



William Blair Investment Management, LLC

150 North Riverside Plaza
Chicago, Illinois 60606

Form ADV Part 2A
March 27, 2018

This Brochure (also known as Form ADV Part 2A) provides information about the qualifications and business practices of William Blair Investment Management, LLC. If you have questions about the contents of this Brochure, please contact us at imcompliance@williamblair.com or (312) 236-1600. 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 William Blair Investment Management, LLC also is available on the SEC's website at www.adviserinfo.sec.gov. William Blair Investment Management, LLC is registered as an investment adviser with the SEC. Our registration as an investment adviser does not imply a certain level of skill or training.

ITEM 2 – MATERIAL CHANGES

William Blair Investment Management, LLC (“William Blair” or “firm” or “we”) has updated Form ADV Part 2A (also known as our “Brochure”) as of March 27, 2018. Our last Brochure update was an interim amendment as of July 31, 2017.

William Blair continues to conduct its business and provide investment advisory services in substantially the same manner as described in the last annual update to our Brochure. We have amended our Brochure to reflect routine updates to information such as assets under management, fee schedules, investment strategy descriptions, and risk disclosures. Although we do not consider changes to be material changes that could influence your evaluation of us as an investment adviser, we believe it is important information to share.

As a reminder, we may at any time update our Brochure and will either send, or offer to send, clients an updated copy (either electronically or in hard copy) as may be necessary or required. If you would like another copy of this Brochure, you may download it from the SEC’s website at www.adviserinfo.sec.gov or you may contact our compliance department at (312) 236-1600 or e-mail us at imcompliance@williamblair.com.

ITEM 3 – TABLE OF CONTENTS

ITEM 2 – MATERIAL CHANGES	2
ITEM 3 – TABLE OF CONTENTS	3
ITEM 4 – ADVISORY BUSINESS.....	4
ITEM 5 – FEES AND COMPENSATION	6
ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT.....	11
ITEM 7 – TYPES OF CLIENTS.....	13
ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS.....	14
ITEM 9 – DISCIPLINARY INFORMATION.....	21
ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS	22
ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING.....	25
ITEM 12 – BROKERAGE PRACTICES.....	27
ITEM 13 – REVIEW OF ACCOUNTS.....	35
ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION.....	36
ITEM 15 - CUSTODY	38
ITEM 16 – INVESTMENT DISCRETION	39
ITEM 17 – VOTING CLIENT SECURITIES.....	40
ITEM 18 – FINANCIAL INFORMATION.....	42

ITEM 4 – ADVISORY BUSINESS

Firm Description

William Blair is a global investment firm that offers investment management services for a fee to clients. William Blair was established in 2014 and is registered as an investment adviser with the U.S. Securities and Exchange Commission (“SEC”). William Blair is affiliated with William Blair & Company, L.L.C. (“William Blair & Company”), a firm founded in 1935 and registered with the SEC as both an investment adviser and a securities broker-dealer. William Blair and William Blair & Company (each of which is a privately held company) are each a wholly owned subsidiary of WBC Holdings, L.P., which is wholly-owned by current William Blair and William Blair & Company employees (we may refer to such employee owners as ‘partners’ in this Brochure).

William Blair was formed as part of an organizational restructuring whereby some investment management services previously performed by William Blair & Company are performed by William Blair. William Blair & Company continues to operate as a dual registered investment adviser and securities broker-dealer.

Investment Advisory Services

William Blair provides investment management services for a fee to clients based on fee schedules as described in Items 5 and 6 in this Brochure. William Blair manages accounts for institutional clients and pooled funds such as registered investment companies (including the William Blair Funds), UCITs, private funds (including private funds where an affiliate of William Blair serves as general partner or managing member (“Private Funds”)), and collective investment funds, among others. In addition, William Blair manages accounts for wrap fee programs (“Wrap Programs”) and high net worth clients.

As further described in Item 10, William Blair also provides model portfolios to certain unified managed account program sponsors. In so doing, William Blair has no investment discretion, no knowledge of the program sponsor’s underlying clients, and no authority to effect trades on behalf of the sponsor’s clients.

Availability of Tailored Services for Clients

As a discretionary investment manager, we manage portfolios using an array of equity, fixed

income, multi-asset and alternative investment strategies and manage accounts in accordance with clients’ investment guidelines. We will accept investment restrictions from clients if the restrictions do not hinder our ability to execute our investment strategies. When managing portfolios for pooled funds, we manage the portfolios in accordance with each fund’s stated investment guidelines and restrictions. We do not tailor investments to the individualized needs of any particular shareholder or fund investor.

In addition to portfolio managers and analysts directly employed by William Blair, we utilize resources and personnel of our affiliate, William Blair & Company and our participating affiliate, William Blair International, Ltd (“William Blair International”). William Blair International is an asset manager located in London and is registered with the UK Financial Conduct Authority. William Blair & Company, in addition to being registered as an investment adviser and broker-dealer, and certain affiliates also maintain sales and client service offices in Sydney, Australia and Zurich, Switzerland. No investment management activities are conducted from these locations.

Any arrangements with William Blair International are subject to various conditions designed to ensure compliance with U.S. laws and regulations and adequate SEC oversight when advisory services are provided to U.S. persons. These conditions require, among other things, that certain employees of William Blair International be subject to a Code of Ethics and comply with certain U.S. rules when it provides services to William Blair. (Please see Item 11 in this Brochure for a more detailed discussion of the Code of Ethics.)

Wrap Program Services

William Blair provides investment management services to clients of Wrap Programs sponsored by third party Wrap Program sponsors (e.g., broker-dealers). Sponsors pay us an investment management fee from a portion of the total wrap fee based upon the total assets we manage for Wrap Program sponsors’ clients. A wrap fee program is a program where a client is charged a specified “bundled” fee (generally, a percentage of assets under management) for discretionary investment management services and trade execution costs and sometimes other services such as custody, recordkeeping and reporting.

We manage these accounts using strategy model

portfolios (similar to how we manage other separate accounts), but we generally accept fewer client-imposed investment restrictions for these accounts. Because we typically execute Wrap Program account trades through each respective Wrap Program sponsor, these accounts usually are included in the second tier of our trade rotation process, as described more fully in Item 12.

Our compensation under a Wrap Program may be lower than our standard fee schedule; however, the overall cost of a Wrap Program fee arrangement may be higher than a client otherwise would pay if the client paid our standard fee schedule and negotiated transaction costs and any other services (e.g., custody, recordkeeping and reporting) through a broker-dealer.

William Blair has outsourced several operational functions relating to its Wrap Program business to Vestmark Inc. (“Vestmark”). Vestmark utilizes its own internal systems to maintain Wrap Program accounts that William Blair manages for third party Wrap Program sponsors. Vestmark is responsible for performing the following functions: new client account initialization and maintenance; trade order generation and routing; confirmation and settlements; client account asset and cash reconciliation; client imposed guideline monitoring and recordkeeping.

Assets under Management

As of December 31, 2017, William Blair managed approximately \$63.9 billion in assets on a discretionary basis.

ITEM 5 – FEES AND COMPENSATION

William Blair provides investment management services to clients and charges annual fees, payable quarterly either in advance or in arrears depending on the terms of each agreement. When charged in advance, fees are based on the total market value of each account (including accrued interest and dividends) on the last day of the prior quarter except as otherwise described in this section and/or agreed to in an investment management agreement. When charged in arrears, fees are based on the total market value of each account (including accrued interest and dividends) on the last day of the current quarter, except as otherwise described in this section.

We charge performance fees in addition to investment management fees in certain cases. Please see Item 6 for more information on performance fees.

Ongoing fees reduce the value of an investment portfolio over time. Because of the fees a client pays, a client has a smaller amount invested that is earning a return whether the fee is paid separately or debited from a portfolio's assets. We encourage clients to discuss the impact of fees with their client relationship manager.

Payment of Fees

William Blair bills clients for investment management fees as is generally defined in the investment management agreement. We prorate fees based on the length of time we managed an account in the event a client opened or terminated an account during the quarter. We refund any fees prepaid but not yet earned or request prompt payment for any fees earned but not yet paid.

Other Fees and Expenses

In addition to, and separate from, the basic investment management fee, our clients pay other costs and charges in connection with their accounts or certain securities transactions, most of which are payable to parties other than William Blair or its affiliates. These may include, among other fees and expenses, the following: commissions and other charges for executing trades through broker-dealers, dealer mark-ups, markdowns and spreads, auction fees, certain odd-lot differentials, exchange fees, taxes, duties and other governmental charges, costs associated with foreign exchange transactions, electronic fund and wire transfer fees, fees imposed for certain types

of custody or brokerage accounts, fees imposed in connection with custodial, trustee or other account services, account maintenance or service fees, regulatory transaction fees, charges mandated by law or regulation, and fees in connection with the establishment, administration or termination of retirement or profit sharing plans or trust accounts.

Private Funds also bear their own operating and other expenses. In addition to fees and expenses listed above, other expenses include sales expenses, accounting, tax and audit expenses, legal expenses, and other expenses not listed. Private Funds that invest with an underlying manager or in underlying funds bear associated fees and expenses. Feeder funds generally bear a pro rata portion of the expenses associated with the related master fund. Details regarding expenses can be found in the applicable offering memorandum and other governing documents.

Mutual Fund and ETF Fees & Expenses

Some clients' guidelines allow us to invest a portion of their assets in mutual funds (both open-end funds and closed-end funds) or exchange traded funds (also known as 'ETFs'). When we invest in shares of unaffiliated mutual funds (funds not advised by William Blair) in a client's account, the client is subject to our investment management fees in addition to the mutual fund or exchange traded fund internal management fees and other expenses (as described below). In addition, exchange traded funds and closed-end funds may trade at prices that vary from their net asset value, sometimes significantly. Performance of a fund pursuing a passive index-based strategy may diverge from the performance of an index.

When we invest in shares of affiliated mutual funds ("William Blair Funds") advised by William Blair in a client's account, the client is subject to the William Blair Funds' internal management fees and other expenses (as described below); however, we do not charge our investment management fee in addition to the William Blair Funds' internal management fee. Instead, we exclude the assets invested in the William Blair Funds when we calculate the investment management fees we charge the client's account.

Mutual funds, including the William Blair Funds, and exchange traded funds charge other fees and expenses in addition to internal management fees that are disclosed in each fund's prospectus. These additional fees may include distribution fees,

administrative fees, service fees, sub-transfer agent fees, recordkeeping fees, and other operating expenses, which include but are not limited to expenses of the independent trustees, fees and expenses for legal, fund accounting, transfer agency, custody, audit, taxes, brokerage and other expenses. These fees and expenses, including the total net operating expenses of each fund, including the William Blair Funds, are set forth in the applicable prospectus, and, with respect to the William Blair Funds, some of these fees and expenses are paid by the William Blair Funds to William Blair or its affiliate, William Blair & Company. Clients may obtain more information by reviewing a prospectus for the underlying mutual funds, including the William Blair Funds, or exchange traded funds. Fees and expenses are exclusive of and in addition to any investment management fees we charge a client.

As described above, we do not charge investment management fees in addition to a William Blair Fund's internal investment management fee. William Blair's overall fee will depend on the proportion of a client's account allocated to the William Blair Funds. If the fee William Blair receives from the William Blair Funds is higher than the fee it receives from the client for managing the account, then William Blair's overall fee will increase as the allocation to the William Blair Funds increases.

William Blair or its affiliate, William Blair & Company, is contractually obligated to bear some of the operational expenses for many of the William Blair Funds. The extent to which William Blair or William Blair & Company bears these expenses varies by Fund. Therefore, when negotiating those expenses with third party service providers, William Blair and William Blair & Company have an economic incentive to favor a fee structure that shifts expenses from the William Blair Funds for which William Blair and William Blair & Company have a lesser (or no) reimbursement obligation. Further, to the extent William Blair or William Blair & Company has discretion to allocate client assets among the William Blair Funds, each has an incentive to allocate to the William Blair Funds where they have a limited reimbursement obligation. As always, clients have the option to purchase recommended investment products through brokers or agents not affiliated with William Blair.

Our provision of services to the William Blair Funds may present conflicts of interest because we may be incented to recommend the William Blair

Funds based on our compensation rather than a client's needs. To help manage conflicts of interest, we have implemented various controls including the following:

- We maintain our Code of Ethics, which details our fiduciary duty to put our clients' interests ahead of our own;
- We monitor portfolio holdings to ensure they are consistent with each client's objectives; and
- We offset investment management fees on a client's assets held in William Blair Funds.

Separate Account Fee Schedules

We charge investment management fees for separate accounts based upon the below standard fee schedules. We may negotiate fees with clients, and not all clients pay fees as described in these schedules. Differences can arise for various reasons including account size, client's total assets under management, inception date of an account, client types (Wrap Program clients, for example), accounts with specialized services or arrangements, and other reasons not listed. We, in our sole discretion, may waive or reduce the management fees for members, partners or employees of William Blair or its affiliates, relatives of such persons, and for certain large or strategic investors, and other limited circumstances.

U.S. EQUITY

Small Cap Growth	Annual Fee
First \$10 million	1.000%
Next \$20 million	0.950%
Next \$20 million	0.900%
Next \$50 million	0.850%
Over \$100 million	0.800%

Small/Mid Cap Growth	Annual Fee
First \$10 million	0.950%
Next \$20 million	0.800%
Next \$20 million	0.750%
Next \$50 million	0.700%
Next \$100 million	0.650%
Over \$200 million	0.600%

Mid Cap Growth	Annual Fee
First \$10 million	0.900%
Next \$20 million	0.750%
Next \$20 million	0.650%
Next \$50 million	0.600%
Next \$100 million	0.550%
Over \$200 million	0.500%

<u>Large Cap Growth</u>	<u>Annual Fee</u>	<u>International Small Cap</u>	<u>Annual Fee</u>
First \$10 million	0.650%	First \$20 million	1.000%
Next \$20 million	0.550%	Next \$30 million	0.900%
Next \$20 million	0.450%	Next \$50 million	0.850%
Next \$50 million	0.400%	Next \$50 million	0.800%
Next \$100 million	0.350%	Over \$150 million	0.750%
Over \$200 million	0.300%		
<u>All Cap Growth</u>	<u>Annual Fee</u>	<u>International ADR</u>	<u>Annual Fee</u>
First \$10 million	0.700%	First \$20 million	0.700%
Next \$20 million	0.600%	Next \$30 million	0.600%
Next \$20 million	0.500%	Next \$50 million	0.500%
Next \$50 million	0.450%	Next \$50 million	0.450%
Next \$100 million	0.400%	Next \$200 million	0.400%
Over \$200 million	0.350%	Over \$400 million	0.300%
<u>Small Cap Value</u>	<u>Annual Fee</u>	<u>Global Leaders</u>	<u>Annual Fee</u>
First \$10 million	1.000%	First \$20 million	0.800%
Next \$20 million	0.950%	Next \$30 million	0.600%
Next \$20 million	0.900%	Next \$50 million	0.500%
Next \$50 million	0.850%	Next \$50 million	0.450%
Over \$100 million	0.800%	Next \$50 million	0.400%
		Over \$200 million	0.300%
<u>Small-Mid Cap Value</u>	<u>Annual Fee</u>	<u>Emerging Markets Leaders</u>	<u>Annual Fee</u>
First \$10 million	0.950%	First \$20 million	0.900%
Next \$20 million	0.800%	Next \$30 million	0.700%
Next \$20 million	0.750%	Next \$50 million	0.600%
Next \$50 million	0.700%	Next \$50 million	0.550%
Next \$100 million	0.650%	Next \$50 million	0.500%
Over \$200 million	0.600%	Next \$200 million	0.400%
		Over \$400 million	0.300%
GLOBAL EQUITY		<u>Emerging Markets Growth</u>	<u>Annual Fee</u>
<u>International Growth</u>	<u>Annual Fee</u>	First \$20 million	1.000%
First \$20 million	0.800%	Next \$30 million	0.800%
Next \$30 million	0.600%	Next \$50 million	0.700%
Next \$50 million	0.500%	Next \$50 million	0.650%
Next \$50 million	0.450%	Next \$50 million	0.600%
Next \$50 million	0.400%	Next \$200 million	0.400%
Over \$200 million	0.300%	Over \$400 million	0.350%
<u>International Developed Plus</u>	<u>Annual Fee</u>	<u>Emerging Markets Small Cap</u>	<u>Annual Fee</u>
First \$20 million	0.800%	First \$20 million	1.100%
Next \$30 million	0.600%	Next \$30 million	1.000%
Next \$50 million	0.500%	Next \$50 million	0.950%
Next \$50 million	0.450%	Next \$50 million	0.900%
Next \$50 million	0.400%	Over \$150 million	0.850%
Over \$200 million	0.300%		
<u>International Leaders</u>	<u>Annual Fee</u>	<u>China A-Shares Growth</u>	<u>Annual Fee</u>
First \$20 million	0.800%	First \$20 million	1.100%
Next \$30 million	0.600%	Next \$30 million	1.000%
Next \$50 million	0.500%	Next \$50 million	0.950%
Next \$50 million	0.450%	Next \$50 million	0.900%
Next \$50 million	0.400%	Over \$150 million	0.850%
Over \$200 million	0.300%		

SYSTEMATIC EQUITY

<u>Systematic International Core</u>	<u>Annual Fee</u>
First \$50 million	0.700%
Next \$50 million	0.450%
Next \$100 million	0.400%
Over \$200 million	0.300%

Systematic International

<u>Large Cap Core</u>	<u>Annual Fee</u>
First \$50 million	0.600%
Next \$50 million	0.450%
Next \$100 million	0.350%
Over \$200 million	0.300%

U.S. FIXED INCOME

<u>Low Duration</u>	<u>Annual Fee</u>
First \$10 million	0.300%
Next \$20 million	0.225%
Next \$20 million	0.200%
Next \$50 million	0.175%
Next \$100 million	0.150%
Next \$200 million	0.125%
Over \$400 million	0.100%

<u>Intermediate</u>	<u>Annual Fee</u>
First \$10 million	0.400%
Next \$20 million	0.300%
Next \$20 million	0.250%
Next \$50 million	0.225%
Next \$100 million	0.200%
Next \$200 million	0.175%
Over \$400 million	0.150%

<u>Core</u>	<u>Annual Fee</u>
First \$10 million	0.400%
Next \$20 million	0.300%
Next \$20 million	0.250%
Next \$50 million	0.225%
Next \$100 million	0.200%
Next \$200 million	0.175%
Over \$400 million	0.150%

DYNAMIC ALLOCATION STRATEGIES

<u>Global Diversified Return</u>	<u>Annual Fee</u>
First \$100 million	0.900%
Next \$250 million	0.800%
Next \$250 million	0.700%
Next \$250 million	0.600%
Over \$850 million	0.500%

<u>Global Opportunity</u>	<u>Annual Fee</u>
First \$100 million	1.050%
Next \$250 million	0.900%
Next \$250 million	0.750%
Next \$250 million	0.600%
Over \$850 million	0.450%

<u>Macro Allocation</u>	<u>Annual Fee</u>
First \$100 million	0.700%
Next \$250 million	0.600%
Next \$250 million	0.500%
Next \$250 million	0.400%
Over \$850 million	0.300%

Investments in Affiliated Funds

In some cases, we believe it is in a client's best interest to invest a portion of the client's portfolio in affiliated funds such as the William Blair Funds. For example, we may invest in mutual fund shares for smaller accounts in order to achieve greater portfolio diversification that can otherwise be more difficult with fewer assets. We choose to invest in affiliated funds primarily because our portfolio managers use the same investment strategies they use for larger separate accounts to manage them. For example, in order to gain exposure to emerging markets in certain international growth equity accounts, we may invest in Institutional Class shares of William Blair Emerging Markets Growth Fund and/or William Blair Emerging Markets Leaders Fund, both affiliated mutual funds (or in units in other similar pooled vehicles advised by William Blair such as collective investment trusts or private investment vehicles).

