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This brochure provides information about the qualifications and business practices of Jennison Associates LLC (Jennison). Jennison is an investment adviser registered with the United States Securities and Exchange Commission (the "SEC"). The information in this brochure has not been approved or verified by the SEC or by any state securities authority. Registration as an investment adviser does not imply any level of skill or training.

If you have any questions about the contents of this brochure, please contact us at 212.421.1000 and/or adv@jennison.com.

Additional information about Jennison also is available on the SEC's website at www.adviserinfo.sec.gov.

# Item 2 - Material Changes

This section highlights and discusses material changes that have been made to our brochure since its last annual update made on March 28, 2025.

In addition to the material changes described below, we have also updated our brochure for various non-material changes, such as providing clarification or additional information.

Item 4

- We reorganized Item 4 (Advisory Business) to clarify how our advisory services are structured and delivered, including separate account advisory services, services to collectively managed vehicles, and services provided through wrap fee, separately managed account ("SMA"), and unified managed account ("UMA") programs. We also defined and described these platform-based services collectively as Jennison Managed Accounts ("JMA") and expanded our discussion of the differences between SMA and UMA programs, including discretion, trade execution, and sponsor responsibilities.
- We expanded the list of collectively managed vehicles to include Canadian unit trusts.
- We updated our assets under management and assets under advisement figures to reflect balances as of December 31, 2025.

Item 5

- We updated this section to reflect current pricing practices and evolving platform arrangements.

Item 8

- Artificial Intelligence Risk disclosure - we significantly expanded our disclosure regarding risks associated with artificial intelligence ("AI") technologies, including our use of AI for operational purposes, reliance on third-party service providers that utilize AI, governance and oversight practices, cybersecurity considerations, and evolving regulatory risks.
- We updated several risk disclosures to reflect current market, geopolitical, regulatory, and global conditions, including risks related to geopolitical conflict, trade tensions, sanctions, and regulatory developments.

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# Item 4 - Advisory Business

## Our Firm

Jennison Associates LLC (Jennison) is an SEC-registered investment adviser organized as a Delaware limited liability company. When we use the terms "we," "us" and "our" in this brochure, we are referring to Jennison.

In 1969, we (through a predecessor company) registered with the SEC and began managing tax-exempt U.S. large cap growth equity accounts, primarily for large institutions. We were acquired by The Prudential Insurance Company of America (PICA) in 1985, and we started to subadvise mutual funds in 1990. Through the years, we have expanded the types of investment strategies that we offer. Today, we manage equity, fixed income, and custom solutions portfolios in a range of styles, geographies and market capitalizations.

We are an indirect wholly owned subsidiary of Prudential Financial, Inc. (Prudential Financial), a publicly held company (NYSE: PRU) which is incorporated in the United States. None of Prudential Financial or any of its affiliates referenced herein is affiliated in any manner with Prudential plc, incorporated in the United Kingdom or with Prudential Assurance Company, a subsidiary of M&G plc, incorporated in the United Kingdom.

## Our Advisory Business in General

Our firm offers select capabilities in the following investment disciplines: Growth Equity, Small, SMid and Mid Cap Equity, Global Equity (which includes International, Emerging Markets Equity, International and Global SMid), Value Equity (which includes Income Equity), and Fixed Income. Additionally, we offer Custom Solutions, Combination Strategies (i.e., blended capabilities) and Sector Strategies. Our expertise is managing portfolios based on internal fundamental research, bottom-up security selection and a highly interactive investment process.

Jennison's manages its equity strategies from our New York headquarters and our fixed income portfolio management activities are managed from our Boston office.

For additional information about our strategies, please see Item 8.

## Separate Account Advisory Services

Jennison provides investment management services to separate account clients on a discretionary basis pursuant to written agreements. We work with our separate account clients to devise mutually acceptable investment guidelines to accommodate the individual needs of our clients and to confirm that we can manage the account consistently with our investment philosophy. Examples of client-imposed restrictions include the prohibition of certain issuers or certain types of instruments (such as derivatives), the imposition of limits on the portfolio's exposure to a single issuer or type of issuer, sector, industry or type of instrument, percent limitations on foreign securities, or customized exclusions based upon a client's own values and objectives, including ESG objectives. (Please see Item 16 for more information regarding limitations on our investment discretion imposed by our clients and Item 8 for more information regarding our approach to ESG investing).

## Advisory Services to Collectively Managed Vehicles

We provide subadvisory services to collectively managed funds sponsored by our affiliates and third parties. These funds, are registered in the U.S. or in non-U.S. jurisdictions or are exempt from registration and/or offered privately. These funds include, but are not limited to, U.S. mutual funds, exchange traded funds (ETFs), Undertakings for the Collective Investment in Transferable Securities (UCITS), Alternative Investment Funds (AIF)s, bank collective investment trusts, Cayman Islands unit trusts, Canadian unit trusts, commingled insurance separate accounts, and private investment funds. Additionally, we provide discretionary investment management services to private investment funds that we sponsor. Information about these funds, including a description of the services provided and advisory fees and other expenses, is generally contained in each fund's prospectus, offering memorandum, declaration of trust, subscription agreement and other offering materials as applicable (collectively such materials are referred to as "Offering Documents"). Investors in these vehicles should refer to each fund's Offering Documents for additional information.

We enter into investment management agreements and subadvisory agreements for our services to collectively managed vehicles that govern the terms and conditions of our services to such vehicles. Investment advice for such vehicles is subject to applicable regulatory limitations and investment guidelines or limitations that are contained in the relevant Offering Documents or other guidelines or limitations agreed with the fund's advisor or shareholder (in the case of funds of one).

We refer to the services provided to separate accounts and collectively managed vehicles in this brochure as non-wrap account services.

## Advisory Services in Wrap and UMA Programs

Jennison also provides its discretionary investment services to separately manage account programs ("SMA Programs"), which includes programs sometimes referred to as "wrap fee programs," sponsored by unaffiliated or affiliated banks, broker-dealers and other investment advisors (collectively, "SMA Program Sponsors"). In addition, Jennison provides investment advice to overlay managers ("UMA Program Sponsors") through model investment portfolios or unified managed account programs ("UMA Portfolio Programs"). Jennison participation in SMA Programs and UMA Portfolio Programs is collectively referred to herein as the "Jennison Managed Accounts" or "JMA". Participants in managed account programs are referred to herein as "participants".

There are several key differences between a UMA Portfolio Program and a SMA Program. In a UMA Portfolio Program, the UMA Program Sponsor generally determines which security suggestions provided by Jennison will be executed for the participant. However, in a SMA Program, Jennison (not the SMA Program Sponsor) directs what securities transactions will be executed on behalf of the SMA Program participant.

Additionally, Jennison allows SMA Program participants to restrict investments in certain types of securities. The most common restrictions that we accept from SMA Programs are those prohibiting the purchase of securities of particular issuers, such as restrictions on securities issued by the sponsor or its affiliates, or companies that receive revenue from certain types of products or activities specified

by the client. Jennison is not aware of, nor does it control, any restrictions permitted or implemented by a UMA Program sponsor.

When Jennison provides investment advisory services to SMA Programs, we typically receive a portion of the fee charged to SMA Program participants by the SMA Program Sponsor though in some cases Jennison also receives a fee from the participant directly and the sponsor (known as "dual contract"). Similarly, when Jennison provides investment advisory services to a UMA Portfolio Program, we receive a portion of the fees charged by the UMA Program sponsor to UMA Program participants.

Fee terms and refund policies depend on the sponsor. Jennison advises under these programs but does not assess client suitability—this is the responsibility of the sponsor or advisor. Most Jennison interactions are with sponsors or advisors, rather than individual investors. If this document reaches parties without an advisory relationship with Jennison or where not legally required, it serves informational purposes only.

Similar services could be available at lower cost if unbundled and individually negotiated. Clients should review program materials for fees, services, and account requirements. JMA portfolios are distinct from our other portfolios: they use ADRs instead of foreign shares and do not participate in IPOs or follow-on offerings. We manage JMA portfolios subject to limits on position sizes, weighting changes, and the number of securities, which do not apply to non JMA portfolios. Differences in portfolio construction and management mean performance can vary between JMA and non-JMA accounts.

For additional information regarding the strategies available within our SMA Programs and UMA Portfolio Programs, please refer to Item 8. For details pertaining to trading practices and model delivery, see Item 12.

### Non-discretionary Advisory Services ("Model Portfolios")

We also provide non-discretionary advice in the form of model portfolios to some financial intermediaries, including affiliates that do not sponsor wrap fee accounts, dual contracts or UMA platforms. These financial intermediaries use our model portfolios to manage accounts for their clients and retain discretion to implement, reject or adjust the recommendations in our model portfolios. We do not effect or arrange transactions for non-discretionary model portfolios.

In our investment advisory agreements for Model Portfolios we provide limited customization. The typical restrictions that we accept for a Model Portfolio are to prohibit a specific issuer or a specific type of investment (for example, non-U.S. securities).

### Assets Under Management

As of December 31, 2025, our:

- Discretionary assets under management (rounded to the nearest $100,000) were: $213,926,800,000^
- Non-discretionary assets under advisement (rounded to the nearest $100,000) were: $14,513,600,000*

^This number does not include outstanding indebtedness or other accrued but unpaid liabilities that are required to be included in *regulatory assets under management* in Part 1A, Item 5.F of the Form ADV.

*This number includes the assets that are managed by others using our non-discretionary model portfolios. We do not include assets managed by other persons based on non-discretionary model portfolios provided by us in the calculation of our *regulatory assets under management* in Part 1A, Item 5.F of the Form ADV.

# Item 5 - Fees and Compensation

## Advisory Fees

### Fees for Separate Account Advisory Services

We negotiate fees with some of our clients, which could result in unique arrangements. Fees paid by clients vary based on the investment strategy, asset class, type of service provided (discretionary vs. nondiscretionary) and other factors such as the size of the client account, the assets under management aggregated across the client's relationship with us, whether the client is an affiliate or has a relationship with one of our affiliates, whether an investment consultant or OCIO (defined below in Item 7) is utilized by the client, the nature of the overall fee structure (i.e., asset-based fee or performance-based fee), the required level of client service and potential growth of the relationship. Fees can also differ based on account type. For example, fees for commingled vehicles, including those that we subadvise, differ from fees for single client accounts. Since we negotiate fees with some clients, clients with similar investment objectives or strategies pay different fees.

We offer both asset-based and performance-based fee arrangements for our discretionary investment management services. For non-discretionary advisory services, we typically offer asset-based fee arrangements. Our asset-based fees are customarily offered in tiered schedules with breakpoints linked to the amount of assets in the account, so that the fee rate decreases as the assets increase. In circumstances where a single client has multiple accounts managed by us under the same fee schedule, we have, in certain circumstances and at our discretion, agreed with the client to aggregate the client's assets across accounts to enable the client to benefit from a lower fee tier. We charge a performance-based fee, i.e., a fee based on the investment performance of an account, for certain product offerings and where such fee arrangements are acceptable to the client, provided that such arrangements are permitted under applicable law and regulations. Our performance-based fees are typically individually negotiated and generally based on the capital appreciation in an account relative to an index or absolute performance over a period of time. Our performance-based fees typically include an asset-based management fee component, which is either flat or includes breakpoints linked to the amount of assets in the account and which we collect regardless of the performance of an account. (Please see our discussion in Item 6 for more information about our performance-based fees.)

Fee schedules for our institutional clients are available upon request.

### Fees for Fund Vehicles

We subadvise collectively managed vehicles sponsored by our affiliates and third parties such as U.S. and non-U.S. mutual funds, collective investment trusts, and U.S. and non-U.S. privately offered vehicles. We also sponsor a privately offered hedge fund. Our fees for our services to these vehicles consider the factors that we consider for separate account advisory services described above as well as the vehicle's structure and other relevant factors. We offer both asset-based fees and performance-based fees to our fund vehicle clients. Information about fees charged to investors in these vehicles is described in each fund's Offering Documents. Investors in fund vehicles are encouraged to review their fund's Offering Documents for additional information.

## Wrap Fee and UMA Program Fees

Typically, a managed account sponsor client pays the sponsor a single asset-based fee for brokerage, custody, advisory services, performance modeling and reporting, and we are paid by the sponsor for our services. For additional information about the fees, please review the sponsor's brochure for the wrap program. We negotiate the fee for our services to wrap and UMA programs with the sponsor of the programs (this includes dual contract relationships). The fees negotiated with the sponsor for our advisory service to such programs vary and depend on such factors as the asset class, market capitalization of the strategy, assets under management and discretionary versus non-discretionary services.

Dual contract clients typically pay asset-based fees that have been negotiated with the sponsors of the dual contract programs based on the fee schedules below.

Large Cap Growth Equity

0.75% on the first $10 million of assets managed;
0.50% on the next $30 million;
0.35% on the next $25 million;
0.25% on the next $335 million;
0.22% on the balance.

Large Cap Value Equity

0.30% on the first $100 million of assets managed;
0.25% on the next $100 million;
0.230% on the balance.

Large Cap Blend Equity

0.60% on the first $50 million of assets managed;
0.50% on the next $200 million;
0.45% on the balance.

Global Equity Opportunities

0.75% on the first $25 million of assets managed;
0.60% on the next $75 million;
0.50% on the balance.

## Compensation for Services to Affiliates

We provide services to our affiliates for a variety of financial products such as single client and commingled insurance separate accounts, portfolios for synthetic and separate account guaranteed investment contracts, collective investment trust funds, non-U.S. (e.g., UCITS) and U.S. mutual funds that are available to both retail and institutional clients and mutual funds that are available through variable life and variable annuity products. Typically, the insurance separate accounts are investment options of various insurance products offered by PICA, such as guaranteed investment contracts, corporate or trust owned life insurance, or group annuity contracts. Our compensation for the services

that we provide to our affiliates is sometimes less than the amount that we would receive from unaffiliated clients.

## Calculation and Payment of Fees

Fees for separately managed accounts are typically based on the valuation of assets, including cash and cash equivalents, provided by the client's custodian. For such clients, Jennison, on a monthly basis, performs a reconciliation between the prior month end market values on the records maintained by Jennison and the custodian. Differences (up or down) in excess of a materiality threshold determined by us are researched and escalated to the custodian. If the custodian acknowledges the error in the market value, Jennison requests the custodian to correct its records. In many cases, the custodian corrects the current month's market value instead of the month in which the discrepancy occurred. If the custodian follows this approach, Jennison will manually correct the prior month end market value and will use the Jennison corrected market value for billing purposes.

We either bill a client for our fees or deduct fees from the client's account held at its custodian in accordance with the client's contractual arrangements. Asset-based fees are typically payable either monthly or quarterly in arrears. Clients can also elect to have their fees calculated based upon the market values calculated by their custodian or by us. Performance-based fees, if earned, are payable after the calculation period for such fees.

Unless otherwise agreed with the client, we prorate contributions and withdrawals, including income withdrawals, in calculating the fee for the period; however, we do not prorate for de minimis contributions and withdrawals such as advisory fees, custodial fees and dividends or other interest activity. We also prorate fees for accounts initiated or terminated during a billing period.

For participants in JMA portfolios, the sponsor usually pays us based on the assets invested in our strategies.

For dual contract clients, we typically bill the SMA Program sponsor. Some dual contract clients are required to pay our fees in advance in accordance with their investment advisory agreement. For all other clients, we do not require clients to pay our fees in advance. If a client were to pay advisory fees in advance and the client's advisory contract terminates before the end of a billing period, any prepaid fees would be refunded on a pro rata basis, covering the remainder of that billing period.

## Conflicts Related to Valuation and Fees

When client accounts hold illiquid or difficult-to-value investments, we face a conflict of interest when making recommendations regarding the value of such investments since our management fees are generally based on the value of assets under management. We believe that our valuation policies and procedures mitigate this conflict effectively and enable us to value client assets fairly and in a manner that is consistent with the client's best interests.

## Other Amounts Payable by Clients

Clients are responsible for other fees and expenses related to their accounts. These expenses can include charges imposed by custodians, brokers, third-party investment managers and other third

parties, such as fees charged by such managers related to portfolio investments (e.g., ETFs or BDCs), custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, commissions, commission equivalents, spreads on investment transactions and other fees and taxes on brokerage accounts and securities transactions. For example, for certain portfolios we invest in exchange traded funds (ETFs) and business development companies (BDCs) which charge internal management fees, and which are disclosed in the investment's prospectus. Some cash sweep vehicles also charge internal management fees or other fees.

Investors in managed fund vehicles subadvised or sponsored by us, our affiliates or third parties generally pay all fees and expenses applicable to investors in the managed fund vehicle, which typically include management fees (including performance-based fees, if applicable), custodial, accounting, transfer agency, portfolio investment transaction, administration, legal and audit fees. Investors should consult their fund's Offering Documents for additional information.

Certain U.S. and non-U.S. trading and currency markets impose additional charges and penalties for trade and currency settlement failures that will result in additional transaction costs to Jennison clients. We seek to address these in accordance with market practice and other considerations that we deem reasonable and appropriate. For example, in an effort to reduce the overall incidence of fails in the U.S. government securities marketplace, any market participant that fails to deliver U.S. Treasury, agency debt or agency mortgage-backed securities on settlement date is assessed a "fails charge" to compensate the "non-failing" counterparty. This "fails charge" will be assessed against a client's account even if the failure to deliver such a government security that was sold from the client's account was caused by a different counterparty that failed to deliver or failed to timely deliver it in connection with a preceding purchase for the client's account. Likewise, pursuant to the EU's Central Securities Depositary Regulation effective February 2022, EU/EEA central securities depositaries impose charges for late or failed settlements of any instrument that is cleared through an EU central clearing house or is settled by an EU trading venue or an EU/EAA central securities depository.

