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Form ADV, Part 2A Brochure

March 20, 2020

This brochure provides information about the qualifications and business practices of Scharf Investments, LLC. If you have any questions about the contents of this brochure, please contact our Chief Compliance Officer, at 831-429-6513 or info@scharfinvestments.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.

Scharf Investments, LLC is a registered investment adviser. Registration of an Investment Adviser does not imply a certain level of skill or training. Scharf Investments LLC's oral and written communications are intended to provide you with information that you may use to determine to hire or retain us to provide investment advice.

Additional information about Scharf Investments, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2. Material Changes

No material changes.

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Item 4. Advisory Business

Scharf Investments, LLC (“Scharf” or the “Firm” or “Advisor” or “we”) is a limited liability company organized under the laws of the State of Delaware. The Firm is employee controlled and has been registered with the SEC since 1983. Brian A. Krawez is the Manager and serves as President and Chairman of the Investment Committee at Scharf. iM Square Holding 5 LLC is an owner of the Company. iM Square Holding 5 LLC is a wholly-owned subsidiary of iM Square SAS, a Paris-based investment and development platform dedicated to the asset management industry. Legendre Holding 36 is the principal owner of iM Square SAS. The principal owner of Legendre Holding 36 is Eurazeo SA, a European investment firm.

The Firm provides investment advice and portfolio management for individuals, registered investment companies, retirement accounts, trusts, family offices, corporations, endowments and foundations through separately managed client accounts. Scharf typically tailors its investment services to the individual needs of each client by managing each such account according to the strategy selected by the client. We principally, but not solely, invest in equity and fixed income securities that are traded publicly in U.S. markets on behalf of clients, but are authorized to enter into any type of investment transaction that we deem appropriate, pursuant to the terms of a client’s account agreement. Scharf’s discretionary authority is limited, however, as described in Item 16.

Scharf offers financial planning services to clients. Focus areas may include, but are not limited to, retirement planning, estate planning, business succession planning, education planning, and investment planning. These services include assessing a client’s present financial situation and assisting with defining personal financial goals and objectives. The Firm will assist the client with implementation of agreed upon planning recommendations, but the client is fully responsible for all decisions related to implementation of the advice given. Scharf does not serve as a law firm, accounting firm, or insurance agency, and no portion of its services should be viewed as legal, accounting, or insurance implementation services. Accordingly, the Advisor does not prepare estate planning documents, tax returns, or sell insurance products. However, to the extent requested by a client, Scharf may recommend the services of other professionals for implementation purposes (i.e. attorneys, accountants, insurance agents, etc.). The client is under no obligation to engage the services of any recommended professional, and Scharf will not receive any compensation, directly or indirectly, for making such a referral.

The Firm participates in certain wrap fee programs acting as a sub-advisor to an investment sponsor. Scharf also participates in model-based Managed Accounts Programs. In such programs, the Firm shall provide the Program Sponsor non-discretionary investment advice through model portfolios. Investment management provided to wrap fee clients is substantially the same as that provided to non-wrap fee clients. However, certain wrap fee accounts may result in slightly different returns due to investment limitations imposed by investment restrictions, administrative restrictions, and the wrap fees imposed by wrap fee sponsors.

As of December 31, 2019, Scharf had assets under management of approximately \$3.4 billion. This consisted of \$2.3 billion in discretionary assets, and \$1.1 billion in non-discretionary assets.

Item 5. Fees and Compensation

Portfolio Management

As the investment adviser to multiple client accounts, Scharf typically holds a limited power of attorney to act on a discretionary basis with client funds. Client funds are deposited in either a brokerage firm or a bank custodian account. Scharf will typically deduct management fees and performance fees directly from client accounts, but may bill a client separately for such amounts.

In addition to Scharf’s management fees, each client account is responsible for its own costs and expenses, including trading costs and expenses such as brokerage commissions and clearing and settlement charges.

For further information on brokerage practices see Item 12. Accounts that invest in mutual funds also pay, indirectly, investment advisory fees to the managers of those funds; except that no management fee is charged on the portion of a client's account that is invested in the Scharf Fund, the Scharf Multi-Asset Opportunity Fund, the Scharf Global Opportunity Fund, and the Scharf Alpha Opportunity Fund (collectively, the "Funds" or the "Scharf Funds"), for which Scharf serves as the investment adviser. Scharf instead receives the management fee described below directly from the Funds.

Scharf's fee schedule for services provided: directly, through shared client/dual-contract relationships, and as a sub-adviser (for example, through a wrap-fee program) are described below:

Direct Clients

Premier Account Solutions

A client signs an investment advisory agreement with Scharf for management of the client's individual accounts. Compensation provided to Scharf is negotiable and varies. For new clients, Scharf typically charges only an Asset Based Fee or a combination of an Asset Based Fee and a Performance Fee.

For Equity Solution clients who pay only an Asset Based Fee, the typical Asset Based Fee is an annual fee of 1.25% on the first \$3,000,000 of assets under management, plus 0.80% over \$3 million and up to \$5 million; any balance over \$5 million is subject to an institutional pricing schedule.

For Multi-Asset Solution clients who pay only an Asset Based Fee, the typical Asset Based Fee is an annual fee of 1.0% on the first \$3,000,000 of assets under management, plus 0.75% over \$3 million and up to \$5 million; any balance over \$5 million is subject to an institutional pricing schedule.

For Fixed Income Solution clients pay only an Asset Based Fee, the typical Asset Based Fee is an annual fee of 0.5% on the first \$5,000,000 of assets under management, any balance over \$5 million is subject to an institutional pricing schedule.

For Equity Solution clients who pay an Asset Based Fee and a Performance Fee, the typical Asset Based Fee includes an annual fee of 0.4% on the first \$5,000,000 of assets under management; any balance over \$5 million is subject to an institutional pricing schedule, plus a Performance Fee equal to 12% of net profits of the account (including both realized and unrealized gains and losses). Performance Fees are assessed in arrears on an annual basis, and are only applied to profits that exceed the cumulative losses previously incurred by or allocated to the respective clients. Scharf complies with Rule 205-3 under the Investment Advisers Act of 1940, as amended, to the extent required by applicable law. Performance Fees may create an incentive for Scharf to make more risky and speculative investments than it would otherwise make.

The Asset Based Fees are typically payable in advance in quarterly installments at the beginning of each calendar quarter based on the net market value of the client's account on the date the fee accrues and becomes payable.

