

## Cover Page

# Harding Loevner LP

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March 24, 2023

This Brochure provides information about the qualifications and business practices of Harding Loevner LP (“we”, “us”, “our”, “Harding Loevner”). If you have any questions about the contents of this Brochure, please call us at (908) 218-7900 or send an email to [info@hlmnet.com](mailto:info@hlmnet.com).

The information in this Brochure has not been approved or verified by the U.S. Securities and Exchange Commission (“SEC”) or by any state securities authority.

Additional information about Harding Loevner is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Harding Loevner is an investment adviser registered under the *Investment Advisers Act of 1940*, but such registration does not imply that our people or we have a certain level of skill or training.

## **Material Changes**

There are no material changes from our preceding Brochure dated March 22, 2022.

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## **Our Advisory Business**

### ***An Overview of Harding Loevner***

Harding Loevner is an investment manager that invests primarily in publicly-traded global equities. We were founded in 1989 by former managers for the Rockefeller family. We had 118 employees on December 31, 2022, and our main office is located in Bridgewater, New Jersey, USA, about 50 miles from New York City. (Throughout this Brochure and its Supplement, we use the word *employee* to include a partner who is a natural person and actively engaged in our business.)

Harding Loevner is a Delaware limited partnership. We operate independently of Affiliated Managers Group, Inc. (“AMG”), a publicly-traded company (NYSE: AMG), which owns Harding Loevner’s general partner and an approximate 66% interest. Our key employees own the remaining interests either directly or through related entities. Further information on AMG is provided in “Other Financial Industry Activities and Affiliations” [page 20].

At December 31, 2022, we managed assets of \$55.596 billion, of which approximately \$47.606 billion was on a discretionary basis and approximately \$7.99 billion was on a non-discretionary basis. The non-discretionary assets consist substantially of assets in model programs as more fully described in “About our Investment Advisory Services” [page 6]. Assets within most non-discretionary model programs are excluded from the definition of “regulatory assets under management” reported in Part 1 of Harding Loevner’s Form ADV (which is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)).

### ***About our Investment Philosophy and Strategies***

Our investment philosophy emphasizes the merits of long-term investment in high-quality, growing businesses, and our investment approach relies on in-depth fundamental research including analysis of the competitive structure of global industries and the competitive position of individual companies.

We offer the following investment strategies:

- Global Equity (ordinary shares)
- Global Equity (ADRs)
- Global Developed Markets Equity
- Global Paris-Aligned Equity
- Multi-Asset Global
- International Equity (ordinary shares)
- International Equity (ADRs)
- International Developed Markets Equity (ordinary shares)
- International Developed Markets Equity (ADRs)
- International Carbon Transition Equity
- Global Small Companies Equity
- International Small Companies Equity
- Emerging Markets Equity
- Emerging Markets ex China Equity
- Frontier Emerging Markets Equity
- Chinese Equity
- International Equity Research
- Global Equity Research

## Emerging Markets Equity Research

***About our Investment Advisory Services***

We make these investment strategies available for a fee through institutional separately managed accounts, mutual funds and other pooled funds, and wealth management programs sponsored by other financial institutions. We provide advice to a variety of types of clients (“you”, “client”), within and outside the United States, including retirement plans, foundations and endowments, sovereign wealth funds, religious institutions, individuals, trusts, broker-dealers, banks, investment advisers, insurance companies, mutual funds (as adviser to Harding, Loevner Funds, Inc. (“HLF”) and as sub-adviser to non-HLF funds), collective investment trust funds, and offshore funds.

We also provide advice within multi-manager wealth management programs (typically referred to as “Wrap Programs”) offered by broker-dealers, banks, and investment advisers (the “sponsors”), either directly to the sponsor or the participants in the program, depending on the particular program. Typically, the Wrap Program sponsor, and not Harding Loevner, is responsible to determine suitability of the applicable investment strategy for Wrap Program participants. Harding Loevner also participates in model programs (“Model Programs”), sometimes referred to as UMA Programs, where we furnish non-discretionary investment advice and recommendations by delivering a model securities portfolio to, or as directed by, the Model Program sponsor. The Model Program sponsor, and not Harding Loevner, is responsible for implementing any client-specific investment restrictions and determining the suitability of our investment strategy for the client. The Model Program sponsor exercises investment discretion and typically executes the securities transactions for the underlying clients.

We can accommodate reasonable requests for customization of separately managed accounts (including separately managed wealth management program accounts) with respect to investment guidelines such as restrictions on specific securities, choice of benchmark, environmental or social restrictions, and tax considerations.

**Fees and Compensation**

We calculate our fees on the market value of managed assets, subject in certain cases to a minimum fee; if a minimum fee is applied, a client’s fee rate would be higher than the annual rate shown in the fee schedules show below. Our current standard fee schedules for discretionary investment advice for separately managed accounts are as follows:

***Separately managed Accounts—advisory***

*Global Equity (ordinary shares):*

<u>Market value of assets</u>	<u>Annual rate</u>
First \$20 million	1.00%
Next \$80 million	0.50%
Next \$150 million	0.45%
Next \$250 million	0.40%
Above \$500 million	On request

*Global Equity (ADRs):*

<u>Market value of assets</u>	<u>Annual rate*</u>
First \$20 million	0.80%
Above \$20 million	0.40%

\* Subject to a minimum quarterly fee of \$1,200, pro-rated for periods less than one full quarter.

*Global Developed Markets Equity:*

<u>Market value of assets</u>	<u>Annual rate</u>
First \$20 million	1.00%
Next \$80 million	0.50%
Next \$150 million	0.45%
Next \$250 million	0.40%
Above \$500 million	On request

*Global Paris-Aligned Equity:*

<u>Market value of assets</u>	<u>Annual rate</u>
First \$20 million	1.00%
Next \$80 million	0.50%
Next \$150 million	0.45%
Next \$250 million	0.40%
Above \$500 million	On request

*Multi-Asset Global:*

<u>Market value of assets</u>	<u>Annual rate</u>
First \$20 million	1.00%
Next \$80 million	0.50%
Next \$150 million	0.45%
Next \$250 million	0.40%
Above \$500 million	On request

*International Equity (ordinary shares):*

<u>Market value of assets</u>	<u>Annual rate</u>
First \$20 million	1.00%
Next \$80 million	0.50%
Next \$150 million	0.45%
Next \$250 million	0.40%
Above \$500 million	On request

*International Equity (ADRs):*

<u>Market value of assets</u>	<u>Annual rate*</u>
First \$20 million	0.80%
Above \$20 million	0.40%

\* Subject to a minimum quarterly fee of \$1,200, pro-rated for periods less than one full quarter.

*International Developed Markets Equity (ordinary shares):*

<u>Market value of assets</u>	<u>Annual rate</u>
First \$20 million	1.00%
Next \$80 million	0.50%
Next \$150 million	0.45%
Next \$250 million	0.40%
Above \$500 million	On request

*International Developed Markets Equity (ADRs):*

<u>Market value of assets</u>	<u>Annual rate*</u>
First \$20 million	0.80%
Above \$20 million	0.40%

\* Subject to a minimum quarterly fee of \$1,200, pro-rated for periods less than one full quarter.

*International Carbon Transition Equity:*

<u>Market value of assets</u>	<u>Annual rate</u>
First \$20 million	1.00%
Next \$80 million	0.50%
Next \$150 million	0.45%
Next \$250 million	0.40%
Above \$500 million	On request

*Global Small Companies Equity:*

<u>Market value of assets</u>	<u>Annual rate</u>
First \$20 million	1.00%
Next \$80 million	0.80%
Above \$100 million	0.70%



*International Small Companies Equity:*

<u>Market value of assets</u>	<u>Annual rate</u>
First \$20 million	1.00%
Next \$80 million	0.80%
Above \$100 million	0.70%

*Emerging Markets Equity:*

<u>Market value of assets</u>	<u>Annual rate</u>
First \$20 million	1.05%
Next \$80 million	0.75%
Next \$100 million	0.70%
Above \$200 million	0.55%

*Emerging Markets ex China Equity:*

<u>Market value of assets</u>	<u>Annual rate</u>
First \$20 million	1.05%
Next \$80 million	0.75%
Next \$100 million	0.70%
Above \$200 million	0.55%

*Frontier Emerging Markets Equity:*

<u>Market value of assets</u>	<u>Annual rate</u>
First \$20 million	1.50%
Above \$20 million	1.15%

*Chinese Equity:*

<u>Market value of assets</u>	<u>Annual rate</u>
First \$20 million	1.05%
Next \$80 million	0.75%
Next \$100 million	0.70%
Above \$200 million	0.55%

*International Equity Research:*

<u>Market value of assets</u>	<u>Annual rate</u>
First \$20 million	1.00%
Next \$80 million	0.50%
Next \$150 million	0.45%
Next \$250 million	0.40%
Above \$500 million	On request

*Global Equity Research:*

<u>Market value of assets</u>	<u>Annual rate</u>
First \$20 million	1.00%
Next \$80 million	0.50%
Next \$150 million	0.45%
Next \$250 million	0.40%
Above \$500 million	On request

*Emerging Markets Equity Research:*

<u>Market value of assets</u>	<u>Annual rate</u>
First \$20 million	1.25%
Next \$80 million	0.90%
Next \$100 million	0.75%
Above \$200 million	0.55%

Our standard fee schedules for separately managed accounts are generally not negotiable, although we will take a number of factors into account when establishing fee arrangements, including, among other things, the overall size of the account or related accounts, available capacity in the relevant strategy, the strategic nature of the relationship and other factors. Fees for other types of accounts, such as Wrap Programs, Model Programs, or non-HLF funds, differ from our standard fee schedule. We may change our fee schedules; a change in a fee schedule will not change the agreed upon fee in an IMA (defined below).

