Part 2A of Form ADV: Firm Brochure

Item 1: Cover Page

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This brochure provides information about the qualifications and business practices of EARNEST Partners, LLC. If you have any questions about the contents of this brochure, please contact us at 404-815-8772 and/or jaywilson@earnestpartners.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

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

Item 2: Material Changes

Material changes have been made to the Firm's brochure since the last annual update (3/28/2024).

The changes in "Item 4: Advisory Business" are generally related to the amount of client assets managed as of December 31, 2024.

The changes in "Item 8: Methods of Analysis, Investment Strategies and Risk of Loss" are generally related to risks with respect to geopolitics, trade tensions, the US Treasury Department Outbound Investment Rule, artificial intelligence (AI), and environmental, social impact, and governance related legislation.

The changes in "Item 10: Other Financial Industry Activities and Affiliations" are generally related to updating affiliated service providers.

The changes in "Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading" are generally related to restrictions with respect to exchange traded funds (ETFs) that the Firm or an Affiliate advises or sub-advises.

The changes in "Item 12: Brokerage Practices" are generally related to clarifying that with respect to Managed Account rotations, each brokerage relationship and a single rotation may consist of multiple programs and/or accounts, clarifying that the Firm is under no obligation to aggregate orders and providing examples of when it may not aggregate, and clarifying that with respect to exchange traded fund clients, directed brokerage includes the use of authorized participants.

The changes in "Item 15: Custody" are generally related to methods of due inquiry.

Item 3: Table of Contents

Item 4: Advisory Business

EARNEST Partners, LLC (hereinafter "we, us, Firm") provides investment management services and we have been in business since 1999.

We generally may offer investment advice on a variety of securities including without limitation the following: equity securities, equity-linked securities, mutual fund shares, limited partnership interests, membership interests, fixed income securities, notes, debentures, convertible securities, depositary receipts, related rights, options (including without limitation, listed and over-the-counter options and the writing of options, whether or not covered), warrants, other securities, currencies and commodities, futures contracts, forward contracts, swaps, options on the foregoing, other derivative instruments and hybrid instruments, and other instruments and investments, in each case of every kind and character, traded on United States and non-United States markets (including over-the-counter markets) and exchanges.

We generally will not advise or act for clients in legal proceedings, including class actions or bankruptcies, involving securities purchased or held in clients' accounts. Commercially reasonable efforts are used to transmit copies of class action notices we receive to the client or the client's designee and we will not be responsible for reasonable delays in transmission.

The Firm provides investment advisory services and in some cases execution of client transactions for wrap fee programs, but does not sponsor wrap fee programs. Other than the range of allowed client-imposed restrictions and trading related aspects, wrap fee accounts are generally managed to the same investment strategies as non-wrap fee accounts. A portion of the wrap fee is paid to us as the compensation for our services.

The Firm is greater than 25% owned by Westchester Limited EP, LLC. Paul E. Viera indirectly owns more than 25% of the Firm through Westchester Limited EP, LLC and The PEV Revocable Living Trust.

The amount of client assets managed as of December 31, 2024:

Discretionary basis:	$38,201,110,621
Non-discretionary basis:	$ 56,188,535
Total:	$38,257,299,156

For purposes of claiming compliance with the CFA Institute's Global Investment Performance Standards (GIPS®), the Firm has defined its Institutional Division and Non-Institutional Division as separate firms. The Non-Institutional Division currently consists of advisory programs under which a fee, not based directly upon transactions in a client's account, is charged for investment advisory services and in some cases the execution of client transactions (i.e. wrap fee programs). Only the Institutional Division claims compliance with GIPS® and as a result, the Institutional Division's assets under management (AUM) will be presented when marketing the Institutional Division's investment performance. The AUM for both Divisions will be shown for regulatory purposes (i.e. Form ADV, prospectuses, etc.). The Non-Institutional Division performance will be related performance which means the performance results of one or more related portfolios as a composite aggregation of all portfolios falling within the stated criteria. Related portfolio means a portfolio with substantially similar investment policies, objectives, and strategies as those of the services being offered in the advertisement. Actual client portfolios and actual client performance may vary significantly from related portfolios and related performance, depending on client restrictions, guidelines, inception date, size of the account, and other factors.

Item 5: Fees and Compensation

Our standard annual fee schedules are set forth below. Fees are generally based upon the market value (including any adjustments) of the assets under management at the end of each calendar or fiscal quarter and are charged in arrears. Asset values are determined in accordance with the Investment Management Agreement between the Firm and each client. A quarterly fee is generally calculated by applying the annual fee rate to the total market value of the assets and then taking one-quarter of the total as the quarterly fee. If a client account commences at any time other than at the beginning of a quarterly period, the first quarterly fee will generally be prorated to the end of the first quarterly period. A client may generally make additions to a client account at any time, subject to the Firm's right to terminate a client account that falls below the minimum account size, if any. Additional assets received into a client account after it is opened, equal to or greater than 10% of the client account value, will generally be charged a pro rata fee based upon the number of days remaining in the quarter. A client may withdraw client account assets upon written notice to the Firm, subject to the usual and customary securities settlement procedures. The Firm reserves the right to terminate a client account that falls below the minimum account size, if any. Assets withdrawn from a client account, equal to or greater than 10% of the client account value, will generally be charged a pro rata fee based upon the number of days elapsed in the quarter. Account aggregation (householding) or the application of breakpoints for fee calculations, are determined in accordance with the Investment Management Agreement between the Firm and each client. The fee is generally due and payable within 15 days after the end of each quarterly period. Clients may authorize us to invoice their custodian directly for the payment of fees, simultaneously sending a copy of the invoice to the client or the client's designee, or authorize us to invoice the client directly for the payment of fees. Fees are generally subject to change with 90 days prior notice to the client. Clients are generally permitted to terminate their contracts with us upon written notice to the Firm provided some reasonable time (normally 30 days) prior to the effective date of the termination. If the investment advisory agreement is terminated, fees due to us will generally be prorated to the date of termination. The Firm generally does not impose start-up, closing or penalty fees in connection with a client account.

1. All Cap Accounts:
   1.00% on the first $10,000,000
   0.75% on the next $15,000,000
   0.60% on the next $25,000,000
   0.50% thereafter

2. Small Cap and Small/Mid Cap Accounts:
   0.95% on the first $15,000,000
   0.85% on the next $20,000,000
   0.75% on the next $25,000,000
   0.65% thereafter

3. Mid Cap Accounts:
   0.90% on the first $15,000,000
   0.80% on the next $20,000,000
   0.75% on the next $25,000,000
   0.65% thereafter

4. Large Cap and Balanced Accounts:
   0.75% on the first $10,000,000
   0.50% on the next $10,000,000
   0.35% thereafter

5. International and Global Equity Accounts:
   0.80% on the first $10,000,000
   0.70% on the next $25,000,000
   0.60% on the next $50,000,000
   0.50% thereafter

6. Emerging Markets Equity Accounts:
   0.95% on the first $50,000,000
   0.80% on the next $75,000,000
   0.70% on the next $100,000,000
   0.60% thereafter

7. Fixed Income Accounts:
   0.30% on the first $20,000,000
   0.20% on the next $30,000,000
   0.15% on the next $150,000,000
   0.10% thereafter

8. Surplus Interest Accounts:
   1.00% on all assets

The investment advisory fees a client pays to the Firm may be subject to negotiation, and may be higher or lower than the fees we charge other clients and may be higher or lower than the fees for similar services charged by other investment advisers. Factors we may consider in negotiating fees may include the amount and/or complexity of services required, the type of assets under management, the types of investment guidelines and restrictions imposed upon the management of the accounts, the amount of assets under management, the expectation for the amount of assets to grow rapidly, our prior relationship with the client, whether we are acting in a discretionary or non-discretionary capacity, the extent of reporting or other administrative services required, the level of due diligence we provide, and various competitive factors. In addition to the foregoing, there may be specialized investment strategies with individualized fee arrangements in place as well as historical fee schedules with long-standing clients that may differ from those applicable to new client relationships. The specific fee arrangements applicable to any particular client are set forth in the Investment Management Agreement between the Firm and the particular client. If there is a conflict between the preceding statements and the Investment Management Agreement, the Investment Management Agreement will control.

The fees due to us cover only the investment management services we provide and do not include costs associated with gaining access to foreign markets (including restricted markets such as China, India, etc.), brokerage commissions, mark-ups and mark-downs, dealer spreads or other costs associated with the purchase and sale of securities, custodian fees, interest, taxes, or other account expenses. Also, each fund (e.g. mutual fund, exchange traded fund, etc.) in which we may invest on behalf of a client will bear its own investment advisory fees and other expenses which are disclosed in each fund's prospectus.

Clients will also incur brokerage and other transaction costs. Item 12 of this brochure discusses brokerage practices.

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

The Firm may agree to negotiate performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client) with some clients. We manage accounts that are charged a performance-based fee as well as accounts that are charged an asset-based fee.

Side-by-side management of accounts that are charged a performance-based fee and accounts that are charged an asset-based fee, create conflicts of interest because we have an incentive to favor accounts for which we receive a performance-based fee. The conflicts relate to, among other things, the allocation of investment opportunities and the aggregation and allocation of transactions.

Policies and procedures have been implemented that we believe are reasonably designed to mitigate and manage the conflicts that arise from side-by-side management. Specifically, we manage client accounts to model portfolios that are approved by our investment team, seek best execution with respect to all securities transactions, and aggregate and then allocate securities transactions to client accounts in a manner that we believe to be fair and equitable.

Item 7: Types of Clients

The Firm generally provides investment advice to any or all of the following types of clients: individuals, high net worth individuals, banks or thrift institutions, broker-dealers, investment advisers, investment companies (including mutual funds and exchange-traded funds), insurance companies, other pooled investment vehicles, pension and profit sharing plans, trusts, estates, or charitable organizations, corporations or other business entities, sovereign wealth funds, federal government entities, and state or municipal government entities. However, actual client composition is subject to change based on market conditions, business plan and other factors.

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

The Firm generally uses a variety of analysis methods including without limitation fundamental, technical, and cyclical analysis in formulating investment advice or managing assets, with our information coming from a variety of sources including without limitation financial newspapers and magazines; inspections of corporate activities; research materials prepared by others; corporate rating systems; annual reports, prospectuses and filings with the SEC or other regulatory bodies; and company press releases.

The investment strategies we use in formulating investment advice or managing assets primarily include long term purchases (securities held at least a year) and short term purchases (securities held less than a year), but from time to time may also include trading (securities sold within 30 days). Additionally, as described below, some investment strategies may also include short sales, margin transactions or other uses of leverage, and option writing, including covered options, uncovered options or spreading strategies.

From time to time, depending on the sophistication and risk tolerance of a client, we may occasionally implement, as part of such client's overall investment strategy, a separate account employing an alternative investment strategy ("Alternative Strategies"), including without limitation, an equity market neutral strategy or a fixed income absolute return strategy. Alternative Strategies may present special risks, including without limitation, higher fees, higher trading costs, volatile performance, heightened risk of loss, use of leverage, and are not suitable for all of our clients. As a result, Alternative Strategies will be offered only to those clients for whom they are reasonably determined to be suitable.

Clients should understand that all investment strategies and the investments made pursuant to such strategies involve risk of loss (including the risk of loss of the entire investment) which clients should be prepared to bear. The investment performance and the success of any investment strategy or particular investment can never be predicted or guaranteed, and the value of a client's investments will fluctuate due to market conditions and other factors. The investment decisions made and the actions taken for client portfolios will be subject to various market, liquidity, currency, economic, political and other risks, and investments may lose value. The types of risks to which a client portfolio is subject, and the degree to which any particular risks impact a client portfolio, may change over time depending on various factors, including the investment strategies, investment techniques and asset classes utilized by the client portfolio, the timing of the client portfolio's investments, prevailing market and economic conditions, reputational considerations, and the occurrence of adverse social, political, regulatory or other developments. Investment should be made only after consulting with independent, qualified sources of accounting, investment, legal, tax and other advice. The information contained in this brochure cannot disclose every potential risk associated with an investment strategy, or all of the risks applicable to a particular client's portfolio. Rather, it is a general description of the nature and risks of the strategies and securities that clients may include in their investment guidelines for their portfolio. Clients should not include these strategies and securities in their guidelines for their portfolio unless they understand the risks of these strategies and securities that they permit the Firm to utilize for their investment portfolio. Clients should also be satisfied that such strategies and securities are suitable for their portfolio in light of the clients' circumstances, investment objectives and financial situation. In addition, clients of pooled investment vehicles that are managed, advised or sub-advised by the Firm should review the prospectuses, offering memorandums and constituent documents for additional information about risks associated with those products. Certain risks of investing in securities and in using the Firm may include, but are not limited to, the following:

Certain Risks

- The risks that stock prices will fall significantly over short or extended periods of time.
  - Historically, the equity market has moved in cycles, and the value of securities may fluctuate significantly from day-to-day.
  - Individual companies may report poor results or be negatively affected by industry and/or economic trends and developments, including changes in interest rates or a decrease in consumer confidence, that are unrelated to the issuer itself or its industry. The prices of securities issued by such companies may suffer a significant decline in response. Current economic conditions in some cases have produced downward pressure on security prices and credit availability for certain companies without regard to those companies' underlying financial strength.

- The percentage of the client's portfolio assets invested in individual securities and in various regions, countries, states, industries and sectors will vary from time-to-time depending on our perception of investment opportunities. Investments in particular securities, regions, countries, states, industries or sectors may be more volatile than the overall stock market. Consequently, a higher percentage of holdings in a particular security, region, country, state, industry or sector may have the potential for greater impact on the performance of the client's portfolio.

- Smaller companies may have limited product lines, markets, or financial resources or they may depend on a few key employees. The securities of smaller companies may trade less frequently and in smaller volume than more widely held securities and the prices of these securities may fluctuate significantly more sharply than those of larger companies. Securities of such issuers may lack sufficient market liquidity to enable a client portfolio to effect sales at an advantageous time or without a substantial drop in price. Generally, the smaller the company size, the greater these risks. Although mid-cap companies are larger than smaller companies, they may be subject to many of the same risks.

- The risks that equity securities purchased at prices below what is believed to be their fundamental value may not increase to reflect that fundamental value or that their fundamental value may have been overestimated or that it may take a substantial period of time to realize that value.

- Investing in foreign companies poses significant additional risks since political and economic events unique to a country or region will affect those markets and their issuers.

  - In addition, investments in foreign companies are generally denominated in a foreign currency, the value of which may be influenced by currency exchange rates and exchange control regulations.

- Changes in the value of a currency compared to the U.S. dollar may significantly affect (positively or negatively) the value of a security. These currency movements may occur separately from, and in response to, events that do not otherwise affect the value of the security in the issuer's home country.

▪ Investing in companies located or doing business in emerging market countries poses significant additional risks. An "emerging market" country is any country determined to have an emerging market economy, considering factors such as the country's credit rating, its political and economic stability and the development of its financial and capital markets. Typically, emerging markets are in countries that are in the process of industrialization, with lower gross national products than more developed countries.

  - Investments in emerging market securities are considered speculative and subject to significantly heightened risks in addition to the significant general risks of investing in non-U.S. securities.

  - Unlike more established markets, emerging markets may have governments that are significantly less stable, markets that are significantly less liquid and economies that are significantly less developed.

  - Emerging market securities may be subject to smaller market capitalization of securities markets, which may suffer periods of significant relative illiquidity; significant price volatility; restrictions on foreign investment; and possible restrictions on repatriation of investment income and capital.

  - Emerging markets are often marked by high concentration of market capitalization and trading volume in a small number of issuers representing a limited number of industries, as well as a high concentration of ownership of such securities by a limited number of investors. The values and relative yields of investments in the securities markets of different countries, and their associated risks, are expected to change independently of each other.

  - Financial intermediaries may be inexperienced, and counterparties may be subject to weaker safekeeping frameworks. Furthermore, certain jurisdictions may allow for clawback arrangements with counterparties as a result of changes in law. Any such arrangements could result in a client portfolio being required to return distributions it previously received in certain circumstances. Other applicable risks include a lack of modern technology, a lack of a sufficient capital base to expand business operations, the possibility of temporary or permanent termination of trading, the rapid development of political and economic structures, significant custody and settlement risk and problems with share registration. Trading platforms in these markets may be new, and the relevant regulations may be untested and subject to change. There is no assurance that the systems and controls of such trading platforms will be adequate or that such platforms would continue in existence.

- Foreign investors may be required to register the proceeds of sales, and future economic or political crises could lead to price controls, forced mergers, expropriation or confiscatory taxation, seizure, nationalization or creation of government monopolies.

- The currencies of emerging market countries may experience significant declines against the U.S. dollar, and devaluation may occur subsequent to investments in these currencies.

- Inflation and rapid fluctuations in inflation rates have had, and may continue to have, significant negative effects on the economies and securities markets of certain emerging market countries.

- Emerging markets may also be adversely impacted by regional and global conflicts and terrorism and war, including actions that are contrary to the interests of the U.S.

- A client portfolio's purchase and sale of securities in certain emerging countries may be constrained by limitations relating to daily changes in the prices of listed securities, periodic trading or settlement volume, and/or limitations on aggregate holdings of foreign investors. A client portfolio may not be able to sell securities in circumstances where price, trading, or settlement volume limitations have been reached.

- Because the effectiveness of the judicial systems in certain countries in which client portfolios may invest varies, client portfolios may have difficulty in successfully pursuing claims in the courts of such countries, as compared to the United States or other developed countries. Furthermore, to the extent a client portfolio obtains a judgment but is required to seek its enforcement in the courts of one of the countries in which the client portfolio invests, there can be no assurance that such courts will enforce such judgment. Moreover, certain countries with emerging markets have in the past failed to recognize private property rights and have at times nationalized or expropriated the assets of, or ignored internationally accepted standards of due process against, private companies, and such countries may take these and other retaliatory actions against a specific private company, including a client portfolio or the Firm. There may not be legal recourse against these actions, which could arise in connection with the commercial activities of the Firm or its affiliates or otherwise, and a client portfolio could be subject to substantial losses. As a result, the risks described above, including the risks of nationalization or expropriation of assets, may be heightened. The Firm may or may not take action as a result of, or seek to avoid, such retaliatory actions and resulting losses.

- The development of infrastructure, disaster management planning agencies, disaster response and relief sources, organized public funding for national emergencies, and early warning technology may be immature and unbalanced in certain countries with emerging or growth markets. As a result, the impact on such countries, their local economies, and local businesses of an outbreak such as the severe acute respiratory syndrome, avian influenza, H1N1/09, and, most recently, COVID-19, or other similarly infectious diseases may be significant. Prolonged periods may pass before market operations return to normal in such countries.

- There are risks related to frontier emerging markets companies. Investing in the securities of issuers operating in frontier emerging markets carries a high degree of risk and special considerations not typically associated with investing in more traditional developed markets. In addition, the risks associated with investing in the securities of issuers operating in emerging market countries are magnified when investing in frontier emerging market countries. These types of investments could be affected by factors not usually associated with investments in more traditional developed markets, including without limitation risks associated with expropriation and/or nationalization, political or social instability, pervasiveness of corruption and crime, armed conflict, the impact on the economy of civil war, religious or ethnic unrest and the withdrawal or non-renewal of any license enabling the Firm to trade in securities of a particular country, confiscatory taxation, restrictions on transfers of assets, lack of uniform accounting, auditing and financial reporting standards, less publicly available financial and other information, diplomatic development which could affect investment in those countries and potential difficulties in enforcing contractual obligations. These risks and special considerations make investments in securities in frontier emerging market countries highly speculative in nature and, accordingly, may not be suitable for an investor who is not able to afford the loss of their entire investment. To the extent that an investor invests a significant percentage of its assets in a single frontier emerging market country, the investor will be subject to heightened risk associated with investing in frontier emerging market countries and additional risks associated with that particular country.

- There are geopolitical risks. Geopolitical and other events (e.g., terrorist attacks, the armed conflicts between Israel and Hamas and between Russia and Ukraine, the varying involvement of the United States and other countries in such conflicts, political and civil unrest related to the foregoing and other events) have had, and could continue to have, adverse effects on regional and global economic markets, including short-term market volatility and adverse long term effects that cannot be predicted. For example, the armed conflict between Russia and Ukraine has led to, among other things, broad-ranging economic sanctions issued by various governments, including the United States, primarily (but not solely) against Russia. Such armed conflicts and related sanctions can exacerbate global supply and pricing issues, particularly those related to oil and gas, and result in increased uncertainty in the regional and global economic markets. These and any other adverse effects, and adverse effects occurring as a result of similar events in the future, could negatively impact the value of client portfolios.

- There are risks related to trade tensions. Ongoing trade tensions between the US and other countries have led to concerns about economic stability and could have an adverse impact on global economic conditions. The US and such other countries from time to time implement and/or increase tariffs on imports from the other. While certain trade agreements have been agreed between the US and certain of these countries, there remains much uncertainty as to whether the trade negotiations between the US and these other countries will be successful and how the trade tensions between the US and such countries will progress. If the trade tensions between the US and these other countries continues or escalates, or if additional tariffs or trade restrictions are implemented by the US or other countries in connection with the global trade tensions, there could be material adverse effects on the global economy, and the value of client portfolios could be materially and adversely affected.

