

# Brochure

September 20, 2024

**Macquarie Investment  
Management  
Business Trust**

**Form ADV — Part 2A**

This brochure provides information about the qualifications and business practices of Macquarie Investment Management Business Trust ("MIMBT"). If you have any questions about the contents of this brochure, please contact us at (215) 255-2300. **The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the "SEC") or by any state securities authority.**

MIMBT is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. **Additional information about MIMBT is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

Pursuant to an exemption from the Commodity Futures Trading Commission in connection with accounts of qualified eligible persons, this brochure or account document is not required to be, and has not been, filed with the Commission. The Commodity Futures Trading Commission does not pass upon the merits of participating in a trading program or upon the adequacy or accuracy of commodity trading advisor disclosure. Consequently, the Commodity Futures Trading Commission has not reviewed or approved this trading program or this brochure or account document.

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## Item 2 — Summary of Material Changes

The United States Securities and Exchange Commission (“SEC”) requires that Macquarie Investment Management Business Trust (“MIMBT”) provide our clients with a summary of any material changes made to MIMBT’s Form ADV Part 2A (the “Brochure”) since the date of our last annual update. Our goal when preparing our Brochure and this summary of material changes is to provide you with easy-to-understand “plain English disclosure,” using an easy-to-read format and definite, concrete, and understandable words.

Below is a summary of the material changes to this Brochure since the March 2024 annual update. We urge you to carefully review this summary of material changes and all subsequent summaries, as they contain important information about any significant changes to our advisory services, fee structure, business practices, conflicts of interest and disciplinary history. Please read the full brochure for additional information regarding the changes described below.

A complete copy of MIMBT’s Brochure is available by calling (215) 255-2300. Our Brochure is also available free of charge on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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Item 9: Updated to reflect that MIMBT entered into a settlement agreement with the SEC consenting to an order (Settlement Order) relating to a legacy investment strategy, the Absolute Return Mortgage-Backed Securities Strategy (ARMBS Strategy). MIMBT no longer offers the ARMBS Strategy. MIMBT agreed to the Settlement Order without admitting or denying the SEC’s findings.

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## Item 4 — Advisory Business

### Our Firm

Macquarie Investment Management Business Trust (“MIMBT”) is a business trust organized under the Delaware Statutory Trust Act that consists of the following eight series:

- Delaware Management Company
- Macquarie Investment Management Advisers
- Delaware Capital Management
- Macquarie Asset Advisers
- Macquarie Alternative Strategies
- Delaware Investments Fund Advisers
- CPG Fund Advisers
- Macquarie Private Fund Advisers

MIMBT has been in business since 1929 and is a registered investment adviser under the Investment Advisers Act of 1940 (the “Advisers Act”).

MIMBT’s principal owners (those owning more than 25% of the firm) are Delaware Investments Management Company, LLC, Macquarie Management Holdings, Inc., Macquarie Affiliated Managers (USA) Inc., Macquarie Affiliated Managers Holdings (USA) Inc., Macquarie FG Holdings Inc., Macquarie Asset Management US Holdings Pty Limited, Macquarie Asset Management Holdings Pty Limited, and Macquarie Group Limited.

### Assets Under Management

As of March 31, 2024, MIMBT had assets under management of \$190,960,333,268, all of which are managed on a discretionary basis pursuant to client guidelines.

### Advisory Services and Individual Needs of Clients

The services offered by the various series of MIMBT are described more fully below. In addition, MIMBT often tailors its investment advisory services to the

individual needs of particular institutional clients through its investment advisory agreement with the client, written agreements regarding the client’s investment guidelines, objectives, and restrictions, or other written instructions.

### Delaware Management Company (“DMC”)

The DMC series provides investment advisory services (the investment and reinvestment of assets) to registered investment companies or “funds” within Delaware Funds® by Macquarie (“DFM”) (formerly the Delaware Investments® Family of Funds), as well as to certain other affiliated funds and pooled vehicles. These services include professional portfolio management, investment research and analysis, and the securities trading capabilities required to make all investment decisions for such funds, as well as managing fund assets on an ongoing basis and placing orders for the execution of securities transactions.

DMC provides both direct investment management services, where it invests and reinvests fund assets, and indirect investment management services, where it identifies and hires sub-advisory firms with specific investment expertise to manage fund assets. When a sub-adviser has been engaged, DMC pays the sub-adviser out of its management fee and supervises and monitors the activities of the sub-advisory firm.

DMC enters into an investment advisory agreement with a given fund. The advisory agreement is subject to periodic review and continuance (generally annually) by the fund’s Board of Directors or Trustees, as required under the Investment Company Act of 1940, as amended (the “1940 Act”). Each advisory agreement is terminable without penalty, generally upon sixty (60) days’ notice by the fund’s Board or by DMC, and each terminates automatically in the

event of its assignment (as that term is defined in the 1940 Act). Each fund's board supervises and directs DMC's provision of advisory services.

### **Macquarie Investment Management Advisers ("MIMA")**

The MIMA series provides investment advisory services to large institutional clients domiciled in the U.S. and abroad, many of which are tax-exempt, and to insurance company general and separate accounts. Clients of MIMA include without limitation, pension and profit-sharing plans and endowment funds, domestic or international registered and unregistered pooled vehicles, as well as the nuclear decommissioning trusts of utility companies.

The MIMA series is also an investment manager for Macquarie Fund Solutions an investment company (Société d'Investissement à Capital Variable) registered under Part I of the Luxembourg Law of 17 December 2010 concerning undertakings for collective investment in transferable securities ("UCITS") (the "Law of 2010"). The Macquarie Fund Solutions funds are available to qualified, non-U.S. investors. MIMA provides investment sub-advisory services to other UCITS funds and ex-U.S. pooled vehicles.

In addition to the foregoing, MIMA serves as investment manager to the Macquarie Collective Investment Trust ("CIT"), as well as the Ivy Investments CIT, each a collective investment of assets of participating tax qualified pension and profit-sharing plans and related trusts and other tax deferred entities and provides advisory services to high-net-worth individuals (whose accounts are generally managed on a fully discretionary basis).

On a limited basis, MIMA also provides investment advisory services to certain clients under an all-inclusive fee arrangement known as a "wrap fee

agreement." MIMA provides investment management services to clients who generally do not direct trading of their account to a particular bank or a registered broker/dealer or a financial service organization (also known as "wrap fee sponsors"). These types of accounts are also known as "free trading accounts."

In addition to traditional investment management services, MIMA offers asset/liability analysis services for pension plans, endowments, and foundations. These services attempt to manage a client's assets relative to a future defined benefit pension liability or spending requirements.

Certain MIMBT series, such as MIMA, Macquarie Asset Advisers ("MAA") or Macquarie Alternative Strategies ("MAS"), offer transition management services to institutional clients seeking to transition their portfolio holdings from one investment manager to another and/or from one investment strategy to another. Such services may be provided in conjunction with a MIMBT series or an affiliate of MIMBT within the Macquarie Group, as well as third parties. The relevant MIMBT series may give advice to transition management clients regarding trading strategies, including recommending trading baskets of securities rather than individual securities when deemed to be in the best interest of such clients and to the extent consistent with applicable laws. MIMBT affiliates within the Macquarie Group may provide brokerage and other services, including referral services, to transition accounts of MIMBT series that have been authorized or directed by the transition management clients to use such affiliates to the extent consistent with applicable laws and may be compensated directly or indirectly for their services in accordance with applicable law.

MIMA provides these services on its own or in conjunction with our traditional

investment management services, which are described elsewhere in this brochure. These services can be provided to financial intermediaries or to their clients.

### ***Defined Benefit Plans***

Our asset/liability analysis involves assessing a client's existing asset solution relative to its pension liabilities. We may include additional alternative asset solutions in the analysis. Some or all of the following factors may be considered in the analysis, among others: projected liability cash flow projections; liability return review and custom liability benchmarking; and modelling of asset returns.

Certain clients request MIMA's traditional asset management services in connection with receiving the asset/liability analysis. These asset management services can include developing and implementing a particular asset solution given the plan's liability structure and funded status and the plan sponsor's financial position and objectives. Examples of the asset management services include: liability driven investments; long duration portfolio management; and excess alpha and low correlation investment strategies.

### ***Endowments and Foundations***

The model for our asset allocation service for endowments and foundations incorporates user-defined parameters including inflation and capital market assumptions to allow a client to assess projected asset and spending levels. Although the service is generally marketed to intermediaries, certain clients request our traditional asset management services in connection with receiving the asset allocation service. The asset management services include developing and implementing a particular asset solution given the client's projected spending goals.

### **Delaware Capital Management ("DCM")**

The DCM series participates primarily in wrap fee arrangements that it enters with various wrap fee sponsors for equity and fixed income strategies. These wrap fee sponsors may also be registered as investment advisers under the Advisers Act.

In some circumstances, DCM enters into agreements directly with individual wrap fee clients using a wrap fee agreement. The purpose of these wrap fee agreements is to allow DCM to manage wrap fee client accounts and make investment decisions on behalf of the client as to which securities are bought and sold for the account, as well as the total amount of securities to be bought and sold at a given time. The discretionary authority granted to DCM may be limited by conditions imposed by wrap sponsors or wrap fee clients in their stated investment guidelines and objectives or using separate written instructions. At times, DCM's discretionary authority is limited by directions from the wrap fee client to have transactions effected only through designated registered broker-dealers. DCM does not generally take taxes into consideration when making investment decisions for wrap fee clients.

It should be noted that, in some instances, wrap account assets are invested in a money market mutual fund that is not managed by DCM. The expenses of investing in these funds will include management fees that are incurred in addition to any fees payable to DCM.

DCM also provides investment advisory services to wrap sponsors by providing a model portfolio of securities to wrap fee sponsors. The wrap fee sponsor typically has full discretion with regard to the implementation of these model portfolios.

DCM also provides investment advisory services to fixed income wrap program

participants. For the accounts of these clients, DCM generally does not execute any transactions in fixed income securities through a wrap sponsor or an affiliated broker of the wrap sponsor's firm. For certain equity investment strategies, DCM will "trade away" from the wrap sponsor (or an affiliated broker-dealer of the wrap sponsor). This practice is unlike the typical wrap program practice whereby most securities transactions are directed to and executed by the wrap sponsor (or an affiliated broker-dealer of the wrap sponsor) and the wrap fee paid by the client covers or includes brokerage transaction costs. As a result, any such "trade away" brokerage transaction costs of "trade away" transactions, (e.g., commissions, mark-ups and mark-downs) paid for fixed-income securities transactions and equity securities transactions effected for wrap program participants will not have been offset or reduced by wrap fees paid and will represent an additional cost to be paid by the wrap program participant (in addition to the wrap fee).

#### **Macquarie Asset Advisers ("MAA")**

The MAA series provides investment advisory services primarily to private CDOs and CLOs that are sold to large institutional investors.

#### **Macquarie Alternative Strategies ("MAS")**

The MAS series provides investment advisory services primarily to institutional accounts and alternative investment portfolios, including on-shore and off-shore funds and products.

#### **Delaware Investments Fund Advisers ("DIFA")**

The DIFA series provides investment sub-advisory services to certain registered investment companies or "funds" other than DFM and certain other affiliated funds. These services include professional portfolio

management, investment research and analysis, and the securities trading capabilities needed for making all investment decisions for such funds, as well as managing fund assets on an ongoing basis and placing orders for the execution of securities transactions.

DIFA either enters into an investment advisory agreement with a given fund and/or into a sub-advisory agreement with the fund's investment adviser. In each case, the advisory or sub-advisory agreement is subject to periodic review and continuance (generally annually) by the fund's Board of Directors or Trustees, as required under the 1940 Act. Each advisory or sub-advisory agreement is terminable without penalty, generally upon sixty (60) days' notice by the fund's Board or by DIFA, and each terminates automatically in the event of its assignment (as that term is defined in the 1940 Act). Each fund's board supervises and directs DIFA's provision of advisory services and, in cases where DIFA acts as sub-adviser, DIFA is also supervised by the separate investment advisory firm that acts as investment adviser to the fund.

#### **CPG Fund Advisers ("CFA")**

The CPG Fund Advisers series was created to provide investment advisory services (the investment and reinvestment of assets) to registered investment companies or "funds" within the Central Park Group Funds, and potentially to certain other affiliated funds and pooled vehicles. These services include professional portfolio management, investment research and analysis, and the securities trading capabilities required to make all investment decisions for such funds, as well as managing fund assets and liquidity on an ongoing basis and placing orders for the execution of securities transactions.

Currently CFA does not act as investment adviser for any Central Park



Group Funds and there are no plans to transfer management of any Central Park Group Funds to CFA.

CPG Fund Advisers provides both direct investment management services, where it invests and reinvests fund assets, and indirect investment management services, where it identifies and hires sub-advisory firms with specific investment expertise to manage fund assets. When a sub-adviser has been engaged, CPG Fund Advisers pays the sub-adviser out of its management fee and supervises and monitors the activities of the sub-advisory firm. CPG Fund Advisers is the advisor to several continuously offered closed-end funds and to several closed-end funds that are no longer offered for sales. Other than one international fund, each of the funds managed by CPG Fund Advisers focuses on private markets securities.

#### **Macquarie Private Fund Advisers ("MPFA")**

The Macquarie Private Fund Advisers series provide investment advisory services primarily to institutional accounts and alternative investment portfolios, including private funds and products.

### **Item 5 — Fees and Compensation**

MIMBT's fees and compensation vary based upon the type of service provided. Clients generally have different fee arrangements. The standard fee structures and schedules currently in effect for the services offered by each of MIMBT's series are described more fully below and in Appendix A, attached to this Brochure. Clients will generally incur brokerage fees for the transactions executed in their accounts as discussed more fully in Item 12, "Brokerage Practices." Brokerage fees differ for MIMBT's wrap fee clients as described below. In addition, clients typically will bear other costs associated with their

accounts or portfolio investments, including, but not limited to: (i) custodial charges, (ii) auditing fees, (iii) transfer agency fees, (iv) interest expenses, and (v) taxes, duties and other governmental charges (if applicable).

#### **Delaware Management Company ("DMC")**

The advisory and other fees and expenses that DMC receives from the funds for which it serves as advisor or sub-advisor are disclosed in each fund's prospectus, generally most fees are computed based on the average daily net assets of the specific fund. A copy of the appropriate prospectus is provided to clients prior to investment and is available free of charge upon request at any time.

As described in the fund prospectus, DMC from time to time agrees to waive fees and/or out-of-pocket expenses to the extent necessary to limit the funds' expenses to specified amounts.

#### **Macquarie Investment Management Advisers ("MIMA")**

The compensation paid to MIMA by each institutional client account, including registered or unregistered pooled vehicles, is generally based upon a percentage of assets under management and may be subject to a minimum charge. Generally, the fee is based upon the market value of the account as of the end of each calendar quarter, although in some instances it can be based upon the account's average quarterly assets, three month or four-month average. The fee structure varies from time to time as the advisory fees are subject to negotiation. In certain instances, a portion of the fee, which may be greater or less than the standard fee schedule, is calculated on a performance basis. Fees generally are calculated and payable quarterly, monthly in some instances per client contract and will be prorated if a contract is terminated other than at quarter-end. Fees for institutional accounts are

generally not billed in advance of services. A table of representative fee schedules for institutional accounts is attached to this Brochure as Appendix A.

The advisory and other fees and expenses that MIMA receives from ex-US pooled vehicles, including, but not limited to UCITS funds for which it serves as the advisor and sub-advisor are generally disclosed in the applicable prospectus. The compensation paid to MIMA by each fund varies, although most fees are computed based on the average daily net assets of the specific fund. The fees are accrued daily and paid monthly in arrears. As described in the fund prospectus, MIMA from time to time agrees to waive fees and/or out-of-pocket expenses to the extent necessary to limit the applicable funds' expenses to specified amounts.

Compensation paid to MIMA by pooled vehicles it manages will generally be similarly structured and will be governed by and disclosed in an offering document or similar document.

The trustees of the Macquarie and Ivy Investments CITs pay MIMA directly for the investment advisory and administrative services provided by MIMA to the Macquarie and Ivy Investments CIT. The trustee receives a fee, calculated daily, and paid monthly in arrears, for the trustee, management, investment advisory and administrative services provided by the trustee and MIMA.

Advisory services provided to high-net-worth individuals are provided at fee rates that correspond to those outlined for institutional clients in Appendix A.

MIMA clients may receive investment advisory services subject to wrap fee agreements similar to those utilized by MIMBT's DCM series. Please reference the discussion of DCM's wrap fees below for more information.

Over time, the fee structures for these types of services varies as the advisory fees are subject to negotiation with the sponsor or client. MIMA can be compensated on a different basis with respect to other wrap fee programs, but under no circumstances will MIMA be compensated on the basis of a share of the capital gains upon, or the capital appreciation of, the assets under management.

MIMA may charge clients a flat or other fee for certain services, such as asset/liability analysis, transition management services, or management of derivatives. The fee may vary from time to time, as it is subject to negotiation. The fee may also be waived in certain instances. If such a fee is charged, the fee is typically not based on assets under management.

Fees for other investment management services, including investment management services provided to insurance company and separate accounts ("Insurance Asset Management") provided by MIMA are generally calculated as a percentage of assets under management and are payable in arrears. However, such fees are also typically negotiated on a case-by-case basis and vary between clients.

