

Market Abuse Policy

Policy

General Policy

The Firm's policy establishes arrangements, systems and procedures appropriate and proportionate to the scale, size and nature of the business that seek to prevent, detect and report abusive practices or suspicious orders or transactions.

The EU's Market Abuse Regulation¹ (as onshored into UK law by virtue of the EUWA and as set out in The Market Abuse (Amendment) (EU Exit) Regulations 2019) and the FCA's Market Conduct sourcebook set out the types of behaviour which can amount to market abuse when trading in financial instruments on EU trading venues (including regulated markets and multilateral trading facilities ("MTFs"). Related criminal offences are set out in the Criminal Justice Act 1993 and the Company Securities (Insider Dealing) (Bailiwick of Guernsey) Law, 1996 ("CSIDL"). In addition to criminal and civil sanctions, association with market abuse has the potential to have a serious and adverse effect on the reputation of the Firm and its staff.

Nearly all international jurisdictions have their own insider dealing and/or market abuse regimes similar to those in the UK. The standards described in this policy should be observed by staff, wherever they are in the world (in addition to local securities laws), whenever they trade in financial instruments that are listed on public markets or in their related derivative instruments.

Longview's London Head of Compliance and MLRO have both been assigned the Prescribed Responsibility for the Firm's policies and procedures for countering the risk that the Firm might be used to further financial crime. However, the Head of Compliance is solely responsible for the firm policies and procedures for countering the risk of misconduct in, or misuse of information relating to, a financial market.

Inside Information

Longview follows FCA and GFSC guidance in implementing these policies and procedures, which also satisfies SEC requirements in requiring us to establish and enforce written policies and procedures reasonably designed to prevent the misuse of Material Non-Public Information ("MNPI"). We consider "inside information" to be an equivalent term and define the term below:

Information of a precise nature, which has not been made public, relating, directly or indirectly, to one or more issuers or to one or more financial instruments, and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments or on the price of related derivative financial instruments, or if disclosed, would likely influence a reasonable investor's decision to purchase or sell an issuer's securities.

¹ <http://eur-lex.europa.eu/legal-content/EN/TXT/?uri=celex%3A32014R0596>

“Precise” means information that indicates circumstances that exist or may reasonably be expected to come into existence or an event that has occurred or may reasonably be expected to occur and is specific enough to enable a conclusion to be drawn as to the possible effect of those circumstances or that event on the price of the instrument.

The only possible exception to this rule is if a client has appropriately advised Longview that they wish to provide additional funds, to withdraw funds, or terminate their account. Additional funds and withdrawals will be undertaken in proportion to their portfolio in accordance with Longview’s execution procedures. (ie pro rata across all existing holdings). This potential exception exists because the transaction was not undertaken on the basis of that inside information and the decision to trade is based upon a client instruction (which would be implemented indiscriminately, whether the outcome of the inside information were to present a positive or negative outlook for the portfolio security concerned). Longview maintains records of all client contribution and withdrawal instructions.

The Firm forbids its staff (employees, members and Directors) from trading, either, for a client, personally or on behalf of others, on the basis of MNPI, in breach of the Market Abuse Regulation. This conduct is frequently referred to as “insider dealing”.

Any staff that have inside information at **any time** must be aware that unless an exemption (such as that outlined above) applies that, should they deal, encourage others to deal, or disclose such information, they may be:

- committing a serious contravention of CSIDL or FCA rules, leading to a large fine and prohibition from performing Senior Management and Certification Functions;
- committing a criminal offence punishable by a large fine and up to seven years imprisonment; and
- dismissed without notice or compensation, if, before the inside information becomes public, they do any of the following:
 - try to profit from the inside information by buying, selling or underwriting;
 - financial instruments admitted to trading on a regulated market or for which a request for admission to trading on a regulated market has been made
 - financial instruments traded on an MTF, admitted to trading on an MTF or for which a request for admission to trading on an MTF has been made;
 - financial instruments traded on an organised trading facility (“OTF”) ; or
 - financial instruments not covered above, however the price or value of which depends on, or has an effect on, the price or value of a financial instrument referred to in those points, including, but not limited to, credit default swaps and contracts for difference
 - instruct, encourage or advise any broker, colleague, friend or family member or other person to buy, sell or underwrite any of the above financial instrument; or disclose the inside information.