- There are currency risks. A client portfolio may purchase or sell currencies through the use of forward contracts or other instruments based on the Firm's judgment regarding the direction of the market for a particular currency or currencies. A client portfolio may also hold investments denominated in currencies other than the currency in which the client portfolio is denominated. Currency exchange rates can be extremely volatile, particularly during times of political or economic unrest or as a result of actions taken by central banks, which may be intended to directly affect prevailing exchange rates, and a variance in the degree of volatility of the market or in the direction of the market from the Firm's expectations may produce significant losses to a client portfolio. Currency rates in non-U.S. countries may fluctuate significantly over short periods of time for a number of reasons, including changes in interest rates and the imposition of currency controls or other political, economic and tax developments in the U.S. or abroad. To the extent a client portfolio seeks exposure to non-U.S. currencies through non-U.S. currency contracts and related transactions, the client portfolio becomes particularly susceptible to foreign currency value fluctuations, which may be sudden and significant, and investment decisions tied to currency markets. In addition, these investments are subject to the risks associated with derivatives and hedging the impact on client portfolios of fluctuations in the value of currencies may be magnified. The Firm may or may not attempt to hedge all or any portion of the currency exposure of a client portfolio. However, even if the Firm does attempt to hedge the currency exposure of a client portfolio, it is not possible to hedge fully or perfectly against currency fluctuations affecting the value of securities denominated in any particular currency because the value of those securities is likely to fluctuate as a result of independent factors not related to currency fluctuations. To the extent unhedged, the value of a client portfolio's assets will fluctuate with currency exchange rates as well as the price changes of its investments in the various local markets and currencies. Thus, an increase in the value of the currency in which a client portfolio is denominated, compared to the other currencies in which a client portfolio makes its investments, will reduce the effect of increases and magnify the effect of decreases in the prices of the client portfolio securities in their local markets. Conversely, a decrease in the value of the currency in which a client portfolio is denominated relative to other currencies will have the opposite effect on the client portfolio's securities denominated in these other currencies.

- The risks related to investments in fixed income securities in general and the daily fluctuations (including significant fluctuations) in the fixed income securities markets which may be based on many factors, including fluctuations in interest rates, the quality of the instruments in the client's portfolio, national and international economic conditions, and general market conditions.

    - The risks that the issuer or guarantor of a fixed income security or counterparty to the transactions in a client's portfolio will be unable or unwilling to make timely principal and/or interest payments, or otherwise will be unable or unwilling to honor its financial obligations. If the issuer, guarantor, or counterparty fails to pay interest, the income in a client's portfolio may be significantly reduced. If the issuer, guarantor, or counterparty fails to repay principal, or pay interest, the value of that security and of the client's portfolio may be significantly reduced. The client's portfolio may be subject to credit risk to the extent that it invests in fixed income securities or engages in other transactions, such as securities loans, which involve a promise by a third party to honor an obligation to the client's portfolio. The credit quality of securities may deteriorate rapidly, which may impair the client's portfolio liquidity and cause significant value deterioration.

- The price of a fixed income security is dependent upon interest rates. Therefore, the total return of the client's portfolio, when investing a significant portion of its assets in fixed income securities, will vary significantly in response to changes in interest rates. A rise in interest rates will generally cause the value of fixed income securities to decrease. The reverse is also true. Consequently, there is the possibility that the value of the investment in fixed income securities in a client's portfolio may fall significantly because fixed income securities generally fall in value when interest rates rise. Changes in interest rates may have a significant effect on the client's portfolio holding a significant portion of its assets in fixed income securities with long-term maturities. A wide variety of market factors can cause interest rates to rise or fall, including central bank monetary policy, inflationary or deflationary pressures and changes in general market and economic conditions. The risks associated with changing interest rates may have unpredictable effects on the markets and clients' portfolios. Fluctuations in interest rates may also affect the liquidity of a client portfolio's investments.

  During periods when interest rates are low (or negative), a client portfolio's yield (or total return) may also be low and fall below zero. Changing interest rates, including rates that fall below zero, may have unpredictable effects on markets, may result in heightened market volatility and may detract from client portfolio performance to the extent the client portfolio is exposed to such interest rates and/or volatility. To the extent a client portfolio holds a debt instrument with a negative interest rate, the client portfolio would generate a negative return on that investment. If negative interest rates become more prevalent in the market, investors may seek to reallocate their investment to other income-producing assets, which could further reduce the value of instruments with a negative yield.

- Maturity risk is another factor which can significantly affect the value of the fixed income securities holdings in a client's portfolio. In general, the longer the maturity of a fixed income instrument, the higher its yield and the greater its sensitivity to changes in interest rates. Conversely, the shorter the maturity, the lower the yield but the greater the price stability.

- Fixed income securities are often rated by Nationally Recognized Statistical Rating Organizations ("NRSROs"). Fixed income securities rated BBB by Standard & Poor's® Rating Services ("S&P") or Fitch Investors Service, Inc. ("Fitch") and Baa by Moody's Investor Services, Inc. ("Moody's") are considered investment-grade securities, but are somewhat riskier than higher rated investment grade obligations because they are regarded as having only an adequate capacity to pay principal and interest, and are considered to lack outstanding investment characteristics and may be speculative. Fixed income securities with lower ratings are subject to higher credit risk and may be subject to significantly greater fluctuations in value than that of higher rated fixed income securities.

- Fixed income securities rated below Baa by Moody's and BBB by S&P or Fitch are considered speculative in nature and may be subject to certain significant risks with respect to the issuing entity and to significantly greater market fluctuations than higher-rated fixed income securities. Lower-rated fixed income securities are usually issued by companies without long track records of sales and earnings, or by companies with questionable credit strength. These fixed income securities are considered "below investment-grade" or "junk bonds." The market for these fixed income securities may be significantly less liquid than that of higher-rated fixed income securities and adverse conditions could make it extremely difficult at times to sell certain securities or could result in significantly lower prices. These risks can significantly reduce the value of the client's portfolio and the income it earns.

- The percentage of the client's portfolio assets invested in individual securities and in various regions, countries, states, industries and sectors will vary from time to time depending on our perception of investment opportunities. Investments in particular securities, regions, countries, states, industries or sectors may be more volatile than the overall fixed income securities market. Consequently, a higher percentage of holdings in a particular security, industry or sector may have the potential for greater impact on the performance of the client's portfolio.

- There is the risk that the average life of a fixed income security will be significantly extended through a slowing of principal payments (extension risk).

- A borrower is more likely to prepay a loan which bears a relatively high rate of interest. This means that in times of declining interest rates, some higher yielding securities might be converted to cash, and the Firm may be forced to purchase instruments with lower interest rates when the cash is used to purchase additional securities. The increased likelihood of prepayment when interest rates decline also limits market price appreciation of most mortgage-backed and asset-backed securities at a time when the prices of most fixed income securities rise. Bonds with differing underlying average prepayment rates can and will have different sensitivities to interest rate changes on their prepayment response. In addition, a fixed income security may be subject to redemption at the option of the issuer. If a fixed income security held by a client's portfolio is called for redemption, such client's portfolio will be required to permit the issuer to redeem the security, which could have an adverse effect on the client's portfolio.

- There are the risks of using leverage. The use of leverage by a client portfolio creates exposure to potential gains and losses in excess of the initial amount invested, and relatively small market movements may result in large changes in portfolio value. The use of leverage may have adverse tax consequences for certain tax-exempt client portfolios. Such leverage may be obtained through various means.

    - The use of short-term margin borrowings may result in certain significant additional risks. For example, should the securities pledged to a broker to secure a margin account decline in value, the broker may issue a "margin call" pursuant to which additional funds would have to be deposited with the broker or the pledged securities would be subject to mandatory liquidation to compensate for the decline in value. In the event of a sudden precipitous drop in the value of the assets pledged to a broker as margin, the Firm might not be able to liquidate the client's portfolio assets quickly enough to pay off the margin debt and the client's portfolio may therefore suffer additional significant losses as a result.

- Borrowing money to purchase a security may provide the client's portfolio with the opportunity for greater capital appreciation but at the same time will significantly increase the risk of loss with respect to the security. Although borrowing money increases returns if returns on the incremental investments purchased with the borrowed funds exceed the borrowing costs for such funds, the use of leverage decreases returns if returns earned on such incremental investments are less than the costs of such borrowings.

▪ There are risks in selling securities short. Selling securities short inherently involves leverage because the short sale of a security may involve the sale of a security not owned by the seller. The seller may borrow the security for delivery at the time of the short sale. If the seller borrows the security, the seller must then buy the security at a later date in order to replace the shares borrowed. If the price of the security at such later date is lower than that at the date of the short sale, the seller realizes a profit; if the price of the security has risen, however, the seller realizes a loss. Selling a security short which is borrowed exposes the seller to unlimited risk with respect to the security due to the lack of an upper limit on the price to which a security can rise and the inability to reacquire a security or close the transaction timely or at an acceptable price.

▪ There are the risks that growing competition may limit the Firm's ability to take advantage of investment opportunities in rapidly changing markets.

▪ The Firm is dependent on the services of a limited number of persons, and if the services of such key persons were to become unavailable, it could have a significant negative impact on the client's portfolio.

▪ The Firm will manage other accounts and it will remain free to manage additional accounts, including its own account, in the future. The Firm may vary the investment strategies employed on behalf of the client's account from those used for its other client accounts. No assurance is given that the results of the trading by the Firm will be similar to that of other accounts concurrently managed by the Firm and the Firm's brokerage policies and procedures may adversely impact a client's account as compared to other accounts concurrently managed by the Firm. It is possible that such accounts and any additional accounts managed by the Firm in the future may compete with the client's account for the same or similar positions in the markets.

▪ Actual and potential conflicts of interest exist in the structure and operations of the Firm. The Firm's activities and dealings may affect a particular client portfolio in ways that disadvantage or restrict the client portfolio and/or benefit the Firm or other client portfolios. There is the risk that the Firm has failed to properly identify all of the conflicts or that it will fail to do so in the future. To the extent that the Firm does properly identify the conflicts, there is the risk that it will fail to appropriately remove or mitigate the conflicts. Additionally, to the extent that the Firm does appropriately seek to remove or mitigate those conflicts, there is the risk that one or more employees may violate the Firm's policies and procedures to remove or mitigate those conflicts.

- There are force majeure risks. Client portfolio investments may be vulnerable to a force majeure event, including acts of God, war and strike, which could result in the destruction, impairment or loss of profitability for the investments.

- The Firm's trading activities may be made on the basis of short-term market considerations. The portfolio turnover rate may be significant, potentially involving substantial brokerage commissions, related transaction fees and expenses and financing charges. In addition, frequent trading is likely to result in a greater amount of gains being treated as short-term capital gains which may be subject to higher tax rates rather than the preferential rates applicable to long-term capital gains. As a result, high turnover and frequent trading in a client portfolio could have an adverse effect on the performance of the client portfolio.

- The Firm generally will follow a policy of seeking to diversify the client's portfolio among a number of positions. The Firm, however, may depart from such policy from time to time and may acquire for the client's portfolio a few, relatively large positions in relation to the client's portfolio. Consequently, a loss in any such position could result in a proportionately higher reduction in the client's portfolio than if the client's portfolio had been spread among a wider number of positions.

- There are volatility risks. Securities prices can be highly volatile. Price movements for securities are influenced by, among other things, government trade, fiscal, monetary and exchange control programs and policies; changing supply and demand relationships; national and international political and economic events; changes in interest rates; market disruption events caused by pandemics or similar events and the psychological emotions of the market place. Populist and anti-globalization movements as well as market disruption events caused by pandemics or similar events may result in material changes in economic trade and immigration policies, all of which could lead to significant disruption of global markets and could have materially adverse consequences on the client portfolios' investments. Restrictions on or rising costs of global free trade may require portfolio companies to relocate some of their activities, such as manufacturing, which could entail significant costs and could have an adverse effect on investments in certain client portfolios. In addition, governments from time to time intervene, directly and by regulation, in certain markets, often with the intent to influence prices directly. The effects of governmental intervention may be particularly significant at certain times in the financial instrument markets, and such intervention (as well as other factors) may cause these markets to move rapidly. Any market disruptions described above may also result in further changes to regulatory requirements or other government intervention. Such regulations may be implemented on an "emergency" basis, which may suddenly prevent the Firm from implementing certain investment strategies or from managing the risk of a client portfolio's outstanding positions. The Firm may or may not take action on behalf of a client portfolio in anticipation of government action or intervention, which may adversely affect the client portfolio's returns. The client's portfolio may be adversely affected by deteriorations in the financial markets and economic conditions throughout the world, some of which may magnify the risks described herein and have other adverse effects. Deteriorations in economic and financial market conditions, and uncertainty regarding economic markets generally, could result in declines in the market values of potential investments or declines in market values. Such declines could lead to losses and diminished investment opportunities for the client's portfolio, could prevent the client's portfolio from successfully meeting its investment objectives or could require the client's portfolio to dispose of investments at a loss while such unfavorable market conditions prevail. While such market conditions persist, the client's portfolio will also be subject to heightened risks associated with the potential failure of brokers, counterparties and exchanges, as well as increased systemic risks associated with the potential failure of one or more systemically important institutions.

- There are index/tracking error risks. To the extent it is intended that a client portfolio track an index, the client portfolio may not match, and may vary substantially from, the index for any period of time, including as a result of a client portfolio's inability to invest in certain securities as a result of legal and compliance restrictions, regulatory limits or other restrictions applicable to the client portfolio and/or the Firm, reputational considerations or other reasons. As an index may consist of relatively few securities or issuers, tracking error may be heightened at times when a client portfolio is limited by restrictions on investments that the client portfolio may make. A client portfolio that tracks an index may purchase, hold and sell securities at times when a non-index fund would not do so. The Firm does not guarantee that any tracking error targets will be achieved. Client portfolios tracking an index may be negatively impacted by any errors in the index, either as a result of calculation errors, inaccurate data sources or otherwise. The Firm does not guarantee the timeliness, accuracy and/or completeness of an index and the Firm is not responsible for errors, omissions or interruptions in the index (including when the Firm or an affiliate acts as the index provider) or the calculation thereof (including when the Firm or an affiliate acts as the calculation agent).

  In addition to scheduled rebalances, an index provider or its agents may carry out additional ad hoc rebalances to the index in order, for example, to correct an error in the selection of index constituents. When an index is rebalanced and a client portfolio tracking the index in turn rebalances to attempt to increase the correlation between the client portfolio and the index, any transaction costs and market exposure arising from such portfolio rebalancing will be borne directly by the client portfolio. Therefore, errors and additional ad hoc rebalances carried out by the index provider or its agents to the index will increase the costs to and the tracking error risk of the client portfolio.

- There are model risks. The management of client portfolios by the Firm may include the use of various proprietary investment models. There may be deficiencies in the design, testing, monitoring, and/or operation of these models, including as a result of shortcomings or failures of processes, people or systems. Such deficiencies may be difficult to detect and may not be detected for a significant period of time. Inadvertent systems and human errors are an inherent risk of models and the complexity of models may make it difficult or impossible to detect the source of any weakness or failure in the models before material losses are incurred. Moreover, the complexity of the models and their reliance on complex computer programming may make it difficult to obtain outside support. To the extent any third-party licensed intellectual property is used in the development of models, there may be adverse consequences if such material is no longer available. Finally, in the event of any software or hardware malfunction, or problem caused by a defect or virus, there may be adverse consequences to developing or monitoring models. Investments selected using models may perform differently than expected for various reasons, including as a result of incomplete, inaccurate or stale market data or other factors used in the models, the weight placed on each factor, changes from the factors' historical trends, the speed that market conditions change, and technical issues in the construction and implementation of the models (including, for example, data problems and/or software issues). Moreover, the effectiveness of a model may diminish over time, including as a result of changes in the market and/or changes in the behavior of other market participants. A model's return mapping is based on historical data regarding particular asset classes. Certain strategies can be dynamic and unpredictable, and a model used to estimate asset allocation may not yield an accurate estimate of the then current allocation. Operation of a model may result in negative performance, including returns that deviate materially from historical performance, both actual and pro-forma. There is no guarantee that the use of these models will result in effective investment decisions for client portfolios.

- There are valuation risks. The net asset value of a client portfolio as of a particular date may be materially greater than or less than its net asset value that would be determined if a client portfolio's investments were to be liquidated as of such date. For example, if a client portfolio was required to sell a certain asset or all or a substantial portion of its assets on a particular date, the actual price that a client portfolio would realize upon the disposition of such asset or assets could be materially less than the value of such asset or assets as reflected in the net asset value of a client portfolio. Volatile market conditions could also cause reduced liquidity in the market for certain assets, which could result in liquidation values that are materially less than the values of such assets as reflected in the net asset value of a client portfolio. A client portfolio may invest in assets that lack a readily ascertainable market value, and a client portfolio's net asset value will be affected by the valuations of any such assets (including, without limitation, in connection with calculation of any fees). In valuing assets that lack a readily ascertainable market value, the Firm (or an affiliated or independent agent thereof) may utilize dealer supplied quotations or pricing models developed by third parties, the Firm and/or affiliates of the Firm. Such methodologies may be based upon assumptions and estimates that are subject to error. The value of assets that lack a readily ascertainable market value may be subject to later adjustment based on valuation information available to a client portfolio at that time. Any adjustment to the value of such assets may result in an adjustment to the net asset value of a client portfolio.

- There are cash management risks. To the extent the Firm has the authority to manage cash for a client portfolio for various reasons, including for temporary or defensive positions or to meet the liquidity needs of such client portfolio, the Firm may, at certain times and subject to the investment guidelines for such client portfolio, invest some of its assets temporarily in money market funds or other similar types of investments. During any period in which its assets are not substantially invested in accordance with its principal investment strategies, a client portfolio may be prevented from achieving its investment objective, which may adversely affect that client portfolio's performance.

- The Firm is subject to economic sanction laws and regulations in the United States and other jurisdictions that may prohibit transacting, directly or indirectly, with certain countries, territories, entities and individuals. It is possible that these types of economic sanction laws and regulations may significantly restrict or completely prohibit the Firm's intended investment activities. In addition, the Firm is committed to complying with the U.S. Foreign Corrupt

Practices Act and other U.S. and non-U.S. anti-corruption laws and regulations, as well as U.S. anti-boycott regulations, to which it is subject. As a result, the Firm may be adversely affected because of its unwillingness to participate in transactions that may violate such laws or regulations. In the event that the Firm determines that an investor is subject to any trade, economic or other sanctions imposed by the United Nations or any other applicable governmental or regulatory authority, the Firm will take such actions as it determines appropriate to comply with applicable law, which may include, without limitation, (i) blocking or freezing client portfolios or interests therein, (ii) where permitted by the applicable sanctions law, requiring an investor in a pooled investment vehicle to redeem from the fund, and delaying the payment of any redemption proceeds, without interest, until such time as such payment is permitted under applicable law, (iii) excluding an investor in a pooled investment vehicle from allocations of net capital appreciation and net capital depreciation and distributions made to other investors, (iv) ceasing any further dealings with such investor's interest in the client portfolio, until such sanctions are lifted or a license is obtained under applicable law to continue dealings, and (v) excluding an investor in a pooled investment vehicle from voting on any matter upon which investors are entitled to vote, and excluding the net asset value of such investor's interest in the fund for purposes of determining the investors entitled to vote on or required to take any action in respect of the fund.

U.S. and international regulators devote substantial resources to their enforcement of laws relating to anti-bribery, economic sanctions, tax evasion, and other financial crimes and have sought to increase the reach of such laws, and policies and procedures relating to such laws may not be effective in all circumstances to prevent violations. Any determination that the Firm or client portfolios or any of their respective portfolio companies have violated any such laws or regulations could subject the Firm to, among other things, civil and criminal penalties, material fines, profit disgorgement, injunctions on future conduct, securities litigation and general loss of investor confidence, any one of which could adversely impact the business prospects or financial position of the Firm, in addition to the client portfolios' ability to achieve their investment objectives or conduct their operations.