Some clients, for any number of reasons, are unable to or will not allow their accounts to pay the charges assessed against their accounts. Jennison evaluates each client's circumstances and will make a determination on a case-by-case basis to pay such charges on behalf of a client account.

Such penalties, charges, fees and commissions are exclusive of and in addition to our investment management fee, and we do not receive any portion of these penalties, charges, commissions, fees, and costs.

## Other Compensation

We do not receive other compensation related to the sale of securities or other investment products that we manage, such as mutual funds, UCITS, collective bank trusts, private funds or other investment vehicles. Our supervised persons do not receive compensation directly related to the sale of securities or other investment products, but the sale of our advisory services or interests in funds we manage is considered in the determination of the compensation of our sales personnel. Any such compensation would be payable by us and not our clients or investors.

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

## Performance-Based Fees

As described in Item 5, we offer performance-based fee arrangements for select strategies to some clients. While the majority of our fee arrangements are asset-based, we have entered into individually negotiated performance-based fee arrangements with some clients.

As described in Item 5, we charge performance-based fees for certain product offerings and also for select strategies where such fee arrangements are acceptable to the client. The majority of our fee arrangements, however, are asset-based fees that are calculated based on the value of a client's portfolio at periodic measurement dates or over specified periods of time. Our performance-based fees are typically individually negotiated and are generally based on the capital appreciation of the account relative to an index or absolute performance over a period of time. Our performance-based fees typically include an asset-based management fee component which is either flat or includes breakpoints linked to the amount of assets in the account and which we collect regardless of the performance for the account. Some of our performance-based fees are derived from the percentage by which we outperform the benchmark against which the client's portfolio is measured. We will generally be entitled to be paid a portion of that percentage, although the formulas and specifics of these fees vary. In measuring clients' assets for the calculation of performance-based fees, net profits typically include both realized and unrealized capital gains and losses. Clients should refer to their fee schedule or Offering Documents for more specific information on how any performance-based fees are calculated. Performance-based fees offer greater upside potential to us than asset-based fees, depending on how the fees are structured.

## Side-By-Side Management Conflicts of Interest

We manage accounts with asset-based fees alongside accounts with performance-based fees. This side-by-side management creates an incentive for us and our investment professionals to favor one account over another. Specifically, we have an incentive to favor accounts for which we receive performance fees, and possibly take greater investment risks in those accounts in order to bolster performance and increase our fees.

Other types of side-by-side management of multiple accounts create incentives for us to favor one account over another. Examples are detailed below, followed by a discussion of how we address these conflicts.

### Long only accounts/long-short accounts

We manage accounts in strategies that hold only long securities positions as well as accounts in strategies that are permitted to sell securities short. As a result, we would hold a long position in security in some client accounts while selling the same security short in other client accounts. For example, we permit quantitatively hedged strategies to short securities that are held long in other strategies. We also permit securities that are held long by one fundamental portfolio manager to be held short by another fundamental portfolio manager. Additionally, we permit securities that are held long in quantitatively derived strategies to be shorted by other strategies. The strategies that short a

security that is held long by another strategy could lower the price for the security held long. Similarly, if a strategy is purchasing a security that is held short in other strategies, the strategies purchasing the security could increase the price of the security held short. By the same token, sales in a long only account can increase the value of a short position while shorting could create an opportunity to purchase a long position at a lower price. As a result, we have conflicts of interest in determining the timing and direction of investments.

### Multiple strategies

We buy or sell, or direct or recommend that one client buy or sell, securities of the same kind or class that are purchased or sold for another client, sometimes at different prices. At any time, we execute trades of securities of the same kind or class in one direction for an account and in the opposite direction for another account, due to differences in investment strategy or client instructions. Different strategies that involve trading in the same securities or types of securities appear as inconsistencies in our management of multiple accounts side-by-side.

### Investments at different levels of an issuer's capital structure

To the extent different clients invest across multiple strategies or asset classes, it is possible for us to invest their assets in the same issuer, but at different levels in the capital structure. As a result, these positions could be inconsistent or in potential or actual conflict with each other.

### Affiliated and proprietary accounts

We manage accounts for our affiliates and accounts in which we have an interest alongside unaffiliated accounts. This creates an incentive to favor our affiliated accounts over unaffiliated accounts. Additionally, our affiliated investment advisers could allocate their asset allocation clients' assets to us, which creates an incentive for us to favor accounts used by our affiliate for their asset allocation clients to receive more assets from our affiliate.

Additionally, at times our affiliates provide initial funding or otherwise invest in vehicles managed by us. When an affiliate provides "seed capital" or other capital for a fund or account, the affiliates reserve the right to redeem all or part of its interest at a particular future point in time or when it deems that sufficient additional capital has been invested in that fund or account. We typically request seed capital to start a track record for a new strategy or product. Managing "seeded" accounts alongside "non-seeded" accounts create an incentive to favor the "seeded" accounts to establish a track record for a new strategy or product.

### Non-discretionary accounts or models

We provide non-discretionary model portfolios to some clients and manage other portfolios on a discretionary basis. Recommendations for non-discretionary models that are derived from discretionary portfolios can be communicated before or after the discretionary portfolio has traded. The non-discretionary clients could be disadvantaged if we deliver the model investment portfolio to them after we initiate trading for the discretionary clients. Discretionary clients could be disadvantaged if the non-discretionary clients receive their model investment portfolio and start trading before we have started trading for the discretionary clients.

### Higher fee-paying accounts or products or strategies

In general, we receive more revenues from (1) larger accounts or client relationships than smaller accounts or client relationships and from (2) managing discretionary accounts than advising non-discretionary models and from (3) non-wrap fee accounts than from wrap fee accounts and from (4) charging higher fees for some strategies than others. The differences in revenue that we receive could create an incentive for us to favor the higher fee paying or higher revenue generating account or product or strategy over another.

### Personal interests

The performance of one or more accounts managed by our investment professionals is taken into consideration in determining their compensation. We also manage accounts that are investment options in our employee benefit plans such as our defined contribution plans or deferred compensation arrangements and where our employees have personally invested alongside other accounts where there is no personal interest. These factors create an incentive for us to favor the accounts where we have a personal interest over accounts where we do not have a personal interest. (Please see Item 11 for additional information).

### Side Letters

We have entered into side letters with respect to certain of the funds that we manage and will likely do so with respect to funds that we manage in the future. Such side letters are agreements with investors in the funds (including affiliated investors) that grant such investors terms and conditions more advantageous than those granted to other investors. For example, some investors have side letters granting reduced fees or expenses, or access to more frequent or detailed information regarding the fund's investments to the extent permitted by applicable law. For certain investors in commingled funds managed by us, we rebate a portion of the management fee paid to us. The rebate is either reinvested into the fund on behalf of the investors or is paid to the investor in, as agreed with the investor. In some instances, we could have multiple side letters with respect to a single fund, each with a different investor.

## How We Address These Conflicts of Interest

The conflicts of interest described above create incentives for us to favor one or more accounts or types of accounts over others in the allocation of investment opportunities, aggregation and timing of investments. Portfolios in a particular strategy with similar objectives are managed similarly to the extent possible. Accordingly, portfolio holdings and industry and sector exposure tend to be similar across a group of accounts in a strategy that have similar objectives, which tends to minimize the potential for conflicts of interest among accounts within a product strategy. While these accounts have many similarities, the investment performance of each account will be different primarily due to differences in guidelines, individual portfolio manager’s decisions, timing of investments, fees, expenses and cash flows.

Additionally, we have developed policies and procedures that seek to address, mitigate and assess these conflicts of interest.

- We have adopted trade aggregation and allocation procedures that seek to treat all clients (including affiliated accounts) fairly over time. These policies and procedures address the allocation of limited investment opportunities, such as IPOs and new issues, and the allocation of transactions across multiple accounts. (Please see Item 12 for additional information about our brokerage practices.)

- We have policies that limit the ability to short securities in portfolios that primarily rely on our fundamental research and investment processes (fundamental portfolios) if the security is held long by the same portfolio manager.

- We have adopted procedures to review allocations or performance dispersion between accounts with performance fees and non-performance fee-based accounts and to review overlapping long and short positions among long accounts and long-short accounts.

- We have adopted a code of ethics and policies relating to personal trading. (Please see Item 11 for additional information about our code of ethics and personal trading policies.)

- We have adopted a conflicts of interest policy and procedures.

- We provide disclosure of these conflicts as described in this brochure.

## Item 7 - Types of Clients

We provide investment advisory services to a diverse range of affiliated and unaffiliated global institutional clients, including pension and profit-sharing plans, public employee retirement systems, municipalities, Taft-Hartley plans, sovereign wealth funds, central banks, credit institutions, corporations, publicly offered investment funds (including registered investment companies such as mutual funds and ETFs) and their investment managers, insurance companies with respect to their separate and general accounts, collective and common trusts, commingled trust funds, charitable institutions, foundations, endowments, collateralized loan obligations ("CLOs"), family offices, private investment funds and their investment managers, non-U.S. funds such as Undertakings for Collective Investment in Transferable securities ("UCITS"), high net worth individuals and consultants that are investment advisers and provide discretionary manager selection and oversight through outsourced chief investment officer services ("OCIOs"). We also provide non-discretionary advice to sponsors of UMA programs and other financial intermediaries.

The minimum account sizes vary by certain characteristics such as investment strategy, investment vehicle and mandate characteristics, with separately managed accounts and funds of one typically having higher investment minimums than investments in commingled funds and accounts through wrap programs. We waive these minimums at our discretion.

Affiliated clients and certain other clients can request and receive greater transparency, operational support, training, or other resources, as permitted under applicable law.

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

## Our Methods of Analysis

Each of the strategies that we offer is primarily based on our fundamental research and investment processes. Some of our strategies use quantitative methods and investment processes in addition to our fundamental research to manage portfolios.

### Our Fundamental Equity Research and Investment Processes

We believe that internal fundamental research, bottom-up stock selection, and a highly interactive investment process are integral to seeking superior investment performance.

Investment ideas are generated through the bottom-up fundamental research of our experienced research teams. Our analysts are expected to be well versed in the sectors they cover, have comprehensively informed perspectives and seek to identify the most attractive opportunities within their areas of expertise. Our investment professionals have built strong industry and market sector networks which provide access to top company management. We routinely and frequently interact with companies, key sector competitors, and suppliers globally.

Our core belief is that a deeply researched understanding of company and industry fundamentals can lead to successful stock selection. We believe that careful scrutiny of financial statements provides the foundation for building a fundamental outlook and earnings model. We further develop our views of a company and its industry in meetings with customers, suppliers, and competitors. We meet with senior company management to test assumptions.

We believe our process elevates the investment debate by engaging all portfolio managers within a strategy in decision making, with our analyses, deliberations, and decisions reflecting the expertise of each participant. We believe our process ensures that this “best thinking” of all investment professionals is reflected in all client portfolios, thus producing a Jennison product.

### Our Custom Solutions Research and Investment Processes

We use quantitative insights and solutions to create and manage our customized equity portfolios and quantitatively hedged portfolios. In general, our fundamental research process serves as the foundation for our customized portfolios. We typically base our customized portfolios on existing strategies that rely on our fundamental research and apply quantitative methods to manage sector and other portfolio characteristics to client-specified risk/return objectives and investment guidelines or restrictions. Our quantitative approach is designed to provide additional insights and complement our fundamental research process in order to optimize portfolio construction. For our quantitatively hedged portfolios, we use quantitative tools to manage the short holdings of the portfolio. Generally, our customized portfolios do not participate in securities offerings (e.g., IPOs and follow-on offerings).

### Our Fixed Income Research and Investment Processes

The objective of our fixed income strategies is to provide the desired alpha over a full market cycle without taking excessive fundamental risk. We are focused on investment grade fixed income

securities. We believe that investment values, yield spreads, and yield curve shapes will revert to the mean (average) over time. We build our investment portfolios from the bottom-up and make decisions based on our views of the attractiveness of individual securities. The foundation of our investment process is our fundamental credit analysis and the quantitative analysis of individual securities. We look for sources of alpha from a combination of security selection, yield curve management, sector rotation, and active trading. We primarily purchase investment-grade securities, particularly the investment-grade market sectors such as Treasuries, agencies, mortgage-backed agency pools (including CMOs), investment grade corporates, asset-backed securities, CMBS, and exchange-traded U.S Treasury futures. We typically try to keep portfolio duration in close alignment to that of the portfolio's benchmark.

While our investment process is primarily driven by bottom-up analysis, we assess the overall risk position of our clients' portfolios using our in-house portfolio management system. Our proprietary system is a deep source of information regarding the risk of each security and each portfolio versus its benchmark and versus other similar portfolios. Our system provides our portfolio managers with a detailed matrix analysis of the portfolio versus the benchmark by ratings quality, partial durations, sector and subsector weightings, and industry exposure. Additionally, our system provides index comparisons down to the level of individual issuer concentration. The information from our system allows us to adjust our bottom-up process to optimize the overall portfolio characteristics.

We perform rigorous stress testing on individual securities and on the entire portfolio. We review option-adjusted duration and convexity on all securities, particularly mortgage-backed securities. We also run partial (key rate) durations daily on each bond and on the portfolio. We review closely the dispersion versus the portfolio benchmark both on a single portfolio basis and within groups of portfolios that are managed against the same benchmark. For corporate bonds, we establish internal credit opinions and review the issuers' credit quality.

We also review the portfolio concentration by industry and focus the portfolio in areas that have positive credit trends. We measure credit exposure by rating and duration daily. For example, our daily portfolio reports include the contribution to duration for each of the AAA, AA, A and BBB categories. Finally, credit quality diversification by applying market value-based thresholds based on credit quality is a key part of our risk management process.

Our fixed income portfolio managers manage our portfolios on a team basis. Portfolio managers generate ideas within their areas of expertise and then compare these to relative value in other fixed income market segments. We leverage the knowledge and experience of our investment team through a consensus-oriented interactive process whereby the team scrutinizes and challenges investment ideas across the sectors. This close and constant interaction among our portfolio managers enables us to leverage the knowledge and skills of the investment team and to efficiently make cross-sector decisions.

## Environmental, Social and Governance Issues

We recognize that Environmental, Social and Governance (ESG) issues potentially affect the long-term financial condition of a company, as well as the valuation and performance of a security. We define ESG as the risk or the opportunity to a company's market valuation or solvency resulting from

financially material ESG factors. While financially material ESG factors are be inputs into our fundamental analysis, portfolio managers *are* not required to consider *them* for every investment decision. Accordingly, each investment strategy varies in the degree of consideration of material ESG factors from some more ESG focused strategies and funds placing more emphasis on financially material ESG factors to those strategies and funds that integrate financially material ESG factors by considering such factors as one of many inputs into determining whether to include or exclude an investment or those strategies that place little to no consideration of ESG factors. In forming our opinion on the importance or impact of ESG factors on a company, we assess information from multiple sources, such as issuer disclosures, meetings with management, data and research from third-party vendors and brokers, as well as research from our sustainability team.

Jennison is a signatory to the Principles for Responsible Investment (PRI).

## Our Investment Strategies for Separate Account and Managed Fund Vehicle Clients

We provide investment management services to separate account and managed fund vehicles in the following investment disciplines: Growth Equity, Small/SMid and Mid Cap Equity, Global Equity, Value, Custom Solutions and Fixed Income. We also manage equity portfolios in certain sectors and provide customized portfolio management services. Below is a description of select strategies in each of the disciplines and of sector and customized portfolio management services. Most portfolios are managed actively and invest free of tight benchmark sector constraints. Each fundamental equity strategy seeks to invest in specific companies regardless of benchmark sector classifications. We make no guarantee that the objectives of the strategy will be achieved.

### Growth Equity

*Large Cap Growth Equity*: We manage large-cap growth portfolios that vary by number of holdings and other characteristics and invest primarily in large capitalization growth stocks in the U.S. Portfolios seek capital appreciation and are built from the bottom-up, based on our proprietary fundamental research. Our growth equity team believes that growth in earnings and cash-flows drive share prices over the long-term, and the team seeks to invest in exceptional companies with sustainable competitive advantages that can create long-term growth in economic value and generate superior returns for shareholders.

*Global Healthcare/Health Sciences:* We manage both long-only and long/short portfolios that invest in global healthcare equities. The highly experienced healthcare team seeks capital appreciation with a growth investment style that uses bottom-up, analyst-driven fundamental research. Our goal is to find companies that are bringing the most innovative products and services to the market and maintain exposure to them throughout the development cycle. This includes looking for business models that increase the efficiency of the health care system by enhancing access to care, increasing or accelerating the diagnosis of disease, improving outcomes or lowering costs. The team looks for companies with seasoned management, attractive and growing end-markets, defensible competitive positions, prospects for durable earnings growth, high returns on capital, and solid balance sheets.

## Small/SMID and Mid Cap Equity

*Small Cap Core Equity and Small/Mid (SMID) Cap Core Equity:* We manage small cap core equity and SMID cap core equity portfolios. We define our small cap universe as primarily U.S.-based companies with market capitalizations typically between $150 million and $5 billion and our SMID cap universe as primarily U.S.-based companies with market capitalizations typically between $500 million and $12 billion. Our small cap and SMID cap portfolios represent a blend of both growth and value styles; however, our small and SMID cap portfolio managers do not distinguish stocks in those styles when considering them for the portfolio. We seek to uncover companies that have attractive valuations, and that we believe should experience superior earnings growth in the intermediate term.

