FRANKLIN TEMPLETON
Private Portfolio Group

Form ADV Disclosure Brochure

December 5, 2025

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This brochure is a Form ADV disclosure document of Franklin Templeton Private Portfolio Group, LLC ("FTPPG") and the following affiliated subadvisers of FTPPG (each, a "Subadviser" and collectively, the "Subadvisers"):

ClearBridge Investments, LLC ("ClearBridge")

ClearBridge Investment Management Limited ("CIML")*

ClearBridge Investments (North America) Pty Limited ("CINA")

Franklin Advisers, Inc. ("FAV")

Franklin Mutual Advisers, LLC ("FMA")

Franklin Templeton Institutional, LLC ("FTILLC")

Franklin Templeton Investment Management Limited ("FTIML")

Franklin Templeton Investments Corp. ("FTIC")

O'Shaughnessy Asset Management, LLC ("OSAM")**

Putnam Investment Management, LLC ("Putnam")

Royce & Associates, LP ("Royce")***

Templeton Asset Management Ltd. ("TAML")

Templeton Global Advisors Limited ("TGAL")

Templeton Investment Counsel, LLC ("TICLLC")

Western Asset Management Company, LLC ("Western Asset")

*Replaced Martin Currie Inc. as a Subadviser to FTPPG effective September 30, 2025.

**Franklin Managed Options Strategies, LLC will become a part of O'Shaughnessy Asset Management effective December 31, 2025. References to OSAM will describe OSAM's services as a Subadviser to FTPPG and may not be accurate for other OSAM offerings.

***Royce primarily conducts business using the name "Royce Investment Partners."

FAV, FMA, FTILLC, FTIML, FTIC, TAML, TGAL and TICLLC are sometimes referred to in this brochure individually as a "Franklin Investment Adviser" and collectively as the "Franklin Investment Advisers".

FTPPG and the Subadvisers are all direct or indirect wholly-owned or majority-owned subsidiaries of Franklin Resources, Inc. ("Franklin Resources"). FTPPG and certain of the Subadvisers became part of the Franklin Resources organization in connection with Franklin Resources' acquisition of Legg Mason, Inc. ("Legg Mason") in a transaction that closed on July 31, 2020. Putnam became part of the Franklin Resources organization on January 1, 2024, in connection with the acquisition of Putnam U.S. Holdings I, LLC by a subsidiary of Franklin Resources.

This brochure is for clients that select, or are considering selecting, investment management portfolios and strategies that FTPPG, together with its Subadvisers, makes available in investment programs sponsored by certain unaffiliated financial firms ("Sponsor Firms"). This brochure is also for entity clients that are affiliated managers of FTPPG who wish to utilize the investment management portfolios described herein in providing investment advisory services to such entities' own clients. This brochure provides information about the qualifications and business practices of FTPPG and its Subadvisers. It also provides information about the investment management portfolios and strategies for which the Subadvisers provide investment subadvisory services to FTPPG.

This brochure provides information about the qualifications and business practices of Franklin Templeton Private Portfolio Group, LLC and its Subadvisers: ClearBridge Investments, LLC, ClearBridge Investment Management Limited, ClearBridge Investments (North America) Pty Limited, Franklin Advisers, Inc., Franklin Mutual Advisers, LLC, Franklin Templeton Institutional, LLC, Franklin Templeton Investment Management Limited, Franklin Templeton Investments Corp., O'Shaughnessy Asset Management, LLC, Putnam Investment Management, LLC, Royce & Associates, LP, Templeton Asset Management Ltd., Templeton Global Advisors Limited, Templeton Investment Counsel, LLC, and Western Asset Management Company, LLC. If you have questions about the contents of this brochure, please contact us at (212) 805-2000. The information in this brochure has not been approved or verified by the U.S. Securities and Exchange Commission ("SEC") or by any state securities authority.

Additional information about Franklin Templeton Private Portfolio Group, LLC and each Subadviser is available on the SEC's website at www.adviserinfo.sec.gov. Investment adviser registration does not imply a certain level of skill or training.

Item 2
MATERIAL CHANGES

While not deemed material, this brochure reflects the following significant updates since its last annual update (December 6, 2024):

- Items 5, 7 and 8 of the brochure were updated to reflect certain strategy additions, removals and name changes as follows:

  Additions
  - Franklin Small-Mid Cap Growth
  - Franklin Templeton U.S. Core Equity Direct Implementation Portfolios
  - Franklin Templeton Custom Asset Allocation Models
  - Franklin Core
  - Franklin Core Plus
  - Franklin Templeton Multi-Manager Dynamic Income ETF Models
  - Franklin Mutual Small-Mid Cap Value
  - Royce Smaller-Companies Growth
  - Royce SMid-Cap Total Return
  - Western Asset Tax Aware Bond Ladders

  Removals
  - Franklin Concentrated Core
  - Franklin Core Multi-Manager Index Series Models
  - Franklin Templeton Core Allocation ETF models
  - Franklin Templeton Core Allocation Hybrid Models
  - Franklin Templeton Multi-Manager HNW ESG Equity
  - Martin Currie Sustainable International Equity
  - Western Asset Municipal ESG Ladders
  - Western Asset Flexible Maturity Ladders
  - Franklin Templeton – Global Balanced ESG and Franklin Templeton – Global Balanced ESG with Munis (MDA portfolios)

  Name Changes
  - Franklin Templeton Dynamic Core Allocation Models (Global Fixed Income Model Co-Managed with FTIC) changed to Franklin Templeton Dynamic Core Models

- Franklin Templeton Dynamic Core Allocation with Liquid Alternative Models changed to Franklin Templeton Dynamic Core with Liquid Alternative Models
- Franklin Templeton Core Multi-Manager changed to Franklin Templeton Core Multi-Manager ESG Models
- Franklin Templeton Multi-Manager Hybrid Models changed to Franklin Templeton Core Multi-Manager Models
- Franklin Templeton Multi-Manager Mutual Fund Models changed to Franklin Templeton Core Multi-Manager Mutual Fund Models
- Martin Currie Emerging Markets changed to Clearbridge Emerging Markets
- Putnam International Durable Equity (ADR Only) changed to Putnam International ADR
- Franklin Templeton Multi-Manager HNW Portfolios changed to Franklin Templeton Mutli-Manager HNW Models
- Franklin MOST Risk Managed Equity Option Strategy changed to OSAM Canvas Risk Managed Equity Option Strategy
- Franklin MOST Managed Call Selling Option Strategy changed to OSAM Canvas Managed Call Selling Option Strategy

- Items 5 and 7 of the brochure were also updated to reflect changes in fee rates and minimums with respect to certain investment strategies.

- In Item 8, the strategy description of Franklin Templeton Mutli-Manager HNW Models was updated to allow for allocation to liquid and semi-liquid alternative investments and the strategy description of Western Asset Municipal Bond Ladders was updated to reflect the addition of new ladders and the ability to customize the ladders to incorporate additional taxable securities.

- In Items 7 and 8 of the brochure, with respect to the Western Asset Municipal Bond Ladders portfolios that are known by different strategy names in Passport Series SMA and Momentum Pathways UMA Programs sponsored by Hilltop Securities, Inc., the following updates were made: HTSPM Intermediate Municipal Ladder now refers to Western Asset Municipal Bond Ladders (1-17 Year); and HTSPM Flexible Maturity Strategy now refers Western Asset Municipal Bond Ladders (Flexible Maturity).

- The individual discussions of Performance-Based Fees and Side-by-Side Management of FTPPG and its subadvisers in Item 6 of the brochure were consolidated into one common discussion due to significant and substantial similarities in the policies and practices across all sixteen advisers.

- Item 11 of the brochure was updated by Western Asset to reflect its adoption of Franklin Templeton's Code of Ethics.

- In Item 12, Franklin Advisers, Inc., Putnam Investment Management, LLC and Royce & Associates, LP made certain enhancements and clarifications in their respective disclosures regarding their respective brokerage and trade communication practices.

- Various Items of the brochure were updated to reflect that (1) Franklin Managed Options Strategies, LLC will become a part of O'Shaughnessy Asset Management, LLC effective December 31, 2025 and (2) ClearBridge Investment Managed Limited ("CIML") replaced Martin Currie Inc. ("MC Inc.") as a subadviser to FTPPG effective September 30,

2025, following MC Inc.'s operational integration with ClearBridge Investments LLC, another subadviser to FTPPG ("ClearBridge").

- CIML's discussion of proxy voting policy and process in Item 17 of the brochure was updated to reflect CIML moving onto ClearBridge's proxy voting policies and procedures following CIML's operational integration with ClearBridge.

- Appendix A (Explanation of Certain Investment Risks) was updated to add a discussion of the Illiquidity of Underlying Funds Risk relevant to one of the newly added strategies in the brochure.

In addition, Item 9 of the brochure was updated to include certain material disciplinary information relating to Western Asset Management Company, LLC ("Western Asset") pertaining to regulatory investigations surrounding certain past trade allocations involving treasury derivatives and certain related legal proceedings involving Mr. Kenneth Leech, the former co-chief investment officer of Western Asset.

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Item 4
ADVISORY BUSINESS

A Note about Terminology. In their disclosures in Item 4 and other sections of this brochure, a Subadviser may sometimes refer to: (i) "Sponsor Firms" as "SMA Sponsors" or "Sponsors" (ii) Sponsor Firm investment programs as "SMA Programs"; (iii) the Sponsor Firm for a Non-Discretionary Model Program (defined below) as a "UMA Sponsor"; and (iv) the model investment portfolios that it provides under Discretionary Model Programs (defined below) and under Non-Discretionary Model Programs as "Model Portfolios."

A. Ownership Structure

FTPPG and the Subadvisers are all direct or indirect wholly-owned or majority-owned subsidiaries of Franklin Resources, Inc. ('Franklin Resources"). FTPPG and certain of the Subadvisers became part of the Franklin Resources organization in connection with Franklin Resources' acquisition of Legg Mason, Inc. ("Legg Mason") in a transaction that closed on July 31, 2020. Putnam became part of the Franklin Resources organization on January 1, 2024, in connection with the acquisition of Putnam U.S. Holdings I, LLC by a subsidiary of Franklin Resources.

B. FTPPG

Firm Description. FTPPG has provided separate account investment advisory services since April 2007. Before April 2007, the business now conducted by FTPPG was conducted by certain other Legg Mason subsidiaries and, prior to December 2005, by certain Citigroup Inc. affiliates. FTPPG, Legg Mason and Franklin Resources are not affiliated with Citigroup Inc.

Types of Advisory Services. FTPPG, together with the Subadvisers, provides investment advisory services primarily in investment programs offered or sponsored by Sponsor Firms. The investment advisory services FTPPG and the Subadvisers provide differ depending on the type of Sponsor Firm investment program in which a client participates.

- **FTPPG-Implemented Programs**. In these programs, FTPPG has investment discretion and responsibility for implementing Subadviser investment advice to client accounts. FTPPG delegates its investment discretion to the Subadviser(s) for the investment management portfolio selected for the client's account. FTPPG may also delegate its responsibility to implement investment advice for client accounts to such Subadviser(s).

- **Discretionary Model Programs**. In these programs, FTPPG has investment discretion, which it delegates to the applicable Subadviser(s), but not responsibility for implementing investment advice for client accounts. FTPPG forwards Subadviser investment advice to the Sponsor Firm, which agrees to implement the advice for client accounts.

- **Non-Discretionary Model Programs**. In these programs, FTPPG forwards Subadviser investment advice to the Sponsor Firm, which exercises discretion over client accounts and decides whether to implement this investment advice for the Sponsor Firm's client accounts. FTPPG does not have investment discretion or responsibility for implementing investment advice for client accounts and does not have an investment advisory relationship with clients in these programs.

In all types of programs, Subadviser investment advice is consistent with the selected investment management portfolio or strategy.

FTPPG Assets Under Management.* As of September 30, 2025, FTPPG managed approximately $139,884.8 million in assets, including the following:

- approximately $87,428.1 million in assets on a discretionary basis, and

- approximately $52,456.7 million in assets on a non-discretionary basis.

*These numbers are rounded to the nearest 100,000.

Assets managed on a discretionary basis are client assets for which FTPPG provides investment advisory services in FTPPG-Implemented Programs and Discretionary Model Programs. Assets managed on a non-discretionary basis are client assets for which FTPPG provides investment advisory services in Non-Discretionary Model Programs and to certain of its affiliated managers who may utilize investment management portfolios described herein in providing investment advisory services to their own clients. Neither category of managed assets includes client assets for which FTPPG provides investment recommendations on a non-discretionary basis without continuous and regular monitoring of holdings in client portfolios or accounts. The relevant portions of FTPPG's assets under management disclosed herein are also reported by each Subadviser in its Form ADV filings as well as by certain of its other affiliated managers that have retained FTPPG to provide investment sub-advisory services with respect to their clients.

C. ClearBridge

Firm Description. ClearBridge is a leading global equity manager committed to delivering long-term results through authentic active management, as it has for more than 60 years, by offering investment solutions that emphasize differentiated, bottom-up stock selection. Owned by Franklin Resources, ClearBridge operates with investment autonomy from headquarters in New York and offices in Baltimore, Calgary, Edinburgh, Fort Lauderdale, Leeds, London, Melbourne, and Sydney. ClearBridge's active approach combines the market knowledge of long-tenured portfolio managers with the original research of a specialized group of sector and portfolio analysts and the deep diligence of a dedicated risk management team. The firm offers strategies focused on three primary client objectives in its areas of proven expertise: high active share, income solutions and low volatility. As described in more detail below, ClearBridge integrates ESG factors into its fundamental research process across all strategies.

ClearBridge maintains a centralized research group that supports the portfolio management function, as well as portfolio analysts who support specific strategies. ClearBridge performs research on an ongoing basis for the maintenance of existing investments, and to identify new investment opportunities. Its bottom-up, fundamental research[1] targets companies with:

- Differentiated business models
- High sustainable returns
- Strong financial characteristics
- Seasoned management teams

Research materials are shared among ClearBridge's analysts and portfolio managers through a common technology platform, providing simultaneous access to past and current proprietary research as well as aggregated market intelligence from outside sources. Both internally-generated research and externally-generated research are available to ClearBridge's portfolio managers. The sources of information on which internal research may be based include, but are not limited to:

- Meetings with company managements
- Public company filings (10Ks, 10Qs, 8Ks, etc.)
- On-site company visits

[1] Fundamental Research is the analysis of factors that affect a company's underlying value such as revenues, cash flow, supply and demand of the company's products etc., as opposed to technical analysis which involves using historical price and trading data.

- Services such as FactSet, Bloomberg, etc.
- Third-party research

External research may include research from across the spectrum of sell-side financial industry firms, as well as research and expertise from research boutiques and other firms. In addition, depending on the topic, ClearBridge may obtain external research such as proprietary surveys, industry-specific legal advice and other specialized research services from consultants. ClearBridge may also obtain external research from independent research institutes and established think tanks.

ClearBridge's portfolio managers each have their own distinct investment processes and priorities when managing client portfolios, but they all share a fundamental approach to security selection and valuation analysis. The investment teams employ various methods of analysis, which may include charting, cyclical, fundamental, technical and quantitative modeling.

Integration of ESG Factors.[2] One of ClearBridge's hallmarks is its Environmental, Social and Governance approach, which integrates ESG principles, active company engagement and shareholder advocacy across the majority of its investment platform. ClearBridge has a long history of managing ESG mandates. A ClearBridge predecessor firm opened its first ESG account in 1975 and, in 1987, established one of Wall Street's first structured social investment programs. The ESG investment approach has remained consistent in its basic tenets of integrating material, sector specific ESG factors into the research and stock-selection process but has continually evolved and grown. The process of assigning a proprietary ESG rating to a company is a policy for the firm's analysts to measure and track their ESG integration and engagement. ClearBridge offers ESG products for both institutional and individual investors.

ClearBridge sources investment ideas and constructs portfolios by integrating ESG analysis into the fundamental research performed by analysts on ClearBridge's centralized sector analyst team as well as analysts dedicated to specific portfolios. Its analysts and portfolio managers examine the ESG issues relevant to a company's business activities, measure and evaluate their impact on both qualitative and quantitative bases and suggest ways for companies to improve their ESG practices. This integrated approach results in a thorough and detailed evaluation of a company's risks and opportunities related to the specific ESG issues that are relevant to its business.

ClearBridge believes ESG is rapidly evolving into an integral part of the way investors analyze companies. At ClearBridge, ESG is not merely a screen or an overlay; it is part of how the firm conducts fundamental research and it defines how it thinks about companies considered for investment. The firm's clients, whether or not they desire an explicit ESG mandate, all have long-term investment goals. ClearBridge believes companies that plan carefully for what's ahead and operate sustainably in relation to their customers, communities and the environment should have a long-term competitive advantage over their peers. We believe our clients are well-served by investing in such companies.

Analysts and portfolio managers typically use an established proprietary research and engagement process to determine a company's profile on ESG issues. This includes generating an ESG rating, through its ESG ratings system, by assessing ESG factors both quantitatively and qualitatively. This system has four rating levels: AAA, AA, A & B, assigned to companies based on performance on key ESG issues (such as health & safety, gender diversity, climate risk, corporate governance risk and data security), including performance relative to the companies' industry peer set. ESG factors may also include, but are not necessarily limited to, environmentally-friendly product initiatives, labor audits of overseas supply chains and strong corporate governance. The choice of ESG factors for any particular company generally reflects the specific industry. Not every investment is assessed for ESG factors and, when it is, not every ESG factor may be identified or evaluated.

[2] A Note about Terminology: There are many ways to describe strategies for investing consistent with environmental, social and governance best practices. These include "sustainable investing," "socially responsible investing" and more recently "impact investing," among others. The term "ESG" represents the latest stage in the evolution away from merely screening out certain industries or companies.

This overall stock selection process lends itself well to ESG integration, which ensures a more holistic approach to sustainability that measures progress and promotes improvement over time. Analysts rate companies on all three areas - Environmental, Social & Governance - based on how relevant these issues are to their industry, along a codified internal ratings scale. ClearBridge does not employ an exclusionary approach that avoids certain sectors entirely, but rather a continuous evaluation of a company's performance on ESG issues is made over time and relative to its peers. Companies in the coverage universe earn a proprietary ESG rating. ClearBridge also works with companies to improve their ESG performance through direct engagement and proxy voting. The analysts continuously review their ESG ratings and monitor their scoring methodology. Throughout a given year, analysts may upgrade or downgrade their ESG ratings if the analyst believes such action is warranted. Otherwise, the research analysts' ESG ratings will be reviewed formally at least once a year.

Furthermore, ClearBridge regularly engages with companies to drive impact in ESG areas that are material to their businesses. These engagements occur in various ways, including one-on-one meetings with senior management and through active participation in ESG organizations. As a firm, ClearBridge hosts around 1,000 company meetings every year. The firm's high-conviction, concentrated approach to portfolio construction coupled with its large asset base and ESG expertise, puts ClearBridge in a very unique position. Analysts communicate to managements as long-term shareowners on material and relevant ESG matters towards driving change within corporations. Proxy voting is another tool we utilize to signal confidence in the companies we own or suggest the need for a change in policies, disclosures or related business practices. While ClearBridge actively examines and votes proxies in line with a thoughtfully constructed proxy voting guideline, it also focuses on the impact it can have during conversations with Chief Executive Officers and Chief Financial Officers over long periods of time. ClearBridge has found that sometimes just asking the right questions as a large institutional money manager, whether about gender equality, energy efficiency, better board governance or disclosure, can result in positive changes in the mindset and eventually the operations of large public companies. As long-term oriented investors who also happen to be among the largest shareholders of many companies it owns, ClearBridge can get a seat at management's table and emphasize material issues that are of concern to ourselves and clients.

Types of Advisory Services. ClearBridge provides investment advisory services in multiple formats, including institutional and retail separate accounts and mutual funds and other commingled investment vehicles.

This brochure is the applicable ClearBridge Form ADV disclosure document only for the separate account investment advisory services ClearBridge provides as a Subadviser to FTPPG.

ClearBridge Assets Under Management.* As of September 30, 2025, ClearBridge managed approximately $184,809.8 million in assets, including the following:

- approximately $141,544.3 million in assets on a discretionary basis, and
- approximately $43,265.5 million in assets on a non-discretionary basis.

*These numbers are rounded to the nearest 100,000.

Assets managed on a discretionary basis include client assets for which ClearBridge, as Subadviser to FTPPG, provides investment advisory services in FTPPG-Implemented Programs and Discretionary Model Programs. Assets managed on a non-discretionary basis include client assets for which ClearBridge, as Subadviser to FTPPG, provides investment advisory services in Non-Discretionary Model Programs and to certain of its affiliated managers who may utilize investment management portfolios described herein in providing investment advisory services to their own clients. In addition, both categories of managed assets include client assets for which ClearBridge provides investment advisory services other than as a Subadviser to FTPPG, but they do not include assets for which ClearBridge provides investment recommendations on a non-discretionary basis without continuous and regular monitoring of holdings in client portfolios or accounts. ClearBridge's assets under management disclosed herein may include assets that affiliated managers of ClearBridge may

also be reporting in their Form ADV filings due to such affiliated managers and ClearBridge retaining one another from time to time to provide investment sub-advisory services in connection with their respective clients.

D. ClearBridge Investment Management Limited (CIML)

Firm Description. On September 30, 2025, the business and operations of Martin Currie, Inc. ("MC Inc."), a previous sub-adviser to FTPPG, and its affiliate, Martin Currie Investment Management Limited ("MCIM") were integrated with those of ClearBridge, another FTPPG Subadviser. As part of this process, MCIM, the primary operating entity from which Martin Currie provides investment advisory and management services to clients and that employs all investment personnel, replaced MC Inc. as a sub-adviser to FTPPG effective September 30, 2025, and was renamed ClearBridge Investment Management Limited (CIML). CIML is an asset management company with $9.8 billion of assets under management (AUM) for clients worldwide, including financial institutions, pension funds, family offices, government agencies and investment funds. The firm's headquarters are in Edinburgh, Scotland. Martin Currie Inc. was de-registered as an investment adviser with the SEC following the integration with ClearBridge.

CIML is a directly owned subsidiary of Franklin Resources, a global asset management firm headquartered in the USA. The common stock of Franklin Resources is traded on the New York Stock Exchange ("NYSE") under the ticker symbol "BEN," and is included in the Standard & Poor's 500 Index.

CIML is authorized and regulated by the Financial Conduct Authority in the UK and is a registered investment adviser with the SEC in the U.S.

CIML's investment solutions are specifically designed to meet clients' needs. Whether this is matching return objectives, risk tolerance, liability profiles or income requirements, CIML's differentiated suite of risk- adjusted solutions are underpinned by the benefits of active management and integrated ESG analysis. We have distilled and refined our offering into three distinctive strategy types, each defined by their own risk framework and the outcomes they provide to our clients: Growth, Accumulation, or Income.

Significant resources are invested to build a deep understanding of companies. The investment and research structure and processes are designed to deliver high-conviction stock ideas based on bottom-up stock driven, fundamental analysis. There is a distinct structure at CIML, in that investment team members have dual roles as portfolio managers and analysts and every member of the team has specific research responsibilities. This dual role approach is replicated across all of CIML's regional equity investment teams, helping to facilitate the sharing of research ideas, discussing findings from company meetings and reviewing corporate announcements.

Stewardship and ESG

As active equity specialists, CIML builds global, stock-driven portfolios based on bottom-up fundamental research. CIML recognizes that, while analysis of near-term prospects for a company will always be important, the majority of a company's value lies in its ability to generate sustainable long-term returns. Through CIML's environmental, social and governance (ESG) analysis, CIML develops a deeper understanding of the companies it invests in and builds stronger conviction in their ability to outperform over the long term for CIML's clients.

Effective stewardship of capital is at the heart of CIML's client proposition. CIML's commitment to this is evident in how it embeds ESG analysis at every stage of its investment process, which it does through its corporate engagement, and in the responsible management of its own business.

Responsibility for day-to-day stewardship and sustainability analysis lies with those who know the companies best – CIML's portfolio managers and analysts. They consider the material and relevant ESG factors that could impact the ability of the company to generate sustainable returns.

Types of Advisory Services

CIML offers a range of segregated or pooled accounts, each driven by one of three principal strategy types. CIML also offers non-discretionary model portfolio delivery to institutional clients.

This brochure is the applicable CIML Form ADV disclosure document only for the separate account investment advisory services CIML provides as a Subadviser to FTPPG.

CIML Assets Under Management.* As of September 30, 2025, CIML managed approximately $9,892.9 million in assets, including the following:

- approximately $9,239.8 million in assets on a discretionary basis, and
- approximately $653.1 million in assets on a non-discretionary basis.

*These numbers are rounded to the nearest 100,000.

Assets managed on a discretionary basis include client assets for which CIML, as Subadviser to FTPPG, provides investment advisory services in FTPPG-Implemented Programs and Discretionary Model Programs. Assets managed on a non-discretionary basis include client assets for which CIML, as Subadviser to FTPPG, provides investment advisory services in Non-Discretionary Model Programs and to certain of its affiliated managers who may utilize investment management portfolios described herein in providing investment advisory services to their own clients. In addition, both categories of managed assets include client assets for which CIML provides investment advisory services other than as a Subadviser to FTPPG, but they do not include assets for which CIML provides investment recommendations on a non-discretionary basis without continuous and regular monitoring of holdings in client portfolios or accounts. CIML's assets under management disclosed herein may include assets that affiliated managers of CIML may also be reporting in their Form ADV filings due to such affiliated managers and CIML retaining one another from time to time to provide investment sub-advisory services in connection with their respective clients.

E. CINA

Firm Description.

A. Ownership Structure

ClearBridge Investments (North America) Pty Limited ("CINA") was founded in 2009 as a subsidiary of ClearBridge Investments Limited (CIL) which was founded in 2006. CINA is one of two related investment managers that operate out of Australia (collectively, "ClearBridge Australia"). ClearBridge Australia is wholly indirectly owned by Franklin Resources.

ClearBridge Australia is an investment manager that primarily specializes in the rapidly growing and increasingly recognized asset class of global listed infrastructure. This asset class consists of securities of major infrastructure projects and developments, such as airports, gas, electricity, water and roads, which provide essential ongoing services to communities in both developed countries and emerging markets. We are dedicated to identifying and investing in the best listed infrastructure assets, with the goal of delivering strong absolute returns over an investment cycle.

In 2019, ClearBridge Australia and ClearBridge (described above) determined to optimize certain efficiencies by operationally integrating their businesses. This integration now includes the following arrangements:

1) the CEO for ClearBridge is also the CEO for the ClearBridge Australia Boards.
2) a 24/6 trading desk in Sydney and New York with a single order management system.

3) functional reporting from ClearBridge Australia senior leadership into ClearBridge across each of the Investments, Trading, Operations and Technology, Legal, Risk & Compliance, Finance, Marketing, Distribution and Client Service teams.

4) Centralized ClearBridge oversight and management of operational services, including:

   a. Daily cash and stock reconciliations

   b. Broker standard settlement instruction management

   c. Institutional client management fee calculation and invoicing

   d. Corporate action monitoring and processing

   e. Client cash flow transaction processing

   f. Client account setup

   g. Trade data management

   h. Certain additional administrative functions as required.

5) Quarterly portfolio risk management review.

6) Proxy Voting management.

7) Soft commission management.

While each of the entities in ClearBridge Australia and ClearBridge continue to maintain separate corporate, licensing and regulatory registration arrangements, globally, they are recognized as a single brand, "ClearBridge Investments".

This brochure is the applicable CINA Form ADV disclosure document only for the separate account investment advisory services CINA provides as a Subadviser to FTPPG.

CINA Assets Under Management.* As of September 30, 2025, CINA managed approximately $2,228.2 million in assets, including the following:

- approximately $2,187.2 million in assets on a discretionary basis, and
- approximately $41.0 million in assets on a non-discretionary basis.

*These numbers are rounded to the nearest 100,000.

Assets managed on a discretionary basis include client assets for which CINA, as Subadviser to FTPPG, provides investment advisory services in FTPPG-Implemented Programs and Discretionary Model Programs. Assets managed on a non-discretionary basis include client assets for which CINA, as Subadviser to FTPPG, provides investment advisory services in Non-Discretionary Model Programs and to certain of its affiliated managers who may utilize investment management portfolios described herein in providing investment advisory services to their own clients. In addition, both categories of managed assets include client assets for which CINA provides investment advisory services other than as a Subadviser to FTPPG, but they do not include assets for which CINA provides investment recommendations on a non-discretionary basis without continuous and regular monitoring of holdings in client portfolios or accounts. CINA's assets under management disclosed herein may include assets that affiliated managers of CINA may also be reporting in their Form ADV filings due to such affiliated managers and CINA retaining one another from time to time to provide investment sub-advisory services in connection with their respective clients.

F. The Franklin Investment Advisers (FAV, FMA, FTILLC, FTIML, FTIC, TAML, TGAL, and TICLLC)

Franklin Advisers (FAV)

Firm Description. FAV is a California corporation formed on October 31, 1985 and is based in San Mateo, California. FAV is a wholly-owned subsidiary of Franklin Resources. Franklin Resources, through current and predecessor subsidiaries, has been engaged in the investment management and related services business for more than 70 years. Franklin Resources' common stock is traded on the New York Stock Exchange under the ticker symbol "BEN" and is included in the Standard & Poor's 500 Index.

FAV acts as sub-adviser to one or more affiliated registered investment advisers, including, but not limited to, FTPPG with respect to clients and Sponsors in connection with Discretionary Model Programs, Non-Discretionary Model Programs, FTPPG-Implemented Programs and discretionary SMA programs as described below.

In addition to providing investment advisory and portfolio management services as a sub-adviser with respect to clients and Sponsors in connection with SMA Programs, as described above, FAV provides investment advisory and portfolio management services to U.S. Registered Funds (including ETFs) and Non-U.S. Registered Funds, Private Funds, Separate Accounts, certain Sub-Advised Accounts, as well as through model delivery programs and electronic advisory programs. FAV also offers multi-asset class portfolios structured as "Manager-of-Managers" arrangements, where various portions of an Account (a "Sleeve") are managed by underlying managers selected by FAV, who may include FAV, FAV's affiliates or an unaffiliated investment manager ("Underlying Managers"). All or a portion of the assets in a Sleeve may be invested in a Fund by the Sleeve's Underlying Manager. These multi-asset class portfolios are from time to time offered to clients through SMA Programs as well as outside of SMA Programs. FAV and the other Franklin Investment Advisers provide investment management services under agreements with or with respect to each of their SMA Program Clients, Fund, Sub-Advised Account, Separate Account and other types of clients referenced herein (collectively, "Franklin Adviser Accounts") as applicable. Further information about FAV's non-SMA Program advisory services is discussed in its Non-SMA Program Brochure, which is available upon request.

In certain instances, the investment management services FAV provides in connection with SMA Programs are discretionary. In discretionary SMA Programs, FAV has authority and is generally responsible for causing the portion of each SMA Program client's account that is managed by FAV to engage in transactions that are appropriate for the selected strategy.

FAV also provides non-discretionary services, as sub-adviser to FTPPG, through UMA programs where FAV generally provides one or more "model" investment portfolios ("Model Portfolios") on an ongoing basis, and the Sponsor of the UMA program (the "UMA Sponsor") or its appointed "overlay" manager, rather than FTPPG or the applicable Franklin Investment Adviser, makes discretionary investment decisions and executes trades on behalf of its underlying clients. The Model Portfolios will, in certain circumstances, consist of a portfolio comprised entirely or partially of funds (typically U.S. Registered Funds) sponsored by FAV or its affiliates and/or other securities and investment products, including third-party funds; in other instances, Model Portfolios are generally comprised of recommendations for investments in specified equity securities, such as shares of common stock. In these UMA programs, FTPPG and the Franklin Investment Adviser receive a fee from the Sponsor for the non-discretionary services provided to the Sponsor. Subject to applicable law and regulation, these fees are in addition to the fees FAV and its affiliates earn for providing services to the funds that may comprise the Model Portfolios and any fees charged by the UMA program and UMA Sponsor, including, in certain cases, wrap fees. The Sponsor or overlay manager, and not FTPPG or Franklin Investment Adviser, is the investment adviser and fiduciary for the accounts of clients of such programs. The Model Portfolios that FAV provides are generally created for a hypothetical investor with investment objectives specified by the UMA Sponsor, and FAV does not individualize the model portfolio to the needs of any specific UMA Sponsor client or account type. While the Sponsor or the overlay manager of the investor is generally expected to implement the Model Portfolios as FTPPG and Franklin Investment Adviser advise, under the terms of certain UMA Programs, neither FAV nor FTPPG has control over

whether or how the UMA Sponsor (or the overlay manager) chooses to use the model portfolio. As a general matter, the UMA Sponsor has the sole responsibility to (i) determine whether a model is suitable and appropriate for the investor, and (ii) tailor the model, as necessary, to fit an investor's financial situation and objectives and any reasonable restrictions imposed by the client. To the extent consistent with applicable law, FAV and FTPPG do not treat a UMA Sponsor's underlying accounts or clients as their own advisory clients.

This brochure is the applicable Form ADV disclosure document only for the separate account investment advisory services FAV provides as a Subadviser to FTPPG.

FAV Assets Under Management.*, ** As of September 30, 2025, FAV managed approximately $478,525.1 million in assets, including the following:

- approximately $475,509.2 million in assets on a discretionary basis, and
- approximately $3,015.9 million in assets on a non-discretionary basis.

*These numbers are rounded to the nearest 100,000.

** Differs from Regulatory Assets Under Management ("RAUM") disclosed in Item 5.F of FAV's Form ADV Part 1A due to specific calculation instructions for RAUM.

Assets managed on a discretionary basis include client assets for which FAV as Subadviser to FTPPG, provides investment advisory services in FTPPG-Implemented Programs and Discretionary Model Programs. Assets managed on a non-discretionary basis include client assets for which FAV, as Subadviser to FTPPG, provides investment advisory services in Non-Discretionary Model Programs. In addition, both categories of managed assets include client assets for which FAV provides investment advisory services other than as a Subadviser to FTPPG, but they do not include assets for which FAV provides investment recommendations on a non-discretionary basis without continuous and regular monitoring or holdings in client portfolios or accounts. FAV's assets under management disclosed herein may include assets that affiliated managers of FAV may also be reporting in their Form ADV filings due to such affiliated managers and FAV retaining one another from time to time to provide investment sub-advisory services in connection with their respective clients.

Franklin Mutual Advisers (FMA)

Firm Description. FMA is a Delaware limited liability company formed on March 31, 1999, and is based in Short Hills, New Jersey. FMA is a wholly-owned subsidiary of Franklin Resources. Franklin Resources, through current and predecessor subsidiaries, has been engaged in the investment management and related services business for more than 70 years. Franklin Resources' common stock is traded on the New York Stock Exchange under the ticker symbol "BEN" and is included in the Standard & Poor's 500 Index.

FMA acts as sub-adviser to FTPPG with respect to clients and Sponsors in connection with Discretionary Model Programs, Non-Discretionary Model Programs, and FTPPG-Implemented Programs.

In addition to providing investment advisory and portfolio management services as a sub-adviser with respect to clients and Sponsors in connection with SMA Programs, as described above, most of FMA's advisory business consists of providing investment advisory and portfolio management services to U.S. Registered Funds and Non-U.S. Registered Funds, as well as Separate Accounts. FMA also manages, advises or sub-advises certain Sub-Advised Accounts. Further information about these non-SMA Program advisory services is discussed in FMA's Non-SMA Program Brochure, which is available upon request.

FMA also provides non-discretionary services, as sub-adviser to FTPPG, through UMA programs where FMA generally provides one or more "model" investment portfolios ("Model Portfolios") on an ongoing basis, and the Sponsor of the UMA program (the "UMA Sponsor") or its appointed "overlay" manager, rather than the FTPPG or the applicable Franklin Investment Adviser, makes discretionary investment decisions and executes trades on behalf of its underlying clients. The Model Portfolios are generally comprised of recommendations for investments in specified equity securities, such as shares of common stock. In these UMA programs, FTPPG and Franklin Investment Adviser receive a fee from the Sponsor for the non-discretionary services provided to the Sponsor. Subject to applicable law and regulation, these fees are in addition to the fees FMA and its affiliates earn for providing services to the funds that may comprise the Model Portfolios and any fees charged by the UMA program and UMA Sponsor, including, in certain cases, wrap fees. The Sponsor or overlay manager, and not FTPPG or Franklin Investment Adviser, is the investment adviser and fiduciary for the accounts of clients of such programs. The Model Portfolios that FMA provides are generally created for a hypothetical investor with investment objectives specified by the UMA Sponsor, and FMA does not individualize the model portfolio to the needs of any specific UMA Sponsor client or account type. While the Sponsor or the overlay manager of the investor is generally expected to implement the Model Portfolios as FTPPG and Franklin Investment Adviser advise, under the terms of certain UMA Programs, neither FMA nor FTPPG has control over whether or how the UMA Sponsor (or the overlay manager) chooses to use the model portfolio. As a general matter, the UMA Sponsor has the sole responsibility to (i) determine whether a model is suitable and appropriate for the investor, and (ii) tailor the model, as necessary, to fit an investor's financial situation and objectives and any reasonable restrictions imposed by the client. To the extent consistent with applicable law, FMA and FTPPG do not treat a UMA Sponsor's underlying accounts or clients as their own advisory clients.

This brochure is the applicable Form ADV disclosure document only for the separate account investment advisory services FMA provides as a Subadviser to FTPPG.

**FMA Assets Under Management.*, ** ** As of September 30, 2025, FMA managed approximately $42,539.0 million in assets, including the following:

- approximately $42,428.2 million in assets on a discretionary basis, and
- approximately $110.8 million in assets on a non-discretionary basis.

*These numbers are rounded to the nearest 100,000.

** Differs from Regulatory Assets Under Management ("RAUM") disclosed in Item 5.F of FMA's Form ADV Part 1A due to specific calculation instructions for RAUM.

Assets managed on a discretionary basis include client assets for which FMA, as Subadviser to FTPPG, provides investment advisory services in FTPPG-Implemented Programs and Discretionary Model Programs. Assets managed on a non-discretionary basis include client assets for which FMA, as Subadviser to FTPPG, provides investment advisory services in Non-Discretionary Model Programs. In addition, both categories of managed assets include client assets for which FMA provides investment advisory services other than as a Subadviser to FTPPG, but they do not include assets for which FMA provides investment recommendations on a non-discretionary basis without continuous and regular monitoring of holdings in client portfolios or accounts. FMA's assets under management disclosed herein may include assets that affiliated managers of FMA may also be reporting in their Form ADV filings due to such affiliated managers and FMA retaining one another from time to time to provide investment sub-advisory services in connection with their respective clients.

Franklin Templeton Institutional (FTILLC)

Firm Description. FTILLC is a Delaware limited liability company formed on October 9, 2001 and based in New York, NY. FTILLC is a wholly-owned subsidiary of Franklin Resources. Franklin Resources, through current and predecessor subsidiaries, has been engaged in the investment management and related services business for more than 70 years. Franklin Resources' common stock is traded on the New York Stock Exchange under the ticker symbol "BEN" and is included in the Standard & Poor's 500 Index.

FTILLC acts as sub-adviser to FTPPG with respect to a limited number of clients and Sponsors in connection with Discretionary Model Programs, Non-Discretionary Model Programs, and FTPPG-Implemented Programs.

In addition to providing investment advisory and portfolio management services as a sub-adviser with respect to clients and Sponsors in connection with SMA Programs, as described above, FTILLC provides investment advisory and portfolio management services to U.S. Registered Funds and Non-U.S. Registered Funds, as well as Private Funds and Separate Accounts. FTILLC also manages, advises or sub-advises certain Sub-Advised Accounts. FTILLC also serves as investment adviser to certain separately managed account wrap fee programs that are sponsored by non-U.S. third-party broker-dealers and offered only outside of the United States. Further information about these non-SMA Program advisory services is discussed in FTILLC's Non-SMA Program Brochure, which is available upon request.

FTILLC also provides non-discretionary services, as sub-adviser to FTPPG through UMA programs where FTILLC generally provides one or more "model" investment portfolios ("Model Portfolios") on an ongoing basis, and the Sponsor of the UMA program (the "UMA Sponsor") or its appointed "overlay" manager, rather than FTPPG or the applicable Franklin Investment Adviser, makes discretionary investment decisions and executes trades on behalf of its underlying clients. The Model Portfolios are generally comprised of recommendations for investments in specified equity securities, such as shares of common stock. In these UMA programs, FTPPG and Franklin Investment Adviser receive a fee from the Sponsor, for the non-discretionary services provided to the Sponsor. Subject to applicable law and regulation, these fees are in addition to the fees FTILLC and its affiliates earn for providing services to the funds that may comprise the Model Portfolios and any fees charged by the UMA program and UMA Sponsor, including, in certain cases, wrap fees. The Sponsor or overlay manager, and not FTPPG or Franklin Investment Adviser, is the investment adviser and fiduciary for the accounts of clients of such programs. The Model Portfolios that FTILLC provides are generally created for a hypothetical investor with investment objectives specified by the UMA Sponsor, and FTILLC does not individualize the model portfolio to the needs of any specific UMA Sponsor client or account type. While the Sponsor or the overlay manager of the investor is generally expected to implement the Model Portfolios as FTPPG and Franklin Investment Adviser advise, under the terms of certain UMA Programs, neither FTILLC nor FTPPG has control over whether or how the UMA Sponsor (or the overlay manager) chooses to use the model portfolio. As a general matter, the UMA Sponsor has the sole responsibility to (i) determine whether a model is suitable and appropriate for

the investor, and (ii) tailor the model, as necessary, to fit an investor's financial situation and objectives and any reasonable restrictions imposed by the client. To the extent consistent with applicable law, FTILLC and FTPPG do not treat a UMA Sponsor's underlying accounts or clients as their own advisory clients.

This brochure is the applicable Form ADV disclosure document only for the separate account investment advisory services FTILLC provides as a Subadviser to FTPPG.

**FTILLC Assets Under Management.*, ** ** As of September 30, 2025, FTILLC managed approximately $28,192.6 million in assets, including the following:

- approximately $28,151.7 million in assets on a discretionary basis, and
- approximately $40.9 million in assets on a non-discretionary basis.

*These numbers are rounded to the nearest 100,000.

**Differs from Regulatory Assets Under Management ("RAUM") disclosed in Item 5.F of FTILLC's Form ADV Part 1A due to specific calculation instructions for RAUM.

Assets managed on a discretionary basis include client assets for which FTILLC, as Subadviser to FTPPG, provides investment advisory services in FTPPG-Implemented Programs and Discretionary Model Programs. Assets managed on a non-discretionary basis include client assets for which FTILLC, as Subadviser to FTPPG, provides investment advisory services in Non-Discretionary Model Programs and to certain of its affiliated managers who may utilize investment management portfolios described herein in providing investment advisory services to their own clients. In addition, both categories of managed assets include client assets for which FTILLC provides investment advisory services other than as a Subadviser to FTPPG, but they do not include assets for which FTILLC provides investment recommendations on a non-discretionary basis without continuous and regular monitoring of holdings in client portfolios or accounts. FTILLC's assets under management disclosed herein may include assets that affiliated managers of FTILLC may also be reporting in their Form ADV filings due to such affiliated managers and FTILLC retaining one another from time to time to provide investment sub-advisory services in connection with their respective clients.

Franklin Templeton Investment Management Limited (FTIML)

Firm Description. FTIML is a company incorporated in England on April 3, 1985 with a principal place of business in London, England and a branch office conducting investment advisory business in Edinburgh, Scotland. FTIML is a wholly-owned subsidiary of Franklin Templeton Global Investors Limited, which is a wholly-owned subsidiary of Legg Mason Global Holdings Ltd., which is 24% owned by Templeton International, Inc., a wholly-owned subsidiary of Templeton Worldwide, Inc., which is a wholly-owned subsidiary of Legg Mason, which is a wholly-owned subsidiary of Franklin Resources, and 76% owned by ETP Holdings (Cayman) Ltd., which is a wholly-owned subsidiary of Templeton International, Inc., which is a wholly-owned subsidiary of Templeton Worldwide, Inc., which is a wholly-owned subsidiary of Legg Mason, which is a wholly-owned subsidiary of Franklin Resources. Franklin Resources' common stock is traded on the New York Stock Exchange under the ticker symbol "BEN" and is included in the Standard & Poor's 500 Index.

FTIML acts as sub-adviser to FTPPG with respect to clients and Sponsors in connection with Discretionary Model Programs, Non-Discretionary Model Programs, and FTPPG-Implemented Programs.

In addition to providing investment advisory and portfolio management services as a sub-adviser with respect to clients and Sponsors in connection with SMA Programs, as described above, FTIML provides investment advisory and portfolio management services to U.S. Registered Funds and Non-U.S. Registered Funds, as well as Private Funds and Separate Accounts. FTIML also manages, advises or sub-advises certain Sub-Advised Accounts. Further information about these non-SMA Program advisory services is discussed in FTIML's Non-SMA Program Brochure, which is available upon request.

FTIML also provides non-discretionary services, as sub-adviser to FTPPG, through UMA programs where FTIML generally provides one or more "model" investment portfolios ("Model Portfolios") on an ongoing basis, and the Sponsor of the UMA program (the "UMA Sponsor") or its appointed "overlay" manager, rather than FTPPG or the applicable Franklin Investment Adviser, makes discretionary investment decisions and executes trades on behalf of its underlying clients. The Model Portfolios are generally comprised of recommendations for investments in specified equity securities, such as shares of common stock. In these UMA programs, FTPPG and Franklin Investment Adviser receive a fee from the Sponsor for the non-discretionary services provided to the Sponsor. Subject to applicable law and regulation, these fees are in addition to the fees FTIML and its affiliates earn for providing services to the funds that may comprise the Model Portfolios and any fees charged by the UMA program and UMA Sponsor, including, in certain cases, wrap fees. The Sponsor or overlay manager, and not FTPPG or Franklin Investment Adviser, is the investment adviser and fiduciary for the accounts of clients of such programs. The Model Portfolios that FTIML provides are generally created for a hypothetical investor with investment objectives specified by the UMA Sponsor, and FTIML does not individualize the model portfolio to the needs of any specific UMA Sponsor client or account type. While the Sponsor or the overlay manager of the investor is generally expected to implement the Model Portfolios as FTPPG and Franklin Investment Adviser advise, under the terms of certain UMA Programs, neither FTIML nor FTPPG has control over whether or how the UMA Sponsor (or the overlay manager) chooses to use the model portfolio. As a general matter, the UMA Sponsor has the sole responsibility to (i) determine whether a model is suitable and appropriate for the investor, and (ii) tailor the model, as necessary, to fit an investor's financial situation and objectives and any reasonable restrictions imposed by the client. To the extent consistent with applicable law, FTIML and FTPPG do not treat a UMA Sponsor's underlying accounts or clients as their own advisory clients.

This brochure is the applicable Form ADV disclosure document only for the separate account investment advisory services FTIML provides as a Subadviser to FTPPG.

**FTIML Assets Under Management.*, ** ** As of September 30, 2025, FTIML managed approximately $39,795.8 million in assets, including the following:

- approximately $39,544.0 million in assets on a discretionary basis, and
- approximately $251.8 million in assets on a non-discretionary basis.

*These numbers are rounded to the nearest 100,000.

** Differs from Regulatory Assets Under Management ("RAUM") disclosed in Item 5.F of FTIML's Form ADV Part 1A due to specific calculation instructions for RAUM.

Assets managed on a discretionary basis include client assets for which FTIML, as Subadviser to FTPPG, provides investment advisory services in FTPPG-Implemented Programs and Discretionary Model Programs. Assets managed on a non-discretionary basis include client assets for which FTIML, as Subadviser to FTPPG, provides investment advisory services in Non-Discretionary Model Programs. In addition, both categories of managed assets include client assets for which FTIML provides investment advisory services other than as a Subadviser to FTPPG, but they do not include assets for which FTIML provides investment recommendations on a non-discretionary basis without continuous and regular monitoring of holdings in client portfolios or accounts. FTIML's assets under management disclosed herein may include assets that affiliated managers of FTIML may also be reporting in their Form ADV filings due to such affiliated managers and FTIML retaining one another from time to time to provide investment sub-advisory services in connection with their respective clients.

Franklin Templeton Investments Corp. (FTIC)

Firm Description. FTIC is a Canadian corporation formed on December 31, 2000 and based in Ontario, Canada. FTIC is a wholly-owned subsidiary of Templeton International, Inc., which is a wholly-owned subsidiary of Templeton

Worldwide, Inc., which is a wholly-owned subsidiary of Legg Mason, which is a wholly-owned subsidiary of Franklin Resources. Franklin Resources' common stock is traded on the New York Stock Exchange under the ticker symbol "BEN" and is included in the Standard & Poor's 500 Index.

FTIC acts as sub-adviser to FTPPG with respect to a limited number of clients and Sponsors in connection with Discretionary Model Programs, Non-Discretionary Model Programs, and FTPPG-Implemented Programs.

In addition to providing investment advisory and portfolio management services as a sub-adviser with respect to clients and Sponsors in connection with SMA Programs, as described above, FTIC provides investment advisory and portfolio management services to U.S. Registered Funds and Non-U.S. Registered Funds, as well as Separate Accounts. FTIC also serves as investment adviser to certain separately managed account wrap fee programs that are sponsored by non-U.S. third-party broker-dealers and offered only outside of the United States. Further information about these non-SMA Program advisory services is discussed in FTIC's Non-SMA Program Brochure, which is available upon request.

FTIC also provides non-discretionary services, as sub-adviser to FTPPG through UMA programs where FTIC generally provides one or more "model" investment portfolios ("Model Portfolios") on an ongoing basis, and the Sponsor of the UMA program (the "UMA Sponsor") or its appointed "overlay" manager, rather than FTPPG or the applicable Franklin Investment Adviser, makes discretionary investment decisions and executes trades on behalf of its underlying clients. In some cases, the UMA Sponsor will retain FTIC to provide periodic or ongoing advice, research and asset allocation recommendations to update the Model Portfolio. The Model Portfolios will, in certain circumstances, consist of a portfolio comprised entirely or partially of funds (typically U.S. Registered Funds) sponsored by FTIC or its affiliates and/or other securities and investment products, including third-party funds; in other instances, Model Portfolios are generally comprised of recommendations for investments in specified equity securities, such as shares of common stock. In these UMA programs, FTPPG and Franklin Investment Adviser receive a fee from the Sponsor for the non-discretionary services provided to the Sponsor. Subject to applicable law and regulation, these fees are in addition to the fees FTIC and its affiliates earn for providing services to the funds that may comprise the Model Portfolios and any fees charged by the UMA program and UMA Sponsor, including, in certain cases, wrap fees. The Sponsor or overlay manager, and not FTPPG or Franklin Investment Adviser, is the investment adviser and fiduciary for the accounts of clients of such programs. The Model Portfolios that FTIC provides are generally created for a hypothetical investor with investment objectives specified by the UMA Sponsor, and FTIC does not individualize the model portfolio to the needs of any specific UMA Sponsor client or account type. While the Sponsor or the overlay manager of the investor is generally expected to implement the Model Portfolios as FTPPG and Franklin Investment Adviser advise, under the terms of certain UMA Programs, neither FTIC nor FTPPG has control over whether or how the UMA Sponsor (or the overlay manager) chooses to use the model portfolio. As a general matter, the UMA Sponsor has the sole responsibility to (i) determine whether a model is suitable and appropriate for the investor, and (ii) tailor the model, as necessary, to fit an investor's financial situation and objectives and any reasonable restrictions imposed by the client. To the extent consistent with applicable law, FTIC and FTPPG do not treat a UMA Sponsor's underlying accounts or clients as their own advisory clients.

This brochure is the applicable Form ADV disclosure document only for the separate account investment advisory services FTIC provides as a Subadviser to FTPPG.

FTIC Assets Under Management.*, ** As of September 30, 2025, FTIC managed approximately $14,985.3 million in assets, including the following:

- approximately $12,724.3 million in assets on a discretionary basis, and
- approximately $2,261.0 million in assets on a non-discretionary basis.

*These numbers are rounded to the nearest 100,000.

** Differs from Regulatory Assets Under Management ("RAUM") disclosed in Item 5.F of FTIC's Form ADV Part 1A due to specific calculation instructions for RAUM.

Assets managed on a discretionary basis include client assets for which FTIC, as Subadviser to FTPPG, provides investment advisory services in FTPPG-Implemented Programs and Discretionary Model Programs. Assets managed on a non-discretionary basis include client assets for which FTIC, as Subadviser to FTPPG, provides investment advisory services in Non-Discretionary Model Programs. In addition, both categories of managed assets include client assets for which FTIC provides investment advisory services other than as a Subadviser to FTPPG, but they do not include assets for which FTIC provides investment recommendations on a non-discretionary basis without continuous and regular monitoring of holdings in client portfolios or accounts. FTIC's assets under management disclosed herein may include assets that affiliated managers of FTIC may also be reporting in their Form ADV filings due to such affiliated managers and FTIC retaining one another from time to time to provide investment sub-advisory services in connection with their respective clients.

Templeton Asset Management (TAML)

Firm Description. TAML is a Singaporean corporation formed on September 28, 1992 and based in Singapore. TAML is a wholly-owned subsidiary of Franklin Templeton Capital Holdings Private Limited, which is 74% owned by Templeton International, Inc., a wholly-owned subsidiary of Templeton Worldwide, Inc., which is a wholly-owned subsidiary of Legg Mason, which is a wholly-owned subsidiary of Franklin Resources, and 26% owned by ETP Holdings (Cayman) Ltd., which is a wholly-owned subsidiary of Templeton International, Inc., which is a wholly-owned subsidiary of Templeton Worldwide, Inc., which is a wholly-owned subsidiary of Legg Mason, which is a wholly-owned subsidiary of Franklin Resources. Franklin Resources' common stock is traded on the New York Stock Exchange under the ticker symbol "BEN" and is included in the Standard & Poor's 500 Index.

TAML acts as a sub-adviser to FTPPG with respect to clients and Sponsors in connection with Discretionary Model Programs, Non-Discretionary Model Programs, and FTPPG-Implemented Programs.

In addition to providing investment advisory and portfolio management services as a sub-adviser with respect to clients and Sponsors in connection with SMA Programs, as described above, TAML provides investment advisory and portfolio management services to U.S. Registered Funds and Non-U.S. Registered Funds, as well as Private Funds and Separate Accounts. TAML also manages, advises or sub-advises certain Sub-Advised Accounts. Further information about these non-SMA Program advisory services is discussed in TAML's Non-SMA Program Brochure, which is available upon request.

TAML also provides non-discretionary services, as sub-advisers to FTPPG through UMA programs where TAML generally provides one or more "model" investment portfolios ("Model Portfolios") on an ongoing basis, and the Sponsor of the UMA program (the "UMA Sponsor") or its appointed "overlay" manager, rather than FTPPG or the applicable Franklin Investment Adviser, makes discretionary investment decisions and executes trades on behalf of its underlying clients. The Model Portfolios are generally comprised of recommendations for investments in specified equity securities, such as shares of common stock. In these UMA programs, the FTPPG and Franklin Investment Adviser receive a fee from the Sponsor for the non-discretionary services provided to the Sponsor. Subject to applicable law and regulation, these fees are in addition to the fees TAML and its affiliates earn for providing services to the funds that may comprise the Model Portfolios and any fees charged by the UMA program and UMA Sponsor, including, in certain cases, wrap fees. The Sponsor or overlay manager, and not FTPPG or Franklin Investment Adviser, is the investment adviser and fiduciary for the accounts of clients of such programs. The Model Portfolios that TAML provides are generally created for a hypothetical investor with investment objectives specified by the UMA Sponsor, and TAML does not individualize the model portfolio to the needs of any specific UMA Sponsor client or account type. While the Sponsor or the overlay manager of the investor is generally expected to implement the Model Portfolios as FTPPG and Franklin Investment Adviser advise, under the terms of certain UMA Programs, neither TAML nor FTPPG has control over whether or how

the UMA Sponsor (or the overlay manager) chooses to use the model portfolio. As a general matter, the UMA Sponsor has the sole responsibility to (i) determine whether a model is suitable and appropriate for the investor, and (ii) tailor the model, as necessary, to fit an investor's financial situation and objectives and any reasonable restrictions imposed by the client. To the extent consistent with applicable law, TAML and FTPPG do not treat a UMA Sponsor's underlying accounts or clients as their own advisory clients.