### **Delaware Capital Management ("DCM")**

DCM clients that receive investment advisory services subject to a wrap fee agreement are generally charged a bundled fee by the wrap fee sponsor (referred to as a "wrap fee") based upon a percentage of the market value of the account. This wrap fee generally covers portions of or all services for: (1) selection or assistance in the selection of one or more investment advisers participating in the program; (2) the investment adviser's fee to manage the client's portfolio on a discretionary basis or to provide a portfolio model; (3) brokerage commissions and, in some instances, dealer mark-ups or mark-downs for the

execution of trades by the designated broker; (4) acting as custodian for the assets in the client's portfolio which also includes providing the client with trade confirms and regular statements; (5) periodic evaluation and comparison of account performance, and (6) continuing consultation on investment objectives. A wrap fee agreement may not include all fees described above and not all fees will be covered by the wrap fee (such as "trade-away" transactions). Please refer to the information relating to wrap accounts in Item 12, "Brokerage Practices."

For the vast majority of wrap accounts, the sponsor charges the fee to the client, rather than DCM. The sponsor calculates the fee to be paid to DCM based upon the negotiated fee contained within the contract between the sponsor and DCM. The fees received for investment advice to wrap programs vary depending on the investment strategy selected, level of assets under management, and other factors.

For some wrap accounts, DCM has a direct contract with the client. In these cases, DCM calculates the fee due based on the fee schedule in place with the client. DCM may bill the client or may request the fee to be deducted from the client's account and forwarded in payment of fees due. If an advisory contract is terminated prior to the end of the billing period, DCM will refund any fees paid in advance on a pro rata basis. The fee a client pays in a wrap fee program typically covers advice, trading done through the sponsor, custody, and reporting, but does not cover trades executed with a broker other than the sponsor, and other fees such as IRA fees, wire transfer fees, exchange fees, and mark-ups and mark-downs on fixed income securities. Certain investment strategies trade infrequently, resulting in the client paying a higher proportion of its wrap fee for non-trading services than if the client used an investment strategy that traded more frequently. In

addition, some investment strategies incur additional trading costs, such as when DCM purchases shares in a non-US market and converts them to American Depositary Receipts (ADRs) and incurs a conversion fee. This will result in the wrap client paying other fees in addition to the standard bundled fee. Over time, the fee structure for these types of services vary as the advisory fees are subject to negotiation with the sponsor or client.

### **Macquarie Asset Advisers ("MAA")**

Compensation paid to MAA is generally calculated as a contractual percentage of the collateral asset value of the investment vehicle to which MAA provides services. This value fluctuates over time and is reduced as the collateral is liquidated over the life of the investment vehicle. The fee structures vary from time to time as they are subject to negotiation. Fees are payable in arrears and are generally deducted from clients' assets by the trustee or administrator for each payment period, typically on a quarterly basis. If an account is terminated prior to a normal accrual period, the fee due will be calculated on a pro rata basis.

### **Macquarie Alternative Strategies ("MAS")**

The advisory and other fees and expenses that MAS receives from the funds for which it serves as advisor are disclosed in each fund's offering documents, generally most fees are computed based on the average daily net assets of the specific fund. A copy of the appropriate offering document is provided to clients prior to investment and is available free of charge upon request at any time. In certain instances, the fee or a portion of the fee, which may be greater or less than the standard fee schedule, is calculated on a performance basis. In addition, MAS reserves the right to waive or alter the fee, or a portion of the fee, on a discretionary basis.

### **Delaware Investments Fund Advisers ("DIFA")**

The advisory and other fees that DIFA receives from the funds for which it serves as sub-advisor are generally disclosed in each fund's prospectus, and most fees are computed based on the average daily net assets of the specific fund. It is DIFA's understanding that DIFA's fund clients provide a copy of the fund's prospectus to fund shareholders prior to investment and makes it available upon request at any time.

### **CPG Fund Advisers ("CFA")**

For providing certain management and administrative services to registered funds and registered fund of funds, CPG Fund Advisers receives directly from each Fund a monthly or quarterly fee, as applicable, based on the net assets or capital commitments of the Fund, in accordance with the investment advisory or similar agreement applicable to that Fund and as disclosed in each Fund's offering documents. These fees are not negotiable by investors in the registered funds and registered fund of funds but are subject to periodic renewal by the Fund's Board of Directors. For registered funds and registered fund of funds, CPG Fund Advisers does not receive any fees in advance of providing services and management fees are payable in arrears. Additionally, registered funds and registered fund of funds may pay a fee to placement agents, distributors, sub-placement agents, dealers or selling agents out of the net assets of certain designated Fund shares or "units" based on the net asset value or capital commitments of such units as disclosed in a Fund's offering documents.

### **Macquarie Private Fund Advisers ("MPFA")**

With regard to the Access Funds and Fund of Funds, MPFA's fees are based on the services it provides, the amount contributed or committed by investors

and whether there is a financial intermediary, all of which is set forth in the confidential offering memorandum for the applicable Fund. Generally, MPFA will, as described in each Fund's offering documents, receive an asset-based fee directly from a Fund based on assets under management or capital commitments, and, in certain cases, an incentive allocation based on net new profits, subject to a high-water mark. In the event that MPFA has received any fees in advance of providing services, it will, upon termination of its services, pro-rate and refund any excess amount. These fees are generally not negotiable by investors in the Access Funds.

## **Item 6 — Performance-Based Fees and Side-By-Side Management**

### **Performance-Based Fees**

In some cases, MIMBT, through its series, enters into performance fee arrangements with qualified clients and in certain cases, investors in private funds. Such fees are subject to individualized negotiation with each such client and are structured in conformity with the Advisers Act and the available exemptions thereunder.

In each instance where MIMBT charges a performance-based fee to a separate account client, MIMBT will seek a contractual representation from the client that it is qualified to be charged such a fee. MIMBT will also seek to disclose the risks to clients, including conflicts of interest and operation of the performance fee, usually in the investment advisory contract.

### **Side-by-Side Management**

Management of accounts with different fee arrangements can create a conflict of interest by incentivizing favoritism of the higher fee arrangement. Performance-based fee arrangements such as those discussed above increase potential

conflicts of interest because MIMBT, through its various series, manages accounts with such fee arrangements side-by-side with accounts that are charged a standard fee based on assets under management, or other non-performance based fees.

The existence of performance-based fee arrangements creates an incentive for MIMBT to recommend investments that may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements also create an incentive to favor accounts paying higher fees over other accounts in the allocation of investment opportunities. To mitigate these conflicts, MIMBT has adopted policies and procedures reasonably designed to ensure that allocation decisions are not influenced by fee arrangements and investment opportunities are allocated in a manner

consistent with MIMBT's fiduciary obligations. See Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading and Item 12 - Brokerage Practices for more

information about how MIMBT addresses conflicts of interest related to portfolio transactions and trade allocation.

## **Item 7 — Types of Clients**

### **Institutional Clients**

MIMBT advises a variety of institutional clients, including individuals, registered and private funds both on and off-shore, unaffiliated off-shore and on-shore corporate and public pension plans, endowments, foundations, nuclear decommissioning trusts, collective investment trusts, collateralized debt obligation funds, hedge funds, sovereign wealth funds, and insurance-related accounts. MIMBT also provides investment services to certain affiliates

and acts as a sub-advisor to unaffiliated sponsors and investment products.

The minimum account size for our institutional client accounts varies based on a variety of factors including investment style and the nature of the client relationship but is generally \$25 million or more.

### **Retail Investors**

MIMBT provides investment management and related services to a wide variety of retail investors through mutual funds, closed-end funds, variable insurance portfolios, affiliates, mutual fund sub-advisory relationships, ex-U.S. pooled vehicles, alternative products, and separately managed accounts ("SMA"). These retail products include open-end mutual funds, closed-end mutual funds and variable insurance portfolios.

The minimum account size for such retail clients varies based on a variety of factors, including prospectus limits, the type of product, and minimum account sizes that are imposed by financial intermediaries. SMA program clients generally must comply with a minimum initial account size imposed by the unaffiliated sponsor, which is typically \$50,000 or more.

## **Item 8 — Methods of Analysis, Investment Strategies and Risk of Loss**

### **Methods of Analysis and Investment Strategies**

In order to provide advisory services to our clients, MIMBT's portfolio managers and analysts devote the majority of their time to securities analysis. Prime sources of financial data include corporate annual and financial reports, the various manuals published by rating services, and financial data calculated by research services. Much of this information is available electronically

and MIMBT often employs sophisticated computer technology to sift through the information effectively. Research regarding a prospective portfolio purchase may also be supplemented by on-site corporate interviews. Additionally, research-oriented brokerage houses can provide an important source of information used for this analysis, as do trade journals, financial newspapers, magazines, and the like.

MIMBT's investment personnel utilize this substantial research platform to conduct the fundamental investment analysis upon which their advisory services are based. This analysis may consider many factors, including domestic and international economic and political studies, industry and sector evaluations drawn from business cycle analyses, and the analysis of individual companies within industries and sectors. Additionally, any analysis or evaluation of bonds and fixed income securities may be based upon studies of credit worthiness of issuers, yield, call protection and other factors.

When providing investment advisory services, MIMBT maintains a flexible strategy designed to conform with various clients' individual investment objectives, whether such objectives are growth, total return, current income, tax-exempt income, asset allocation, international or global, or stability of principal. In addition, a portfolio manager will generally consider the composition of the relevant benchmark index, as well as the composition of portfolios within a competitive peer group when constructing the portfolio for a fund. This method is designed to minimize both excessive volatility within the portfolio and wide divergence in performance versus the market in a given investment style or mandate, while seeking to produce consistently above-average long-term performance.

A list of representative strategy composites that are available to clients of MIMBT, including the material risks attendant to each strategy, is attached to this Brochure as Appendix B. In pursuing these strategies, MIMBT recommends a variety of securities and does not limit its recommendations to a particular type of security although particular strategies will be invested in a more concentrated type of securities (e.g., specialty funds). Clients are strongly encouraged to review the information on risk of loss below, as well as the material risks attendant to each strategy composite before investing.

### **Risk of Loss**

As with any investment, there is no guarantee that a portfolio or account managed by MIMBT will achieve its investment objective. Clients and investors in pooled funds are reminded that they could lose money and that they alone will bear such losses.

The material risks attendant to each of MIMBT's investment strategy composites are outlined in Appendix B, which is attached to this Brochure. The value of a portfolio managed by MIMBT will be exposed to one or more of the risks described in Appendix B, any of which could cause fluctuations in the portfolio's return, the price of a pooled portfolio's shares, or the portfolio's yield.

Please note that there are many other circumstances not described within this Brochure or Appendix B that could adversely affect Client and pooled fund investors' investments and prevent a portfolio from reaching its objective. Clients and pooled fund investors should review the service and risk descriptions set forth in the various marketing and disclosure materials provided to them. Specifically, investors in the shares of the mutual funds managed by MIMBT should review the prospectus used to offer those shares. Similarly, the objectives and material risks of the

privately placed pooled vehicles we advise are typically detailed in the offering memoranda and subscription documents related to each of those vehicles, which are listed in MIMBT's Form ADV Part 1A.

## **Item 9 — Disciplinary Information**

From time to time the various entities within MAM Public Investments receive requests for information, inquiries or other correspondence relating to regulatory investigations or law enforcement matters that have been designated as confidential or non-public by the issuing regulatory or law enforcement agency. MAM Public Investments takes all such inquiries seriously and will fully cooperate with regulatory and law enforcement agencies by providing the requested information and maintaining the confidentiality of their investigations. Accordingly, MAM Public Investments will not routinely provide information on these matters.

On September 19, 2024, MIMBT entered into a settlement agreement with the U.S. Securities and Exchange Commission ("SEC") consenting to an order (the "Settlement Order") relating to a legacy investment strategy, the Absolute Return Mortgage-Backed Securities Strategy ("ARMBS Strategy"). MIMBT no longer offers the ARMBS Strategy. MIMBT agreed to the Settlement Order without admitting or denying the SEC's findings.

Under the Settlement Order, the SEC found that, between January 1, 2017 and April 2021 ("Period"): (1) MIMBT valued certain collateralized mortgage-backed obligations ("CMOs") at inflated prices; (2) MIMBT executed dealer-interposed and internal cross trades of those CMOs between registered investment company clients and other clients at prices that deviated from market prices; (3) certain disclosures of MIMBT relating to performance, valuation, liquidity and

cross trading contained false and misleading statements and omissions; and (4) MIMBT failed to implement policies and procedures relating to valuation, conflicts of interest and cross trades.

Under the Settlement Order, MIMBT also agreed to: (i) cease and desist from committing or causing any violations or future violations of Sections 206(1), 206(2), and 206(4) of the Advisers Act and Rules 206(4)-7 and 206(4)-8 thereunder, and Sections 17(a)(1) and (a)(2) and 34(b) of the 1940 Act and Rules 22c-1 and 38a-1 thereunder; (ii) pay disgorgement of \$7,633,671 and prejudgment interest of \$2,197,535 to the SEC; (iii) pay a civil money penalty in the amount of \$70,000,000 to the SEC, of which the SEC may distribute such civil money penalties to impacted investors, in its discretion, in a Fair Fund distribution; (iv) retain a compliance consultant for a period of two years to conduct a comprehensive review of the effectiveness and implementation of MIMBT's compliance policies and procedures, relating to: (a) valuation of relevant CMOs and associated liquidity risks; (b) cross trading; and (c) advisory conflicts of interest and disclosures with respect to (a) and (b); and (v) adopt and implement all of the compliance consultant's recommendations and provide to the SEC staff a final report prepared by the compliance consultant at the end of its engagement that confirms, among other matters, that the recommendations have been fully implemented. Please see Item 11 of MIMBT's ADV Part 1A for additional information.

A copy of the Settlement Order is available on the SEC's website at <https://www.sec.gov/files/litigation/admission/2024/ia-6709.pdf>.

In July 2015, DMC and DIFA, both series of MIMBT that advise or sub-advise registered investment companies ("Fund Service Activities"), entered into a

settlement of an administrative proceeding with the SEC. The SEC's Order found that DMC and DIFA violated Section 9(a) of the 1940 Act due to engaging in Fund Service Activities from April 1, 2015, through May 15, 2015 without exemptive relief. Due to an injunction against an affiliate of DMC and DIFA on April 1, 2015, DMC and DIFA required exemptive relief under Section 9 of the 1940 Act to continue to be eligible to provide Fund Service Activities after April 1, 2015. On May 15, 2015, the SEC staff, acting under delegated authority from the SEC, granted temporary exemptive relief from Section 9(a) of the 1940 Act with respect to the Injunction. On July 6th, 2015, the SEC issued temporary exemptive relief and a notice of application for permanent exemptive relief from Section 9(a) of the 1940 Act with respect to the injunction. On August 3, 2015, the SEC granted to DMC and DIFA permanent exemptive relief from the provisions of Section 9(a), indicating that the SEC has determined that DMC and DIFA have met the standard for receiving exemptive relief.

On the basis of the Order and Offers of Settlement by DMC and DIFA, the SEC found that: 1) DMC and DIFA served or conducted Fund Service Activities as of April 1, 2015 and, notwithstanding the entry of an Injunction against an affiliate of DMC and DIFA on that date and the resulting statutory disqualification of DMC and DIFA, continued to engage in Fund Service Activities after April 1, 2015 without exemptive relief; 2) as a result of the entry of the Injunction against the affiliate, Sections 9(a)(2) and 9(a)(3) of the 1940 Act together also prohibited DMC and DIFA from engaging in Fund Service Activities as of April 1, 2015; 3) DMC and DIFA did not contact SEC staff to being the process of obtaining exemptive relief until April 7, 2015; and 4) as a result of the conduct described above, each of DMC and DIFA violated Section 9(a) of the 1940 Act. Without admitting or denying the validity of the SEC's findings, DMC and

DIFA each agreed to pay a penalty of \$20,000.

MIMBT does not believe that the 2015 settlement order described above has materially adversely affected MIMBT's ability to service its clients. The statutory disqualification related to affiliated activity and not to personnel of or services provided by MIMBT. Further, neither DMC nor DIFA nor any of their current or former directors, officers or employees was involved in any way in the matters that led to the injunction against the affiliate. In addition, the matters that led to the injunction against the affiliate did not involve any Fund or client or the assets of any Fund or client managed or sub-advised by DMC or DIFA.

Notwithstanding the foregoing, neither MIMBT nor its management persons have been the subject of any criminal proceedings that are material to a client's or a prospective client's evaluation of our advisory business.

## **Item 10 — Other Financial Industry Activities and Affiliations**

### **Registrations of Management Persons as Broker-Dealers or Registered Representatives of Broker-Dealers**

Certain of MIMBT's management persons and other employees are registered representatives of Delaware Distributors, L.P. ("DDL"), an affiliated SEC-registered broker-dealer and member of the Financial Industry Regulatory Authority.

### **Registrations of Management Persons as Futures Commission Merchants, Commodity Pool Operators or Commodity Trading Advisors**

MIMBT is registered as a commodity pool operator and commodity trading advisor. Certain of its personnel are currently or, in the future, registered as



a principal or associated person in this capacity.