When we invest in shares of the William Blair Funds in an account, a client is subject to each William Blair Fund's internal management fees and other expenses (as described above); however, we do not charge our investment management fee in addition to the William Blair Fund's internal management fee. Instead, we exclude the assets invested in the William Blair Funds when we calculate the investment management fees we charge the client's account.

Sweep Accounts

Occasionally, William Blair "sweeps" assets temporarily into a money market mutual fund or other short-term investment vehicle (typically offered by each client's custodian). We also may invest in another mutual fund, including an ETF. When we sweep assets into these unaffiliated funds, we charge our investment management fee on a client's total account assets, including assets in these funds.

Investment Management for Private Funds

William Blair charges annual investment management fees based on a fixed percentage of total assets under management for the provision of investment advisory services to Private Funds. The applicable fees and expenses are set forth in the Private Fund's offering memorandum, subscription agreement, and/or other governing documents. In some cases, William Blair manages a separate account with an investment mandate similar to a Private Fund. Fees charged to a separate account client may differ from fees charged to the Private Fund. In addition to our management fee, we also may charge an annual performance fee (typically 10 – 20% of the amount by which an account exceeds an agreed upon rate) in certain Private Funds as further described in Item 6 of this Brochure.

ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Performance-Based Fees

In certain limited instances, William Blair receives performance-based fees from certain clients. Although performance-based fee arrangements in accounts are not typical for us, we may agree to these arrangements with eligible clients. In cases where we receive performance-based fees, these arrangements are designed to comply with applicable rules, including Rule 205-3 under the Investment Advisers Act of 1940 and, for employee benefit plan clients, the Employee Retirement Income Security Act of 1974 (“ERISA”). We may negotiate performance fee arrangements with clients on an individualized basis.

For the performance fee accounts, we typically charge a two-part fee consisting of a base fee on an account’s assets under management plus a performance fee. The performance fee is due to us only if we meet predefined investment performance criteria, typically measured as some level of outperformance against the designated benchmark. In cases where we do not meet a certain performance level, we receive only our base fee.

William Blair charges performance-based fees in connection with our management of certain Private Funds. In addition to a management fee, William Blair, or an affiliate, may receive an annual performance fee based on the relevant Private Fund’s net profits. In some cases, William Blair is eligible to receive a performance fee although the Private Fund has no “hurdle rate”, as described in the applicable offering memorandum. Payment of such fees is subject to the performance of the account exceeding certain minimums (“high water marks”) that apply on an account-by-account basis and are intended to assure that prior losses are recouped before allocating any profits to performance fees. In cases where we do not meet these performance levels, we receive only our base management fee described in Item 5.

The simultaneous management of performance-based fee arrangements with standard asset-based fee arrangements creates certain conflicts of interest. These arrangements create an incentive for us to focus resources on the performance fee accounts or to select riskier investments for these accounts because they can have a higher fee potential over standard asset-based fee accounts

within the same investment strategy. To manage conflicts of interest, we have controls in place, including the following:

- We require senior management and compliance approval prior to accepting any performance fee arrangement;
- We maintain written portfolio management compliance policies and procedures;
- We monitor trading activity and portfolio holdings of accounts to ensure that accounts within each strategy are managed similarly; and
- We review performance of similarly managed accounts to identify performance outliers, which can indicate favoritism.

Side-by-Side Management of Multiple Portfolios

William Blair’s portfolio managers typically make investment decisions for multiple client types and across multiple portfolios using various investment strategies depending upon portfolios’ guidelines and restrictions. These portfolio management responsibilities create conflicts of interest. We seek to conduct ourselves in a manner we consider to be the most fair and consistent with our fiduciary obligations to our clients and make investment decisions based on an account’s investment objectives, restrictions, permitted investment techniques, available cash, and other relevant considerations.

The conflicts of interest that arise in managing multiple accounts include, for example, conflicts among investment strategies, conflicts in the allocation of investment opportunities, or conflicts due to different fees. Some accounts have higher fees, including performance fees, than others. Fees charged to clients differ depending upon a number of factors including, but not limited to, the particular strategy, the size of the portfolio being managed, the relationship with the client, the service requirements, or the account type (e.g., separately managed accounts, mutual funds, and Wrap Program accounts). Based on these factors, a client may pay higher fees than another client in the same strategy. Also, clients with larger assets under management generate more revenue for William Blair than smaller accounts. These differences give rise to a conflict that a portfolio manager would favor one account over another or allocate more time to the management of one

account over another.

To help manage these conflicts, we have implemented various controls, including the following:

- We generally manage our accounts according to strategy-based model portfolios and confirm differences relative to account-specific guidelines;
- We periodically review the performance of portfolio managers and assess whether the portfolio manager has adequate resources to manage effectively all accounts assigned to him or her;
- We review the performance of accounts within similar investment strategies to identify performance outliers; and
- As described in Item 12, we have adopted trade order aggregation and trade allocation policies and procedures that seek to manage, monitor and, to the extent possible, minimize the effects of these conflicts.

ITEM 7 – TYPES OF CLIENTS

Clients

William Blair offers investment advisory services to clients such as corporations, pension and profit-sharing plans, Taft-Hartley plans, governments and public agencies, endowments and foundations registered investment companies, other pooled funds, and other U.S. and non-U.S. institutions as well as high net worth individuals and Wrap Program clients.

Investment Minimums

William Blair has established separate account minimums for each of its investment strategies. Account minimums generally range from \$5 – 20 million for institutional separate account strategies, except Dynamic Allocation Strategies accounts and China A-shares Growth equity accounts, which have a minimum separate account size of \$100 million. William Blair request a minimum account size of \$2 million for high net worth individual client accounts. The minimum account size for Private Fund accounts ranges from \$250,000 - \$25 million.

We reserve the right to accept accounts below our stated minimums. We also will accept lesser amounts for accounts in separately managed account programs sponsored by intermediaries (e.g., Wrap Programs).

Redemption Limitations for Investments in Private Funds

As described in this Brochure, William Blair manages Private Funds typically structured as limited liability companies, limited partnerships or Cayman exempted companies. Unless otherwise noted in each Private Fund's offering documents, investors in these Private Funds typically redeem all or a portion of their investment from the Private Funds with a limited frequency (typically monthly) upon prior written notice as specified in the applicable confidential private placement memorandum.

ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Methods of Analysis

William Blair is an active investment manager that utilizes a variety of methods and strategies to make investment decisions and recommendations. When evaluating investment opportunities, we employ fundamental and technical research methods using various resources such as financial newspapers, magazines and websites; corporate data; ratings services; third party research; SEC filings (e.g., annual reports, prospectuses); company press releases; and proprietary research.

Investment Strategies

William Blair manages U.S., international and global equity portfolios, U.S. fixed income portfolios, and dynamic allocation strategies portfolios. The following describes the principal investment strategies we employ for these portfolios. Descriptions of strategies offered through separately managed accounts are qualified in their entirety by reference to the applicable investment advisory agreement and related investment guidelines. Descriptions of strategies offered through the William Blair Funds or Private Funds are qualified in their entirety by information in each vehicle's offering materials.

U.S. Growth Equity

In choosing investments for U.S. growth investment strategies, we rely on fundamental company analysis and bottom-up stock selection. We evaluate the extent to which a company meets the following desired criteria: 1) the company is or has the expectation of becoming, a significant provider in the primary markets it serves; 2) the company has some distinctive attribute that cannot easily be duplicated by present or potential competitors (this may take the form of proprietary products or processes, a unique distribution system, an entrenched brand name or an especially strong financial position relative to its competition); 3) the company participates in an industry expected to grow rapidly due to economic factors or technological change or should grow through market share gains in its industry; and 4) the company has a strong management team. The weight given to a particular criterion depends upon the circumstances, and investments may not meet all criteria.

U.S. Value Equity

In choosing investments for our U.S. value investment strategies, we rely on fundamental company analysis and bottom-up stock selection. We evaluate the extent to which a company meets the following desired criteria: 1) the company's current market value reflects a material discount from our estimate of the company's value; 2) the company has some distinctive attribute that cannot easily be duplicated by present or potential competitors (this may take the form of proprietary products or processes, a unique distribution system, an entrenched brand name or an especially strong financial position relative to its competition); 3) the company has a reasonable expectation of improving its level of profitability, free cash flow, and return on invested capital over a three-year investment horizon; 4) the company has a capable and skilled management team with a reasonable probability of successfully executing a clearly articulated and logical business strategy focused on creating shareholder value; 5) the company has a relatively simple, clean capital structure and adhere to conservative and straightforward accounting practices; and 6) the likelihood that management will be able to successfully execute a corporate transformation with a focus on improving cash flow returns within a three-year investment horizon. The weight given to a particular criterion depends upon the circumstances, and investments may not meet all of these criteria.

International and Global Equity

In choosing investments for our international and global investment strategies, we rely on fundamental company analysis and stock selection as primary investment criteria. We evaluate the extent to which a company meets the following desired criteria: 1) the company exhibits historical superior growth, profitability and quality relative to local markets or to companies within the same industry worldwide; and the company has a reasonable expectation of continued growth performance; 2) the company generally exhibits superior business fundamentals, including leadership in its field, quality products or services, distinctive marketing and distribution, pricing flexibility and revenue from products or services consumed on a steady, recurring basis; 3) the company's demonstrated superior business characteristics is accompanied by management that is shareholder return-oriented and that uses conservative accounting policies; and 4) the company has above-average returns on equity, a strong balance sheet and consistent, above-

average earnings growth. Stock selection takes into account both local and global comparisons. The weight given to a particular criterion depends upon the circumstances, and investments may not meet all of these criteria.

China A-Shares Growth Equity

In choosing investments in Chinese companies, we rely on fundamental company analysis and stock selection as primary investment criteria. We evaluate the extent to which a company meets the following desired criteria: 1) the company exhibits historical superior growth, profitability and quality relative to other Chinese companies and relative to companies within the same industry worldwide; 2) the company has a reasonable expectation of continued superior growth performance; 3) the company generally exhibits superior business fundamentals, including leadership in its field, quality products or services, distinctive marketing and distribution, pricing flexibility and revenue from products or services consumed on a steady, recurring basis; 4) the company's demonstrated superior business characteristics is accompanied by management that is shareholder return-oriented and that uses conservative accounting policies; and 5) the company has above-average returns on equity, a strong balance sheet and consistent, above-average earnings growth.

We seek to invest in Chinese companies at different stages of development ranging from large, well-established companies to smaller companies at an earlier stage of development. Stock selection takes into account both local and global comparisons. The weight given to a particular criterion depends upon the circumstances, and investments may not meet all of these criteria.

U.S. Fixed Income

In choosing investments for our U.S. fixed income securities, we seek U.S. dollar-denominated securities that meet criteria as described below.

We seek agency mortgage-backed securities that meet the following criteria: 1) pass-through securities that meet the criteria to be eligible collateral for mortgage to-be-announced ("TBA") contracts; 2) the securities reside in coupon cohorts that offer higher risk spreads within the agency mortgage-backed securities universe; and 3) specified pools with loan balance parameters and a high number of loans comprising the pool. These loan balance parameters specify that the largest sized loans in the pool, at the time of origination, were less than \$85,000 or \$110,000.

We seek corporate bonds that meet the following criteria: 1) the bonds offer higher risk spreads within the corporate bond universe; 2) the bonds are issued by companies with strong and sustainable cash flow return on invested capital; and 3) the bonds are issued by companies with strong management teams and a leadership position within its industry.

We seek asset-backed securities that meet the following criteria: 1) the securities offer higher risk spreads within the asset-backed securities universe after controlling for the credit quality rating and tranche under consideration; 2) the collateral type has a demonstrated pattern of issuance and liquidity in various market conditions; and 3) the company issuing the securities has economic scale and a strategic rationale for issuing asset -backed securities in a recurring and disciplined fashion.

When evaluating U.S. Treasury securities we will consider various Treasury securities, including fixed- and floating-rate Treasury bills, notes, and bonds, as well as Treasury Inflation-Protected Securities ("TIPS"), for inclusion in portfolios depending on prevailing valuations in the market. Over time, William Blair's U.S. fixed income portfolios hold fewer U.S. Treasury securities than the weights represented in market benchmarks.

Investments are selected so that portfolios are diversified among those sectors and so portfolios are constructed in a manner to meet the strategy's interest rate risk objectives (duration and yield curve structure) and credit quality parameters.

Dynamic Allocation Strategies

In choosing investments for our dynamic allocation strategy portfolios, we seek to identify and make investments based on our identification of discrepancies between fundamental values and market prices. We seek to maximize long-term risk- adjusted total return through the risk- managed macro integration of asset class, global equity and bond market, developed and developing market, sector, credit, currency, theme and security exposures. When making investment decisions, William Blair also may use leverage to achieve potentially higher returns through proportionally higher ex- ante risk exposures; cash or cash equivalents to achieve potentially higher returns or to reduce proportionally ex-ante risk exposures that are not expected to be compensated; and swaps, options, foreign exchange contracts, exchange traded funds, futures contracts, and/or borrowing in an effort to reduce

or enhance ex-ante risk exposures to global assets.

The weight given to a particular criterion depends upon the circumstances, and investments may not meet all of these criteria. These investments may be speculative in nature and subject a portfolio's assets to certain risks, as further described herein.

Systematic Equity Strategies

In choosing investments for our systematic equity strategy portfolios, we seek to invest primarily in equity securities, including common stock and other forms of equity investments (e.g., securities convertible into common stocks), issued by international (non-U.S.) companies of all sizes that meet our criteria for investment as it pertains to company characteristics, such as profitability, valuation and operating trends. We invest across regions, sector, and capitalizations without regard to index weightings, in order to find the best opportunities and meet our objective. We will invest in non-U.S. companies across the capitalization spectrums that meet minimum liquidity requirements.

We use proprietary multifactor quantitative models, which are based primarily upon fundamental criteria, to rank companies in and across a universe of investable stocks. The models are designed to identify certain characteristics that we believe are influential in determining whether individual stocks will subsequently perform better or worse than the universe of investable stocks.

RISK OF LOSS

All investments in securities involve a risk of loss of principal (invested amount) and any profits that have not been realized (i.e., the securities have not been sold to "lock in" the profit). Stock markets and bond markets fluctuate substantially over time, and performance on any investment is not guaranteed. There is no guarantee that any investment strategy will achieve its stated investment objectives. William Blair cannot guarantee any level of performance or that clients will not experience a loss of account assets.

Common Risks Associated with Equity Investments

Investments in equity securities can expose clients to certain specific risks such as the following:

Equity Securities

Equity securities (stocks) held in a portfolio may decrease in response to activities of companies or market and economic conditions.

Growth Stocks

Growth stocks may be more sensitive to market movements because their prices tend to reflect future investor expectations rather than just current profits and may underperform value stocks during given periods.

Value Stocks

Value stocks may perform differently from the market as a whole and may be undervalued by the market for a long period of time and may underperform growth stocks during given periods.

Small-capitalization Companies

Small cap stocks may exhibit erratic earnings patterns, competitive conditions, limited earnings history, and a reliance on one or a limited number of products.

Initial Public Offerings

Initial public offerings (IPOs) are subject to high volatility and limited availability.

Private Placements

Private placements may be classified as illiquid and difficult to value.

Derivative Securities

Derivatives may be difficult to value, may be illiquid and may be subject to wide swings in valuation caused by changes in value of the underlying security. The use of derivatives can result in losses in a portfolio that substantially exceed the initial amount paid or received from the investment.

Common Risks Associated with Non-U.S. Investments

Investments in non-U.S. securities can expose clients to certain specific risks, including risks associated with equity investments previously described above, as well as the following:

Current Market Conditions

In recent years, debt and equity markets, domestic and foreign, have experienced increased volatility and turmoil, which can adversely impact a portfolio.

Liquidity Risk

Investments that trade less frequently can be more difficult or more costly to buy, or to sell, than more liquid or active investments. It may not be possible to sell or otherwise dispose of illiquid securities both at the price and within a time period deemed desirable by a portfolio. Securities subject to liquidity risk in which a portfolio may invest include emerging markets

securities, stocks of smaller companies, private placements, Rule 144A securities, below investment grade securities and other securities without an established market.

Government Intervention and Market Disruptions
The global financial markets have undergone fundamental disruptions that have led to extensive and unprecedented government intervention that could prove detrimental to the efficient functioning of the markets and adversely impacting a portfolio.

Derivative Securities

Derivatives may be difficult to value, may be illiquid and may be subject to wide swings in valuation caused by changes in value of the underlying security. The use of derivatives can result in losses that substantially exceed the initial amount paid or received.

Foreign Markets

Foreign markets are volatile and can decline significantly in response to adverse issuer, political, regulatory, market, or economic developments.

Foreign Securities

Foreign stocks are subject to interest rate, currency exchange rate, economic, and political risks, all of which are magnified in emerging markets.

Foreign Currency Markets

Investments in foreign securities expose a portfolio to fluctuations in currency exchange rates, which may adversely affect the value of investments in foreign securities held in a portfolio.

Emerging Markets

Securities traded in certain emerging markets may be subject to risks due to the inexperience of financial intermediaries, the lack of modern technology, the lack of a sufficient capital base to expand business operations, and the possibility of temporary or permanent termination of trading. Political and economic structures in many emerging markets may be undergoing significant evolution and rapid development, and emerging markets may lack the social, political and economic stability characteristics of more developed countries.

Asian Countries

The Asian region, and particularly China, Japan and South Korea, may be adversely affected by political, military, economic and other factors related to North Korea. The economies of many Asian countries differ from the economies of

more developed countries in many respects, such as rate of growth, inflation, capital reinvestment, resource self-sufficiency, financial system stability, the national balance of payments position and sensitivity to changes in global trade.

Common Risks Associated with China A-Shares Equity Investments

Investments in Chinese companies can expose clients to certain specific risks, including risks associated with non-U.S. equity investments previously described above, as well as the following:

Liquidity Risk

The Chinese securities markets are emerging markets characterized by a relatively small number of equity issues and relatively low trading volume, resulting in substantially less liquidity and greater price volatility. These risks may be more pronounced for the A-share market than for Chinese securities markets generally.

Political, Social and Economic Factors

The laws, regulations, including the Investment Regulations allowing QFIIs to invest in China A Shares, government policies and political and economic climate in China may change with little or no advance notice. Any such change could adversely affect market conditions.

Inflation

Economic growth in China can be accompanied by periods of high inflation, which can negatively impact the Chinese economy if effective anti-inflationary policy measures are not enacted by the Chinese authorities.

Tax Changes

The Chinese system of taxation is not as well settled as that of the United States. In addition, changes in the Chinese tax system may have retroactive effects.

Nationalization and Expropriation

After the formation of the Chinese socialist state in 1949, the Chinese government renounced various debt obligations and nationalized private assets without providing any form of compensation. There can be no assurance that the Chinese government will not take similar actions in the future.

Chinese Securities Markets

The securities markets in China have a limited operating history and are not as developed as

those in the United States. These markets tend to be smaller in size, have less liquidity and have greater volatility than markets in the United States and some other countries. In addition, there is less regulation and monitoring of Chinese securities markets.