Certain investments made by client portfolios could be subject to heightened regulatory scrutiny as they could be considered foreign direct investment. Foreign direct investment that implicates U.S. national security may be subject to review by the Committee on Foreign Investment in the United States ("CFIUS") under the Exon-Florio Amendment to the U.S. Defense Production Act of 1950 ("Exon-Florio Amendment"). The Exon-Florio Amendment, as amended by the Foreign Investment and National Security Act of 2007 and the Foreign Investment Risk Review Modernization Act of 2018 ("FIRRMA"), authorizes the CFIUS and the President of the United States to determine whether a particular transaction resulting in foreign control of a U.S. business poses a risk to national security. In the CFIUS context, "foreign control" can occur through minority investments where a foreign person acquires a board seat or any other ability to influence a U.S. business. In addition, CFIUS may have jurisdiction over certain non-control foreign investment transactions in certain U.S. businesses if a foreign investor obtains access to material nonpublic technical information of the U.S. business, a board seat or observer right, or other substantive decision-making rights. FIRRMA's implementing regulations now require a CFIUS filing, with certain exceptions, for all foreign direct investments (both control transactions and the non-control transactions described above) in a U.S. business that designs, fabricates, develops, tests, produces, or manufactures specified critical technologies that are used in or designed specifically for one of 27 critical infrastructure industries. Indirect investments by foreign limited partners through a U.S. investment fund are exempt if certain criteria are met ensuring that the foreign person does not obtain decision-making rights or access to material nonpublic technical information with respect to the U.S. business. CFIUS has broad authority to demand mitigation to address any perceived national security concern or, in relatively rare circumstances, the President of the United States may block a deal in its entirety or if a transaction is reviewed after a deal is complete, the President has the power to demand divestment of a U.S. business. In particular, if any transaction may raise risks with regard to CFIUS, the Firm may take, or abstain from taking, certain actions as it deems required or advisable with respect to the transaction, including submitting certain filings to CFIUS for its approval and agreeing to certain mitigation measures. Such actions may make it difficult for the client portfolios to act expeditiously or successfully on investment opportunities. These U.S. rules and regulations concerning foreign investment as well as any future changes thereto may impact a client portfolios' ability to make certain investments, may cause a client portfolio to be excluded from certain investments, may adversely impact the governance rights of a client portfolio and/or may require an investment to be restructured or otherwise modified.

In October 2024, the Treasury Department issued a final rule (the Outbound Investment Rule) implementing Executive Order 14105 and creating a regime restricting investment by U.S. persons in targeted sectors in "countries of concern" (currently limited to China, including Hong Kong and Macau). The Outbound Investment Rule imposes prohibitions or notification requirements on certain outbound investment involving semiconductors and microelectronics, quantum information technologies, and artificial intelligence by "U.S. persons" into certain entities with a nexus to China. The Outbound Investment Rule could limit the universe of prospective investments available to clients of the Firm, making it more difficult to deploy capital or identify buyers for investments, and/or adversely affect the governance, operations and performance of the investments of the Firm's clients. In addition, the number of targeted sectors may expand over the life of such investments.

- There are electronic trading risks. The Firm trades on electronic trading and order routing systems, which differ from traditional open outcry trading and manual order routing methods. Transactions using an electronic system are subject to the rules and regulations of the exchanges offering the system or listing the instrument. Characteristics of electronic trading and order routing systems vary widely among the different electronic systems with respect to order matching procedures, opening and closing procedures and prices, trade error policies and trading limitations or requirements. There are also differences regarding qualifications for access and grounds for termination and limitations on the types of orders that may be entered into the system. Each of these matters may present different risk factors with respect to trading on or using a particular system. Each system may also present risks related to system access, varying response times and security. In the case of internet-based systems, there may be additional risks related to service providers and the receipt and monitoring of electronic mail. Trading through an electronic trading or order routing system is also subject to risks associated with system or component failure. In the event of system or component failure, it is possible that for a certain time period, it might not be possible to enter new orders, execute existing orders or modify or cancel orders that were previously entered. System or component failure may also result in loss of orders or order priority. Some investments offered on an electronic trading system may be traded electronically and through open outcry during the same trading hours. Exchanges offering an electronic trading or order routing system and listing the instrument may have adopted rules to limit their liability, the liability of brokers and software and communication system vendors and the amount that may be collected for system failures and delays. The limitation of liability provisions vary among the exchanges.

- All losses of a client portfolio, including losses relating to investments in affiliated investment funds managed by the Firm, shall be borne solely by such client portfolio and not by the Firm or its affiliates or subsidiaries. The Firm's and its affiliates' or subsidiaries' losses in an affiliated investment fund will be limited to losses attributable to the ownership interests in such investment fund held by the Firm and its affiliates or subsidiaries, if any, in their capacity as investors in such investment fund.

- In circumstances in which client portfolios invest in unaffiliated investment funds, the client portfolios will bear any fees or other compensation due to the Firm and expenses at the client portfolio level, in addition to any fees or compensation and expenses which may be due at the investment fund level.

- Certain investments made by the Firm for client portfolios are intended for investors who can accept the risks associated with investing in illiquid securities, and the possibility of partial or total loss of capital. There is no assurance that client portfolios will achieve their investment or performance objectives, including, without limitation, the location of suitable investment opportunities and the achievement of targeted rates of return, or that client portfolios will be able to fully invest their capital.

- The Firm may receive performance-based compensation from client portfolios based upon the net capital appreciation of client portfolio assets. Such compensation arrangements create an incentive for the Firm to make investments that are riskier or more speculative than would be the case if such arrangements were not in effect. In many cases, performance-based compensation may be calculated on a basis that includes unrealized appreciation of assets. In such cases, such compensation may be greater than if it were based solely on realized gains and losses. See Item 6, Performance-Based Fees and Side-By-Side Management.

- There are risks of reliance on technology. The Firm may employ investment strategies that are dependent upon various computer and telecommunications technologies, which could fail. The successful implementation and operation of such strategies could be severely compromised by telecommunications failures, power loss, software-related "system crashes," fire or water damage, or various other events or circumstances. Any such event could result in, among other things, the inability of the Firm to establish, maintain, modify, liquidate, or monitor the client portfolios' investments, which could have an adverse effect on the client portfolios.

- There are risks associated with technological developments. The financial success of issuers in which client portfolios invest may depend, in part, on their ability to continue to develop and implement services and solutions that anticipate and respond to rapid and continuing changes in technology. The widespread adoption of new internet, networking or telecommunications technologies or other technological changes (including developing technologies such as artificial intelligence, augmented reality, automation, blockchain, Internet of Things, quantum computing and as-a-service solutions) could require issuers in which client portfolios invest to incur substantial expenditures to modify or adapt their services or infrastructure to such new technologies, which could adversely affect their results of operations or financial condition. In addition, new services or technologies offered by competitors or new entrants may make such issuers less differentiated or less competitive when compared to other alternatives. Any failure by such issuers to implement or adapt to new technologies in a timely manner or at all could adversely affect their ability to compete, their market share and their results of operations, which may adversely affect client portfolios.

- There are energy, oil and gas sector risks. Client portfolios may invest in MLPs, energy infrastructure companies and other companies operating in the energy, oil and gas sectors. Energy, oil and gas companies are subject to specific risks, including, among others, fluctuations in commodity prices and/or interest rates, increased governmental or environmental regulation, reduced consumer demand for commodities such as oil, natural gas or petroleum products, reduced availability of natural gas or other commodities for transporting, processing, storing or delivering, slowdowns in new construction, extreme weather or other natural disasters, and threats of attack by terrorists on energy assets. Additionally, changes in the regulatory environment and adverse political events for these companies may adversely impact their profitability. Over time, depletion of natural gas reserves or other commodities may also affect the profitability of companies in the energy, oil and gas sectors. During heightened periods of volatility, energy producers that are burdened with debt may seek bankruptcy relief. Bankruptcy laws may permit the revocation or renegotiation of contracts between energy producers and MLPs/energy infrastructure companies, which would have a dramatic impact on the ability of MLPs/energy infrastructure companies to pay distributions to their investors, including client portfolios.

- There are operational risks associated with renewable energy investments. The value of renewable power investments is dependent on contractual arrangements with third parties who may not perform on their obligations. In addition, governance or economic rights of co-owners of renewable power investments and failures or limitations of physical operating assets may adversely affect the overall performance of investments, and investments may be subject to laws and regulations governing the health and safety of workers, the violation of which may result in potential fines and civil and/or criminal actions. Renewable energy investments may also be adversely affected by seasonal weather conditions, extreme weather or other natural disasters, threats of attack by terrorists on certain renewable energy assets, and changes in the prices and supply of other energy fuels. Construction slowdowns or the inability to complete projects on time could also result in reduced growth for the renewable energy industry.

- There are risks associated with regulatory restrictions applicable to renewable power investments. Renewable power projects are subject to numerous environmental, health and safety laws, regulations, guidelines, policies, directives, government approvals, permit requirements and other requirements which may make the operation of such projects costly and less profitable.

- There are risks relating to the renewable energy market. The renewable energy market is at a relatively early stage of development and may fail to fully develop. The renewable energy market is also subject to a high degree of uncertainty as a result of potential tax, regulatory and technological changes, and is highly competitive. These market characteristics may limit demand for and availability of renewable energy projects and may increase costs associated with such projects. Furthermore, renewable energy investments may be more volatile than investments in more established industries. Certain valuation methods used to value renewable energy investments have not been in widespread use for a significant period of time and may further increase the price volatility of renewable energy investments.

- There are risks associated with infrastructure companies. Infrastructure companies are susceptible to various factors that may negatively impact their businesses or operations, including, without limitation, costs associated with compliance with and changes in environmental, governmental and other applicable regulations, rising interest costs in connection with capital construction and improvement programs, government budgetary constraints that impact publicly funded projects, the effects of general economic conditions worldwide, increased government regulation during an economic downturn or other period of market disruption, surplus capacity and depletion concerns, increased competition from other providers of services, uncertainties and delays with respect to the timing and receipt of government and/or regulatory approvals, uncertainties regarding the availability of fuel and other natural resources at reasonable prices, the effects of energy conservation policies, unfavorable tax laws or accounting policies, and high leverage. Infrastructure companies are also affected by innovations in technology that could result in the manner in which a company delivers a product or service becoming obsolete, significant changes to the number of ultimate end-users of a company's products, inexperience with and potential losses resulting from a developing deregulatory environment, increased susceptibility to terrorist attacks and natural or man-made disasters and other natural risks (including earthquakes, floods, lightning, hurricanes, tsunamis and wind). Infrastructure companies also face operating risks, including the risk of fire, explosions, leaks, mining and drilling accidents or other catastrophic events.

- There are exchange traded fund ("ETF") risks. Client portfolios may invest in ETFs. Most ETFs are passively managed investment companies whose shares are purchased and sold on a securities exchange. An ETF represents a portfolio of securities designed to track a particular market segment or index. In addition to presenting the same primary risks as an investment in a conventional fund, an ETF may fail to accurately track the market segment or index that underlies its investment objective. Moreover, ETFs are subject to the following risks that do not apply to conventional funds: (i) the market price of the ETF's shares may trade at a premium or a discount to their net asset value; (ii) an active trading market for an ETF's shares may not develop or be maintained; and (iii) there is no assurance that the requirements of the exchange necessary to maintain the listing of an ETF will continue to be met or remain unchanged.

  ETFs advised or sub-advised by the Firm, which are required to publicly disclose their portfolio holdings each business day, may have investment objectives, strategies and portfolio holdings that are substantially similar to or overlap with those of other client accounts and pooled vehicles, including mutual funds. In addition, the ETFs advised or sub-advised by the Firm will provide information to authorized participants and other service providers related to the baskets of securities to be delivered in connection with the purchase and redemption of creation units prior to the publication of the portfolio holdings each business day. As a result, it is possible that other market participants may use such information for their own benefit, which could negatively impact the execution of purchase and sale transactions for other products or accounts managed by the Firm.

- There are exchange traded note risks. Client portfolios may invest in Exchange Traded Notes ("ETNs"), which are senior, unsecured, unsubordinated debt securities issued by a sponsoring financial institution. The returns on an ETN are linked to the performance of particular securities, market indices, or strategies, minus applicable fees. ETNs are traded on an exchange (e.g., the NYSE) during normal trading hours; however, investors may also hold an ETN until maturity. At maturity, the issuer of an ETN pays to the investor a cash amount equal to the principal amount, subject to application of the relevant securities, index or strategy factor. Similar to other debt securities, ETNs have a maturity date and are backed only by the credit of the sponsoring institution. ETNs are subject to credit risk. The value of an ETN may be influenced by, among other things, time to maturity, level of supply and demand for the ETN, volatility and lack of liquidity in underlying assets, changes in the applicable interest rates, changes in the issuer's credit rating, and economic, legal, political or geographic events that affect the underlying assets. When a client portfolio invests in ETNs, it will bear its proportionate share of any fees and expenses borne by the ETN. Although an ETN is a debt security, it is unlike a typical bond, in that there are no periodic interest payments and principal is not protected.

- There are master limited partnership ("MLP") risks. Investments by a client portfolio in securities of MLPs involve risks that differ from investments in common stock, including risks related to limited control and limited rights to vote on matters affecting the MLP, risks related to potential conflicts of interest between the MLP and the MLP's general partner, cash flow risks, depletion risk, dilution risks, risks related to the general partner's right to require unit-holders to sell their common units at an undesirable time or price because of regulatory changes or other reasons, and the risk that changes in existing laws, regulations or enforcement policies governing the energy sector could significantly increase the compliance costs of MLPs. MLPs may also incur environmental costs and liabilities due to the nature of their businesses and the substances they handle, and certain MLPs could, from time to time, be held responsible for implementing remediation measures, the cost of which may not be recoverable from insurance. Certain MLP securities may trade in lower volumes due to their smaller capitalizations. Accordingly, those MLPs may be subject to more abrupt or erratic price movements, may lack sufficient market liquidity to enable a client portfolio to effect sales at an advantageous time or without a substantial drop in price, and investment in those MLPs may restrict a client portfolio's ability to take advantage of other investment opportunities. MLPs are generally considered interest-rate sensitive investments. During periods of interest rate volatility, these investments may not provide attractive returns. In addition, the managing general partner of an MLP may receive an incentive allocation based on increases in the amount and growth of cash distributions to investors in the MLP. This method of compensation creates an incentive for the managing general partner to make investments that are riskier or more speculative than would be the case in the absence of such compensation arrangements. Furthermore, MLPs structured as U.S. Royalty trusts are not structured to replenish assets through acquisitions or exploration as the assets are depleted. As a result, the capacity of such MLPs to pay distributions will diminish over time, which may result in a lower stock price and the eventual dissolution of such MLPs, which could adversely affect client portfolios that hold securities of such MLPs.

Investments in securities of an MLP also include tax-related risks. For example, to the extent a distribution received by a client portfolio from an MLP is treated as a return of capital, the client portfolio's adjusted tax basis in the interests of the MLP may be reduced, which will result in an increase in an amount of income or gain (or decrease in the amount of loss) that will be recognized by the client portfolio for tax purposes upon the sale of any such interests or upon subsequent distributions in respect of such interests.

- There are technology sector risks. The stock prices of technology and technology-related companies and therefore the value of client portfolios that invest in the technology sector may experience significant price movements as a result of intense market volatility, worldwide competition, consumer preferences, product compatibility, product obsolescence, government regulation, excessive investor optimism or pessimism, or other factors.

- There are risks relating to software code protection. Source code is often critical to technology companies, and if an unauthorized disclosure of a significant portion of source code occurs, a technology company could potentially lose future trade secret protection for that source code. This could make it easier for third parties to compete with such technology company's products by copying functionality, which could adversely affect revenue and operating margins. Unauthorized disclosure of source code could also increase security risks (e.g., viruses, worms and other malicious software programs that may attack the products and services). Costs for remediating the unauthorized disclosure of source code and other cyber security branches, may include, among other things, increased protection costs, reputational damage, loss of market share and liability for stolen assets or information and repairing system damage that may have been caused. Remediation costs may also include incentives offered to customers or other business partners in an effort to maintain the business relationships after a security breach.

- Actual and perceived accounting irregularities may cause dramatic price declines in the securities of companies reporting such irregularities or which are the subject of rumors of accounting irregularities.

- Common stock and similar equity securities generally entitle holders to an interest in the assets of the issuer, if any, remaining after all more senior claims to such assets have been satisfied. Holders of common stock generally are entitled to dividends only if and to the extent declared by the governing body of the issuer out of income or other assets available after making interest, dividend and any other required payments on more senior securities of the issuer.

- Bonds and similar fixed income securities generally are either secured or unsecured. Although secured bonds entitle holders to an interest in the assets of the issuer that are pledged as collateral for the bonds, the proceeds from the sale of such collateral may not fully repay the creditors in the event of a default. Holders of unsecured bonds represent the most junior position of an issuer's creditors.

- The market value of securities in general, and particularly the market value of fixed income securities, tend to be highly sensitive to fluctuations in interest rates. Interest rate increases generally will increase the interest carrying costs of leverage arrangements, including borrowed funds and securities.

- Duration is a measure of systematic risk based upon a bond's price sensitivity to interest rate changes. The client's portfolio will fluctuate over a range and could at times be significantly higher or lower than any or all fixed income indices at some time.

- Convexity is a measure of the change in duration of a fixed income instrument resulting from an interest rate change. The client's portfolio could sometimes exhibit a negative convexity (that prices decline faster when interest rates rise than prices rise when interest rates decline) while at other times it could exhibit a positive convexity (that prices rise faster when interest rates decline than prices fall when interest rates rise).

- The client's portfolio will be subject to credit and market risks. Investments in fixed-rate and floating rate mortgage-backed and asset-backed fixed income securities will entail normal credit risks such as the risk of non-payment of principal and interest on the security, and market risks such as the risk that interest rates and other factors will cause the value of a security to decline. Many issuers or servicers of mortgage-backed securities guarantee timely payments of interest and principal on the securities, whether or not payments are made when due on the underlying obligations. This kind of guarantee generally increases the quality of a security, but does not mean that the security's market value and yield will not decline. Like other fixed income investments, the value of a fixed rate mortgage-backed and asset-backed security may tend to rise when interest rates fall, and fall when interest rates rise. The value of fixed income securities also may change based upon the markets perception of the creditworthiness of the organization which issues or guarantees them.

- The client portfolios may, but are not required to, use credit ratings to evaluate securities. Credit ratings do not evaluate the market value risk of lower-quality securities and, therefore, may not fully reflect the true risks of an investment, and they are used only as a preliminary indicator of investment quality. Investments in lower-quality and comparable unrated obligations will be more dependent on the credit analysis of the Firm than would be the case with investments in investment-grade debt obligations. A change in the credit rating of a security can have a rapid, adverse effect on the security's liquidity and make it more difficult for a client portfolio to sell at an advantageous price or time.

- There are certain risks associated specifically with collateralized mortgage obligations ("CMOs"). CMOs issued by private entities are not U.S. Government securities and are not guaranteed by any government agency, although the securities underlying a CMO may be subject to a guarantee. Therefore, if the collateral securing the CMO, as well as any third party credit support or guarantees, is insufficient to make payment the holder of a CMO could sustain a loss.

- There are other debt instrument, CBO and CLO risks. The client portfolios may directly or indirectly invest in other investment grade or other debt instruments of companies or other entities not affiliated with countries or governments, including but not limited to, senior and subordinated corporate debt; investment grade tranches of collateralized mortgage obligations; preferred stock; corporate securities; and bank debt. As with other investments made by a client portfolio, there may not be a liquid market for these debt instruments, which may limit the client portfolio's ability to sell these debt instruments or to obtain the desired price. Client portfolios may also invest in collateralized bond obligations ("CBOs") and collateralized loan obligations ("CLOs"), and other similar securities which may be fixed pools or may be "market value" or managed pools of collateral, including commercial loans, high yield and investment grade debt, structured securities and derivative instruments relating to debt. Depending upon the tranche of a CBO or CLO in which a client portfolio invests, the returns may be extremely sensitive to the rate of defaults in the collateral pool, and redemptions by more senior tranches could result in an elimination, deferral or reduction in the funds available to make interest or principal payments to the tranches held by client portfolios. In addition, there can be no assurance that a liquid market will exist in any CBO or CLO when a client portfolio seeks to sell its interest therein. Also, it is possible that a client portfolio's investment in a CBO or CLO will be subject to certain contractual limitations on transfer. Further, a CBO or CLO may be difficult to value depending upon current market conditions.

- There are floating and variable rate obligations risks. Client portfolios may invest in instruments that have floating and/or variable rate obligations. For floating and variable rate obligations, there may be a lag between an actual change in the underlying interest rate benchmark and the reset time for an interest payment of such an obligation, which could harm or benefit the client portfolio, depending on the interest rate environment or other circumstances. In a rising interest rate environment, for example, a floating or variable rate obligation that does not reset immediately would prevent a client portfolio from taking full advantage of rising interest rates in a timely manner. However, in a declining interest rate environment, a client portfolio may benefit from a lag due to an obligation's interest rate payment not being immediately impacted by a decline in interest rates. Certain floating and variable rate obligations have an interest rate floor feature, which prevents the interest rate payable by the security from dropping below a specified level as compared to a reference interest rate. Such a floor protects client portfolios from losses resulting from a decrease in the reference rate below the specified level. However, if the reference rate is below the floor, there will be a lag between a rise in the reference rate and a rise in the interest rate payable by the obligation, and client portfolios may not benefit from increasing interest rates for a significant amount of time.

- There are risks related to the discontinuance of Interbank Offered Rates ("IBORs"), in particular the London Inter-bank Offered Rate ("LIBOR"). Client portfolios that undertake transactions in instruments that are valued using LIBOR rates or other IBORs or enter into contracts which determine payment obligations by reference to LIBOR or other IBOR rates may be adversely affected as a result.