If a client contributes capital to the Account, including its initial capital, on a date other than the first day of a calendar quarter, the Account will be charged a prorated portion of the Asset Based Fee for that calendar quarter with respect to such contribution, based on the number of days remaining in that calendar quarter and based on the net market value of the contributed capital on the opening of trading on the date of such contribution. Such fees will added to and payable with the Asset Based Fee for the following quarter.

If a client withdraws assets from the Account on any date other than the last day of a calendar quarter, the Asset Based Fee previously paid with respect to that calendar quarter shall be prorated based on the number

of days elapsed in that quarter prior to the withdrawal, and the unearned portion shall be deducted from the next quarterly Asset Based Fees.

In calculating Account value (and Account profits in the case of a Performance Fee) at quarter end, Scharf utilizes trade date accounting where margin debt is not deducted from the value of the Account.

Except as may be otherwise negotiated in particular cases, a client may terminate an individually managed account by giving written notice. Expenses and the pro rata portion of the annual fee through the date of termination are charged to the client. All prepaid but unearned advisory fees are refunded to the client on termination of an account.

Shared Clients/Dual Contract

Scharf provides investment advisory service for shared clients introduced to Scharf by third party investment advisers or brokers. The client signs investment agreements with both the referring third party and Scharf. Scharf is only responsible for advising and managing those assets allocated to Scharf upon the direction of either the client or the third party. The third party is responsible for obtaining and evaluating information regarding the identity, circumstances, financial condition, tax situation, regulatory status and financial needs and goals of the shared client so that the third party can evaluate whether the investment guidelines of the shared client are appropriate and suitable. The third party reviews the investment guidelines set forth in each investment management agreement between Scharf and each shared client, as they may be amended from time to time, and informs Scharf and each shared client if any such investment guidelines are not appropriate or suitable for any such shared client. Scharf periodically communicates investment performance and portfolio commentary to the third party, which employs its own discretion in forwarding such information to the client.

Shared/dual contract clients, whether Multi-Asset or Equity, typically pay Scharf an Asset Based Fee ranging from 0.65% to 1.0% of the value of the Account. Fees vary based on the type of product provided, the complexity and level of service provided, the number of different accounts and the total assets under management for that client and related clients, other services provided by the third-party adviser, other administrative services provided, or other circumstances or factors that Scharf deems relevant. Fees are charged as set forth under Direct Client relationships.

Sub-Advisory/Wrap Fee Relationships

Scharf may also be retained as a portfolio sub-advisor for an investment sponsor who contracts with the client. Scharf may act as a sub-adviser to the sponsor, or the sponsor may receive Scharf's model portfolio and, based on that model, the sponsor may exercise investment discretion. As in the Shared Clients/Dual Contract relationship described above, the sponsor (not Scharf) determines each client's investment objectives and suitability. After an account has been established, Scharf may be available to communicate from time to time with the client or the sponsor on matters concerning the client's investments that Scharf is sub-advising. Sub-Advisory/Wrap Fee relationships typically pay an Asset Based Fee ranging from 0.45% to 0.70%, which is set forth in each sponsor's agreement with Scharf.

Pooled Investment Vehicles

Scharf serves as the investment adviser to four registered investment companies: the Scharf Fund, the Scharf Multi-Asset Opportunity Fund, the Scharf Global Opportunity Fund and the Scharf Alpha Opportunity Fund. The Funds are open-ended management investment companies registered under the Investment Company Act of 1940, as amended. Scharf receives a monthly advisory fee from each Fund which are described in the registration statements and/or financial filings of the Funds, which are available on-line at <http://www.scharffunds.com>. The fees of the Funds generally include a management fee, other fund expenses and distribution fees.

In addition, Scharf serves as investment advisor to the iM Global Partner – Scharf US Quality Value Funds. A UCITS product for non-U.S. investors. Scharf receives an advisory fee from the UCIT which is incorporated in France and those fees are described in the registration statements and/or financial filings of the fund. The fees of the UCIT generally includes a management fee, other expenses and distribution fees.

Scharf Mutual Fund Accounts – Scharf Select

Scharf provides discretionary individual account management for some clients that invest their account solely in Scharf Funds and cash equivalents, and provides certain financial planning services for some of these clients. Advisory services provided under the Scharf Select program include portfolio management with account rebalancing, annual account reviews, and invitations to certain Scharf events. All fees paid to Scharf for Scharf Select investment advisory services are in addition to the fees and expenses charged by Scharf Funds to their shareholders.

Financial Planning

Scharf charges a fee for certain Financial Plans typically beginning at \$2,500 and may increase depending on the type and complexity of the Financial Plan. Fees can vary by client, scope of engagement, and complexity of situation, among other factors. For certain new written financial plans, the first half of the planning fee is typically due upon signing and execution of the planning engagement, and the second half is due upon the delivery of the written Financial Plan. Scharf does not charge a fee for financial planning provided to investment advisory clients. Any client choosing to engage Scharf for investment advisory services after a Financial Plan will receive a credit towards their management fee in their second full quarter of investment management.

In addition, if Charles Schwab & Co., Inc. (“Schwab”) refers a client to Scharf through Scharf’s participation in the Schwab Adviser Network, and Scharf purchases shares in a Scharf Fund for that Client’s account, that Client will purchase shares that are inclusive of a higher operating fee, some of which is paid by the Adviser to Schwab.

Except as may be otherwise negotiated in particular cases, a client may terminate such an account or agreement by giving written notice.

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

For qualified clients, Scharf manages accounts that pay performance-based compensation as described in Item 5 and accounts that do not pay performance-based compensation. Typically, an account that does not pay performance-based compensation pays a higher asset-based fee. Regardless, Scharf has a conflict of interest if, in any time period, one fee structure would cause higher fees to Scharf than the other fee structure, because Scharf would have an incentive to favor the account that would pay the higher fees.

To address this conflict, Scharf has adopted policies designed to ensure that we treat all Clients equitably in allocating investment opportunities over time. These policies include trade allocation and aggregation policies, and Scharf’s Code of Ethics which governs the behavior of all employees, review procedures designed to identify unfair or unequal treatment of accounts, and periodic performance reviews to identify potential problems. We do not consider fee structures in allocating investment opportunities.

Item 7. Types of Clients

Scharf provides portfolio management for individuals, retirement accounts, trusts, family offices, corporations, endowments, foundations, and investment companies (e.g. registered investment companies, UCITS). Scharf also offers model portfolios through Unified Managed Account (UMA) Program sponsors on a non-discretionary basis.