*Mid Cap Growth Equity*: We manage mid cap growth equity portfolios. We define the mid cap universe as primarily U.S.-based companies with market capitalization typically between $2 billion and $30 billion. We seek to uncover companies that we believe have attractive valuations and that should experience superior earnings growth on an intermediate term basis.

## Global Equity

*Global Equity Opportunities:* Our global equity opportunities strategy seeks capital appreciation by investing in companies around the world believed to be new market leaders with sustainable competitive advantages. It seeks to capture market upside and temper market downside and dampen portfolio volatility by assessing the correlations of individual holdings and the overall portfolio. Portfolios are built from the bottom-up based on our fundamental research. The strategy has an integrated global perspective and has broad limits on country and sector weights. We manage global equity portfolios that vary by number of holdings and other characteristics.

*International Equity Opportunities:* Our international equity opportunities strategy seeks capital appreciation by investing in companies outside of the U.S. that our investment team believes to be new market leaders with sustainable competitive advantages. It seeks to capture market upside and temper market downside and dampen portfolio volatility by assessing the correlations of individual holdings and the overall portfolio. Portfolios are built from the bottom-up based on our fundamental research. The strategy has broad limits on country and sector weights.

*Emerging Markets:* Our emerging markets strategy seeks capital appreciation by investing in companies around the developing world that the investment team believes to be market leaders with sustainable competitive advantages. It seeks to capture market upside and temper market downside and dampen portfolio volatility by assessing the correlations of individual holdings and the overall portfolio. Portfolios are built from the bottom-up based on our fundamental research. The strategy has broad limits on country and sector weights.

## Value Equity

*Large Cap Value Equity*: Our value investment team seeks investments in companies it believes are being valued at a discount to their true worth, as defined by the value of their earnings, free cash flow, the value of their assets, their private market value or some combination of these factors, and that possess a favorable return/risk profile. We manage large cap value portfolios that vary by number of holdings and primarily focus on large cap value stocks.

*Global Infrastructure:* Our global infrastructure strategy seeks total return by investing in companies that own, operate, build, or service infrastructure assets. Through our global, diversified, and flexible portfolio construction approach, we seek to identify infrastructure and infrastructure-related service companies with above average cash-flow growth potential to create a high conviction portfolio which exhibits attractive risk-adjusted returns.

*Global Equity Income:* Our global equity income strategy seeks current income through investments primarily in income-producing global equity and equity-related securities of companies located around the world; capital appreciation is a secondary consideration. Our global equity income investment team seeks to temper market downside and dampen portfolio volatility by constructing a portfolio with high-quality companies that exhibit either above-average or sustainable dividends, along with favorable risk and volatility characteristics. Portfolios are built from the bottom-up based on risk/reward analysis, along with balance and diversification requirements.

*Rising Dividend:* Our rising dividend strategy seeks total return by primarily investing in equity and equity related securities of high quality, large-cap companies that we believe have the ability to consistently grow their dividends. These include companies that exhibit any or all of the following characteristics: strong and/or rising free cash-flows; rising and/or above average ROIC or ROE relative to peers; low-to-average cash-flow payout ratio relative to industry peers; and/or management that demonstrates willingness to return cash to shareholders.

*Sector Strategies:* We have specialized and experienced research analysts who have deep knowledge of their areas of focus and support the equity investment disciplines described above. We manage portfolios concentrated in the following sectors: health sciences and global infrastructure (both described above), global natural resources, utilities, energy infrastructure, financial services and technology.

## Custom Solutions

We offer customized portfolios that combine insights from our fundamental equity analysis with quantitative tools to meet client-specific objectives. Our disciplined and volatility management strategies are examples of those that blend fundamental analysis with quantitative tools. Because some of our customized strategies rely on insights from our fundamental equity strategies, these insights will be incorporated into the customized strategy after they have been implemented in the fundamental strategies.

## Other Equity Strategies

*Combination Strategies:* We also have strategies that combine two or more of the strategies listed above. These combination strategies combine equity and fixed income strategies into one portfolio.

*ESG-Focused:* We manage ESG strategies that seek to invest in certain sustainability themes or assets.

### Fixed Income

*Active Long Duration Fixed Income:* Our long duration fixed income portfolios provide exposure to investment grade fixed income. We seek extra return from active trading of individual securities and yield curve management.

*Active Core/Intermediate Fixed Income:* Our core and intermediate fixed income portfolios invest in investment-grade fixed income securities and generally have higher average credit quality over time versus the benchmark. Individual security selection drives our corporate, ABS, agency, CMBS and CMO sector allocation.

*Asset/Liability:* We actively manage customized fixed income portfolios designed to match liability payments or non-standard indices.

*Passive Fixed Income:* We manage passive fixed income accounts on a "buy and hold" basis, against any benchmark index that reflects the client's objectives. Although portfolio credit quality, and particularly, sector allocations can vary from the index, we seek to manage the duration and convexity features of the portfolio similar to those of the benchmark index. We also manage portfolios that are strictly indexed to a particular benchmark.

## Strategies offered to Wrap Fee and UMA Programs

Not all of our strategies are offered through Wrap Fee and UMA Programs and not all program sponsors offer all of our strategies. We offer the following capabilities through Wrap Fee and UMA Programs: Large Cap Growth, Focused Large Cap Growth, Large Cap Value, Small Cap, SMID, MidCap Growth, Global Equity Opportunities, International Equity Opportunities, and Global Natural Resources.

## Primary Risks Associated with our Investment Process and Strategies

Investing in securities involves risk of loss that clients should be prepared to bear. Summarized below are certain important risks for clients and prospective clients to consider.

### Risks Applicable to Our Equity Strategies

*Equity Market Risk*: Our equity strategies involve investing in U.S. or foreign securities. Equity markets increase or decrease in value depending on fundamental, economic, political and other factors. Equity markets can be volatile and can sometimes move up or down rapidly and unpredictably. Regardless of how an individual company performs, the value of its securities can decrease.

*Style Risk*: We offer equity strategies that pursue different investment styles. At any point in time, an investment style might be out of favor for a period of time and can underperform the market in general, its benchmark or other investment styles. Some of our strategies pursue a growth style of investing. This style of investing can be subject to above-average fluctuations as a result of seeking higher than average growth in earnings and cash flows. Some of our strategies pursue a value investment style. The value style of investing is subject to the risk that the market might not recognize a security's intrinsic value for a long time or at all or that a security judged to be undervalued actually could be appropriately priced or overvalued. Historically, growth stocks have performed best during later stages

of economic expansion and value stocks have performed best during periods of economic recovery. Some of our strategies pursue a blend of growth and value styles. These strategies will be subject to the risks of both value and growth investing. Growth and value stocks have historically produced similar long-term results, though each category has periods when one outperforms the other.

*Market Capitalization Risk*: We offer equity strategies that focus on different areas of the capitalization spectrum as well as strategies that do not focus on any particular market capitalization segment. Generally, the stock prices of small- and medium-sized companies are less stable than the prices of large company stocks and can present greater risks. Smaller companies usually offer a narrower range of products and services than larger companies. They might also have limited financial resources and could lack management depth. As a result, securities issued by smaller companies tend to be less liquid and fluctuate in value more than securities of larger, more established companies. Meanwhile, large capitalization companies as a group could fall out of favor with the market, causing a strategy that focuses on or is more concentrated in large capitalization companies to underperform strategies that focus on smaller capitalization companies. The same can happen to strategies that focus on small capitalization companies if they fall out of favor with the market relative to large capitalization companies.

*Initial Public Offerings Risk*: Our non-JMA equity strategies can participate in the IPO market. The volume of IPOs and the levels at which the newly issued stocks trade in the secondary market are affected by the performance of the stock market overall. If IPOs are brought to the market, availability could be limited and if we seek to acquire IPO shares, we might not be able to buy any shares at the offering price for our clients, or if we are able to buy IPO shares for our clients, we might not be able to buy as many shares at the offering price as we would like. The securities involved in IPOs are often subject to greater and more unpredictable price changes than more established stocks. Such unpredictability can have an impact on our clients' account performance (higher or lower) and any assumptions by investors based on the impacted performance could be unwarranted. In addition, as our assets under management grow, the impact of IPO investments on performance will decline, which could reduce total returns for a client account. (Please see Item 12 for a description of our policies on the allocation of IPO securities.)

*Real Estate Investment Trusts (REITs)*: Some of our strategies invest in REITs. In addition to the risks generally associated with equities, the performance of a REIT depends on the strength of real estate markets, REIT management and property management, all of which can be affected by many factors, including national and regional economic conditions.

*Sector Risk*: Some of our strategies focus on a single sector or grouping of industries and are exposed to sector risk. Sector risk is the risk that the strategy's concentration in the securities of companies in a specific sector or industry will cause the strategy to be more exposed to the price movements of companies in and developments affecting that sector than a more broadly diversified strategy. Because these strategies invest primarily in one sector, there is the risk that an account invested in the strategy will perform poorly during a downturn in that sector. Additionally, the strategy's holdings could vary significantly from broad market indices and the performance of an account invested in a sector strategy can deviate from the performance of such indices.

*Securities of ETFs and other Investment Companies*: Some strategies from time to time invest in exchange-traded funds (ETFs) or securities of other investment companies, such as shares of closed-end investment companies, unit investment trusts, business development companies, and open-end investment companies. These types of investments represent interests in professionally managed portfolios that can invest in any type of instruments. Investing in ETFs and other investment companies involves substantially the same risks as investing directly in the underlying securities, but it involves additional expenses at the investment company level, such as a proportionate share of portfolio management fees and operating expenses. Certain types of investment companies, such as closed-end investment companies and ETFs, are exposed to other risks: (i) an ETF's or closed-end fund's shares can trade above or below their net asset value; (ii) an active trading market for an ETF's or closed-end fund's shares might not develop or be maintained; or (iii) trading of an ETF's or closed-end fund's shares could be halted if the listing exchange's officials deem such action appropriate, the shares are delisted from the exchange, or the activation of market-wide "circuit breakers" (which are tied to large decreases in stock prices) halts stock trading generally.

*Structured Securities*: Some of our equity strategies purchase structured securities, including participation notes, structured notes, low exercise price warrants and other related instruments. Such instruments are generally privately negotiated financial instruments where the interest or value of the structured security is linked to equity securities or equity indices or other instruments or indices (reference instruments). These instruments can be used to access certain non-U.S. markets, particularly emerging markets. They provide investors with economic exposure that is closely correlated with a direct holding in an individual stock, basket of stocks or equity indices via a single security. Issuers of structured securities include corporations and banks. Structured securities differ from debt securities in several aspects. The interest rate or the principal amount payable upon maturity or redemption could increase or decrease, depending upon changes in the value of the reference instrument. The terms of a structured security can provide that, in certain circumstances, no principal is due at maturity and, therefore, can result in a loss of invested capital. Receipt of the reference instrument is also, in certain circumstances exchanged upon maturity of the security.

*Market Access Product Risk*: Investments in market access products such as P-Notes and low exercise price warrants which are linked to equity securities issued by an underlying company can entail significant risks not associated with investments in conventional equity securities. Market access products might lack a liquid secondary market, are subject to counterparty risk and, depending on the terms of the securities, could be redeemed at the option of the issuer at an inopportune time. Additionally, interpretations by applicable tax authorities might change, causing an assessment of tax charges with respect to prior year transactions.

*Frequent Trading Risks*: Some of our equity strategies are traded frequently where portfolio turnover can exceed 100%. These strategies are exposed to the risk that frequent buying and selling of investments will involve higher trading costs and other expenses that can affect the performance of the strategy over time. High rates of portfolio turnover can result in the realization of short-term capital gains, which could adversely affect the after-tax return for taxable clients.

## Risks Applicable to our Fixed Income Strategies

*Fixed Income Market Risk*: Our fixed income strategies involve investing in U.S. or foreign fixed income securities (including obligations of foreign issuers denominated in U.S. dollars). The value of these securities and other investments could move up or down, sometimes rapidly and unpredictably. Securities markets are volatile. Regardless of how an individual company performs, the value of its securities can decrease if financial markets fall.

*Credit Risk*: Fixed income securities are exposed to credit risk. This is the risk that the issuer, the guarantor or the insurer of a fixed-income security, or the counterparty to a contract, might be unable or unwilling to make timely principal and interest payments or to otherwise honor its obligations. Additionally, the securities could lose value due to a loss of confidence in the ability of the issuer, guarantor, insurer or counterparty to pay back debt. The longer the maturity and the lower the credit quality of a bond, the more likely its value will decline.

*Interest Rate Risk*: Fixed income securities are subject to interest rate risk. This is the risk that fixed income securities could lose value because of interest rate changes. For example, bonds tend to decrease in value if interest rates rise. Debt obligations with longer maturities generally are more sensitive to interest rate changes. In addition, short-term and long-term interest rates do not necessarily move in the same direction or by the same amount. An instrument's reaction to interest rate changes depends on the timing of its interest and principal payments and the current interest rate for each of those time periods. Instruments with floating interest rates can be less sensitive to interest rate changes. Certain types of debt obligations are also subject to prepayment and extension risk. When interest rates fall, the issuers of debt obligations might prepay principal more quickly than expected, and the account could be required to reinvest the proceeds at a lower interest rate. This is referred to as "prepayment risk." When interest rates rise, debt obligations could be repaid more slowly than expected, and the value of the account's holdings could fall sharply. This is referred to as "extension risk."

In recent years the U.S. experienced a sustained period of historically low interest rates. More recently, the U.S. Federal Reserve has sought to influence interest rates to manage inflation, resulting in higher rates. The uncertainty of the U.S. and global economies, changes in government policies, and changes in the U.S. federal funds rate increase the risk that interest rates will remain volatile in the future. Sustained future interest rate volatility could cause the value of the fixed income securities held by a Client to decrease, or force a Client to liquidate securities at disadvantageous prices negatively impacting performance.

*Spread Risk:* Portfolio returns are affected by changes in the spreads over risk-free rates of the underlying sectors and assets. In particular, a portfolio that is systematically overweighted in spread product would lose value if spreads widen. This systematic risk is dependent on the portfolio's exposure to various fixed income asset classes with varying degrees of spread risk.

*Fixed-Income Obligations Risk*: As with credit risk, market risk and interest rate risk, our fixed income strategies' yield and total return can fluctuate in response to bond market movements. Certain types of fixed income obligations also are subject to call and redemption risk where the issuer can call a bond held by an account for redemption before it matures and the account could lose income.

*U.S. Government and Agency Securities Risk*: Our fixed income strategies invest in U.S. government securities and agency securities. In addition to carrying market risk, interest rate risk and credit risk, such securities can limit potential for capital appreciation. Not all U.S. Government securities are insured or guaranteed by the U.S. Government; some are only insured or guaranteed by the issuing agency, which must rely on its own resources to repay the debt. The maximum potential liability of the issuers of some U.S. Government securities can greatly exceed their current resources, including their legal right to support from the U.S. Treasury. It is possible that these issuers will not have the funds to meet their payment obligations in the future. In September 2008, Fannie Mae and Freddie Mac were placed into a conservatorship by their regulator, the Federal Housing Finance Agency ("FHFA"). It is unclear what effect this conservatorship will have on securities issued or guaranteed by these entities. Although the U.S. Government has provided support to Fannie Mae and Freddie Mac, there can be no assurance that it will support these or other government-sponsored enterprises in the future.

*Mortgage-Backed Securities Risk*: Our fixed income strategies invest in mortgage-backed securities, which are affected by, among other things, interest rate changes and the possibility of prepayment of the underlying mortgage loans. Mortgage-backed securities are also subject to the risk that underlying borrowers will be unable to meet their obligations.

*Asset-Backed Securities Risk*: Our fixed income strategies also invest in asset-backed securities. Payment of principal and interest on asset-backed securities is dependent largely on the cash flows generated by the assets backing the securities and asset-backed securities might not have the benefit of any security interest in the related assets.

## Risks Applicable to Our Equity and Fixed Income Strategies

*Derivatives Risk*: Some of our non-JMA equity strategies invest in derivatives such as total return swaps and exchange-traded and OTC options from time to time. Our fixed income strategies can invest in exchange-traded U.S. Treasury futures contracts and options on futures contracts and interest rate swaps. Investing in derivative contracts involves risks different from or possibly greater than the risk associated with investing directly in a security. Risks include: 1) the value of the derivative might not correlate with the value of the underlying security or could correlate inversely; 2) any potential risk reduction might be offset with gain limitations; 3) derivatives can be difficult to price, thus involving additional payments by the portfolio; 4) possible adverse tax consequences; 5) possible unforeseen redemption request by a derivative counterparty increasing possible portfolio losses or costs, or preventing a portfolio from implementing its investment strategy; and 6) other risks, including but not limited to stock market, interest rate, credit, currency, liquidity, and leverage risks. Lastly, the U.S. Commodity Futures Trading Commission ("CFTC") issued guidance that could adversely affect the treatment of separate accounts covered with a futures commission merchant ("FCM") agreement (including in respect of futures and cleared derivatives transactions). Such agreements might not preclude the FCM from calling the underlying beneficial owner of the separate account for margin or otherwise limit the beneficial owner's loss. An FCM thus must retain the ability to ultimately look to funds in other accounts of the underlying beneficial owner of the account held by that FCM, including assets in other accounts of the same beneficial owner managed by Jennison or another investment manager. For purposes of CFTC regulations governing disbursement of margin from clearinghouse customer accounts, the CFTC has adopted a new rule that allows an FCM to treat the separate accounts of a beneficial owner as accounts of separate legal entities in the ordinary course of business,

provided certain conditions are met. If the conditions are not met, there is a risk that separate account assets and/or our margining practices could be impacted. U.S. and various non-U.S. regulators have adopted and are continuing to implement regulations governing derivatives markets, including mandatory clearing of certain derivatives, margin and reporting requirements. Further amendment to these regulations and the adoption of additional requirements are likely to continue. Additional regulation of derivatives could make derivatives more costly, limit their availability or utility, increase concentration risk with exchanges that clear derivatives transactions and dealers that act as counterparties, or otherwise adversely affect their performance or disrupt markets.

