

**Please note: This PDF document is intended for use with program sponsors and clients that access investment management portfolios for which Martin Currie Inc. serves as sub-adviser through Legg Mason Private Portfolio Group, LLC.**

**This PDF document contains the following documents:**

1. Legg Mason Private Portfolio Group, LLC
  - Form ADV Part 2A Brochure (June 27, 2019)
2. Martin Currie Inc.
  - Form ADV Part 2A Brochure (June 28, 2019)
  - Form ADV Part 2B Supplements

**Legg Mason Private Portfolio Group, LLC - Form ADV Part 2A  
Brochure (June 27, 2019)**

## Form ADV Disclosure Brochure

June 27, 2019

Legg Mason Private Portfolio Group, LLC  
620 8th Avenue  
New York, NY 10018  
(212) 805-2000

This brochure is a Form ADV disclosure document of Legg Mason Private Portfolio Group, LLC (“LMPPG”).

This brochure is for clients that select, or are considering selecting, investment management portfolios that LMPPG makes available in investment programs sponsored by certain unaffiliated financial firms (“Sponsor Firms”) and for which one of the following affiliated subadvisers (“Subadvisers”) serves as subadviser:

Martin Currie Inc. (“Martin Currie”)  
QS Investors, LLC (“QS Investors”)  
RARE Infrastructure (North America) Pty Limited (“RARE”)  
Royce & Associates, L.P. (“Royce”)

This brochure provides information about the qualifications and business practices of LMPPG. Information concerning investment management portfolios that LMPPG, together with a Subadviser, makes available in investment programs sponsored by Sponsor Firms, as well as information concerning the qualifications and business practices of such Subadviser, is contained in such Subadviser’s separate Form ADV disclosure document. LMPPG and the Subadvisers are wholly-owned subsidiaries of Legg Mason, Inc. (“Legg Mason”).

This brochure provides information about the qualifications and business practices of Legg Mason Private Portfolio Group, LLC. If you have questions about the contents of this brochure, please contact us at (212) 805-2000. The information in this brochure has not been approved or verified by the U.S. Securities and Exchange Commission (“SEC”) or by any state securities authority.

Additional information about Legg Mason Private Portfolio Group, LLC is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Investment adviser registration does not imply a certain level of skill or training.

## Item 2

### **MATERIAL CHANGES**

While there are no material changes to report, the following is a summary of the updates, enhancements and clarifications that have been made to the brochure since the December 6, 2018 version of the brochure:

- The brochure reflects the addition of RARE Infrastructure (North America) Pty Limited (“RARE”) as an additional Sub-Adviser to LMPPG and the addition of RARE Global Infrastructure portfolios as available portfolios.
- The brochure reflects the addition of Royce & Associates, L.P. (“Royce”) as an additional Sub-Adviser to LMPPG and the addition of Royce Premier portfolios as available portfolios.
- In Item 12, the brochure clarifies how LMPPG’s traders will handle situations in which LMPPG receives orders for the same security with respect to multiple investment models.

Item 3

## TABLE OF CONTENTS

Item 1 – COVER PAGE .....	1
Item 2 – MATERIAL CHANGES .....	2
Item 3 – TABLE OF CONTENTS .....	3
Item 4 – ADVISORY BUSINESS .....	5
A. <i>LMPPG</i> .....	5
B. <i>Subadvisers</i> .....	5
C. <i>Wrap Fee Programs</i> .....	5
D. <i>Individual Client Needs</i> .....	6
Item 5 – FEES AND COMPENSATION .....	8
A. <i>Compensation of LMPPG and the Subadvisers</i> .....	8
B. <i>Other Fees and Expenses</i> .....	11
Item 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT .....	12
A. <i>Performance-Based Fees and Side-by-Side Management</i> .....	12
B. <i>Additional Side-by-Side Management Information</i> .....	12
Item 7 – TYPES OF CLIENTS .....	13
A. <i>Clients</i> .....	13
B. <i>Investment Minimums</i> .....	13
Item 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS .....	14
A. <i>Investment Management Portfolios</i> .....	14
B. <i>Certain Additional Information</i> .....	15
Item 9 – DISCIPLINARY INFORMATION .....	17
Item 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS .....	18
A. <i>Certain Arrangements and Relationships with Affiliates</i> .....	18
B. <i>LMPPG: Commodity Law-Related Status</i> .....	18
C. <i>Subadvisers</i> .....	18
Item 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING .....	19
A. <i>LMPPG</i> .....	19
B. <i>Discussion of Potential Conflicts of Interest Associated with Employee Personal Trading</i> .....	19
C. <i>Other Potential Conflicts of Interest</i> .....	20
D. <i>Subadvisers</i> .....	20
Item 12 – BROKERAGE PRACTICES .....	21
A. <i>LMPPG</i> .....	21
B. <i>Subadvisers</i> .....	25
C. <i>Error Policies</i> .....	25

<b>Item 13 – REVIEW OF ACCOUNTS.....</b>	<b>26</b>
<b>A. LMPPG-Implemented Programs.....</b>	<b>26</b>
<b>B. Discretionary Model Programs and Non-Discretionary Model Programs .....</b>	<b>26</b>
<b>Item 14 – CLIENT REFERRALS AND OTHER COMPENSATION .....</b>	<b>27</b>
<b>Item 15 – CUSTODY .....</b>	<b>28</b>
<b>Item 16 – INVESTMENT DISCRETION .....</b>	<b>29</b>
<b>Item 17 – VOTING CLIENT SECURITIES .....</b>	<b>30</b>
<b>A. LMPPG.....</b>	<b>30</b>
<b>B. Subadvisers.....</b>	<b>30</b>
<b>Item 18 – FINANCIAL INFORMATION .....</b>	<b>31</b>

**Appendix A – PRIVACY NOTICE**

**Appendix B1 – COMPENSATION DISCLOSURE STATEMENT FOR ERISA PLANS  
(LMPPG-Implemented Programs and Discretionary Model Programs)**

**Appendix B2 – COMPENSATION DISCLOSURE STATEMENT FOR ERISA PLANS  
(Dual-Contract Programs)**

#### Item 4

### ADVISORY BUSINESS

#### A. LMPPG

**Firm Description.** LMPPG is a wholly-owned subsidiary of Legg Mason, Inc., a publicly traded company, and has provided separate account investment advisory services since April 2007. Before April 2007, the business now conducted by LMPPG was conducted by certain other Legg Mason subsidiaries and, prior to December 2005, by certain Citigroup Inc. affiliates. LMPPG and Legg Mason are not affiliated with Citigroup Inc.

**Types of Advisory Services.** LMPPG, together with the Subadvisers, provides investment advisory services primarily in investment programs sponsored by Sponsor Firms. The investment advisory services LMPPG and the Subadvisers provide differ depending on the type of Sponsor Firm investment program in which a client participates.

- **LMPPG-Implemented Programs.** In these programs, LMPPG has investment discretion and responsibility for applying Subadviser investment advice to client accounts. LMPPG delegates its investment discretion to the Subadviser(s) for the investment management portfolio selected for the client's account. LMPPG may also delegate its responsibility to apply investment advice to such Subadviser(s).
- **Discretionary Model Programs.** In these programs, LMPPG has investment discretion, which it delegates to the applicable Subadviser(s), but not responsibility for applying investment advice to client accounts. LMPPG forwards Subadviser investment advice to the Sponsor Firm, which agrees to apply the advice to client accounts.
- **Non-Discretionary Model Programs.** In these programs, LMPPG forwards Subadviser investment advice to the Sponsor Firm, which exercises discretion over client accounts and decides whether to apply this investment advice to client accounts. LMPPG does not have investment discretion or responsibility for applying investment advice to client accounts, and does not have an investment advisory relationship with clients in these programs.

In all types of programs, Subadviser investment advice is consistent with the selected investment management portfolio.

**LMPPG Assets Under Management.** As of March 31, 2019, LMPPG managed:

- approximately \$55,379,000,000\* in assets on a discretionary basis, and
- approximately \$26,876,900,000\* in assets on a non-discretionary basis.

Assets managed on a discretionary basis are client assets for which LMPPG provides investment advisory services in LMPPG-Implemented Programs and Discretionary Model Programs. Assets managed on a non-discretionary basis are client assets for which LMPPG provides investment advisory services in Non-Discretionary Model Programs.

#### B. Subadvisers

In the case of a Sub-Adviser, please refer to such Subadviser's Form ADV disclosure document for a description of such Subadviser's advisory business.

#### C. Wrap Fee Programs

Certain Sponsor Firm investment programs for which LMPPG and the Subadvisers provide investment advisory services are wrap fee programs in which LMPPG receives (from the Sponsor Firm) a portion of the wrap fees clients pay to the Sponsor Firm. LMPPG typically pays all or part of the compensation it receives to the Subadvisers as compensation for the investment advisory services they provide for the program. For additional information on LMPPG and Subadviser compensation, see Item 5 in this brochure.

---

\* These numbers are rounded to the nearest 100,000.

The investment advisory services the Subadvisers provide in Sponsor Firm investment programs, including wrap fee and non-wrap fee programs, generally differ from the investment advisory services the Subadvisers provide to clients outside such programs in one or more of the following ways:

1. The Subadvisers' investment advisory services for clients in Sponsor Firm investment programs generally involve investments only in publicly-traded equity securities, fixed income securities, and/or cash equivalents, while their investment advisory services for other clients may involve additional strategies and investments, such as short selling, privately-offered securities and derivatives (e.g., options, futures, currency forward contracts and swaps).
2. A Subadviser's investment advisory service for clients in Sponsor Firm investment programs generally do not involve investments in initial or secondary offerings of equity securities because, as a practical matter, it is unlikely LMPPG would be able to obtain allocations in such offerings for LMPPG-Implemented Program clients (a Subadviser may invest assets of its non-LMPPG clients in such offerings);
3. The Subadvisers' investment advisory services for clients outside of Sponsor Firm investment programs may involve different investment strategies or investments in a larger or smaller number of securities than the Subadvisers include in the investment management portfolios they provide to clients in Sponsor Firm investment programs.
4. For separately managed accounts outside of Sponsor Firm investment programs, the Subadvisers may be able to tailor the investment advisory services they provide more closely to client needs and preferences, as reflected in client investment guidelines and client restrictions.
5. A Subadviser may provide regular reports to clients outside of Sponsor Firm investment programs. As described in Item 13 below, LMPPG and the Subadvisers typically do not provide such reports to clients in Sponsor Firm investment programs.

A Subadviser may make available certain of its investment strategies and investment advisory services only (i) in a closed or open end fund or other commingled investment vehicle, and/or (ii) to clients that meet the Subadviser's requirements for entering into an investment advisory agreement directly with the Subadviser (including, potentially, minimum investment and client qualification requirements).

#### ***D. Individual Client Needs***

In addition to providing investment management portfolios that reflect a wide range of investment strategies, LMPPG and the Subadvisers may tailor the investment services they provide more closely to the individual needs of clients as described below.

**Client Restrictions.** For client accounts in LMPPG-Implemented Programs, LMPPG accepts client-imposed restrictions on management if LMPPG and the applicable Subadviser, in their discretion, determine that the proposed restriction is reasonably practical as an investment and operational matter.

Subject to this standard, clients in LMPPG-Implemented Programs may impose restrictions on investments in specific securities (e.g., stock of Company ABC) or on investments in certain categories of securities (e.g., tobacco company stocks). Where a client restricts investment in a category of securities, LMPPG and the applicable Subadviser determine in their discretion the specific securities in the restricted category. LMPPG relies on the client's Sponsor Firm to notify LMPPG of any restrictions desired by clients.

In LMPPG-Implemented Programs, LMPPG applies client account restrictions it accepts only at the time of purchase, and does not apply these restrictions to securities transferred into the account, securities already held in the account at the time the restriction is imposed, securities that first come within a restriction following purchase of such securities, and securities acquired as a result of corporate actions (e.g., stock splits, stock dividends).

**Directed Sales and Temporary ETF Investments.** A client in a LMPPG-Implemented Program may direct LMPPG to sell particular securities or types of securities held in the client's account by contacting his or her Sponsor Firm. LMPPG seeks to

begin implementing sell directions no later than the close of business on the business day after LMPPG receives the direction in proper form from the client's Sponsor Firm (LMPPG determines what constitutes proper form). LMPPG generally does not implement sell directions immediately upon receipt. As a result, the proceeds from a directed sale may be more or less than the client would have received had LMPPG implemented the sell direction immediately.

In connection with a client-directed sale of securities, LMPPG in its sole discretion may accept and implement a client direction to temporarily invest the sale proceeds in an exchange-traded fund ("ETF"). Such directions involve an increased risk of loss (or missed gains) to the client relative to client accounts for which such directions are not given. Neither LMPPG nor any of its affiliates, including the Subadvisers, will have any responsibility for the suitability or performance of any client-directed ETF investments. LMPPG will be responsible only for implementing any directions it accepts to make such investments, subject to any account-, security- or tax lot-level realized loss or gain minimums LMPPG establishes from time to time.

ETFs are unmanaged funds that typically represent U.S. securities markets, industry and market capitalization sectors, non-U.S. country and regional markets, and other types of non-U.S. securities markets and market sectors (e.g., emerging markets). ETFs generally are subject to the same investments risks associated with the underlying securities they represent. Also, in addition to fees charged at the account level, a client will bear a proportionate share of the separate fees and expenses incurred by any ETF held in the client's account.

## Item 5

# FEES AND COMPENSATION

### A. Compensation of LMPPG and the Subadvisers

How LMPPG is compensated for the services LMPPG and the Subadvisers provide in an investment program depends on whether the program is a Single-Contract Program or a Dual-Contract Program.

In Single-Contract Programs and Dual-Contract Programs, LMPPG pays the Subadvisers all or a portion of the fees LMPPG receives as compensation for the Subadvisers' services.

**LMPPG Compensation in Single-Contract Programs.** In a Single-Contract Program, the client does not enter into an agreement directly with LMPPG. Instead, the client enters into an agreement with the client's Sponsor Firm that covers investment advisory services LMPPG and one or more Subadvisers provide and also certain investment services the Sponsor Firm provides. The client pays the Sponsor Firm fees for all the services under such agreement. The Sponsor Firm, in turn, compensates LMPPG for the investment advisory services LMPPG and the applicable Subadviser(s) provide.

The fees agreed to by LMPPG and a Sponsor Firm under a Single-Contract Program are dependent upon a variety of factors, including without limitation the size of the program, the portfolio selected by the client, Sponsor Firm administrative requirements and administrative charges, Sponsor Firm parameters for compensation of participating managers or advisers, and the nature and extent of the responsibilities of and services provided by each of the Sponsor Firm and LMPPG and its Subadvisers under the program. Based on such factors, LMPPG and or Sponsor Firm may agree to a fee rate under a particular Single-Contract Program that is different from the fee rate or outside of the fee range indicated below. A Sponsor Firm and LMPPG may agree to a fee rate with respect to a particular account under a Single-Contract Program that is lower than the standard fee rate at which LMPPG is compensated by the Sponsor Firm under such Single-Contract Program. Such fee concessions are very unusual and agreed to by LMPPG only in special circumstances, e.g. in the case of accounts with unusually large asset levels. In addition, a Sponsor Firm and LMPPG may agree to a fee rate with respect to a particular account under a Single-Contract Program that is higher than the fee rate at which LMPPG is compensated under such Single-Contract Program based on such account's unique servicing needs and compliance requirements. The fees paid to LMPPG in LMPPG-Implemented Programs, where LMPPG is responsible for providing full discretionary portfolio management, implementation and trade placement services with respect to client accounts, may be higher than the fees paid to LMPPG in Discretionary Model Programs, where LMPPG and its Subadvisers have investment discretion but the Sponsor Firm is responsible for applying Subadviser investment advice forwarded to it by LMPPG to client accounts, and Non-Discretionary Model Programs, where the Sponsor Firm has investment discretion and decides whether to apply Subadviser investment advice, in whole or in part, forwarded to it by LMPPG to client accounts.

- In the case of **LMPPG-Implemented Programs**, LMPPG generally receives, or anticipates receiving, fees from the Program Sponsor at the following rates or within the following ranges depending upon the portfolio selected by the client:

Investment Management Portfolio	Fee Rates or Ranges
Martin Currie <ul style="list-style-type: none"><li>• Emerging Market Equities</li><li>• Global Equity Income</li><li>• International Unconstrained Equities</li></ul>	0.60% 0.35% - 0.37% 0.43% - 0.45%
QS Investors <ul style="list-style-type: none"><li>• Multi-Asset Class</li><li>• QS Low Volatility High Dividend Equity</li></ul>	0.00% - 0.40% 0.20% - 0.40%
RARE <ul style="list-style-type: none"><li>• RARE Global Infrastructure</li></ul>	0.42% - 0.45%

- In the case of **Discretionary Model Programs**, LMPPG generally receives, or anticipates receiving, fees from the Program Sponsor at the following rates or within the following ranges depending upon the portfolio selected by the client:

Investment Management Portfolio	Fee Rates or Ranges
Martin Currie <ul style="list-style-type: none"> <li>Emerging Market Equities</li> <li>Global Equity Income</li> <li>International Unconstrained Equities</li> </ul>	0.50% 0.25% - 0.27% 0.33% - 0.35%
QS Investors <ul style="list-style-type: none"> <li>Multi-Asset Class</li> <li>QS Low Volatility High Dividend Equity</li> </ul>	0.00% - 0.40% 0.20% - 0.40%
RARE <ul style="list-style-type: none"> <li>RARE Global Infrastructure</li> </ul>	0.30% - 0.32%
Royce <ul style="list-style-type: none"> <li>Royce Premier</li> </ul>	0.42%

- In the case of **Non-Discretionary Model Programs**, LMPPG generally receives, or anticipates receiving, fees from the Program Sponsor at the following rates or within the following ranges or at the following rates depending upon the portfolio selected by the client:

Investment Management Portfolio	Fee Rates or Ranges
Martin Currie <ul style="list-style-type: none"> <li>Emerging Market Equities</li> <li>Global Equity Income</li> <li>International Unconstrained Equities</li> </ul>	0.50% 0.25% - 0.27% 0.33% - 0.35%
QS Investors <ul style="list-style-type: none"> <li>Multi-Asset Class</li> <li>QS Low Volatility High Dividend Equity</li> </ul>	0.00% - 0.40% 0.20% - 0.40%
RARE <ul style="list-style-type: none"> <li>RARE Global Infrastructure</li> </ul>	0.30% - 0.32%
Royce <ul style="list-style-type: none"> <li>Royce Premier</li> </ul>	0.42%

Please refer to QS Investors' Form ADV Part 2A Brochure for more information concerning the fees and fee ranges applicable to particular QS Investors Multi-Asset Class portfolios.

Each QS Investors Multi-Asset Class portfolio invests all or a portion of its assets in mutual funds, ETFs and/or separately managed account ("SMA") portfolios that are managed or advised by Legg Mason affiliates, including QS and/or other Legg Mason investment advisory affiliates, and that pay fees or other compensation to such Legg Mason affiliates. Please refer to QS Investors' Form ADV Part 2A Brochure for more information. Such fund-related compensation will not be credited against or offset the advisory fee agreed to by LMPPG and the Sponsor Firm unless such crediting or offset is required by contract or applicable law. In cases where LMPPG receives no advisory fee or a relatively small advisory fee from a Sponsor Firm for a Multi-Asset Class portfolio due to the fund-related compensation that Legg Mason affiliates will receive in connection with such portfolios, QS Investors will provide compensation out of its general resources to LMPPG for its services at a rate agreed to by QS Investors and LMPPG.

For Single-Contract Program client fee information, clients should refer to their Sponsor Firm's Form ADV disclosure document or contact their Sponsor Firm representative.

**LMPPG Compensation in Dual-Contract Programs.** In a Dual-Contract Program, the client enters into an investment management agreement directly with LMPPG and a separate agreement with the client's Sponsor Firm. The client pays an investment management fee directly to LMPPG as compensation for the investment advisory services LMPPG and the applicable Subadviser(s) provide. LMPPG's standard fee schedules for Dual-Contract Programs are set forth below in this Item 5. The client typically pays a separate fee to the Sponsor Firm for services the Sponsor Firm provides pursuant to its separate agreement with the client. LMPPG may receive higher compensation in Dual-Contract Programs than in Single-Contract Programs.

**LMPPG Standard Fee Rates for Dual-Contract Programs.** For Dual-Contract Programs, LMPPG’s standard fee rates are set forth below.

Investment Management Portfolio	Fee Rates
Martin Currie <ul style="list-style-type: none"> <li>Emerging Market Equities</li> <li>Global Equity Income</li> <li>International Unconstrained Equities</li> </ul>	0.60% 0.50% 0.50%
QS Investors <ul style="list-style-type: none"> <li>Multi-Asset Class</li> <li>QS Low Volatility High Dividend Equity</li> </ul>	0.00% - 0.40% 0.50%
RARE <ul style="list-style-type: none"> <li>RARE Global Infrastructure</li> </ul>	0.50%

Please refer to QS Investors’ Form ADV Part 2A Brochure for more information concerning the fees and fee ranges applicable to particular QS Investors Multi-Asset Class portfolios.

Each QS Investors Multi-Asset Class portfolio invests all or a portion of its assets in mutual funds, ETFs and/or SMA portfolios that are managed or advised by Legg Mason affiliates, including QS and/or other Legg Mason investment advisory affiliates, and that pay fees or other compensation to such Legg Mason affiliates. Please refer to QS Investors’ Form ADV Part 2A Brochure for more information. Such fund-related compensation will not be credited against or offset the advisory fee agreed to by LMPPG and the client unless such crediting or offset is required by contract or applicable law. In cases where LMPPG receives no advisory fee or a very small advisory fee from a Sponsor Firm for a Multi-Asset Class portfolio due to the fund-related compensation that Legg Mason affiliates will receive in connection with such portfolios, QS Investors will provide compensation out of its general resources to LMPPG for its services at a rate agreed to by QS Investors and LMPPG.

LMPPG generally considers client requests to negotiate investment management fee rates lower than the above fee rates. However, LMPPG in its sole discretion may refuse to agree to lower fee rates for any one or more clients. In addition, LMPPG may establish fee rates that are lower than the above fee rates for certain accounts in a particular Dual-Contract Program, based on expectations as to future aggregate asset levels from clients of one or more particular Sponsor Firm representatives.

LMPPG may establish fee rates that are higher than the above fee rates for accounts that have unique servicing needs or compliance requirements. In addition, LMPPG may establish fee rates that are different from the above fee rates for accounts in a particular Dual-Contract Program due to Sponsor Firm operational constraints, such as an inability to calculate and process fees under a tiered fee schedule.