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

Equity Portfolios

Scharf uses a proprietary variation of low-valuation investing that Scharf describes as “growth stocks at value prices” to construct a portfolios which typically consist of 25-35 stocks which, taken as a whole, have a history of relatively predictable earnings. Scharf’s preference for earning predictability and mitigation of downside risk has generally resulted in portfolios with a large cap bias. However Scharf’s proprietary screen applies across the investments spectrum as the Firm searches for compelling investments in companies large and small, foreign and domestic.

Scharf’s Multi-factor Analytical Performance (MAP) screen identifies stocks that Scharf believes have appreciation potential of at least 30-40% over the next 12-24 months due to the exponential interaction or improved valuations applied to rising per share earnings, cash flow and/or book value. Integral to the strategy is risk management. Scharf builds and monitors Favorability Ratios - upside potential/downside risk - for each stock and seeks to provide diversification by limiting exposure to individual stocks and industries.

Multi-Asset Portfolio

Multi-Asset accounts combine the appreciation potential of equities with the capital preservation and income generation qualities of fixed income investments. A typical Multi-Asset portfolio consists of about 70% common stocks, generally the same 25-35 companies in equity accounts. The remainder is allocated to investments other than common stocks, including bonds, preferred stocks, and money market instruments.

Fixed Income Portfolio

The investment object of the Fixed Income Portfolio is to provide current income, consistent with preservation of capital. Securities are evaluated through our quantitative and qualitative research process. Investments are selected based on their relative value with a focus on minimizing risk. We seek investments in high quality bonds and fixed income alternatives, suitable for either taxable or non taxable money, at attractive valuations. At times, cash is employed when income yielding security risk-reward ratios are not compelling.

Hedged Portfolio

The objective of the Scharf Hedged Portfolio is to provide lower, value-added returns for client accounts by hedging market exposure. Long positions are designed to track relevant benchmarks in rising markets and lose significantly less than benchmarks in falling markets. A typical portfolio consists of 25-35 stocks judged to have the best quantitative and qualitative characteristics based on Scharf’s analysis. Short positions are designed to partially hedge the portfolio against market declines.

All Strategies

The investment strategies summarized above represent Scharf’s current intentions, are general in nature and are not exhaustive. The investment strategies may shift, depending on conditions and trends in securities markets and the economy generally.

Risk Factors

Investing in securities involves risk of loss that clients should be prepared to bear. Below are some of the risks that investors should consider before investing in any account that Scharf manages. Any or all of such risks could materially and adversely affect investment performance, the value of any account or any security held in an account, and could cause investors to lose substantial amounts of money. Potential investors should review all material from Scharf carefully and in its entirety, and consult with their professional advisers before deciding whether to invest.

- Counterparties such as brokers, dealers and custodians administrators with which Scharf does business on behalf of clients may default on their obligations. For example, a client may lose its assets on deposit with a broker if the broker, its clearing broker or an exchange clearing house becomes bankrupt.
- Scharf may cause clients to invest in securities of non-U.S., private and government issuers. The risks of these investments include political risks; adverse economic developments in the country in which the issuer is located; limitations on foreign investment in any such country; currency exchange risks; withholding taxes; limited information about the issuer; limited liquidity; and limited regulatory oversight.
- Some of an account's positions may be or become illiquid, in which case Scharf may not be able to sell such positions.
- An account's investments may not be diversified.
- If authorized by a client, Scharf may use leverage by borrowing on margin, which may increase volatility and risk.
- Scharf may take positions in securities of small, unseasoned companies that are less actively traded and more volatile than those of larger companies.
- Client accounts may not achieve their investment objectives. An account strategy may not be successful and investors may lose some or all of their investment.
- Investor sentiment on the market, an industry or an individual stock, fixed income or other security is not predictable and can adversely affect an account's investments.
- An account may hold stocks that fail to meet earnings expectations and decline, and may short stocks that beat earnings expectations and rise.
- Changes in economic conditions can adversely affect investment performance. At times, economic conditions in the U.S. and elsewhere have deteriorated significantly, resulting in volatile securities markets and large investment losses.
- Scharf may not be able to obtain complete or accurate information about an investment and may misinterpret the information that it does receive. Scharf also may receive material, non-public information about an issuer that prevents it from trading securities of that issuer for a client when the client could make a profit or avoid losses.
- An account may have higher portfolio turnover and transaction costs than a similar account managed by another investment adviser. These costs reduce investment returns and potential profit or increase loss.
- Scharf determines the value of securities held in client accounts, typically using third-party market data. If Scharf's valuation is inaccurate, it might receive more compensation than that to which it is entitled.
- Scharf and its affiliates and agents generally are not responsible to any client or investor for losses incurred in an account unless the conduct resulting in such loss breached Scharf's fiduciary duty to the client.
- The attorneys who represent Scharf or its manager do not represent clients. Clients must hire their own counsel for legal advice and representation.
- An account custodian or any government agency may freeze assets that any of them believes a client holds in violation of anti-money laundering laws or rules or on behalf of a suspected terrorist, and may transfer such assets to a government agency. Scharf will not be liable for losses related to anti-money laundering regulation.

- Scharf’s activities could cause adverse tax consequences to clients and investors, including liability for interest and penalties.

The above is only a brief summary of some of the important risks that a client or investor may encounter. Before deciding to invest with Scharf, you should consider carefully all of the risk factors and other information.

Item 9. Disciplinary Information

This Item is inapplicable.

Item 10. Other Financial Industry Activities and Affiliations

As discussed in Item 5, Scharf serves as the investment adviser to registered investment companies; the Scharf Fund, the Scharf Multi-Asset Opportunity Fund, Scharf Global Opportunity Fund, and the Scharf Alpha Opportunity Fund. The Firm and each of the Funds files a commodity pool exemption with the National Futures Association. Pursuant to certain provisions of the Investment Company Act of 1940, Scharf may be deemed to control, and may therefore be considered a “related person” of, these funds.

Scharf is affiliated through common ownership with iM Global Partner SAS, a Paris-based asset management company; iM Global Partner US, LLC, an SEC-registered investment adviser; and iM Global US Distributors LLC, an SEC-registered broker-dealer (collectively, “iM Global”) and has entered into arrangements with iM Global pursuant to which iM Global may refer to Scharf prospective clients and investors in funds managed by Scharf, and receive compensation from Scharf for any such referrals. Please see Item 14 for further information on Scharf’s practices with respect to client referrals.