*Foreign Securities Risk*: Our strategies typically have some (and in some cases all) of their investments in securities of non-U.S. issuers, whether in the form of ADRs or U.S.-traded securities or securities traded in non-U.S. markets. Our fixed income strategies can invest in U.S. dollar denominated foreign bonds. Investing in securities of non-U.S. issuers can involve more risk than investing in those of U.S. issuers. Foreign political, economic and legal systems, especially in developing and emerging markets countries, can be less stable and more volatile than those in the United States. Foreign legal systems generally have fewer regulatory requirements than does the U.S. legal system. The changing value of foreign currencies could also affect the value of securities. In general, less information is publicly available with respect to non-U.S. companies than U.S. companies. Non-U.S. companies generally are not subject to the same accounting, auditing, and financial reporting standards as are U.S. companies. Foreign countries could impose restrictions on the ability of their issuers to make payment of principal and interest or dividends to investors located outside the country, due to the blockage of foreign currency exchanges or other problems. Investments in foreign securities could be subject to non-U.S. withholding and other taxes. Emerging market investments are typically subject to greater volatility and price declines.

*Committee on Foreign Investment in the United States Risk*: If an account makes an investment in a business that operates, or is otherwise connected to or involved in, an industry where national security is implicated (for example, certain technology-related investments, those involving sensitive data, or those the location of which implicates national security), the investment could be subject to review and approval by the Committee on Foreign Investment in the United States (and/or foreign regulators that are responsible for reviewing and approving such investments). If such a regulator reviews such an investment for an account, there is risk that the investment might become subject to restrictions that could limit or otherwise alter the nature of the investment, or that the investment could be altogether prohibited (or, for existing investments, might need to be unwound). These restrictions might prevent us from making certain types of investments, cause delays in making such investments, or cause such investments to be subject to less advantageous terms than they otherwise would be, any of which could adversely impact the account's performance.

*Emerging Markets Securities Risk*: In addition to the risks described above with respect to foreign securities, investing in emerging markets involves heightened risks and special considerations. Such risks can include, but are not limited to: (a) greater social, economic and political uncertainty, including war; (b) higher dependence on exports and the corresponding importance of international trade; (c) greater risk of inflation; (d) increased likelihood of governmental involvement in, and control over, the economies; (e) governmental decisions to cease support of economic reform programs or to impose centrally planned economies; (f) greater volatility, less liquidity and smaller market capitalization; (g)

greater volatility in currency exchange rates; (h) greater controls on foreign investment and limitations on realization of investments, repatriation of invested capital and on the ability to exchange local currencies for U.S. dollars; (i) differences in auditing and financial reporting standards, which could result in the unavailability of material information about issuers; (j) less extensive regulation of the markets; (k) longer settlement periods for transactions and less reliable settlement, clearance and custody arrangements; (l) less developed corporate laws regarding fiduciary duties of officers and directors and the protection of investors; (m) risk of nationalization or expropriation of assets or confiscatory taxation; (n) higher transaction costs generally; and (o) difficulty in enforcing contractual obligations and judgments. Additionally, local custody services remain underdeveloped in many emerging and frontier markets and there are transaction and custody risks involved in dealing in such markets. In certain circumstances, the client might not be able to recover or could encounter delays in the recovery of some assets. In addition, restrictions on the opening of sub-custody accounts in certain countries can require us to gain exposure to those markets through other types of investments and could delay or impair implementation of our strategy.

*Concentration Risk:* Certain strategies can hold a more limited number of issuers than other strategies with a similar investment strategy. A change in the value of securities could significantly affect the total value of a strategy with a limited number of issuers. By concentrating investments of a particular fund or account in a specific issuer or a smaller number of issuers, sector, market, industry, strategy, country or geographic region, that fund or account will be subject to the risks of that issuer, sector, market, industry, strategy, country or geographic region, such as rapid obsolescence of technology, sensitivity to regulatory changes, minimal barriers to entry and sensitivity to overall market swings, and could be more susceptible to risks associated with a single economic, political or regulatory circumstance or event than a more diversified portfolio might be.

*Illiquid Securities and Restricted Securities Risk*: Some of our non-JMA strategies invest in instruments with lower trading volumes and can therefore make investments that could be less liquid than other investments. Additionally, some strategies invest in securities that are subject to legal restrictions on their sale. Restricted securities can be sold in privately negotiated transactions under exemptions from registration for sale to the public under applicable securities laws or in a public offering under applicable securities laws. Restricted securities are subject to the risk that we might not be able to find a willing private buyer when we want to sell; that we will have to hold the restricted security for a considerable period of time before it becomes registered; that the restricted securities might never become registered; or that when the security becomes registered, we are subject to lock ups that require us to hold the security for a period of time during which adverse market conditions develop for that security and we have to accept a less favorable price than we anticipated. When there is no willing buyer and investments cannot be readily sold at the desired time or price, we might have to accept a lower price or might not be able to sell the instrument at all. An inability to sell a portfolio position can adversely affect an account's overall value or prevent an account from being able to take advantage of other investment opportunities and could have an adverse effect on investment performance. Additionally, illiquidity and legal restrictions on sale can make a security difficult to value.

*Short Sales Risk*: Our accounts that permit short sales (borrowing securities) are subject to short sales risk should the investment strategy initiate such a position. There is a risk an account could suffer

losses in short selling if we are unable to cover a short position on a timely basis and the price of the security goes up.

*Leverage Risk*: Our accounts that permit short selling and derivatives are exposed to leverage risk. Selling securities short is a form of leverage. The use of leverage can magnify the effect of any increase or decrease in the value of an account's holdings, and make any change in an account's investment performance greater than it would be without the use of leverage. This could result in increased volatility of investment returns. Securities that are posted as collateral cannot be sold while the position they are collateralizing is outstanding, unless they are replaced with similar securities. This could limit an account's investment flexibility, as well as its ability to meet withdrawal requests or other current obligations. Leverage can also increase interest expense, which could lower an account's investment returns.

*Model Risk*: We use quantitative tools in our research processes to analyze securities and to help us to make investment decisions. These models could be flawed or incomplete and might not produce the desired results.

*Security Selection Risk*: The value of an individual security and, similarly, the value of an investment in that security, could rise or fall. Our investment processes for a particular strategy might favor specific securities, industries or sectors that underperform investments in other securities, industries, sectors, or the market generally.

*ESG Investing Risk*: The analysis of financially material ESG issues is integrated into our investment process for many of our investment strategies. This means that we consider the risk/return implications of ESG issues when making or evaluating investments. We also manage client portfolios that incorporate various client-driven ESG constraints as well as ESG Focused portfolio(s) with ESG constraints determined by Jennison (collectively "ESG Guidelines"). With respect to such ESG constraints, we utilize data and screens from third-party service providers in connection with applying ESG Guidelines. At times, such data could be incomplete, inaccurate or unavailable, which could impact or impair our ability to assess an issuer's business practices with respect to ESG criteria. There are significant differences in interpretations of what it means for a company to be an ESG investment, and Jennison's interpretations could differ from others. Additionally, our assessment of an issuer's ESG practices might change over time. Portfolios that are subject to ESG Guidelines could underperform accounts invested in a similar strategy without the same restrictions because the ESG Guidelines can force a portfolio manager to avoid or liquidate a well-performing security because it does not meet the ESG criteria.

The global regulatory environment applicable to ESG strategies is evolving and will lead to increased complexity and potentially conflicting regulatory regimes applying to us and the accounts (including funds) we manage. Further, certain ESG-related regulations (including the European Union's Regulation (EU) 2019/2088 on sustainability-related disclosures in the financial services sector) contain elements of subjectivity, which could lead to our regulatory and legal interpretation differing from that of others and could also result in the regulatory reclassification of products that we manage, changes to our account-level disclosures and changes to our internal policies, procedures and processes. Compliance with ESG-related regulations could lead to increased costs for relevant accounts.

*Portfolio Management Risk*: Actively managed strategies are subject to portfolio management risk. Our portfolio managers apply investment techniques and risk analyses in making investment decisions, but there can be no guarantee that these techniques will produce the desired results. Additionally, the securities selected by our portfolio managers could underperform the markets in general, the account's benchmark and other accounts with similar investment objectives.

*Dispersion Risk*: Performance dispersion among client portfolios can result from differences in cash flows, rebalancing, portfolio size and guideline restrictions.

*Data Sources Risks*: We subscribe to external data sources that we use to enforce investment restrictions and to assist in making investment decisions. We also use external software applications to analyze performance attribution and to assist in investment decision making or investment research. As a result, if information that we receive from a third-party data source is incorrect, we might not achieve the desired results. Although we have found the third-party data sources to be generally reliable, we typically receive these services "as is" and cannot guarantee that the data received from these sources is accurate or complete, and are not responsible for errors caused by these sources.

*Settlement Risk*: Settlement risk is the possibility that a trading counterparty fails to pay cash or deliver securities upon the scheduled settlement of a trade. All securities trading involves a degree of settlement risk, and such risk can be exacerbated by adverse market conditions. The inability to dispose of a security due to settlement problems could result in losses, and a delay in the settlement of a purchase could result in periods when cash is uninvested and no return is earned thereon.

*Operational Risks*: We rely heavily on our portfolio management, trading, financial, accounting and other data processing systems. Operational risks arising from failed processes and systems, human error or external events, as part of the trading lifecycle (execution, confirmation, and settlement) as well as other activities in support of our clients, could cause financial loss, disruption to our business, liability to clients or third parties, regulatory action, or reputational harm. An increase in the volume or complexity of client transactions could increase these risks.

*Trading Halt Risk:* An exchange or market can close or issue trading halts on specific securities, or the ability to buy or sell certain securities or financial instruments could be restricted, which can result in a client's account being unable to buy or sell certain securities or financial instruments. In such circumstances a client's account could incur trading losses and there could be increased volatility and illiquidity. In addition, in such cases the value of account holdings could decrease and the accuracy of valuations could be impacted.

*Technology and Cyber Security Risks*: Investment advisers, including Jennison, must rely in part on digital and network technologies to conduct their businesses and to maintain substantial computerized data relating to client account activities. These technologies include those owned or managed by us as well as those owned or managed by others, such as custodians, financial intermediaries, transfer agents, and other parties to which we or they outsource the provision of services or business operations.

Like all businesses that use computerized data, we, our affiliates, our third-party service providers, and their affiliates and service providers, and the systems we use are subject to a variety of

cybersecurity related risks, such as cyber-attacks involving social engineering, ransomware, or the use of artificial intelligence; vulnerabilities in software or hardware used by us and our third-parties service providers; and other risks that lead to the unauthorized disclosure of confidential, personal, proprietary, or other non-public data. We are also subject to business operations and technology disruptions, such as those caused by system failures, human error or misconduct, or cyber-attacks against supply chain and other third-party service providers. Various actors, such as for-profit criminal hackers, politically motivated actors, and nation-state sponsored or affiliated actors, engage in cyberattacks against the financial services sector. We could experience cybersecurity attacks from such actors and other sources.

We and our affiliates have implemented and maintain an information security program designed to preserve the confidentiality, integrity, and availability of information owned by us and in our care and to address the information security practices of our third-party service providers. We take commercially reasonable measures to limit risks associated with cybersecurity incidents or similar events, and to protect data from inadvertent disclosure or wrongful misappropriation or destruction. Nevertheless, despite reasonable precautions, cybersecurity and other technology incidents occur, and in some circumstances result in unauthorized access to or acquisition of sensitive information about us or our clients. In addition, such incidents could cause damage to client accounts, data or systems or affect account management.

Furthermore, our systems could fail to operate properly or become disabled as a result of events or circumstances wholly or partly beyond our or others' control. Technology failures, whether deliberate or not, including those arising from use of third-party service providers or client usage of systems to access accounts, could have a material adverse effect on our business or our clients and could result in, among other things, financial loss, reputational damage, regulatory penalties, litigation, or the inability to transact business.

*Artificial Intelligence Risk:* Artificial intelligence technologies, including machine learning and generative artificial intelligence (collectively, "AI Technology"), and their potential future applications, continue to rapidly evolve. We do not use AI Technology to make investment decisions or provide investment advice. However, we utilize AI Technology to enhance certain operational aspects of our business, such as data processing, client reporting, compliance monitoring, and to enhance research efficiency. In addition, we work with third-party service providers who utilize AI Technology It is also likely that your account will be invested in companies that utilize AI Technology. While we conduct diligence on such potential investments and third-party service providers, we cannot control how they develop or maintain AI Technology.

Use of AI Technology could exacerbate existing, or create new and unpredictable, risks to us and your account/fund, including competitive, operational, reputational, legal, and regulatory risks. For example, disruptions in the complex software and hardware systems used by AI Technology could impair our ability to use that AI Technology, process data, generate reports, or perform operational tasks. Further, the models used by AI Technology, and/or the data sets on which those models are trained, could be flawed, function in an unexpected manner, or otherwise reduce these tools' effectiveness. Additionally, malicious use of AI Technology could also result in harm to us, including reputational harm, enablement of fraudulent activity, generation of misinformation, and increased cybersecurity threats, such as generation of deep-fakes and enablement of long-term and persistent phishing attacks.

We maintain a robust governance framework to evaluate risks associated with AI Technology. Despite these precautions, the novelty and rapid evolution of AI Technology increases the likelihood of associated risks materializing. Further, it is not possible to predict the full nature or extent of current or future risks related to the use and development of AI Technology.

*Risk Related to Regulation:* We operate in a heavily regulated environment and are subject to regulation by various government entities. The laws and regulations impacting our business change from time to time; Further, political changes in the U.S. and globally can lead to uncertainty in the legal and regulatory environments applicable to the accounts. Currently, we are operating in an environment of significant global regulatory reform in which such changes are frequent. New or revised laws and regulations could adversely impact accounts' abilities to pursue applicable investment strategies, and could increase the costs of investing and trading activities. Changes in laws, regulations or executive policies governing foreign relations, trade, development, and investment with respect to countries in which the accounts invest could adversely impact account performance. Further, such legal and regulatory changes could increase compliance costs, some of which could be borne by market participants. We cannot predict the effects of future legal and regulatory changes on our business or the services we provide.

*Public Health Risk:* Occurrences of epidemics and pandemics, depending on their scale, could cause different degrees of damage to national and local economies. Global economic conditions could be disrupted by widespread outbreaks of infectious or contagious diseases, and such disruption could adversely affect investment returns, despite any relevant vaccinations or treatments. There can be no certainty as to how long effects of such outbreaks will continue, particularly as markets grapple with unintended consequences of fiscal and monetary policies designed to curb any economic impact (such as inflation). These economic disruptions could negatively impact the value and performance of investments in client accounts, and there is no way to predict the extent of any such future consequences for clients.

*Conflicts of Interest Risks:* Various conflicts of interest are discussed throughout this document. Please review this information carefully and contact us if you have any questions.

Like other investment advisers, we are subject to various conflicts of interest in the ordinary course of our business. We strive to identify potential risks, including conflicts of interest, which are inherent in our business, and conduct formalized annual conflict of interest surveys. When actual or potential conflicts of interest are identified, we seek to address such conflicts through one or more of the following methods:

- elimination of the conflict;
- disclosure of the conflict; or
- management of the conflict through the adoption of appropriate policies and procedures.

We follow our policies on business ethics, insider trading, personal trading and information barriers. We have adopted a code of ethics (see Item 11), allocation policies and conflicts of interest policies, among others, and have adopted supervisory procedures to assess compliance with our policies. We cannot guarantee, however, that our policies and procedures will detect and prevent, or lead to the disclosure of, each and every situation in which a conflict could arise.

*Sanctions and Related Considerations*: Economic sanction laws in the United States and other jurisdictions prohibit us, our personnel and accounts we manage from dealing or transacting with certain countries, organizations, companies, issuers, individuals and investments. Economic sanctions, and other similar and related laws and regulations, could make it difficult for an account to pursue certain investment opportunities and for portfolio investments to obtain or retain certain business, which could adversely impact an account, cause increased volatility and illiquidity and impact the accuracy of valuations.

In the United States ("U.S."), the U.S. Department of the Treasury's Office of Foreign Assets Control ("OFAC") administers and enforces laws, executive orders and regulations establishing U.S. economic and trade sanctions, which restrict or prohibit, among other things, direct and indirect transactions with, and the provision of services to, certain non-U.S. countries, territories, individuals and entities. These types of sanctions could significantly restrict or completely prohibit investment activities in certain jurisdictions, and violation of any such laws or regulations, could result in significant legal and monetary penalties, as well as reputational damage. OFAC sanctions programs change frequently, making it more difficult for us, our affiliates or our clients to ensure compliance. Moreover, OFAC enforcement is increasing, potentially increasing the risk that we, our affiliates or our clients become the subject of such actual or threatened enforcement.