For client accounts in Dual-Contract Programs, LMPPG typically charges its investment management fee quarterly in advance. Following one of the approaches set forth below, the client’s Sponsor Firm typically deducts LMPPG’s fee from the client’s account and forwards the fee to LMPPG:

1. The Sponsor Firm calculates LMPPG’s fee based on the client’s agreed LMPPG fee rate and the value of the client account assets; or
2. The Sponsor Firm relies on LMPPG’s calculation of LMPPG’s fee based on the client’s agreed LMPPG fee rate and the value of the client account assets, as set forth in fee invoices LMPPG sends to the Sponsor Firm.

Under both approaches, LMPPG’s fees typically are calculated in accordance with procedures, including those applicable to account additions and withdrawals, established by the client’s Sponsor Firm so that LMPPG’s fee is calculated following a methodology that is similar to that used in calculating the Sponsor Firm’s fee. For any one or more client accounts in a Dual-Contract Program, LMPPG may in its sole discretion agree to bill the client directly for its investment management fee instead of having the client’s Sponsor Firm follow one of the above fee-deduction approaches. In addition, LMPPG may in its sole discretion agree to charge its fee in arrears (instead of in advance) or more or less frequently than quarterly.

**LMPPG Fee Refunds in Dual-Contract Programs.** If LMPPG's management of a client's Dual-Contract Program account is terminated during a period for which the client pre-paid LMPPG's investment management fee, LMPPG will calculate the appropriate refund amount and send this amount to the client's Sponsor Firm for forwarding to the client or deposit into an account the client maintains at the Sponsor Firm. LMPPG calculates refunds in these circumstances by:

1. dividing the number of days left (after termination) in the period for which the client paid the fee by the total number of days in the period; and
2. multiplying the result by the dollar amount of the pre-paid fee.

LMPPG sends termination-related fee refunds to Sponsor Firms on a quarterly basis. Accordingly, there may be a delay of up to approximately ninety days between the time LMPPG's management of a Dual-Contract Program account is terminated and the time LMPPG sends the related fee refund to the client's Sponsor Firm.

## ***B. Other Fees and Expenses***

In addition to the investment management fees LMPPG receives for the investment advisory services LMPPG and the Subadvisers provide, a client generally will incur brokerage and trade execution costs for securities transactions LMPPG and the Subadvisers recommend or effect for the client's account. These costs generally are imposed by the broker-dealer firms used to execute such transactions. For securities transactions executed by the client's Sponsor Firm or by a broker-dealer the Sponsor Firm designates, these costs often are included in the fee the client pays to the client's Sponsor Firm (in both Single-Contract Programs and Dual-Contract Programs). For securities transactions executed by another broker-dealer firm, these costs are in addition to fees the client pays to the client's Sponsor Firm. For more information on brokerage and transaction costs in investment programs for which LMPPG or a Subadviser selects broker-dealers to execute securities transactions for client accounts, clients should refer to Item 12 of this brochure.

A client may also incur any one or more of the costs listed below. The costs described in items 1, 2 and 3 below, as well as the costs of trade execution by a client's Sponsor Firm or designated broker-dealer (see above), typically are covered by the fees clients pay to their Sponsor Firms.

1. Fees for account custody services and related services such as security transfers and wire transfers.
2. Fees for investment advisory services a Sponsor Firm or other person or firm (other than LMPPG or a Subadviser) provides to the client. These may include services such as evaluation, recommendation and monitoring of investment managers, financial planning services and asset allocation advice.
3. Fees for account reporting by the client's Sponsor Firm – for example, preparation of periodic account statements.
4. Any SEC fees, transfer taxes or other governmental charges based on securities transactions.
5. Conversion and foreign exchange fees and charges associated with purchases and sales of American Depositary Receipts ("ADRs") in non-U.S. markets for ordinary shares underlying the ADRs. See Item 12 of this brochure for more information.
6. Ongoing custody or service fees charged by ADR depository banks for inventorying the underlying non-U.S. shares and performing related administrative services.
7. Internal fees and expenses of any mutual fund or ETF purchased or held for the client's account, as part of the investment management portfolio the client selects or at the client's direction. Mutual fund and ETF prospectuses, which should be available from Sponsor Firms, include descriptions of these fees and expenses.

Clients should contact their Sponsor Firms and any other service providers for information on the costs associated with the services these firms provide, including the potential costs noted in items 1 – 4 above. The compensation LMPPG and the Subadvisers receive does not cover any of the potential costs noted in items 1 – 7 above.

## Item 6

# PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

## *A. Performance-Based Fees and Side-by-Side Management*

Performance-based fees are investment advisory fees that are based on a share of capital gains on, or capital appreciation of, client assets. Performance-based fees do not include fees that are based merely on a percentage of client account assets managed or advised.

LMPPG does not charge performance-based fees, but instead charges fees based on the amount of client account assets for which LMPPG, together with one or more of the Subadvisers, provides investment advisory services. The Sub-Advisers also do not charge performance-based fees for LMPPG client accounts. See Item 5 of this brochure for LMPPG/Subadviser fee information applicable to LMPPG client accounts.

Each of the Sub-Advisers may charge performance-based fees for certain client accounts that do not access its investment advisory services through LMPPG – i.e., non-LMPPG client accounts. These performance-based fees typically are based on account performance relative to a benchmark index agreed on by the Subadviser and the client.

Each of the Sub-Advisers, including any of its portfolio management teams, may simultaneously manage or otherwise provide investment advice for non-LMPPG client accounts that are subject to performance-based fees and LMPPG client accounts that are not subject to performance-based fees. As noted in Section B below, management of non-LMPPG client accounts, including those subject to performance-based fees, may differ from the management of LMPPG client accounts based on the particular needs and circumstances of client accounts. Side-by-side management involves a potential conflict of interest to the extent that a Subadviser determines to purchase or sell the same securities for both non-LMPPG client accounts and LMPPG client accounts. It may give the Sub-Adviser and the applicable portfolio management team an incentive to maximize the Subadviser's fee compensation by favoring the non-LMPPG client accounts subject to performance-based fees in order to maximize its fee revenues.

Please refer to Item 6 of a Subadviser's Form ADV disclosure document for information concerning whether such Subadviser charges performance-based fees for non-LMPPG accounts and how such Subadviser addresses the potential conflict of interest associated with side-by-side management.

## *B. Additional Side-by-Side Management Information*

A Subadviser's portfolio manager may determine, in light of a client account's available cash, investment objectives, restrictions, permitted investment techniques and other relevant considerations, that an investment opportunity is appropriate for only some of the client accounts under their management or that they should take differing positions with respect to a particular security on behalf of certain client accounts.

Each Subadviser may give advice and take action in the performance of its duties to clients which differs from advice given, and/or the timing and nature of action taken, with respect to other clients' accounts. The timing and nature of action taken for one or more client accounts may positively or negatively impact one or more other client accounts. For example, the value of a security held in client accounts may be positively affected by purchases, and negatively affected by sales, of the same security for other client accounts.

Please refer to Item 6 of a Subadviser's Form ADV disclosure document for additional information concerning side-by-side management.

**Item 7****TYPES OF CLIENTS*****A. Clients***

LMPPG, together with the Subadvisers, provides investment advisory services for a wide range of clients in Sponsor Firm investment programs, including individuals, pension and profit sharing plans, endowments, foundations, unions and state and local governmental entities. Sponsor Firms, which include broker-dealer firms, banks and investment advisory firms, are another type of client to which LMPPG and the Subadvisers may provide investment advisory services under Non-Discretionary Model Programs for use by such Sponsor Firms in managing client accounts.

***B. Investment Minimums***

For new client accounts, LMPPG generally imposes the investment minimums listed below. LMPPG, in its sole discretion and in consultation with the applicable Subadvisers, may waive any one or more of these minimums for any one or more client accounts. In addition, for certain investment programs, LMPPG and a Sponsor Firm may establish investment minimums for particular investment management portfolios that are higher or lower than those indicated below. QS Investors Multi-Asset Class portfolios with allocations to SMA portfolios may have significantly higher investment minimums than that indicated below.

<b>Investment Management Portfolio</b>	<b>Investment Minimum</b>
Martin Currie <ul style="list-style-type: none"><li>Emerging Market Equities</li><li>Global Equity Income</li><li>International Unconstrained Equities</li></ul>	\$100,000 \$100,000 \$100,000
QS Investors <ul style="list-style-type: none"><li>Multi-Asset Class</li><li>QS Low Volatility High Dividend Equity</li></ul>	\$25,000 \$50,000
RARE <ul style="list-style-type: none"><li>RARE Global Infrastructure</li></ul>	\$50,000
Royce <ul style="list-style-type: none"><li>Royce Premier</li></ul>	\$50,000

## Item 8

# METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

LMPPG and the Subadvisers make available the investment strategies listed below in Section A of this item 8. Such investment strategies are referred to in this brochure as “investment management portfolios” or “portfolios.” Please refer to Item 8 of a Subadviser’s Form ADV disclosure document for a description of the portfolios for which such Subadviser provides investment subadvisory services and such Subadviser’s methods of investment analysis.

Each investment management portfolio involves risk of loss, which clients should be prepared to bear. Please refer to Item 8 of a Subadviser’s Form ADV disclosure document for a description of the main risks for the portfolios for which such Subadviser provides investment subadvisory services. For all portfolios, there is no assurance or guarantee that client investment objectives will be met.

### ***A. Investment Management Portfolios***

The investment management portfolios LMPPG and the Sub-Advisers may make available in Sponsor Firm investment programs include the portfolios listed below. Clients should check with their Sponsor Firm representatives for portfolio availability. Also, as indicated below, certain portfolios may be referred to by different names at particular Sponsor Firms.

Portfolios for which Martin Currie and QS Investors provide investment subadvisory services to LMPPG include the following portfolios:

- **Martin Currie**
  - Emerging Market Equities
  - Global Equity Income
  - International Unconstrained Equities
- **QS Investors**
  - Multi-Asset Class
  - QS Low Volatility High Dividend Equity
- **RARE**
  - RARE Global Infrastructure
- **Royce**
  - Royce Premier

One or more of the Subadvisers makes investment decisions or (where another firm has investment discretion) recommendations for each portfolio.

- Martin Currie makes investment decisions and recommendations for portfolios that are branded “Martin Currie”.
- QS Investors makes investment decisions and recommendation for Multi-Asset Class portfolios (which may be branded as “Legg Mason” portfolios) and portfolios that are branded “QS Investors”. Please refer to Item 8 of QS Investors’ Form ADV disclosure document for a list of available Multi-Asset Class portfolios and a description of such portfolios.
- RARE makes investment decisions and recommendations for portfolios that are branded “RARE”.

- Royce makes investment decisions and recommendations for portfolios that are branded “Royce”.

Working with a Sponsor Firm representative, the client typically determines his or her investment strategy based on personal circumstances and objectives and selects one or more investment management portfolios. Clients are responsible for asset allocation decisions when selecting portfolios. Unless otherwise noted in the description of a portfolio in Item 8 of a Sub-Adviser’s Form ADV disclosure document, LMPPG and the Subadvisers do not provide asset allocation advice.

## ***B. Certain Additional Information***

**Cash Balances.** Significant cash balances may exist in client accounts from time to time, including when a Subadviser instructs account contributions and sales proceeds to be invested gradually. LMPPG and the Subadvisers do not determine the short-term investments in which cash balances are invested and are not responsible for the suitability or performance of such investments.

**Client Contributions of Securities.** If a client contributes securities to the client’s account and they are not included in the selected investment management portfolio, LMPPG or the other firm responsible for applying Subadviser investment decisions or recommendations to the account may sell such securities. Sales of contributed securities may result in taxable gains or losses. Also, investment of sales proceeds in accordance with the selected portfolio may not be immediate. Accounts funded in whole or in part with securities may perform differently and have different holdings and weightings than accounts funded solely with cash equivalents.

**Account Uniformity and Certain Potential Differences.** There may be a substantial degree of uniformity among client accounts (of either LMPPG or a Sponsor Firm) in LMPPG-Implemented Programs, Discretionary Model Programs and Non-Discretionary Model Programs that select the same investment management portfolio. However, many factors may cause differences in the composition and performance of such client accounts, including:

- Date of account inception
- Levels and timing of client-initiated activity, such as account contributions and withdrawals
- Client-imposed restrictions
- Investment limits (see below)
- A Subadviser’s approach to model portfolio maintenance and adjustment (see below)
- A Subadviser’s and LMPPG’s approach to adjusting or rebalancing account positions in response to market movements (see below)
- The relative outperformance or underperformance of individual portfolio holdings
- Differing portfolio composition requirements and implementation approaches of implementing firms in Discretionary Model Programs and Non-Discretionary Model Programs (see below)
- Differences in the timing of trade executions and prices obtained by LMPPG on behalf of clients in LMPPG-Implemented Programs relative to the timing of trade executions and prices obtained by an implementing firm on behalf of clients in Discretionary Model Programs and Non-Discretionary Model Programs

Certain regulatory or other limits on the amount a Subadviser (alone or together with its affiliates) may invest in a company may cause the composition and performance of client accounts for which the same portfolio is selected to vary from one another more than they otherwise might. For portfolios that involve investments in more volatile securities, these limits may cause even greater performance differences.

In the case of certain investment management portfolios, a Subadviser, may utilize a “static” model approach in maintaining and adjusting the model portfolio that it furnishes to LMPPG in LMPPG-Implemented Programs. Under such approach, the model portfolio’s percentage weightings to individual portfolio holdings are not continually adjusted to reflect the relative market performance of such holdings. Accordingly, a new account’s percentage weightings to portfolio holdings typically will differ from the percentage weightings in previously established accounts in the same strategy. In addition, in the case of certain investment management portfolios, client accounts may not be regularly adjusted or rebalanced in response to the relative underperformance or outperformance of such names over time. This will cause differences in portfolio weightings across client accounts over longer periods than in the case of strategies that adjust or rebalance client accounts more frequently. Differences in portfolio weightings across client accounts, combined with the relative outperformance or underperformance of individual portfolio holdings, will cause client accounts in the same investment management portfolio to experience differing performance over time.

For Discretionary Model Programs and Non-Discretionary Model Programs, the Sponsor Firm or another firm it selects (not LMPPG or a Subadviser) applies Subadviser investment decisions or recommendations to client accounts. Such a firm may impose model composition requirements, or follow implementation practices, that result in client accounts in these programs having different holdings and performing differently than LMPPG-Implemented Program client accounts for which the same investment management portfolio is selected.

**Transfers to New Investment Programs—Potential Account Adjustments.** If a client transfers an account from one investment program to another and selects the same investment management portfolio, LMPPG or the other firm responsible for implementing Subadviser investment decisions or recommendations for the new program may adjust the account’s holdings. This may result in the realization of capital gains or losses that would not have occurred if the client had not transferred the account. Account adjustments in this situation may result from LMPPG or the other implementing firm treating the transferred account as a new account in the new program, different model composition requirements or implementation practices in the old and new programs, or other factors.

**Margin Loans.** A Sponsor Firm may permit a client to take out a loan secured by assets in the client’s account. Such loans are referred to as “margin loans.” Clients should understand that, if they obtain margin loans secured by assets in their accounts, the Sponsor Firm generally will be able to liquidate all or part of the account at any time to repay any portion of the loan, even if the timing of the liquidation is disadvantageous to the client and disrupts management of the account in accordance with the selected investment management portfolio. Neither LMPPG nor any Subadviser has any responsibility for (i) a client’s decision to take out a margin loan, (ii) the terms of any margin or related agreement to which a client is a party, or (iii) the sale, liquidation, or disposition of securities in the client’s account in order to satisfy the client’s obligations under such an agreement.

**Item 9**

**DISCIPLINARY INFORMATION**

There are no reportable legal or disciplinary events for LMPPG.

## Item 10

# OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

### *A. Certain Arrangements and Relationships with Affiliates*

In addition to the subadvisory arrangements between LMPPG and each Subadviser described in this brochure, LMPPG has the following business arrangements and relationships with affiliates that clients may wish to consider.

**Other Affiliated Subadvisers.** LMPPG has entered into arrangements with each of ClearBridge Investments, LLC (“ClearBridge”) and Western Asset Management Company, LLC (“Western Asset”), as Subadvisers, that are similar to the arrangements described in this brochure. ClearBridge and Western Asset are both wholly-owned subsidiaries of Legg Mason. LMPPG may enter into similar subadvisory arrangements with other Legg Mason affiliates.

**Legg Mason Investor Services, LLC.** Legg Mason Investor Services, LLC (“LMIS”) is registered as a broker-dealer under U.S. securities laws and is an affiliate of LMPPG and the Subadvisers. LMIS markets the LMPPG/Subadviser investment advisory services described in this brochure and other Legg Mason investment products and services, including Legg Mason mutual funds managed by the Subadvisers. Certain employees of LMPPG and the Subadvisers, including certain management personnel of each Subadviser, are registered representatives of LMIS. This status enables these employees to assist LMIS with its marketing activities. LMPPG and Subadviser employees do not receive commissions or other sales-based compensation and spend no more than a limited amount of their time assisting LMIS.

**LMPPG/ClearBridge Relationship.** LMPPG has a relationship with ClearBridge in which ClearBridge supports LMPPG in the following functional areas: management, client service, compliance, technology, finance and human resources.

**Affiliated Mutual Fund Investments.** As described in Item 8 of a Subadviser’s Form ADV disclosure document, certain investment management portfolios for which a Subadviser provides investment subadvisory services involve investments in mutual funds, ETFs and/or SMA portfolios that are managed or advised by such Sub-Adviser or other Legg Mason affiliates.

Registration with or licensing by a regulator does not imply endorsement by the regulator. Nor does it imply a certain level of skill or training.

### *B. LMPPG and the Subadvisers: Commodity Law-Related Status*

The principal business of LMPPG and the Subadvisers is providing securities-related investment advisory services to clients. LMPPG and the Subadvisers do not provide advice on commodity interests (e.g., futures, options on futures, swaps) as part of the investment advisory services they provide in Sponsor Firm investment programs.

LMPPG is not registered as a commodity trading advisor under U.S. commodities laws.

### *C. Subadvisers*

Please refer to Item 10 of a Subadviser’s Form ADV disclosure document for a description of such Subadviser’s financial industry activities and affiliations that are in addition to the subadvisory arrangement between LMPPG and such Subadviser and for a description of whether such Subadviser is registered as a commodity trading adviser or commodity pool operator under U.S. commodities laws.

## Item 11

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

As briefly described below in Sections A, B and C, LMPPG has adopted a code of ethics designed to comply with applicable legal requirements and address potential conflicts of interest associated with personal trading by its employees.

## A. LMPPG

LMPPG has adopted a Code of Ethics imposing standards of business conduct, including requirements to put client interests first and not to take inappropriate advantage of employment-related information. The Code is intended to prevent conflicts of interest between employees and clients from affecting the investment advisory services LMPPG provides to clients and to assure compliance with applicable laws. To prevent employees from taking advantage of their knowledge of which securities LMPPG is purchasing and selling (and recommending for purchase and sale) for clients, the Code imposes restrictions on employee personal securities transactions. The Code requires LMPPG employees to obtain pre-approval of most personal securities transactions from LMPPG's Compliance Department. In addition, except in the case of smaller personal trades in large capitalization stocks (which LMPPG expects will not affect client trades), the Code prohibits personal trades in a security on any day during which there are open, executed or pending LMPPG trades in the same security as a result of a model portfolio change a Subadviser has communicated to LMPPG before the employee's placing of a personal trade for the security. This prohibition under the Code seeks to prevent employees from "front-running" client trades and possibly benefitting personally from the impact of client trades on the market. In addition, when seeking preclearance for personal trades, LMPPG requires its employees to certify that they are not trading on material non-public information.

Additional restrictions imposed by the Code include minimum holding periods for profitable trades, as well as minimum holding periods for ClearBridge managed funds. LMPPG requires all employees to report their personal securities accounts, transactions and holdings to LMPPG's Compliance Department and to certify to the completeness of the information and their compliance with the Code on an annual basis.

Existing and prospective LMPPG clients may obtain copies of the Code of Ethics by mailing a written request to:

Legg Mason Private Portfolio Group, LLC  
620 8<sup>th</sup> Avenue, 47<sup>th</sup> Floor  
New York, NY 10018  
Attention: Compliance Department

## B. *Discussion of Potential Conflicts of Interest Associated with Employee Personal Trading*

LMPPG employees may make personal investments in the same securities LMPPG and the Subadviser invest in for client accounts. Employees may also make personal investments in related securities or financial instruments, such as options, futures and warrants. In some cases, employees may make these investments at or about the same time LMPPG or a Subadviser is making the same investments or related investments for client accounts. This possibility involves a potential conflict between client interests and the personal interests of the employee. For example, if a LMPPG or a Subadviser employee learns of a Subadviser investment decision prior to the decision's implementation for client accounts, the employee may have an incentive to seek to benefit himself or herself by making a personal transaction in the security before such implementation takes place, potentially disadvantaging the client accounts. Another example involves an employee's personal investment in a particular security giving the employee an incentive to benefit himself or herself by investing client accounts, or recommending client investment, in the same security or a related security (instead of investing client accounts or recommending investments based solely on what the employee believes is in the best interests of clients).

LMPPG seeks to prevent personal trading-related potential conflicts of interest from affecting their investment advisory services by subjecting their employees' personal trading activity to the requirements and restrictions of the applicable Code of Ethics described above. Examples of requirements and restrictions that address these potential conflicts of interest include:

- pre-clearance requirements for certain personal securities transactions;

- prohibitions on certain personal securities transactions at or near the time the same or related securities are being purchased or sold (or recommended for purchase or sale) for client accounts;
- minimum holding periods for certain employee personal investments; and
- Compliance Department monitoring of employee personal investments and securities transactions.

### ***C. Other Potential Conflicts of Interest***

In addition to the Code of Ethics described above applicable to employee personal securities transactions, LMPPG has adopted other policies and procedures that are designed to address various potential conflicts of interest that may arise in the course of their business as an investment adviser. Such potential conflicts and related policies and procedures pertain to matters such as political contributions, receipt of gifts and entertainment, prohibition on outside public company board service and business activities, personal investment with business contacts, prohibitions on trading while in possession of material non-public information and error resolution.

### ***D. Subadvisers***

In the case of a Subadviser, please refer to Item 11 of such Subadviser's Form ADV disclosure document for a discussion of such Subadviser's code of ethics, conflicts of interest associated with personal trading by such Subadviser's employees and with proprietary accounts managed by such Subadviser, and other conflicts of interest that may arise.