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

Scharf has adopted a Code of Ethics in compliance with Rule 204A-1 under the Investment Advisers Act of 1940 that establishes standards of conduct for Scharf’s employees. The Code of Ethics includes general requirements that Scharf’s employees comply with their fiduciary obligations to clients and applicable securities laws, and specific requirements relating to, among other things, personal trading, insider trading, conflicts of interest and confidentiality of client information. It requires employees to report their personal securities transactions and holdings to Scharf’s Compliance Officer, and requires the Compliance Officer to review those reports. It also requires employees to report any violations of the Code of Ethics promptly to the Compliance Officer. Each employee of Scharf receives a copy of the Code of Ethics and any amendments to it, and must acknowledge in writing having received those materials. Annually, each employee must certify that he or she complied with the Code of Ethics during the preceding year. Clients and prospective clients may obtain a copy of Scharf’s Code of Ethics by contacting Jason Marcus at 831-429-6513.

Under Scharf’s Code of Ethics, Scharf and its managers, members and employees may personally invest in securities of the same classes as Scharf purchases for clients and may own securities of issuers whose securities Scharf subsequently purchases for clients. This practice creates a conflict of interest in that any of such person can use his or her knowledge about actual or proposed securities transactions and recommendations for a client account to profit personally by the market effect of such transactions and recommendations. Scharf and its employees may also buy or sell specific securities for their own accounts based on personal investment considerations aside from company or industry fundamentals, which Scharf does not believe appropriate to buy or sell for clients. Scharf employees must typically receive preapproval for personal securities transactions.

Because Scharf manages more than one account, there may be conflicts of interest over the time devoted to managing any one account and allocating investment opportunities among all accounts that it manages. Scharf selects investments for each client based solely on investment considerations for that client. Different clients may have differing investment strategies and expected levels of trading. For example, trading levels may be higher for the Scharf Funds in comparison to other client accounts as the Funds regularly receive assets flows due to shareholder subscriptions and redemptions. Scharf may buy (or sell) a security for one type of client but not for another, or may buy (or sell) a security for one type of client while simultaneously buying or selling the same security for another type of client.

Scharf attempts to resolve all such conflicts in a manner that is generally fair to all of its clients. Scharf may give advice to, and take action on behalf of, any of its clients that differs from the advice that it gives or the timing or nature of action that it takes on behalf of any other client so long as it is Scharf's policy, to the extent practicable, to allocate investment opportunities to its clients fairly and equitably over time. In addition, Scharf may allocate some small securities positions to the Scharf Funds that would be impractical or undesirable to allocate to other accounts due to odd lot size allocations and increased transaction costs for other accounts. Scharf is not obligated to acquire for any account any security that Scharf or its managers, members or employees may acquire for its or their own accounts or for any other client, if in Scharf's absolute discretion, it is not practical or desirable to acquire a position in such security for that account. Some investments which may not be practical to buy for certain accounts include but are not limited to: 144A securities, limited partnerships, derivative securities, bank debt, sovereign debt, and foreign stock from certain jurisdictions.

Scharf may also recommend to clients that they invest in the Scharf Funds, which are advised by Scharf and from which Scharf derives management fees.

Item 12. Brokerage Practices

Selection Criteria

Scharf generally has discretion in selecting the broker that it uses for client transactions and the commission rates that clients pay such brokers. In selecting a broker for any transaction or series of transactions, Scharf may consider a number of factors, including, for example, net price, clearance, settlement, reputation, financial strength and stability, efficiency of execution and error resolution, block trading and block positioning capabilities, willingness to execute related or unrelated difficult transactions in the future, special execution capabilities, order of call, offering to Scharf on-line access to computerized data regarding clients' accounts, computer trading systems and the availability of stocks to borrow for short trades.

Soft Dollars

Scharf may also purchase from a broker or allow a broker to pay for the following (each a "soft dollar" relationship): certain research services, economic and market information, portfolio strategy advice, industry and company comments, technical data, recommendations, research conferences, general reports, consultations, performance measurement data, on-line pricing, quotation services, custody, recordkeeping and similar services, computer software and the like. Scharf may also allocate the costs of certain computer equipment and software used for both research and non-research purposes between their research and non-research uses, and use soft dollars to pay only for the portion that Scharf allocates to research uses.

Scharf may pay to a broker commissions and mark-ups that exceed those that another broker might charge for effecting the same transaction because of the value of the brokerage, research, other services and soft dollar relationships that such broker provides. If Scharf determines in good faith that such compensation is reasonable in relation to the value of such brokerage, research, other services and soft dollar relationships, in terms of either the specific transaction or Scharf's overall fiduciary duty to its clients, then Scharf will direct trades to that broker. An account may, however, pay higher commissions and mark-ups than are otherwise

available or may pay more commissions or mark-ups based on account trading activity. Although Scharf does not pay directly for these services, the research and other benefits resulting from Scharf's brokerage relationships benefit Scharf's operations as a whole and all accounts that it manages, including those that do not generate the soft dollars that pay for such research and other benefits and accounts of clients that direct Scharf to use a broker that does not provide Scharf with soft dollar services. Scharf does not allocate soft dollar benefits to client accounts proportionately to the soft dollar credits that the accounts generate. Scharf's relationships with brokers that provide soft dollar services influence Scharf's judgment and create conflicts of interest in allocating brokerage business between firms that provide soft dollar services and firms that do not, and in allocating the costs of mixed-use products between their research and non-research uses. Scharf has an incentive to select or recommend a broker based on Scharf's interest in receiving soft dollar services rather than clients' interest in receiving the most favorable execution. These conflicts of interest are particularly influential to the extent that Scharf uses soft dollars to pay expenses it would otherwise be required to pay itself.

Scharf has addressed these conflicts of interest by periodically evaluating the trade execution services that Scharf receives from the brokers that it uses to execute trades for clients. Such evaluation includes comparing those services to the services available from other brokers. Scharf considers, among other things, alternative market makers and market centers, the quality of execution services, the value of continuing with various soft dollar services and adding or removing brokers, increasing or decreasing targets for each broker and the appropriate level of commission rates.

