

Schroders Investment Mgmt N.A.

875 Third Avenue, 22nd Floor
New York, New York 10022

Style: International Equities
Sub-Style: Growth-oriented
Firm AUM: \$337.1 billion
Firm Strategy AUM: \$1.5 million

Year Founded: 1804
GIMA Status: Approved
Firm Ownership: Schroders, PLC
Professional-Staff: 3580

PRODUCT OVERVIEW

Our International ADR strategy forms part of our International Alpha strategy, and is managed according to the same philosophy, process and by the same investment team. Schroders' International Equity Alpha product is focused on fundamental research, aimed at delivering strong outperformance over the longer term within the context of a risk management framework. We seek to invest in stocks that we expect to deliver forward earnings growth that will exceed the market's expectations i.e. stocks with a positive "growth gap". We focus on only the very best investment ideas that are identified by Schroders' team of locally based Equity Analysts and our Global and International Equities Team of Portfolio Managers and Global Sector Specialists (GSS). While as far as possible our ADR strategy portfolio will mirror the ordinary portfolio, differences may arise for one of two reasons: 1. In selecting ADR stocks to hold, the premium or discount (relative to the underlying), at which the ADR trades, is taken into account as part of the fundamental valuation process. Occasionally, where the relative attractiveness of the thesis is significantly altered by the premium/discount, this will produce a different investment decision, and an alternative ADR will be selected. 2. Sometimes, although in very few cases, ADRs are not available for stocks that we hold in the ordinary strategy. This is generally the case for Korean and Australian stocks, but also for some stocks in other markets that fall at the lower end of the market cap spectrum. These factors will drive some divergence in the spread of investments within and therefore also the returns between, the ordinary and ADR strategies.

MANAGER'S INVESTMENT STRATEGY

- ☐ Top-down / portfolio structures based on economic trends
☒ Bottom-up / portfolio structure based on individual securities

TARGET PORTFOLIO CHARACTERISTICS

Number of stock holdings:	40 to 60
Average dividend yield:	—
Cash level over market cycle:	0 to 5%
Risk (standard deviation):	—
Average turnover rate:	40 to 60%
Capitalization:	Mega, Large and Medium companies
Emerging markets exposure:	—

PORTFOLIO'S EQUITY SECTOR WEIGHTINGS *

	-----09/16-----	03/16	
Sector	Schroders	Index***	Schroders
Energy	3.67	6.60	3.59
Materials	3.26	7.52	4.37
Industrials	17.39	11.74	15.07
Consumer Discretionary	10.04	11.36	13.60
Consumer Staples	13.26	11.13	12.93
Health Care	12.31	8.62	12.32
Financials	18.97	21.64	19.24
Information Technology	10.23	9.60	9.97
Telecomm Services	4.97	4.94	5.66
Utilities	0.00	3.36	0.00
Miscellaneous	1.09	0.00	1.50
REIT'S	0.00	3.47	0.00
Cash/Cash Equivalents	4.81	0.00	1.75

PORTFOLIO STATISTICS

	-----09/16-----	03/16	
	Schroders	Index***	Schroders
Number of stock holdings	59	1,853	60
Wtd avg dividend yield	2.9%	3.1%	2.9%
Wtd avg portfolio beta	0.96	—	0.93
Mega capitalization +	0.0%	13.2%	0.0%
Large capitalization +	0.0%	59.5%	0.0%
Medium capitalization +	0.0%	25.9%	0.0%
Small capitalization +	0.0%	1.4%	0.0%
Micro capitalization +	0.0%	0.0%	0.0%

PORTFOLIO'S TOP FIVE EQUITY HOLDINGS

	%
Nestle S.A. Sponsored ADR	3.1
SAP SE Sponsored ADR	3.0
AIA Group Limited Sponsored ADR	2.7
Alibaba Group Holding Ltd. Sponsored ADR	2.7
Royal Dutch Shell Plc Sponsored ADR Class A	2.2

% PROCESS BASED ON

10	Country Weightings
0	Currency Decision
0	Currency Hedge
10	Industry/Sector Selection
0	Asset Allocation
80	Issue Selection

*Total may not equal 100% due to rounding.