## Item 12

# BROKERAGE PRACTICES

Except as noted below, LMPPG selects broker-dealers to execute securities transactions for client accounts in LMPPG-Implemented Programs as described below in Section A.

In LMPPG-Implemented Programs, each client (or the Sponsor Firm on the client's behalf) generally directs LMPPG to place securities trades for execution with the client's Sponsor Firm or a designated broker ("Designated Broker"), subject to the obligation to seek best execution. For clients who enter into investment management agreements directly with LMPPG, LMPPG typically requires such a direction.

LMPPG generally does not have trade placement responsibility under Discretionary Model Programs and Non-Discretionary Model Programs. However, LMPPG's agreement with the Sponsor of such a program may permit LMPPG to include accounts in a block trade that LMPPG places on behalf of accounts under LMPPG-Implemented Programs. Assuming such inclusion is contractually permitted, it is anticipated that the circumstances in which LMPPG will seek in practice to include accounts from non-LMPPG-Implemented Programs in a block trade will be very limited due to the significant operational, coordination and timing challenges presented by such inclusion.

In addition to describing how LMPPG selects broker-dealers to execute trades for client accounts, Sections A, B and C below describe the trade aggregation, allocation and communication (including model change communication) practices of LMPPG.

In the case of a Subadviser, please refer to Item 12 of such Subadviser's Form ADV disclosure document for a description of such Subadviser's trade aggregation, allocation and communication (including model change communication) practices. The Subadvisers provide, in conjunction with LMPPG, investment advisory services primarily under Discretionary Model Programs and Non-Discretionary Model Programs, but may also provide such services under LMPPG-Implemented Programs.

## A. LMPPG

### *Selection of Broker-Dealers By LMPPG to Execute Equity Securities Transactions*

LMPPG seeks best execution when selecting broker-dealers to execute securities transactions. Best execution consists of obtaining the most favorable result for clients within the current parameters of the market. LMPPG does not necessarily measure best execution by the circumstances surrounding a single transaction and may seek best execution over time across multiple transactions. LMPPG selects broker-dealers it believes will provide prompt and reliable execution at favorable security prices with reasonable commission rates and/or other transaction costs. LMPPG considers the best net price, giving effect to any brokerage commissions, commission equivalents, mark-ups, mark-downs, spreads, and other transaction costs, an important factor in selecting broker-dealers to execute securities transactions. LMPPG may also consider other factors, including: the nature of the security being traded; the size and complexity of the transaction; the desired timing of the trade; the activity existing and expected in the market for the particular securities; confidentiality; execution, clearance and settlement capabilities; counterparty financial condition and reliability; the availability of capital commitment; and other appropriate trade execution services of the broker-dealer.

To the extent practical, LMPPG may select the client's Sponsor Firm, a Designated Broker or any broker-dealer LMPPG has approved as an executing broker to execute securities transactions for client accounts, including alternative execution venues (e.g., electronic communication networks and crossing networks), as executing brokers.

### *Transactions Driven By Client Account-Specific Activity*

For equity securities transactions driven by client account-specific activity, such as account contributions and withdrawals, LMPPG expects to select the client's Sponsor Firm or Designated Broker to execute all or a large percentage of such transactions. Transactions sent to the client's Sponsor Firm or Designated Broker for execution are subject to the Sponsor Firm's or Designated Broker's operational processes. Such processes will impact when and how such transactions are executed and are not within LMPPG's control. Clients with equity investment management portfolios or allocations to such portfolios typically pay their Sponsor Firms or Designated Brokers wrap fees or other asset-based fees for services that include execution of agency trades (equity securities generally trade on an agency basis and fixed income securities generally trade on a principal basis). In such fee arrangements, clients typically will not pay any transaction-specific commissions on

equity securities transactions when LMPPG selects their Sponsor Firms or Designated Brokers to execute those securities transactions. Certain clients may have fee arrangements with their Sponsor Firms or Designated Brokers under which they pay transaction-specific commissions on equity securities transactions instead of wrap fees or other asset-based fees. LMPPG has no role in negotiating the commission schedule that is agreed to by the client and the Sponsor Firm or Designated Broker. Due to regulatory considerations and Sponsor Firm requirements, LMPPG executes fixed income securities transactions through a broker-dealer other than a client's Sponsor Firm or Designated Broker in most instances, including transactions driven by client account-specific activity.

#### *Transactions Driven by a Model Change*

For equity securities transactions that are driven by a change in a Sub-Adviser's investment model and that need to be simultaneously effected for many clients (i.e., model-change trades), LMPPG has executed, and expects to continue to execute, all or substantially all of these transactions as an aggregated block trade through a single broker-dealer instead of executing the transactions with each client's Sponsor Firm or Designated Broker. LMPPG believes that handling equity model change trades in this manner enhances its ability to obtain best execution for client accounts. The main alternative to this approach would be to use a trade rotation process for model change trades, in which LMPPG separately and sequentially transmits orders for the transactions to each Sponsor Firm or Designated Broker for execution. LMPPG believes that effecting model-change trades as block trades eliminates the detrimental impact on market prices of placing separate, successive orders into the marketplace as well as the potential for general movements in securities prices over the extended time period needed to complete a trade rotation. Further, block trading helps to reduce the risks of information leakage (i.e., increasing the number of broker-dealers receiving orders increases the chances that those broker-dealers will trade in anticipation of the orders or seek to use information on LMPPG's trading to the detriment of LMPPG's clients), which could result in less advantageous execution prices for clients whose accounts LMPPG trades after making the same trade for other clients. Also, LMPPG believes that effecting model-change trades as block trades often may enable LMPPG to benefit all participating client accounts because more favorable securities prices may be obtained under certain circumstances by trading in larger volumes and because LMPPG may be able to take advantage of additional sources of liquidity that certain broker-dealers and trading venues can provide. In addition, block trading promotes the fair and equitable treatment of client accounts by ensuring that participating client accounts obtain the same execution price and achieve comparable investment performance.

LMPPG, in its discretion, may, but is not required to, aggregate the same order for the same security resulting from a model change for more than one investment model. Such multiple orders could come from the same Sub-Adviser or from multiple Sub-Advisers. The "same order for the same security" means that the orders are not limit orders or orders where the portfolio managers have provided specific trade instructions. LMPPG's traders may place two orders with the same broker-dealer (which may or may not aggregate the orders) or place the orders with two different broker-dealers. To the extent that there are separate orders, they may be in competition with each other in the market.

A client account included in a block trade for an equity security frequently will be charged commissions, commission equivalents, markups or markdowns or spreads which typically are reflected in the net security price paid or received by the client. Any such commissions, commission equivalents or spreads will be in addition to the asset-based fee, transaction-specific commissions and other fees and charges the client pays to the client's Sponsor Firm or Designated Broker. In the case of a fee arrangement under which a client pays its Sponsor Firm or Designated Broker transaction-specific commissions, the Sponsor Firm or Designated Broker may charge higher commissions on trades executed away from the Sponsor Firm or Designated Broker. In addition, a client's Sponsor Firm or Designated Broker may charge tradeaway, stepout, prime brokerage, clearing, settlement or similar processing charges and fees ("processing charges") on trades executed away from the Sponsor Firm or Designated Broker. Any such processing charges will be in addition to the asset-based fee or transaction-specific commissions the client pays to the client's Sponsor Firm or Designated Broker. LMPPG has no role in negotiating the commission schedules and processing charges that are agreed to by the client and the Sponsor Firm or Designated Broker and does not consider such commission schedules and processing charges in executing model-change trades as block trades through a single broker-dealer and in selecting broker-dealers to execute such transactions.

In an effort to monitor that the trading method it utilizes is consistent with its obligation to seek best execution for client transactions, LMPPG does a trade cost analysis on significant block trades. This trade cost analysis includes a review of the percentage of the daily volume each trade represents, a comparison of the execution price versus the arrival price (the price of the security at the time the order was initially implemented), and a comparison of the execution price versus the Volume Weighted Average Price ("VWAP") during the time the order is active. The trade cost analysis includes any implied commission paid (as this is reflected in the total security price or proceeds), and such information is retained with a record of

the trade. In addition, LMPPG's Brokerage Committee provides oversight of LMPPG's trading activities in an effort to ensure that client transactions are being executed in a cost-effective manner consistent with LMPPG's policies and procedures. The Brokerage Committee meets quarterly. The Committee is provided with trade cost analyses for significant block trades, the average commissions or commission equivalents incurred by client accounts during the quarter and the percentage of trades that incurred such additional costs, as well as a list of the broker-dealers used by LMPPG and their share of volume.

To execute client account transactions in ADRs that, in LMPPG's judgment, have limited liquidity in U.S. markets, LMPPG may select broker-dealers that purchase the ADR issuer's underlying ordinary shares in non-U.S. markets and then package such shares into an ADR (in the case of an ADR purchase) or convert the ADR into underlying ordinary shares of the ADR issuer and then sell such shares in non-U.S. markets (in the case of an ADR sale). These transactions typically involve foreign exchange, ADR conversion and related costs and charges that are reflected in the net price paid or received by the client.

LMPPG expects to execute all or substantially all model-change equity trades as block trades, as described above. However, LMPPG reserves the ability to disaggregate model-change equity trades and follow a trade rotation approach among Sponsor Firms if it decides that a block trade approach is not practical or consistent with seeking best execution for a particular model-change trade, even though LMPPG has not had to implement a trade rotation to date with respect to any model change trade and anticipates that the instances in which it will do so in the future will be rare. If LMPPG makes a decision to do so, LMPPG will communicate trade orders and instructions to Sponsor Firms and Designated Brokers in a manner and sequence that LMPPG believes is fair and equitable to LMPPG's clients. In addition, LMPPG may decide not to include clients of a particular Sponsor Firm in a block trade due to factors such as a direction from the Sponsor Firm to place all trades for its clients' accounts with the Sponsor Firm or a Designated Broker without regard for best execution (see below) or temporary operational issues at particular Sponsor Firms or Designated Brokers. In such cases, LMPPG will arrange for execution of the block and non-block trades in a manner that LMPPG believes is fair and equitable to LMPPG's clients (although all or some clients may receive a less advantageous price than if the trades had been aggregated and executed as a single block order).

In the cases where a particular Sub-Adviser investment strategy is included in a single LMPPG-Implemented Program, LMPPG reserves the ability to execute model-change equity trades for client accounts with the Sponsor Firm or Designated Broker, instead of with broker-dealers other than the Sponsor Firm or Designated Broker, if LMPPG determines that doing so would be consistent with seeking best execution.

#### *Directed Brokerage*

Although LMPPG generally is subject to the obligation to seek best execution, LMPPG in its sole discretion may accept a client or Sponsor Firm direction to use the client's Sponsor Firm or a Designated Broker to execute all or certain securities trades for the client's LMPPG-Implemented Program account without regard for whether best execution may be achieved. In the event LMPPG accepts such a direction:

- (i) LMPPG will not negotiate the Sponsor Firm's or Designated Broker's trade execution services or compensation for such services on behalf of the client account;
- (ii) LMPPG will not be in a position to, and will not, monitor for best price and execution of transactions Sponsor Firm or Designated Broker executes for the client account;
- (iii) the account may forego benefits that LMPPG may be able to obtain for other client accounts that participate in LMPPG's block trades, as described above; and
- (iv) the prices and execution quality achieved for the account may be less favorable, including more costly to the client account, than the prices and execution quality LMPPG achieves for other client accounts.

In addition, LMPPG's business relationship with the applicable Sponsor Firm or Designated Broker may give LMPPG an incentive to recommend that the client or Program Sponsor issue such a direction. A client or Sponsor Firm may terminate such a direction by notifying LMPPG in writing.

**LMPPG Aggregation of Trade Orders and Trade Allocation.** As noted above, LMPPG generally seeks to aggregate equity trades that are driven by a change in a Subadviser's investment model and that need to be simultaneously effected for many client accounts in LMPPG-Implemented Programs. LMPPG, in its discretion, may, but is not required to, aggregate the same order for the same security resulting from a model change for more than one investment model. Such multiple orders could come from the same Sub-Adviser or from multiple Sub-Advisers. The "same order for the same security" means that the orders are not limit orders or orders where the portfolio managers have provided specific trade instructions. LMPPG's traders may place two orders with the same broker-dealer (which may or may not aggregate the orders) or place the orders with two different broker-dealers. To the extent that there are separate orders, they may be in competition with each other in the market.

LMPPG generally allocates securities purchased or sold as part of an aggregated order to each participating account in an amount equal to its percentage of the aggregated order. Each participating account receives the average price for the transaction and shares any transaction costs pro rata based upon the account's level of participation in the aggregated order. If a client's Sponsor Firm or Designated Broker charges trade away processing, clearing or settlement charges for the trade, the client's account separately bears these charges.

In the case of a partially-filled aggregated order for an equity security, LMPPG allocates the securities purchased or sold among participating accounts according to one or more methods designed to ensure that the allocation is equitable and fair. These methods include pro rata allocation and random allocation. Under the pro rata method, LMPPG allocates all securities purchased or sold pro rata to all of the accounts included in the order based upon the amount of securities LMPPG intended to purchase or sell for each participating account. Under the random allocation method, LMPPG allocates the partially filled order to accounts included in the aggregated order on a random basis. LMPPG generally uses this method only after seeking direction or agreement from the Subadviser portfolio management team responsible for the underlying investment decision. The random allocation method is intended for situations in which the partial execution quantity is an amount that does not allow for a pro rata allocation of securities to all accounts or does not allow for a meaningful allocation of securities to all accounts. Where an aggregated order covers clients in multiple Sponsor Firm investment programs, LMPPG first allocates the securities to the investment programs participating in the order following one of the accepted trade allocation methods. LMPPG then allocates the securities to clients within each investment program following one of the accepted trade allocation methods.

If there is an open order being worked by LMPPG's trading desk and a new order in the same security is received by LMPPG's trading desk, LMPPG's trader, in his or her discretion, may (i) aggregate the new order with the earlier order, or (ii) treat the new order and the remainder of the earlier order as two separate orders and place the order or orders with a broker-dealer or broker-dealers that the trader believes will achieve best execution. To the extent that there are two orders, the orders may be in competition with each other in the market. In choosing between the foregoing methods, LMPPG's traders may consider such factors as the time the order was received, the amount of the order remaining and the liquidity of the security.

**LMPPG's Communication and Implementation of a Subadviser's Model Changes.** As a general matter, LMPPG seeks to communicate trade orders and a Subadviser's investment instructions and recommendations for the same equity security to its own trading desk and to any Sponsor Firm or Designated Broker that is responsible for portfolio implementation, trade placement or trade execution at the same time. In certain cases, however, administrative requirements (e.g. formatting requirements) or implementation practices of a Sponsor Firm or Designated Broker (e.g. accepting instructions or recommendations only once daily or only during particular times of the day) may delay the communication of investment instructions or recommendations. Similarly, required portfolio implementation work may delay LMPPG's communication of trade orders to a Sponsor Firm or Designated Broker for execution. Due to such potential delays, as well as any delays by a Sponsor Firm in acting upon investment instructions or recommendations it receives, LMPPG's trading desk may be able to place certain trade orders with broker-dealers for certain client accounts before LMPPG is able to place trade orders in the same security with a Designated Broker and/or such Sponsor Firm is able to place trade orders in the security for accounts it services. In such cases, accounts serviced by the Sponsor Firm or Designated Broker could be negatively impacted by such timing differences.

Trade orders placed by Sponsor Firms or Designated Broker trading desks (where LMPPG forwards Subadviser investment instructions or recommendations to such firms) in most cases will end up competing in the marketplace with orders placed by LMPPG's trading desk for LMPPG client accounts with respect to which LMPPG implements ClearBridge investment instructions. This competition may negatively affect both LMPPG's clients and client accounts managed by Sponsor Firms.

LMPPG undertakes to mitigate or offset the negative effect on execution quality from such competition by seeking to tightly control the timing of its executions, limiting orders based on daily trading volume and setting price targets.

## ***B. Subadvisers***

In the case of a Subadviser, please refer to Item 12 of such Subadviser's Form ADV disclosure document for a description of such Subadviser's trade, allocation and communication (including model change communication) practices.

## ***C. Error Policies***

Each of LMPPG and each Subadviser maintains an Error Policy aimed at ensuring the prompt detection, reporting and correction of errors affecting the accounts of LMPPG clients for which they have portfolio implementation and trade placement responsibility. Under the policies, the correction method used for an error must put the client in the same position the client would have been in had the error not occurred (i.e., the client must be made whole for any error-related losses and costs suffered). If an error involves multiple security positions, LMPPG or the Subadviser, as applicable, may calculate the net loss caused by the error (if any) by aggregating such positions (for a client account) and offsetting any gains that resulted from the error against the gross losses that resulted from the error.

LMPPG and a Subadviser, like other investment managers, have a conflict of interest in connection with the identification and resolution of trade errors, operational errors and other errors. Specifically, each of LMPPG and a Subadviser, as a party who may bear some or all of the financial responsibility to correct an error, has an incentive to determine that an error did not occur or, if one has occurred, to resolve it in a manner that minimizes the financial impact on it. However, each of LMPPG and the Subadvisers endeavor to make determinations concerning errors in good faith and in accordance with applicable legal standards. In addition, such determinations typically are made in consultation with appropriate compliance personnel.

LMPPG's and a Subadviser's Error Policies generally apply only to the extent that LMPPG or such Adviser, as applicable, has control of resolving errors for client accounts. For many investment programs, the Sponsor Firm may have control over the resolution of errors of participating investment managers.

**Item 13**

**REVIEW OF ACCOUNTS**

***A. LMPPG-Implemented Programs***

LMPPG maintains an Implementation Team consisting of Portfolio Associates. The Implementation Team's responsibilities include implementing Subadviser investment instructions for client accounts in LMPPG-Implemented Programs. The Implementation Team uses a portfolio modeling application to review client accounts in such Programs each business day against certain parameters designed to detect client account investments that may be significantly at variance from the selected investment management portfolios. The Implementation Team also uses this application to review client accounts in connection with LMPPG's implementation of Subadviser-instructed trading activity (e.g., purchase or sale instructions) and LMPPG's accommodation of client-directed activity (e.g., account withdrawals and contributions).

Client or Sponsor Firm inquiries may cause LMPPG to conduct additional reviews of client accounts in LMPPG-Implemented Programs.

Sponsor Firms typically prepare and send regular account statements to clients in Sponsor Firm investment programs. LMPPG typically does not send regular account reports to such clients.

***B. Discretionary Model Programs and Non-Discretionary Model Programs***

LMPPG and the Subadvisers do not have implementation responsibility in Discretionary Model Programs and Non-Discretionary Model Programs and therefore generally do not review client accounts in these Programs.

**Item 14****CLIENT REFERRALS AND OTHER COMPENSATION**

LMPPG and its affiliates, including the Subadvisers, may make payments for marketing, promotional and related expenses to Sponsor Firms that may recommend LMPPG/Subadviser investment management portfolios. They also may provide Sponsor Firm personnel, including Sponsor Firm representatives, with related benefits, including:

- training meetings, including related travel, lodging and meals;
- certain client/prospect meeting materials and expenses; and
- low-value gifts and promotional items.

These payments and benefits could give Sponsor Firms and their personnel, including Sponsor Firm representatives, incentives to favor LMPPG/Subadviser-affiliated investment management portfolios and other LMPPG/Subadviser-affiliated investment products and services over those of firms that do not provide the same payments, items and benefits. If LMPPG, the Subadvisers or any of their affiliates make such payments or provide such benefits, they will do so in compliance with applicable laws and internal policies aimed at preventing the compromising of advice and recommendations given to clients.

In the case of a Subadviser, please refer to Item 14 of such Subadviser's Form ADV disclosure document for a discussion of any payments or benefits that might be made or given to a Sponsor Firm by such Subadviser.

**Item 15****CUSTODY**

Neither LMPPG nor any of the Subadvisers maintains physical custody of client assets in Sponsor Firm investment programs. Instead, a broker-dealer, bank or other financial firm selected by the client (e.g., the client's Sponsor Firm) typically maintains physical custody of client account assets. In the case of a client account in a Dual-Contract Program, LMPPG may be deemed under SEC rules to have custody of client assets if LMPPG has the ability, pursuant to client authorization, to deduct client fees directly from the client's account by directly invoicing the account's custodian.

Clients typically will receive account statements from the firm that maintains physical custody of their accounts. Clients should carefully review these account statements.

**Item 16****INVESTMENT DISCRETION**

In Discretionary Model Programs and LMPPG-Implemented Programs, LMPPG and the Subadvisers possess the authority to determine which securities are purchased, held and sold for client accounts, subject to the investment management portfolio the client has selected – i.e., investment discretion. This authority includes the authority to determine the timing and amount of investments and transactions.

In Discretionary Model Programs, LMPPG enters into an agreement with the Sponsor Firm that obligates the Sponsor Firm to implement, or cause its designee to implement, Subadviser investment decisions for client accounts, subject to any client-imposed restrictions or other client directions accepted by the Sponsor Firm or its designee.

In LMPPG-Implemented Programs, LMPPG's discretionary authority over client accounts includes the authority to implement Subadviser investment decisions for client accounts, subject to any client-imposed restrictions or other client directions LMPPG or the Subadviser accepts. This authority typically is derived from a power of attorney contained in the agreement with the Sponsor Firm in the case of a Single-Contract Program or in the agreement with the client in the case of a Dual-Contract Program. As described in Section D of Item 4 of this brochure, clients in LMPPG-Implemented Programs:

1. may impose restrictions on investments in specific securities (e.g., stock of Company ABC) or on investments in certain categories of securities (e.g., tobacco company stocks); and
2. may be able to direct sales of securities and temporary investment in ETFs.

In LMPPG-Implemented Programs, LMPPG or the applicable Subadviser accepts a proposed client account for management in accordance with a selected investment management portfolio before managing the client's account.

For all Sponsor Firm investment programs, neither LMPPG nor any Subadviser renders any legal advice or has authority to take action on behalf of clients with respect to legal proceedings, including bankruptcies and shareholder litigation, to which any securities or securities issuers become subject. Accordingly, neither LMPPG nor any Subadviser will initiate or pursue legal proceedings, including without limitation shareholder litigation, for clients in such programs.

**Item 17**

**VOTING CLIENT SECURITIES**

LMPPG and the Subadvisers generally will accept authority to vote proxies, or issue proxy voting instructions, for securities held in client accounts.