This brochure is the applicable Form ADV disclosure document only for the separate account investment advisory services TAML provides as a Subadviser to FTPPG.

TAML Assets Under Management.*, ** As of September 30, 2025, TAML managed approximately $23,809.2 million in assets, including the following:

- approximately $23,639.8 million in assets on a discretionary basis, and
- approximately $169.4 million in assets on a non-discretionary basis.

*These numbers are rounded to the nearest 100,000.

** Differs from Regulatory Assets Under Management ("RAUM") disclosed in Item 5.F of TAML's Form ADV Part 1A due to specific calculation instructions for RAUM.

Assets managed on a discretionary basis include client assets for which TAML, as Subadviser to FTPPG, provides investment advisory services in FTPPG-Implemented Programs and Discretionary Model Programs. Assets managed on a non-discretionary basis include client assets for which TAML, as Subadviser to FTPPG, provides investment advisory services in Non-Discretionary Model Programs. In addition, both categories of managed assets include client assets for which TAML provides investment advisory services other than as a Subadviser to FTPPG, but they do not include assets for which TAML provides investment recommendations on a non-discretionary basis without continuous and regular monitoring of holdings in client portfolios or accounts. TAML's assets under management disclosed herein may include assets that affiliated managers of TAML may also be reporting in their Form ADV filings due to such affiliated managers and TAML retaining one another from time to time to provide investment sub-advisory services in connection with their respective clients.

Templeton Global Advisors Limited (TGAL)

Firm Description. TGAL is a Bahamian corporation formed on July 17, 1992 and based in Nassau, Bahamas. TGAL is a wholly-owned subsidiary of Templeton Global Holdings Limited, which is a wholly-owned subsidiary of Templeton International, Inc., which is a wholly-owned subsidiary of Templeton Worldwide, Inc., which is a wholly-owned subsidiary of Legg Mason, which is a wholly-owned subsidiary of Franklin Resources. Franklin Resources' common stock is traded on the New York Stock Exchange under the ticker symbol "BEN" and is included in the Standard & Poor's 500 Index.

TGAL acts as a sub-adviser to FTPPG, with respect to clients and Sponsors in connection with Discretionary Model Programs, Non-Discretionary Model Programs, and FTPPG-Implemented Programs.

In addition to providing investment advisory and portfolio management services as a sub-adviser with respect to clients and Sponsors in connection with SMA Programs, as described above, TGAL provides investment advisory and portfolio management services to U.S. Registered Funds and Non-U.S. Registered Funds, as well as Separate Accounts. TGAL also manages, advises or sub-advises certain Sub-Advised Accounts. Further information about these non-SMA Program advisory services is discussed in TGAL's Non-SMA Program Brochure, which is available upon request.

TGAL also provides non-discretionary services, as sub-adviser to FTPPG through UMA programs where TGAL generally provides one or more "model" investment portfolios ("Model Portfolios") on an ongoing basis, and the Sponsor of the UMA program (the "UMA Sponsor") or its appointed "overlay" manager, rather than FTPPG or the applicable Franklin

Investment Adviser, makes discretionary investment decisions and executes trades on behalf of its underlying clients. The Model Portfolios are generally comprised of recommendations for investments in specified equity securities, such as shares of common stock. In these UMA programs, FTPPG and Franklin Investment Adviser receive a fee from the Sponsor for the non-discretionary services provided to the Sponsor. Subject to applicable law and regulation, these fees are in addition to the fees TGAL and its affiliates earn for providing services to the funds that may comprise the Model Portfolios and any fees charged by the UMA program and UMA Sponsor, including, in certain cases, wrap fees. The Sponsor or overlay manager, and not FTPPG or Franklin Investment Adviser, is the investment adviser and fiduciary for the accounts of clients of such programs. The Model Portfolios that TGAL provides are generally created for a hypothetical investor with investment objectives specified by the UMA Sponsor, and TGAL does not individualize the model portfolio to the needs of any specific UMA Sponsor client or account type. While the Sponsor or the overlay manager of the investor is generally expected to implement the Model Portfolios as FTPPG and Franklin Investment Adviser advise, under the terms of certain UMA Programs, neither TGAL nor FTPPG has control over whether or how the UMA Sponsor (or the overlay manager) chooses to use the model portfolio. As a general matter, the UMA Sponsor has the sole responsibility to (i) determine whether a model is suitable and appropriate for the investor, and (ii) tailor the model, as necessary, to fit an investor's financial situation and objectives and any reasonable restrictions imposed by the client. To the extent consistent with applicable law, TGAL and FTPPG do not treat a UMA Sponsor's underlying accounts or clients as their own advisory clients.

This brochure is the applicable Form ADV disclosure document only for the separate account investment advisory services TGAL provides as a Subadviser to FTPPG.

TGAL Assets Under Management.*, ** As of September 30, 2025, TGAL managed approximately $25,779.6 million in assets, including the following:

- approximately $25,778.1 million in assets on a discretionary basis, and
- approximately $1.5 million in assets on a non-discretionary basis.

*These numbers are rounded to the nearest 100,000.

**Differs from Regulatory Assets Under Management ("RAUM") disclosed in Item 5.F of TGAL's Form ADV Part 1A due to specific calculation instructions for RAUM.

Assets managed on a discretionary basis include client assets for which TGAL, as Subadviser to FTPPG, provides investment advisory services in FTPPG-Implemented Programs and Discretionary Model Programs. Assets managed on a non-discretionary basis include client assets for which TGAL, as Subadviser to FTPPG, provides investment advisory services in Non-Discretionary Model Programs and to certain of its affiliated managers who may utilize investment management portfolios described herein in providing investment advisory services to their own clients. In addition, both categories of managed assets include client assets for which TGAL provides investment advisory services other than as a Subadviser to FTPPG, but they do not include assets for which TGAL provides investment recommendations on a non-discretionary basis without continuous and regular monitoring of holdings in client portfolios or accounts. TGAL's assets under management disclosed herein may include assets that affiliated managers of TGAL may also be reporting in their Form ADV filings due to such affiliated managers and TGAL retaining one another from time to time to provide investment sub-advisory services in connection with their respective clients.

Templeton Investment Counsel (TICLLC)

Firm Description. TICLLC is a Delaware limited liability company formed on December 21, 2000 and based in Fort Lauderdale, Florida. TICLLC is a wholly-owned subsidiary of Templeton Worldwide, Inc., which is a wholly-owned subsidiary of Legg Mason, which is a wholly-owned subsidiary of Franklin Resources. Franklin Resources' common stock is traded on the New York Stock Exchange under the ticker symbol "BEN" and is included in the Standard & Poor's 500 Index.

TICLLC acts as a sub-adviser to FTPPG, with respect to a clients and Sponsors in connection with Discretionary Model Programs, Non-Discretionary Model Programs, and FTPPG-Implemented Programs.

In addition to providing investment advisory and portfolio management services as a sub-adviser with respect to clients and Sponsors in connection with SMA Programs, as described above, TICLLC provides investment advisory and portfolio management services to U.S. Registered Funds and Non-U.S. Registered Funds, as well as Private Funds and Separate Accounts. TICLLC also manages, advises or sub-advises certain Sub-Advised Accounts. Further information about these non-SMA Program advisory services is discussed in TICLLC's Non-SMA Program Brochure, which is available upon request.

TICLLC also provides non-discretionary services, as sub-adviser to FTPPG, through UMA programs where TICLLC generally provides one or more "model" investment portfolios ("Model Portfolios") on an ongoing basis, and the Sponsor of the UMA program (the "UMA Sponsor") or its appointed "overlay" manager, rather than FTPPG or the applicable Franklin Investment Adviser, makes discretionary investment decisions and executes trades on behalf of its underlying clients. The Model Portfolios are generally comprised of recommendations for investments in specified equity securities, such as shares of common stock. In these UMA programs, FTPPG and Franklin Investment Adviser receive a fee from the Sponsor for the non-discretionary services provided to the Sponsor. Subject to applicable law and regulation, these fees are in addition to the fees TICLLC and its affiliates earn for providing services to the funds that may comprise the Model Portfolios and any fees charged by the UMA program and UMA Sponsor, including, in certain cases, wrap fees. The Sponsor or overlay manager, and not FTPPG or Franklin Investment Adviser, is the investment adviser and fiduciary for the accounts of clients of such programs. The Model Portfolios that TICLLC provides are generally created for a hypothetical investor with investment objectives specified by the UMA Sponsor, and TICLLC does not individualize the model portfolio to the needs of any specific UMA Sponsor client or account type. While the Sponsor or the overlay manager of the investor is generally expected to implement the Model Portfolios as FTPPG and Franklin Investment Adviser advise, under the terms of certain UMA Programs, neither TICLLC nor FTPPG has control over whether or how the UMA Sponsor (or the overlay manager) chooses to use the model portfolio. As a general matter, the UMA Sponsor has the sole responsibility to (i) determine whether a model is suitable and appropriate for the investor, and (ii) tailor the model, as necessary, to fit an investor's financial situation and objectives and any reasonable restrictions imposed by the client. To the extent consistent with applicable law, TICLLC and FTPPG do not treat a UMA Sponsor's underlying accounts or clients as their own advisory clients.

This brochure is the applicable Form ADV disclosure document only for the separate account investment advisory services TICLLC provides as a Subadviser to FTPPG.

TICLLC Assets Under Management.*, ** As of September 30, 2025, TICLLC managed approximately $4,599.3 million in assets, including the following:

- approximately $4,586.2 million in assets on a discretionary basis, and
- approximately $13.1 million in assets on a non-discretionary basis.

*These numbers are rounded to the nearest 100,000.

** Differs from Regulatory Assets Under Management ("RAUM") disclosed in Item 5.F of TICLLC's Form ADV Part 1A due to specific calculation instructions for RAUM.

Assets managed on a discretionary basis include client assets for which TICLLC, as Subadviser to FTPPG, provides investment advisory services in FTPPG-Implemented Programs and Discretionary Model Programs. Assets managed on a non-discretionary basis include client assets for which TICLLC, as Subadviser to FTPPG, provides investment advisory services in Non-Discretionary Model Programs and to certain of its affiliated managers who may utilize investment management portfolios described herein in providing investment advisory services to their own clients. In addition, both categories of managed assets include client assets for which TICLLC provides investment advisory services other than as a Subadviser to FTPPG, but they do not include assets for which TICLLC provides investment recommendations on a non-discretionary basis without continuous and regular monitoring of holdings in client portfolios or accounts. TICLLC's assets under management disclosed herein may include assets that affiliated managers of TICLLC may also be reporting in their Form ADV filings due to such affiliated managers and TICLLC retaining one another from time to time to provide investment sub-advisory services in connection with their respective clients.

G. O'Shaughnessy Asset Management (OSAM)

Franklin Managed Options Strategies, LLC ("Franklin MOST") will become a part of O'Shaughnessy Asset Management ("OSAM") effective December 31, 2025. Franklin MOST's services will be offered through OSAM as "Canvas Managed Options Strategies". OSAM is a limited liability company organized in the state of Delaware on April 30, 2007, which became registered as an investment adviser with the U.S. Securities and Exchange Commission ("SEC") on July 25, 2007.

OSAM's principal place of business is located at 100 First Stamford Place, Stamford, CT 06902. OSAM is an indirect wholly-owned subsidiary of Franklin Resources, Inc., a holding company with its various subsidiaries that operate under the Franklin Templeton and/or subsidiary brand names.

OSAM focuses on innovative and alternative investment solutions with a primary focus of utilizing listed options to attempt to create potentially enhanced, risk adjusted returns. The company is led by a management team with extensive asset management experience. OSAM provides discretionary and non-discretionary portfolio management, supervisory and evaluation services to family offices, institutions and ultra-high-net-worth individuals. OSAM utilizes exchange-traded equity options to provide clients with potentially enhanced returns in certain circumstances with potentially reduced downside exposure. Some examples of typical strategies employed are call writing and the purchase of protective put options.

Services Limited to Specific Types of Investments

This brochure is the applicable OSAM Form ADV disclosure document only for the separate account investment advisory services OSAM provides as a Subadviser to FTPPG.

Franklin MOST Assets Under Management.* As of September 30, 2025, Franklin MOST managed approximately $858.6 million in assets including the following:

- approximately $696.7 million in assets on a discretionary basis, and
- approximately $161.9 million in assets on a non-discretionary basis.

*These numbers are rounded to the nearest 100,000.

OSAM Assets Under Management.* As of September 30, 2025, OSAM, which will be the relevant entity through which Franklin MOST's Canvas Managed Option Strategies will be offered effective December 31, 2025, managed approximately $19,782.2 million in assets, including the following:

- approximately $19,782.2 million in assets on a discretionary basis, and

- approximately $0 in assets on a non-discretionary basis.

*These numbers are rounded to the nearest 100,000.

Assets managed on a discretionary basis include client assets for which Franklin MOST/OSAM, as Subadviser to FTPPG, provides investment advisory services in FTPPG-Implemented Programs and Discretionary Model Programs. Assets managed on a non-discretionary basis include client assets for which Franklin MOST/OSAM, as Subadviser to FTPPG, provides investment advisory services in Non-Discretionary Model Programs. In addition, both categories of managed assets include client assets for which Franklin MOST/OSAM provides investment advisory services other than as a Subadviser to FTPPG, but they do not include assets for which Franklin MOST/OSAM provides investment recommendations on a non-discretionary basis without continuous and regular monitoring of holdings in client portfolios or accounts. Franklin MOST/OSAM's assets under management disclosed herein may include assets that affiliated managers of Franklin MOST/OSAM may also be reporting in their Form ADV filings due to such affiliated managers and Franklin MOST/OSAM retaining one another from time to time to provide investment sub-advisory services in connection with their respective clients.

H. Putnam

Firm Description. Putnam has been registered with the Securities and Exchange Commission as an investment adviser since 1971.

Putnam, a Boston-based firm whose history reaches back to 1937, is an active asset manager providing investment advice across all asset classes to individuals and institutions worldwide through separately managed accounts and pooled investment funds. Putnam is a wholly-owned indirect subsidiary of Templeton Worldwide, Inc., which is a wholly-owned subsidiary of Legg Mason, which is a wholly-owned subsidiary of Franklin Resources. Franklin Resources' common stock is traded on the New York Stock Exchange under the ticker symbol "BEN" and is included in the Standard & Poor's 500 Index.

In addition to providing investment advisory and portfolio management services as a sub-adviser with respect to clients and Sponsors in connection with SMA Programs, Putnam primarily manages certain of Putnam's open-end registered investment companies (known as the "Putnam Funds"). Putnam also sub-advises registered investment companies sponsored by other unaffiliated financial firms.

Putnam also provides non-discretionary services, as sub-adviser to FTPPG through UMA programs where Putnam generally provides one or more "model" investment portfolios ("Model Portfolios") on an ongoing basis, and the Sponsor of the UMA program (the "UMA Sponsor") or its appointed "overlay" manager, rather than FTPPG or Putnam, makes discretionary investment decisions and executes trades on behalf of its underlying clients. The Model Portfolios are generally comprised of recommendations for investments in specified equity securities, such as shares of common stock. In these UMA programs, the FTPPG and Putnam receive a fee from the Sponsor, rather than program clients for the non-discretionary services provided to the Sponsor. Subject to applicable law and regulation, these fees are in addition to the fees Putnam and its affiliates earn for providing services to the funds that may comprise the Model Portfolios and any fees charged by the UMA program and UMA Sponsor, including, in certain cases, wrap fees. The Sponsor or overlay manager, and not FTPPG or Putnam, is the investment adviser and fiduciary for the accounts of clients of such programs. The Model Portfolios that Putnam provides are generally created for a hypothetical investor with investment objectives specified by the UMA Sponsor, and Putnam does not individualize the model portfolio to the needs of any specific UMA Sponsor client or account type. While the Sponsor or the overlay manager of the investor is generally expected to implement the Model Portfolios as FTPPG and Putnam advise, under the terms of certain UMA Programs, neither Putnam nor FTPPG has control over whether or how the UMA Sponsor (or the overlay manager) chooses to use the model portfolio. As a general matter, the UMA Sponsor has the sole responsibility to (i) determine whether a model is suitable and appropriate for the investor, and (ii) tailor the model, as necessary, to fit an investor's financial situation and objectives and any reasonable restrictions imposed by the client. To

the extent consistent with applicable law, Putnam and FTPPG do not treat a UMA Sponsor's underlying accounts or clients as their own advisory clients.

This brochure is the applicable Putnam Form ADV disclosure document only for the separate account investment advisory services Putnam provides as a Subadviser to FTPPG.

**Putnam Assets Under Management.*, ** ** As of September 30, 2025, Putnam managed approximately $116,979.9 million in assets, including the following:

- approximately $110,295.8 million in assets on a discretionary basis, and
- approximately $6,684.1 million in assets on a non-discretionary basis.

*These numbers are rounded to the nearest 100,000.

**Differs from Regulatory Assets Under Management ("RAUM") disclosed in Item 5.F of Putnam's Form ADV Part 1A due to specific calculation instructions for RAUM.

Assets managed on a discretionary basis include client assets for which Putnam, as Subadviser to FTPPG, provides investment advisory services in FTPPG-Implemented Programs and Discretionary Model Programs. Assets managed on a non-discretionary basis include client assets for which Putnam, as Subadviser to FTPPG, provides investment advisory services in Non-Discretionary Model Programs and to certain of its affiliated managers who may utilize investment management portfolios described herein in providing investment advisory services to their own clients. In addition, both categories of managed assets include client assets for which Putnam provides investment advisory services other than as a Subadviser to FTPPG, but they do not include assets for which Putnam provides investment recommendations on a non-discretionary basis without continuous and regular monitoring of holdings in client portfolios or accounts. Putnam's assets under management disclosed herein may include assets that affiliated managers of Putnam may also be reporting in their Form ADV filings due to such affiliated managers and Putnam retaining one another from time to time to provide investment sub-advisory services in connection with their respective clients.

I. Royce & Associates (Royce)

Firm Description. Royce & Associates, LP has been investing in smaller-company securities with a value approach for more than 50 years. Royce & Associates, LP is a Delaware limited partnership that primarily conducts its business under the name Royce Investment Partners and is referred to herein as "Royce." A majority-owned subsidiary of Franklin Resources, Inc., Royce operates out of its principal office located at One Madison Avenue, New York, NY 10010.

Royce uses various methods primarily rooted in the valuation of each stock and an evaluation of each company in managing client accounts. Royce's security selection process puts primary emphasis on the quality of a company's balance sheet and other measures of a company's financial condition and profitability, such as the history and/or potential for improvement in cash flow generation, internal rates of return, and sustainable earnings. Royce may also consider other factors, such as a company's unrecognized asset values, its future growth prospects, or its turnaround potential following an earnings disappointment or other business difficulties. As part of its investment research process, Royce may meet with management of companies in which it has invested or in which Royce is considering an investment. These meetings may be organized by Royce directly or by a third party, such as an investment research provider. Depending on the venue and context, other parties, often including other investment firms, may be present in these meetings. While having others present can be valuable, in that the meeting may then be more efficient for the companies, multiple points of view can add to the discussion, etc., Royce also recognizes the need in those circumstances to take steps to protect the confidentiality of its investment decisions. Royce's policies and procedures prohibit Royce's officers, Board members and employees from disclosing any non-public information relating to Royce or its securities transactions, or plans regarding future securities transactions, to any person outside Royce. These policies and procedures also include specific requirements for managing

information transmission risks associated with sharing office space on the same floor with certain affiliated investment advisers. For certain client accounts or segments within client accounts, Royce may also select portfolio securities using a proprietary investment model, which employs quantitative factors similar to those used by Royce in its other accounts to take long positions and to determine when to sell the long positions. These proprietary investment models are refined/adjusted from time to time.

Environmental, social, and governance ("ESG") factors may have a material impact on the business risk and financial performance of portfolio companies held by FTPPG client accounts for which Royce serves as a subadviser. Royce seeks to ensure, to the extent applicable, that material ESG factors are incorporated as inputs to the investment analysis of such portfolio companies. Royce defines material ESG factors as those that it believes may impact a portfolio company's cash flows, balance sheet, reputation, and/ or enterprise value. Each investment strategy used in connection with such FTPPG client accounts has its own customized ESG due diligence framework that focuses on the ESG factors Royce investment staff members believe to be most material to their respective investment processes. Materiality is the core principle of Royce's approach to ESG integration, as particular factors may or may not be meaningful to different business models, industries, and regions. No assurance can be given that ESG factors will, in fact, contribute to the long-term investment performance of any particular portfolio company or that Royce's assessment of material ESG factors in respect of any particular portfolio company will be correct.

Evaluation of what Royce believes to be material ESG risks is only one component of Royce's assessment of a potential investment by a FTPPG client account for which Royce serves as a subadviser and, as with its consideration of other factors and risks, may not be a determinative factor in any instruction or recommendation to purchase, sell, or hold a security. In addition, where such material ESG factors are considered, the importance given to such ESG factors may vary across Royce investment staff members and accounts to which they are assigned and across different types of investments, sectors, industries, regions, and issuers. ESG factors considered, and the importance placed upon those factors, may change over time. Royce may not assess every investment by an FTPPG client for which it serves as subadviser for ESG factors. and when it does, not every ESG factor may be identified or evaluated. The assessment of ESG-related risk(s) for a portfolio company by Royce investment staff members also may vary across the various accounts to which they are assigned, even if such accounts employ identical or substantially similar ESG integration approaches. Royce investment staff members are under no obligation to exclude investments with relatively poor third-party ESG ratings or metrics from an FTPPG client account for which Royce serves as a subadviser. There is also no minimum ESG risk rating for an investment to be held by such FTPPG client accounts. There are no prescribed methods or standards within Royce or among Royce investment staff members for evaluating or assessing third-party or internally generated ESG-related information, data, metrics, and ratings.

The assessment of material ESG factors for a portfolio company by Royce investment staff members is subjective and may differ from those of other institutional investors, third-party service providers (e.g., ratings providers), and/or other funds, and may be dependent on the availability of timely, complete, and accurate ESG data and research from issuers and/ or third-party providers, the timeliness, completeness, and accuracy of which is outside of the control of Royce and its investment staff members. ESG factors are often not uniformly measured or defined, which could impact the ability of Royce investment staff members to evaluate a portfolio company.

Royce does not assess investments in cash and cash equivalents and securities lending activities if any, by its client accounts for ESG factors.

Types of Advisory Services. Royce provides investment advisory services in multiple formats, including institutional and retail separate accounts and mutual funds and other commingled investment vehicles.

This brochure is the applicable Royce Form ADV disclosure document only for the separate account investment advisory services Royce provides as a Subadviser to FTPPG.

Royce Assets Under Management.* As of September 30, 2025, Royce managed approximately $12,331.5 million in assets, including the following:

- approximately $12,270.6 million in assets on a discretionary basis, and
- approximately $60.9 million, on a non-discretionary basis.

*These numbers are rounded to the nearest 100,000.

Assets managed on a discretionary basis include client assets for which Royce, as Subadviser to FTPPG, provides investment advisory services in FTPPG-Implemented Programs and Discretionary Model Programs. Assets managed on a non-discretionary basis include client assets for which Royce, as Subadviser to FTPPG, provides investment advisory services in Non-Discretionary Model Programs and to certain of its affiliated managers who may utilize investment management portfolios described herein in providing investment advisory services to their own clients. In addition, both categories of managed assets include client assets for which Royce provides investment advisory services other than as a Subadviser to FTPPG, but they do not include assets for which Royce provides investment recommendations on a non-discretionary basis without continuous and regular monitoring of holdings in client portfolios or accounts. Royce's assets under management disclosed herein may include assets that affiliated managers of Royce may also be reporting in their Form ADV filings due to such affiliated managers and Royce retaining one another from time to time to provide investment sub-advisory services in connection with their respective clients.

J. Western Asset Management Company (Western Asset)

Firm Description. Western Asset is one of the world's leading investment management firms. Its sole business is managing fixed income portfolios, an activity it has pursued for over 50 years. Western Asset was founded in October 1971 by United California Bank (which later became First Interstate) before relocating to Pasadena, California, where it is currently headquartered. In December 1986, Western Asset was acquired by Legg Mason, which was then acquired by Franklin Resources on July 31, 2020, as described above. Western Asset operates as an autonomous investment management company. Pursuant to a revenue-sharing agreement with Franklin Resources, Western Asset retains control over a substantial percentage of its revenues.

Investment Philosophy

Since Western Asset's founding, it has adhered to a long-term fundamental value investing approach, utilizing a variety of diversified strategies to achieve our goals. This philosophy has remained a constant throughout Western Asset's history, and it is consistently applied across all its investment strategies. Western Asset's investment decision making process and organizational structure are specifically designed to align with and support this enduring philosophy. By maintaining this steadfast commitment to its core principles, it continues to deliver value to our clients and uphold the high standards that have defined Western Asset throughout the years.

Long-term Fundamental Value.

- Markets often misprice securities. Prices can deviate from fundamental fair value, but over time they typically adjust to reflect inflation, credit quality fundamentals and liquidity concerns. Consistently investing in undervalued securities may deliver attractive investment returns.
- Western Asset has developed a systematic method to pinpoint and take advantage of markets and securities that are priced below their fundamental value. The Firm does this through its disciplined and rigorous research and analysis process. By comparing market prices to the fundamental fair values estimated by their dedicated macroeconomic and credit research teams around the globe, Western Asset can identify potential mispricing.

- Western Asset's investment strategy revolves around emphasizing its highest convictions, which means that it focuses on the areas where we see the most significant potential value opportunities. The greater the difference between Western Asset's view of fair value and the market's pricing, the bigger the potential value opportunity we identify. This discrepancy allows it to capitalize on what it believes are undervalued or mispriced assets, leading to potentially higher returns for its clients. Furthermore, Western Asset's confidence in its view of the fundamentals plays a crucial role in shaping its strategies. The more confident Western Asset is in its analysis and understanding of the market, the more it emphasizes those strategies in its portfolios. This approach ensures that Western Asset's clients' investments are aligned with its most thoroughly researched and strongly held convictions

Multiple Diversified Strategies.

Western Asset is highly committed to seeking diversified sources of returns for its investors. Its primary objective is to meet or even surpass the performance goals set by its investors, all the while staying within their individual tolerances for risk. To achieve this, Western Asset employs a range of diversified strategies that add value across various dimensions, including interest rate duration, yield curve, sector allocation, security selection, and country and currency strategies. Western Asset believes that by deploying multiple diversified strategies, it can benefit from different market environments. This approach ensures that no single strategy dominates its performance, which ultimately helps us to dampen volatility and provide more stable returns.

Sustainable Investing Philosophy

Given Western Asset's alignment with its long-term fundamental value philosophy, sustainable investing is an important element of Western Asset's investment process and is incorporated across the fixed-income strategies that Western Asset manages. Sustainability considerations are integrated with its general research process and led by its sector specialists, who analyze sustainability factors in conjunction with traditional metrics. Western Asset believes that financially material sustainability factors can affect the creditworthiness of fixed-income issuers' securities and therefore can impact the performance of fixed-income investment portfolios.

To address this, Western Asset has developed comprehensive sustainability frameworks tailored to various sectors such as sovereigns, corporates, securitized credit, and municipal fixed-income sectors. These frameworks are designed to identify material environmental, social, and governance risks and opportunities that could impact financial valuations. Western Asset's research analysts leverage these frameworks to evaluate financially material sustainability characteristics of issuers, which then informs its overall assessment of the risk and opportunity profiles for these issuers.

Types of Advisory Services. Western Asset provides investment advisory services in multiple formats, including separate accounts and mutual funds and other commingled investment vehicles.

This brochure is the applicable Western Asset Form ADV disclosure document only for the separate account investment advisory services Western Asset provides as a Subadviser to FTPPG.

Western Asset Assets Under Management.* As of September 30, 2025, Western Asset managed approximately $184,988.3 million in assets, including the following:

- approximately $181,382.2 million in assets on a discretionary basis, and
- approximately $3,606.1 million in assets on a non-discretionary basis.

*These numbers are rounded to the nearest 100,000.

Assets managed on a discretionary basis include client assets for which Western Asset, as Subadviser to FTPPG, provides investment advisory services in FTPPG-Implemented Programs and Discretionary Model Programs. Assets managed on a non-discretionary basis include client assets for which Western Asset, as Subadviser to FTPPG, provides investment advisory

services in Non-Discretionary Model Programs. In addition, both categories of managed assets include client assets for which Western Asset provides investment advisory services other than as a Subadviser to FTPPG. Western Asset's assets under management disclosed herein may include assets that affiliated managers of Western Asset may also be reporting in their Form ADV filings due to such affiliated managers and Western Asset retaining one another from time to time to provide investment sub-advisory services in connection with their respective clients.

K. Wrap Fee Programs

Certain Sponsor Firm investment programs for which FTPPG and the Subadvisers provide investment advisory services are wrap fee programs in which FTPPG receives (from the Sponsor Firm) a portion of the wrap fees clients pay to the Sponsor Firm. FTPPG typically pays all or part of the compensation it receives to the Subadvisers as compensation for the investment advisory services they provide for the program. For additional information on FTPPG and Subadviser compensation, see Item 5 in this brochure.

The investment advisory services the Subadvisers provide in Sponsor Firm investment programs, including wrap fee and non-wrap fee programs, generally differ from the investment advisory services the Subadvisers provide to clients outside such programs in one or more of the following ways:

1. The Subadvisers' investment advisory services for clients in Sponsor Firm investment programs generally involve investments only in publicly-traded equity securities, fixed income securities, and/or cash equivalents, while their investment advisory services for other clients may involve additional strategies and investments, such as short selling, privately-offered securities and derivatives (e.g., options, futures, currency forward contracts and swaps).

2. The Subadvisers' investment advisory services for clients in Sponsor Firm investment programs generally do not involve investments in initial or secondary offerings of equity securities because, as a practical matter, it is unlikely FTPPG would be able to obtain allocations in such offerings for FTPPG-Implemented Program clients (a Subadviser may invest assets of its non-FTPPG clients in such offerings);

3. The Subadvisers' investment advisory services for clients outside of Sponsor Firm investment programs may involve different investment strategies or investments in a larger or smaller number of securities than the Subadvisers include in the investment management portfolios they provide to clients in Sponsor Firm investment programs.

4. For separately managed accounts outside of Sponsor Firm investment programs, the Subadvisers may be able to tailor the investment advisory services they provide more closely to client needs and preferences, as reflected in client investment guidelines and client restrictions.

5. A Subadviser may provide regular reports to clients outside of Sponsor Firm investment programs. As described in Item 13 below, FTPPG and the Subadvisers typically do not provide such reports to clients in Sponsor Firm investment programs.

6. Royce's investment advisory services for clients in Sponsor Firm investment programs do not involve investments in non-U.S. traded securities but may involve investments in U.S. traded American Depositary Receipts. (Royce may invest assets of its non-FTPPG clients in non-U.S. traded securities.)

A Subadviser may make available certain of its investment strategies and investment advisory services only (i) in a closed-end or open-end fund or other commingled investment vehicle, and/or (ii) to clients that meet the Subadviser's requirements for entering into an investment advisory agreement directly with the Subadviser (including, potentially, minimum investment and client qualification requirements).

L. Individual Client Needs

In addition to making available investment management portfolios that reflect a wide range of investment strategies, FTPPG and the Subadvisers may tailor the investment advisory services they provide more closely to the individual needs of clients as described below.

Client Restrictions. For client accounts in FTPPG-Implemented Programs, FTPPG accepts client-imposed restrictions on the investment management of such client accounts if both FTPPG and the applicable Subadviser, in their discretion, determine that implementation of the proposed restriction is reasonably practical as an investment and operational matter.

Subject to this standard, clients in FTPPG-Implemented Programs may impose restrictions on investments in specific securities (e.g., stock of Company ABC) or on investments in certain categories of securities (e.g., tobacco company stocks). Where a client restricts investment in a category of securities, FTPPG and the applicable Subadviser will identify in their discretion, and implement limitations on investment, in the specific securities within the restricted category. FTPPG relies on the client's Sponsor Firm to notify FTPPG of any restrictions desired by clients.

In FTPPG-Implemented Programs, FTPPG applies client account restrictions it accepts (other than for accounts that select ESG investment management portfolios – see Item 8 below) only at the time of purchase, and does not apply these restrictions to securities transferred into the account, securities already held in the account at the time the restriction is imposed, securities that first come within a restriction following purchase of such securities, and securities acquired as a result of corporate actions (e.g., stock splits and stock dividends).

Client Directed Sales and Temporary ETF Investments. A client in a FTPPG-Implemented Program may direct FTPPG to sell particular securities or types of securities held in the client's account by contacting his or her Sponsor Firm. FTPPG seeks to begin implementing sell directions no later than the close of business on the business day after FTPPG receives the direction in proper form from the client's Sponsor Firm. FTPPG will determine, in its sole discretion, what constitutes proper form for these purposes. FTPPG generally does not implement sell directions immediately upon receipt. As a result, the proceeds from a directed sale may be more or less than the client would have received had FTPPG implemented the sell direction immediately.

In connection with a client-directed sale of securities, FTPPG, in its sole discretion, may accept and implement a client direction to temporarily invest the sale proceeds in an exchange-traded fund ("ETF"). Such directions involve an increased risk of loss (or missed gains) to the client relative to client accounts for which such directions are not given. Neither FTPPG nor any of its affiliates, including the Subadvisers, have any responsibility for the suitability or performance of any client-directed ETF investments. FTPPG will be responsible only for implementing any directions it accepts to make such investments, subject to any account-, security- or tax lot-level realized loss or gain minimums FTPPG establishes from time to time.

ETFs are exchange-traded funds that typically represent U.S. securities markets, industry and market capitalization sectors, non-U.S. country and regional markets, and other types of non-U.S. securities markets and market sectors (e.g., emerging markets). ETFs generally are subject to the same investment risks associated with the underlying securities held by the ETF. Refer to Appendix A to this brochure for explanations of certain types of investment risks. Also, in addition to fees charged at the account level, a client will bear a proportionate share of the separate fees and expenses incurred by any ETF held in the client's account.

Custom Services. FTPPG and ClearBridge may agree to further tailor to client needs the investment advisory services they provide, including as part of the Custom Asset Management services described in Item 8 of this brochure. In addition, FTPPG and certain of its Subadvisers may agree to provide customized investment management services or a customized version of a particular investment management portfolio described in Item 8 of this brochure upon the request of a client or a Sponsor Firm.

Item 5

FEES AND COMPENSATION

A. Compensation of Franklin Templeton Private Portfolio Group, LLC and the Subadvisers

How FTPPG is compensated for the services FTPPG and the Subadvisers provide in an investment program depends on whether the program is a Single-Contract Program or a Dual-Contract Program.

In Single-Contract Programs and Dual-Contract Programs, FTPPG pays the Subadvisers all or a portion of the fees FTPPG receives as compensation for the Subadvisers' services.

FTPPG Compensation in Single-Contract Programs. In a Single-Contract Program, the client does not enter into an agreement directly with FTPPG. Instead, the client enters into an agreement with the client's Sponsor Firm that covers investment advisory services FTPPG and one or more Subadvisers provide and also certain investment services the Sponsor Firm provides. The client pays the Sponsor Firm fees for all the services under such agreement. The Sponsor Firm, in turn, compensates FTPPG for the investment advisory services FTPPG and the applicable Subadviser(s) provide.

The fees agreed to by FTPPG and a Sponsor Firm under a Single-Contract Program are dependent upon a variety of factors, including without limitation the size of the program, the portfolio selected by the client, Sponsor Firm administrative requirements and administrative charges, Sponsor Firm parameters for compensation of participating managers or advisers, and the nature and extent of the responsibilities of and services provided by each of the Sponsor Firm, FTPPG and FTPPG's Subadvisers under the program. Based on such factors, FTPPG and a Sponsor Firm may agree to a fee rate under a particular Single-Contract Program that is different from the fee rate or outside of the fee range indicated below. A Sponsor Firm and FTPPG may agree to a fee rate with respect to a particular account under a Single-Contract Program that is lower than the standard fee rate at which FTPPG is compensated by the Sponsor Firm under such Single-Contract Program. Such fee concessions are very unusual and agreed to by FTPPG only in special circumstances, e.g. in the case of accounts with unusually large asset levels. In addition, a Sponsor Firm and FTPPG may agree to a fee rate with respect to a particular account under a Single-Contract Program that is higher than the fee rate at which FTPPG is compensated under such Single-Contract Program based on such account's unique servicing needs and compliance requirements. The fees paid to FTPPG in FTPPG-Implemented Programs, where FTPPG is responsible for providing full discretionary portfolio management, implementation and trade placement services with respect to client accounts, generally are higher than the fees paid to FTPPG in Discretionary Model Programs, where FTPPG and its Subadvisers have investment discretion but the Sponsor Firm is responsible for implementing Subadviser investment advice forwarded to it by FTPPG for client accounts, and Non-Discretionary Model Programs, where the Sponsor Firm has investment discretion and decides whether to implement Subadviser investment advice, in whole or in part, forwarded to it by FTPPG for client accounts.

- In the case of **FTPPG-Implemented Programs**, FTPPG generally receives, or anticipates receiving, fees from the Program Sponsor within the following ranges depending upon the portfolio selected by the client:

Portfolios Subadvised by ClearBridge	**Fee Rates or Ranges**
All ClearBridge Equity Portfolios (See Item 8)	0.32% - 0.50%

Balanced/Specialty Portfolios Subadvised by ClearBridge and Western Asset or FAV	**Fee Rates or Ranges**
All Balanced (other than MDA Balanced)/Specialty Portfolios (See Item 8)	0.30% - 0.45%

Portfolios Subadvised by CINA	**Fee Rates or Ranges**
ClearBridge Global Infrastructure Income	0.42% - 0.45%

Portfolios Subadvised by FAV	**Fee Rates or Ranges**
Franklin Templeton Multi-Asset Class Portfolios (See Item 8)	0.00% - 0.40%
Franklin Corporate Ladder Portfolios Franklin Municipal Ladder Portfolios Franklin U.S. Government Ladder Portfolios	0.07%
Franklin Municipal Ladder-Tax Managed Portfolios	0.09%
Franklin Intermediate Fixed Income Franklin Intermediate Government Bond Franklin Intermediate Investment Grade Credit Franklin Intermediate Municipal Franklin Limited Maturity Municipal Franklin Long Maturity Municipal Franklin Municipal Green Bond	0.15% - 0.25%
Franklin Custom Muni Franklin High Yield Municipal Franklin Intermediate High Yield Municipal Franklin Intermediate Municipal - Tax Managed	0.20%
Franklin Templeton Low Volatility High Dividend Equity	0.20% - 0.40%
Franklin Core Franklin Core Plus Franklin Municipal Enhanced Income*	0.25%
Franklin Growth Franklin Income	0.34%
Franklin DynaTech Franklin Equity Income Franklin Growth Opportunities Franklin Rising Dividends Franklin U.S. Focused Growth	0.40% - 0.45%
Putnam Ultra Short Duration Income Managed Account	0.18%
Franklin Small-Mid Cap Growth Franklin Technology	0.42%-0.45%

Portfolios Subadvised by FAV	Fee Rates or Ranges
Franklin Small Cap Growth	0.50%

*Also known as "Franklin Multi-Strategy Municipal" by certain clients of Managed Account Advisors LLC in Merrill Lynch Investment Advisory Program.

Portfolios Subadvised by FMA	Fee Rates or Ranges
Franklin Mutual Beacon Franklin Mutual International Value Franklin Mutual Small-Mid Cap Value Franklin Mutual U.S. Large Cap Value Franklin Mutual U.S. Mid Cap Value	0.42%
Franklin Small Cap Value	0.50%

Portfolios Subadvised by FTILLC	Fee Rates or Ranges
Franklin International Growth Equity ADR	0.40% - 0.42%

Portfolios Subadvised by FTIML and FTIC (CO-MANAGED)	Fee Rates or Ranges
Templeton International Climate Change	0.43%

Portfolios Subadvised by FTIML and TAML (CO-MANAGED)	Fee Rates or Ranges
Templeton Emerging Markets	0.50%

Portfolios Subadvised by CIML	Fee Rates or Ranges
ClearBridge Emerging Markets*	0.50% - 0.60%

*Known as Martin Currie Emerging Markets prior to September 30, 2025.

Portfolios Subadvised by Putnam	Fee Rates or Ranges
Putnam International ADR ** Putnam Sustainable Future Putnam Sustainable Leaders Putnam U.S. Core Equity Concentrated Putnam U.S. Large Cap Growth Equity Concentrated Putnam U.S. Large Cap Value Equity Concentrated Putnam U.S. Small Cap Growth Equity Putnam U.S. Small Cap Value Equity	0.42%

**Known as Putnam International Durable Equity (ADR Only) prior to December 31, 2025.

Portfolios Subadvised by Royce	Fee Rates or Ranges
Royce Smaller-Companies Growth Royce SMid-Cap Total Return	0.35%
Royce SMID Dividend Value	0.38%
Royce Concentrated Value Royce Premier Royce Small-Cap Total Return	0.45%
Portfolios Subadvised by TICLLC	**Fee Rates or Ranges**
Templeton Global ADR Equity Templeton International ADR Equity	0.45% - 0.60%

Portfolios Subadvised by Western Asset	Fee Rates or Ranges
All Western Asset Fixed Income Portfolios (See Item 8)	0.10% - 0.32%

Additional Investment Management Portfolios and Strategies (See Item 8)	Fee Rates or Ranges
ClearBridge Dynamic MDA Franklin Templeton Custom MDA Franklin Templeton MDA Balanced Franklin Templeton MDA Equity	0.30% - 0.50%
OSAM Canvas Managed Options Strategies • Risk Managed Equity Option Overlay Strategy (overlay on select investment management portfolios)Managed Call Selling Option Strategy (overlay on select investment management portfolios) o ClearBridge Appreciation-Enhanced Income o ClearBridge Dividend Strategy – Enhanced Income	0.40% - 0.55%

The fees FTPPG receives for managing certain custom accounts may fall outside of the above ranges.

- In the case of **Discretionary Model Programs**, FTPPG generally receives, or anticipates receiving, fees from the Program Sponsor within the following range depending upon the portfolio selected by the client:

Portfolios Subadvised by ClearBridge	Fee Rates or Ranges
All ClearBridge Equity Portfolios (See Item 8)	0.28% - 0.35%

Portfolios Subadvised by CINA	Fee Rates or Ranges
ClearBridge Global Infrastructure Income	0.30% - 0.32%

Portfolios Subadvised by FAV	Fee Rates or Ranges
Franklin Templeton Multi-Asset Class Portfolios (See Item 8)	0.00% - 0.40%
Franklin Templeton Low Volatility High Dividend Equity	0.20% - 0.40%
Franklin Equity Income Franklin Growth Franklin U.S. Focused Growth	0.28%
Franklin Growth Opportunities Franklin Rising Dividends	0.28% - 0.30%
Franklin DynaTech	0.28% - 0.31%
Franklin Core Franklin Core Plus Putnam Ultra Short Duration Income Managed Account	0.25%
Franklin Small-Mid Cap Growth Franklin Technology	0.35%
Franklin Small Cap Growth	0.40%

Portfolios Subadvised by FMA	Fee Rates or Ranges
Franklin Mutual U.S. Large Cap Value	0.28%
Franklin Mutual Beacon Franklin Mutual International Value Franklin Mutual U.S. Mid Cap Value	0.30%
Franklin Mutual Small-Mid Cap Value Franklin Small Cap Value	0.35%

Portfolios Subadvised by FTILLC	Fee Rates or Ranges
Franklin International Growth Equity ADR	0.30%

Portfolios Subadvised by FTIML and FTIC (CO-MANAGED)	Fee Rates or Ranges
Templeton International Climate Change	0.33%

Portfolios Subadvised by FTIML and TAML (CO-MANAGED)	Fee Rates or Ranges
Templeton Emerging Markets	0.45%

Portfolios Subadvised by CIML	Fee Rates or Ranges
ClearBridge Emerging Markets*	0.50%

*Known as Martin Currie Emerging Markets prior to September 30, 2025.

Portfolios Subadvised by Putnam	Fee Rates or Ranges
Putnam Sustainable Leaders Putnam U.S. Core Equity Concentrated Putnam U.S. Large Cap Growth Equity Concentrated Putnam U.S. Large Cap Value Equity Concentrated	0.30%
Putnam International ADR** Putnam Sustainable Future Putnam U.S. Small Cap Growth Equity Putnam U.S. Small Cap Value Equity	0.35%

** Known as Putnam International Durable Equity (ADR Only) prior to December 31, 2025.

Portfolios Subadvised by Royce	Fee Rates or Ranges
Royce Smaller-Companies Growth Royce SMid-Cap Total Return Royce SMID Dividend Value	0.35%
Royce Small-Cap Total Return	0.32%-0.42%
Royce Concentrated Value Royce Premier	0.42% - 0.45%

Portfolios Subadvised by TGAL	Fee Rates or Ranges
Templeton Foreign ADR Only	0.30%

Portfolios Subadvised by TICLLC	Fee Rates or Ranges
Templeton International ADR Equity	0.25% - 0.40%
Templeton Global ADR Equity	0.30%

- In the case of **Non-Discretionary Model Programs**, FTPPG generally receives, or anticipates receiving, fees from the Program Sponsor within the following ranges or at the following rates depending upon the portfolio selected by the client:

Portfolios Subadvised by ClearBridge	Fee Rates or Ranges
All ClearBridge Equity Portfolios (See Item 8)	0.28% - 0.45%

Balanced/Specialty Portfolios Subadvised by ClearBridge and Western Asset or FAV	Fee Rates or Ranges
All Balanced / Specialty Portfolios (See Item 8)	0.30%

Portfolios Subadvised by CINA	Fee Rates or Ranges
ClearBridge Global Infrastructure Income	0.30% - 0.32%

Portfolios Subadvised by FAV	Fee Rates or Ranges
Franklin Templeton Multi-Asset Class Portfolios (See Item 8)	0.00% - 0.40%
Franklin Templeton Low Volatility High Dividend Equity	0.20% - 0.40%
Franklin Equity Income Franklin Growth Franklin U.S. Focused Growth	0.28%
Franklin Growth Opportunities Franklin Rising Dividends	0.28% - 0.30%
Franklin DynaTech	0.28% - 0.31%
Franklin Templeton Digital Assets Core	0.60% - 1.50%
Franklin Templeton Digital Assets Core Capped Franklin Templeton Digital Assets Dynamic BTC/ETH	0.75% - 1.50%
Franklin Core Franklin Core Plus Putnam Ultra Short Duration Income Managed Account	0.25%
Franklin Small-Mid Cap Growth Franklin Technology	0.35%
Franklin Small Cap Growth	0.40%

Portfolios Subadvised by FMA	Fee Rates or Ranges
Franklin Mutual U.S. Large Cap Value	0.28%
Franklin Mutual Beacon Franklin Mutual International Value Franklin Mutual U.S. Mid Cap Value	0.30%
Franklin Mutual Small-Mid Cap Value Franklin Small Cap Value	0.35%

Portfolios Subadvised by FTILLC	Fee Rates or Ranges
Franklin International Growth Equity ADR	0.30%

Portfolios Subadvised by FTIML and FTIC (CO-MANAGED)	Fee Rates or Ranges
Templeton International Climate Change	0.33%

Portfolios Subadvised by FTIML and TAML (CO-MANAGED)	Fee Rates or Ranges
Templeton Emerging Markets	0.45%

Portfolios Subadvised by CIML	Fee Rates or Ranges
ClearBridge Emerging Markets*	0.50%

*Known as Martin Currie Emerging Markets prior to September 30, 2025.

Portfolios Subadvised by Putnam	Fee Rates or Ranges
Putnam Sustainable Leaders Putnam U.S. Core Equity Concentrated Putnam U.S. Large Cap Growth Equity Concentrated Putnam U.S. Large Cap Value Equity Concentrated	0.30%
Putnam International ADR ** Putnam Sustainable Future Putnam U.S. Small Cap Growth Equity Putnam U.S. Small Cap Value Equity	0.35%

** Known as Putnam International Durable Equity (ADR Only) prior to December 31, 2025.

Portfolios Subadvised by Royce	Fee Rates or Ranges
Royce Smaller-Companies Growth Royce SMid-Cap Total Return Royce SMID Dividend Value	0.35%
Royce Small-Cap Total Return	0.32%-0.42%
Royce Concentrated Value Royce Premier	0.42% - 0.45%

Portfolios Subadvised by TGAL	Fee Rates or Ranges
Templeton Foreign ADR Only	0.30%

Portfolios Subadvised by TICLLC	Fee Rates or Ranges
Templeton International ADR Equity	0.25% - 0.40%
Templeton Global ADR Equity	0.30%

Portfolios Subadvised by Western Asset	Fee Rates or Ranges
All Western Asset Fixed Income Portfolios (See Item 8)	0.10% - 0.32%

Additional Investment Management Portfolios (See Item 8)	Fee Rates or Ranges
ClearBridge Dynamic MDA Franklin Templeton MDA	0.30%-0.33%

For Single-Contract Program client fee information, clients should refer to their Sponsor Firm's Form ADV disclosure document or contact their Sponsor Firm representative.

FTPPG Compensation in Dual-Contract Programs. In a Dual-Contract Program, the client enters into an investment management agreement directly with FTPPG and a separate agreement with the client's Sponsor Firm. The client pays an investment management fee directly to FTPPG as compensation for the investment advisory services FTPPG and the applicable Subadviser(s) provide. The client typically pays a separate fee to the Sponsor Firm for services the Sponsor Firm provides pursuant to its separate agreement with the client. FTPPG may receive higher compensation in Dual-Contract Programs than in Single-Contract Programs.

FTPPG Standard Fee Rates for Dual-Contract Programs. For Dual-Contract Programs, FTPPG's standard fee rates for the investment management portfolios described in Item 8 of this brochure are set forth below.

Portfolios Subadvised by ClearBridge	Fee Rates or Ranges
All ClearBridge Equity Portfolios (See Item 8)	0.50%
Balanced (other than MDA Balanced)/Specialty Portfolios	0.50%
ClearBridge Non-Taxable Fixed Income Management ClearBridge Taxable Fixed Income Management	0.35%
ClearBridge Fixed Income ETF Models	0.30%

Portfolios Subadvised by CINA	Fee Rates or Ranges
ClearBridge Global Infrastructure Income	0.50%

Portfolios Subadvised by FAV	Fee Rates or Ranges
Franklin Templeton Custom Asset Allocation Models	0.00%
Franklin Templeton U.S. Core Equity Direct Implementation Portfolios	0.20%
Franklin Templeton Multi-Asset Class Portfolios (See Item 8)	0.00% - 0.40%
Franklin Corporate Ladder Portfolios* Franklin Municipal Ladder Portfolios Franklin U.S. Government Ladder Portfolios	0.07%
Franklin Municipal Ladder-Tax Managed Portfolios	0.09%
Franklin Intermediate Fixed Income Franklin Intermediate Government Bond Franklin Intermediate Investment Grade Credit Franklin Intermediate Municipal Franklin Limited Maturity Municipal Franklin Long Maturity Municipal Franklin Municipal Green Bond	0.15%
Franklin Core Franklin Core Plus Franklin Municipal Enhanced Income** Putnam Ultra Short Duration Income Managed Account	0.25%
Franklin Growth Franklin Small-Mid Cap Growth Franklin Technology Franklin Templeton Low Volatility High Dividend Equity	0.50%

Portfolios Subadvised by FAV	Fee Rates or Ranges
Franklin High Yield Municipal Franklin Intermediate High Yield Municipal Franklin Intermediate Municipal -Tax Managed	0.20%
Franklin Custom Muni	0.30% on first $5 million 0.25% on next $5 million 0.20% on next $40 million 0.15% on assets over $50 million
Franklin DynaTech Franklin Equity Income Franklin Growth Opportunities Franklin Income Franklin Rising Dividends Franklin U.S. Focused Growth	0.60% on first $1 million 0.55% on next $2 million 0.50% on next $7 million 0.45% on assets over $10 million
Franklin Small Cap Growth	0.90% on first $10 million 0.85% on next $40 million 0.80% on next $50 million 0.75% on assets over $100 million

*Available at one Sponsor Firm where contracted fees are paid to FTPPG by the Sponsor Firm and not its clients invested in the strategy. See Section 10 of the Brochure.

**Also known as "Franklin Multi-Strategy Municipal" by certain clients of Managed Account Advisors LLC in Merrill Lynch Investment Advisory Program.

Portfolios Subadvised by FMA	Fee Rates or Ranges
Franklin Mutual Beacon Franklin Mutual International Value Franklin Mutual Small-Mid Cap Value Franklin Mutual U.S. Large Cap Value Franklin Mutual U.S. Mid Cap Value Franklin Small Cap Value	0.50%

Portfolios Subadvised by FTILLC	Fee Rates or Ranges
Franklin International Growth Equity ADR	0.60% on first $1 million 0.55% on next $2 million 0.50% on next $7 million 0.45% on assets over $10 million

Portfolios Subadvised by FTIML and FTIC (CO-MANAGED)	Fee Rates or Ranges
Templeton International Climate Change	0.50%

Portfolios Subadvised by FTIML and TAML (CO-MANAGED)	Fee Rates or Ranges
Templeton Emerging Markets	0.50%

Portfolios Subadvised by CIML	Fee Rates or Ranges
ClearBridge Emerging Markets*	0.60%

*Known as Martin Currie Emerging Markets prior to September 30, 2025.

Portfolios Subadvised by Putnam	Fee Rates or Ranges
Putnam International ADR ** Putnam Sustainable Future Putnam Sustainable Leaders Putnam U.S. Core Equity Concentrated Putnam U.S. Large Cap Growth Equity Concentrated Putnam U.S. Large Cap Value Equity Concentrated Putnam U.S. Small Cap Growth Equity Putnam U.S. Small Cap Value Equity	0.50%

**Known as Putnam International Durable Equity (ADR Only) prior to December 31, 2025.

Portfolios Subadvised by Royce	Fee Rates or Ranges
Royce Concentrated Value Royce Premier Royce Small-Cap Total Return Royce Smaller-Companies Growth Royce SMid-Cap Total Return Royce SMID Dividend Value	0.50%

Portfolios Subadvised by TICLLC	Fee Rates or Ranges
Templeton Global ADR Equity Templeton International ADR Equity	0.50%

Portfolios Subadvised by Western Asset	Fee Rates or Ranges
Western Asset Active Bond Western Asset Gov/Corp* Western Asset Gov/Corp ESG Western Asset GSM 3-Year, 5-Year and 7-Year Western Asset Intermediate Corporate Bond	0.30% on first $25 million 0.25% on assets over $25 million
Western Asset Current Market Muni** Western Asset Current Market Muni ESG Western Asset Custom Muni Western Asset Short-Term Muni	0.30% on first $1 million 0.26% on next $4 million 0.22% on assets over $5 million
Western Asset Tax Aware Western Asset Municipal Opportunities	0.20%
Western Asset Core Western Asset Core Plus Western Asset Core Plus (Global Client)	0.32%
Western Asset Managed Municipals	0.28%
Western Asset Enhanced Cash Constrained SMA Western Asset Enhanced Cash SMA Western Asset Tax-Aware Enhanced Cash SMA	0.20%
Western Asset Corporate Bond Ladders	0.10%
Western Asset Municipal Bond Ladders Western Asset Tax Aware Bond Ladders	0.16%

* These portfolios are referred to as "Taxable Fixed Income" for Raymond James clients.
** These portfolios are referred to as "Western Asset U.S Tax Exempt" for Ameriprise clients.