### **Affiliations and Conflicts of Interest**

MIMBT is committed to providing clients with service of the highest quality and is guided by the desire to act in the best interests of our clients. Nevertheless, there are circumstances where client interests conflict with MIMBT's interests or the interests of other clients. A number of these conflicts are inherent to our business and are encountered by other large financial services firms that offer similar services. MIMBT has adopted policies and procedures that we believe are designed to ensure that we are always acting in the best interests of our clients, some of which are described in more detail below.

Because MIMBT is wholly owned by Macquarie Group Limited ("MGL"), a global provider of banking, financial, advisory, investment and funds management services with various entities registered across the world, we are affiliated with various U.S. and non-U.S. investment advisers, broker-dealers, and pooled investment vehicles, among other financial entities. From time to time, MIMBT will enter into agreements and arrangements with certain MGL entities as is permitted under applicable law.

MIMBT is the advisor for the Optimum Funds, which consist of registered investment companies (open end mutual funds), private investment pools and other products. Additionally, MIMBT is affiliated with the general partners of the private investment pools for which it serves as advisor. MIMBT's MIMA series also serves as a general partner to a private investment pool that MIMBT advises. MIMBT's MIMA series is also an investment manager for Macquarie Fund Solutions (the "Company"), an investment company organized as an investment company (société d'investissement à capital variable)

registered under Part I of the Luxembourg Law of 17 December 2010 concerning undertakings for collective investment (the "Law of 2010").

MIMBT is affiliated with DDLP, an SEC-registered broker-dealer that acts as the primary distributor of Optimum Funds, along with other products that MIMBT advises with the exception of Macquarie ETF Trust. DDLP will from time-to-time act as placement agent for MIMBT-managed products in ex-U.S. jurisdictions. Through MGL's ownership of MIMBT, DDLP is likely to maintain affiliations with certain other broker-dealers. However, MIMBT does not have any relationships with an affiliated broker-dealer other than DDLP that are material to MIMBT's advisory business or its clients.

MIMBT has affiliations with other related SEC-registered investment advisers, including Central Park Advisers, LLC, a wholly-owned subsidiary of New York-based Central Park Group, LLC (CPG), an independent investment advisory firm that specializes in institutional-quality alternative investment strategies for high-net-worth investors. Additionally, through MGL's ownership of MIMBT, Macquarie Bank Limited (an Australian Registered Bank) is an indirect owner of MIMBT. MIMBT also liaises with, or hire as sub-advisors, certain investment adviser affiliates, including but not limited to, Macquarie Investment Management Europe Limited, Macquarie Investment Management Austria Kapitalanlage AG, Macquarie Investment Management Global Limited and Macquarie Investment Management Europe S.A. to provide services, such as trading, quantitative support, and investment research and recommendations to its clients to the extent consistent with applicable law and MIMBT's contractual obligations. For additional information regarding our affiliates, please refer to Part 1A of MIMBT's Form ADV.

From time to time, MIMBT will engage in business activities with some or all of its affiliates, including providing investment advisory services to affiliated accounts or accounts seeded by affiliates, subject to our policies and procedures governing how we handle conflicts of interest. We may use our affiliates to provide other services to our clients to the extent permitted under applicable law. It is important to note that certain entities that are under common control with MIMBT provide investment banking services such as advising on merger and acquisition activity and the underwriting of initial public offerings and secondary offerings. Due to restrictions under the 1940 Act and certain client guidelines, this affiliation results in clients not being able to participate in all transactions due to the involvement of a MIMBT affiliate in the transaction or in having the clients' participation in the transaction structured in a different manner or otherwise altered in order to be consistent with applicable restrictions. Similarly, while MIMBT is not prohibited from executing transactions through its affiliates that operate as broker or dealers, any such execution will be subject to applicable statutory, regulatory and client contracts and/or guidelines, which can ultimately result in the transaction being placed with another broker-dealer or limiting certain aspects of the transaction (such as commission costs).

In the ordinary course of business, MIMBT provides advice for a number of clients, including MIMBT affiliates. Accordingly, MIMBT provides advice to certain clients, or takes actions on behalf of certain clients, that differ from recommendations made to other clients or actions taken on behalf of other clients. MIMBT is not obligated to recommend to any or all clients those investments that it recommends to, or purchases or sells for, certain other clients. Additionally, portfolio and advisory employees of MIMBT and its

affiliates regularly share information, perceptions, advice and recommendations about market trends, the valuation of individual securities, and investment strategies, except where prohibited by ethical walls established by MIMBT or its affiliates or applicable law or regulation. Persons associated with MIMBT have investments in securities that are recommended to clients or held in client accounts, subject to compliance with our policies regarding personal securities trading. Additional information regarding potential conflicts of interest arising from our relationships and activities with our affiliates is provided in Item 11, "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading."

Additionally, some members of MIMBT's investment team also serve on the investment team for one or more other wholly owned subsidiaries of the Macquarie Group separately organized from MIMBT ("Participating Affiliates"), one of which is a registered investment adviser under the Advisers Act. Such investment personnel will be governed by and supervised under MIMBT's policies and procedures designed to mitigate conflicts of interest related to their investment management activities on behalf of MIMBT clients. Such investment personnel will also provide investment advisory services to accounts managed by the Participating Affiliate(s), including registered investment companies for which MIMBT is the investment adviser. Such services are offered both domestically and outside of the United States. MIMBT and a Participating Affiliate may give advice or take action with respect to the investments of MIMBT client accounts and Participating Affiliate client accounts that may not be given or taken with respect to other client accounts with similar investment programs, objectives, and strategies. Accordingly, MIMBT client accounts and Participating Affiliate client accounts with similar strategies may not hold the same

securities or instruments or achieve the same performance. MIMBT and a Participating Affiliate also advise client accounts with conflicting programs, objectives or strategies. These activities may adversely affect the prices and availability of other securities or instruments held by or potentially considered for one or more client accounts.

Finally, MIMBT and a Participating Affiliate have conflicts of interest in allocating their personnel's time and services among client accounts. MIMBT will devote as much time and personnel resources to each client account as it deems appropriate to perform its duties in accordance with its management agreement. However, MIMBT has a fiduciary duty to provide unbiased advice and to disclose any material conflicts of interest to its clients, as mandated under the Advisers Act. Furthermore, it is MIMBT's goal to act in good faith and to treat all client accounts in a fair and equitable manner over time, regardless of the client's strategy, fee arrangements, or the influence of a client or client's beneficiaries.

MIMBT employs various controls to assist in the disclosure and management of potential conflicts of interest and maintains policies (including MIMBT's Code of Ethics and a trade allocation policy) that are designed to mitigate any such conflicts. Item 11 of this Brochure, "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading" provides more detailed information on MIMBT's Code of Ethics. In instances where unique requirements or restrictions are required due to the identification of different conflicts, MIMBT will typically establish additional policies and controls or develop alternate processing requirements to assist in the mitigation of these conflicts.

Finally, due to the global nature of MIMBT's and its affiliates' investment

advisory activities throughout the financial industry, MIMBT and/or its affiliates will, at times, receive indirect economic benefits related to our advisory business as a whole, rather than any particular client (e.g., a volume discount on costs associated with operation of services supplied by vendors).

### **Recommendation of Other Investment Advisers**

At times, MIMBT enters into sub-advisory agreements with other investment advisers. However, these agreements do not create a material conflict of interest because, although MIMBT receives compensation for the advisory services it provides under any such sub-advisory agreements, MIMBT does not receive compensation either directly or indirectly from such other investment adviser for the recommendation or selection of other investment advisers for its clients. From time to time, MIMBT enters into agreements with affiliates related to a variety of financial services and products, described more fully in Item 14, "Client Referrals and Other Compensation from Non-Clients."

## **Item 11 — Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

### **Code of Ethics**

MIMBT has adopted a Code of Ethics (the "Code") and other policies and procedures relating to, among other things, portfolio management and trading practices, personal investment transactions, and insider trading, that outline standards of employee conduct and are designed to identify, manage, and/or mitigate conflicts of interest with respect to our clients. MIMBT's Code is available to any current or prospective client upon request.

All MIMBT employees are provided with a copy of the Code at the time they are hired, and each employee must certify annually that they understand and are in compliance with the provisions of the Code. Employees are also promptly notified of any material changes to the Code and must certify that they understand any changes that are imposed.

All employees are required to disclose the holdings of their personal brokerage accounts upon hire and to submit duplicates of their broker account statements and trade confirmations. Certain employees of MIMBT maintain non-discretionary accounts with unaffiliated third parties and such accounts will not be subject to all of the Code's requirements because these employees have granted discretion over their trading activity to a third party. While transactions in these accounts may be in direct competition or contravention of client transactions, any such activity is not MIMBT employee-directed.

Under the Code, the personal trading activity of MIMBT's employees is actively monitored to detect and correct any violations of the Code. Regardless of these safeguards, personal transactions of MIMBT's associated persons and personnel represent an inherent conflict of interest.

#### **Potential Conflicts Relating to Advisory Activities**

The results of MIMBT's investment activities for a client may differ significantly from the results achieved by MIMBT for other current or future clients. MIMBT will manage the assets of a client in accordance with the investment mandate selected by that client. However, we may give advice or take action with respect to the assets of one client that competes with the advice or investment action that we take on behalf of other clients. In particular, we

may buy or sell positions for one client while we are pursuing a strategy on behalf of another client that is identical, different, or even opposite to the strategy pursued on behalf of the first client.

MIMBT manages accounts for many different clients, including proprietary, seed and affiliate accounts (including the accounts of an affiliated insurance company). It is inevitable that the same investment opportunity may be appropriate for more than one client, whether they are managed in a similar or different style. MIMBT may have financial or other incentives to favor one client over other clients when determining how to allocate investments that are appropriate for multiple clients. For example, MIMBT has incentives to favor its proprietary, seed, and affiliate accounts by allocating better investment opportunities to such accounts to maximize returns on its investments. Similarly, MIMBT has an incentive to allocate favorable investment opportunities to client accounts paying higher fees.

MIMBT's policies and procedures require that each client be treated fairly and equitably with respect to the allocation of investment opportunities. MIMBT seeks to confirm that clients are treated fairly by periodically analyzing the patterns of trading among client accounts managed by the same portfolio manager or portfolio management team, and reviewing account/composite performance results to identify and assess anomalous variances. These and other reviews are designed to provide reasonable assurance that no client has been favored or disfavored over time.

When MIMBT and its affiliates establish proprietary accounts, provide the initial seed capital in connection with the creation of a new investment product or style, and manage affiliate accounts, these accounts may not exhibit the same performance results as similarly managed client accounts for a variety of

reasons, including regulatory restrictions on the type and amount of securities in which the proprietary capital invests, differential credit and financing terms, and the use of hedging transactions that differ from those used to implement investment strategies for advisory clients.

MGL, its affiliates, directors, officers, and employees (collectively, the "Macquarie Group") are major participants in the global financial markets and take part in, among other things, advisory, transactional and financial activities and/or hold interests in securities and companies that may be directly or indirectly purchased or sold by MIMBT for its clients' accounts. The global nature and size of the Macquarie Group may also influence vendor choice selection by MIMBT and have an impact on the services provided to MIMBT clients. The investment activities of the Macquarie Group limit the investment opportunities for MIMBT's client accounts. This may occur, for example, in certain regulated industries, private equity markets, emerging markets, and in certain futures and derivative transactions where restrictions are imposed upon the aggregate amount of investment by affiliated investors or advisers. Present and future activities of the Macquarie Group, in addition to those described above, may also result in conflicts of interest or the application of regulatory requirements that is disadvantageous to MIMBT's clients. At times, Macquarie Group management may implement corporate policy or organizational decisions designed to address global or foreign jurisdictional matters and/or internal risk concerns. In response to these or other situations, Macquarie Group may impose limits on the ability of its subsidiaries, including MIMBT, to invest in a security or make additional investments in a security. Such limitations can be more restrictive than those that MIMBT would impose, or have statutorily imposed on it, but for its relationship with Macquarie Group and

limit MIMBT's investment activity when investing for client accounts, even if the client guidelines or applicable law could be read to permit investment (or further investment) in such a security or securities.

MIMBT has established policies, procedures and disclosures designed to address conflicts of interest arising between advisory accounts of MIMBT and the Macquarie Group's businesses. It is MIMBT's policy that personnel involved in decision making for advisory accounts must act in the best interests of their advisory clients and generally without knowledge of the interests of proprietary trading and other operations of other entities within the Macquarie Group, except for situations where MIMBT is managing a proprietary, seed, or affiliate account, as described above. Where MIMBT's personnel are aware of material conflicts or potential material conflicts among advisory accounts, or between advisory accounts and the Macquarie Group and/or personnel of the Macquarie Group, it is MIMBT's policy to disclose the existence of such material conflicts or potential material conflicts through its Form ADV or otherwise to clients.

#### **Conflicts Relating to Cross Trades and Proprietary Accounts**

From time to time, MIMBT may recommend or execute trades in certain instruments between client accounts (including proprietary, seed, and affiliate accounts). These trades are known as cross trades. Cross trades can provide a benefit to both clients in the form of reduced market impact, increased execution efficiency and reduced transaction costs, and the ability to fill sell and purchase orders at more advantageous prices.

Cross trades create actual or potential conflicts of interest between clients, and for MIMBT and its affiliates, including the possibility that MIMBT, for example,

will effect a cross trade at a price that is disadvantageous to a participating client account, will transfer an undesirable security from a client paying higher fees to one paying lower fees, will transfer an illiquid security held by a client account in need of liquidity to another client account, or use one client account to “park” desirable securities for other client accounts until cash becomes available.

In addition, certain conflicts are present when MIMBT seeks to effect a cross trade between a client account and MIMBT’s own account (or, in certain circumstances, the account of a MIMBT affiliate). These trades are known as principal transactions. When engaging in principal transactions, MIMBT has an incentive to effect the transaction at a price that disadvantages the client to MIMBT’s direct benefit (or the direct benefit of a MIMBT affiliate).

As described in Item 12, Brokerage Practices, MIMBT has adopted policies and procedures that it believes are reasonably designed to mitigate actual and potential conflicts of interest associated with cross and principal trades. Those policies generally require that MIMBT execute cross trades only when it is in the best interests of all participating accounts, when it is consistent with MIMBT’s obligations to seek best execution, and at prices that MIMBT reasonably believes represent the market price for the security. Neither MIMBT nor our affiliates receive any compensation for acting as a broker-dealer when we engage in cross transactions. For cross trades involving registered funds, we follow procedures that comply with Rule 17a-7 under the 1940 Act. These procedures may limit or restrict the circumstances under which we may execute cross trades and prohibit the trading of fixed income or other securities when the price of that security is not readily available. Other types of client accounts (including client accounts that are “plan assets” subject to the

Employee Retirement Income Securities Act of 1974) are subject to other regulatory requirements and prohibitions that limit our ability to enter into cross trades involving these clients.

### **Conflicts Relating to Valuation of Securities**

MIMBT faces an inherent conflict of interest when it values securities or assets in client accounts or provides any assistance in connection with such valuation. This is particularly pronounced in cases where MIMBT receives a fee based on the value of a client’s assets. For example, overvaluing certain positions held by clients will inflate the value of the client assets, as well as the performance record of such client accounts, which would likely increase the fees payable to MIMBT and the marketability of its strategies. Consequently, MIMBT may have an incentive to value, or recommend values, for securities that are higher than their actual fair market value when acting as an adviser or sub-adviser to an account. MIMBT has adopted policies and procedures to provide a framework for mitigating the conflicts of interest associated with valuing investments, including mechanisms to value securities such as using independent third parties to recommend valuations of instruments when available, periodic testing of MIMBT’s valuation methodologies, and independent oversight of MIMBT’s valuation program by a cross-function committee of employees who are independent of portfolio management.

### **Conflicts Relating to Investments in Affiliated Funds**

At times, if permitted by relevant investment guidelines and applicable law, we purchase interests in mutual or other registered and unregistered funds or vehicles that are offered by MIMBT or its affiliates for client accounts (including wrap program accounts) when we believe

it is in the best interest of the relevant client to do so. In addition, MIMBT manages multi-asset and multi-sector strategies for certain client accounts that include allocations to multiple funds/strategies managed by MIMBT or its affiliates ("sleeves"). The details of any possible fee offsets, rebates, or other reduction arrangements in connection with such investments are provided in the documentation relating to the relevant client account and/or the underlying fund or vehicle.

In choosing between funds and managers affiliated with MIMBT and those not affiliated with MIMBT, including when allocating assets among funds or affiliated managers within a multi-strategy product, we have a financial incentive to choose MIMBT-affiliated funds and managers over third parties by reason of the additional investment management, advisory, and other fees or compensation that we or our affiliates earn, to increase assets of a fund or strategy, or to create a performance track record. Under certain conditions, we may offset, rebate, or otherwise reduce our fees or other compensation with respect to these types of investments; however, this reduction or rebate, if available, will not necessarily eliminate the conflict and MIMBT would nevertheless have a financial incentive to favor investments in MIMBT-affiliated funds and strategies.

For multi-asset and multi-sector strategies, MIMBT also monitors the investments made on behalf of each client's account (including funds) to confirm the account's adherence to its investment guidelines, and periodically evaluates the reasonableness of the allocation of assets.