Hong Kong Policy

As part of Hong Kong's transition from British to Chinese sovereignty in 1997, China agreed to allow Hong Kong to maintain a high degree of autonomy. Under the agreement, China does not tax Hong Kong, does not limit the exchange of the Hong Kong dollar for foreign currencies and does not place restrictions on free trade in Hong Kong. However, there is no guarantee that China will continue to honor the agreement.

Common Risks Associated with Fixed Income Investments

Investments in fixed income securities can expose clients to certain specific risks such as the following:

Credit Risk

Fixed income securities (bonds) are subject to the risk that the bond issuers may not be able to meet interest or principal payments when the bonds come due.

Below Investment Grade Rated Securities

Below investment grade bonds are subject to a higher probability that the issuers may not be able to meet payment of interest or principal on a timely basis or at all. These securities also may be less liquid than investment grade securities and experience higher price volatility. It may not be possible to sell these securities at the desired price and within a given time period.

Interest Rates

Interest rates may adversely affect the value of an investment. An increase in interest rates typically causes the value of bonds and other fixed income securities to fall. Interest rates continue to be at historic lows. Investments with longer maturities, which typically provide higher yields than securities with shorter maturities, may subject a portfolio to increased price changes resulting from market yield fluctuations.

Income Risk

The income received by a portfolio may decrease as a result of a decline in interest rates.

Prepayment Risk

There is a risk of prepayment in mortgage- and asset-backed securities. This risk arises when

market interest rates are below the interest rates charged on the loans that comprise the securities. Elevated prepayment activity may result in losses in these securities.

Liquidity Risk

Investments that trade less can be more difficult or more costly to buy, or to sell, than more liquid or active investments. It may not be possible to sell or otherwise dispose of illiquid securities both at the price and within a time period deemed desirable. Securities subject to liquidity risk include emerging market securities, Rule 144A securities, below investment grade securities and other securities without an established market.

Foreign Investments

Foreign investments often involve additional risks, including political instability, differences in financial reporting standards and less stringent regulation of securities markets.

Derivative Securities

Derivatives may be difficult to value, may be illiquid and may be subject to wide swings in valuation caused by changes in value of the underlying security. The use of derivatives can result in losses that substantially exceed the initial amount paid or received.

Rule 144A Securities

Rule 144A securities are not registered for resale in the general securities market and may be less liquid than registered securities.

Common Risks Associated with Alternative Investments

Investments in alternatives investment strategies can expose clients to certain specific risks associated with the following:

Derivative Securities

Derivatives may be difficult to value, may be illiquid and may be subject to wide swings in valuation caused by changes in value of the underlying security. The use of derivatives can result in losses that substantially exceed the initial amount paid or received.

Short Sales

A short sale involves the risk of a theoretically unlimited increase in the market price of a security sold short, which could result in an inability to cover the short position and a theoretical unlimited loss.

Commodity and Futures Contracts

Commodities futures markets (including financial futures) are highly volatile and are influenced by factors such as changing supply and demand, governmental programs and policies, national and international political and economic events and changes in interest rates. A high degree of leverage is typical in commodities futures trading, and as a result, a relatively small price movement may result in substantial losses.

High Yield Securities

High yield securities are rated in the lower rating categories by the various credit agencies and are subject to greater risk of loss of principal and interest than higher rated securities. High yield securities generally are considered predominantly speculative with respect to the issuer's capacity to pay interest and repay principal.

Options

Purchasing options involves the risk that the underlying instrument will not change price in the manner expected, so an investor loses their premium. Selling options involves potentially greater risk because the investor is exposed to the extent of the actual price movement in the underlying security, which could result in a potentially unlimited loss.

Foreign Securities

Foreign stocks are subject to interest rate, currency exchange rate, economic, and political risks, all of which are magnified in emerging markets.

Foreign Currency Markets

Investments in foreign securities expose a portfolio to fluctuations in currency exchange rates, which may adversely affect the value of investments in foreign securities held in a portfolio.

Currency Risks

Investments denominated in a foreign currency are subject to the risk that the value of a particular currency will change in relation to one or more currencies.

Interest Rates

Interest rates may adversely affect the value of an investment. An increase in interest rates typically causes the value of bonds and other fixed income securities to fall.

Leverage

The use of borrowing (leverage) exposes an investor to additional levels of risk including greater losses from investments than would

otherwise have been the case without borrowing; margin calls or changes in margin requirements may force premature liquidations of investments; and losses on investments where the investment fails to earn a return that equals or exceeds the cost of the leverage.

Lack of Diversification

The portfolio may not generally be as diversified as other investment vehicles. Accordingly, investments may be subject to more rapid change in value than would be the case if the portfolio were required to maintain a wide diversification among types of securities, geographical areas, issuers and industries.

Event-driven Trading

Event-driven trading involves the risk that the event identified may not occur as anticipated or may not have the anticipated effect, which may result in a negative impact upon the market price of securities held in the portfolio.

Liquidity

A portfolio's assets may, at any given time, include securities and other financial instruments or obligations that are thinly traded or for which no market exists and/or which are restricted as to their transferability under applicable securities laws. The sale of any such investments may be possible only at substantial discounts, and it may be extremely difficult to value accurately any such investments.

Common Risks Associated with Systematic Equity Investments

Investments in our systematic strategies portfolios could expose clients to certain risks, including risks associated with equity investments, non- U.S. investments, and derivatives previously described and as follows:

Quantitative Strategies

William Blair engages in process-driven systematic trading based on a quantitative analysis of financial markets. William Blair's modelling process makes heavy use of historical data as a guide toward fashioning signals and as a result may suffer inaccuracies that could lead to losses

Model Obsolescence

The strategy employs models that rely on assumptions and observations made in the financial markets. The financial markets can change very suddenly, due to a variety of factors. When this happens, it can take time for enough data to be available in order for William Blair to

assess that there is a new market paradigm. During this time, signals that are based on the old paradigm could lead to losses.

Potential Impact on Other Funds Advised or Subadvised by William Blair

Because we invest in certain pooled funds advised or subadvised by William Blair such as the William Blair Funds, Collective Investment Trusts (“CITs”) or Private Funds as further described in Item 10, on behalf of various clients, typically as part of model strategy portfolios to gain exposure to certain markets such as emerging markets, for example, each fund could experience large purchases or redemptions. This could, in turn, materially impact each fund because reallocations may cause a fund to either receive cash it cannot invest expeditiously or sell securities at times it would not otherwise do so (due to market or other conditions).

Additionally, these purchases and sales typically increase each fund's transactions costs.

The preceding is provided for clients' information. Each client also should refer to their portfolio's investment policy statement or guidelines or the applicable offering documents for mutual funds or other pooled funds or contact their client relationship manager to discuss risks specific to their investments.

ITEM 9 – DISCIPLINARY INFORMATION

William Blair does not have any legal, financial or other disciplinary items material to our investment advisory business or executive management to report. We are obligated to disclose any disciplinary event that we believe clients would find material when evaluating us to initiate or continue a client/investment adviser relationship with us.

In May 2017, the SEC found that from 2010 until 2014, as a result of erroneous payments, William Blair & Company, our affiliate, negligently used mutual fund assets to pay for (i) distribution and marketing of fund shares outside of a written, board-approved rule 12b-1 plan and (ii) sub-transfer agent ("Sub-TA") services in excess of board-approved limits. These payments totaled approximately \$1.25 million and rendered certain of William Blair Funds' disclosures concerning payments for distribution and Sub-TA services inaccurate. As a result of this conduct, William Blair & Company violated Section 206(2) of the Investment Advisers Act and Section 34(b) of the Investment Company Act, and caused the William Blair Funds to violate Section 12(b) of the Investment Company Act and Rule 12b-1 thereunder. The SEC alleged that William Blair & Company also failed to fully disclose to the William Blair Funds' Board of Trustees that William Blair & Company (and not a third-party service provider) would retain a fee for providing shareholder administration services to the William Blair Funds under a shareholder administration services agreement between certain of the Funds and William Blair & Company. As a result of this conduct, William Blair & Company violated Section 206(2) of the Investment Advisers Act.

Without admitting or denying the findings, except as to the SEC's jurisdiction over it and the subject matter of these proceedings, which are admitted, William Blair & Company consented to the entry of an order instituting cease-and-desist proceedings, pursuant to Section 203(k) of the Investment Advisers Act and Section 9(f) of the Investment Company Act, making findings, and imposing a cease-and-desist order. William Blair & Company also was assessed by the SEC a civil money penalty in the amount of \$4,500,000.

In May 2013, the Swiss Financial Market Supervisory Authority ("FINMA") found our affiliate, William Blair & Company, to have negligently failed to comply with Swiss securities regulations due to its late filing of shareholding reports in two instances by reporting such transactions three calendar days after the deadline. FINMA deemed these matters to be simple negligence and assessed William Blair & Company in the amount of CHF 9,000 which was approximately \$9,315 (USD) at exchange rates current at the time.

Our Form ADV Part 1A, as well as the Form ADV Part 1A of our affiliate, William Blair & Company, is available for review on the SEC's web site at www.adviserinfo.sec.gov.

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

William Blair Funds

William Blair is the investment adviser and manager for the William Blair Funds and is paid by the William Blair Funds for services provided. As investment adviser and manager, we manage the William Blair Funds' investments, administer their business affairs, furnish office facilities and equipment, provide clerical, bookkeeping and administrative services, and/or provide shareholder and information services. Our partners and employees can serve (without compensation) as trustees or officers of the William Blair Funds if elected to such positions.

Investment management fees paid by the William Blair Funds range from 0.30% to 1.10% for all share classes as disclosed in the most current prospectus for the William Blair Funds. In addition to our investment advisory fee, each William Blair Fund pays the expenses of its operations, including a portion of the William Blair Funds' general administrative expenses, allocated based on each Fund's net assets.

As of December 31, 2017, William Blair advised over \$14 billion in assets for the following William Blair Funds: William Blair Income Fund, William Blair Bond Fund, William Blair Low Duration Fund, William Blair Growth Fund, William Blair Small Cap Growth Fund, William Blair Large Cap Growth Fund, William Blair Small-Mid Cap Growth Fund, William Blair Mid Cap Growth Fund, William Blair Small-Mid Cap Value Fund, William Blair Small Cap Value Fund, William Blair International Growth Fund, William Blair International Developed Plus Fund, William Blair International Leaders Fund, William Blair International Small Cap Growth Fund, William Blair Emerging Markets Growth Fund, William Blair Emerging Markets Leaders Fund, William Blair Emerging Markets Small Cap Growth Fund, William Blair Institutional International Growth Fund, William Blair Institutional International Developed Plus Fund, William Blair Global Leaders Fund and William Blair Macro Allocation Fund.

In our role as an investment manager to clients, we are in a position to recommend mutual funds, including the William Blair Funds, to clients and receive asset-based investment management fees. In addition, our affiliate, William Blair & Company,

acts as underwriter and distributor for the William Blair Funds and also receives fees from the sale of Fund shares. These circumstances create a conflict of interest because we are incented to recommend the purchase of affiliated mutual funds over other types of investments or funds. To help manage any conflict, we have implemented controls, including the following:

- We maintain a written Code of Ethics, which details our fiduciary duty to clients;
- We monitor client portfolios to ensure they are consistent with each client's objectives and investment strategy;
- We typically solicit client consent to invest in the William Blair Funds; and
- We offset investment management fees on a client's assets held in the William Blair Funds.

Please also refer to the William Blair Funds' prospectuses and statement of additional information, which are available at www.williamblairfunds.com or by calling 1-800-742-7272.

Investment Adviser or Sub-Adviser for Other Pooled Funds

William Blair serves as investment adviser or sub-adviser to other pooled funds including other U.S. mutual funds (registered investment companies), Canadian trusts and/or funds, collective investment trusts and UCITS, as described below.

1. Unaffiliated Mutual Funds

William Blair is sub-adviser to other U.S. registered investment companies (mutual funds) and other pooled funds not related to William Blair, and receives asset-based fees for investment supervisory services.

2. UCITS

William Blair is investment adviser to William Blair SICAV (the "SICAV"), an undertaking for collective investment in transferrable securities ("UCITS"). The SICAV is a pooled investment vehicle consisting of several sub-funds that invest in a range of investment strategies. As of December 31, 2017, William Blair managed \$2 billion in assets for the SICAV. William Blair is the investment adviser to the following SICAV sub-

portfolios: Dynamic Diversified Allocation Fund, Emerging Markets Growth Fund, Emerging Markets Leaders Fund, Emerging Markets Small Cap Growth Fund, Global Leaders Fund, U.S. All Cap Growth Fund, and U.S. Small-Mid Cap Growth Fund.

The SICAV is registered in Luxembourg and offered solely to non-U.S. investors. As the investment adviser, William Blair receives investment management fees from the SICAV based upon daily net assets under management. Our affiliate, William Blair & Company also has been appointed as global distributor of the SICAV.

3. Collective Investment Trusts (“CITs”)

William Blair is investment adviser to CITs for which Global Trust Company, an unaffiliated trust company, is the trustee. These CITs are pooled investment vehicles through which qualified client assets are commingled for investment purposes. These qualified clients generally include only employee benefit plans governed by ERISA and certain government-sponsored entities. The CITs are privately offered and are exempt from registration under the Investment Company Act of 1940. As of December 31, 2017, William Blair managed over \$7 billion in assets for the CITs.

4. Canadian Trusts/Funds

William Blair is investment adviser and/or sub-adviser for certain Canadian trusts and/or funds. These Canadian trusts/funds are pooled investment vehicles through which various types of Canadian clients may commingle their assets for investment purposes.

5. Australian Trust/Funds

William Blair is investment adviser and/or sub-adviser for certain Australian trusts and/or funds. These Australian trusts/funds are pooled investment vehicles through which various types of Australian clients may commingle their assets for investment purposes.

Conflicts of Interest Related to Investment Adviser/Sub-Adviser Activities

Similar to affiliated mutual funds, we are incented to recommend these pooled funds for purchase by our investment management clients, creating a conflict of interest. To help manage conflicts of interest, we have implemented controls, including the following:

- We maintain a written Code of Ethics, which details our fiduciary duty to clients;
- We manage portfolios to their strategy models; and
- We monitor client portfolios to ensure they are consistent with each client's objectives and investment strategy.

Model Portfolio Provider

William Blair provides model portfolios to certain program sponsors (or their overlay managers) for unified managed accounts (“UMAs”). Each program sponsor (or overlay manager) retains investment discretion over the UMAs and may accept or reject William Blair’s recommendations. The program sponsor also is responsible for effecting trades resulting from these recommendations. William Blair has no investment discretion over the program sponsor’s UMAs, has no authority to decide which securities to purchase and sell for a program sponsor’s clients, has no authority to effect trades on behalf of a program sponsor’s clients, and has no specific knowledge of the program sponsor’s clients or their circumstances.

We receive a fee from each program sponsor to which we provide model portfolios. Fees generally range from 0.11% to 0.45% annually (billed quarterly) based upon the program sponsor’s underlying assets managed to each model portfolio strategy. In some cases, William Blair pays a portion of the fee received from a program sponsor to registered investment adviser firms for discretionary model distribution support.

Commodities/Futures Registration

William Blair is registered with the Commodity Futures Trading Commission (“CFTC”) as a Commodity Trading Advisor (“CTA”) and as a Commodity Pool Operator (“CPO”). William

Blair also is Swaps Firm approved and is a member of the National Futures Association ("NFA").

As a CTA, we provide investment management services on a discretionary basis to Private Funds that are either: exempt from registration under Section 3(c)(1) or 3(c)(7) of the Investment Company Act of 1940; commodity pools regulated under the Commodities Exchange Act; commodity pools exempt from regulation as CPOs pursuant to Rule 4.13 under the Commodities Exchange Act; or commodity pools exempt from certain financial reporting and disclosure requirements pursuant to Rule 4.7 under the Commodities Exchange Act.

As a CPO, we provide investment management services to mutual funds that invest in derivative instruments such as futures and swaps. As a Swaps Firm, we engage in investment management activities for pooled funds that involve swaps subject to the jurisdiction of the CFTC.

and employees as well as select qualified investors. Because we can receive performance fees for certain funds (as described in Item 6), we also are incented to favor these accounts over other clients' accounts; however, this incentive is mitigated by the illiquid nature of these investments.

Private Investment Offerings

William Blair is investment adviser to limited partnerships and limited liability companies, which are Private Funds that are structured as hedge funds or other pooled funds. William Blair offers these Private Funds through its affiliates only to accredited investors and qualified purchasers as described in the applicable confidential offering memorandum. Private Funds currently include the following: William Blair China A-Shares Growth Fund LP, William Blair Emerging Markets Growth Fund LLC, William Blair Global Diversified Return Fund, LLC, William Blair Global Opportunity Fund, LLC, William Blair International Leaders Funds, LLC, William Blair Macro Allocation Fund, LLC, William Blair Macro Allocation TE Fund, L.P., William Blair Systematic Emerging Markets Core Fund LLC, William Blair Systematic International Core Fund LLC, and William Blair Systematic International Large Cap Core Fund LLC.

As a discretionary investment adviser, we are in a position to recommend securities, including affiliated Private Funds, to our clients. This creates conflicts of interest because we are incented to select these securities for clients over other suitable investment options. To help manage conflicts, we make these investments available solely to certain William Blair partners

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

William Blair has adopted a Code of Ethics pursuant to Rule 204A-1 under the Investment Advisers Act of 1940 and 17j-1 under the Investment Company Act of 1940 that governs a number of conflicts of interest we have when providing our advisory services to clients and to the William Blair Funds. We have designed our Code of Ethics to help ensure we meet our fiduciary obligation to our clients and to the William Blair Funds we manage as well as to emphasize a culture of compliance within our firm.

We distribute our Code to each employee at the time of hire and make available at all times via our employee intranet site. We provide annual training and monitor employee activity on an ongoing basis. According to our Code, employees are required to:

- Pre-clear most all personal securities transactions;
- Report their transactions in reportable securities quarterly and disclose reportable securities holdings annually;
- Disclose all securities accounts in which they have a beneficial interest (i.e., they are the account owner or have or have a present economic interest in the account);
- Adhere to prescribed holding period requirements for most all personal securities;
- Refrain from purchasing securities in an IPO and obtain prior approval for participation in limited offerings;
- Receive approval prior to engaging in outside business activities including serving on any Board of Directors of a public company;
- Report gifts/ business entertainment; and
- Certify on a periodic basis as to compliance with our Code.

To receive a copy of the Code of Ethics, please contact our Compliance team at (312) 236-1600 or imcompliance@williambair.com or write to us at the following address:

William Blair Investment Management, LLC
Attn: IM Compliance
150 North Riverside Plaza
Chicago, IL 60606

Securities in which William Blair has a Financial Interest

Because of our diverse financial services activities, William Blair has financial interests in various securities including the William Blair Funds, William Blair SICAV, and Private Funds as well as securities of corporations to which our affiliate, William Blair & Company, provides investment banking and other corporate and executive services. We may also have financial interests in securities for which we serve as sub-adviser (such as other mutual funds or collective investment trusts).

In our position as an investment adviser, we may sometimes recommend to our clients that they purchase or sell securities in which we have a financial interest, or in cases where we have investment discretion, we may purchase or sell those securities on behalf of our clients. In addition, our participating affiliate, William Blair International Ltd, may recommend to or invest in the same securities for its own clients as securities in which William Blair or its clients have an interest. This creates a conflict because we may be incented to promote these securities over others. A conflict also may arise in situations where we may restrict or refrain from making investment recommendations on particular securities because our affiliate, William Blair & Company, actively engaged in investment banking activities for issuers of those corporate securities.