Additional Investment Management Portfolios and Strategies (See Item 8)	Fee Rates or Ranges
Franklin Templeton Multiple Discipline Accounts (MDAs) ClearBridge Dynamic MDA	0.50%
OSAM Canvas Managed Options Strategies • Risk Managed Equity Option Overlay Strategy (overlay on select investment management portfolios) • Managed Call Selling Option Strategy (overlay on select investment management portfolios) o ClearBridge Dividend Strategy – Enhanced Income o ClearBridge Appreciation – Enhanced Income	0.55% - 0.75%

FTPPG generally considers client requests to negotiate investment management fee rates lower than the above fee rates. However, FTPPG in its sole discretion may refuse to agree to lower fee rates for any one or more clients. In addition, FTPPG may establish fee rates that are lower than the above fee rates for certain accounts in a particular Dual-Contract Program,

based on expectations as to future aggregate asset levels from clients of one or more particular Sponsor Firm representatives.

FTPPG may establish fee rates that are higher than the above fee rates for accounts that have unique servicing needs or compliance requirements. In addition, FTPPG may establish fee rates that are different from the above fee rates for accounts in a particular Dual-Contract Program due to Sponsor Firm operational constraints, such as an inability to calculate and process fees under a tiered fee schedule.

For client accounts in Dual-Contract Programs, FTPPG typically charges its investment management fee quarterly in advance. Following one of the approaches set forth below, the client's Sponsor Firm typically deducts FTPPG's fee from the client's account and forwards the fee to FTPPG:

1. The Sponsor Firm calculates FTPPG's fee based on the client's agreed FTPPG fee rate and the value of the client account assets; or

2. The Sponsor Firm relies on FTPPG's calculation of FTPPG's fee based on the client's agreed FTPPG fee rate and the value of the client account assets, as set forth in fee invoices FTPPG sends to the Sponsor Firm.

Under both approaches, FTPPG's fees typically are calculated in accordance with procedures, including those applicable to account additions and withdrawals, established by the client's Sponsor Firm so that FTPPG's fee is calculated following a methodology that is similar to that used in calculating the Sponsor Firm's fee. For any one or more client accounts in a Dual-Contract Program, FTPPG may in its sole discretion agree to bill the client directly for its investment management fee instead of having the client's Sponsor Firm follow one of the above fee-deduction approaches. In addition, FTPPG may in its sole discretion agree to charge its fee in arrears (instead of in advance) or more or less frequently than quarterly.

FTPPG Fee Refunds in Dual-Contract Programs. If FTPPG's management of a client's Dual-Contract Program account is terminated during a period for which the client pre-paid FTPPG's investment management fee, FTPPG will calculate the appropriate refund amount and send this amount to the client's Sponsor Firm for forwarding to the client or deposit into an account the client maintains at the Sponsor Firm. FTPPG calculates refunds in these circumstances by:

1. dividing the number of days left (after termination) in the period for which the client paid the fee by the total number of days in the period; and

2. multiplying the result by the dollar amount of the pre-paid fee.

FTPPG sends termination-related fee refunds to Sponsor Firms on a quarterly basis. Accordingly, there may be a delay of up to approximately ninety days between the time FTPPG's management of a Dual-Contract Program account is terminated and the time FTPPG sends the related fee refund to the client's Sponsor Firm.

For single-contract program fee refund information, clients should refer to their Sponsor Firm's Form ADV disclosure document or contact their Sponsor Firm representative.

B. Other Fees and Expenses

In addition to the investment management fees FTPPG receives for the investment advisory services FTPPG and the Subadvisers provide, a client generally will incur brokerage and trade execution costs for securities transactions FTPPG and the Subadvisers recommend or effect for the client's account. These costs generally are imposed by the broker-dealer firms used to execute such transactions. For securities transactions executed by the client's Sponsor Firm or by a broker-dealer the Sponsor Firm designates, these costs often are included in the fee the client pays to the client's Sponsor Firm (in both Single-Contract Programs and Dual-Contract Programs). For securities transactions executed by another broker-dealer firm, these costs are in addition to fees the client pays to the client's Sponsor Firm. For more information on brokerage and

transaction costs in investment programs for which FTPPG or a Subadviser selects broker-dealers to execute securities transactions for client accounts, clients should refer to Item 12 of this brochure.

A client may also incur any one or more of the costs listed below. The costs described in items 1, 2 and 3 below, as well as the costs of trade execution by a client's Sponsor Firm or designated broker-dealer (see above), typically are covered by the fees clients pay to their Sponsor Firms.

1. Fees for account custody services and related services such as security transfers and wire transfers.

2. Fees for investment advisory services a Sponsor Firm or other person or firm (other than FTPPG or a Subadviser) provides to the client. These may include services such as evaluation, recommendation and monitoring of investment managers, financial planning services and asset allocation advice.

3. Fees for account reporting by the client's Sponsor Firm – for example, preparation of periodic account statements.

4. Any SEC fees, transfer taxes or other governmental charges based on securities transactions.

5. Conversion and foreign exchange fees and charges associated with purchases and sales of American Depositary Receipts ("ADRs") in non-U.S. markets for ordinary shares underlying the ADRs. See Item 12 of this brochure for more information.

6. Ongoing custody or service fees charged by ADR depository banks for inventorying the underlying non-U.S. shares and performing related administrative services.

7. Internal fees and expenses of any mutual fund or ETF purchased or held for the client's account, as part of the investment management portfolio the client selects or at the client's direction. Mutual fund and ETF prospectuses, which should be available from Sponsor Firms, include descriptions of these fees and expenses.

Clients should contact their Sponsor Firms and any other service providers for information on the costs associated with the services these firms provide, including the potential costs noted in items 1–4 above. The compensation FTPPG and the Subadvisers receive does not cover any of the potential costs noted in items 1–7 above.

Item 6
PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

A. Performance-Based Fees and Side-by-Side Management

Performance-based fees are investment advisory fees that are based on a share of capital gains on, or capital appreciation of, client assets. Performance-based fees do not include fees that are based merely on a percentage of client account assets managed or advised.

FTPPG does not charge performance-based fees, but instead charges fees based on the amount of client account assets for which FTPPG, together with one or more of the Subadvisers, provides investment advisory services. The Subadvisers also do not charge performance-based fees for FTPPG client accounts. See Item 5 of this brochure for FTPPG/Subadviser fee information applicable to FTPPG client accounts.

Each Subadviser may charge performance-based fees for certain client accounts that do not access its investment advisory services through FTPPG – i.e., non-FTPPG client accounts. These performance-based fees typically are based on account performance relative to a benchmark index agreed on by the Subadviser and the client. While performance fees are intended to reward the Subadviser for the successful pursuit of client investment goals, they could create an incentive for portfolio managers to take risks in managing client assets that they would not otherwise take.

Each Sub-Adviser, including any of its portfolio management teams, may simultaneously manage or otherwise provide investment advice for non-FTPPG client accounts that are subject to performance-based fees and for non-performance fee FTPPG client accounts. As noted in Section B below, management of non-FTPPG client accounts, including those subject to performance-based fees, may differ from the management of FTPPG client accounts based on the particular needs and circumstances of client accounts. The side-by-side management or provision of investment advice for non-FTPPG client accounts that are subject to performance-based fees and for non-performance fee FTPPG client accounts could involve potential conflicts of interest by providing a Subadviser and the applicable portfolio management team with an incentive to favor such non-FTPPG client accounts over FTPPG client accounts in order to maximize the Subadviser's performance fee revenues and to increase the compensation of portfolio management team members. The application of tax laws affecting performance-based fees or allocations can also create incentives and affect the behavior of portfolio managers. These potential conflicts of interest could involve:

- Allocating the most attractive investment opportunities to performance fee accounts.
- Favoring the trading of performance fee accounts as to timing and execution price.
- Timing the trading of non-performance fee accounts to benefit performance fee accounts (e.g. front running).
- Portfolio management team members disproportionately focusing their time and resources on performance fee accounts.

Please see Item 11 ("Code of Ethics, Participation or Interest in Client Transactions and Personal Trading – Potential Conflicts Relating to Advisory and Other Activities – Allocation of Investment Opportunities") for more information regarding conflicts of interest related to allocation of investment opportunities.

The Subadvisers seek to conduct their respective businesses by treating all clients equally and by appropriately managing potential conflicts of interest that arise when conducting transactions involving multiple clients. Each Subadviser addresses these potential conflicts of interest by:

- maintaining policies and procedures that are designed to ensure that investment opportunities are allocated fairly and equitably to client accounts, including FTPPG client accounts and non-FTPPG client accounts;

- generally communicating investment decisions and recommendations that apply to FTPPG client accounts and non-FTPPG client accounts, that employ the same or substantially similar investment strategies, including performance-based fee accounts, at the same time, as described in Item 12 of this brochure;

- regularly reviewing and comparing the performance of FTPPG client accounts with the performance of non-FTPPG client accounts that employ the same or substantially similar investment strategies (As noted in Item 4 and Item 8 of this brochure, a Subadviser's management of FTPPG client accounts and non-FTPPG client accounts that employ the same or substantially similar investment strategies may differ based upon the particular needs and circumstances of the relevant client accounts); and

- maintaining trade allocation policies and procedures designed to ensure that no client participating in an aggregated trade order is favored over another participating client account when, to the extent applicable, a Subadviser aggregates trades for FTPPG client accounts and non-FTPPG client performance-based fee accounts.

Please see Item 11 ("Code of Ethics, Participation or Interest in Client Transactions and Personal Trading") for further discussion on conflicts arising from clients investing alongside other clients and conflicts of interest related to valuation of investments; and Item 12 ("Brokerage Practices – Aggregation and Allocation of Trades") for further discussion on aggregation and allocation of trades.

B. Additional Side-by-Side Management Information

Portfolio managers of each Subadviser may determine, in light of a client account's available cash, investment objectives, restrictions, permitted investment techniques and other relevant considerations, that an investment opportunity is appropriate for only some of the client accounts under their management or that they should take differing positions with respect to a particular security on behalf of certain client accounts.

Each Subadviser may give advice and take action in the performance of its duties to certain client accounts that differs from advice given, and/or the timing and nature of action taken, with respect to other client accounts. The timing and nature of action taken for one or more client accounts may positively or negatively impact one or more other client accounts. For example, the value of a security held in client accounts may be positively affected by purchases, and negatively affected by sales, of the same security for other client accounts.

CINA

Other types of side-by-side management can cause conflicts of interest. For instance, CINA's portfolio managers, research analysts and traders (front office employees) aggregate orders for the clients of its parent, CIL. Their interest may be a direct ownership interest in a CIL managed fund (or a fund that invests in the fund or a separate account) or an indirect interest in a CIL managed fund, for example as a participant in a deferred compensation plan that invests in the fund. The discretionary and deferred bonus awarded to front office employees may be based on fund performance.

Western Asset

In the case of Western Asset, it may have conflicts of interest relating to its management of accounts, including commingled investment vehicles, in which Western Asset, its affiliate and/or its employees have a significant proprietary interest. The interest of Western Asset, its affiliate and/or its employees in an account may provide an incentive for Western Asset to favor such account over other client accounts. As noted above, Western Asset has adopted policies and procedures that are designed to ensure that investment opportunities are allocated fairly and equitably to client accounts. In addition, Western Asset monitors the trading activity in, and the performance of, accounts in which Western Asset, its affiliates and/or its employees have a significant proprietary interest to ensure that such accounts are not being favored over other client accounts.

Item 7
TYPES OF CLIENTS

A. Clients

FTPPG, together with the Subadvisers, provides investment advisory services for a wide range of clients in Sponsor Firm investment programs, including individuals, pension and profit-sharing plans, endowments, foundations, unions and state and local governmental entities. Sponsor Firms, which include broker-dealer firms, banks and investment advisory firms, are another type of client to which FTPPG and the Subadvisers may provide investment advisory services (for use by such Sponsor Firms or their designees in managing accounts on behalf of clients of such Sponsor Firms).

B. Investment Minimums

For new client accounts, FTPPG generally imposes the investment minimums listed below. FTPPG, in its sole discretion and in consultation with the applicable Subadvisers, may waive any one or more of these minimums for any one or more client accounts. In addition, for certain investment programs, FTPPG and a Sponsor Firm may establish investment minimums for particular investment management portfolios that are higher or lower than those indicated below. FTPPG, in its sole discretion and in consultation with the applicable Subadvisers, may freeze management of a client account in the event that the value of such account falls below the applicable investment minimum for the selected investment management portfolio.

Equity Portfolios Subadvised by ClearBridge	Investment Minimum
ClearBridge Appreciation* ClearBridge Dividend Strategy* ClearBridge Global Value ADR ClearBridge Growth* ClearBridge International Growth ADR* ClearBridge International Value ADR* ClearBridge Large Cap Growth* ClearBridge Large Cap Value* ClearBridge Mid Cap ClearBridge Mid Cap Growth ClearBridge Small Cap ClearBridge Small Cap Growth ClearBridge Sustainability Leaders ClearBridge Tactical Dividend Income ClearBridge Value*	$50,000
ClearBridge All Cap Growth*	$75,000
ClearBridge Global Growth ADR ClearBridge SMID Cap Growth	$100,000

Balanced and Specialty Portfolios Subadvised by ClearBridge and Western Asset or FAV	Investment Minimum
Balanced Franklin Templeton Appreciation* Franklin Templeton Balanced Income Franklin Templeton Dividend Strategy* Franklin Templeton Global Value ADR Franklin Templeton International Value ADR Franklin Templeton Large Cap Growth* Franklin Templeton Large Cap Value* Franklin Templeton Value*	$100,000
Balanced Franklin Templeton All Cap Growth*	$125,000
Balanced - Tax Favored Franklin Templeton All Cap Growth* Franklin Templeton Appreciation* Franklin Templeton Balanced Income with Municipals Franklin Templeton Dividend Strategy* Franklin Templeton Global Value ADR Franklin Templeton International Value ADR Franklin Templeton Large Cap Growth* Franklin Templeton Large Cap Value* Franklin Templeton Value	$200,000

*These strategies also may be available as part of ESG portfolios that integrate environmental, social and governance criteria.

Portfolios Subadvised by CINA	Investment Minimum
ClearBridge Global Infrastructure Income	$50,000

Portfolios Subadvised by FAV	Investment Minimum
Franklin Templeton Custom Asset Allocation Models	$5,000 to $500,000 depending on implementation type
Franklin Templeton Multi-Asset Class (See Item 8) Franklin Templeton Core Multi Manager + Digital Assets ETF	$25,000
Franklin Equity Income Franklin Rising Dividends Franklin Small Cap Growth Franklin Small-Mid Cap Growth Franklin Templeton Digital Assets Core Franklin Templeton Digital Assets Core Capped Franklin Templeton Digital Assets Dynamic BTC/ETH	$50,000

Portfolios Subadvised by FAV	Investment Minimum
Franklin Templeton Low Volatility High Dividend Equity	
Franklin Corporate Ladder 1-3 Year Franklin Corporate Ladder 1-5 Year Franklin Corporate Ladder 1-10 Year Franklin DynaTech Franklin Growth Franklin Growth Opportunities Franklin Intermediate Fixed Income Franklin Intermediate Government Bond Franklin Technology Franklin U.S. Government Ladder 1-5 Year Franklin U.S. Government Ladder 1-10 Year Franklin U.S. Government Ladder 5-20 Year	$100,000
Franklin Core Franklin Core Plus Franklin U.S. Focused Growth	$150,000
Franklin Income Franklin Intermediate Investment Grade Credit Franklin Intermediate Municipal Franklin Intermediate Municipal – Tax Managed Franklin Limited Maturity Municipal Franklin Municipal Ladder 1-3 Year Franklin Municipal Ladder 1-7 Year Franklin Municipal Ladder 1-15 Year Franklin Municipal Ladder 1-3 Year – Tax Managed Franklin Municipal Ladder 1-7 Year – Tax Managed Franklin Municipal Ladder 1-15 Year – Tax Managed	$175,000
Franklin Long Maturity Municipal Franklin Municipal Enhanced Income* Franklin Municipal Ladder 5-20 Year Franklin Municipal Ladder 5-20 Year – Tax Managed Franklin Templeton U.S. Core Equity Direct Implementation Portfolios Putnam Ultra Short Duration Income Managed Account	$250,000
Franklin Municipal Green Bond	$500,000
Franklin Custom Muni	$3,000,000
Franklin High Yield Municipal	$3,000,000
Franklin Intermediate High Yield Municipal	$3,000,000

*Also known as "Franklin Multi-Strategy Municipal" by certain clients of Managed Account Advisers LLC in Merrill Lynch Investment Advisory Program.

Portfolios Subadvised by FMA	Investment Minimum
Franklin Mutual Beacon Franklin Mutual International Value Franklin Mutual U.S. Large Cap Value Franklin Mutual U.S. Mid Cap Value	$50,000
Franklin Small Cap Value	$100,000

Portfolios Subadvised by FTILLC	Investment Minimum
Franklin International Growth Equity ADR	$100,000

Portfolios Subadvised by FTIML and FTIC (CO-MANAGED)	Investment Minimum
Templeton International Climate Change	$50,000

Portfolios Subadvised by FTIML and TMAL (CO-MANAGED)	Investment Minimum
Templeton Emerging Markets	$50,000

Portfolios Subadvised by CIML	Investment Minimum
ClearBridge Emerging Markets*	$50,000

*Known as Martin Currie Emerging Markets prior to September 30, 2025.

Portfolios Subadvised by Putnam	Investment Minimum
Putnam U.S. Large Cap Value Equity Concentrated Putnam U.S. Large Cap Growth Equity Concentrated	$50,000
Putnam International ADR ** Putnam Sustainable Future Putnam Sustainable Leaders Putnam U.S. Core Equity Concentrated Putnam U.S. Small Cap Growth Equity Putnam U.S. Small Cap Value Equity	$100,000

** Known as Putnam International Durable Equity (ADR Only) prior to December 31, 2025.

Portfolios Subadvised by Royce	Investment Minimum
Royce Concentrated Value Royce Premier Royce Small-Cap Total Return Royce Smaller-Companies Growth Royce SMid-Cap Total Return Royce SMID Dividend Value	$50,000

Portfolios Subadvised by TGAL	Investment Minimum
Templeton Foreign ADR Only	$100,000

Portfolios Subadvised by TICLLC	Investment Minimum
Templeton Global ADR Equity Templeton International ADR Equity	$100,000

Portfolios Subadvised by Western Asset	Investment Minimum
Western Asset Corporate Bond Ladders Western Asset GSM 3-Year Western Asset GSM 5-Year Western Asset GSM 7-Year Western Asset Gov/Corp* Western Asset Gov/Corp ESG Western Asset Intermediate Corporate Bond Western Asset Current Market Muni** Western Asset Current Market Muni ESG Western Asset Short-Term Muni	$100,000
Western Asset Core Western Asset Core Plus Western Asset Core Plus (Global Client)	$150,000
Western Asset Managed Municipals Western Asset Municipal Bond Ladders (1-5 Year)*** Western Asset Municipal Bond Ladders (1-10 Year)**** Western Asset Municipal Bond Ladders (1-15 Year)Western Asset Municipal Bond Ladders (1-17 Year)***** Western Asset Municipal Bond Ladders (1-30 Year)******* Western Asset Municipal Bond Ladders (Flexible Maturity)******* Western Asset Tax Aware Bond Ladders (1-5 Year) Western Asset Tax Aware Bond Ladders (1-10 Year) Western Asset Tax Aware Bond Ladders (1-15 Year) Western Asset Tax Aware Bond Ladders (1-17 Year) Western Asset Tax Aware Bond Ladders (1-30 Year) Western Asset Tax Aware Bond Ladders (Flexible Maturity)	$250,000
Western Asset Municipal Opportunities Western Asset Tax Aware	$500,000
Western Asset Active Bond	$1,000,000
Western Asset Custom Western Asset Custom Muni	$5,000,000
Western Asset Enhanced Cash SMA Western Asset Enhanced Cash Constrained SMA	$20,000,000
Western Asset Tax-Aware Enhanced Cash SMA	$50,000,000

*These portfolios are referred to as "Taxable Fixed Income" for Raymond James clients.
**These portfolios are referred to as "Western Asset U.S. Tax Exempt" for Ameriprise clients.
***These portfolios are referred to as "HTSPM Short Municipal Ladder" for Hilltop clients.

****These portfolios are referred to as "HTSPM Short-Intermediate Municipal" for Hilltop clients.
*****These portfolios are referred to as "HTSPM Intermediate Municipal Ladders" for Hilltop clients.
******These portfolios are referred to as "HTSPM Full Curve Municipal" for Hilltop clients.
*******These portfolios are referred to as "HTSPM Flexible Maturity Strategy" for Hilltop clients.

Additional Investment Management Portfolios and Strategies:

FRANKLIN TEMPLETON MULTIPLE DISCIPLINE ACCOUNT®**	
Investment Management Portfolio	**Investment Minimum**
Franklin Templeton MDA0, MDA1, MDA2, MDA3 and MDA4 Franklin Templeton – Multi-Cap Blend I and II Franklin Templeton – Global Mid-Large Cap Blend	$150,000
Franklin Templeton MDA5, MDA6, MDA7 and MDA8	$250,000
Franklin Templeton MDA0 – MDA4 Balanced Franklin Templeton – Balanced Global Mid-Large Cap Blend	$250,000
Franklin Templeton MDA5 – MDA8 Balanced	$350,000
Franklin Templeton MDA0 – MDA8 Balanced Tax-Favored	$350,000

**For alternative names of certain Franklin Templeton Multiple Discipline Account portfolios, see the description of such portfolios contained in Item 8 of this brochure. Multiple Discipline Account® is a trademark of Morgan Stanley Smith Barney LLC (doing business as "Morgan Stanley Wealth Management"). FTPPG, which is not affiliated with Morgan Stanley Smith Barney, LLC, uses this trademark under license.

CLEARBRIDGE DYNAMIC MDAs	
Investment Management Portfolio	**Investment Minimum**
Global Dividend Balanced Global Growth Global Growth and Value Global Growth and Value ESG U.S. Dividend Balanced U.S. Growth	$300,000

CUSTOM ASSET MANAGEMENT	
Investment Management Portfolio	**Investment Minimum**
Custom MDA	$500,000
Custom Portfolios/ClearBridge Private Client Management	$1,000,000
ClearBridge Taxable Fixed Income Management	$250,000
ClearBridge Non-Taxable Fixed Income Management	$250,000
ClearBridge Fixed Income ETF Models	$50,000

OSAM CANVAS MANAGED OPTIONS STRATEGIES	
Investment Management Portfolio	**Investment Minimum**

OSAM Canvas Managed Options Strategies
• Risk Managed Equity Option Overlay Strategy (overlay on select investment management portfolios)
• Managed Call Selling Option Overlay Strategy (overlay on select investment managed portfolios)
  ○ ClearBridge Dividend Strategy-Enhanced Income
  ○ ClearBridge Appreciation-Enhanced Income
	$250,000

Item 8
METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

FTPPG and the Subadvisers make available a broad range of investment strategies, which may be referred to in this brochure as "investment management portfolios", "portfolios", "Model Portfolios" or "strategies", and are listed and described below in Section A of this Item 8. Such descriptions include descriptions of how the Subadvisers formulate the investment advice reflected in the portfolios, including the Subadvisers' methods of investment analysis.

Each investment management portfolio involves risk of loss, which clients should be prepared to bear. The portfolio descriptions set forth below in Section A of this Item 8 identify the main risks for such portfolios. Appendix A to this brochure explains these risks. It is not practical to list all possible risks and one or more risks that this brochure does not identify for a portfolio nevertheless may result in losses for clients. For all portfolios, there is no assurance or guarantee that client investment objectives will be met.

Section B of this Item 8 describes Custom Asset Management services FTPPG, ClearBridge and Western Asset may make available. Section C of this Item 8 sets forth certain additional information relating to the investment management portfolios that FTPPG and the Subadvisers make available.

A. Investment Management Portfolios: Descriptions and Main Risks

The investment management portfolios FTPPG and the Subadvisers may make available in Sponsor Firm investment programs include the portfolios listed below, which are grouped by Subadvisers. One or more of the Subadvisers makes investment decisions or (where another firm has investment discretion) recommendations for each portfolio, as indicated below. For portfolios that are branded "Franklin Templeton," including balanced portfolios and Multiple Discipline Account portfolios, the portfolio description set forth below or separately provided to the client indicates which Subadviser is responsible for each investment style represented in the portfolio.

Clients should check with their Sponsor Firm representatives for portfolio availability. Certain portfolios may be referred to by different names at particular Sponsor Firms. Some of those naming differences are identified below, but FTPPG has no control over and is often unaware of the naming convention utilized by a Sponsor Firm.

Portfolios for which the Subadvisers provide investment subadvisory services to FTPPG include the following:

Portfolios Subadvised by ClearBridge

Single Style Equity

- ClearBridge All Cap Growth[1]
- ClearBridge Appreciation[1]
- ClearBridge Dividend Strategy[1]
- ClearBridge Global Growth ADR[1]
- ClearBridge Global Value ADR[1]
- ClearBridge Growth
- ClearBridge International Growth ADR
- ClearBridge International Value ADR[1]
- ClearBridge Large Cap Growth[1]
- ClearBridge Large Cap Value[1]
- ClearBridge Mid Cap
- ClearBridge Mid Cap Growth
- ClearBridge Small Cap
- ClearBridge Small Cap Growth

- ClearBridge SMID Cap Growth
- ClearBridge Sustainability Leaders
- ClearBridge Tactical Dividend Income
- ClearBridge Value[1]

ESG (including Faith-Based)

- ClearBridge All Cap Growth ESG[1]
- ClearBridge Appreciation ESG[1]
- ClearBridge Dividend Strategy ESG[1]
- ClearBridge Dividend Strategy ESG Catholic
- ClearBridge Growth ESG
- ClearBridge International Growth ADR ESG
- ClearBridge International Growth ADR ESG Catholic
- ClearBridge International Value ADR ESG
- ClearBridge International Value ADR ESG Catholic
- ClearBridge Large Cap Growth ESG[1]
- ClearBridge Large Cap Growth ESG Catholic
- ClearBridge Large Cap Value ESG[1]
- ClearBridge Large Cap Value ESG Catholic
- ClearBridge Value ESG[1]
- ClearBridge Value ESG Catholic
- Franklin Templeton Multiple Discipline Account 1 ESG[1]

Specialty/Multi-Style

- Franklin Templeton Balanced Income (Fixed Income portion of portfolio managed by Western Asset)
- Franklin Templeton Balanced Income with Municipals (Fixed Income portion of portfolio managed by Western Asset)

Custom Asset Management (See Item 8.B.)

- ClearBridge Fixed Income ETF Models
- ClearBridge Non-Taxable Fixed Income Management
- ClearBridge Taxable Fixed Income Management
- Custom MDA
- Custom Portfolios/ClearBridge Private Client Management

Portfolios Subadvised by CINA

- ClearBridge Global Infrastructure Income

Portfolios Subadvised by FAV

FAV – Equity/Specialty

- Franklin DynaTech
- Franklin Equity Income
- Franklin Growth
- Franklin Growth Opportunities
- Franklin Income
- Franklin Rising Dividends

- Franklin Small Cap Growth
- Franklin Small-Mid Cap Growth
- Franklin Technology
- Franklin Templeton U.S. Core Equity Direct Implementation Portfolios
- Franklin Templeton Digital Assets Core
- Franklin Templeton Digital Assets Core Capped
- Franklin Templeton Digital Assets Dynamic BTC/ETH
- Franklin Templeton Low Volatility High Dividend Equity
- Franklin U.S. Focused Growth

FAV – Fixed Income

- Franklin Core
- Franklin Core Plus
- Franklin Corporate Ladder 1-10 Year[2]
- Franklin Corporate Ladder 1-3 Year[2]
- Franklin Corporate Ladder 1-5 Year[2]
- Franklin Custom Muni
- Franklin High Yield Municipal
- Franklin Intermediate Fixed Income
- Franklin Intermediate Government Bond
- Franklin Intermediate High Yield Municipal
- Franklin Intermediate Investment Grade Credit[2]
- Franklin Intermediate Municipal
- Franklin Intermediate Municipal – Tax Managed
- Franklin Limited Maturity Municipal
- Franklin Long Maturity Municipal
- Franklin Municipal Enhanced Income[3]
- Franklin Municipal Green Bond
- Franklin Municipal Ladder 1- 15 Year – Tax Managed
- Franklin Municipal Ladder 1-15 Year
- Franklin Municipal Ladder 1-3 Year
- Franklin Municipal Ladder 1-3 Year – Tax Managed
- Franklin Municipal Ladder 1-7 Year
- Franklin Municipal Ladder 1-7 Year – Tax Managed
- Franklin Municipal Ladder 5-20 Year
- Franklin Municipal Ladder 5-20 Year – Tax Managed
- Franklin U.S. Government Ladder 1-10 Year
- Franklin U.S. Government Ladder 1-5 Year
- Franklin U.S. Government Ladder 5-20 Year
- Putnam Ultra Short Duration Income Managed Account

FAV – Multi-Asset Class

- Franklin Custom Income UCITS Model
- Franklin Templeton Alternative Completion
- Franklin Templeton Custom Asset Allocation
- Franklin Templeton Core Multi-Manager ESG Models
- Franklin Templeton Core Multi-Manager + Digital Assets ETF Models
- Franklin Templeton Dynamic Core Models

- Franklin Templeton Dynamic Core with Liquid Alternatives Models
- Franklin Templeton Multi-Manager Dynamic Income Models
- Franklin Templeton Multi-Manager Dynamic Income ETF Models
- Franklin Templeton Core Multi-Manager ETF Models
- Franklin Templeton Multi-Manager High Income Model[4]
- Franklin Templeton Multi-Manager HNW Models
- Franklin Templeton Core Multi-Manager Models
- Franklin Templeton Core Multi-Manager Mutual Fund Models
- Franklin Templeton Strategic Real Return
- FAV and FTIC (co-managed)
- Franklin Templeton Multi-Manager UCITS Equity Model
- Franklin Templeton Multi-Manager UCITS Fixed Income Model
- Franklin Templeton Multi-Manager UCITS ETF Models

FMA

- Franklin Mutual Beacon
- Franklin Mutual International Value
- Franklin Mutual Small-Mid Cap Value
- Franklin Mutual U.S. Large Cap Value
- Franklin Mutual U.S. Mid Cap Value
- Franklin Small Cap Value

FTILLC

- Franklin International Growth Equity ADR

FTIML and FTIC (co-managed)

- Templeton International Climate Change

FTIML and TAML (co-managed)

- Templeton Emerging Markets

Portfolios Subadvised by CIML

- ClearBridge Emerging Markets*

*Known as Martin Currie Emerging Markets prior to September 30, 2025.

Portfolios Subadvised by Putnam

- Putnam International ADR **[5]
- Putnam Sustainable Future
- Putnam Sustainable Leaders
- Putnam U.S. Core Equity Concentrated
- Putnam U.S. Large Cap Growth Equity Concentrated
- Putnam U.S. Large Cap Value Equity Concentrated
- Putnam U.S. Small Cap Growth Equity
- Putnam U.S. Small Cap Value Equity

**Known as Putnam International Durable Equity (ADR Only) prior to December 31, 2025.

Portfolios Subadvised by Royce

- Royce Concentrated Value
- Royce Premier
- Royce Small-Cap Total Return
- Royce Smaller-Companies Growth
- Royce SMid-Cap Total Return
- Royce SMID Dividend Value

Portfolios Subadvised by TGAL

- Templeton Foreign ADR Only

Portfolios Subadvised by TICLLC

- Templeton Global ADR Equity
- Templeton International ADR Equity

Portfolios Subadvised by Western Asset

Fixed Income – Taxable

- Western Asset Active Bond
- Western Asset Core
- Western Asset Core Plus
- Western Asset Core Plus (Global Client)
- Western Asset Corporate Bond Ladders
- Western Asset GSM 3-Year
- Western Asset GSM 5-Year
- Western Asset GSM 7-Year
- Western Asset Gov/Corp[6]
- Western Asset Gov/Corp ESG
- Western Asset Enhanced Cash SMA
- Western Asset Enhanced Cash Constrained SMA
- Western Asset Intermediate Corporate Bond
- Western Asset Custom

Fixed Income – Tax Favored

- Western Asset Current Market Muni[7]
- Western Asset Current Market Muni ESG
- Western Asset Short-Term Muni
- Western Asset Managed Municipals
- Western Asset Municipal Opportunities
- Western Asset Tax-Aware Enhanced Cash SMA
- Western Asset Municipal Bond Ladders[8]
- Western Asset Tax Aware
- Western Asset Tax Aware Bond Ladders
- Western Asset Custom Muni

Additional Portfolios

- Franklin Templeton Multiple Discipline Account[1]
- ClearBridge Dynamic MDAs
- OSAM Canvas Managed Option Strategies
  - Risk Managed Equity Option Strategy (overlay on select investment management portfolios)
  - Managed Call Selling Option Strategy (overlay on select investment management portfolios)
    - ClearBridge Dividend Strategy – Enhanced Income
    - ClearBridge Appreciation-Enhanced Income

[1]May be available in equity and balanced formats.

[2]FAV has retained its affiliate, FTILLC, as a sub-adviser to assist in managing these strategies.

[3]Also known as "Franklin Multi-Strategy Municipal" by certain clients of Managed Account Advisors LLC in Merrill Lynch Investment Advisory Program.

[4]This portfolio is referred to as "Franklin Multi-Manager High Income Model" for AssetMark clients.

[5]Putnam has retained its affiliate, FTIML, as a sub-adviser to assist in managing this strategy. FTIML subadvises Putnam, not FTPPG, for this strategy, unlike with respect to other FTIML strategies described in this brochure, and investors in this strategy should refer to the Putnam disclosures set forth in this brochure for more information.

[6]These portfolios are referred to as "Taxable Fixed Income" for Raymond James clients.

[7]These portfolios are referred to as "Western Asset U.S Tax Exempt" for Ameriprise clients.

[8]For Hilltop clients, these portfolios are referred to as follows: Western Asset Municipal Bond Ladders (1-5 Year) as "HTSPM Short Municipal Ladder"; Western Asset Municipal Bond Ladders (1-10 Year) as "HTSPM Short-Intermediate Municipal"; Western Asset Municipal Bond Ladders (1-17 Year) as "HTPSM Intermediate Municipal Ladder"; Western Asset Municipal Bond Ladders (1-30 Year) as "HTSPM Full Curve Municipal"; and Western Asset Municipal Bond Ladders (Flexible Maturity) as "HTSPM Flexible Maturity Strategy".

Working with a Sponsor Firm representative, the client typically determines his or her investment strategy based on personal circumstances and objectives and selects one or more investment management portfolios. Clients are responsible for asset allocation decisions when selecting portfolios. Unless otherwise noted, FTPPG and the Subadvisers do not provide asset allocation advice.

FTPPG makes available some of the portfolios in multiple formats, including an equity format, a balanced format, which includes equity and fixed income allocations, and a balanced tax-favored format, where municipal securities represent the fixed income portion of the account.[3]

The following is a description of the investment management portfolios for which the Subadvisers provide investment subadvisory services to FTPPG:

Portfolios Subadvised by ClearBridge

Single Style Equity

ClearBridge All Cap Growth

The ClearBridge All Cap Growth portfolios seek long-term capital appreciation by investing in a diversified portfolio of large, mid and small capitalization stocks the portfolio managers believe have the potential for above-average long-term earnings and/or cash flow growth. While most investments are in U.S. companies, the portfolio managers may also invest in ADRs and U.S.-traded ordinary shares of non-U.S. companies in developed and emerging markets.

[3] FTPPG and the Subadvisers do not provide tax advice. Clients should consult their own tax advisers for tax advice.

In addition to making the ClearBridge All Cap Growth portfolios available in an equity format, FTPPG may make these portfolios available in a taxable balanced format (in which U.S. Government and/or corporate debt securities represent the fixed income portion of the portfolios) and a tax-favored balanced format (in which municipal securities represent the fixed income portion of the portfolios). Western Asset or FAV (depending on the platform) manages the fixed income portion of balanced portfolios, seeking to add stability and generate income. FTPPG refers to balanced portfolios as Franklin Templeton All Cap Growth Balanced portfolios.

Risks. The main risks for ClearBridge All Cap Growth portfolios are General Investment Risk, Industry and Issuer Concentration Risk, Small Cap Risk, Mid Cap Risk, High Volatility Risk, Non-U.S. Investment Risk and, for balanced portfolios, Credit Risk, Interest Rate Risk and Illiquidity Risk. See Appendix A for explanations of these risks.

ClearBridge Appreciation

The ClearBridge Appreciation portfolios seek long-term capital appreciation by investing primarily in core portfolios of quality large-capitalization companies. The portfolio managers may also invest client portfolios in selected mid and small capitalization companies. The managers seek to create diversified portfolios, believing this approach may help portfolios benefit over time from changes in market and economic cycles and also help reduce overall portfolio volatility. Investments generally include companies the managers believe have superior demonstrated or expected growth characteristics and whose stocks are available at reasonable prices, and/or companies whose assets or earning power the managers believe are either unrecognized or undervalued by the market. While most investments are in U.S. companies, the managers may also invest in ADRs and U.S.-traded ordinary shares of non-U.S. companies in developed and emerging markets.

In addition to making the ClearBridge Appreciation portfolios available in an equity format, FTPPG may make these portfolios available in a taxable balanced format (in which U.S. Government and/or corporate debt securities represent the fixed income portion of the portfolios) and a tax-favored balanced format (in which municipal securities represent the fixed income portion of the portfolios). Western Asset or FAV (depending on the platform) manages the fixed income portion of balanced portfolios, seeking to add stability and generate income. FTPPG refers to balanced portfolios as Franklin Templeton Appreciation Balanced portfolios.

Risks. The main risks for ClearBridge Appreciation portfolios are General Investment Risk, Small Cap Risk, Mid Cap Risk and, for balanced portfolios, Credit Risk, Interest Rate Risk and Illiquidity Risk. See Appendix A for explanations of these risks.

ClearBridge Dividend Strategy

The ClearBridge Dividend Strategy portfolios seek dividend income, growth of dividend income, and long-term capital appreciation. The portfolio managers invest the portfolios primarily in stocks that either pay an existing dividend or that they expect will pay a dividend in the near future. The managers may also make limited investments in non-dividend-paying stocks that are not expected to pay a dividend in the future. The managers seek to maintain diversified portfolios. In addition, the managers seek to invest at reasonable valuations, and they also seek a target dividend yield for portfolios that exceeds the S&P 500's dividend yield. The managers seek to keep portfolio turnover low to allow for the positive compounding effect of dividends over time, although market, security and other investment considerations may cause turnover to be higher from time to time. While most investments are in large and mid capitalization U.S. companies, the managers may also invest in ADRs and U.S.-traded ordinary shares of non-U.S. companies in developed and emerging markets, and in small capitalization companies.

In addition to making the ClearBridge Dividend Strategy portfolios available in an equity format, FTPPG may make these portfolios available in a taxable balanced format (in which U.S. Government and/or corporate debt securities represent the fixed income portion of the portfolios) and a tax-favored balanced format (in which municipal securities represent the fixed income portion of the portfolios). Western Asset or FAV (depending on the platform) manages the fixed income portion of

balanced portfolios, seeking to add stability and generate additional income. FTPPG refers to balanced portfolios as Franklin Templeton Dividend Strategy Balanced portfolios.

Risks. The main risks for ClearBridge Dividend Strategy portfolios are General Investment Risk, Small Cap Risk, Mid Cap Risk, Non-U.S. Investment Risk and, for balanced portfolios, Credit Risk, Interest Rate Risk and Illiquidity Risk. See Appendix A for explanations of these risks.

ClearBridge Global Growth ADR

The ClearBridge Global Growth ADR portfolios seek long-term growth of capital through investment in U.S. companies and non-U.S. companies in both developed and emerging markets. These investments may include stocks of U.S. companies, ADRs of non-U.S. companies, U.S.-traded stocks that result from the conversion of ADRs and ordinary shares of non-U.S. companies that trade on U.S. exchanges. The portfolio managers employ a research process centered on valuation, high active share and a long-term investment horizon. The strategy invests in companies that the portfolio managers believe will offer above-average growth potential and trade at a discount to the portfolio managers' assessment of their intrinsic value. ADRs are U.S.-traded securities that represent shares of a foreign-based corporation held by a custodian. ADRs entitle the shareholder to all dividends, net of any applicable local withholding taxes, and capital gains that would be paid on the company's ordinary shares.

In addition to making the ClearBridge Global Growth ADR portfolios available in an equity format, FTPPG may make these portfolios available in a taxable balanced format (in which U.S. Government and/or corporate debt securities represent the fixed income portion of the portfolios) and a tax-favored balanced format (in which municipal securities represent the fixed income portion of the portfolios). Western Asset or FAV (depending on the platform) manages the fixed income portion of balanced portfolios, seeking to add stability and generate additional income. FTPPG refers to balanced portfolios as Franklin Templeton Global Growth ADR Balanced portfolios.

Risks. The main risks for ClearBridge Global Growth ADR portfolios are General Investment Risk, Non-U.S. Investment Risk, Small Cap Risk and Mid Cap Risk and, for balanced portfolios, Credit Risk, Interest Rate Risk and Illiquidity Risk. See Appendix A for explanations of these risks.

ClearBridge Global Value ADR

The ClearBridge Global Value ADR portfolios seek to provide a value-based, global equity strategy that will outperform the MSCI World Index over 3-5 years, with risk similar to the Index. The portfolio managers invest in ADRs drawn from the universe of international companies with ADRs listed on the major U.S. exchanges and that have market capitalizations of greater than $100 million. The managers may also make investments in equity securities of U.S. companies. The managers invest the portfolios primarily in ADRs, but may also make limited investments in U.S.-traded stocks of non-U.S. and U.S. companies engaged in significant non-U.S. business. These limited investments may include U.S.-traded stocks that result from the conversion of ADRs, as well as other U.S.-traded stocks. ADRs are U.S.-traded securities that represent shares of a foreign-based corporation held by a custodian. ADRs entitle the shareholder to all dividends, net of any applicable local withholding taxes, and capital gains that would be paid on the company's ordinary shares. The portfolios' investments in non-U.S. companies may include companies in emerging markets as well as companies in developed markets.

In addition to making the ClearBridge Global Value ADR portfolios available in an equity format, FTPPG may make these portfolios available in a taxable balanced format (in which U.S. Government and/or corporate debt securities represent the fixed income portion of the portfolios) and a tax-favored balanced format (in which municipal securities represent the fixed income portion of the portfolios). Western Asset or FAV (depending on the platform) manages the fixed income portion of balanced portfolios, seeking to add stability and generate additional income. FTPPG refers to balanced portfolios as Franklin Templeton Global Value ADR Balanced portfolios.

Risks. The main risks for ClearBridge Global Value ADR portfolios are General Investment Risk, Non-U.S. Investment Risk, Small Cap Risk and Mid Cap Risk and, for balanced portfolios, Credit Risk, Interest Rate Risk and Illiquidity Risk. See Appendix A for explanations of these risks.

ClearBridge Growth

The ClearBridge Growth portfolios seek long-term capital appreciation by investing in the stocks of companies the portfolio managers believe have the potential for above-average long-term earnings and/or cash flow growth. The managers may invest in stocks of small, mid and large capitalization companies (all capitalization ranges will not necessarily be represented) and may concentrate large portions of client accounts in individual securities and industries they believe have the potential for earnings and/or cash flow growth in excess of that expected for the market as a whole. While most investments are in U.S. companies, the managers may also invest in ADRs and U.S.-traded ordinary shares of non-U.S. companies in developed and emerging markets.

Risks. The main risks for ClearBridge Growth portfolios are General Investment Risk, Industry and Issuer Concentration Risk, Small Cap Risk, Mid Cap Risk, Non-U.S. Investment Risk and High Volatility Risk. See Appendix A for explanations of these risks.

ClearBridge International Growth ADR

The ClearBridge International Growth ADR portfolios employ a long-term, bottom-up approach, using proprietary and independent research. The portfolio managers seek long-term growth of capital by investing the portfolios in well-managed businesses whose intrinsic value does not appear to be recognized by the markets. Under normal market conditions, the managers invest at least 80% of a portfolio's assets in larger companies they believe have strong balance sheets and good management. The managers then complement these core holdings with investments in smaller, less well-known companies that they believe offer unique products or services or have strong niche positions locally or globally. The managers invest the portfolios primarily in ADRs, but may also make limited investments in U.S.-traded stocks of non-U.S. and U.S. companies engaged in significant non-U.S. business. These limited investments may include U.S.-traded stocks that result from the conversion of ADRs, as well as other U.S.-traded stocks. ADRs are U.S.-traded securities that represent shares of a foreign-based corporation held by a custodian. ADRs entitle the shareholder to all dividends, net of any applicable local withholding taxes, and capital gains that would be paid on the company's ordinary shares. The portfolios' investments in non-U.S. companies may include companies in emerging markets as well as companies in developed markets.

Risks. The main risks for ClearBridge International Growth ADR portfolios are General Investment Risk, Non-U.S. Investment Risk, Small Cap Risk and Mid Cap Risk. See Appendix A for explanations of these risks.

ClearBridge International Value ADR

The ClearBridge International Value ADR portfolios seek to provide a value-based, international equity strategy that will outperform the MSCI EAFE Index over 3-5 years, with risk similar to the Index. The portfolio managers invest in ADRs drawn from the universe of international companies with ADRs listed on the major U.S. exchanges and that have market capitalizations of greater than $100 million. The managers invest the portfolios primarily in ADRs, but may also make limited investments in U.S.-traded stocks of non-U.S. and U.S. companies engaged in significant non-U.S. business. These limited investments may include U.S.-traded stocks that result from the conversion of ADRs, as well as other U.S.-traded stocks. ADRs are U.S.-traded securities that represent shares of a foreign-based corporation held by a custodian. ADRs entitle the shareholder to all dividends, net of any applicable local withholding taxes, and capital gains that would be paid on the company's ordinary shares. The portfolios' investments in non-U.S. companies may include companies in emerging markets as well as companies in developed markets.

In addition to making the ClearBridge International Value ADR portfolios available in an equity format, FTPPG may make these portfolios available in a taxable balanced format (in which U.S. Government and/or corporate debt securities represent

the fixed income portion of the portfolios) and a tax-favored balanced format (in which municipal securities represent the fixed income portion of the portfolios). Western Asset or FAV (depending on the platform) manages the fixed income portion of balanced portfolios, seeking to add stability and generate additional income. FTPPG refers to balanced portfolios as Franklin Templeton International Value ADR Balanced portfolios.

Risks. The main risks for ClearBridge International Value ADR portfolios are General Investment Risk, Non-U.S. Investment Risk, Small Cap Risk and Mid Cap Risk and, for balanced portfolios, Credit Risk, Interest Rate Risk and Illiquidity Risk. See Appendix A for explanations of these risks.

ClearBridge Large Cap Growth

The ClearBridge Large Cap Growth portfolios seek consistent growth of capital while minimizing volatility. They seek to outperform the Russell 1000 Growth Index over a full market cycle and perform well in rising markets while outperforming the Russell 1000 Growth Index in declining markets. While most investments are in U.S. companies, the portfolio managers may also invest in ADRs and U.S.-traded ordinary shares of non-U.S. companies in developed and emerging markets.

In addition to making the ClearBridge Large Cap Growth portfolios available in an equity format, FTPPG may make these portfolios available in a taxable balanced format (in which U.S. Government and/or corporate debt securities represent the fixed income portion of the portfolios) and a tax-favored balanced format (in which municipal securities represent the fixed income portion of the portfolios). Western Asset or FAV (depending on the platform) manages the fixed income portion of balanced portfolios, seeking to add stability and generate income. FTPPG refers to balanced portfolios as Franklin Templeton Large Cap Growth Balanced portfolios.

Risks. The main risks for ClearBridge Large Cap Growth portfolios are General Investment Risk and Non-U.S. Investment Risk and, for balanced portfolios, Credit Risk, Interest Rate Risk and Illiquidity Risk. See Appendix A for explanations of these risks.

ClearBridge Large Cap Value

The ClearBridge Large Cap Value portfolios seek long-term capital appreciation by employing fundamental research in an effort to identify securities with favorable risk-adjusted return characteristics. The portfolio management team constructs the portfolios on a bottom-up basis by considering a number of variables such as business fundamentals, valuation, free cash flow generation, earnings growth, management quality and competitive positioning. The team invests the portfolios primarily in large capitalization companies, but may also make limited investments in mid-capitalization companies. While most investments are in U.S. companies, the team may also invest in ADRs and U.S.-traded ordinary shares of non-U.S. companies in developed and emerging markets. The benchmark index for the ClearBridge Large Cap Value portfolios is the Russell 1000 Value Index.

In addition to making the ClearBridge Large Cap Value portfolios available in an equity format, FTPPG may make these portfolios available in a taxable balanced format (in which U.S. Government and/or corporate debt securities represent the fixed income portion of the portfolios) and a tax-favored balanced format (in which municipal securities represent the fixed income portion of the portfolios). Western Asset or FAV (depending on the platform) manages the fixed income portion of balanced portfolios, seeking to add stability and generate income. FTPPG refers to balanced portfolios as Franklin Templeton Large Cap Value Balanced portfolios.

Risks. The main risks for ClearBridge Large Cap Value portfolios are General Investment Risk, Mid Cap Risk and, for balanced portfolios, Credit Risk, Interest Rate Risk and Illiquidity Risk. See Appendix A for explanations of these risks.

ClearBridge Mid Cap

The ClearBridge Mid Cap portfolios seek long-term growth of capital and consistently superior returns relative to the Russell Mid Cap Index. The portfolio managers seek to achieve these objectives by investing in mid capitalization equity securities using a disciplined process combining quantitative and fundamental analysis. The managers seek out companies with the

ability to generate strong free cash flow, supportive balance sheets, undervalued earnings potential and/or management teams that demonstrate capital discipline. They generally diversify portfolio investments across several economic sectors, investing primarily in companies having market capitalizations within the capitalization range of the Russell Mid Cap Index. While most investments are in U.S. companies, the managers may also invest in ADRs and U.S.-traded ordinary shares of non-U.S. companies in developed and emerging markets.

Risks. The main risks for ClearBridge Mid Cap portfolios are General Investment Risk, Mid Cap Risk and Non-U.S. Investment Risk. See Appendix A for explanations of these risks.

ClearBridge Mid Cap Growth

The ClearBridge Mid Cap Growth portfolios seek long-term capital appreciation and consistently superior returns relative to the Russell Mid Cap Growth Index. The portfolio managers seek to achieve these objectives by investing in a group of mid capitalization equity securities selected for their long-term growth potential. The portfolio managers follow an investment process that seeks out companies with growth potential, competitive advantage and capital discipline. They generally diversify portfolio investments across several economic sectors, investing primarily in companies having market capitalizations within the capitalization range of the Russell Mid Cap Growth Index. While most investments are in U.S. companies, the managers may also invest in ADRs and U.S.-traded ordinary shares of non-U.S. companies in developed and emerging markets.

Risks. The main risks for ClearBridge Mid Cap Growth portfolios are General Investment Risk, Mid Cap Risk and Non-U.S. Investment Risk. See Appendix A for explanations of these risks.

ClearBridge Small Cap

The ClearBridge Small Cap portfolios seek long-term capital appreciation. The ClearBridge portfolio managers pursue this objective by investing primarily in equity securities of small capitalization companies. The managers may also make limited investments in mid-sized companies. The managers follow a value discipline in selecting securities and seek to purchase securities at discounts to the managers' assessment of their intrinsic value. While most investments are in U.S. companies, the manager may also invest in ADRs and U.S.-traded ordinary shares of non-U.S. companies in developed and emerging markets.

Risks. The main risks for ClearBridge Small Cap portfolios are General Investment Risk and Small Cap Risk. See Appendix A for explanations of these risks.

ClearBridge Small Cap Growth

The ClearBridge Small Cap Growth portfolios seek long-term growth of capital. The portfolio managers select investments using a growth-oriented investment style that emphasizes small U.S. companies believed to have one or more positive investment attributes. These attributes may include superior management teams, good prospects for growth, dominant positions in a niche market or large company customers, and strong or improving financial conditions, as well as other positive investment attributes. The managers generally use a bottom-up approach when selecting investments and may concentrate investments in certain geographic regions and/or industries. While most investments are in U.S. companies, the managers may also invest in ADRs and U.S.-traded ordinary shares of non-U.S. companies in developed and emerging markets. The ClearBridge Small Cap Growth portfolios may also include limited investments in ETFs to gain broader access to specific growth industries or sectors primarily as a vehicle to manage strategy factor risk. In addition to the fees charged at the account level, a client will bear a proportionate share of the separate fees and expenses incurred by any ETF in which the client's account is invested for such purposes.

Risks. The main risks for ClearBridge Small Cap Growth portfolios are General Investment Risk, Small Cap Risk, High Volatility Risk and Non-U.S. Investment Risk. See Appendix A for explanations of these risks.

ClearBridge SMID Cap Growth

ClearBridge SMID Cap Growth portfolios seek long-term capital appreciation by investing in a concentrated portfolio of stocks of small and medium sized companies selected for their growth potential. Small and medium sized companies are those typically with market capitalizations within the range of the Russell 2500 Growth Index. The portfolio managers seek out companies with good prospects for growth, competitive advantage and capital discipline. The managers generally use a bottom-up approach when selecting investments and may concentrate investments in certain geographic regions and/or industries. While most investments are in U.S. companies, the managers may also invest in ADRs and U.S.-traded ordinary shares of non-U.S. companies in developed and emerging markets.

Risks. The main risks for ClearBridge SMID Cap Growth portfolios are General Investment Risk, Small Cap Risk, Mid Cap Risk, Industry Concentration Risk, Issuer Concentration Risk and Non-U.S. Investment Risk. See Appendix A for explanations of these risks.

ClearBridge Sustainability Leaders

The ClearBridge Sustainability Leaders portfolios seek to provide long-term capital growth by investing in common stocks and other equity securities of companies that meet the portfolio managers' financial and sustainability/environmental, social and governance ("ESG") criteria. The portfolios may also invest in companies that the portfolio managers believe are making substantial progress toward becoming a leader in sustainability and ESG policies. The portfolio managers' ESG and sustainability evaluation is integrated into a thorough assessment of investment worthiness based on financial criteria. The portfolios will invest primarily in common stocks and other equity securities of U.S. companies, but also may invest in ADRs and U.S.-traded equity securities of foreign issuers.

Determination of sustainability/ESG leadership is based on ClearBridge's proprietary research approach and long-standing experience managing ESG investment strategies. The portfolio managers consider a sustainable company to be one that (i) offers products and services that have a positive impact on society; and (ii) has well defined strategies in place to ensure longevity as an investment. Sustainability is not limited to environmental stewardship, but also includes a company's policies in regard to treating employees fairly and furthering their professional development, interacting in a positive way within its local community, promoting safety at all times, managing its supply chain responsibly, and employing corporate governance practices that are shareholder friendly and transparent. ClearBridge's fundamental research analysts assign a proprietary ESG rating to each company under their coverage by sector and lead the company engagements for impact assessments.

Risks. The main risks for ClearBridge Sustainability Leaders portfolios are General Investment Risk, ESG Investing Risk, Small Cap Risk, Mid Cap Risk and Non-U.S. Investment Risk. See Appendix A for explanations of these risks.

ClearBridge Tactical Dividend Income

The ClearBridge Tactical Dividend Income portfolios seek to generate high current income, with capital appreciation as a secondary objective, by investing in a diversified portfolio of income-producing equity and equity-related securities, including common stocks, preferred stocks, convertible securities, master limited partnerships ("MLPs") that do not issue K-1s, real estate investment trusts ("REITs"), business development companies ("BDCs") and other investments with comparable economic characteristics. The strategy may invest in equity and equity-related securities of issuers with any market capitalization.

The managers seek out companies with sound or improving balance sheets, solid returns, and relatively predictable earnings and cash flow streams and opportunistically utilize equity-related securities in addition to common stocks to supplement yield and provide further diversification. As part of their investment process, they review macroeconomic and capital market conditions, assess attractiveness of equity income asset classes (stocks, MLPs, REITs, convertibles and preferred stocks),

identify secular and cyclical growth opportunities and screen for stocks with attractive relative and historical valuations as well as for higher-yielding, equity-related securities, issued by sound, attractively valued companies.