## **Restrictions and Conflicts Relating to Information Possessed or Provided by MIMBT**

### ***Material Non-Public Information and Insider Trading***

The wide range of banking, financial and investment advisory, broker-dealer and other financial and investment industry activities engaged in by the Macquarie Group throughout the world poses the prospect that MIMBT and/or its affiliates will from time to time acquire confidential, material non-public information ("MNPI") about issuers, corporations, or other entities and their securities. MIMBT will not use MNPI obtained from the Macquarie Group when making investment decisions relating to public securities for its clients. Additionally, MIMBT is not free to divulge or to act upon such information with respect to its activities and, on occasion, will be restricted from buying or selling certain securities on behalf of clients because of these circumstances. These restrictions could adversely impact the investment performance of client accounts. We have implemented procedures, including those described below relating to information barriers, which prohibit the misuse of such information by MIMBT, our employees, and on behalf of our clients.

### ***Information Barriers/Ethical Walls***

The Macquarie Group, including MIMBT, has internal procedures in place intended to limit the potential flow of any such non-public information should MIMBT or any member of the Macquarie Group come into possession of material, non-public information. One such protective measure is the creation of ethical walls between and within the Macquarie Group's various businesses, which serve as information barriers that prevent confidential or potentially price-sensitive information held within one business area in the Macquarie Group from being communicated to another

business division. The Macquarie Group's ethical walls are comprised of a combination of physical measures and employee conduct measures. Physical measures include the physical separation of certain business groups likely to have access to material non-public information with appropriate security arrangements and security restrictions on computer files and databases. Employee conduct measures include policies designed to prohibit employees of a business division from communicating any price-sensitive information to employees on the other side of an ethical wall, and prohibitions on employees who are aware of price-sensitive information from engaging in activities involving the provision of securities advice, or trading on such information.

#### ***Other Trading Restrictions***

In addition to the foregoing, MIMBT maintains one or more restricted lists of companies whose securities are subject to certain trading prohibitions due to the business activities of MIMBT and/or the Macquarie Group. We restrict trading in an issuer's securities if the issuer is on a restricted list or if we otherwise have MNPI about that issuer. A client's account could be prohibited from buying or selling certain securities until the restriction is lifted, which could disadvantage the client's account. In some cases, we will not initiate or recommend certain types of transactions or will otherwise restrict or limit our advice relating to certain securities if a security is restricted due to MNPI or if we are seeking to limit receipt of MNPI.

### **Item 12 — Brokerage Practices**

MIMBT selects brokers, dealers, and banks to execute transactions for the purchase or sale of equity securities based upon a judgment of their capability to provide "best execution." When seeking "best execution," MIMBT will consider a number of factors including, but not necessarily limited to, the price

paid or received for a security, the promptness and reliability of execution, the confidentiality and placement accorded the order and other factors affecting the overall benefit obtained by the account in the transaction.

With respect to fixed income securities, MIMBT generally makes its purchases in the primary or secondary markets where another party may act as principal for the securities on a net basis. Accordingly, no commission is paid by the client, although the price usually includes undisclosed compensation such as a bid/ask spread to the market-maker. Transactions effected through broker-dealers serving as primary market-makers reflect the spread between the bid and asked prices. In certain circumstances, MIMBT purchases securities available from underwriters at prices that include underwriting fees.

#### **Research and Other Soft Dollar Benefits**

In order to pay for some of the investment research that is obtained from third-party sources, MIMBT employs the use of soft dollars. Soft dollars are an arrangement in which a portion of each commission is used to pay for eligible research or brokerage services in addition to trade execution. MIMBT will, from time to time, cause higher commissions to be paid to brokers and dealers for executing securities transactions in excess of the commission another broker or dealer would have charged. Consistent with the safe harbor in Section 28(e) of the Securities Exchange Act of 1934 and the investment management agreements with MIMBT's various clients, MIMBT will determine in good faith that these higher commissions are reasonable in relation to the value of the brokerage and research services received, viewed in terms of either a particular transaction or MIMBT's overall responsibilities to the clients for which it exercises discretion. Consequently, certain clients may benefit from the research and brokerage



services obtained with soft dollars that were not generated in connection with their trade commissions.

When MIMBT uses client brokerage commissions to obtain research or other products or services, we receive a benefit because MIMBT does not have to produce or pay for the research or other services. Therefore, we have an incentive to trade through broker-dealers who provide soft dollars rather than broker-dealers who do not (and who may offer more favorable execution).

MIMBT utilizes commission sharing agreements (CSAs) to facilitate payments to research providers. With a CSA, one combined commission rate is paid to an executing broker. A portion of the client commission is directed to the broker for its execution services while the other portion is a separately identified charge that is paid to a pool of “credits” and is used to obtain research products or services to aid MIMBT’s investment decision-making process. After accumulating credits within the pool, MIMBT will subsequently direct that those credits be used to pay certain parties in return for eligible research or brokerage services.

Examples of the types of research and services received by MIMBT may include advice, either directly or through publications or writings, as to the value of securities, the advisability of investing in, purchasing or selling securities, and the availability of securities or purchasers or sellers of securities. In addition, the eligible research or brokerage services received may include analyses and reports concerning issuers, securities, or industries; information on economic factors and trends; assistance in determining portfolio strategy; access to issuers’ executives; providing execution and clearance services and analysis information; and providing portfolio performance evaluation and technical market analysis.

If MIMBT receives a benefit that includes both brokerage and research services used by MIMBT in connection with its investment decision-making process and services used in connection with administrative or other functions not related to the investment decision-making process, MIMBT will make a good faith allocation of brokerage commissions for the brokerage and research services and will pay out of its own resources for services used in connection with administrative or other functions not related to its investment decision-making process. Such allocations are made, to the extent possible, based on some objective unit of measurement such as percentage of time used, number and responsibilities of users, transaction type, or some other unit of measure. At times, consistent with applicable law, MIMBT receives research from third parties that also provide consulting services to clients regarding a variety of other financial services, such as investment management services or refer clients or potential clients to MIMBT. Clients should be aware that these activities have the potential to cause a conflict of interest.

### **Brokerage for Client Referrals**

MIMBT does not consider client referrals when selecting or recommending broker-dealers.

### **Directed Brokerage**

Certain clients direct MIMBT to effect transactions through a designated broker or brokers. Client direction requests must be in writing and indicate that the request is properly authorized. For accounts subject to the Employee Retirement Income Securities Act, such requests must also indicate that they are in the best interest of the plan, for the exclusive benefit of the plan, and subject to best execution. MIMBT seeks to limit a client’s reasonable directed brokerage instructions to no more than 25% of the

client's eligible commissions on an annual basis. When clients designate brokers or dealers, it is usually not possible for MIMBT to obtain the same execution that would be attainable if MIMBT had full discretion in the selection of the executing firm or to include the client's transaction in large batch transactions with orders on behalf of fully discretionary clients. Clients should be aware that direction requests could result in the payment of higher brokerage commissions, an increase in transaction costs, and/or a less favorable net price for their account. Additionally, orders for clients with special requirements such as a specified percentage of directed brokerage, all-or-none execution requests, or restrictions prohibiting commingled orders are likely to be placed after orders for clients that do not carry such restrictions. These clients can be disadvantaged if they do not participate in commingled orders. It is important to note that although MIMBT attempts to satisfy client direction requests, there can be no guarantee that client direction requests will be fully satisfied.

### **Aggregation and Allocation of Trades**

Since certain clients have similar investment objectives and programs, MIMBT generally will place a combined order for two or more accounts or funds engaged in the purchase or sale of the same security if it is believed that joint execution is in the best interest of each participant, will result in best execution and not systematically advantage or disadvantage any single client or group of clients over time. Transactions involving commingled orders are allocated in a manner deemed equitable to each account. When a combined order is executed in a series of transactions at different prices, each account participating in the order will be allocated an average price obtained from the executing broker. To ensure the equitable distribution of investment opportunities among clients of the firm,

MIMBT has adopted written trade allocation guidelines for its trading desks, which generally require *pro rata* allocations of executed trades. Because a *pro rata* allocation does not always accommodate all facts and circumstances (such as initial public offerings), the guidelines provide for adjustments to allocation amounts in certain cases. For example, adjustments may be made: (1) to eliminate *de minimis* positions; (2) to reallocate in light of a participating portfolio's characteristics, such as available cash, industry or issuer concentration, duration, and credit exposure; and (3) to adjust a trade allocation due to issuer or other minimum piece sizes including, for example, to avoid "odd lots" in fixed income securities. Also, with private placement transactions, conditions imposed by the issuer or client limit availability of allocations to client accounts. Although the joint execution of orders and/or other allocation of orders could, in some cases, adversely affect the price or volume of the security that a particular account obtains, it is the opinion of MIMBT that the advantages of combined orders and/or other allocation typically outweigh the possible disadvantages of separate transactions. At times, we place trades for certain accounts that are in direct conflict with the investment strategies and trades of other accounts. This occurs for instance, when MIMBT places conflicting buy and sell orders in the same security. Clients should be aware that such trading can cause the market prices of the securities held by the other accounts to be adversely affected.

MIMBT generally utilizes a different trade routing process for its separately managed account business. Further, in each investment style for which MIMBT has both institutional and separately managed account clients, MIMBT generally trades both sets of clients at substantially the same time. However, in certain cases, such as frequent cash movements for one set of clients,

confidentiality or information leakage concerns, and large model changes, trade routing processes will not begin simultaneously. In such cases, MIMBT seeks to begin trading as soon as reasonably practicable. The transactions for each set of clients will finish before, concurrent with, or after the transactions are completed for the other set of clients. Finally, in certain cases the transaction for both sets of clients may be aggregated into a single order and transacted as a single order. In all cases, the traders seek best execution for all transactions in accordance with MIMBT's best execution policies and procedures.

### **Wrap Accounts**

The wrap program fee does not cover commissions for trades that MIMBT places with a broker-dealer other than the sponsor ("trading away"), or mark-ups or markdowns charged by those other broker-dealers on principal trades. The wrap program fee also does not cover charges imposed by an electronic communications network ("ECN") for trades placed by a broker-dealer on that ECN. ECN fees generally are included in the price of the security and are not shown separately on a confirmation or statement. The wrap program fee will not be reduced or offset by these fees. Instead, the additional fee will reduce the overall return of a client's account.

In many wrap fee programs, clients direct MIMBT to execute trades for their accounts through the program sponsor, subject to MIMBT's duty to seek best execution. MIMBT may trade away from the sponsor in all of the strategies available to wrap program clients, and in the Fixed Income, and International ADR strategies, MIMBT trades away from the sponsor with respect to greater than a majority of the portfolio driven trades. MIMBT will trade away when it reasonably believes that another broker-dealer will provide better execution than would be obtained if the transaction were executed through the sponsor. If a client

seeks to use a strategy in which MIMBT trades away frequently, the client should consider whether the wrap program is an appropriate option, given that the client will be incurring some redundant costs. Clients should review their wrap fee program sponsor's Form ADV brochure for information about the sponsor's review of MIMBT's efforts to seek best execution of client trades.

MIMBT considers various factors, including without limitation the liquidity of the security, the time that orders will be sent and the possibility of information leakage resulting in worse prices when trades are placed with multiple sponsors, and the need for timely execution when determining whether to trade away from the sponsor. Other broker-dealers provide MIMBT with brokerage and research services related to non-wrap program trading, as disclosed above in "Research and Other Soft Dollar Benefits."

**Trade Rotation:** For separately managed account relationships, if we are trading with respect to multiple sponsor relationships, MIMBT's trade sequence is completed in a random order. MIMBT's trade rotation policy seeks to execute the securities transactions of managed account clients (and certain model portfolio clients for which it provides trade execution) and to disseminate model portfolios to its model portfolio clients in a fair and equitable manner over time.

MIMBT uses a three-level trade rotation procedure. Where one or more sponsor's clients in the first or second level are expected to be trading in the same security contemporaneously, MIMBT will generate a random trade rotation within each level, which includes each managed account client or model portfolio client trading in the same security contemporaneously in the level. After the transactions for each of the clients in the first level are completed, MIMBT will direct the execution of

transactions on behalf of the clients in the second level according to their order on the second level random trade rotation. After the transactions for each of the clients in the second level are completed, model portfolio information is delivered to clients in the third level contemporaneously. Clients that participate in the second or third trade rotation levels may, particularly in markets that exhibit low liquidity, be disadvantaged by price movements caused by transactions for clients that were executed in a prior trade rotation level.

**Trade Rotation Level 1:** MIMBT's managed account clients that do not direct MIMBT to use specified brokers and/or allow MIMBT to trade away, are included in the first level. In addition, certain model portfolio clients meeting specific criteria may be included in the first level. The managed account clients and model portfolio clients included in the first level will trade (or receive model portfolios on which the recipient can choose to trade), in random order.

**Trade Rotation Level 2:** MIMBT's managed account clients that direct MIMBT to utilize specified brokers are included in the second level. MIMBT does not require any client to direct brokerage; however, some clients choose to do so and some programs sponsored by third-parties encourage or require it. Clients in such programs should review their program's contractual and disclosure documents to further understand the impact of program brokerage arrangements. These clients are placed in the second level because their trading activities could disadvantage other managed account clients of MIMBT that do not direct the use of specified brokers. Trading by managed account clients that direct MIMBT to utilize specified brokers could, for example: (i) compete in the market with the other managed account clients' orders; (ii) interfere with the random trade rotation program utilized by

MIMBT for its other managed account clients because of delays in dealing with such specified brokers; and/or (iii) result in "information leakage" regarding the model portfolio transactions.

As a result, and consistent with MIMBT's policies and procedures, on days on which MIMBT executes trades both for managed account clients who direct the use of a particular broker and clients who do not, MIMBT will prioritize (i.e., place in the first level) orders for managed account clients who do not direct brokerage. Where MIMBT does not retain brokerage discretion, the managed account client should also review the trade rotation policy of the sponsor or other broker to whom the trades are directed. Clients who do not know whether the program in which they participate requires that they direct brokerage to a particular firm should contact their financial adviser/program sponsor.

**Trade Rotation Level 3:** MIMBT's model portfolio sponsor programs are generally included in the third level, receiving investment recommendations and/or model portfolios following the conclusion of MIMBT's first and second levels of trade rotation.

Where MIMBT engages a sub-adviser to provide portfolio management services, the sub-adviser's trading rotation will follow their disclosed trade rotation.

## **Item 13 — Review of Accounts**

Client accounts and certain institutional accounts are generally reviewed on a daily basis. Each client is assigned to at least one portfolio manager, who is supported by various research personnel. These investment professionals meet periodically on both a formal and informal basis to discuss portfolio strategy, composition, security selection, industry/sector weightings and other topics relevant to managing the account. Reviews generally include: all new

purchases and sales; portfolio characteristics; investment objective adherence; benchmark and peer comparison; and account dispersion. Security specific research is formally reviewed and revised, as necessary.

Other officers and employees of MIMBT, including in-house legal, compliance, and investment risk personnel, also review account matters on an as needed basis. Among the matters reviewed are the nature and amounts of portfolio holdings, adherence to investment objectives and policies, and compliance with statutory and regulatory requirements. In addition, each institutional account is assigned to a client service officer, who acts as a liaison between the client, the internal portfolio management team, and other personnel. Performance on all accounts is computed monthly and reviewed regularly by senior management.

#### **Content and Frequency of Reports Provided to Institutional and Wrap Clients**

Periodically, MIMBT supplies various types of portfolio information to clients, as appropriate for the type of client and requested reporting frequency. Clients that request reports generally receive monthly and/or quarterly electronic statements and reports that relate applicable account information on topics including, but not limited to, the following: portfolio holdings; portfolio valuation; yield; credit quality and maturity; relative and absolute performance; trading and commission activity; and views on securities markets and the economy. Similar monthly information is typically provided to wrap fee program sponsors and made available to the clients within each wrap fee program depending on the program. In addition to the foregoing, we prepare and disseminate a variety of special reports in accordance with individual client specifications and applicable regulatory requirements.

## **Item 14 — Client Referrals and Other Compensation from Non- Clients**

Due to the global nature of MIMBT's investment advisory activities throughout the financial industry, MIMBT, at times, receives indirect economic benefits related to our advisory business as a whole, rather than any particular client (e.g., a volume discount on costs associated with operation of services supplied by vendors). MIMBT has adopted policies and procedures designed to ensure that the receipt of any such indirect economic benefit does not pose a conflict of interest or prevent us from acting in the best interests of our clients.

#### **Compensation for Client Referrals**

MIMBT will, from time to time, pay compensation for client referrals or the promotion of financial products advised by MIMBT, pursuant to applicable laws and regulations. Such compensation is paid to third parties, including investors, authorized dealers and other financial institutions or intermediaries (collectively, "Intermediaries"). Such payments compensate Intermediaries for marketing and other services intended to assist in the distribution and marketing of financial products advised by MIMBT and/or investment advisory services provided by MIMBT, among other things, and create an incentive for an Intermediary to highlight, feature or recommend such products or services. MIMBT pays Intermediaries for referrals from its own resources and such payments are not charged to advisory clients or investors in financial products advised by MIMBT and do not impact MIMBT's advisory fees.

The aforementioned payments will differ by Intermediary and are negotiated based on a range of factors, including, but not limited to, ability to attract and retain assets, target markets, customer

relationships, quality of service and industry reputation. Generally, such payments are based on a percentage of the advisory fees received by MIMBT in connection with advisory services provided to the referred client or investor. To the extent that MIMBT enters into these types of arrangements, it will comply with all requirements under applicable law.