To help manage these conflicts, we rely on various compliance controls including the following:

- We maintain a Code of Ethics, which reinforces our fiduciary duty to clients, and conduct periodic training on our Code;
- We have written policies and procedures that clearly prescribe processes for employees when recommending investments for our clients;
- We utilize technological trading and compliance tools to monitor portfolio activities;
- We review portfolios to ensure investments are consistent with clients' guidelines and restrictions;
- We typically solicit client consent to invest

- in the William Blair Funds for their investment advisory accounts;
- In cases where we purchase the William Blair Funds in clients' investment advisory accounts, we do not generally charge additional investment advisory fees on the portion of assets invested in our William Blair Funds; and
- We have information barriers in place to prevent dissemination of material, non-public information between our various business groups and affiliates.

Personal Securities Trading

Because William Blair permits employees to engage in personal securities transactions, our employees are able to buy or sell securities that we have recommended to clients for their own personal accounts in a manner that is inconsistent with our recommendations to clients. As an example, an employee may buy a particular security that we recently have sold for clients. This creates a conflict of interest because employees could be motivated to favor their own investment interests over clients' interests. In addition, an employee may make a personal investment in the securities of our clients' companies. This creates a conflict of interest because employees could be motivated to favor their own investment interests or the interests of certain clients over others. To help manage these conflicts, we rely on various compliance controls including the following:

- We maintain a Code of Ethics, which reinforces our fiduciary duty to clients;
- We require pre-clearance and reporting of personal transactions in covered securities for employees;
- In cases where we are purchasing or selling securities for clients' accounts, we prohibit employees from transacting in the same securities for their own accounts until trades are completed for all client accounts;
- We monitor employees' personal securities transactions in an effort to identify patterns or improper activities; and
- We have holding period requirements for most all personal securities activities of our employees to deter short-term or frequent trading.

Same Securities Investments for William Blair Related Accounts

William Blair occasionally establishes proprietary accounts (generally for purposes of seeding a new investment strategy). Managing these sorts of accounts creates a conflict of interest with other investment advisory accounts as our portfolio managers may be incented to focus extra attention on or allocate select investment opportunities to these accounts. To manage these conflicts of interest, we have implemented various compliance controls, including the following:

- The Compliance Department is required to approve each proprietary account before opening;
- As described in Item 12, we have adopted trade allocation policies and procedures that seek to ensure fair and equitable access to investment opportunities for all accounts over time; and
- We do not compensate our portfolio managers based on individual account performance, therefore, providing no additional incentive to focus excessively on any single account.

Political Contributions

We do not allow our employees to make or solicit political contributions to support political candidates or elected officials for the purpose of obtaining or retaining business with governmental entities. We permit employees to make personal contributions to support candidates for whom they are eligible to vote subject to our political contribution policy's contribution limits and reporting requirements.

ITEM 12 – BROKERAGE PRACTICES

Broker Selection and Best Execution

When we select broker-dealers to execute our clients' orders, we seek best execution. This means that we aim to obtain the best security price while also considering the quality of the brokerage services that we or our clients receive from that broker. We look at the individual transaction but also assess quality over multiple transactions. We consider a variety of factors such as the following:

- Commission rates charged by the broker in comparison to the charges of other brokers for similar transactions;
- Price of the security, including any mark-up or mark-down on the security;
- Access to the broker's trading desk and the familiarity of the broker with our business;
- Extensiveness of the broker's distribution network and its ability to fulfill more difficult orders;
- Ability of the broker to maintain confidentiality while executing trades to prevent the disclosure of our investment strategy or the details of an order in a way that will adversely affect market price;
- Extent to which the broker is willing to commit its own capital to fulfill difficult orders;
- Level of competence and infrastructure of the broker to handle complicated transactions such as derivatives;
- Broker's execution abilities, including the level of accuracy, speed of execution, and ability to obtain best net price;
- Broker's communications and administrative abilities, including efficiency of reporting, settlement, and correction of trade errors;
- The broker's ability to provide market information;
- The broker's trading expertise; and
- The broker's capital strength and financial stability.

Conflicts arise when selecting brokers because we do not simply seek the lowest possible

commission (cost). We may be motivated to use commissions (instead of cash) to pay for services or to select a broker based on factors other than the quality of their execution. This may cause clients to pay commissions that are higher than commissions charged by brokers who do not provide the above benefits. However, we believe that in return for paying fair and reasonable commissions, our clients will benefit. We make every effort to allocate the benefits to the accounts generating these commissions, but some accounts that did not directly pay for the benefits also gain. For more information about soft dollars, please see "Research and Other Soft Dollar Benefits" below.

To manage conflicts, we have developed detailed policies and procedures and implemented several controls including the following:

- We maintain a list of approved brokers and review the list at least annually;
- We have established compliance policies and procedures relating to brokerage practices that include the creation of a Brokerage Research/ Commission Committee to review best execution; and
- We routinely review commission rates, trade execution, and settlement services.

Foreign Currency Exchange Transactions

For transactions involving securities traded on exchanges outside of the U.S. (or the client's base currency, if not U.S. Dollars), foreign currency exchange transactions are necessary to convert foreign currency into U.S. Dollars (or the client's base currency, if not U.S. Dollars), and vice versa, to complete purchases and sales of foreign securities. The bid to offer spread when engaging in foreign currency transactions can be substantial and varies with such factors as the currency involved, the size of the transaction, and prevailing market conditions.

When effecting trades for our Dynamic Allocation Strategies portfolios, William Blair will execute spot transactions as needed to settle foreign securities trades. William Blair also executes spot transactions to settle foreign securities trades on certain over-the-counter derivatives that require settlement in currencies other than U.S. Dollars.

It is frequently the responsibility of a client's custodian to handle foreign currency transactions for client accounts. However, when requested, as an accommodation to clients, we have the ability to execute certain foreign exchange transactions required to settle securities transactions in clients' accounts. Clients who desire to have us execute the foreign exchange transactions that are required to settle securities transactions for their accounts should contact us. If so requested, we monitor the rates at which such transactions are executed and provide reporting to clients. We do not execute transactions in any other currencies on a negotiated basis on behalf of a client. We also do not execute foreign exchange transactions for corporate actions such as mergers, offerings of rights and warrants, cash dividends, and interest income denominated in a non-U.S. currency involving repatriation of interest and dividends due to the nature and frequency of such transactions. All such transactions are executed on each client's behalf by their custodian (or other third party) as described below.

For clients that do not request William Blair to execute the foreign currency transactions, those transactions are typically executed on their behalf by each client's custodian pursuant to standing instructions communicated by the client to the custodian when the account is established or at the time settlement instructions are sent to the custodian for a particular transaction. In that case, it is the client's responsibility to negotiate the terms for execution of foreign currency transactions, including the rates and times at which they are executed. Even if a client elects to have us execute foreign currency transactions for their account, any trades in currencies other than those listed above will need to be sent directly to the custodian or sub-custodian for execution in the local market. In these cases, we can monitor that the foreign currency is available to complete equity transactions executed on the client's behalf. However, clients should consider evaluating the quality of execution received on such foreign exchange transactions.

Transacting with dealers other than a client's custodian causes the client to incur additional fees, such as wire fees for each currency transaction that are not charged if the foreign exchange transaction is executed through the client's custodian. Additionally, there may be operational advantages to using a client's custodian, such as contractual settlement and

systematic communication between a custodian's currency trading operations and its equity settlement operations, which may reduce settlement risk. Most clients find after considering the costs and operational issues that their interests are best served by having the custodian execute many of their foreign currency exchange transactions, such as in the case of corporate actions.

Use of Derivative Instruments

Certain investment strategies managed by William Blair may utilize over-the-counter derivatives, such as interest-rate swaps, credit default swaps, non-deliverable forward currency contracts and other derivative instruments. Partly as a result of certain changes to applicable laws, rules and regulations, investing in these instruments involve certain specific operational and other requirements and risks. First, derivative trading counterparties may require William Blair and/or its clients on whose behalf William Blair enters into derivative transactions to sign various documents and enter into agreements (including ISDAs and credit support annexes). For clients invested in strategies that utilize currency forwards, which currently do not require collateral to be posted, William Blair requests that each account adhere to an industry-wide protocol called the Dodd-Frank Protocol so, among other things, William Blair can trade with its preferred counterparties. With respect to derivatives that require collateral, William Blair typically trades as an authorized agent under ISDAs and credit support annexes on behalf of clients, a process which requires individual credit approval of such clients by William Blair's preferred counterparties.

ISDA documents require the client, or William Blair on its behalf, among other things, to make certain representations and warranties that the counterparties must obtain for them to comply with those laws, rules and regulations and/or to satisfy their own internal policies and procedures. William Blair may not have the necessary information about its clients to make those representations and warranties, and therefore may require such clients to either, sign the applicable documents and enter into the applicable agreements, or to provide backup certifications to allow William Blair to do so. If William Blair is not able to satisfactorily meet a counterparty's specific requirements, it may not be able to enter into derivative transactions on

behalf of the client.

In addition, any client on whose behalf William Blair enters into a derivative transaction may be required to post collateral for those transactions. Any client on whose behalf William Blair may enter into derivative transactions will need to cooperate with William Blair, and instruct its custodian to cooperate with William Blair, to establish the necessary arrangements to satisfy collateral requirements. Any action taken by the client or the custodian that causes insufficient collateral to be posted may cause the counterparty to issue a margin call, seize the collateral, close out the related derivative transaction or take other action as permitted by the transaction documents. Any of these actions could result in a loss to the client.

Brokerage for Sales of Mutual Fund Shares

We do not consider a broker's sales of mutual fund shares when determining whether to select a particular broker to execute mutual fund portfolio transactions.

Research and Other Soft Dollar Benefits

William Blair uses broker-dealers that provide us research to execute client transactions or generate commission sharing credits to pay for research as described below under 'Client Commission Arrangements'. These kinds of arrangements are known as "soft dollar" arrangements. Section 28(e) of the Securities Exchange Act of 1934 permits us to pay higher commissions if we can demonstrate the commissions are reasonable in relation to the research or brokerage services we receive.

William Blair receives research products and services from broker-dealers and third parties such as the following:

- Written reports on individual companies and industries of particular interest to us;
- General economic conditions, pertinent federal and state legislative developments and changes in accounting practices;
- Direct access by telephone or meetings with leading research analysts throughout the financial community and industry experts;
- Comparative performance and evaluation and technical

measurement services for issuers, industries and the market as a whole;

- Access to and monitoring of equity valuation models; and
- Services from recognized experts on investment matters of particular interest.

William Blair is incented to use commission dollars to purchase research instead of having to pay for the same research out of its own profits. In addition, to the extent William Blair uses commission dollars to purchase research, we must use the commission dollars generated from accounts that have granted discretion to us as to brokerage placement. Accordingly, commission dollars generated from accounts that grant brokerage placement discretion to William Blair are used to purchase research that also benefits accounts that do not grant us discretion.

In some cases, the above services may require the use of or be delivered by computer systems whose software components are provided to William Blair as part of the services. In a few instances, we share the use of a research service or product with others within William Blair and/or affiliates. In this event, we make a good faith effort to allocate the use of this research.

We do not use all products and services for the sole benefit of the clients whose commission dollars paid for the products and services. Research we obtain from commissions paid by one account is used to benefit all accounts. This creates conflicts because some clients get the benefit of research or services received due to another client's commission dollars. In most instances, Wrap Program accounts, model delivery accounts, and other accounts that have not provided us with discretion as to brokerage do not contribute (or contribute relatively less than accounts that have provided us with brokerage discretion) to research and services paid for with client commissions. However, such accounts receive the research benefits from those accounts that have granted us discretion as to brokerage placement. For example, Wrap Program accounts benefit from services provided by brokerage commissions of other accounts, while the non-Wrap Program accounts do not receive the same benefits from brokerage commissions of Wrap Program accounts. While we negotiate commissions and prices with certain broker-dealers that provide us

brokerage or research services, we do not enter into any agreement with any broker-dealer that obligates us to direct a specific amount of brokerage transactions or commissions in return for such services. We do, however, consider the research services as a factor in determining the amount of commissions to be allocated to a specific broker. Also, certain broker-dealers state in advance the amount of brokerage commissions they require for certain services. If we do not meet the amount required to obtain a particular desired product, we direct excess research commissions as part of a CSA with an executing broker to pay the research provider or we pay hard dollars to make up the difference.

We have various controls in place to manage these conflicts including the following:

- We periodically review our soft dollar practices to determine, in good faith, that commissions used to acquire research products and services were reasonable in relation to the value of research or services received;
- We periodically review commission rates relative to our peers;
- We periodically review products and services acquired by soft dollar commissions to assess their benefit to client accounts;
- Our Chief Compliance Officer serves as a member of our Brokerage Research/Commission Committee responsible for oversight of our soft dollar practices; and
- All employees are Access Persons subject to William Blair's compliance policies and procedures, including its Code of Ethics.

Generally, William Blair does not commit to any broker-dealer a specified amount of commission dollars as compensation for furnishing research services, except for subscriptions for access to basic research that have agreed upon rate cards for interactions with broker-dealers' research teams. We assess the value of research received from a broker-dealer and compensate that broker-dealer with the amount of commission dollars we believe is reasonable (within the context of commissions generated) for the services provided.

Mixed Use Services

In limited instances, certain services we receive from brokers or other service providers may have administrative, marketing or other uses that do not constitute (in whole or in part) research or brokerage services within the meaning of Section 28(e) of the Securities Exchange Act. Such services are generally known as "mixed use" services. We evaluate the use within the firm of any "mixed-use" services, if any, and allocate the cost of such services between research/ brokerage and non-research/brokerage uses based on the number of people, the purpose used, and the time that different personnel use the service.

In making such an allocation, a conflict of interest arises in determining the cost allocation of mixed-use items between research and non-research portions of the products. William Blair pays hard dollars for any portion of the mixed-use services that is allocated to the non-research / brokerage portion. Although the allocation between commissions and hard dollars is not always a precise calculation, we make a good faith effort to reasonably allocate such services. To the extent that any such "mixed use" services/ products are obtained, we prepare records detailing the research, services and products obtained and the allocation between the research and non-research portions, including payments made by commissions and hard dollars.

Client Commission Arrangements

William Blair participates in "commission sharing arrangements" and "client commission arrangements" (collectively, "CSAs"). We also execute transactions through electronic/ algorithmic trading systems and other alternative trading platforms (collectively "ATS"). The ATS or broker that administers the CSA receives a portion of the commission while another portion is credited to a pool to be used to pay for research services we receive from other firms.

With respect to broker-dealers we use for CSAs, we negotiate a base execution commission rate plus an additional research commission rate (sometimes referred to as "cost plus pricing"). The CSAs, as well as the research we receive in connection with the arrangements, is designed to comply with Section 28(e) of the Securities Exchange Act.

We believe that our participation in CSAs provides benefits such as the following:

- Helping us consolidate payments for research we obtain through multiple channels using accumulated client commissions or credits from transactions executed through a particular broker-dealer or ATS;
- Strengthening our relationships with our key broker-dealers; and
- Allowing us to receive research services on an ongoing basis while facilitating best execution in the trading process.

We believe research services are useful in our investment decision-making process because they provide access to a variety of high quality research and individual analysts that might not be available to us without such arrangements. Research we receive under a CSA can include proprietary research and third party research.

The CSAs are structured as traditional soft dollar arrangements, which obligates the broker-dealer to pay for a specific research product or are structured in a way that allows us to designate broker-dealer payments to other research providers based on the broker vote and existing commission credits with the executing broker-dealers. The latter arrangements enable us to separate trade execution from research.

A Brokerage Research/Commission Committee routinely reviews the quality of research and execution services of the various broker-dealers. This committee also reviews the commission rates charged by the various brokers to make a good faith determination that they are reasonable in relation to the value of the products and services provided.

Client Directed Brokerage

In some instances, clients direct us to place their order or a portion of their brokerage orders through specific broker-dealers. This direction may include "expense reimbursement" and "commission recapture" arrangements, where certain broker-dealers rebate a portion of a client's brokerage commissions (or spreads on fixed income or principal trades) directly to their account, or apply the amount to an account's expenses. In some instances, clients may direct us to place their order or a portion of

their brokerage orders through "discount brokers." We may deny client requests to direct brokerage, and we must accept direction before it becomes effective.

In selecting the directed broker, the client is solely responsible for negotiating commission rates and other transaction costs with the directed broker. Clients with directed broker arrangements may not receive best execution since the directed brokerage may result in higher commissions than might be the case if we were empowered to negotiate commission rates or select broker-dealers based on best execution. We are not required to execute any transaction through the directed broker if we reasonably believe that doing so could result in a breach of our fiduciary duty.

By instructing us to execute transactions through the directed broker (including expense reimbursement and commission recapture arrangements), the client may not necessarily obtain commission rates and execution as favorable as those that would be obtained if we were able to place transactions with other brokers. The client also may forego benefits that we may be able to obtain for our other clients through, for example, negotiating volume discounts or block trades. In addition, directed brokerage can distract us from our normal trading process and can represent a conflict of interest in our efforts to obtain best execution for all clients. Also, if the directed broker played a role in introducing or referring the client to our firm, we may face a conflict of interest that could be seen as reducing our incentive to obtain a lower commission. If the brokerage firm to which William Blair is directed by the client to execute trades is not on our approved list of brokers, the client may be subject to additional credit and settlement risks.

Trade Order Aggregation and Trade Rotation

William Blair has adopted a Trade Order Aggregation and Trade Allocation Policy. Under this policy, we process orders on a first-in, first-out basis, unless there are multiple orders from portfolio managers in the same security on the same day. In these cases, we aggregate orders for efficiency and negotiability purposes, so long as the aggregation is consistent with best execution principles and the clients' advisory contracts. When we have more than one client order in the same security, we seek to, but are

not obligated to, aggregate (bunch) orders or execute orders sequentially (rotate) in an order determined by a “randomizer.” We take into account the trader’s judgment on the trading characteristics of the security, specific client direction, and the pursuit of best execution.

We may aggregate fixed income trades for a client with trades in the same security for other clients. We determine whether aggregation of a transaction is appropriate and allocate securities among participating accounts with similar investment guidelines.

The trade rotation process presents issues that include detrimental market impact (i.e., earlier trades may move the market causing subsequent trades to receive inferior prices), “signaling” concerns (i.e., broker-dealers anticipate additional trades in the same security and use this information to the detriment of the manager’s client), and timing differences that result in clients obtaining different execution prices and performance dispersion among accounts. Such concerns are mitigated where the securities involved have significant trading volume and high liquidity.

We do not aggregate orders if we believe that aggregation would cause clients’ costs of execution to be increased under the circumstances. We believe, however, that in the appropriate circumstances, aggregating client orders for the same security permits all clients in the order to participate equitably in purchases and sales. For all clients, we utilize a multi-tiered trade aggregation (“bunching”) or trade rotation policy that seeks to execute the securities transactions of our clients and disseminate model portfolios to our model portfolio clients in a fair and equitable manner.

We decide to bunch or rotate (or both) primarily based on a particular security’s average liquidity, market conditions, and the relative size of the shares to be traded versus that liquidity. For thinly traded securities, such as many small and mid-cap securities, the ability of a trader to choose the execution destination is an important factor in minimizing market impact, and therefore an intangible element of trading costs. Where liquidity is of concern, we typically bunch and trade first tier accounts together. Once a bunched trade is executed with the broker or dealer chosen to provide best execution, a portion of the trade may be “stepped out” to brokers, in the judgment of the

traders, in order to accommodate clients’ directed brokerage or certain Wrap Programs. However, if in the trader’s judgment, the use of step-outs on a particular trade is not practical or compromises best execution, we do not bunch orders and instead randomly rotate the order of execution between the various directed blocks of stock and model portfolio program sponsors.