*Extraordinary Events:* Extraordinary events such as natural disasters, epidemics and pandemics, power outages, terrorism, war, geopolitical disputes, conflicts and social and political unrest can, or the threat or potential of one or more such events, occur that have significant impacts on issuers, industries, governments and other systems, including the financial markets. As global systems, economies and financial markets are becoming increasingly interconnected, events that once had only local impact are now more likely to have regional or even global effects. These impacts can be exacerbated by failures of governments and societies to appropriately respond to, and by public fear of, such an event or threat. For example, any preventative or protective actions taken by governments in response to such crises or events could result in periods of regional, national or international business disruption. Clients could be negatively impacted if there are fewer investment opportunities, if there is reduced credit available to borrowers, if markets are more difficult to model reducing the accuracy of projections or valuations, if the value of their portfolio holdings decreases as a result of such events, if these events adversely impact the operations and effectiveness of the adviser or key service providers, or if these events disrupt systems and processes necessary or beneficial to the management of accounts

*Geopolitical Risk:* Geopolitical risks arising from political instability, regulatory changes, trade disputes, tariffs and other restrictions on trade, or economic sanctions could lead to market volatility, asset devaluation, restricted access to investments, or loss of value. In addition, war, conflict, and civil disturbances around the world can have negative economic effects given the interconnectedness of financial markets across the world. These events can increase the threat of full-scale war, cyberattacks, and further regional or global conflicts. Geopolitical and global conflicts can cause significant disruptions to the global financial system and international trade; for example, they could impact supply chains and commodity prices, leading to inflation. These events could also impact the ability of accounts to source, diligence and execute investments or adversely affect the liquidity, pricing or market for such investments. Further, these events could result in sanctions against the impacted countries, which could lead to various negative consequences as explained under "Sanctions and

Related Considerations." The ultimate impact of events such as these, including their effects on global economic and commercial activity and conditions, and on the operations, financial condition and performance of the accounts and their investments, is impossible to predict. There is no guarantee that any steps taken by us to mitigate any adverse impact of these conflicts will be successful.

*Rate of Inflation:* Certain investments are subject to inflation risk, which is the risk that the value of assets, or income from investments, will be less in the future as inflation decreases the present value of money. Inflation rates can fluctuate rapidly and significantly on account of various factors, such as economic policy changes or unexpected shifts in global or the United States economies. Inflation in the United States and elsewhere has increased in recent years, and it remains uncertain whether substantial inflation will be sustained over time. There can be no assurance that governmental efforts to curb inflation will not have negative effects on the economy.

*Social Media and Internet-Based Information Risks*: In recent years, social media platforms have become a means for instantaneous information sharing. Given the relative lack of regulation of these platforms, they can be used as vehicles for dissemination of inaccurate information. Any such information related to issuers could negatively impact the value of their securities.

*Sustainability Risk*: Sustainability risk means an environmental, social, or governance event or condition, that, if it occurs, could potentially or actually cause a negative material impact on the value of investments. Sustainability risk can represent a risk on its own, and can contribute significantly to other risks, such as market risks, liquidity risks or operational risks. Sustainability risks could have a negative impact on the market price of securities, and thus on the return of a fund or account. For example, climate change could lead to increasing intensity and instances of severe weather, leaving issuers vulnerable to financial hardships such as work stoppages, decreases in revenues and increased insurance premiums (or, if the issuer is an insurer, increased claims). Thus, issuers' abilities to repay debt, and the value of equity securities, could be negatively impacted. Further, if issuers underestimate or fail to adequately assess sustainability risks, negative impacts of sustainability-related events on their securities would be heightened. In addition, reputational risks caused by unsustainable acts of an issuer could adversely affect the market price of its securities.

*Investing in Greater China Risk*: Investments in securities of issuers located or operating in Greater China involve risks arising from: greater government control over the economy; political, legal and regulatory uncertainty; nationalization, expropriation, or confiscation of property; difficulty in obtaining information necessary for investigations into and/or litigation against such issuers, as well as in obtaining and/or enforcing judgments; limited legal remedies for shareholders; alteration or discontinuation of economic reforms; military conflicts, either internal or with other countries; inflation, currency fluctuations and fluctuations in inflation and interest rates that could have negative effects on the economy and securities markets in Greater China; and Greater China's dependency on the economies of other Asian countries, many of which are developing countries. There is also the risk that the U.S. government or other governments could sanction Chinese issuers or otherwise prohibit U.S. persons (such as your account) from investing in certain Chinese issuers, which could negatively affect the liquidity and price of their securities and/or cause the government of the People's Republic of China ("PRC") to take retaliatory measures. Further, changes to the political and economic relationships between Taiwan, Hong Kong, and the PRC could adversely impact account's investments in Taiwan or Hong Kong.

*Financial Institution Risk:* Investments in accounts are subject to the risk that one of the banks, brokers, counterparties, clearinghouses, exchanges, lenders or other custodians (each, a "Financial Institution") of some or all of the account assets fails to timely perform or otherwise defaults on its obligations, or experiences insolvency, closure, seizure, receivership or other financial distress or difficulty. Such events can be caused by a variety of factors, such as eroding market sentiment, significant withdrawals, fraud, malfeasance, poor performance, undercapitalization, market forces or accounting irregularities. If a Financial Institution experiences such an event, we (or the accounts, general partners, or portfolio companies) could be unable to access deposits, borrowing facilities or other services. Such events can have adverse effects on our ability to manage the accounts and their investments, and on our ability (or that of an account or portfolio company) to maintain operations, which in each case could result in operational burdens, significant losses, and unconsummated investment acquisitions and dispositions. While assets held by regulated Financial Institutions in the United States frequently are insured up to stated balance amounts by organizations such as the Federal Deposit Insurance Corporation (in the case of banks), amounts in excess of the relevant insurance are subject to risk of total loss, and any non-U.S. Financial Institutions that are not subject to similar regimes pose potentially increased risk of loss. While governmental intervention can result in additional protections for depositors and counterparties in connection with such events, there can be no assurance that any intervention will occur, be successful or avoid the risks of loss, substantial delays, or negative impact on banking or brokerage conditions, or financial markets.

*Trade Tensions Risk*: International trade tensions and trade disputes including tariffs, trade restrictions, economic sanctions, export controls, or retaliatory measures, or the threat or potential of one or more such events and developments, could give rise to concerns about economic and geopolitical instability. Such tensions have had and likely will continue to have adverse consequences for global markets and economic conditions, such as market fluctuations, global trade disruption, price reductions, oversupply of manufactured goods, currency fluctuations, and introductions of further trade barriers and frictions, thereby adversely affecting the financial performance of accounts.

## Item 9 - Disciplinary Information

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to an evaluation of us or the integrity of our management. We have no facts or events to report in response to this Item.

# Item 10 - Other Financial Industry Activities and Affiliations

## Broker-Dealer Affiliations

Certain of our management persons and other employees are registered representatives of Prudential Investment Management Services LLC (PIMS), an affiliated SEC-registered broker-dealer. Jennison is an Office of Supervisory Jurisdiction of PIMS.

## CFTC Exemptions

We are not registered with the CFTC as a commodity pool operator or as a commodity trading advisor in reliance on exemptions from registration and no action letter positions. As such, our ability to provide advice with respect to commodity interests, such as exchange traded futures contracts and options on futures contracts is limited to the scope of the exemptions.

## Relationships with Affiliates and Related Conflicts of Interest

As an indirect wholly-owned subsidiary of Prudential Financial, we are part of a diversified, global financial services organization. We are affiliated with many types of financial service providers, including broker-dealers, insurance companies and other investment advisers. Some of our employees are officers of some of these affiliates.

## Relationships with Affiliated Broker-Dealers

PIMS provides marketing and administrative support in connection with the offer and sale of securities of commingled vehicles that we advise or subadvise for affiliated and non-affiliated persons. As noted above, certain of our management persons and other employees are registered representatives of PIMS.

## Relationships with Affiliated Investment Vehicles

### Insurance Company Separate Accounts

We are the subadviser of certain separate accounts of PICA. Prudential Financial's benefit plans invest in some of the insurance separate accounts that we subadvise.

### *Mutual Funds/ETFs*

We serve as subadviser to mutual funds and ETFs managed or co-managed by our affiliates PGIM Investments LLC (PGIM Investments) and AST Investment Services, Inc. (AST). These funds include the PGIM Investments family of funds, The Prudential Series Fund, and Advanced Series Trust mutual funds. Some of these mutual funds (as well as certain pooled vehicles sponsored by third-party clients) are investment options in Jennison's defined contribution pension plan.

### *Collective and Commingled Trust Funds*

Our affiliate, Prudential Trust Company (Pru Trust), a trust company organized under the Pennsylvania Banking Code, is the trustee of several common and collective trust structures as well as the trustee of certain other Pru Trust assets. We provide investment advice to certain funds under these trusts,

and certain of our employees are officers and directors of Pru Trust. Prudential Financial's benefit plans are investors in certain Pru Trust sub-funds that we manage. Additionally, Jennison's defined contribution plan is a participant in a sub-fund managed by Jennison within a certain collective trust sponsored by a third-party client.

### *Affiliated Foreign Funds*

We manage sub-funds of PGIM Funds plc ("PF"), an Irish domiciled investment company organized as a UCITS. Certain directors of PF are employees of Jennison or an affiliate. Additionally, we manage a sub-trust of PGIM Cayman Unit Trust ("Unit Trust"), an open-ended umbrella unit trust organized in the Cayman Islands. An affiliate of Jennison has invested seed capital in all Jennison-managed sub-funds of PF and the Unit Trust.

### *Private Funds and Hedge Funds*

We serve as general partner and provide investment management services to private funds that we organize and sponsor.

We are the investment manager of the Jennison Global Healthcare Master Fund, Ltd. (the "GHC Master Fund") which is a master-feeder hedge fund structure. This structure has a master fund that is domiciled in the Cayman Islands and U.S. domiciled and non-U.S. Cayman Islands domiciled feeder funds (collectively, the "GHC Funds"). Each of the feeder funds invest all or substantially all of its assets in the master fund. The directors of the GHC Master Fund and the non-U.S. feeder fund are employees of Jennison. We serve as the general partner or the managing member of the U.S. domiciled fund. Some employees, including the portfolio managers, have investments in the GHC Funds. In addition, an affiliate of Jennison has invested in the GHC Funds. We expect that our affiliate will redeem its investment at some point in the future when it deems that sufficient additional capital has been invested into the GHC Master Fund. Please see the Conflicts Related to Our Affiliations below for a discussion of potential conflicts arising out of this capital investment.

## Relationships with Affiliated Investment Advisers

As described above, we provide subadvisory services for mutual funds or other funds managed or co-managed by PGIM Investments and AST. PGIM Investments provides marketing and sales support for our JMA business.

We currently provide or could in the future provide discretionary subadvisory or non-discretionary investment advisory services to our other affiliated investment advisers, which include PGIM, Inc. (PGIM), PGIM Japan Co., Ltd., Pru Trust, PGIM Limited and PGIM Netherlands. We also have service agreements with certain affiliates, including PGIM Japan Co., Ltd., PGIM Limited and PGIM (Singapore) Pte. Ltd., under which we can perform services for them or they can perform services for us.

### *Asset Allocation*

One of our other affiliated investment advisers, PGIM Quantitative Solutions LLC, provides asset allocation services to affiliates and third parties. PGIM Quantitative Solutions LLC allocates its clients' assets to both third parties and affiliated investment advisers, including us.

*Participating Affiliate Arrangement*

Within the guidance set forth under applicable law, relevant no-action letters and related SEC staff guidance, SEC-registered investment advisers are permitted to access, under prescribed conditions, the services of unregistered affiliates ("participating affiliates"). The prescribed conditions include that the participating affiliate provide the SEC access to trading and other records, observe specific recordkeeping rules, submit to the jurisdiction of U.S. courts and cooperate with the SEC as it relates to relevant accounts. PGIM (Hong Kong) Limited ("PGIM HK") is a participating affiliate of Jennison and it and certain of its personnel are subject to the supervision of Jennison with respect to the services that PGIM HK provides to Jennison as a participating affiliate. Under this arrangement a member of Jennison's emerging markets equity team provides investment research to Jennison. PGIM HK is authorized and licensed by the Hong Kong Securities and Futures Commission.

Certain members of Jennison's sales, client service and product group are employees and certified persons for PGIM Limited, an affiliated SEC registered investment adviser that is also authorized and regulated by the Financial Conduct Authority in the United Kingdom.

### Relationships with Affiliated Insurance Companies

As described above, we provide advisory services with respect to the separate accounts of PICA.

## Recommendation of Investment Advisers

We do not currently select other investment advisers for our clients.

## Conflicts Related to Our Affiliations

### Conflicts Arising Out of Side-By-Side Management of Affiliated Accounts with Non-Affiliated Accounts

Please see discussion of Side-By-Side Management in Item 6.

### Conflicts Related to Co-investment by Affiliates

As described in Item 6, our affiliates might provide initial funding to start a new track record for a new strategy or product or otherwise invest in vehicles managed by us. When an affiliate provides "seed capital" or other capital for a fund or strategy, it can do so with the intention of redeeming all or part of its interest at a particular future point in time or when it deems that sufficient additional capital has been invested in that fund or strategy. In addition to the conflicts related to Side-By-Side Management described in Item 6, co-investment by affiliates can give rise to other conflicts described below.

- The timing of a redemption by the affiliate redeeming its interest in a fund could benefit the affiliate. For example, the fund might be more liquid at the time of the affiliate's redemption than it is at times when other investors might wish to withdraw all or part of their interests.
- In addition, a consequence of any withdrawal of a significant amount, including by our affiliate, is that investors remaining in the fund will bear a proportionately higher share of fund expenses following the redemption.

We could also face a conflict if the interests of an affiliated investor in a fund we manage diverge from those of the fund. For example, our affiliates hedge some or all of the risks associated with their seed capital investments in funds that we manage. We assist in connection with this hedging activity.

### Conflicts Arising Out of Legal and Regulatory Restrictions

At times, we are restricted by law, regulation, contract or other constraint as to how much, if any, of a particular security we can purchase or sell on behalf of a client, and as to the timing of such purchase or sale. Sometimes these restrictions apply as a result of our relationship with Prudential Financial and our other affiliates. For example, our holdings of a security on behalf of our clients can, under some SEC or other regulations, be aggregated with the holdings of that security by other Prudential Financial affiliates. These holdings could, on an aggregate basis, exceed certain thresholds unless we limit holdings and restrict purchases. we are also restricted from purchasing or selling securities of Prudential Financial or its affiliates for client accounts.

In addition, we could receive material, non-public information with respect to a particular issuer and, as a result, be unable to execute transactions in securities of that issuer for our clients. This information can be received voluntarily or involuntarily and under varying circumstances, including upon execution of a non-disclosure agreement or from an affiliate. In some instances, we might create an isolated information barrier around a small number of our employees so that material non-public information received by such employees is not attributed to the rest of Jennison. We are generally able to avoid receiving material, non-public information from our affiliates by maintaining information barriers to prevent the transfer of information between affiliates. (For additional information about our information barriers, please see Item 11).

### Significant Shareholder Reporting

From time to time, we are required by applicable laws, rules and regulations to file reports with regulators that contain information about our clients' holdings of an issuer when the holdings are large enough to require reporting. Those reports are often publicly available and in certain circumstances require disclosure of the client's identity and applicable holdings. In addition, our clients can hold a position in the securities of a portfolio company that is large enough to require reporting by the client to the regulators under applicable laws, rules and regulations. We do not monitor or advise on reporting requirements for clients because, among other reasons, Jennison does not have an ability to monitor the aggregate holdings of an individual client and such monitoring is generally handled by such client's other service providers that have the ability to monitor a client's aggregate holdings.

### Conflicts Arising Out of Employee Affiliations

We could limit or restrict trading of an issuer in client accounts where the portfolio manager is related to a person who is senior management or a director of a public company.

### Conflicts Arising Out of Affiliations of Our Affiliates

Certain of our affiliates (as well as directors or officers of our affiliates) are officers or directors of issuers in which we invest from time to time. These issuers could also be service providers to us or our affiliates. We monitor such conflicts.

### Conflicts Relating to Research by Our Affiliates

Some of our affiliates develop and might publish research that is independent from our research. We and our affiliates could hold different opinions on the investment merits of a given security, issuer or industry. As a result, we can purchase or hold a security for a client and an affiliate could simultaneously be selling or recommending a sale of the same security or other securities of the same issuer, or vice versa. While these conflicting positions between us and our affiliates can lead to different investment results for our respective clients, we believe that our exercise of judgment that is independent of that of our affiliates is part of our fiduciary obligations.

### Conflicts Relating to Securities Lending by Our Affiliate

PGIM provides securities lending services to some of our affiliated advisory and subadvisory clients, which creates an incentive, with respect to those affiliated accounts for which PGIM provides securities lending, to invest in securities that would yield higher securities lending rates to PGIM and additional assets for the affiliated funds. However, we believe that this risk is minimized because of informational barriers between PGIM and Jennison.

### Conflicts Arising Out of Our Business Relationships

We and our affiliates have service agreements with various vendors that are also investment consultants or brokers used to execute trades for client accounts or prime brokers. Under these agreements, we or our affiliates from time to time compensate these vendors for certain services, including software, market data and technology services, or conferences. Our clients could also retain these vendors to provide investment consulting services or other services. The existence of these service agreements with us or our affiliates creates an incentive for the investment consultants to favor us when they advise their clients. We do not, however, purchase services from investment consultants because they recommend us to their clients. Similarly, services provided by brokers or prime brokers creates an incentive for us to select these brokers who provide these services to execute client transactions over those that do not provide these services. We have policies and procedures relating to the selection of brokers and the use of client commission that are designed to manage and mitigate this conflict. (For additional information about these policies, please see our response to Item 12.)