Although LMPPG and the Subadvisers have no responsibility for the distribution of proxies or related solicitation material, LMPPG expects that clients who do not delegate proxy voting authority generally will receive proxies and other related solicitation materials for securities in their accounts. LMPPG and the Subadvisers generally do not provide advice to such clients on proxy solicitations.

***A. LMPPG***

LMPPG does not exercise discretion in determining how to vote proxies for securities held in client accounts. Where a client or Sponsor Firm authorizes LMPPG to vote proxies or issue proxy voting instructions for securities held in client accounts, LMPPG does so based on proxy voting instructions provided by the applicable Subadviser.

A client may request:

- (i) a copy of LMPPG's Proxy Voting Policies and Procedures; and/or
- (ii) information concerning how LMPPG, as instructed by the applicable Subadviser, voted proxies for securities held in the client's account.

Clients may obtain this information by sending a written request to:

Legg Mason Private Portfolio Group, LLC  
620 8<sup>th</sup> Avenue, 48th Floor  
New York, NY 10018  
Attention: Head of SMA Operations

***B. Subadvisers***

In the case of a Sub-Adviser, please refer to Item 17 of such Subadviser's Form ADV disclosure document for a description of such Subadviser's proxy voting practices.

**Item 18**

**FINANCIAL INFORMATION**

Not Applicable.

## **APPENDIX A**

### ***Your Privacy at Legg Mason Private Portfolio Group, LLC***

This notice is being provided for Legg Mason Private Portfolio Group, LLC.

We are concerned about the privacy of the individuals for whom we provide advisory services. We are sending this notice to individuals (“you”) who invest, for personal, family, or household purposes, in accounts that we manage. This is to help you understand how we handle, protect and limit certain nonpublic personal information that we may collect in order to conduct and process your business with us. The provisions of this notice apply to former individual advisory clients as well as current individual advisory clients unless we state otherwise.

We protect any personal information we collect about you by maintaining physical, electronic and procedural safeguards that meet or exceed applicable law. Third parties who have access to such personal information must agree to follow appropriate standards of security and confidentiality. We train people who work for us in how to properly handle such personal information, and we restrict access to it.

The personal information that we may collect about you comes from the following sources:

- Information received from you, such as on applications or other forms.
- Information about your transactions with us, our affiliates and nonaffiliated third parties; and
- Information we may receive about you from other sources, such as your broker.

Our affiliates are the family of companies controlled by Legg Mason, Inc. If you are a customer of other Legg Mason, Inc. affiliates and you receive notices from them, you will need to read those notices separately.

We do not disclose any nonpublic personal information about you except as permitted by law. For example, we are permitted to disclose nonpublic personal information to our affiliates and non-affiliated third parties that perform various services on our behalf, including custodians, broker-dealers and companies that perform marketing services on our behalf or to other financial institutions with whom we have joint marketing agreements. These companies agree to use this information only for the services for which we hired them and are not permitted to use or share this information for any other purpose.

## **APPENDIX B1**

### Compensation Disclosure Statement for ERISA Plans (LMPPG-Implemented Programs and Discretionary Model Programs)

**Please note: If you are a participant in an employer-sponsored retirement plan with an account managed by Legg Mason Private Portfolio Group, LLC, or the custodian of such an account, please forward this Compensation Disclosure Statement to the plan's sponsor or such other plan fiduciary as may be responsible for establishing or approving the maintenance of such account.**

#### Legg Mason Private Portfolio Group, LLC Compensation Disclosure Statement

---

This Compensation Disclosure Statement provides disclosure concerning the compensation expected to be received by Legg Mason Private Portfolio Group, LLC ("LMPPG") and its affiliated sub-advisers in connection with the investment management services they provide to your employee benefit plan (the "Plan") pursuant to an agreement between your managed account program sponsor ("the Sponsor") and LMPPG (the "Manager Agreement").

- LMPPG and its applicable affiliated sub-adviser ("Affiliated Subadviser") provide investment management services to the Plan in accordance with the investment management strategy selected on behalf of the Plan, which is described in Item 8 (Methods of Analysis, Investment Strategies and Risk of Loss) of LMPPG's Form ADV disclosure brochure.
- The Affiliated Sub-adviser for each investment management strategy that is available through LMPPG is identified in Item 8 (Methods of Analysis, Investment Strategies and Risk of Loss) of the Affiliated Subadviser's Form ADV disclosure brochure.
- Each of LMPPG and the applicable Affiliated Subadviser will provide its investment management services to the Plan pursuant to the Manager Agreement as a "fiduciary," as such term is defined in Section 3(21) of ERISA, and as an investment adviser registered under the Investment Advisers Act of 1940.
- LMPPG receives a fee from the Sponsor pursuant to the Manager Agreement for the investment management services it renders with respect to the Plan. Such fee is calculated as a percentage of assets under LMPPG's management at a per annum percentage rate that is generally within the fee rate range set forth on Exhibit A for the strategy category applicable to the investment management strategy selected on behalf of the Plan. LMPPG pays all or a portion of the fee it receives from the Sponsor to the applicable Affiliated Subadviser.
- Each QS Investors multi-asset class portfolio for which QS Investors, LLC ("QS Investors") is the Affiliated Subadviser invests all or a portion of its assets in mutual funds and/or ETFs that are managed or advised by Legg Mason affiliates, including QS Investors and/or other Legg Mason investment advisory affiliates, and that pay fees or other compensation to such Legg Mason affiliates. Please refer to QS Investors' Form ADV Part 2A Brochure for more information. Such fund-related compensation will not be credited against or offset the advisory fee agreed to by LMPPG and the Sponsor unless such crediting or offset is required by contract or applicable law. In cases where LMPPG receives no advisory fee or a very small advisory fee from a Sponsor for a multi-asset class portfolio due to the fund-related compensation that Legg Mason affiliates will receive in connection with such portfolios, QS Investors will provide compensation out of its general resources to LMPPG for its services at a rate agreed to by QS Investors and LMPPG.
- The Sponsor is responsible for billing and collecting the fees owed by the Plan to the Sponsor pursuant to the agreement between the Plan and the Sponsor. The Sponsor also is responsible for paying the investment management fees due LMPPG in accordance with the terms of the Manager Agreement for the services LMPPG renders with respect to the Plan.

- Provided trade placement responsibility has been assigned to LMPPG in the Manager Agreement, LMPPG will be responsible for selecting broker-dealers to execute securities transactions. LMPPG does not direct client brokerage transactions, including those of the Plan, to any broker-dealer in exchange for products and services (e.g., proprietary or third party research), other than execution services for securities transactions on behalf of its clients, or otherwise participate in “soft dollar” arrangements. See Item 12 (Brokerage Practices) of LMPPG’s Form ADV disclosure brochure.
- From time to time, employees of LMPPG and the Affiliated Subadvisers may receive non-monetary compensation such as gifts and entertainment from vendors (e.g., broker-dealers) with whom they may engage in business dealings on behalf of clients, including the Plan. Under LMPPG’s and its Affiliated Subadvisers’ compliance policies, an employee of LMPPG or an Affiliated Subadviser may not accept gifts or entertainment that are conditioned on directing specific transactions or a specific level of business to another firm. LMPPG and its Affiliated Subadvisers believe that any gifts and entertainment received by their employees from a vendor are received in the context of a general business relationship and should not be viewed as attributable or allocable to any transactions engaged in with such vendor on behalf of their clients, including the Plan. In any event, if the value of gifts and entertainment received by employees of LMPPG or its Affiliated Subadvisers were allocated by such firms to their investment advisory clients, including the Plan, pro rata based on the value of each client’s account in relation to total assets under management, we believe the value allocated to the Plan would be beneath the Department of Labor’s de minimis reporting threshold for non-monetary compensation.

### **Exhibit A**

- In the case of **LMPPG-Implemented Programs**, LMPPG generally receives, or anticipates receiving, fees from the Program Sponsor at the following rates or within the following ranges depending upon the portfolio selected by the client:

<b>Investment Management Portfolio</b>	<b>Fee Rates*</b>
Martin Currie <ul style="list-style-type: none"><li>• Emerging Market Equities</li><li>• Global Equity Income</li><li>• International Unconstrained Equities</li></ul>	0.60% 0.35% - 0.37% 0.43% - 0.45%
QS Investors <ul style="list-style-type: none"><li>• Multi-Asset Class</li><li>• QS Low Volatility High Dividend Equity</li></ul>	0.00% - 0.40% 0.20% - 0.40%
RARE <ul style="list-style-type: none"><li>• RARE Global Infrastructure</li></ul>	0.42% - 0.45%

- In the case of **Discretionary Model Programs**, LMPPG generally receives, or anticipates receiving, fees from the Program Sponsor at the following rates or within the following ranges depending upon the portfolio selected by the client:

<b>Investment Management Portfolio</b>	<b>Fee Rates or Ranges*</b>
Martin Currie <ul style="list-style-type: none"><li>• Emerging Market Equities</li><li>• Global Equity Income</li><li>• International Unconstrained Equities</li></ul>	0.50% 0.25% - 0.27% 0.33% - 0.45%
QS Investors <ul style="list-style-type: none"><li>• Multi-Asset Class</li><li>• QS Low Volatility High Dividend Equity</li></ul>	0.00% - 0.40% 0.20% - 0.40%
RARE <ul style="list-style-type: none"><li>• RARE Global Infrastructure</li></ul>	0.30% - 0.32%
Royce <ul style="list-style-type: none"><li>• Royce Premier</li></ul>	0.42%

**Please see Item 5 (Fees and Compensation) of LMPPG's Form ADV disclosure brochure for more information.**

\*In the case of LMPPG-Implemented Programs, LMPPG's fees for investment management services generally cover full discretionary portfolio management, implementation and trade placement services provided by LMPPG. In the case of Discretionary Model Programs, LMPPG's fees are net of implementation and trade placement fees retained by the Sponsor under such program.

## **APPENDIX B2**

### Compensation Disclosure Statement for ERISA Plans (Dual-Contract Programs)

**Please note:** If you are a participant in an employer-sponsored retirement plan with an account managed by Legg Mason Private Portfolio Group, LLC, or the custodian of such an account, please forward this Compensation Disclosure Statement to the plan's sponsor or such other plan fiduciary as may be responsible for establishing or approving the maintenance of such account.

### Compensation Disclosure Statement Furnished Pursuant to Rule 408b-2 under ERISA

---

This Compensation Disclosure Statement provides disclosure concerning the compensation expected to be received by Legg Mason Private Portfolio Group, LLC ("LMPPG") and its affiliated sub-advisers in connection with the investment management services they provide to your employee benefit plan (the "Plan").

- LMPPG and its applicable affiliated sub-adviser ("Affiliated Subadviser") provide investment management services to the Plan in accordance with the investment management strategy selected on behalf of the Plan, which is described in Item 8 (Methods of Analysis, Investment Strategies and Risk of Loss) of the Affiliated Subadviser's Form ADV disclosure brochure, pursuant to an investment management agreement between LMPPG and the Plan (the "Investment Management Agreement").
- The Affiliated Subadviser for each investment management strategy that is available through LMPPG is identified in Item 8 (Methods of Analysis, Investment Strategies and Risk of Loss) of LMPPG's Form ADV disclosure brochure.
- Each of LMPPG and its applicable affiliated sub-adviser(s) will provide investment management services to the Plan pursuant to the terms of the Investment Management Agreement as a "fiduciary," as such term is defined in Section 3(21) of ERISA, and as an investment adviser registered under the Investment Advisers Act of 1940.
- For its services, LMPPG receives an investment management fee directly from the Plan calculated as a percentage of assets under LMPPG's management at the per annum percentage rate specified in the Investment Management Agreement. LMPPG pays all or a portion of this fee to the applicable Affiliated Subadviser.
- Each QS Investors multi-asset class portfolio for which QS Investors, LLC ("QS Investors") is the Affiliated Subadviser invests all or a portion of its assets in mutual funds and/or ETFs that are managed or advised by Legg Mason affiliates, including QS Investors and/or other Legg Mason investment advisory affiliates, and that pay fees or other compensation to such Legg Mason affiliates. Please refer to QS Investors' Form ADV Part 2A Brochure for more information. Such fund-related compensation will not be credited against or offset the advisory fee agreed to by LMPPG and the Plan unless such crediting or offset is required by contract or applicable law. In cases where LMPPG receives no advisory fee or a very small advisory fee from a Plan for a multi-asset class portfolio due to the fund-related compensation that Legg Mason affiliates will receive in connection with such portfolios, QS Investors will provide compensation out of its general resources to LMPPG for its services at a rate agreed to by QS Investors and LMPPG.
- LMPPG generally is paid its investment management fee on a quarterly basis either in advance or in arrears, as provided in the Investment Management Agreement.
  - If fees are paid in advance and the Investment Management Agreement is terminated during a quarter, LMPPG will refund to the Plan a pro-rata portion of pre-paid investment management fees. LMPPG will not charge any compensation or fees in connection with the termination of the Investment Management Agreement.

- If fees are paid in arrears and the Investment Management Agreement is terminated during a quarter, a pro-rated investment management fee will be charged to the Plan for the portion of the quarter during which LMPPG provided investment management services. No other compensation will be payable to LMPPG in the event the Investment Management Agreement is terminated.
- LMPPG's investment management fees are collected in accordance with the provisions of the Investment Management Agreement.
- LMPPG is responsible for selecting broker-dealers to execute securities transactions. LMPPG does not direct client brokerage transactions to any broker-dealer in exchange for products and services (e.g., proprietary or third party research), other than execution services for securities transactions on behalf of its clients, or otherwise participate in "soft dollar" arrangements. See Item 12 (Brokerage Practices) of LMPPG's Form ADV disclosure brochure.
- From time to time, employees of LMPPG and its affiliated sub-advisers may receive non-monetary compensation such as gifts and entertainment from vendors (e.g., broker-dealers) with whom they may engage in business dealings on behalf of clients, including the Plan. Under LMPPG's and its sub-advisers' compliance policies, an employee of LMPPG or an affiliated sub-adviser may not accept gifts or entertainment that are conditioned on directing specific transactions or a specific level of business to another firm. LMPPG and its affiliated sub-advisers believe that any gifts and entertainment received by their employees from a vendor are received in the context of a general business relationship with the vendor and should not be viewed as attributable or allocable to any transactions engaged in with such vendor on behalf of their clients, including the Plan. In any event, if the value of gifts and entertainment received by employees of LMPPG or its affiliated sub-advisers were allocated by such firms to investment advisory clients, including the Plan, pro rata based on the value of each client's account in relation to total assets under management, we believe the value allocated to the Plan would be beneath the Department of Labor's de minimis reporting threshold for non-monetary compensation.

**Martin Currie Inc.**

- **Form ADV Part 2A Brochure (June 28, 2019)**
- **Form ADV Part 2B Supplements**

## FORM ADV PART 2A

28 June 2019

### MARTIN CURRIE INC.

Saltire Court  
20 Castle Terrace  
Edinburgh  
EH1 2ES

Tel: 44 (0) 131 229 5252  
[www.martincurrie.com](http://www.martincurrie.com)

This brochure provides information about the qualifications and business practices of Martin Currie Inc. If you have any questions about the contents of this brochure, please contact us at 44 (0) 131 229 5252 or at [clientservices@martincurrie.com](mailto:clientservices@martincurrie.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Additional information about Martin Currie Inc. is also available on the SEC website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)

Martin Currie Inc. is referred to throughout as 'MCInc'. MCInc is part of a wider group of companies, collectively referred to as 'Martin Currie' or the 'Group'. An affiliate of MCInc, Martin Currie Investment Management Limited, is also a registered investment adviser and is referred to as MCIM. Registration of an Investment Advisor does not imply any level of skill or training.





---

## ITEM 2 – MATERIAL CHANGES

This form is updated annually; the last full review occurred on 28 June 2019.

As part of the annual review, items 5A and 8A of this brochure has been amended to reflect the most up to date strategy descriptions and standard fees of Martin Currie Inc.



## ITEM 3 – TABLE OF CONTENTS

Item	Description	Page
<b>1</b>	<b>Cover page</b>	
<b>2</b>	<b>Material changes</b>	2
<b>3</b>	<b>Table of contents</b>	3
<b>4</b>	<b>Advisory Business</b>	4
	4A – The Firm	4
	4B – Our Advisory Services	4
	4C – Tailoring Services to Client Needs	5
	4D – Managed Account Programs (Wrap Fee Program Services)	5
	4E – Discretionary and Non-Discretionary Assets Under Management	6
<b>5</b>	<b>Fees and Compensation</b>	7
	5A – Standard Fees	7
	5B – Client Billing	9
	5C – Other Fees and Expenses	9
	5D – Advance Payment of Fees	9
	5E – Compensation for the Sale of Securities or Other Investment Products	9
<b>6</b>	<b>Performance-Based Fees and Side-by-Side Management</b>	10
<b>7</b>	<b>Types of Clients</b>	11
<b>8</b>	<b>Methods of Analysis, Investment Strategies and Risk of Loss</b>	12
	8A – Methods of Analysis and Investment Strategies	12
	8B – Material Risks of Significant Strategies and Significant Methods of Analysis	16
	8C – Recommendations of Particular Types of Securities	23
<b>9</b>	<b>Disciplinary Information</b>	23
<b>10</b>	<b>Other Financial Industry Activities</b>	24
	10A – Registration as a Broker-Dealer or Registered Representative	24
	10B – Registration as a Futures Commission Merchant, Commodity Pool Operator, Commodities Trading Advisor or Associated Person	24
	10C – Relationships and Arrangements with Affiliates	24
<b>11</b>	<b>Code of Ethics, Participation or Interest in Client Transactions and Personal Trading</b>	25
	11A – Code of Ethics	25
	11B – D – Potential Conflicts Relating to Advisory Activities	25
<b>12</b>	<b>Brokerage Practices</b>	27
	12A – Broker-Dealer Selection Process	27
	12B – Aggregation of Orders	27
	12C – Model Portfolios for Managed Account Programs	28
<b>13</b>	<b>Review of Accounts</b>	29
<b>14</b>	<b>Client Referrals and Other Compensation</b>	30
<b>15</b>	<b>Custody</b>	30
<b>16</b>	<b>Investment Discretion</b>	30
<b>17</b>	<b>Voting Client Securities</b>	31
	17A – Proxy Voting Policies and Procedures	31
	17B – Alternative Proxy Voting Arrangements	32
<b>18</b>	<b>Financial Information</b>	32
<b>19</b>	<b>Appendix A – Privacy Statement</b>	33

## ITEM 4 – ADVISORY BUSINESS

### Item 4A. The firm

Martin Currie is an asset management company with US\$16.3 billion\* of assets under management (AUM) for more than 90 clients worldwide, including financial institutions, charities, foundations, pension funds and investment funds. The firm has offices in Edinburgh (headquarters), London, Melbourne and New York.

Martin Currie Limited is the parent of the UK consolidated group and is subject to consolidated supervision by the Financial Conduct Authority (FCA). Martin Currie Investment Management Limited (MCIM), a subsidiary of Martin Currie Limited, is the main operating company of the group. MCIM performs investment management, dealing, investment support, sales and marketing and platform functions for the Martin Currie group.

MCInc provides the primary sales and marketing services to North American clients, together with discretionary investment management services to US investors. MCInc is regulated by the SEC. MCInc sub-delegates ancillary investment management administration and operational functions, such as dealing, compliance, legal etc, to MCIM in the UK.

Martin Currie is wholly owned by Legg Mason Inc. ('Legg Mason'), a global asset management firm headquartered in the USA. Martin Currie is also responsible for Martin Currie Australia, the investment management division of Legg Mason Asset Management Australia Limited ('LMAMAL').

\*As at 31 March 2019. Martin Currie AuM includes the assets under management from Martin Currie Australia.

### Item 4B. Our advisory services

Martin Currie offers a range of segregated or pooled accounts, each driven by one of four principal strategy types. MCInc also offers non-discretionary model portfolio delivery to institutional clients. This table illustrates the products offered to clients and their relative contribution to assets under management.

Strategy type	Percentage of assets	Strategy
Absolute Returns	7%	<ul style="list-style-type: none"> <li>European Long/short</li> </ul>
Long-Term Unconstrained	18%	<ul style="list-style-type: none"> <li>Asia Long-Term Unconstrained</li> <li>Global Long-Term Unconstrained</li> <li>International Long-Term Unconstrained</li> <li>European Long-Term Unconstrained</li> </ul>
Market Aware	27%	<ul style="list-style-type: none"> <li>Asia Pacific ex Japan</li> <li>Australia Core Equity</li> <li>Australia Dynamic Value</li> <li>Australia Property Securities</li> <li>Australia Value Equity</li> <li>Greater China</li> <li>Global Emerging Markets</li> <li>Japan</li> <li>North America</li> <li>ASEAN</li> <li>Global Dividend Opportunities</li> </ul>

- Diversified Growth
- Tactical Allocation

Sustainable Income and growth strategies

48%

- Asia Pacific Real Income
- Australia Real Income
- Australia Diversified Income
- Australia Equity Income
- Australia Ethical Income
- Global Equity Income
- Charities (Client specific) mandates)

Please refer to Item 8, 'Methods of Analysis, Investment Strategies and Risk of Loss' for more information regarding these strategies.

#### Item 4C. Tailoring services to client needs

At Martin Currie, the highest standard of client service is not only a promise we make, it's a commitment we keep. We regard it as one of the key differentiators that sets us apart from our peer group. Our target is to be ahead of the curve in excellence of service and delivery of information. We are always happy to discuss and try to improve any aspect of the service we offer.

We have a dedicated client service team. Led by experienced investment professionals, the team has a clear goal – to understand each client's specific needs and to meet or exceed their expectations.

A separate investment management agreement ('IMA') is established for each segregated client portfolio. Within the IMA, clients define the investment parameters within which the mandate must be managed as per their specific requirements. These can include minimum or maximum cash levels, restrictions on the amount of the portfolio that can be invested in a particular country or region, or the amount of the portfolio that can be invested in a particular type of security. These parameters are then recorded on Sentinel, an investment restriction monitoring system.

In addition, Martin Currie check for inadvertent limit breaches caused by market movements on a daily basis and ensure that appropriate remedial action is taken. Although portfolio managers will generally apply the same investment philosophy to all portfolios they manage, the composition of each portfolio may differ due to individual client restrictions. As a result, the performance of each portfolio will be different, with some portfolios performing better than others.