***Index : MSCI AC Wld xUS Nt

MANAGER'S INVESTMENT PROCESS

- The investment process relies on bottom-up fundamental stock selection, driven by proprietary fundamental and macroeconomic research. Initial local research draws on the knowledge of 70+ regional equity analysts located in 11 countries. The strongest ideas are then overlaid with the team's Global Sector Specialists (GSS) who are the team's key source of idea generation.
- We narrow down a universe of approx. 1,800 global companies stocks with market capitalizations greater than \$2 billion to approx. 1,000 by combining quantitative screening techniques with a qualitative review by 70+ local analysts located worldwide. The final group of stocks is the subject of in-depth research, including proprietary company modeling that incorporates Schroders' macroeconomic views as inputs. Each company is then graded on a scale of 1 to 4 for relative local market strength.
- The GSS further narrow the universe to a list of 300 by focusing on stocks ranked 1 or 2 by the local analysts as being the strongest companies within their respective regions. They evaluate the company's strength relative to global sector dynamics and an ongoing assessment of stock ratings across regions.
- Focusing on the 300 stocks, the team identifies companies where the forward earnings growth is not yet identified by the market ("growth gap"). They build detailed earnings and cash flow models and conduct meetings with company management to develop their investment thesis and devise an earnings roadmap for each stock. The GSS also appraise the fundamental risks associated with each stock.
- Utilizing our highest conviction ideas, we construct a portfolio of 40 to 60 stocks within Schroders' proprietary, risk framework. Our risk-adjusted return expectations, conviction level and relative upside determine the position size of each stock. Stocks with a higher relative upside, lower fundamental risk profile and higher liquidity will receive higher active weights in the portfolio.

RISK CONSIDERATIONS

Equity securities prices may fluctuate in response to specific situations for each company, industry, market conditions and general economic environment. Companies paying dividends can reduce or cut payouts at any time. Strategies that invest a large percentage of assets in only one industry sector (or in only a few sectors) are more vulnerable to price fluctuation than portfolios that diversify among a broad range of sectors. Investing in securities entails risks, including: International investing should be considered one component of a complete and diversified investment program. Investing in foreign markets entails greater risks than those normally associated with domestic markets such as foreign political, currency, economic and market risks. Growth investing does not guarantee a profit or eliminate risk. The stocks of these companies can have relatively high valuations. Because of these high valuations, an investment in a growth stock can be more risky than an investment in a company with more modest growth expectations. Value investing does not guarantee a profit or eliminate risk. Not all companies whose stocks are considered to be value stocks are able to turn their business around or successfully employ corrective strategies which would result in stock prices that do not rise as initially expected.

PORTFOLIO'S ALLOCATION HISTORY (%) *

	09/16	06/16	03/16	12/15
ADRs	95	98	98	99
Cash/Cash Equivalents	5	2	2	1

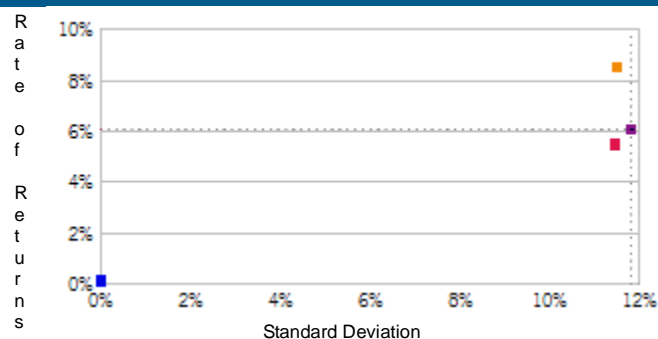
PORTFOLIOS COUNTRY WEIGHTINGS % *

	-----09/16-----		03/16
Country	Schroders	Index***	Schroders
Germany	19.17	0.00	11.68
Japan	16.29	0.00	16.45
United Kingdom	11.49	0.00	19.65
Switzerland	6.23	0.00	7.39
Cash/Cash Equivalents	4.82	0.00	1.77
France	4.51	0.00	5.79
Hong Kong	4.19	0.00	2.04
Canada	4.18	0.00	3.20
Norway	3.41	0.00	2.21
Israel	3.36	0.00	4.48

*Total may not equal 100% due to rounding.