Additionally, we could invest client assets in securities of companies with whom we or an affiliate have a business relationship, such as another client, a vendor or investment consultant. The existence of these business relationships can create a conflict that we will invest client assets into those securities in order to gain a benefit for ourselves. While we cannot eliminate this conflict, we believe that our policies and procedures are designed to manage and mitigate this conflict. We believe that our investment decisions are based upon our independent judgment and consistent with our fiduciary obligations to our clients.

We retain service providers to provide various services for our firm as well as for funds that we manage or subadvise. A service provider could provide services to us or one of our funds while also providing services to our affiliates or funds managed or co-managed by our affiliates and might negotiate rates in the context of the overall relationship. We can benefit from negotiated fee rates offered to our funds

and vice versa. There is no assurance that we will be able to obtain advantageous fee rates from a given service provider negotiated by our affiliates based on their relationship with the service provider, or that we will know of such negotiated fee rates.

### Conflicts Relating to Investment Consultants

Many of our clients and prospective clients retain investment consultants (including discretionary investment managers and OCIO providers) to advise them on the selection and review of investment managers (including with respect to the selection of investment funds). We have dealings with these investment consultants in their roles as discretionary managers or non-discretionary advisers to their clients. We also have independent business relationships with investment consultants.

We provide investment consultants with information on accounts we manage for their clients (and similarly, we provide information about funds in which such clients are invested), in each case pursuant to authorization from the clients. We also provide information regarding our investment strategies to investment consultants, who use that information in connection with searches they conduct for their clients. We often respond to requests for proposals in connection with those searches.

Other interactions we have with investment consultants include the following:

- we provide advisory services to the proprietary accounts of investment consultants and/or their affiliates, and advisory services to funds offered by investment consultants and/or their affiliates;
- we invite investment consultants to events or other entertainment hosted by us;
- we purchase software applications, market data, access to databases, technology services and other products or services from certain investment consultants; and
- we sometimes pay for the opportunity to participate in conferences organized by investment consultants.

We generally provide clients with information about our relationships with their investment consultants upon request. In general, we rely on the investment consultant to make the appropriate disclosure to its clients of any conflict that the investment consultant believes to exist due to its business relationships with us.

Please note that your relationship with an investment consultant could result in restrictions in the eligible securities or trading counterparties for your account. For example, accounts of certain clients (including clients that are subject to ERISA) can be restricted from investing in securities issued by the client's consultant or its affiliates and from trading with, or participating in transactions involving, counterparties that are affiliated with the investment consultant. In some cases these restrictions could have a material impact on account performance.

### Conflicts Arising Out of Relationships with Trading Counterparties

Our relationships with broker-dealers and other counterparties, particularly those affiliated with large financial services organizations, are complex. These relationships with trading counterparties include the following:

- We invest client assets in securities issued by trading counterparties or their affiliates;
- We provide investment management services with respect to the accounts of certain trading counterparties or their affiliates;
- Trading counterparties or their affiliates select us to manage accounts of their clients and invest assets of their clients in funds we manage;
- Trading counterparties distribute funds we manage or subadvise and such funds might be included on the investment platforms of trading counterparties;
- Broker-dealers serve as prime brokers to funds we manage;
- We or funds that we manage participate in certain broker-dealer capital introduction programs;
- As noted above, trading counterparties provide both internally generated and third-party research to us; and
- Family members of some of our personnel could be employed by trading counterparties or their affiliates.

All of these relationships pose the potential for a conflict in the selection of counterparties to execute client transactions.

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

## General

We maintain a code of ethics as required by applicable SEC rules. Our code of ethics requires employees to conduct business in an honest and forthright manner in accordance with the highest of ethical standards. In addition, the code of ethics requires employees to act consistently with our fiduciary duty and put client interests ahead of our own and disclose actual and potentially meaningful conflicts of interest. We also require the reporting and pre-approval of outside business activities where such activity might create a perceived conflict. The code of ethics incorporates our personal trading policies that are described in greater detail below. Our employees are required to report any violation of the code of ethics promptly to Compliance. Employees are required to receive training on our code of ethics and complete an attestation verifying that they have complied with the Code of Ethics and Compliance Program policies.

We will provide a copy of our code of ethics to clients or prospective clients upon request.

## Policy on Safeguarding the Receipt of Material Non-public Information and Information Barrier Policy

In the ordinary course of our business, we receive material non-public information. Material non-public information can be received voluntarily or involuntarily and under varying circumstances, including upon execution of a non-disclosure agreement, through relationships with friends or any family member or individual living in the same household, or serving on an ad hoc or official investment committee. Jennison personnel expect to engage the services of expert networks and we could also involuntarily receive material, non-public information from such networks and political intelligence firms.

We have policies and procedures relating to material non-public information (MNPI) as embodied in our Safeguarding the Receipt of Material Non-public Information Policy. Our policies require our employees to escalate and report the receipt of potential MNPI to the compliance and legal departments. Additionally, Prudential Financial's information barrier standard, which applies to us, is designed to prevent the communication of MNPI across the various Prudential Financial asset management investment sectors. Under the standard, an employee of one investment sector, including Jennison, can not communicate MNPI to an employee of another investment sector without approval from each sector's compliance department. The information barrier standard also restricts physical access to an investment sector's offices by employees of a different investment sector.

We maintain a restricted list of issuers where trading in the securities of that issuer is prohibited due to the receipt of MNPI or potential MNPI (Restricted List). Our client and personal trading activities are screened on a pre-trade basis against our Restricted List. Any transaction in an issuer on the Restricted List must be approved by our compliance department.

Contractual obligations owed by us to third parties to maintain confidentiality and legal and regulatory requirements prevent us from sharing (or might limit our ability to share) material, non-public

information, information based on material, non-public information (including, but not limited to analyses), or other confidential information with clients and others.

## Personal Trading Policy

We maintain a personal trading policy that governs the trading activities of our employees as well as their household members and dependents. Subject to certain limited exceptions, employees are required by the policy to:

- report personal securities transactions to our compliance department;
- pre-clear personal securities transactions, including investments in private placements;
- maintain brokerage accounts only with certain approved brokers that report transaction information to our compliance department; and
- annually report securities holdings to our compliance department.

We consider all of our employees to be "access persons." All of our employees are subject to additional restrictions under the policy, including the following:

- employees are prohibited from purchasing securities in IPOs;
- employees are generally prohibited from transacting in options and futures on individual securities;
- employees are generally prohibited from trading any security within seven days before or after we trade such security (or an equivalent security) for client accounts subject to certain de minimis exceptions;
- employees are generally prohibited from selling the same security within 60 days; and
- investment personnel are subject to additional restrictions.

We review personal trading activity versus firm trading and the Restricted List, and any matches are investigated by our compliance department. Our Compliance Council meets regularly to consider possible violations and take disciplinary action where appropriate.

All employees receive training regarding our personal securities trading policy and information barrier standards. In addition, employees must confirm quarterly that they have read and understand our code of ethics, including the personal securities trading policy and complied with all of our policies.

## Gifts & Entertainment

Our employees occasionally give or receive gifts, meals or entertainment of moderate value, subject to compliance with applicable laws and regulations and rules of self-regulatory organizations. We maintain a gifts and entertainment policy to address the conflicts of interest related to gifts and entertainment, such as the appearance of having given or received something of value that influenced our business decisions or the business decisions of our clients. The policy requires the reporting and preclearance of gifts, meals and entertainment received which exceed certain thresholds. In addition, our employees are prohibited from soliciting the receipt of gifts, meals or entertainment. Our

compliance department periodically reviews gifts and entertainment activity for trends and to confirm compliance with the policy.

## Political Contributions

Due to the potential for conflicts of interest, Jennison has established policies and procedures relating to political contributions that are designed to comply with applicable federal, state and local law. Under this policy, all employees (and their immediate family members living in the same household, including but not limited to their spouses and dependent children) must obtain preapproval before making any political contribution. This policy also prohibits Jennison employees from making any political contributions with the intent of influencing a public official regarding the award of a contract to Jennison or its affiliates.

## Charitable Contributions

We have a conflict of interest when making contributions to a charitable organization that is affiliated with, or is favored by, one of our clients. Charitable contributions could give the appearance of our improperly favoring one individual or institution over another or of our seeking to exert an improper influence on the requestor or recipient of a contribution. Contributions to certain recipients could also present money laundering or terrorist financing risks. We have adopted policies and procedures that seek to address these risks as well as to review and approve requests for charitable contributions from individuals or institutions with which we have a business relationship. Our procedures require that we make contributions to bona fide charitable organizations. Each contribution is subject to a number of approvals. From time to time, we might receive marketing benefits when we provide corporate sponsorships to charitable organizations. Corporate sponsorships that convey a marketing benefit to us are subject to an additional approval process. In addition, our employees contribute personally to charitable organizations. Any personal contributions which exceed a certain threshold require reporting and pre-approval under the gifts and entertainment policy.

## Outside Business Activities

From time to time, certain of our employees or officers engage in outside business activities, including outside directorships. Outside business activity where an employee is a director, officer, employee, partner or trustee or otherwise holds any other position of substantial interest is subject to prior approval pursuant to our personal conflicts of interest and outside business activities policy and procedures. Actual and potential conflicts of interest are analyzed by Jennison's Ethics Advisory Group. We could be restricted in trading the securities of certain issuers in client portfolios in the unlikely event that an employee or officer, as a result of outside business activity, obtains material, nonpublic information regarding an issuer.

## Compensation of our Investment Professionals

Total compensation for our investment professionals, including portfolio managers and analysts, is typically comprised of a combination of base salary and cash bonus. We base the size of the overall incentive compensation pool on our profitability.

In determining an investment professional's total compensation, we evaluate numerous qualitative and quantitative factors. Not all factors are applicable to every investment professional, and we have no particular weighting or formula for considering the factors. The factors considered for evaluating a portfolio manager will differ from those reviewed for a research analyst or a portfolio manager with research responsibilities. The factors that we consider can include:

- The long term (typically three – five year or longer) investment performance of all of the accounts managed in the same strategy (composite) relative to market conditions, indices and peers;
- For the healthcare portfolio managers, carried interest from certain accounts that they manage;
- Contribution to client portfolio performance of the investment professional's recommended securities relative to market conditions, the strategy's passive benchmark and the investment professional's coverage universe;
- Qualitative factors such as teamwork, responsiveness, experience, and other responsibilities such as being a team leader.

Additionally, senior investment professionals, including portfolio managers and senior research analysts, are eligible to participate in a voluntary deferred compensation program where all or a portion of the cash bonus can be deferred. Participants in the deferred compensation plan are permitted to allocate the deferred amounts among certain options that track the gross-of-fee pre-tax performance of accounts or composites of accounts managed by Jennison.

The overall incentive compensation pool of our investment professionals is based on Jennison's profitability and as such, it creates an incentive for a portfolio manager to favor the accounts that could have a greater impact on Jennison's profitability. Additionally, certain investment professionals receive carried interest from certain accounts that they manage. These investment professionals could have an incentive to favor these accounts. To address potential conflicts related to these financial interests, we have procedures, including supervisory review procedures, that we believe are designed to mitigate and monitor this conflict. We believe that these procedures seek to provide that each of our accounts is managed in a manner that is consistent with our fiduciary obligations, as well as with the account's investment objectives, investment strategies and restrictions. (Please see Item 6 for additional information about potential conflicts of interests related to our investment professionals' compensation.)

## Conflicts Arising Out of Securities Holdings

Prudential Financial, PICA's general account, our proprietary accounts and accounts of other affiliates of ours (collectively, affiliated accounts) might, at times, have various levels of financial or other interests in companies whose securities we could hold, purchase or sell in our client accounts. This can occur because affiliated accounts hold public and private debt and equity securities of a large number of issuers and might invest in some of the same companies as our client accounts. Additionally, investments of affiliated accounts and our client accounts might be at different levels in the capital structure of a company. At any time, these interests could be inconsistent or in potential or actual conflict with positions held or actions taken by us on behalf of other client accounts. For example, we could invest client assets in the equity of companies whose debt is held by an affiliate. Additionally, to the extent permitted by applicable law, we might also invest client assets in offerings of securities the

proceeds of which are used to repay debt obligations held in affiliated accounts or other client accounts. Our interest in having the debt repaid creates a conflict of interest. We have adopted policies and procedures to address this conflict. While these conflicts cannot be eliminated, we have implemented policies and procedures, including adherence to Prudential Financial's information barrier standard, described above, that seek to provide that, notwithstanding these conflicts, investments of our clients are originated and managed in their best interests.

We might be unable to invest client assets in the securities of certain issuers as a result of the investments of our affiliates described above.

## Conflicts Relating to Our Trading

### Personal Trading by Our Employees

Personal trading by our employees creates a conflict when they are trading the same securities or types of securities as we trade on behalf of our clients. A portfolio manager that personally owns a security could decide to buy or sell the same security for client accounts. Similarly, an analyst that personally owns a security could recommend the security to be purchased or sold for client accounts. Additionally, our employees could purchase private investments that could become eligible for purchase for or to be recommended for purchase for client accounts when the investment becomes publicly traded in the future. Our personal trading policy and procedures, described above, seek to mitigate these conflicts.

### Other Employee Interests

Similarly, a conflict of interest is created when employees have a personal interest in the same securities or types of securities as we trade on behalf of clients. A portfolio manager could be related to a person who is senior management or a director of a public company. Our personal trading and personal conflicts of interest and outside business activities policies and other procedures seek to mitigate these conflicts.

### Side-By-side Management of Accounts

Please see Item 6 for a description of conflicts of interest related to our side-by-side management of accounts.

### Aggregation of Affiliated Account Transactions with Unaffiliated Account Transactions

Please see Item 12 for a description of conflicts related to aggregation of affiliated account transactions with unaffiliated account transactions.

## Conflicts Relating to Our Research Activities

In addition, from time to time, our employees might come into possession of MNPI during the course of conducting routine business matters, *e.g.,* meeting with senior management of publicly held companies or voluntarily accepting nonpublic information relating to an issuer's financing activities. When we are in possession of such information, we typically restrict all accounts from purchasing or selling securities or implement other restrictions or procedures.

## Conflicts Related to the Offer and Sale of Securities

Certain of our employees can offer and sell securities of managed fund vehicles that we manage. Employees might offer and sell securities in connection with their roles as registered representatives of PIMS or officers of Pru Trust. (Please see discussion of these affiliations in Item 10.) There is an incentive for our employees to offer these securities to investors regardless of whether the investment is appropriate for such investor since increased assets in these vehicles will result in increased advisory fees to us. While such sales could result in increased compensation to the employee, none of these employees receive compensation directly related to the sale of such securities. (Please see "Other Compensation" in Item 5.)

# Item 12 - Brokerage Practices

## Brokerage Generally

Transactions in equity securities are usually executed through brokers (including prime brokers) that act as agent and receive a commission paid by the client account for which the transaction is executed. Fixed income and over-the-counter securities are generally traded with dealers acting as principal without a stated commission. The dealer's compensation (margin or spread) for principal transactions is reflected in the price of the security. Money market obligations can be transacted directly with the issuer. Underwritten offerings of stock and intermediate and long-term debt securities can be purchased at a fixed price including an amount of compensation to the underwriter.

Transactions for client accounts must be made through brokers, dealers, futures commission merchants and other counterparties on our approved counterparty list.

## Factors Considered in Approving Counterparties

Counterparties for our equity and fixed income securities transactions are approved by Jennison's Chief Risk Officer. Criteria for approval includes but is not limited to:

- Regulatory net capital
- Adverse regulatory or legal findings or proceedings
- Long- and short-term credit rating
- Share price and share price trend
- Credit default swap, spreads and spread trends
- Relevant news
- Market presence
- Industry reputation
- Regulatory standing, including but not limited to, fines, sanctions, etc.
- Cyber security, operational resiliency, or business continuity

## Factors Considered in Selecting Counterparties

Factors we consider in selecting an approved counterparty to execute a particular transaction include:

- Market liquidity for the security and broker-dealer market access;
- Trading expertise, including specialized expertise;
- Efficient execution, including the ability to work orders over time;
- Quality of back-office operations, settlement processes, and the absence of errors;
- Willingness to commit capital;
- Sophistication of the broker-dealers trading facilities, trading style and strategy, including order routing arrangements;
- Trading infrastructure, such as access to trading algorithms or networks, or basket trading capabilities;
- Creditworthiness, reputation, and financial responsibility of the counterparty;
- Responsiveness and administrative cooperation of the counterparty; and
- The counterparty's ability to execute large transactions and to limit the market impact of large transactions

We do not consider sales of mutual fund shares or the compensation paid in connection with the sales of mutual fund shares in selecting brokers to execute transactions for our clients' accounts.

## Wrap Accounts and UMAs and Non-Discretionary Models

For JMA Accounts, securities trades are not typically executed through Jennison's trading desk. Accordingly, communication of changes to portfolio holdings information for JMA Accounts (both Traditional SMA and Model Portfolio) is handled using a separate process. Jennison releases its JMA Account holdings information to a third-party service provider ("Implementation Agent") on each day the New York Stock Exchange is open for business. When the applicable investment team makes core changes to a JMA portfolio, Jennison generally communicates the changes to the Implementation Agent. The Implementation Agent then executes the trades resulting from these model changes in accordance with the Implementation Agent's trade rotation schedule.