Risks. The main risks for ClearBridge Tactical Dividend Income portfolios are General Investment Risk, Illiquidity Risk, Business Development Companies (BDCs) Risk, Master Limited Partnerships (MLP) Risk, Real Estate Investment Trusts (REITs) Risk and Energy Sector Risk.

ClearBridge Value

The ClearBridge Value portfolios apply value criteria to attempt to find the most inefficiently priced stocks in the small, mid and large capitalization sectors. The ClearBridge Value portfolio managers regularly review the investment universe with the goal of finding attractive gaps between a security's market price and the team's assessment of the issuer's underlying business value. The portfolio managers continually update their assessment of business value using fundamental analysis, complemented by broad quantitative data on market sectors and individual issues. The goal of this value process is to achieve above-average returns while also seeking to provide downside risk management. While most investments are in U.S. companies, the managers may also invest in ADRs and U.S.-traded ordinary shares of non-U.S. companies in developed and emerging markets.

In addition to making the ClearBridge Value portfolios available in an equity format, FTPPG may make these portfolios available in a taxable balanced format (in which U.S. Government and/or corporate debt securities represent the fixed income portion of the portfolios) and a tax-favored balanced format (in which municipal securities represent the fixed income portion of the portfolios). Western Asset or FAV (depending on the platform) manages the fixed income portion of balanced portfolios, seeking to add stability and generate income. FTPPG refers to balanced portfolios as Franklin Templeton Value Balanced portfolios.

Risks. The main risks for ClearBridge Value portfolios are General Investment Risk, Small Cap Risk, Mid Cap Risk, Non-U.S. Investment Risk and, for balanced portfolios, Credit Risk, Interest Rate Risk and Illiquidity Risk. See Appendix A for explanations of these risks.

ESG (including Faith-Based)

ClearBridge All Cap Growth ESG

ClearBridge Appreciation ESG

ClearBridge Dividend Strategy ESG

ClearBridge Dividend Strategy ESG Catholic

ClearBridge Growth ESG

ClearBridge International Growth ADR ESG

ClearBridge International Growth ADR ESG Catholic

ClearBridge International Value ADR ESG

ClearBridge International Value ADR ESG Catholic

ClearBridge Large Cap Growth ESG

ClearBridge Large Cap Growth ESG Catholic

ClearBridge Large Cap Value ESG

ClearBridge Large Cap Value ESG Catholic

ClearBridge Value ESG

ClearBridge Value ESG Catholic

Franklin Templeton Multiple Discipline Account®1 ESG

In the Environmental, Social and Governance ("ESG") portfolios, ClearBridge integrates environmental, social and governance criteria into its fundamental research and portfolio construction process for the following underlying ClearBridge investment strategies: ClearBridge All Cap Growth, ClearBridge Appreciation, ClearBridge Dividend Strategy, ClearBridge Growth, ClearBridge International Growth ADR, ClearBridge International Value ADR, ClearBridge Large Cap Growth, ClearBridge Large Cap Value, ClearBridge Value, and Franklin Templeton Multiple Discipline Account®1. All portfolio candidates for the ESG strategies are reviewed by the ClearBridge fundamental research analysts (by sector and portfolio), and by the respective portfolio managers, for their investment attractiveness and ESG characteristics. The research analysts assign a proprietary ESG rating to all companies under their coverage in the ESG strategies and those ratings are communicated in all research notes. The ClearBridge ESG investment process seeks to employ a best-in-class approach, utilizing proprietary, industry-specific and thematic research supported by the fundamental research analysts. As part of its research and engagement process, ClearBridge attempts to communicate directly with portfolio company management on a regular basis concerning the company's sustainability strategy and societal impact, as well as with representatives of certain other key company stakeholders. Certain portfolio company candidates may be excluded due to investments in companies that the sector or portfolio analyst determines are significantly involved in the manufacture of tobacco and alcohol products, the provision of gaming services, the production of nuclear power, and the manufacture of weapons (investments in other companies may also be excluded based on ClearBridge's proprietary research evaluation). FTPPG and ClearBridge also offer certain ESG portfolios that incorporate faith-based screens, including ClearBridge Dividend Strategy ESG Catholic, ClearBridge International Growth ADR ESG Catholic, ClearBridge International Value ADR ESG Catholic, ClearBridge Large Cap Growth ESG Catholic, ClearBridge Large Cap Value ESG Catholic and ClearBridge Value ESG Catholic portfolios. FTPPG and ClearBridge may offer additional ESG portfolios that incorporate other faith-based or specific ESG screens. In addition, clients may request additional, customized social screens (such as specific mission-consistent, or faith-based screens, etc.), subject to portfolio manager approval. When a security that would be held in portfolios in the underlying, unscreened investment strategy is excluded based on the fundamental research team's proprietary ESG research, or due to an exclusionary screen (e.g., tobacco), the portfolio managers will seek to invest the cash that would have been invested in such security in an alternate investment and/or allocate such cash to other investments held in the portfolio. In addition, ClearBridge actively votes proxies for portfolio company securities in accordance with ClearBridge's Proxy Voting Policy and Procedures.

In addition to making the ESG portfolios available in an equity format, FTPPG may make certain of the ESG portfolios available in a taxable balanced format (in which U.S. Government and/or corporate debt securities represent the fixed income portion of the portfolios) and a tax-favored balanced format (in which municipal securities represent the fixed income portion of the portfolios). Western Asset or FAV (depending on the platform) manages the fixed income portion of balanced portfolios, seeking to add stability and generate income. While each of Western Asset and FAV, as applicable, incorporates ESG considerations in its investment analysis and decision-making as part of its overall investment philosophy, neither Western Asset nor FAV applies specific ESG screens to the fixed income portion of balanced portfolios unless this is separately agreed to with the client. FTPPG refers to balanced ESG portfolios as Franklin Templeton ESG Balanced portfolios.

Descriptions of the underlying ClearBridge investment strategies offered as part of the ESG portfolios, including applicable risk information, are presented separately in this Item 8. The ESG portfolios are also subject to ESG Investing Risk. See Appendix A for an explanation of this risk.

Specialty/Multi-Style

Franklin Templeton Balanced Income

The Franklin Templeton Balanced Income portfolios seek long-term capital growth and high current income. The portfolio managers seek to achieve these objectives through a combination of asset allocation (among equities, fixed income securities and cash equivalents) and fundamental stock analysis stressing a long-term value orientation. ClearBridge determines the portfolios' allocations among equities, fixed income securities and cash equivalents. ClearBridge selects equity investments for the portfolios and Western Asset selects fixed income investments. Equity investments may include common stocks, convertible preferred stocks, shares of real estate investment trusts (REITs), and other types of equity and equity-related securities. Many of the equity investments are large capitalization stocks, but the ClearBridge portfolio managers may also invest in small and mid capitalization stocks and, to a limited extent, in ETFs representing U.S. securities markets, industry and market capitalization sectors, non-U.S. country and regional markets, and other types of non-U.S. securities markets and market sectors (e.g., emerging markets). In addition to the fees charged at the account level, a client will bear a proportionate share of the fees and expenses incurred by any ETF held in the client's account. While most equity investments are in U.S. companies, the ClearBridge portfolio managers may also invest the portfolios in ADRs and U.S.-traded ordinary shares of non-U.S. companies in developed and emerging markets.

Fixed income investments for these portfolios have an average maturity of ten years or less and may include U.S. Treasury and U.S. Government agency issues.

Risks. The main risks for Balanced Income portfolios are General Investment Risk, Small Cap Risk, Mid Cap Risk, Illiquidity Risk, Credit Risk, Interest Rate Risk and Asset Allocation Risk. See Appendix A for explanations of these risks.

Franklin Templeton Balanced Income with Municipals

These portfolios seek long-term capital growth (taxable) and high current income, some taxable and some exempt from regular U.S. income tax. The portfolio managers seek to achieve these objectives through a combination of asset allocation (among equities, fixed income securities and cash equivalents) and fundamental stock analysis stressing a long-term value orientation. ClearBridge determines the portfolios' allocations among equities, fixed income securities and cash equivalents. ClearBridge selects equity investments for the portfolios and Western Asset selects fixed income investments. Equity investments may include common stocks, convertible and non-convertible preferred stocks, shares of real estate investment trusts (REITs), and other types of equity and equity-related securities. Equity-related securities may include convertible bonds, given their equity conversion features. Many of the equity investments are large capitalization stocks, but the ClearBridge portfolio managers may also invest in small and mid capitalization stocks and, to a limited extent, ETFs representing U.S. securities markets, industry and market capitalization sectors, non-U.S. country and regional markets, and other types of non-U.S. securities markets and market sectors (e.g., emerging markets). In addition to the fees charged at the account level, a client will bear a proportionate share of expenses incurred by any ETF held in the client's account. While most equity investments are in U.S. companies, the ClearBridge managers may also invest the portfolios in ADRs and U.S.-traded ordinary shares of non-U.S. companies in developed and emerging markets.

Fixed income investments for these portfolios consist of municipal bonds. The Western Asset managers select municipal bonds with a focus on diversification within sectors and regions and high credit quality. By actively managing the municipal bond portions of accounts, Western Asset seeks to enhance returns and reduce risks by seeking to take advantage of shifts in the municipal yield curve, credit quality spreads and variations in market sectors. There are no restrictions on the average maturity of the municipal bond portions of client accounts. Depending on Western Asset's interest rate outlook, the average maturity of municipal bonds in accounts generally ranges from three to seven years.

Risks. The main risks for Balanced Income with Municipals portfolios are General Investment Risk, Small Cap Risk, Mid Cap Risk, Credit Risk, Interest Rate Risk, Illiquidity Risk and Asset Allocation Risk. See Appendix A for explanations of these risks.

Portfolios Subadvised by CINA

ClearBridge Global Infrastructure Income

ClearBridge Global Infrastructure Income are global portfolios utilizing U.S. listed infrastructure securities and ADRs that aim to deliver risk-adjusted returns to equity with a balance between income and capital returns. These portfolios are designed for investors with an investment time horizon of three to five years.

Risks. The main risks for ClearBridge Global Infrastructure Income portfolios are General Investment Risk, Concentration Risk, Illiquidity Risk, Infrastructure Investment Risk, Interest Rate Risk and Non-U.S. Investment Risk (including Emerging Markets Risk).

Portfolios Subadvised by FAV

The Accounts advised by FAV accommodate a variety of investment goals and risk tolerances – from capital appreciation (with more growth-oriented strategies) to capital preservation (with fixed-income strategies). In seeking to achieve an Account's specific investment objectives, each portfolio emphasizes different strategies and invests in different types of securities. FAV does not typically seek to recommend a particular type of security to a client. The following describes the specific methods of analysis and investment strategies of FAV for its SMA Program clients. For more information about the specific methods of analysis and investment strategies of the Advisers' non-SMA Program clients, please see FAV's Non-SMA Program Brochures.

FAV utilizes various investment strategies for its SMA Program clients. FAV's investment management services incorporate fundamental investment research and valuation analyses, including original economic, political, industry and company research, and analyses of suppliers, customers and competitors. Company research includes the utilization of such sources as company public records and other publicly available information, management interviews, company-prepared information, and company visits and inspections. In addition, research services provided by brokerage firms are used to support FAV's findings.

FAV – Equity/Specialty

Franklin DynaTech

Franklin DynaTech is a high growth strategy that focuses its investments on innovation. The portfolio management team seeks to identify companies that are leaders in innovation, take advantage of new technologies, have superior management, and/or benefit from new industry conditions in the dynamically changing global economy. The strategy is free to invest in any company of any size, sector, or country (using ADRs only) that the team believes is at the forefront of innovation. Portfolio positioning is a direct result of the investment team's fundamental bottom-up security selection process.

Risks. The main risks for Franklin DynaTech portfolios are General Investment Risk, Concentration Risk, Mid Cap Risk, Non-U.S. Investment Risk (including Emerging Markets Risk) and Small Cap Risk. See Appendix A for explanations of these risks.

Franklin Equity Income

The Franklin Equity Income strategy is a fundamentally driven strategy which focuses on income generation with capital appreciation by investing predominantly in equity and equity-related securities. The strategy aims to invest in a broadly

diversified portfolio of equity securities that the investment manager considers to be financially strong, with a focus on "blue chip" companies.

Risks. The main risks for Franklin Equity Income portfolios are General Investment Risk, Blend Style Investing Risk, Concentration Risk, Credit Risk, Interest Rate Risk and Non-U.S. Investment Risk (including Emerging Markets Risk). See Appendix A for explanations of these risks.

Franklin Growth

Franklin Growth provides exposure to U.S. equities with the potential for achieving sustainable long-term earnings and cash flow growth. The strategy pursues long-term capital appreciation by identifying companies with wide economic moats, strong management teams and sustainable growth opportunities that can be held through multiple business cycles. These companies include current and emerging industry leaders as well as newer high-growth companies. Portfolio weights are the result of the team's bottom-up, fundamental research approach.

Risks. The main risks for Franklin Growth portfolios are General Investment Risk, Concentration Risk, Mid Cap Risk, Non-U.S. Investment Risk (including Emerging Markets Risk) and Small Cap Risk. See Appendix A for explanations of these risks.

Franklin Growth Opportunities

Franklin Growth Opportunities is a growth strategy focused on best-in-class companies that are levered to multi-year growth trends, emerging profit cycles, and digital transformation themes. The portfolio typically invests across the market cap spectrum in U.S. equities that meet FAV's investment criteria of growth, quality, and valuation.

Risks. The main risks for Franklin Growth Opportunities portfolios are General Investment Risk, Concentration Risk, Mid Cap Risk and Small Cap Risk. See Appendix A for explanations of these risks.

Franklin Income

The Franklin Income strategy is a fundamentally driven, flexible asset allocation portfolio that invests in a diversified portfolio of debt and equity securities, with the primary goal of income generation with prospects for capital appreciation. The strategy may shift its investments from one asset class to another based on the investment manager's analysis of the best opportunities for the portfolio in a given market. Equity securities in which the strategy invests in consists primarily of common stocks; debt securities include a variety of fixed, floating and variable rate instruments. The portfolio will invest in Completion Portfolio (no-fee mutual funds) sub-advised by FAV. The Equity Completion Portfolio may include common and preferred stock, equity-linked securities, including equity-linked notes, non-USD equities, and equity derivatives. The Equity Completion Portfolio may purchase or write option contracts to earn additional income for the portfolio. The Fixed Income Completion Portfolio may include high yield bonds, bank loans, mortgage and asset backed securities, non-USD bonds, and fixed income derivatives. The Fixed Income Completion Portfolio may invest in high yield corporate bonds that are below investment grade (rated lower than BBB).

Risks. The main risks for Franklin Income portfolios are General Investment Risk, Asset Allocation Risk, Below Investment Grade Risk, Credit Risk, Extension Risk, Interest Rate Risk, Non-U.S. Investment Risk (including Emerging Markets Risk) and Prepayment Risk. See Appendix A for explanations of these risks.

Franklin Rising Dividends

Franklin Rising Dividends is a core equity strategy providing exposure to U.S. stocks with dividend growth histories and prospects. With its focus on dividend growth, investing in high-yielding stocks or providing steady income is not the primary objective of the strategy. While there is a quantitative aspect to the security screening process, portfolio holdings are based

on a fundamental and qualitative assessment by the investment team, and the portfolio weights reflect portfolio manager conviction around the surety and magnitude of future dividend increases.

Risks. The main risks for Franklin Rising Dividends portfolios are General Investment Risk, Concentration Risk, Mid Cap Risk, Non-U.S. Investment Risk (including Emerging Markets Risk) and Small Cap Risk. See Appendix A for explanations of these risks.

Franklin Small Cap Growth

The Franklin Small Cap Growth strategy is a growth portfolio which primarily invests in the equity securities of small-cap companies. Small-cap companies are defined as companies with market capitalizations not exceeding (i) $1.5 billion or (ii) the highest market capitalization in the Russell 2000 Index, whichever is greater, at the time of purchase. FAV uses fundamental, "bottom-up" research to seek companies meeting its criteria of growth potential, quality and valuation. The investment team uses fundamental research to evaluate competitive structures of entire industries, and targets companies with strong and improving competitive positions in attractive markets. An Account using this strategy, from time to time, may have significant positions in particular sectors such as information technology (including technology equipment and hardware, technology services, software and internet services), healthcare, consumer discretionary and industrials.

Risks. The main risks for Franklin Small Cap Growth portfolios are General Investment Risk, Concentration Risk, Illiquidity Risk, Mid Cap Risk and Small Cap Risk. See Appendix A for explanations of these risks.

Franklin Small-Mid Cap Growth

The Franklin Small-Mid Cap Growth seeks long-term capital appreciation by investing in equity securities of small and medium-sized companies. The strategy uses a growth approach that employs intensive, bottom-up, fundamental company research. The investment manager seeks to identify and invest in high-quality companies with sustainable competitive advantages that offer attractive growth profiles. While most investments are in U.S. companies, the managers may also invest in ADRs and U.S. traded shares of non-U.S. companies in developed and emerging markets.

Risks. The main risks for the Franklin Small-Mid Cap Growth portfolios are General Investment Risk, Concentration Risk, Illiquidity Risk, Mid Cap Risk and Small Cap Risk.

Franklin Technology

The Franklin Technology portfolio seeks long-term capital appreciation by investing primarily in a portfolio of companies expected to benefit from the development, advancement, and use of technology and communication services and equipment. The strategy uses a growth approach that employs intensive, bottom-up, fundamental research of companies. The portfolio managers also take into consideration broad-based trends when considering the selection of investments. In general, portfolio managers look for companies they believe display, or will display, some of the following characteristics, among others: quality management; robust growth prospects; strong market positioning; high, or rising profit margins; and good return on capital investment. While most investments are in U.S. companies, the managers may also invest in ADRs and U.S.-traded ordinary shares of non-U.S. companies in developed and emerging markets.

Risks. The main risks for the Franklin Technology portfolio are General Investment Risk, Technology Sector Risk, Industry Concentration Risk, Issuer Concentration Risk, Mid Cap Risk, Small Cap Risk, and Non-US Investment Risk. See Appendix A for explanations of these risks.

Franklin Templeton U.S. Core Equity Direct Implementation Portfolios

The Franklin Templeton U.S. Core Equity Direct Implementation Portfolios seek to deliver long-term capital appreciation through a diversified, high-conviction portfolio of approximately 60 holdings. The strategy is benchmarked to the S&P 500 Index and is designed to provide core exposure to U.S. large cap equities. It integrates the best ideas from Franklin

Templeton's leading equity managers, leveraging their complementary styles and deep research capabilities to construct a portfolio that balances growth, value, and blend characteristics. The strategy aims to outperform the benchmark over a full market cycle while maintaining risk characteristics consistent with large cap equity investing.

Risks. The main risks of the Franklin Templeton U.S. Core Equity Direct Implementation Portfolios are General Investment Risk, Concentration Risk, Blend Style Investing Risk, Mid Cap Risk, and Small Cap Risk. See Appendix A for explanations of these risks.

Franklin Templeton Digital Assets Core

Franklin Templeton Digital Assets Core (a "Digital Assets Strategy" and collectively with Franklin Templeton Digital Assets Core Capped, the "Digital Assets Strategies") is a strategy that selects its Digital Assets (as defined below) based on various factors including market capitalization, protocol type and volume. The portfolio management team includes assets based on a proprietary tokenomics scoring system, which identifies Digital Assets that may benefit from the economic value created by the associated protocol and excludes stablecoins and meme coins. Tokenomics refers to the subject of understanding the supply and demand and economic characteristics of Digital Assets. The resulting portfolio typically targeting top 10-15 assets is ordinarily rebalanced to the Digital Assets' market capitalization monthly.

Risks. The main risks for Franklin Templeton Digital Assets Core portfolios are General Investment Risk, Asset Allocation Risk, Concentration Risk, Digital Assets Investments Risk, High Volatility Risk and Illiquidity Risk. See Appendix A for explanations of these risks.

Franklin Templeton Digital Assets Core Capped

Franklin Templeton Digital Assets Core Capped is a strategy that selects its Digital Assets based on various factors including market capitalization, protocol type and volume. The portfolio management team includes assets based on a proprietary tokenomics scoring system, which identifies Digital Assets that may benefit from the economic value created by the associated protocol and excludes stablecoins and meme coins. The resulting portfolio typically targeting top 10-15 assets is ordinarily rebalanced monthly such that the weights are in a similar rank-order to the Digital Assets' market capitalization. This strategy caps two of the largest non-stablecoin Digital Assets at approximately 25% each of the overall portfolio.

Risks. The main risks for Franklin Templeton Digital Assets Core Capped portfolios are General Investment Risk, Asset Allocation Risk, Concentration Risk, Digital Assets Investments Risk, High Volatility Risk and Illiquidity Risk. See Appendix A for explanations of these risks.

Franklin Templeton Digital Assets Dynamic BTC/ETH

Franklin Templeton Digital Assets Dynamic BTH/ETH is a strategy whose objective is to provide a long only portfolio of BTC, ETH and potentially cash where weights are determined through a fundamental research process to establish the relative risk and return prospects of each crypto currency. The strategy will seek to generate excess return or alpha over a market cap weight benchmark BTC and ETH. From time to time, an account may hold up to 60% USD or Stable Coins.

Risks. The main risks for Franklin Templeton Digital Assets Dynamic BTC/ETH portfolios are General Investment Risk, Asset Allocation Risk, Concentration Risk, Digital Assets Investments Risk, High Volatility Risk and Illiquidity Risk. See Appendix A for explanations of these risks.

Franklin Templeton Low Volatility High Dividend Equity

The Franklin Templeton Low Volatility High Dividend Equity strategy uses a "passive" or indexing investment approach to achieve its investment objective. The strategy is designed to track the investment results of a particular index which seeks to provide more stable income through investments in stocks of profitable companies with relatively high dividend yields

and lower price and earnings volatility. The index is based on a proprietary methodology created and sponsored by FAV. Stocks in the index must have demonstrated profitability over the last four fiscal quarters as a whole. Stocks whose yields are not supported by earnings are excluded from the index. The index's components are reconstituted annually and rebalanced quarterly. The index is designed to provide a strong yield component while seeking to achieve superior risk-adjusted returns versus the market.

Risks. The main risks for Franklin Templeton Low Volatility High Dividend Equity portfolios are General Investment Risk, Asset Allocation Risk, Concentration Risk, High Volatility Risk, Illiquidity Risk, Mid Cap Risk, Real Estate Investment Trusts (REITs) Risk and Small Cap Risk. See Appendix A for explanations of these risks.

Franklin U.S. Focused Growth

Franklin U.S. Focused Growth seeks capital appreciation by investing in a concentrated portfolio of equity securities. The strategy seeks high-quality companies that the investment team considers to be poised for revenue, earnings or asset growth, and whose valuations do not fully reflect their long-term growth potential relative to business and financial risks.

Risks. The main risks for Franklin U.S. Focused Growth portfolios are General Investment Risk, Concentration Risk, Mid Cap Risk, Non-U.S. Investment Risk (including Emerging Markets Risk) and Small Cap Risk. See Appendix A for explanations of these risks.

FAV - Fixed Income

Franklin Core

The portfolio seeks income by selecting investments such as corporate, agency, securitized, and sovereign bonds that the investment manager believes have potential to provide consistent income. The portfolio maintains the flexibility to invest in securities from a variety of sectors, but predominantly invests in investment grade debt securities.

Risks. The main risks for the Franklin Core portfolios are General Investment Risk, Concentration Risk, Credit Risk, Extension Risk, Illiquidity Risk, Interest Rate Risk, Prepayment Risk, Sovereign Debt Risk and Currency Risk.

Franklin Core Plus

The portfolio seeks income by selecting investments such as corporate, agency, securitized, and sovereign bonds that the investment manager believes have potential to provide consistent income. The portfolio maintains the flexibility to invest in securities from a variety of sectors.

Risks. The main risks for the Franklin Core Plus portfolios are General Investment Risk, Concentration Risk, Credit Risk, Extension Risk, Illiquidity Risk, Interest Rate Risk, Prepayment Risk, Sovereign Debt Risk and Currency Risk.

Franklin Corporate Ladders

The investment management team manages portfolios composed primarily of investment grade corporate credit issues. Using a bottom-up, relative value strategy, the team seeks to provide capital appreciation with a high level of current income. At least every other year in the ladder will have a bond position with a corresponding maturity in that year for the complete maturity range of the strategy. Franklin bond ladders seek to deliver income opportunities from a portfolio of corporate securities with laddered maturities. The strategy invests in fundamentally strong corporate issuers, seeking to take advantage of relative valuation differences between industries, issuers and individual bond issues. Currently, 1-3 year, 1-5 year and 1-10 year maturity ranges are available in this strategy.

Risks. The main risks for Franklin Corporate Ladder portfolios are General Investment Risk, Concentration Risk, Credit Risk, Extension Risk, Illiquidity Risk, Interest Rate Risk and Prepayment Risk. See Appendix A for explanations of these risks.

Franklin Municipal Ladders

The portfolio seeks a high level of current income by investing across different municipal issuers. At least every other year in the ladder will have a muni position with a corresponding maturity in that year for the complete maturity range of the strategy. Franklin municipal bond ladders are designed to deliver tax-free income opportunities by investing across different municipal issuers. Our strategy invests in high-quality bonds, seeking to take advantage of relative valuation differences between sectors, geographic regions, issuers and individual bond issues. Currently, 1-3 year, 1-7 year, 1-15 year and 5-20 year maturity ranges are available in this strategy. The portfolio can be offered as either a national portfolio, or, for a limited number of states, either a state-specific portfolio or state-preference portfolio. For state-specific portfolios, Franklin seeks to invest substantially all, or all of the portfolio in municipal securities the income from which is exempt from state income taxes in the specified state. For state-preference portfolios, Franklin emphasizes investments in municipal securities the income from which is exempt from state income taxes in the specified state but may also invest in municipal securities the income from which is not exempt from state income taxes in the specified state.

Risks. The main risks for Franklin Municipal Ladder portfolios are General Investment Risk, Concentration Risk, Credit Risk, Extension Risk, Illiquidity Risk, Interest Rate Risk and Prepayment Risk. See Appendix A for explanations of these risks.

Franklin Municipal Ladder - Tax Managed

The portfolio seeks a high level of current income by investing across different municipal issuers. The strategy places an emphasis on tax-management as part of the ongoing portfolio management process. This emphasis focuses on consistently harvesting losses to offset gains as the market price changes allow. At least every other year in the ladder will have a muni position with a corresponding maturity in that year for the complete maturity range of the strategy. Franklin municipal bond ladders are designed to deliver tax- free income opportunities by investing across different municipal issuers. Our strategy invests in high- quality bonds, seeking to take advantage of relative valuation differences between sectors, geographic regions, issuers, and individual bond issues. Currently, 1-3 year, 1-7 year, 1-15 year and 5-20 year maturity ranges are available in this strategy. The portfolio can be offered as either a national portfolio, or, for a limited number of states, either a state-specific portfolio or state-preference portfolio. For state-specific portfolios, Franklin seeks to invest substantially all, or all of the portfolio in municipal securities the income from which is exempt from state income taxes in the specified state. For state-preference portfolios, Franklin emphasizes investments in municipal securities the income from which is exempt from state income taxes in the specified state but may also invest in municipal securities the income from which is not exempt from state income taxes in the specified state.

Risks. The main risks for Franklin Municipal Ladder – Tax Managed portfolios are General Investment Risk, Concentration Risk, Credit Risk, Extension Risk, Illiquidity Risk, Interest Rate Risk and Prepayment Risk. See Appendix A for explanations of these risks.

Franklin U.S. Government Ladders

The investment management team manages portfolios composed of laddered U.S. Government securities. FAV seeks to provide current income with principal stability. At least every other year in the ladder will have a bond position with a corresponding maturity in that year for the complete maturity range of the strategy. The bond ladders seek to deliver current income with principal stability from a portfolio of securities with laddered maturities. The strategy invests in high-quality U.S. Treasury and U.S. Agency securities. Currently, 1-5 year, 1-10 year, and 5-20 year maturity ranges are available in this strategy.

Risks. The main risks for Franklin U.S. Government Ladder portfolios are General Investment Risk, Concentration Risk, Credit Risk, Extension Risk, Illiquidity Risk, Interest Rate Risk and Prepayment Risk. See Appendix A for explanations of these risks.

Franklin Custom Muni

Franklin Custom Muni Portfolios are customized portfolios of municipal securities that are professionally managed in accordance with specific investment guidelines developed by the client in conjunction with the client's financial advisor and/or with the client's Sponsor Firm and FAV based on the client's circumstances, financial needs, and objectives or based on criteria established by the client's Sponsor Firm. Such guidelines may address one or more of the following: maturity and duration limitations applicable to overall portfolio or to individual holdings, credit quality specifications applicable to overall portfolio, including high-yield and actions that must be taken in the event of credit downgrades; individual issuer concentration limitations; sector exposure limitations or restrictions; exposure guidelines, limitations or restrictions for specific states; limitations or restrictions with respect to securities subject to alternative minimum tax (AMT); ability to invest in securities other than tax-free municipal securities, including without limitation taxable municipal bonds, corporate bonds, U.S. Treasury or agency securities, preferred stock and variable rate demand notes; the extent to which portfolio should focus on "total return" or "income generation targets" limitations on realization of short-term or long-term capital gains; and target levels of cash or short-term maturity instruments.

Risks. The main risks for Franklin Custom Muni portfolios are General Investment Risk, Concentration Risk, Credit Risk, Extension Risk, Illiquidity Risk, Interest Rate Risk and Prepayment Risk. See Appendix A for explanations of these risks.

Franklin High Yield Municipal

The investment management team manages portfolios composed of municipal bonds including higher yielding, lower quality exposures. Using a bottom-up, income-focused strategy, FAV seeks to offer capital preservation and appreciation along with a high level of current tax-free income. The Franklin High Yield Municipal portfolio seeks high, current, tax-free income through investments in municipal bonds across the investment & non-investment grade credit spectrum and invests across the entire maturity spectrum. The portfolio is typically offered as a nationally diverse portfolio.

Risks. The main risks for Franklin High Yield Municipal portfolios are General Investment Risk, Concentration Risk, Extension Risk, Illiquidity Risk, Interest Rate Risk and Prepayment Risk. See Appendix A for explanation of these risks.

Franklin Intermediate Fixed Income

The Franklin Intermediate Fixed Income strategy focuses on investments in high-quality bonds, seeking to take advantage of relative valuation differences between asset classes, sectors, issuers and individual bond issues, with the objective of producing a high level of current income and generating total return opportunities. The strategy seeks to provide high current income consistent with preservation of capital. The investment process aims to produce "alpha" from superior sector allocation, security selection, and macro positions. The strategy brings together Franklin Templeton Fixed Income macro, fundamental, and quantitative research in a core fixed income offering. The strategy focuses on investment grade debt securities and government and corporate debt securities.

Risks. The main risks for Franklin Intermediate Fixed Income portfolios are General Investment Risk, Concentration Risk, Credit Risk, Extension Risk, Illiquidity Risk, Interest Rate Risk and Prepayment Risk. See Appendix A for explanations of these risks.

Franklin Intermediate Government Bond

The investment management team manages portfolios composed primarily of intermediate maturity U.S. Government securities. Using a risk-managed, top-down/bottom-up approach via active management of duration, yield curve, sector allocation and issue selection, FAV seeks to provide capital appreciation along with current income.

Risks. The main risks for Franklin Intermediate Government Bond portfolios are General Investment Risk, Concentration Risk, Credit Risk, Extension Risk, Illiquidity Risk, Interest Rate Risk and Prepayment Risk. See Appendix A for explanations of these risks.

Franklin Intermediate High Yield Municipal

The investment management team manages portfolios composed of municipal bonds including higher yielding, lower quality exposures. Using a bottom-up, income-focused strategy, FAV seeks to offer capital preservation and appreciation along with a high level of current tax-free income. The Franklin Intermediate High Yield Municipal portfolio seeks high, current, tax-free income by through investments in municipal bonds across the investment & non-investment grade credit spectrum with an intermediate duration target (typically 5-7 years). The portfolio is typically offered as a nationally diverse portfolio.

Risks. The main risks for Franklin Intermediate High Yield Municipal portfolios are General Investment Risk, Concentration Risk, Extension Risk, Illiquidity Risk, Interest Rate Risk and Prepayment Risk. See Appendix A for explanation of these risks.

Franklin Intermediate Investment Grade Credit

The investment management team manages portfolios composed primarily of investment grade corporate/credit issues. Using a bottom-up, relative value strategy, FAV seeks to provide capital appreciation with a high level of current income.

Risks. The main risks for Franklin Intermediate Investment Grade Credit portfolios are General Investment Risk, Concentration Risk, Credit Risk, Extension Risk, Illiquidity Risk, Interest Rate Risk and Prepayment Risk. See Appendix A for explanations of these risks.

Franklin Intermediate Municipal

The investment management team manages portfolios composed primarily of high-quality intermediate-term municipal bonds. Using a bottom-up, income-focused strategy, FAV seeks to offer capital preservation and appreciation, along with a high level of current tax-free income. The strategy seeks to provide investors with as high a level of income exempt from federal income taxes as is consistent with prudent investment management and the preservation of investors' capital. The portfolio can be offered as either a national portfolio, or, for a limited number of states, either a state-specific portfolio or state-preference portfolio. For state-specific portfolios, FAV seeks to invest all or substantially all of the portfolio in municipal securities the income from which is exempt from state income taxes in the specified state. For state-preference portfolios, FAV emphasizes investments in municipal securities the income from which is exempt from state income taxes in the specified state but may also invest in municipal securities the income from which is not exempt from state income taxes in the specified state.

Risks. The main risks for Franklin Intermediate Municipal portfolios are General Investment Risk, Concentration Risk, Credit Risk, Extension Risk, Illiquidity Risk, Interest Rate Risk and Prepayment Risk. See Appendix A for explanations of these risks.

Franklin Intermediate Municipal - Tax Managed

The investment management team manages portfolios composed primarily of high-quality intermediate term municipal bonds. The strategy places an emphasis on tax management as part of the ongoing portfolio management process. This emphasis focuses on consistently harvesting losses to offset gains as market price changes allow. Using a bottom-up,

income-focused strategy, FAV seeks to offer capital preservation and appreciation, along with a high level of current tax-free income. The strategy seeks to provide investors with as high a level of income exempt from federal income taxes as is consistent with prudent investment management and the preservation of investors' capital. The portfolio can be offered as either a national portfolio, or, for a limited number of states, either a state-specific portfolio or state-preference portfolio. For state-specific portfolios, FAV seeks to invest all or substantially all of the portfolio in municipal securities the income from which is exempt from state income taxes in the specified state. For state-preference portfolios, FAV emphasizes investments in municipal securities the income from which is exempt from state income taxes in the specified state but may also invest in municipal securities the income from which is not exempt from state income taxes in the specified state.

Risks. The main risks for Franklin Intermediate Municipal – Tax Managed portfolios are General Investment Risk, Concentration Risk, Credit Risk, Extension Risk, Illiquidity Risk, Interest Rate Risk and Prepayment Risk. See Appendix A for explanations of these risks.

Franklin Limited Maturity Municipal

The investment management team manages portfolios composed primarily of high-quality limited maturity municipal bonds. Using a bottom-up, income-focused strategy, FAV seeks to offer capital preservation and appreciation, along with a high level of current tax-free income. The strategy seeks to provide investors with as high a level of income exempt from federal income taxes as is consistent with prudent investment management and the preservation of investors' capital. The portfolio can be offered as either a national portfolio, or, for a limited number of states, either a state-specific portfolio or state-preference portfolio. For state-specific portfolios, FAV seeks to invest all or substantially all of the portfolio in municipal securities the income from which is exempt from state income taxes in the specified state. For state-preference portfolios, FAV emphasizes investments in municipal securities the income from which is exempt from state income taxes in the specified state but may also invest in municipal securities the income from which is not exempt from state income taxes in the specified state.

Risks. The main risks for Franklin Limited Maturity Municipal portfolios are General Investment Risk, Concentration Risk, Credit Risk, Extension Risk, Illiquidity Risk, Interest Rate Risk and Prepayment Risk. See Appendix A for explanations of these risks.

Franklin Long Maturity Municipal

The investment management team manages portfolios composed primarily of high quality long-term municipal bonds. Using a bottom-up, income-focused strategy, FAV seeks to offer capital preservation and appreciation, along with a high level of current tax-free income. The strategy seeks to provide investors with as high a level of income exempt from federal income taxes as is consistent with prudent investment management and the preservation of investors' capital. The portfolio can be offered as either a national portfolio, or, for a limited number of states, either a state-specific portfolio or state-preference portfolio. For state-specific portfolios, FAV seeks to invest all or substantially all of the portfolio in municipal securities the income from which is exempt from state income taxes in the specified state. For state-preference portfolios, FAV emphasizes investments in municipal securities the income from which is exempt from state income taxes in the specified state but may also invest in municipal securities the income from which is not exempt from state income taxes in the specified state.

Risks. The main risks for Franklin Long Maturity Municipal portfolios are General Investment Risk, Concentration Risk, Credit Risk, Extension Risk, Illiquidity Risk, Interest Rate Risk and Prepayment Risk. See Appendix A for explanations of these risks.

Franklin Municipal Green Bond

The investment management team manages portfolios composed primarily of high-quality long-term municipal bonds. Using a bottom-up, income-focused strategy, FAV seeks to offer capital preservation and appreciation, along with a high level of current tax-free income, maximizing income exempt from federal income taxes to the extent consistent with prudent

investing and the preservation of shareholders' capital. The strategy invests at least 80% of its net assets in municipal green bonds. The portfolio invests in projects and programs that target, among other things, renewable energy, energy efficiency, pollution prevention and control, environmentally sustainable management of living natural resources and land use, clean transportation, sustainable water and wastewater management and green buildings. Franklin Municipal Green Bond may be made available within an FTPPG "balanced portfolio" alongside other affiliated advisers. See FTPPG's brochure for more information.

Risks. The main risks for Franklin Municipal Green Bond portfolios are General Investment Risk, Concentration Risk, Credit Risk, Environmental, Social and Governance (ESG) Investing Risk, Extension Risk, Illiquidity Risk, Interest Rate Risk and Prepayment Risk. See Appendix A for explanations of these risks.

Franklin Municipal Enhanced Income

The investment management team manages portfolios composed primarily of high-quality intermediate-term municipal bonds combined with an allocation to higher yielding, lower quality exposures via a zero-fee commingled vehicle. Using a bottom-up, income-focused strategy, FAV seeks to offer capital preservation and appreciation along with a high level of current tax-free income. The portfolio can be offered as a state-specific portfolio in California and as a state-preference portfolio which emphasizes investments in municipal securities the income from which is exempt from state income taxes in the specified state but may also invest in municipal securities the income from which is not exempt from state income taxes in the specified state. This strategy is also known as "Franklin Multi-Strategy Municipal" by certain clients of Managed Account Advisors LLC in Merrill Lynch Investment Advisory Program.

Risks. The main risks for Franklin Municipal Enhanced Income portfolios are General Investment Risk, Concentration Risk, Credit Risk, Extension Risk, Illiquidity Risk, Interest Rate Risk and Prepayment Risk. See Appendix A for explanations of these risks.

Putnam Ultra Short Duration Income Managed Account

The Ultra Short Duration Income Managed Account strategy seeks as high a rate of current income as the investment management team believes is consistent with preservation of capital and maintenance of liquidity through a diversified portfolio composed primarily of individual short-duration, investment-grade rated fixed income securities and a pooled vehicle of similar fixed income securities. The strategy provides exposure to a wider range of income opportunities and has the potential to offer higher income than other short-term investments. The Ultra Short Duration Income Managed Account strategy utilizes both individual securities and investments in the Putnam Ultra Short MAC Series (the "Fund"), which is a proprietary no-fee mutual fund established exclusively for use within SMA Programs that permits access to security types that are difficult to implement directly for SMA Program investors. Exposure to certain sectors and security types, including derivatives, are gained via the Fund, which is used in combination with selected individual securities to implement the strategy.

Risks. The main risks of Putnam Ultra Short Duration Income Managed Account portfolios are General Investment Risk, Credit Risk, Extension Risk, Interest Rate Risk, Non-U.S. Investment Risk and Prepayment Risk. See Appendix A for explanations of these risks. The risks associated with investments in the Fund, as described above, are described in the Fund's prospectus.

FAV - Multi-Asset Class

Franklin Templeton Alternative Completion

The Franklin Templeton Alternative Completion Portfolio is a global allocation strategy that seeks to complement traditional equity and fixed income by investing in alternative mutual funds and ETFs that offer more flexibility than traditional

investment constraints. The portfolio combines non-traditional fixed income and equity strategies that have low correlation to each other into a single strategy that seeks to provide return potential regardless of market direction. The portfolio's asset allocation of the strategy is generally reviewed and adjusted on an annual basis.

Risks. The main risks for Franklin Templeton Alternative Completion portfolios are General Investment Risk, Asset Allocation Risk, Blend Style Investment Risk, Concentration Risk, Credit Risk, Extension Risk, Illiquidity Risk, Interest Rate Risk, Investing in Funds Risk, Mid Cap Risk, Non-U.S. Investment Risk (including Emerging Markets Risk), Prepayment Risk and Small Cap Risk. See Appendix A for explanations of these risks.

Franklin Templeton Custom Asset Allocation Models

Franklin Templeton Custom Asset Allocation Models are bespoke investment solutions designed to align with the specific goals, preferences, and constraints of each client. Developed in collaboration with sponsor firms to define one or more investment strategies and approximate target allocations tailored to their financial objectives. These models leverage Franklin Templeton Investment Solutions' (FTIS) strategic and dynamic asset allocation expertise. Each portfolio is constructed incorporating Franklin Templeton and third-party strategies. Customization parameters may include asset class exposure, risk tolerance, income targets, benchmark alignment, client preferred strategies, vehicle type, and rebalancing frequency. Although Franklin Templeton's model management is generally guided by established investment frameworks, FTIS may agree to modify model parameters or construct portfolios without reference to a specific strategy to meet unique client needs.

Models may be constructed using various implementation types:

- ETF-Only Models
- Mutual Fund (MF)-Only Models
- MF & ETF Models
- Inclusion of SMAs
- Models with Semi-Liquid Alternatives

Risks. The main risks for Franklin Templeton Custom Asset Allocation Models are General Investment Risk, Asset Allocation Risk, Below Investment Grade Risk, Blend Style Investing Risk, Credit Risk, Environmental, Social and Governance (ESG) Investing Risk, Extension Risk, Illiquidity Risk, Interest Rate Risk, Investing in Funds Risk, Mid Cap Risk, Non-U.S. Investment Risk (including Emerging Markets Risk), Prepayment Risk and Small Cap Risk. See Appendix A for explanations of these risks.

Franklin Templeton Core Multi-Manager Models

The Franklin Templeton Core Multi-Manager Models are a suite of multi-asset portfolios designed to provide clients with core allocation solutions across a spectrum of risk, income and thematic profiles. Each model's asset allocation is implemented using a diversified mix of Franklin Templeton and non-proprietary mutual funds and ETFs, which may include but are not exclusive to active, passive, and smart beta strategies.

The Core Multi-Manager allocation models target various risk tolerances by focusing on maintaining equity and fixed income exposure within a stated target. As core allocation portfolios, the models are broadly diversified across asset classes, sectors and regions.

The Multi-Manager Income model focuses on a high level of current income with some capital appreciation by allocating primarily to funds of U.S. fixed income securities including investment grade and below investment grade debt and dividend paying equities.

The Multi-Manager Rising Rates Defense model focuses on total return in a rising interest rate environment. The strategy seeks to allocate to a combination of funds of U.S. equity, U.S. fixed income including investment grade and below

investment grade, as well as a portion to global fixed income. The strategy seeks to limit exposure to funds that may be adversely affected by rising interest rates.

Each model seeks to maximize total return and outperform its respective blended benchmark on a risk-adjusted basis over a full market cycle.

Models	Target Allocation
Franklin Templeton Core Multi-Manager 100 EQ Model	Generally targets 100% equity exposure
Franklin Templeton Core Multi-Manager 80 EQ/20 FI Model	Generally targets 80% equity, 20% fixed income exposure
Franklin Templeton Core Multi-Manager 70 EQ/30 FI Model	Generally targets 70% equity, 30% fixed income exposure
Franklin Templeton Core Multi-Manager 60 EQ/40 FI Model	Generally targets 60% equity, 40% fixed income exposure
Franklin Templeton Core Multi-Manager 50 EQ/50 FI Model	Generally targets 50% equity, 50% fixed income exposure
Franklin Templeton Core Multi-Manager 40 EQ/60 FI Model	Generally targets 40% equity, 60% fixed income exposure
Franklin Templeton Core Multi-Manager 20 EQ/80 FI Model	Generally targets 20% equity, 80% fixed income exposure
Franklin Templeton Core Multi-Manager 100 FI Model	Generally targets 100% fixed income exposure
Franklin Templeton Core Multi-Manager Income Model	Generally targets income producing equity and fixed income holdings
Franklin Templeton Core Multi-Manager Rising Rates Defense Model	Generally targets 60% fixed income exposure

Risks. The main risks for Franklin Templeton Core Multi-Manager Models are General Investment Risk, Asset Allocation Risk, Below Investment Grade Risk, Blend Style Investing Risk, Credit Risk, Environmental, Social and Governance (ESG) Investing Risk, Extension Risk, Illiquidity Risk, Investing in Funds Risk, Mid Cap Risk, Non-U.S. Investment Risk (including Emerging Markets Risk), Prepayment Risk and Small Cap Risk. See Appendix A for explanations of these risks.

Franklin Templeton Core Multi-Manager Mutual Fund Models

The Franklin Templeton Core Multi-Manager Mutual Fund Models are a suite of multi-asset portfolios designed to provide clients with allocation solutions across a spectrum of risk and income profiles. Each model's asset allocation is implemented using a diversified mix of Franklin Templeton and non-proprietary mutual funds only, which may include but are not exclusive to active, passive, and smart beta strategies.

The Core Multi-Manager allocation models target various risk tolerances by focusing on maintaining equity and fixed income exposure within a stated target. As core allocation portfolios, the models are broadly diversified across asset classes, sectors and regions.

The Multi-Manager Income model focuses on a high level of current income with some capital appreciation by allocating primarily to funds of U.S. fixed income securities including investment grade and below investment grade debt and dividend paying equities. Tax advantaged models have a specific focus on tax-exempt income.

Each model seeks to maximize total return and outperform its respective blended benchmark on a risk-adjusted basis over a full market cycle.

Models	Target Allocation
Franklin Templeton Core Multi-Manager Mutual Fund 100 EQ Model	Generally targets 100% equity exposure
Franklin Templeton Core Multi-Manager Mutual Fund 80 EQ/20 FI Model	Generally targets 80% equity, 20% fixed income exposure
Franklin Templeton Core Multi-Manager Mutual Fund 60 EQ/40 FI Model	Generally targets 60% equity, 40% fixed income exposure
Franklin Templeton Core Multi-Manager Mutual Fund 40 EQ/60 FI Model	Generally targets 40% equity, 60% fixed income exposure
Franklin Templeton Core Multi-Manager Mutual Fund 20 EQ/80 FI Model	Generally targets 20% equity, 80% fixed income exposure
Franklin Templeton Core Multi-Manager Mutual Fund 100 FI Model	Generally targets 100% fixed income exposure
Franklin Templeton Core Multi-Manager Mutual Fund Income Model	Generally targets income producing equity and fixed income holdings

Risks. The main risks for Franklin Templeton Core Multi-Manager Mutual Fund Models portfolios are General Investment Risk, Asset Allocation Risk, Below Investment Grade Risk, Blend Style Investing Risk, Credit Risk, Environmental, Social and Governance (ESG) Investing Risk, Extension Risk, Illiquidity Risk, Interest Rate Risk, Investing in Funds Risk, Mid Cap Risk, Non-U.S. Investment Risk (including Emerging Markets Risk), Prepayment Risk and Small Cap Risk. See Appendix A for explanations of these risks.

Franklin Templeton Core Multi-Manager ESG Models

The Franklin Templeton Core Multi – Manager ESG Models strategies are asset allocation models that offer six risk-based portfolios that seek to produce portfolio returns in line with risk and return objectives by investing in mutual funds and ETFs that meet specific ESG criteria. The six risk-based models combine actively managed and passive strategies with equity and fixed income levels ranging between 0% and 100%. The portfolios are able to include an allocation to alternative investments. The six risk-based portfolios may incorporate a tactical allocation component that reallocates assets to take advantage of shorter-term opportunities in the market. All underlying strategies in the universe must meet certain ESG criteria. The portfolios' strategic asset allocation is generally reviewed and adjusted on an annual basis, while the universe of strategies is reviewed semiannually to ensure ESG standards are met.

Models	**Target Allocation**
Franklin Templeton Core Multi-Manager 100 EQ ESG Model	Generally targets 100% equity exposure
Franklin Templeton Core Multi-Manager 80 EQ/20 FI ESG Model	Generally targets 80% equity, 20% fixed income exposure
Franklin Templeton Core Multi-Manager 60 EQ/40 FI ESG Model	Generally targets 60% equity, 40% fixed income exposure
Franklin Templeton Core Multi-Manager 40 EQ/60 FI ESG Model	Generally targets 40% equity, 60% fixed income exposure
Franklin Templeton Core Multi-Manager 20 EQ/80 FI ESG Model	Generally targets 20% equity, 80% fixed income exposure
Franklin Templeton Core Multi-Manager 100 FI Income ESG Model	Generally targets 100% fixed income exposure

Risks. The main risks for Franklin Templeton Core Multi-Manager ESG Models portfolios are General Investment Risk, Asset Allocation Risk, Below Investment Grade Risk, Blend Style Investing Risk, Concentration Risk, Credit Risk, Environmental, Social and Governance (ESG) Investing Risk, Extension Risk, Illiquidity Risk, Interest Rate Risk, Investing in Funds Risk, Mid Cap Risk, Non-U.S. Investment Risk (including Emerging Markets Risk), Prepayment Risk and Small Cap Risk. See Appendix A for explanations of these risks.

Franklin Templeton Core Multi-Manager ETF Models

The Franklin Templeton Core Multi-Manager ETF Models are a suite of multi-asset portfolios designed to provide clients with allocation solutions across a spectrum of risk profiles. Each model's asset allocation is implemented using a diversified mix of Franklin Templeton and non-proprietary ETFs only, which may include but are not exclusive to active, passive and smart beta strategies.

Models	**Target Allocation**
Franklin Templeton Core Multi-Manager 100 EQ ETF Model	Generally targets 100% equity exposure
Franklin Templeton Core Multi-Manager 90 EQ/10 FI ETF Model	Generally targets 90% equity, 10% fixed income exposure
Franklin Templeton Core Multi-Manager 80 EQ/20 FI ETF Model	Generally targets 80% equity, 20% fixed income exposure
Franklin Templeton Core Multi-Manager 70 EQ/30 FI ETF Model	Generally targets 70% equity, 30% fixed income exposure
Franklin Templeton Core Multi-Manager 60 EQ/40 FI ETF Model	Generally targets 60% equity, 40% fixed income exposure
Franklin Templeton Core Multi-Manager 50 EQ/50 FI ETF Model	Generally targets 50% equity, 50% fixed income exposure

Franklin Templeton Core Multi-Manager 40 EQ/60 FI ETF Model	Generally targets 40% equity, 60% fixed income exposure
Franklin Templeton Core Multi-Manager 30 EQ/70 FI ETF Model	Generally targets 30% equity, 70% fixed income exposure
Franklin Templeton Core Multi-Manager 20 EQ/80 FI ETF Model	Generally targets 20% equity, 80% fixed income exposure
Franklin Templeton Core Multi-Manager 10 EQ/90 FI ETF Model	Generally targets 10% equity, 90% fixed income exposure
Franklin Templeton Core Plus ETF Model	Generally targets 100% fixed income exposure

Risks. The main risks for Franklin Templeton Core Multi-Manager ETF Model portfolios are General Investment Risk, Asset Allocation Risk, Below Investment Grade Risk, Blend Style Investing Risk, Credit Risk, Environmental, Social and Governance (ESG) Investing Risk, Extension Risk, Illiquidity Risk, Interest Rate Risk, Investing in Funds Risk, Mid Cap Risk, Non-U.S. Investment Risk (including Emerging Markets Risk), Prepayment Risk and Small Cap Risk. See Appendix A for explanations of these risks.

Franklin Templeton Core Multi-Manager + Digital Assets ETF Models

The Franklin Templeton Core Multi Manager + Digital Assets ETF Models are constructed as multi asset core portfolios offered across a broad risk spectrum, including an allocation to Crypto currencies. The models seek total return via a mix of capital appreciation and current income, commensurate to the approximated equity to fixed income allocations weightings of each model. The models allocate to a mix of Franklin Templeton and non-proprietary ETFs, which may include but are not exclusive to active, passive, and smart beta strategies.

As risk-based core portfolios, the models are offered across an array of risk profiles to ensure investor suitability while providing broad diversification across asset classes, sectors, regions, and fund managers delivered in a cost-efficient solution. The models seek to deliver equal-to-better risk adjusted returns than their respective benchmark over a market cycle.

Models	**Target Allocation**
Franklin Templeton Core Multi-Manager All EQ + Digital Assets ETF	Generally targets 94% Equities, 6% Digital Assets
Franklin Templeton Core Multi-Manager Balanced + Digital Assets ETF	Generally targets 48% Equities, 2% Digital Assets, 50% Fixed Income
Franklin Templeton Core Multi-Manager Conservative Growth + Digital Assets ETF	Generally targets 39% Equities, 1% Digital Assets, 60% Fixed Income
Franklin Templeton Core Multi-Manager Growth + Digital Assets ETF	Generally targets 75% Equities, 5% Digital Assets, 20% Fixed Income
Franklin Templeton Core Multi-Manager Moderate Growth + Digital Assets ETF	Generally targets 57% Equities, 3% Digital Assets, 40% Fixed Income

Risks. The main risks for Franklin Templeton Core Multi Manager + Digital Assets ETF Models portfolios are General Investment Risk, Asset Allocation Risk, Below Investment Grade Risk, Blend Style Investing Risk, Credit Risk, Environmental, Social and Governance (ESG) Investing Risk, Extension Risk, Illiquidity Risk, Interest Rate Risk, Investing in Funds Risk, Mid Cap Risk, Non-U.S. Investment Risk (including Emerging Markets Risk), Prepayment Risk and Small Cap Risk. See Appendix A for explanations of these risks.

Franklin Templeton Dynamic Core Models

The Franklin Templeton Dynamic Core Models are a suite of multi-asset portfolios designed to provide clients with core allocation solutions across a spectrum of risk profiles. As allocation portfolios, the models are broadly diversified across asset classes, sectors and regions. Tax Advantaged models also have a goal to provide a relatively high level of tax-exempt current income. Each model's asset allocation is implemented using a diversified mix of Franklin Templeton and non-proprietary mutual funds and ETFs, which may include but are not exclusive to active, passive, and smart beta strategies.

Models	Target Allocation
Franklin Templeton Dynamic Core Aggressive Model	Generally, targets 90% equity exposure
Franklin Templeton Dynamic Core Moderately Aggressive Model	Generally, targets 75% equity exposure
Franklin Templeton Dynamic Core Moderate Model	Generally, targets 60% equity exposure
Franklin Templeton Dynamic Core Moderately Conservative Model	Generally, targets 40% equity exposure
Franklin Templeton Dynamic Core Conservative Model	Generally, targets 25% equity exposure
Franklin Templeton Dynamic Core Global FI Model	Generally, targets 100% fixed income exposure
Franklin Templeton Dynamic Core Tax Advantaged Aggressive Model	Generally, targets 90% equity exposure
Franklin Templeton Dynamic Core Tax Advantaged Moderately Aggressive Model	Generally, targets 75% equity exposure
Franklin Templeton Dynamic Core Tax Advantaged Moderate Model	Generally, targets 60% equity exposure
Franklin Templeton Dynamic Core Tax Advantaged Moderately Conservative Model	Generally, targets 60% fixed income exposure
Franklin Templeton Dynamic Core Tax Advantaged Conservative Model	Generally, targets 78% fixed income exposure

Each model seeks to maximize total return and outperform its respective blended benchmark on a risk-adjusted basis over a full market cycle.