In addition, the SEC may impose fines, pursue administrative or other enforcement actions, and refer the matter to the Department of Justice for criminal prosecution. Insider trading is considered a form of securities fraud under United States law, and the fines and prison sentences imposed upon conviction may be severe.

Procedure

Investigation and Reporting Of Suspicious Transactions and Orders

Identification of potentially suspicious actions

The Firm's monitoring systems must be capable of analysing each and every transaction executed and every order placed, modified, cancelled or rejected, as well as producing alerts against instances which require further analysis. Longview's strategy is a low turnover strategy and so a manual process is appropriate.

Further investigation of suspicious transactions or orders and decision to report

Transactions and orders that have been flagged are subject to further analysis by Compliance. This will typically include gathering as much relevant information about the trade, including the reasons for the order and any relevant circumstances either in the investment research process, or in news subsequently announced about that issuer and/or financial instrument.

Content of reports and method of reporting

Suspicious Transaction and Order Reports ("STORs") must be submitted to the FCA via Connect (in Guernsey to the FIU via Themis), as soon as possible and where applicable, prior to the completion of internal investigations, noting that the following information is required:

- The person submitting (and their capacity in relation to the suspicious trade or order);
- A description of the order or transaction;
- Reasons for suspecting market abuse;
- Identification of any person(s) involved in the suspicious trade (both in the decision to trade and its execution); and
- Any other relevant information or supporting documents.

Responding to investigations by 3rd parties

Compliance shall be responsible for all contacts with investigating agencies (e.g. the FCA) regarding suspicious transactions and orders. Any staff receiving a call or other contact from such a third party should politely but firmly refer all such enquiries to Compliance. In the event of an investigation, staff may be required to be interviewed by investigators about the circumstances of a particular transaction or order. They should answer purely factual questions, in an honest and truthful way, and must refer wider ranging questions or areas of uncertainty to the Firm's Head of Compliance.

Record-keeping of STORs

Appropriate records of STORs must be maintained by Compliance for a minimum of five years. As well as STORs actually submitted, these must include near-misses, including all relevant facts and circumstances revealed during the internal investigation and an explanation why the potentially suspicious event was not actually reported.

Inside Information

The following procedures have been established to aid Longview and its staff in the prevention and avoidance of insider trading. If a member of staff has any questions about these procedures, they must consult with Compliance.

Sources of Inside Information

The following are examples of some identified scenarios where Longview staff may be at a heightened risk of coming into contact with inside information:

- **Contact with investment bank and broker analysts**

Day to day conversations with investment analysts at such firms, which may include potential inside information known by such individuals or market sensitive information about forthcoming research publications / significant customer orders that could also amount to inside information.

- **Contacts with public companies and expert networks**

Contact with companies and expert networks represents a part of Longview's investment research activity. Longview may make investment decisions on the basis of conclusions formed through such contacts, together with analysis of publicly-available information regarding companies in the U.K. and overseas. Difficult legal issues arise, however, when, in the course of these contacts, a member of staff becomes aware of information that may constitute inside information about a company.

- **Shared Office Building**

Whilst the Firm's office space and infrastructure are utilised solely by Longview, the wider office building is occupied by other investment firms which also have use of some shared utilities e.g. lifts etc. As such, there is some risk surrounding the flow of potentially market sensitive information from Longview staff to those persons employed by the other investment firms and vice versa. This risk can also exist in a situation which involves extended periods of working remotely in a shared home with individuals who may receive or discuss potentially market sensitive information. This risk has been addressed through staff training, which provides guidance to Longview staff on the proper conduct with respect to conversations had in any shared spaces, the handling of confidential information, and what course of action to take should they inadvertently be in receipt of market sensitive information.

- **Other Relationships**

In addition, staff members may have personal relationships with insiders or Longview may have investors who are insiders and in the course of these relationships, staff may become aware of information that may constitute inside information. In all such situations, the staff member must contact Compliance immediately. Compliance will assess whether the information is inside information and, if so, the general procedure must be followed.