The trade rotation process described above is designed to maintain fair and equitable treatment of JMA Accounts over time. JMA Accounts can experience differences due to the timing and implementation of order execution by their sponsors. JMA Accounts might trade the same securities before, at the same time, in close time proximity or after trading activity of Jennison's other discretionary accounts, but the trading activity of Jennison's other discretionary accounts is independent of the JMA Accounts' trade rotation process.

Jennison also provides custom model portfolios directly to certain advisers, broker-dealers or other financial intermediary clients. In these circumstances where there is no sponsor program/platform involved and the model is customized to a particular client, the model will be provided directly to such client and any such model is not subject to the trade rotation requirement.

## Execution of Trades

We seek to obtain efficient executions for client accounts at a price (including commissions where applicable) that provides the most favorable total cost or proceeds reasonably attainable in the circumstances (best execution). In light of the factors above, and in accordance with applicable law, our clients could pay transaction costs in excess of that which another firm might have charged for executing the same transaction. Jennison believes that the interests of our clients are best served by brokerage policies that include a fair commission rather than merely requiring the payment of the lowest possible commission rates. Additionally, a larger commission could be more than offset by a more favorable execution quality or price or other service provided by the broker. Additionally, these prices can be influenced by the size of our past and future business with respect to all of our clients' trading activity with a broker. Subject to our duty to seek best execution, when we believe it to be appropriate under the circumstances, we use "step outs," where the executing broker steps out all or a portion of a transaction to another broker which receives the commission and settles the trade. Typically, step outs enable us to place aggregated transactions with our primary execution brokers, satisfy client directed brokerage arrangements or pay for research provided by a non-execution broker.

We have policies and procedures to review and assess brokers/dealers and the quality of their executions. We periodically review the allocation of brokerage, commission rates where applicable, the services that they provide, the quality and cost of research provided, and other relevant information.

We believe that we are able to negotiate costs on client transactions that are competitive and consistent with our policy to seek best execution. Jennison continues to monitor commission rates in the industry to help determine the reasonableness of commissions to be charged to the accounts.

## Execution of FX Transactions

We execute foreign currency (FX) transactions in order to settle trades in non-U.S. securities, income repatriation and non-U.S. currency cash flows. We execute FX transactions through our approved counterparties or our clients' custodians. We will execute FX transactions through a client's custodian when directed by a client or when local market rules or settlement practices indicate this to be a more efficient method for settling our trade orders. We will seek to aggregate FX transactions when doing so would be in the clients' best interests and where permitted by applicable regulation. When we execute through custodians at the direction of our clients, our execution is generally subject to the limitations and considerations described below under "Client Directed Brokerage." We have a process to monitor and review the quality of executions of FX transactions.

## Research and Soft Dollar Benefits

We receive both proprietary research (created or developed by the broker-dealer) and third-party research (research developed or created by third-party) that aid in our investment decision making or services that aid in trade execution from brokers (brokerage services). Under the safe harbor provided under Section 28(e) of the Securities Exchange Act of 1934, our equity business pays for these research and brokerage services with our equity clients' brokerage commissions (soft dollars). Accounts in our wrap fee programs and our fixed income business do not pay for research with soft dollars. The use of soft dollars to pay for this research is a benefit for us because we do not have to pay for this research using our own money (hard dollars).

The receipt of soft dollar benefits creates a conflict of interest because it can create an incentive to select or recommend a broker-dealer based on our desire to receive research or brokerage services rather than our clients' interest in receiving best execution. In order to mitigate this conflict, when selecting a broker to execute client transactions in return for soft dollar benefits, we seek to obtain the best execution and most advantageous price in light of the overall quality and reliability of brokerage taking into account the factors outlined above.

We could pay higher commissions than would be obtainable for execution by other brokers where research is not obtainable in recognition of the value of the soft dollar benefits. In such cases, we make a good faith determination that the higher commission is reasonable in relation to the value of research and brokerage services provided, viewed in terms of either that particular transaction or our overall responsibilities with respect to all of our clients' accounts.

We have policies and procedures to address and track the use of client commissions to pay for eligible soft dollar services. In accordance with the procedures, we have a comprehensive CSA program (described below) and regularly review the amount of brokerage allocated to brokers that provide us with soft dollar services.

Each quarter, a budget for research to be paid for with client commissions is established. The budget is then allocated through a research vote ("Research Vote") process in which equity portfolio managers and research analysts ("Investment Professionals") assess the value of research provided to Jennison during the applicable quarter. Subject to Jennison's duty to seek best execution and applicable laws and regulations, Investment Professionals allocate a dollar amount to each research provider based on the Investment Professional's assessment of the value of the research provided by such research provider. The determination and evaluation of the reasonableness of the commissions paid is based primarily on the professional opinions of the Investment Professionals who utilize the research. We use agency or eligible riskless principal transactions executed through unaffiliated broker-dealers to generate soft dollar credits to pay for the research and brokerage services and products described below. We do not make binding commitments as to the level of brokerage commissions we will allocate to a broker, nor do we commit to pay cash if informal targets are not met.

## Commission Sharing Arrangements

Jennison makes payments for permissible soft dollar benefits either via a portion of the commissions paid to the executing broker, or through a commission sharing arrangement ("CSA"). CSAs enable us to effect transactions, subject to best execution, through brokers who agree to "unbundle" their commission rates in order to allocate a portion of eligible commissions into a pool that can be used to pay for research from providers with which Jennison does not have a brokerage relationship. In the event of a broker-dealer's default or bankruptcy, commissions allocated through CSAs could become unavailable for the benefits described below.

Jennison pays for proprietary research that is not paid through a CSA by trading directly with the broker that produced the proprietary research ("Research Trades"). Jennison also pays for brokerage services such as execution management services by trading with the broker that provides the brokerage services. These commissions do not separate out the cost of research or brokerage service from the cost of execution and are considered bundled commissions.

Orders are generally aggregated across all accounts purchasing or selling the same security at the same time pursuant to Jennison's Trade Aggregation Policies, as described below. Accordingly, all accounts participating in a CSA or Research Trades pay the same commission rate for trades and share pro rata in the costs of the particular transaction.

Participation in CSAs enables Jennison to consolidate payments for brokerage and research services through one or more channels using accumulated client commissions or credits from transactions executed through a particular broker-dealer to obtain brokerage and research services provided by other firms. Such arrangements also help Jennison strengthen its relationships with key brokers while still maintaining relationships with research providers which facilitates our ability to seek best execution in the trading process. Jennison believes CSAs are useful in its investment decision-making process by, among other things, providing access to a variety of high quality research, individual analysts, and resources that Jennison might not otherwise be provided absent such arrangements. Moreover, CSA arrangements allows Jennison to select the research services it feels are the most valuable to its research process and in turn most beneficial to its clients.

## Allocation of Soft Dollar Benefits

We use soft dollar research to benefit one, a few or all of our clients, including accounts of our affiliates that we manage. We also use soft dollar research to benefit client accounts other than the client accounts that paid the soft dollar commissions. Research is not generally allocated to client accounts proportionately to the soft dollar credits that the accounts generate.

## Products and Services Acquired with Client Brokerage Commissions

We use soft dollars to pay for a broad range of proprietary and third-party research that is used to supplement our internal research and aid in investment decision-making. These research services can include the following: information on the economy, industries, groups of securities and individual companies, statistical information, market data, accounting and tax law interpretations, information regarding political developments, pricing and appraisal services, credit analysis, technical analysis, risk measurement analysis, performance analysis and other information regarding matters that might affect the economy and/or security prices. Research can be received in the form of written reports, periodicals, investment seminars, conference attendance, software, computer databases, access to corporate management and industry spokespersons, security analysts, economists and government representatives. We also utilize expert networks.

Additionally, we use soft dollars to pay for brokerage services such as execution management systems and dedicated lines to communicate with the brokers.

To the extent that we receive both administrative benefits and research and brokerage services provided by brokers, we make a good faith allocation between the administrative benefits and the research and brokerage services and pay for the administrative benefits in hard dollars. From time to time, we independently acquire for uses other than its investment management of client accounts the same services as those provided by a broker. In such instances, we pay hard dollars for those services.

## MiFID II Considerations

The European Union's Markets in Financial Instruments Directive II ("MiFID II") provides that investment advisers registered in the European Union can receive investment research provided by third parties only if certain requirements are met. As a U.S. registered investment adviser, and as a firm not authorized by any European regulator, Jennison is not directly subject to the requirements imposed by MiFID II. Because Jennison believes that the use of commissions to obtain research and brokerage services enhances our investment research and trading processes, including access to resources Jennison might not be provided absent such arrangements, all clients commissions are used to pay for soft dollar benefits as described above in accordance with our policies and procedures. Jennison does not have an established policy for clients subject to MiFID II as each client might apply the requirements under MiFID II differently and likely through contractual terms that are considered on a case-by-case basis e.g., the reimbursement by Jennison of soft dollar benefits paid by a MiFID II client whose fee structure considered such reimbursement.

## Brokerage for Client Referrals

In selecting or recommending broker-dealers, we do not consider whether we or any of our related persons receive referrals from such broker-dealers or any other third parties.

## Client Directed Brokerage

We do not typically recommend, request or require that non-wrap clients direct us to execute transactions through a specified broker dealer. Wrap and UMA client transactions are typically handled through the wrap client's wrap designated broker-dealer (typically the wrap or UMA sponsor's designated broker-dealer). We do not permit our fixed income or quantitative clients to direct the use of a particular broker dealer for their accounts. However, we permit our non-wrap equity clients to direct the use of a particular broker-dealer for U.S. equity trades in their account subject to our ability to obtain best execution. Any such instructions should be in writing. We might also accommodate arrangements certain clients have with brokers under which the clients recapture a portion of the commissions paid to such brokers.

We will seek on a best efforts basis to meet the client directed brokerage target rates, subject to our duty to seek best execution with respect to all trading activity. We typically limit the percentage of commissions that can be subject to client direction by investment strategy. The percentage of directed brokerage trades is calculated based on total U.S. dollar denominated commissions generated by each directed brokerage client where the broker-dealer is not committing capital to facilitate the trade ("non-risk commissions"). In designating the use of a particular broker, dealer or other person, the client must understand:

- All brokerage transactions, including directed brokerage transactions, are subject to best execution. As such, while we will use our best efforts to honor a Client's Directed Brokerage Arrangement, we might not be able to satisfy a Client's Directed Brokerage Arrangement due to our obligation to seek best execution;
- A Client Directed Brokerage Arrangement can result in the client paying higher commissions than other clients that do not have Client Directed Brokerage Arrangements;
- The client, and not Jennison, is responsible for negotiating commission rates and other terms with any client-selected broker dealer(s);
- A Client Directed Brokerage Arrangement can result in the client trading after other clients' aggregated orders, and that the client might receive execution at higher or lower prices than Jennison's other clients that do not have Directed Brokerage Arrangements;
- Clients should evaluate the relative costs, advantages and disadvantages to them of directed brokerage when considering whether or not to direct us to use one or more specific brokers. As a result of any such cost or expense differences, performance of accounts subject to directed brokerage could differ from other accounts within the same investment strategy.
- ERISA accounts might be subject to additional requirements and restrictions with respect to directed brokerage.

## Cross Trading

Subject to applicable law and rules and in accordance with our policies and procedures, from time to time we effect cross transactions between client accounts. We do not receive additional compensation in connection with such cross transactions.

## Trade Aggregation and Allocation Policies

Our trade aggregation and allocation policies and procedures are intended to produce fairness over time but might not produce mathematical precision in the allocation of individual purchases and sales of securities because of the transaction costs that might be incurred to do so. Our policies and procedures are also intended to be consistent with our duty to seek the best reasonably available price based on the facts and circumstances at the time of execution, i.e., "best execution" for all accounts under our management.

### Aggregation of Trades

Our general practice is to aggregate orders for multiple client accounts participating in the order as a single bunched order where appropriate to obtain best execution. A conflict of interest exists when we aggregate orders, of favoring certain clients (such as affiliated clients, large clients and those in which we have some other interest) over other clients. In order to mitigate this conflict, we have adopted policies and procedures that require: (1) all accounts that participate in the same order receive the same average price and same commission rate on the transaction; (2) we maintain documentation specifying each account or strategy that is participating in the order and its allocation prior to the entry of the order (pre-allocation statement); and (3) allocation of a fully executed order in accordance with the pre-allocation statement or if a partially executed order, on a pro-rata basis. Any exceptions to these procedures must be documented as further described below under Trade Allocation.

Certain clients could be subject to restrictions that prohibit the use of one or more broker dealers. Accordingly, these restrictions could prevent a client's account from being aggregated with other clients' orders. If a client's account cannot be aggregated with other clients' orders, we might place the order for the client with the restriction with a different broker dealer and at a different time than the aggregated order which will likely result in the orders being executed at different prices.

### Trade Allocation for Equity Accounts

Generally, we allocate orders to purchase and sell securities on behalf of clients' accounts pro-rata based on size of the eligible clients' accounts in the same strategy that are participating in the order by the portfolio manager. Orders that are not allocated pro-rata based on size of participating accounts require either a description of the allocation methodology being used or the order falls within one of the exemptions set forth in our policy. The conditions under which a portfolio manager could deviate from allocating pro-rata, based on the size of the account, that do not require documentation include, but is not limited to, the following circumstances: de minimis allocations, accounts with cash flows, investment guidelines or restrictions, account rebalancing or true up and other account specific factors. Order allocation is not based on account performance, fee structure, or any proprietary interest that we or our affiliates might have in an account. Traders who select brokers to execute clients' orders are

required to then allocate such orders after they have been executed in accordance with the pre-allocation instructions.

Conflicts in the allocation of investments can arise when orders are not filled or when we were not able to purchase the investment in sufficient quantity for all participating accounts, such as in the purchase of an IPO. In order to mitigate the conflict of favoring one account over another in the allocation of limited investment opportunities, we have adopted allocation policies specific to IPOs.

### Initial Public Offerings (Equity)

The IPO allocation policy is intended to provide that over time, IPOs are allocated in a fair manner to all eligible accounts and across all of our eligible equity investment strategies. The Portfolio Manager for a given account or strategy makes a decision to participate in an IPO. We allocate IPO shares pro rata to each participating account unless an exception is approved in accordance with our policies and procedures.

### Trade Allocation for Fixed Income Accounts

Our policy with respect to trade allocation is to treat all client accounts fairly and equitably over time. Allocations of fixed income securities can be made on an account-by-account basis based upon predetermined criteria in lieu of designating a pre-order allocation for each trade. Predetermined criteria can include duration, cash flows, credit quality, de minimus meaningful weights, account guidelines, account specific factors and liquidity. Fixed income traders consolidate simultaneous orders for the same security and execute them as block trades. Account allocations are not always pro rata and are documented according to our policies. Allocation decisions are independent of account performance, fee structure, or proprietary interests.

### New Fixed Income Issuances

The new fixed income issuance allocation policy is intended to provide that over time, new fixed income issuances are allocated in a fair manner to all eligible accounts and across all of our eligible fixed income investment strategies. The Portfolio Manager for a given account or strategy makes a decision to participate in a new fixed income issuance. Any deviations from pro rata allocation are consistent with the factors identified above and are documented in accordance with our policies and procedures.

## Trade and Operational Error Correction

We maintain a Trade and Operational Error Policy that provides that errors governed by the policy are corrected as soon as reasonably practicable in a fair and reasonable manner. When we calculate the financial impact of an error, we seek to provide a remedy that is fair to our clients so that our clients are reimbursed when a loss occurs but do not receive undue performance gain or windfall. We notify clients of trade or operational processing errors in accordance with the policy and the methodology used to calculate the impact of the trade or operational processing error, as well as the resolution.

To avoid potential errors in client accounts, our policy permits trades, where appropriate, to be cancelled or modified prior to settlement. In addition, our policy provides that a transaction in one

client's account might be avoided through reallocation, prior to settlement, to another client's account, subject to certain conditions. A copy of our Trade and Operational Error Policy is available upon request.

At our discretion, we might reimburse certain clients for mistakes that are not deemed errors.

## Other Matters Related to Account Transactions

### Trading Ahead of Cash Settlement

We are not required to invest cash flows in client accounts prior to confirmation that the cash has been received by the client's custodian. We can, in our discretion and at the request of our clients, choose to invest cash prior to such settlement so long as the client provides adequate assurances that the cash will be received by its custodian prior to the settlement date for the investment. Any losses or other costs incurred as a result of the failure to deliver cash by the date specified in our client's instruction will be the responsibility of the client.

### Settlement Period

From time to time we look to shorten the settlement of our trades in order to meet the demands of client cash flows. Additionally, for non-U.S. trading we can extend or shorten the settlements for certain markets in order to effectively manage cash. Also, certain types of transactions (e.g., private offerings or restricted securities) have settlement periods that are longer than those of exchange traded transactions.

### Master Trading Agreements

Certain investment strategies that we manage utilize derivatives such as swaps, futures, and options, or forward settling transactions such as agency mortgage-backed securities. These types of transactions typically require the negotiation of an agreement with one or more counterparties (for example, ISDA master agreements, customer agreements with futures commission merchants, or Master Securities Forward Transaction Agreements (collectively, "Master Agreements")).