- Trading in certain securities and derivatives takes place primarily in over-the-counter markets consisting of groups of dealer firms that are typically major securities firms. Because the market for certain securities and derivatives is a dealer market, rather than an auction market, no single obtainable price for a given instrument prevails at any given time. Not all dealers maintain markets in all securities at all times. The bid-asked spread for certain securities may be significantly wider than for other instruments. There is no limitation on the daily price moves of these instruments and a dealer is not required to continue to make markets in such instruments. There have been periods during which dealers have refused to quote prices or have quoted prices with an unusually wide spread between the bid and asked price. By its nature, the market for certain securities is a very specialized market and investors in it have been predominantly financial institutions. The market for certain securities, while growing in volume, may pose liquidity problems as certain securities trade infrequently or only in small amounts. The limited size of the market for certain securities may cause prices to be unduly influenced by traders who take and trade large positions. The Firm may have difficulty disposing of certain securities because there may be a thin trading market for such securities.

- Credit card receivables are generally unsecured, and the debtors are entitled to the protection of a number of state and federal consumer credit laws, many of which give such debtors the right to set off certain amounts owed on the credit cards, thereby reducing the balance due. In addition, some issuers of automobile receivables permit the servicer to retain possession of the underlying obligations. If the servicer were to sell these obligations to another party, there is a risk that the purchaser would acquire an interest superior to that of the holders of the related automobile receivables.

- The Firm may engage in over-the-counter ("OTC") transactions. In general, there is less governmental regulation and supervision in the OTC markets than of transactions entered into on an organized exchange. In addition, many of the protections afforded to participants on some organized exchanges, such as the performance guarantee of an exchange clearinghouse, will not be available in connection with OTC transactions. The client's portfolio will therefore be exposed to greater risk of loss through default than if the Firm confined its trading to regulated exchanges.

- The Firm may seek to employ various risk management techniques designed in an attempt to manage the risk of the client's portfolio versus one or more benchmark indices. A substantial risk remains, nonetheless, that such techniques will not always be possible to implement and when possible will not always be effective in managing such risk.

- It may not always be possible to execute a buy or sell order at the desired price or at the desired time or to liquidate an open position due to market conditions or otherwise. It is also possible that a governmental authority may suspend or restrict trading or order the immediate settlement of a particular trade or in particular securities or allow trading for liquidation purposes only.

- Substantial additional regulation on the financial markets may be imposed. Although it is not possible to predict what, if any, regulatory changes will in fact be imposed on the markets, any such regulations could significantly restrict the Firm's access to such markets. Any such regulations might also impair the liquidity of the markets.

- Institutions, such as brokers and dealers, may encounter financial difficulties that impair the operating capabilities of the Firm. The Firm will attempt to limit its transactions to well-capitalized and established brokers and dealers in an effort to mitigate such risks.

- The client's portfolio may be subject to the risks of the inability of counterparties to perform with respect to transactions, whether due to insolvency, bankruptcy or other causes, which could subject the client's portfolio to substantial losses. In an effort to mitigate such risks, the Firm will attempt to limit transactions to counterparties which are established, well-capitalized and creditworthy.

- There are significant risks in using options which may result in the loss of a portion of or all of the principal investment, and/or funds in excess of the principal investment. There are special risks associated with uncovered option writing which expose the investor to significant loss. The potential loss of uncovered call writing is unlimited. As with writing uncovered calls, the risk of writing uncovered put options is substantial. For combination writing, where an investor writes both a put and a call on the same underlying instrument, the potential risk is unlimited.

- It is possible that legislative, administrative or judicial changes may occur which may alter, either prospectively or retroactively, any one or more of the risks.

- The Firm will engage in trading on non-U.S. exchanges and markets for certain client portfolios. Trading on such exchanges and markets involves certain risks not applicable to trading on U.S. exchanges and is frequently less regulated. For example, certain of such exchanges may not provide the same assurances of the integrity (financial and otherwise) of the marketplace and its participants as do U.S. exchanges. There also may be less regulatory oversight and supervision by the exchanges themselves over transactions and participants in such transactions on such exchanges. Some non-U.S exchanges, in contrast to U.S. exchanges, are "principals' markets" in which performance is the responsibility only of the individual member with whom the trader has dealt and is not the responsibility of an exchange or clearing association. Furthermore, trading on certain non-U.S. exchanges may be conducted in such a manner that all participants are not afforded an equal opportunity to execute certain trades and may also be subject to a variety of political influences and the possibility of direct governmental intervention. Certain markets and exchanges in non-U.S. countries have different clearance and settlement procedures than U.S. markets for trades and transactions and in certain markets, there have been times when settlement procedures have been unable to keep pace with the volume of transactions, thereby making it difficult to conduct such transactions. Any difficulty with clearance or settlement procedures may expose the client's portfolio to losses. Such trading activities on non-U.S. markets would also be subject to the risk of fluctuations in the exchange rate between the local currency and the U.S. dollar and to the possibility of exchange controls.

- The Firm intends to trade in securities of non-U.S. issuers traded outside of the United States. In addition to currency exchange risks, such trading requires consideration of certain other risks not typically associated with investing in securities of U.S. issuers. There may be less publicly available information regarding issuers located in certain countries. In addition, certain countries may have no laws or regulations prohibiting insider trading. Furthermore, if the accounting standards in a non-U.S. country do not require as much detail as U.S. standards, it may be harder for the Firm to analyze the financial condition of an issuer located in such country. The economies of certain countries often do not compare favorably with the economy of the United States with respect to such issues as growth of gross national product, reinvestment of capital, resources and balance of payments position. Certain of such economies may rely heavily on particular industries or foreign capital and are more vulnerable to diplomatic developments, the imposition of economic sanctions against a particular country or countries, changes in international trading patterns, trade barriers and other protectionist or retaliatory measures. Investments in non-U.S. markets also may be adversely affected by governmental actions such as the imposition of capital controls, nationalization of companies or industries, expropriation of assets or the imposition of punitive taxes. In addition, the governments of certain countries may prohibit or impose substantial restrictions on foreign investing in their capital markets or in certain industries. Any such action could severely affect security prices, impair the Firm's abilities to purchase or sell non-U.S. securities or otherwise adversely affect the client's portfolio. Other non-U.S. market risks include, less stringent investor protections and disclosure standards, higher transaction costs, less liquidity, greater volatility, difficulties in pricing securities, difficulties in enforcing favorable legal judgments in non-U.S. courts, and political and social instability. Legal remedies available to investors in certain countries may be less extensive than those available to investors in the United States or other countries.

- There is non-U.S. custody risk. Client portfolios that invest in foreign securities may hold non-U.S. securities and cash with non-U.S. banks, agents, and securities depositories appointed by the client portfolio's custodian. Some non-U.S. custodians may be newly formed or new to the non-U.S. custody business, or subject to little or no regulatory oversight over or independent evaluation of their operations, and the laws of certain countries may place limitations on a client portfolio's ability to recover its assets if a non-U.S. custodian enters bankruptcy. Investments in emerging markets may be subject to even greater custody risks than investments in more developed markets. Custody services in emerging market countries are very often undeveloped and may be considerably less well-regulated than in more developed countries, and thus may not afford the same level of investor protection as would apply in developed countries.

- There are the risks that any or all of the Firm's processes and procedures including without limitation investment processes, research, risk controls, people, systems, and tools and methodologies may be inadequate, may fail and/or cease to work resulting in a significant loss in the client's portfolio. Operational risk can arise from many factors ranging from routine processing errors to potentially costly incidents related to, for example, major systems failures or from external events.

- There are the risks that any or all of the Firm's vendors and/or service providers upon which it relies including without limitation research and data providers, pricing vendors, index providers, and NRSROs and other rating agencies may provide the Firm with inaccurate information and/or services or fail to provide the Firm with information and/or services. Any or all of which may result in a significant loss in the client's portfolio.

- There are the risks that the Firm has not identified all of its risks and that it may fail to do so in the future. To the extent the Firm does accurately identify its risks, there is the risk that it may fail to appropriately mitigate those risks. Additionally, to the extent that the Firm does appropriately seek to mitigate those risks, there is the risk that one or more employees may violate the Firm's policies and procedures to mitigate those risks. Any or all of which may result in a significant loss in the client's portfolio.

- There are investment style risks. Different investment styles (e.g. "core", "growth" or "value") tend to shift in and out of favor depending upon market and economic conditions as well as investor sentiment. The client's portfolio may outperform or underperform other accounts that invest in similar asset classes but employ different investment styles.

- There are liquidity risks. A client's portfolio may include investments that may be illiquid or that are not publicly traded and/or for which no market is currently available, that are subject to legal, regulatory or contractual restrictions on their sale or transfer, or that may become less liquid in response to market developments or adverse investor perceptions. Lack of liquidity could prevent us from liquidating unfavorable positions promptly or at a favorable price and could subject the client portfolio to substantial losses. Investments that are illiquid or that trade in lower volumes may be more difficult to value. Liquidity risk may be the result of, among other things, the reduced number and capacity of traditional market participants to make a market, including in fixed income securities, or the lack of an active market. The potential for liquidity risk may be magnified by a rising interest rate environment or other circumstances. Additionally, market participants may attempt to sell fixed income holdings at the same time as the client portfolio, which could cause downward pricing pressure and contribute to illiquidity. These risks may be more pronounced in connection with a client portfolio's investments in securities of issuers located in countries that are not included in the Organization for Economic Cooperation and Development. Further, a client's portfolio may invest in private funds that place limitations on being able to redeem their capital account balances or withdraw their interests, and there will be no active secondary market for the interests. Moreover, investors in private funds may not, directly or indirectly, sell, assign, encumber, mortgage, transfer, or otherwise dispose of, voluntarily or involuntarily, any portion of their interests without the private fund's consent, which may be granted or withheld in its sole discretion.

- There are management risks which is the risk that a strategy used by the Firm may fail to produce the intended results for a client's portfolio, and there is a risk that the entire amount invested may be lost. There is no guarantee that the investment objective of the client's portfolio will actually be achieved and investment results of the client's portfolio may vary substantially over time.

- There are inflation risks. The U.S. and other economies have recently begun to experience higher-than-normal inflation rates. It remains uncertain whether substantial inflation in the U.S. and other economies will be sustained over an extended period of time and/or have a significant adverse effect on the U.S. and other economies. Inflation and rapid fluctuations in inflation rates have had in the past, and will likely in the future have, negative effects on economies and financial markets. A client portfolio's investments may not keep pace with inflation. Inflation has increased the cost of fuel, energy, labor, and raw materials, caused supply chain shortages, and may adversely affect consumer spending, economic growth and the operations of client portfolio companies. Past governmental efforts to curb inflation have also involved drastic economic measures that have had a material adverse effect on the level of economic activity in the countries where such measures were employed, and similar governmental efforts could be taken in the future to curb inflation and could have similar effects.

- There are market and macro risks. The value of the securities in which a client's portfolio invests may go up or down in response to the prospects of individual companies, particular sectors or governments, and/or general economic conditions throughout the world due to increasingly interconnected global economies and financial markets, and conditions and events in one country, including countries with emerging markets and countries with more established markets. These events include, but are not limited to, commodity exposure risk, inflation protected securities ("IPS") risk, credit/default risk, interest rate risk, mortgage-backed or asset-backed risk, non-investment grade investments risk, U.S. government securities risk, derivatives risk, currency exchange rate risk, and inflation risk. Furthermore, local, regional and global events such as war, acts of terrorism, social unrest and other social issues (including social movements such as the recent short squeeze of certain stocks driven by followers of certain social media sites), political uncertainty (including as a result of the recent events at the U.S. Capitol, the UK referendum, or a change in a country's political administration), natural disasters, the spread of infectious illness or other public health threats could also adversely impact issuers, markets and economies, including in ways that cannot necessarily be foreseen. Client portfolios could be negatively impacted if the value of a portfolio holding were harmed by such political, economic or social conditions or events. In addition, governmental and quasi-governmental organizations have taken a number of unprecedented actions designed to support the markets. Such conditions, events and actions may result in greater market risk.

- There are risks relating to the operation of markets. Client portfolios may incur losses in the event of the early closure of, complete closure of, suspension of trading in, or similar interruptions affecting one or more domestic or international markets, trading venues, or clearinghouses on or through which the Firm trades for such client portfolios. The duration of any such events cannot be predicted and may be for an extended period of time. Any such events may affect multiple asset classes, and may result in previously liquid securities becoming illiquid, making it difficult or impossible to close out positions in affected securities. Such events may also result in significant uncertainty with respect to valuations for affected securities. In addition, such events can result in otherwise historically low-risk strategies performing with unprecedented volatility. Any changes to regulatory requirements or other government intervention as a result of such events may be implemented on an "emergency" basis, which may prevent the Firm from implementing certain investment strategies or from managing the risk of client portfolios' outstanding positions, which may adversely affect client portfolios.

- There are legal, tax and regulatory risks. The Firm is subject to legal, tax and regulatory oversight, including by the SEC and similar regulators. As a result, certain of the Firm's activities and transactions in respect of the client's portfolio may be restricted. Similarly, there have been recent legislative, tax and regulatory changes and proposed changes that may apply to the activities of the Firm that may require material adjustments to the business and operations of, or have other adverse effects on, the client's portfolio. Any rules, regulations and other changes, and any uncertainty in respect of their implementation, may result in increased costs, reduced profit margins and reduced investment and trading opportunities, all of which may negatively impact the performance of the client's portfolio.

  Each client is advised (i) that tax laws and regulations are changing on an ongoing basis and (ii) that these laws and regulations may be changed with retroactive effect. Moreover, the interpretation and application of tax laws and regulations by certain tax authorities may not be clear, consistent or transparent. Uncertainty in the tax law may require a client portfolio to accrue potential tax liabilities even in situations where a client portfolio and/or its investors do not expect to be ultimately subject to those tax liabilities. Further, accounting standards and/or related tax reporting obligations may change, giving rise to additional accrual and/or other reporting obligations. Each prospective investor is also encouraged to be aware that other developments in the tax laws of the United States and other jurisdictions could have a material effect on the tax consequences to investors, the client portfolio and/or a client portfolio's investments and that investors may be required to provide certain additional information to the Firm (which may be provided to the Internal Revenue Service or other taxing authorities) or may be subject to other adverse consequences as a result of that change in tax laws.

  Each prospective investor in an affiliated investment fund is advised that it will or may be required to take into account its distributive share of all items of income, gain, loss, deduction and credit, whether or not distributed. Because of the nature of certain client portfolios' investment activities, a client portfolio may generate taxable income in excess of cash distributions to investors. In any given year, a prospective investor may incur taxable income in excess of cash received from a client portfolio. The specific U.S. federal income tax consequences to a client portfolio and its investors will depend upon the types of investments made and the manner in which those investments are structured, among other considerations. A client portfolio may generate losses, deductions, and other tax attributes that may be subject to special limitations and other complex rules.

- There are environmental risks and risks related to natural disasters. Investments in or relating to real estate assets may be subject to numerous statutes, rules and regulations relating to environmental protection. Certain statutes, rules and regulations might require that investments address prior environmental contamination, including soil and groundwater contamination, which results from the spillage of fuel, hazardous materials or other pollutants. Under various environmental statutes, rules and regulations, a current or previous owner or operator of real property may be liable for noncompliance with applicable environmental and health and safety requirements and for the costs of investigation, monitoring, removal or remediation of hazardous materials. These laws often impose liability, whether or not the owner or operator knew of or was responsible for the presence of hazardous materials. The presence of these hazardous materials on a property could also result in personal injury or property damage or similar claims by private parties. The client's portfolio may be exposed to substantial risk of loss from environmental claims arising in respect of real estate acquired with environmental problems, and the loss may exceed the value of such investment. Furthermore, changes in environmental laws or in the environmental condition of an asset may create liabilities that did not exist at the time of acquisition of an investment and that could not have been foreseen.

- There are real estate industry risks. The real estate industry is particularly sensitive to economic downturns. The values of securities of companies in the real estate industry may go through cycles of relative under-performance and out-performance in comparison to equity securities markets in general. Additionally there are risks related to general and local economic conditions which may include: possible declines in the value of real estate, risks related to general and local economic conditions, possible increased cost of or lack of availability of mortgage financing, variations in rental income, neighborhood values or the appeal of property to tenants; interest rates; overbuilding; extended vacancies of properties; increases in competition, property taxes and operating expenses; and changes in zoning laws.

- There is recession risk. A client portfolio's companies may be susceptible to economic slowdowns or recessions and may be unable to repay their debt obligations during these periods. An economic downturn could disproportionately impact the industries in which a client portfolio invests, causing it to be more vulnerable to losses in its portfolio, which could negatively impact financial results.

- There is the impact of a recessionary environment on real estate investments. Investments in real estate may be adversely affected by deteriorations and uncertainty in the financial markets and economic conditions throughout the world. Real estate historically has experienced significant fluctuations and cycles in value and local market conditions which may result in reductions in the value of real property interests. All real estate-related investments are subject to the risk that a general downturn in the national or local economy will depress real estate prices. Given the volatile nature, the Firm may not timely anticipate or manage existing, new or additional risks, contingencies or developments, including regulatory developments and trends in new products and services, in the current or future market environment. Such a failure could materially and adversely affect the client portfolios and their investment objectives or could require client portfolios to dispose of investments at a loss while such unfavorable market conditions prevail.

- There are risks related to model portfolio allocations and rebalancing. Allocations of the client's portfolio assets may, from time to time, be out of balance with the client's portfolio model portfolio allocations for extended periods of time or at all times due to various factors, such as fluctuations in, and variations among, the performance of the investment products and/or securities to which the assets are allocated and reliance on estimates in connection with the determination of percentage allocations. Any rebalancing by the Firm of the client's portfolio assets may have an adverse effect on the performance of the client's portfolio assets. For example, the client's portfolio assets may be allocated away from one or more over-performing investment product and/or security and allocated to one or more under-performing investment product and/or security. In addition, the achievement of any intended rebalancing may be limited by several factors, including the use of estimates of the net asset values of the investment products, and in the case of investments in investment products that are pooled investment vehicles, restrictions on additional investments in and redemptions from such investment products.

- There are hedging risks. Hedging techniques could involve a variety of derivatives, including futures contracts, exchange-listed and over-the-counter put and call options on securities, financial indices, forward foreign currency contracts, and various interest rate transactions (collectively, "hedging instruments"). To the extent the Firm utilizes hedging techniques in respect of a client's portfolio, hedging techniques involve risks different than those of underlying investments. In particular, the variable degree of correlation between price movements of hedging instruments and price movements in the position being hedged creates the possibility that losses on the hedge may be greater than gains in the value of the positions of a client's portfolio or that losses on the hedge will occur at the same time as losses in the value of the positions of a client's portfolio. In addition, certain hedging instruments and markets may not be liquid in all circumstances. As a result, in volatile markets, a client's portfolio may not be able to close out a transaction in certain of these instruments without incurring losses substantially greater than the initial deposit. Although the contemplated use of these instruments is intended to minimize the risk of loss due to a decline in the value of the hedged position, at the same time they tend to limit any potential gain which might result from an increase in the value of such position. The ability of a client's portfolio to hedge successfully will depend on the ability of the Firm to predict pertinent market movements, which cannot be assured. Hedging techniques involve costs, which could be significant, whether or not the hedging strategy is successful.

- There are risks related to indirect investment in foreign securities. Some countries, especially emerging markets countries, do not permit foreigners to participate directly in their securities markets or otherwise present difficulties for efficient foreign investment. A client portfolio may use participation notes to establish a position in such markets as a substitute for direct investment. Participation notes are issued by banks or broker-dealers and are designed to track the return of a particular underlying equity or debt security, currency or market. When the participation note matures, the issuer of the participation note will pay to, or receive from, a client portfolio the difference between the nominal value of the underlying instrument at the time of purchase and that instrument's value at maturity. Investments in participation notes involve the same risks as are associated with a direct investment in the underlying security, currency or market that they seek to replicate as well as counterparty risk when traded over-the-counter and may be subject to certain fees or expenses. Foreign securities may also trade in the form of depositary receipts. Investments in depositary receipts are subject to the same risks as the securities underlying such instruments. Depositary receipts may not reflect the return a client portfolio would realize if the client portfolio actually owned the relevant securities underlying the depositary receipts. To the extent a client portfolio acquires depositary receipts through banks which do not have a contractual relationship with the foreign issuer of the security underlying the depositary receipts to issue and service such unsponsored depositary receipts, there may be an increased possibility that the client portfolio would not become aware of and be able to respond to corporate actions such as stock splits or rights offerings involving the foreign issuer in a timely manner. In addition, certain fees and other expenses may apply to transactions in depository receipts, including fees associated with foreign ordinary conversion, creation fees charged by third parties and foreign tax charges.

- There are climate change risks. Climate change, its physical impacts, and related regulations could result in significantly increased operating and capital costs that could materially harm certain investments of client portfolios.

- There are concentration and geographic risks. A client portfolio that concentrates its investments in a relatively small number of issuers, asset classes, geographic locations or economic sectors may be more adversely affected by adverse economic, business, political or other developments than a less concentrated portfolio.

- There are conversion of equity investments risks. After its purchase, a non-equity investment directly or indirectly held by a client portfolio (such as a convertible debt instrument) may convert to an equity security. In addition, a client portfolio may directly or indirectly acquire equity securities in connection with a restructuring event related to one or more of its non-equity investments. The inclusion of equity securities in certain client portfolios may not be contemplated or permitted under the governing documentation relating to such client portfolios. However, the holding of equity securities in the circumstances described above will not be deemed to constitute a violation of the governing documentation relating to the client portfolio. Equity securities acquired as described above may be subject to restrictions on transfer (including contractual lock-ups and sale restrictions under applicable securities laws) and there may not be a market for such securities. The client portfolio or an investment fund in which the client portfolio invests may be unable to liquidate the equity investment at an advantageous time from a pricing standpoint. Furthermore, an underlying investment fund may continue to hold an investment. Continued holding of such investments may adversely affect the client portfolio.