Procedure

It is Longview's policy that no staff may engage in any purchase or sale of an issuer's securities whilst they are, and therefore Longview is, in possession of inside information about such issuer. Staff should not agree to become an insider or be given potentially inside information without prior approval from the CIO or the Managing Director in Guernsey (as applicable) and prompt notification to Compliance.

If a member of staff acquires inside information or thinks they may have been passed inside information (whether accidentally or otherwise), he or she must notify Compliance immediately by completing an Inside Information Form found within the Compliance Portal*. Staff coming into possession of potential inside information must not communicate this information to anyone, whether internal or external to Longview, with the exception of Compliance.

If the information is deemed to be inside information, the security and the issuer (and potentially related securities and their issuers) will be placed on the Banned List. In line with Firm policy, all members of staff will be considered insiders and prohibited from trading in the affected securities on the banned list for both client and personal trades listed on the Banned List.

Before a member of staff trades on behalf of Longview or on his/her own PA Dealing account, he/she must seek the permission of Compliance to proceed with the trade. The issuer would need to have been removed from the Banned List before the trade could be executed.

Banned List

London Compliance maintains a Banned List of all securities where, through our dealings with clients, brokers or any other party, Longview is deemed to have inside information in relation to the underlying company.

The Banned List shall include the names of securities and issuers that are restricted, the date on which they were restricted and the individuals who have knowledge of the inside information. Records of decisions to place or remove a stock from the Banned List are maintained by Compliance. When a stock is added to the banned list, Compliance will record separately the reason why they were restricted and a date for review.

Knowledge of any stock being placed on or removed from the Banned List is only shared with individuals who need the information to fulfil their professional responsibilities, the individual who provided the information and Compliance. The CIO and Head of Research are informed by Compliance of changes to the Banned List and must be aware of the inclusion of investments when undertaking trades - they are not informed of why the investments are on the Banned List.

All Staff members are prohibited from disseminating any information to third parties about all investments listed on the Banned List. Advent Rules Manager, a portfolio monitoring and compliance management system which checks all trades on a pre and post trade basis, restricts trading securities on the Banned List.

Activist Situations

From time to time, in respect of an investment held on behalf of clients, Longview may engage with an activist investor on a particular issuer. This may increase the chances of receiving inside information. The Research team must be alert to this risk; for example, that inside information might be received in error during a conversation with an activist.

Longview may also be made an insider if they are aware of the trading strategy of another investment firm. Whilst it is acknowledged that investment firms do speak to one another, particular care should be taken when communicating with another investment firm that inside information is not disclosed by either party. If inside information is disclosed, then Longview would be restricted from dealing on the information. Longview would be in receipt of inside information regardless of whether Longview agreed to be given that inside information or if it was received in error.

Expert networks

Expert Networks are firms that facilitate the exchange of information between industry “experts” and investment professionals. Longview maintains the discretion to engage with Expert Networks as part of its Research Process. Interactions with Expert Networks increase the risk of Longview staff receiving inside information; this risk of exposure to inside information is greatest during one-on-one ‘expert calls’. Staff should be aware that any engagement with an *expert* must be conducted in accordance with this policy and Longview’s Code of Ethics.

Prior to the onboarding of an Expert Network provider Longview will conduct sufficient due diligence to ensure that the firm has robust compliance policies and procedures and is able to demonstrate key compliance controls to

reduce the risks related to the dissemination of inside information. Longview staff must not make contact with an *expert* who is either employed, or has been employed in the previous six months, by the relevant issuer. Additionally, employees must tell the *expert* at the beginning of the meeting that Longview does not want to receive any information that the *expert* is prohibited from disclosing or that may be inside information.

To further manage potential risks, Longview undertakes sample based compliance monitoring on expert engagements. Longview Compliance may periodically attend meetings with the industry experts in order to understand the types of information that are discussed, review sampled transcripts from expert network calls, monitor the frequency with which various experts are being used, and compare particularly profitable trading to Longview's past contacts with industry experts.

In the event that a member of staff is exposed to potential inside information from an *expert*, they should follow the procedure laid out in this policy and notify Compliance immediately.