#### Item 4D. Managed account programs (including Wrap Fee Program Services)

MCInc has established a relationship with Legg Mason Private Portfolio Group ('LMPPG') through which MCInc will gain access to managed account programs by being retained by LMPPG as a sub-advisor. MCInc is part of a wider group of companies, collectively referred to as 'Martin Currie' or the 'Group'. Both Martin Currie and LMPPG are wholly-owned subsidiaries of Legg Mason, Inc.

As sub-advisor to LMPPG, MCInc. anticipates providing investment advisory services that involve one or more of the investment management strategies described below.

As sub-advisor to LMPPG, MCInc anticipates participating in various types of managed account programs, which shall include LMPPG-Implemented Programs, Discretionary Model-Based Programs and Non-Discretionary Model-Based Programs, which are defined as follows:

- **LMPPG-Implemented Programs.** Programs of sponsors in which MCInc has security selection discretion and LMPPG implements investment instructions furnished by MCInc in the form of model portfolios with respect to client accounts, subject to any implementation protocols or rules agreed to by LMPPG and MCInc.
- **Discretionary Model-Based Programs.** Programs of sponsors in which MCInc has security selection discretion and LMPPG forwards investment instructions furnished by MCInc in the form of model portfolios to sponsors or their designees for implementation, subject to any implementation protocols or rules of the sponsors or their designees; and
- **Non-Discretionary Model-Based Programs.** Programs of sponsors in which LMPPG forwards MCInc's non-discretionary investment recommendations in the form of model portfolios to sponsors or their designees for implementation, subject to the discretion of sponsors or their designees.

Participation in managed account programs by MCInc is anticipated to include wrap fee programs that may be sponsored by banks, broker-dealers or other investment advisers. LMPPG will receive a portion of the wrap fee for services provided to such accounts and pass a portion of this fee onto MCInc

Not all investment strategies managed by MCInc are available through managed account programs. Further, the manner in which MCInc constructs a portfolio for use in managed account programs may differ from how the same strategy is executed for an institutional client, for example, due to the use of US listings of an international stock instead of the locally-trade security, differing liquidity and transaction-cost characteristics, the use of affiliated commingled vehicles to implement the strategy in addition to individual securities and lack of access to certain markets. Due to the restrictions imposed within commingled vehicles, this could have an impact on individual position exposures. For the foregoing reasons, in addition to certain other factors described in item 12 of this brochure, the performance of an account in a managed account program may differ from the performance of other managed account program accounts and from the performance of MCInc's institutional and pooled fund clients managed in accordance with the same MCInc strategy.

As a provider of investment advice under a managed account program, MCInc is not responsible for determining whether a managed account program or MCInc's investment style or strategy is suitable or advisable for any particular managed account program client. Rather, such determinations are the responsibility of the sponsor and the client (or the client's financial advisor and the client). MCInc is responsible only for supplying a model portfolio that is consistent with the designated MCInc. strategy to LMPPG for implementation or onward distribution to another firm for implementation and does not tailor model portfolios to individual client needs. Though clients in managed account programs can impose reasonable restrictions, the implementing firm (such as sponsor, overlay manager or LMPPG) is responsible for complying with such restrictions.

Managed account program clients should carefully review the terms of the relevant agreement with their sponsor to understand the terms, services, minimum account size and any additional fees that may be associated with their account and participation in the program.

#### **Item 4E. Discretionary and Non-Discretionary Assets Under Management**

As at 31 March 2019, the Group has US\$16.3 billion assets under management. This includes the assets under management of Martin Currie Australia.

## ITEM 5 – FEES AND COMPENSATION

### Item 5A. Standard Fees

Our standard fee structure for managing institutional segregated investment portfolios is categorized by investment strategy. The table below sets out the standard management fees payable by strategy:

Core investment strategy	Annual Management fee	Core investment strategy	Annual Management fee
<b>Asia Long Term Unconstrained</b>		<b>Global Long Term Unconstrained</b>	
First US\$50 million	0.75%	First US\$50 million	0.70%
Next US\$50 million	0.75%	Next US\$50 million	0.60%
Next US\$100 million	0.75%	Next US\$100 million	0.50%
Next US\$150 million	0.70%	Next US\$150 million	0.50%
Next US\$350 million	0.65%	Next US\$350 million	0.40%
<b>International Long Term Unconstrained</b>		<b>European Long/Short</b>	
First US\$50 million	0.70%	First US\$50 million	1.5% + 20%
Next US\$50 million	0.60%	Next US\$50 million	1.5% + 20%
Next US\$100 million	0.50%	Next US\$100 million	1.5% + 20%
Next US\$150 million	0.50%	Next US\$150 million	1.5% + 20%
Next US\$350 million	0.40%	Next US\$350 million	1.5% + 20%
<b>European Long Term Unconstrained</b>		<b>Asia Pacific ex-Japan</b>	
First US\$50 million	0.70%	First US\$50 million	0.70%
Next US\$50 million	0.60%	Next US\$50 million	0.65%
Next US\$100 million	0.50%	Next US\$100 million	0.60%
Next US\$150 million	0.50%	Next US\$150 million	0.55%
Next US\$350 million	0.40%	Next US\$350 million	0.50%
<b>Australia Core Equity*</b>		<b>Australia Property Securities*</b>	
First AUS\$50 million	0.50%	First AUS\$50 million	0.50%
Next AUS\$50 million	0.40%	Next AUS\$50 million	0.40%
Next AUS\$100 million	0.35%	Next AUS\$100 million	0.35%
Next AUS\$300 million	0.30%	Next AUS\$300 million	0.30%
*performance fee available		*performance fee available	
<b>Australia Ethical Income</b>		<b>Australia Value Equity*</b>	
First AUS\$50 million	0.50%	First AUS\$50 million	0.50%
Next AUS\$50 million	0.40%	Next AUS\$50 million	0.40%
Next AUS\$100 million	0.35%	Next AUS\$100 million	0.35%
Next AUS\$300 million	0.30%	Next AUS\$300 million	0.30%
		*performance fee available	
<b>Australia Dynamic Value*</b>		<b>Southeast Asia</b>	
First AUS\$50 million	0.50%	First US\$50 million	0.75%
Next AUS\$50 million	0.40%	Next US\$50 million	0.75%
Next AUS\$100 million	0.35%	Next US\$100 million	0.75%
Next AUS\$300 million	0.30%	Next US\$150 million	0.70%
*performance fee available		Next US\$350 million	0.65%
<b>Greater China</b>		<b>Global Emerging Markets</b>	
First US\$50 million	0.75%	First US\$50 million	0.75%
Next US\$50 million	0.75%	Next US\$50 million	0.65%



Next US\$100 million	0.70%	Next US\$100 million	0.65%
Next US\$150 million	0.65%	Next US\$150 million	0.60%
Next US\$350 million	0.60%	Next US\$350 million	0.55%
<b>Japan Alpha</b>		<b>North America</b>	
First US\$50 million	0.75%	First US\$50 million	0.50%
Next US\$50 million	0.75%	Next US\$50 million	0.50%
Next US\$100 million	0.75%	Next US\$100 million	0.45%
Next US\$150 million	0.75%	Next US\$150 million	0.40%
Next US\$350 million	0.75%	Next US\$350 million	0.40%
<b>Australia Equity Income</b>		<b>Australia Real Income</b>	
First AUS\$50 million	0.50%	First AUS\$50 million	0.50%
Next AUS\$50 million	0.40%	Next AUS\$50 million	0.40%
Next AUS\$100 million	0.35%	Next AUS\$100 million	0.35%
Next AUS\$300 million	0.30%	Next AUS\$300 million	0.30%
<b>Global Dividend Opportunities</b>		<b>Global Equity Income</b>	
First US\$50 million	0.65%	First US\$50 million	0.65%
Next US\$50 million	0.60%	Next US\$50 million	0.60%
Next US\$100 million	0.60%	Next US\$100 million	0.60%
Next US\$150 million	0.50%	Next US\$150 million	0.50%
Next US\$350 million	0.40%	Next US\$350 million	0.40%
<b>Charities (Client specific)</b>		<b>Asia Pacific Real Income</b>	
First US\$50 million	0.55%	First US\$50 million	0.75%
Next US\$50 million	0.45%	Next US\$50 million	0.75%
Next US\$100 million	0.40%	Next US\$100 million	0.70%
Next US\$150 million	0.35%	Next US\$150 million	0.55%
Next US\$350 million	0.35%	Next US\$350 million	0.50%

Fee rates are negotiable and certain clients may have more favourable fees to those stated above. For example, rates may be negotiated based on the size or complexity of a client's portfolio.

In addition to providing investment management services for segregated investment portfolios, MCInc acts as the investment adviser to a number of funds. Details of the fees received from these funds are set out below. Additional information is available in each fund's offering documents.

#### **Fees relating to managed account programs.**

MCInc has entered into a relationship with Legg Mason Private Portfolio Group ('LMPPG') through which MCInc will gain access to managed account programs by being retained by LMPPG as a sub-advisor. MCInc has developed portfolios specifically for managed account programs.

For each program under which LMPPG retains MCInc as a sub-advisor to provide investment instructions or recommendations, LMPPG will receive an advisory fee from the sponsor with respect to each such strategy based on program assets managed in accordance with the strategy and the applicable per annum fee rate set forth in the table below.

Under each LMPPG-implemented program, discretionary model-based program and non-discretionary model-based program, LMPPG shall pay Martin Currie a portion of the advisory fee as a sub advisory fee with respect to each of the investment management strategies based on program assets.

	Annual advisory fee			
	Single Contract			Dual Contract
Investment Strategy	LMPPG implemented	Discretionary model programs	Non-Discretionary model program	LMPPG implemented
Global Equity Income	0.35% - 0.37%	0.25% - 0.27%	0.25% - 0.27%	0.50%
International Unconstrained Equities	0.43% - 0.45%	0.33% - 0.35%	0.33% - 0.35%	0.50%
Emerging Market Equities	0.60%	0.50%	0.50%	0.60%

Fee rates are negotiable and certain clients may have more favourable fees to those stated above. For example, rates may be negotiated based on the size or complexity of a client's portfolio.

#### Item 5B. Client Billing

All clients are billed for the management fees incurred. We do not deduct fees from client's assets. Clients can be billed on either a monthly or quarterly basis, depending on their preference. Certain clients also have performance fee arrangements in place. Performance fees can be billed on a monthly, quarterly or annual basis. Further information regarding performance fees can be found under Item 6, 'Performance-based Fees and Side-by-Side Management'.

#### Item 5C. Other Fees and Expenses

MCInc does not offer custody of client's assets. Each client must make its own custody arrangements. Custodians will charge clients a custody fee, which the client and custodian must negotiate separately. Clients will also incur brokerage and other transaction costs as part of the portfolio management process. Further information relating to these charges can be found under Item 12, 'Brokerage Practices'.

#### Item 5D. Advance Payment of Fees

All of our client invoices are calculated in arrears; no clients pay fees in advance. Clients are not permitted to pay in advance under any circumstance.

#### Item 5E. Compensation for the Sale of Securities or Other Investment Products

MCInc does not receive commission or compensation for the sale of investment products, including asset-based sales charges or service fees from the sale of mutual funds.

Each member of the MCInc sales team is eligible to receive a bonus for every new client they introduce. The bonus structure rewards the team for growing revenues, as it is based on both the volume and margin of the business they sell. The bonus is calculated as a percentage of the first year's revenue from the sale less certain employment costs. Each member of the team is also eligible to receive an additional award from a separate sales bonus pool. This allows inputs and behaviours, other than those directly linked to revenue growth, to be rewarded. All bonus schemes at Martin Currie are discretionary. Where bonuses directly linked to sales are prohibited by regulation, this element of the bonus scheme will be waived.

Legg Mason Investor Services Inc ('LMIS') is an affiliate of MCInc and a registered broker-dealer authorised to sell interests in a registered company and certain other private offshore funds managed by

MCInc or its affiliates. The registered representatives of LMIS also receive a bonus for each new client they introduce. The bonus is calculated in the same way as that received by the MCInc sales team.

The bonus payments could create a conflict of interest between MCInc or LMIS and its clients, as sales employees and representatives could be incentivised to recommend funds or investments based on the compensation received rather than the client's needs. However, neither MCInc employees nor LMIS representatives provide investment advice or make recommendations to clients. MCInc employees and LMIS representatives only provide information relating to the funds and investment strategies it, or its affiliate, manages.

The Group annual business plan sets sales targets for each product range and sales staff therefore target efforts according to the business plan. All sales are reviewed carefully by the Head of Distribution and the bonus structure for sales takes into account any sales that are not in line with the business plan, for example, allowing bonus to be reduced in these instances. Martin Currie has the facility to claw back variable remuneration should the client withdraw the funds within a defined period. Sales managers are prohibited from entering into non-standard terms or arrangements without prior approval from the Chief Financial Officer, the Head of Distribution, the Chief Operating Officer and the Head of Investment. All of the funds MCInc act as an adviser to can be purchased through non-affiliated brokers or agents.

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

Fees for all client portfolios are calculated on the value of assets held. In addition, a number of client portfolios may also earn a performance fee. Each performance fee is calculated differently, in line with client specifications.

Managing client portfolios with different fee structures and side-by-side management of performance fee paying and non-performance fee paying portfolios may create conflicts of interest as portfolio managers may have an incentive to favour client portfolios with more beneficial fees. For example, prioritising trades for portfolios with performance fees over those for other portfolios or investing in higher risk investments for portfolios with performance fees.

These conflicts of interest are addressed by managing our clients' portfolios in accordance with their investment strategy, not their fee structure. Clients with similar strategies are managed collectively, with the portfolio manager generally instructing trades across the client group and not on a client-by-client basis. By following our investment process, this prevents portfolio managers favouring one client over another. Of course, there may be reasons why trades are not always placed across the client group, for example liquidity or specific client restrictions. Our remuneration structure rewards portfolio managers for the successful growth of the products they manage. Any material dispersion will be raised with the Executive and explanation sought. Any bonus is paid as a percentage of the relevant management and performance fees of portfolios within that strategy.

## ITEM 7 – TYPES OF CLIENTS

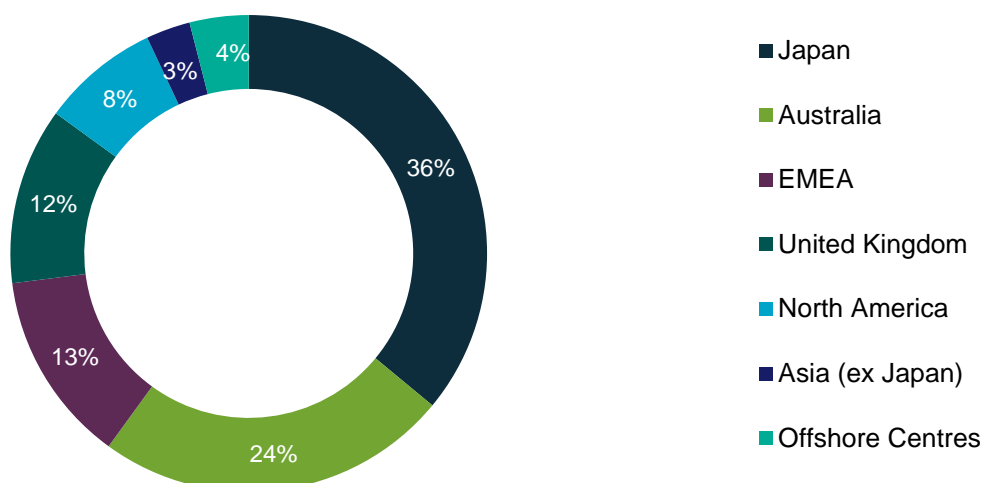
Martin Currie manage active-equity portfolios for a global client base of financial institutions, charities, foundations, endowments, pension funds, family offices, government agencies and investment funds.

Through its subadvisory relationship with LMPPG, MCInc provides investment advisory services through participation in managed account programs. Sponsor firms include banks, broker-dealers or other investment advisers that may use our services for the benefit of their own underlying clients.

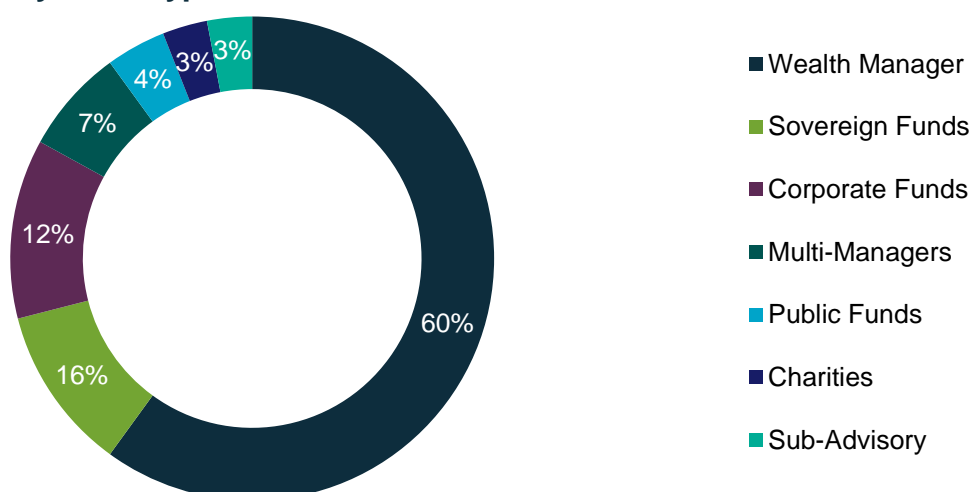
### Item 7A. Assets under management by client type and location

The chart below gives a breakdown of Martin Currie group clients by type and location as at 31 March 2019.

**Assets by client location**



**Assets by client type**



## **Item 7.B Investment minimums**

For new segregated client accounts, MCInc will generally impose the investment minimums stated in section 5.A. For managed account programs, MCInc generally imposes a minimum investment amount of \$100,000. In consultation with LMPPG, MCInc may waive this or increase minimum for one or more sponsor firms.

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

### **Item 8A. Methods of Analysis and Investment Strategies**

Significant resources are invested to build a deep understanding of companies. The investment and research structure and processes are designed to deliver high-conviction stock ideas based on bottom-up stock driven, fundamental analysis.

#### **Portfolio Management and Research**

There is a distinct structure at Martin Currie, in that investment team members have dual roles as portfolio managers and analysts and every member of the team has specific research responsibilities. This dual role approach is replicated across all of Martin Currie's regional equity investment teams, helping to facilitate the sharing of research ideas, discussing findings from company meetings and reviewing corporate announcements.

Factset is the core multifunctional research platform, used by the portfolio managers and analysts, to host all research driven activity, including in-house proprietary research, company meetings, stewardship analysis and voting outcomes. Providing a flexible and accessible portal, Factset hosts all in-house stock research which is modelled on a proprietary and standardised stock research template. This ensures consistency of research and common language across the investment teams. Research is coordinated to avoid duplication of effort, to ensure quality and consistency of research output and to measure the impact of our research analysis in client portfolios. The platform also provides a source of complementary live external industry data, offering extensive market intelligence to further inform the investment team.

#### **Stewardship and ESG**

Effective stewardship of capital is at the heart of our client proposition. Our commitment to this is evident in how we embed Environmental, Social and Governance (ESG) analysis into our investment process, through our corporate engagement, and in the responsible management of our own business.

We recognise that, while analysis of near-term prospects for a company will always be important, the majority of the value of a company lies in its ability to generate sustainable long-term returns. Through our ESG analysis we develop a deeper understanding of the companies we invest in and build stronger conviction in their ability to outperform over the long term for our clients. We approach responsible investment in three ways: integration, active ownership and exclusionary screening (where directed by a client). Our Head of Stewardship and ESG is responsible for oversight of Martin Currie's policies on corporate governance and responsible investment, specifically, the integration of ESG analysis into the investment process across investment teams. Responsibility for day-to-day ESG analysis and active ownership activity lies with those who know the companies best – our portfolio managers and analysts. They work in close collaboration with the Head of Stewardship and ESG to consider the material and relevant ESG factors that could impact the ability of the company to generate sustainable returns.

## ABSOLUTE RETURN

Strategies that are designed to manage short-term volatility and provide stable, positive returns over the long term.

Strategy name	Objective
<b>European Long/short</b>	Utilising a bottom-up investment process with a disciplined macro framework the strategy aims to efficiently capture uncorrelated European equity returns with controlled volatility and an element of capital preservation.

## LONG-TERM UNCONSTRAINED

For those clients who target real returns, Martin Currie's Long-term Unconstrained strategies focus on stocks that create long-term economic value across market cycles.

Strategy name	Objective
<b>Asia Long-Term Unconstrained</b>	To capture Asian GDP (gross domestic product) growth and provide an attractive risk/return profile in an historically volatile market using a long only equity strategy.
<b>Global Long-Term Unconstrained</b>	To provide long-term capital appreciation long-term capital appreciation with outperformance of the MSCI ACWI over rolling five-year periods.
<b>International Long-Term Unconstrained*</b>	To provide long-term capital appreciation long-term capital appreciation with outperformance of the MSCI ACWI ex USA over rolling five-year periods.
<b>European Long-Term Unconstrained</b>	To provide long-term capital appreciation long-term capital appreciation with outperformance of the MSCI Europe over rolling five-year periods.

\*Available through managed account program.

## MARKET AWARE

Martin Currie's Market Aware strategies offer stock-driven, diversified portfolios which aim to deliver relative outperformance which has greater resilience to market shocks and large factor swings.

Strategy name	Objective
<b>Asia Pacific ex Japan</b>	To produce long-term growth by investing in all or any of the Indian sub-continent, Australia, New Zealand and the Far East, excluding Japan.
<b>Australia Core Equity</b>	Aims to provide consistently higher returns than the benchmark throughout market cycles, without the risk of style biased strategies.

---

<b>Australia Dynamic Value</b>	Aims to provide the opportunity for investors to benefit from the variances in the value cycle, at the right time and with the right risk profile, and dynamically allocates across Core and Value based on the prevailing value opportunity.
<b>Australia Property Securities</b>	Aims to maximise expected returns for longer term investors by investing in a diversified portfolio of Australian and Asian listed property and property-related equities
<b>Australia Value Equity</b>	Aims to maximize expected returns for longer term investors with a high conviction portfolio of securities which are trading below our assessment of intrinsic value.
<b>Global Emerging Markets*</b>	The objective of the Martin Currie Global Emerging Markets strategy is to provide long-term capital growth by investing in countries with developing economies. As long-term investors, we follow a clear investment philosophy and seek to outperform the MSCI Emerging Markets Index by 3% per annum over rolling three-to-five-year periods.
<b>Greater China</b>	To produce long-term capital growth by investing at least 80 per cent of its Net Asset Value in shares that are issued by companies domiciled in or originating the main portion of their income from the People's Republic of China, Hong Kong or Taiwan business interests in China, or which derive a significant part of their revenue from China.
<b>Japan</b>	To provide long-term capital growth by investing in a concentrated portfolio of Japanese companies.
<b>North America</b>	To produce long-term capital growth by investment in the United States of America and Canada.