The trade rotation tiers are as follows:

1. First Tier

We include clients that do not direct us to use specified broker-dealers, unless such directed broker-dealers accept step-outs on the trade in question, in the first tier (“Free to Trade Accounts”). In addition, if a client requests that a certain percentage of its trades be directed to a specified broker-dealer, any trades not required to meet the percentage requirement are eligible, but not required, to be included in the first tier as Free to Trade Accounts. (For example, if a client directs that at least 30% of its trades should be directed to a specified broker-dealer, the remaining 70% of its trades are eligible, but not required, to be included in the first tier.)

2. Second Tier

We typically wait to trade second tier accounts until the “bunched” first tier trade is completed. We then execute trades for second tier accounts in order according to the results of a randomizer. As discussed further below, Wrap Program clients will be traded in a sequential manner.

Clients included in the second tier are clients that direct us to utilize specified broker-dealers; Wrap Program clients for whom William Blair executes trades but are generally only permitted to do so through the program’s affiliated broker; and clients for whom William Blair provides its model portfolio to the client but does not execute trades (“Model Only Clients”). A client’s decision to utilize a broker as the custodian of its account (e.g. participation in a Wrap Program) may, even in the absence of an express direction to use that broker for executing securities transactions, have the same practical effect as a direction depending on the broker’s capabilities and charges. Second tier accounts are traded on a

randomized rotation basis after the first tier clients have completed their transactions. Wrap Program client accounts will trade sequentially in an order determined on a rotation basis.

For Model Only Clients, William Blair will follow the trade rotation and will pause trading for other clients until the Model Only Client program's trading concludes. In those instances, the program sponsor will agree in advance to a specific trading and communication protocol which will include notification to William Blair promptly upon conclusion of execution of the trades. Should the sponsor fail to do so within the time such a trade ordinarily would conclude, William Blair reserves the right to commence trading in its remaining accounts upon the expiration of the ordinary trade window even absent explicit notification from the relevant Model Only Client program sponsor.

William Blair reserves the right to designate a Model Only Client program sponsor that routinely fails to adhere to the agreed upon protocols noted above to the third tier. In addition, William Blair reserves the right in its sole discretion to designate Model Only Clients to the third tier for trades that cannot be effectively executed in the ordinary course by the program sponsor or its affiliates.

3. Third Tier

Third tier accounts typically wait until the first tier and second tier trades are completed. Model Only Clients that are unable to agree in advance with specific trading and communication protocol in addition to the circumstances listed above.

All clients (except those participating in certain transactions in certain emerging markets) participating in a bunched trade receive the same average execution price with each executing broker for the day. For example, trades in the over-the- counter market and on the New York Stock Exchange receive the same average price with those accounts being billed by the executing broker paying the same commission rate. Those orders for accounts with directed brokerage agreements are billed at the agreed-upon rates with their respective brokers.

If, in the judgment of the trading desk, there are significant time lapses between individual managers' orders and/or significant price changes for the security, subsequent orders typically begin to participate on executions from the time at which they were submitted to the trading desk. If a security is being traded under the provisions of a full randomized rotation, and time delays or price movements are significant, the traders complete the blocks under the initial randomizer results, and then run a new randomization for all subsequent blocks.

Wrap Program Trades

With regard to Wrap Program accounts, we typically direct trades to the broker-dealer acting as or affiliated with the Wrap Program sponsor to prevent the client from incurring additional transaction charges outside of the wrap fee. We are not able to obtain consistent execution between client accounts at different program sponsors due to our inability to aggregate trades across all clients. For trades executed with broker-dealers acting as or affiliated with the Wrap Program sponsor, we do not monitor if these broker-dealers obtain best execution.

We also will elect to use step-out trades with executing broker-dealers other than the Wrap Program sponsor and step out the trade to the Wrap Program sponsor if we determine that trading away is necessary to satisfy our obligation to seek best execution of trades for our clients. For example, we may step out a trade if we believe that a broker-dealer other than the Wrap Program sponsor will be able to provide more timely execution. When a trade is stepped out, the client may incur commission expenses in addition to the wrap fee paid to the Wrap Program sponsor, thereby increasing the total expense to the client. We believe the increased expense is offset by the potential for better execution prices and more timely execution than could have been otherwise obtained by trading through the Wrap Program sponsor.

When trades are directed to Wrap Program sponsors, we aggregate transactions for client accounts within the same Wrap Program. Accounts in an aggregated transaction receive the same average price per share. However, clients in different Wrap Programs may receive different execution prices for transactions in the same security. We utilize a trade rotation to prevent any single program sponsor relationship from consistently trading first or last.

Trade Allocation

When the full amount of a bunched equity order is not executed, partially executed orders typically are allocated among the participating client accounts on a pro rata basis in a fair and equitable manner in accordance with William Blair's policies and procedures. In cases where we receive only a de minimis number of shares, we may determine it is not in the overall best interest of clients to allocate shares on a pro rata basis and instead allocate on a basis as determined by the manager of each Trading Desk. All such modifications must be reported promptly to the Chief Compliance Officer. In certain emerging markets, the executing broker may require a pre-allocation prior to trading. In such instances, the allocations typically are determined by the executing broker.

In cases where we seek to participate in an IPO or secondary offering, we determine the total number of shares to request from the offering syndicate based on a pre-allocation of all eligible client accounts, subject to cash constraints and investment restrictions, established during the order generation process. If we receive an allotment of shares of an IPO or a secondary offering in a quantity that, in our judgment, is significant enough to permit a meaningful allocation to all accounts in the pre-allocation, our trading system allocates the shares on a pro rata basis based on each account's percentage participation in the order. When we allocate shares of an IPO or a secondary offering but receive fewer shares of the offering than requested, we allocate shares on a pro rata basis according to requested order size subject to certain minimum share increments that are applied in our judgment. Only client accounts that are eligible to participate in IPOs or secondary offerings can receive an allocation.

Allocation of Small Capitalization Stocks

In some instances, access to certain small market capitalization stocks is limited and allocation preference is given to those strategies that focus on small cap securities instead of those with a more generalized focus (e.g., an all-capitalization strategy).

Trade Errors

William Blair employs a standard of care in the placement, execution and settlement of trades for clients' accounts and generally considers any deviation from this standard a trade error. When we cause a trade error, we take prompt action to resolve the error with the objective to return the client's account to the position that it would have been in had there been no error. We pay to correct an error and reimburse a client for any loss resulting from the error. We do not permit the use of soft dollars to correct trading errors. To ensure trade errors do not adversely affect a client's portfolio, the Chief Compliance Officer reviews each trade error and routinely reviews our trade error log.

Cross Trades

We can effect securities transactions between two advisory clients, (which are commonly referred to as "cross trades"). William Blair receives no compensation for effecting the transactions and do so in an objective manner and only if it ensures it has a reasonable basis for believing the price is fair to both buyers and sellers. For cross transactions in mutual fund accounts, William Blair shall comply with rule 17a-7 under the Investment Company Act of 1940. William Blair does not effect cross trades in ERISA accounts.

ITEM 13 – REVIEW OF ACCOUNTS

William Blair's portfolio management teams are responsible for the review of clients' accounts. Portfolio managers generally review the assets of client accounts daily for portfolio strategy and asset allocation purposes. Portfolio managers and trade order administration teams also review accounts on a regular basis to confirm portfolios are being managed consistent with the portfolio model for each investment strategy. William Blair's investment research analysts indirectly participate in the review process through their ongoing review of securities held within clients' accounts.

William Blair's compliance department assesses client accounts via an electronic compliance monitoring system. Client accounts are tested on a daily basis as part of an automated process for adherence to investment strategy guidelines and client restrictions. William Blair's portfolio accounting department also performs reconciliations of records of the securities and cash within clients' accounts against the custodians' records on a daily basis.

The client relationship managers review each account monthly or quarterly and as on an ad hoc basis, as needed, for specific securities held, adherence to investment guidelines, and account performance. The client relationship managers serve as primary point of contact for clients and will facilitate access to investment or other personnel as appropriate.

William Blair provides written reports to clients at least on a quarterly basis. These reports typically include commentary about the investment strategy, individual securities transactions, and more broadly about the market, as well as portfolio performance and portfolio positioning as of the end of the period. We will include other information as may be requested by clients. We also provide reports on a monthly or other interim basis upon client request. Because the sponsor of Wrap Programs generally are responsible for providing reports to their Wrap Program clients, William Blair typically will provide the sponsor with requested information for the sponsor to provide information directly to Wrap Program clients.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

Solicitation Payments

On occasion, we enter into an agreement with unaffiliated third party solicitors in order to pay cash compensation to the solicitor for referring advisory clients to our firm. Solicitors must provide clients referred to us through such arrangements a disclosure document describing the terms and conditions of the solicitation arrangement, including the compensation paid to the solicitor. The advisory fees paid by referred clients to us generally are based upon the revenue generated by the referred clients' accounts, and the clients' advisory fees are not higher than they would otherwise be because of the referral fees paid.

Other Payments and Contributions

Many of our clients and prospective clients retain investment consultants, or in some cases financial advisors, to advise them on the selection and review of investment managers. As a firm, we also may have other business relationships with these third parties. To the extent allowed under applicable law and our policies, we may contribute toward expenses related to educational seminars, training programs, conferences or meals and entertainment incurred by third parties, financial advisors, and firms that use our firm as a sub-adviser or include us on a list of recommended investment advisers (including consultants). We also may pay travel and lodging expenses relating to financial advisors' attendance at our due diligence meetings. We may make charitable contributions or underwrite or sponsor charitable events at the request of others, including those who may be affiliated with clients or program sponsors of Wrap Programs or consultants that may have referred clients to the firm.

From time to time we also buy from third parties certain services or products used in our investment advisory business (such as research services) or pay registration or other fees toward or assist in sponsoring such parties' industry forums, seminars or conferences. We pay these contributions and payments out of our own resources. The amount of payments and the value of items and benefits may or may not be substantial. These payments, items and benefits

give the recipients incentives to favor our investment management services and other William Blair-affiliated investment products and services over those of investment management firms that do not provide the same payments, items and benefits. However, these payments are subject to our internal policies that address and, in some cases, limit payments with the overall aim to avoid compromising advice or recommendations given to clients by special incentives or compensation arrangements.

Asset-Based Compensation

Employees of our affiliate, William Blair & Company, including when the employees are acting in their role as registered representatives with an affiliated broker-dealer, receive compensation (including 12b-1 fees) where eligible for their clients' investment in securities or other investment products, including asset-based compensation when the clients invest in mutual funds, including the William Blair Funds. This practice constitutes a conflict of interest for the William Blair & Company employee (and indirectly, William Blair) in that it gives the employee an incentive to recommend investment products based on the compensation received. As always, clients have the option to purchase recommended investment products through other brokers or agents that are not affiliated with William Blair.

As described in Item 10, William Blair's affiliate, William Blair & Company, acts as distributor for the William Blair Funds and receives for its services a shareholder administration fee¹ and distribution fee from certain share classes of each William Blair Fund as described in the William Blair Funds' prospectuses and statements of additional information. This constitutes a conflict of interest for William Blair and William Blair & Company in that employees are incented to recommend investment in share classes subject to the above-described fees. William Blair & Company's registered representatives are responsible for understanding the availability of sales charge discounts to provide the client the opportunity to purchase a Fund under the most favorable

¹ The shareholder administration fee for each William Blair Fund is currently being waived by William Blair. This waiver will not be removed without approval of the Board of Trustees for the William Blair Funds.

terms available. Clients also have the option to invest in securities other than the William Blair Funds.

Clients should review the prospectuses for the William Blair Funds. The William Blair Funds' prospectuses are available on the William Blair Funds' website at www.williamblairfunds.com or by calling 1-800-742-7272.

Compensation for Internal Referrals

William Blair and its affiliates have established an internal referral program to support growth across the William Blair organization.

Employees can be paid direct compensation for generating qualified leads within one of the other departments across William Blair and affiliates. Therefore, employees are incented to refer a client to other business lines of William Blair or its affiliates.

Compensation from Service Providers

As described in Item 15, William Blair has entered into agreements with National Financial Services and Institutional Wealth Services (collectively, "NFS") whereby NFS provides custodial, brokerage and certain other services for certain clients of our affiliate, William Blair & Company. Although most clients of William Blair choose a custodian other than NFS, William Blair clients also can select NFS as custodian for their assets.

Pursuant to an agreement with NFS, NFS reimburses William Blair & Company and its affiliates for certain transition fees incurred in moving new client assets to the NFS platform. In addition, through an agreement with NFS, William Blair & Company is paid fees by NFS on most mutual funds above a certain threshold held in custody at NFS by William Blair & Company and its affiliates' clients. These fees cause conflicts of interest because: 1) they incentivize William Blair & Company and its affiliates to recommend that clients to utilize NFS custodial services; and, 2) they incentivize William Blair & Company to recommend that clients invest in mutual funds that provide fee payments.

To help manage these conflicts, we rely on controls including the following:

- these payments and a description of conflicts are disclosed in separate client

account opening documentation with NFS; and

- Portfolio managers are obligated to employ a standard of care and comply with clients' investment guidelines and restrictions when selecting investments for clients' accounts.

ITEM 15 - CUSTODY

Clients choose which custodians will custody their assets². It is our understanding that certain such custodial agreements or other agreements or documents may contain provisions that could result in William Blair having inadvertent custody of client account assets as a result of language permitting us, as investment adviser, to withdraw client assets upon instruction to the custodian. Our agreements with our clients, however, are not intended to give us broad authority to withdraw client assets, and we disclaim such authority to the extent applicable.

With respect to these concerns, our authority as it relates to custody should be considered to be limited in the ordinary course to customary trading and settlement of securities and investment transactions in the client's account, typically on a "delivery vs payment" basis for securities transactions, as well as fee deductions in certain cases, as applicable.

William Blair has custody of clients' assets since some clients provide their custodian a standing authorization to deduct advisory fees or disburse funds to one or more third parties, as specifically designated by the client, from their account upon receipt of a bill from William Blair or other third party designated by the client. After granting William Blair with this limited authorization, the client then instructs the qualified custodian for the client's account to accept William Blair's direction on the client's behalf to move money to the third party designated by the client on the Standing Letter of Authorization. The qualified custodian takes

that instruction in writing directly from the account holder (the client), and William Blair's authority is limited by the terms of that instruction. We are authorized to act merely as an agent for the client. The client retains full power to change or revoke the arrangement.

William Blair also has custody of clients' assets because our affiliates, William Blair Advanced Strategies, LLC and William Blair Global Advanced Strategies act as general partner or managing member to Private Funds for which William Blair is investment adviser.

Custodian Statements

Clients should receive at least quarterly statements from the bank, broker-dealer, or other qualified custodian that holds and maintains their investment assets. Investors in Private Funds will receive annual audited financial statements. Our account statements vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. For tax and other purposes, each client's custodial statement is the official record of their account(s) and assets.

We urge each client to carefully review their custodian statements and compare them to the account statements that we may provide as investment manager.

² Our affiliate, William Blair & Company, has entered into agreements with Fidelity Investments and its various affiliates including National Financial Services and Institutional Wealth Services (collectively, "NFS"), whereby NFS will provide custodial, brokerage and certain other services for certain retail clients of William Blair & Company. Clients are not required to use NFS for these services, and clients are free to work with other custodians. Because clients of William Blair choose which custodians will custody their assets, they can select NFS as their custodian. Clients of William Blair & Company as well as clients of William Blair who choose to use NFS's services, enter into separate custodial and/or brokerage agreements with NFS. Each client who considers NFS is provided with the appropriate agreements and applicable fee schedules at that time.

ITEM 16 – INVESTMENT DISCRETION

William Blair maintains discretionary authority for the majority of assets that we manage. We typically receive an executed investment management agreement from the client providing the authority to manage their account assets, subject to certain limitations that are set forth in the agreement's investment guidelines. The investment guidelines may restrict our discretion, for example, with respect to the securities of a particular country or industry. We typically request clients provide changes to their investment guidelines to us in writing and confirm in writing any verbal changes provided by the client. We also may request certain documentation in addition to an executed investment management agreement as may be needed (for example, to verify a client's authority over the assets).

Aggregate Ownership of Securities

We monitor the aggregate ownership of equity securities across accounts and adopt limits on the aggregate ownership levels based on firm and regulatory considerations. The limits we place on aggregate ownership of securities across accounts may cause performance dispersion among accounts with similar investment guidelines if a security's aggregate ownership has reached prescribed limits. This tends to be more common with accounts invested primarily in small and mid-capitalization stocks. In cases where a security has reached its ownership limit, portfolio managers may seek to either substitute a similar security or omit the security and reallocate the portfolio.

ITEM 17 – VOTING CLIENT SECURITIES

Proxy Voting Practices

In cases where William Blair has proxy voting authority, we vote the proxies of our clients solely in the interest of our clients' participants and beneficiaries and for the exclusive purpose of providing benefits to them. We act with the care, skill, prudence and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims. We are not responsible for voting proxies we do not receive in a timely manner. For clients participating in a securities lending program via their custodian, we will not be eligible to vote proxies for the portion of shares on loan. In some instances, we may agree to implement a client's own proxy voting policy. In instances where we have implemented a client provided proxy voting policy, we will vote in accordance with the client's policy at all times even if the client's policy is inconsistent with William Blair's vote.

Generally, William Blair relies upon an administrator to facilitate our proxy voting activities. Our proxy administrator reviews all proxies received, subject to the requirement that all votes shall be cast solely in the best interest of the clients in their capacity as shareholders of a company. The proxy administrator votes the proxies according to the firm's voting guidelines (domestic or international), which are designed to address matters typically arising in proxy votes.

We do not intend our voting guidelines to be exhaustive; hundreds of issues appear on proxy ballots and it is neither practical nor productive to fashion a guideline for each. Rather, our voting guidelines are intended to cover the most significant and frequent proxy issues that arise. For issues not covered or to be voted on a "case-by-case" basis by the voting guidelines, the proxy administrator consults the Proxy Policy Committee. The Proxy Policy Committee reviews the issues and votes each proxy based on information from the company, our internal analysts and third party research sources, in the best interests of the clients in their capacity as shareholders of a company. The Proxy Policy Committee consists of representatives from management, portfolio manager(s), analyst(s), operations, as well as a representative from the

compliance department. The Proxy Policy Committee reviews the proxy voting policy and procedures annually and revises its guidelines as events warrant.

In the event that any conflicts of interest arise in the firm's voting of proxies, the Proxy Policy Committee votes all proxies for that company according to our predetermined procedures. If our voting guidelines indicate a vote "for" or "against" a specific issue we continue to vote according to the voting guidelines. If our voting guidelines have no recommendation or indicate a vote on a "case-by-case" basis, we vote consistent with the voting recommendation provided by Institutional Shareholder Services (ISS), an independent third party research provider that analyzes each vote from the shareholder vantage point. ISS provides proxy voting, maintenance, reporting, analysis and record keeping services for William Blair for clients where William Blair has proxy voting authority. If a client expressly directs in writing how a solicitation should be voted, the vote will go in front of the Proxy Policy Committee. If there is no conflict of interest, we cast the vote with respect to such solicitation in the manner directed by the client.

International Markets and Share Blocking Policy

In some cases proxy votes cast by William Blair for clients may be rejected in certain markets. Some non-US markets have additional requirements for custodians in order to process votes in those market. Two specific cases include Power of Attorney documentation and Split Voting. Power of Attorney documentation authorizes a local agent to facilitate the voting instruction on behalf of the client in the local market. If the appropriate documentation is not available for use, a vote instruction may be rejected. Split Voting occurs when a custodian utilizes an omnibus account to aggregate multiple customer accounts for voting into a single voting record. If one portion of the holdings would like to vote in one manner ("FOR") and another portion would like to vote in another manner ("AGAINST"), the custodian needs to ensure they are authorized to split the vote for an agenda item in certain markets.