Trade Aggregation

Scharf may aggregate securities sale and purchase orders for a client with similar orders being made contemporaneously for other accounts that Scharf manages or with accounts of its affiliates. In such event, Scharf may charge or credit a client, as the case may be, the average transaction price of all securities purchased or sold in such transactions. As a result, however, the price may be less favorable to the client than it would be if Scharf were not executing similar transactions concurrently for other accounts. Scharf may also cause a client to buy or sell securities directly from or to another client, if such a cross-transaction is in the interests of both clients.

Trade Errors

Scharf's policies and procedures generally provide that if Scharf makes an error while placing a trade for a client account (whether that error results in a gain or a loss), Scharf corrects the error as quickly as possible (which may include moving the trade to an "error account" held by Scharf) and bears all costs and retains all gains (if any) of correcting the error, unless otherwise provided in a client's agreement with Scharf.

Brokerage for Client Referrals

To the extent consistent with its duty to seek best execution, Scharf may direct a certain amount of brokerage to a broker in return for the broker's referral of prospective clients. Directing brokerage to a broker in exchange for client referrals creates a conflict of interest in that Scharf has an incentive to refer its clients' brokerage business to brokers to which it might not otherwise direct its brokerage transactions. Scharf has policies and procedures to review its brokerage practices regularly, including its use of brokers from which Scharf receives client or investor introductions. Scharf does not direct brokerage transactions to a broker in return for the referral of investors in the Scharf Funds.

Client-Directed Brokerage

If a client directs Scharf to use a specific broker, Scharf may be unable to achieve most favorable execution of client transactions, because it has not negotiated the terms and conditions (including, among others, commission rates) relating to the services provided by such broker. Scharf is not responsible for obtaining from any such broker the best prices or particular commission rates. A client that directs Scharf to use a specific broker may not be able to participate in aggregate securities transactions and may trade after such aggregate transactions and receive less favorable pricing and execution. The client may pay higher

commissions and mark-ups than it would pay if Scharf had discretion to select broker-dealers other than those that the client chooses.

Trade Rotation

Scharf endeavors to treat Client Accounts fairly and equitably over time with respect to trading sequencing rotation and allocation. The Firm employs a trade rotation policy when executing trades for all Client Accounts. The trade rotation is created using a random number generator, and all rotations are saved for each trading day. Scharf need not follow this Rotation Policy: (1) if the Firm determines that a particular Sponsor or wrap program has procedures for the transmission of transaction instructions to the Sponsor that are unusually restrictive or lengthy; or (2) if the Chief Compliance Officer approves, in advance, the application of any other exception to the Trade Rotation Policy, provided it is determined that all affected Client Accounts receive fair treatment. While this policy is designed to treat all Client Accounts in a fair and equitable manner over time, on any given order, some accounts may trade before other accounts, and some accounts may receive more favorable pricing than other accounts for the same security.

Item 13. Review of Accounts

Scharf's portfolio accounting system is reconciled with Scharf's broker/custodian records on a daily basis. All accounts are reviewed as needed by Scharf. Global account reviews, which encompass decisions regarding initiating, maintaining, increasing or decreasing one or more securities positions across multiple accounts may be triggered by events such as changes in market evaluations and fundamental business developments. Individual account reviews may be triggered by events such as additions to or subtractions from funds under management, modifications in investment objectives, etc.

Scharf's clients receive independent trade confirmations and statements of their account(s) from the institution(s) where the account is held. These statements typically list their holdings, the value of their holdings, the estimated income from all holdings other than cash, dividends received, interest paid or charged, and debit or credit balance, if any. Scharf sends quarterly reports to direct clients which show account positions, cost basis, and unrealized gains/losses. Included with this report is a quarterly letter which contains performance information for distribution to all clients.

Clients through shared/dual-contracts or sub-advisory/wrap-fee relationships receive reports, if any, as set forth in the arrangement with the client's primary adviser.

Item 14. Client Referrals and Other Compensation

Scharf may engage third-party solicitors to whom it pays cash or a portion of the advisory fees paid by clients referred to it by those solicitors. In such cases, a written agreement will dictate that the solicitor will provide each prospective client with a copy of Scharf's Form ADV Part 2 and a separate disclosure document setting forth the terms of the solicitation arrangement, including the nature of the relationship between the solicitor and Scharf, and any fees to be paid to the solicitor. Scharf complies with the other requirements of Rule 206(4)-3 under the Investment Advisers Act of 1940, to the extent required by applicable law.

Scharf receives client referrals from Charles Schwab & Co., Inc. ("Schwab") through Scharf's participation in Schwab Advisor Network (the "Service"). The Service is designed to help investors find an independent investment advisor. Schwab is a broker-dealer independent of and unaffiliated with Scharf. Schwab does not supervise the Advisor and has no responsibility for Scharf's management of clients' portfolios or the Advisor's other advice or services. Scharf pays Schwab fees to receive client referrals through the Service. Scharf's participation in the Service may raise potential conflicts of interest described below.

Scharf pays Schwab a Participation Fee on all referred clients' accounts that are maintained in custody at Schwab and a Non-Schwab Custody Fee on all accounts that are maintained at, or transferred to, another custodian. The Participation Fee is billed to Scharf quarterly and may be increased, decreased or waived from time to time. The Participation Fee is paid by Scharf and not by the client. Scharf has agreed not to charge clients referred through the Service fees or costs greater than the fees or costs Scharf charges clients with similar portfolios who were not referred through the Service solely because these clients were referred by Schwab. However, if Schwab refers a client to Scharf through the Adviser's participation in the Service, and Scharf purchases shares in a Scharf Fund for that Client's account, that Client will purchase shares that are inclusive of a higher operating fee, some of which is paid by the Scharf Funds to Schwab.

Scharf generally pays Schwab a Non-Schwab Custody Fee if custody of a referred client's account is not maintained by, or assets in the account are transferred from Schwab and Scharf retains management. The Non-Schwab Custody Fee is a one-time payment equal to a percentage of the assets placed with a custodian other than Schwab. The Non-Schwab Custody Fee is higher than the Participation Fees the Advisor generally would pay in a single year. Thus, Scharf may have an incentive to recommend that client accounts be held in custody at Schwab. In addition, if a potential client is referred by Schwab, Scharf may not refer that potential client to any other financial services provider but must refer the potential client back to Schwab.

The Participation and Non-Schwab Custody Fees will be based on assets in accounts of Scharf's clients who were referred by Schwab and those referred clients' family members living in the same household who subsequently become clients of Scharf. Thus, Scharf will have incentives to encourage household members of clients referred through the Service to maintain custody of their accounts and execute transactions at Schwab and to instruct Schwab to debit Scharf's fees directly from the accounts.