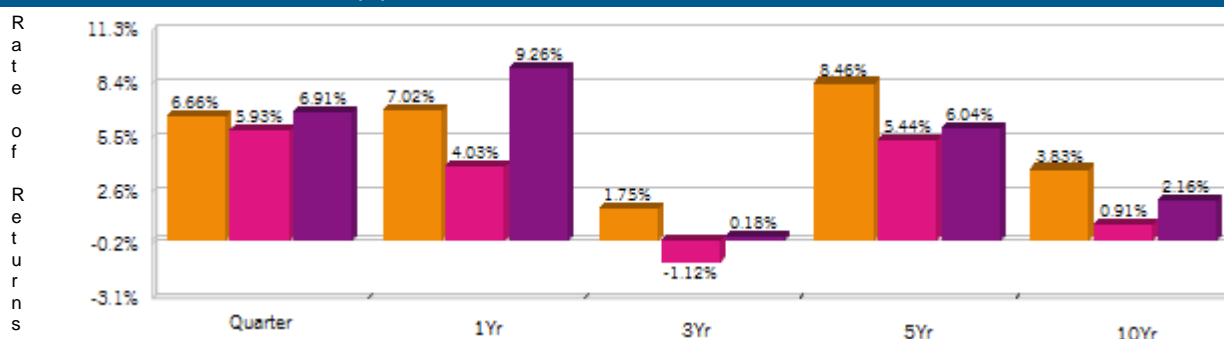
***Index : MSCI AC Wld xUS Nt

RISK/RETURN ANALYSIS - 5 YEARS ENDING 09/30/16



	STD	ROR
Schrodgers (Gross)	11.52	8.46
Schrodgers (Net)	11.48	5.44
MSCI AC Wld xUS Nt	11.83	6.04
90-Day T-Bills	0.04	0.08

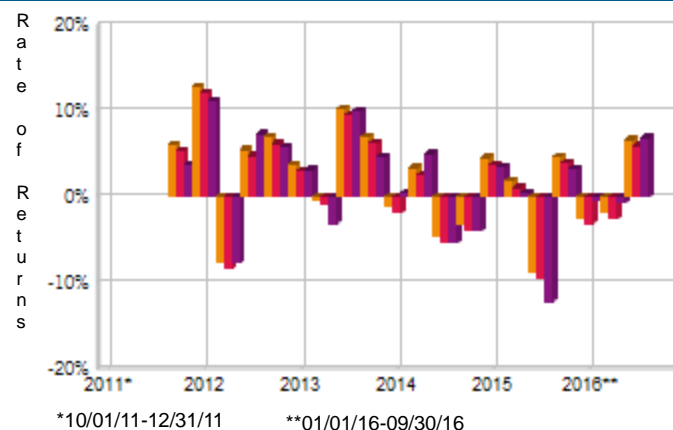
AVERAGE ANNUAL TOTAL RETURN (%) - PERIODS ENDING 09/30/16



INVESTMENT RESULTS

	Annual Rates of Return (%)										10 Year - Ending 09/30/16	
	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	Annual	Std. Dev.
Schrodgers (Gross)	26.09	14.72	-44.88	49.75	14.92	-14.14	17.79	22.11	-5.31	1.68	3.83	20.75
Schrodgers (Net)	22.66	11.56	-46.59	45.59	11.68	-16.49	14.49	18.79	-8.05	-1.12	0.91	20.67
MSCI AC Wld xUS Nt	26.65	16.65	-45.53	41.45	11.15	-13.71	16.84	15.29	-3.87	-5.67	2.16	20.59

RISK VOLATILITY (%)