MIMBT and its affiliates can, from time to time, make introductions between prospective or current clients and other MIMBT affiliates in connection with the provision of various investment management or other services to such clients.

### **Item 15 — Custody**

MIMBT does not act as a custodian for client assets. However, pursuant to Rule 206(4)-2 under the Advisers Act (the “Custody Rule”), MIMBT can be deemed to have custody of client assets.

MIMBT will be deemed to have custody of client assets with respect to any private fund for which MIMBT or an affiliate is the general partner or managing member. Private fund assets are maintained by qualified custodians and audited financial statements are distributed to fund investors within 120 days of fiscal year end in accordance with the Custody Rule.

Client funds and securities are held by a qualified custodian appointed by clients pursuant to a separate custody agreement or held by the clients themselves. The services and fees of such a qualified custodian are separate from our fees and clients are responsible for independently negotiating custody agreements and fees.

Clients will receive account statements directly from their custodian and may also receive certain statements from MIMBT. Clients are strongly urged to review those statements carefully to

ensure they appropriately reflect the activity in their account. Our statements vary from custodial statements depending on accounting procedures, reporting dates, or valuation methodologies of certain securities.

### **Item 16 — Investment Discretion**

MIMBT only provides discretionary advisory services to a client after signing a written investment management agreement or other document showing the client’s grant of investment discretion or other relevant authority. In exercising this discretionary investment authority, MIMBT adheres to the investment policies, limitations, and restrictions of the account.

MIMBT’s discretionary investment authority is generally limited by:

- Investment or style mandate;
- Client-imposed restrictions on investments;
- Governing documents (e.g., mutual fund prospectus), if applicable;
- Regulatory and/or statutory restrictions; and
- Applicable internal MIMBT and/or Macquarie Group restrictions or policies, such as those designed to address potential conflicts of interest or risk.

### **Item 17 — Voting Client Securities**

Macquarie Asset Management Public Markets (“MPM”) will vote proxies on behalf of clients pursuant to its Proxy Voting Policies and Procedures (the “Procedures”). MPM has established a Proxy Voting Committee (the “Committee”) which is responsible for overseeing MPM’s proxy voting process for its clients. One of the main responsibilities of the Committee is to review and approve the Procedures to ensure that the Procedures are designed

to allow MPM to vote proxies in a manner consistent with the goal of voting in the best interests of clients.

In order to facilitate the actual process of voting proxies, MPM has contracted with various proxy advisory firms to analyze proxy statements on behalf of its clients and provide MPM with research recommendations on upcoming proxy votes in accordance with the Procedures. After a proxy has been voted for a client, a record of the vote will be available to clients as requested. The Committee and its delegates are responsible for overseeing the proxy advisory firms' proxy voting activities.

When determining whether to invest in a particular company, one of the factors MPM may consider is the quality and depth of the company's management. As a result, MPM believes that recommendations of management on any issue (particularly routine issues) should be given a fair amount of weight in determining how proxy issues should be voted. Thus, on many issues, MPM's votes are cast in accordance with the recommendations of the company's management. However, MPM may vote against management's position when it runs counter to MPM's specific Proxy Voting Guidelines (the "Guidelines"), and MPM will also vote against management's recommendation when MPM believes such position is not in the best interests of our clients.

As stated above, the Procedures also list specific Guidelines on how to vote proxies on behalf of MPM's clients. Some examples of the Guidelines are as follows: (i) generally vote for shareholder proposals asking that a majority or more of directors be independent; (ii) generally vote for management or shareholder proposals to reduce supermajority vote requirements, taking into account: ownership structure; quorum requirements; and vote requirements; (iii) votes on mergers and acquisitions should be considered on a case-by-case

basis; (iv) generally vote re-incorporation proposals on a case-by-case basis; (v) votes with respect to equity-based compensation plans are generally determined on a case-by-case basis; (vi) generally vote for proposals requesting that a company report on its policies, initiatives, oversight mechanisms, and ethical standards related to social, economic, and environmental sustainability, unless the company already provides similar reports through other means or the company has formally committed to the implementation of a reporting program based on Global Reporting Initiative guidelines or a similar standard; and (vii) generally vote for management proposals to institute open-market share repurchase plans in which all shareholders may participate on equal terms.

MPM has a section in its Procedures that addresses the possibility of conflicts of interest. Most of the proxies which MPM receives on behalf of its clients are voted in accordance with the Procedures. Since the Procedures are pre-determined by the Committee, application of the Procedures by portfolio management teams when voting proxies after reviewing the proxy and research provided by the proxy advisory firms should in most instances adequately address any potential conflicts of interest. If MPM becomes aware of a conflict of interest in an upcoming proxy vote, the proxy vote will generally be referred to the Committee or the Committee's delegates for review. If the portfolio management team for such proxy intends to vote in accordance with the proxy advisory firm's recommendation pursuant to MPM's Procedures, then no further action is needed to be taken by the Committee. If MPM's portfolio management team is considering voting a proxy contrary to the proxy advisory firm's research recommendation under the Procedures, the Committee or its delegates will assess the proposed vote to determine if it is reasonable. The Committee or its

delegates will also assess whether any business or other material relationships between MPI and a portfolio company (unrelated to the ownership of the portfolio company's securities) could have influenced an inconsistent vote on that company's proxy. If the Committee or its delegates determines that the proposed proxy vote is unreasonable or unduly influenced by a conflict, the portfolio management team will be required to vote the proxy in accordance with the proxy advisory firm's research recommendation or abstain from voting.

**Clients may request that their client services representative provide them with a complete copy of the Procedures and information on how their securities were voted by MPM.**

## **Item 18 — Financial Information**

MIMBT does not require or solicit prepayment of fees more than six months in advance, if at all. MIMBT generally bills clients in arrears on a monthly or quarterly basis, although certain clients request that fees be paid in advance.

MIMBT is not subject to any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients, nor has MIMBT been the subject of a bankruptcy proceeding at any time during the past ten years.



## APPENDIX A

### MACQUARIE INVESTMENT MANAGEMENT ADVISERS REPRESENTATIVE INSTITUTIONAL FEE SCHEDULES

Institutional Account Type (Fixed Income)	Fees and Breakpoints
<b>Credit Insurance</b>	<p>.30% — on assets up to \$50 Million</p> <p>.25% — on assets between \$50 Million to \$100 Million</p> <p>.20% — on assets between \$100 Million to \$150 Million</p> <p>.18% — on assets between \$150 Million to \$250 Million</p> <p>.15% — on assets between \$250 Million to \$1 Billion</p> <p>Negotiable — assets above \$1 Billion</p> <p>Minimum Fee — None</p>
<b>Emerging Markets Debt Corporate</b>	<p>.60% — on amounts up to \$100 Million</p> <p>.40% — on amounts from \$100 Million to \$250 Million</p> <p>.35% — on amounts from \$250 to \$500 Million</p> <p>.30% — on amounts over \$500 Million</p> <p>Minimum Fee — None</p>
<b>Emerging Markets Debt Green Opportunities</b>	<p>.60% — on amounts up to \$100 Million</p> <p>.40% — on amounts from \$100 Million to \$250 Million</p> <p>.35% — on amounts from \$250 to \$500 Million</p> <p>.30% — on amounts over \$500 Million</p> <p>Minimum Fee — None</p>

Institutional Account Type (Fixed Income)	Fees and Breakpoints
<b>Emerging Markets Debt Limited Term</b>	.60% — on amounts up to \$50 Million .50% — on amounts from \$50 Million to \$100 Million .40% — on amounts from \$100 Million to \$250 Million .35% — on amounts from \$250 to \$500 Million .30% — on amounts over \$500 Million Minimum Fee — None
<b>Emerging Markets Debt Local Currency</b>	.60% — on amounts up to \$100 Million .40% — on amounts from \$100 Million to \$250 Million .35% — on amounts from \$250 to \$500 Million .30% — on amounts over \$500 Million Minimum Fee — None
<b>Emerging Markets Debt Select Opportunities</b>	.60% — on amounts up to \$100 Million .40% — on amounts from \$100 Million to \$250 Million .35% — on amounts from \$250 to \$500 Million .30% — on amounts over \$500 Million Minimum Fee — None
<b>Emerging Markets Debt Sovereign</b>	.60% — on amounts up to \$100 Million .40% — on amounts from \$100 Million to \$250 Million .35% — on amounts from \$250 to \$500 Million .30% — on amounts over \$500 Million Minimum Fee — None
<b>Emerging Markets Debt Sovereign ESG</b>	.60% — on amounts up to \$100 Million .40% — on amounts from \$100 Million to \$250 Million .35% — on amounts from \$250 to \$500 Million .30% — on amounts over \$500 Million Minimum Fee — None

Institutional Account Type (Fixed Income)	Fees and Breakpoints
Global Dynamic Bond	0.80% — on amounts up to \$50 Million 0.75% — on amounts from \$50 Million to \$100 Million 0.70% — on amounts over \$100 Million Minimum Fee — None
Nuclear Decommissioning Trust Fixed Income	.30% — on amounts up to \$25 Million .25% — on amounts from \$25 Million to \$100 Million .20% — on amounts over \$100 Million Minimum Fee — None
Sustainable Emerging Markets Local Currency Bond	.70% — on all assets Minimum Fee — None
US Bank Loans	0.45% — on amounts up to \$100 Million 0.40% — on amounts from \$100 Million to \$200 Million 0.35% — on amounts over \$200 Million Minimum Fee — None
US Collateralized Loan Obligation Management	0.12% — on amounts up to \$50 Million 0.10% — on amounts from \$50 Million to \$85 Million 0.08% — on amounts over \$85 Million Minimum Fee — None
US Convertible Bond	.70% — on amounts up to \$25 Million .60% — on amounts from \$25 Million to \$50 Million .50% — on amounts from \$50 Million to \$100 Million .45% — on amounts over \$100 Million Minimum Fee — None

Institutional Account Type (Fixed Income)	Fees and Breakpoints
<b>US Core Fixed Income</b>	<p>.30% — on amounts up to \$25 Million</p> <p>.25% — on amounts from \$25 Million to \$50 Million</p> <p>.20% — on amounts from \$50 Million to \$100 Million</p> <p>.15% — on amounts over \$100 Million</p> <p>Minimum Fee — None</p>
<b>US Core Plus Fixed Income</b>	<p>.30% — on amounts up to \$25 Million</p> <p>.25% — on amounts from \$25 Million to \$50 Million</p> <p>.20% — on amounts from \$50 Million to \$100 Million</p> <p>.15% — on amounts over \$100 Million</p> <p>Minimum Fee — None</p>
<b>US Corporate Bond</b>	<p>.30% — on amounts up to \$25 Million</p> <p>.25% — on amounts from \$25 Million to \$100 Million</p> <p>.20% — on amounts over \$100 Million</p> <p>Minimum Fee — None</p>
<b>US Diversified Floating Rate Fixed Income</b>	<p>.35% — on amounts up to \$25 Million</p> <p>.30% — on amounts from \$25 Million to \$100 Million</p> <p>.25% — on amounts over \$100 Million</p> <p>Minimum Fee — None</p>
<b>US High Yield Bond</b>	<p>.45% — on amount up to \$50 Million</p> <p>.40% — on amounts from \$50 Million to \$100 Million</p> <p>.35% — on amounts over \$100 Million</p> <p>Minimum Fee — None</p>
<b>US High Yield Municipal Fixed Income</b>	<p>.40% — on amounts up to \$50 Million</p> <p>.30% — on amounts from \$50 Million to \$100 Million</p> <p>.25% — on amounts over \$100 Million</p> <p>Minimum Fee — None</p>

Institutional Account Type (Fixed Income)	Fees and Breakpoints
US Intermediate Term Fixed Income	.30% — on amounts up to \$25 Million .25% — on amounts from \$25 Million to \$50 Million .20% — on amounts from \$50 Million to \$100 Million .15% — on amounts over \$100 Million Minimum Fee — None
US Intermediate Municipal Fixed Income	.30% — on amounts up to \$25 Million .25% — on amounts from \$25 Million to \$100 Million .20% — on amounts over \$100 Million Minimum Fee — None
US Limited Term Fixed Income	.25% — on amounts up to \$25 Million .20% — on amounts from \$25 Million to \$100 Million .15% — on amounts over \$100 Million Minimum Fee — None
US Limited Term Multisector Fixed Income	.25% — on amounts up to \$25 Million .20% — on amounts from \$25 Million to \$100 Million .15% — on amounts over \$100 Million Minimum Fee — None
US Long Duration Fixed Income	.35% — on amounts up to \$25 Million .25% — on amounts from \$25 Million to \$100 Million .20% — on amounts over \$100 Million Minimum Fee — None
US Long Duration Government Credit Fixed Income	.35% — on amounts up to \$25 Million .25% — on amounts from \$25 Million to \$100 Million .20% — on amounts over \$100 Million Minimum Fee — None

Institutional Account Type (Fixed Income)	Fees and Breakpoints
<b>US Multisector Fixed Income</b>	<p>.35% — on amounts up to \$25 Million</p> <p>.30% — on amounts from \$25 Million to \$50 Million</p> <p>.25% — on amounts from \$50 Million to \$100 Million</p> <p>.20% — on amounts over \$100 Million</p> <p>Minimum Fee — None</p>
<b>US Municipal Fixed Income</b>	<p>.30% — on amounts up to \$25 Million</p> <p>.25% — on amounts from \$25 Million to \$100 Million</p> <p>.20% — on amounts over \$100 Million</p> <p>Minimum Fee — None</p>
<b>US Private Placements</b>	<p>.25% — on amounts up to \$100 Million</p> <p>.23% — on amounts from \$100 million – \$250 Million</p> <p>.20% — on amounts over \$250 Million</p> <p>Minimum Fee — None</p>
<b>US Ultra Short Fixed Income</b>	<p>.15% — on amounts up to \$25 Million</p> <p>.12% — on amounts from \$25 million – \$100 Million</p> <p>.10% — on amounts over \$100 Million</p> <p>Minimum Fee — None</p>

Institutional Account Type (Equities)	Fees and Breakpoints
<b>Climate Solutions</b>	0.80% — on amounts up to \$50 Million 0.70% — on amounts from \$50 Million to \$100 Million 0.60% — on amounts over \$100 Million Minimum Fee — None
<b>Emerging Markets Equity</b>	1.10% — on amounts up to \$50 Million 0.90% — on amounts from \$50 Million to \$100 Million 0.75% — on amounts from \$100 Million to \$200 Million 0.60% — on amounts over \$200 Million Minimum Fee — None
<b>Energy</b>	.75% — on amounts up to \$50 million .60% — on amounts from \$50 million – \$100 million .50% — on amounts over \$100 million Minimum Fee — None
<b>Global Equity Compounders</b>	.70% — on amounts up to \$30 Million .60% — on amounts from \$30 Million to \$55 Million .55% — on amounts from \$55 Million to \$105 Million .50% — on amounts over \$105 Million Minimum Fee — None
<b>Global Healthcare Equity</b>	.90% — on assets up to \$250 Million .80% — on assets between \$250 Million to \$500 Million .70% — on amounts over \$500 Million Minimum Fee — None
<b>Global Listed Infrastructure Equity</b>	.75% — on amounts up to \$150 Million .60% — on amounts from \$150 million – \$300 Million .55% — on amounts over \$300 Million Minimum Fee — None
<b>Global Listed Real Assets</b>	.80% — on amounts up to \$50 Million .70% — on amounts from \$50 million – \$100 Million .60% — on amounts over \$100 Million Minimum Fee — None

<b>Institutional Account Type (Equities)</b>	<b>Fees and Breakpoints</b>
<b>Global Listed Real Estate</b>	.70% — on amounts up to \$50 Million .65% — on amounts from \$50 Million to \$100 Million .55% — on amounts over \$100 Million Minimum Fee — None
<b>Global Natural Resources Equity</b>	.75% — on amounts up to \$50 Million .60% — on amounts from \$50 million – \$100 Million .50% — on amounts over \$100 Million Minimum Fee — None
<b>Global Sustainable Development</b>	.50% — on amounts up to \$50 Million .40% — on amounts from \$50 Million to \$100 Million .30% — on amounts over \$100 Million Minimum Fee — None
<b>Inflation-Linked Global Listed Infrastructure</b>	.65% — on amounts up to \$100 Million .60% — on amounts from \$100 million – \$200 Million .55% — on amounts over \$200 Million Minimum Fee — None
<b>International Equity Compounders</b>	.70% — on amounts up to \$30 Million .60% — on amounts from \$30 Million to \$55 Million .55% — on amounts from \$55 Million to \$105 Million .50% — on amounts over \$105 Million Minimum Fee — None
<b>Ivy Asset Strategy</b>	.75% — on amounts up to \$50 Million .60% — on amounts from \$50 million – \$100 Million .50% — on amounts over \$100 Million Minimum Fee — None
<b>Ivy Global Equity</b>	.80% — on amounts up to \$25 Million .75% — on amounts from \$25 million – \$50 Million .65% — on amounts over \$50 Million Minimum Fee — None