For accounts of Scharf's clients maintained in custody at Schwab, Schwab will not charge the client separately for custody but will receive compensation from Scharf's clients in the form of commissions or other transaction-related compensation on securities trades executed through Schwab. Schwab also will receive a fee for clearance and settlement of trades executed through broker-dealers other than Schwab. Schwab's fees for trades executed at other broker-dealers are in addition to the other broker-dealer's fees. Thus, Scharf may have an incentive to cause trades to be executed through Schwab rather than another broker-dealer. Trades for client accounts held in custody at Schwab may be executed through a different broker-dealer than trades for Scharf's other clients. Thus, trades for accounts custodied at Schwab may be executed at different times and different prices than trades for other accounts that are executed at other broker-dealers.

Item 15. Custody

Scharf does not intend to take physical custody of client assets; client assets will be held in brokerage accounts or with third party custodians under which Scharf's clients will grant to Scharf discretion to place trades. The custodian of each individually managed account sends account statements at least quarterly to the client. Each client should carefully review those statements and compare them with the statements that such client receives directly from Scharf as described in Item 13.

Item 16. Investment Discretion

Scharf typically has discretionary authority to manage investment accounts on behalf of its clients pursuant to a limited power of attorney in each client's Investment Advisory Agreement. Such discretion is limited by the requirement that each client advise Scharf of: the investment objectives of the account; any changes or modifications to those objectives; and any specific investment restrictions relating to the account. Each client should consult directly with Scharf on a periodic basis regarding the client's investment objectives and guidelines.

A client must promptly notify Scharf in writing if the client considers any investments recommended or made for the account to violate such objectives or restrictions. A client may at any time direct Scharf to sell any securities or take such other lawful actions as the client may specify to cause the account to comply with the client's investment objectives. In addition, a client may notify Scharf at any time not to invest any funds in the client's account in specific securities or specific categories of securities.

For certain clients, Scharf may provide nondiscretionary investment advice with respect to investment accounts. In those cases, Scharf may have a limited power-of-attorney to execute transactions in accordance with the client's instructions.

Item 17. Voting Client Securities

Most of Scharf's clients have expressly retained proxy voting authority in their Investment Management Agreements. If an Investment Management Agreement does not expressly provide for proxy voting authority to the client, then Scharf has proxy voting authority. As a result, Scharf typically does not vote any proxies, and each client should instruct its account custodian to deliver all proxy solicitation materials to the client, not Scharf.

If Scharf has proxy voting authority over an account, Scharf will vote all proxies based on Scharf's determination of the best interests of that account. In determining whether a proposal serves the best interests of an account, Scharf will consider a number of factors, including the economic effect of the proposal on shareholder value, the threat posed by the proposal to existing rights of shareholders, the dilution of existing shares that would result from the proposal, the effect of the proposal on management or director accountability to shareholders, and, if the proposal is a shareholder initiative, whether it wastes time and resources of the company or reflects the grievance of one individual. Scharf will abstain from voting proxies when Scharf believes that it is appropriate to do so. Nonetheless, in instances when Scharf has proxy voting authority over an account, the client is permitted to direct its vote in a particular solicitation.

If a material conflict of interest over proxy voting arises between Scharf and a client, Scharf will vote all proxies in accordance with the policy described above. If Scharf determines that this policy does not adequately address the conflict of interest, Scharf will notify the client of the conflict and request that the client consent to Scharf's intended response to the proxy solicitation. If the client consents to Scharf's intended response or fails to respond to the notice within a reasonable time specified in the notice, Scharf will vote the proxy as described in the notice. If the client objects in writing to Scharf's intended response within the reasonable time specified in the notice, Scharf will vote the proxy as directed by the client.

A client can obtain a copy of Scharf's proxy voting policy and a record of votes cast by Scharf on behalf of that client by contacting Jason Marcus at 831-429-6513.

Item 18. Financial Information

This Item is not applicable.

Privacy Policy

Scharf collects non-public personal information about its clients from the following sources:

- Information received from clients on applications or other forms;
- Information about clients' transactions with Scharf, its affiliates or others.

Scharf does not disclose any non-public personal information about its clients or former clients to anyone, except as permitted by law.

Scharf restricts access to non-public personal information about its clients to its employees and certain third parties for Scharf to provide services to clients. Scharf maintains physical, electronic and procedural safeguards that comply with federal standards to guard clients' personal information.



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Form ADV, Part 2B Brochure

March 20, 2020

This brochure provides information about the qualifications and business practices of Scharf Investments, LLC. If you have any questions about the contents of this brochure, please contact our Chief Compliance Officer, at 831-429-6513 or info@scharfinvestments.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 Scharf and supervised persons is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2. Educational Background and Experience

Brian Krawez, CFA*

Brian Krawez joined Scharf Investments in 2007. He is President of Scharf Investments and Chairman of the Investment Committee. Mr. Krawez is the Manager and majority owner of the Firm. Mr. Krawez was born in 1973 and earned his Bachelor of Science degree in 1994 from the University of California at Berkeley. He later earned his Master of Business Administration from the University of California at Berkeley in 2002. While at UC Berkeley Mr. Krawez worked for Professor Yellen, the current Chair of the Board of Governors of the Federal Reserve.

Prior to joining Scharf in 2007, Mr. Krawez was a Partner and head of research for Belden and Associates Investment Counsel where he managed a successful large blend portfolio. Mr. Krawez began his career with Smith Barney where he was as a top-rated investment banking analyst focusing on health care. He has also held research analyst positions at Dodge & Cox, Telegraph Hill Investment Counsel, and SC Fundamental, a successful value oriented hedge fund. Mr. Krawez earned his CFA designation in 2004 and is a member of the Security Analysts of San Francisco.

Eric Lynch

Eric Lynch joined Scharf Investments in 2007. He is a Managing Director and a member of the Investment Committee. He was born in 1971 and earned his Bachelor of Arts degree in 1993 from John Carroll University. He earned his Master Business Administration from the University of North Carolina at Chapel Hill.

Prior to joining Scharf in 2007, Mr. Lynch contributed research to Scharf beginning in 2005 through his registered investment advisory firm, Lynch Capital Management. Until 2005, he was Co-Chief Operating Officer, Research Analyst and Portfolio Manager at Polen Capital Management, a top-ranked investment firm. He successfully directed the firm's institutional effort for three years. Prior to his investment career, Mr. Lynch spent several years as a management consultant with Accenture and Price Waterhouse-Japan serving Fortune 500 client companies in Consumer Services and Capital Markets.