	Number Of	Up Qtrs.	Down Qtrs.
Schrodgers (Gross)	12	8	8
Schrodgers (Net)	12	8	8
MSCI AC Wld xUS Nt	13	7	7

PORTFOLIO'S QUARTERLY RETURNS (%)

	Quarter1		Quarter2		Quarter3		Quarter4	
	Gross	Net	Gross	Net	Gross	Net	Gross	Net
2006	10.89	10.15	-1.24	-1.93	4.57	3.84	10.10	9.34
2007	2.08	1.36	7.69	6.95	2.38	1.65	1.93	1.24
2008	-9.02	-9.73	-1.28	-1.95	-19.59	-20.19	-23.68	-24.39
2009	-7.35	-8.08	28.05	27.22	18.47	17.70	6.55	5.78
2010	0.39	-0.38	-11.92	-12.57	20.63	19.84	7.74	6.99
2011	2.65	1.92	1.44	0.75	-22.22	-22.78	6.02	5.33
2012	12.91	12.15	-7.59	-8.27	5.55	4.80	6.96	6.20
2013	3.75	3.04	-0.27	-0.96	10.26	9.52	7.03	6.29
2014	-1.02	-1.77	3.40	2.67	-4.54	-5.24	-3.08	-3.78
2015	4.56	3.81	1.84	1.13	-8.78	-9.43	4.68	3.98
2016	-2.39	-3.13	-1.80	-2.49	6.66	5.93		

PORTFOLIO DIVERSIFICATION - R²(INCEPTION THROUGH 12/14)+

	R ²
Schrodgers vs. MSCI AC Wld xUS Nt	0.97

+Statistics are calculated using gross of fee performance only.

PORTFOLIO'S RISK STATISTICS - ENDING 09/30/16 ^{1 2}

	PERIODS	
	3 Year	5 Year
Standard Deviation	9.82%	11.52%
Standard Deviation of Primary Benchmark	10.62%	11.83%
Sharpe Ratio	0.17	0.73
Sharpe Ratio of Primary Benchmark	0.01	0.50
Alpha	1.56%	2.68%
Beta	0.88	0.94
Downside Risk	1.95%	1.71%
R-Squared	0.90	0.93
Tracking Error	3.39%	3.18%
Information Ratio	0.46	0.76

- Statistics are calculated using gross of fee performance only.
- MSCI AC Wld xUS Nt was used as the primary benchmark and the 90-Day T-Bills Index as the risk-free benchmark.

See important notes and disclosures pages for a discussion of the sources of the performance data used to calculate the performance results and related analyses shown above.

IMPORTANT NOTES AND DISCLOSURES

COMPOSITE DISCLOSURES

Past performance is no guarantee of future results. Actual individual account results may differ from the performance shown in this profile. There is no guarantee that this investment strategy will work under all market conditions. Do not use this profile as the sole basis for your investment decisions.

Performance results in this profile are calculated assuming reinvestment of dividends and income. Returns for more than one year are annualized and based on quarterly data. Returns for periods of less than a calendar year show the total return for the period and are not annualized.

Sources of Performance Results and Other Data: The performance data and certain other information for this strategy (including the data on page 1 of this profile) reflect the investment manager's results in managing Morgan Stanley program accounts, or the investment manager's results in managing accounts and investment products, in the same or a substantially similar investment discipline. (For periods through June 2012, the Fiduciary Services program operated through two channels - Morgan Stanley channel and the Smith Barney channel - and any performance and other data relating to Fiduciary Services accounts shown here for these periods is calculated using accounts in only one of the these channels.) This information for the investment manager is presented solely to provide information about accounts that were managed according to investment objectives and strategies the same or substantially similar to the corresponding investment discipline in the Select UMA program. Although the Fiduciary Services and Select UMA programs are both Morgan Stanley managed account programs, the performance results and other features of similar investment disciplines in the two programs may differ due to investment and operational differences. For example, the individual investment disciplines in the Select UMA accounts may contain fewer securities, which would lead to a more concentrated portfolio. The automatic rebalancing, wash sale loss and tax-harvesting features of the Select UMA program, which are not available in Fiduciary Services, also could cause differences in performance. Accordingly, the performance of the accounts in the Fiduciary Services program is not, and may differ significantly from, the performance of the accounts in the Select UMA program and should not be considered indicative of or a substitute for Select UMA performance. Similarly, performance results of the investment manager's composites may differ from those of Select UMA accounts managed in the same or a substantially similar investment discipline.