Institutional Account Type (Equities)	Fees and Breakpoints
Ivy International Core Equity	.75% — on amounts up to \$50 Million .65% — on amounts from \$50 million – \$100 Million .60% — on amounts over \$100 Million Minimum Fee — None
Ivy Large Cap Growth	.50% — on amounts up to \$50 Million .40% — on amounts from \$50 million – \$100 Million .35% — on amounts over \$100 Million Minimum Fee — None
Ivy Mid Cap Growth	.60% — on amounts up to \$50 Million .50% — on amounts from \$50 million – \$100 Million .45% — on amounts over \$100 Million Minimum Fee — None
Ivy Mid Cap Income Opportunities	.60% — on amounts up to \$50 Million .50% — on amounts from \$50 million – \$100 Million .45% — on amounts over \$100 Million Minimum Fee — None
Ivy Science & Technology	.70% — on amounts up to \$50 Million .65% — on amounts from \$50 million – \$100 Million .60% — on amounts over \$100 Million Minimum Fee — None
Ivy Small Cap Growth	.75% — on amounts up to \$50 Million .70% — on amounts from \$50 million – \$100 Million .65% — on amounts over \$100 Million Minimum Fee — None
Ivy US Large Cap Core Equity	.50% — on amounts up to \$50 Million .40% — on amounts from \$50 million – \$100 Million .35% — on amounts over \$100 Million Minimum Fee — None

Institutional Account Type (Equities)	Fees and Breakpoints
<b>Socially Responsible US Large Cap Core Equity</b>	.65% — on amounts up to \$25 Million .45% — on amounts from \$25 Million to \$50 Million .35% — on amounts from \$50 Million to \$100 Million .30% — on amounts over \$100 Million Minimum Fee — None
<b>Sustainable Global Listed Infrastructure Equity</b>	.65% — on amounts up to \$100 Million .60% — on amounts from \$100 million – \$200 Million .55% — on amounts over \$200 Million Minimum Fee — None
<b>Systematic Emerging Markets Equity</b>	.60% — on amounts up to \$50 Million .55% — on amounts from \$50 Million to \$100 Million .50% — on amounts over \$100 Million Minimum Fee — None
<b>Systematic US Core Equity</b>	.425% — on amounts up to \$50 Million .40% — on amounts from \$50 Million to \$150 Million .375% — on amounts over \$150 Million Minimum Fee — None
<b>Systematic US Growth and Income Equity</b>	.425% — on amounts up to \$50 Million .40% — on amounts from \$50 Million to \$150 Million .375% — on amounts over \$150 Million Minimum Fee — None
<b>Systematic US Growth Equity</b>	.425% — on amounts up to \$50 Million .40% — on amounts from \$50 Million to \$150 Million .375% — on amounts over \$150 Million Minimum Fee — None
<b>Systematic US REIT Equity</b>	.60% — on amounts up to \$50 Million .55% — on amounts over \$50 Million Minimum Fee — None

Institutional Account Type (Equities)	Fees and Breakpoints
<b>US Large Cap Value Equity</b>	.70% — on amounts up to \$25 Million .50% — on amounts from \$25 Million to \$50 Million .40% — on amounts from \$50 Million to \$100 Million .30% — on amounts over \$100 Million Minimum Fee — None
<b>US Listed Real Estate</b>	.70% — on amounts up to \$50 Million .60% — on amounts from \$50 Million to \$100 Million .50% — on amounts over \$100 Million Minimum Fee — None
<b>US Mid Cap Value Equity</b>	.80% — on amounts up to \$25 Million .70% — on amounts from \$25 Million to \$50 Million .60% — on amounts over \$50 Million Minimum Fee — None
<b>US Small Cap Core Equity</b>	.85% — on amounts up to \$50 Million .75% — on amounts from \$50 Million to \$100 Million .65% — on amounts over \$100 Million Minimum Fee — None
<b>US Small Cap Value Equity</b>	1.00% — on amounts up to \$25 Million .80% — on amounts from \$25 Million to \$50 Million .75% — on amounts over \$50 Million Minimum Fee — None
<b>US Smid Cap Core Equity</b>	.80% — on amounts up to \$25 Million .65% — on amounts from \$25 Million to \$50 Million .55% — on amounts from \$50 Million to \$100 Million .45% — on amounts over \$100 Million Minimum Fee — None
<b>US Wealth Builder</b>	.65% — on amounts up to \$50 Million .50% — on amounts from \$50 Million to \$100 Million .40% — on amounts over \$100 Million Minimum Fee — None

## APPENDIX B

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### MACQUARIE INVESTMENT MANAGEMENT BUSINESS TRUST REPRESENTATIVE STRATEGY COMPOSITES AND ACCOMPANYING RISKS

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Clients are reminded that investing in securities involves risk, including the risk that you receive little or no return on your investment and the risk that you lose part or all of the money you invest. Before making any investment, you should carefully evaluate the risks involved.

The list included in this appendix outline the primary strategy composites utilized by MIMBT. Definitions of all material risks associated with our strategies can be found following the applicable lists. Clients are encouraged to review their investor materials for further discussion of these risks and other risks not discussed here.

#### INSTITUTIONAL EQUITY COMPOSITES

Climate Solutions	Ivy Small Cap Growth
Emerging Markets Equity	Ivy US Large Cap Core Equity
Energy	Socially Responsible US Large Cap Core Equity
Global Equity Compounders	Sustainable Global Listed Infrastructure Equity
Global Healthcare Equity	Systematic Emerging Markets Equity
Global Listed Infrastructure Equity	Systematic US Core Equity
Global Listed Real Assets	Systematic US Growth and Income Equity
Global Listed Real Estate	Systematic US Growth Equity
Global Natural Resources Equity	Systematic US REIT Equity
Global Sustainable Development	US Large Cap Value Equity
Inflation-Linked Global Listed Infrastructure	US Listed Real Estate
International Equity Compounders	US Mid Cap Value Equity
Ivy Asset Strategy	US Small Cap Core Equity
Ivy Global Equity	US Small Cap Value Equity
Ivy International Core Equity	US Smid Cap Core Equity
Ivy Large Cap Growth	US Wealth Builder
Ivy Mid Cap Growth	
Ivy Mid Cap Income Opportunities	
Ivy Science & Technology	

## INSTITUTIONAL FIXED INCOME COMPOSITES

Credit Insurance	US Corporate Bond
Emerging Markets Debt Corporate	US Diversified Floating Rate Fixed
Emerging Markets Debt Green	Income
Opportunities	US High Yield Bond
Emerging Markets Debt Limited Term	US High Yield Municipal Fixed Income
Emerging Markets Debt Local Currency	US Intermediate Term Fixed Income
Emerging Markets Debt Select	US Intermediate Municipal Fixed Income
Opportunities	US Limited Term Fixed Income
Emerging Markets Debt Sovereign	US Limited Term Multisector Fixed
Emerging Markets Debt Sovereign ESG	Income
Global Dynamic Bond	US Long Duration Fixed Income
Nuclear Decommissioning Trust Fixed	US Long Duration Government Credit
Income	Fixed Income
Sustainable Emerging Markets Local	US Multisector Fixed Income
Currency Bond	US Municipal Fixed Income
US Bank Loans	US Private Placements
US Collateralized Loan Obligation	US Ultra Short Fixed Income
Management	
US Convertible Bond	
US Core Fixed Income	
US Core Plus Fixed Income	

## RISK DISCLOSURES INSTITUTIONAL EQUITY COMPOSITES

- **Asset Allocation Risk** — The risk associated with the allocation of a portfolio's assets amongst varying underlying styles. Portfolio managers may make investment decisions independently of one another and may make conflicting investment decisions which could be detrimental to a portfolio's performance. There is a risk that the allocation of assets may skew toward a category or underlying fund that performs poorly relative to other categories or funds, or to the market as a whole, which could result in a portfolio performing poorly.
- **Bank Loans and Other Indebtedness Risk** — The risk that a portfolio will not receive payment of principal, interest, and other amounts due in connection with these investments. Loans that are fully secured offer a portfolio more protection than unsecured loans in the event of non-payment of scheduled interest or principal, although there is no assurance that the liquidation of collateral from a secured loan would satisfy the corporate borrower's obligation, or that the collateral can be liquidated. Some loans or claims are in default at the time of purchase. Certain of the loans and the other direct indebtedness acquired by a portfolio involve revolving credit facilities or other standby financing commitments that obligate a portfolio to pay additional cash on a certain date or on demand. These commitments could require a portfolio to increase its investment in a company at a time when that portfolio might not otherwise decide to do so (including at a time when the company's financial condition makes it unlikely that such amounts will be repaid). To the extent that a portfolio is committed to advance additional cash, it will

at all times hold and maintain cash or other high-grade debt obligations in an amount sufficient to meet such commitments.

- **Brexit** — The risk that the uncertainty associated with the UK's departure from the EU could adversely impact investment performance and the ability to fulfill investment objectives.
- **China Investment Risk** — The risk that the markets in the greater China region can experience significant volatility due to social, economic, regulatory, and political uncertainties. Stock Connect (Connect Program) is a mutual market access program through which investors in the Mainland China and Hong Kong can trade and settle shares listed on the other market via the stock exchanges and clearing houses in their home market. Connect Programs are subject to quota limitations, and an investor cannot purchase and sell the same security on the same trading day, which may restrict the portfolio's ability to invest in China A-shares through the Connect Programs and to enter or exit trades on a timely basis. Only certain China A-shares are eligible to be accessed through the Connect Programs. Such securities may lose their eligibility at any time, in which case they could be sold, but could no longer be purchased through the Connect Programs. Because the Connect Programs are relatively new, the actual effect on the market for trading China A-shares with the introduction of large numbers of foreign investors is unknown. (Please also see Foreign Securities Risk)

Investments in China A-shares may not be covered by the securities investor protection programs of a participating exchange and, without the protection of such programs, will be subject to the risk of default by the broker. Because of the way in which China A-shares are held in a Connect Program, the portfolios may not be able to exercise the rights of a shareholder and may be limited in its ability to pursue claims against the issuer of a security.

- **Climate Change Investment Focus Risk** — The risk that the climate change strategies' focus on securities of issuers that seek to reduce, displace and/or sequester GHG emissions or help other to do so may affect the strategy's exposure to certain sectors or types of investments. The strategy's relative investment performance may also be impacted depending on whether such sectors or investments are in or out of favor with the market. Certain investments may be dependent on or influenced by U.S. and foreign government policies, including tax incentives and subsidies, as well as on political support for certain environmental initiatives and developments affecting companies focused on sustainable energy and climate change solutions generally.
- **Counterparty Risk** — The risk that a counterparty to a derivative contract (such as a swap, futures or options contract) or a repurchase agreement fails to perform its obligations under the contract or agreement due to financial difficulties (such as a bankruptcy or reorganization) or otherwise.
- **Credit Risk** — The risk that a bond's issuer will be unable to make timely payments of interest and principal. Investing in so-called "junk" or "high yield" bonds entails greater risk of principal loss than the risk involved in investment grade bonds.

- **Currency Risk** — The risk that the value of a portfolio's investments can be negatively affected by changes in foreign currency exchange rates. Adverse changes in exchange rates reduce or eliminate any gains produced by investments that are denominated in foreign currencies and increases any losses.
- **Cybersecurity Risk** — The risk that MIMBT and its service providers, are prone to operational and information security risks resulting from cyber-attacks. Cyber-attacks include, among other behaviors, stealing or corrupting data maintained online or digitally, denial of service attacks on websites, the unauthorized release of confidential information or various other forms of cyber security breaches. Recently cybersecurity risks have increased due to the increasing use of hybrid working arrangements and external ransomware attacks that are impacting company supply chains. Cyber-attacks affecting MIMBT or its service providers may adversely impact client accounts. For instance, certain cyber-attacks interfere with the processing of investor transactions, impact the ability to calculate NAV, cause the release of private shareholder information or confidential business information, impede trading, and/or cause reputational damage. Similar types of cyber security risks are also present for issuers of securities in which a client account may invest, which could result in material adverse consequences for such issuers and may cause an account's investment in such companies to lose value.
- **Default Risk** — The risk an issuer may not be able or willing to make principal and interest payments when due.
- **Derivatives Risk** — Derivatives generally involve additional expenses and are subject to the risk that a security or a securities index to which the derivative is associated moves in the opposite direction from what the portfolio manager had anticipated, or that the linkage between the underlying security or target exposure and the derivative may not behave as expected. Derivatives may employ leverage, meaning that gains or losses can be increased. Derivatives require complex legal contracts and are exposed to the risk that legal contracts do not function as intended. Derivatives may require complex pricing and fair valuing, and this pricing may not reflect the actual exit price of a derivative position. Derivatives may also incur Counterparty Risk.
- **Emerging Markets Risk** — The risk that international investing (particularly in emerging markets) may be adversely affected by political instability; changes in currency exchange rates; inefficient markets and higher transaction costs; foreign economic conditions; the imposition of economic or trade sanctions; or inadequate or different regulatory and accounting standards. The risk associated with international investing will be greater in emerging markets than in more developed foreign markets because, among other things, emerging markets may have less stable political and economic environments. In addition, there often is substantially less publicly available information about issuers and such information tends to be of a lesser quality. Economic markets and structures tend to be less mature and diverse, and the securities markets may also be smaller, less liquid, and subject to greater price volatility.
- **ESG Risk** — The risk that using ESG criteria in the investment process may exclude certain companies for non-investment reasons and, therefore, the manager may forgo some market opportunities available to strategies that do not use ESG factors. In

addition, because company GHG emissions data are not standardized (and are further subject to estimation error when not company-reported), the data sets the manager must rely on may imperfectly represent companies' true GHG emissions. Also, the company emissions targets that the Manager sets are based on model assumptions and estimations that carry the inherent risk associated with any modeling or estimating process.

- **Foreign Company Accounting Risk** — The risk that foreign companies are subject to different accounting, auditing, and financial reporting standards than U.S. companies. There may be less information available about foreign issuers than domestic issuers. Furthermore, regulatory oversight of foreign issuers may be less stringent or less consistently applied than in the U.S.
- **Foreign Government/Supranational Risk** — The risk that a foreign government or government-related issuer is not able or willing to make timely payments on its external debt obligations.
- **Foreign Securities Risk** — The risk that foreign securities may be adversely affected by political instability, changes in currency exchange rates, inefficient markets and higher transaction costs, foreign economic conditions, the imposition of economic or trade sanctions, or inadequate or different regulatory and accounting standards. Hostilities between countries may result in sanctions which may have severe adverse effects on the region's economies and more globally, including significant negative impact on markets for certain securities and commodities, such as oil and natural gas. Any cessation of trading securities in these markets will impact the value and liquidity of certain portfolio holdings.

Hostilities between countries may result in sanctions which may have severe adverse effects on the region's economies and more globally, including significant negative impact on markets for certain securities and commodities, such as oil and natural gas. Any cessation of trading securities in these markets will impact the value and liquidity of certain portfolio holdings.

- **Forward Foreign Currency Risk** — The risk when a portfolio decides to hedge against currency risks, for example using forward currency contracts, the portfolio will be subject to risks, including counterparty risk, and the risk that the hedge fails to perform as expected and hence does not mitigate losses. Hedging also reduces the potential for gains.
- **Fund of Funds Risk** — The ability of a fund of funds to meet its investment objective is directly related to its target allocations among underlying funds and the ability of those funds to meet their investment objectives. A fund of funds' share price will likely change daily based on the performance of the underlying funds in which it invests. In general, a fund of funds is subject to the same risks as those of the underlying funds it holds. Additionally, actions by the investing fund could have consequences for the underlying funds. For example, if there are other investors in the underlying funds, they are also subject to the risk that the investing fund could withdraw its entire investment, leaving behind a much smaller fund with higher expenses.



- **Futures and Options Risk** — The risk that a portfolio experiences a loss if it employs an options or futures strategy related to a security or a market index and that security or index moves in the opposite direction from what the manager anticipated. Futures and options also involve additional expenses (such as the payment of premiums), which could reduce any benefit or increase any loss that a portfolio gains from using the strategy. Futures and Options are derivatives, and hence are also exposed to Derivatives Risk.
- **Government and regulatory risk** — The risk that governments or regulatory authorities may, from time to time, take or consider actions that could adversely affect companies in which the portfolios invest, or various sectors of the securities markets the investment strategies employed by the portfolios.
- **Growth Stocks Risk** — The risk that growth stocks may be more volatile than certain other types of stocks and their prices may fluctuate more dramatically than the overall stock market. Growth stocks, due to their relatively high market valuations, typically have been more volatile than value stocks. Growth stocks may not pay dividends, or may pay lower dividends, than value stocks and may be more adversely affected in a down market.
- **Healthcare Risk** — The risk that the value of a portfolio's shares will be affected by factors particular to the healthcare and related sectors and will fluctuate more widely than that of a portfolio that invests in a broad range of industries. Healthcare companies are subject to extensive government regulation and their profitability can be affected by restrictions on government reimbursement for medical expenses, rising costs of medical products and services, pricing pressure, and malpractice or other litigation.
- **High Yield Risk** — High yield, high-risk securities (also known as junk bonds), while generally having higher yields, are subject to reduced creditworthiness of issuers, increased risks of default, and a more limited and less liquid secondary market than higher-rated securities. These securities are subject to greater price volatility and risk of loss of income and principal than are higher-rated securities. Lower-rated and unrated fixed income securities tend to reflect short-term corporate and market developments to a greater extent than higher-rated fixed income securities, which react primarily to fluctuations in the general level of interest rates. Fixed income securities of this type are considered to be of poor standing and primarily speculative. Such securities are subject to a substantial degree of credit risk.
- **IBOR Risk** — The risk that changes related to the use of the London Interbank Offered Rate (LIBOR) or similar interbank offered rates (“IBORs,” such as the Euro Overnight Index Average (EONIA)) could have adverse impacts on financial instruments that reference LIBOR or a similar rate. While some instruments may contemplate a scenario where LIBOR or a similar rate is no longer available by providing for an alternative rate setting methodology, not all instruments have such fallback provisions and the effectiveness of replacement rates is uncertain. The abandonment of LIBOR and similar rates could affect the value and liquidity of instruments that reference such rates, especially those that do not have fallback provisions. The use of alternative reference rate products may impact investment strategy performance.