In calculating our fee, we generally adjust for significant contributions to and significant withdrawals from your account during the billing period. We use our records, including market prices obtained daily from a recognized independent source, to calculate our fee unless you instruct us to use your custodian's records for this purpose.

The terms of our Investment Management Agreements ("IMAs") with clients with respect to fees vary. Under our standard form of IMA, we bill our fee quarterly in advance, and it is payable when billed. The standard IMA continues in effect until terminated by you or Harding Loevner on at least thirty (30) days' written notice.

If you prepaid our fee and your IMA terminates, we will refund the portion of the fee allocable to the period following the effective termination date. Otherwise, we will bill you for any unpaid period preceding the effective termination date.

You may authorize your custodian to pay our fee upon receipt of our bill provided you also receive a copy of the bill. Alternatively, your custodian may require you to set up instructions to authorize payment of our fee from your account.

### ***Separately managed Wrap Program and similar accounts***

Wrap Program sponsors typically charge an all-inclusive fee based on the value of their clients' Wrap Program accounts. Wrap Program sponsors pay us for investment advice at negotiated rates on the assets we sub-advise. If you are considering a Wrap Program to which Harding Loevner provides investment advice, you should review the sponsor's disclosures regarding fees it charges to participating accounts and the business arrangement between the sponsor and Harding Loevner, found in the sponsor's Form ADV Part 2A Appendix 1, fee brochure, or program client investment management agreement.

### ***Model Programs***

Model Program sponsors typically charge an all-inclusive fee based on the value of their clients' UMA accounts. Model Program sponsors pay us for our non-discretionary investment advice at negotiated rates on the assets in their client accounts for which a Harding Loevner strategy is used to manage.

### ***Mutual Funds (including HLF and sub-advised mutual funds)***

We serve as the investment adviser to HLF and as sub-adviser to certain non-HLF mutual funds. For information concerning the advisory fees we charge these mutual funds, refer to their prospectuses and statements of additional information, which you can find at [www.hardingloevnerfunds.com](http://www.hardingloevnerfunds.com) or the mutual fund sponsors' websites.

In certain instances, we may invest in pooled funds (including open-end mutual funds or exchange-traded funds) for your separately managed account in order to, for example, replicate exposure to markets not yet open for your account, or to harvest tax losses or gains at your instruction. In such instances, you will be paying, in effect, both our investment advisory fee and the funds' management fees and other expenses on assets so invested. You should review the applicable prospectuses to understand those funds' fees and expenses.

If we invest any portion of your separately managed account in funds for which we act as an investment adviser, we exclude assets so invested in calculating our advisory fee on your account, so that you pay us only one advisory fee on those assets.

### ***UCITS (Undertakings for Collective Investment in Transferable Securities)***

We serve as the investment adviser to an umbrella-type open-ended investment company, Harding Loevner Funds plc ("HLF plc"), authorized in Ireland under the European Communities (UCITS) Regulations. We do not offer shares of HLF plc to US persons. Refer to the prospectus and supplements ([www.hardingloevnerfundsplc.com](http://www.hardingloevnerfundsplc.com)) for information concerning advisory fees and investor eligibility.

### ***Collective Investment Trust Funds***

We serve as the investment adviser to the Harding Loevner Collective Investment Trust for Retirement Plans (the "CIT"), and may serve as an adviser to other collective investment trusts. The CIT is available only to certain retirement plans, as permitted under the U.S. Treasury Department's guidance for such a group trust. An independent trustee, Global Trust Company, manages the CIT. Although the trustee is responsible for CIT-related disclosures, the trustee has advised us that each participating retirement plan's

independent plan fiduciary receives the CIT's Offering Memorandum and executes a Participation Agreement (including a Fee Schedule) with the trustee.

### ***Additional Fees and Expenses Payable by Clients***

As described in our standard IMA, your account incurs costs arising from transactions we undertake in your account. Our investment advisory fee is exclusive of brokerage commissions, transaction fees, service provider fees, custodial fees, foreign exchange fees, stamp duties, and similar costs and expenses.

Transactions in American Depositary Receipts ("ADRs") incur additional costs when we trade in foreign markets and convert local shares to ADRs. These costs include, but may not be limited to, foreign brokerage fees, foreign exchange fees, ADR conversion fees, or stamp taxes associated with this conversion process. In addition, ADRs could be subject to dividend withholding taxes in its country of origin, which reduce the dividend paid to your account. Either you or your custodian is responsible for filing the appropriate forms in the foreign country to reclaim any dividend withholding.

See "Brokerage Practices" [page 22] for additional information about brokerage commissions including the factors we consider when selecting broker-dealers for executing transactions for a client's account.

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

Performance-based fees are fees based on a share of capital gains on or capital appreciation of a client's assets in absolute terms or relative to the performance of a benchmark. We do not charge performance-based fees unless otherwise specifically provided in a written agreement between you and Harding Loevner and as permitted by law.

We maintain a model portfolio for each of our investment strategies and manage all clients' separately managed accounts according to their respective strategy's model portfolio. Managing clients' separately managed accounts according to model portfolios addresses conflicts of interests that arise when we manage accounts with the same strategy for different types of clients. We do not permit clients' separately managed accounts to deviate materially from their respective strategy's model portfolio except as necessary to accommodate clients' investment guidelines, where applicable. We compensate portfolio managers in part based on their results in managing the model portfolios, and not on the results of the associated client accounts.

## **Types of Clients**

As described in "Our Advisory Business" [page 5], we provide investment management services to a variety of types of clients, including retirement plans, foundations and endowments, sovereign wealth funds, religious institutions, individuals, trusts, broker-dealers, banks, investment advisers, insurance companies, mutual funds, collective investment trust funds, and offshore funds.

## ***Conditions for Managing Accounts***

Minimum initial investment amounts to establish a separately managed account (see “Fees and Compensation” [page 6]) depend on the investment strategy selected. Minimums may be waived at our discretion; ; if we waive an account minimum, we may not be able to fully-implement the investment strategy as intended. Standard minimums are:

Global Equity (ordinary shares)	\$10 million
Global Equity (ADRs)*	\$1 million
Global Developed Markets Equity	\$10 million
Global Paris-Aligned Equity	\$10 million
Multi-Asset Global	\$10 million
International Equity (ordinary shares)	\$10 million
International Equity (ADRs)*	\$1 million
International Developed Markets Equity (ordinary shares)	\$10 million
International Developed Markets Equity (ADRs)*	\$1 million
International Carbon Transition Equity	\$10 million
International Small Companies Equity	\$10 million
Global Small Companies Equity	\$10 million
Emerging Markets Equity	\$50 million
Emerging Markets ex China Equity	\$50 million
Frontier Emerging Markets Equity	\$50 million
Chinese Equity	\$50 million
International Equity Research	\$10 million
Global Equity Research	\$10 million
Emerging Markets Equity Research	\$50 million

\* Consider that the minimum fee for our ADR strategies might result in a higher fee rate than set forth in the fee schedule above if your account value is less than \$600,000.

Wrap Program and Model Program sponsors set the minimum initial investment amounts to establish accounts within their programs. You should request information about these minimum initial investment amounts from the sponsor.

Minimum initial investment amounts for HLF Portfolios are set out in their prospectuses. Minimum initial investment amounts for the sub-funds of HLF plc are set out in the sub-funds’ respective prospectus supplements. For more information about the Harding Loevner Collective Investment Trust for Retirement Plans and its funds, please contact us to request the Trust’s Offering Memorandum.

## **Methods of Analysis, Investment Strategies, and Risk of Loss**

### ***Investment Strategies***

See “About our Investment Philosophy and Strategies” [page 5] for a list and description of our investment strategies.

## ***Investment Philosophy and Overview of Investment Process***

Harding Loevner seeks superior risk-adjusted returns by constructing portfolios of high-quality, growing companies that exhibit our four key investment criteria: competitive advantages, quality management, financial strength, and sustainable growth potential. We believe insights gained through a well-structured study of individual companies are more valuable and reliable in the long term than forecasts of aggregate stock market directions.

We undertake in-depth fundamental research to identify companies that meet our four quality-growth investment criteria *before* making judgments about share prices. Up-front business analysis enables us to recognize when transient market misperceptions create investment opportunities.

We have a single research team organized primarily by global sector; our analysts study companies worldwide that operate within their industry specialties. In addition, we have regional analysts who specialize in researching companies in China and other emerging markets, frontier markets, and Japan. Having a unified team of diverse specialists encourages the development of deep expertise in the global competitive dynamics of industries and facilitates collaboration and productive debate in developing investment ideas.