---

<b>Southeast Asia</b>	To provide medium to long-term capital appreciation by investing at least 70% of the strategy in securities issued by companies that are incorporated, domiciled or listed, or have a significant economic interest, in South and South-East Asia countries.
<b>Global Dividend Opportunities</b>	To produce both an income and capital appreciation over the long term by investing in dividend paying companies that display sustainable growth characteristics and are able to produce strong free cash flows.

\*Available through managed account program.

## SUSTAINABLE INCOME AND GROWTH

Our Sustainable Income and Growth products target rising income and the potential for capital growth with lower-than-market volatility to minimise wealth erosion, as well as helping to meet payout rates and income needs.

Strategy name	Objective
<b>Australia Equity Income</b>	Aims to provide a growing income stream by investing in a diversified portfolio of high-quality companies.
<b>Australia Real Income</b>	Aims to provide a growing income stream by investing in a diversified portfolio of listed Real Asset securities (such as A-REITs, infrastructure and utilities) characterised by established physical assets with recurring cash flows.
<b>Charities</b>	Client specific mandates.
<b>Asia Pacific Real Income</b>	Aims to provide a growing income stream by investing in a diversified portfolio of listed Real Asset securities characterised by established physical assets with recurring cash flows from developed and emerging Asia Pacific ex Japan countries
<b>Australia Ethical Income</b>	Aims to provide a growing income stream by investing in a diversified portfolio of ethically screened high-quality companies
<b>Global Equity Income*</b>	To provide a rising income with the potential for capital growth over the long term.

\*Available through managed account program.

---

## **Item 8B. Material Risks of Significant Strategies and Significant Methods of Analysis**

### **General Risks**

Past performance is not necessarily a guide to the future and the value of investments, as well as any income derived from them, can fall as well as rise.

Some of the investments described may be unsuitable for certain investors.

Under certain market conditions there may be an increased risk that an issuer of a given security may default on its obligations.

#### **Performance risk**

There may be a variation in performance between strategies with apparently similar investment objectives where different investments are selected. Strategies aiming for relatively high performance can incur greater risk than those adopting a more standard investment approach. There is no guarantee of performance of any investment, and clients may get back less than they originally invested.

Our investment strategies are subject to management risk because they are actively managed. The strategy manager will apply their investment techniques and risk analyses in making investment decisions, but there is no guarantee that their decisions will produce the intended performance.

#### **Interest rate risk**

Investment portfolios may have exposure to interest rate risks. To the extent prevailing interest rates change, such changes could negatively affect the value of each investment portfolio.

#### **Diversification risk**

Investment strategies with a specific geographic or sector focus will, by their nature, invest the majority of their assets in either a small number of countries and/or a few issuers. This concentration of the strategy increases the impact which changes in the economic or political environment and/or movements in stock markets may have on the performance of the strategies, both positive and negative.

#### **Currency risk**

Strategies may invest in securities denominated in currencies other than their base currency. Strategies may seek to hedge foreign currency risk where permitted; however, it is not always practicable to hedge certain currencies. Strategies will also incur costs in connection with hedging transactions. Accordingly, investors bear the risk of adverse movements in exchange rates with the currencies in which investments are denominated. Such movements can result in both a positive and negative return.

#### **Custody risk**

In the event of failure of a custodian, investments may not be as well protected from other claims made on behalf of the general creditors of said custodian. However, the custodian is typically liable for any losses resulting from its negligence, fraud or wilful misconduct.

#### **Credit risk**

This is the risk that an issuer or a counterparty to a transaction will fail to make payments when due or default completely on securities, repurchase agreements or other investments held by a strategy. Such defaults could result in losses to the strategy. In addition, the credit quality of securities held by a strategy may be lowered if an issuer's financial condition changes. Lower credit quality may lead to greater volatility in the price of a security. Lower credit quality also may affect liquidity and make it difficult to sell the security.

### **Counterparty risk**

Counterparty risk is the risk that arises due to uncertainty in a counterparty's ability to meet its obligations. Non-performance by counterparties for financial or other reasons could expose the investor to losses, regardless of whether or not the transaction itself was profitable.

### **Redemption risk**

This is the risk that a pooled investment company ("fund") may need to sell its holdings in order to meet shareholder redemption requests. A fund could experience a loss when selling securities to meet redemption requests if the redemption requests are unusually large or frequent, occur in times of overall market turmoil or declining prices for the securities sold, or when the securities a fund wishes to or is required to sell are illiquid.

### **Investment in smaller companies**

Investment in the securities of smaller companies may involve greater risk than is customarily associated with investment in larger, more established companies. In particular, smaller companies often have limited product lines, markets or financial resources and may be dependent on a smaller number of key individuals. Full information for determining the value of or risks associated with a smaller company may not be available. The market for stock in smaller companies is often less liquid than that for stock in larger companies, bringing with it potential difficulties in acquiring, valuing and disposing of such stock.

### **Liquidity and valuation**

Strategies may invest in securities which are subject to legal or other restrictions on transfer or for which no liquid market exists. The market prices, if any, for such securities tend to be more volatile and a strategy may not be able to sell them when desired or to realise what it perceives to be their fair value in the event of a sale. As a result, calculating the fair market value of a strategy's holdings may be difficult. The strategy manager may utilise the assistance of pricing services or valuation sources in calculating such fair market values when and if available and for underlying models as described above. The values initially obtained could be incorrect.

### **Derivatives**

Certain strategies may invest in complex derivative instruments that seek to modify or emulate the investment performance of particular securities, commodities, currencies, interest rates, indices, markets or specific risks thereof on a leveraged or unleveraged basis which can be equivalent to a long or short position in the underlying asset or risk.

These instruments generally have counterparty risk and may not perform in the manner expected, thereby resulting in greater loss or gain than might otherwise be anticipated. These investments are all subject to additional risks that may result in a loss of all or part of an investment, such as interest rate and credit risk volatility, world and local market price and demand, and general economic factors and activity.

Derivatives may have very high leverage embedded in them which may substantially magnify market movements and result in losses substantially greater than the amount of the investment, which in some cases could represent a significant portion of a strategy's assets. Some of the markets in which derivative transactions are effected are over-the-counter or interdealer markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as they are members of exchange based markets.

This exposes each strategy to the risks that counterparty will not settle a transaction because of a credit or liquidity problem or because of disputes over the terms of the contract. Strategies are not restricted from dealing with any one particular counterparty or from concentrating all of its transactions with one

particular counterparty.

### **Short selling**

Certain of our long/short strategies may utilise short selling. Short selling involves directly or indirectly selling (or having the equivalent exposure to) securities or other instruments which may or may not be owned and, at times, borrowing the same securities for delivery to the purchaser, with an obligation to replace any such borrowed securities at a later date. Short selling allows strategies to profit from declines in market prices to the extent such declines exceed the transaction costs and any costs of borrowing. However, if the borrowed assets must be replaced by purchases at market prices in order to close out the short position, any appreciation in the price of the borrowed assets would result in a loss, which is theoretically unlimited in amount. Purchasing assets to close out the short position can itself cause the price to rise further, thereby exacerbating the loss. In addition, there are rules prohibiting short sales of equity securities at prices below the last sale price, which may prevent strategies from executing short sales at the most desirable time.

### **Stock lending**

Certain strategies may undertake stock lending. As a result of lending securities, the client will cease to be the owner of them, although will have the right to reacquire at a future date equivalent securities (or in certain circumstances, their cash value or the proceeds of redemption). However, except to the extent collateral is received, the client's right to the return of the securities is subject to the risk of insolvency or other non-performance by the borrower. Since the client is not the owner during the period the securities are lent out, they will not have voting rights nor will they directly receive dividends or other corporate actions (although the client will normally be entitled to a payment from the borrower equivalent to the dividend that would otherwise have been received, and the borrower will be required to account to the client's benefit for any corporate actions). Whilst these terms are relatively standard for any stock lending agreement, the specific details will be contained within the stock lending agreement entered into, and may differ from the terms above.

### **Commissions**

It is important to note that commissions and other charges may be charged on investments made within a strategy for which the client's account will be liable.

### **Suspensions of trading**

Under certain trading conditions, it may be difficult or impossible to liquidate a position. This may occur, for example, at times of rapid price movement if the price rises or falls in one trading session to such an extent that under the rules of the relevant exchange trading is suspended or restricted. Placing a stop-loss order will not necessarily limit losses to the intended amounts, because market conditions may make it impossible to execute such an order at the stipulated price.

### **Stabilisation**

From time to time, Martin Currie may carry out transactions in securities on a client's behalf where the price may have been influenced by measures taken to stabilise it. Stabilisation enables the market price of a security to be maintained artificially during the period when a new issue of securities is sold to the public. Stabilisation may affect not only the price of the new issue but also the price of other securities relating to it. The FCA allows stabilisation in order to help counter the fact that, when a new issue comes onto the market for the first time, the price can sometimes drop for a time before buyers are found. The effect of this may be to keep the price at a higher level than it would otherwise be during the period of stabilisation. The fact that a new issue or a related security is being stabilised should not be taken as any indication of the level of interest from investors, nor of the price at which they are prepared to buy the securities.

### **Legal risk**

Many of the laws that govern private and foreign investment, equity securities transactions and other contractual relationships in certain countries, particularly in developing countries, are new and largely untested. As a result, investments may be subject to a number of unusual risks, including inadequate investor protection, contradictory legislation, incomplete, unclear and changing laws, ignorance or breaches of regulations on the part of other market participants, lack of established or effective avenues for legal redress, lack of standard practices and confidentiality customs characteristic of developed markets and lack of enforcement of existing regulations. Furthermore, it may be difficult to obtain and enforce a judgment in certain countries in which assets are invested. There can be no assurance that this difficult in protecting and enforcing rights will not have a material adverse effect on a particular strategy and/or investment.

### **Inability to transact as a result of exposure to material non-public information**

From time to time, Martin Currie may receive material non-public information with respect to an issuer of publicly traded securities. In such circumstances, Martin Currie may be prohibited, by law, policy or contract, for a period of time, from (i) unwinding a position in such issuer; (ii) establishing an initial position or taking any greater position in such issuer, and (iii) pursuing other investment opportunities related to such issuer. This can result in risk of loss or loss of opportunity if Martin Currie, on behalf of a client, is not able to purchase or sell such security.

### **Business, terrorism and catastrophe risks**

Opportunities involving the assumption by a client's portfolio of various risks relating to particular assets, markets or events may be considered from time to time. A client's portfolio is subject to the risk of loss arising from exposure that it may incur, directly or indirectly, due to the occurrence of various events including, without limitation, hurricanes, earthquakes and other natural disasters, terrorism and other catastrophic events, and events that could adversely affect the health or life expectancy of people. These risks of loss can be substantial, could greatly exceed all income or other gains, if any, received by the portfolio in assuming these risks and, depending on the size of the loss, could adversely affect the return of the client.

### **Systemic risk**

Credit risk may arise through a default by one of several large institutions that are dependent on one another to meet their liquidity or operational needs, so that a default by one institution causes a series of defaults by the other institutions. This is sometimes referred to as a 'systemic risk' and may adversely affect financial intermediaries, such as clearing agencies, clearing houses, banks, securities firms and exchanges, with which Martin Currie interacts on a daily basis.

### **Cybersecurity risk**

As part of its business, Martin Currie processes, stores and transmits large amounts of electronic information, including information relating to the transactions of clients' portfolios and personally identifiable information relating to the clients. Similarly, service providers of Martin Currie may process, store and transmit such information. Martin Currie has procedures and systems in place that it believes are reasonably designed to protect such information and prevent data loss and security breaches. However, such measures cannot provide absolute security. The techniques used to obtain unauthorised access to data, disable or degrade service, or sabotage systems change frequently and may be difficult to detect for long periods of time. Hardware or software acquired from third parties may contain defects in design or manufacture or other problems that could unexpectedly compromise information security.

Network connected services provided by third parties to Martin Currie may be susceptible to compromise, leading to a breach of Martin Currie's network. Martin Currie's systems or facilities may be susceptible to employee error or malfeasance, government surveillance, or other security threats. Online services

provided by Martin Currie to clients may only be susceptible to compromise. Breach of Martin Currie's information systems may cause information relating to the transactions of portfolios and personally identifiable information of clients to be lost or improperly accessed, used or disclosed.

Martin Currie's service providers are subject to the same electronic information security threats as Martin Currie. If a service provider fails to adopt or adhere to adequate data security policies, or in the event of a breach of its networks, information relating to the transactions of clients and personally identifiable information of clients may be lost or improperly accessed, used or disclosed. Martin Currie performs due diligence on service providers for compliance with cyber security controls, but cannot guarantee that there will not be a cybersecurity event.

The loss or improper access, use or disclosure of Martin Currie's proprietary information may cause Martin Currie to suffer, among other things, financial loss, the disruption of its business, liability to third parties, regulatory intervention or reputational damage. Any of the foregoing events could have a material adverse effect on a client's portfolio.

### **Brexit**

As an investment manager authorised and regulated by the FCA, Martin Currie is currently subject to provisions of certain European directives and regulations (for instance, the Markets in Financial Instruments Directive and the European Market Infrastructure Regulation) which have either been incorporated into UK law or have direct effect in the UK. Whilst the UK will incorporate the pre-existing body of EU law into its domestic legal system at the time of Brexit, the longer-term impact of the decision to leave the EU on the UK regulatory framework will depend, in part, on the relationship that the UK establishes with the EU as part of the ongoing negotiation process and beyond.

In particular, it is uncertain whether and how UK laws that incorporate EU directives may diverge or be modified in the future, and whether UK firms (such as Martin Currie) will continue to have the benefit of certain rights to conduct cross-border business within the EU following the loss of financial services passporting. However, recent confirmations from the UK and the EU that regulatory cooperation memoranda of understanding will be in place ahead of Brexit have mitigated the significant risk of loss of the ability to delegate portfolio management to UK firms from the EU.

It is not possible to ascertain the precise impact the UK's departure from the EU will have on Martin Currie or its clients from an economic, financial or regulatory perspective but any such impact could have material consequences for Martin Currie or its clients, particularly if the UK government fails to agree a deal and a transition period. However, Martin Currie has based its contingency plans on the assumption of a hard, no-deal Brexit which therefore mitigates the material impact of such a scenario on our business and our clients.

There is also a wider risk that other significant market or regulatory changes subsequently take place within the European Union, both as a result of Brexit or otherwise, and that such changes impact Martin Currie or its clients.

### **General economic and market conditions**

The success of any strategy's activities will be affected by general economic and market conditions, such as interest rates, availability of credit, credit defaults, inflation rates, economic uncertainty, changes in laws (including laws relating to the taxation of investments), trade barriers, currency exchange controls, and national and international political circumstances (including wars, terrorist acts or security operations).

These factors may affect the level and volatility of investments' prices and the liquidity of particular investments. Volatility or illiquidity could impair an investment's profitability or result in losses. Any strategy may maintain substantial trading positions that can be adversely affected by the level of volatility in the

financial markets – the larger the positions, the greater the potential for loss.

The economies of countries in which certain strategies may invest may differ in such respects as growth of gross domestic product, rate of inflation, currency depreciation, asset reinvestment, resource self-sufficiency and balance of payments position. Further, certain economies are heavily dependent upon international trade and, accordingly, have been and may continue to be adversely affected by trade barriers, exchange controls, managed adjustments in relative currency values and other protectionist measures imposed or negotiated by the countries with which they trade. The economies of certain countries may be based, predominantly, on only a few industries and may be vulnerable to changes in trade conditions and may have higher levels of debt or inflation.

### **Material risks relating to investments in emerging markets**

Emerging markets are generally defined as being less developed countries which may have less stable economic and/or political conditions than larger and more mature economies. However, the universe can also be more specifically understood by reference to frequently-used benchmarks such as the MSCI Emerging Markets Index.

Investment in emerging markets is generally characterised by higher levels of risk than investment in fully developed markets. Accounting, corporate governance and financial reporting standards that prevail in certain emerging market countries are often not equivalent to those found in countries with more developed markets. Regulatory, tax and legal regimes may be subject to uncertainty and to significant and unpredictable changes in approach.

Repatriation of investments and profits may be restricted by exchange controls. There may also be less well developed regulation of markets, issuers and intermediaries. Markets may lack the liquidity of those in developed countries, leading to difficulty in valuing assets. Instability in such markets has previously led, and may continue to lead, to investor losses.

In some emerging markets, the marketability of quoted shares may be limited due to foreign investment restrictions, wide dealing spreads, exchange controls, foreign ownership restrictions, the restricted opening of stock exchanges and a narrow range of investors. Trading volume will generally be lower than on more developed stock markets, and equities less liquid. Volatility of prices may also be greater than in more developed stock markets. Emerging market issuers are generally not subject to the same degree of regulation, and economic or financial instability or political, diplomatic or legal developments could adversely affect a strategy's investments. Risks include adverse change in foreign economic, political, regulatory and other conditions, and changes in currency exchange rates, exchange control regulations (including currency blockage), expropriation of assets or nationalization, imposition of withholding taxes or confiscatory taxation on capital, dividend or interest payments, and possible difficulty in obtaining and enforcing judgments against foreign entities. Foreign brokerage commissions, custodial and other fees are also generally higher. There are also special tax considerations which apply to securities of foreign issuers and securities principally traded overseas.

Settlement of transactions carried out in such markets may be lengthier and less secure than in developed markets. A country's settlement practices may require margin payments for securities traded, or 'early pay in' of securities or payment. This may result in payment or settlement outside delivery-versus-payment procedures. Delivery-versus payment procedures offer significant protection from losses in the event that a third-party defaults on its obligations. The settlement practices in some foreign markets may increase the risk arising from third-party default.

Strategies invested in emerging markets may experience more rapid and extreme changes. Emerging

markets tend to be substantially smaller, less liquid and at times more volatile than securities of domestic issuers. This may impair a strategy's ability to acquire or dispose of assets at an advantageous price and time.

### **Material risks relating to investments in China (PRC)**

The emerging market risks noted above apply to investment in China.

In addition, the China Securities Regulatory Commission ('CSRC') is responsible for supervising the national securities markets and producing relevant regulations. The Investment Regulations, under which strategies invest in the PRC and which regulate repatriation and currency conversion, are new. The Investment Regulations give CSRC and the State Administration for Foreign Exchange ('SAFE') wide discretions and there is no precedent or certainty as to how these discretions might be exercised, either now or in the future.

A strategy will typically obtain access to the securities markets in the PRC via Access Products (see below). The value of a strategy's investment in any QFII Quota will be affected by taxation levied against the relevant QFIIs or in respect of investments held in the relevant Quotas. The PRC taxation regime that will apply to QFIIs and investments made in or through QFII Quotas is not clear. The Investment Regulations are new and do not currently expressly contemplate the treatment of QFIIs and investment made through QFII Quotas.

### **Emerging markets managed account program**

Martin Currie emerging market equity portfolios include exposure to individual international companies. In addition to investments in individual equity securities, managed account program portfolios may involve investment in units of the LEGG MASON GLOBAL ASSET MANAGEMENT TRUST Martin Currie SMASh Series EM Fund ('SMASh Fund'). The prospectus describes the principal investment strategy of the SMASh Fund and the risks associated with an investment in the SMASh Fund. The portfolio managers use investments in the SMASh Fund to obtain exposure to certain companies that, due to the nature of the securities involved, generally do not allow for practical exposure through direct client account investment in such securities.

A Martin Currie emerging market portfolio's allocation to the SMASh Fund will vary over time based on the managers' discretionary allocation decisions, as well as market fluctuations. A managed account program portfolio's aggregate allocation to the SMASh Fund generally will not exceed 50%. However, a portfolio's aggregate allocation to the SMASh Fund may temporarily exceed 50% due to market fluctuations and pending reallocation by the portfolio managers.

A client may obtain a prospectus for the SMASh Fund from the client's Sponsor Firm. The prospectus includes information concerning the SMASh Fund's investment objectives, strategies and risks. The prospectus also contains a general description of the tax consequences associated with the redemption of the SMASh Fund shares and the receipt of dividend and capital gains distributions from the SMASh Fund.

SMASh Fund redemptions may occur as a result of reallocation among securities, account withdrawals and account termination. By selecting a Martin Currie emerging markets portfolio, a client consents to the investment of account assets in the SMASh Fund. The client may revoke this consent by terminating the client's portfolio. In the event of such a termination, the client's SMASh Fund shares will be redeemed.

Only separately managed account clients may purchase shares of the SMASh Fund. While neither the manager nor the sub-adviser of the SMASh Fund charges a management fee to the SMASh Fund, the

manager and sub-adviser do receive portions of the fees clients pay for management of emerging markets managed account program portfolios.

By selecting a managed account or model delivery program, a client confirms that it has obtained and reviewed the prospectus in connection with the client's selection of a Martin Currie portfolio and authorises Martin Currie to accept delivery of the SMASh Funds' prospectus on behalf of the client in connection with Martin Currie's ongoing provision of discretionary investment management services.

### **Item 8.C. Recommendations of Particular Types of Securities**

Martin Currie Inc. does not recommend particular types of securities. MCInc, as a discretionary and non-discretionary manager, offers funds and investment strategies which primarily invest in equity securities on behalf of clients. Please see Item 8B above for a description of the material risks involved in investing in equity securities.

## **ITEM 9 – DISCIPLINARY INFORMATION**

In May 2012, the SEC and MCInc entered into a settlement in which the SEC found, and MCIM neither admitted nor denied, that MCIM was in violation of the Investment Advisers Act of 1940 (as amended) and the Investment Company Act of 1940 (as amended) in connection with an unlisted bond transaction entered into by The China Fund, Inc., a registered closed-end fund advised by MCIM ('CHN'). The SEC found that MCIM failed to disclose to investors and the Board of CHN conflicts of interest arising from the transaction and failed to adopt and comply with related policies and procedures. Pursuant to the Order, MCIM agreed to (1) cease and desist from certain conduct, (2) a censure, (3) pay a penalty of \$8,300,000, and (4) comply with certain undertakings. In determining to accept the settlement offer, the SEC considered the cooperation of, and certain remedial measures undertaken by, Registrant and MC, including (i) compensating CHN for its net losses arising from the transaction, (ii) refunding management fees incurred by CHN as a result of the transaction, (iii) terminating or disciplining certain employees, (iv) ceasing new unlisted bond investments, (v) undertaking an investigation of the facts, and (vi) enhancing Registrant's policies, procedures and controls.