Risks. The main risks for Franklin Templeton Dynamic Core Models portfolios are General Investment Risk, Asset Allocation Risk, Below Investment Grade Risk, Blend Style Investing Risk, Concentration Risk, Credit Risk, Environmental, Social and Governance (ESG) Investing Risk, Extension Risk, Illiquidity Risk, Interest Rate Risk, Investing in Funds Risk, Mid Cap Risk, Non-U.S. Investment Risk (including Emerging Markets Risk), Prepayment Risk and Small Cap Risk. See Appendix A for explanations of these risks.

Franklin Templeton Dynamic Core with Liquid Alternatives Models

The Franklin Templeton Dynamic Core with Liquid Alternatives Models are a suite of multi-asset portfolios designed to provide clients with allocation solutions across a spectrum of risk profiles. Tax Advantaged models also have a goal to provide a relatively high level of tax-exempt current income. As core allocation portfolios, the models are broadly diversified

across asset classes, sectors and regions, and typically include an allocation to liquid alternative investments. Each model's asset allocation is implemented using a diversified mix of Franklin Templeton and non-proprietary mutual funds and ETFs, which may include but are not exclusive to active, passive, and smart beta strategies.

Each model seeks to maximize total return and outperform its respective blended benchmark on a risk-adjusted basis over a full market cycle.

Models	**Target Allocation**
Franklin Templeton Dynamic Core Aggressive Taxable with Liquid Alternatives Model	Generally, targets 80% equity, 1% fixed income, 19% alternatives exposure
Franklin Templeton Dynamic Core Moderately Aggressive Taxable with Liquid Alternatives Model	Generally, targets 70% equity, 5% fixed income, 25% alternatives exposure
Franklin Templeton Dynamic Core Moderate Taxable with Liquid Alternatives Model	Generally, targets 55% equity, 25% fixed income, 20% alternatives exposure
Franklin Templeton Dynamic Core Moderately Conservative Taxable with Liquid Alternatives Model	Generally, targets 40% equity, 40% fixed income, 20% alternatives exposure
Franklin Templeton Dynamic Core Conservative Taxable with Liquid Alternatives Model	Generally, targets 25% equity, 60% fixed income, 15% alternatives exposure
Franklin Templeton Dynamic Core Aggressive Tax Aware with Liquid Alternatives Model	Generally, targets 85% equity, 2% fixed income, 13% alternatives exposure
Franklin Templeton Dynamic Core Moderately Aggressive Tax Aware with Liquid Alternatives Model	Generally, targets 70% equity, 20% fixed income, 10% alternatives exposure
Franklin Templeton Dynamic Core Moderate Tax Aware with Liquid Alternatives Model	Generally, targets 55% equity, 30% fixed income,15% alternatives exposure
Franklin Templeton Dynamic Core Moderately Conservative Tax Aware with Liquid Alternatives Model	Generally, targets 35% equity, 50% fixed income, 15% alternatives exposure
Franklin Templeton Dynamic Core Conservative Tax Aware with Liquid Alternatives Model	Generally, targets 20% equity, 65% fixed income, 15% alternatives exposure

Risks. The main risks for Franklin Templeton Dynamic Core with Liquid Alternatives Models portfolios are General Investment Risk, Asset Allocation Risk, Below Investment Grade Risk, Blend Style Investing Risk, Credit Risk, Environmental, Social and Governance (ESG) Investing Risk, Extension Risk, Illiquidity Risk, Interest Rate Risk, Investing in Funds Risk, Mid Cap Risk, Non-U.S. Investment Risk (including Emerging Markets Risk), Prepayment Risk and Small Cap Risk. See Appendix A for explanations of these risks. **Franklin Templeton Multi-Manager Dynamic Income Models**

The Franklin Templeton Multi-Manager Dynamic Income Models are a suite of multi-asset portfolios designed to provide clients with income solutions across a spectrum of risk profiles. The models focus on seeking a high level of current income with some capital appreciation by allocating primarily to funds of U.S. fixed income securities including investment grade

and below investment grade debt and dividend paying equities. Each model's asset allocation is implemented using a diversified mix of Franklin Templeton and non-proprietary mutual funds only, which may include but are not exclusive to active, passive, and smart beta strategies. Tax advantaged models have a specific focus on tax-exempt income.

Each model seeks to maximize total return and outperform its respective blended benchmark on a risk-adjusted basis over a full market cycle.

Models	**Target Allocation**
Franklin Templeton Multi-Manager Dynamic Income Conservative Model	Generally, targets 80% fixed income exposure
Franklin Templeton Multi-Manager Dynamic Income Moderate Model	Generally, targets 65% fixed income exposure
Franklin Templeton Multi-Manager Dynamic Income Tax-Advantaged Model	Generally, targets 80% fixed income exposure
Franklin Templeton Multi-Manager Dynamic Income Tax-Advantaged Moderate Model	Generally, targets 60% fixed income exposure

Risks. The main risks for Franklin Templeton Multi-Manager Dynamic Income Models portfolios are General Investment Risk, Asset Allocation Risk, Below Investment Grade Risk, Blend Style Investing Risk, Credit Risk, Environmental, Social and Governance (ESG) Investing Risk, Extension Risk, Illiquidity Risk, Interest Rate Risk, Investing in Funds Risk, Mid Cap Risk, Non-U.S. Investment Risk (including Emerging Markets Risk), Prepayment Risk and Small Cap Risk. See Appendix A for explanations of these risks.

Franklin Templeton Multi-Manager Dynamic Income ETF Models

The Franklin Templeton Multi-Manager Dynamic Income ETF Models are a suite of multi-asset portfolios designed to provide clients with income solutions across a spectrum of risk profiles. The models focus on seeking a high level of current income with some capital appreciation by allocating primarily to ETFs of U.S. fixed income securities including investment grade and below investment grade debt and dividend paying equities. Each model's asset allocation is implemented using a diversified mix of Franklin Templeton and non-proprietary ETFs only, which may include but are not exclusive to active, passive, and smart beta strategies.

Models	**Target Allocation**
Franklin Templeton Multi-Manager Dynamic Income ETF Conservative Model	Generally, targets 80% fixed income exposure
Franklin Templeton Multi-Manager Dynamic Income ETF Moderate Model	Generally, targets 65% fixed income exposure

Risks. The main risks for Franklin Templeton Multi-Manager Dynamic Income ETF Models portfolios are General Investment Risk, Asset Allocation Risk, Below Investment Grade Risk, Blend Style Investing Risk, Credit Risk, Environmental, Social and Governance (ESG) Investing Risk, Extension Risk, Illiquidity Risk, Interest Rate Risk, Investing in Funds Risk, Mid Cap Risk, Non-U.S. Investment Risk (including Emerging Markets Risk), Prepayment Risk and Small Cap Risk. See Appendix A for explanations of these risks.

Franklin Templeton Multi-Manager High Income Model

The Franklin Templeton Multi-Manager High Income Model is a multi-asset model consisting of Franklin Templeton and third party mutual funds that seeks to achieve high income at a given risk profile through investment in a portfolio of Franklin Templeton and third party mutual funds. The strategy will have exposure (through the funds) to U.S. dividend paying equity securities, sovereign bond, high yield bonds (also referred to as "below investment grade" or "junk" bonds), bank loans, mortgage-backed securities, U.S. Treasury and Agency Securities, and other income-producing investments.

Risks. The main risks for Franklin Templeton Multi-Manager High Income portfolios are General Investment Risk, Asset Allocation Risk, Below Investment Grade Risk, Blend Style Investing Risk, Credit Risk, Extension Risk, Illiquidity Risk, Interest Rate Risk, Investing in Funds Risk, Non-U.S. Investment Risk (including Emerging Markets Risk) and Prepayment Risk.

Franklin Templeton Multi-Manager HNW Models

The Franklin Templeton Multi-Manager HNW Models are a suite of asset allocation models that offer five risk-based multi-asset Models that seek to produce portfolio returns in-line with their stated risk and return objectives by investing in SMAs, mutual funds, and ETFs. The five risk-based models utilize actively managed strategies with equity and fixed income levels ranging between 0% and 90%. The Models may also include an allocation to strategies categorized as liquid or semi-liquid alternative investments, generally targeting 10% for this allocation The Models provide investors exposure to a diversified range of assets and factors including equity value, equity growth, low-volatility equity, equity dividends, international equity, emerging markets equity, credit, and interest rate duration. The Portfolios' strategic asset allocation is generally reviewed and adjusted on an annual basis.

Models	Target Allocation
Franklin Templeton Multi-Manager HNW 90/0/10 Model	Generally targets 90% equity, 10% alternatives exposure
Franklin Templeton Multi-Manager HNW 80/10/10 Model	Generally targets 80% equity, 10% fixed income, 10% alternatives exposure
Franklin Templeton Multi-Manager HNW 70/20/10 Model	Generally targets 70% equity, 20% fixed income, 10% alternatives exposure
Franklin Templeton Multi-Manager HNW 60/30/10 Model	Generally targets 60% equity, 30% fixed income, 10% alternatives exposure
Franklin Templeton Multi-Manager HNW 50/40/10 Model	Generally targets 50% equity, 40% fixed income, 10% alternatives exposure

Risks. The main risks for Franklin Templeton Multi-Manager HNW Models are General Investment Risk, Asset Allocation Risk, Blend Style Investing Risk, Concentration Risk, Credit Risk, Extension Risk, Interest Rate Risk, Investing in Funds Risk, Mid Cap Risk, Non-U.S. Investment Risk (including Emerging Markets Risk), Prepayment Risk, Illiquidity Risk, Illiquidity of Underlying Funds Risk, and Small Cap Risk. See Appendix A for explanations of these risks.

Franklin Templeton Strategic Real Return

The Franklin Templeton Strategic Real Return SMA strategy combines tactical asset allocation and a broad range of asset classes to seek to hedge against increases in U.S. inflation and achieve long-term real return. The strategy allocates its assets among mutual funds and ETFs that FAV believes generally complement each other and have various inflation-hedging qualities as determined by FAV. The portfolio's strategic asset allocation is generally reviewed and adjusted on an annual basis.

Risks. The main risks for Franklin Templeton Strategic Real Return portfolios are General Investment Risk, Asset Allocation Risk, Below Investment Grade Risk, Concentration Risk, Credit Risk, Extension Risk, Illiquidity Risk, Interest Rate Risk, Investing in Funds Risk, Mid Cap Risk, Non-U.S. Investment Risk (including Emerging Markets Risk), Prepayment Risk, Real Estate Investment Trusts (REITS) Risk and Small Cap Risk. See Appendix A for explanations of these risks.

Franklin Custom Income UCITS Model

The Franklin Custom Income UCITS Model focuses on a high level of current income with some capital appreciation. The model is implemented using a diversified mix of Franklin Templeton and non-proprietary UCITS mutual funds and ETFs.

The model seeks to maximize total return and outperform its respective blended benchmark on a risk-adjusted basis over a full market cycle.

Risks. The main risks for Franklin Custom Income UCITS Model portfolios are General Investment Risk, Asset Allocation Risk, Below Investment Grade Risk, Blend Style Investing Risk, Credit Risk, Environmental, Social and Governance (ESG) Investing Risk, Extension Risk, Illiquidity Risk, Interest Rate Risk, Investing in Funds Risk, Mid Cap Risk, Non-U.S. Investment Risk (including Emerging Markets Risk), Prepayment Risk and Small Cap Risk. See Appendix A for explanations of these risks.

FAV and FTIC (co-managed)

Franklin Templeton Multi-Manager UCITS Equity Model

The Franklin Templeton Multi-Manager UCITS Equity Model is designed for investors seeking a higher level of long-term total return that is consistent with the ability to accept a higher level of portfolio volatility by investing in equities. The model targets 100% equity exposure and is implemented using a diversified mix of Franklin Templeton and non-proprietary UCITS funds and ETFs. The model seeks capital growth and to outperform its respective benchmark on a risk-adjusted basis over a full market cycle.

Risks. The main risks for Franklin Templeton Multi-Manager UCITS Equity Model portfolio are General Investment Risk, Asset Allocation Risk, Below Investment Grade Risk, Blend Style Investing Risk, Credit Risk, Environmental, Social and Governance (ESG) Investing Risk, Extension Risk, Illiquidity Risk, Interest Rate Risk, Investing in Funds Risk, Mid Cap Risk, Non-U.S. Investment Risk (including Emerging Markets Risk), Prepayment Risk and Small Cap Risk. See Appendix A for explanations of these risks.

Franklin Templeton Multi-Manager UCITS Fixed Income Model

The Franklin Templeton Multi-Manager UCITS Fixed Income Model is designed for investors seeking capital preservation with a low level of volatility profile by investing in fixed incomes. The model targets 100% fixed income exposure and is implemented using a diversified mix of Franklin Templeton and non-proprietary UCITS funds and ETFs. The model seeks capital preservation and to outperform its respective benchmark on a risk-adjusted basis over a full market cycle.

Risks. The main risks for Franklin Templeton Multi-Manager UCITS Fixed Income Model portfolio are General Investment Risk, Asset Allocation Risk, Below Investment Grade Risk, Blend Style Investing Risk, Credit Risk, Environmental, Social and Governance (ESG) Investing Risk, Extension Risk, Illiquidity Risk, Interest Rate Risk, Investing in Funds Risk, Mid Cap Risk, Non-U.S. Investment Risk (including Emerging Markets Risk), Prepayment Risk and Small Cap Risk. See Appendix A for explanations of these risks.

Franklin Templeton Multi-Manager UCITS ETF Models

The Franklin Templeton Multi-Manager UCITS ETF Models are a suite of multi-asset portfolios designed to provide clients with allocation solutions across a spectrum of risk profiles. Each model's asset allocation is implemented using a diversified mix of Franklin Templeton and non-proprietary UCITS ETFs only, which may include but are not exclusive to active, passive and smart beta strategies.

Models	Target Allocation
Franklin Templeton Multi-Manager UCITS ETF 100 FI Model	Generally, targets 100% fixed income exposure
Franklin Templeton Multi-Manager UCITS ETF 10 EQ 90 FI Model	Generally, targets 10% equity, 90% fixed income exposure
Franklin Templeton Multi-Manager UCITS ETF 20 EQ 80 FI Model	Generally, targets 20% equity, 80% fixed income exposure
Franklin Templeton Multi-Manager UCITS ETF 30 EQ 70 FI Model	Generally, targets 30% equity, 70% fixed income exposure
Franklin Templeton Multi-Manager UCITS ETF 40 EQ 60 FI Model	Generally, targets 40% equity, 60% fixed income exposure
Franklin Templeton Multi-Manager UCITS ETF 50 EQ 50 FI Model	Generally, targets 50% equity, 50% fixed income exposure
Franklin Templeton Multi-Manager UCITS ETF 60 EQ 40 FI Model	Generally, targets 60% equity, 40% fixed income exposure
Franklin Templeton Multi-Manager UCITS ETF 70 EQ 30 FI Model	Generally, targets 70% equity, 30% fixed income exposure
Franklin Templeton Multi-Manager UCITS ETF 80 EQ 20 FI Model	Generally, targets 80% equity, 20% fixed income exposure
Franklin Templeton Multi-Manager UCITS ETF 90 EQ 10 FI Model	Generally, targets 90% equity, 10% fixed income exposure
Franklin Templeton Multi-Manager UCITS ETF 100 EQ Model	Generally, targets 100% equity exposure
Franklin Templeton Multi-Manager UCITS ETF Short Duration FI Model	Generally, targets 100% fixed income exposure

Risks. The main risks for Franklin Templeton Multi-Manager UCITS ETF Model portfolios are General Investment Risk, Asset Allocation Risk, Below Investment Grade Risk, Blend Style Investing Risk, Credit Risk, Environmental, Social and Governance (ESG) Investing Risk, Extension Risk, Illiquidity Risk, Interest Rate Risk, Investing in Funds Risk, Mid Cap Risk, Non-U.S. Investment Risk (including Emerging Markets Risk), Prepayment Risk and Small Cap Risk. See Appendix A for explanations of these risks.

Portfolios Subadvised by FMA

The Franklin Adviser Accounts advised by FMA accommodate a variety of investment goals and risk tolerances – from capital appreciation (with more growth-oriented strategies) to capital preservation (with fixed-income strategies). In seeking to achieve a Franklin Adviser Account's specific investment objectives, each portfolio emphasizes different strategies and invests in different types of securities. FMA does not typically seek to recommend a particular type of security to a client. The following describes the specific methods of analysis and investment strategies of FMA for its SMA Program clients. For

more information about the specific methods of analysis and investment strategies of the Franklin Investment Advisers' non-SMA Program clients, please see the Franklin Investment Advisers' Non-SMA Program Brochures.

FMA utilizes various investment strategies for their SMA Program clients. FMA's investment management services incorporate fundamental investment research and valuation analyses, including original economic, political, industry and company research, and analyses of suppliers, customers and competitors. Company research includes the utilization of such sources as company public records and other publicly available information, management interviews, company-prepared information, and company visits and inspections. In addition, research services provided by brokerage firms are used to support FMA's findings.

Franklin Mutual Beacon

The Franklin Mutual Beacon strategy seeks capital appreciation by primarily investing in undervalued mid-cap and large-cap equity securities with a significant portion of its assets in non-U.S. securities.

Risks. The main risks of Franklin Mutual Beacon portfolios are General Investment Risk, Merger Arbitrage Securities Risk, Mid Cap Risk, Non-U.S. Investment Risk (including Emerging Markets Risk), Real Estate Investment Trusts (REITs) Risk and Small Cap Risk. See Appendix A for explanations of these risks.

Franklin Mutual International Value

The Franklin Mutual International Value strategy seeks capital appreciation, with income as a secondary goal, by primarily investing in undervalued securities of non-U.S. companies.

Risks. The main risks for Franklin Mutual International Value portfolios are General Investment Risk, Concentration Risk, Environmental, Social and Governance (ESG) Investing Risk, Illiquidity Risk, Merger Arbitrage Securities Risk, Mid Cap Risk, Non-U.S. Investment Risk (including Emerging Markets Risk), Real Estate Investment Trusts (REITs) Risk and Small Cap Risk. See Appendix A for explanations of these risks.

Franklin Mutual Small-Mid Cap Value

The Franklin Mutual Small-Mid Cap Value strategy primarily invests in small- and mid-capitalization companies, which are those with market capitalizations not exceeding either the highest market capitalization of the Russell 2500 Index or the 12-month average of the highest market capitalization in the Russell 2500 Index, whichever is greater at the time of purchase. The portfolio managers utilize proprietary bottom-up research to identify and invest in stocks that they believe are trading at a discount to their fundamental value, targeting historically successful companies, with sustainable business models, good corporate governance, and low debt, that it believes are temporarily trading at depressed levels. This approach is designed to produce competitive long-term equity returns with less volatility than the overall market, which the managers believe will result in compelling risk-adjusted performance over the long-term.

Risks. The main risks of Franklin Mutual Small-Mid Cap Value portfolios are General Investment Risk, Concentration Risk, Environmental, Social and Governance (ESG) Investing Risk, Illiquidity Risk, Mid Cap Risk, Non-U.S. Investment Risk (including Emerging Markets Risk), Real Estate Investment Trusts (REITs) Risk and Small Cap Risk. See Appendix A for explanations of these risks.

Franklin Mutual U.S. Large Cap Value

The Franklin Mutual U.S Large Cap Value strategy aims to achieve long-term capital appreciation by primarily investing in U.S. equity securities. The strategy may also seek to invest in the securities of companies involved in mergers or consolidations.

Risks. The main risks of Franklin Mutual U.S. Large Cap Value portfolios are General Investment Risk, Concentration Risk, Environmental, Social and Governance (ESG) Investing Risk, Illiquidity Risk, Merger Arbitrage Securities Risk, Mid Cap Risk, Non-U.S. Investment Risk (including Emerging Markets Risk), Real Estate Investment Trusts (REITs) Risk and Small Cap Risk. See Appendix A for explanations of these risks.

Franklin Mutual U.S. Mid Cap Value

The Franklin Mutual U.S. Mid Cap Value strategy primarily invests in undervalued U.S. equities. The portfolio managers utilize proprietary bottom-up research to identify and invest in stocks that they believe are trading at a discount to their fundamental value, with attractive investment catalysts. This approach is designed to produce competitive long-term equity returns with less volatility than the overall market, which the managers believe will result in compelling risk-adjusted performance over the long-term.

Risks. The main risks of Franklin Mutual U.S. Mid Cap Value portfolios are General Investment Risk, Concentration Risk, Environmental, Social and Governance (ESG) Investing Risk, Illiquidity Risk, Merger Arbitrage Securities Risk, Mid Cap Risk, Non-U.S. Investment Risk (including Emerging Markets Risk), Real Estate Investment Trusts (REITs) Risk and Small Cap Risk. See Appendix A for explanations of these risks.

Franklin Small Cap Value

The Franklin Small Cap Value strategy seeks long-term total return by primarily investing in investments of small-capitalization companies, which are those with market capitalizations not exceeding either the highest market capitalization of the Russell 2000 Index or the 12-month average of the highest market capitalization in the Russell 2000 Index, whichever is greater at the time of purchase. FMA targets investments in historically successful companies, with sustainable business models, good corporate governance and low debt, that it believes are temporarily trading at depressed levels relative to future earnings power, book value, industry peers or other factors. FMA seeks to balance risk and reward in the portfolio with a focus on delivering compelling risk-adjusted results. Franklin Adviser Accounts using this strategy are viewed by FMA as buy-and-hold investors who generally seek to hold an investment for three to five or more years on average.

Risks.The main risks of Franklin Small Cap Value portfolios are General Investment Risk, Concentration Risk, Environmental, Social and Governance (ESG) Investing Risk, Illiquidity Risk, Mid Cap Risk, Non-U.S. Investment Risk (including Emerging Markets Risk), Real Estate Investment Trusts (REITs) Risk and Small Cap Risk. See Appendix A for explanations of these risks.

Portfolios Subadvised by FTILLC

The Franklin Adviser Accounts advised by FTILLC accommodate a variety of investment goals and risk tolerances – from capital appreciation (with more growth-oriented strategies) to capital preservation (with fixed-income strategies). In seeking to achieve a Franklin Adviser Account's specific investment objectives, each portfolio emphasizes different strategies and invests in different types of securities. FTILLC does not typically seek to recommend a particular type of security to a client. The following describes the specific methods of analysis and investment strategies of FTILLC for its SMA Program clients. For more information about the specific methods of analysis and investment strategies of the FTILLC's non-SMA Program clients, please see FTILLC's Non-SMA Program Brochures.

FTILLC utilizes various investment strategies for their SMA Program clients. FTILLC's investment management services incorporate fundamental investment research and valuation analyses, including original economic, political, industry and company research, and analyses of suppliers, customers and competitors. Company research includes the utilization of such sources as company public records and other publicly available information, management interviews, company-prepared information, and company visits and inspections. In addition, research services provided by brokerage firms are used to support FTILLC's findings.

Franklin International Growth Equity ADR

The Franklin International Growth Equity ADR strategy seeks capital appreciation by investing predominantly in the equity securities of mid-and large capitalization companies outside the United States with long-term growth potential.

Risks. The main risks of Franklin International Growth Equity ADR portfolios are General Investment Risk, Concentration Risk, Mid Cap Risk, Non-U.S. Investment Risk (including Emerging Markets Risk), and Small Cap Risk. See Appendix A for explanations of these risks.

Portfolios Subadvised by FTIML and FTIC (co-managed)

Franklin Adviser Accounts managed by FTIML and FTIC accommodate a variety of investment goals and risk tolerances – from capital appreciation (with more growth-oriented strategies) to capital preservation (with fixed-income strategies). In seeking to achieve a Franklin Adviser Account's specific investment objectives, each portfolio emphasizes different strategies and invests in different types of securities. FTIML and FTIC do not typically seek to recommend a particular type of security to a client. The following describes the specific methods of analysis and investment strategies of FTIML and FTIC for their SMA Program clients. For more information about the specific methods of analysis and investment strategies of FTIML's and FTIC's non-SMA Program clients, please see FTIML's and FTIC's Non-SMA Program Brochures.

FTIML and FTIC utilize various investment strategies for their SMA Program clients. FTIML's and FTICs investment management services incorporate fundamental investment research and valuation analyses, including original economic, political, industry and company research, and analyses of suppliers, customers and competitors. Company research includes the utilization of such sources as company public records and other publicly available information, management interviews, company-prepared information, and company visits and inspections. In addition, research services provided by brokerage firms are used to support FTIML's and FTIC's and findings.

Templeton International Climate Change

The Templeton International Climate Change strategy seeks to contribute towards climate change mitigation and adaptation, while seeking capital appreciation, by investing in equity securities of companies that provide solutions for the mitigation and/or adaptation of climate change risk or which are in the process of making their business models more resilient to long-term risks presented by climate change and resource depletion.

Risks. The main risks of Templeton International Climate Change portfolios are General Investment Risk, Concentration Risk, Environmental, Social and Governance (ESG) Investing Risk, Energy Sector Risk, Illiquidity Risk, Infrastructure Investment Risk, Mid Cap Risk, Non-U.S. Investment Risk (including Emerging Markets Risk) and Small Cap Risk. See Appendix A for explanations of these risks.

Portfolios Subadvised by FTIML and TAML (co-managed)

Templeton Emerging Markets

The Templeton Emerging Markets strategy seeks long-term capital appreciation by investing primarily in equities of companies in emerging markets. The strategy may also invest in companies that trade in emerging markets, or that trade elsewhere in the world and earn at least 50% of their revenue from production or sales in emerging markets.

Risks. The main risks of Templeton Emerging Markets portfolios are General Investment Risk, Concentration Risk, Energy Sector Risk, Environmental, Social and Governance (ESG) Investing Risk, Illiquidity Risk, Infrastructure Investment Risk, Mid Cap Risk, Non-U.S. Investment Risk (including Emerging Markets Risk) and Small Cap Risk. See Appendix A for explanations of these risks.

Portfolios Subadvised by CIML

ClearBridge Emerging Markets
(known as Martin Currie Emerging Markets prior to September 30, 2025)

The objective of the ClearBridge Emerging Markets strategy is to provide long-term capital growth by investing in securities of issuers with substantial economic ties to one or more emerging market countries and other investments with similar economic characteristics. As long-term investors, we seek to outperform the MSCI Emerging Markets Index over rolling five-year periods. It comprises a SMASh component (Mutual Fund). The ClearBridge Emerging Markets SMA is a 100% replication of the Global Emerging Markets strategy model portfolio. We focus on companies with high potential to create shareholder value and we invest when the opportunity is undervalued by the market. Our research considers the long-term prospects of companies, over a period of at least five years. We typically own our investments for multi-year periods in order to fully exploit the market's inefficiency over our research horizon. We believe that companies exhibiting strong governance and sound management practices are more likely to be successful, long-term investments. Rigorous ESG analysis allows us to identify material risks, assess management's preparedness and determine whether their strategies and interests are aligned with minority investors.

As disclosed above, managed account program portfolios involve investment in units of the LEGG MASON GLOBAL ASSET MANAGEMENT TRUST ClearBridge SMASh Series EM Fund ('SMASh Fund'). The prospectus describes the principal investment strategy of the SMASh Fund and the risks associated with an investment in the SMASh Fund. The portfolio managers use investments in the SMASh Fund to obtain exposure to certain companies that, due to the nature of the securities involved, generally do not allow for practical exposure through direct client account investment in such securities.

A ClearBridge Emerging Markets portfolio's allocation to the SMASh Fund will vary over time based on the managers' discretionary allocation decisions, as well as market fluctuations. A managed account program portfolio's aggregate allocation to the SMASh Fund generally will not exceed 50%. However, a portfolio's aggregate allocation to the SMASh Fund may temporarily exceed 50% due to market fluctuations and pending reallocation by the portfolio managers.

A client may obtain a prospectus for the SMASh Fund from the client's Sponsor Firm. The prospectus includes information concerning the SMASh Fund's investment objectives, strategies and risks. The prospectus also contains a general description of the tax consequences associated with the redemption of the SMASh Fund shares and the receipt of dividend and capital gains distributions from the SMASh Fund.

SMASh Fund redemptions may occur as a result of reallocation among securities, account withdrawals and account termination. By selecting a ClearBridge Emerging Markets portfolio, a client consents to the investment of account assets in the SMASh Fund. The client may revoke this consent by terminating the client's portfolio. In the event of such a termination, the client's SMASh Fund shares will be redeemed.

Only separately managed account clients of may purchase shares of the SMASh Fund. While neither the manager nor the sub-adviser of the SMASh Fund charges a management fee to the SMASh Fund, the manager and sub-adviser do receive portions of the fees clients pay for management of emerging markets managed account program portfolios.

By selecting a managed account or model delivery program, a client confirms that it has obtained and reviewed the prospectus in connection with the client's selection of a CIML portfolio and authorizes CIML to accept delivery of the SMASh Funds' prospectus on behalf of the client in connection with CIML's ongoing provision of discretionary investment management services.

Risks. The main risks for ClearBridge Emerging Markets portfolios are General Investment Risk, Concentration Risk, Environmental, Social and Governance (ESG) Investing Risk, High Volatility Risk, Illiquidity Risk, Investing in Funds Risk, Non-U.S. Investment Risk (including Emerging Markets Risk) and Small Cap Risk. See Appendix A for explanations of these risks.

Portfolios Subadvised by Putnam

Putnam International ADR

(known as Putnam International Durable Equity (ADR Only) prior to December 31, 2025)

The Putnam International ADR strategy seeks long-term capital appreciation by investing primarily in U.S. listed equity securities and American Depository Receipts of common stocks of companies incorporated outside of the United States. The strategy will invest mainly in developed countries but may also invest in emerging markets, targeting high quality companies with durable growth prospects and low volatility in operating results. Portfolios may also invest in equity securities of U.S. incorporated issuers which have significant international operations, assets or revenue.

Risks. The main risks of Putnam International ADR are General Investment Risk, Concentration Risk, Growth Style Investment Risk, and Non-U.S. Investment Risk. See Appendix A for explanations of these risks.

Putnam Sustainable Future

The Putnam Sustainable Future strategy seeks long-term capital appreciation by investing mainly in common stocks of U.S. companies of any size, with a focus on companies whose products and services portfolio managers believe provide solutions that directly contribute to sustainable social, environmental and economic development. Stocks of this type of company are typically, but not always, considered to be growth stocks. Growth stocks are stocks of companies whose revenues, earnings, or cash flows are expected to grow faster than those of similar firms, and whose business growth and other characteristics may lead to an increase in stock price. Portfolio managers may consider, among other factors, a company's impact on sustainable environmental, social and economic development, valuation, financial strength, growth potential, competitive position in its industry, projected future earnings, cash flows and dividends when deciding whether to buy or sell investments. The strategy integrates relevant and forward-looking sustainability analysis with high-quality fundamental research to drive investment decisions.

Risks. The main risks of Putnam Sustainable Future are General Investment Risk, Concentration Risk, Environmental, Social and Governance (ESG) Investing Risk and Mid-Cap Risk. See Appendix A for explanations of these risks.

Putnam Sustainable Leaders

The Putnam Sustainable Leaders strategy seeks long term capital appreciation by investing mainly in stocks of U.S. companies of any size, with a focus on companies that portfolio managers believe exhibit a commitment to financially material sustainable business practices. In evaluating investments for the strategy, portfolio managers view "financially material sustainable business practices" as business practices that they believe are reasonably likely to impact the financial condition or operating performance of a company and that relate to environmental, social, or corporate governance issues. The strategy integrates relevant and forward-looking sustainability analysis with high-quality fundamental research to drive investment decisions.

Risks. The main risks of Putnam Sustainable Leaders are General Investment Risk, Concentration Risk, Environmental, Social and Governance (ESG) Investing Risk and Mid-Cap Risk. See Appendix A for explanations of these risks.

Putnam U.S. Core Equity Concentrated

The Putnam U.S. Core Equity Concentrated strategy seeks capital appreciation through investment in common stocks (growth stocks, value stocks, or both) of U.S. companies of any size with favorable investment potential. For example,

portfolio managers may purchase stocks of companies with stock prices that reflect a value lower than that which portfolio managers place on the company. Portfolio managers may also consider other factors they believe will cause the stock price to rise. Portfolio managers may consider, among other factors, a company's valuation, financial strength, growth potential, competitive position in its industry, projected future earnings, cash flows and dividends when deciding whether to buy or sell investments. The strategy uses a disciplined, fundamental investment process with three buckets of idea generation: legacy companies, smart-money indicators, and special situations.

Risks. The main risks of Putnam U.S. Core Equity Concentrated are General Investment Risk, Concentration Risk, Blend Style Investing Risk, Mid Cap Risk, and Small Cap Risk. See Appendix A for explanations of these risks.

Putnam U.S. Large Cap Growth Equity Concentrated

The Putnam U.S. Large Cap Growth Equity Concentrated strategy seeks above-average growth by investing in large U.S. companies that portfolio managers believe exhibit both a high level of growth and an above-average duration of growth. The investment strategy employs a thematic approach to identify durable growth companies and combines top-down investment themes with bottom-up research to select securities that can potentially benefit from growth trends. Portfolios target above-average growth by investing in large cap companies whose earnings and cash-flow trajectories indicate potential growth opportunities. The strategy focuses on growth companies that exhibit both a high level of growth and an above-average duration of growth and combines top-down investment themes with bottom-up research to select securities that can benefit from growth trends and seeks to take advantage of market opportunities and differentiated views.

Risks. The main risks of Putnam U.S. Large Cap Growth Equity Concentrated are General Investment Risk and Concentration Risk. See Appendix A for explanations of these risks.

Putnam U.S. Large Cap Value Equity Concentrated

The Putnam U.S. Large Cap Value Equity Concentrated strategy seeks to invest in companies with underappreciated fundamentals and the income potential from growing dividends to pursue returns (common stocks of U.S. companies, with a focus on value stocks that offer the potential for capital growth, current income, or both). The investment strategy uses a disciplined process that combines fundamental research and quantitative tools to pursue multiple alpha sources, with a strong overlay of risk control and portfolio construction and a focus on large companies whose stocks are priced below their long-term potential, and where there may be a catalyst for positive change.

Risks. The main risks of Putnam U.S. Large Cap Value Equity Concentrated are General Investment Risk and Concentration Risk. See Appendix A for explanations of these risks.

Putnam U.S. Small Cap Growth Equity

The Putnam U.S. Small Cap Growth Equity strategy seeks to outperform the Russell 2000 Growth® Index over a full market cycle by investing mainly in common stock of small U.S. companies. The strategy seeks to build a portfolio that offers above-average growth with a focus on quality and stability.

Risks. The main risks of Putnam U.S. Small Cap Growth Equity are General Investment Risk, Concentration Risk, and Small Cap Risk. See Appendix A for explanations of these risks.

Putnam U.S. Small Cap Value Equity

The Putnam U.S. Small Cap Value Equity strategy seeks to outperform the Russell 2000 Value® Index by investing in a portfolio of stocks with attractive valuation and quality characteristics and improving business momentum or catalysts that can unlock value. The strategy focuses on bottom-up stock selection, well-diversified portfolios, and downside risk management and seeks to manage risk through security selection, portfolio construction, and liquidity management. The

strategy will invest mainly in common stocks of small U.S. companies, with a focus on value stocks. Value stocks are issued by companies that portfolio managers believe are currently undervalued by the market.

Risks. The main risks of Putnam U.S. Small Cap Value Equity are General Investment Risk, Concentration Risk, and Small Cap Risk. See Appendix A for explanations of these risks.

Portfolios Subadvised by Royce

Royce Concentrated Value

The Royce Concentrated Value portfolios seek long-term growth of capital. Each portfolio invests in a limited number of equity securities of primarily small- and micro-cap companies in an attempt to take advantage of what the portfolio managers believe are opportunistic situations for undervalued securities. For those purposes, small and micro-cap companies are those that have a market capitalization not greater than that of the largest company in the Russell 2000® Index at the time of its most recent reconstitution (that is, the reconstitution rank date). Although the portfolios may not invest in non-U.S. traded securities, they may invest in U.S. traded ADRs.

Risks. The main risks for Royce Concentrated Value portfolios are General Investment Risk, Small Cap Risk, Concentration Risk, High Volatility Risk, Illiquidity Risk, Non-U.S. Investment Risk (including Emerging Markets Risk), and ESG Investing Risk. See Appendix A for explanations of these risks.

Royce Premier

The Royce Premier portfolios seek long-term growth of capital. Each portfolio invests in a limited number of equity securities (generally less than 100) of primarily small-cap companies measured at the time of investment. For those purposes, small-cap companies are those that have a market capitalization not greater than that of the largest company in the Russell 2000® Index at the time of its most recent reconstitution (that is, the reconstitution rank date). The portfolio managers look for companies that they consider "premier"-those that the portfolio managers believe are trading below their estimate of the companies' current worth that also have excellent business strengths, strong balance sheets and/or improved prospects for growth, the potential for improvement in cash flow levels and internal rates of return, and franchise durability. The portfolio managers may seek to continue to hold or, in some cases, build positions in companies with market capitalizations greater than that of the largest company in the Russell 2000® Index at the time of its most recent reconstitution. Although the portfolios may not invest in non-U.S. traded securities, they may invest in U.S. traded ADRs.

Risks. The main risks for Royce Premier portfolios are General Investment Risk, Small Cap Risk, Concentration Risk, High Volatility Risk, Illiquidity Risk, Non-U.S. Investment Risk (including Emerging Markets Risk) and ESG Investing Risk. See Appendix A for explanations of these risks.

Royce Small-Cap Total Return

The Royce Small-Cap Total Return portfolios seek long-term growth of capital and current income. Each portfolio invests in a limited number (generally less than 125) of equity securities of U.S. small-cap companies. For those purposes, small-cap companies are those that have a market capitalization not greater than that of the largest company in the Russell 2000® Index at the time of its most recent reconstitution (that is, the reconstitution rank date). The portfolio managers seek to invest at least 80% of a portfolio's assets in equity securities issued by small-cap companies under normal market conditions. The portfolio managers believe that regular dividend payments, and/or other methods of returning capital to shareholders such as issuer share repurchases, are often a positive signal that may indicate attractive attributes, including a stable business model, shareholder-friendly management, disciplined capital allocation practices, and a conservative financial culture. The portfolio managers seek to achieve the investment objectives for the Royce Small-Cap Total Return portfolios by primarily investing in companies that pay regular dividends and/or return capital to shareholders. The portfolio managers favor companies that fall into one of three investment themes: "Compounder" companies possess what they believe are

outstanding business models, strong financial characteristics, and above average growth potential. "Quality Value" companies have attractive profit margins, strong free cash flows, high returns on invested capital, and low leverage that also trade at what the portfolio managers believe are attractive valuations. "Special Situations" are companies that may have complex business models and/or require a catalyst for growth, such as spin offs, turnarounds, and/or unrecognized asset values. Although the portfolios may not invest in non-U.S. traded securities, they may invest in U.S. traded ADRs.

Risks. The main risks for Royce Small-Cap Total Return portfolios are General Investment Risk, Small Cap Risk, Concentration Risk, High Volatility Risk, Illiquidity Risk, Non-U.S. Investment Risk (including Emerging Markets Risk), and ESG Investing Risk. See Appendix A for explanations of these risks.

Royce Smaller-Companies Growth

The Royce Smaller-Companies Growth portfolios seek long-term capital appreciation. Each portfolio normally invests in a limited number of equity securities (generally 60-100) of primarily U.S. smaller-companies that the portfolio manager believes have above-average growth prospects. For those purposes, smaller companies are those with stock market capitalizations up to $7.5 billion. The portfolio manager seeks to achieve the strategy's investment objective by primarily investing in companies with superior revenue and/or earnings growth selling at prices that Royce believes do not fully reflect their prospects. The portfolio manager searches for companies that look poised for multi-year periods of robust growth driven by sustainable competitive advantages and/or benefiting from secular growth themes that create favorable conditions for the business. Although the portfolios may not invest in non-U.S. traded securities, they may invest in U.S. traded ADRs.

Risks. The main risks for Royce Smaller-Companies Growth portfolios are General Investment Risk, Small Cap Risk, Mid Cap Risk, Concentration Risk, High Volatility Risk, Illiquidity Risk, Non-U.S. Investment Risk, (including Emerging Markets Risk) and ESG Investing Risk. See Appendix A for explanations of these risks.

Royce SMid-Cap Total Return

The Royce SMid-Cap Total Return portfolios seek long-term capital appreciation and current income. Each portfolio normally invests in a limited number (generally 35-60) of equity securities of primarily U.S. smid-cap companies that pay dividends and/or return capital to shareholders through other methods that the portfolio managers believe are trading below their estimate of their current worth. For those purposes, smid-cap companies are those that have a market capitalization not greater than that of the largest company in the Russell 2500® Index at the time of its most recent reconstitution. The portfolio managers believe that regular dividend payments, and/or other methods of returning capital to shareholders such as issuer share repurchases, are often a positive signal that may indicate attractive attributes, including a stable business model, shareholder-friendly management, disciplined capital allocation practices, and a conservative financial culture. The portfolio managers favor companies that fall into one of three investment themes: "Compounder" companies possess what the portfolio managers believe are outstanding business models, strong financial characteristics, and above-average growth potential. "Quality Value" companies have attractive profit margins, strong free cash flows, high returns on invested capital, and low leverage that also trade at what the portfolio managers believe are attractive valuations. "Special Situations" are companies that may have complex business models and/or require a catalyst for growth, such as spin offs, turnarounds, and/or unrecognized asset values. Although the portfolios may not invest in non-U.S. traded securities, they may invest in U.S. traded ADRs.

Risks. The main risks for Royce SMid-Cap Total Return portfolios are General Investment Risk, Small Cap Risk, Mid Cap Risk, Concentration Risk, High Volatility Risk, Illiquidity Risk, Non-U.S. Investment Risk, (including Emerging Markets Risk) and ESG Investing Risk. See Appendix A for explanations of these risks.

Royce SMID Dividend Value

The Royce SMID Dividend Value portfolios seek long-term capital appreciation and current income. Each portfolio invests in a limited number of equity securities of primarily U.S. small- and mid-cap dividend paying companies. For these purposes, small- and mid-cap companies are those that have market capitalizations up to $15 billion. The portfolio managers use a quantitative, strategic multi-factor approach that generally favors dividend paying small-cap stocks with lower-than-average valuations, higher-than-average profitability, and higher-than-average debt coverage ratios. The portfolio managers fundamentally weight holdings to add value by relying on more efficient estimations of an issuer's true economic value than those provided by market capitalization (*e.g.*, targeting lower exposures to overvalued companies). As part of their portfolio construction optimization efforts, the portfolio managers will also analyze the active risk of the strategy's holdings versus that of the Royce SMID Dividend Value Index in an attempt to control the number of holdings and turnover for the strategy. Although the portfolios may not invest in non-U.S. traded securities, they may invest in U.S. traded ADRs.

Risks. The main risks for Royce SMID Dividend Value portfolios are General Investment Risk, Small Cap Risk, Mid Cap Risk, Concentration Risk, High Volatility Risk, Illiquidity Risk, Non-U.S. Investment Risk, (including Emerging Markets Risk) and ESG Investing Risk. See Appendix A for explanations of these risks.

Portfolios Subadvised by TGAL

Franklin Adviser Accounts advised by TGAL accommodate a variety of investment goals and risk tolerances – from capital appreciation (with more growth-oriented strategies) to capital preservation (with fixed-income strategies). In seeking to achieve a Franklin Adviser Account's specific investment objectives, each portfolio emphasizes different strategies and invests in different types of securities. TGAL does not typically seek to recommend a particular type of security to a client. The following describes the specific methods of analysis and investment strategies of TGAL for its SMA Program clients. For more information about the specific methods of analysis and investment strategies of the Franklin Advisers' non-SMA Program clients, please see TGAL's Non-SMA Program Brochures.

TGAL utilizes various investment strategies for its SMA Program clients. The Franklin Investment Advisers' investment management services incorporate fundamental investment research and valuation analyses, including original economic, political, industry and company research, and analyses of suppliers, customers and competitors. Company research includes the utilization of such sources as company public records and other publicly available information, management interviews, company-prepared information, and company visits and inspections. In addition, research services provided by brokerage firms are used to support the Franklin Investment Advisers' findings.

Templeton Foreign ADR Only

The Templeton Foreign ADR Only strategy employs a non-U.S. equity investment objective and accounts may only invest in foreign securities in the form of American Depository Receipts and foreign stocks traded in U.S. markets. For purposes of the portfolio's investments, foreign securities means those securities issued by companies: (i) whose principal securities trading markets are outside the U.S.; (ii) that derive 50% or more of their total revenue from either goods or services produced or sales made in markets outside the U.S.; (iii) that have 50% or more of their assets outside the U.S.; (iv) that are linked to non-U.S. Dollar currencies; or (v) that are organized under the laws of, or with principal offices in, a country other than the United States.

Risks. The main risks of Templeton Foreign ADR Only portfolios are General Investment Risk, Concentration Risk, Energy Sector Risk, Illiquidity Risk, Infrastructure Investment Risk, Mid Cap Risk, Non-U.S. Investment Risk (including Emerging Markets Risk) and Small Cap Risk. See Appendix A for explanations of these risks.

Portfolios Subadvised by TICLLC

Franklin Adviser Accounts advised by TICLLC accommodate a variety of investment goals and risk tolerances – from capital appreciation (with more growth-oriented strategies) to capital preservation (with fixed-income strategies). In seeking to achieve a Franklin Adviser Account's specific investment objectives, each portfolio emphasizes different strategies and invests in different types of securities. TICLLC does not typically seek to recommend a particular type of security to a client. The following describes the specific methods of analysis and investment strategies of TICLLC for its SMA Program clients. For more information about the specific methods of analysis and investment strategies of TICLLC's non-SMA Program clients, please see the Franklin Advisers' Non-SMA Program Brochures.

TICLLC utilizes various investment strategies for its SMA Program clients. TICLLC's investment management services incorporate fundamental investment research and valuation analyses, including original economic, political, industry and company research, and analyses of suppliers, customers and competitors. Company research includes the utilization of such sources as company public records and other publicly available information, management interviews, company-prepared information, and company visits and inspections. In addition, research services provided by brokerage firms are used to support TICLLC's findings.

Templeton Global ADR Equity

The strategy seeks long-term capital growth by investing in the equity securities of companies located anywhere in the world, including emerging markets. In Templeton Global ADR Only portfolios, for investments outside of the U.S. the portfolio managers will only invest in American Depository Receipts. In Templeton Global ORD portfolios, for investments outside of the United States, the portfolio managers will primarily invest in American Depository Receipts, but may also invest in U.S.-traded ordinary shares.

Risks. The main risks of Templeton Global ADR Equity portfolios are General Investment Risk, Concentration Risk, Energy Sector Risk, Illiquidity Risk, Infrastructure Investment Risk, Mid Cap Risk, Non-U.S. Investment Risk (including Emerging Markets Risk) and Small Cap Risk. See Appendix A for explanations of these risks.

Templeton International ADR Equity

The strategy seeks long-term capital growth by investing in the equity securities of companies outside the United States, including emerging markets. For investments outside of the United States the portfolio managers will primarily invest in American Depository Receipts, but may also invest in U.S.-traded ordinary shares. In Templeton International ADR Only portfolios, for investments outside of the United States the portfolio managers will only invest in American Depository Receipts. In Templeton International ORD portfolios, for investments outside of the United States, the portfolio managers will primarily invest in American Depository Receipts, but may also invest in U.S.-traded ordinary shares.

Risks. The main risks of Templeton International ADR Equity portfolios are General Investment Risk, Concentration Risk, Energy Sector Risk, Illiquidity Risk, Infrastructure Investment Risk, Mid Cap Risk, Non-U.S. Investment Risk (including Emerging Markets Risk) and Small Cap Risk. See Appendix A for explanations of these risks.

Portfolios Subadvised by Western Asset

Fixed Income - Taxable

Western Asset Active Bond

Western Asset uses a sector rotation among the major areas of U.S. taxable fixed income (government bonds, notes and bills, corporate bonds and mortgage-backed and asset-backed securities), along with limited duration bets around the client's approved benchmark, in an attempt to maximize total return for Western Asset Active Bond ("AB") portfolios. Investments may include taxable municipal securities and U.S.-dollar denominated fixed income securities (issued in the

United States) of non-U.S. developed and emerging market sovereign and corporate issuers when the portfolio managers believe they are attractive investments. Western Asset manages AB portfolios with the belief that limiting duration and investing in sectors of the market it believes are undervalued will provide strong performance. In managing AB portfolios, Western Asset employs a systematic investment approach that includes four decision layers: Duration position, yield curve position, sector weighting and issue selection. Benchmarks available for selection by clients include: Bloomberg Aggregate Index-(USD) ("Active Bond-Aggregate"), Bloomberg Intermediate Government/Credit Index-(USD) ("Active Bond-Intermediate"), and Bloomberg Government/Credit Index ("Active Bond-Gov/Corp").

Risks. The main risks for AB portfolios are General Investment Risk, Credit Risk, Extension Risk, Interest Rate Risk, Non-U.S. Investment Risk and Prepayment Risk. See Appendix A for explanations of these risks.

Western Asset Core

Western Asset Core portfolios seek to maximize total return consistent with prudent investment management. These portfolios may invest in a range of fixed income sectors, including the U.S. government, federal agency, corporate, mortgage and money market/cash and cash equivalent sectors. Investments may also include U.S.-dollar denominated fixed income securities of non-U.S. developed and emerging market sovereign and corporate issuers. The portfolio managers allocate account assets among such fixed income sectors on a discretionary basis taking into account their views as to the relative attractiveness of such sectors.

Western Asset Core portfolios involve investments in individual fixed income securities in the U.S. government, federal agency and corporate sectors, and may also involve investments in taxable municipal securities and in individual U.S.-dollar denominated securities of non-U.S. sovereign and corporate issuers. In addition to investments in individual fixed income securities, the portfolios involve investments in shares of one or more of the Western Asset *SMASh® Series C Fund, the Western Asset SMASh Series M Fund, and such other Western Asset SMASh Series Funds as may be established to facilitate Western Asset's management of the portfolios (collectively, the "Core SMASh Funds"). The principal investment strategies of each Core SMASh Fund are described in such fund's prospectus. The managers use investments in the Core SMASh Funds to obtain efficient exposure to certain fixed income sectors that, due to the nature of the securities involved, generally do not allow for practical and diversified exposure through direct client account investment in such securities. A Western Asset Core portfolio's allocation to each of the Core SMASh Funds will vary over time based on the managers' discretionary allocation decisions, as well as market fluctuations. A portfolio's aggregate allocation to the Core SMASh Funds generally will not exceed 50%. However, a portfolio's aggregate allocation to the Core SMASh Funds may temporarily exceed 50% due to market fluctuations and pending reallocation by the managers. A Core SMASh Fund may invest a portion of its assets in fixed income sectors other than the above-referenced fixed income sectors, as described in the Core SMASh Funds' prospectus.

By selecting a Western Asset Core portfolio, a client consents to the investment of account assets in the Core SMASh Funds, confirms that it has obtained and reviewed the prospectus for the Core SMASh Funds in connection with the client's selection of a Western Asset Core portfolio, and authorizes Western Asset to accept delivery of the Core SMASh Funds' prospectus on behalf of the client in connection with Western Asset's ongoing provision of discretionary investment management services. The client may revoke such consent by terminating the client's Western Asset Core portfolio. In the event of such a termination, the managers will redeem the client's Core SMASh Fund shares. An affiliate of Western Asset serves as the Core SMASh Funds' manager and Western Asset serves as the Funds' sub-adviser. Only separately managed account clients of Western Asset or its affiliates may purchase shares of the Core SMASh Funds. While neither the manager nor the sub-adviser of the Core SMASh Funds charges a management fee to the Core SMASh Funds, the manager and sub-adviser do receive portions of the fees clients pay for management of Western Asset Core portfolios.

*SMASh® is a registered service mark of Legg Mason & Co., LLC licensed for use by its affiliated entities, including Franklin Templeton Private Portfolio Group, LLC and Western Asset Management Company, LLC.

While Western Asset may accept delivery of the Core SMASh Funds' prospectus on behalf of a client in connection with its ongoing provision of discretionary investment management services on behalf of the client's account, a client is responsible for obtaining and reviewing the prospectus for each of the Core SMASh Funds in connection with the client's selection of a Western Asset Core portfolio. A client may obtain a prospectus for each of the Core SMASh Funds from the client's Sponsor Firm. The prospectus includes information concerning the Core SMASh Fund's investment objectives, strategies and risks. The prospectus also contains a description of the tax consequences associated with the redemption of Core SMASh Fund shares and the receipt of dividend and capital gains distributions from the Core SMASh Funds. Core SMASh Fund redemptions may occur as a result of reallocation among fixed income sectors, account withdrawals, account termination and the transfer of your account from one Sponsor Firm to another Sponsor Firm.

Risks. The main risks associated with Western Asset Core portfolio investments in individual fixed income securities are General Investment Risk, Credit Risk, Extension Risk, Interest Rate Risk, Investing in Funds Risk, Non-U.S. Investment Risk and Prepayment Risk. See Appendix A for explanations of these risks. The risks associated with investments in the Core SMASh Funds are described in the Funds' prospectus, which is available from Sponsor Firms.

Western Asset Core Plus

Western Asset Core Plus portfolios seek to maximize total return consistent with prudent investment management. These portfolios may invest in a range of fixed income sectors, including the U.S. government, federal agency, corporate, mortgage, non-U.S. sovereign and corporate (both U.S. dollar denominated and non-U.S. dollar denominated), emerging market debt, high yield and money market/cash and cash equivalent sectors. The portfolio managers allocate account assets among such fixed income sectors on a discretionary basis taking into account their views as to the relative attractiveness of such sectors.

Western Asset Core Plus portfolios involve investments in individual fixed income securities in the U.S. government, federal agency and corporate sectors, and may also involve investments in taxable municipal securities and in individual U.S.-dollar denominated securities of non-U.S. sovereign and corporate issuers. In addition to investments in individual fixed income securities, the portfolios involve investments in shares of one or more of the Western Asset SMASh Series C Fund, the Western Asset SMASh Series M Fund, the SMASh Series EC Fund (which is in the process of being renamed the Western Asset SMASh Series Core Plus Completion Fund), and such other SMASh Series Funds as may be established to facilitate Western Asset's management of the portfolios. (collectively, the "Core Plus SMASh Funds"). The principal investment strategies of each Core Plus SMASh Fund are described in such fund's prospectus. Certain of the Core Plus SMASh Funds, including the Western Asset SMASh Series EC Fund, (which is in the process of being renamed the Western Asset SMASh Series Core Plus Completion Fund), may invest without limit in both investment grade and below investment grade debt obligations rated C or above by Standard & Poor's (or the equivalent). Below investment grade debt obligations are commonly known as "junk bonds" or "high yield securities." The managers use investments in the Core Plus SMASh Funds to obtain efficient exposure to certain fixed income sectors that, due to the nature of the securities involved, generally do not allow for practical and prudent exposure through direct client account investment in such securities. A Western Asset Core Plus portfolio's allocation to each of the Core Plus SMASh Funds will vary over time based on the managers' discretionary allocation decisions, as well as market fluctuations. A portfolio's aggregate allocation to the Core Plus SMASh Funds generally will not exceed 50%. However, a portfolio's aggregate allocation to the Core Plus SMASh Funds may temporarily exceed 50% due to market fluctuations and pending reallocation by the manager. A Core Plus SMASh Fund may invest a portion of its assets in fixed income sectors other than the above-referenced fixed income sectors, as described in the Core Plus SMASh Funds' prospectus.

By selecting a Western Asset Core Plus portfolio, a client consents to the investment of account assets in the Core Plus SMASh Funds, confirms that it has obtained and reviewed the prospectus for the Core Plus SMASh Funds in connection with the client's selection of a Western Asset Core Plus portfolio, and authorizes Western Asset to accept delivery of the Core Plus SMASh Funds' prospectus on behalf of the client in connection with Western Asset's ongoing provision of discretionary investment management services. The client may revoke such consent by terminating the client's Western Asset Core Plus portfolio. In the event of such a termination, the managers will redeem the client's Core Plus SMASh Fund shares. An

affiliate of Western Asset serves as the Core Plus SMASh Funds' manager and Western Asset serves as the Funds' sub-adviser. Only separately managed account clients of Western Asset or its affiliates may purchase shares of the Core Plus SMASh Funds. While neither the manager nor the sub-adviser of the Core Plus SMASh Funds charges a management fee to the Core Plus SMASh Funds, the manager and sub-adviser do receive portions of the fees clients pay for management of Western Asset Core Plus portfolios.