- **Income Stocks Risk** — The risk that income from stocks may be reduced by changes in the dividend policies of companies and the capital resources available for such payments at such companies. Depending upon market conditions, income producing common stock may not be widely available and/or may be highly concentrated in only a few market sectors, thereby limiting the ability to produce current income.
- **Industry and Sector Risk** — The risk that the value of securities in a particular industry or sector (such as information technology) will decline because of changing expectations for the performance of that industry or sector making a strategy more vulnerable to unfavorable developments in that economic sector than strategies that invest more broadly.
- **Inefficient Market Risk** — The risk that foreign markets are less liquid, have greater price volatility, less regulation, and higher transaction costs than U.S. markets.
- **Information Technology Sector Risk** — The risk that investments associated with investing in the information technology sector, in addition to other risks, include the intense competition to which information technology companies may be subject; the dramatic and often unpredictable changes in growth rates and competition for qualified personnel among information technology companies; effects on profitability from being heavily dependent on patent and intellectual property rights and the loss or impairment of those rights; obsolescence of existing technology; general economic conditions; and government regulation.
- **Infrastructure-Related Companies Risk** — Infrastructure-related businesses are subject to a variety of factors that adversely affect their business or operations including high interest costs in connection with capital construction programs, costs associated with environmental and other regulations, the effects of economic slowdown and surplus capacity, increased competition, uncertainties concerning availability of fuel at reasonable prices, the effects of energy conservation policies, governmental actions or loss of tax incentives and other factors.
- **Interest Rate Risk** — Changing interest rates may adversely affect the value of an investment. An increase in interest rates typically causes the value of bonds and other fixed income securities to fall. Because of this risk, a Fund that invests in fixed income securities is subject to risk even if all the fixed income securities in that Fund's portfolio are paid in full at maturity. Changes in interest rates will affect the value of longer-term fixed income securities more than shorter-term securities.
- **Investment Company Securities Risk** — The risks of investment in other investment companies typically reflect the risks of the types of securities in which the investment companies invest. As a shareholder in an investment company, a fund or client portfolio would bear its pro rata share of that investment company's expenses, which could result in the duplication of certain fees, including management and administrative fees.
- **Large Capitalization Risk** — The risk that large-capitalization companies tend to be less volatile than companies with smaller market capitalizations, and therefore portfolios that

focus on these companies may have less potential for large price rises when compared to portfolios that focus on smaller capitalization companies.

- **Less Liquid Securities Risk** — The risk that investments cannot be sold or disposed of in current market conditions in seven calendar days or less without the sale or disposition significantly changing the market value of the investment. Illiquid investments may trade at a discount from comparable, more liquid investments, and may be subject to wide fluctuations in market value. An account also may not be able to dispose of illiquid investments at a favorable time or price during periods of infrequent trading of an illiquid investment. There is generally no established retail secondary market for high yield securities. As a result, the secondary market for high yield securities is more limited and less liquid than other secondary securities markets. The high yield secondary market is particularly susceptible to liquidity problems when institutional investors, such as mutual funds, and certain other financial institutions, temporarily stop buying bonds for regulatory, financial, or other reasons. Adverse publicity and investor perceptions may also disrupt the secondary market for securities.
- **Leveraging Risk** — The risk that certain portfolio transactions, such as reverse repurchase agreements, short sales, loans of portfolio securities, and the use of when-issued, delayed delivery or forward commitment transactions, or derivative instruments, may give rise to leverage, causing a portfolio to be more volatile than if it had not been leveraged.
- **Limited Number of Stocks Risk** — The risk of the possibility that a single security's increase or decrease in value has a greater impact on the portfolio's value and total return because the portfolio would hold larger positions in fewer securities than other portfolios.
- **Market Disruption Risk** — The risk that all or a majority of the securities in a certain market—such as the stock or bond market—will decline in value because of factors such as adverse political or economic conditions, future expectations, or investor confidence or heavy institutional selling.
- **Master Limited Partnership Risk** — The risk that holders of the units of MLPs have more limited control and limited rights to vote on matters affecting the partnership. There are also certain tax risks associated with an investment in units of MLPs.
- **Medium-Cap Companies Risk** — Securities issued by medium-sized companies generally are subject to more abrupt market movements and involve greater risks than investments in larger companies. This is due to, among other things, the greater business risks of smaller size and limited product lines, markets, distribution channels, and financial and managerial resources.
- **Natural Disaster/Epidemic Risk** — The risk that the value of a strategy's investments may be negatively affected by natural disasters, epidemics, or similar events. Natural or environmental disasters, such as earthquakes, fires, floods, hurricanes, tsunamis, and other severe weather-related phenomena generally, and widespread disease, including pandemics and epidemics, have been and can be highly disruptive to economies and markets, adversely impacting individual companies, sectors, industries, markets,

currencies, interest and inflation rates, credit ratings, investor sentiment, and other factors affecting the value of a strategy's investments. Given the increasing interdependence among global economies and markets, conditions in one country, market, or region are increasingly likely to adversely affect markets, issuers, and/or foreign exchange rates in other countries. These disruptions could prevent a strategy from executing advantageous investment decisions in a timely manner and could negatively impact the strategy's ability to achieve its investment objective.

- **Non-Diversification Risk** — A non-diversified portfolio has the flexibility to invest as much as 50% of its assets in as few as two issuers with no single issuer accounting for more than 25% of the portfolio. The remaining 50% of the portfolio must be diversified so that no more than 5% of its assets are invested in the securities of a single issuer. Because a non-diversified portfolio invests its assets in fewer issuers, the value of portfolio shares will be more dependent on these issuers, and more likely increase or decrease more rapidly than if it were fully diversified.
- **Operational Risk** — The risk that MIMBT, its service providers, and other market participants depend on information and communication technologies to conduct their day-to-day business operations. These systems are subject to a number of different risks which could adversely affect MIMBT or a particular investment strategy despite business continuity plans in place to mitigate these risks.
- **Political Risk** — The risk that countries or an entire region experience political instability. This generally causes greater fluctuation in the value and liquidity of investments due to, for example, changes in currency exchange rates, governmental seizures, or nationalization of assets.
- **Prepayment Risk** — The risk that the principal on a bond that is held by a portfolio will be prepaid prior to maturity at a time when interest rates are lower than what that bond was paying. A portfolio may then have to reinvest that money at a lower interest rate.
- **Real Estate Industry Risk** — This risk includes, among others: possible declines in the value of real estate; risks related to general and local economic conditions; possible lack of availability of mortgage funds; overbuilding; extended vacancies of properties; increases in competition, property taxes, and operating expenses; changes in zoning laws; costs resulting from the cleanup of, and liability to third parties resulting from, environmental problems; casualty for condemnation losses; uninsured damages from floods, earthquakes, or other natural disasters; limitations on and variations in rents; and changes in interest rates; cash-flow fluctuations; and defaults by borrowers. Real estate investment trusts (REITs) are also subject to the risk of failing to qualify for tax-free pass-through of income under the Code and/or failing to qualify for an exemption from registration as an investment company under the 1940 Act. Real estate securities may be leveraged, increasing financial risk.
- **Redemption Risk** — The risk if investors redeem more shares of a series than are purchased for an extended period of time, a series may be required to sell securities without regard to the investment merits of such actions. This could decrease a series'

asset base, potentially resulting in a higher expense ratio and lower liquidity for non-redeeming investors.

- **Sector Risk** — The risk that at times, a strategy may have a significant portion of its assets invested in securities of companies conducting business in a broadly related group of industries within an economic sector. Individual sectors may be more volatile, and may perform differently, than the broader market. Companies in the same economic sector may be similarly affected by economic, regulatory, or market events, making the account more vulnerable to unfavorable developments in that economic sector than accounts that invest more broadly.
- **Short Sales Risk** — Positions in shorted securities are speculative and more risky than long positions (purchases). When a portfolio engages in short selling, it sells a security it does not own in anticipation of being able to buy that security later at a lower price. If the price of the security increases, the portfolio loses money. Further, during the time when the portfolio has shorted the security, the portfolio must borrow that security in order to make delivery on the previous sale, which raises the cost to the portfolio. Such investments involve the risk of an unlimited increase in the market price of the security sold short, which could result in a theoretically unlimited loss. Short sale strategies are often categorized as a form of leveraging or speculative investment. The use of leverage will multiply small price movements in securities into larger changes in value. As a result of using leverage, a portfolio's share price may be more volatile than if no leverage were used. Positions in shorted securities are speculative and more risky than long positions. A strategy that includes selling securities short could suffer significant losses.
- **Small Company Risk** — The risk that investments in small- and/or medium-sized companies typically exhibit higher volatility than investments in larger, more established companies. Company size risk also comes from lower liquidity typically associated with small company stocks, which means the price may be affected by poorly executed trades, even if the underlying business of the company is unchanged. Additionally, less information about small companies is commonly available to the public, potentially making an informed evaluation of small-cap stocks more difficult for investors.
- **Social Standards Screen Risk** — A social standards strategy generally prohibits investment in certain types of companies, industries, and segments of the economy. Thus, the risk is that the strategy (i) misses opportunities to invest in companies, industries or segments of the economy that are providing superior performance relative to the market as a whole and (ii) becomes invested in companies, industries and segments of the economy that are providing inferior performance relative to the market as a whole.
- **Socially Responsible Investing Policy Risk** — The risk that being subject to socially responsible investment criteria prohibit the purchase of certain securities when it is otherwise advantageous to do so or forces the sale of securities for social reasons when it is otherwise disadvantageous to do so.
- **Sustainability Risk** — The risk that the strategy's investments may be exposed to certain sustainability risks, either directly or indirectly, including (i) environmental risks, including both physical risks and transition risks, such as extreme weather events, global

warming, rising sea levels, changes in environmental regulation, a shift to low carbon technologies or changing consumer preferences, (ii) social risks, for example human rights breaches or labour rights breaches, and (iii) governance risks, including poor governance practices, illegal or poor tax practices or bribery and corruption and, as a consequence, reputational risks. The examples provided are not intended to be an exhaustive list of all possible risks and are provided as an indication of the types of sustainability risks that may arise. Such risks may impact the performance of the strategy's investments.

- **Swaps Risk** — The risk that the use of swap transactions is a highly specialized activity, which involves investment techniques and risks different from those associated with ordinary portfolio securities transactions. Whether a strategy will be successful in using swap agreements to achieve its investment goal depends on the ability of the Manager to predict correctly which types of investments are likely to produce greater returns. If the Manager, in using swap agreements, is incorrect in its forecasts of market values, interest rates, inflation, currency exchange rates or other applicable factors, the investment performance of a strategy will be less than its performance would have been if it had not used the swap agreements.
- **Transaction Costs Risk** — The risk that the costs of buying, selling, and holding foreign securities, including brokerage, tax, and custody costs, will be higher than those involved in domestic transactions.
- **Value Stocks Risk** — The risk that the value of a security believed by the Manager to be undervalued may never reach what is believed to be its full value; such security's value may decrease, or such security may be appropriately priced. Value stocks are stocks of companies that may have experienced adverse business or industry developments or may be subject to special risks that have caused the stocks to be out of favor and, in the opinion of the Manager, undervalued.
- **Valuation Risk** — The risk the prices used when valuing the strategy assets and creating a unit price may not be those achieved when disposing of the assets. Complex securities, less liquid securities, and securities that do not have a developed secondary market are more exposed to this risk.

## INSTITUTIONAL FIXED INCOME COMPOSITES

Credit Insurance	US Convertible Bond
Emerging Markets Debt Corporate	US Core Fixed Income
Emerging Markets Debt Green Opportunities	US Core Plus Fixed Income
Emerging Markets Debt Limited Term	US Corporate Bond
Emerging Markets Debt Select Opportunities	US Corporate Bond ESG
Emerging Markets Debt Sovereign	US Diversified Floating Rate Fixed Income
Emerging Markets Debt Sovereign ESG	US High Yield Bond
Emerging Markets Debt Unconstrained	US High Yield Municipal Fixed Income
Local Currency	US Intermediate Term Fixed Income
Global Dynamic Bond	US Intermediate Municipal Fixed Income
Nuclear Decommissioning Trust Fixed Income	US Limited Term Fixed Income
Sustainable Emerging Markets Local Currency Bond	US Limited Term Multisector Fixed Income
US Bank Loans	US Long Duration Fixed Income
US Collateralized Loan Obligation Management	US Long Duration Government Credit Fixed Income
US Commercial Mortgage-Backed Securities	US Multisector Fixed Income
	US Municipal Fixed Income
	US Private Placements
	US Ultra Short Fixed Income

## RISK DISCLOSURES — INSTITUTIONAL FIXED INCOME COMPOSITES

- **Alternative Minimum Tax Risk** — The risk if a portfolio invests in bonds whose income is subject to the alternative minimum tax, that portion of the portfolio's distributions would be taxable for shareholders who are subject to this tax.
- **Bank loans and other direct indebtedness Risk** — The risk that a portfolio will not receive payment of principal, interest, and other amounts due in connection with these investments. Because of the limited secondary market for loans, a portfolio invested under the strategy may be limited in its ability to sell loans in its portfolio in a timely fashion and/or at a favorable price. Loans that are fully secured offer a portfolio more protection than unsecured loans in the event of non-payment of scheduled interest or principal, although there is no assurance that the liquidation of collateral from a secured loan would satisfy the corporate borrower's obligation, or that the collateral can be liquidated. Some loans or claims are in default at the time of purchase. Certain of the loans and the other direct indebtedness acquired by a portfolio involve revolving credit facilities or other standby financing commitments that obligate a portfolio to pay additional cash on a certain date or on demand. These commitments could require a portfolio to increase its investment in a company at a time when that portfolio might not otherwise decide to do so (including at a time when the company's financial condition makes it unlikely that such amounts will be repaid). To the extent that a portfolio is

committed to advance additional portfolios, it will at all times hold and maintain cash or other high-grade debt obligations in an amount sufficient to meet such commitments.

- **Brexit** — The risk that the uncertainty associated with the UK's departure from the EU could adversely impact investment performance and the ability to fulfill investment objectives.
- **Call Risk** — The risk that a bond issuer will prepay the bond during periods of low interest rates, forcing a portfolio to reinvest that money at interest rates that might be lower than rates on the called bond.
- **Commercial Mortgage Loan Risk** — The risk that the portfolio will not receive payment of principal, interest, and other amounts due in connection with these investments will depend primarily on the financial condition of the commercial property. Commercial mortgage loans may be difficult to value and may be illiquid.
- **Counterparty Risk** — The risk that a counterparty to a derivative contract (such as a swap, futures or options contract) or a repurchase agreement fails to perform its obligations under the contract or agreement due to financial difficulties (such as a bankruptcy or reorganization) or otherwise.
- **Credit Risk** — The risk that a bond's issuer will be unable to make timely payments of interest and principal. Investing in so-called "junk" or "high yield" bonds entails greater risk of principal loss than the risk involved in investment grade bonds.
- **Currency Risk** — The risk that the value of a portfolio's investments are negatively affected by changes in foreign currency exchange rates. Adverse changes in exchange rates reduce or eliminate any gains produced by investments that are denominated in foreign currencies and increases any losses.
- **Cybersecurity Risk** — The risk that MIMBT and its service providers, are prone to operational and information security risks resulting from cyber-attacks. Cyber-attacks include, among other behaviors, stealing or corrupting data maintained online or digitally, denial of service attacks on websites, the unauthorized release of confidential information or various other forms of cyber security breaches. Recently cybersecurity risks have increased due to the increasing use of hybrid working arrangements and external ransomware attacks that are impacting company supply chains. Cyber-attacks affecting MIMBT or its service providers may adversely impact client accounts. For instance, certain cyber-attacks interfere with the processing of investor transactions, impact the ability to calculate NAV, cause the release of private shareholder information or confidential business information, impede trading, and/or cause reputational damage. Similar types of cyber security risks are also present for issuers of securities in which a client account may invest, which could result in material adverse consequences for such issuers and may cause an account's investment in such companies to lose value.
- **Default Risk** — The risk an issuer may not be able or willing to make principal and interest payments when due.