Debbie Robinson

Ms. Robinson is a Director of Wealth Management and joined Scharf Investments in 2011. She was born in 1969 and earned a Bachelor of Arts degree in Psychology and a minor in Business Administration from Sonoma State University.

Prior to joining Scharf, Ms. Robinson worked as a Portfolio Associate and Equity Trader for Mt. Eden Investment Advisors, a registered investment advisor based in San Francisco from 2005-2011. She also worked for Telegraph Hill Investment Counsel prior to their merger with Mt. Eden. Her responsibilities in this role included trading, operations, portfolio accounting, and client administration.

Ken Vander Kooi, CFP

Mr. Vander Kooi is a Wealth Manager and joined Scharf Investments in 2013. He was born in 1975 and earned a Bachelor of Arts degree in Economics and Psychology from the University of California, Santa Cruz.

Prior to joining Scharf Investments Mr. Vander Kooi worked with high net worth individuals and families across a broad range of needs at the Portola Group, a financial planning and investment advisory firm in Menlo Park, California from 2000-2013. His duties there included personal financial planning, tax reconciliations, trading and relationship management. Mr. Vander Kooi began his career at Smith Barney in the operations department of their Palo Alto, California branch.

Evan Jones, CFA*, CFP

Evan is a Wealth Manager, and joined Scharf Investments in 2019. He was born in 1984 and earned a Bachelor of Arts degree in Economics from California State University Stanislaus in 2007.

Prior to joining Scharf Investments Evan worked as a Wealth Manager at BNY Mellon Wealth Management in Menlo Park, CA from 2015 to 2019 where he worked closely with wealthy families on their investment and financial planning needs. He also has previous experience in investment brokerage at T.D. Ameritrade (2013-2015) and Scottrade (2008-2012). Evan holds both Chartered Financial Analyst (CFA) and Certified Financial Planner (CFP) designations, and is a member of the CFA Society of San Francisco.

Debbie McCarroll

Ms. McCarroll is a Client Relationship Manager and joined Scharf Investments in 2018. She was born in 1955 and earned a Bachelor of Science degree in Business from San Jose State University in 1979.

Prior to joining Scharf Investments, Ms. McCarroll worked at Sequoia Wealth Advisors, an independent RIA with offices in Silicon Valley and in Aptos from 2015-2018 where she worked with high net worth individuals, non-profit corporations, and business owners needing comprehensive wealth management and financial planning services, business advice and transition planning. The remainder of Ms. McCarroll's career spans over 35 years in the financial services industry.

Aaron Miller, CFA*

Aaron is a Client Portfolio Manager, and joined Scharf Investments in 2019. He was born in 1982 and earned a Bachelor of Science degree in Economics from Kennesaw State University in 2009. He also earned a Master of Business Administration with a concentration in Finance from Northeastern University in 2012.

Prior to joining Scharf Investments, Aaron worked as an investment management specialist at Wells Fargo Private Bank in Atlanta, GA from 2014 to 2019 where he worked with ultra-high net worth clients on portfolio management activities including: portfolio construction, asset allocation and IPS development. Aaron holds the Chartered Financial Analyst (CFA) designation, and is a member of the CFA Society of Atlanta.

Dan D'Orazio

Mr. D'Orazio is a Fixed Income Portfolio Manager and joined Scharf Investments in September, 2019. He was born in 1984 and earned a Bachelors of Science in Business and a Minor in Economics from Saint Mary's College of California.

Prior to joining Scharf Investments, Mr. D'Orazio was the Director of Taxable Fixed Income Trading and Assistant Portfolio Manager at KCM Investment Advisors, an independent RIA in San Rafael, California from 2006-2019. His duties there included portfolio analysis, trade execution, portfolio construction and portfolio management.

*The Chartered Financial Analyst (CFA) charter is a professional designation established in 1962 and awarded by CFA Institute. To earn the CFA charter, candidates must pass three sequential, six-hour examinations over two to four years. The three levels of the CFA Program test a wide range of investment topics, including ethical and professional standards, fixed-income analysis, alternative and derivative investments, and portfolio management and wealth planning. In addition, CFA charter holders must have at least four years of acceptable professional experience in the investment decision-making process and must commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct.

Item 3. Disciplinary Information

Not applicable.

Item 4. Other Business Activities

Not applicable.

Item 5. Additional Compensation

Some of the supervised individuals found in Item 2 receive compensation equal to a percentage of the Management Fees paid to Scharf by clients referred by that supervised person. In addition to this compensation, Scharf may pay additional bonuses to these individuals from time to time.

Item 6. Supervision

Jason Marcus serves as Chief Compliance Officer of Scharf and can be reached at 831-429-6513. As Chief Compliance Officer, he is responsible for the supervision of the Firm's supervised persons by monitoring their compliance with Scharf's Statement of Policies and Procedures, including its Code of Ethics. Brian Krawez, the Firm's President, whose telephone number is 831-429-6513, monitors the securities transactions that each supervised person enters into on behalf of clients, generally using the review process described in Item 13 of Scharf's Brochure. Mr. Krawez is responsible for overseeing any conflicts between Mr. Marcus and the Firm.

Item 7. Requirements for State-Registered Advisers

Not Applicable.

PART VII.

PROXY VOTING

A. Discretionary Accounts.

Most of the Firm's Client Accounts have expressly retained proxy voting authority in their investment management agreements with the Firm. The Firm has notified those Client Accounts with agreements that do not expressly provide for proxy voting authority that the holder of the Client Accounts, not the Firm, has proxy voting authority. As a result, the Firm typically has no "Discretionary Accounts" (as defined above), and each custodian of a Client Account delivers all proxy solicitation materials to the Client, not the Firm. If, from time to time, the Firm has a Discretionary Account, the Firm instructs each custodian for a Discretionary Account to deliver to the Firm all proxy solicitation materials that the custodian receives for that Discretionary Account. The Firm reviews the securities held in its Discretionary Accounts on a regular basis to confirm that the Firm receives copies of all proxy solicitation materials concerning such securities. The Firm dates each proxy solicitation when it is voted by the Firm.