Portfolio managers choose among analyst-rated companies—considering both analyst recommendations and impact on portfolio risk—to construct a model portfolio for each strategy. Portfolio guidelines applied to geography, sector, and holding weights ensure diversification. Portfolio managers may sell a stock when it is “crowded out” by a more attractive investment opportunity, it appears overvalued, or the company’s business fundamentals have deteriorated. We manage all client accounts and pooled funds strictly according to our model portfolios, with adjustments made only for client-specific investment restrictions.

## ***Methods of Analysis Employed in Company Research and Portfolio Construction***

Harding Loevner conducts fundamental company research and industry analysis to identify and value companies that exhibit four quality-growth criteria: competitive advantage, quality management, financial strength, and sustainable growth.

Our team of analysts—who form a unified global research platform that covers every global sector, all world regions, and the full range of company capitalizations—provides equity research to all of our strategies.

Our investment methodology is based on two principles:

- 1) Insights gained through the careful study of individual companies (i.e., “bottom-up analysis”) are more valuable than market forecasts (i.e., “top-down analysis”); and
- 2) An understanding of the global competitive structure of industries is crucial for identifying the best companies worldwide.

There are four main parts to our investment process—Initial Qualification, In-Depth Research, Valuation and Rating, and Portfolio Construction.

### **Initial Qualification**

Analysts draw upon their research experience and evaluate fundamental data to identify high-quality, growing companies that appear to meet Harding Loevner’s quality-growth criteria. Share price is not a

consideration when beginning research on a company; the goal of the initial qualification process is to identify objectively companies that may be suitable for investment in the future based on our key criteria. While price is an important consideration before we invest in a stock, we evaluate price at the end of our research process, not at the beginning.

The sources analysts use to uncover new investment ideas include their investigations into the competitors, suppliers, and customers of existing companies under research. Analysts augment their qualitative research with quantitative analysis of a number of quality-growth metrics, including:

- **Quality:** returns on assets, invested capital and equity, the variability of those returns over time, profit margins, cash flow generation capabilities, and leverage relative to book equity and to market capitalization.
- **Growth:** historical and anticipated growth in earnings, revenues, cash flows, and assets.

In addition, to qualify for in-depth research, a company's shares must have sufficient liquidity to allow the purchase of a core position without causing undue impact on the stock price.

For each new investment idea, analysts distribute a structured, brief written rationale to their colleagues for critical feedback.

#### In-Depth Research

Analysts conduct in-depth research of qualified companies to gain a comprehensive understanding of their business models, growth potential, and management quality.

Research activities occur in the office and around the world, and include analyzing annual reports and other company disclosures; reviewing specialized industry journals; attending industry and investment conferences; conducting interviews with company management (both of the target and other industry participants); and making on-site visits to company facilities.

A distinctive feature of Harding Loevner's investment process is our proprietary "Quality Assessment (QA) Framework," which includes ten quality and growth factors that analysts must assess when researching each company. Also embedded in the Framework is our ESG Scorecard, which requires analysts to evaluate the potential impact of environmental, social, and governance ("ESG") issues on a business. Together the QA Framework and ESG Scorecard promote consistency in the research process and facilitate collaboration among the entire research team in identifying companies that we expect to grow profitably and sustainably.

See "ESG Integration" [page 16] for a more detailed discussion of Harding Loevner's approach to ESG risks and opportunities.

#### Valuation & Rating

Once a company is confirmed to meet Harding Loevner's quality growth criteria, the responsible analyst conducts an in-depth valuation analysis to estimate the fair value of the company's shares. This analysis includes creating a comprehensive financial model that incorporates the analyst's forecasts of sales growth, margin expansion, capital expenditures, working capital needs, and cash reinvestment. Our firm's typical forecast period is five to ten years.

Based on their forecasts, analysts estimate the company's fair value using a multi-stage cash flow return on investment model. As a check on their estimates, analysts may also consult other valuation methods, including discounted cash flow analysis and ratio analysis. Analysts also establish fundamental mileposts for future business results that they monitor to track the validity of the fair value estimate.

Analysts compile the results of their research into a comprehensive report that includes a summary of their research using the QA Framework, valuation analysis, and the investment mileposts. After distributing the reports to colleagues and addressing any feedback, analysts rate the company's shares (best buy, buy, hold, or sell) based upon the shares' potential return relative to an appropriate benchmark. Analysts have final responsibility for their rating decisions and will continually monitor their recommendations and revise them as necessary.

### Portfolio Construction

Only companies that our analysts have researched and rated are eligible for Harding Loevner's strategies; our three Research strategies only invest in companies rated buy or best buy. When choosing investments for model portfolios, portfolio managers are informed by analysts' recommendations and consider the impact on measures of portfolio risk and compliance with the strategy's risk-control guidelines. Portfolio managers replace or reduce a holding if the company no longer meets Harding Loevner's quality-growth investment criteria; other more attractive opportunities are identified; or the holding is nearing or exceeding the strategy's portfolio guidelines for position size. For the three Research strategies, a holding must be sold if the analyst changes the stock's rating to hold or sell.

Harding Loevner's two Climate-Related strategies also only hold analyst-rated companies that we believe have a viable pathway toward net-zero greenhouse gas emissions (GHG) by 2050, consistent with the 2015 Paris Agreement<sup>1</sup>.

We build model portfolios from the bottom-up, so the sector and country allocations in our strategies are determined primarily through the stock selection process, and not by a top-down country or sector allocation process. Analysts address country and industry factors that may influence the investment thesis for a company as part of their fundamental research. Portfolio managers adjust portfolio sector and country weightings, if necessary, to meet strategy portfolio guidelines to ensure sufficient diversification, or, in the case of our three Research strategies, to reduce projected absolute and relative risk.

### ***ESG Integration***

Harding Loevner seeks to achieve the best possible risk-adjusted investment returns. Companies that operate with disregard for the environment, for the welfare of societies in which they conduct their business, or for sound principles of governance by which the interests of their shareholders are protected put their financial results at long-term risk. Alternatively, companies may strengthen their long-term prospects by identifying and mitigating material ESG-related risks or by taking advantage of new opportunities that may arise from material ESG-related trends. In evaluating equity securities, Harding Loevner considers ESG-related risks and opportunities explicitly. For each company under research coverage, the responsible analyst estimates the extent to which each of numerous ESG factors represents a risk that could threaten, or an opportunity that could support, the sustainability of the company's profitable growth. Having evaluated these individual factors, analysts assign scores for each company on E, S and G pillars overall, which are then aggregated in equal proportion to determine an overall ESG score for the company. The ESG scorecard is a consistent framework for assessing and comparing companies' potential ESG risks and opportunities across all industries and geographies. A company's ESG score may affect the analyst's long-term forecasts of its growth, profit margins, capital intensity, or competitive position. A company's overall ESG score is also a parameter of Harding Loevner's equity valuation model, wherein it influences the estimated duration of future cash flow

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<sup>1</sup> As of the date of this Brochure, the Climate-Related Strategies are the Global-Paris Aligned Equity Strategy and the International Carbon Transition Equity Strategy.



growth. Portfolio managers consider ESG factors among other factors affecting risk and expected returns in choosing among companies approved by analysts.

### ***Risks of Loss***

Each of our investment strategies involves many risks, any of which could cause you to lose money. We do not guarantee the investment performance of any of the securities we employ in any of our investment strategies. Past performance is not an indication of future results.

Your investment risks might include, among others:

Market Risk	Investments may go up or down in response to the prospects of individual companies, particular industry sector or governments and/or such factors as general economic conditions, political or regulatory developments, changes in interest rates, perceived desirability of equity securities relative to other investments, exchange trading suspensions and closures, and public health risks, such as those related to COVID-19.
Currency Risk	Foreign currencies may experience steady or sudden devaluation relative to the U.S. dollar, adversely affecting the value of the investments.
Foreign Investment Risk	Securities issued by foreign entities involve risks not associated with U.S. investments. These risks include additional taxation, political, economic, social, or diplomatic instability, and changes in foreign currency exchange rates. There may be less publicly-available information about a foreign company.
Emerging and Frontier Market Risk	Emerging and frontier market securities involve unique risks, such as exposure to economies less diverse and mature than that of U.S. or more established foreign markets. Companies in emerging market countries may not be subject to accounting, auditing and financial reporting standards, practices and disclosure requirements comparable to those applicable to companies in more developed economies. As a result, investment decisions may be based on less accurate and limited information. Economic or political instability may cause larger price changes in emerging or frontier market securities than in securities of issuers based in more developed foreign countries.
Geopolitical Risk	Security prices change daily due to economic and other events that affect markets generally, as well as those that affect particular regions, countries, industries, companies or governments. These price movements, sometimes called volatility, may be greater or less depending on the types of securities owned and the markets in which the securities trade. The interconnectivity between global economies and financial markets increases the likelihood that events or conditions in one region or financial market may adversely impact issuers in a different country, region or financial market. Investments may decline in value due to inflation (or expectations for inflation), interest rates, global demand for particular products or resources, natural disasters, epidemics and pandemics, wars, terrorism, regulatory events and governmental or quasi-governmental actions. Further, the recent rise of nationalist economic policies, including trade protectionism may have a