Market soundings

Market soundings are communications of information made by either issuers or their professional agents prior to the announcement of a transaction (usually a placing of financial instruments) and sometimes accompanied by the announcement of a corporate finance transaction (e.g. an acquisition). Such soundings may themselves amount to inside information (this will need to be determined on a case by case basis and the assessment documented by the firm). Staff should also be aware that, once they have received such a sounding, they are likely to appear on the list of market sounding recipients that must be compiled by the firm, as well as said issuer/agent.

It is Longview's policy not to accept or receive or take market soundings. In the event that such a third party makes contact with the Firm in relation to a potential market sounding, the person receiving the communication (usually this will be by email or telephone) must terminate the conversation as soon as reasonably possible and inform Compliance (by email) of the fact. Under no circumstances should the conversation be proceeded with, as this will risk contaminating the individual and the Firm with inside information and hence restrict its investment strategy.

Outside Directorships And Business Interests

All staff must disclose any outside business interests that they may have. For family members²², this would only include directorships of quoted companies and connection to suppliers. Such persons will need to be cautious about any information they receive through such positions, as it may be considered inside information. If a member of staff were to receive inside information through an outside business interest, they would have to disclose it to Compliance and the general procedure would need to be followed.

Information barriers

The Boards of Directors have reviewed Longview's business and have decided that implementing information barriers (or 'Chinese Walls') within Longview is neither required nor practical, which means all members of staff are considered to know all aspects of the business and, as a result, are required to act accordingly. However, given the

²² Family is given the same definition as in the outside business interest's policy, i.e.

(a) the spouse or civil partner or any partner of that person considered by national law as equivalent to a spouse;

(b) a dependent child or stepchild; and

(c) any other relative who has shared the same household as that person for at least one year.

oversight responsibilities of the non-executive directors, an information barrier (“Chinese wall”) has been established between Longview and the non-executive directors of the Boards of Longview Partners (Guernsey) Limited and Longview Partners (UK) Limited. The non-executive directors continue to receive systems and controls information in order for them to undertake their role, however, no trading or research information is provided to them until it has been released to clients. The non-executive directors are therefore not required to disclose to Longview any potential inside information they may be party to due to other outside business interests.

Market rumours

A rumour is defined as a “currently circulating story or report of unverified or doubtful truth”. Staff should be aware that passing on or helping spread a rumour that they know to be false could amount to “dissemination” - a form of market manipulation that involves giving out information that conveys a false or misleading impression about an issuer or financial instrument. If a rumour is heard it must not be acted on until research is performed and the facts are verified.

Receipt of rumours that are likely to lead to a significant price adjustment, or concern the solvency of an issuer, must be reported to Compliance, who will consider contacting the FCA, GFSC, or SEC, as appropriate.

Media and Leaks

Communication with the media must be pre-approved by the CEO, ExCo or Compliance. If the enquiry relates (or may relate) to inside information or restricted securities, then Compliance should be advised who will, where necessary, monitor that communication.

Staff should request a copy of any media publication that includes or references the interview. Records should be kept of verbal and written communication between staff and media.

In the event of a possible leak of information covered by this policy, Compliance will investigate the circumstances behind the leak. If necessary, the FCA, GFSC and Takeover Panel (if relevant), and/or SEC will be notified and the reasons for the investigation of the leak given.

The outcome of the inquiry will be reported to the CEO in London or the Managing Director in Guernsey, as appropriate, and identified weaknesses in information or handling leaks should be addressed through an immediate strengthening of controls.

Staff will be subject to disciplinary consequences for leaking information to the media, in addition to any FCA, GFSC, and/or SEC action. Compliance will report its findings to the FCA, GFSC, or SEC, as necessary.

Managing further risks of Market Abuse

Manipulating Devices

There are a number of ways fictitious devices can be used to knowingly spread false or misleading information and trick investors. Some examples of these are:

- **Ownership**

Market abusers use a series of transactions to conceal the ownership of investments so that disclosure requirements are circumvented by the holding of the qualifying investment in the name of a colluding party, such that disclosures are misleading in respect of the true underlying holding.

- **Pump and dump**
Market abusers holding a long position disseminate positive, false information to drive up share prices then sell once the price has peaked.
- **Trash and cash**
Market abusers holding short positions disseminate false, negative information to drive down share prices.