In May 2012, the FCA (then the FSA) imposed a penalty of £3,500,000 to be paid by MCInc and MCIM (together, 'MC') for certain breaches of the FCA Principles for Businesses and FCA rules in connection with the transactions described above. The FCA found that MC had (1) failed to manage fairly a conflict of interest between the two client funds, (2) failed to put in place certain related systems and controls, (3) failed to conduct sufficient due diligence and risk analysis with respect to certain investments, and (4) incorrectly classified an investment in its internal systems. In assessing its penalty, the FCA concluded that (1) MC promptly brought the breaches to the FCA's attention when it became aware of them, (2) MC indemnified and compensated the affected client for its full investment loss and management fees, (3) MC had engaged in a comprehensive investigation, (4) MC took steps to improve its related processes and controls, and (5) MC took disciplinary action against certain individuals.

## ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES

### Item 10A. Registration as a Broker-Dealer or Registered Representative

Martin Currie Inc. is not registered, and does not have an application pending to register, as a broker-dealer. MCInc engages with an affiliated company from within the Legg Mason group, Legg Mason Investor Services LLC (“LMIS”), in respect of broker-dealer services. LMIS is a registered broker-dealer authorised to sell interest in a registered company and certain other private offshore funds managed by MCInc or its affiliates. The registered representatives of LMIS receive a bonus for each new client they introduce. The bonus is calculated in the same way as that received by the MCInc sales team.

Three MCInc employees (including one Director) engage in broker-dealer activities relating to MCInc as registered representatives of LMIS.

### Item 10B. Registration as a Futures Commission Merchant, Commodity Pool Operator, Commodities Trading Advisor or Associated Person

MCInc is not registered, and does not have an application pending to register, as a futures commission merchant, commodity pool operator, or commodities trading advisor. None of MCInc’s management persons is registered, or has an application pending to register, as an associated person of a futures commission merchant, commodity pool operator, or commodities trading advisor.

MCInc is an exempt Community Trading Advisor and operates under applicable statutory exemptions.

### Item 10C. Relationships and Arrangements with Affiliates

We are committed to providing you with client service of the highest quality and we are guided by the principle that we act in the best interests of our clients. Nevertheless, there are circumstances where client interests conflict with MCI’s interests or the interests of other clients. Some of these conflicts of interest are inherent to our business and are encountered by other financial services firms that offer similar services. We have policies and procedures that are designed to ensure that we are always acting in the best interests of our clients. Set forth below is a description of some conflicts of interests that arise due to our relationships and arrangements with certain affiliates.

#### Broker-dealers

As more fully described in item 10A, LMIS, an affiliate of MCInc, is a registered broker-dealer. LMIS is authorised to sell interests in a registered company and certain other private offshore funds managed by MCInc. Martin Currie has entered into an agreement with LMIS, under which LMIS is responsible for the promotion and distribution of shares in these funds. As investors into these funds have not contracted with LMIS directly, MCInc pays LMIS a fee in recognition of the services it provides. This creates a potential conflict of interest, as representatives of LMIS could be incentivised to recommend funds based on compensation received rather than the client’s needs which could be deemed material.

#### Pooled investment vehicles

MCInc acts as the investment adviser to a number of registered and unregistered investment companies, including offshore funds, for which it receives investment advisory fees and other compensation. Details of each of these funds can be found under Item 5.

## **Investment advisers**

MCIM, an affiliate of MCInc, performs investment advisory services for various clients, including pension plans. MCInc and MCIM operate jointly. MCInc has delegated the responsibility for providing dealing and administration services for its clients to MCIM. Members of the investment floor are 'double-hatted' in that they provide investment management services to both MCInc and MCIM clients simultaneously. When managing client money, all portfolio managers are subject to the same investment policies and procedures and therefore all clients of MCIM and MCInc are treated equally.

MCInc and MCIM are part of the wider Martin Currie Group. The Group is governed by the board of the parent company, Martin Currie (Holdings) Limited. This structure mitigates any potential conflicts between the two advisers and ensures that all clients are treated equally. The board of Martin Currie (Holdings) Limited comprises eight individuals.

## **Legg Mason Private Portfolio Group**

MCInc has established a relationship with Legg Mason Private Portfolio Group ('LMPPG') through which MCInc will gain access to managed programs by being retained by LMPPG as a sub-advisor. MCInc will provide to LMPPG investment advisory services for one or more investment management strategies. MCInc is part of a wider group of companies, collectively referred to as 'Martin Currie' or the 'Group'. Both Martin Currie and LMPPG are wholly-owned subsidiaries of Legg Mason, Inc.

## **Legg Mason Global Asset Management Trust**

For managed account program portfolios, Martin Currie emerging market equity portfolios may involve investment in units of the LEGG MASON GLOBAL ASSET MANAGEMENT TRUST Martin Currie SMASh Series EM Fund ('SMASh Fund'), a Legg Mason mutual fund.

## **Legg Mason Partners Fund Advisor**

In connection with institutional business, Legg Mason Partners Fund Advisor may appoint MCInc as a sub-advisor to certain institutional clients.

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

## **Item 11A. Code of Ethics**

MCInc's Code of Ethics (the 'Code') is based on the principle that officers, directors and employees (collectively 'staff') owe a fiduciary duty to clients. The Code contains provisions reasonably necessary to prevent its staff from engaging in any act, practice or course of business prohibited by Rule 17j-1(a) pursuant to the Investment Company Act of 1940 and Rule 204A-1 pursuant to the Investment Advisers Act of 1940 (as amended). Staff must avoid activities, interests and relations that might interfere or appear to interfere with making decisions in the best interests of the MCI's clients or otherwise take unfair advantage of their position.

A copy of the Code will be made available on request.

## **Items 11B – D. Potential Conflicts Relating to Advisory Activities**

### Managed account programs

As described in Item 4, MCInc offers investment management services through various types of managed account programs. MCInc's approach is to, where possible, communicate updated model portfolios to

LMPPG for implementation under LMPPG-Implemented Programs or for forwarding to the sponsor firm or its designee under Discretionary Model-Based Programs and Non-Discretionary Model-Based Programs at the same time as we initiate (and most frequently complete) trading on our managed accounts for which we have discretionary trading authority and responsibility. In the limited circumstances where we are unable to communicate at the same time, a conflict could arise as the trading on managed account programs will most likely occur after that on Martin Currie's institutional managed and pooled accounts.

Investment by MCInc or by Martin Currie employees:

- MCInc does not generally trade in securities for its own account. However, MCInc's parent company (Legg Mason, Inc.) does on occasion invest in funds managed by the Group in order to provide seed capital or additional capital to such funds so that new investment strategies may be effectively tested. This may result in MCInc or its affiliates investing in the same funds as its clients. This practice could create a potential conflict of interest as MCInc or its affiliates, as investment adviser to the funds, could act on superior knowledge to the detriment of its clients' investments. All Group seed investments are made by MCI's parent company, Legg Mason, Inc. and not by MCI. The Finance team produce a regular seed capital report to monitor the level of Group seed investments. MCInc employees are permitted to invest in securities which portfolio managers buy and sell for client portfolios, subject to the controls set out in the code of ethics. This could also create a conflict as portfolio managers could prioritise trades for their personal account ahead of their clients.
- MCInc's Code of Ethics and the Employee Dealing Policy sets out the procedure all employees must follow when wishing to conduct a personal securities transaction. This includes transactions in funds managed by the Group. The procedure clearly states that employees must not put their personal interests ahead of clients.

The key areas covered by the Code are:

- All new members of staff must disclose details of their personal securities holdings within 10 days of joining.
- Approval must be given for any individual purchases or sales of securities, and staff must complete an annual certification to confirm that their securities holdings records remain correct.

The Compliance team carries out regular monitoring of all personal securities transactions to ensure that the correct procedures were followed. Any breaches of the procedures are recorded on the central breach register.

Most personal securities transactions require pre-trade approval from both a portfolio manager and senior member of the Trading team. Approval will not be granted for any employee deals where:

- there is an active trade on the system
- the portfolio manager is intending to make a client trade within the next seven days a client trade has been executed within the last seven days;
- the Portfolio Manager and Trader believe that the employee trade may create a conflict of interest with client trades.

Once approval has been granted, an employee must instruct the trade by the close of the market on the day following authorisation. If the trade is not instructed within this time a new approval form must be completed.

Staff may not, under any circumstances, trade in a security at a time when they know, or should know, that they are in possession of material non-public information about the issuer or security. Any member of staff that comes into the possession of material non-public information relating to any security or issuer must notify the Compliance Department of this fact by sending an email. On receipt of such an email, our investment restriction monitoring system will be updated to prevent any trading in the security or issuer. A further email must be sent to the Compliance Department when the information is no longer non-public.

## ITEM 12 – BROKERAGE PRACTICES

### Item 12A. Broker-Dealer Selection Process

To ensure we take all sufficient steps to obtain best execution on behalf of our clients, we have a robust broker and venue selection process.

We use one or more of the following venue types when executing an order on behalf of our clients.

- a regulated market, more commonly referred to as an exchange
- a Multilateral Trading Facility (MTF)
- an Organised Trading Facility (OTF)
- a Systematic Internaliser (SI)
- a third-party investment firm (a 'broker')

The most appropriate broker and/or venue are considered on an order-by-order basis. No approved broker or venue is an affiliate of Martin Currie and we do not receive any form of rebate, allowance, discount or refund from commission paid to a broker or execution venue.

From time to time, Martin Currie will trade away from a trading venue. The primary examples of this are when we execute with an SI or 'over the counter' (OTC).

We have robust controls in place to ensure that broker or venue selection is not influenced in any way by inducements. All permanent additions to the approved broker list adhere to a strict take-on process, with parameters set by the Counterparty Risk Group. A full risk analysis is conducted before we add a new broker to our approved list. The analysis can include an assessment of the broker's execution quality and reputation, a review of their financial strength, any regulatory breaches and their terms of business and execution policy.

Our selection of execution brokers is agnostic to our selection of research providers. This is an important factor in meeting our obligation to ensure best execution for our clients.

We have established a standard execution rate, by country, with all our brokers. These are maximum execution rates we will pay for a secondary market trade. We reserve the right to negotiate a lower execution rate on any trade where we feel it is justified. The rate of commission paid on a trade will depend both on the underlying market and the trading methodology. A combination of trading strategies, for example, high-touch, algorithmic programme trading, can potentially lower the average execution rate paid by a client to below the maximum rate for each market.

Our Execution Policy is available on our website [www.martincurrie.com](http://www.martincurrie.com).

### Item 12B. Aggregation of Orders

MCI's practice is to aggregate orders when we have the opportunity to do so.

Where the trading desk receives orders to trade in the same stock, in the same direction and with identical instructions for multiple clients, whether prior to the market open or simultaneously during market hours, then these orders are normally merged, assuming this is permitted under local exchange rules. For some orders in ID markets where omnibus accounts cannot be used, the orders are not permitted to be merged. Product managers consider all clients within a product to assess whether they should be included within a particular trade. No client receives preferential treatment.

In addition:

- Contracts for Differences ('CFDs') equity SWAPs are traded as if they were the common shares which underlie the instrument.
- Short sales are executed in line with long sales, but the extent to which an order can be filled, and the price which can be achieved, could vary because of the up-tick rule in certain markets.

If a client has specific trading restrictions, such as must use or must not use particular brokers, then their order may be executed after other client's orders.

We believe that the non-aggregation of transactions may be detrimental to all or most of our clients. The trading desk cannot place an order in the market without first receiving notification of a trade having been approved, for the client specified, via the OMS.

The trading team has strict procedures for merging subsequent orders into an existing trade. These procedures are available on request.

In relation to equity trades in the secondary market, our policy is to pro-rata all trades relative to the intended allocation, where permitted, allocating where applicable to the nearest board lot size, unless the allocation is so small it is not viable and it is not in the client's interest to receive an allocation. Such manual overrides, of an otherwise automated process, are automatically recorded on every trade and evidenced for audit purposes.

For some markets, clients have to trade within their individual IDs, for these markets it is not permitted to merge, hence pro-rate or average price the allocations. Allocations and prices for these markets will therefore be similar across clients but not identical. Examples of such practices are:

- Taiwan – some brokers can offer an omnibus facility which does allow for average pricing, however these trades have to be fully funded otherwise trades revert to using the client IDs.
- Korea – if a security has reached its foreign limit (maximum number of shares permitted to be held by foreigners) then clients cannot use an omnibus facility and have to trade under individual IDs.

The Trading Team retain records showing we comply with our regulatory obligations. The records demonstrate that all clients have been treated fairly and allocations are in line with our policy. The records are subject to periodic review by management, internal audit and compliance.

#### **Item 12C. Model Portfolios for managed account programs**

MCInc has established a relationship with Legg Mason Private Portfolio Group ('LMPPG') through which MCInc will gain access to managed account programs by being retained by LMPPG as a sub-advisor.

MCInc anticipates participating in various types of managed account programs, which shall include LMPPG-Implemented Programs, Discretionary Model-Based Programs and Non-Discretionary Model-Based Programs. Martin Currie does not do the trading under any of these types of managed account programs. In the case of LMPPG-Implemented Programs, LMPPG implements investment instructions furnished by MCInc in the form of model portfolios. In the case of Discretionary Model-Based Programs and Non-Discretionary Model-Based Programs, LMPPG disseminates the model portfolio to sponsors or their designees for implementation.

MCInc follows a trade communication process under which it generally communicates a model change trade to LMPPG at the same time that it communicates such model change trade to its institutional trading

desk that is responsible for effecting trades on behalf of MCInc's institutional or pooled fund clients. Following its receipt of a model change trade from MCInc, LMPPG generally will communicate, during its normal business hours, such model change trade to LMPPG's trading desk and to program sponsors or their designees for implementation on behalf of managed account program clients at the same time in accordance with LMPPG's trade communication policy, which is described in item 12 of LMPPG's Form ADV brochure. However, due to differences in market hours and differences in the business hours of LMPPG and program sponsors or their designees relative to those of MCInc, a model change trade may be implemented and effected by LMPPG on behalf of certain managed account program clients before, after or at the same time that such trade is implemented and effected by program sponsors or their designees on behalf of other managed account program clients or that that such trade is effected by MCInc on behalf of its institutional or pooled fund clients, typically resulting in varying execution prices. Due to such timing differences and variation in execution prices, as well as certain other factors described in Item 4.D. of this brochure, the performance of an account in a managed account program may differ from the performance of other managed account program accounts and from the performance of MCInc's institutional and pooled fund clients managed in accordance with the same MCInc strategy.

## ITEM 13 – REVIEW OF ACCOUNTS

MCInc carries out regular client meetings. Conducted by a member of our executive board, they enable us to benchmark our service and learn from our clients. By engaging with our clients in this way, we receive honest, constructive feedback that helps us identify how we can enhance our services.

We tailor communication to our clients' specific requirements, both electronically and paper based. Quarterly telephone calls are typical, as well as frequent visits with or without members of the investment team. We deliver performance and portfolio reports monthly and quarterly, and we typically attend two client investment committee meetings per annum. We can also produce valuations and performance statistics on a monthly basis, if required.

All segregated clients have a designated client service director to act as their main point of contact with Martin Currie. He or she oversees the take-on of the account, the administration of the portfolio, and ensures the implementation of investment guidelines. He or she reports formally to clients at investment committee meetings, along with the portfolio manager, and regularly by telephone.

Members of our client services team are available at all times to discuss any aspect of the management and administration of the fund.

Monthly and quarterly investment reports are provided to all clients, with a set selection of components provided as standard. Any additional reporting requirements will be considered and provided if possible.

Standard reporting includes:

- Monthly investment reports with performance and valuation within 10 business days of period end.
- Quarterly investment reports with detailed performance attribution, commentary and accounting information within 12 business days of period end.
- Annual reports available as requested at year end.

All reports are available to be sent by e-mail and, if required, hard copies can also be sent by mail. Example reports can be provided on request.

Additional reporting is available and can be requested as part of the take on process: - Semi-annual/annual review and reports available at financial or calendar year end. Preliminary and audited valuations in excel format, available on day 2 and day 5 respectively. Valuation and performance reconciliations completed with third parties.

### **Managed account programs**

Sponsor Firms typically prepare and send regular account statements to clients in Sponsor Firm investment programs. Martin Currie does not send regular account reports to such clients, but may agree to provide certain account information upon request.

The Martin Currie portfolio management teams responsible for providing model portfolios for managed account programs review the portfolios they provide on an ongoing basis as part of their investment management process.

This process is grounded in fundamental research and involves close monitoring of all securities that Martin Currie includes in these portfolios

## **ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION**

MCInc has not entered into arrangements for client referrals with third parties.

## **ITEM 15 – CUSTODY**

MCInc does not have custody of clients' funds. All Martin Currie client investments must be held by an independent custodian and registered in either the custodian nominee name on behalf of the client or in the client's own name unless there is a regulatory requirement that imposes another requirement.

## **ITEM 16 – INVESTMENT DISCRETION**

MCInc contracts with Professional Clients to provide investment management services to clients. This involves negotiating an appropriate Investment Management Agreement (IMA) with the client. Commonly, clients provide discretionary authority to MCInc to carry out all relevant activities required in order to provide the investment management services. The IMA will detail the client's requirements, and any restrictions on MCInc's authority to provide investment management services. Additionally, MCInc may provide investment advisory services to institutional clients on a non-discretionary basis.

### **Managed account programs**

In addition to full-discretionary management services, Martin Currie may enter into agreements to provide model portfolios for use in managed account programs.

MCInc has established a relationship with Legg Mason Private Portfolio Group ('LMPPG') through which MCInc will gain access to managed account programs by being retained by LMPPG as a sub-advisor. As sub-advisor to LMPPG, MCInc anticipates participating in various types of managed account programs, which shall include LMPPG-Implemented Programs, Discretionary Model-Based Programs and Non-Discretionary Model-Based Programs, which are defined as follows:

- **LMPPG-Implemented Programs.** Programs of sponsors in which MCInc has security selection discretion and LMPPG implements investment instructions furnished by MCInc in the form of model

portfolios with respect to client accounts, subject to any implementation protocols or rules agreed to by LMPPG and MCInc.

- **Discretionary Model-Based Programs.** Programs of sponsors in which MCInc has security selection discretion and LMPPG forwards investment instructions furnished by MCInc in the form of model portfolios to sponsors or their designees for implementation, subject to any implementation protocols or rules of the sponsors or their designees; and
- **Non-Discretionary Model-Based Programs.** Programs of sponsors in which LMPPG forwards MCInc's non-discretionary investment recommendations in the form of model portfolios to sponsors or their designees for implementation, subject to the discretion of sponsors or their designees.

Martin Currie has security selection discretion under LMPPG-Implemented Programs and Discretionary Model-Based Programs, but not under Non-Discretionary Model-Based Programs. Martin Currie does not have trading discretion under any type of program described above.

## ITEM 17 – VOTING CLIENT SECURITIES

### Item 17A. Proxy Voting Policies and Procedures

Our proxy voting policy applies to clients who have specifically authorised Martin Currie to vote proxies in the investment management agreement (IMA) or other written instrument or who have, without specifically authorising MC to vote proxies, granted general investment discretion and sets out how we approach voting proxies for these clients.

We recognise that we have a duty to act in the best interests of our clients. To that end, our Proxy Voting Policy is designed to enhance shareholders' long-term economic interests. All our voting decisions are made in-house and are undertaken in accordance with our Global Corporate Governance Principles and in line with our clients' best interests. Proxy voting is integral to stewardship and as such we will routinely inform management of our investee companies when we are voting against them on material matters and provide our rationale.

Our policy is updated at least annually, taking into account emerging issues and trends, the evolution of market standards, and regulatory changes. The policy considers market-specific recommended best practices, transparency, and disclosure when addressing issues such as board structure, director accountability, corporate governance standards, executive compensation, shareholder rights, corporate transactions, and social/environmental issues.

The framework for making these decisions is set out in our Global Corporate Governance Principles.

As responsible stewards of our customers' capital, the fundamental tenet of our Global Corporate Governance Principles is to protect and enhance the economic interests of our clients. These principles are focused around corporate governance and the role of board directors in promoting corporate success, thereby creating sustainable value for shareholders while having regard to other stakeholders, both internal and external.

We believe that Sustainability or Environmental, Social and Governance (ESG) factors create risks and opportunities for companies and that these should be managed appropriately. In particular, we believe that good governance of the companies in which we invest is an essential part of creating shareholder value and delivering investment performance for our clients.

We have adopted the International Corporate Governance Network (ICGN) Global Governance Principles, which set out a primary standard for well-governed companies that is widely applicable, irrespective of national legislative frameworks or listing rules. We also reference the Principles of Corporate Governance developed by the Organisation for Economic Co-operation and Development (OECD) which are intended to help policymakers evaluate and improve the international frameworks for corporate governance. Differences in national market regulation mean that a single set of detailed guidelines is unlikely to be appropriate for all the countries in which we invest. Where overseas corporate governance codes are consistent with our overall principles we will adopt these. At a minimum we would expect companies to comply with the accepted corporate governance standard in their domestic market or to explain why doing so is not in the interest of (minority) shareholders.

This document should also be read alongside our Global Corporate Governance Principles and our stewardship statement which articulates how we discharge our stewardship duties for our clients.

This policy has been drafted in accordance with the Financial Reporting Council's Stewardship Code, which Martin Currie endorses. It is also intended to comply with Rule 206(4)-6 under the Investment Advisers Act of 1940. This policy sets forth the procedures of Martin Currie Investment Management Limited and Martin Currie Inc, (together 'Martin Currie') for voting proxies for clients, including investment companies registered under the Investment Company Act of 1940, as amended, except where such clients require different standards to the voting of proxies to be applied on their behalf.

Our proxy voting policy is available to download from our website [www.martincurrie.com](http://www.martincurrie.com)

#### **Item 17B. Alternative Proxy Voting Arrangements**

There are some client accounts for which Martin Currie is not authorised to vote proxies or to give consents in connection with corporate actions. Such clients should arrange to receive proxy solicitation materials directly from their account custodians or transfer agents. In some circumstances, upon request, Martin Currie may be able to provide proxy solicitation materials directly to such clients.

### **ITEM 18 – FINANCIAL INFORMATION**

MCInc does not require or solicit prepayment of fees.