	negative impact on performance. It is difficult to predict when similar events or policies may affect the U.S. or global financial markets or the effects that such events or policies may have.
Geographic Risk	Concentration in issuers located in a particular country or region will subject the investments, to a greater extent than if the investments were less concentrated, to the risks of economic cycles and/or conditions, and developments that may be particular to that country or region, such as: adverse securities markets; adverse exchange rates; social, political, regulatory, economic or environmental development; or natural disasters.
Small and Mid-Cap Company Risk	The securities of small and mid-cap companies have historically exhibited more volatility and a lower degree of liquidity than larger companies.
Greater China Risk	Investments in Greater China involve a higher degree of risk than other regions and economies, as the economy, industries, and securities and currency markets of Greater China are particularly vulnerable to the region's dependence on exports and international trade and increasing competition from Asia's other low-cost emerging economies. The government of the People's Republic of China exercises significant control over the economy in Mainland China and may at any time alter or discontinue economic reforms. Investments in Greater China are subject to the risk of confiscatory taxation, nationalization or expropriation of assets, potentially frequent changes in the law, and imperfect information because companies in the China region may not be subject to the same disclosure, accounting, auditing and financial reporting standards and practices as U.S. companies.
Russia Risk	Investing in securities issued by companies located in Russia involves significant risks, including legal, regulatory, currency and economic risks that are specific to Russia. In addition, investing in securities issued by companies located in Russia involves risks associated with the settlement of transactions and loss of ownership rights in securities as a result of the system of share registration and custody in Russia. In response to Russia's large-scale invasion of Ukraine, which was launched on February 24, 2022, governments in the U.S. and many other countries have imposed economic sanctions on certain Russian individuals and Russian corporate and banking entities. A number of jurisdictions have also instituted broader sanctions on Russia, including banning Russia from global payments systems that facilitate cross-border payments. These sanctions and actions taken by securities exchanges have caused significant disruptions to the secondary market for trading Russian securities and the values of these securities. It is likely that such impacts will persist for the foreseeable future.
Financial Sectors Risk	Investments in financial sector securities will be vulnerable to events affecting companies in the financials industry, such as changes in governmental regulation, issues relating to the availability and cost of capital, changes in interest rates and/or monetary policy, and price competition. Financials companies are often more highly leveraged than companies in other sectors, making them inherently riskier.

<p>Concentration Risk</p>	<p>A concentration of investments in a particular industry or geographic region will increase the volatility of an account and, in particular, make it more vulnerable to adverse economic, political and other factors that affect that industry or region.</p>
<p>Investment Style Risk</p>	<p>Different investment styles (e.g., “growth” or “value”) tend to shift in and out of favor depending on market and economic conditions as well as investor sentiment. One style will underperform other styles over certain periods when that style is out of favor or does not respond as positively to market or other events.</p>
<p>ADR (or Depository Receipt Investment) Risk</p>	<p>Investments in sponsored or unsponsored depository receipts are subject to many of the same risks associated with the purchase and sale of foreign securities. In addition, other factors, such as issuer corporate actions or actions by foreign countries can result in displacements that cause such instruments to trade at enhanced premiums or discounts to the underlying foreign ordinary security. Depository receipt holders do not always receive all the rights and benefits of the holders of the ordinary shares, they may have limited or no ability to participate in corporate actions and vote proxies, and may have differing tax consequences. Holders of unsponsored depository receipts often bear the costs of such facilities and the depository of unsponsored interests is frequently under no obligation to distribute shareholder communications or to pass through voting rights to the holders of these interests.</p> <p>ADRs may be more thinly traded in the U.S. than the underlying shares traded in the country of origin, which may increase volatility and affect purchase or sale prices.</p>
<p>ESG Integration Risk</p>	<p>Harding Loevner's integration of ESG risks and opportunities as part of its investment process may impact performance. Additionally, Harding Loevner's consideration of ESG risks and opportunities in connection with identifying and selecting investments may require subjective analysis and may be difficult if data about a particular company is limited. A company’s ESG practices or Harding Loevner’s assessment of such practices may change over time.</p>
<p>Cybersecurity Risk</p>	<p>Investment advisers, including Harding Loevner, must rely in part on digital and network technologies to conduct their businesses. These networks might be at risk of cyber attacks that could attempt unauthorized access to digital systems to misappropriate sensitive information, corrupt data, or cause operational disruption. We maintain an information security policy and technical, administrative, and physical safeguards intended to identify and mitigate cyber attacks and protect the confidentiality of our internal data. Nevertheless, cyber incidents could potentially occur, and might in some circumstances result in unauthorized access to sensitive information about us or our clients. Clients could be negatively impacted by a cyber attack.</p>

## **Disciplinary Information**

There has not been any legal or disciplinary event relating to Harding Loevner or any of its employees that would be material to an evaluation of our advisory business or the integrity of our management.

## **Other Financial Industry Activities and Affiliations**

### ***Other Financial Industry Activities***

We do not engage in any business other than providing investment advice. Neither Harding Loevner nor any of its employees is registered or has applied to register as a broker-dealer, futures commissions merchant, commodity pool operator, or commodity trading adviser.

### ***Affiliations***

We are the investment adviser to HLF, a no-load, open-end management investment company (Investment Company Act File 811-07739, Securities Act File 33-09341). David R. Loevner, a control person of Harding Loevner, is a director of HLF.

Some of our employees are registered representatives of Quasar Distributors, LLC, a limited purpose broker-dealer and a subsidiary of Foreside Financial Group that serves as HLF's distributor. These employees promote HLF to intermediaries or perform compliance functions. Quasar does not compensate any Harding Loevner employees.

In addition to portfolio managers and analysts employed directly by us, we will use resources and personnel of our participating affiliate, Harding Loevner (UK) Limited ("Harding Loevner (UK)"). Harding Loevner (UK) is not registered as an investment adviser under the Advisers Act, but, in reliance on a series of SEC no-action letters, any arrangements with Harding Loevner (UK) are subject to various conditions designed to ensure compliance with U.S. laws and regulations and adequate SEC oversight when advisory services are provided to U.S. persons. These conditions require, among other things, that employees of Harding Loevner (UK) be subject to a Code of Ethics and comply with certain U.S. rules when it provides services to us. See "Code of Ethics and Personal Trading" [page 21] for a more detailed discussion of our Code of Ethics.

Affiliated Managers Group, Inc. ("AMG"), a publicly-traded company (NYSE: AMG) with ownership interests in a number of boutique investment management firms ("AMG Affiliates"), holds an approximate 66% equity interest in Harding Loevner. AMG's ownership interest in us does not, in our view, present any conflict of interest between Harding Loevner and its clients. Each of the AMG Affiliates, including Harding Loevner, operates independently of one another. Except as described in this Brochure, we do not have business relations with other AMG Affiliates.

We engage wholly-owned foreign subsidiaries of AMG to identify and introduce us to prospective institutional clients in various non-U.S. jurisdictions and to assist us in managing our relationships with our clients in those jurisdictions. AMG's foreign subsidiaries are not broker-dealers, investment advisers, or any other type of financial institution described in Item 7.A of Form ADV Part 1. Depending on the jurisdiction, the foreign subsidiary is registered with the relevant financial regulatory authorities as required, or is exempt from registration. In the U.S., Harding Loevner has a Marketing and Sales Support

Agreement with AMG Funds LLC, a wholly-owned subsidiary of AMG, under which AMG Funds provides administrative and/or marketing services to support Harding Loevner's provision of advisory services to or through various unaffiliated third-party investment programs. These third-party investment programs include Wrap Programs, Model Programs, and other programs sponsored by unaffiliated broker-dealers, banks, and other financial intermediaries. Harding Loevner pays AMG Funds a fee for these services.

More information about AMG, including its public filings and a list of all AMG Affiliates, is available at [www.amg.com](http://www.amg.com).

## **Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading**

### ***Code of Ethics and Personal Trading***

We have adopted a Code of Ethics (the "Code") that sets forth rules of employee conduct designed to address potential conflicts of interest, including restrictions on their personal securities transactions and requirements for reporting them. HLF has also adopted the Code. Compliance with the Code is mandatory for all of our employees, including employees of our participating affiliates.

The Code permits an employee to buy or sell securities, including securities that we have purchased or may purchase for client accounts, so long as certain requirements are met. Employees must obtain prior permission to transact in most securities or to participate in any private placement. An employee cannot transact in a security if we have recently bought or sold the security for a client account, or are considering doing so, without a waiver from the Chief Compliance Officer or his designee. Generally, employees cannot participate in initial public offerings.

The Code also:

- 1) Imposes a duty of confidentiality to our clients and to us;
- 2) Requires prior approval for serving as a director of any publicly-traded company;
- 3) Prohibits trading on material, nonpublic information; and
- 4) Prohibits spreading false or misleading information to influence security prices.

You may request a copy of our Code of Ethics by writing to us at the address on page 1 of this Brochure.

### ***Participation or Interest in Client Transactions***

If we invest any portion of your account in a mutual fund that pays us for investment advice (see "Fees and Compensation" [page 6]), we exclude that portion when calculating our advisory fee so that you do not pay us total fees greater than those specified in your IMA.