- There are risks related to limited assets. A client's portfolio may at any time and from time to time have limited assets, which may limit the Firm's ability to trade in certain instruments that typically require minimum account balances and/or lot sizes for investment. A client's portfolio may be limited with respect to the investment strategies it is able to employ and may be unable to diversify across investment strategies or instruments.

- There are restricted investments risks. Restricted securities are securities that may not be sold to the public without an effective registration statement under the U.S. Securities Act of 1933, as amended, or, if they are unregistered, may be sold only in a privately negotiated transaction or pursuant to an exemption from registration. To the extent a client's portfolio invests in restricted securities, these restrictions could prevent a client's portfolio from promptly liquidating unfavorable positions and subject such client's portfolio to substantial losses. Further, when registration is required to sell a security, a client portfolio may be obligated to pay all or part of the registration expenses, and a considerable period may elapse between the decision to sell and the time the client portfolio may be permitted to sell the security under an effective registration statement. If adverse market conditions developed during this period, a client portfolio might obtain a less favorable price than the prevailing price when it decided to sell.

- There are tax-managed investment risks. To the extent a client's portfolio is tax-managed, because the Firm balances investment considerations and tax considerations, the pre-tax performance of a tax-managed client's portfolio may be lower than the performance of similar client portfolios that are not tax-managed. Even though tax-managed strategies are being used, they may not reduce the amount of taxable income and capital gains to which a client's portfolio may become subject.

- There are timing of implementation risks. The Firm gives no warranty as to the timing of the investment of the client's portfolio assets generally and/or any changes to the client's portfolio over time and from time to time (including in respect of asset allocation and investments), the performance or profitability of the client's portfolio or any part thereof, nor any guarantee that any investment objectives, expectations or targets with respect to the client's portfolio will be achieved, including without limitation, any risk control, risk management or return objectives, expectations or targets. For example, there may be delays in the implementation of investment strategies, including as a result of differences in time zones and the markets on which securities trade.

- There are trade protectionism risks. Client portfolios may be materially affected by market, economic and political conditions globally and in the jurisdictions and sectors in which they invest or operate, including economic outlook, factors affecting interest rates, the availability of credit, currency exchange rates and trade barriers. Recent populist and anti-globalization movements, particularly in the U.S., may result in material changes in economic trade and immigration policies, all of which could lead to significant disruption of global markets and could have adverse consequences on the client portfolios' investments.

- There are limited information risks. The Firm will consider allocations for the client's portfolio utilizing information made available to it; however, the Firm may not generally have access to all information. Therefore, the Firm will generally not be able to review potential investments for the client's portfolio with the benefit of information held by others and not made available to it.

- To the extent a client's portfolio invests in IPOs/new issues, there is IPO/new issues risk which is the risk that the market value of IPO/new issue shares held in a client's portfolio will fluctuate considerably due to factors such as the absence of a prior public market, unseasoned trading, the small number of shares available for trading, and limited information about a company's business model, quality of management, earnings growth potential, and other criteria used to evaluate its investment prospects. The purchase of IPO/new issue shares may involve high transaction costs. Investments in IPO/new issue shares, which are subject to market risk and liquidity risk, involve greater risks than investments in shares of companies that have traded publicly on an exchange for extended periods of time.

- There may be preferred stock, convertible securities and warrants risks. The value of preferred stock, convertible securities and warrants will vary with the movements in the equity market and the performance of the underlying common stock, in particular. Their value is also affected by adverse issuer or market information.

- There are real estate investment trust ("REIT") risks. REITs whose underlying properties are concentrated in a particular industry or geographic region are also subject to risks affecting such industries and regions. The securities of REITs involve greater risks than those associated with larger, more established companies and may be subject to more abrupt or erratic price movements because of interest rate changes, economic conditions and other factors. Securities of such issuers may lack sufficient market liquidity to enable the client's portfolio to effect sales at an advantageous time or without a substantial drop in price. The failure of a company to qualify as a REIT could have adverse consequences for a client portfolio invested in the company.

- There are the risks of failure to qualify as a REIT. Each REIT in which a client portfolio invests will operate in a manner intended to qualify as a REIT for U.S. federal income tax purposes. A REIT's compliance with the REIT income and asset requirements depends, however, upon its ability to successfully manage the composition of its income and assets on an ongoing basis. If any REIT were to fail to qualify as a REIT in any taxable year, it would be subject to U.S. federal, state and local income tax, including any applicable alternative minimum tax, on its taxable income at regular corporate rates, and distributions by the REIT would not be deductible by such REIT in computing its taxable income. Even if a REIT remains qualified for taxation as a REIT, it may be subject to certain U.S. federal, state and local taxes on its income and assets under certain circumstances.

- There are mortgage-backed and/or other asset-backed risks. Mortgage-related and other asset backed securities are subject to certain additional risks, including "extension risk" (i.e., in periods of rising interest rates, issuers may pay principal later than expected) and "prepayment risk" (i.e., in periods of declining interest rates, issuers may pay principal more quickly than expected, causing a client's portfolio to reinvest proceeds at lower prevailing interest rates). Mortgage-backed securities offered by non-governmental issuers are subject to other risks as well, including failures of private insurers to meet their obligations and unexpectedly high rates of default on the mortgages backing the securities. Other asset-backed securities are subject to risks similar to those associated with mortgage-backed securities, as well as risks associated with the nature and servicing of the assets backing the securities.

- There are risks associated with when-issued securities and forward commitments. The purchase of securities on a when-issued or forward commitment basis involves a risk of loss if the value of the security to be purchased declines before the settlement date. Conversely, the sale of securities on a forward commitment basis involves the risk that the value of the securities sold may increase before the settlement date.

- There are municipal securities risks. Municipal securities risks include credit/default risk, interest rate risk, the ability of the issuer to repay the obligation, the relative lack of information about certain issuers of municipal securities, and the possibility of future legislative changes which could affect the market for and value of municipal securities. The risk that any proposed or actual changes in income tax rates or the tax exempt status of interest income from municipal securities can significantly affect the demand for and supply, liquidity and marketability of municipal securities. Such changes may affect a client's portfolio asset value and ability to acquire and dispose of municipal securities at desirable yield and price levels. Certain client portfolios may be more sensitive to adverse economic, business or political developments if they invest a substantial portion of their assets in the bonds of similar projects (such as those relating to education, health care, housing, transportation, and utilities), industrial development bonds, or in particular types of municipal securities (such as general obligation bonds, private activity bonds and moral obligation bonds). While interest earned on municipal securities is generally not subject to federal tax, any interest earned on taxable municipal securities is fully taxable at the federal level and may be subject to tax at the state level. Certain of the municipalities in which a client portfolio may invest may experience significant financial difficulties, which may lead to bankruptcy or default or significantly affect the values of the securities issued by such municipalities.

- There are non-U.S. sovereign debt and quasi-sovereign debt risks. Not all of the securities that are issued by sovereign governments or political subdivisions, agencies or instrumentalities thereof will have the explicit full faith and credit support of the relevant government. Any failure by any such government to provide such support could result in losses to a client's portfolio.

- There is U.S. Treasury securities risk. Securities backed by the U.S. Treasury or the full faith and credit of the United States are guaranteed only as to the timely payment of interest and principal when held to maturity, but the market prices for such securities are not guaranteed and will fluctuate, including as changes in global economic conditions affect the demand for these securities. In addition, changes in the credit rating or financial condition of the U.S. government may cause the value of U.S. Treasury Securities to decline, which could result in losses to client portfolios.

- There are U.S. government securities risks. The U.S. government may not provide financial support to U.S. government agencies, instrumentalities or sponsored enterprises if it is not obligated to do so by law. U.S. government securities, including those issued by the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation and the Federal Home Loan Banks are neither issued by nor guaranteed by the U.S. Treasury and therefore are not backed by the full faith and credit of the United States. The maximum potential liability of the issuers of some U.S. government securities held by a client portfolio may greatly exceed their current resources, including any legal right to support from the U.S. Treasury. It is possible that these issuers will not have the funds to meet their payment obligations in the future. Additionally, the U.S. government and its agencies and instrumentalities do not guarantee the market values of their securities, which may fluctuate.

- There are risks related to the failure of brokers, counterparties, custodians and exchanges. A client's portfolio will be exposed to the credit risk of the counterparties with which, or the brokers, dealers, clearing members, custodians, service providers and exchanges through which, it deals, whether it engages in exchange-traded or off-exchange transactions. Many of the protections afforded to participants on some organized exchanges, such as the performance guarantee of an exchange clearing house, might not be available in connection with over-the-counter ("OTC") transactions. Therefore, in those instances in which a client portfolio enters into OTC transactions, the client portfolio will be subject to the risk that its direct counterparty will not perform its obligations under the transactions and that the client portfolio will sustain losses. Furthermore, a client investment portfolio may, from time to time, enter into arrangements with certain brokers or other counterparties that require the segregation of collateral. As a result, a client portfolio could experience losses in a number of situations including, among other things, relating to (i) possible decline in the value of any collateral during the period in which such client portfolio seeks to enforce its rights with respect to such collateral; (ii) the need to remargin or repost collateral in respect of transferred, assigned or replaced positions; (iii) reduced levels of income and lack of access to income during such period; (iv) expenses of enforcing its rights; (v) additional fees and expenses associated with custodial accounts; (vi) increased trading costs; (vii) the credit risk of any custodians; and (viii) legal uncertainty concerning the enforceability of certain rights under swap agreements and possible lack of priority against collateral posted under the swap agreements. The regulatory regime applicable to a client portfolio or certain categories of transactions may not prescribe a specific segregation model or may not require segregation. As a result, for operational, cost or other reasons, when setting up arrangements relating to the execution/clearing of trades, a client portfolio may select a segregation model that is not the most protective option available in the event of a default by a broker or counterparty. A client's portfolio may be subject to risk of loss of its assets held directly or indirectly with a broker or other counterparty in the event of such counterparty's bankruptcy, the bankruptcy of any clearing broker through which the counterparty executes and clears transactions on behalf of the client's portfolio, or the bankruptcy of an exchange or clearing house. In the case of a bankruptcy of the counterparties with which, or the brokers, dealers and exchanges through which, the client's portfolio deals, the client's portfolio might not be able to recover any of its assets held, or amounts owed, by such person, even property specifically traceable to the client's portfolio, and, to the extent such assets or amounts are recoverable, the client's portfolio might only be able to recover a portion of such amounts. Additional uncertainty arises from the fact that the client portfolio may be prevented from recovering amounts owed to it upon a broker, dealer, exchange clearing house or counterparty bankruptcy due to contractual and/or regulatory stays contained in the parties' trading documentation or enacted by insolvency regimes applicable to such entity. Further, even if the client's portfolio is able to recover a portion of such assets or amounts, such recovery could take a significant period of time. Depending on the domicile of the broker, dealer, exchange or counterparty, a bankruptcy proceeding might occur outside of the U.S., further increasing the complexities involved and the period of time such recovery may take and subjecting the client portfolios to the findings of any such non-U.S. bankruptcy regime.

Also, to the extent a client portfolio has exposure to non-U.S. broker-dealers it may also be subject to risk of loss of its funds because non-U.S. regulatory bodies may not require such broker-dealers to segregate customer funds.

- There are the risks of derivative investments. Certain clients' portfolios may invest in derivative instruments including, without limitation, options, futures, options on futures, forward contracts, swaps, interest rate caps and floors and collars, and participation notes. To the extent a client's portfolio invests in these types of derivative instruments through OTC transactions, there may be less governmental regulation and supervision of the OTC markets than of transactions entered into on organized exchanges. Investments in derivative instruments may be for both hedging and non-hedging purposes (that is, to seek to increase total return), although suitable derivative instruments may not always be available to the Firm for these purposes. Losses in a client's portfolio from investments in derivative instruments can result from a lack of correlation between changes in the value of derivative instruments and the portfolio assets (if any) being hedged, the potential illiquidity of the markets for derivative instruments, the failure of the counterparty to perform its contractual obligations, or the risks arising from margin requirements and related leverage factors associated with such transactions. Losses may also arise if a client's portfolio receives cash collateral under the transaction and some or all of that collateral is invested in the market. To the extent that cash collateral is so invested, such collateral will be subject to market depreciation or appreciation, and a client's portfolio may be responsible for any loss that might result from its investment of the counterparty's cash collateral. Client portfolios may also be subject to risk of loss of their funds on deposit with non-U.S. brokers because non-U.S. regulatory bodies may not require a system of margin segregation comparable to that provided for in the U.S. with respect to both cleared and OTC transactions. The use of these management techniques also involves the risk of loss if the Firm is incorrect in its expectation of the timing or level of fluctuations in securities prices, interest rates, currency prices or other variables. Investments in derivative instruments may be harder to value, subject to greater volatility and more likely subject to changes in tax treatment than other investments. For these reasons, the Firm's attempts to hedge portfolio risks through the use of derivative instruments may not be successful, and the Firm may choose not to hedge certain portfolio risks. Investing for non-hedging purposes is considered a speculative practice and presents even greater risk of loss.

- There are commodity sector risks. To the extent that there is exposure to the commodities markets, it may subject a client's portfolio to greater volatility than investments in other sectors. The commodity sector may be affected by changes in overall market movements, commodity index volatility, changes in interest rates, or factors affecting a particular industry or commodity, such as drought, floods, weather, livestock disease, embargoes, tariffs and international economic, political and regulatory developments. The prices of energy, industrial metals, precious metals, and agriculture and livestock sector commodities may fluctuate widely due to factors such as changes in value, supply and demand and governmental regulatory policies. The energy sector can be significantly affected by changes in the prices and supplies of oil and other energy fuels, energy conservation, the success of exploration projects, and tax and other government regulations. The metals sector can be affected by sharp price volatility over short periods caused by global economic, financial and political factors, resource availability, government regulation, economic cycles, changes in inflation or expectations about inflation in various countries, interest rates, currency fluctuations, metal sales by governments, central banks or international agencies, investment speculation and fluctuations in industrial and commercial supply and demand. Although investments in commodities have historically typically moved in different directions than traditional equity and debt securities, when the value of those traditional securities is declining due to adverse economic conditions, there is no guarantee that these investments will perform in that manner.

- There are utilities industry risks. Securities in the utilities industry can be very volatile and can be impacted significantly by supply and demand for services or fuel, government regulation, conservation programs, commodity price fluctuations and other factors. Government regulation of utility companies may limit those companies' profits or the dividends they can pay to investors. In addition, utility companies may face regulatory restrictions with respect to expansion to new markets, limiting their growth potential. Technological developments may lead to increased competition, which could impact a company's performance.

- There are market disruption risks and terrorism risks. A number of events, including the military operations of the United States and its allies, the instability in various parts of the world and the prevalence of terrorist attacks throughout the world, could have adverse effects on the global economy and may exacerbate some of the general risk factors related to investing in certain strategies. A terrorist attack involving, or in the vicinity of, a portfolio company in which client portfolios invest may result in a liability far in excess of available insurance coverage. Similarly, prices for certain commodities will be affected by available supply, which will be affected by terrorism in areas in which such commodities are located. In addition, certain illnesses (including severe acute respiratory syndrome, avian flu, H1N1/09 flu and most recently, COVID-19) spread rapidly and have disrupted markets significantly across the global economy. Pandemics and similar illnesses may cause disruptions to business operations resulting from quarantines of employees, customers and suppliers in areas affected by the outbreak; closures of manufacturing facilities, warehouses and logistics supply chains; travel restrictions and reduced consumer spending; and uncertainty around the duration of the economic impact. The Firm cannot predict how such events may affect client portfolio investments.

- There are public health risks. Client portfolios could be materially adversely affected by the widespread outbreak of infectious disease or other public health crises (or by the fear or imminent threat thereof). As further described below, public health crises such as SARS, H1N1/09 flu, avian flu, Ebola, and COVID-19 pandemic, together with any related containment or other remedial measures undertaken or imposed, could have a material and adverse effect on client portfolios and their direct or indirect investments, including by (i) disrupting or otherwise materially adversely affecting the human capital, business operations or financial resources of the Firm, client portfolios, client portfolios' portfolio companies, and/or service providers to client portfolios or their portfolio companies and (ii) severely disrupting global, national and/or regional economies and financial markets and precipitating an economic downturn or recession that could materially adversely affect the value and performance of client portfolios and their investments.

  Public health crises and efforts to address them may result in any or all of the following: (i) the closure of the Firm's or a portfolio company's (or other businesses') offices and/or other facilities, including factories, retail stores, distribution channels and other commercial venues, (ii) workforce, trade or travel disruptions or restrictions (including border closures), (iii) an increase in cybersecurity breaches as a result of personnel of a portfolio company working from home, (iv) difficulty in valuing a client portfolio's assets or closures or disruptions of financial markets, including bans on short-selling or the trigger of stock exchange circuit-breakers, (v) disruptions in regional or global trade markets and to the logistics networks necessary to import, export and deliver products to portfolio companies and their customers, (vi) the lack of availability or price volatility of raw materials or component parts necessary to a portfolio company's business (e.g., supply-chain disruptions or delays), (vii) depressed demand for a portfolio company's products or services because of reduced consumer confidence or because quarantines, restrictions on public gatherings or interactions or the forced closures of certain businesses significantly inhibit consumption, (viii) major governmental regulation of or intervention into an industry, which could result in compulsory cancellation, unwinding, or sale of a client portfolio's direct or indirect investment in a portfolio company without the client portfolio receiving adequate compensation thereof, (ix) the aggravation of political, social and economic risks in certain countries, particularly in developing and emerging market countries with less established healthcare systems, (x) a reduction in the availability and/or adverse changes in the terms of capital or leverage, and (xi) an increased risk of investors defaulting on their obligations to client portfolios. Any of the foregoing could have a material adverse impact on client portfolios, their direct or indirect investments (including, in the case of debt investments, by adversely impacting the ability of borrowers to repay indebtedness and the value of any collateral securing such indebtedness) and their ability to monitor, manage, value and dispose of existing direct or indirect investments, and to source or complete new direct or indirect investments, and the client portfolio's ability to fulfill its obligations and raise capital.

In addition, public health crises (such as the COVID-19 pandemic) and related containment efforts may adversely affect the ability, or the willingness, of a party to perform its obligations under its contracts and lead to uncertainty over whether such failure to perform (or delay in performing) might be excused under so called "material adverse change," force majeure and similar provisions in such contracts. As a result, (i) counterparties and service providers to client portfolios or portfolio companies may fail to perform (or delay the performance of) their obligations to client portfolios or their portfolio companies, (ii) pending transactions (including acquisitions and sales of assets by client portfolios) may not close on time or at all, (iii) client portfolios, the Firm or a portfolio company may be forced to breach (or may determine not to perform its obligations under) certain agreements, and (iv) related litigation would likely ensue. Any of these occurrences could have a material adverse effect on client portfolios and their direct or indirect investments. In addition, insurance coverage, particularly business interruption insurance, may be limited or unavailable to portfolio companies of client portfolios, which may adversely impact such portfolio companies.

The extent of the impact of any such health crises on client portfolios and their direct or indirect investments will depend largely on future developments, including the severity, duration and spread of the outbreak throughout the world, the scope and interval of any related border and business closures, travel advisories, and other restrictions on a wide range of activity, and the effects on the global economy and the markets in which client portfolios invest, all of which are highly uncertain and cannot be predicted.

- There are IPS risks. To the extent a client's portfolio invests in IPS, the value of IPS generally fluctuates in response to changes in real interest rates, which are in turn tied to the relationship between nominal interest rates and the rate of inflation. If nominal interest rates increased at a faster rate than inflation, real interest rates might rise, leading to a decrease in the value of IPS. The market for IPS may be less developed or liquid, and more volatile, than certain other securities markets. In addition, the value of Treasury Inflation-Protected Securities ("TIPS") generally fluctuates in response to inflationary concerns. As inflationary expectations increase, TIPS will become more attractive, because they protect future interest payments against inflation. Conversely, client's portfolio that invests in IPS will be subject to the risk that prices throughout the economy may decline over time, resulting in "deflation". If this occurs, the principal and income of inflation-protected fixed income securities held by a client's portfolio would likely decline in price, which could result in losses for the client's portfolio. Further, there can be no assurance the various consumer price indices used in connection with IPS will accurately measure the real rate of inflation in the prices of goods and services, which may affect the value of IPS.

- There are data sources risks. The Firm subscribes to external data sources used to enforce investment restrictions, to assist in making investment decisions or for investment research. If information that the Firm receives from a third-party data source is incorrect, a client portfolio may be negatively impacted, and may not achieve its desired results. Although the Firm believes these third-party data sources to be generally reliable, the Firm typically receives these services on an "as is" basis and cannot guarantee that the data received from these sources will be accurate. The Firm is not responsible for errors by these sources.

