However, the majority of these entities do not have any direct interaction with IIPL's advisory business or its management of clients. The following financial industry affiliates are deemed to be related persons that would require disclosure.

Intermede Global – As mentioned previously, Intermede Global is under common control with IIPL through Intermede Holdings Limited ("IHL"). Intermede Global is a registered investment adviser with the SEC and provides advisory services to IIPL pursuant to a services agreement. Intermede Global is also regulated by the United Kingdom Financial Conduct Authority. IIPL and Intermede Global share supervised persons and supervisory policies and procedures to manage potential conflicts of interest.

MLC Asset Management Pty Ltd ("MLC AM") – MLC AM is under common control with IIPL. MLC AM is an investment adviser exempt from registration with the SEC due to being a foreign investment manager with no business in the U.S. MLC AM is regulated by the Australian Securities and Investments Commission. IIPL has business dealings with MLC AM, through a marketing agreement which is further disclosed in Item 14 below.

MLC Investments Limited ("MLC Investment") – MLC Investment is under common control with IIPL. MLC Investment is an investment adviser exempt from registration with the SEC due to being a foreign investment manager with no business in the U.S. MLC Investment is regulated by the Australian Securities and Investments Commission. IIPL does not have any direct material business dealings with MC Investment.

Insignia Financial Limited (formerly IOOF Holdings Ltd) ("IFL") – IFL indirectly controls a minority interest in IHL, which is the 100% shareholder of IIPL. IFL is a wealth manager based in Australia and is exempt from registration with the SEC due to being a foreign investment manager with no business in the U.S. IFL is regulated by the Australian Securities and Investments Commission. IIPL does not have any direct material business dealings with IOOF.

Antares Capital Partners PTY Ltd. ("Antares") – Antares is under common control with IIPL and is an investment adviser exempt from registration with the SEC due to being a foreign investment manager with no business in the U.S. Antares is regulated by the Australian Securities and Investments Commission. IIPL has direct business dealings with Antares through providing investment advisory services to a fund under management of Antares.

MLC Asset Management US LLC ("MLC US") – MLC US is under common control with IIPL as it is ultimately owned by IFL. IIPL has business dealings with MLC US through a marketing agreement which is further disclosed in Item 14 below.

In order to mitigate the conflicts of interest associated with financial industry affiliates, IIPL and its related persons enforce policies and procedures to address information barriers, proprietary trading and personal account dealing of staff.

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

IIPL has adopted a Code of Ethics policy which, among other things, contains provisions designed to (i) prevent improper personal trading by employees; (ii) prevent improper use of material, non-public information about securities recommendations made by IIPL or securities holdings of advisory clients and (iii) identify conflicts of interest, including monitoring of gifts and pay-to-play issues that could arise due to political donations by IIPL or its personnel.

The Code also places restrictions on personal trades by employees, including that employees disclose their personal securities holdings and transactions to IIPL on a periodic basis. IIPL monitors employees' investment patterns in an effort to detect potentially abusive behavior. Further, to mitigate potential conflicts of interest, IIPL restricts what Employees may transact in for their personal accounts.

The Code requires that all Employees must act with competence, dignity, integrity, and in an ethical manner when interfacing with the public, current or potential Investors, third-party service providers, and fellow Employees. Employees must use reasonable care and exercise independent judgment when conducting investment analysis, making investment recommendations, making investment transactions, promoting IIPL's services, and engaging in other professional activities. IIPL expects all Employees to adhere to the highest standards with respect to any potential conflicts of interest with either the Funds or Investors. As a fiduciary, IIPL must act in the Client's best interests.

A copy of IIPL's Code of Ethics shall be provided to any investor or prospective investor upon request.

Item 12. Brokerage Practices

Best Execution

IIPL maintains a list of approved counterparties with whom orders are typically placed. Subject to the terms of the applicable investment management agreement, IIPL has full discretion to choose a counterparty from the Firm's current list of approved counterparties for executing any order or orders, but in doing so shall assess and balance a range of all relevant factors, including those set out in its best execution policy which IIPL considers (in its reasonable determination) relevant to achieving the best result for the clients.

On a periodic basis, the list of approved counterparties will be reviewed and, where appropriate, the list will be amended.

The typical factors that are considered to determine the manner in which an order will be executed include the following:

- Price
- Costs
- Size and nature of the order
- Speed
- Quality of back-office
- Counterparty risk

- Together with any other consideration relevant to the execution of the order, such as availability of liquidity, and the market impact of the order.

In determining the relative importance of these factors, IIPL will take into account the nature of the order, the characteristics of the financial instruments to which the order relates and the characteristics of the available execution venues, and will exercise its discretion to determine which of these factors, or combination of them, will be most relevant to achieve best execution.

Ordinarily, price will merit a high relative importance in obtaining the best possible result for the accounts. The next most importance factor is likely to be liquidity. However, in certain circumstances, for some financial instruments or markets, the firm, at its absolute discretion, may decide that other factors may be more important in determining the best possible result in accordance with this policy.

Trade Errors

IIPL will seek to detect trade errors prior to settlement and promptly correct and mitigate any trade error losses. Where a trade error leads to a loss, Intermede will act in accordance with the terms of the relevant investment management agreement. In general, Intermede will compensate the client where it bears responsibility for the error.

Soft Dollars/Client Commission Usage

The firm has not entered into any soft dollar or Commission Sharing Agreements.

Trade Aggregation

IIPL manages investments for a number of client accounts which follow the same investment strategy. Therefore, when a decision to deal has been made it will generally be applicable for all client accounts and an aggregated order will be placed. It is IIPL's policy to aggregate buy or sell orders for a security into a block trade in order to obtain favourable execution and to facilitate equitable allocation. Each client account participates in the block trade, or partial executions, at the average share price, with all transaction costs shared pro rata.

Item 13. Review of Accounts

IIPL analysts (under the supervision of the portfolio manager) review client investments on an ongoing basis and will provide reports as set forth in the investment management agreements.

Item 14. Client Referrals and Other Compensation

IIPL has a marketing arrangement with an affiliated entity (MLC AM), which is fulfilled by MLC US in the United States of America. IIPL will compensate MLC AM when MLC US introduce new institutional investors that commit capital. Compensation under this arrangement will generally be a percentage of management and incentive fees attributable to those introduced assets. The compensation is paid by IIPL. Any conflict of interest that may exist will be fully disclosed to any investor. At a minimum, the investor will receive the firm's disclosure brochure upon introduction.

Item 15. Custody

IIPL does not maintain custody of client funds or securities. All IIPL client assets are held in custody by qualified custodians.

Under Rule 206(4)-2 of the Advisers Act, IIPL may be deemed to have constructive custody of client assets since an affiliate of IIPL serves as the general partner of the private funds. The private funds are subject to an annual audit and the audited financial statements are distributed to each limited partner (or member or owner). The audited financial statements will be prepared in accordance with generally accepted accounting principles and distributed within 120 days of the fiscal year end.

Item 16. Investment Discretion

IIPL has discretionary authority to manage client accounts in a manner consistent with the stated investment objectives and guidelines of the investment management agreements.

Item 17. Voting Client Securities

Corporate governance and responsible ownership are important aspects of IIPL's assessment of investments for client portfolios. IIPL has adopted policies and procedures regarding its voting responsibilities for proxies, which will govern the voting process. A copy of such policies and procedures will be available upon request, as well as a record of all votes cast on behalf of the firm's clients.

Item 18. Financial Information

IIPL has never filed for bankruptcy and is not aware of any financial condition that is likely to impair its ability to provide services to clients.