We manage accounts for our employees and provide seed capital for new strategies. The employees' and clients' separately managed accounts are managed according to their respective strategy's model portfolio, as discussed in "Performance-Based Fees and Side-by-Side Management" [page 12]). Managing accounts according to model portfolios addresses conflicts of interests that arise when we manage accounts with the same strategy for different types of clients.

We maintain a 401(k) retirement plan for our employees. The plan includes certain HLF Portfolios among the investment choices available to participants.

On occasion and to the extent permitted by law, we may effect a security transaction between client accounts (a “cross trade”). A cross trade enables a client account to avoid brokerage commissions, spreads, or market impact costs. We effect cross trades solely to benefit client accounts and only if we expect every participating account to benefit. We do not effect cross trades for U.S. retirement plans. We do not effect cross trades for non-U.S. retirement plans except in compliance with applicable regulations. We are not a broker, we do not act as principal in cross trades, and we do not receive any commission or other financial benefit from effecting cross trades.

### ***Insider Trading and Material, Nonpublic Information***

Our Code of Ethics prohibits insider trading. It sets out a procedure to follow for an employee who comes into possession of potentially material, nonpublic information. Our employees must also comply with AMG’s Insider Trading Policy and Procedures, which prohibits the use of material, nonpublic information about AMG and restricts trading in AMG’s shares.

## **Brokerage Practices**

We exercise brokerage discretion over your account (see “Investment Discretion” [page 33]) unless you limit our brokerage discretion by instructing us to use a specific broker to execute some or all of the transactions for your account (“Directed Account”). Directed Accounts include, but are not limited to, Wrap Program accounts.

“Non-Directed Accounts” are client accounts over which we have complete brokerage discretion.

The Brokerage and Trading Advisory Committee oversees all our brokerage practices.

### ***Best Execution***

“Best execution” is execution at prices and commissions that provide the most favorable total cost or proceeds reasonably obtainable under the circumstances, taking into account all relevant factors. We seek to obtain best execution for securities transactions in your account. Trading practices, regulatory requirements, liquidity, public availability of market data, and commission arrangements vary considerably from one market to another. We have implemented systems and procedures to assess our effectiveness across markets in seeking to obtain best execution.

### ***Brokerage Relationships***

Our traders choose a broker to execute each trade order from a list of approved brokers. We select broker-dealers to execute securities transactions on your behalf based on the full range and quality of the broker-dealers’ services, including but not limited to: execution capabilities; the ability to maintain confidentiality; commission rates relative to those of other broker-dealers providing similar services; the extensiveness of the broker’s distribution network; its reliability and timeliness in settling similar

transactions; the most direct route to the market; demonstrated capability in a particular market, region, or security; communications and administrative capabilities; constraints, if any, imposed by you; direct access to the broker's trading desk; and the quality of research it provides. The importance of any particular criterion will depend on the nature of the transaction, the market in which it will occur, and the number of brokers that are capable of executing the transaction.

In instances where the trader believes that more than one broker can provide best execution for a transaction, the trader may consider brokers' research services as a factor in choosing a broker. Commission rates charged by brokers providing research services may be higher than the rates charged by brokers not providing such services.

We may have other business dealings with broker-dealers that we use to transact securities in your account. For example:

1. If a broker-dealer is publicly traded, we may own its or its affiliate's shares in client accounts;
2. We may provide investment advisory services to the broker-dealer or its affiliate;
3. We accumulate soft dollar credits when we execute trades pursuant to a broker-dealer's commission sharing agreement ("CSA") to pay for the broker-dealer's proprietary research or third-party research;
4. The broker-dealer may refer potential clients to us; or
5. The broker-dealer may include HLF or retain our sub-advisory services in Wrap Programs or Model Programs it sponsors.

We choose broker-dealers to transact securities in your account without regard to other business dealings we may have or seek to have with them. We seek best execution whenever we transact securities in your account, unless you limit our brokerage discretion (see "Directed Accounts" [page 25]).

### ***Foreign Exchange Transactions***

We transact foreign exchange ("FX") in your account to settle purchases of securities denominated in currencies other than the base currency of your account, to convert sales proceeds to base currency, and to manage income received or expenses paid in foreign currency. Active currency management does not play a significant role in our investment strategy and we do not trade or hold FX for speculative purposes. We do not transact FX in accounts invested in our ADR strategies.

Our approach to transacting FX in your account will depend on your choice of custodian bank, the terms of your custodial agreement, the size of your account, and your expressed preference, among other factors. One option available involves us providing your custodian bank with standing instructions to execute FX transactions for your account automatically to settle related securities transactions. Policies for executing FX transactions pursuant to standing instructions vary among custodian banks with respect to key aspects such as the time of execution, the netting of offsetting contemporaneous transactions, the price, spread or fee charged, and the nature and detail of transaction reporting provided to you. Your custodian's FX transactions may or may not be competitive or transparent, and our ability to negotiate for you may be limited. You should discuss with your custodian the benefits of establishing a comprehensive service agreement that defines their policies and obligations with respect to FX transactions.

Alternately, we may transact FX in your account with banks or intermediaries other than your custodian. In that case, we typically arrange FX transactions through an unaffiliated specialist FX intermediary or with a bank with whom we have negotiated a competitive fixed spread acting as principal. The

intermediary seeks favorable FX transaction rates through an auction process or through direct negotiation with banks, and is compensated at a fixed commission rate that we believe is competitive. Your custodian may charge your account a trade-away fee if you execute FX away from them. We may have other business dealings with these providers, such as owning their shares (if publicly traded) in client accounts, providing them investment advice, receiving potential client referrals from them or using the FX intermediary (if it is also a broker-dealer) to execute securities transactions for client accounts (see “Brokerage Relationships” [page 22]).

We check the FX transaction rates in your account after the fact for competitiveness. Our ability to monitor the cost and efficiency of FX transactions executed by your custodian may be limited by the post-transaction reporting it is able or willing to provide.

We typically instruct your custodian to execute FX transactions in restricted currencies, and in relation to dividend and income repatriation, interest, and cash proceeds from corporate actions. The rates charged by custodians for these types of FX transactions are fixed by them, are not negotiated by us, and vary among custodians and accounts.

### ***Soft Dollar Policy***

We use a portion of your account’s brokerage commissions generated when we trade through a broker-dealer’s CSA to pay for investment research that helps us perform our investment decision-making responsibilities (“soft dollars”). We may also use soft dollars to pay for certain brokerage services (see “Brokerage Relationships” [page 22]). We therefore have an incentive to select brokers based on our desire to receive research, for which we would otherwise have to pay from our own resources. The amounts of our soft dollar payments are based on our estimates of the value of the research services we acquire and consistent with our duty to seek best execution.

We use soft dollars only within the safe harbor of Section 28(e) of the *Securities Exchange Act of 1934*. Section 28(e) provides that a person who has investment discretion over a client account is not in breach of its fiduciary duty when paying more than the lowest commission rate available, if it determines in good faith that such amount of commission was reasonable in relation to the value of the brokerage and research services provided by the broker. The types of research services received include proprietary (i.e., generated by the broker-dealer) and independently-produced (i.e., third-party) company, industry, economic and strategy written research publications, corporate management and brokerage analyst access, and investment conferences.

We obtain some products or services for “mixed” uses that extend beyond the safe harbor uses of eligible research and brokerage services under Section 28(e). If a product or service is mixed use, we determine in good faith the proportion of soft-dollar-eligible use. We pay with soft dollars only for the eligible portion and pay for the remainder ourselves.

We benefit from these soft dollar arrangements because we do not pay directly for the research and related services we receive. We do not attempt to allocate the costs or benefits of these services among our clients’ accounts. All of our clients, not just those whose accounts incurred commission expense, benefit from our receipt of research services in consideration of that commission expense, and some strategies and accounts may benefit more than others.

We comply with the CFA Institute Soft Dollar Standards (the “Standards”), which provide guidance for ethical practices and disclosure with respect to brokerage. You may ask your client service representative or you may write to us at the address on page 1 of this Brochure for additional information about our use



of soft dollars, including descriptions of the services provided by each broker, and information specific to your account such as commissions paid to each broker including, if applicable, each Directed Broker (see “Directed Accounts” [page 25]).

### ***Allocation of Brokerage Commissions***

We establish the annual firm-wide research budget based upon our prior year’s research consumption, the estimated price information for the brokers’ research services, and an estimate of anticipated annual research consumption. We evaluate the performance of the brokers on our approved list as part of our annual commission allocation process and determine in good faith a commission allocation for each approved broker that we believe is reasonable in relation to the value of the services we expect it to provide. We make no agreement with any broker to pay a fixed amount of commission. Each approved brokers’ commission allocation is reviewed semi-annually to determine if mid-year adjustments are necessary or appropriate. On a quarterly basis, the Trading Department informs the Investment Committee on each broker’s execution capability, responsiveness and administrative efficiency and Investment Committee members assess the nature, quality, quantity and value of the research they expect to receive from each broker, and their overall level of satisfaction.

### ***Policies and Procedures to Monitor Brokerage Transactions***

We have policies and procedures to address the conflicts of interest associated with our brokerage practices. We evaluate the performance of the brokers on our approved list through the commission allocation process (see “Allocation of Brokerage Commissions” [page 25]) and through reviews by our Brokerage and Trading Advisory Committee. We monitor the quality of individual trade order executions, and we analyze our overall trade execution performance by using proprietary and third-party tools to compare our results over time with those of relevant investment manager averages.