- There are risk management risks. The Firm may seek to reduce, increase or otherwise manage the volatility of a client's overall portfolio or the client's risk allocation to particular investments or sectors through various strategies, including by changing the amount of leverage utilized in connection with certain investments or sectors and/or by liquidating interests in certain investments and investing any proceeds in different investments or similar investments with a different volatility profile. There can be no assurance that the Firm's use of such strategies will be adequate, or that they will be adequately utilized by the Firm. Additionally, any strategies may be limited by, among other things, liquidity of the client portfolio's investments and the availability of investment opportunities that the Firm believes are appropriate.

- There are the risks of new investment strategies. The Firm may determine to implement new investment strategies. There may be operational or theoretical shortcomings which could result in unsuccessful investments and, ultimately, losses to a client portfolio that implements such a strategy. New investment techniques utilized by the Firm on behalf of a client portfolio may be more speculative than established techniques and may increase the risk of the investment. It may be difficult for the Firm to project accurately the outcome of prospective investments made pursuant to such new investment techniques. Such investments may not provide as favorable returns or protection of capital as other investments, and may be structured using non-standard terms that are less favorable for a client portfolio than those traditionally found in the marketplace for existing investment techniques (including investment techniques utilized by the Firm). The implementation of a new investment strategy or utilization of a new investment technique by the Firm on behalf of a client portfolio could adversely affect such client portfolio.

- Client portfolios may be subject to consent requirements. The Firm acts as general partner, managing member, manager or in a comparable capacity for various private funds. Client portfolios may have the opportunity to invest in funds in which the Firm acts in one or more of these roles. The consummation of any such investment may require the consent of the client or other independent party pursuant to applicable law and the guidelines or governing documents applicable to such client portfolio. In such cases, the client portfolio would only have the ability to make the investments if the Firm receives the required consent. The Firm may determine not to seek such consent due to timing, logistical or other considerations, in which event the client portfolio will not have the opportunity to make the investments.

- There are cybersecurity risks. The operations of the Firm and the client portfolios each rely on the secure processing, storage and transmission of confidential and other information in the Firm's computer systems and networks. The Firm must continuously monitor and develop its systems to protect its technology infrastructure and data from misappropriation or corruption. In addition, due to the Firm's interconnectivity with third-party vendors and financial institutions, the Firm, and thus indirectly the client portfolios, could be adversely impacted if any of them is subject to a successful cyberattack or other information security event. Although the Firm takes protective measures and endeavors to modify them as circumstances warrant, its computer systems, software and networks may be vulnerable to theft, unauthorized access or monitoring, misuse, loss, destruction or corruption of financial assets and confidential and highly restricted data, computer viruses or other malicious code and other events that could have a security impact and render the Firm unable to transact business on behalf of client portfolios. If one or more of such events occur, this potentially could jeopardize the confidential and other information of the Firm and the client portfolios, to the extent such information is processed and stored in, and transmitted through, the Firm's computer systems and networks. Such events could also cause interruptions or malfunctions in the operations of the Firm and the client portfolios as well as the operations of their beneficial owners, clients and counterparties and the operations of third parties, which could impact their ability to transact with the Firm or the client portfolios or otherwise result in significant losses or reputational damage. The increased use of mobile and cloud technologies can heighten these and other operational risks. The Firm is expected to expend additional resources on an ongoing basis to modify its protective measures and to investigate and remediate vulnerabilities or other exposures. The cost of such ongoing cybersecurity prevention efforts, including maintaining insurance coverage, deploying additional personnel and protection technologies, training employees and engaging third party experts and consultants, may be significant. Nevertheless, the Firm and the client portfolios may be subject to litigation and financial losses that are either not insured against or not fully covered through any insurance. In the event of a cyber attack, the cost of engaging in remediation efforts, addressing reputation harm, and the loss of competitive advantage may be significant.

  The Firm and the client portfolios routinely transmit and receive personal, confidential and proprietary information by email and other electronic means. The Firm has discussed and worked with clients, vendors, service providers, counterparties and other third parties to develop secure transmission capabilities and protect against cyberattacks, but the Firm does not have, and may be unable to put in place, secure capabilities with all of its clients, vendors, service providers, counterparties and other third parties and the Firm may not be able to ensure that these third parties have appropriate controls in place to protect the confidentiality of the information. An interception, misuse or mishandling of personal, confidential or proprietary information being sent to or received from a client, vendor, service provider, counterparty or other third-party could result in legal liability (including for violation of privacy and other laws), regulatory action (including regulatory fines or penalties), compliance, legal and remediation costs, and reputational harm to the Firm or the client portfolios.

- There are risks relating to the use of artificial intelligence. The Firm or its third-party vendors, clients or counterparties may develop or incorporate artificial intelligence ("AI") technology in certain business processes, services or products. AI models are extremely complex and may produce output or take action that is incorrect, that result in the release of private, confidential or proprietary information, that reflect biases included in the data on which they are trained, infringe on the intellectual property rights of others, or that is otherwise harmful. The U.S. and global legal and regulatory environment relating to AI is uncertain and rapidly evolving, and could require changes in the Firm's implementation of AI technology and increase compliance costs and the risk of non-compliance. Additionally, the Firm may rely on AI models developed by third parties, and the Firm may have limited visibility over the accuracy and completeness of such models. Any of these risks could adversely affect the Firm or client portfolios. The Firm is also exposed to risks arising from the use of AI technologies by bad actors to commit fraud and misappropriate funds and to facilitate cyberattacks.

- There are government investment restrictions risks. Government regulations and restrictions in some countries may limit the amount and type of securities that may be purchased or sold by the Firm on behalf of client portfolios, and economic sanction laws in the United States and other jurisdictions or other governmental action could significantly reduce the value of client portfolio investments in, or restrict or completely prohibit the Firm and client portfolios from investing, continuing to hold or disposing an investment in, or transacting with or in, certain countries, individuals, and companies. Such restrictions may also affect the market price, liquidity and rights of securities that may be purchased by the Firm on behalf of client portfolios, and may increase such client portfolios' expenses. In addition, the repatriation of investment income, capital or the proceeds of securities sales is often subject to restrictions such as the need for certain governmental consents. Such restrictions may make it difficult for client portfolios to invest in such countries, and client portfolios could be adversely affected by delays in, or a refusal to grant, any required governmental approval for such repatriation. Even where there is no outright restriction on repatriation, the mechanics of repatriation or, in certain countries, the inadequacy of the U.S. dollar currency available to non-governmental entities, may affect certain aspects of the operations of client portfolios, including requiring client portfolios to establish special custodial or other arrangements before investing in certain emerging countries. In countries that have an inadequate supply of U.S. dollar currency, issuers that have an obligation to pay a client portfolio in U.S. dollars may experience difficulty and delay in exchanging local currency to U.S. dollar currency and thus hinder such client portfolio's repatriation of investment income and capital. Moreover, such difficulty may be exacerbated in instances where governmental entities in such countries are given priority in obtaining such scarce currency. Furthermore, a client portfolio's ability to invest in the securities markets of several countries is restricted or controlled to varying degrees by laws restricting non-U.S. investments, and these restrictions may, in certain circumstances, prohibit such client portfolio from making direct investments, and may also affect the market price, liquidity and rights of securities that may be purchased by the Firm on behalf of client portfolios, and may increase such client portfolios' expenses.

In addition, the SEC, other regulators, self-regulatory organizations and exchanges are authorized to regulate trading or other activity with respect to, and to intervene (directly and by regulation) in certain markets, and may restrict or prohibit market practices. The duration of such restrictions and type of securities affected may vary from country to country and may significantly affect the value of client portfolios' holdings and the Firm's ability to pursue its investment strategies. The effect of any regulatory change on the Firm and the client portfolios could be substantial and adverse.

Furthermore, economic sanction laws in the United States and other jurisdictions or other governmental action may significantly restrict or completely prohibit the Firm and client portfolios from investing or continuing to hold an investment in, or transacting with or in, certain countries, individuals, and companies including, among other things, transactions with, and the provision of services to certain foreign countries, territories, entities and individuals. The Firm may be adversely affected because of its unwillingness to participate in transactions that may violate such laws or regulations.

- There are risks associated with investments in technology start-up and similar companies. Client portfolios may invest in portfolio companies that are technology start-up or similar companies, including with the anticipation that such portfolio companies will engage in IPOs. In addition, as these business are often involved in new and often untested products, services and markets, such portfolio companies are subject to additional risks common among technology start-up companies, which may include risks related to (a) increased litigation, and significant costs associated therewith (including, potentially, litigation involving intellectual property and privacy), (b) significant regulatory, public and political scrutiny, (c) technology error, viruses, hacking or other failure, (d) market saturation and an inability to grow its user base, (e) competition, including by competitors that create new and improved technology, (f) unfavorable media coverage, (g) an inability to effectively manage the rapid growth of its organization, (h) expansion into unfamiliar jurisdictions, (i) an inability to generate meaningful revenue (despite a significant user base), and (j) an inability to continue to adapt to changes and improve and upgrade technology.

- There are loan risks. The client portfolios may directly or indirectly purchase loans as participations from certain financial institutions which will represent the right to receive a portion of the principal of, and all of the interest relating to such portion of, the applicable loan. A client portfolio generally will have no right directly to enforce compliance by the borrower with the terms of the loan agreement, no rights of set-off against the borrower, and no right to object to certain changes to the loan agreement agreed to by the selling institution. Client portfolios invested in loans may not be entitled to rely on the anti-fraud protections of the federal securities laws, although they may be entitled to certain contractual remedies. Further, the market for loan obligations may be subject to irregular trading activity, wide bid/ask spreads and extended trade settlement periods. Because transactions in many loans are subject to extended trade settlement periods, a client portfolio may not receive the proceeds from the sale of a loan for a period after the sale. As a result, sale proceeds related to the sale of loans may not be available to a client portfolio to make additional investments or payments in respect of withdrawals therefrom for a period after the sale of the loans, and, as a result, the client portfolio may have to sell other investments or engage in borrowing transactions if necessary to raise cash to meet its obligations. In addition, a client portfolio may be exposed to losses resulting from default and foreclosure. There is no assurance that the protection of a client portfolio's interests is adequate or that claims may not be asserted by others that might interfere with enforcement of a client portfolio's rights. Although a loan obligation may be fully collateralized at the time of acquisition, the collateral may decline in value, be relatively illiquid, or lose all or substantially all of its value subsequent to investment. In addition, loans generally have the benefit of restrictive covenants that limit the ability of the borrower to further encumber its assets or impose other obligations. To the extent a loan does not have certain covenants (or has less restrictive covenants), an investment in the loan will be particularly sensitive to the risks associated with loan investments. Many loan investments are subject to legal or contractual restrictions on resale and certain loan investments may be or become relatively illiquid or less liquid and more difficult to value, particularly in the event of a downgrade of the loan or the borrower. There is less readily available, reliable information about most loan investments than is the case for many other types of securities and the Firm relies primarily on its own evaluation of a borrower's credit qualify rather than on any independent sources. The ability of a client portfolio to realize full value in the event of the need to sell a loan investment may be impaired by the lack of an active trading market for certain loans or adverse market conditions limiting liquidity. Loan obligations are not traded on an exchange, and purchasers and sellers rely on certain market makers, such as the administrative agent for the particular loan obligation, to trade that loan obligation. Substantial increases in interest rates may cause an increase in loan obligation defaults. Moreover, to the extent a client portfolio has a direct contractual relationship with a defaulting borrower, such client portfolio may be adversely affected, including as a result of costs or delays in the foreclosure or liquidation of the assets securing the loan.

- There are risks associated with bank obligations. Client portfolios may invest in obligations issued or guaranteed by U.S. or foreign banks that are subject to extensive governmental regulations which may limit both the amount and types of loans which may be made and interest rates which may be charged. Among the significant risks relating to such obligations are general economic conditions as well as exposure to credit losses arising from possible financial difficulties of borrowers.

- There are risks associated with non-performing loans. Non-performing loans are loans that are in default or close to being in default. The obligor and/or guarantor of non-performing loans may also be in bankruptcy or liquidation. There can be no assurance as to the amount and timing of payments with respect to such non-performing loans. In addition, because of the unique and customized nature of a loan agreement, non-performing loans generally may not be purchased or sold as easily as publicly traded securities. Non-performing loans may encounter trading delays due to their unique and customized nature, and transfers may require the consent of an agent bank or borrower.

  Non-performing loans may require substantial workout negotiations or restructuring that may entail, among other things, a substantial reduction in the interest rate, a substantial write-down of the principal of the loan and/or the deferral of payments. Commercial and industrial loans in workout and/or restructuring modes and the bankruptcy or insolvency laws are subject to additional potential liabilities, which may exceed the value of a client portfolio's original investment. For example, borrowers often resist foreclosure on collateral by asserting numerous claims, counterclaims and defenses against the holder of loans, including lender liability claims and defenses, in an effort to delay or prevent foreclosure. Even assuming that the collateral securing each loan provides adequate security for the loans, substantial delays could be encountered in connection with the liquidation of non-performing loans. In the event of a default by a borrower, these restrictions as well as the ability of the borrower to file for bankruptcy protection, among other things, may impede the ability to foreclose on or sell the collateral or to obtain net liquidation proceeds sufficient to repay all amounts due on the related loan. Under certain circumstances, payments to client portfolios may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance or a preferential payment. Investments in non-performing loans may incur significant losses and adversely affect the performance of client portfolios.

- There are risks associated with environmental, social impact, and governance investments. Such investing is a relatively new investment strategy. There may be operational or theoretical shortcomings which could result in unsuccessful investments and, ultimately, losses to a client portfolio that implements such a strategy. New investment techniques utilized by the Firm on behalf of a client portfolio may be more speculative than established techniques and may increase the risk of the investment. It may be difficult for the Firm to project accurately the environmental and/or social impact of prospective investments. Such investments may not provide as favorable returns or protection of capital as other investments, and may be more concentrated in certain sectors than investments that do not have the intention of generating measurable environmental and/or social impact. Such investments may be structured using non-standard terms that are less favorable for a client portfolio than those traditionally found in the marketplace for investment strategies that do not link such considerations to financial returns. The Firm or a client portfolio may determine to forego an investment that could provide favorable returns because such investment would not have sufficient environmental and/or social impact. The Firm or a client portfolio may also sell securities due to such considerations, including relating to the environmental and/or social impact of a particular investment, even if more favorable returns might be achieved by not selling the securities.

  There is a lack of a common industry standard relating to the development and application of such criteria. As a result, there are significant differences in interpretations of what it means for a company to be such an investment, and the Firm's interpretations may differ from others' and may change over time.

  In addition, an investor in a particular client portfolio may give substantially different value to certain such considerations as compared to the value assigned to such considerations by the Firm. Consequently, a client portfolio may invest in entities or assets that do not reflect the beliefs and values of any particular investor.

  In making investment decisions, the Firm relies on information, including data from third-party service providers and affiliates of the Firm, in determining, from such a perspective, what investments to exclude from its selection or recommendation based on such service providers' categorization of the types of companies, industries, or sectors, as applicable, that should potentially be excluded from investment due to such considerations. There can be no assurance that the list of categories as determined by the Firm, its affiliates, and/or third-party service providers is complete or that the securities restricted because of such categorization represents all the securities that might otherwise be restricted in connection therewith, and such categories or the securities restricted thereunder may change from time to time. In making investment decisions, the Firm relies on information that could be incomplete or erroneous, which could cause the Firm to incorrectly assess a company's environmental and/or social impact characteristics. The Firm does not independently validate data from third-party service providers or affiliates of the Firm, with respect to such investments. In addition, environmental and/or social impact investing practices differ by region, industry and issue and are evolving accordingly, and a company's environmental and/or social impact practices or the Firm's assessment of such practices may change over time.

The Firm may in its discretion take into account such considerations and political, media, and reputational considerations relating thereto, and, for example, as a result, the Firm may not make or not recommend the making of investments when it would otherwise have done so, which could adversely affect the performance of client portfolios. On the other hand, the Firm may determine not to take such considerations into account, and such considerations may prove to have an adverse effect on the performance of the applicable investments. The Firm may take such considerations and related considerations into account for some client portfolios and not others, and, to the extent taking such considerations into account, may make different investment decisions or recommendations for different client portfolios.

- There are risks associated with impact investments. Subject to a client portfolio's documentation, the Firm may take into account such considerations when making decisions regarding the selection, management and disposal of investments on behalf of the client portfolio. In certain situations, the potential social impact may outweigh financial considerations. For example, the Firm, on behalf of the client portfolio, may choose to make an investment that has a lower expected financial return when compared to other possible investments due to such considerations (i.e. because such investment has the potential to make a greater environmental and/or social impact). In addition, the Firm may reject an opportunity to increase the financial return of an existing investment in order to preserve the environmental and/or social impact of such investment. Further, the Firm, on behalf of a client portfolio, may refrain from disposing of an underperforming investment for a period of time in order to minimize the negative environmental and/or social impact of such disposition and the client portfolio may forebear payment or otherwise choose not to exercise its rights as a creditor. As a result of the foregoing, a client portfolio may achieve lower returns than if it did not take into account such considerations, including the environmental and/or social impact of investments and investment-related decisions. On the other hand, a client portfolio may determine in any particular situation to take steps to preserve its financial returns, notwithstanding any adverse environmental and/or social impact.

- There are legislative and regulatory risks with environmental, social impact, and governance investments. There is growing regulatory and investor interest, particularly in the United States, United Kingdom, and European Union, in improving transparency around how investment managers define and measure such performance. The Firm and client portfolios are subject to evolving regulations regarding such investing and could become subject to additional regulation in the future. The Firm cannot guarantee that its current approach to such investing or a client portfolio's environmental, social impact, and governance investments will meet future regulatory requirements, reporting frameworks or best practices. There is also risk of inconsistency between United States, United Kingdom, and European Union initiatives. In addition, several state legislatures have passed or proposed laws, initiatives and/or guidelines to prohibit or restrict state pension funds, agencies or other state entities from doing business with investors and companies that consider environmental, social impact, and governance and/or environmental, social impact, and governance-related factors in their investment decisions. Any such legislation and/or regulation could negatively impact the value of a client portfolio's investments and the client portfolio may ultimately make fewer investments and be less diversified than if it were not restricted from participating in certain investments due to such legislation and/or regulation.

- There are sustainability risks. Client portfolio investments may be exposed to sustainability risks (where an environmental, social or governance event or condition exists that could cause an actual or a potential material negative impact on the value of investments), including physical environmental risks, climate change transition risks, supply chain disruptions, improper labor practices, lack of board diversity and corruption. If they materialize, sustainability risks can reduce the value of investments held by a client portfolio and could have a material impact on the performance and returns of client porfolios.

- There are risks associated with expedited transactions. The Firm may be required to undertake investment analyses and decisions on an expedited basis to take advantage of investment opportunities. In such cases, the information that the Firm is able to obtain at the time of making an investment decision may be limited and the Firm may not have access to detailed information regarding the investment opportunity to an extent that may not otherwise be the case had the Firm been afforded more time to evaluate the investment opportunity. Therefore, no assurance can be given that the Firm will have knowledge of all circumstances that may adversely affect an investment.

- There are restrictions on investments. Client portfolios may be limited in their ability or unable to invest in certain types of investments.

- There are risks associated with assignments and participations. A client portfolio may acquire investments directly (by way of assignment) or indirectly (by way of participation). Holders of participation interests ("Participations") are subject to additional risks not applicable to a holder of a direct interest in a loan. Participations acquired by a client portfolio in a portion of a loan obligation held by a selling institution (the "Selling Institution") typically result in a contractual relationship only with such Selling Institution, not with the obligor. A client portfolio would have the right to receive payments of principal, interest and any fees to which it is entitled under the Participation only from the Selling Institution and only upon receipt by the Selling Institution of such payments from the obligor. In purchasing a Participation, a client portfolio generally will have no right to enforce compliance by the obligor with the terms of the instrument evidencing such loan obligation, nor any rights of set-off against the obligor. As a result, a client portfolio will assume the credit risk of both the obligor and the Selling Institution, which will remain the legal owner of record of the applicable loan. In addition, the

Selling Institution may have interests different from those of the client portfolio, and the Selling Institution might not consider the interests of the client portfolio when taking actions with respect to the loan underlying the Participation. Assignments and participations are typically sold strictly without recourse to the Selling Institution thereof, and the Selling Institution will generally make no representations or warranties about the underlying loan, the borrowers, and the documentation of the loans or any collateral securing the loans.

- There are risks associated with the lack of control over investments. The Firm may not always have complete or even partial control over decisions affecting an investment. For example, the Firm, on behalf of a client portfolio, may acquire investments that represent minority positions in a debt tranche where third-party investors may control amendments or waivers or enforcement. In addition, administrative agents may be appointed under certain facilities in which a client portfolio may invest that have discretion over certain decisions on behalf of the investors, including the client portfolio.

- There are risks associated with limited amortization requirements. A client portfolio may invest in senior secured debt that will typically have limited mandatory amortization and interim repayment requirements. A low level of amortization of any senior debt over the life of the investment may increase the risk that a company will not be able to repay or refinance the senior debt held by such client portfolio when it comes due at its final stated maturity.