In international markets where share blocking applies, we typically do not, but reserve the right to, vote proxies due to liquidity constraints.

Share blocking is the “freezing” of shares for trading purposes at the custodian/sub-custodian bank level in order to vote proxies. Share blocking typically takes place between 1 and 20 days before an upcoming shareholder meeting, depending on the market. While shares are frozen, they may not be traded. Therefore, the potential exists for a pending trade to fail if trade settlement falls on a date during the blocking period. We do not subordinate the interests of participants and beneficiaries to unrelated objectives.

How to Obtain Proxy Records and Voting Policy

We make available to our clients a report on proxy votes cast on their behalf upon their request. Clients may contact us at 312-236-1600 or imcompliance@williamblair.com for this information. Clients and prospects also can obtain a copy of our proxy voting policies and procedures upon request by contacting us at (312) 236-1600 or imcompliance@williamblair.com.

For information regarding how proxies were voted for the William Blair Funds, please refer to the William Blair Funds’ website at www.williamblairfunds.com and select Proxy Voting Information. The William Blair Funds’ proxy voting records also are available on the SEC’s EDGAR website at www.sec.gov/edgar.

ITEM 18 – FINANCIAL INFORMATION

William Blair has no known financial condition that we believe is likely to impair our ability to meet our contractual commitments to our investment advisory clients. Additionally, we have not been the subject of any bankruptcy petition during the past ten years.

William Blair Investment Management, LLC Adviser Brochure Supplement

(Part 2B of Form ADV)

David Fording, CFA, Partner

This brochure supplement provides information about David Fording that supplements the brochure for William Blair Investment Management, LLC ("William Blair Investment Management"). You should have received a copy of that brochure. Please contact Patrick Quinn if you did not receive William Blair Investment Management's brochure or if you have any questions about the contents of this supplement. This Supplement has not been reviewed or approved by the U.S. Securities & Exchange Commission, any state regulatory agency or self-regulatory organization.

Phone: (312) 364-8632

Fax: (312) 416-7953

E-Mail: dfording@williamblair.com

Additional information about David Fording is available on the SEC's website at www.adviserinfo.sec.gov.

October 16, 2017

William Blair Investment Management, LLC
150 N. Riverside Plaza
Chicago, IL 60606
(312) 236-1600

Brochure Supplement (Part 2B of Form ADV)

Item 2 Educational Background and Business Experience

Born: 1967

FORMAL EDUCATION

Institution Name: New York University Stern School of Business

Date Attended: 09/1996 – 05/2000

Degree Obtained: Master in Business Administration

Major: Accounting

Institution Name: Tufts University

Date Attended: 09/1985 – 05/1989

Degree Obtained: Bachelor of Arts

Major: Economics

RECENT WORK EXPERIENCE

Start Date: 12/2014

End Date: Current

Business Name: William Blair Investment Management, LLC

Investment Related: Yes

City: Chicago

State: IL

Position Held: Portfolio Manager

Start Date: 10/2005

End Date: Current

Business Name: William Blair & Company, L.L.C.

Investment Related: Yes

City: Chicago

State: IL

Position Held: Portfolio Manager

Start Date: 01/2010

End Date: 02/2011

Business Name: William Blair & Company, L.L.C.

Investment Related: Yes

City: Chicago

State: IL

Position Held: Co-Director, Global Research

Start Date: 08/1995

End Date: 09/2005

Business Name: TIAA-CREF Investment Management, Inc.

Investment Related: Yes

City: New York
State: NY
Position Held: Portfolio Manager, Analyst

PROFESSIONAL DESIGNATIONS

Designation Name: CFA - Chartered Financial Analyst

Accredited Sponsor: CFA Institute

CFA - Chartered Financial Analyst

Prerequisite is to meet one of the following requirements: undergraduate degree and four years of professional experience involving investment decision-making, or four years qualified, full-time work experience Coursework is 250 hours of study for each of three levels. There is an exam for each course. There is no CE requirement.

Item 3 Disciplinary Information

None. William Blair Investment Management is required to disclose any legal or disciplinary events that we believe you would find material when evaluating us to initiate or continue a client-investment adviser relationship with us.

Item 4 Other Business Activities

INVESTMENT-RELATED OTHER BUSINESS ACTIVITIES

William Blair Investment Management, LLC is an affiliate of William Blair & Company, L.L.C., which is dually registered with the Securities and Exchange Commission as an investment adviser and a broker/dealer. William Blair Investment Management and William Blair & Company are wholly owned subsidiaries of WBC Holdings, L.P. This person is a registered representative of William Blair & Company and may receive compensation based on the sale of securities or other investment products (including fees from the sale of mutual funds) in addition to compensation received from investment advisory activities. These circumstances could create potential conflicts because a person might be incented to recommend investment products or services based on compensation received.

Potential conflicts are limited since this other business activity does not reflect a material percent of the person's time or income. William Blair Investment Management provides periodic employee training and conducts routine monitoring of account activity in an effort to further mitigate conflicts. Registration does not imply a certain level of skill or training.

NON-INVESTMENT-RELATED OTHER BUSINESS ACTIVITIES

None.

Item 5 Additional Compensation

None.

Item 6 Supervision

William Blair Investment Management employs various methods to monitor the activities of our supervised persons. To facilitate our oversight, we may monitor supervised persons' email, review personal securities activities and impose mandatory compliance reporting obligations. We also monitor investment advice provided to clients by reviewing investment activity and account performance relative to designated strategies or investment objectives. Please also refer to William Blair Investment Management's Form ADV 2A for additional information.

Supervisor:

Patrick Quinn, Partner
(312) 364- 8278

William Blair Investment Management, LLC

Adviser Brochure Supplement

(Part 2B of Form ADV)

John Jostrand, CFA, Partner

This brochure supplement provides information about John Jostrand that supplements the brochure for William Blair Investment Management, LLC ("William Blair Investment Management"). You should have received a copy of that brochure. Please contact Patrick Quinn if you did not receive William Blair Investment Management's brochure or if you have any questions about the contents of this supplement. This Supplement has not been reviewed or approved by the U.S. Securities & Exchange Commission, any state regulatory agency or self-regulatory organization.

Phone: (312) 364-8986

Fax: (312) 551-4646

E-Mail: jjostrand@williamblair.com

Additional information about John Jostrand is available on the SEC's website at www.adviserinfo.sec.gov.

October 16, 2017

William Blair Investment Management, LLC
150 N. Riverside Plaza
Chicago, IL 60606
(312) 236-1600

Brochure Supplement (Part 2B of Form ADV)

Item 2 Educational Background and Business Experience

Born: 1954

FORMAL EDUCATION

Institution Name: University of Michigan

Date Attended: 09/1976 – 05/1978

Degree Obtained: Master in Business Administration

Major: Finance

Institution Name: University of Missouri

Date Attended: 09/1974 – 05/1976

Degree Obtained: Bachelor of Arts

Major: Economics

RECENT WORK EXPERIENCE

Start Date: 12/2014

End Date: Current

Business Name: William Blair Investment Management, LLC

Investment Related: Yes

City: Chicago

State: IL

Position Held: Portfolio Manager

Start Date: 03/1993

End Date: Current

Business Name: William Blair & Company, L.L.C.

Investment Related: Yes

City: Chicago

State: IL

Position Held: Portfolio Manager

PROFESSIONAL DESIGNATIONS

Designation Name: CFA - Chartered Financial Analyst

Accredited Sponsor: CFA Institute

CFA - Chartered Financial Analyst

Prerequisite is to meet one of the following requirements: undergraduate degree and four years of professional experience involving investment decision-making, or four years qualified, full-time work experience Coursework is 250 hours of study for each of three levels. There is an exam for each course. There is no CE requirement.

Item 3 Disciplinary Information

None. William Blair Investment Management is required to disclose any legal or disciplinary events that we believe you would find material when evaluating us to initiate or continue a client-investment adviser relationship with us.

Item 4 Other Business Activities

INVESTMENT-RELATED OTHER BUSINESS ACTIVITIES

William Blair Investment Management, LLC is an affiliate of William Blair & Company, L.L.C., which is dually registered with the Securities and Exchange Commission as an investment adviser and a broker/dealer. William Blair Investment Management and William Blair & Company are wholly owned subsidiaries of WBC Holdings, L.P. This person is a registered representative of William Blair & Company and may receive compensation based on the sale of securities or other investment products (including fees from the sale of mutual funds) in addition to compensation received from investment advisory activities. These circumstances could create potential conflicts because a person might be incented to recommend investment products or services based on compensation received.

Potential conflicts are limited since this other business activity does not reflect a material percent of the person's time or income. William Blair Investment Management provides periodic employee training and conducts routine monitoring of account activity in an effort to further mitigate conflicts. Registration does not imply a certain level of skill or training.

NON-INVESTMENT-RELATED OTHER BUSINESS ACTIVITIES

None.

Item 5 Additional Compensation

None.

Item 6 Supervision

William Blair Investment Management employs various methods to monitor the activities of our supervised persons. To facilitate our oversight, we may monitor supervised persons' email, review personal securities activities and impose mandatory compliance reporting obligations. We also monitor investment advice provided to clients by reviewing investment activity and account performance relative to designated strategies or investment objectives. Please also refer to William Blair Investment Management's Form ADV 2A for additional information.

Supervisor:

Patrick Quinn, Partner
(312) 364- 8278

**William Blair Investment Management, LLC
Adviser Brochure Supplement**

(Part 2B of Form ADV)

David Merjan, CFA, Partner

This brochure supplement provides information about David C. Merjan that supplements the brochure for William Blair Investment Management, LLC ("William Blair Investment Management"). You should have received a copy of that brochure. Please contact Ken McAtamney if you did not receive William Blair Investment Management's brochure or if you have any questions about the contents of this supplement. This Supplement has not been reviewed or approved by the U.S. Securities & Exchange Commission, any state regulatory agency or self-regulatory organization.

Phone: (312) 236-1600

Fax: (312) 551-4646

E-Mail: dmerjan@williamblair.com

Additional information about David C. Merjan is available on the SEC's website at www.adviserinfo.sec.gov.

October 16, 2017

William Blair Investment Management, LLC
150 N. Riverside Plaza
Chicago, IL 60606

Brochure Supplement (Part 2B of Form ADV)

Item 2 Educational Background and Business Experience

Born: 1960

FORMAL EDUCATION

Institution Name: American Graduate School of International Management

Date Attended: 06/1986 to 05/1987

Degree Obtained: Other: Masters of International Management

Major: NA

Institution Name: Dickinson College

Date Attended: 09/1978 to 06/1982

Degree Obtained: Bachelor of Arts

Major: Economics

RECENT WORK EXPERIENCE

Start Date: 07/2015

End Date: Current

Business Name: William Blair Investment Management, LLC

Investment Related: Yes

City: Chicago

State: IL

Position Held: Principal, Portfolio Manager

Start Date: 8/1998

End Date: Current

Business Name: William Blair & Company, L.L.C.

Investment Related: Yes

City: Chicago

State: IL

Position Held: Principal, Portfolio Manager

PROFESSIONAL DESIGNATIONS

Designation Name: CFA - Chartered Financial Analyst

Accredited Sponsor: CFA Institute

CFA - Chartered Financial Analyst

Prerequisite is to meet one of the following requirements: undergraduate degree and four years of professional experience involving investment decision-making, or four years qualified, full-time work experience Coursework is 250 hours of study for each of three levels. There is an exam for each course. There is no CE requirement.

Item 3 Disciplinary Information

None. William Blair is required to disclose any legal or disciplinary events that we believe you would find material when evaluating us to initiate or continue a client-investment adviser relationship with us.

Item 4 Other Business Activities

INVESTMENT-RELATED OTHER BUSINESS ACTIVITIES

William Blair Investment Management, LLC is an affiliate of William Blair & Company, L.L.C., which is dually registered with the Securities and Exchange Commission as an investment adviser and a broker/dealer. William Blair Investment Management and William Blair & Company are wholly owned subsidiaries of WBC Holdings, L.P. This person is a registered representative of William Blair & Company and may receive compensation based on the sale of securities or other investment products (including fees from the sale of mutual funds) in addition to compensation received from investment advisory activities. These circumstances could create potential conflicts because a person might be incented to recommend investment products or services based on compensation received.

Potential conflicts are limited since this other business activity does not reflect a material percent of the person's time or income. William Blair Investment Management provides periodic employee training and conducts routine monitoring of account activity in an effort to further mitigate conflicts. Registration does not imply a certain level of skill or training.

NON-INVESTMENT-RELATED OTHER BUSINESS ACTIVITIES

None.

Item 5 Additional Compensation

None.

Item 6 Supervision

William Blair Investment Management employs various methods to monitor the activities of our supervised persons. To facilitate our oversight, we may monitor supervised persons' email, review personal securities activities and impose mandatory compliance reporting obligations. We also monitor investment advice provided to clients by reviewing investment activity and account performance relative to designated strategies or investment objectives. Please also refer to William Blair Investment Management's Form ADV 2A for additional information.

Supervisor:

Ken McAtamney, Partner
(312) 364-8691

Consumer Privacy Notice

William Blair Investment Management, LLC ("William Blair") considers customer privacy to be fundamental to our relationship with clients, and we have committed to maintaining the confidentiality, integrity, and security of clients' personal information. It is therefore our policy to respect the privacy of current and former clients and to protect personal information entrusted to us. Internal policies have been developed to protect this confidentiality, while allowing client needs to be served.

In the course of providing products and services, we collect nonpublic personal information about clients. We collect this information from sources such as account applications, other account forms, information captured on our Web sites (including any information that we may capture through use of "cookies") and client transactions with us, our affiliates or other parties.

We do not disclose nonpublic personal information about our clients or former clients to any nonaffiliated parties, except as permitted by applicable law or regulation. In the normal course of serving clients, information we collect may be shared with companies that perform various services such as transfer agents, custodians, broker/dealers and other service firms and financial institutions with which we have relationships. We may also share information with affiliates that are engaged in a variety of financial services businesses, both in connection with the servicing of client accounts and to inform clients of financial products and services that might be of interest. Specifically, we may disclose nonpublic personal information including:

- Information we receive on applications or other forms, such as name, address, account or tax identification number, the types and amounts of investments, and bank account information.
- Information about transactions with us, our affiliates or others, such as participation in mutual funds or other investment programs managed by William Blair, ownership of certain types of accounts such as IRAs, or other account data.

The organizations that receive client information will use that information only for the services required and are not permitted to share or use this information for any other purpose.

Access to clients' nonpublic personal information is restricted to employees, agents or other parties who need to access that information to provide products or services to clients. We maintain physical, electronic, and procedural safeguards that comply with federal standards to guard clients' nonpublic personal information. A client's right to privacy extends to all forms of contact with us, including telephone, written correspondence, and electronic media, such as the Internet.

William Blair considers privacy a fundamental right of clients and takes seriously the obligation to safeguard client information. We will adhere to the policies and practices above for both current and former clients.

For questions concerning this policy, please contact us by writing to:

William Blair Investment Management, LLC
Attn: IM Compliance
150 North Riverside Plaza
Chicago, Illinois 60606

William Blair

February 1, 2018

William Blair Investment
Management, LLC
Proxy Voting Policy
Statement and Procedures

This statement sets forth the proxy voting policy and procedures of William Blair Investment Management, LLC ("WBIM"). It is provided to all covered clients as described below even if WBIM currently does not have authority to vote proxies for their account.

The Department of Labor ("DOL") has stated that the fiduciary act of managing plan assets by an investment adviser generally includes the authority to vote proxies for shares held by a plan unless the plan documents reserve this authority to some other entity. ERISA section 3(38) defines an investment manager as any fiduciary who is registered as an investment adviser under the Investment Advisers Act of 1940. WBIM is a registered investment adviser under the Investment Advisers Act of 1940. The Securities and Exchange Commission ("SEC") requires registered investment advisers to implement a proxy voting policy and procedures with respect to the voting of proxies for its advisory clients. Registered investment advisers are required to identify potential conflicts involved in the voting of proxies and meet specific recordkeeping and disclosure requirements. On June 30, 2014, the staff of the SEC Divisions of Investment Management and Corporation Finance issued Staff Legal Bulletin No. 20, which provides guidance on investment advisers' responsibilities in voting client proxies and retaining proxy advisory firms. This policy is intended to comply with the applicable rules of the DOL and the SEC.

General Policy

WBIM shall vote the proxies of its clients solely in the interest of their participants and beneficiaries and for the exclusive purpose of providing benefits to them. WBIM shall act with the care, skill, prudence and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims. WBIM is not responsible for voting proxies it does not receive. However, WBIM will make reasonable efforts to obtain missing proxies. For clients participating in a securities lending program via their custodian, WBIM will not be eligible to vote proxies for the portion of shares on loan.

WBIM has adopted the Voting Guidelines of an independent proxy advisory firm (the "Proxy Administrator")¹. All proxies are reviewed by the Proxy Administrator, subject to the requirement that all votes shall be cast solely in the best interest of the clients in their capacity as shareholders of a company. The Proxy Administrator votes the proxies according to the Voting Guidelines, which are designed to address matters typically arising in proxy votes. In instances where WBIM has implemented a client provided proxy voting policy, WBIM will vote in accordance with the client's policy at all times even if the client's policy is inconsistent with WBIM's vote. In the case when nominee voting is not allowed it may be impractical for WBIM to participate in those particular votes.

WBIM does not intend the Voting Guidelines to be exhaustive; hundreds of issues appear on proxy ballots and it is neither practical nor productive to fashion a guideline for each. Rather, the Voting Guidelines are intended to cover the most significant and frequent proxy issues that arise. For issues not covered or to be voted on a "Case-by-Case" basis by the Voting Guidelines, the Proxy Administrator will consult the Proxy Committee. The Proxy Committee will review the issues and will vote each proxy based on information from the company, our internal analysts and third party research sources, in the best interests of the clients in their capacity as shareholders of a company. The Proxy Committee consists of certain representatives from the Investment Management Department, including management, portfolio manager(s), analyst(s), operations, as well as a representative from the Compliance Department. The Proxy Committee reviews the Proxy Voting Policy and procedures annually and shall revise its guidelines as events warrant.