At the date of this ADV, there are no prevailing financial conditions that could impair Martin Currie's ability to meet its contractual commitments to clients.

MCInc is required to meet the standards of the Capital Adequacy Directive, as set by MCI's regulator the Financial Conduct Authority. As a non-MFID firm, the rules regarding MCI's capital requirements are set out in the Interim Prudential Sourcebook for Investment Business. The principal rule is that at all times MCInc must have available the amount and type of financial resources required by the rules of the FCA.

In order to meet these requirements, set by the FCA, Martin Currie assesses its key risks and carries out stress testing on these risks in order to calculate the capital requirement. The risks selected are those judged to have the most potentially significant impact on Martin Currie's capital and ability to meet liabilities, including those that may be crystallised by drivers outside of Martin Currie's control. As a result of these assessments, Martin Currie will maintain sufficient capital to address the risk of a dramatic fall in revenue impairing the ability to meet contractual commitments to clients.

Martin Currie has not been the subject of a bankruptcy petition at any time during the past ten years.

## Appendix A – PRIVACY STATEMENT

### Your Privacy at Martin Currie, Inc

This notice is being provided for Martin Currie Inc (“we”).

We are concerned about the privacy of any individuals for whom we or our affiliates provide advisory services. While we do not expect to receive any non-public personal information about individuals (“you”) who invest, for personal, family, or household purposes in accounts that we manage, this notice is designed to help you understand how we handle, and protect certain non-public personal information should we happen to receive this in connection with accounts we manage in order to conduct and process your business with us. The provisions of this notice apply to former individual advisory clients as well as current individual advisory clients unless we state otherwise.

We protect any personal information we collect about you by maintaining physical, electronic and procedural safeguards that meet or exceed applicable law. Third parties who have access to such personal information must agree to follow appropriate standards of security and confidentiality. We train people who work for us in how to properly handle such personal information, and we restrict access to it.

- The personal information that we could receive may come from the following sources:
- Applications or other forms completed by you or on your behalf;
- Transactions with us, our affiliates and non-affiliated third parties; and
- Other sources, such as your broker.

Our affiliates are the family of companies controlled by Legg Mason, Inc. If you are a customer of other Legg Mason, Inc. affiliates and you receive notices from them, you will need to read those notices separately.

We do not disclose any non-public personal information about you except for the purposes of the services we provide or as permitted by law. For example, we may disclose non-public personal information to our affiliates and non-affiliated third parties that perform various services on our behalf, including custodians, broker-dealers and companies that perform marketing services on our behalf or to other financial institutions with whom we have joint marketing agreements. These companies agree to use this information only for the services for which we hired them and are not permitted to use or share this information for any other purpose.

**Martin Currie Investment Management Limited**, registered in Scotland (no SC066107). **Martin Currie Inc**, incorporated in New York and having a UK branch registered in Scotland (no SF000300), Saltire Court, 20 Castle Terrace, Edinburgh EH1 2ES Tel: (44) 131 229 5252 Fax: (44) 131 222 2532 [www.martincurrie.com](http://www.martincurrie.com). Both companies are authorised and regulated by the Financial Conduct Authority. Martin Currie Inc, 620 Eighth Avenue, 49<sup>th</sup> Floor New York, NY 10018. Please note that calls to the above numbers may be recorded.

# MARTIN CURRIE INC.

## Form ADV Part 2B Supplement

### **Martin Currie Inc.**

Saltire Court  
20 Castle Terrace  
Edinburgh  
EH1 2ES

Tel: 44 (0) 131 229 5252

[www.martincurrie.com](http://www.martincurrie.com)

**1 January 2020**

This brochure supplement provides information about the following Supervised Persons that supplements the Martin Currie Inc. Form ADV Part 2A. You should have received a copy of that brochure. Please contact [clientservices@martincurrie.com](mailto:clientservices@martincurrie.com) if you did not receive Martin Currie Inc. brochure or if you have any questions about the contents of this supplement.

### **Asia Long-Term Unconstrained**

- Andrew Graham

### **Emerging Market Equities**

- Alastair Reynolds
- Andrew Mathewson
- Divya Mathur
- Paul Desoisa
- Paul Sloane
- Colin Dishington

### **Global Equity Income**

- Mark Whitehead

### **International Unconstrained Equities**

- Zehrid Osmani

---

## **Andrew Graham – Head of Asia Investment**

### **Item 2 – Educational Background and Business Experience**

#### **Investment experience: 30 years (Year of birth: 1966)**

Andrew Graham joined Martin Currie in May 2010 and heads our Asia team. He is lead manager of the Martin Currie Asia Pacific and Asia Long-Term Unconstrained strategies alongside the Martin Currie Asia Unconstrained Trust. He joined us from Sofaer Global Research, bringing with him over 20 years' experience of managing Asia-Pacific equities. At Sofaer, where he was a partner, Andrew managed the company's Japan absolute return fund and co-managed its Pacific-region absolute return fund. Prior to this he spent five years as senior vice president at Putnam Investments, where he co-managed its International Capital Opportunities Fund, focusing particularly on the Asia-Pacific region. Earlier in his career Andrew held portfolio management roles at both Scottish Widows Investment Partnership and Kemper Investment Management.

He has a BA (Hons) degree in economics from the University of Strathclyde.

### **Item 3 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There is no information about Andrew Graham that is applicable to this item.

### **Item 4 – Other Business Activities**

Andrew Graham is not engaged in any investment or advisory business other than in his capacity as an employee of Martin Currie.

All outside business activities must be approved by Martin Currie's Compliance Department to ensure that such activities do not present a material conflict of interest for Martin Currie with respect to its clients.

### **Item 5 – Additional Compensation**

None.

### **Item 6 - Supervision**

Julian Ide, Chief Executive Officer, is responsible for and has supervisory oversight of Andrew Graham's investment activities.

Additionally, Martin Currie has implemented a programme of written policies and procedures to monitor the activities of the firm and its employees. All employees are required to adhere to these policies and procedures to help ensure adherence to applicable federal and state securities laws. Martin Currie has adopted many internal controls to track adherence to each policy and ensure the procedures are followed.

Martin Currie has also adopted a Code of Ethics to which all employees have to attest annually that they have read and understood.

---

## **Alastair Reynolds – Global Emerging Markets**

### **Item 2 – Educational Background and Business Experience**

#### **Investment experience: 28 years (Year of birth: 1970)**

Alastair Reynolds joined Martin Currie in 2010 and co-manages Martin Currie's Global Emerging Markets (GEMs) strategy, with specific responsibility for researching stocks in the automotive and transport sectors. He joined us from SWIP, where he was research manager on its GEMs desk. He was lead manager of the GEMs smaller companies and specialist Central and Eastern European mandates. Before joining SWIP in 2000, Alastair was an investment manager with Edinburgh Fund Managers. He began his career with Scottish Amicable Investment Management, where he spent seven years as an analyst and fund manager. Alastair is an associate of the UK Society of Investment Professionals (ASIP) which requires the professional to pass six examinations assessing Economics and Applied Statistical Analysis, Securities and Investments, Interpretation of Accounts and Corporate Finance, Portfolio Management, Investment Regulation and Practice and a case study. Completion of the associate examinations enables the candidate to become Associates of the Society of Investment Professionals and the use of ASIP designation.

### **Item 3 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There is no information about Alastair Reynolds that is applicable to this item.

### **Item 4 – Other Business Activities**

Alastair Reynolds is not engaged in any investment or advisory business other than in his capacity as an employee of Martin Currie.

All outside business activities must be approved by Martin Currie's Compliance Department to ensure that such activities do not present a material conflict of interest for Martin Currie with respect to its clients.

### **Item 5 – Additional Compensation**

None.

### **Item 6 - Supervision**

Julian Ide, Chief Executive Officer, is responsible for and has supervisory oversight of Alastair Reynolds' investment activities.

Additionally, Martin Currie has implemented a programme of written policies and procedures to monitor the activities of the firm and its employees. All employees are required to adhere to these policies and procedures to help ensure adherence to applicable federal and state securities laws. Martin Currie has adopted many internal controls to track adherence to each policy and ensure the procedures are followed.

Martin Currie has also adopted a Code of Ethics to which all employees have to attest annually that they have read and understood.

---

## **Andrew Mathewson – Portfolio Manager, Global Emerging Markets**

### **Item 2 – Educational Background and Business Experience**

#### **Investment experience: 17 years (Year of birth: 1980)**

Andrew Mathewson is a co-manager of our Global Emerging Markets strategy (GEMs) and has responsibility for researching stocks in the consumer and healthcare sectors. He joined Martin Currie in 2005 from the Scottish Investment Trust, where he was an investment manager for UK equities. For over five years, Andrew worked in Martin Currie's Asia and global emerging markets team, as an investment manager for the GEMs product with a research focus on EMEA markets. With the arrival of the former SWIP emerging markets team, Andrew integrated into the new GEMs team, taking on responsibility for the consumer and healthcare sectors. Andrew is a CFA® charterholder, which requires the charter holder to pass three separate examinations testing knowledge of finance, accounting, economics, business ethics and related topics, as well as a minimum of four years of investment experience. He has a BSc (Hons) in Economics from the University of St Andrews

### **Item 3 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There is no information about Andrew Mathewson that is applicable to this item.

### **Item 4 – Other Business Activities**

Andrew Mathewson is not engaged in any investment or advisory business other than in his capacity as an employee of Martin Currie.

All outside business activities must be approved by Martin Currie's Compliance Department to ensure that such activities do not present a material conflict of interest for Martin Currie with respect to its clients.

### **Item 5 – Additional Compensation**

None.

### **Item 6 - Supervision**

Alastair Reynolds is responsible for and has supervisory oversight of Andrew Mathewson's investment activities. Additionally, Martin Currie has implemented a programme of written policies and procedures to monitor the activities of the firm and its employees. All employees are required to adhere to these policies and procedures to help ensure adherence to applicable federal and state securities laws. Martin Currie has adopted many internal controls to track adherence to each policy and ensure the procedures are followed.

Martin Currie has also adopted a Code of Ethics to which all employees have to attest annually that they have read and understood.

---

## **Divya Mathur – Global Emerging Markets**

### **Item 2 – Educational Background and Business Experience**

#### **Investment experience: 25 years (Year of birth: 1971)**

Divya Mathur is a co-manager of Martin Currie's global emerging markets strategy with responsibility for technology sector research. He joined Martin Currie in 2010 from SWIP, where he was investment director on its global emerging markets strategy desk. As portfolio manager, Divya was lead manager of Martin Currie's Global Emerging Markets Infrastructure Fund and co-manager of the balanced mandates. As sector analyst, he was responsible for stocks across the technology and utilities sectors in emerging markets. Divya spent over a decade at Henderson Global Investors in London where he began his career as a quantitative strategist, before managing global emerging markets strategy and dedicated Indian equity portfolios for eight years.

Divya is an associate of the UK Society of Investment Professionals (ASIP), which requires the professional to pass six examinations assessing Economics and Applied Statistical Analysis, Securities and Investments, Interpretation of Accounts and Corporate Finance, Portfolio Management, Investment Regulation and Practice and a case study. Completion of the associate examinations enables the candidate to become Associates of the Society of Investment Professionals and the use of ASIP designation, and has an MSc in Investment Analysis from the University of Stirling and a BSc (Hons) in Computer Science and Accounting from the University of Manchester.

### **Item 3 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There is no information about Divya Mathur that is applicable to this item.

### **Item 4 – Other Business Activities**

Divya Mathur is not engaged in any investment or advisory business other than in his capacity as an employee of Martin Currie.

All outside business activities must be approved by Martin Currie's Compliance Department to ensure that such activities do not present a material conflict of interest for Martin Currie with respect to its clients.

### **Item 5 – Additional Compensation**

None.

### **Item 6 - Supervision**

Alastair Reynolds is responsible for and has supervisory oversight of Divya Mathur's investment activities.

Additionally, Martin Currie has implemented a programme of written policies and procedures to monitor the activities of the firm and its employees. All employees are required to adhere to these policies and procedures to help ensure adherence to applicable federal and state securities laws. Martin Currie has adopted many internal controls to track adherence to each policy and ensure the procedures are followed.

Martin Currie has also adopted a Code of Ethics to which all employees have to attest annually that they have read and understood.

---

## **Paul Sloane – Global Emerging Markets**

### **Item 2 – Educational Background and Business Experience**

#### **Investment experience: 26 years (Year of birth: 1971)**

Paul is a co-manager of our Global Emerging Markets (GEMs) strategy and has responsibility for researching financials stocks. Paul first joined Martin Currie in 2003, leading our global financials research and co-managing our Global Financials Absolute Return Fund from 2006 to 2011 and Global Alpha strategy from 2013. Paul left the firm in 2017 and re-joined in 2018 as part of the GEMs team.

Prior to his time at Martin Currie he was at Deutsche Bank, where he was responsible for specialist sales in the pan-European insurance sector. He started his career in 1993 as a trainee chartered accountant at Standard Life before moving into an investment analyst role at Standard Life Investments in 1997.

Paul is a chartered accountant (CA) and an associate of the UK Society of Investment Professionals (ASIP), which requires the professional to pass six examinations assessing Economics and Applied Statistical Analysis, Securities and Investments, Interpretation of Accounts and Corporate Finance, Portfolio Management, Investment Regulation and Practice and a case study. Completion of the associate examinations enables the candidate to become Associates of the Society of Investment Professionals and the use of ASIP designation. Paul has a PGDip in Investment Analysis from the University of Stirling and a BA (Hons) Accounting from the University of Ulster.

### **Item 3 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There is no information about Paul Sloane that is applicable to this item.

### **Item 4 – Other Business Activities**

Paul Sloane is not engaged in any investment or advisory business other than in his capacity as an employee of Martin Currie.

All outside business activities must be approved by Martin Currie's Compliance Department to ensure that such activities do not present a material conflict of interest for Martin Currie with respect to its clients.

### **Item 5 – Additional Compensation**

None.

### **Item 6 - Supervision**

Alastair Reynolds is responsible for and has supervisory oversight of Paul Sloane's investment activities.

Additionally, Martin Currie has implemented a programme of written policies and procedures to monitor the activities of the firm and its employees. All employees are required to adhere to these policies and procedures to help ensure adherence to applicable federal and state securities laws. Martin Currie has adopted many internal controls to track adherence to each policy and ensure the procedures are followed.

Martin Currie has also adopted a Code of Ethics to which all employees have to attest annually that they have read and understood.

---

## **Paul Desoisa – Global Emerging Markets**

### **Item 2 – Educational Background and Business Experience**

#### **Investment experience: 6 years (Year of birth: 1990)**

Paul is a co-manager of our Global Emerging Markets strategy where he is responsible for researching stocks in the industrial and utilities sectors. He joined Martin Currie in 2013 as an investment trainee in technology, media and telecoms research, before progressing into a portfolio management role in the North America team. Paul previously worked as a trainee actuary for Punter Southall and has undertaken internships at J.P. Morgan and Redburn Partners.

Paul holds a BSc (Hons) in Mathematics and Statistics from the University of York and is a CFA® charterholder, which requires the charter holder to pass three separate examinations testing knowledge of finance, accounting, economics, business ethics and related topics, as well as a minimum of four years of investment experience.

### **Item 3 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There is no information about Paul Desoisa that is applicable to this item.

### **Item 4 – Other Business Activities**

Paul Desoisa is not engaged in any investment or advisory business other than in his capacity as an employee of Martin Currie.

All outside business activities must be approved by Martin Currie's Compliance Department to ensure that such activities do not present a material conflict of interest for Martin Currie with respect to its clients.

### **Item 5 – Additional Compensation**

None.

### **Item 6 - Supervision**

Alastair Reynolds is responsible for and has supervisory oversight of Paul Desoisa's investment activities.

Additionally, Martin Currie has implemented a programme of written policies and procedures to monitor the activities of the firm and its employees. All employees are required to adhere to these policies and procedures to help ensure adherence to applicable federal and state securities laws. Martin Currie has adopted many internal controls to track adherence to each policy and ensure the procedures are followed.

Martin Currie has also adopted a Code of Ethics to which all employees have to attest annually that they have read and understood.

---

## **Colin Dishington – Global Emerging Markets**

### **Item 2 – Educational Background and Business Experience**

#### **Investment experience: 8 years (Year of birth: 1984)**

Colin is a co-manager of our Global Emerging Markets strategy, with responsibility for researching stocks in the communication services sector. Before re-joining Martin Currie in 2018, he worked as a research analyst at Matthews Asia, an Asia-only investment specialist. Before this, Colin worked at Martin Currie from 2010-2012, initially as Assistant Research Analyst, working on global financials stocks, before progressing to Assistant Portfolio Manager in our Japan team. Colin is a chartered accountant (CA), beginning his professional career at Chiene & Tait Chartered Accountants. He was then at Lloyds Banking Group before he first joined Martin Currie. He is a CFA® charterholder, which requires the charter holder to pass three separate examinations testing knowledge of finance, accounting, economics, business ethics and related topics, as well as a minimum of four years of investment experience, and has an MA in Economics from the University of Glasgow.

### **Item 3 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There is no information about Colin Dishington that is applicable to this item.

### **Item 4 – Other Business Activities**

Colin Dishington is not engaged in any investment or advisory business other than in his capacity as an employee of Martin Currie.

All outside business activities must be approved by Martin Currie's Compliance Department to ensure that such activities do not present a material conflict of interest for Martin Currie with respect to its clients.

### **Item 5 – Additional Compensation**

None.

### **Item 6 - Supervision**

Alastair Reynolds is responsible for and has supervisory oversight of Colin Dishington's investment activities.

Additionally, Martin Currie has implemented a programme of written policies and procedures to monitor the activities of the firm and its employees. All employees are required to adhere to these policies and procedures to help ensure adherence to applicable federal and state securities laws. Martin Currie has adopted many internal controls to track adherence to each policy and ensure the procedures are followed.

Martin Currie has also adopted a Code of Ethics to which all employees have to attest annually that they have read and understood.

---

## **Mark Whitehead – Head of Income**

### **Item 2 – Educational Background and Business Experience**

#### **Investment experience: 20 years (Year of birth: 1975)**

Mark Whitehead joined Martin Currie as Head of Income in November 2015. He manages the Securities Trust of Scotland, an investment trust with a global equity-income remit, and co-manages the Martin Currie Global Equity Income strategy. Previously, Mark worked at Sarasin & Partners where he constructed and managed a range of income, balanced, growth, and absolute return portfolios; he became lead manager for its thematic funds in the Global Dividend range in 2007, and latterly was appointed Head of Equity Income from 2010. Before Sarasin & Partners, he was a portfolio manager at stockbroker Capel Cure Sharp. Mark started his investment career at NatWest Stockbrokers in 1998 and is a member of the Chartered Institute for Securities & Investment (CISI), which requires the member to have attained higher level qualifications (for example CISI Diploma) or those who have extensive experience within the profession. By regularly completing CPD or have completed further CISI examinations, the member will be eligible to upgrade their membership to a chartered membership. Prior to becoming a member, individuals must pass Integrity Matters, an online integrity challenge to unlock all membership benefits.

### **Item 3 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There is no information about Mark Whitehead that is applicable to this item.

### **Item 4 – Other Business Activities**

Mark Whitehead is not engaged in any investment or advisory business other than in his capacity as an employee of Martin Currie.

All outside business activities must be approved by Martin Currie's Compliance Department to ensure that such activities do not present a material conflict of interest for Martin Currie with respect to its clients.

### **Item 5 – Additional Compensation**

None.

### **Item 6 - Supervision**

Julian Ide, Chief Executive Officer, is responsible for and has supervisory oversight of Mark Whitehead. Additionally, Martin Currie has implemented a programme of written policies and procedures to monitor the activities of the firm and its employees. All employees are required to adhere to these policies and procedures to help ensure adherence to applicable federal and state securities laws. Martin Currie has adopted many internal controls to track adherence to each policy and ensure the procedures are followed.

Martin Currie has also adopted a Code of Ethics to which all employees have to attest annually that they have read and understood.

## **Zehrid Osmani – Head of Global Long-Term Unconstrained**

### **Item 2 – Educational Background and Business Experience**

#### **Investment experience: 20 years (Year of birth: 1974)**

Zehrid Osmani is head of the Global Long-Term Unconstrained team and is also co-manager of Martin Currie Global Portfolio Trust. He joined Martin Currie in May 2018 from BlackRock, where he held a number of senior roles from January 2008. At BlackRock, he was a senior portfolio manager and had responsibility for managing several pan-European equity funds with a specific focus on unconstrained, high-conviction, long-term portfolios, as well as being Head of European Equities Research. Prior to this, Zehrid managed equity portfolios at Scottish Widows Investment Partnership (SWIP), and was a specialist sector analyst at Commerzbank Securities, UBS Warburg and Credit Lyonnais. Zehrid began his investment career as a trainee fund manager at Scottish Investment Trust. He has a BA in Economics and Finance from University of Paris-Sorbonne and a Masters in International Finance from the University of Glasgow.

### **Item 3 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There is no information about Zehrid Osmani that is applicable to this item.

### **Item 4 – Other Business Activities**

Zehrid Osmani is not engaged in any investment or advisory business other than in his capacity as an employee of Martin Currie.

All outside business activities must be approved by Martin Currie's Compliance Department to ensure that such activities do not present a material conflict of interest for Martin Currie with respect to its clients.

### **Item 5 – Additional Compensation**

None.

### **Item 6 - Supervision**

Julian Ide, Chief Executive Officer, is responsible for and has supervisory oversight of Zehrid Osmani. Additionally, Martin Currie has implemented a programme of written policies and procedures to monitor the activities of the firm and its employees. All employees are required to adhere to these policies and procedures to help ensure adherence to applicable federal and state securities laws. Martin Currie has adopted many internal controls to track adherence to each policy and ensure the procedures are followed.

Martin Currie has also adopted a Code of Ethics to which all employees have to attest annually that they have read and understood.

**Martin Currie Investment Management Limited**, registered in Scotland (no SC066107). **Martin Currie Inc**, incorporated in New York and having a UK branch registered in Scotland (no SF000300), Saltire Court, 20 Castle Terrace, Edinburgh EH1 2ES Tel: (44) 131 229 5252 Fax: (44) 131 222 2532 [www.martincurrie.com](http://www.martincurrie.com). Both companies are authorised and regulated by the Financial Conduct Authority. Martin Currie Inc, 620 Eighth Avenue, 49<sup>th</sup> Floor New York, NY 10018. Please note that calls to the above numbers may be recorded.