- There are risks associated with short duration fixed income strategies. To the extent that a client portfolio employs a strategy focused on maintaining fixed income securities of short duration, such a strategy generally will earn less income and, during periods of declining interest rates will provide lower total returns, than would have been the case had longer duration strategies been employed. Although any rise in interest rates is likely to cause the prices of debt obligations to fall, the comparatively short duration of a client portfolio's holdings utilized in connection with such a strategy is generally intended to keep the value of such securities within a relatively narrow range.

- There are risks associated with the cross-guarantee and cross-collateralization of borrowing obligations. Leverage, if any, used by client portfolios that are pooled investment vehicles may be structured in a way that the client portfolios are jointly responsible on a cross-guaranteed or cross-collateralized basis for the repayment of the indebtedness. A client portfolio may be adversely affected if another client portfolio defaults on its obligations in respect of any such indebtedness.

- There are risks associated with dependence on government funding, tax credits and other subsidies. The success of certain environmental, social impact, and governance investments may depend on government funding, tax credits or other public or private sector subsidies. There is a risk investments could fail to qualify or re-qualify for anticipated funding opportunities or tax credits, which may result in the investment being unable to repay a loan or meet operational expenses. If an investment does not generate enough income to cover expenses and mandatory debt service, a client portfolio may be required in certain instances to contribute additional capital to the investment to protect the value of the investment. In addition, government programs and funding opportunities could expire or be repealed due to budget cuts or other unforeseen legislative mandates. As a result of the foregoing, a client portfolio may experience lower financial returns.

- There are risks associated with the allocation of client portfolio assets to pooled investment vehicles. The risks associated with certain types of securities and investment strategies described herein apply with respect to investments in pooled investment vehicles. Additional information about risks associated with the activities of pooled investment vehicles is available herein, as well as in the prospectuses, offering memoranda and constituent documents of the pooled investment vehicles.

- There are risks associated with bankruptcy. A company in which a client portfolio invests may become involved in a bankruptcy or other reorganization or liquidation proceeding.

- There are risks associated with changes to investment programs and with additional investment strategies. The Firm may utilize additional investment strategies and sub-strategies and/or remove, substitute or modify its investment strategies and sub-strategies or any of the types of investments it is then utilizing, which may have an adverse effect on client portfolios.

- There are risks associated with corporate events. Investments in companies that are the subject of publicly disclosed mergers, takeover bids, exchange offers, tender offers, spin-offs, liquidations, corporate restructuring, and other similar transactions may not be profitable due to the risk of transaction failure.

- There are risks associated with secured loans. An investment in loans that are secured are subject to the risk, among others, that the security interests in the underlying collateral are not properly or fully perfected, or that other lenders may have exclusive liens over particular assets (including assets held by non-guarantor subsidiaries) and/or may have priority over the client portfolio. Furthermore, these other assets over which other lenders have a lien may be substantially more liquid or valuable than the assets over which the client portfolio has a lien. Compounding these risks, the collateral securing debt investments will often be subject to casualty or devaluation risks. These risks could have an adverse impact on a client portfolio's recovery in connection with a secured loan. The foregoing risks may be more significant where a client portfolio invests in second-lien secured debt.

- There are risks associated with senior loans. Senior loans are typically rated below investment grade, and are subject to similar risks as non-investment grade securities, such as credit risk and liquidity risk. Although senior loans generally will be secured by specific collateral, there can be no assurance that liquidation of such collateral would satisfy the borrower's obligation in the event of non-payment of scheduled interest or principal or that such collateral could be readily liquidated.

- There are risks associated with second lien loans. Second lien loans generally are subject to similar risks as those associated with investments in senior loans, and because they are subordinated or unsecured and thus lower in priority of payment to senior loans, they are subject to additional risks, including the risk that the borrower may be unable to meet scheduled payments, price volatility, illiquidity, and the inability of the originators to sell participations in such loans.

- There are risks associated with a limited ability to invest in affiliated investment funds. Certain affiliated investment funds can accommodate only a limited amount of capital, and each affiliated investment fund has the right to refuse to manage some or all of the assets that a client portfolio may wish to allocate to such affiliated investment fund.

- There are risks associated with limited regulatory oversight. Affiliated investment funds to which certain client portfolios allocate assets are not registered under the Investment Company Act of 1940 and are subject to limited regulatory requirements or governmental oversight. Therefore, such client portfolios will not have the benefit of certain protections that would otherwise be afforded to investors had those affiliated investment funds been more heavily regulated.

- There are risks associated with the liquidity of affiliated investment funds. Redemptions or withdrawals from certain affiliated investment funds may be significantly delayed as a result of minimum holding periods, limitation of dates on which interests may be redeemed, significant redemption notice periods or redemption fees imposed by the affiliated investment fund. Additionally, interests in such affiliated investment funds are not freely transferable and there will generally be no active secondary market for such interests.

- There is non-recourse risk. The governing agreements of affiliated investment funds in which certain client portfolios invest may limit a trustee and/or manager's liability to investors.

- There are risks associated with market abuse. Certain markets have a history of alleged or actual market manipulation and market abuse and improper influence. Any fraud, market manipulation, market abuse, or improper influence in markets in which client portfolios invest, directly or indirectly, may have an adverse effect on such client portfolios. There can be no assurance that any form of regulation or any market constraints would prevent fraud, market manipulation, market abuse, or improper influence in the future, which may have an adverse effect on client portfolios and their investments. Moreover, there can be no assurance that any redress would be available to, or would be practical for, a client portfolio to pursue with respect to any such fraud, market manipulation, market abuse, or improper influence.

- There are risks associated with board participation. Client portfolios may be restricted in their investment activities if Firm personnel serve on board of directors of public companies.

- There are risks associated with investments in undervalued assets. Client portfolios may invest in assets that the Firm believes to be undervalued. The identification of investment opportunities in undervalued assets is a difficult task, and there is no assurance that such opportunities will be successfully recognized or acquired. While investments in undervalued assets offer the opportunity for above-average capital appreciation, these investments involve a high degree of financial risk and can result in substantial losses.

Client portfolios may be required to hold undervalued assets for a substantial period of time with the expectation that the assets will appreciate in value, although there can be no assurance that such value appreciation will occur. During the period pending any such sale, funds committed to such assets will not be available for investment in other opportunities. A client portfolio may be forced to sell undervalued assets earlier than it would otherwise do so due to, among other things, requested withdrawals or redemptions from the client portfolio and the need to liquidate positions in order to satisfy the client portfolio's financial obligations. Accordingly, client portfolios may sell undervalued assets before any anticipated appreciation has occurred and may sell such assets at a substantial loss.

- There are risks associated with lending of portfolio securities. Client portfolios (or vehicles participated in by client portfolios) may engage in securities lending and may invest the cash collateral securing the securities loans in short term investments. To the extent that cash collateral is so invested, such collateral will be subject to market depreciation or appreciation, and the client portfolio will be responsible for any resulting losses.

- There are risks associated with litigation. Client portfolios may be subject to third-party litigation, which could give rise to legal liability and could have an adverse effect on the client portfolios. If a client portfolio were to be found liable in any suit or proceeding, any associated damages and/or penalties could have an adverse effect on the value of the client portfolio.

- There are risks associated with social media. The increasing use of social media platforms presents new risks and challenges to issuers in which client portfolios invest. In recent years, there has been a marked increase in the use of social media platforms, including blogs, chat platforms, social media websites, and other forms of Internet-based communications which allow individuals access to a broad audience of consumers and other interested persons. The rising popularity of social media and other consumer-oriented technologies has increased the speed and accessibility of information dissemination. Many social media platforms immediately publish the content their subscribers and participants post, often without filters or checks on accuracy of the content posted. Information posted on such platforms at any time may be adverse to the interests of issuers in which client portfolios invest. The dissemination of negative or inaccurate information about issuers in which client portfolios invest via social media could harm their business, reputation, financial condition, and results of operations, which could adversely affect client portfolios and, due to reputational considerations, influence the Firm's decision as to whether to remain invested in such issuers.

- There are risks related to portfolio company reputation. If a portfolio company fails to maintain the strength and value of the portfolio company's brand, its value is likely to decrease. A portfolio company's success often depends on the value and strength of its brand. In such cases, the name of such portfolio company is integral to its business as well as to the implementation of its strategies for expanding its business. Maintaining, promoting, and positioning such brand can depend largely on the success of marketing efforts and its ability to provide consistent, high quality merchandise, services and/or customer experience. A portfolio company's brand could be adversely affected if it fails to achieve these objectives or if its public image or reputation were to be tarnished by negative publicity. Any of these events could result in decreases in value of a portfolio company, which could have an adverse effect on client portfolios.

- The foregoing list of risks does not purport to be a complete explanation of the risks involved with respect to investing in securities or with respect to the Firm.

Item 9: Disciplinary Information

No disciplinary information to report.

Item 10: Other Financial Industry Activities and Affiliations

EARNEST International Pooled Group Trust (the "Pooled Trust Fund") is a trust fund for which we serve as investment manager. The Pooled Trust Fund was formed by the Firm to qualify as a "group trust" within the meaning of IRS Rev. Rule. 81-100. The Pooled Trust Fund's investment objective is to seek income and capital appreciation by investing principally in equity and equity-linked securities of non-U.S. companies.

EARNEST Emerging Markets Investment Trust Fund, EARNEST International Investment Trust Fund, EARNEST Partners China Fund, and EARNEST Partners Global Fund (the "Trust Funds"), separate series of the EARNEST Series Investment Trust, are trust funds for which we serve as investment manager. The Trust Funds' investment objective is to seek income and capital appreciation by investing principally in equity and equity-linked securities of U.S. and non-U.S. companies, as applicable.

EARNEST Interest Fund I, L.P. (the "Limited Partnership"), is a limited partnership for which we serve as investment manager and our affiliate EARNEST Interest Fund I GP, LLC serves as general partner. The Limited Partnership's investment objective is to seek income and capital appreciation by investing principally in Confirmation of Originator's Fees ("COOFs") issued by the fiscal and transfer agent of the U.S. Small Business Administration, as well as other fixed income instruments permitted by the investment guidelines.

We are the investment adviser to the EARNEST Partners Multiple Investment Trust (the "Trust") established by SEI Trust Company (the "Trustee"). The Trust is intended to be a tax-exempt group trust established under Revenue Ruling 81-100. The Trust currently consists of six separate Funds: EARNEST Partners International Fund, EARNEST Partners Emerging Market Fund, EARNEST Partners Mid Cap Core Fund, EARNEST Partners Smid Cap Core Fund, EARNEST Partners Smid Cap Value Fund and EARNEST Partners Government Fund.

EARNEST Partners, LLC owns greater than 25% of EARNEST Partners Private Capital, LLC ("EPPC"), an affiliated registered investment adviser. Paul E. Viera indirectly owns more than 25% of EPPC and GREYBULL Partners, LLC ("GREYBULL"), an affiliated registered investment adviser, ("Affiliates") through Westchester Limited EP, LLC and The PEV Revocable Living Trust, and Peloton, LLC and The PEV Revocable Living Trust, respectively. We generally offer investment advice on equity and fixed income securities to separately managed accounts, registered investment companies, and other pooled investment vehicles, GREYBULL generally offers investment advice on equity and fixed income securities to institutional clients, and EPPC generally offers investment advice on illiquid investment opportunities, including growth equity, venture capital, private equity, and private debt to separately managed accounts and pooled investment vehicles and also serves as manager of certain Affiliates and generally offers investment advice (including sub-advisory services) on equity and fixed income securities to Affiliates with respect to separately managed accounts and pooled investment vehicles.

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

The Firm has adopted a code of ethics which is reasonably designed to address potential conflicts of interest and prevent prohibited acts. Our code works in conjunction with our insider trading policy (together, the "Policy"). Among other things, we forbid any officer, member or employee of the Firm ("Related Persons") from trading, either personally or on behalf of others, on material non-public information or communicating material non-public information to others in violation of the law (i.e., insider trading). The Policy includes procedures requiring Related Persons to report their personal securities transactions to the Compliance Department on a periodic basis. Related Persons may trade in any security that is not currently owned or currently under consideration by the Firm or its Affiliates for their client accounts, but must obtain prior written approval for Initial Public Offerings and Private Placements. If an equity security is owned or currently under consideration by the investment team, the Related Persons may trade in the equity security if (1) prior written approval is obtained, (2) the Firm or its Affiliates have not traded that security within the last 7 days and are not expected to trade in that security in the next 7 days and (3) if the security is included in a model that is traded by a wrap program that is advised by the Firm or its Affiliates, we or our Affiliates have not established or revised the model(s) in the last 7 days and are not expected to establish or revise the model(s) in the next 7 days with respect to the security. If the Firm or its Affiliates have traded the equity security or expects to trade the security, the Related Person may elect to take the de minimis exemption so long as the transaction meets the following requirements: (1) 0.5% of the market capitalization of the company at the time of approval or fewer shares are to be traded; (2) the company in question has a market capitalization greater than $1.0 billion at the time of the approval; and (3) prior written approval is obtained. As additional requirements under the de minimis exemption, the Related Person is required to hold the equity security for 30 days from the original trade date before entering into another transaction in the same security and no more than one de minimis exemption per security per individual can be claimed during a 30-day period. Generally, there are no restrictions on open-end mutual fund transactions by Related Persons; however, any mutual funds or exchange traded funds (ETFs) that the Firm or an Affiliate advises or sub-advises, are placed on the restricted list and require prior written approval to trade. Additionally, each lot of such mutual fund or ETF shares purchased must be held for at least 30 days. Bond issues of at least $25 million and that are on the restricted list may be purchased by Related Persons, with prior written approval, in amounts of up to $100 thousand par per month. We believe that our Policy is reasonably designed to prevent prohibited acts and address potential conflicts of interest between our Related Persons and clients. However, clients should be aware that no set of rules can possibly anticipate or relieve all potential conflicts.

A copy of our code of ethics will be provided to any client or prospective client upon written request.

EARNEST International Pooled Group Trust (the "Pooled Trust Fund") is a trust fund for which we serve as investment manager. The Pooled Trust Fund was formed by us to qualify as a "group trust" within the meaning of IRS Rev. Rule. 81-100. The Pooled Trust Fund's investment objective is to seek income and capital appreciation by investing principally in equity and equity-linked securities of non-U.S. companies. EARNEST Partners generally offers the Pooled Trust Fund to clients or prospective clients as alternatives to separate accounts.

The Pooled Trust Fund is offered for sale only to qualified investors pursuant to private placement memorandums. The Pooled Trust Fund may be purchased in accordance with section 3(c)(7) of the Investment Company Act by certain investors which qualify as both “accredited investors” under Rule 501(a) of Regulation D under the Securities Act and “qualified purchasers” within the meaning of Section 2(a)(51) of the Investment Company Act who have such knowledge and experience in financial and business matters adequate to enable them to evaluate the merits and risks of the Pooled Trust Fund.

The Pooled Trust Fund pays us a management fee of approximately 1.0% annually based on net asset value. In consideration for the management fee, we are responsible for the fees and expenses incurred by the trustee in its administration of the Pooled Trust Fund and for the Pooled Trust Fund’s ordinary operating fees and expenses, but excluding brokerage and other transactional fees and expenses, withholding taxes, foreign jurisdiction taxes and extraordinary expenses.

EARNEST Emerging Markets Investment Trust Fund, EARNEST International Investment Trust Fund, EARNEST Partners China Fund, and EARNEST Partners Global Fund (each a “Trust Fund” and together, the “Trust Funds”), separate series of the EARNEST Series Investment Trust, are trust funds for which we serve as investment manager. The Trust Funds’ investment objective is to seek income and capital appreciation by investing principally in equity and equity-linked securities of U.S. and non-U.S. companies, as applicable. EARNEST Partners generally offers EARNEST Emerging Markets Investment Trust Fund, EARNEST International Investment Trust Fund, and EARNEST Partners Global Fund to clients or prospective clients as alternatives to separate accounts. EARNEST Partners generally only offers Class 2 Units of EARNEST Partners China Fund to separate account clients or prospective separate account clients as a way to invest a portion of their separate account assets in China Class A-shares and offers Class 1 Units to investors that are not separate account clients or prospective separate account clients.

The Trust Funds are offered for sale only to qualified investors pursuant to private placement memorandums. The Trust Funds may be purchased in accordance with section 3(c)(7) of the Investment Company Act by certain investors which qualify as both “accredited investors” under Rule 501(a) of Regulation D under the Securities Act and “qualified purchasers” within the meaning of Section 2(a)(51) of the Investment Company Act who have such knowledge and experience in financial and business matters adequate to enable them to evaluate the merits and risks of the Trust Funds.

EARNEST Emerging Markets Investment Trust Fund and EARNEST International Investment Trust pay us a management fee of approximately 1.0% and 0.90%, respectively, annually based on net asset value. EARNEST Partners Global Fund pays us a management fee up to approximately 0.65% subject to the share class, annually based on net asset value. In consideration for the management fees, we are responsible for the fees and expenses incurred by the trustee in its administration of the Trust Funds and for the Trust Funds’ ordinary operating fees and expenses, but excluding brokerage and other transactional fees and expenses, withholding taxes, foreign jurisdiction taxes and extraordinary expenses.

Class 2 Units of EARNEST Partners China Fund does not pay us a management fee and Class 1 Units pays us a management fee of approximately 1.0% annually based on net asset value. We are responsible for its operating expenses incurred in providing investment advisory services to the Trust Fund and are also responsible for the fees and expenses incurred for the administration of the Trust Fund and for the Trust Fund's operating fees and expenses including, but not limited to, trustee, custodial, accounting, audit, organizational, offering, governmental filing and legal fees and expenses and taxes, but excluding without limitation, brokerage and other transactional fees and expenses related to securities and currencies, certain wire and transfer fees, withholding taxes and foreign jurisdiction taxes.

EARNEST Interest Fund I, L.P. (the "Limited Partnership"), is a limited partnership for which we serve as investment manager. The Limited Partnership's investment objective is to seek income and capital appreciation by investing principally in Confirmation of Originator's Fees ("COOFs") issued by the fiscal and transfer agent of the U.S. Small Business Administration, as well as other fixed income instruments permitted by the investment guidelines. EARNEST Partners does not offer the Limited Partnership to new clients.

The Limited Partnership pays us a management fee of approximately 0.70% annually on the first $300 million of the Limited Partnership's billing asset value (as defined in the limited partnership agreement) and 0.40% annually on the Limited Partnership's billing asset value in excess of $300 million.

The Firm is the investment adviser to the EARNEST Partners Multiple Investment Trust (the "Trust") established by SEI Trust Company (the "Trustee"). The Trust is intended to be a tax-exempt group trust established under Revenue Ruling 81-100. The Trust currently consists of six separate Funds: EARNEST Partners International Fund, EARNEST Partners Emerging Market Fund, EARNEST Partners Mid Cap Core Fund, EARNEST Partners Smid Cap Core Fund, EARNEST Partners Smid Cap Value Fund and EARNEST Partners Government Fund. We generally offer the Trust to clients or prospective clients as alternatives to separate accounts.

The Trustee will receive an annual Trustee Fee from the Trust based on the assets invested in each of the Funds as follows: EARNEST Partners International Fund – up to 1.00% subject to the share class, EARNEST Partners Emerging Market Fund – 1.00%, EARNEST Partners Mid Cap Core Fund – 0.90%, EARNEST Partners Smid Cap Core Fund – up to 0.60% subject to the share class, EARNEST Partners Smid Cap Value Fund – up to 0.60% subject to the share class and EARNEST Partners Government Fund – 0.35%. EARNEST Partners' investment adviser fee, if any, is paid by the Trustee from the Trustee Fee.

Item 12: Brokerage Practices

Generally, the timing as to when we begin to trade any security for any client account and the extent to which we trade any security for any client account will be subject to, among other things, our judgment as well as any price, volume, or other limits we may impose. There are no assurances as to the timing of the investment of any client's portfolio assets generally and/or any changes to the client's portfolio over time and from time to time. Generally, we seek to coordinate trading between equity Institutional Accounts and equity Managed Accounts, and this means that we may trade equity Institutional Accounts and equity Managed Accounts concurrently or that we may trade or begin to trade equity Institutional Accounts before equity Managed Accounts, which could have an adverse impact on execution prices obtained by equity Managed Accounts. Managed Accounts generally consist of wrap fee program accounts (whether traded or model-only), other traded accounts that do not pay brokerage commissions, and other model-only accounts and Institutional Accounts generally consist of all other accounts. Generally, we use a rotational approach among equity Managed Accounts such that each Managed Account product and each brokerage relationship (which may consist of multiple programs and/or accounts) participating in an equity Managed Account product will have rotation schedules and a single rotation may consist of multiple trades, programs and/or accounts. We may not wait for all trade executions by a rotation schedule participant to be completed before initiating trades for the participant next in order of priority. Generally, we also use a rotational approach among Surplus Interest Accounts such that accounts participating in the Surplus Interest Strategy will have rotation schedules and a single rotation may consist of multiple trades. We may not wait for all trade executions by a rotation schedule participant to be completed before initiating trades for the participant next in order of priority.

Our objective in allocating aggregated order trades (including initial public offerings) is to distribute investment opportunities among client accounts in a manner that we believe is fair and equitable, based on the needs and financial objectives of our various clients (including any restrictions or limitations applicable to particular clients). Order aggregation is the process of adding together orders to purchase or sell the same security as one large order.