While Western Asset may accept delivery of the Core Plus SMASh Funds' prospectus on behalf of a client in connection with its ongoing provision of discretionary investment management services on behalf of the client's account, a client is responsible for obtaining and reviewing the prospectus for each of the Core Plus SMASh Funds prospectus in connection with the client's selection of a Western Asset Core Plus portfolio. A client may obtain a prospectus for each of the Core Plus SMASh Funds from the client's Sponsor Firm. The prospectus includes information concerning the Core Plus SMASh Fund's investment objectives, strategies and risks. The risks of investing in certain of the Core Plus SMASh Funds, including the Western Asset SMASh Series EC Fund, include the risks associated with investing in "junk bonds" or "high yield securities." The prospectus also contains a description of the tax consequences associated with the redemption of Core Plus SMASh Fund shares and the receipt of dividend and capital gains distributions from the Core Plus SMASh Funds. Core Plus SMASh Fund redemptions may occur as a result of reallocation among fixed income sectors, account withdrawals, account termination and the transfer of your account from one Sponsor Firm to another Sponsor Firm.

Risks. The main risks associated with Western Asset Core Plus portfolio investments in individual fixed income securities are General Investment Risk, Credit Risk, Extension Risk, Interest Rate Risk, Investing in Funds Risk, Non-U.S. Investment Risk and Prepayment Risk. See Appendix A for explanations of these risks. The risks associated with investments in the Core Plus SMASh Funds, including the risks associated with investing in "junk bonds" or "high yield securities," are described in the Funds' prospectus, which is available from Sponsor Firms.

Western Asset Core Plus (Global Client)

Western Asset Core Plus (Global Client) portfolios, which are available only to certain non-U.S. clients, seek to maximize total return consistent with prudent investment management. These portfolios may invest in a range of fixed income sectors, including the U.S. government, federal agency, corporate, mortgage, non-U.S. sovereign and corporate (both U.S. dollar denominated and non-U.S. dollar denominated), emerging market debt, high yield and money market/cash and cash equivalent sectors. The portfolio managers allocate account assets among such fixed income sectors on a discretionary basis taking into account their views as to the relative attractiveness of such sectors.

Western Asset Core Plus (Global Client) portfolios involve investments in individual fixed income securities in the U.S. government, federal agency and corporate sectors, and may also involve investments in taxable municipal securities and in individual U.S.-dollar denominated securities of non-U.S. sovereign and corporate issuers. In addition to investments in individual fixed income securities, the portfolios involve investments in shares of the Western Asset UCITS SMASh Series Core Plus Completion Fund (the "Core Plus UCITS SMASh Fund"). The principal investment strategy of the Core Plus UCITS SMASh Fund is described in such fund's prospectus. The Core Plus UCITS SMASh Fund may invest without limit in investment grade debt obligations with a rating of BBB or higher from Standard & Poor's (or the equivalent) and up to 40% of its net asset value in below investment grade debt obligations. Below investment grade debt obligations are commonly known as "junk bonds" or "high yield securities." The managers use investments in the Core Plus UCITS SMASh Fund to obtain efficient exposure to certain fixed income sectors that, due to the nature of the securities involved, generally do not allow for practical and prudent exposure through direct client account investment in such securities. A Western Asset Core Plus (Global Client) portfolio's allocation to the Core Plus UCITS SMASh Fund will vary over time based on the managers' discretionary allocation decisions, as well as market fluctuations. A portfolio's aggregate allocation to the Core Plus UCITS SMASh Fund generally will not exceed 50%. However, a portfolio's aggregate allocation to the Core Plus UCITS SMASh Fund may temporarily exceed 50% due to market fluctuations and pending reallocation by the manager. The Core Plus UCITS SMASh Fund may invest a portion of its assets in fixed income sectors other than the above-referenced fixed income sectors, as described in the Core Plus UCITS SMASh Funds' prospectus.

By selecting a Western Asset Core Plus (Global Client) portfolio, a client consents to the investment of account assets in the Core Plus UCITS SMASh Fund, confirms that it has obtained and reviewed the prospectus for the Core Plus UCITS SMASh Fund in connection with the client's selection of a Western Asset Core Plus (Global Client) portfolio, and authorizes Western Asset to accept delivery of the Core Plus UCITS SMASh Fund's prospectus on behalf of the client in connection with Western Asset's ongoing provision of discretionary investment management services. The client may revoke such consent by terminating the client's Western Asset Core Plus (Global Client) portfolio. In the event of such a termination, the managers will redeem the client's Core Plus UCITS SMASh Fund shares. An affiliate of Western Asset serves as the Core Plus UCITS SMASh Fund's manager and Western Asset serves as the Fund's sub-adviser. Only separately managed account clients of Western Asset or its affiliates may purchase shares of the Core Plus UCITS SMASh Fund. While neither the manager nor the sub-adviser of the Core Plus UCITS SMASh Fund charges a management fee to the Core Plus UCITS SMASh Fund, the manager and sub-adviser do receive portions of the fees clients pay for management of Western Asset Core Plus (Global Client) portfolios.

While Western Asset may accept delivery of the Core Plus UCITS SMASh Fund's prospectus on behalf of a client in connection with its ongoing provision of discretionary investment management services on behalf of the client's account, a client is responsible for obtaining and reviewing the prospectus for the Core Plus UCITS SMASh Fund in connection with the client's selection of a Western Asset Core Plus (Global Client) portfolio. A client may obtain the Core Plus UCITS SMASh Fund's prospectus from the client's Sponsor Firm. The prospectus includes information concerning the Core Plus UCITS SMASh Fund's investment objectives, strategies and risks. The risks of investing in the Core Plus UCITS SMASh Fund include the risks associated with investing in "junk bonds" or "high yield securities." The prospectus also contains a description of the tax consequences associated with the redemption of Core Plus SMASh UCITS Fund shares and the receipt of dividend and capital gains distributions from the Core Plus UCTIS SMASh Funds. Core Plus UCITS SMASh Fund redemptions may occur as a result of reallocation among fixed income sectors, account withdrawals, account termination and the transfer of your account from one Sponsor Firm to another Sponsor Firm.

Risks. The main risks associated with Western Asset Core Plus (Global Client) portfolio investments in individual fixed income securities are General Investment Risk, Credit Risk, Extension Risk, Interest Rate Risk, Investing in Funds Risk Non-U.S. Investment Risk and Prepayment Risk. See Appendix A for explanations of these risks. The risks associated with investments in the Core Plus UCITS SMASh Fund, including the risks associated with investing in "junk bonds" or "high yield securities," are described in the Fund's prospectus, which is available from Sponsor Firms.

Western Asset Corporate Bond Ladders

Western Asset Corporate Bond Ladders seek to provide periodic income through investment in a diversified portfolio of investment grade (at the time of purchase) corporate bonds with laddered maturities. "Laddering" involves building a portfolio of corporate bonds with staggered maturities so that a portion of the portfolio will mature periodically. The client selects a maturity range for the ladder from among those ranges made available by Western Asset. Currently, 1-5 year and 1-10 year maturity ranges are available but Western Asset may make other maturity ranges available from time to time. Portfolios generally will hold one to three issues for each maturity rung on the ladder. Individual corporate bonds are purchased with the intent to hold such security until maturity unless Western Asset determines to sell such security due to credit concerns or the sale of such security is needed to fund a client withdrawal of funds. To maintain the ladder, money that comes in from maturing bonds is typically reinvested in bonds with longer maturities within the range of the ladder. Western Asset Corporate Bond Ladders will invest in individual corporate bonds that are rated Baa/BBB or above at the time of purchase by one or more Nationally Recognized Statistical Rating Organizations or, if unrated, in securities of comparable quality at the time of purchase, as determined by Western Asset. Western Asset selects and monitors securities for Western Asset Corporate Bond Ladders using Western Asset's proprietary research.

Risks. The main risks for Western Asset Corporate Bond Ladders are General Investment Risk, Credit Risk, Interest Rate Risk, and Non-U.S. Investment Risk. See Appendix A for explanations of these risks.

Western Asset GSM 3-Year

Western Asset GSM 5-Year

Western Asset GSM 7-Year

Western Asset Gov/Corp *

Western Asset Gov/Corp ESG

The Western Asset GSM 3-Year ("GSM3") portfolios, Western Asset GSM 5-Year ("GSM5") portfolios and Western Asset GSM 7-Year ("GSM7") portfolios seek to produce total returns over complete market cycles that exceed appropriate benchmark returns. As part of this total return investment approach, the portfolios also seek to preserve principal. Western Asset manages these portfolios based on analysis of specific fundamental factors. The portfolio managers are responsible for monitoring daily market activity in an attempt to provide incremental return exceeding that expected under certain buy and hold and random trading strategies. These portfolios involve investments in U.S. Treasury and federal agency securities with varying maturities. GSM3 portfolios have average maturities of three years or less. GSM5 portfolios have average maturities of five years or less. GSM7 portfolios have average maturities of seven years or less.

The Western Asset Gov/Corp portfolios employ the same strategies as the Western Asset GSM portfolios described above, combining the GSM7 portfolio investment approach with intermediate-term investment grade corporate bonds. Gov/Corp accounts may also include taxable municipal securities and investment grade, U.S.-dollar denominated fixed income securities (issued in the United States) of non-U.S. developed and emerging market sovereign and corporate issuers when the managers believe they are attractive investments.

The Western Asset Gov/Corp ESG portfolios employ the same strategies as the Western Asset GSM portfolios described above, combining the GSM7 portfolio investment approach with intermediate-term investment grade corporate bonds. Gov/Corp accounts may also include taxable municipal securities and investment grade, U.S.-dollar denominated fixed income securities (issued in the United States) of non-U.S. developed and emerging market sovereign and corporate issuers when the managers believe they are attractive investments. Western Asset conducts proprietary research utilized to avoid corporate issuers which do not align with ESG principles. The research analyst provides their assessment for each issuer, and documents those E, S and G factors deemed relevant for the issuer within their industry. The analysts opine on the ESG factors' influence on the sustainability of the issuer's business model and on the risk premium appropriate to its ESG profile and conduct engagements with issuers on an iterative basis to seek to increase awareness of ESG issues. With the general framework determined and specific issuer opportunities identified, the portfolio managers work with the traders and risk analytics to construct a portfolio that conforms to the desired strategic structure and incorporates the issuer and issue recommendations of the research analysts. Further, the team seeks to engage issuers to drive improvement in ESG themes.

Risks. The main risks associated with Western Asset GSM and Western Asset Gov/Corp portfolios are General Investment Risk, Credit Risk, Interest Rate Risk and, for Gov/Corp portfolios, Non-U.S. Investment Risk as well as ESG Investing Risk with respect to Gov/Corp ESG portfolios. See Appendix A for explanations of these risks.

Western Asset Enhanced Cash SMA

In managing Western Asset Enhanced Cash SMA ("EC") portfolios, Western Asset analyzes both the economy and specific investments. In performing economic analysis, Western Asset seeks to determine the direction of the economy and the direction of interest rates, as well as the implications that changes in economic fundamentals can have on the various categories of fixed income investments. Western Asset performs both duration and yield curve analysis to determine a maturity position and structure it believes will provide total returns superior to money market investments. Western Asset performs sector and security analysis decisions in an effort to identify value and in order to evaluate portfolio candidates

*These portfolios are referred to as "Taxable Fixed Income" for Raymond James clients.

based on credit fundamentals and price. Western Asset may invest EC portfolios in dollar denominated U.S. Treasury or Agency securities, corporate obligations including commercial paper, corporate bonds, Eurobonds and Yankee debt, asset-backed securities, taxable and tax-exempt municipal bonds, and non-U.S. sovereign debt.

Western Asset offers customized enhanced cash portfolios that are professionally managed in accordance with specific investment guidelines developed by the client in conjunction with the client's financial advisor and Western Asset based on the client's circumstances (including other investments), financial objectives and needs. Such guidelines may address one or more of the following: sector exposure limitations or restrictions; maturity and duration limitations applicable to overall portfolio or to individual portfolio holdings; credit quality specifications applicable to overall portfolio or to individual portfolio holdings, including actions that must be taken in the event of credit downgrades; individual issuer concentration limitations; exposure guidelines, limitations or restrictions for specific state of issuance (for municipal holdings); limitations or restrictions with respect to securities subject to AMT (alternative minimum tax); extent to which portfolio should focus on " total return" or "income generation"; income generation targets; limitations on realization of short-term or long-term capital gains; and target levels of cash or short-term maturity investments.

Risks. The main risks associated with EC portfolios are General Investment Risk, Credit Risk, Interest Rate Risk, Illiquidity Risk and Non-U.S. Investment Risk. Depending on the specific investment approach a client selects, additional significant risks may include Geographic Concentration Risk and Below Investment Grade Risk. See Appendix A for explanations of these risks.

Western Asset Enhanced Cash Constrained SMA

In managing Western Asset Enhanced Cash Constrained SMA ("ECC") portfolios, Western Asset analyzes both the economy and specific investments. In performing economic analysis, Western Asset seeks to determine the direction of the economy and the direction of interest rates, as well as the implications that changes in economic fundamentals can have on the various categories of fixed income investments. Western Asset performs both duration and yield curve analysis to determine a maturity position and structure it believes will provide total returns superior to money market investments. Western Asset performs sector and security analysis decisions in an effort to identify value and in order to evaluate portfolio candidates based on credit fundamentals and price. Western Asset may invest ECC portfolios in dollar denominated U.S. Treasury or Agency securities, corporate obligations including commercial paper, corporate bonds, Eurobonds and Yankee debt, asset-backed securities, and non-U.S. sovereign debt. An ECC portfolio's allocation to corporate debt securities typically is constrained to a maximum of 30%, determined at the time of purchase. The maximum maturity of any individual security in an ECC portfolio generally will not exceed five years. ECC portfolios typically have a maximum portfolio duration of three years or less. Duration is a measure of the price sensitivity of a fixed income security to a change in interest rates.

Risks. The main risks associated with ECC portfolios are General Investment Risk, Credit Risk, Interest Rate Risk and Non-U.S. Investment Risk. See Appendix A for explanations of these risks.

Western Asset Intermediate Corporate Bond

Western Asset Intermediate Corporate Bond portfolios seek to produce total returns over complete market cycles that exceed appropriate benchmark returns. As part of this total return investment approach, the portfolios also seek to preserve principal. Western Asset manages these portfolios based on analysis of specific fundamental factors. The portfolio managers are responsible for monitoring daily market activity in an attempt to provide incremental return exceeding that expected under certain buy and hold and random trading strategies. These portfolios involve investments primarily in intermediate-term, investment grade (at time of purchase) corporate bonds with varying maturities. Intermediate Corporate Bond accounts may also include investments in U.S. federal agency securities, U.S. Treasury securities and U.S. dollar-denominated fixed income securities (issued in the United States) of non-U.S. corporate issuers. Intermediate Corporate Bond portfolios typically have a duration target of within +/-20% of their benchmark's duration.

Risks. The main risks associated with Western Asset Intermediate Corporate Bond portfolios are General Investment Risk, Credit Risk, Interest Rate Risk and Non-U.S. Investment Risk. See Appendix A for explanations of these risks.

Western Asset Custom

Western Asset Custom portfolios are customized portfolios of fixed income securities that are professionally managed in accordance with specific investment guidelines developed by the client in conjunction with the client's financial advisor and/or with the client's Sponsor Firm and Western Asset based on the client's circumstances (including other investments), financial objectives and needs or based on criteria established by the client's Sponsor Firm. Such guidelines may address one or more of the following: maturity and duration limitations applicable to overall portfolio or to individual portfolio holdings; credit quality specifications applicable to overall portfolio or to individual portfolio holdings, including actions that must be taken in the event of credit downgrades; individual issuer concentration limitations; sector exposure limitations or restrictions; exposure guidelines, limitations or restrictions for specific issuers or types of fixed income securities; extent to which portfolio should focus on " total return" or "income generation"; income generation targets; limitations on realization of short-term or long-term capital gains; and target levels of cash or short-term maturity investments.

Risks. The main risks for Western Asset Custom portfolios are General Investment Risk, Credit Risk and Interest Rate Risk. Depending on the specific investment guidelines established for the portfolio, additional significant risks may include Below Investment Grade Risk, Geographic Concentration Risk, Industry Concentration Risk, Issuer Concentration Risk, Extension Risk, Illiquidity Risk, Non-U.S. Investment Risk and Prepayment Risk. A client should develop investment guidelines for a Western Asset Custom Portfolio only after considering the client's specific circumstances (including other investments), financial objectives and needs.

Fixed Income-Tax Favored

The following disclosure applies to all of the Fixed Income–Tax Favored portfolios described below and to any other portfolios and strategies described in this brochure that invest in municipal and tax-exempt securities: FTPPG and the Subadvisers, including Western Asset, do not provide tax advice and, therefore, cannot guarantee that income from a municipal security or other tax-exempt security will not be taxable. Clients should consult their own tax advisers for tax advice.

Western Asset Current Market Muni[**]

Western Asset Current Market Muni ESG

Western Asset Short-Term Muni

Western Asset Current Market Muni portfolios seek total return over a market cycle, consisting of capital gain (taxable) and income that is exempt from regular U.S. income tax. Western Asset selects municipal securities for the portfolios with a focus on diversification within sectors and regions and high credit quality. Municipal securities include debt securities issued by any of the 50 states and their political subdivisions, agencies and public authorities, certain other governmental issuers (such as Puerto Rico, the U.S. Virgin Islands and Guam) and other qualifying issuers, and investments with similar economic characteristics, the income from which is exempt from regular U.S. income tax. Some municipal obligations, such as general obligation issues, are backed by the taxing power of the municipal issuer, while other municipal securities, such as revenue issues, are backed only by the revenue from certain facilities or other sources and not by the municipal issuer itself. By actively managing client portfolios, Western Asset seeks to enhance returns and reduce risks by taking advantage of shifts in the municipal yield curve, credit quality spreads and variations in market sectors. There are no restrictions on the average maturity of Current Market Muni portfolios. Depending on Western Asset's interest rate outlook, the average maturity of bonds in Current Market Muni portfolios generally ranges from three to seven years.

[**]For Ameriprise clients, these portfolios are referred to as "Western Asset U.S. Tax Exempt."

In certain Single Contract Programs, Western Asset manages Current Market Muni portfolios as state-specific portfolios for clients that indicate certain states as their state of residence or tax state, unless the client or the client's Sponsor Firm specifically selects a national or state-biased portfolio. Western Asset invests national portfolios in municipal securities of issuers in multiple states and U.S. jurisdictions. For state-specific portfolios, Western Asset seeks to invest only in municipal securities the income from which is exempt from state income taxes in the specified state, but may also invest, if warranted by market conditions including the available supply of municipal securities, in municipal securities the income from which is not exempt from state income taxes in the specified state. For state-biased portfolios, Western Asset emphasizes investments in municipal securities the income from which is exempt from state income taxes in the specified state, but may also invest in municipal securities the income from which is not exempt from state income taxes in the specified state. Western Asset may limit the states for which state-specific and state-biased portfolios are available. It should be noted that state-specific and state-biased portfolios may have a higher concentration in certain sectors and issuers relative to national portfolios due to more limited diversity of in state issues.

Most municipal bonds achieve their tax-exempt status by funding a "public good". This unique feature of municipal bonds can be attractive for ESG investors that might seek a sustainability-oriented investment strategy. Western Asset seeks to incorporate ESG principles into its fundamental research and portfolio construction process for Western Asset Current Market Muni ESG portfolios by evaluating whether each individual bond's "use of proceeds" aligns with ESG advancement.

Western Asset maintains an independent assessment process to determine eligibility for the Western Asset Current Market Muni ESG portfolios. If Western Asset determines that a bond's "use of proceeds" will be used for positive ESG advancement, then Western Asset treats such bond as having passed the environment or social components of its ESG analysis and as eligible for potential inclusion in Western Asset Current Market Muni ESG portfolios. Examples of securities that would promote ESG advancement include, without limitation, bonds whose proceeds will be used for the construction of a school, hospital, water purification project, energy efficient power plant, waste recovery plant, or efficient transportation. Western Asset seeks issuers and "use of proceeds" that align with the UN Sustainable Development Goals and ICMA's Green and Social Bond Principles. While most municipal bonds achieve their tax-exempt status by funding a "public good", not all tax-exempt bonds will be eligible for inclusion within Western Asset Current Market Muni ESG portfolios. Bonds secured by "sin taxes" (e.g., tobacco, liquor, gaming) generally will be excluded from such portfolios. In addition, Western Asset evaluates bond issuers and bond issues within the context of the United Nations Sustainability Development Goals ("UN SDGs"). Bonds issued by issuers with unmitigated ESG risks or misalignment with the UN SDGs also may be excluded from Western Asset Current Market Muni ESG portfolios.

Separate and apart from its "use of proceeds" evaluation, Western Asset incorporates ESG risks into its credit analysis across all of its investment strategies. Many of these factors are readily measurable from governmental sources. From an environmental risk standpoint, risks associated with natural disasters such as fires, flooding and hurricanes are all natural disasters that have led to significant costs for municipalities. From a social risk standpoint, poverty, income inequality and employment trends have become increasingly important issues. More recently, certain municipalities have come under scrutiny for police brutality which can add to debt burdens due to increased training, surveillance, and litigation costs. Western Asset also has the ability to assess several governance risk factors, considering variables such as budgetary discipline and on time budgets. Western Asset believes that evaluating these ESG risk factors separately is useful and can be a helpful input in its assessment of a particular municipal bond issue's credit risk. Western Asset's ESG strategy seeks to support municipal bond issues that can mitigate ESG risks.

Short-Term Muni portfolios seek total return over a market cycle, while aiming for a higher degree of stability and liquidity than Current Market Muni portfolios. Depending on Western Asset's interest rate outlook, the average maturity of bonds in Short-Term Muni portfolios generally ranges between zero and three years.

Risks. The main risks for Western Asset Current Market Muni, Western Asset Current Market Muni ESG and Western Asset Short-Term Muni portfolios are General Investment Risk, Credit Risk, Interest Rate Risk, Illiquidity Risk and, for state-specific

and state-biased portfolios, Geographic Concentration Risk. Western Asset Current Market Muni ESG portfolios are also subject to the ESG Investing Risk. See Appendix A for explanations of these risks.

Western Asset Managed Municipals

Western Asset Managed Municipals ("Managed Municipals") portfolios seek to maximize current income exempt from regular federal income tax by investing primarily in municipal securities and other investments with similar economic characteristics, the interest of which is exempt from regular federal income tax but which may be subject to the federal alternative minimum tax. Managed Municipals portfolios involve investments in individual municipal securities as well as investments in shares of the Western Asset SMASh Series TF Fund, an open-end investment management company registered under the Investment Company Act of 1940, as amended (the "SMASh Series TF Fund"). Managed Municipals portfolios normally invest in intermediate-term and long-term municipal securities that have remaining maturities from one to more than thirty years at the time of purchase. They typically focus on investment grade bonds (that is, securities rated in the Baa/BBB categories or above or, if unrated, determined to be of comparable credit quality by Western Asset) but may, through investment in the SMASh Series TF Fund, invest up to 20% of their assets in below investment grade bonds (commonly known as "high yield" or "junk" bonds) in order to enhance current income.

Western Asset selects individual municipal securities for Managed Municipals portfolios with a focus on diversification within sectors and regions. Municipal securities include debt securities issued by any of the 50 states and their political subdivisions, agencies and public authorities, certain other governmental issuers (such as Puerto Rico, the U.S. Virgin Islands and Guam) and other qualifying issuers, and investments with similar economic characteristics, the income from which is exempt from regular federal income tax. Some municipal securities, such as general obligation issues, are backed by the taxing power of the municipal issuer, while other municipal securities, such as revenue issues, are backed only by revenues from certain facilities or other sources and not by the municipal issuer itself. By actively managing client portfolios, Western Asset seeks to enhance returns and reduce risks by taking advantage of shifts in the municipal yield curve, credit quality spreads and variations in market sectors. The individual municipal securities portion of Managed Municipals portfolios typically will include securities of issuers in numerous states. Clients who are residents of California or New York have the option of selecting a state-biased portfolio with respect to the portion of the portfolio invested in individual municipal securities. For clients that select such a state-biased portfolio, Western Asset, to the extent consistent with its overall market views, emphasizes investments in municipal securities the income from which is exempt from state income taxes in the specified state, but may also invest in municipal securities the income from which is not exempt from state income taxes in the specified state.

The SMASh Series TF Fund's prospectus describes the principal investment strategies of the SMASh Series TF Fund. The Managed Municipals managers use investments in shares of the SMASh Series TF Fund to obtain efficient exposure to certain types of securities, investment instruments or strategies that, due to their nature and/or factors such as liquidity, volatility and other risk characteristics, generally do not allow for practical and diversified exposure through direct client account investment in such securities, instruments or strategies, including without limitation below investment grade bonds. A Managed Municipals portfolio's aggregate allocation to the SMASh Series TF Fund will vary over time based on the managers' discretionary allocation decisions, as well as market fluctuations, but generally will be targeted at 40%-50%. A portfolio's aggregate allocation to the SMASh Series TF Fund may temporarily exceed or be lower than the targeted level due to market fluctuations and pending rebalancing by the portfolio managers.

The SMASh Series TF Fund may invest a portion of its assets in fixed income securities and other investments whose interest may be subject to federal income tax, as described in the SMASh Series TF Fund's prospectus.

By selecting a Managed Municipals portfolio, a client consents to the investment of account assets in the SMASh Series TF Fund, confirms that it has obtained and reviewed the prospectus for the SMASh Series TF Funds in connection with the client's selection of a Managed Municipals portfolio, and authorizes Western Asset to accept delivery of the SMASh Series TF Funds' prospectus on behalf of the client in connection with Western Asset's ongoing provision of discretionary

investment management services. The client may revoke such consent by terminating the client's Managed Municipals portfolio. In the event of such a termination, the managers will redeem the client's SMASh Series TF Fund shares. An affiliate of Western Asset serves as the SMASh Series TF Fund's manager and Western Asset serves as the SMASh Series TF Fund's sub-adviser. Only separately managed account clients of Western Asset or its affiliates may purchase shares of the SMASh Series TF Fund. While neither the manager nor the sub-adviser of the SMASh Series TF Fund charges a management fee to the SMASh Series TF Fund, the manager and sub-adviser do receive portions of the fees clients pay for management of Managed Municipals portfolios.

While Western Asset may accept delivery of the SMASh Series TF Funds' prospectus on behalf of a client in connection with its ongoing provision of discretionary investment management services on behalf of the client's account, a client is responsible for obtaining and reviewing the SMASh Series TF Funds' prospectus in connection with the client's selection of a Managed Municipals portfolio. A client may obtain a prospectus for the SMASh Series TF Funds from the client's Sponsor Firm. The prospectus includes information concerning the SMASh Series TF Fund's investment objective, strategies, investments and risks. The risks of investing in the SMASh Series TF Fund include the risks associated with investing in "junk bonds" or "high yield securities." The prospectus also contains a description of the tax consequences associated with the redemption of the SMASh Series TF Fund shares and the receipt of dividend and capital gains distributions from the SMASh Series TF Fund. The SMASh Series TF Fund redemptions may occur as a result of rebalancing an account's allocation to the SMASh Series TF Fund, account withdrawals and account termination.

Risks. The main risks associated with Managed Municipals portfolio investments in individual municipal securities are General Investment Risk, Credit Risk, Interest Rate Risk, Illiquidity Risk, Extension Risk, Prepayment Risk, Investing in Funds Risk and, for state-specific and state-biased portfolios, Geographic Concentration Risk. See Appendix A for explanations of these risks. The risks associated with investments in the SMASh Series TF Fund are described in the SMASh Series TF Fund's prospectus, which is available from Sponsor Firms. The risks of investing in the SMASh Series TF Fund, including the risks associated with investing in "junk bonds" or "high yield securities," are described in the Fund's prospectus, which is available from Sponsor Firms.

Western Asset Municipal Opportunities

Western Asset Municipal Opportunities portfolios seek to maximize risk-adjusted, after-tax total returns. Over a full market cycle, the strategy will seek to outperform the Bloomberg Barclays 1-15 Year Municipal Bond Index. Western Asset selects municipal securities for the portfolios with a focus on diversification within sectors and regions and investment grade quality at time of purchase. Municipal securities include debt securities issued by any of the 50 states and their political subdivisions, agencies and public authorities, certain other governmental issuers (such as Puerto Rico, the U.S. Virgin Islands and Guam) and other qualifying issuers, and investments with similar economic characteristics, the income from which is exempt from regular U.S. income tax. Some municipal obligations, such as general obligation issues, are backed by the taxing power of the municipal issuer, while other municipal securities, such as revenue issues, are backed only by the revenue from certain facilities or other sources and not by the municipal issuer itself. By actively managing client portfolios, Western Asset seeks to maximize risk-adjusted returns by taking advantage of shifts in the municipal yield curve, credit quality spreads and variations in market sectors. There are no restrictions on the average maturity of Municipal Opportunities portfolios. Depending on Western Asset's interest rate outlook, the average duration of the bonds within Municipal Opportunities portfolios generally ranges +/- 2 years of the strategy benchmark, the Bloomberg Barclays 1-15 Year Municipal Bond Index.

In certain Single Contract Programs, Western Asset manages Municipal Opportunities portfolios as state-specific portfolios for clients that indicate certain states as their state of residence or tax state, unless the client or the client's Sponsor Firm specifically selects a national or state-biased portfolio. Western Asset invests national portfolios in municipal securities of issuers in multiple states and U.S. jurisdictions. For state-specific portfolios, Western Asset seeks to invest only in municipal securities the income from which is exempt from state income taxes in the specified state, but may also invest, if warranted by market conditions including the available supply of municipal securities, in municipal securities the income from which is not exempt from state income taxes in the specified state. For state-biased portfolios, Western Asset emphasizes

investments in municipal securities the income from which is exempt from state income taxes in the specified state, but may also invest in municipal securities the income from which is not exempt from state income taxes in the specified state. Western Asset may limit the states for which state-specific and state-biased portfolios are available. It should be noted that state-specific and state-biased portfolios may have a higher concentration in certain sectors and issuers relative to national portfolios due to more limited diversity of in-state issues.

Risks. The main risks for Western Asset Municipal Opportunities portfolios are General Investment Risk, Credit Risk, Interest Rate Risk and Illiquidity Risk. Depending on the specific investment approach a client selects, additional significant risks may include Geographic Concentration Risk and Below Investment Grade Risk. See Appendix A for explanations of these risks.

Western Asset Tax-Aware Enhanced Cash SMA

The Western Asset Tax-Aware Enhanced Cash SMA portfolios may invest in municipal securities, U.S. Treasury and Agency securities, corporate obligations including commercial paper, corporate bonds, Eurobonds and Yankee debt, asset-backed securities, and non-U.S. sovereign debt. Western Asset typically works with the client to develop an investment approach that reflects the client's desired risk/reward profile and other investment preferences. Western Asset manages these portfolios with the objective of generating total return, including tax-exempt income from municipal securities and any other tax-favored investments. Municipal securities include debt securities issued by any of the 50 states and their political subdivisions, agencies and public authorities, certain other governmental issuers (such as Puerto Rico, the U.S. Virgin Islands and Guam) and other qualifying issuers, and investments with similar economic characteristics, the income from which is exempt from regular U.S. income tax. Some municipal obligations, such as general obligation issues, are backed by the taxing power of the municipal issuer, while other municipal securities, such as revenue issues, are backed only by the revenue from certain facilities or other sources and not by the municipal issuer itself.

Risks. The main risks for Western Asset Tax-Aware Enhanced Cash SMA portfolios are General Investment Risk, Credit Risk, Interest Rate Risk, Illiquidity Risk and Non-U.S. Investment Risk. Depending on the specific investment approach a client selects, additional significant risks may include Geographic Concentration Risk and Below Investment Grade Risk. See Appendix A for explanations of these risks.

Western Asset Municipal Bond Ladders

Western Asset Municipal Bond Ladders seek to provide periodic income that is exempt from regular U.S. income tax through investment in a diversified portfolio of municipal securities with laddered maturities. "Laddering" involves building a portfolio of municipal securities with staggered maturities so that a portion of the portfolio will mature periodically. The client selects a maturity range for the ladder from among those ranges made available by Western Asset. Currently, 1-5 Year, 1-10 Year, 1-15 Year, 1-17 Year, 1-30 Year, and flexible maturity ranges are available but Western Asset may make other maturity ranges available from time to time. A client should develop investment guidelines for a flexible maturity ladders portfolio only after considering the client's specific circumstances (including other investments), financial objectives and needs. Individual municipal securities are purchased with the intent to hold such security until maturity unless Western Asset determines to sell such security due to credit concerns or the sale of such security is needed to fund a client withdrawal of funds. To maintain the ladder, money that comes in from maturing bonds is typically reinvested in bonds with longer maturities within the range of the ladder. Western Asset Municipal Bond Ladders will invest in individual municipal securities that are rated Baa/BBB or above at the time of purchase by one or more Nationally Recognized Statistical Rating Organizations or, if unrated, in securities of comparable quality at the time of purchase, as determined by Western Asset. Western Asset selects and monitors securities for Western Asset Municipal Bond Ladders using Western Asset's proprietary research. Western Asset Municipal Bond Ladders generally will include securities of issuers in multiple states and U.S. jurisdictions. Clients who are residents of California, New York or certain other states have the option of selecting a state-specific or state-biased portfolio. For state-specific portfolios, Western Asset seeks to invest only in municipal securities the income from which is exempt from state income taxes in the specified state, but may also invest, if warranted by market

conditions including the available supply of municipal securities, in municipal securities the income from which is not exempt from state income taxes in the specified state. For state-biased portfolios, Western Asset emphasizes investments in municipal securities the income from which is exempt from state income taxes in the specified state but may also invest in municipal securities the income from which is not exempt from state income taxes in the specified state. Western Asset may limit the states for which state-specific and state-biased portfolios are available. It should be noted that state-specific and state-biased portfolios may have a higher concentration in certain sectors and issuers relative to national portfolios due to more limited diversity of in state issues. Upon request, a client may choose to customize the Western Asset Municipal Bond Ladders to incorporate the use of taxable securities (treasuries, agencies, and taxable municipal bonds) to maximize after-tax yield based on client federal and state tax brackets.

Risks. The main risks for Western Asset Municipal Bond Ladders are General Investment Risk, Credit Risk, Interest Rate Risk, Illiquidity Risk and, for state-specific and state-based portfolios, Geographic Concentration Risk. See Appendix A for explanations of these risks.

Western Asset Tax Aware

Western Asset Tax Aware portfolios seek to produce total returns over complete market cycles that exceed benchmark returns through an actively managed, tax-efficient portfolio that has taxable and tax-exempt components. Western Asset determines a portfolio's allocation to taxable and tax-exempt components in its discretion. Such allocations will vary over time due to market movements and Western Asset's allocation decisions. Investments may include municipal obligations that are exempt from U.S. federal income tax and taxable fixed income obligations such as U.S. Treasury and agency, corporate and mortgage-backed obligations. U.S. dollar- denominated fixed income securities of non-U.S. developed and emerging market sovereign and corporate issuers may also be included in the taxable component of portfolios. Securities will have a minimum rating of Baa3/BBB- at the time of purchase, using the higher of split ratings. Securities downgraded below Baa3/BBB- will be evaluated by Western Asset on a case-by-case basis. A Western Asset Tax Aware portfolio's investment in taxable fixed income obligations could be significant.

Risks. The main risks for Western Asset Tax Aware portfolios are General Investment Risk, Credit Risk, Interest Rate Risk, Extension Risk, Prepayment Risk, Below Investment Grade Risk, Illiquidity Risk and Non-U.S. Investment Risk. See Appendix A for explanations of these risks.

Western Asset Tax Aware Bond Ladders

Western Asset Tax Aware Ladder portfolios are designed to generate high levels of after-tax income by investing in a mix of tax-exempt municipal bonds, Treasury bonds, corporate bonds, and mortgage-backed securities. Western Asset determines the allocation between tax-exempt and taxable securities at its discretion, with the potential to consider clients' income tax rates. These allocations may change over time in response to market movements and Western Asset's investment decisions. While ladder strategies are typically structured as buy-and-hold-to-maturity solutions, with regular principal maturity, allocations to more liquid taxable securities can provide additional liquidity to support tax management or to capture relative after-tax income and total return opportunities. Tax Aware Ladder strategies are defined by fixed maturity ranges (e.g., 1-5, 1–10, 1–15, 1-17, 1-30 years or flexible maturity), though customization of these tenors is available based on client requests and platform guidelines. A client should develop investment guidelines for a flexible maturity portfolio only after considering the client's specific circumstances (including other investments), financial objectives and needs.

Risks. The main risks for Western Asset Tax Aware Bond Ladders are General Investment Risk, Credit Risk, Interest Rate Risk, Illiquidity Risk and, for state-specific and state-based portfolios, Geographic Concentration Risk. See Appendix A for explanations of these risks.

Western Asset Custom Muni

Western Asset Custom Muni Portfolios are customized portfolios of municipal and other securities that are professionally managed in accordance with specific investment guidelines developed by the client in conjunction with the client's financial advisor and/or with the client's Sponsor Firm and Western Asset based on the client's circumstances (including other investments), financial objectives and needs or based on criteria established by the client's Sponsor Firm. Such guidelines may address one or more of the following: maturity and duration limitations applicable to overall portfolio or to individual portfolio holdings; credit quality specifications applicable to overall portfolio or to individual portfolio holdings, including actions that must be taken in the event of credit downgrades; individual issuer concentration limitations; sector exposure limitations or restrictions; exposure guidelines, limitations or restrictions for specific states; limitations or restrictions with respect to securities subject to AMT (alternative minimum tax); ability to invest in securities other than tax-free municipal securities, including without limitation taxable municipal bonds, corporate bonds, U.S. Treasury or agency securities, preferred stock and variable rate demand notes; extent to which portfolio should focus on " total return" or "income generation"; income generation targets; limitations on realization of short-term or long-term capital gains; and target levels of cash or short-term maturity investments.

Risks. The main risks for Western Asset Custom Muni Portfolios are General Investment Risk, Credit Risk, Interest Rate Risk and Illiquidity Risk. Depending on the specific investment guidelines established for the portfolio, additional significant risks may include Geographic Concentration Risk, Industry Concentration Risk, Issuer Concentration Risk, Extension Risk, Prepayment Risk and Below Investment Grade Risk. See Appendix A for explanations of these risks. A client should develop investment guidelines for a Western Asset Custom Muni Portfolio only after considering the client's specific circumstances (including other investments), financial objectives and needs.

Additional Portfolios

Franklin Templeton Multiple Discipline Account®

The Franklin Templeton Multiple Discipline Account® enables clients to allocate their assets among multiple investment styles using one client account.[4] Currently, FTPPG makes the following investment styles described in this Brochure available (generally in pre-set allocation combinations) in the Multiple Discipline Account: ClearBridge All Cap Growth, ClearBridge Appreciation, ClearBridge Dividend Strategy, ClearBridge Growth, ClearBridge International Value ADR, ClearBridge International Growth ADR, ClearBridge Large Cap Growth, ClearBridge Large Cap Value, ClearBridge Value, Franklin Intermediate Government Bond, Western Asset Core Plus, Western Asset Current Market Muni, and Western Asset GSM 7-Year. All of these Multiple Discipline Account portfolio options are described below. FTPPG may make additional portfolios available in Multiple Discipline Accounts for which a Franklin Templeton Custom Asset Management level of service is selected. See "Franklin Templeton Custom Asset Management" in Section B of this Item 8 for information about these service levels.

FTPPG, or the other firm that implements Subadviser investment decisions, purchases and sells securities for the client's Franklin Templeton Multiple Discipline Account based on instructions received from the Subadvisers responsible for the applicable investment styles.

Where FTPPG implements Subadviser investment decisions, it may make adjustments if one or more segments of the client's allocation becomes over- or under-weighted as a result of market appreciation or depreciation. FTPPG generally makes such adjustments (excluding adjustments requested by clients) with the approval of the applicable Subadviser(s). Where a firm other than FTPPG implements Subadviser investment decisions, such other firm may make adjustments if one or more segments of the client's allocation become over- or under-weighted as a result of market appreciation or depreciation. Because all over- and under-weights will not result in allocation adjustments, over time a client's allocation may shift as

[4] Multiple Discipline Account® is a trademark of Morgan Stanley Smith Barney LLC. FTPPG, which is not affiliated with Morgan Stanley Smith Barney LLC, uses this trademark under license.

markets change. As a result of the possibility of allocation adjustments, the performance and tax attributes of a Franklin Templeton Multiple Discipline Account may differ from the performance and tax attributes of single-style portfolios that are managed separately.

Please see the tables on the following pages for a description of available Franklin Templeton Multiple Discipline Account portfolios.

The current equity-oriented investment options offered in Franklin Templeton's Multiple Discipline Account are as follows:

Investment Management Portfolio	Target Allocations	Available Substitutions[5]
MDA0 – Franklin Templeton All Cap Blend[6]	50% ClearBridge All Cap Growth 50% ClearBridge Value	ClearBridge Large Cap Value for ClearBridge Value
MDA1- Franklin Templeton Large Cap Blend[7]	50% ClearBridge Large Cap Growth 50% ClearBridge Large Cap Value	ClearBridge Value for ClearBridge Large Cap Value *If this substitution is made, portfolio is referred to as "MDA1A – Franklin Templeton Multi-Cap Blend II"*
MDA2 – Franklin Templeton Global Large Cap Growth	70% ClearBridge Large Cap Growth 30% ClearBridge International Growth ADR	ClearBridge International Value ADR for ClearBridge International Growth ADR
MDA3 – Franklin Templeton Dividends & Growth	70% ClearBridge Dividend Strategy 30% ClearBridge Growth	ClearBridge Appreciation for ClearBridge Dividend Strategy
MDA4 – Franklin Templeton Global Multi-Cap Growth	40% ClearBridge Large Cap Growth 30% ClearBridge International Growth ADR 30% ClearBridge Growth	ClearBridge International Value ADR for ClearBridge International Growth ADR
MDA5 – Franklin Templeton Multi-Cap Blend III	40% ClearBridge Large Cap Growth 40% ClearBridge Large Cap Value 20% ClearBridge Growth	ClearBridge Value for ClearBridge Large Cap Value *If this substitution is made, portfolio is referred to as "MDA5A – Franklin Templeton Diversified All Cap"*
MDA6 – Franklin Templeton Global Large Cap Blend	40% ClearBridge Large Cap Growth 40% ClearBridge Large Cap Value 20% ClearBridge International Growth ADR	• ClearBridge Value for ClearBridge Large Cap Value • ClearBridge International Value ADR for ClearBridge International Growth ADR

Investment Management Portfolio	Target Allocations	Available Substitutions[5]
MDA7 – Franklin Templeton Global Growth	30% ClearBridge Large Cap Growth 30% ClearBridge Large Cap Value 20% ClearBridge International Growth ADR 20% ClearBridge Growth	• ClearBridge Value for ClearBridge Large Cap Value *If this substitution is made, portfolio is referred to as "MDA7A – Franklin Templeton Global All Cap"* • ClearBridge International Value ADR for ClearBridge International Growth ADR
MDA8 – Franklin Templeton Global All Cap Blend	40% ClearBridge All Cap Growth 40% ClearBridge Value 20% ClearBridge International Value ADR	• ClearBridge Large Cap Value for ClearBridge Value
Franklin Templeton-Multi-Cap Blend I	70% ClearBridge Value 30% ClearBridge Growth	N/A
Franklin Templeton-Global Mid-Large Cap Blend	40% ClearBridge Large Cap Growth 30% ClearBridge Mid Cap 30% ClearBridge International Growth ADR	N/A
Franklin Templeton-Balanced	60% Western Asset GSM 7-Year 20% ClearBridge Large Cap Value 20% ClearBridge Large Cap Growth	Franklin Intermediate Government Bond for Western Asset GSM 7-Year
Franklin Templeton-Growth & Income	40% Western Asset GSM 7-Year 20% ClearBridge Large Cap Value 20% ClearBridge Large Cap Growth 20% ClearBridge International Growth ADR	Franklin Intermediate Government Bond for Western Asset GSM 7-Year
Franklin Templeton—Moderate Growth	20% Western Asset GSM 7-Year 20% ClearBridge Large Cap Growth 20% ClearBridge Large Cap Value 20% ClearBridge Mid Cap	Franklin Intermediate Government Bond for Western Asset GSM 7-Year

Investment Management Portfolio	Target Allocations	Available Substitutions[5]
	20% ClearBridge International Growth ADR	
Franklin Templeton—Growth	25% ClearBridge Large Cap Value 25% ClearBridge Large Cap Growth 25% ClearBridge Mid Cap 25% ClearBridge International Growth ADR	N/A

[5]Where a substitution is made, an "A" is added at the end of the name of the MDA portfolio to reflect such substitution. For example, a Franklin Templeton All Cap Blend portfolio that includes ClearBridge Large Cap Value instead of ClearBridge Value is referred to as a "MDA0A" portfolio.

[6]For Linsco Private Ledger clients, the Franklin Templeton MDA0 or All Cap Blend portfolios are referred to as "MDA-All Cap Core."

[7]For Ameriprise clients, MDA1 or Large Cap Blend portfolios with allocations to ClearBridge Large Cap Growth and ClearBridge Large Cap Value are referred to as "Franklin Templeton Large Cap".

Each of the above equity-oriented options with a numeric identifier and Franklin Templeton-Global Mid-Large Cap Blend are also offered as part of the following balanced investment options offered in Franklin Templeton's Multiple Discipline Account:

Investment Management Portfolio	Target Allocations	Available Substitutions
Franklin Templeton Balanced 70/30 (taxable)	70% Equity (see equity allocations above) 30% Western Asset GSM 7-Year[9]	Western Asset Core Plus or Franklin Intermediate Government Bond for Western Asset GSM 7-Year
Franklin Templeton Balanced 70/30 (tax-favored)	70% Equity (see equity allocations above) 30% Western Asset Current Market Muni[10]	N/A
Franklin Templeton Balanced 60/40 (taxable)	60% Equity (see equity allocations above) 40% Western Asset GSM 7-Year[9]	Western Asset Core Plus or Franklin Intermediate Government Bond for Western Asset GSM 7-Year
Franklin Templeton Balanced 60/40 (tax favored)	60% Equity (see equity allocations above) 40% Western Asset Current Market Muni[10]	N/A

[9] For clients of Morgan Stanley Wealth Management on researched platforms, balanced portfolios typically utilize Western Asset GSM 5-Year rather than Western Asset GSM 7-Year.

[10] If Western Asset Current Market Muni is selected, depending on the total amount of assets in the portfolio, there could be fewer positions and less turnover with respect to that portion of the Franklin Templeton Balanced portfolio than would be the case if an investor invested in Western Asset Current Market Muni as a stand-alone investment portfolio. This is due to potentially lower portfolio assets being committed to the Western Asset Current Market Muni strategy as part of the Franklin Templeton Balanced portfolio than would be the case if the investor invested in the strategy as a stand-alone portfolio, which has a $100,000 investment minimum.

The equity portion of each of the above balanced investment options is invested in one of the Franklin Templeton Multiple Discipline Account equity investment options set forth above, as designated by the client, provided that the target percentage allocation to an asset class utilized under an equity option is subject to adjustment, based on methodology established by FTPPG, so that the target percentage allocation to such asset class, expressed as a percentage of the client's entire account, is a whole number percentage allocation.

FTPPG and the Subadvisers do not provide asset allocation advice as part of their investment advisory services for Franklin Templeton Multiple Discipline Accounts. For accounts in excess of $500,000, the client may be able to tailor the asset allocation and investment management portfolios.

Certain Franklin Templeton Multiple Discipline Account portfolios no longer available to new clients, but still provided to existing clients who selected such portfolios, are not specifically described in this brochure herein. FTPPG may have referred to certain of these portfolios with numbers (e.g., MDA3) that now refer to different, currently offered Franklin Templeton Multiple Discipline Account portfolios. Clients who continue to receive investment management services in accordance with Franklin Templeton Multiple Discipline Account portfolios no longer specifically described in this brochure should contact their Sponsor Firm representatives if they have questions about such portfolios.

Risks. Franklin Templeton Multiple Discipline Accounts are subject to the risks associated with their underlying investment styles and to Blend Style Investing Risk, as described in this brochure and in Appendix A hereto.

ClearBridge Dynamic MDAs

FTPPG and ClearBridge make available various ClearBridge Dynamic MDA portfolios that allocate client assets among certain of the ClearBridge equity investment styles described above as well as ClearBridge Global Infrastructure Income investment style described in the Form ADV, Part 2A Disclosure Brochure of ClearBridge Investments (North America) Pty Limited, certain of the ClearBridge Fixed Income ETF Model portfolios described below in "Custom Asset Management-ClearBridge Fixed Income ETF Models", and the Western Asset Gov/Corp investment style described above.

Available ClearBridge Dynamic MDA Portfolios include:

Investment Management Portfolio	Underlying Investment Styles	Allocation Bands
ClearBridge Dynamic MDA U.S. Growth Portfolio	ClearBridge Large Cap Growth ClearBridge Mid Cap Growth ClearBridge Small Cap Growth	20% - 55% 20% - 55% 20% - 55%
ClearBridge Dynamic MDA Global Growth Portfolio	ClearBridge All Cap Growth ClearBridge Mid Cap Growth ClearBridge International Growth ADR	`
ClearBridge Dynamic MDA Global Growth and Value Portfolio	ClearBridge All Cap Growth ClearBridge Dividend Strategy ClearBridge International Growth ADR	20% - 55% 20% - 55% 20% - 55%
ClearBridge Dynamic MDA Global Growth and Value ESG Portfolio	ClearBridge Large Cap Growth ESG ClearBridge Value ESG ClearBridge International Growth ADR ESG	20% - 55% 20% - 55% 20% - 55%
ClearBridge Dynamic MDA U.S. Dividend Balanced Portfolio	ClearBridge Appreciation ClearBridge Dividend Strategy ClearBridge Select ETF Investment Grade Bond	20% - 50% 20% - 50% 15% - 55%
ClearBridge Dynamic MDA Global Dividend Balanced Portfolio	ClearBridge Dividend Strategy ClearBridge Global Infrastructure Income ClearBridge Select ETF Investment Grade Bond	20% - 55% 20% - 55% 20% - 55%

ClearBridge allocates a portfolio's assets among the designated underlying investment styles, generally operating within the allocation bands set forth above. ClearBridge seeks to add value by periodically reviewing and adjusting a portfolio's allocation among its underlying investment styles within the allocation bands set forth above. ClearBridge may also change the designated underlying investment styles from time to time.

In the event that a portfolio's allocation to an underlying investment style exceeds the upper end of its allocation band or drops below the lower end of its allocation band due to market movements, ClearBridge will take steps to promptly adjust the portfolio's allocation to such investment style so that such allocation is brought back within the allocation band.

ClearBridge's asset allocation determinations, reviews and adjustments are made using a proprietary, quantitative model that helps ClearBridge assess the relative attractiveness of various asset categories and potential for increased returns relative to risk using various combinations of underlying investment styles. The goal of the process is to seek to enhance an account's long-term performance and risk-adjusted returns relative to portfolios that are not subject to regular asset allocation reviews and adjustments.

As a result of the dynamic asset allocation process described above, the performance and tax attributes of a ClearBridge Dynamic MDA will differ from the performance and tax attributes of single-style portfolios that are managed separately. Allocation adjustments among underlying investment styles will result in the realization of capital gains and losses.

Risks. ClearBridge Dynamic MDA portfolios are subject to the risks associated with their underlying investment styles, including ESG Investing Risk, as described in this brochure and in Appendix A. In addition, such accounts are subject to Asset Allocation Risk and Blend Style Investing Risk. See Appendix A for an explanation of Asset Allocation Risk.

OSAM CANVAS Managed Options Strategies

Risk Managed Equity Option Overlay Strategy

The *Risk Managed Equity Option Overlay* strategy is a co-managed, integrated strategy implemented in coordination between OSAM and an affiliated Subadviser (the "Affiliate Subadviser").

An equity portfolio, generally consisting of equity securities and cash, managed by the Affiliate Subadviser (the "Equity Sleeve") will be invested in accordance with the designated equity strategy of the Affiliate Subadviser. In addition, an option portfolio (the "Option Sleeve"), generally consisting of the sale of call options and the purchase of put spreads (as described below) will be managed by OSAM. Currently, the strategy is not offered in conjunction with any particular equity investment management strategy. In the future the strategy could be made available in conjunction with one of the investment management portfolios described in this brochure.

The goal of the combined Equity Portfolio and integrated Option Portfolio (together the "Risk Managed Equity Strategy" or "RMES") is to provide a single integrated solution with investment results that have a lower volatility, smaller drawdowns, and faster recoveries after drawdowns than that of the Equity Sleeve alone. While the goal of the strategy is to provide a single, integrated solution, the applicable Affiliate Subadviser manages the Equity Sleeve and cash independently and without input from OSAM, and OSAM manages the Option Sleeve independently and without input from the applicable Affiliate Subadviser.

RMES will consist of i) cash and an equity portfolio managed by the Affiliate Subadviser consistent with the guidelines of such equity strategy; ii) OSAM selling a series of short dated call options based on an index, ("Reference Security") that OSAM chooses to track the performance of the Equity Sleeve; iii) OSAM buying a series of put spreads (buying a put option and simultaneously selling a put option with a lower strike price than the purchased put option, both with the same maturity) based on the Reference Security; and iv) OSAM purchasing to close short call options and/or selling to close long put spreads when OSAM determines the risk vs. reward characteristics are no longer attractive.

To the extent an option transaction raises cash (an option sale), such cash will be included in the Equity Sleeve and invested at the discretion of the Affiliate Subadviser. To the extent an option transaction uses cash (a purchase), such cash will come from the Equity Sleeve. If cash used to purchase an option would otherwise create a debit cash balance in the account, the Affiliate Subadviser will sell equity to satisfy such cash debit.

Risks. The main risks of the Option Sleeve of the OSAM Risk Managed Equity Option Overlay Strategy are described under "Risks Relating to the OSAM Canvas Managed Options Strategies" in Appendix A. The main risks of the Equity Sleeve of the strategy are the risks for the investment management portfolio designated for such sleeve. Such risks are identified in the description of such portfolio in Item 8 of this brochure and described in Appendix A of this brochure.

Managed Call Selling Option Overlay Strategy

The *Managed Call Selling Option Overlay* strategy is a co-managed, integrated strategy implemented in coordination between OSAM and an affiliate of OSAM (the "Affiliate Subadviser").

An equity portfolio, generally consisting of equity securities and cash, managed by the Affiliate Subadviser (the "Equity Sleeve") will be invested in accordance with the designated equity strategy of the Affiliate Subadviser. In addition, an option portfolio (the "Option Sleeve"), generally consisting of the sale of call options (as described below) will be managed by OSAM. Currently, this strategy is offered in conjunction with ClearBridge Dividend Strategy and ClearBridge Appreciation,

and in the future it could be made available in conjunction with other investment management portfolios described in this brochure.

The goal of the combined Equity Portfolio and integrated Option Portfolio (together the "Managed Call Selling Equity Strategy" or "MCCS") is to provide a single integrated solution that outperforms the performance of the Equity Sleeve alone in periods when the Equity Sleeve depreciates, is flat or moderately appreciates. Further a goal is for MCCS to experience a lower volatility that that of the Equity Sleeve alone. While the goal of the strategy is to provide a single, integrated solution, the applicable Affiliate Subadviser manages the Equity Sleeve and cash independently and without input from OSAM , and OSAM manages the Option Sleeve independently and without input from the applicable Affiliate Subadviser.