### ***Directed Accounts***

You may limit our brokerage discretion by directing us in writing to use a specific broker (“Directed Broker”) to execute some or all securities transactions for your account (“Client Brokerage Direction”). If you give us Client Brokerage Direction with respect to your account, our ability to seek best execution for your account may be impaired.

Commission rates and execution quality obtainable from the Directed Broker may be less favorable than those obtainable from other brokers for various reasons, including:

1. Generally, orders subject to Client Brokerage Direction cannot be aggregated with contemporaneous orders for Non-Directed Accounts and therefore cannot benefit from any commission discounts that may apply to larger orders;
2. Directed Brokers may achieve less favorable execution prices than brokers we would select based on execution capability; and
3. Client Brokerage Direction limits our ability to negotiate commission rates charged by Directed Brokers.

We typically place orders for Directed Accounts managed using ordinary share strategies only after completing execution of aggregated orders for Non-Directed Accounts in order to avoid competition in the market among orders for our clients. Later order placement may result in Directed Accounts receiving

less favorable execution prices than Non-Directed Accounts. Trading for Directed Accounts managed using ADR strategies is described below under “ADR Accounts” [page 27].

If your Directed Broker referred you to us, we may have a conflict of interest with you, because our duty to seek best execution may conflict with our desire to receive additional referrals from the Directed Broker.

If your broker acts as the custodian (“Custodial Broker”) for your account (e.g., the sponsor of your wrap or other wealth management program account), it is the equivalent of Client Brokerage Direction and we treat your account as a Directed Account.

Depending on its execution capabilities and schedule of charges, we may execute brokerage transactions for your account with or through the Custodial Broker for reasons including:

1. We expect that the Custodial Broker would execute orders for your account on a basis that is competitive to execution by other brokers for orders of similar size;
2. If your account is subject to an asset-based pricing arrangement (e.g., a wrap fee), total fees charged to you by the Custodial Broker for custody and brokerage services will not vary with the number or size of transactions that it makes for your account;
3. Whether or not your account is subject to the Custodial Broker’s asset-based pricing arrangement, it may charge you a transaction fee for each trade made through a broker other than itself;
4. Making transactions through brokers other than the Custodial Broker may increase the complexity of trade settlement and increase the risk of settlement errors and failures to settle, and such errors and failures, if they occur, may result in financial loss in your account;
5. Making transactions through brokers other than your Custodial Broker may result in substantial delays in reporting execution results, and such delays could be detrimental to our ability to manage your account and your ability to monitor the account; or
6. Making transactions through brokers other than the Custodial Broker would require us to implement additional accounting procedures, and such procedures would increase our (but not your) costs.

For these reasons, if your custodian is a broker, our ability to seek best execution on trades for your account may be impaired. To the extent that we aggregate orders for Non-Directed Accounts (see “Trade Aggregation and Allocation” next), your account may be unable to benefit from volume commission discounts and other benefits available to accounts that participate in aggregated orders. Similarly, our ability to negotiate competitive commission rates for your account will be limited. In addition, in cases where the Custodial Broker uses our advisory services, we face a conflict of interest, which (other than for Wrap Program accounts) could be seen as reducing our incentive to negotiate the lowest possible trade commissions.

### ***Trade Aggregation and Allocation***

Our standard practice is to aggregate contemporaneous buy or sell orders for the same security for all Non-Directed Accounts in an effort to obtain favorable order execution and to facilitate equitable allocation. Each Non-Directed Account so aggregated participates in executed or partially executed orders at the average local share price, with all transaction costs shared pro-rata. We may choose not to

aggregate such orders if we believe other methodologies to be similarly fair and equitable and appropriate given the circumstance. We also may choose not to aggregate orders for accounts in other circumstances, such as when an account redeems all or a portion of its assets and we need to sell holdings to distribute the cash proceeds, or when cash is contributed to a new or existing account. In those circumstances and others, we may decide to execute the related trades separately from, and before, a contemporaneous buy or sell order involving the same security or securities.

Orders for ADR Accounts may be aggregated as described under “ADR Accounts” [page 27].

If an order is partially executed, we choose among alternative allocation methods with the goal of most favorable overall result while ensuring that all participating accounts are treated fairly and equitably. Pro-rata allocation, where each account participates in the partial execution in proportion to its participation in that day’s aggregated trade order (subject to a minimum order size for each account), is our default allocation method. A version of pro rata allocation may include randomizing partial executions for smaller amounts to minimize their custodian settlement charges. Random allocation may be used when a pro-rata allocation would result in numerous accounts receiving multiple small allocations. Custodians’ settlement charges are usually fixed on a per-trade, rather than a per-dollar, basis, and multiple small allocations can result in substantial additional settlement charges. We may use other allocation methods so long as all participating client accounts are treated fairly and equitably. The Trading Department determines the allocation method to be used. Our trade order management system automatically allocates executions among accounts in accordance with the chosen method. Portfolio managers are not involved in determining the allocation method or the allocation. The use of any allocation method may result in participating account realizing different execution prices.

We may have the opportunity to participate in public offerings of securities on behalf of certain clients (e.g., Qualified Institutional Buyers, or QIBs, and other eligible investors). We may buy the same securities in the secondary market for clients that are not eligible to participate in the offering. Some clients may receive less favorable prices as a result.

Although we typically do not invest in initial public offerings, we follow the same trade aggregation and allocation practices described above in respect of trade orders for client accounts participating in initial public offerings.

## ***ADR Accounts***

### General Trade Rotation Policy

We offer our clients—including Non-Directed Accounts, Directed Accounts (including Wrap Program accounts), and Model Programs—two strategies (International Equity ADR and Global Equity ADR) that invest exclusively in ADRs and US-listed foreign company shares (collectively referred to as “ADR Accounts”) instead of investing in foreign ordinary shares. Below is a summary of our brokerage practices for ADR Accounts. These practices are designed to treat all our ADR Accounts fairly and equitably over time, but may result in performance differences among ADR Accounts, as well as performance differences between ADR Accounts and ordinary share accounts.

When a portfolio manager decides to make a model portfolio change to one of our ADR strategies, we use a fixed trade rotation (discussed below) to implement the change.

All ADR Accounts (other than non-Conforming Model Programs, defined and discussed below) are placed in a fixed trade rotation where all entries in the rotation are placed in a set sequence. For purposes of this fixed trade rotation, we combine different types of accounts into single items, typically aggregated

by Directed Broker, or into groups. For example, we may combine all Wrap Program accounts into one group and all Conforming Model Programs in another group (with each such group referred to as a “Rotation Group”). The Rotation Groups are set in a fixed rotation, and entries within each Rotation Group are set in a fixed rotation.

After we complete trades for our ordinary share accounts, we will trade for our ADR Accounts, and provide model portfolio change notifications to each Conforming Model Program sponsor, according to this fixed trade rotation. Once trades associated with one or more model portfolio changes (such as related buys and sells) have been completed for each entry in the rotation, the first entry in that rotation is moved to the end of the rotation, and the rotation begins again for the next model portfolio change or changes.

If we trade away (as discussed below) and the order is partially executed, we use the trade rotation to determine the order in which shares are allocated to Non-Directed Accounts, Directed Accounts (including Wrap Program accounts) and Model Programs for which we retain trading authority. We may give each entry in the rotation a complete fill before the next entry in the rotation receives an allocation, or we may allocate shares pro rata across several entries, depending on the volume of shares we can buy or sell for a particular trade.

At least annually, we change the order of the entries of within each Rotation Group and of the Rotation Groups themselves using a randomization approach. This practice is designed to treat all our ADR Accounts fairly and equitably over time.

#### Trading Away

In light of our fiduciary duty to seek best execution for our clients, we typically “trade away” from Wrap Program sponsors because we believe that the net cost to our clients (including all commissions and prices at which the securities are purchased or sold) of doing so will be lower than it otherwise would have been over time had we not traded away and instead allowed the Wrap Program sponsors to execute the trade. We trade away in an effort to achieve greater efficiency and the best net realized price when trading large blocks of securities. We seek other benefits from trading away in addition to the best net realized price. For example, trading away can decrease the amount of time necessary to effect a model change for all ADR Accounts while minimizing information leakage and avoiding competition in the market among orders for different sponsors. In addition, Directed Accounts (including Wrap Program accounts) can benefit from trading away because we maintain more control over the transaction from order placement through settlement. When effecting buy trades for ADR model portfolio changes, we often buy local foreign shares through a broker and work with the bank depositary to create the ADRs. For sell trades, we often have the bank depositary convert the ADRs into local shares and then instruct the broker to sell the shares in the local market. In these situations, we believe that we can achieve a better net realized price than sponsors by negotiating lower brokerage commissions and ADR creation (or conversion) fees when transacting in large blocks of securities. We also seek to select brokers whose local market execution capabilities are at least as good as and may be superior to those of the sponsor’s correspondent broker.