The Firm votes all proxies on behalf of Discretionary Accounts for which it has been given the authority. The Firm generally votes proxies based on company management's recommendations; however, in cases where management's recommendations are deemed to be counter to the economic interests of shareholders, the Firm may either vote against management or abstain. In particular, the Firm carefully reviews proxy issues relating to corporate actions and compensation. In these cases, the Firm carefully considers all proxy solicitation materials and other available facts.

The Firm has established a Proxy Voting Committee which is comprised of the CCO and at least one other Employee. The CCO and/or members of the committee will make all voting decisions on behalf of a Discretionary Account based solely on the CCO's or the member's determination that the vote is in the best interests of that Discretionary Account. The Firm uses reasonable efforts to respond to each proxy solicitation by the deadline for such response.

The CCO may designate an appropriate Employee to be responsible for insuring that all proxy statements are received and that the Firm responds to them in a timely manner.

1. Company Information. If the Firm is considering voting a proxy counter to management's recommendations, it reviews all proxy solicitation materials it receives concerning securities held in a Discretionary Account. The Firm evaluates all such information and may seek additional information from the party soliciting the proxy and independent corroboration of such information when the Firm considers it appropriate and when it is reasonably available.

2. Proxy Voting Policies.

a. When considering voting proxies counter to management's recommendations, the Firm votes **FOR** a proposal when it believes that the proposal serves the best interests of the Discretionary Account whose proxy is solicited because, on balance, the following factors predominate:

- (i) If adopted, the proposal would have a positive economic effect on shareholder value;
- (ii) If adopted, the proposal would pose no threat to existing rights of shareholders;
- (iii) The dilution, if any, of existing shares that would result from adoption of the proposal is warranted by the benefits of the proposal; and
- (iv) If adopted, the proposal would not limit or impair the accountability of management and the board of directors to shareholders.

b. When considering voting proxies counter to management's recommendations, the Firm votes **AGAINST** a proposal if it believes that, on balance, the following factors predominate:

- (i) If adopted, the proposal would have an adverse economic effect on shareholder value;
- (ii) If adopted, the proposal would limit the rights of shareholders in a manner or to an extent that is not warranted by the benefits of adoption of the proposal;
- (iii) If adopted, the proposal would cause significant dilution of shares that is not warranted by the benefits of the proposal;
- (iv) If adopted, the proposal would limit or impair accountability of management or the board of directors to shareholders; or
- (v) The proposal is a shareholder initiative that the Firm believes wastes time and resources of the company or reflects the grievance of one individual.

c. The Firm abstains from voting proxies when it believes that it is appropriate. Usually, this occurs when the Firm believes that a proposal holds negative but nonquantifiable implications for shareholder value but may express a legitimate concern.

3. Conflicts of Interest. Due to the size and nature of the Firm's operations and the Firm's limited affiliations in the securities industry, the Firm does not expect that material conflicts of interest will arise between the Firm and a Discretionary Account over proxy voting. The Firm recognizes, however, that such conflicts may arise from time to time, such as, for example, when the Firm or one of its affiliates has a business arrangement that could be affected by the outcome of a proxy vote or has a personal or business relationship with a person seeking appointment or re-appointment as a director of a company. If a material conflict of interest arises, the Firm will vote all proxies in accordance with Part VII.A.2. The Firm will not place its own interests ahead of the interests of its Discretionary Accounts in voting proxies.

If the Firm determines that the proxy voting policies in Part VII.A.2 do not adequately address a material conflict of interest related to a proxy, it will provide the affected Client

Account with copies of all proxy solicitation materials that the Firm receives with respect to that proxy, notify that Client Account of the actual or potential conflict of interest and of the Firm's intended response to the proxy request (which response will be in accordance with the policies set forth in Part VII.A.2(b)), and request that the Client Account consent to the Firm's intended response. If the Client Account consents to the Firm's intended response or fails to respond to the notice within a reasonable period of time specified in the notice, the Firm will vote the proxy as described in the notice. In situations where the client is unable to vote the proxy such as the Investment Funds, the firm will generally vote the proxy as described in the notice. If the Client Account objects to the intended response, the Firm will vote the proxy as directed by the Client Account.

4. Shareholder Proposals by the Firm. The Firm will submit a shareholder proposal on behalf of any other Discretionary Account only at the request of the Discretionary Account or with that Discretionary Account's prior written consent. The Firm will vote any shares in a Discretionary Account on behalf of a proposal submitted by the Firm in accordance with Part VII.A.2, unless otherwise directed by the Discretionary Account.

5. Disclosures to Clients. The Firm includes in its Form ADV2 (1) a summary of these policies and procedures relating to proxy voting, (2) an offer to provide a copy of such policies and procedures to clients on request, and (3) information concerning how a client may obtain a report summarizing how the Firm voted proxies on behalf of such client. At the request of a Client Account, the Firm provides that Client Account with a copy of this Part VII and a report summarizing all proxy solicitations the Firm received with respect to that Client Account during the period requested and action taken by the Firm on each such proxy.

6. Class Actions. As a fiduciary, the Firm seeks to act in its clients' best interests with good faith, loyalty, and due care. When a recovery is achieved in a class action, investors who owned shares in the company subject to the action have the option to opt out of the class action and pursue their own remedy or participate in the recovery achieved via the class action. Collecting the recovery involves the completion of a Proof of Claim form that is submitted to the Claims Administrator. After the Claims Administrator receives all such forms, it dispenses money from the settlement fund to those persons and entities with valid claims.

Most Client Accounts receive "class action" documents directly from their custodians. If "class action" documents are received by the Firm (but not by the Client, for example in the case of the Investment Funds) on behalf of any Client Accounts, the Firm will determine whether or not clients should participate in, or opt out of, any class action settlements received. The Firm will determine if it is in the best interest of clients to attempt to recover monies from a class action. In the event clients are eligible but opt-out of participating in a class action, the CCO will maintain documentation supporting the Firm's basis for not participating, including any cost/benefit analysis to support the decision, if applicable.

B. Non-Discretionary Accounts.

The Firm promptly forwards any proxy solicitation materials concerning securities held in a Non-Discretionary Account that the Firm receives at least five business days before the applicable proxy voting deadline to the appropriate Client Account. The Firm votes any such

proxy as directed by that Client Account. At a Client Account's request, the Firm may, but is not obligated to, advise that Client Account with respect to voting any proxy. The Firm does not provide advice concerning the voting of any proxy to any Client Account unless such advice is first approved by the CCO.

C. Records.

See Part VIII.B regarding records that the Firm must maintain relating to these proxy voting policies and procedures.