MCCS will consist of i) an equity portfolio managed by the Affiliate Subadviser consistent with the guidelines of such equity strategy; ii) OSAM selling a series of short dated call options based on an index, Exchange Traded Fund ("ETF") or security ("Reference Security") that OSAM chooses to track the performance of the Equity Sleeve; iii) OSAM purchasing to close short call options when OSAM determines the risk vs. reward characteristics are no longer attractive; and iv) OSAM buying or selling stocks, ETFs or other assets to satisfy call selling obligations.

To the extent an option transaction raises cash (an option sale), such cash will be included in the Equity Sleeve and invested at the discretion of the Affiliate Subadviser. To the extent an option transaction uses cash (a purchase), such cash will come from the Equity Sleeve. If cash used to purchase an option would otherwise create a debit cash balance in the account, the Affiliate Subadviser will sell equity to satisfy such cash debit.

Risks. The main risks of the Option Sleeve of the OSAM Managed Call Selling Option Overlay Strategy are described under "Risks Relating to the OSAM Canvas Managed Options Strategies" in Appendix A. The main risks of the Equity Sleeve of the strategy are the risks for the investment management portfolio designated for such sleeve. Such risks are identified in the description of such portfolio in Item 8 of this brochure and described in Appendix A of this brochure.

B. Custom Asset Management

FTPPG and ClearBridge may make available two types of customized investment management services: Custom Multiple Discipline Account and Custom Portfolios. Custom Portfolios may also be referred to as "ClearBridge Private Client Management" accounts.

ClearBridge Fixed Income ETF Models

FTPPG and Sponsor Firms may make available ClearBridge Fixed Income ETF Models portfolios as part of ClearBridge Dynamic MDA, Custom MDA and multi-style Custom Portfolio accounts that include one or more equity styles (they generally are not available on a standalone basis). The fixed income ETF portfolios clients may be able to select are the ClearBridge Active ETF U.S. Treasury Portfolio, the ClearBridge Active ETF Municipal Portfolio, the ClearBridge Active ETF Taxable Portfolio, the ClearBridge Active ETF High Income Portfolio, the ClearBridge Select ETF Municipal Portfolio and the ClearBridge Select ETF Investment Grade Bond Portfolio. In addition, ClearBridge, in its sole discretion, may agree to client requests for different fixed income ETF portfolios. In determining the composition of each ETF portfolio, ClearBridge seeks to provide the client with investment exposure to the specified fixed income sector(s) through investment in one or more ETFs and to attain any other client objective ClearBridge has specifically agreed to pursue. In the case of an "Active ETF" portfolio, ClearBridge selects the underlying fixed income ETFs and actively manages the portfolio's allocations to such fixed income ETFs. In the case of a "Select ETF" portfolio, ClearBridge selects the underlying fixed income ETFs, but does not anticipate making changes to the portfolio's allocations to underlying ETFs except under exceptional market conditions.

An ETF is an unmanaged compilation of multiple individual securities and typically represents a particular securities index or sector of the securities market. All ETFs are subject to their own level of expenses. A client will bear a proportionate share of these expenses for each ETF held in the client's account, in addition to the wrap or management fees charged at the client

account level. An ETF's prospectus describes the ETF's expenses, along with the risks associated with investing in the ETF. Clients may obtain ETF prospectuses from their Sponsor Firms.

Risks. The Main risks for all ClearBridge Fixed Income ETF Models portfolios include General Investment Risk, Credit Risk, Extension Risk, Interest Rate Risk and Prepayment Risk. Additional main risks for the ClearBridge Active ETF Taxable Portfolio and the ClearBridge Active ETF High Income Portfolio are Below Investment Grade Risk and Non-U.S. Investment Risk. An additional main risk for the ClearBridge Select ETF Investment Grade Bond Portfolio is Non-U.S. Investment Risk. Additional main risks for the ClearBridge Active ETF Municipal Portfolio and the ClearBridge Select ETF Municipal Portfolio are Illiquidity Risk and Geographic Concentration Risk. See Appendix A for explanations of these risks.

ClearBridge Non-Taxable Fixed Income Management[5]

For clients who select Custom Portfolios, ClearBridge may make available fixed income management for non-taxable fixed income investments. ClearBridge generally works with such clients who select ClearBridge Non-Taxable Fixed Income Management to develop a fixed income investment approach that reflects the client's desired risk/reward profile for the portfolio and other investment preferences. A client may request that ClearBridge apply environmental, social and governance criteria and other social screens (such as specific mission-consistent or faith-based screens) in managing the client's portfolio. Non-taxable fixed income investments consist of municipal securities, which include debt securities issued by any of the 50 states and their political subdivisions, agencies and public authorities, certain other governmental issuers (such as Puerto Rico, the U.S. Virgin Islands and Guam) and other qualifying issuers, and investments with similar economic characteristics, the income from which is exempt from regular U.S. income tax. Gains from the sale of municipal securities generally are subject to capital gains tax. For clients who choose a state-specific portfolio, ClearBridge seeks to invest only in municipal securities the income from which is exempt from state income taxes in the specified state, but may also invest, if warranted by market conditions including the available supply of municipal securities, in municipal securities the income from which is not exempt from state income taxes in the specified state. For clients who choose a state-biased portfolio, ClearBridge emphasizes municipal securities the income from which is exempt from state income taxes in the specified state, but also may invest in other municipal securities. It should be noted that state-specific and state-biased portfolios may have a higher concentration in certain sectors and issuers relative to national portfolios due to more limited diversity of in state issues.

Risks. The main risks associated with ClearBridge Non-Taxable Fixed Income Management include General Investment Risk, Credit Risk, Extension Risk, Interest Rate Risk and Prepayment Risk. Depending on the specific investment approach, main risks may also include ESG Investing Risk, Geographic Concentration Risk, Issuer Concentration Risk and Illiquidity Risk. See Appendix A for explanations of these risks.

ClearBridge Taxable Fixed Income Management

For clients who select Custom Portfolios, ClearBridge may make available fixed income management for taxable fixed income investments. ClearBridge generally works with such clients who select ClearBridge Taxable Fixed Income Management to develop a fixed income investment approach that reflects the client's desired risk/reward profile for the portfolio and other investment preferences. A client may request that ClearBridge apply environmental, social and governance criteria and other social screens (such as specific mission-consistent or faith-based screens) in managing the client's portfolio. Taxable fixed income investments may include U.S. Government and Agency securities, taxable municipal securities, corporate notes and bonds, commercial paper, planned amortization class collateralized mortgage obligations ("CMOs") and other early-tranche CMOs. ClearBridge Taxable Fixed Income Management portfolios may also make limited investments in shares of preferred stock.

[5]FTPPG and ClearBridge do not provide tax advice and, therefore, cannot guarantee that income from a municipal security will not be taxable. Clients should consult their own tax advisers for tax advice.

Risks. The main risks associated with ClearBridge Taxable Fixed Income Management include General Investment Risk, Credit Risk, Extension Risk, Interest Rate Risk and Prepayment Risk. Depending on the specific investment approach, main risks may also include ESG Investing Risk, Geographic Concentration Risk, Issuer Concentration Risk and Illiquidity Risk. See Appendix A for explanations of these risks.

Custom MDA

As described under "Franklin Templeton Multiple Discipline Account®," a Custom Multiple Discipline Account allows the client to tailor asset allocation to two or more management styles using one account. FTPPG does not provide asset allocation advice as part of its investment advisory services in connection with Custom Multiple Discipline Accounts. Apart from the client's tailoring of the account's asset allocation (by specifying approximate target allocations for the account), FTPPG manages Custom Multiple Discipline Accounts in the same manner as Franklin Templeton Multiple Discipline Accounts with pre-set asset allocations.

Custom Portfolios/ClearBridge Private Client Management

For a Custom Portfolio or ClearBridge Private Client Management account, the client works with a ClearBridge portfolio manager to select one or more ClearBridge investment styles and approximate target allocations. Available ClearBridge investment styles may include not only ClearBridge equity strategies but also ClearBridge Taxable Fixed Income Management or ClearBridge Non-Taxable Fixed Income Management strategies (see below). Custom Portfolios allow for greater tailoring to client needs than may be available for a non-Custom account, including accommodation of a wider range of client-imposed restrictions. Available customization features may include rebalancing based on client needs, responsiveness to tax considerations and coordination of tax-sensitive selling. In addition, although ClearBridge's separate account management services generally are model-based, ClearBridge may agree to manage Custom Portfolio accounts in accordance with modified investment models, or in some cases without reference to a specific ClearBridge investment style, in order to meet specific income requirements or other client preferences and needs.

A Custom Portfolio may have one or more of the following investment features, each of which involves an increased risk of loss to the client: (i) less security holdings (i.e., less diversification) than in non-customized accounts; (ii) different security weightings than in non-customized accounts; and (iii) security holdings that are not held in non-customized accounts. The management and performance of Custom Portfolios typically will vary from the management and performance of non-customized portfolios of the same style(s) due to one or more of the customization features described above. In addition, ClearBridge's application of customization features to Custom Portfolio accounts may result in trades for such accounts being placed after trades in the same securities are placed for non-customized accounts of the same style. Any such timing differences could negatively impact Custom Portfolios.

A Custom Portfolio account will subject a client to the main risks described in this brochure for each investment style represented in the account and generally will also involve additional risks associated with the client's customization requirements. The additional risks associated with a Custom Portfolio account may include any one or more of the risks explained in Appendix A. Clients should impose customization requirements only after considering the client's specific circumstances (including other investments), financial objectives and needs.

A Custom Portfolio may be invested in shares of closed-end funds, including closed-end funds for which one or more affiliates of FTPPG serves as investment manager or adviser and earns management or advisory fees. A client will bear a proportionate share of the fees and expenses incurred by any closed-end fund held in the client's account in addition to the wrap or management fees charged at the client account level. Any purchases of such shares are made in secondary market transactions. Accordingly, the purchase of such shares on behalf of client accounts does not result in increased compensation for FTPPG's affiliates. Closed-end funds often utilize leverage, which can increase the risk of large losses and increase portfolio volatility. Shares of closed-end funds frequently trade at a discount from their net asset value due to

market and economic conditions and other factors. This risk is separate and distinct from the risk that the fund's net asset value could decrease as a result of its investment activities.

For multi-style Custom Portfolios, ClearBridge may make adjustments if one or more segments of a client's allocation to multiple investment styles becomes over- or under-weighted as a result of market appreciation or depreciation. Because all over- and under-weights will not result in allocation adjustments, a multi-style Custom Portfolio client's allocation may shift as markets change. As a result of the possibility of allocation adjustments, the performance and tax attributes of a multi-style Custom Portfolio may differ from the performance and tax attributes of separately managed single-style portfolios. Also, certain Custom Portfolio accounts may include Western Asset investment styles.

C. Certain Additional Information

Cash Balances. Cash balances may exist in client accounts from time to time, including when a Subadviser instructs or determines that account contributions and sales proceeds are to be invested gradually. FTPPG and the Subadvisers typically have no role in selecting the short-term investments in which cash balances are invested and are not responsible for the suitability or performance of such investments. Such short-term investments are commonly referred to as "cash sweeps" or "sweep vehicles" and are selected by the Sponsor Firm and/or the Sponsor Firm's client without the involvement of FTPPG or the Subadvisers. Under a very limited number of programs, the Sponsor Firm has established the operational capability to allow FTPPG and the Subadvisers to invest, in their discretion, a portion of the cash balances in client accounts in one or more money market funds, or U.S. Treasury Bills as designated or permitted by the Sponsor Firm as an alternative to having all available cash balances invested in such account's cash sweep or sweep vehicle. A description of a money market fund's investment objectives, strategies, fees and expenses, and risks is included in the fund's prospectus, which may be obtained from the client's Sponsor Firm. A money market fund's fees and expenses are in addition to, and will not reduce, the fees charged by your Sponsor Firm for your managed account or the fees received by FTPPG with respect to such account. Money market funds designated by the Sponsor Firm in many cases will be funds that are managed by the Sponsor Firm or an affiliate. If an account's assets are invested in a money market fund managed by the Sponsor Firm or an affiliate, the Sponsor Firm or its affiliate will earn incremental revenue as a result of such investment. In the case of certain municipal fixed income strategies, it may take an extended period of time for a client account to be fully invested (up to several months for customized solutions), and during that time, the relevant Subadviser may choose to invest available cash in the account in money market funds or U.S. Treasury Bills designated or permitted by the relevant Sponsor Firm, as described above. This may result in the client account generating taxable income in addition to tax-exempt income in a strategy that otherwise seeks to produce income that is exempt from regular U.S. income tax.

In addition, although the general focus of all equity investment strategies covered by this Brochure is to invest in equity securities, the portfolio managers may sometimes hold significant portions of portfolio assets in cash while waiting for investment buying opportunities. During those periods, an equity strategy's portfolio managers may choose, in their sole discretion, to invest such excess cash, in whole or in part, in ETFs that they deem suitable and appropriate for the strategy pending new investment opportunities. In addition to the fees charged at the account level, a client will bear a proportionate share of the separate fees and expenses incurred by any ETF in which the client's account is invested for such purposes and such fees and expenses will not reduce the fees charged by the Sponsor Firm for the client's managed account or the fees received by FTPPG with respect to such account. If an account's assets are invested in an ETF managed by the Sponsor Firm or an affiliate, the Sponsor Firm or its affiliate will earn incremental revenue as a result of such investment. ETFs generally are subject to the same investment risks associated with the underlying securities they represent. Refer to Appendix A to this brochure for explanations of certain types of investment risks.

Client Contributions of Securities. If a client contributes securities to the client's account and they are not included in the selected investment management portfolio, FTPPG or the other firm responsible for applying Subadviser investment decisions or recommendations to the account may sell such securities. Sales of contributed securities may result in taxable gains or losses. Also, investment of sales proceeds in accordance with the selected portfolio may not be immediate.

Accounts funded in whole or in part with securities may perform differently and have different holdings and weightings than accounts funded solely with cash equivalents.

Account Uniformity and Certain Potential Differences. There may be a substantial degree of uniformity among client accounts (of either FTPPG or a Sponsor Firm) in FTPPG-Implemented Programs, Discretionary Model Programs and Non-Discretionary Model Programs that select the same investment management portfolio. However, many factors may cause differences in the composition and performance of such client accounts, including:

- Date of account inception
- Levels and timing of client-initiated activity, such as account contributions and withdrawals
- Client-imposed or sponsor-imposed restrictions
- Differing portfolio composition requirements and implementation approaches of implementing firms in Discretionary Model Programs and Non-Discretionary Model Programs (see below)
- A Subadviser's approach to model portfolio maintenance and adjustment (see below)
- A Subadviser's and FTPPG's approach to adjusting or rebalancing account positions in response to market movements (see below)
- The relative outperformance or underperformance of individual portfolio holdings
- Differences in the timing of trade executions and prices obtained by FTPPG on behalf of clients in FTPPG-Implemented Programs relative to the timing of trade executions and prices obtained by an implementing firm on behalf of clients in Discretionary Model Programs and Non-Discretionary Model Programs

Certain regulatory or other limits on the amount a Subadviser (alone or together with its affiliates) may invest in a company may cause the composition and performance of client accounts for which the same portfolio is selected to vary from one another more than they otherwise might. For portfolios that involve investments in more volatile securities, these limits may cause even greater performance differences.

In the case of certain investment management portfolios, ClearBridge, as subadviser to FTPPG, may utilize a "static" model approach in maintaining and adjusting the model portfolio that it furnishes to FTPPG in FTPPG-Implemented Programs. Under such approach, the model portfolio's percentage weightings to individual portfolio holdings are not continually adjusted to reflect the relative market performance of such holdings. Accordingly, a new account's percentage weightings to portfolio holdings typically will differ from the percentage weightings in previously established accounts in the same strategy. In addition, in the case of certain ClearBridge investment management portfolios, client accounts may not be regularly adjusted or rebalanced in response to the relative underperformance or outperformance of such names over time. This will cause differences in portfolio weightings across client accounts over longer periods than in the case of strategies that adjust or rebalance client accounts more frequently. Differences in portfolio weightings across client accounts, combined with the relative outperformance or underperformance of individual portfolio holdings, will cause client accounts in the same investment management portfolio to experience differing performance over time.

For Discretionary Model Programs and Non-Discretionary Model Programs, the Sponsor Firm or another firm it selects (not FTPPG or a Subadviser) applies Subadviser investment decisions or recommendations to client accounts. Such a firm may impose model composition and/or minimum account size requirements, or follow implementation practices, that result in client accounts in these programs having different weightings of holdings, particularly as it relates to highly-priced securities. Consequently, the performance of those client accounts also may be different than the performance of FTPPG-Implemented Program client accounts or client accounts of other Sponsor Firms for which the same investment management portfolio is selected.

Transfers to New Investment Programs—Potential Account Adjustments. If a client transfers an account from one investment program to another and selects the same investment management portfolio, FTPPG or the other firm responsible for implementing Subadviser investment decisions or recommendations for the new program may adjust the account's holdings. This may result in the realization of capital gains or losses that would not have occurred if the client had not transferred the account. Account adjustments in this situation may result from FTPPG or the other implementing firm treating the transferred account as a new account in the new program, different model composition requirements or implementation practices in the old and new programs, or other factors.

Margin Loans. A Sponsor Firm may permit a client to take out a loan secured by assets in the client's account. Such loans are referred to as "margin loans." Clients should understand that, if they obtain margin loans secured by assets in their accounts, the Sponsor Firm generally will be able to liquidate all or part of the account at any time to repay any portion of the loan, even if the timing of the liquidation is disadvantageous to the client and disrupts management of the account in accordance with the selected investment management portfolio. Neither FTPPG nor any Subadviser has any responsibility for (i) a client's decision to take out a margin loan, (ii) the terms of any margin or related agreement to which a client is a party, or (iii) the sale, liquidation, or disposition of securities in the client's account in order to satisfy the client's obligations under such an agreement.

Item 9
DISCIPLINARY INFORMATION

There are no reportable legal or disciplinary events for FTPPG, ClearBridge, CINA, FMA, FTILLC, FTIML, TAML, TGAL, TICLLC, CIML, Royce, and OSAM.

FAV

FAV has the following disciplinary matters to report. Such disciplinary matters did not involve or impact client accounts managed by FAV, as subadviser to FTPPG, in investment management programs sponsored by Sponsor Firms.

On July 2, 2020, following an offer of settlement from FAV and another Franklin Templeton SEC registered investment adviser, the SEC entered an order instituting administrative and cease-and desist proceedings pursuant to Section 9(f) of the 1940 Act and Sections 203(e) and 203(k) of the Advisers Act, making findings, and imposing remedial sanctions and a cease-and-desist order against FAV (the "Order"). In the Order, the SEC found that (1) between December 2014 and November 2015, FAV caused certain Franklin Templeton funds it manages (the "Subject Funds") to invest in shares of three unaffiliated ETFs (the "Subject ETFs") in excess of the 10% investment limit under Section 12(d)(1)(A)(iii) of the 1940 Act; (2) FAV did not implement certain of the Subject Funds' policies and procedures designed to prevent such violations, thereby causing the Subject Funds to violate Rule 38a-1(a) of the 1940 Act; and (3) in determining not to reimburse certain of the Subject Funds for losses that resulted from the corrective sale of one of the Subject ETFs by offsetting gains realized from the corrective sale of the two other Subject ETFs, FAV did not follow its policies and procedures and did not disclose material information to the Subject Funds' board, thereby violating Section 206(2) and Section 206(4) and Rule 206(4)-7 of the Advisers Act. FAV later reported the losses to the Subject Funds' board and fully reimbursed the Subject Funds for the losses including interest. FAV neither admitted nor denied the SEC's findings. For purposes of settlement, FAV consented to the entry of the Order and a censure and agreed to pay a civil monetary penalty of $250,000.

FTIC

FTIC has the following disciplinary matters to report. Such disciplinary matters did not involve or impact client accounts managed by FTIC, as subadviser to FTPPG, in investment management programs sponsored by Sponsor Firms.

On July 2, 2020, following an offer of settlement from FTIC and another Franklin Templeton SEC registered investment adviser, FAV, the SEC entered an order instituting administrative and cease-and-desist proceedings pursuant to Section 9(f) of the 1940 Act and Sections 203(e) and 203(k) of the Advisers Act, making findings, and imposing remedial sanctions and a cease-and-desist order against these Advisers (the "Order"). In the Order, the SEC found that at different points during the period of October 2013 to September 2016, these Franklin Investment Advisers caused certain Franklin Templeton funds (the "Subject Funds") to make investments in certain unaffiliated ETFs (the "Subject ETFs") in excess of the limits of Section 12(d)(1) of the 1940 Act. In addition, as to FAV, the SEC found (1) FAV did not implement certain of the Subject Funds' policies and procedures designed to prevent such violations, thereby causing such Subject Funds to violate Rule 38a-1(a) of the 1940 Act; and (2) in determining not to reimburse certain of the Subject Funds for losses that resulted from the corrective sale of one of the Subject ETFs by offsetting gains realized from the corrective sale of the two other Subject ETFs, FAV did not follow its policies and procedures and did not disclose material information to the Subject Funds' board, thereby violating Section 206(2) and Section 206(4) and Rule 206(4)-7 of the Advisers Act. FAV later reported the losses to the relevant Subject Funds' board and fully reimbursed such Subject Funds for the losses, including interest. Neither FAV nor FTIC admitted nor denied the SEC's findings in the Order. For purposes of settlement, both FAV and FTIC consented to the entry of the Order and agreed to pay civil monetary penalties of $250,000 and $75,000, respectively, and FAV received a censure.

Putnam

Putnam has the following disciplinary matter to report. This disciplinary matter did not involve or impact client accounts managed by Putnam, as subadviser to FTPPG, in investment management programs sponsored by Sponsor Firms.

Putnam entered into a Settlement Agreement with the SEC on September 27, 2018. The Settlement Agreement states: (i) a trader formerly employed by Putnam engaged in prearranged trades in certain mortgage-backed securities, (ii) as a result of these undisclosed prearranged trades Putnam did not seek best execution, (iii) Putnam did not ensure compliance with applicable policies regarding cross-trades and failed to supervise the former employee. The SEC found violations of Sections 203(e) (6), 206 (2) (4), and 207 of the Investment Advisers Act, and Section 17(a) of the Investment Company Act. The SEC entered a cease and desist order, and Putnam paid a $1,000,000 fine and agreed to reimburse the clients that participated in the relevant trades in an aggregate amount of $1,095,006.10.

Western Asset

Western Asset launched an internal investigation into certain past trade allocations involving treasury derivatives in select accounts it manages and received notification of parallel investigations by the SEC, U.S. Department of Justice (the "DOJ") and the Commodity Futures Trading Commission (CFTC). On June 30, 2025, the CFTC informed Western Asset that it closed its investigation. Western Asset is cooperating fully with the government investigations. In August 2024, Mr. Kenneth Leech, the former co-chief investment officer of Western Asset, received a Wells Notice from the SEC, alleging certain violations of the federal securities laws relating to its investigation. Mr. Leech retired on July 30, 2025, and is no longer with the Firm. On November 25, 2024, the SEC filed a complaint in the United States District Court for the Southern District of New York against Mr. Leech alleging violations of certain laws related to trade allocations. Concurrently, the DOJ filed an indictment with the United States District Court for the Southern District of New York against Mr. Leech for similar allegations and for false statements made to the SEC. The SEC and DOJ investigations into this matter remain ongoing, and Western Asset continues to cooperate with the investigations.

Item 10
OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. Certain Arrangements and Relationships with Affiliates

In addition to the subadvisory arrangements between FTPPG and each Subadviser described in this brochure, FTPPG and the Subadvisers have the following business arrangements and relationships with affiliates that clients may wish to consider. Please refer to Sections 10.B.and C. for additional information relating to certain of the Subadvisers.

Franklin Distributors, LLC. Franklin Distributors, LLC ("FD") is a SEC registered broker-dealer and is a member of the Financial Industry Regulatory Authority and is an affiliate of FTPPG and the Subadvisers. FD is also registered with the Commodities Futures Trading Commission ("CFTC") as an introducing broker and is a member of the National Futures Association ("NFA"). FD markets the FTPPG/Subadviser investment advisory services described in this brochure and other Franklin Templeton and Legg Mason investment products and services, including Legg Mason, Franklin Templeton and Putnam, mutual funds managed by the relevant Subadvisers. FD registered staff principally engage in wholesaling and marketing activities. FD does not make recommendations with respect to investment products and services to retail investors. Certain employees of FTPPG and the Subadvisers, including certain management personnel of each Subadviser, are registered representatives of FD. This status enables these employees to assist FD with its marketing activities. FTPPG and Subadviser employees do not receive commissions or other sales-based compensation and spend no more than a limited amount of their time assisting FD.

Affiliated Investment Funds. Each of the Subadvisers, other than OSAM, manages one or more U.S. registered investment funds for which its affiliate, FD, serves as distributor. These funds include Legg Mason family, Franklin Templeton and Putnam mutual funds, exchange-traded funds and certain closed-end funds. The applicable Subadvisers may manage these registered funds as subadvisers to their investment advisory affiliates or directly as investment managers. Certain of the Subadvisers, including ClearBridge, CINA, each Franklin Investment Adviser, CIML, Putnam, Royce and Western Asset also manage certain unregistered affiliated U.S. investment funds and certain registered and/or unregistered affiliated non-U.S. investment funds. A Subadviser receives investment advisory fees and other compensation for managing such investment funds. A Subadviser may pay FD a fee in recognition of the distribution services provided by FD.

FTPPG/ClearBridge Relationship. FTPPG has a relationship with ClearBridge in which ClearBridge supports FTPPG in the following functional areas pursuant to a services agreement between them: management, client service, legal, compliance, technology, and finance.

Affiliated Mutual Fund Investments. As described in Item 8 of this brochure, certain of the investment management portfolios may involve investments in shares of affiliated mutual funds, including mutual funds that are managed or subadvised by the Subadviser responsible for the management of such investment management portfolio.

Affiliated Closed-End Fund Investments. As described in Item 8 of this brochure, the assets of certain client accounts, including a Custom Portfolio or a ClearBridge Private Client Management account, may involve investments in shares of closed-end investment companies for which one or more affiliates of FTPPG serves as investment manager or adviser and earns management or advisory fees. Any purchases of such shares are made in secondary market transactions. Accordingly, the purchase of such shares on behalf of client accounts does not result in increased compensation for FTPPG's affiliates.

Affiliated Custodian. From time to time, FTPPG may, upon a client's request, suggest or recommend that the client use FTPPG's affiliate, Fiduciary Trust Company International ("FTCI"), to provide custodial services to the client in connection with FTPPG's management of such client's custom account. When a client chooses to use FTCI as its custodian, FTCI will charge fees to the client for its custodial services; however, FTPPG does not receive any fees or compensation in connection with its recommendation or the client's use of FTCI's services, which are operationally independent from those of FTPPG. In addition, FTCI may retain FTPPG as a discretionary manager for certain of its client accounts from time to time.

OSAM. In addition to OSAM acting as a Sub-Adviser with respect to OSAM's Canvas Managed Options Strategies as described in this brochure, FTPPG has a relationship with OSAM "), pursuant to which FTPPG, for agreed upon compensation, makes available and delivers one or more of the Subadviser investment management portfolios described in this brochure in the form of investment models on a non-discretionary basis for use by OSAM in providing discretionary investment management and advisory services to OSAM's clients that are not managed through FTPPG. FTPPG may enter into similar arrangements with other affiliated managers from time to time.

FTPPG/FAV Relationship. Other than the subadvisory relationship described in this brochure, FTPPG has a relationship with its affiliated manager, FAV, pursuant to which FTPPG, for agreed upon compensation, makes available and delivers one or more of the Subadviser investment management portfolios described in this brochure in the form of investment models on a non-discretionary basis for use by FAV in providing discretionary investment management and advisory services to FAV's clients. FTPPG may enter into similar arrangements with other affiliated managers from time to time.

B. FTPPG and the Subadvisers: Commodity Law-Related Status

The principal business of FTPPG and the Subadvisers is providing securities-related investment advisory services to clients. FTPPG and the Subadvisers do not provide advice on commodity interests (e.g., futures, options on futures, swaps) as part of the investment advisory services they provide in Sponsor Firm investment programs.

As noted below, FAV and Western Asset are registered as commodity trading advisors("CTA") and as commodity pool operators ("CPO") under U.S. commodities laws. Putnam is registered as a commodity pool operator under the U.S. commodities laws. FTPPG, ClearBridge, CINA, CIML, Royce, OSAM and the Franklin Investment Advisers (other than FAV) are not registered as commodity trading advisors or as commodity pool operators.

FAV

FAV is a member of the National Futures Association ("NFA") and is registered with the CFTC as a CTA. However, FAV is generally exempt from the CFTC's disclosure and recordkeeping requirements applicable to registered CTAs under various exemptions on which it relies, including, but not limited to, CFTC Rule 4.7.

Certain of the U.S. Registered Funds and Private Funds managed by FAV are commodity pools for which FAV is the CPO. As the CPO for certain U.S. Registered Funds, FAV is either (i) registered as a CPO with the CFTC but exempt from certain reporting and disclosure requirements pursuant to Rule 4.12(c) under the CEA, or (ii) excluded from the need to register and the related requirements, pursuant to Rule 4.5 under the CEA or other provisions under the CEA and the rules of the CFTC. As the CPO for certain Private Funds, FAV is either (i) registered as a CPO, but exempt from certain reporting, recordkeeping and disclosure requirements pursuant to Rule 4.7 under the CEA or (ii) exempt from the need to register and related requirements pursuant to CEA Rule 4.13(a)(3) or other provisions under the CEA and the rules of the CFTC. FAV's activities as a CPO or a CTA enable FAV to use commodities as part of certain Private Funds' and Registered Funds' investment strategies and do not pose a conflict with FAV's investment advisory business. In addition, certain of FAV's management persons have also registered as associated persons of FAV to the extent necessary or appropriate to perform their responsibilities, and/or as associated persons of an affiliated entity that is registered with the CFTC as a CPO and/or a CTA.

FTILLC

Certain of FTILLC's management persons have also registered as associated persons of an affiliated entity that is registered with the CFTC as a CPO and/or a CTA.

FTIML

Certain of the U.S. Registered Funds and Private Funds managed by FAV are commodity pools for which FTIML is the CPO. As the CPO for certain U.S. Registered Funds, FTIML is excluded from the need to register and the related requirements, pursuant to Rule 4.5 under the Commodities Exchange Act ("CEA") or other provisions under the CEA and the rules of the

CFTC. When acting as the CPO for certain Private Funds, FTIML is either exempt from registration and related requirements pursuant to CEA Rule 4.13(a)(3) or other provisions under the CEA and the rules of the CFTC.

FTIC

Certain of the U.S. Registered Funds and Private Funds managed by FAV are commodity pools for which FTIC is the CPO. As the CPO for certain U.S. Registered Funds, FTIC is excluded from the need to register and the related requirements, pursuant to Rule 4.5 under the CEA or other provisions under the CEA and the rules of the CFTC. When acting as the CPO for certain Private Funds, FTIC is exempt from registration and related requirements pursuant to CEA Rule 4.13(a)(3) or other provisions under the CEA and the rules of the CFTC.

TAML

The derivatives used by TAML will often include certain financial derivatives deemed by the CFTC to be "commodity interests," such as futures, options on futures, swaps and certain foreign exchange contracts. TAML is not registered with the CFTC as a CTA, based on its determination that it may rely on certain exemptions from registration provided by the Commodity Exchange Act ("CEA") and the rules thereunder. The CFTC has not passed upon the availability of these exemptions to TAML.

Certain of the U.S. Registered Funds managed by TAML are commodity pools for which TAML is the CPO. As the CPO for these U.S. Registered Funds, TAML is excluded from the need to register as a CPO with the CFTC and the related requirements, pursuant to Rule 4.5 under the CEA or other provisions under the CEA and the rules of the CFTC.

Western Asset

Western Asset is registered as a commodity pool operator and a commodity trading advisor and therefore may provide advice on commodity interests to certain clients outside of Sponsor Firm investment programs. This permits Western Asset to manage or operate certain collective investment vehicles that include significant investments in commodity interests. Certain Western Asset employees, including certain management and investment personnel, are registered as principals and/or associated persons of Western Asset under U.S. commodities laws with the NFA.

C. Additional Information Relating to Certain of the Subadvisers

CINA

CINA has entered into a Memorandum of Understanding (MOU) with its parent, ClearBridge Investments Limited (CIL). Under the terms of that MOU, CINA has appointed all of the employees of CIL as Supervised Persons. CIL provides investment management and other services to CINA. CINA pays a fee to CIL for these services which are based on CINA's assets under management.

ClearBridge's Relationships with CIL/CINA and CIML

As described in Item 4 of the Brochure in the discussions of CINA's and CIML's respective businesses, ClearBridge has a relationship with CIL/CINA and CIML pursuant to which ClearBridge has integrated their business and operational functions into its own and the entities' personnel provide functional services to all four entities pursuant to services arrangements between them. ClearBridge's executive management is responsible for providing oversight and direction with respect to all business and operational matters of those entities and each firm's portfolio managers report to ClearBridge's Chief Investment Officer. Also, the various functional heads of CIL/CINA and CIML report to their counterparts in ClearBridge. So as to prevent any conflicts of interest from arising, especially in view of the fact that ClearBridge traders trade for CIL/CINA and CIML accounts and vice versa, CIL/CINA's and CIML's respective compliance policies were amended to mirror ClearBridge's to allow for all accounts to be treated the same.

CIML

We are committed to providing client service of the highest quality and we are guided by the principle that we act in the best interests of our clients. Nevertheless, there are circumstances where client interests conflict with CIML's interests or the interests of other clients. Some of these conflicts of interest are inherent to our business and are encountered by other financial services firms that offer similar services. We have policies and procedures that are designed to ensure that we are always acting in the best interests of our clients. Set forth below is a description of some conflicts of interests that arise due to our relationships and arrangements with certain affiliates.

As more fully described above in item 10A, FD, an affiliate of CIML, is a registered broker-dealer. FD is authorized to sell interests in a registered company and certain other private offshore funds managed by CIML. CIML has entered into an agreement with FD, under which FD is responsible for the promotion and distribution of shares in these funds. As investors into these funds have not contracted with FD directly, CIML pays FD a fee in recognition of the services it provides. This creates a potential conflict of interest, as representatives of FD could be incentivized to recommend funds based on compensation received rather than the client's needs which could be deemed material.

Putnam

Putnam has certain affiliated investment adviser firms that are under common management and supervision with Putnam (collectively, the "Putnam Affiliates"). Subject to compliance with applicable legal requirements, Putnam may delegate its portfolio management responsibilities for a client account to any one of these Putnam Affiliates. Putnam's current Putnam Affiliates are:

- Putnam Fiduciary Trust Company, LLC ("PFTC"), a New Hampshire non-depository trust company that manages assets through collective investment trusts and separate accounts, and also provides trustee and custodial services pursuant to its banking and fiduciary powers,

- The Putnam Advisory Company, LLC ("PAC"), a registered investment adviser that manages assets for institutional and international clients. PAC also manages various pooled investment funds, such as limited liability companies, limited partnerships, and non-U.S. funds, and also sub-advises some Putnam registered investment companies, and
- Putnam Investments Canada ULC, a British Columbia unlimited liability company with various provincial securities licenses in Canada that manages or sub-advises Canadian separate accounts and investment funds, including a number of Canadian mutual funds and insurance segregated fund accounts.

Royce

Royce Fund Services, LLC ("RFS"), a wholly owned subsidiary of Royce, is a broker-dealer that is registered with the SEC and the Financial Industry Regulatory Authority, Inc. RFS is the distributor of The Royce Fund and Royce Capital Fund, two open-end U.S. registered management investment companies with 12 separate series between them. RFS does not execute any securities transactions for client portfolios. All principals and registered persons of RFS are affiliated with Royce. Certain members of Royce's management are registered representatives of RFS.

Royce serves as investment subadviser to Royce Quant Small-Cap Quality Value ETF (the "Royce ETF"), an actively managed exchange-traded fund offered by Legg Mason ETF Equity Trust. Royce utilizes a quantitative methodology to determine the composition of the investment portfolio of the Royce ETF. Legg Mason Partners Fund Advisor, LLC is the investment manager for the Royce ETF while Franklin Distributors, LLC serves as the distributor of creation units for the Royce ETF on an agency basis. Each of Legg Mason Partners Fund Advisor, LLC and Franklin Distributors, LLC is a subsidiary of FRI.

Royce serves as sub-investment manager to various non-U.S. investment companies for which various subsidiaries of FRI serve as investment manager.

Various U.S. registered investment companies and non-U.S. investment companies for which Royce serves as investment adviser or sub-investment manager and the Royce ETF may serve as investment options for asset allocation models established by Franklin Advisers, Inc., a subsidiary of FRI, Royce's parent company.

The Franklin Investment Advisers

Each of the Franklin Investment Advisers are wholly-owned subsidiaries (whether directly or indirectly) of Franklin Resources, a holding company with its various subsidiaries that operate under the Franklin Templeton and/or subsidiary brand names.

The Franklin Investment Advisers have certain business arrangements with related persons/companies that are material to the Franklin Investment Advisers' advisory business or to its clients, including those described in Section A of this Item 10 ("Other Financial Industry Activities and Affiliations"). In some cases, these business arrangements will, from time to time, create a potential conflict of interest, or appearance of a conflict of interest between the Franklin Investment Advisers and a client. Please see Item 4 ("Advisory Business") for additional information on services of affiliates.

Certain conflicts of interest are discussed in Item 6 ("Performance-Based Fees and Side-By-Side Management") above, Item 11 ("Code of Ethics, Participation or Interest in Client Transactions and Personal Trading") and Item 12 ("Brokerage Practices") below.

Western Asset

Western Asset has certain affiliated investment adviser firms that are under common management and supervision with Western Asset (collectively, the "Western Affiliates"). Subject to compliance with applicable legal requirements, Western Asset may delegate its portfolio management responsibilities for a client account to any one of these Western Affiliates. The Western Affiliates are:

1. Western Asset Management Company Limited (United Kingdom) is authorized and regulated by the United Kingdom's Financial Conduct Authority and is registered as an investment adviser with the SEC as well as with the Korea Financial Supervisory Commission;

2. Western Asset Management Company Pty Ltd (Australia) ABN 41 117 767 923 holds Australian Financial Services License 303160;

3. Western Asset Management Company Limitada (Brazil) is authorized and regulated by Brazilian securities and banking regulators;

4. Western Asset Management Company Pte. Ltd. (Singapore) Co. Reg. No. 200007692R holds a Capital Markets Services (CMS) License for fund management and is regulated by the Monetary Authority of Singapore and is registered as an investment adviser with the SEC; and

5. Western Asset Management Company Ltd (Japan) is a registered financial instruments dealer whose business is investment advisory or agency business, investment management, and Type II Financial Instruments Dealing business with the registration number KLFB (FID) No. 427, and a member of Japan Investment Advisers Association (membership number 011-01319) and Investment Trusts Association, Japan, and is registered as an investment adviser with the SEC.

Registration with or licensing by a regulator does not imply endorsement by the regulator. Nor does it imply a certain level of skill or training.

OSAM

OSAM is a wholly-owned subsidiary (indirectly) of Franklin Resources, a holding company with its various subsidiaries that operates under the Franklin Templeton and/or subsidiary brand names. OSAM has certain business arrangements with related persons/companies that are material to the Advisers' advisory business or to their clients. In some cases, these

business arrangements will, from time to time, create a potential conflict of interest, or appearance of a conflict of interest between the Advisers and a client. Please see Item 4 ("Advisory Business") for additional information on services of affiliates. Recognized conflicts of interest are discussed in Item 6 ("Performance-Based Fees and Side-By-Side Management") above, Item 11 ("Code of Ethics, Participation or Interest in Client Transactions and Personal Trading") and Item 12 ("Brokerage Practices") below.

Item 11
CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

As briefly described below in Sections A through H, FTPPG and the Subadvisers have adopted codes of ethics designed to comply with applicable legal requirements and address potential conflicts of interest associated with personal trading by their employees. Section I below discusses these potential conflicts of interest. Section J below discusses potential conflicts of interest associated with accounts in which the Subadvisers, their affiliates and/or their employees have a proprietary interest.

A. FTPPG

FTPPG has adopted a Code of Ethics imposing standards of business conduct, including requirements to put client interests first and not to take inappropriate advantage of employment-related information. The Code is designed to prevent conflicts of interest between employees and clients from affecting the investment advisory services FTPPG provides to clients and to assure compliance with applicable laws. To prevent employees from taking advantage of their knowledge of which securities FTPPG is purchasing and selling (and recommending for purchase and sale) for clients, the Code imposes restrictions on employee personal securities transactions. The Code requires FTPPG employees to obtain pre-approval of most personal securities transactions from FTPPG's Compliance Department. In addition, except in the case of smaller personal trades in large capitalization stocks (which FTPPG expects will not affect client trades), the Code prohibits personal trades in a security on any day during which there are open, executed or pending FTPPG trades in the same security as a result of a model portfolio change a Subadviser has communicated to FTPPG before the employee's placing of a personal trade for the security. This prohibition under the Code seeks to prevent employees from "front-running" client trades and possibly benefitting personally from the impact of client trades on the market. In addition, when seeking preclearance for personal trades, FTPPG requires its employees to certify that they are not trading on material non-public information.

Additional restrictions imposed by the Code include minimum holding periods for profitable trades, as well as minimum holding periods for ClearBridge managed funds. FTPPG requires all employees to report their personal securities accounts, transactions and holdings to FTPPG's Compliance Department and to certify to the completeness of the information and their compliance with the Code on an annual basis.

Existing and prospective FTPPG clients may obtain copies of the Code of Ethics by mailing a written request to:

Franklin Templeton Private Portfolio Group, LLC
One Madison Avenue
New York, NY 10010
Attention: Compliance Department

B. ClearBridge

ClearBridge has adopted a Code of Ethics imposing standards of business conduct, including requirements to put client interests first and not to take inappropriate advantage of employment-related information. The Code is intended to prevent conflicts of interest between employees and clients from affecting the investment advisory services ClearBridge provides to clients and to assure compliance with applicable laws. To prevent employees from taking advantage of their knowledge of which securities ClearBridge is purchasing and selling (and recommending for purchase and sale) for clients, the Code imposes restrictions on employee personal securities transactions. The Code requires ClearBridge employees to obtain pre-approval of most personal securities transactions from ClearBridge's Compliance Department. In addition, except in the case of smaller personal trades in large capitalization stocks (which ClearBridge expects will not affect client trades), the Code prohibits personal trades in a security if there is then an open order for the security on ClearBridge's trading desk. The Code imposes greater restrictions on ClearBridge portfolio managers, who cannot trade in a security for their personal accounts for seven

days before and after they recommend or direct a trade in the same security for client accounts. By having these "black-out" periods, the Code seeks to prevent employees from "front-running" client trades and possibly benefiting personally from the impact of client trades on the market. In addition, when seeking preclearance for personal trades, ClearBridge requires its employees to certify that they are not (i) taking an investment opportunity from a client, or (ii) trading on material non-public information.

Additional restrictions imposed by the Code include minimum holding periods for profitable trades so that employees, especially portfolio managers and analysts, devote their time to managing client accounts and not their own, as well as minimum holding periods for mutual funds ClearBridge manages to prevent market timing. ClearBridge requires all employees to report their personal securities accounts, transactions and holdings to ClearBridge's Compliance Department and to certify to the completeness of the information and their compliance with the Code on an annual basis.

Existing and prospective ClearBridge clients may obtain copies of the Code by mailing a written request for such document to:

ClearBridge Investments, LLC
One Madison Avenue
New York, NY 10010
Attention: Compliance Department

C. CIML

CIML's Code of Ethics is based on the principle that officers, directors and employees (collectively 'staff') owe a fiduciary duty to clients. The Code contains provisions reasonably necessary to prevent its staff from engaging in any act, practice or course of business prohibited by Rule 17j-1(a) pursuant to the Investment Company Act of 1940 and Rule 204A-1 pursuant to the Investment Advisers Act of 1940 (as amended). Staff must avoid activities, interests and relations that might interfere or appear to interfere with making decisions in the best interests of CIML's clients or otherwise take unfair advantage of their position. This Code covers the regulatory requirements associated with personal account dealing, insider trading, hospitality and gifts, external directorships and outside business interests in all the countries in which CIML operates. All officers and employees of CIML have access to the Code, and when they join must acknowledge that they have read and understood it. On an annual basis, all employees are provided with access to the current version of the Code and must certify that it has been read, understood and complied with during the period since they last certified.

Existing and prospective clients of CIML may obtain copies of CIML's Code of Ethics by mailing a written request to:

ClearBridge Investment Management Limited
5 Morrison Street, 2nd floor
Edinburgh, EH3 8BH

D. CINA

CINA has adopted a Code of Ethics imposing standards of business conduct, including requirements to put client interests first and not to take inappropriate advantage of employment-related information. The Code of Ethics isapplicable to all ClearBridge Australia employees.

The Code is intended to mitigate or obviate potential conflicts of interest between employees and investment advisory clients and assure compliance with applicable laws and regulations. To ensure that employees do not take advantage of the knowledgeof which securities are being purchased and sold on behalf of clients, the Code imposes restrictions on employee personal securities transactions. The Code requires employees to obtain pre-approval of most personal securities transactions from the Compliance Department. If there is an open order for a security on the trading desk, unless there is a de minimis exception where it is believed that the size of the employee's trade will not impact those of clients, the Code prohibits the employee from trading.

The Code imposes greater restrictions on portfolio managers, who cannot trade in the same securities for their personal accounts for seven days before and after they have implemented a trade for client accounts. By having these "black-out" periods, the Code seeks to prevent employees from "front-running" client trades, possibly benefiting from the impact of client trades on the market.

In addition, when seeking pre-clearance to trade in personal accounts, employees are required to certify that they are not (i) taking an investment opportunity from a client and (ii) trading on material non-public information. Additional restrictions imposed by the Code include minimum holding periods for profitable trades so that employees, especially portfolio managers and analysts, devote their time to managing client accounts and not their own, as well as mandatory holding periods for mutual funds we manage to prevent market-timing. Upon employment, all employees are required to report their personal securities accounts, transactions and holdings to the Compliance Department and to certify to the completeness of the information and their compliance with the Code on an annual basis.

Existing and prospective CINA clients may obtain copies of the Code by mailing a written request for such document to:

Attn: Head of Legal, Risk & Compliance
ClearBridge Investments Limited
Level 13, 35 Clarence Street
SYDNEY NSW 2000

E. The Franklin Investment Advisers (FAV, FMA, FTILLC, FTIML, FTIC, TAML, TGAL and TICLLC) and Putnam

The following disclosure applies to each of the Franklin Investment Advisers and Putnam.

Management of personal accounts by a portfolio manager or other investment professionals will, from time to time, give rise to potential conflicts of interest. Each of the Franklin Investment Advisers and Putnam has adopted the Personal Investments Policy, which it believes contains provisions reasonably designed to prevent a wide range of prohibited activities by portfolio managers and others with respect to their personal trading activities, as well as certain additional compliance procedures that are designed to address these and other types of conflicts.

To avoid actual or potential conflicts of interest with the Franklin Investment Advisers' and Putnam's clients, certain transactions and practices are prohibited by the Personal Investments Policy. These include: front-running, trading parallel to a client, trading against a client, using proprietary information for personal transactions, market timing, and short selling Franklin Resources stock and the securities of Franklin Templeton and Putnam closed-end funds.

The Personal Investments Policy requires prompt internal reporting of suspected and actual violations of the Personal Investments Policy. In addition, violations of the Personal Investments Policy are referred to the Director of Global Compliance and/or the Chief Compliance Officer as well as the relevant management personnel.

The Franklin Investment Advisers and Putnam maintain a "restricted list" of securities in which their respective personnel generally may not trade. The restricted list is updated as necessary and is intended to prevent the misuse of material, non-public information by their employees. In addition to continuous monitoring, the Compliance Department will conduct forensic testing or auditing of reported personal securities transactions to ensure compliance with the Personal Investments Policy.

The Franklin Investment Advisers and Putnam have implemented a substantial set of personal investing procedures designed to avoid violation of the Personal Investments Policy. However, there is no guarantee that the Personal Investment Policy or such additional compliance procedures will detect and/or address all situations where an actual or potential conflict arises.

Copies of the Personal Investments Policy are available to any client or prospective client upon request by emailing GCSS at GlobalClientServiceSupportAmericas@franklintempleton.com.

F. OSAM

OSAM has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws. All Covered Employees (as defined below) are required to conduct themselves in a lawful, honest and ethical manner in their business practices and to maintain an environment that fosters fairness, respect and integrity.

"Covered Employees" include OSAM 's partners, officers, directors (or other persons occupying a similar status or performing similar functions), and employees. Additionally, Access Persons, a subset of Covered Employees, are required to provide certain periodic reports on their personal securities transactions and holdings. "Access Persons" are those persons who have access to non-public information regarding the securities transactions of the OSAM's clients; are involved in making securities recommendations to clients; have access to securities recommendations that are non-public; or have access to non-public information regarding the portfolio holdings of funds for which OSAM serves as an investment adviser or a sub-adviser. The Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's Access Persons. Among other things, the Code of Ethics requires OSAM employees to obtain pre-approval of most personal securities transactions from the Compliance Department including the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. The Code of Ethics also provides for oversight, enforcement and recordkeeping. A copy of OSAM's Code of Ethics is available to our advisory clients and prospective clients upon request to the Chief Compliance Officer, at the firm's principal office address or via email: Anne.Devereaux@FranklinTempleton.com.

OSAM or individuals associated with our firm on occasion buy or sell securities identical to those recommended to customers for their personal accounts. In addition, any related person(s) can potentially have an interest or position in a certain security(ies) which is also recommended to a client. This creates a conflict of interest which the firm monitors on an ongoing basis and will be disclosed at or prior to signing any investment management agreement.

No supervised person shall purchase or sell, directly or indirectly, any security in which he or she has, or by reason of such transaction acquires, any direct or indirect beneficial interest within a determined amount of calendar days after any client trades in that security unless all of the transactions contemplated by the client in that security have been completed prior to such transaction. If a securities transaction is executed by a client within the prohibited time period after an Access Person executed a transaction in the same security, the CCO shall review the supervised person's and the client's transactions to determine whether the supervised person did not meet his or her fiduciary duties to the client in violation of the Code of Ethics.

As certain situations represent a conflict of interest, we have established the following restrictions in order to ensure our fiduciary responsibilities:

1. No employee of our firm is permitted to buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her employment unless the information is also available to the investing public on reasonable inquiry. No employee of our firm will put his or her own interest to that of the advisory client.

2. OSAM maintains records of securities transactions and holdings for anyone associated with our business with access to advisory recommendations. Holdings are reviewed on a regular basis by the CCO.

3. All of our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.

4. OSAM emphasizes the unrestricted right of the client to decline to implement any advice rendered.

5. Any individual not in observance of the above is subject to disciplinary action or termination.

G. Royce

Royce, RFS, and the 15 U.S. registered investment companies for which Royce serves as investment manager (collectively, "The Royce Funds") have adopted a Code of Ethics (the "Royce Code") that covers interested trustees/directors, officers, and most employees of The Royce Funds and Royce-related persons (other than non-management members of the Board of Managers of Royce). The Royce Code stipulates that such covered persons are generally prohibited from personal trading in any security that is then being purchased or sold by any client account of Royce, with the exception of securities with market capitalizations of $20 billion or more at the time of purchase. In addition, these individuals may engage in other personal securities transactions if the securities involved are:

- certain debt securities;
- money market instruments/funds;
- shares of exchange-traded funds;
- other baskets of securities or commodities;
- notes issued by banks, brokers, or other financial institutions, or options to purchase or sell such securities or notes, and whose investment return relates to the performance of an index of securities or the price of one or more commodities or commodities indices;
- shares of registered open-end investment companies;
- shares of unit investment trusts that invest solely in registered open-end investment companies; or
- shares acquired from an issuer in a rights offering or under an automatic investment plan, including among other things, dividend reinvestment plans or employee-approved automatic payroll deduction cash purchase plans.

These individuals also may engage in transactions that are either non-volitional or are effected in an account over which such person has no direct or indirect influence or control. If an individual wants to trade any other security, such person must receive pre-approval from both a Royce compliance officer and either an executive officer or a Co-Chief Investment Officer of Royce.

The Royce Code contains standards for the granting of such permission. The Royce Code does not restrict most transactions effected by Royce for its privately offered accounts.

The Royce Code establishes standards of business conduct for all persons subject to the Royce Code and requires such persons to comply with applicable federal securities laws.

As described above, the interested trustees/directors, officers and most employees of The Royce Funds and Royce-related persons (other than non-management members of the Board of Managers of Royce) are generally prohibited from personal trading in any security that is then being purchased or sold or considered for purchase or sale by any account of Royce under the Royce Code. Because they are designed to be fair to all of Royce's accounts, including those in which Royce and/or Royce-related persons have an interest, the foregoing restrictions do not prevent: (i) Royce's investment decisions concerning a security for accounts in which Royce and Royce-related persons have no interest from affecting the price of the same security held in an account in which Royce and/or a Royce-related person has an interest; (ii) the allocation to an account in which Royce and/or a Royce-related person has an interest, or the purchase by such an account from Royce's other accounts, of securities of limited availability; or (iii) the sale by an account in which Royce and/or a Royce-related person has an interest to Royce's other accounts of securities with limited trading volumes.

Copies of the Royce Code are available to Royce's existing and prospective clients upon request by calling 212-508-4500 or by mailing a written request to:

Royce & Associates, LP
One Madison Avenue
New York, NY 10010
Attention: Client Service Group

H. Western Asset

Employees of Western Asset and its Affiliates follow Franklin Templeton's Code of Ethics which imposes standards of business conduct, including requirements to put client interests first and not to take inappropriate advantage of employment-related information. The Code of Ethics is designed to prevent conflicts of interest between employees and clients and to assure compliance with applicable laws. The Code of Ethics imposes restrictions on employee personal securities transactions and requires Western Asset employees to obtain pre-approval of most personal securities transactions from Franklin Templeton's Compliance Department. In addition, when seeking preclearance for personal trades, the Code of Ethics requires that employees certify that they are not trading on material non-public information. Additional restrictions imposed by the Code of Ethics include minimum holding periods for profitable trades, as well as minimum holding periods. The Code of Ethics requires all employees to report their personal securities accounts, transactions and holdings to Franklin Templeton's Compliance Department and to certify to the completeness of the information and their compliance with the Code of Ethics on an annual basis.

Existing and prospective clients of Western Asset may obtain copies of Western Asset's Code of Ethics by mailing a written request to:

Western Asset Management Company, LLC
385 East Colorado Boulevard
Pasadena, CA 91101
Attention: Legal and Compliance Department

I. Discussion of Potential Conflicts of Interest Associated with Employee Personal Trading

FTPPG employees and employees of the Sub-Advisers may make personal investments in the same securities FTPPG and the Subadvisers invest in for client accounts. Employees may also make personal investments in related securities or financial instruments, such as options, futures and warrants. In some cases, employees may make these investments at or about the same time FTPPG or a Subadviser is making the same investments or related investments for client accounts. This possibility involves a potential conflict between client interests and the personal interests of the employee. For example, if an FTPPG or Subadviser employee learns of a Subadviser investment decision prior to the decision's implementation for client accounts, the employee may have an incentive to seek to benefit himself or herself by making a personal transaction in the security before such implementation takes place, potentially disadvantaging the client accounts. Another example involves an employee's personal investment in a particular security giving the employee an incentive to benefit himself or herself by investing client accounts, or recommending client investment, in the same security or a related security (instead of investing client accounts or recommending investments based solely on what the employee believes is in the best interests of clients).

FTPPG and each Subadviser seek to prevent personal trading-related potential conflicts of interest from affecting their investment advisory services by subjecting their employees' personal trading activity to the requirements and restrictions of the applicable Code of Ethics described above. Examples of requirements and restrictions that address these potential conflicts of interest include:

- pre-clearance requirements for certain personal securities transactions;
- prohibitions on certain personal securities transactions at or near the time the same or related securities are being purchased or sold (or recommended for purchase or sale) for client accounts;

- minimum holding periods for certain employee personal investments; and
- Compliance Department monitoring of employee personal investments and securities transactions.