Our policies regarding allocation of aggregated order trades for <u>equity accounts</u> are as follows:

- Transactions for any client account will not be aggregated if prohibited by the client's guidelines or trading direction.

- Before aggregating orders in a particular case, we should reasonably believe that we will be able to obtain best price and execution for each client participating in the aggregated order. No client is favored over any other in connection with such participation.

- Before entering an aggregated order, we will determine the participating client accounts and the number of shares each participating client account is expected to receive.

- Orders for institutional clients will generally be allocated pro rata unless we determine to use a different allocation method and we reasonably believe that all clients will receive fair and equitable treatment. We may apply various rounding methodologies to allocate any aggregated trade. The rounding methodologies may be based on a number of judgmental factors that may be unique to a particular aggregated trade. Certain rounding methodologies will tend to favor certain clients (e.g. rounding to required minimum lot sizes on certain foreign securities will favor larger clients versus smaller clients). In conjunction with the pro rata method, a rotation method or computer generated random allocation method may be employed as an allocation tool for partial fills. Allocations for Managed Account clients are generally determined by the respective sponsor.

- Generally, each participating client will receive the average price for each allocation from the aggregated trade and will share transaction costs pro rata, absent any client-imposed arrangements, based on such client's participation in the transaction.

- The Firm's books and records will reflect, separately for each participating client account, the aggregated transactions that have occurred and the securities held for the client.

- We do not receive any additional compensation or remuneration as a result of aggregating orders.

The Firm is under no obligation to aggregate orders. If the Firm determines that including a client account in an aggregated transaction is inadvisable, the client or custodial arrangements present unique issues, or trading may be effected through the ETF creation/redemption process, the Firm may not aggregate that account's trade with other accounts.

Our policies regarding allocation of aggregated order trades for <u>fixed income accounts</u> are as follows:

- Transactions for any client will not be aggregated if prohibited by the client's guidelines or trading direction.

- Before aggregating orders in a particular case, we should reasonably believe that we will be able to obtain the best price and execution for each client participating in the aggregated order. No client is favored over any other in connection with such participation.

- The Firm's books and records will reflect separately for each participating client account the aggregated transactions that have occurred and the securities held for the client.

- We do not receive any additional compensation or remuneration as a result of aggregating orders.

- Generally, a pro rata method for allocating aggregated trades will be used whereby each client eligible to participate in a particular order receives an allocation based on the current market value of such client's account relative to the total current market value of all participating clients' accounts.

- When there is an insufficient quantity of a security to allocate among all clients to whom a trade might otherwise be allocated, it is our policy to allocate the security in our reasonable determination based on the greatest need as measured by the percent of the portfolio invested in cash, the size of the security relative to the size of the portfolio, and the effect of the security on the overall portfolio structure.

Although we will attempt to enforce the fair and equitable distribution of all client transactions, there is no guarantee that the valuation of individual allocations will be consistently favorable to all clients.

The Firm will be granted the authority by a substantial majority of its clients to determine, without specific consent, the securities to be bought or sold, the amount of those securities, and the brokers or dealers utilized to effect those trades. Any limitations which might be placed on us are "client-specific" and, to the extent that they exist, are delineated in documents appended to or referenced in the Investment Management Agreement between the Firm and the particular client. For example, clients may instruct us not to invest in particular issuers, or may direct us to execute all or a specified percentage of their trades with specific brokers or dealers (including authorized participants with respect to exchanged traded fund clients). Managed Accounts that are traded by us typically also direct us to execute trades with the program sponsor (subject to limited exceptions).

In selecting brokers to be used in portfolio transactions, our general guiding principle is to seek the best overall execution for each client in each trade, which is a combination of price and execution. With respect to execution, we consider a number of judgmental factors, including, without limitation, the actual handling of the order, the ability of the broker to settle the trade promptly and accurately, the financial standing of the broker, the ability of the broker to position stock to facilitate execution, our past experience with similar trades and other factors that may be unique to a particular order. Recognizing the value of these judgmental factors, we may pay a brokerage commission that is higher than the lowest commission that might otherwise be available for any given trade.

The commission rates paid by our clients with discretionary accounts may be sufficient to allow executing brokers to provide us with a fairly full array of normal research services; information and products (i.e., research). As such, we may not find it necessary to pay higher commission rates specifically for the purpose of obtaining research and receipt of research is not the primary motivation in the selection of brokers. Research received from brokers that are providing best overall execution is viewed as added value.

It is possible that we may pay, or be deemed to have paid, commission rates higher than we could have otherwise paid in order to be assured of continuing to receive research that we consider useful. Such higher commissions would be paid in accordance with Section 28(e) of the Securities Exchange Act of 1934, which requires us to determine in good faith that the commission paid is reasonable in relation to the value of the research provided. This determination may be based either in terms of the particular transaction involved or our overall responsibilities with respect to all accounts over which we exercise discretion. Accordingly, research provided normally benefits many accounts, including accounts which do not pay commissions or do not pay commissions in excess of an execution rate, rather than just the one(s) on which the order is being executed, and we may not use all research in connection with the account which paid commissions to the broker providing the research.

The proprietary and third party research we receive includes, without limitation, information on the United States and other world economies; information on specific industries, groups of securities, individual companies, political and other relevant news development affecting markets and specific securities; and technical and quantitative information about markets. Research is received in the form of written reports, telephone contacts, personal meetings, research seminars, and access to computer databases. In some instances, research products or services received by us may also be used for functions that are not research related (i.e., not related to the making of investment decisions). Where a research product or service has a mixed use, we will make a reasonable allocation according to its use and will pay for the non-research function in cash using our own funds. Clients should consider that this allocation determination creates a potential conflict of interest between clients and the Firm.

The Firm does not generally enter into agreements with brokers regarding specific amounts of brokerage because of research provided. We do maintain, however, an internal allocation procedure to identify those brokers who have provided us with research that we consider useful. These internal guidelines are established by the investment team to provide direction to our traders, and are based, in part, on the quality and usefulness of the research provided and its value to us on behalf of our clients. The amount of brokerage specifically allocated to any broker will be based, in part, on the cost of such research to the broker, and the amount allocated is generally higher than that which we would pay for the research were we to pay for it in cash using our own funds. When client brokerage commissions are used to obtain research or other products or services, we receive a benefit because we do not have to produce or pay for the research, products or services. Clients should consider that there is a potential conflict of interest between their interests in obtaining best execution and our receipt of and payment for research through brokerage allocations as described herein.

As stated above, we generally accept directions by Managed Accounts and other clients to utilize a specific broker or dealer (including authorized participants with respect to exchanged traded fund clients) to execute transactions in the respective client's account. A client who chooses to designate use of a particular broker or dealer should consider whether such designation may have an adverse impact or result in certain costs or disadvantages to the client, because the client may pay higher commissions and/or receive less favorable prices on some transactions than might otherwise be attainable by us. We will generally seek to utilize "step-outs", when permitted and when feasible for us to do so, for clients that direct brokerage in order for them to receive the same execution, absent any client-imposed arrangements, as clients that do not direct brokerage. A "step-out" trade is where one brokerage firm executes an entire order, and then gives other brokerage firms a credit, or commission, for a specified piece of the trade. Generally, transactions of clients that direct us to execute all or a specified percentage of their trades with specific brokers or dealers (including authorized participants with respect to exchanged traded fund clients) but do not permit us to utilize "step-outs" or we are unable to utilize "step-outs" because of the particular markets (e.g. non-U.S. markets generally do not permit the use of "step-outs") or because it is not feasible for us to do so, may be executed after the transactions of clients that grant us full discretion in the selection of brokers or dealers or that permit us to utilize “step-outs” and it is feasible for us to do so, but we may execute transactions concurrently. We will generally “trade away” with respect to fixed income transactions for clients that direct brokerage in the event we believe that the directed broker(s) cannot provide best execution or cannot provide the desired securities.

By directing us to use a specific broker or dealer, clients who are subject to ERISA confirm and agree with us that they have the authority to make the direction, that there are no provisions in any client or plan document which are inconsistent with the direction, that the brokerage and other goods and services provided by the broker or dealer through the brokerage transactions are provided solely to and for the benefit of the client’s plan, plan participants and their beneficiaries, that the amount paid for the brokerage and other services have been determined by the client and the plan to be reasonable, that any expenses paid by the broker on behalf of the plan are expenses that the plan would otherwise be obligated to pay, and that the specific broker or dealer is not a party in interest of the client or the plan as defined under applicable ERISA regulations.

Generally, fixed income trades are net of commissions. At times it is not practical to execute net transactions (a principal trade in which the dealer has included his commission), and we will execute a commission trade because the dealer didn’t directly or can’t own the securities but presented the investment idea to us.

From time-to-time, the Firm may (i) purchase securities for one account for which we act as investment adviser from another account for which we act as investment adviser, or (ii) sell securities from one account for which we act as investment adviser to another account for which we act as investment adviser (cross trade), provided such transaction is otherwise permissible by applicable law and client guidelines. Each such transaction will be effected at prices and under circumstances reasonably determined by us to be fair and equitable. We will not act as principal in any transaction with a client, and will not receive any compensation other than our advisory fee in connection with a cross trade.

Item 13: Review of Accounts

Client portfolios are monitored by the investment team and staff for adherence to client guidelines, as well as internal policies regarding risk control, expected excess return and dispersion of return.

Members of the investment team meet weekly to exchange market views, to discuss investment ideas, and to review strategies for the coming week.

The performance of each client account is reviewed periodically by the investment team and staff and compared with standard indices and with accounts of like objectives. Each account has a risk level which is consistent with accounts of comparable objectives.

The titles of the supervised persons who conduct the reviews are generally that of Associate Director or higher.

Generally, quarterly or more frequent written statements are provided to clients. Quarterly statements generally include holdings, transactions, and portfolio characteristics. When requested, quarterly performance summaries are provided. Clients are also provided with periodic commentary on our views with respect to the market and a client's respective portfolio.

Item 14: Client Referrals and Other Compensation

Not applicable.

Item 15: Custody

The Firm does not participate in the selection of custodians, except with respect to certain proprietary pooled investment vehicles, and does not have physical custody of any client's funds and securities, but may be deemed to have custody in these instances:

1. When a client instructs us to send advisory fee invoices directly to the client's custodian. In this instance, client funds and securities are maintained with a qualified custodian (financial institutions customarily providing custodial services) in the client's name or under our name as agent of the client, and we will form a reasonable belief, after due inquiry, that the qualified custodian sends account statements directly to the client. Our due inquiry may include, among other means, seeking to obtain periodic written confirmation from the custodian(s) that account statements were sent to our clients or for clients that select custodians and contract with them, having such clients grant Adviser read-only access to or otherwise enable it to review account statements on our clients' custodians' website.

2. When we act as both general partner, managing member, or in a comparable capacity and as investment adviser to the respective limited partnership, limited liability company, or other private fund and the pooled investment vehicle exemption (i.e. it's audited by an accounting firm registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board (PCAOB) at least annually and the financial statements are prepared in accordance with generally accepted accounting principles) is not available. In this instance, we will obtain an annual surprise examination of the pooled vehicle by a non-PCAOB accounting firm and form a reasonable belief, after due inquiry, that the qualified custodian sends account statements of the pooled vehicle to investors. Our due inquiry may include, among other means, seeking to obtain periodic written confirmation from the custodian(s) that account statements were sent to investors or having access to or can otherwise review and confirm that account statements were sent on the custodians' website.

3. When we act as both general partner, managing member, or in a comparable capacity and as investment adviser to the respective limited partnership, limited liability company, or other private fund and the pooled investment vehicle exemption (i.e. the fund is audited by an accounting firm registered with, and subject to regular inspection by, the PCAOB at least annually and the financial statements are prepared in accordance with generally accepted accounting principles) is available, we will distribute the audited financial statements to all limited partners (or members or other beneficial owners) within 120 days of the end of the fund's fiscal year. We will obtain a final audit upon liquidation of a pooled vehicle and distribute financial statements to investors promptly after completion of the audit.

Our clients will receive account statements from the broker-dealer, bank or other qualified custodian and should carefully review those statements. Unless clients instruct otherwise, they will also receive account statements from us and are urged to compare our account statements against the account statements received from the qualified custodian.

Item 16: Investment Discretion

The Firm accepts discretionary authority to manage securities accounts on behalf of clients by entering into a written investment management agreement with the client. Any limitations clients may place on this authority are addressed in the investment management agreement and any written client investment policy and/or investment guidelines.

Item 17: Voting Client Securities

The Firm will accept authority to vote client securities. The Firm and the client will agree upon the scope of the Firm's authority and responsibilities to vote proxies on behalf of the client in an investment management agreement. Clients can generally direct us in writing how to vote on their behalf according to specific proxy voting guidelines or how to vote on their behalf in a particular solicitation. Absent any written direction from the client and provided we (or our designee, as applicable) receive the proxies timely and in good order, we will seek to vote the proxies in accordance with our then current proxy voting policies and procedures as generally described below.

Proxy Policies

The following will generally be adhered to unless we are instructed otherwise in writing by the client:

- While we engage with portfolio companies on a regular basis, we will not actively engage in conduct that involves an attempt to change or influence the control of a portfolio company.

- We will not participate in a proxy solicitation or otherwise seek proxy voting authority from any other portfolio company shareholder.

- We will not act in concert with any other portfolio company shareholders in connection with any proxy issue or other activity involving the control or management of a portfolio company.

- All communications with portfolio companies or fellow shareholders will be for the sole purpose of expressing and discussing our concerns for our clients' interests and not in an attempt to influence the control of management.

Proxy Procedures

The Firm has designated a Proxy Director. The Proxy Director, in consultation with the investment team, will consider each issue presented on each portfolio company proxy. The Proxy Director will also use available resources, including proxy evaluation services, to assist in the analysis of proxy issues. Absent any written direction from the client, proxy issues presented to the Proxy Director will be voted in accordance with the judgment of the Proxy Director, taking into account the general policies outlined above, the Firm's Proxy Voting Guidelines (currently obtained from Institutional Shareholder Services (ISS)), and the different categories of clients, as determined by the Firm. Therefore, it is possible that actual votes may differ from the general policies and our Proxy Voting Guidelines. In the case where we believe we have a material conflict of interest with a client, the Proxy Director will utilize the services of outside third party professionals (currently ISS) to assist in its analysis of voting issues and the actual voting of proxies to ensure that a decision to vote the proxies was based on the client's best interest and was not the product of a conflict of interest. In the event the services of an outside third party professional are not available in connection with a conflict of interest, we will seek the advice of the client.

A detailed description of our specific Proxy Voting Guidelines will be furnished upon written request. You may also obtain information about how we have voted with respect to portfolio company securities by calling, writing, or emailing us at:

EARNEST Partners
1180 Peachtree Street NE, Suite 2300
Atlanta, GA 30309
invest@earnestpartners.com
404-815-8772

The Firm reserves the right to change these policies and procedures at any time without notice.

Item 18: Financial Information

Not applicable.

Item 19: Miscellaneous

Account Errors and Error Resolution

The Firm has policies and procedures to help it assess and determine, consistent with applicable standards of care and client documentation, when reimbursement is due by it to a client because the Firm has committed an error. Pursuant to the Firm's policies, an error is generally compensable from the Firm to a client when it is a mistake (whether an action or inaction) in which the Firm has, in the Firm's reasonable view, deviated from the applicable standard of care in managing the client's assets, subject to materiality and other considerations set forth below.

Consistent with the applicable standard of care, the Firm's policies and its investment management agreements generally do not require perfect implementation of investment management decisions, trading, processing or other functions performed by the Firm or its affiliates. Therefore, not all mistakes will be considered compensable to the client. Imperfections, including without limitation, imperfection in the implementation of investment decisions, trade execution, cash movements, portfolio rebalancing, processing instructions or facilitation of securities settlement; imperfection in processing corporate actions; or imperfection in the generation of cash or holdings reports resulting in trade decisions, are generally not considered by the Firm to be violations of the applicable standards of care regardless of whether implemented through programs, models, tools or otherwise. As a result, imperfections, including, without limitation, incidents involving a mistaken amount or timing of an investment, or timing or direction of a trade (as applicable), may not constitute compensable errors.

For example, the Firm's traders are typically expected to exercise discretion to generally effect the investment team's investment intent in the best interests of the client including, without limitation, with respect to the execution of trade requests or the implementation of investment strategies. Regardless of whether the investment team specifies a fixed quantity of a particular security to be purchased or sold, or provides a date by which a trade is to be completed, instances in which the Firm's trader executes a trade that results in a portfolio position that is different from the exposure intended by the investment team (whether specified on a trade ticket or not) will generally not be considered compensable errors unless the trade or transaction results in a portfolio position that violates investment guidelines of the client or is substantially inconsistent with the investment team's investment intent. Similarly, imperfections in the implementation of investment strategies that do not result in material departures from the intent of the investment team will generally not be considered compensable errors. In addition, in managing accounts, the Firm may establish non-public, formal or informal internal targets, guidelines or other parameters that may be used to manage risk or otherwise guide decision-making, and a failure to adhere to such internal parameters will not be considered an error. A failure on the Firm's part to recognize a client cash flow will generally not be considered a compensable error unless the Firm fails to recognize the cash flow within a reasonable period of time from the delivery date specified in the client's notification to the Firm. The purchase of a security for which the client is ineligible under the issuer's prospectus, offering documents or other issuer-related rules or documentation generally will not be considered a compensable error to the extent that the purchase does not also violate a client guideline, regardless of whether the Firm maintains or exits the position after becoming aware of the ineligibility. Mistakes may also occur in connection with other activities that may be undertaken by the Firm and its affiliates, such as net asset value calculation, processing subscriptions and redemptions, fund accounting, trade recording and settlement and other matters that are non-advisory in nature and may not be compensable unless they deviate from the applicable standards of care. Incidents resulting from the mistakes of third parties, including agents of the Firm and its affiliates, are generally not compensable from the Firm to a client.

Incidents may result in gains as well as losses. In certain circumstances, the Firm may determine that the gains or losses associated with these incidents will be treated as being for a client's account (i.e., clients will bear the loss or benefit from the gain). In other circumstances, however, the Firm may determine that it is appropriate to reallocate or remove gains or losses from the client's account that are the result of an incident.

The Firm makes its determinations pursuant to its error policies on a case-by-case basis, in its discretion, based on factors it considers reasonable. Relevant facts and circumstances the Firm may consider include, among others, the nature of the service being provided at the time of the incident, whether intervening causes, including the action or inaction of third parties, caused or contributed to the incident, specific applicable contractual and legal restrictions and standards of care, whether a client's investment objective was contravened, the nature of a client's investment program, whether a contractual guideline was violated, the nature and materiality of the relevant circumstances, and the materiality of any resulting losses. The determination by the Firm to treat (or not to treat) an incident as compensable, and any calculation of compensation in respect thereof for any one fund or account sponsored, managed or advised by the Firm may differ from the determination and calculation made by the Firm in respect of one or more other funds or accounts.

When the Firm determines that compensation by the Firm is appropriate, the client will be compensated as determined in good faith by the Firm. The Firm will determine the amount to be reimbursed, if any, based on what it considers reasonable guidelines regarding these matters in light of all of the facts and circumstances related to the incident. In general, compensation is expected to be limited to direct and actual losses, which may be calculated relative to comparable conforming investments, market factors and benchmarks and with reference to other factors the Firm considers relevant. Compensation generally will not include any amounts or measures that the Firm considers to be speculative or uncertain, including potential opportunity losses resulting from delayed investment or sale as a result of correcting an error or other forms of consequential or indirect losses. In calculating any reimbursement amount, the Firm generally will not consider tax implications for, or the tax status of, any affected client. The Firm expects that, subject to its discretion, losses will be netted with an account's gains arising from a single incident or a series of related incidents (including, for the avoidance of doubt, incidents stemming from the same root cause) and will not exceed amounts in relation to an appropriate replacement investment, benchmark or other relevant product returns. Losses may also be capped at the value of the actual loss, particularly when the outcome of a differing investment would in the Firm's view be speculative or uncertain or in light of reasonable equitable considerations. As a result, compensation is expected to be limited to the lesser of actual losses or losses in relation to comparable investments, benchmarks or other relevant factors. Furthermore, the Firm expects to follow a materiality policy with respect to client accounts. Therefore, in certain circumstances, mistakes that result in losses below a threshold will not be compensable.

The Firm may also consider whether it is possible to adequately address a mistake through cancellation, correction, reallocation of losses and gains or other means.

In general it is the Firm’s policy to notify clients of incidents corrected post settlement that violate a client guideline and certain errors that result in a loss to the client and are otherwise compensable. Generally, the Firm will not notify clients of non-compensable incidents. In addition, separate account clients will not be notified of incidents if the resulting loss is less than $1,000. Investors in a pooled investment vehicle will generally not be notified of the occurrence of an incident or the resolution thereof. Additional information about resolution of and compensation for incidents is available upon request and may be set forth in the prospectuses or other relevant offering documents of the Firm’s pooled investment vehicles. The Firm may at any time, in its sole discretion and without notice to clients or investors, amend or supplement its policies with respect to account errors and error resolution.