Related Performance:

The composite returns include all of the Firm's separate accounts and commingled funds which are discretionary, fee paying, tax exempt and managed as described above. New accounts are included in the composite one full month after inception date to ensure the account has been fully invested. Terminated accounts are excluded from the composite at the end of the previous month. This Composite has no minimum asset level for inclusion. The composite currency is US Dollar. Composite Creation Date: 10-14-2003 Composite Start Date: is 11-30-2002. Composite returns are presented as gross returns, including cash, reinvestment of dividends, interest and other income earned in the period and are calculated on a trade date basis after transaction charges (brokerage commissions). Each account's investment performance rate of return is calculated monthly in accordance with the 'time-weighted' rate of return method (Modified Dietz). Additional information regarding policies for valuing portfolios, calculating and reporting returns is available upon request. The Currency of the Composite is USD. Withholding Tax treatment may vary from portfolio to portfolio within this composite. This composite comprises of 100% non-fee paying accounts. Internal dispersion is calculated using asset weighted standard deviation of all portfolios where there are at least 5 portfolios that are included in the composite for the entire year. None of the accounts in the Composite use leverage.

Morgan Stanley Performance:

Gross Performance: Schroders' gross results do not reflect a deduction of any investment advisory fees or program fees, charged by Schroders or Morgan Stanley, but are net of commissions charged on securities transactions.

Net Performance for all Periods: Net performance results reflect a deduction of 0.7175% quarterly. This consists of three components: 0.625% maximum quarterly MS Advisory Fee and 0.0175% maximum quarterly Program Overlay Fee (which, together cover the services provided by Morgan Stanley), plus 0.075% quarterly SMA Manager Fees (being the fee currently charged by Schroders to new clients for managing their assets in the Select UMA program). The SMA Manager Fees may differ from manager to manager, and managers may change their fee to new clients from time to time. If you select this manager for your account, check the SMA Manager Fees specified in the written client agreement, in case these have changed since you received this profile. Historical net fees reflect the Advisory Fee Schedule as of October 1, 2015.

Morgan Stanley program fees are usually deducted quarterly, and have a compounding effect on performance. The Morgan Stanley program fee, which differs among programs and clients, is described in the applicable Morgan Stanley ADV brochure, which is available at www.morganstanley.com/ADV or on request from your Financial Advisor or Private Wealth Advisor.

Document approval March 2016
CRC# 1444692

Focus List, Approved List, and Watch Status:

Global Investment Manager Analysis ("GIMA") uses two methods to evaluate investment products in applicable advisory programs. In general, strategies that have passed a more thorough evaluation may be placed on the "Focus List", while strategies that have passed through a different and less comprehensive evaluation process may be placed on the "Approved List". Sometimes an investment product may be evaluated using the Focus List process but then placed on the Approved List instead of the Focus List.

Investment products may move from the Focus List to the Approved List, or vice versa. GIMA may also determine that an investment product no longer meets the criteria under either evaluation process and will no longer be recommended in investment advisory programs (in which case the investment product is given a "Not Approved" status).

GIMA has a "Watch" policy and may describe a Focus List or Approved List investment product as being on "Watch" if GIMA identifies specific areas that (a) merit further evaluation by GIMA and (b) may, but are not certain to, result in the investment product becoming "Not Approved". The Watch period depends on the length of time needed for GIMA to conduct its evaluation and for the investment manager to address any concerns. GIMA may, but is not obligated to, note the Watch status in this report with a "W" or "Watch" on the cover page.