- **Derivatives Risk** — The risk that a security or a securities index to which the derivative is associated moves in the opposite direction from what the portfolio manager had anticipated, or that the linkage between the underlying security or target exposure and the derivative may not behave as expected. Derivatives may employ leverage, meaning that gains or losses can be increased. Derivatives require complex legal contracts and are exposed to the risk that legal contracts do not function as intended. Derivatives may require complex pricing and fair valuing, and this pricing may not reflect the actual exit price of a derivative position. Derivatives may also incur Counterparty Risk.
- **Emerging Markets Risk** — The risk that international investing (particularly in emerging markets) may be adversely affected by political instability; changes in currency exchange rates; inefficient markets and higher transaction costs; foreign economic conditions; the imposition of economic or trade sanctions; or inadequate or different regulatory and accounting standards. The risk associated with international investing will be greater in emerging markets than in more developed foreign markets because, among other things, emerging markets may have less stable political and economic environments. In addition, there often is substantially less publicly available information about issuers and such information tends to be of a lesser quality. Economic markets and structures tend to be less mature and diverse, and the securities markets may also be smaller, less liquid, and subject to greater price volatility.
- **ESG Risk** — The risk that using ESG criteria in the investment process may exclude certain companies for non-investment reasons and, therefore, the strategy may forgo some market opportunities available to funds that do not use ESG factors. In addition, because company GHG emissions data are not standardized (and are further subject to estimation error when not company-reported), the data sets the strategy must rely on may imperfectly represent companies' true GHG emissions. Also, the company emissions targets that the Manager sets are based on model assumptions and estimations that carry the inherent risk associated with any modeling or estimating process.
- **Foreign Government/Supranational Risk** — The risk that a foreign government or government-related issuer is not able or willing to make timely principal and interest payments on its external debt obligations. This ability to make payments will be strongly influenced by the issuer's balance of payments, including export performance, its access to international credits and investments, fluctuations in interest rates, and the extent of its foreign reserves.
- **Foreign Securities Risk** — The risk that foreign securities may be adversely affected by political instability, changes in currency exchange rates, inefficient markets and higher transaction costs, foreign economic conditions, the imposition of economic or trade sanctions, or inadequate or different regulatory and accounting standards. Hostilities between countries may result in sanctions which may have severe adverse effects on the region's economies and more globally, including significant negative impact on markets for certain securities and commodities, such as oil and natural gas. Any cessation of trading securities in these markets will impact the value and liquidity of certain portfolio holdings.

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- **Forward Foreign Currency Risk** — The risk when a portfolio decides to hedge against currency risks, for example using forward currency contracts, the portfolio will be subject to risks, including counterparty risk, and the risk that the hedge fails to perform as expected and hence does not mitigate losses. Hedging also reduces the potential for gains.
- **Futures and Options Risk** — The risk of the possibility that a portfolio experiences a significant loss if it employs an options or futures strategy related to a security or a market index and that security or index moves in the opposite direction from what the portfolio manager anticipated. Futures and options also involve additional expenses (such as the payment of premiums), which could reduce any benefit or increase any loss to a portfolio from using the strategy. Futures and Options are derivatives, and hence are also exposed to Derivatives Risk.
- **Geographic Concentration Risk** — The risk that a portfolio that concentrates on investments from a particular state, region, or U.S. territory or possession could be adversely affected by political and economic conditions in that state, region, U.S. territory or possession. There is also the risk that an inadequate supply of municipal bonds exists in a particular state or U.S. territory or possession.
- **Government and Regulatory Risk** — The risk that governments or regulatory authorities have, from time to time, taken or considered actions that could adversely affect companies in which the portfolios invest, or the investment strategies employed by the portfolios.
- **High Yield Risk** — High yield, high-risk securities (also known as junk bonds), while generally having higher yields, are subject to reduced creditworthiness of issuers, increased risks of default, and a more limited and less liquid secondary market than higher-rated securities. These securities are subject to greater price volatility and risk of loss of income and principal than are higher-rated securities. Lower-rated and unrated fixed income securities tend to reflect short-term corporate and market developments to a greater extent than higher-rated fixed income securities, which react primarily to fluctuations in the general level of interest rates. Fixed income securities of this type are considered to be of poor standing and primarily speculative. Such securities are subject to a substantial degree of credit risk.
- **IBOR Risk** — The risk that changes related to the use of the London Interbank Offered Rate (LIBOR) or similar interbank offered rates (“IBORs,” such as the Euro Overnight Index Average (EONIA)) could have adverse impacts on financial instruments that reference LIBOR or a similar rate. While some instruments may contemplate a scenario where LIBOR or a similar rate is no longer available by providing for an alternative rate setting methodology, not all instruments have such fallback provisions and the effectiveness of replacement rates is uncertain. The abandonment of LIBOR and similar rates could affect the value and liquidity of instruments that reference such rates,

especially those that do not have fallback provisions. The use of alternative reference rate products may impact investment strategy performance.

- **Industry and Sector Risk** — The risk that the value of securities in a particular industry (such as financial services or manufacturing) will decline because of changing expectations for the performance of that industry or sector making a fund more vulnerable to unfavorable developments in that economic sector than funds that invest more broadly.
- **Inflation Risk** — The risk that the return from your investments will be less than the increase in the cost of living due to inflation.
- **Infrastructure-Related Companies Risk** — Infrastructure-related businesses are subject to a variety of factors that may adversely affect their business or operations including high interest costs in connection with capital construction programs, costs associated with environmental and other regulations, the effects of economic slowdown and surplus capacity, increased competition, uncertainties concerning availability of fuel at reasonable prices, the effects of energy conservation policies and other factors.
- **Interest Rate Risk** — Changing interest rates may adversely affect the value of an investment. An increase in interest rates typically causes the value of bonds and other fixed income securities to fall. Because of this risk, a Fund that invests in fixed income securities is subject to risk even if all the fixed income securities in that Fund's portfolio are paid in full at maturity. Changes in interest rates will affect the value of longer-term fixed income securities more than shorter-term securities.
- **Investment Company Securities Risk** — The risks of investment in other investment companies typically reflect the risks of the types of securities in which the investment companies invest. As a shareholder in an investment company, a Portfolio would bear its pro rata share of that investment company's expenses, which could result in the duplication of certain fees, including management and administrative fees.
- **Less Liquid Securities Risk** — The risk of the possibility that investments cannot be sold or disposed of in current market conditions in seven calendar days or less without the sale or disposition significantly changing the market value of the investment. Illiquid investments may trade at a discount from comparable, more liquid investments, and may be subject to wide fluctuations in market value. An account also may not be able to dispose of illiquid investments at a favorable time or price during periods of infrequent trading of an illiquid investment. To the extent that an account hold's fixed income securities in smaller, "odd lot" sizes, such positions may be less liquid and harder to sell. There is generally no established retail secondary market for high yield securities. As a result, the secondary market for high yield securities is more limited and less liquid than other secondary securities markets. The high yield secondary market is particularly susceptible to liquidity problems when institutional investors, such as mutual funds, and certain other financial institutions, temporarily stop buying bonds for regulatory, financial, or other reasons. Adverse publicity and investor perceptions may also disrupt the secondary market for high yield securities.

- **Leveraging Risk** — The risk that certain portfolio transactions, such as reverse repurchase agreements, short sales, loans of portfolio securities, and the use of when-issued, delayed delivery or forward commitment transactions, or derivative instruments, may give rise to leverage, causing a portfolio to be more volatile than if it had not been leveraged.
- **Lower-Rated Fixed Income Securities Risk** — High yield, high-risk securities (also known as junk bonds), while generally having higher yields, are subject to reduced creditworthiness of issuers, increased risks of default, and a more limited and less liquid secondary market than higher-rated securities. These securities are subject to greater price volatility and risk of loss of income and principal than are higher-rated securities. Lower-rated and unrated fixed income securities tend to reflect short-term corporate and market developments to a greater extent than higher-rated fixed income securities, which react primarily to fluctuations in the general level of interest rates. Fixed income securities of this type are considered to be of poor standing and primarily speculative. Such securities are subject to a substantial degree of credit risk.
- **Market Disruption Risk** — The risk that all or a majority of the securities in a certain market - like the stock or bond market - will decline in value because of factors such as adverse political or economic conditions, future expectations, or investor confidence or heavy institutional selling.
- **Mortgage-Backed and Asset-Backed Securities Risk** — Mortgage-backed and asset-backed securities, like other fixed income securities, are subject to credit risk and interest rate risk, and may also be subject to prepayment risk and extension risk. Mortgage-backed and asset-backed securities can be highly sensitive to interest rate changes. As a result, small movements in interest rates can substantially impact the value and liquidity of these securities. Prepayment risk is the risk that the principal on mortgage-backed or asset-backed securities may be prepaid at any time, which will reduce the yield and market value of the securities and may cause an account to reinvest the proceeds in lower yielding securities. Extension risk is the risk that principal on mortgage-backed or asset-backed securities will be repaid more slowly than expected, which may reduce the proceeds available for reinvestment in higher yielding securities and may cause the security to experience greater volatility due to the extended maturity of the security. When interest rates rise, the value of mortgage-backed and asset-backed securities can be expected to decline. When interest rates go down, however, the value of these securities may not increase as much as other fixed income securities due to borrowers refinancing their loans at lower interest rates or prepaying their loans. In addition, mortgage-backed and asset-backed securities may decline in value, become more volatile, face difficulties in valuation, or experience reduced liquidity due to changes in general economic conditions. During periods of economic downturn, for example, underlying borrowers may not make timely payments on their loans and the value of property that secures the loans may decline in value such that it is worth less than the amount of the associated loans. If the collateral securing a mortgage-backed or asset-backed security is insufficient to repay the loan, an account could sustain a loss. Such risks generally will be heightened where a mortgage-backed or asset-backed security includes “subprime” loans. Although mortgage-backed securities are often supported by government guarantees or private insurance, there can be no guarantee that those obligations will be met. Furthermore, in certain economic conditions, loan servicers, loan originators and other participants in the market

for mortgage-backed and other asset-backed securities may be unable to receive sufficient funding, impairing their ability to perform their obligations on the loans. Certain mortgage-backed or asset-backed securities may be more susceptible to these risks than other mortgage-backed, asset-backed, or fixed-income securities. For example, an account's investments in collateralized mortgage obligations (CMOs), real estate mortgage investment conduits (REMICs), and stripped mortgage-backed securities are generally highly susceptible to interest rate risk, prepayment risk, and extension risk. At times, these investments may be difficult to value and/or illiquid. Some classes of CMOs and REMICs may have preference in receiving principal or interest payments relative to more junior classes. The market prices and yields of these junior classes will generally be more volatile than more senior classes and will be more susceptible to interest rate risk, prepayment risk, and extension risk than more senior classes. Classes that receive interest only will generally decrease in value if interest rates decline or prepayment rates increase. Classes that receive principal only will generally decrease in value if interest rates increase or prepayment rates decrease. These changes in value can be substantial and could cause an account to lose the entire value of its investment in CMOs, REMICs, and stripped mortgage-backed securities.

- **Natural Disaster/Epidemic Risk** — The risk that the value of a fund's investments may be negatively affected by natural disasters, epidemics, or similar events. Natural or environmental disasters, such as earthquakes, fires, floods, hurricanes, tsunamis, and other severe weather-related phenomena generally, and widespread disease, including pandemics and epidemics, have been and can be highly disruptive to economies and markets, adversely impacting individual companies, sectors, industries, markets, currencies, interest and inflation rates, credit ratings, investor sentiment, and other factors affecting the value of a fund's investments. Given the increasing interdependence among global economies and markets, conditions in one country, market, or region are increasingly likely to adversely affect markets, issuers, and/or foreign exchange rates in other countries. These disruptions could prevent a fund from executing advantageous investment decisions in a timely manner and could negatively impact the fund's ability to achieve its investment objective.
- **“Odd Lot” Risk** — Pricing services generally price fixed income securities assuming orderly transactions of an institutional "round lot" size. While we do not seek to purchase odd lots as a general rule, we may from time-to-time trade in smaller "odd lot" sizes. This may occur, for example, where it would be impractical to acquire an institutional “round lot” due to an account's limited size, when an account receives an odd lot as a result of a corporate action or other event outside of our control, or when we are directed by a client to transact in a legacy odd lot position. Odd lots typically trade at lower prices than institutional round lot trades. Over certain time periods, such differences could materially impact the performance of an account that holds odd lots.
- **Operational Risk** — The risk that MIMBT, its service providers, and other market participants depend on information and communication technologies to conduct their day-to-day business operations. These systems are subject to a number of different risks which could adversely affect MIMBT or a particular investment strategy despite business continuity plans in place to mitigate these risks.

- **Political Risk** — The risk that countries or an entire region experience political instability. This generally causes greater fluctuation in the value and liquidity of investments due to changes in currency exchange rates, governmental seizures, or nationalization of assets.
- **Prepayment Risk** — The risk that the principal on a bond that is held by a portfolio will be prepaid prior to maturity at a time when interest rates are lower than what the bond was paying. A portfolio may then have to reinvest that money at a lower interest rate.
- **Real Estate Industry Risk** — These risks include, among others, possible declines in the value of real estate; risks related to general and local economic conditions; possible lack of availability of mortgage funds; overbuilding; extended vacancies of properties; increases in competition, property taxes, and operating expenses; changes in zoning laws; costs resulting from the clean-up of, and liability to third parties resulting from, environmental problems; casualty for condemnation losses; uninsured damages from floods, earthquakes, or other natural disasters; limitations on and variations in rents; and changes in interest rates. Real estate securities may be leveraged, increasing financial risk.
- **Recession Risk** — Although the market for high yield bonds existed through periods of economic downturns, the high yield market grew rapidly during the long economic expansion which took place in the United States during the 1980s. During that economic expansion, the use of high yield debt securities to finance highly leveraged corporate acquisitions and restructurings increased dramatically. As a result, the high yield market grew substantially. Some analysts believe a protracted economic downturn would severely disrupt the market for high yield bonds, adversely affect the value of outstanding bonds and adversely affect the ability of high yield issuers to repay principal and interest.
- **Redemption Risk** — The risk if investors redeem more shares of a series than are purchased for an extended period of time, a series may be required to sell securities without regard to the investment merits of such actions. This could decrease a series' asset base, potentially resulting in a higher expense ratio.
- **Short Sales Risk** — Positions in shorted securities are speculative and more risky than long positions (purchases). When a portfolio engages in short selling, it sells a security it does not own in anticipation of being able to buy that security later at a lower price. If the price of the security increases, the portfolio loses money. Further, during the time when the portfolio has shorted the security, the portfolio must borrow that security in order to make delivery on the previous sale, which raises the cost to the portfolio. Such investments involve the risk of an unlimited increase in the market price of the security sold short, which could result in a theoretically unlimited loss. Short sale strategies are often categorized as a form of leveraging or speculative investment. The use of leverage will multiply small price movements in securities into larger changes in value. As a result of using leverage, a portfolio's share price may be more volatile than if no leverage were used. Positions in shorted securities are speculative and more risky than long positions. A strategy that includes selling securities short could suffer significant losses.
- **Social Standards Screen Risk** — A social standards strategy generally prohibits investment in certain types of companies, industries, and segments of the U.S. economy.

Thus, the risk is that the strategy (i) misses opportunities to invest in companies, industries or segments of the U.S. economy that are providing superior performance relative to the market as a whole and (ii) becomes invested in companies, industries and segments of the U.S. economy that are providing inferior performance relative to the market as a whole.

- **Socially Responsible Investing Policy Risk** — The risk that being subject to socially responsible investment criteria prohibit the purchase of certain securities when it is otherwise advantageous to do so, or forces the sale of securities for social reasons when it is otherwise disadvantageous to do so.
- **Sustainability Risk** — The risk that the Fund's investments may be exposed to certain sustainability risks, either directly or indirectly, including (i) environmental risks, including both physical risks and transition risks, such as extreme weather events, global warming, rising sea levels, changes in environmental regulation, a shift to low carbon technologies or changing consumer preferences, (ii) social risks, for example human rights breaches or labour rights breaches, and (iii) governance risks, including poor governance practices, illegal or poor tax practices or bribery and corruption and, as a consequence, reputational risks. The examples provided are not intended to be an exhaustive list of all possible risks and are provided as an indication of the types of sustainability risks that may arise. Such risks may impact the performance of the Fund's investments.
- **Swaps Risk** — The risk that the use of swap transactions is a highly specialized activity, which involves investment techniques and risks different from those associated with ordinary portfolio securities transactions. Whether a Fund will be successful in using swap agreements to achieve its investment goal depends on the ability of the Manager to predict correctly which types of investments are likely to produce greater returns. If the Manager, in using swap agreements, is incorrect in its forecasts of market values, interest rates, inflation, currency exchange rates or other applicable factors, the investment performance of a Fund will be less than its performance would have been if it had not used the swap agreements.
- **Transaction Costs Risk** — The risk that the costs of buying, selling, and holding foreign securities, including brokerage, tax, and custody costs, will be higher than those involved in domestic transactions.
- **Valuation Risk** — The risk the prices used when valuing an account's assets and creating a unit price may not be those achieved when disposing of the assets. Complex securities, less liquid securities, and securities that do not have a developed secondary market are more exposed to this risk.
- **Zero Coupon and Pay-in-Kind Bonds Risk** — Zero coupon and pay-in-kind (PIK) bonds are generally considered more interest sensitive than income-bearing bonds, more speculative than interest-bearing bonds, and have certain tax consequences that could, under certain circumstances, be adverse to a portfolio. For example, a portfolio accrues, and is required to distribute to shareholders, income on its zero-coupon bonds. However,

a portfolio generally would not receive the cash associated with this income until the bonds are sold or mature. If a portfolio does not have sufficient cash to make the required distribution of accrued income, the Portfolio could be required to sell other securities in its portfolio or to borrow to generate the cash required.