¹ WBIM has engaged Institutional Shareholder Services Inc. (ISS) to assist in the administration and voting of proxies. The complete Voting Guidelines (proxy voting policies) across all markets are available on ISS's website at: <https://www.issgovernance.com/policy-gateway/voting-policies/>

Conflicts of Interest Policy

WBIM is sensitive to conflicts of interest that may arise in the proxy decision-making process and has identified the following potential conflicts of interest:

- An affiliate of WBIM has received investment banking compensation from the company in the preceding 12 months or anticipates receiving investment banking compensation in the next three months
- A principal or employee of WBIM or an affiliate currently serves on the company's Board of Directors
- WBIM, its principals, employees and affiliates, in the aggregate, own 1% or more of the company's outstanding shares
- The Company is a client of WBIM

In the event that any of the above potential conflicts of interest arise, the Proxy Committee will vote all proxies for that company in the following manner:

- If our Voting Guidelines indicate a vote "For" or "Against" a specific issue WBIM will continue to vote according to the Voting Guidelines
- If our Voting Guidelines have no recommendation or indicate a vote on a "Case-by-Case" basis, WBIM will vote consistent with the voting recommendation provided by the Proxy Administrator

Oversight of Proxy Administrator

WBIM shall provide reasonable oversight of the Proxy Administrator. In providing oversight, WBIM will seek to ascertain whether the Proxy Administrator has the capacity and competency to adequately analyze proxy issues. Specific oversight responsibilities will include the following:

- On at least an annual basis, the Proxy Committee will assess:
 - The adequacy and quality of the proxy advisory firm's staffing and personnel
 - Assess whether the proxy advisory firm has robust policies and procedures that
 - Enable it to make proxy voting recommendations based on current and accurate information
 - Identify and address conflicts of interest relating to its voting recommendations
- WBIM personnel responsible for administration of proxy voting shall periodically review a random sample of votes recommended by the Proxy Administrator to ensure they are consistent with the Voting Guidelines and report any inconsistencies to the Proxy Committee
- WBIM personnel responsible for proxy voting shall periodically inquire whether the Proxy Administrator has learned that any recommendation was based on a material factual error, and, if so, WBIM shall investigate the error and evaluate whether the Proxy Administrator is taking steps to mitigate making such errors in the future and report any such errors, as well as their resolution to the Proxy committee
- WBIM personnel responsible for proxy voting shall require the Proxy Administrator to update on business changes that may impact the Proxy Administrator's capacity and competency to provide proxy voting advice or conflict of interest policies and procedures

International Markets and Share Blocking Policy

In some cases proxy votes cast by WBIM for clients may be rejected in certain markets. Some non-US markets have additional requirements for custodians in order to process votes in those market. Two specific cases include Power of Attorney documentation and Split Voting. Power of Attorney documentation authorizes a local agent to facilitate the voting instruction on behalf of the client in the local market. If the appropriate documentation is not available for use, a vote instruction may be rejected. Split Voting occurs when a custodian utilizes an omnibus account to aggregate multiple customer accounts for voting into a single voting record. If one portion of the holdings would like to vote in one manner ("FOR") and another portion would like to vote in another manner ("AGAINST"), the custodian needs to ensure they are authorized to split the vote for an agenda item in certain markets.

In international markets where share blocking applies, WBIM typically will not, but reserve the right to, vote proxies due to liquidity constraints. Share blocking is the "freezing" of shares for trading purposes at the custodian/sub-custodian bank level in order to vote proxies. Share blocking typically takes place between 1 and 20 days before an upcoming shareholder meeting, depending on the market. While shares are frozen, they may not be traded. Therefore, the potential exists for a pending trade to fail if trade settlement falls on a date during the blocking period. WBIM shall not subordinate the interests of participants and beneficiaries to unrelated objectives.

Recordkeeping and Disclosure

Pursuant to this policy, WBIM will retain: 1) the Proxy Voting Policy Statement and Procedures; 2) all proxy statements received regarding client securities 3) records of all votes cast on behalf of clients; 4) records of client requests for proxy voting information, and 5) any documents prepared by WBIM that are material to making a decision how to vote, or that memorialize the basis for the decision.

Upon a client's request to the Proxy Administrator, WBIM will make available to its clients a report on proxy votes cast on their behalf. These proxy-voting reports will demonstrate WBIM's compliance with its responsibilities and will facilitate clients' monitoring of how their securities were voted.

The Proxy Voting Policy Statement and Procedures will be provided with each advisory contract and will also be described and provided with WBIM's Form ADV, Part 2A.



Executive Summary

Global Proxy Voting Guidelines Updates and Process

2018 ISS Benchmark Policy Changes

Effective for Meetings on or after February 1, 2018

Published November 16, 2017

TABLE OF CONTENTS

SUMMARY OF ISS' POLICY DEVELOPMENT PROCESS.....	3
KEY STRENGTHS OF THE ISS POLICY DEVELOPMENT PROCESS.....	3
2017-2018 OUTREACH.....	3
Policy Surveys	3
Policy Roundtables/Feedback.....	4
Public Comment Period	5
AUSTRALIA POLICY UPDATE.....	5
Upcoming Milestones	6
SUMMARY OF POLICY UPDATES	6
AMERICAS POLICY UPDATES.....	7
EUROPEAN, MIDDLE EAST AND AFRICAN POLICY UPDATES.....	9
ASIA-PACIFIC POLICY UPDATES.....	11
APPENDIX	14
Summary of Comments from 2017 Comment Period for 2018 Policies.....	14

SUMMARY OF ISS' POLICY DEVELOPMENT PROCESS

Each year, ISS conducts a robust, inclusive, and transparent global policy review process to update the ISS benchmark proxy voting guidelines that will be used during the upcoming year.

The policy update process begins with an internal review of emerging issues, any regulatory changes and notable trends seen across global, regional or individual markets. Based on information gathered throughout the year (particularly feedback from investors and issuers during and after proxy season), ISS internal policy committees examine various governance and other voting topics across global markets. As part of this process, the policy team also examines relevant academic research, other empirical studies, and commentary by market participants. To gain insights from a broad range of market participants, ISS also conducts policy surveys, convenes roundtable discussions, and posts draft policy proposals for an open review and comment period. Based on this broad input and extensive review process, ISS' Global Policy Board reviews and approves the final policy updates for the following year. For most markets, updated policies announced in November of each year apply to meetings held on and after February 1 of the following year. Different timings apply to a small number of markets that have off-cycle main proxy seasons.

As part of the annual review process, ISS also works with institutional investor clients who utilize ISS in implementing their own customized approaches to proxy voting, or who may use various specialty (or thematic) policies. ISS helps clients to develop and implement their own voting policies based on their organizations' specific mandates and requirements, or who may wish to use specialized policies. ISS helps clients apply more than 400 specific custom policies that reflect clients' unique corporate governance philosophies and investment strategies. ISS solutions also include specialty policies for socially responsible investors, faith-based investors, Taft-Hartley funds and their external asset managers, and public employee pension funds. The research and vote recommendations issued under these policies look at different factors and may often differ from those under the ISS benchmark voting policies.

Key Strengths of the ISS Policy Development Process

Industry-Leading Transparency: ISS promotes openness and transparency in the development of its proxy voting policies and the application of these policies across all markets globally. A description of the policy development and application process, and copies of all ISS guidelines and a number of FAQ (Frequently Asked Questions) documents, appears on our website under the Policy Gateway section.

Robust Engagement with Industry Constituents: Listening to diverse viewpoints is critical to an effective policy review, development and application process. ISS' analysts regularly interact with institutional investors, company directors and other representatives, shareholder proposal proponents, and other parties to gain deeper insight into critical issues. This ongoing dialogue enriches our analysis and informs our recommendations to clients.

Global Expertise: ISS' policy development process is rooted in global expertise. ISS' network of global offices provides access to regional and local market experts for the Americas, EMEA (Europe/Middle East/Africa), and Asia-Pacific regions.

2017-2018 Outreach

Policy Surveys

On Aug. 3, 2017, ISS launched two policy surveys for 2017-2018. The survey questions were split into two for the first time. The initial high-level Governance Principles Survey covered a smaller number of high-level topics, including the "one-share, one vote" principle, board gender diversity, CEO pay ratio disclosures; and virtual versus physical shareholder meetings. This survey ran through August and closed on Aug. 31. A more detailed and geographically split Policy Application survey covered many topics including European board independence, U.S. director pay, and board

composition in Japan, remained open until Oct. 6 to allow respondents more time to consider the many issues raised. Both surveys were public and open to the entire issuer and investor communities, as well as attracting input from a range of other governance stakeholders.

ISS received 602 total responses to the Governance Principles survey, which represents an increase of 37 percent from the previous year's single survey. Of these, 129 responses were from institutional investors and organizations representing them, which represents an 8 percent increase from last year. 469 responses were from members of the corporate community (including companies, consultants/advisors to companies, corporate directors, and other trade organizations representing companies), with the remainder of responses being from academics, non-profit organizations, and other governance stakeholders. As in past years, the largest number of respondents – more than 400 in all – were from organizations based in the United States, with 51 from groups based in Canada, and 84 from groups based in Europe and the U.K.

Regarding the Policy Application Survey, ISS received 328 total responses, of which 77 were from institutional investors and organizations representing them, and 251 from members of the corporate community, including companies, consultants/advisors to companies, corporate directors, and other organizations representing companies. Respondents were based across the globe, with the bulk located in the U.S. (200), Europe (55) and Canada (30).

Policy Roundtables/Feedback

ISS also held various policy roundtables and group discussions on many topics that pertain to the U.S., Canadian, European, Japanese, Asian and Australasian markets.

In the U.S., ISS held four roundtable discussions with various market constituents as follows:

- › On Sept. 28, 2017, a telephonic roundtable with institutional investors and an academic covered pay ratio disclosure, metric adjustments and non-GAAP metrics, responsiveness to low say-on-pay support, and compensation disclosure by foreign private issuers.
- › On Oct. 10 and 12, in-person roundtables with institutional investors in New York City and Boston, respectively, covered the "one share, one vote" principle; gender diversity on boards; gender pay disparities; pay-for-performance quantitative screens and realizable pay; CEO/employee pay ratios; virtual shareholder meetings; and issues related to cross-market companies.
- › On Oct. 23, 2017, a telephonic roundtable with institutional investors and corporate directors covered ISS' adverse recommendations on directors in connection with problematic governance provisions adopted by companies at the time of IPO that limit shareholders' ability to amend the company's bylaws; acceptable cures and sunset provisions for limitations on shareholders' ability to amend bylaws and problematic capital structures at IPO; board gender diversity; and board risk oversight.

In Canada, ISS held a telephonic roundtable discussion on Aug. 24, 2017 with institutional investors, which covered board gender diversity and the importance of engagement in connection with shareholder proposals. Also, on Oct. 26, an in-person roundtable discussion with institutional investors was held in Toronto, which covered board gender diversity, virtual shareholder meetings, and CEO/employee pay ratios.

In Europe, three separate in-person roundtable discussions were held with institutional investors in September.

- › ISS held policy roundtable discussions with institutional investors in London and Edinburgh on Sept. 12 and 14, respectively, covering virtual shareholder meetings, restricted share compensation plans, board gender diversity, combined CEO/chair role, and E&S topics, amongst other topics applicable to the UK and other markets.

- › On Sept. 13, 2017, ISS held a policy roundtable discussion with institutional investors in Paris covering combined CEO/chair role and board gender diversity, amongst other topics, applicable to France and other markets.

In Japan, instead of roundtable discussions, one-on-one meetings were held with 13 institutional investors over the July to September time period to discuss board composition, director independence, and poison pills, among other topics applicable to Japan.

In addition, ISS held numerous one-on-one and other discussions throughout the year with institutional investors, issuers, and other stakeholders in the U.S., Canada, Brazil, UK, Continental Europe, Japan, Asia and Australia.

Public Comment Period

On Oct. 26, ISS opened its public comment period on proposed policy changes and invited institutional investors, corporate issuers, and other industry constituents to comment on proposed changes to ISS' 2018 proxy voting policies on select topics. The comment period, which ran through Nov. 9, sought feedback on 13 proposed updates to ISS' benchmark policy guidelines. The draft policy updates for the U.S. market addressed non-employee director pay and poison pills, and shareholder proposals on gender pay gaps. For Canada, feedback was sought on proposed policy changes on director overboarding limits, and board gender diversity with respect to director elections at TSX-listed companies. For UK and Continental Europe, feedback was sought on policy updates related to general share issuance request proposals and board independence at smaller companies. Other draft policies put out for comment covered the treatment of virtual/hybrid meeting proposals (within the UK/Ireland and European voting policies) and extending ISS' existing European policy on director overboarding to the Nordic markets. For Asia-Pacific markets, the proposed policies included: the treatment of outside directors and poison pill proposals in Japan; the handling of Chinese communist party committee proposals in China and Hong Kong; and the approach to pricing limits for share repurchase proposals in Singapore.

As of Nov. 13, ISS received a total of 43 comments: 15 from institutional investors/investor groups, four from law firms/attorneys, one from a compensation consultant, one from a private investor, and the remainder from other non-investors of which the corporate issuer community comprised the majority. A summary of the comments is included in the Appendix. Comments from respondents who did not request confidentiality are posted on ISS' website under the Policy Gateway.

Australia Policy Update

In October 2017, ISS updated its Australia policy guidelines, providing clarity on the policy and approach for meetings on or after Oct. 1, 2017. Policy updates included the following:

- › Confirming that the newly-introduced ISS Quantitative Pay-for-Performance Evaluations will (where relevant) be taken into account in the assessment of executive remuneration, including the alignment of CEO pay with company financial performance and returns for shareholders;
- › Clarifying an adverse recommendation on the approval of the remuneration report where the company has failed to put a long-term incentive grant to a vote of shareholders;
- › Clarifying that case-by-case evaluations of resolutions seeking shareholder approval of related-party transactions include consideration of the steps taken by the company to ensure a vote by and approval from shareholders not tied to the transaction; and
- › Memorializing that case-by-case evaluations of contested director elections include considerations of company performance relative to peers, strategy of the incumbents versus the dissidents, any evidence of management entrenchment, the governance profile of the company, director nominee experience and skills, and any other relevant factors.

A copy of the 2017-2018 Australia Proxy Voting Guidelines can be found [here](#).

Upcoming Milestones

December 2017:

- › ISS will release and publish on its website a complete set of updated policies (in full and/or summary form).
- › ISS will release and publish on its website updated Frequently Asked Questions ("FAQ") documents on certain U.S. policies.

January-February 2018:

- › *January*: ISS will evaluate new U.S. shareholder proposals anticipated for 2018 and update its U.S. Summary Proxy Voting Guidelines accordingly.
- › *February 1*: 2018 Global Policy Updates will take effect for meetings that occur on or after this date.

SUMMARY OF POLICY UPDATES

ISS' Global Benchmark Proxy Voting Guidelines consider global and market-specific regulation and best practices (such as listing rules, regulation, codes of best practice, etc.), transparency, and also benefit from direct input from institutional investor clients and other market constituents in addressing topics such as board structure, director accountability, corporate governance standards, executive compensation, shareholder rights, corporate transactions, and social/environmental issues. The updates contained in this document reflect changes to proxy voting policies within ISS's three research regions – the Americas, EMEA (Europe/Middle East/Africa), and Asia-Pacific. These changes have been based on significant engagement and outreach with multiple constituents, along with a thorough analysis of regulatory changes, best practices, emerging and voting trends, and academic research.

The 2018 policy updates are grouped by region with separate documents addressing Americas, EMEA, and Asia-Pacific policy changes. The full updates are available through the [ISS Policy Gateway](#). The policy updates for the upcoming year include:

- › Director Elections – Non-employee director pay (U.S.)
- › Director Elections – Poison pills (U.S.)
- › Shareholder Proposals - Gender Pay Gap Shareholder Proposals (U.S.)
- › Director Elections – Board gender diversity (Canada)
- › Director Elections – Overboarding (Canada)
- › General Share Issuance Requests (Europe)
- › Director Elections – Board independence at non-widely held companies (Europe)
- › Virtual/Hybrid Meeting Proposals (UK/Ireland and Europe)
- › Director Elections – Overboarding (Europe – Nordics Region)
- › Director Elections - Outside directors (Japan)
- › Poison Pill Proposals (Japan)
- › Chinese Communist Party Committee Proposals (China, HK)
- › Pricing Limits for Share Repurchase Proposals (Singapore)

The full text of the updates, along with detailed results from the policy surveys and posted comments during the open comment period, are all available on ISS' website under the Policy Gateway.

The ISS 2018 Global Policy Updates will be effective for meetings that occur on or after Feb. 1, 2018.

The main updates are summarized below.

Americas Policy Updates

Director Elections - Non-Employee Director Pay – US

Non-employee director (NED) compensation has drawn the corporate governance spotlight in recent years. As director pay has risen, investors have shown a growing interest in assessing the magnitude of boardroom compensation and the structure of these pay packages. Some investors have gone a step further by directly challenging director pay via proxy contests or legal actions. Although NED pay magnitude varies by company size and industry, ISS has identified some extreme outliers that pay directors substantially more than their peer companies without providing a clear explanation for these discrepancies. Investor respondents to ISS' 2017-2018 Policy Application Survey indicated a strong preference for the consideration of adverse vote recommendations where a pattern of excessive NED pay levels at a company has been identified.

Accordingly, ISS is introducing a policy that provides for adverse vote recommendations for board/ committee members who are responsible for approving/setting NED compensation when there is a recurring pattern (i.e. two or more consecutive years) of excessive NED pay magnitude without a compelling rationale or other mitigating factors.

The new policy update will not impact vote recommendations in 2018. Going forward, negative recommendations would be triggered only after a pattern of excessive NED pay is identified in consecutive years.

Director Elections – Poison Pills – US

ISS' current policy on director elections where the board adopted or renewed a poison pill that was not approved by shareholders has several areas of focus:

- › Pills with “deadhand” or “slowhand” features: These provisions make it difficult to redeem a pill if a majority of the board does not consist of continuing directors or their nominees. Once common, ISS now tracks only five deadhand or slowhand pills among publicly-traded companies. ISS recommends in these cases against the full slate of directors every year.
- › Pills with terms greater than one year (long-term pill): Adverse recommendations depend on whether the board is annually-elected or classified. ISS recommends against all nominees every year if the board is classified, but, if the board is annually elected, only once every three years. A company with a newly-adopted pill could be exempt from adverse vote recommendations by making a commitment to put the pill to a binding shareholder vote at the next year's AGM.
- › The current policy was put into place Nov. 19, 2009. Boards that adopted pills adopted prior to that date were grandfathered from the policy and do not receive adverse vote recommendations.
- › Lastly, the adoption (not the renewal) of a pill with a term of one year or less is considered on a case-by-case basis and generally does not cause an against recommendation on the board if there was a compelling rationale for its adoption and the company has a generally good governance track record.

Under the updated policy, ISS will recommend against all board nominees, every year, at a company that maintains a long-term poison pill that has not been approved by shareholders. Therefore, members of annually-elected boards would receive adverse recommendations on an annual basis, rather than every three years. Commitments to put a long-term pill to a vote the following year would no longer be considered a mitigating factor. Boards with 10-year pills currently grandfathered from 2009 would no longer be exempt and would receive against recommendations. With the sunset of grandfathering, there will also be no need to have a separate policy regarding deadhand or slowhand

features since the few remaining deadhand/slowhand pills are non-shareholder approved and would be covered under the updated policy.

Short-term pill adoptions would continue to be assessed on a case-by-case basis, but the updated policy would focus more on the rationale for their adoption than on the company's governance and track record. Renewals or extensions of an existing pill, as is the case under the current policy, will not receive the case-by-case assessment.

The intent of the updated policy is to simplify ISS' approach to poison pills, and to strengthen the principle that poison pills should be approved by shareholders in a timely fashion.

Shareholder Proposals - Gender Pay Gap – US

ISS is introducing a new policy to address shareholder proposals related to gender pay gaps, specifically on requests for reports on a company's pay data by gender, or a report on a company's policies and goals to reduce any existing gender pay gaps. Under the policy, ISS will evaluate these proposals on a case-by-case basis taking into account the following factors:

- › The company's current policies and disclosures related to both its diversity and inclusion policies and practices;
- › The company's compensation philosophy and use of fair and equitable compensation practices;
- › Whether the company has been the subject of recent controversies, litigation or regulatory actions related to gender pay gap issues; and
- › Whether the company's reporting regarding gender pay gap policies or initiatives lags its peers.

The new policy provides more clarity regarding ISS' approach to gender pay gap proposals as the number of shareholder proposals filed on the topic is likely to grow.