For more information on the Focus List, Approved List, and Watch processes, please see the applicable Morgan Stanley ADV brochure (www.ms.com/adv). Your Financial Advisor or Private Wealth Advisor can provide on request a copy of a paper entitled "GIMA: At A Glance".

ADDITIONAL DISCLOSURES

The information about a representative account is for illustrative purposes only. Actual account holdings, performance and other data will vary depending on the size of an account, cash flows within an account, and restrictions on an account. Holdings are subject to change daily. The information in this profile is not a recommendation to buy, hold or sell securities.

Actual portfolio statistics may vary from target portfolio characteristics.

The investment manager may use the same or substantially similar investment strategies, and may hold similar portfolios of investments, in other portfolios or products it manages (including mutual funds). These may be available at Morgan Stanley or elsewhere, and may cost an investor more or less than this strategy in Morgan Stanley's Select UMA program.

The portfolio may, at times, invest in exchange-traded funds (ETFs), which are a form of equity security in seeking to maintain continued full exposure to the broad equity market.

Morgan Stanley investment advisory programs may require a minimum asset level and, depending on your specific investment objectives and financial position, may not be suitable for you. Investment advisory program accounts are opened pursuant to a written client agreement.

The investment manager acts independently of, and is not an affiliate of, Morgan Stanley Smith Barney LLC.

Diversification does not guarantee a profit or protect against a loss.

No obligation to notify

Morgan Stanley has no obligation to notify you when information in this profile changes.

Sources of information

Material in this profile has been obtained from sources that we believe to be reliable, but we do not guarantee its accuracy, completeness or timeliness. Third party data providers make no warranties or representations relating to the accuracy, completeness or timeliness of the data they provide and are not liable for any damages relating to this data.

No tax advice

Morgan Stanley and its affiliates do not render advice on legal, tax and/or tax accounting matters to clients. Each client should consult his/her personal tax and/or legal advisor to learn about any potential tax or other implications that may result from acting on a particular recommendation.

Not an ERISA fiduciary

Morgan Stanley is not acting as a fiduciary under either the Employee Retirement Income Security Act of 1974, as amended, or under section 4975 of the Internal Revenue Code of 1986, as amended, in providing the information in this profile.

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INDEX DESCRIPTIONS

90-Day T-Bills

The 90-Day Treasury Bill is a short-term obligation issued by the United States government. T-bills are purchased at a discount to the full face value, and the investor receives the full value when they mature. The difference of discount is the interest earned. T-bills are issued in denominations of \$10,000 auction and \$1,000 increments thereafter.

MSCI AC Wid xUS Nt

The MSCI ACWI Index is a free float-adjusted market capitalization weighted index that is designed to measure the equity market performance of developed and emerging markets. The MSCI ACWI consists of 46 country indexes comprising 23 developed and 23 emerging market country indexes. The developed market country indexes included are: Australia, Austria, Belgium, Canada, Denmark, Finland, France, Germany, Hong Kong, Ireland, Israel, Italy, Japan, Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland, the United Kingdom and the United States. The emerging market country indexes included are: Brazil, Chile, China, Colombia, Czech Republic, Egypt, Greece, Hungary, India, Indonesia, Korea, Malaysia, Mexico, Peru, Philippines, Poland, Qatar, Russia, South Africa, Taiwan, Thailand, Turkey, and United Arab Emirates (as of June 2014). This index is excluding the United States. Performance is showing net withholding tax. Net total return indices reinvest dividends after the deduction of withholding taxes, using (for international indices) a tax rate applicable to non-resident institutional investors who do not benefit from double taxation treaties.

S&P 500

The S&P 500 Total Return has been widely regarded as the best single gauge of the large cap U.S. equities market since the index was first published in 1957. The index has over \$5.58 trillion benchmarked, with index assets comprising approximately \$1.31 trillion of this total. The index includes 500 leading companies in leading industries of the U.S. economy, capturing 75% coverage of U.S. equities. This index includes dividend reinvestment.

Indices are unmanaged and have no expenses. You cannot invest directly in an index.

GLOSSARY OF TERMS

Alpha is a mathematical estimate of risk-adjusted return expected from a portfolio above and beyond the benchmark return at any point in time.