When we trade away, it is possible that certain Wrap Program accounts incur costs that they would not otherwise incur if their Wrap Program sponsor had executed the trade. For example, if a Wrap Program sponsor executed the trade, it may trade ADRs in the US market or it may create (or convert) ADRs without charging any additional direct fees or commissions to its Wrap Program accounts. However, when trading foreign ordinary shares in the local market and creating (or converting) ADRs, it is generally the case that commissions and fees related to the local-market transactions are incorporated into the net price of the settled ADR trade, and therefore are borne by the Wrap Program accounts (in addition to the fees that they pay for participating in their Wrap Programs). This is the case regardless of whether

we trade away or the Wrap Program sponsors trade foreign ordinary shares for the creation of (or conversion of) ADRs.

You should review the sponsor's disclosures regarding fees it charges to participating accounts and the business arrangement between the sponsor and Harding Loevner, found in the sponsor's Form ADV Part 2A Appendix 1, fee brochure, or program client investment management agreement.

We typically do not trade away account-specific trades in Directed Accounts (including Wrap Program accounts), such as trades related to cash contributions or withdrawals in a particular ADR Account. The Directed Broker typically executes these trades.

#### Conforming Model Programs

The sponsors of most Model Programs retain both trading and investment discretion. To mitigate against adverse consequences caused by competing trading in the same markets for the same securities at the same time by us and by Model Program sponsors, a Model Program that retains trading authority will be included in our ADR Account trade rotation only if: (1) we believe the sponsor has the ability to complete its trading efficiently and promptly; (2) it agrees to notify us as soon as their trading is complete and promptly provide us with reports and other information related to their trading, as we request; and (3) it satisfies other conditions that we may reasonably establish ("Conforming Model Programs"). We typically wait until the Conforming Model Program sponsor informs us that their trading is complete before moving to the next entry in the trade rotation. Considering factors including but not limited to the size of the Conforming Model Programs and the liquidity of the particular security or securities being traded, we may wait for a time, even several days, before moving to the next entry in the rotation, or we may notify the next entry that is a Conforming Model Program more quickly or even immediately. We provide model portfolio change notifications to sponsors of non-Conforming Model Program accounts only after trades have been completed for all other ADR Accounts. We reserve the right to re-designate a Conforming Model Program as a non-Conforming Model Program (and treat it as such for our ADR Accounts trade rotation policy) if its sponsor fails to meet the conditions described above. Because notification to non-Conforming Model Program sponsors will not begin until after our ADR Account trade rotation is complete, non-Conforming Model Program accounts may receive less favorable execution prices than ADR Accounts included in the fixed trade rotation.

#### Possible Consequences of Trade Rotation

As noted above, we trade for ADR Accounts after we complete trades for our ordinary share accounts. As a result, ADR Accounts may receive less favorable execution prices than ordinary share accounts.

Our ADR Account trade rotation process may impact execution prices achieved for our clients. For example, trades for ADR Accounts early in the process may move the market, causing trades for ADR Accounts later in the rotation to receive less favorable prices. Information leakage and signaling (where other market participants use trading information potentially to their or their clients' advantage and to the detriment of our clients) could also impact execution prices, as could timing differences that result in clients obtaining different execution prices. Our general policy of waiting for each Conforming Model Program sponsor in the trade rotation to notify us that their trading is complete before moving to the next entry in the rotation will delay the completion of trades for ADR Accounts that are later in the rotation, which could result in more disparate execution prices being realized. This impact may be greater with less liquid securities and when trading ordinary shares in local markets, as opposed to trading ADRs in the US market.

As noted above, we will typically notify non-Conforming Model Program sponsors of a model portfolio change only after the ADR Account trade rotation is complete. Execution prices realized for these non-Conforming Model Programs may be adversely impacted as a result of trading after the ADR Account

trade rotation is complete. We will notify non-Conforming Model Program sponsors of model portfolio changes in a randomized order, and we generally will not wait before notifying the next non-Conforming Model Program sponsor. As a result, different non-Conforming Model Programs may be trading the same securities in the same markets at the same time, which could adversely impact execution prices received by each such Model Program.

#### Right to Deviate from Policy

This section describes our policies and practices for trading ADR Accounts. This trade rotation is designed to be fair and equitable to all our ADR Account clients over time. However, we may deviate from our ADR Account trade rotation and use other methods of trading ADR Accounts or notifying Model Program sponsors of model portfolio changes that we reasonably believe to be similarly fair and equitable.

### ***China A shares***

We may purchase China A shares, which are the stock shares of companies based in mainland China, via Stock Connect, for your separately managed account. Stock Connect is a collaboration between the Hong Kong, Shanghai and Shenzhen Stock Exchanges that provides an integrated trading and clearing link between the Hong Kong and mainland China markets. It allows international institutional investors to purchase and sell China A shares, although there are operational limitations that may preclude us from aggregating contemporaneous buy or sell orders for the same security. As a result, we use other methods that are designed to treat all affected client accounts fairly and equitably over time. These alternate methods may result in performance differences among the affected client accounts.

### ***Trade Errors***

When effecting trades to implement the investment decisions we make on your behalf, we or others may act in a way that results in a loss to your account. Some but not all acts related to trades that result in a loss in your account involve reimbursable errors. We bear the cost of correcting any loss in your account that directly resulted from our acts when we determine that the act failed to meet the standard of care that we owe to you. We have policies and procedures that we follow in considering and making that determination. We reimburse your account for the cost of our acts that failed to meet the applicable standard of care and result in a direct financial loss to your account, unless that would violate your investment guidelines or legal restrictions. We permit a gain resulting from our acts to remain in your account unless that would violate your investment guidelines, legal restrictions, or, in the case of Wrap Program accounts, the Wrap Program sponsor's own error correction policy. Unless prohibited by applicable law, we generally net your gains and losses from an act, or series of related acts, to determine the net loss to reimburse.

We will not be responsible for costs or for reimbursing your account for any loss resulting from any act of a third party, unless the third party is explicitly acting as our agent in providing services to you. Third parties who are not acting as our agent include, but are not limited to, your custodian, brokers, banks and intermediaries that execute securities trades or transact foreign exchange for your account, and, for wrap accounts, the Wrap Program sponsor. We are not responsible for tax consequences resulting from a trade error.

## Review of Accounts

Lead portfolio managers, assisted by a team of portfolio management associates, are responsible for day-to-day management of each investment strategy, including buy and sell recommendations that apply generally to all accounts participating in the investment strategy. In addition, we designate a portfolio manager to exercise primary oversight responsibility over your account (“client portfolio manager”). Assisted by the portfolio management associates, the client portfolio manager reviews your account on an ongoing basis and undertakes transactions as necessary to ensure that the account adheres to the model portfolio for its investment strategy, subject to your investment guidelines and restrictions.

Each client portfolio manager reviews and affirms on a regular basis all trades in accounts for which he or she is responsible.

Our Portfolio Review Committee is responsible for ensuring that (1) model portfolios conform to our internal guidelines, and (2) client accounts conform to the applicable model portfolio, taking into consideration each client’s investment guidelines and restrictions. The Committee meets quarterly to review our internal guidelines, model portfolios, and each client’s account.

Client investment guidelines and restrictions take precedence over our internal guidelines for model portfolios. Your account may deviate from the model portfolio if your investment guidelines and restrictions conflict with our internal guidelines in such a way that prevents us from applying our internal guidelines to your account.

## *Reporting*

The nature and frequency of reports depends on the type of account (see “Fees and Compensation” [page 6]) and (for a separate account) your preferences.

If you have a separate account, you will typically receive from us on a quarterly basis a market commentary, performance summary, portfolio appraisal, and schedule of purchases and sales, realized gains and losses, contributions and withdrawals, and income and expenses. These reports are also available on a monthly basis upon request. We may also meet with separately managed account clients periodically.

If you are a participant in a Wrap Program and have an account we sub-advise, you receive reports from your Wrap Program sponsor in accordance with the agreement between you and the sponsor. Harding Loevner, as sub-adviser to the sponsor, provides information to the sponsor for the sponsor’s use in preparing these reports.

In addition to reports from Harding Loevner or, if applicable, your Wrap Program sponsor, you should expect to receive reports not less than quarterly from your custodian. These reports from your custodian typically include:

1. A listing of individual holdings, including number of shares and current market value at the end of the period;
2. Purchase and sale transactions in your account during the period; and
3. Amounts disbursed for the payment of fees, including (where applicable) our advisory fee.

You should compare the reports you receive from Harding Loevner to the reports you receive from your custodian.

## Client Referrals and other Compensation

We may compensate affiliated and non-affiliated persons for referrals in accordance with rules under the *Investment Advisers Act of 1940*. The compensation to be paid will generally consist of a reimbursement of expenses or payment of a fee. Under the applicable rules, any non-affiliate to which we pay a referral fee will provide the prospective client with certain disclosures regarding the endorsement, the compensation, and any material conflicts. When an affiliate provides a referral, the affiliation to us will be apparent or disclosed.

We may contribute toward or reimburse expenses related to educational seminars, training programs, conferences, or meals and entertainment incurred by firms that:

1. Use us as a sub-adviser;
2. Include us on a list of recommended advisers; or
3. Sponsor programs under which we provide sub-advisory services.

We do not have any arrangements that commit us to make any contributions, reimbursements, or sponsorships in exchange for referrals (other than the referral arrangements discussed in the previous paragraph). We may choose to make charitable contributions or sponsor charitable events at the request of others, including clients or people who are associated with a client. We pay such contributions, reimbursements and sponsorships from our general account.