Counterparties to Master Agreements generally require credit approval and the satisfaction of other due diligence requirements prior to executing a new agreement or adding a new account to an existing Master Agreement. This can be a lengthy approval process that typically does not begin until a client's investment management agreement is signed and delivered to the counterparty. Clients might receive requests for information for the counterparties. Any failure to provide the requested information in a timely manner can result in a delay in the launch of client accounts or delay in the ability to transact in such instruments for the account.

# Item 13 - Review of Accounts

## Periodic Review of Client Accounts by the Investment Teams

### Asset Management Accounts in General

We have a team approach to portfolio management, although each portfolio manager has individual accountability for the accounts under his or her supervision.

Each strategy group meets regularly to discuss such topics as the results of trading, the performance of client accounts and new or ongoing issues. Our investment team heads have responsibility for reviewing analytics on a regular basis and providing oversight of their investment teams.

### Pooled Vehicles

Some of our assets under management are held in U.S. registered mutual funds, collective investment trusts and other managed investment funds that we subadvise. In these subadvised accounts, we and the investment portfolios we manage are subject to the oversight of the investment manager for the account, in addition to oversight by the boards of directors, plan trustees or investment committees of each account, as applicable.

## Additional Ongoing Review of Accounts

Control functions such as our compliance team also review and monitor that our trading processes follow our policies and procedures. The control functions report results of these analyses to senior management in the Legal, Compliance and Risk teams. Other functions such as product management also review and assess information regarding accounts. Some examples of these independent reviews include:

- daily compliance review of accounts to assess consistency with guideline restrictions;
- periodic review of trading to examine allocation, trade errors, and timing of placements of orders; and
- periodic review by the appropriate groups of individuals charged with oversight responsibility for our investment management, trading and related activities. These groups of individuals are identified below.

The groups of individuals (which can be constituted as committees, councils, or advisory groups) charged with oversight responsibility as mentioned above include our:

- trade management oversight councils;
- pricing committee;
- proxy committee;
- performance council;
- operations council;
- risk council; and
- compliance council.

## Reports to Clients

We offer written reports to our clients regarding their accounts. Our written reports that we offer to clients generally include the following:

### Equity Separate Account Clients

Monthly:
(1) Statement and Appraisal of Assets
(2) Statement of Activity
(3) Summary of Security Transactions
(4) Statement of Performance Evaluation
(5) Portfolio & Benchmark Characteristics
(6) Portfolio Attribution
(7) Commission Analysis

### Fixed Income Separate Account Clients

Monthly:
(1) Statement and Appraisal of Assets
(2) Statement of Activity
(3) Cross Section Analysis (Accounts that do not trade futures only)
(4) Analysis of Bond Transactions
(5) Collateral Movements
(6) Statement of Performance Evaluation
(7) Statement of Realized Gains and/or Losses

Additionally, we offer commentaries in which our investment professionals discuss the general performance of the strategy during the preceding quarter to all discretionary account clients. The commentaries describe economic and market conditions that might have influenced performance, as well as other factors, such as particular industry, sector, security or other weightings.

We understand that our clients can have varying requirements to complete their due diligence and ongoing monitoring programs, and we work with our clients to provide the necessary information and reporting.

### Wrap Program Clients

Clients in wrap fee or managed account programs (including Dual Contract accounts) receive reports from the sponsor or financial intermediary. Jennison provides reporting to the program sponsors and will, upon request, provide reports to a client's financial intermediary.

# Item 14 - Client Referrals and Other Compensation

## Client Referrals

From time to time, we have arrangements where we compensate, either directly or indirectly, affiliated and/or unaffiliated parties for client referrals. The manner and amount of compensation would typically be negotiated on a case-by-case basis, in compliance with legal requirements. To the extent required by law, we will enter into a written agreement with such solicitors.

We have an agreement with a third-party solicitor based in the U.S. to introduce prospective investors to our global healthcare hedge funds and to provide client service to such investors. Under this agreement, we pay the solicitor a referral fee based upon a percentage of the manager's compensation we receive from clients introduced by the solicitor.

## Other Compensation

Other than research and brokerage-related services described in Item 12 under the caption "Soft Dollar Benefits," we do not receive economic benefits from anyone who is not a client in connection with the advisory services we provide to our clients.

## Item 15 - Custody

We do not take physical custody of the assets of our clients, and if we were to receive such assets inadvertently, they would be returned or redirected in accordance with regulatory requirements. Client assets are typically held in custodial accounts with banks, broker-dealers or other qualified custodians typically retained by our clients under arrangements negotiated by them.

Although we do not have possession of client assets, under SEC rules we are deemed to have custody of client assets when we or one of our affiliates act as a general partner of a limited partnership, managing member of a limited liability company or comparable position for a pooled vehicle or trustee of a trust that we manage. Additionally, we are deemed to have custody when our clients permit us or an affiliate to deduct our management fees directly from their custodial accounts.

Our clients for which we are deemed to have custody generally will receive account statements from their custodians no less frequently than quarterly and should carefully review those statements. Where our fees are deducted from the client's custodial account, the statements will show those deductions. As described in Item 13 above under "Review of Accounts: Reports to Clients," we also generally provide reports to our clients. Some of the types of information we provide in those reports are comparable to information in the account statements clients receive from their custodians. Our statements can vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities or sources of market data. We urge our clients to compare the account statements they receive from their qualified custodians with those statements that they receive from us.

Private funds managed by Jennison are subject to an annual independent audit, and the audited financial statements must be distributed to investors within 120 days of the end of the funds' fiscal year.

A client's custody agreement with its custodian might contain authorizations with respect to the transfer of client funds or securities broader than those in the client's written investment management agreement with Jennison. In these circumstances, Jennison's authority is limited to the authority set forth in the client's written investment management agreement with Jennison regardless of any broader authorization in the client's custody agreement with its custodian. The custodian's monitoring, if any, of the client's account is governed by the client's relationship with its custodian.

## Item 16 - Investment Discretion

We typically have the discretionary authority to purchase and sell assets for client accounts. For most of our clients, this authority is granted pursuant to a written investment management or similar agreement between the client and us. For clients in wrap fee programs, clients enter into wrap fee account agreements with the sponsor that contain a power of attorney appointing us to manage the client's wrap fee account in the selected strategy. Clients in dual contract wrap fee programs enter into investment management agreements directly with us to grant us authority to manage their account in the selected strategy.

Our discretionary authority to manage client accounts is in all cases subject to the specific objectives, guidelines and limitations set forth in the investment management agreement, separate agreement or other written instruction by an authorized party.

Investment guidelines generally set forth the universe of eligible investments and issuers. As noted in Item 4, guidelines can also contain restrictions or limitations such as the following:

- a list of prohibited issuers or types of issuers;
- percentage limitations regarding the investment in certain issuers, groups of issuers, sector or instruments or types of investments;
- percentage limitations regarding deviation from the holdings of the account's benchmark;
- specifications regarding the credit quality of holdings for the account;
- limitations on the use of derivatives; or
- percent limitations on foreign securities.

Additionally, some clients impose certain investment limitations on purchasing securities of companies that engage in certain types of businesses (for example, prohibit investment in tobacco or cannabis companies). If the client has not provided a list of prohibited securities, we rely on the list provided by a third-party vendor. These vendors provide the information "as is" and we cannot guarantee the accuracy of such information. We are not responsible for incomplete or inaccurate data.

Certain clients are subject to additional investment, diversification and other limitations imposed by applicable law, including the Employee Retirement Income Security Act of 1974 (ERISA), the Investment Company Act of 1940, the Internal Revenue Code, other local or state laws or UCITS.

Some clients impose limitations or restrictions on the receipt of unrelated business taxable income or U.S. effectively connected income. The clients should be aware that certain publicly traded investments are structured in a manner that could result in the allocation of income that could be treated as unrelated business taxable income ("UBTI") if the security is held by tax exempt entities, such as corporate pension plans, foundations or endowments, or treated as effectively connected income ("ECI") to non-U.S. clients. Although we seek to identify and avoid such investments for these clients, due to the difficulty in identifying these securities and the reliance on third-party vendor information that can be inaccurate or incomplete, we cannot guarantee that a client will not receive UBTI or ECI.

Client-imposed investment restrictions limit our freedom of action with respect to an account, and, as a result, the performance for accounts for which such investment restrictions are imposed will differ from, and could be worse than, the performance of accounts within the same strategy that lack such restrictions. Client accounts in which client-imposed investment restrictions are believed to have a potentially material impact on the implementation of the strategy are, based on Jennison's judgment, excluded from the strategy's performance composite.

Clients should also understand that in order for Jennison to fully exercise our discretionary investment management authority, Jennison asks clients to execute and deliver any and all agreements, instruments, contracts, bond powers, stock power, transfer instructions, receipts, waivers, consents and other documents, provide any and all information and perform any and all such acts, as Jennison might deem necessary or reasonably desirable (collectively, "Necessary Actions"). If a client fails to any extent to perform any Necessary Action, Jennison might be unable to fully exercise its discretionary investment management authority and, consequently, the performance of the client's portfolio might differ from the performance of similarly managed portfolios of Jennison with respect to which all Necessary Actions have been fully performed.

# Item 17 - Voting Client Securities

## In General

We accept the authority to vote proxies on securities held in our clients' accounts when our clients wish to provide us with this authority. Our investment management agreements with our clients will generally specify whether or not we have the authority to vote proxies on their behalf. Typically, where we have the authority to vote proxies, we vote in accordance with our proxy voting policy and procedures as further described below.

## Our Proxy Voting Policy and Procedures

Our policy is to vote proxies in the best long-term economic interests of our clients without regard to our interests or the interests of our affiliates. In the case of pooled accounts, our policy is to vote proxies in the best long-term economic interest of the pooled account. We recognize that ballot issues, including environmental and social matters, can vary significantly depending on a company's industry operations and geographic footprint. We will consider relevant factors in a manner consistent with our fiduciary duties and our objective of maximizing long-term shareholder value. We will not consider our own interests, or those of any affiliates, when voting proxies.

Our proxy voting guidelines contain detailed voting guidelines on a wide variety of issues commonly voted upon by shareholders. These guidelines reflect our judgment of how to further the best long-term economic interest of our clients (i.e. the mutual interest of clients in seeing the appreciation in value of a common investment over time) through the shareholder voting process. Our guidelines for some ballot issues recommend deciding on a case-by-case basis. Additionally, from time to time, our investment professionals can, after considering their responsibilities under this policy, vote differently from our guideline recommendation for a particular situation. Such overrides of guideline recommendations are reviewed quarterly by our Proxy Voting Committee.

Our Proxy Voting Committee includes representatives from our operations, risk, legal compliance, and sustainability areas. This committee is responsible for interpreting our proxy voting policy as well as reviewing potential conflicts of interest and annually assessing the policy's effectiveness. The committee seeks to address any issues that might come up in the proxy voting process. Any proxy vote that represents a potential material conflict is reviewed by our Proxy Voting Committee. The committee also reviews the performance of our proxy voting vendor annually to determine if we should retain their services.

We use the services of third-party vendors that provide proxy voting research and or voting administrative services, which include the receipt of and tracking of ballots, the implementation of our proxy voting guidelines, acceptance and recording of our vote instructions, recordkeeping and reporting. We typically rely on the issuer or our clients' custodians to forward any materials regarding shareholder meetings to our vendor and we do not always receive all ballots in advance of voting deadlines. When ballots are received in a timely fashion, we strive to meet our voting obligations within industry standards. However, we cannot guarantee that every proxy will be voted prior to its deadline.

With respect to international holdings, in addition to the principles outlined above, we take into account additional restrictions in some countries that might impair our ability to trade those securities or have other potentially adverse economic consequences. For example, we do not typically vote foreign proxies for meetings where routine matters are considered if shares must be restricted from trading in order to vote at the meeting. We generally vote foreign securities on a best efforts basis if we determine that voting is in the best economic interest of our clients.

From time to time, clients could deposit securities that are not actively researched by our fundamental equity research analysts into the accounts that we manage. Additionally, other accounts could be invested in securities that are selected through our quantitative investment process. In voting proxies for these securities, for issues where we have established a proxy voting guideline, we will vote in accordance with our proxy voting guideline recommendation. Additionally, in those circumstances where no specific guidelines exist, Jennison will consider the recommendations of the proxy voting vendor.

Jennison's proxy voting policy and procedures and proxy voting records are publicly available on our website. Clients can obtain a copy of our proxy voting policy, guidelines and procedures, as well as the proxy voting records for that client's securities, by contacting the client service representative responsible for the client's account.

### Note with Respect to the Voting of Securities on Loan

Jennison might be unable to vote proxies when the underlying securities have been lent out pursuant to a client's securities lending program. Jennison does not know when securities are on loan and are therefore not available to be voted. In rare circumstances, our investment professionals could ask our Proxy Team to work with the client's custodian to recall the shares so that Jennison can vote. Efforts to recall loaned securities are not always effective since such requests must be submitted prior to the record date for the upcoming proxy vote; therefore, voting shares on loan is on a best efforts basis. In determining whether to call back securities that are out on loan, the investment professional will consider whether the benefit to the client in voting the matter outweighs the benefit to the client in keeping the security out on loan.

### Client Direction of Voting

Although most of our clients for whom we vote proxies authorize us to vote in accordance with our proxy voting policy, a client might request that we vote its proxies in accordance with a different policy. We try to accommodate such requests where appropriate. Where we have accepted client specified proxy voting guidelines, if the client guidelines do not address a proposal, we will vote in accordance with our proxy guidelines and procedures. In addition, a client might direct us to vote its securities in a particular way on a particular proposal and we will seek to do so, if appropriate, assuming timely receipt of the instruction. A third-party proxy voting vendor is responsible for operational implementation of client directed guidelines.

### Custom Guidelines

For certain investment products or vehicles that are developed and managed by Jennison that seek to follow certain religious values or sustainability objectives, Jennison adopts custom guidelines that are

aligned with the particular Jennison Investment Product. Certain Jennison Custom Guidelines are provided by a third-party proxy vendor. Prior to the adoption of Jennison Custom Guidelines for Jennison Investment Products, the Proxy Committee will review the custom guidelines. The Proxy Team will review the proxy voting records of the Jennison Investment Products that utilize the Jennison Custom Guidelines on a quarterly basis and provide reporting to the Proxy Committee.

## Conflicts of Interest in the Voting Process

Occasionally, a conflict of interest can arise in connection with proxy voting. Examples include:

- Management of a client solicits proxies, voting against management could affect Jennison's relationship with the client
- A Jennison employee has a personal or familial relationship with an issuer's management that could influence the voting decision
- An Investment Professional holds a personal position in an issuer's security for which Jennison has a material investment and proxy voting responsibility.

Material conflicts must be reviewed and approved, in accordance with our proxy voting policy and procedures, by the investment professional's supervisor and the Proxy Voting Committee.

## Accounts for Which We Do Not Vote Securities

Some of our clients elect to retain voting authority for themselves. Those clients receive proxies and other solicitation materials from their custodians, and if we receive these materials for the account of such a client, we will forward them to the client's custodian. If a client has a question about a particular solicitation, the client can contact its client service representative and we will try to address the client's question.

## Class Actions and Corporate Actions

In addition to voting rights with respect to securities held in our clients' portfolios, there could be other rights associated with those securities, including the right or opportunity to participate in class action settlements and corporate actions.

With respect to class actions, we generally do not have responsibility, aside from affiliated accounts, for filing claims on behalf of our clients. Most clients have their custodians or other service providers handle notices of claim or can handle such notices themselves.

In the instances where we have accepted responsibility to file notices of claims for class action lawsuits relating to securities held, or formerly held, in their portfolios while managed by us, we have retained the services of a third-party provider. The service provider will charge a fixed percentage of any amounts recovered. Utilizing data provided by us, our service provider will seek and use its best efforts to file such notices in all class action lawsuits in which the client is eligible to participate. In so doing, we will not inquire into the particular circumstances of any client. As a result, we will not seek to determine on an individual basis whether facts and circumstances relevant to that client would suggest that non-participation in the class action is appropriate or more advantageous to that client. For example, a client on whose behalf a notice of claim is filed can, as a result of having joined the

class, waive or relinquish other claims that it might have against the target of the class action. The client might also have an interest or position with respect to the nature of the class action claim that is adverse to that of the class of plaintiffs. We would generally not be aware of those circumstances. Had the client elected to handle class action lawsuits for itself, it might have determined not to file the notice of claim in such a class action.

Unlike the U.S. class action process, investors are generally required to join non-U.S. actions as named plaintiffs or to "opt-in" at commencement of the lawsuit. This "opt-in" process usually requires an affirmative decision to join the lawsuit at an early stage in order to participate in any subsequent recovery of proceeds. The investor is also usually required to enter into one or more legal contracts for retention of counsel, funding arrangements and limitations of liability. We do not provide any legal advice or analysis, so we generally do not handle non-U.S. class actions for our clients. In addition, we generally do not act on behalf of our unaffiliated clients as a lead plaintiff in a class action lawsuit or as a plaintiff in any potential direct action.

We do not provide any legal advice or services in connection with class actions or bankruptcies.

With respect to corporate actions (such as an issuer's merger, tender offer, dividend distribution, etc.), we participate on behalf of clients who authorize us to do so, taking such action as we deem to be in the best interest of the clients' accounts and consistent with the investment strategy and objectives.

## Item 18 - Financial Information

We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to our clients.

For clients and prospective clients subject to ERISA:

This brochure is being provided for informational purposes. In providing this brochure, Jennison (i) is not acting as your fiduciary as defined by the U.S. Department of Labor (DOL) and is not giving advice in a fiduciary capacity and (ii) is not undertaking to provide impartial investment advice as Jennison will receive compensation for its investment management services.