American Depositary Receipts (ADRs) are receipts for shares of a foreign-based corporation held in the vault of a U.S. bank.

Average Portfolio Beta is a measure of the sensitivity of a benchmark or portfolio's rates of return to changes against a market return. The market return is the S&P 500 Index. It is the coefficient measuring a stock or a portfolio's relative volatility.

Beta is a measure of the sensitivity of a portfolio's rates of return to changes in the market return. It is the coefficient measuring a stock or a portfolio's relative volatility.

Bottom-Up Stock Selection Emphasis primarily on individual stock selection. Considerations of economic and industry factors are of secondary importance in the investment decision-making process.

Capitalization is defined as the following: Mega (Above \$100 billion), Large (\$12 to \$100 billion), Medium (\$2.5 - \$12 billion), Small (\$.50 - \$2.5 billion) and Micro (below \$.50 billion).

Dividend a portion of a company's profit paid to common and preferred shareholders.

Downside Risk is a measure of the risk associated with achieving a specific target return. This statistic separates portfolio volatility into downside risk and upside uncertainty. The downside considers all returns below the target return, while the upside considers all returns equal to or above the target return.

Duration is a measure of price sensitivity expressed in years.

High Grade Corporate Bonds corporate bonds from issuers with credit ratings of AA or AAA.

Information Ratio is a measure of the investment manager's skill to add active value against a given benchmark relative to how stable that active return has been. Essentially, the information ratio explains how significant a manager's alpha is. Therefore, the higher the information ratio, the more significant the alpha.

Investment Grade Bonds are those rated by Standard & Poor's AAA (highest rated), AA, A or BBB (or equivalent rating by other rating agencies or, in the case of securities not rated, by the investment manager).

Price/Book Ratio (P/B) weighted average of the stocks' price divided by book value per share. Book value per share is defined as common equity, including intangibles, divided by shares outstanding times the adjustment factor.

Price/Cash Flow Ratio a ratio used to compare a company's market value to its cash flow. It is calculated by dividing the company's market cap by the company's operating cash flow in the most recent fiscal year (or the most recent four fiscal quarters); or, equivalently, divide the per-share stock price by the per-share operating cash flow.

Price/Earnings Ratio (P/E Ratio) shows the multiple of earnings at which a stock sells. Determined by dividing current stock price by current earnings per share (adjusted for stock splits). Earnings per share for the P/E ratio are determined by dividing earnings for past 12 months by the number of common shares outstanding. The P/E ratio shown here is calculated by the harmonic mean.

Price/Sales Ratio determined by dividing current stock price by revenue per share (adjusted for stock splits). Revenue per share for the P/S ratio is determined by dividing revenue for past 12 months by number of shares outstanding.

R2 (R-Squared)/Portfolio Diversification indicates the proportion of a security's total variance that is benchmark-related or is explained by variations in the benchmark.

Sharpe Ratio measures the efficiency, or excess return per unit of volatility, of a manager's returns. It evaluates managers' performance on a volatility-adjusted basis.

Standard Deviation is a statistical measure of historical variability or spread of returns around a mathematical average return that was produced by the investment manager over a given measurement period. The higher the standard deviation, the greater the variability in the investment manager's returns relative to its average return.

Top-Down/Economic Analysis Emphasis primarily on macroeconomic trends as opposed to bottom-up stock selection.

Tracking Error represents the standard deviation of the difference between the performance of the investment strategy and the benchmark. This provides a historical measure of the variability of the investment strategy's returns relative to its benchmark.

U.S. Treasury Bonds a marketable, fixed interest U.S. government debt security with a maturity of more than 10 years. Treasury bonds make interest payments semi-annually and the income that holders receive is only taxed at the federal level.

Volatility a measure of risk based on the standard deviation of the asset return. Volatility is a variable that appears in option pricing formulas, where it denotes the volatility of the underlying asset return from now to the expiration of the option. There are volatility indexes. Such as a scale of 1-9; a higher rating means higher risk.