Wrap Program account clients are encouraged to review carefully the sponsor's disclosure materials, which describe the business arrangements between the sponsor and the investment advisers whose services it makes available through its program.

## Custody

We do not take custody of client funds or securities *except* in situations where a client authorizes its custodian to automatically deduct our advisory fees upon receipt of an invoice from us. We only deduct advisory fees from client accounts for which we are authorized to do so. You must select your own custodian, which may be a broker-dealer, bank, trust company, or other qualified institution. As discussed in "Reporting" [page 31], your custodian typically provides you with account statements no less often than quarterly relating to the assets held within your account we manage.

We urge you to review carefully your account's statements from your custodian promptly upon receipt to confirm that it completely and accurately states all holdings in your account and all account activity over the relevant time period. If you have any questions or concerns, or if you note any discrepancies between the custodian's and our statements, we urge you to contact promptly us and your custodian. Please note that the information on Harding Loevner's statements and the statements from your custodian may differ slightly for reasons including: the use of different pricing sources; the use of trade-date versus settlement-date accounting; and timing differences in the posting of trades, corporate actions, dividend payments and tax reclaims.

We may on occasion receive a client's assets, such as stock certificates or dividend or other checks in the name of a client, which someone misdirected to us. In such instances, we will promptly identify the client to which the assets belong. We will return the client assets to the sender promptly but no later than three business days following receipt of the assets.



With respect to the inadvertent receipt of client assets resulting from tax refunds from tax authorities, or client settlement proceeds from administrators in connection with class action lawsuits and other legal actions, we will promptly, but no later than five business days following the receipt of the assets, forward the client assets to the client (or former client) or their custodian for deposit into the client's account. If we cannot forward the assets to the client or its custodian (because, for example, we cannot identify the client), we will return the assets to the person that sent us the misdirected asset.

## **Investment Discretion**

You grant discretionary authority to us by executing an IMA or by selecting Harding Loevner to sub-advise a portion of your Wrap Program account.

We manage all of our investment strategies to a model portfolio, and deviations from the model portfolio are not permitted except to accommodate your investment guidelines, which you must specify in writing. Subject to any individual guidelines or restrictions specified by you, we have sole discretionary authority to invest and reinvest the securities, property, cash and other investments in your account at such time and in such manner as we deem advisable. We have discretion to:

1. Purchase, sell, redeem, invest, reinvest or otherwise trade any security or other investments (including options, financial futures contracts, forwards, swaps and other derivative products) for your account at the risk, in your name and on your behalf;
2. Exercise any conversion or subscription rights available in connection with any securities or other investments held in your account;
3. Maintain all or part of your account invested in short-term, income-producing instruments for such periods of time as we find reasonable and prudent;
4. Instruct your custodian to deliver securities sold, exchanged, redeemed or otherwise disposed of from your account, and to pay cash for securities acquired for your account; and
5. Perform any other act necessary to enable us to carry out our investment management obligations.

We do not have investment discretion over Model Program accounts. We furnish non-discretionary advice in the form of model portfolios to Model Program sponsors.

## ***Class Action Suits and Other Legal Actions***

You maintain the responsibility to initiate, consider or participate in any bankruptcy, class action or other litigation against or involving any issuer of securities held in or formerly held in your account. We do not assume any responsibility to, and do not, initiate, consider, or participate in any such matters on your behalf or behalf of your account. This includes submitting proofs of claims in bankruptcies or class action litigation, which remains your or your custodian's responsibility.

## **Voting Client Securities**

Unless otherwise instructed by you in writing, we act as your agent to exercise all voting rights in connection with securities held in your account and to receive proxy statements and other materials sent by issuers of those securities to the beneficial owners. When establishing new accounts or entering into arrangements for new Wrap Programs, we instruct the relevant custodian or Wrap Program sponsor to set up arrangements with our third-party proxy-voting agent, ProxyEdge, to help ensure that we receive notice of the relevant proxies sufficiently in advance of a meeting to allow us to vote. We are not responsible for a custodian's or Wrap Program sponsor's failure properly to set up these arrangements.

We vote proxies in the best interests of our clients as shareholders and in a manner that we believe maximizes the economic value of their holdings. Our proxy voting policies and procedures set forth general guidelines for voting proxies, but we evaluate each proposal on its merits (except for votes on behalf of the Climate-Related strategies (see page 16) that Harding Loevner determines to be climate-related).

Harding Loevner subscribes to Glass Lewis' Climate Policy and votes climate-related proxies according to the Climate Policy on behalf of client accounts managed according to the Climate-Related strategies. We may override the Climate Policy if we believe such override is appropriate in light of our duty to our clients and our Climate-Related strategy engagement activities).

If you wish to direct the voting of your securities in respect of a particular solicitation, you may do so by providing us with timely written instructions. We only agree to this type of direction on a best efforts basis, and to the extent consistent with our fiduciary duties and regulatory obligations.

You may ask your client service representative or you may write to us at the address on page 1 of this Brochure for additional information on how we voted your securities, as well as our Proxy Voting Policies and Procedures. Harding Loevner provides quarterly and annual summaries of our proxy voting activities to clients upon request.

## ***Conflicts of Interest***

We recognize that there may be potential conflicts of interest between our interests and your interests if, for example, we have a client or other business relationship with an issuer. We have policies and procedures that we believe are reasonably designed to manage the conflicts of interest created by those business relationships.

We use Glass Lewis to provide unbiased voting recommendations, and our proxy voting decisions are subject to review and oversight by, and regular reporting to, our clients. We defer to Glass Lewis' recommendation if we identify a material conflict.

## ***Other Proxy Issues***

We may be unable to vote, or may decide not to vote, a proxy on behalf of one or more clients. For example, a vote might not be entered because the shares are on loan as part of your securities lending program. In respect of Wrap Programs, we vote the shares visible to us on the voting platform, and rely solely on the information provided by the sponsors without independent verification or reconciliation. Certain countries require shareholders to stop trading securities for a period of time before and/or after a

shareholder meeting (“share blocking”). As a general matter, we do not vote securities in countries that require share blocking because it limits us from exercising our investment discretion.

In addition, we may be unable to complete a thorough and informed review of the proxy materials if the issuer does not provide the information in a timely fashion or if materials are not available in English. If there is insufficient time to review the materials, we will vote in accordance with the Glass Lewis recommendations. We also may determine that the cost of executing the proxy exceeds the benefits to your account. As a general matter, we do not vote securities in countries that require the client to execute a power of attorney.

## **Financial Information**

We do not have any financial condition that impairs our ability to meet our contractual and fiduciary commitments to our clients. We have not been the subject of any bankruptcy proceeding.

## Services and Compensation Disclosure (ERISA)

If the *Employee Retirement Income Security Act of 1974* (“ERISA”) governs our duties to your pension or retirement plan (or to a collective investment trust fund [see page 11] your plan invests in), consider the disclosures described in this part (including the other documents mentioned in this part or elsewhere in your IMA with Harding Loevner, or in your participation agreement for the Harding Loevner Collective Investment Trust for Retirement Plans).

This part does not apply concerning an investment in shares of Harding, Loevner Funds, Inc. or another SEC-registered investment company. Although we have duties under other law, a retirement plan’s investment in SEC-registered fund shares does not make us an ERISA fiduciary or service provider.

### Services

Our services provided to or concerning a plan are as stated by the IMA, or as stated by our investment advisory agreement with a collective trust fund’s trustee.

### Status

We provide those services directly to the plan (or to the collective investment trust) as an investment adviser registered under the *Investment Advisers Act of 1940* and as a fiduciary (within the meaning of ERISA) to the extent of the account and our services provided by the IMA or other agreement.

### Direct compensation

Our direct compensation is as stated in the IMA or other agreement. For a participating trust’s investment under the Harding Loevner Collective Investment Trust for Retirement Plans, our compensation is described in your participation agreement and its fee schedule.

### Indirect compensation

We might receive research or other products or services other than execution (which the Securities and Exchange Commission calls “soft dollar benefits”) from a broker-dealer or another person concerning the plan’s or collective trust’s and other clients’ securities transactions. For more information, please read about our “Soft Dollar Policy” [page 24]. The payers of soft dollar benefits could include every broker-dealer that effects a securities transaction for your plan or its trust. The services for which indirect compensation is received are the services provided under the IMA or other agreement. Presenting this disclosure does not mean we concede that soft dollar benefits is compensation.

### Compensation paid among related persons

Except as described by the preceding paragraph, we will not, concerning our services under the IMA or other agreement, pay to an affiliate or a subcontractor compensation set on a transaction basis or charged directly against the plan’s investment and reflected in the net value of the investment.

### Manner of receipt

If you use a separately managed account, our direct compensation is billed and collected from the plan’s assets as provided by the IMA. If you invest through a collective investment trust, our direct compensation is billed and collected from that trust’s assets. Soft dollar benefits are provided by the broker-dealers.

### Compensation for termination of contract or arrangement

An IMA does not provide us compensation that results because of either party’s termination of the IMA. We remain entitled to compensation that accrued before the effective time of the IMA’s termination.