Research Records

All research analysts post relevant data on all the stocks they analyse into Research Workspace, which is retained in a secure drive on Longview's servers and may be accessed by Compliance. Data posted includes models, company reports, notes on meetings with the company or with sell-side analysts, price targets, fair values and earnings and cash flow estimates. In addition, Research Workspace provides a history of our stock analysis.

Material research conclusions are discussed within the Research team including the CIO. Once decisions have been made and approved in Research Meetings these are also recorded on Research Workspace.

Company meetings are recorded by inputting them into the Longview office calendar. If the outcome of a meeting affects the investment rating of the company, a new Research Note and/or Model will be issued to allow the Research Team to discuss the matter and approve any changes necessary.

Longview's investment process is bound by strict investment criteria, ensuring that only quality companies, with solid business fundamentals and attractive cash-based valuations, are purchased. A stock must pass all three Investment Criteria (Quality, Fundamentals and Valuation) to be purchased. The two primary reasons for selling a stock are the deterioration of company's business fundamentals or that the stock reaches its price target. If a stock ceases to meet the stock selection criteria of quality, business fundamentals and valuation, the research process will downgrade the stock and the entire position will be sold. Portfolio construction is driven by the decision to buy or sell, derived from our bottom-up research process. For any new buy or sell decision, the underlying reasons for the decision must be recorded and must be wholly linked to the Investment process using the investment Criteria.

Other trades (not new buys or sells) are driven by the rules around portfolio management and risk control. The rationale for such activity is recorded.

Obtaining Research from Political Participants

Generally, staff members do not utilise political intelligence firms for research. Staff must consult with Compliance prior to seeking research or other information from participants in non-public political processes. This obligation may apply to elected officials, lobbyists, and political staff members. Compliance may discuss the matter with Outside Counsel, and/or chaperone any meetings or telephone calls with the information provider.

Selective Disclosure

Non-public information about Longview's investment strategies and holdings may not be shared with third parties, except as is necessary to implement investment decisions and conduct other legitimate business or where required

to do so by regulation. Members of staff must never disclose proposed or pending deals or other sensitive information to any third party without the prior approval of Compliance. In the US, federal securities laws may prohibit the dissemination of such information, and doing so may be considered a violation of the fiduciary duty that Longview owes to its clients.

Staff training

General staff awareness training

Training and awareness measures seek to ensure that members of staff are aware of the requirements and prohibitions of the market abuse regime and the measures Longview has adopted. Training is arranged by Compliance.

Longview provides training to all new employees as part of their initial Compliance Undertaking and at least annually thereafter.

Training for compliance/monitoring staff

Staff involved in the monitoring and investigation of potentially suspicious transactions and orders, undergo additional training to help them carry out appropriate analysis to determine whether a transaction is abusive and how to report such transactions and orders to the FCA or FIS in Guernsey, as applicable.

Monitoring

Real-time and post-trade monitoring

Longview undertakes its compliance monitoring on a risk-weighted basis. Market Abuse monitoring includes a focus on the possibility of receiving inside information through all aspects of the investment process and the steps taken to manage this risk.

Due to the limited volume of trading activity, trade surveillance is able to be performed effectively on a trade-by-trade basis by establishing the pre-trade rationale for trading activity. As part of the daily checks, Compliance reviews the previous day's trading activity in order to monitor for suspicious transactions.

Members of staff are obliged to attest on a quarterly basis that they have complied with Longview's Policies and Procedures, including the Market Abuse Policy, Conflicts of Interest Policy and the Code of Ethics.

Monitoring of telephone and electronic communications

Trader's phone lines are recorded, along with emails and other electronic messages (e.g. Bloomberg chat) of all staff members. Compliance will monitor a sample of phone calls, emails and other electronic messages on a periodic basis as part of the Compliance Monitoring Programme.

Timing issues around monitoring

It should be noted that sufficient indications of market abuse may only become apparent sometime after the order has been placed or the transaction has taken place. Staff involved in monitoring therefore need to be aware that a

sequence of events over several days may need to be considered to assess a potential suspicion and whether a STOR should be submitted.

*All references to the Compliance Portal only apply to Longview Guernsey to the extent that it has implemented the portal, otherwise Staff in Guernsey must continue to refer to the Compliance Officer in Guernsey for the relevant forms.

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