Director Elections – Board Gender Diversity – Canada

ISS is introducing a new policy on board gender diversity that will be applicable in 2018 to S&P/TSX Composite Index companies and in 2019 to non-Composite Index issuers. Under the new policy, if: i) a company has not adopted a formal written gender diversity policy*; and ii) no female directors serve on its board; then ISS will generally recommend withhold votes for the Chair of the Nominating Committee or the chair of the committee designated with the responsibility of a nominating committee, or the chair of the board if no nominating committee has been identified or no chair of such committee has been identified. This policy will not apply to companies with four or fewer directors, to companies that have become publicly-listed within the current or prior fiscal year or companies that have graduated from the TSX Venture exchange within the current or prior fiscal year.

**Per the disclosure requirements by the Canadian Securities Regulators, the issuer should disclose whether it has adopted a written policy relating to the identification and nomination of women directors. The policy, if adopted, should provide a short summary of its objectives and key provisions; describe the measures taken to ensure that the policy has been effectively implemented; disclose annual and cumulative progress by the issuer in achieving the objectives of the policy, and whether and, if so, how the board or its nominating committee measures the effectiveness of the policy.*

A robust gender diversity policy should include a clear commitment to increase board gender diversity. Legal boilerplate or contradictory language may result in withhold votes for directors. The gender diversity policy should include measurable goals and/or targets denoting a firm commitment to increasing board gender diversity within a reasonable period of time. When determining a company's commitment to board gender diversity, consideration will also be given to the board's disclosed approach to considering gender diversity in executive officer positions and stated goals or targets or programs and processes for advancing women in executive officer roles, and how the success of such programs and processes is monitored.

The new ISS policy aligns with institutional investor expectations and recommended best market practices in Canada with respect to board gender diversity. Further, based on feedback received during the 2017 comment period, a one-year transition period on the new policy is being implemented for non-Composite Index companies in order to give smaller TSX-listed companies time to adopt meaningful policies and make board changes as necessary. Therefore, ISS will not implement the policy for these smaller non-Composite Index companies until February 2019.

Director Overboarding – Canada

Under the current ISS policy, directors who are not CEOs of public companies are considered overboarded if they serve on more than four public company boards, while directors who are also CEOs of public companies are considered overboarded if they serve on more than one outside public company board in addition to the board of the company on which they serve as CEO.

Once an overboarded director has been identified, an adverse voting recommendation is then only issued under the current policy when the director has attended less than 75 percent of his/her respective board and committee meetings held within the past year without a valid reason for these absences.

Under the updated policy, director attendance will no longer be a factor in the analysis and the overboarded limits will be adjusted. After a one-year transition period to February 2019, ISS would generally recommend voting withhold for non-CEO director nominees who sit on more than five public company boards, and recommend voting withhold for CEO director nominees at their outside boards, where they sit on the board of more than two public companies besides the company for which they serve as CEO. Additionally, although a CEO's subsidiary boards will be counted as separate boards, ISS will not recommend a withhold vote for the CEO of a parent company board or any of the controlled (>50 percent ownership) subsidiaries of that parent, but may do so at subsidiaries that are less than 50 percent controlled and boards outside the parent/subsidiary relationship.

The removal of the attendance factor from the overboarding policy combined with revised overboarding thresholds will further align Canadian ISS policy with feedback received from Canadian institutional investors during roundtable discussions and one-on-one policy outreach meetings. In response to concerns raised by several institutional investors and other commenters during the 2017 comment period, with respect to the impact on Canadian incorporated companies dual-listed in both Canada and the U.S., the overboarding thresholds were raised to align with those established under the U.S. policy. Under the U.S. policy, ISS will generally recommend a vote against or withhold from individual directors who serve on more than five public company boards; or are CEOs of public companies who serve on the boards of more than two public companies besides their own-withholding only at their outside boards.

European, Middle East and African Policy Updates

General Share Issuance Request Proposals – Europe

Under the current ISS European Benchmark Voting Guidelines, ISS generally recommends in favor of general issuance requests without pre-emptive rights of no more than 20 percent of a company's issued share capital for Continental European companies (dropping to 10 percent in France). For general issuance requests with pre-emptive rights, ISS' current approach is to generally recommend in favor of issuance requests of no more than 100 percent (dropping to 50 percent in France) of a company's issued share capital.

The updated policy would, after a one-year transition period to February 2019, tighten the potential dilution limits for general share issuance requests in Continental Europe to 10 percent without preemptive rights and 50 percent with preemptive rights, respectively.

Many institutional investors have tightened their internal voting guidelines and a growing number of them only support general share issuances if the maximum dilution is 10 percent without preemptive rights or 50 percent with preemptive rights. Notably, investors in larger European markets like the UK, France, or Germany already follow this stricter approach, and many other European investors apply stricter limits as well. Therefore, the European policy is being updated to reflect these trends.

Director Elections – Board Independence at Non-Widely Held Companies – Europe

Under the current ISS European Benchmark Voting Guidelines, some smaller companies (i.e. "non-widely held" firms) are currently exempt from the main voting policy on board independence. Many European codes of best practice, however, now recommend that small companies maintain a minimum level of board independence. Many codes do not make any distinction in terms of size, implying that all companies should be subject to the same regime. Where specific thresholds are present, board independence requirements in European codes are generally expressed either by a minimum number (ranging from one to three independent members) or by a minimum proportion (ranging from 1/6th to 50 percent of the board).

ISS is introducing a new board independence policy for non-widely held companies intended to align with investors' views and evolving expectations in many European markets. Under the new policy, ISS would consider the minimum sufficient board independence to be one-third, and would generally recommend against the election or reelection of non-independent directors at non-widely held companies (excluding the CEO) if the overall level of board independence is less than one-third. The new policy would come into effect in February 2019 following a one-year transition period.

According to ISS' 2017-2018 Policy Application Survey, significant majorities of both corporate and investor respondents consider that board independence should be taken into account in non-widely held companies when evaluating director elections.

Virtual/Hybrid Meeting Proposals – UK/Ireland and Europe

ISS is introducing a new policy to the UK/Ireland and European Benchmark Voting Guidelines to generally recommend voting for proposals that allow for the convening of hybrid (both physical and electronic/on-line) shareholder meetings, and will generally recommend against proposals that allow for the convening of virtual-only shareholder meetings. The term "virtual-only shareholder meeting" refers to a meeting of shareholders that is held exclusively through the use of online technology without a corresponding physical, in-person meeting. The term "hybrid shareholder meeting" refers to a physical, in-person meeting in which shareholders are also permitted to participate online.

In ISS' 2017-2018 Governance Principles Survey, investor respondents were largely supportive of hybrid shareholder meetings. Investor respondents were less supportive of virtual-only meetings however, with a majority indicating that virtual-only meetings merited support only if they provide the same shareholder rights as a physical meeting.

The intent of the policy is to align the UK/Ireland and European Voting Guidelines with emerging investor views on this topic.

Director Overboarding – Europe – Nordics Region

In the current ISS European Benchmark Voting Guidelines, the Nordic markets are exempt from the general policy related to service on an excessive number of corporate boards ("overboarding"), due to long-standing market practices that bundle the elections of all nominees into a single ballot item.

ISS is updating its European overboarding policy, and extending it to the Nordic markets. Under the new policy, ISS will generally recommend a vote against a candidate when s/he holds an excessive number of board appointments as defined by the following guidelines:

- › Any person who holds more than five mandates at listed companies will be classified as overboarded. For the purposes of calculating this limit, a non-executive directorship counts as one mandate, a non-executive chairmanship counts as two mandates, and a position as executive director (or a comparable role) is counted as three mandates.
- › Also, any person who holds the position of executive director (or a comparable role) at one company and a non executive chairman at a different company will be classified as overboarded.

The inclusion of the four Nordic markets: Denmark, Finland, Norway and Sweden in this policy update was prompted by (i) moves by main index companies in the Danish, Norwegian, and Swedish markets to unbundle director elections, (ii) recommendations on overboarding in Norwegian, Danish, and Finnish corporate governance codes and (iii) rising investor support for applying the overboarding policy at companies with bundled director elections.

Please also see other updates to the Europe overboarding policy in the 2018 EMEA Proxy Voting Guidelines Updates document.

Asia-Pacific Policy Updates

Director Elections - Outside Directors – Japan

Corporate governance in Japan has historically been criticized for lack of outside director oversight, but the presence of outside directors on Japanese boards has increased in recent years. Especially notable is the pace at which companies are adding outside directors. The trend is especially prominent for companies employing one of the two governance structures featuring committees: the U.S.-type three-committee structure and the board with audit committee structure.

Against this backdrop, ISS is introducing a new policy, which aims to reflect the accelerating trend and recognises that the level of outside directors is increasingly being held to standards comparable to global peers. Under the new policy, ISS will recommend a vote against top executive(s) if at least one-third of the board members, after the shareholder meeting, will not be outside directors.

This new policy does not factor in the independence of outside directors. While independence is conceptually important, it was considered that an over emphasis on independence at this stage in Japan's corporate governance development might prompt companies to recruit individuals who have little or no business backgrounds as board members. Although one or two outside directors with limited business backgrounds may be acceptable, a board where individuals with limited business experience or qualifications occupy all of the outside director posts is not ideal.

The new policy applicable to companies with a three-committee structure or with an audit committee structure would come into effect in February 2019 following a one-year transition period.

Poison Pill Proposals – Japan

Under the current policy, ISS generally recommends a vote against the approval of takeover defense plans (poison pills), unless certain necessary conditions apply as follows:

- › Independent directors who meet ISS guidelines on attendance comprise at least 1/3 of the board after the shareholder meeting;

- › The number of independent directors who meet ISS guidelines on attendance is at least two after the shareholder meeting;
- › The directors are subject to annual election;
- › The bid evaluation committee is composed entirely of independent directors, or independent statutory auditors, who meet ISS guidelines on attendance;
- › The trigger threshold is set at no less than 20 percent of shares outstanding;
- › The duration of the poison pill does not exceed three years;
- › There are no other protective or entrenchment tools that can serve as takeover defenses, including blocking stakes held by management-friendly shareholders, or setting the maximum board size to the actual board size to eliminate vacant seats, or tightening of procedures for removing a director from office; and
- › The company posts its proxy circular on the stock exchange website at least four weeks prior to the meeting, to give shareholders sufficient time to study the details of the proposal and question management about them.

Pill proposals are analyzed in two stages in Japan. The first stage examines the necessary conditions listed above that must all be met before ISS will consider supporting the adoption of a pill. When all necessary conditions are met in the first stage, a second-stage, case-by-case analysis examines the company's actual vulnerability to a hostile takeover and other issues.

The policy update adds as a first-stage necessary condition that the pill's total duration does not exceed three years. Absent this condition, the evaluation of the pill proposal will not progress to the second stage of the analysis. The pill's total duration is defined as the sum of the number of years the company has had a pill in place and the number of years the proposed pill will be effective.

The policy update is intended to communicate that companies should not routinely renew pills, so that they do not turn into management entrenchment tools, and is intended to accelerate the market's current pill abolition trend.

Chinese Communist Party Committee Proposals – China, HK

The Chinese Communist Party (CCP or Party) and Chinese Company Law have long imposed a requirement for state-owned enterprises (SOEs) to establish a Party Committee to facilitate Party activities and the implementation of government policies. By law, all Chinese SOEs shall have a Party secretary as the chairman of the board. A 2015 Party Directive added the requirement that SOEs include language relating to the Party Committee in their Articles of Incorporation (Articles).

The 2015 Party Directive neither stipulates a timeframe by which SOEs must amend their Articles, nor does it specify any penalties for failure to do so. If the resolution fails to receive shareholder approval, the company may revise the proposal and resubmit it for shareholder vote.

No law or regulation explicitly grants the Party Committee the authority to override a corporate board that is legitimately set up by shareholders, and the board has full discretion over how the Articles are amended to reflect the requirements stipulated by the Party Directive.

Party Committees raise issues about potential conflicts of interest. Party Committees' members are not necessarily directors elected by shareholders and, as such, they are generally not accountable to shareholders. Most companies neither delineate the responsibilities of the Party Committee from those of the corporate board of directors or its key committees, nor specify clearly the actual interaction between the two entities when making material decisions. Disclosures about the actions of these committees and their members are not transparent.

Many institutional investors and other market participants favor a more exacting approach to these article and/or bylaw amendments to establish, or formalize the existence of, a Chinese Communist Party Committee at listed companies.

Accordingly, ISS is introducing a new policy to generally recommend a vote against article and/or bylaw amendments regarding Party Committees where the proposed amendments lack transparency or are not considered to adequately provide for board accountability and transparency to shareholders.

The new policy is being established due to the increasing number of such proposals.

Pricing Limits in Share Repurchase Proposals - Singapore

Under the current policy for Singapore, ISS generally recommends a vote for resolutions authorizing the company to repurchase its own shares.

Under Singapore Exchange rules, the premium at which market share repurchases can be made is limited to a price not more than 5 percent above the average closing market price over the five trading days before the repurchase. However, there are no rules regarding the premium allowed for off-market share repurchases.

Share repurchases at excessive premiums could prove costly to the company and lead to the deterioration of shareholder value. The introduction of price ceilings for share repurchases would limit potential abuses of the mandate, such as the buyback of shares from a related-party shareholder at an above-market price.

The adoption of share price limits would generally align the ISS Singapore policy with the viewpoints expressed by institutional investors during the ISS policy development process.

Accordingly, the updated policy for share repurchase plans takes into consideration the premium paid on repurchases. Under the updated policy, ISS will generally recommend a vote for resolutions authorizing the company to repurchase its own shares, unless the premium over the average trading price of the shares as implied by the maximum price paid exceeds 5 percent for on-market and/or off-market repurchases.

The updated policy will only apply to on-market and/or off-market share repurchase mandates. Repurchases under exceptional circumstances, such as one-off company specific events, would be assessed case-by-case based on their merits.

APPENDIX

Summary of Comments from 2017 Comment Period for 2018 Policies

The comment period is an important part of ISS' policy development process, and which provides an opportunity for consideration of feedback on proposed ISS key policy changes from institutional investors, corporate issuers, and other market constituents.

The majority of public comments in this policy cycle were related to the proposed policy changes regarding director overboarding and board gender diversity in Canada. Investor comments regarding the Canadian overboarding policy indicated support for the removal of the director attendance factor from the current policy. However, several institutional investors and other commenters raised concerns that the proposed policy's board service thresholds to determine overboarding would lead to conflicting requirements for Canadian incorporated companies that are dual-listed in both Canada and the U.S. In response to these concerns, this proposed policy was revised to conform the Canadian overboarding thresholds with those in the current U.S. policy. Commenters also requested that subsidiary boards (greater than 50 percent owned) upon which the parent company CEO serves, be exempted when determining the vote recommendation for the CEO under this policy, which further aligns the Canadian overboarding policy with the approach under the current U.S. policy.

As with director overboarding in Canada, investor commenters were supportive of the proposed Canadian board gender diversity policy. However, investor commenters confirmed a preference to give smaller non-TSX composite companies a grace period to improve their disclosures and board recruitment practices. Therefore, a one-year transition period on the proposed policy is being implemented for non-Composite Index companies in order to give smaller TSX-listed companies time to adopt meaningful policies and make board changes as necessary. ISS will not implement the policy for these smaller non-Composite Index companies until February 2019.

On the matter of director elections vis-à-vis non-employee director pay in the U.S., investor commenters indicated support of the proposed new policy. Non-investor comments indicated concern about how ISS would quantify "large" pay magnitude. While one investor indicated support for the new policy, it believes adverse recommendations on directors for this basis are only warranted in "extreme" circumstances."

With respect to the proposed U.S. policy related to poison pills, comments from investors generally indicated support of the proposed policy. While a few investor comments indicated that ISS should not continue to grandfather the directors whose board adopted 10-year pills back in 2008 and 2009 given that these pills will expire under their terms over the next few years, several non-investors urged ISS to continue to grandfather those directors.

Regarding gender pay gap proposals in the U.S., comments from investors indicated broad investor support in principle. One investor commenter indicated ISS should evaluate what stage of its lifecycle a company is in when determining vote recommendations on the proposals.

For proposed European policies related to general share issuance requests, non-investor comments opposed the changes, particularly the lowering of the threshold from 20 percent to 10 percent of issued share capital for share issuances without preemptive rights. Mixed comments were received from investors on the change. Whereas one investor supported the lowering of the thresholds from 20 percent to 10 percent for issuances without preemptive rights as well as from 100 percent to 50 percent of issued share capital for issuances with preemptive rights, another investor did not support the lowering of the thresholds in either case, while yet another investor supported the reduction in thresholds for issuances without preemptive rights but did not support the reduction in thresholds for issuances with preemptive rights. Some commenters urged ISS to consider special carve-outs for certain industries.

Regarding the proposed new policy on virtual/hybrid shareholder meeting proposals (within the UK/Ireland and Europe voting policies), most of the investor comments and several non-investor comments indicated support of the proposed policy to generally recommend against proposals that allow for virtual-only meetings.

On the proposed policy update regarding poison pill proposals in Japan, a few investor comments indicated support. However, there were mixed investor comments on the proposed new policy regarding treatment of outside directors (i.e., the requirement that at least one-third of the board should comprise outside directors applicable to companies with three committees or with an audit committee after a one-year transition period, to avoid adverse ISS recommendations for top executives). Several investors indicated support for the new policy while others questioned whether a higher level (e.g., 50 percent) of the board should comprise outside directors.

A limited number of comments were received on proposed policy updates related to the European policy on director elections vis-à-vis board independence at non-widely-held companies and the application of ISS' existing European policy on director overboarding to the Nordic markets. Among those investor comments, support was generally indicated for those proposed policy updates.

A limited number of comments were also received on the proposed new policy on Chinese communist party committees at companies in China and Hong Kong and the proposed updated policy on pricing limits for share repurchase proposals in Singapore. Among comments on the proposed policy regarding communist party committee proposals (China/HK), investors who had a view supported the proposed policy. With respect to the proposed updated policy on share repurchase pricing limits (Singapore), the few investor comments indicated support for the proposed updated policy.

This document and all of the information contained in it, including without limitation all text, data, graphs, and charts (collectively, the "Information") is the property of Institutional Shareholder Services Inc. (ISS), its subsidiaries, or, in some cases third party suppliers.

The Information has not been submitted to, nor received approval from, the United States Securities and Exchange Commission or any other regulatory body. None of the Information constitutes an offer to sell (or a solicitation of an offer to buy), or a promotion or recommendation of, any security, financial product or other investment vehicle or any trading strategy, and ISS does not endorse, approve, or otherwise express any opinion regarding any issuer, securities, financial products or instruments or trading strategies.

The user of the Information assumes the entire risk of any use it may make or permit to be made of the Information.

ISS MAKES NO EXPRESS OR IMPLIED WARRANTIES OR REPRESENTATIONS WITH RESPECT TO THE INFORMATION AND EXPRESSLY DISCLAIMS ALL IMPLIED WARRANTIES (INCLUDING, WITHOUT LIMITATION, ANY IMPLIED WARRANTIES OF ORIGINALITY, ACCURACY, TIMELINESS, NON-INFRINGEMENT, COMPLETENESS, MERCHANTABILITY, AND FITNESS for A PARTICULAR PURPOSE) WITH RESPECT TO ANY OF THE INFORMATION.

Without limiting any of the foregoing and to the maximum extent permitted by law, in no event shall ISS have any liability regarding any of the Information for any direct, indirect, special, punitive, consequential (including lost profits), or any other damages even if notified of the possibility of such damages. The foregoing shall not exclude or limit any liability that may not by applicable law be excluded or limited.



The Global Leader In Corporate Governance

www.issgovernance.com