J. Discussion of Potential Conflicts of Interest Associated with Proprietary Accounts

Each Subadviser may have conflicts of interest relating to its management of accounts, including commingled investment vehicles, in which it, one of its affiliates and/or its employees have a significant proprietary interest. Such interest may provide an incentive for the Subadviser to favor such account over other client accounts. As noted in Item 6 of this brochure, each Subadviser has adopted policies and procedures that are designed to ensure that investment opportunities are allocated fairly and equitably to client accounts. In addition, each Subadviser monitors the trading activity in, and the performance of, accounts in which it, one of its affiliates and/or its employees have a significant proprietary interest to ensure that such accounts are not being favored over other client accounts.

K. Additional Information Relating to FAV's and FTIC's Model Portfolio Services

When providing Model Portfolio services, FAV and FTIC will, from time to time, have interests that conflict with the interests of investors investing in a Model Portfolio pursuant to a UMA program. For example, FAV and its affiliates receive asset-based and other fees for providing advisory and other services to the Funds that they manage, including those Funds that they may select to form a part of a Model Portfolio. FAV, therefore, will have an incentive to include one or more Affiliated Funds in any Model Portfolio. In addition, to the extent the profitability of a particular Fund is greater than the profitability of another product, FAV will have an incentive to include the most profitable product in the Model Portfolio. FAV may construct Model Portfolios without considering the universe of potential funds sponsored by persons not affiliated with Franklin Templeton ("Third-Party Funds"), even though there may (or may not) be Third-Party Funds that are more appropriate for inclusion in such Model Portfolios, including available Third-Party Funds in the applicable asset classes that have lower fees and expenses, greater performance and/or other favorable terms relative to an Affiliated Fund.

L. Other Potential Conflicts of Interest

In addition to their codes of ethics applicable to employee personal securities transactions and their policies and procedures relating to proprietary accounts, FTPPG and the Subadvisers have adopted other policies and procedures that are designed to address various potential conflicts of interest that may arise in the course of their business as an investment adviser. Such potential conflicts and related policies and procedures pertain to matters such as political contributions, receipt of gifts and entertainment, outside public company board service and business activities, personal investment with business contacts, prohibitions on trading while in possession of material non-public information and error resolution. Also, as it relates to Franklin Corporate Ladder Portfolios, it is available at one Sponsor Firm where contracted fees are paid to FTPPG by the Sponsor Firm and not its clients invested in the strategy. Any potential conflict of interest is mitigated by policies and procedures in place to ensure that all client accounts are treated fairly and equitably. Furthermore, client accounts of all Sponsor Firms invested in this investment strategy are managed in the same manner and pursuant to the same investment model.

Item 12

BROKERAGE PRACTICES

For client accounts in FTPPG-Implemented Programs, FTPPG, Western Asset, FAV or OSAM selects broker-dealers to execute securities transactions as follows:

- **FTPPG Broker-Dealer Selection**. Except as noted below, FTPPG selects broker-dealers to execute securities transactions for client accounts as described below in Section A.
- **Western Asset Broker-Dealer Selection**. For Western Asset portfolios and balanced portfolio fixed income allocations Western Asset manages, Western Asset selects broker-dealers to execute securities transactions as described below in Section C.
- **FAV Broker-Dealer Selection**. For FAV fixed income portfolios and balanced portfolio fixed income allocations, FAV selects broker-dealers to execute securities transactions as described below in Section D.
- **OSAM Broker-Dealer Selection**. For OSAM Canvas Managed Options strategies, OSAM selects broker-dealers to execute options transactions as described below in Section E.

In FTPPG-Implemented Programs, each client (or the Sponsor Firm on the client's behalf) generally directs FTPPG, Western Asset, FAV or OSAM, as applicable, to place securities trades for execution with the client's Sponsor Firm or a designated broker ("Designated Broker"), subject to the obligation to seek best execution. For clients who enter into investment management agreements directly with FTPPG, FTPPG typically requires such a direction. Also, in many Sponsor Firm investment programs, the Sponsor Firm and/or applicable laws prohibit, or make impractical, the execution of fixed income securities trades with the client's Sponsor Firm. Accordingly, such transactions are executed with broker-dealers other than the client's Sponsor Firm or a designated broker, as described below in Section A.

FTPPG generally does not have trade placement responsibility under Discretionary Model Programs and Non-Discretionary Model Programs. However, FTPPG's agreement with the Sponsor of such a program may permit FTPPG, Western Asset, FAV or OSAM, as applicable, to include accounts in a block trade that FTPPG, Western Asset, FAV or OSAM, as applicable, places on behalf of accounts under FTPPG-Implemented Programs. Assuming such inclusion is contractually permitted, it is anticipated that the circumstances in which FTPPG, Western Asset, FAV or OSAM, as applicable, will seek in practice to include accounts from non-FTPPG-Implemented Programs in a block trade will be very limited due to the significant operational, coordination and timing challenges presented by such inclusion.

In addition to describing how FTPPG, Western Asset, FAV and OSAM select broker-dealers to execute trades for client accounts, Sections A, B, C, D and E below describe the trade aggregation, allocation and communication (including model change communication) practices of FTPPG and the Subadvisers.

A. FTPPG

Selection of Broker-Dealers by FTPPG to Execute Equity Securities Transactions

FTPPG seeks best execution when selecting broker-dealers to execute securities transactions. Best execution consists of obtaining the most favorable result for clients within the current parameters of the market. FTPPG does not necessarily measure best execution by the circumstances surrounding a single transaction and may seek best execution over time across multiple transactions. FTPPG selects broker-dealers it believes will provide prompt and reliable execution at favorable security prices with reasonable commission rates and/or other transaction costs. FTPPG considers the best net price — giving effect to any brokerage commissions, commission equivalents, mark-ups, mark-downs, spreads, and other transaction costs—an important factor in selecting broker-dealers to execute securities transactions. FTPPG may also consider other factors, including: the nature of the security being traded; the size and complexity of the transaction; the desired timing of

the trade; the activity existing and expected in the market for the particular securities; confidentiality; execution, clearance and settlement capabilities; counterparty financial condition and reliability; the availability of capital commitment; and other appropriate trade execution services of the broker-dealer.

To the extent practical, FTPPG may select the client's Sponsor Firm, a Designated Broker or any broker-dealer FTPPG has approved as an executing broker to execute securities transactions for client accounts, including alternative execution venues (e.g., electronic communication networks and crossing networks), as executing brokers.

Transactions Driven by Client Account-Specific Activity

For equity securities transactions driven by client account-specific activity, such as account contributions and withdrawals, FTPPG expects to select the client's Sponsor Firm or Designated Broker to execute all or a large percentage of such transactions. Transactions sent to the client's Sponsor Firm or Designated Broker for execution are subject to the Sponsor Firm's or Designated Broker's operational processes. Such processes will impact when and how such transactions are executed and are not within FTPPG's control. Clients with equity investment management portfolios or allocations to such portfolios typically pay their Sponsor Firms or Designated Brokers wrap fees or other asset-based fees for services that include execution of agency trades (equity securities generally trade on an agency basis and fixed income securities generally trade on a principal basis). In such fee arrangements, clients typically will not pay any transaction-specific commissions on equity securities transactions when FTPPG selects their Sponsor Firms or Designated Brokers to execute those securities transactions. Certain clients may have fee arrangements with their Sponsor Firms or Designated Brokers under which they pay transaction-specific commissions on equity securities transactions instead of wrap fees or other asset-based fees. FTPPG has no role in negotiating the commission schedule that is agreed to by the client and the Sponsor Firm or Designated Broker. Due to regulatory considerations and Sponsor Firm requirements, FTPPG executes fixed income securities transactions through a broker-dealer other than a client's Sponsor Firm or Designated Broker in most instances, including transactions driven by client account-specific activity.

Transactions Driven by a Model Change

For equity securities transactions that are driven by a change in a Sub-Adviser's investment model and that need to be simultaneously effected for many clients (i.e., model-change trades), FTPPG has executed, and expects to continue to execute, all or substantially all of these transactions as an aggregated block trade through a single broker-dealer instead of executing the transactions with each client's Sponsor Firm or Designated Broker. FTPPG believes that handling equity model change trades in this manner enhances its ability to obtain best execution for client accounts. The main alternative to this approach would be to use a trade rotation process for model change trades in which FTPPG separately and sequentially transmits orders for the transactions to each Sponsor Firm or Designated Broker for execution. FTPPG believes that effecting model-change trades as block trades eliminates the detrimental impact on market prices of placing separate, successive orders into the marketplace as well as the potential for general movements in securities prices over the extended time period needed to complete a trade rotation. Further, block trading helps to reduce the risks of information leakage (i.e., increasing the number of broker-dealers receiving orders increases the chances that those broker-dealers will trade in anticipation of the orders or seek to use information on FTPPG's trading to the detriment of FTPPG's clients), which could result in less advantageous execution prices for clients whose accounts FTPPG trades after making the same trade for other clients. Also, FTPPG believes that effecting model-change trades as block trades often may enable FTPPG to benefit all participating client accounts because more favorable securities prices may be obtained under certain circumstances by trading in larger volumes and because FTPPG may be able to take advantage of additional sources of liquidity that certain broker-dealers and trading venues can provide. In addition, block trading promotes the fair and equitable treatment of client accounts by ensuring that participating client accounts obtain the same execution price and achieve comparable investment performance.

FTPPG, in its discretion, may, but is not required to, aggregate the same order for the same security resulting from a model change for more than one investment model. Such multiple orders could come from the same Sub-Adviser or from multiple Sub-Advisers. The "same order for the same security" means that the orders are not limit orders or orders where the portfolio

managers have provided specific trade instructions. FTPPG's traders may place two orders with the same broker-dealer (which may or may not aggregate the orders) or place the orders with two different broker-dealers. To the extent that there are separate orders, they may be in competition with each other in the market.

FTPPG has been able to effect a significant percentage of block trades without causing client accounts to pay commissions, commission equivalents, markups or markdowns or spreads. However, client accounts participating in certain block trades will incur such charges when FTPPG determines, consistent with its obligation to seek best execution, that such charges are warranted in light of such factors as the size and complexity of the transaction, the nature of the security being traded, the broker-dealer's expertise and capabilities and instructions from the portfolio managers. To the extent that such charges are incurred on a particular block trade, they typically are reflected in the net security price paid or received by the client and are provided to the Sponsor Firms. Any such commissions, commission equivalents, markups or markdowns or spreads will be in addition to the asset-based fee, transaction-specific commissions and other fees and charges the client pays to the client's Sponsor Firm or Designated Broker. In the case of a fee arrangement under which a client pays its Sponsor Firm or Designated Broker transaction-specific commissions, the Sponsor Firm or Designated Broker may charge higher commissions on trades executed away from the Sponsor Firm or Designated Broker. In addition, a client's Sponsor Firm or Designated Broker may charge tradeaway, stepout, prime brokerage, clearing, settlement or similar processing charges and fees ("processing charges") on trades executed away from the Sponsor Firm or Designated Broker. Any such processing charges will be in addition to the asset-based fee or transaction-specific commissions the client pays to the client's Sponsor Firm or Designated Broker. FTPPG has no role in negotiating the commission schedules and processing charges that are agreed to by the client and the Sponsor Firm or Designated Broker and does not consider such commission schedules and processing charges in executing model-change trades as block trades through a single broker-dealer and in selecting broker-dealers to execute such transactions.

In an effort to monitor that the trading method it utilizes is consistent with its obligation to seek best execution for client transactions, FTPPG does a trade cost analysis on significant block trades. This trade cost analysis includes a review of the percentage of the daily volume each trade represents, a comparison of the execution price versus the arrival price (the price of the security at the time the order was initially implemented), and a comparison of the execution price versus the Volume Weighted Average Price ("VWAP") during the time the order is active. The trade cost analysis includes any implied commission paid (as this is reflected in the total security price or proceeds), and such information is retained with a record of the trade. In addition, FTPPG's Brokerage Committee provides oversight of FTPPG's trading activities in an effort to ensure that client transactions are being executed in a cost-effective manner consistent with FTPPG's policies and procedures. The Brokerage Committee meets quarterly. The Committee is provided with trade cost analyses for significant block trades, the average commissions or commission equivalents incurred by client accounts during the quarter and the percentage of trades that incurred such additional costs, as well as a list of the broker-dealers used by FTPPG and their share of volume.

To execute client account transactions in ADRs that, in FTPPG's judgment, have limited liquidity in U.S. markets, FTPPG may select broker-dealers that purchase the ADR issuer's underlying ordinary shares in non-U.S. markets and then package such shares into an ADR (in the case of an ADR purchase) or convert the ADR into underlying ordinary shares of the ADR issuer and then sell such shares in non-U.S. markets (in the case of an ADR sale). These transactions typically involve foreign exchange, ADR conversion and related costs and charges that are reflected in the net price paid or received by the client.

FTPPG expects to execute all or substantially all model-change equity trades as block trades, as described above. However, FTPPG reserves the ability to disaggregate model-change equity trades and follow a trade rotation approach among Sponsor Firms if it decides that a block trade approach is not practical or consistent with seeking best execution for a particular model-change trade, even though FTPPG has not had to implement a trade rotation to date with respect to any model change trade and anticipates that the instances in which it will do so in the future will be rare. If FTPPG makes a decision to do so, FTPPG will communicate trade orders and instructions to Sponsor Firms and Designated Brokers in a manner and sequence that FTPPG believes is fair and equitable to FTPPG's clients. In addition, FTPPG may decide not to include clients of a particular Sponsor Firm in a block trade due to factors such as a direction from the Sponsor Firm to place all trades for its clients' accounts with the Sponsor Firm or a Designated Broker without regard for best execution (see below) or temporary

operational issues at particular Sponsor Firms or Designated Brokers. In such cases, FTPPG will arrange for execution of the block and non-block trades in a manner that FTPPG believes is fair and equitable to FTPPG's clients (although all or some clients may receive a less advantageous price than if the trades had been aggregated and executed as a single block order).

In the cases where a particular Sub-Adviser investment strategy is included in a single FTPPG-Implemented Program, FTPPG reserves the ability to execute model-change equity trades for client accounts with the Sponsor Firm or Designated Broker, instead of with broker-dealers other than the Sponsor Firm or Designated Broker, if FTPPG determines that doing so would be consistent with seeking best execution.

Selection of Broker-Dealers by FTPPG to Execute Fixed Income Securities Transactions

To select broker-dealers for execution of fixed income securities transactions, FTPPG generally engages a selected pool of broker-dealer firms in bid/offer negotiations or uses Alternative Trading Systems, which enable FTPPG to see multiple bids or offers at the same time. FTPPG seeks best execution and considers any one or more of the following factors, based on the specific circumstances of the transaction: reliability of the broker-dealer; availability of capital commitment; price level; mark-up, mark-down or spread; quality of execution; promptness of execution; ability to execute the full size of the trade; nature and difficulty of the trade; confidentiality; and specialized expertise. Fixed income securities transactions are executed in most instances with broker-dealers other than a client's Sponsor Firm or Designated Broker due to regulatory considerations and Sponsor Firm requirements. In addition, a client's Sponsor Firm or Designated Broker may charge tradeaway, stepout, prime brokerage, clearing, settlement or similar processing charges and fees ("processing charges") on trades executed away from the Sponsor Firm or Designated Broker. Any such processing charges will be in addition to the asset-based fee or transaction-specific commissions the client pays to the client's Sponsor Firm or Designated Broker. FTPPG has no role in negotiating the processing charges that are agreed to by the client and the Sponsor Firm or Designated Broker and does not consider such processing charges in selecting broker-dealers to execute securities transactions.

Directed Brokerage

Although FTPPG generally is subject to the obligation to seek best execution, FTPPG in its sole discretion may accept a client or Sponsor Firm direction to use the client's Sponsor Firm or a Designated Broker to execute all or certain securities trades for the client's FTPPG-Implemented Program account without regard for whether best execution may be achieved. In the event FTPPG accepts such a direction:

(i) FTPPG will not negotiate the Sponsor Firm's or Designated Broker's trade execution services or compensation for such services on behalf of the client account,

(ii) FTPPG will not be in a position to, and will not, monitor for best price and execution of transactions Sponsor Firm or Designated Broker executes for the client account,

(iii) the account may forego benefits that FTPPG may be able to obtain for other client accounts that participate in FTPPG's block trades, as described above, and

(iv) the prices and execution quality achieved for the account may be less favorable, including more costly to the client account, than the prices and execution quality FTPPG achieves for other client accounts.

In addition, FTPPG's business relationship with the applicable Sponsor Firm or Designated Broker may give FTPPG an incentive to recommend that the client or Program Sponsor issue such a direction. A client or Sponsor Firm may terminate such a direction by notifying FTPPG in writing.

FTPPG Aggregation of Trade Orders and Trade Allocation.

As noted above, FTPPG generally seeks to aggregate equity trades that are driven by a change in a Sub-Adviser's investment model and that need to be simultaneously effected for many client accounts in FTPPG-Implemented Programs. FTPPG, in its discretion, may, but is not required to, aggregate the same order for the same security resulting from a model change for more than one investment model. Such multiple orders could come from the same Sub-Adviser or from multiple Sub-Advisers. The "same order for the same security" means that the orders are not limit orders or orders where the portfolio managers have provided specific trade instructions. FTPPG's traders may place two orders with the same broker-dealer (which may or may not aggregate the orders) or place the orders with two different broker-dealers. To the extent that there are separate orders, they may be in competition with each other in the market.

FTPPG generally allocates securities purchased or sold as part of an aggregated order to each participating account in an amount equal to its percentage of the aggregated order. Each participating account receives the average price for the transaction and shares any transaction costs pro rata based upon the account's level of participation in the aggregated order. If a client's Sponsor Firm or Designated Broker charges trade away processing, clearing or settlement charges for the trade, the client's account separately bears these charges.

In the case of a partially-filled aggregated order for an equity security, FTPPG allocates the securities purchased or sold among participating accounts according to one or more methods designed to ensure that the allocation is equitable and fair. These methods include pro rata allocation and random allocation. Under the pro rata method, FTPPG allocates all securities purchased or sold pro rata to all of the accounts included in the order based upon the amount of securities FTPPG intended to purchase or sell for each participating account. Under the random allocation method, FTPPG allocates the partially filled order to accounts included in the aggregated order on a random basis. FTPPG generally uses this method only after seeking direction or agreement from the Subadviser portfolio management team responsible for the underlying investment decision. The random allocation method is intended for situations in which the partial execution quantity is an amount that does not allow for a pro rata allocation of securities to all accounts or does not allow for a meaningful allocation of securities to all accounts. Where an aggregated order covers clients in multiple Sponsor Firm investment programs, FTPPG first allocates the securities to the investment programs participating in the order following one of the accepted trade allocation methods. FTPPG then allocates the securities to clients within each investment program following one of the accepted trade allocation methods.

If there is an open order being worked by FTPPG's trading desk and a new order in the same security is received by FTPPG's trading desk, FTPPG's trader, in his or her discretion, may (i) aggregate the new order with the earlier order, or (ii) treat the new order and the remainder of the earlier order as two separate orders and place the order or orders with a broker-dealer or broker-dealers that the trader believes will achieve best execution. To the extent that there are two orders, the orders may be in competition with each other in the market. In choosing between the foregoing methods, FTPPG's traders may consider such factors as the time the order was received, the amount of the order remaining and the liquidity of the security.

With respect to fixed income securities, client accounts are generally traded individually due to client-specific needs and requirements and due to the availability of the appropriate instrument that meets each client's specific needs and requirements.

FTPPG's Communication and Implementation of Sub-Adviser Model Changes.

As a general matter, FTPPG seeks to communicate trade orders and a Subadviser's investment instructions and recommendations for the same equity security to its own trading desk and to any Sponsor Firm or Designated Broker that is responsible for portfolio implementation, trade placement or trade execution at the same time. In certain cases, however, administrative requirements (e.g. formatting requirements) or implementation practices of a Sponsor Firm or Designated Broker (e.g. accepting instructions or recommendations only once daily or only during particular times of the day) may delay the communication of investment instructions or recommendations. Similarly, required portfolio implementation work may

delay FTPPG's communication of trade orders to a Sponsor Firm or Designated Broker for execution. Due to such potential delays, as well as any delays by a Sponsor Firm in acting upon investment instructions or recommendations it receives, FTPPG's trading desk may be able to place certain trade orders with broker-dealers for certain client accounts before FTPPG is able to place trade orders in the same security with a Designated Broker and/or such Sponsor Firm is able to place trade orders in the security for accounts it services. In such cases, accounts serviced by the Sponsor Firm or Designated Broker could be negatively impacted by such timing differences.

Trade orders placed by Sponsor Firms or Designated Broker trading desks (where FTPPG forwards Subadviser investment instructions or recommendations to such firms) in most cases will end up competing in the marketplace with orders placed by FTPPG's trading desk for FTPPG client accounts with respect to which FTPPG implements the Subadviser's investment instructions. This competition may negatively affect both FTPPG's clients and client accounts managed by Sponsor Firms. FTPPG undertakes to mitigate or offset the negative effect on execution quality from such competition by seeking to tightly control the timing of its executions, limiting orders based on daily trading volume and setting price targets.

B. Communication of Investment Instructions for Equity Investment Strategies to FTPPG by Subadvisers

ClearBridge

ClearBridge provides investment instructions to FTPPG in a manner it believes is fair and equitable in relation to non-FTPPG client accounts for which it provides investment advisory services when it is investing in the same security at the same time for both FTPPG client accounts and non-FTPPG client accounts. For ClearBridge equity investment management portfolios in FTPPG-Implemented Programs, FTPPG's trading desk places trades for FTPPG-Implemented Program client accounts based on investment instructions furnished by ClearBridge. For such portfolios in Discretionary Model Programs and Non-Discretionary Programs, a trading desk of the Sponsor Firm or such firm's designee places trades for execution. FTPPG has obtained assurances from ClearBridge that ClearBridge will communicate investment model changes to FTPPG in accordance with procedures designed to be fair and equitable to FTPPG's clients in relation to other clients of ClearBridge.

The trading desks of FTPPG and Sponsor Firms and their designees operate independently of ClearBridge's trading desk. ClearBridge uses this trading desk to execute trades for non-FTPPG clients, including mutual funds, other commingled vehicles and institutional separately managed accounts. Accordingly, trades executed by FTPPG, Sponsor Firm and designee trading desks are not aggregated with trades in the same security that the ClearBridge trading desk executes. ClearBridge seeks to treat all clients fairly and equitably by generally sending investment instructions to its trading desk and to FTPPG at the same time. Trade orders placed by FTPPG's trading desk and Sponsor Firm and designee trading desks (where FTPPG forwards ClearBridge investment instructions to such firms) in most cases will end up competing in the marketplace with orders placed by the ClearBridge trading desk for non-FTPPG clients. This competition may negatively affect all clients, but ClearBridge expects that, for securities with significant liquidity and trading volume, this liquidity and volume generally will offset all or a significant portion of any negative effect on price from such competition. In addition, for transactions in less liquid securities, ClearBridge may seek to reduce the negative effect of this competition by means such as the use of limit orders, specific price targets or suggest an over the day trading strategy.

Given the availability of these approaches to lessening the negative effects on price of competing trade orders, ClearBridge believes that simultaneously communicating investment instructions to FTPPG and to its own trading desk is, as a general rule, preferable to following a rotation process. Issues associated with a rotation process include detrimental market impact (i.e. earlier trades move market causing subsequent trades to receive inferior price), "signaling" concerns (i.e. broker-dealers anticipate additional trades in same security and use this information to the detriment of the manager's client), and timing differences that result in clients obtaining different execution prices and performance dispersion among accounts.

Although ClearBridge expects to send all or substantially all of its investment instructions applicable to FTPPG clients and its non-FTPPG clients to FTPPG and ClearBridge's own trading desk at the same time, it may instead follow a trade rotation approach if it decides the simultaneous communication approach is not practical or consistent with best execution. Any

such rotation will be conducted in a manner that is fair and equitable to all affected clients. Since the inception of FTPPG in 2007, ClearBridge has not had to implement a trade rotation between FTPPG and ClearBridge's own trading desk.

CINA

CINA participates in various types of managed account programs, which include FTPPG-Implemented Programs, Discretionary Model-Based Programs and Non-Discretionary Model-Based Programs. CINA does not engage in trading for SMA Client accounts. In the case of FTPPG-Implemented Programs, FTPPG implements investment instructions furnished by CINA in the form of model portfolios. In the case of Discretionary Model-Based Programs and Non- Discretionary Model-Based Programs, FTPPG disseminates the model portfolio to sponsors or their designees for implementation.

CINA has a trade communication process for retail managed account programs. A Global Infrastructure SMA Investment Committee has been established to update the model portfolio holdings, typically on a weekly basis. Once the model has been updated it will be disseminated to FTPPG in advance of the next U.S. market open. Depending on the program type, FTPPG will then implement the model portfolio or disseminate the model portfolio to managed account program sponsors or their designees in accordance with FTPPG's Trade Communication Policy, which is described in FTPPG's Brochure. Model portfolio clients may experience account performance that is different from the results obtained for accounts that are managed and traded by CINA outside of managed account programs due to the timing and implementation of CINA's model portfolio by a Sponsor, overlay manager or FTPPG.

At times some model constituents may be the same securities as those included in other ClearBridge Australia strategies, be it either the listed security in both strategies, or the locally listed security in another strategy and the relevant US listed ADR in the ClearBridge Global Infrastructure Income strategy.

Recommendations for a model portfolio provided to a Sponsor (or equivalent) may be contemporaneous to decisions made for ClearBridge Australia's discretionary clients and may include some of the same securities as noted above. There are instances where ClearBridge Australia may have already commenced trading on common constituents for clients under other strategies before the Managed Account Sponsor has received or had time to act on ClearBridge Australia's recommendations. Consequently, trades placed by the Sponsor for its clients may be subject to price movements resulting in the Sponsor's clients receiving prices that are less favorable than the prices obtained by ClearBridge Australia for its other clients. The inverse scenario is also possible where ClearBridge Australia's other clients may receive pricing that is less favorable than those of a Model Portfolio Sponsor.

CINA does not consider itself to have an advisory relationship with clients of the Sponsor of a non-discretionary model-based program and cannot determine the suitability of any such product for the end client. To the extent that this brochure is delivered to program clients with whom CINA has no advisory relationship, or under circumstances where it is not legally required to be delivered, it is provided for informational purposes only.

The Franklin Investment Advisers (FAV, FMA, FTILLC, FTIML, FTIC, TAML, TGAL and TICLLC)

The following disclosure applies to each of The Franklin Investment Advisers.

For SMA Programs with an FTPPG Implemented Adviser Equity Strategy, each Franklin Investment Adviser provides investment instructions to FTPPG in a manner each of them believes is fair and equitable in relation to non-FTPPG client accounts for which it provides investment advisory services when it is investing in the same security in a common strategy at the same time for both FTPPG client accounts and non-FTPPG client accounts. With respect to these programs, each Franklin Investment Adviser seeks to treat all clients fairly and equitably by generally sending investment instructions to its trading desk and to FTPPG at the same time.

Where the Franklin Investment Adviser and/or FTPPG provide non-discretionary investment services to a UMA program, such as model portfolios and periodic updates to models, and communicates related recommendations on a simultaneous

basis, the UMA Sponsor or its appointed overlay manager is responsible for determining trading activity and completing trades for client accounts. In certain cases, implementation practices of such parties (*e.g.,* accepting instructions or recommendations only once daily or only during particular times of the day) or other operational matters may delay the communication of investment instructions or recommendations. Similarly, required portfolio implementation work may delay communication of trade orders to a program's designated broker for execution. Due to such potential delays, trades by the UMA Sponsor or its appointed overlay manager could take place contemporaneously or after investment advisory decisions and/or trades are made for similarly situated accounts of the Franklin Investment Adviser and/or their affiliates. As a result, prices would vary among client accounts, and the first accounts to trade, including clients in SMA Programs, will, in some cases, receive more or less favorable prices than later-traded accounts.

CIML

CIML follows a trade communication process under which it generally communicates a model change trade to FTPPG at the same time that it communicates such model change trade to its institutional trading desk that is responsible for effecting trades on behalf of CIML's institutional or pooled fund clients. Following its receipt of a model change trade from CIML, FTPPG generally will communicate, during its normal business hours, such model change trade to FTPPG's trading desk and to program sponsors or their designees for implementation on behalf of managed account program clients at the same time in accordance with FTPPG's trade communication policy, which is described in item 12 of this brochure. However, due to differences in market hours and differences in the business hours of FTPPG and program sponsors or their designees relative to those of CIML, a model change trade may be implemented and effected by FTPPG on behalf of certain managed account program clients before, after or at the same time that such trade is implemented and effected by program sponsors or their designees on behalf of other managed account program clients or that that such trade is effected by CIML on behalf of its institutional or pooled fund clients, typically resulting in varying execution prices. Due to such timing differences and variation in execution prices, as well as certain other factors, the performance of an account in a managed account program may differ from the performance of other managed account program accounts and from the performance of CIML's institutional and pooled fund clients managed in accordance with the same CIML strategy.

Putnam

Putnam may participate in various types of SMA arrangements as subadviser to FTPPG, including FTPPG-Implemented Programs, Discretionary Model Programs, and Non-Discretionary Model Programs. Under FTPPG-Implemented Programs, Putnam forwards its investment instructions in the form of a model portfolio to FTPPG, which is obligated to implement such instructions with respect to client accounts, subject to any implementation protocols or rules agreed to by FTPPG and Putnam. Putnam has security selection discretion and FTPPG has trading discretion under these types of model delivery arrangements. Under Discretionary Model Programs, (FTPPG forwards Putnam's investment instructions in the form of a model portfolio to the SMA program sponsor or its designee, which entity is obligated to implement such instructions with respect to client accounts, subject to any implementation protocols or rules of such sponsor or designee. Putnam generally has security selection discretion, but not trading discretion, under these types of discretionary model delivery arrangements. Under Non-Discretionary Model Programs, FTPPG forwards Putnam's non-discretionary investment recommendations in the form of a model portfolio to the SMA program sponsor or its designee for implementation, subject to the discretion of such sponsor or designee. Putnam has neither security selection discretion nor trading discretion under these types of non-discretionary model delivery arrangements.

A model portfolio comprises recommended investments and weightings for such investments, subject to applicable investment restrictions and guidelines for the SMA. Model portfolio instructions or recommendations, as applicable, for SMA programs in which Putnam participates as subadviser to FTPPG may be provided for investment strategies that are offered or utilized through other Putnam client accounts. Not all investment strategies that are offered or utilized through other Putnam client accounts are available through SMA programs in which Putnam participates as subadviser to FTPPG.

As a general matter, Putnam's goal is to transmit model portfolio revisions for a particular Putnam investment strategy used in such an SMA program (referred to herein as "model change trades") to FTPPG at the same time Putnam transmits them to its own trading desk. In the case of trades that require multiple trading days for Putnam's own trading desk to complete

on behalf of other Putnam clients, Putnam may treat each day's activity as representing a partial model revision. As a result, Putnam may transmit the model portfolio revision to FTPPG over consecutive trading days in proportion to Putnam's completion of the order for other Putnam clients. Following its receipt of a model change trade from Putnam, FTPPG generally will implement such model change trade (in the case of FTPPG-Implemented Programs) or communicate such model change trade to SMA program sponsors or their designees for implementation on behalf of SMA program clients (in the case of Discretionary Model Programs and Non-Discretionary Model Programs) at the same time in accordance with FTPPG's trade communication policy, which is described in detail in this Item 12. In certain cases, however, administrative requirements (e.g. formatting requirements) or implementation practices of an SMA sponsor or its designee (e.g. accepting instructions or recommendations only once daily or only during particular times of the day) may delay the communication or implementation of investment instructions or recommendations. Similarly, required portfolio implementation work may delay FTPPG's communication of trade orders to an SMA sponsor or its designee. As a result, model change trades may be implemented and effected by FTPPG and/or SMA program sponsors or their designees on behalf of SMA program clients at different times, typically resulting in varying execution prices.

To the extent an investment strategy is used in an SMA program in which Putnam serves as a subadviser to FTPPG and in one or more Putnam client accounts that are structured as pooled investment vehicles (each, a "Comparable Putnam Pooled Vehicle" and collectively, the "Comparable Putnam Pooled Vehicles"), the manner in which such investment strategy is implemented for use in such SMA program may, for a variety of reasons, differ from how that same investment strategy is implemented by Putnam for use in connection with the relevant Comparable Putnam Pooled Vehicle. For example, the model portfolio supplied by Putnam for an SMA program in which Putnam participates as subadviser to FTPPG may not include non-U.S. traded securities that are held by the applicable Comparable Putnam Pooled Vehicle(s). Likewise, the model portfolio supplied by Putnam for such an SMA program may not include every security held by the relevant Comparable Putnam Pooled Vehicle in the event the SMA program is significantly smaller than such Comparable Putnam Pooled Vehicle in terms of net assets. In addition, Putnam undertakes "active risk" assessments comparing Putnam U.S. Small Cap Growth Equity and Putnam U.S. Small Cap Value Equity to Putnam Small Cap Growth Fund and Putnam Small Cap Value Fund, respectively, with the goal of seeking to achieve performance for the relevant SMA program that is comparable to that of such Comparable Putnam Pooled Vehicle while avoiding excessive model change trades for Putnam U.S. Small Cap Growth Equity and Putnam U.S. Small Cap Value Equity. Therefore, Putnam will only transmit updated investment instructions or recommendations for Putnam U.S. Small Cap Growth Equity and Putnam U.S. Small Cap Value Equity when Putnam deems there to have been a "model change" to such account.

Putnam monitors for model changes daily by comparing the "active risk" between Putnam U.S. Small Cap Value Equity and Putnam Small Cap Value Fund and by comparing the "active risk" between Putnam U.S. Small Cap Growth Equity and Putnam Small Cap Growth Fund. When the "active risk" for Putnam U.S. Small Cap Value Equity relative to Putnam Small Cap Value Fund or the "active risk" for Putnam U.S. Small Cap Growth Equity relative to Putnam Small Cap Growth Fund exceeds a threshold deemed by Putnam to be sufficient to justify a "model change", the model for Putnam U.S. Small Cap Growth Equity or Putnam U.S. Small Cap Value Equity, as applicable, will be adjusted to reduce "active risk." In situations in which Putnam has decided to implement a model change based upon the "active risk" threshold described above, Putnam will have transmitted trade orders on behalf of Putnam Small Cap Growth Fund or Putnam Small Cap Value Fund, as applicable and other substantially similar Putnam-advised accounts, prior to transmitting model changes for Putnam U.S. Small Cap Growth Equity or Putnam U.S. Small Cap Value Equity, respectively. Given that values of investments change with market conditions, this could cause an SMA program's return to be lower than if such trade orders for Putnam Small Cap Growth Fund or Putnam Small Cap Value Fund, as applicable, had been effected simultaneously with such model changes for Putnam U.S. Small Cap Growth Equity or Putnam U.S. Small Cap Value Equity, as applicable and other substantially similar Putnam-advised accounts.

When a portfolio security is added to Putnam Small Cap Growth Fund or Putnam Small Cap Value Fund, as applicable, or completely eliminated from Putnam Small Cap Growth Fund or Putnam Small Cap Value Fund, as applicable, Putnam's goal is to transmit the initial trade adding a new position to such Fund, or the last trade entirely deleting a position from such Fund, at the same time it transmits: (i) model changes for Putnam U.S. Small Cap Growth Equity or Putnam U.S. Small Cap Value Equity, as applicable, and (ii) trade orders, investment instructions, or investment recommendations for any other substantially similar Putnam-advised accounts. Putnam actively monitors the performance of Putnam U.S. Small Cap Growth

Equity or Putnam U.S. Small Cap Value Equity versus that of the corresponding fund to confirm that the above-stated goal of the "active risk" assessments is being achieved.

For the foregoing reasons, the performance of a particular SMA program in which Putnam serves as a subadviser to FTPPG that is managed in accordance with a particular Putnam investment strategy will likely differ from the performance of the Comparable Putnam Pooled Vehicles and other SMA programs that employ substantially similar Putnam investment strategies. In addition, Putnam cannot control the market impact of any transactions effected on behalf of an SMA program in which it serves as a subadviser to FTPPG because it does not have trading authority with respect to such SMA programs.

Separate from its subadvisory arrangements with FTPPG, Putnam provides model portfolios for negotiated fees to certain non-affiliated investment advisers or other financial service providers for use in connection with various personalized managed accounts, pooled investment vehicles, and/or other financial products. The non-affiliated investment advisers or other financial service providers retain investment discretion over their client accounts and can accept or reject Putnam's recommendations. Such non-affiliated investment advisers or other financial service providers are also responsible for effecting trades resulting from these recommendations. In addition, these firms may implement client portfolios by aggregating the model portfolios of multiple non-discretionary money managers, including Putnam, and adjusting the combined aggregated model in order to vary certain exposures, to adhere to any portfolio level investment restrictions and guidelines, and for transaction cost management. Putnam has no investment discretion over these accounts, has no authority to decide which securities to purchase and sell for the clients of such non-affiliated investment advisers or other financial service providers, and has no authority to effect trades on behalf of the clients of such non-affiliated investment advisers or other financial service providers.

Royce

Royce may participate in various types of SMA arrangements as subadviser to FTPPG, including FTPPG-Implemented Programs, Discretionary Model Programs, and Non-Discretionary Model Programs. Under FTPPG-Implemented Programs, Royce forwards its investment instructions in the form of a model portfolio to FTPPG, which entity is obligated to implement such instructions with respect to client accounts, subject to any implementation protocols or rules agreed to by FTPPG and Royce. Royce has security selection discretion and FTPPG has trading discretion under these types of model delivery arrangements. Under Discretionary Model Programs, Royce or its designee (FTPPG) forwards Royce's investment instructions in the form of a model portfolio to the SMA program sponsor or its designee, which entity is obligated to implement such instructions with respect to client accounts, subject to any implementation protocols or rules of such sponsor or designee. Royce generally has security selection discretion, but not trading discretion, under these types of discretionary model delivery arrangements. Under Non-Discretionary Model Programs, Royce or its designee (FTPPG) forwards Royce's non-discretionary investment recommendations in the form of a model portfolio to the SMA program sponsor or its designee for implementation, subject to the discretion of such sponsor or designee. Royce generally has neither security selection discretion nor trading discretion under these types of non-discretionary model delivery arrangements.

A model portfolio comprises recommended investments and weightings for such investments, subject to applicable investment restrictions and guidelines for the SMA. Model portfolio instructions or recommendations, as applicable, for SMA programs in which Royce participates as subadviser to FTPPG may be provided for investment strategies (*e.g.*, Royce Premier, Royce Small-Cap Total Return, Royce Smaller-Companies Growth, and Royce SMID-Cap Total Return) that are offered or utilized through other Royce client accounts that are structured as pooled investment vehicles (each, a Comparable Royce Pooled Vehicle" and collectively, the "Comparable Royce Pooled Vehicles"). The Comparable Royce Pooled Vehicles for these investment strategies are listed below.

Royce Investment Strategy	Comparable Royce Pooled Vehicle(s)
Royce Premier	Royce Premier Fund
Royce Small-Cap Total Return	Royce Small-Cap Total Return Fund Royce Small-Cap Total Return CIT
Royce Smaller-Companies Growth	Royce Smaller-Companies Growth Fund
Royce SMid-Cap Total Return	Royce SMid-Cap Total Return Fund

Model portfolio instructions or recommendations, as applicable, for SMA programs for which Royce serves as subadviser to FTPPG may also be provided for investment strategies that are not offered or utilized through other Royce client accounts (*e.g.,* Royce SMID Dividend Value and Royce Concentrated Value). Not all investment strategies that are offered or utilized through other Royce client accounts are available through SMA programs in which Royce participates as subadviser to FTPPG.

As a general matter, Royce's goal is to transmit model portfolio revisions for a particular Royce investment strategy used in such an SMA program (referred to herein as "model change trades") to FTPPG at the same time Royce transmits them directly to any SMA sponsors and other firms that are responsible for portfolio implementation, trade placement, and/or trade execution in connection with that investment strategy. Following its receipt of a model change trade from Royce, FTPPG generally will implement such model change trade (in the case of FTPPG-Implemented Programs) or communicate such model change trade to SMA program sponsors or their designees for implementation on behalf of SMA program clients (in the case of Discretionary Model Programs and Non-Discretionary Model Programs) at the same time in accordance with FTPPG's trade communication policy, which is described in detail in this Item 12. In certain cases, however, administrative requirements (e.g. formatting requirements) or implementation practices of an SMA sponsor or its designee (e.g. accepting instructions or recommendations only once daily or only during particular times of the day) may delay the communication or implementation of investment instructions or recommendations. Similarly, required portfolio implementation work may delay FTPPG's communication of trade orders to an SMA sponsor or its designee. As a result, model change trades may be implemented and effected by FTPPG and/or SMA program sponsors or their designees on behalf of SMA program clients at different times, typically resulting in varying execution prices.

To the extent an investment strategy is used in an SMA program in which Royce serves as a subadviser to FTPPG and in one or more Comparable Royce Pooled Vehicles, the manner in which such investment strategy is implemented for use in such SMA program may, for a variety of reasons, differ from the manner in which that same investment strategy is implemented by Royce for use in connection with the relevant Comparable Royce Pooled Vehicle. For example, the model portfolio supplied by Royce for an SMA program in which Royce participates as subadviser to FTPPG will not include any non-U.S. traded securities that are held by the applicable Comparable Royce Pooled Vehicle(s). This is true for Royce Premier which, unlike Royce Premier Fund does not hold non-U.S. traded securities. Likewise, the model portfolio supplied by Royce for such an SMA program may not include every security held by the relevant Comparable Royce Pooled Vehicle in the event the SMA program is significantly smaller than such Comparable Royce Pooled Vehicle in terms of net assets. In addition, Royce undertakes "active risk" assessments comparing the model portfolio for each investment strategy with the relevant Compared Royce Pooled Vehicle(s) (excluding non-U.S. traded securities) and with the goal of seeking to achieve performance for the relevant SMA program that is comparable to that of such Comparable Royce Pooled Vehicle while avoiding excessive model change trades for such investment strategies. Therefore, Royce will only transmit updated investment instructions or recommendations for an investment strategy when Royce deems there to have been a "model change" to such account. Royce monitors for model changes daily by comparing the "active risk" between each investment strategy and the relevant Compared Royce Vehicle(s) (excluding non-US traded securities). When the "active risk" for an investment strategy relative to the applicable Comparable Royce Pooled Vehicle(s) exceeds a threshold deemed by Royce to be sufficient to justify a "model change", the model for such investment strategy will be adjusted to reduce "active risk." In situations in which Royce has decided to implement a model change for a particular investment strategy based upon its determination the "active risk" threshold has been exceeded as described above, Royce will have transmitted trade orders on behalf of the relevant Comparable Royce Pooled Vehicle(s) prior to submitting transmitting model changes for such investment strategy, and prior to transmitting trade orders, investment instructions, or investment recommendations for any other substantially similar Royce-advised accounts. Given that values of investments change with market conditions, this could cause an SMA program's return to be lower than if such trade orders for relevant Comparable

Royce Pooled Vehicles had been effected simultaneously with the implementation of the model change for such investment strategy. In addition, when a new portfolio security is added to a Comparable Royce Pooled Vehicle, or an existing portfolio security is completely eliminated from a Comparable Royce Pooled Vehicle, Royce's goal is to transmit the initial trade adding a new position to such Comparable Royce Pooled Vehicle, or the last trade entirely removing an existing position from such Comparable Royce Pooled Vehicle, at the same time it transmits: (i) model changes for the applicable investment strategy and (ii) trade orders, investment instructions, or investment recommendations for any other substantially similar Royce-advised accounts. Royce actively monitors the performance of each investment strategy versus that of the Comparable Royce Pooled Vehicle(s) to confirm that the above-stated goal of the "active risk" assessments is being achieved.

For the foregoing reasons, the performance of a particular SMA program in which Royce serves as a subadviser to FTPPG that is managed in accordance with a particular Royce investment strategy will likely differ from the performance of the relevant Comparable Royce Pooled Vehicle(s) and other SMA programs that employ substantially similar Royce investment strategies. In addition, Royce cannot control the market impact of any transactions effected on behalf of an SMA program in which it serves as a subadviser to FTPPG because it does not have trading authority or discretion with respect to such SMA programs.

Separate from its subadvisory arrangements with FTPPG, Royce provides model portfolios for negotiated fees to certain investment advisers or other financial service providers for use in connection with various personalized managed accounts, pooled investment vehicles, and/or other financial products. These investment advisers or other financial service providers retain investment discretion over their client accounts and can accept or reject Royce's recommendations. Such investment advisers or other financial service providers are also responsible for effecting trades resulting from these recommendations. In addition, certain of these firms may implement client portfolios by aggregating the model portfolios of multiple non-discretionary money managers, including Royce, and adjusting the combined aggregated model in order to vary certain exposures, to adhere to any portfolio level investment restrictions and guidelines, and for transaction cost management. Royce has no investment discretion over these accounts, has no authority to decide which securities to purchase and sell for the clients of such investment advisers or other financial service providers, and has no authority to effect trades on behalf of the clients of such investment advisers or other financial service providers.

Three Royce investment strategies (i.e., Royce Small-Cap Quality Value, Royce Small-Cap Opportunistic Value and Royce International Premier) are used in connection with these non-discretionary model portfolio delivery arrangements. The Royce Small-Cap Quality Value investment strategy is used in connection with several Royce-advised pooled investment vehicles, including Royce Small-Cap Total Return Fund and Royce Small-Cap Total Return CIT. The Royce Small-Cap Opportunistic Value investment strategy is used in connection with several Royce-advised pooled investment vehicles, including Royce Small-Cap Opportunity Fund and Royce Small-Cap Opportunity CIT. The Royce International Premier investment strategy is used in connection several Royce-advised pooled investment vehicles, including Royce International Premier Fund. Model Portfolios for these investment strategies are generally transmitted to the relevant investment adviser or other financial services firm once per business day and may be transmitted at some other frequency in accordance with the then-current arrangements in place between Royce and such firms. The transmission of such model portfolios is not in any respect subject to the Royce trade communication policies described in this Item 12.

C. Western Asset

Western Asset Selection of Broker-Dealers to Execute Fixed Income Securities Transactions.

Western Asset maintains an approved broker list, which is designed to limit trading only to those broker-dealers Western Asset believes demonstrate strength in the asset classes in which they operate, have knowledgeable sales coverage, provide quality research, and show a willingness to commit capital and maintain financial stability. Western Asset may only select broker-dealers on this list to execute securities transactions for client accounts. Exceptions to this policy are permitted once approval from senior investment management and compliance personnel has been obtained. Additional scrutiny and monitoring is conducted for those broker-dealers with whom trades involving direct counterparty risk (i.e., risk beyond

settlement risk) may be executed. Fixed income securities transactions are executed in most instances with broker-dealers other than a client's Sponsor Firm or Designated Broker due to regulatory considerations and Sponsor Firm requirements.

Western Asset seeks to obtain best execution of its clients' trades through monitoring and effectively controlling the quality of trade decisions. Because the circumstantial and judgmental aspects involved in obtaining best execution with respect to a particular trade are not always quantifiable, Western Asset does not define a single measurement basis for best execution on a trade-by-trade basis. Instead, Western Asset focuses on addressing potential conflicts of interest, aligning incentives and doing reasonable oversight to identify fact patterns that may raise concerns that trades are being made on grounds other than the merits.

In addition, when selecting a broker-dealer to execute trades, the Western Asset personnel making trades on behalf of clients are obliged to consider the full range and quality of a broker-dealer's services, which may include execution capability, commission rate, spreads, price, financial responsibility and responsiveness. Western Asset is not obligated to merely get the lowest price or commission, but rather should determine whether the transaction represents the best qualitative execution for the account. Broker-dealers typically do not charge commissions on fixed income securities transactions. New issues are the only meaningful exception to this general rule, and they have a set commission rate that is the same for all executing broker-dealers. Secondary issues, by far the largest proportion of fixed income securities transaction volume, trade at net prices with no commissions charged. In addition, a client's Sponsor Firm or Designated Broker may charge tradeaway, stepout, prime brokerage, clearing, settlement or similar processing charges and fees ("processing charges") on trades executed away from the Sponsor Firm or Designated Broker. Any such processing charges will be in addition to the asset-based fee or transaction-specific commissions the client pays to the client's Sponsor Firm or Designated Broker. Western Asset has no role in negotiating the processing charges that are agreed to by the client and the Sponsor Firm or Designated Broker and does not consider such processing charges in selecting broker-dealers to execute securities transactions.

Western Asset may receive research or other services (both solicited and unsolicited) from broker-dealers in the ordinary course of trading on behalf of client accounts. These items are not received pursuant to arrangements or agreements to exchange brokerage activity for services or benefits and are not considered to be obtained using "soft dollars." Western Asset is not obliged to direct brokerage in order to receive such information. However, as a result, Western Asset may have an incentive to select or recommend a broker-dealer based on its interest in receiving the research or other products or services that the broker-dealer provides to Western Asset in the ordinary course of trading for client accounts rather than its clients' interest in receiving the most favorable execution.

Western Asset does not maintain directed brokerage arrangements on its own initiative and generally recommends against them in light of the unique features of the fixed-income market and the potential impact on Western Asset's trading decisions. However, clients may request that Western Asset direct the client's brokerage to a particular broker-dealer. A directed brokerage arrangement involves a client directive obligating Western Asset to utilize a particular broker or brokers without regard to best execution. Directed brokerage arrangements reflect client preferences, goals or instructions and are not subject to Western Asset's obligation to seek best execution. Western Asset's ability to obtain best execution for the client may be hindered by the directed brokerage relationship and the client may forego any benefit from savings on execution costs that Western Asset could obtain for its other clients through negotiating for volume discounts with broker-dealers. Accounts with directed brokerage instructions may be excluded from block trades and their directed orders will generally be executed following completion of any non-directed trades.

Western Asset Aggregation of Trade Orders and Trade Allocation.

The Western Asset Investment Management Department responsible for managing a client's account generally will aggregate trade orders for the client's account with one or more accounts of other clients the team services if it determines that the trade is appropriate for such accounts and aggregation is practical and consistent with client requirements and the

pursuit of best execution. In the case of an aggregated trade order, Western Asset will allocate the securities purchased or sold among participating accounts in accordance with the allocation policies and procedures described below. If the investment team does not aggregate in such a situation and instead has the trades executed separately, the prices and execution quality achieved for all or some of the client accounts for which the trade is appropriate may be less favorable, including more costly to the accounts, than if the team had aggregated the trades.

To seek fair and equitable treatment across Sponsor Firm program accounts, Western Asset considers not only the manner in which it allocates trades to accounts but also the sequence in which it delivers trade orders (in the case of FTPPG-Implemented Programs) and investment instructions and recommendations (in the case of Discretionary Model Programs and Non-Discretionary Model Programs) for the same security to market intermediaries and Program Sponsors or their designees. The delivery of certain orders, instructions and recommendations to a large number of market intermediaries and Program Sponsors or their designees at the same time could adversely impact the market price of a security, especially for less liquid securities. As a potential alternative to Western Asset's standard practice of placing trade orders and communicating investment instructions and recommendations with respect to the same security at approximately the same time, Western Asset may implement a program of trade rotation among Sponsor Firms to prevent any single program's accounts from consistently being traded first or last within the rotation. Western Asset's use of such a rotation approach normally will be on an asset weighting basis with Sponsor Firm programs with more managed assets having a larger pro rata weighting in the rotation. As a result, clients in smaller programs may not receive overall as good execution as clients in larger programs. If a program of trade rotation is implemented with respect to a particular trade, Western Asset typically will include Sponsor Firm relationships in which Western Asset handles implementation and trading for program accounts as well as Sponsor Firm relationships in which Western Asset communicates investment instructions or recommendations to the Sponsor Firm or its designee for implementation and trading (i.e., Discretionary Model Programs and Non-Discretionary Model Programs) within such trade rotation program.

Western Asset completes the allocation of securities purchased or sold in an aggregated order among participating clients no later than the end of the day on which the transaction is completed. In addition, in order to ensure that no client participating in an aggregated order is favored over any other, Western Asset gives each client participating in an aggregated order the average share price for the transaction. Each client shares transaction costs on a pro-rata basis based upon the client's level of participation in the aggregated order.

If the aggregated order is partially filled, each client participating in the transaction receives a pro-rated portion of the securities based upon the client's level of participation in the aggregated order. However, Western Asset may subject its pro-ration of partially-filled aggregated trade orders to individual client factors such as: investment goals and guidelines, available cash, liquidity requirements, odd lot positions, minimum allocations, existing portfolio holdings compared to the target weightings and regulatory restrictions.

Western Asset then weighs allocations by portfolio market value, making adjustments as needed so that final allocations are in round lots. Western Asset periodically reviews all its client accounts to identify situations where a potential conflict of interest may exist. This may include accounts where Western Asset has a proprietary interest or accounts where the investment strategy may conflict with other Western Asset clients. Western Asset follows specific trade allocation procedures to avoid the conflicts inherent in these situations.

Prior to the settlement of a trade, Western Asset may revise its allocation of the trade provided the allocation is suitable, fair and equitable. Documentation of the suitability of the allocation should be maintained and reviewed by senior management.

Western Asset Communication of Trade Orders and Investment Instructions and Recommendations.

Western Asset seeks to communicate trade orders (in the case of FTPPG-Implemented Programs) and investment instructions and recommendations (in the case of Discretionary Model Programs and Non-Discretionary Model Programs) to market intermediaries and Program Sponsors or their designees in a manner that is fair and equitable to Sponsor Firm

program accounts in relation to each other and to other clients of Western Asset. Sponsor Firm programs can raise trade communication conflicts issues if the Sponsor Firm or its designee, and not Western Asset, handles all or a portion of the trading for program accounts. To seek fair and equitable treatment across Sponsor Firm program accounts, Western Asset considers not only the manner in which it allocates trades to accounts but also the sequence in which it delivers trade orders and investment instructions and recommendations for the same security to market intermediaries and Program Sponsors or their designees. The delivery of certain orders, instructions and recommendations to a large number of market intermediaries and Program Sponsors or their designees at the same time could adversely impact the market price of a security, especially for less liquid securities. As a potential alternative to Western Asset's standard practice of communicating trade orders, instructions and recommendations with respect to the same security at approximately the same time, Western Asset may implement a program of trade rotation among Sponsor Firms to prevent any single program's accounts from consistently being traded first or last within the rotation. Western Asset's use of such a rotation approach normally will be on an asset weighting basis with investment programs with more managed assets having a larger pro rata weighting in the rotation. As a result, accounts in smaller programs may not receive overall as good execution as account in larger programs. If a program of trade rotation is implemented with respect to a particular trade, Western Asset typically will include Sponsor Firm relationships in which Western Assets handles implementation and trading for program accounts as well as Sponsor Firm relationships in which Western Asset communicates investment instructions or recommendations to the Sponsor Firm or its designee for implementation and trading (i.e., Discretionary Model Programs and Non-Discretionary Model Programs) within such trade rotation program.

D. FAV

FAV Selection of Broker-Dealers to Execute Fixed Income Securities Transactions

FAV has adopted policies and procedures that address best execution with respect to fixed income investments and provide guidance on brokerage allocation. The policies and procedures are reasonably designed to ensure (i) that execution services meet the quality standards established by FAV's trading teams and are consistent with established policies, (ii) the broadest flexibility in selecting which broker-dealers can provide best execution, (iii) evaluation of the execution capabilities of, and the quality of execution services received from, broker-dealers effecting portfolio transactions for FAV's clients, and (iv) the identification and resolution of potential conflicts of interest.

The policies and procedures for fixed income transactions outline the criteria that the trading team uses to determine which broker-dealer(s) have provided the highest quality execution services over a particular time period. These include a periodic review of fixed income allocations, the rationale for selecting certain broker-dealers, and a review of historical broker-dealer transactions to test application of FAV's best execution procedures.

The policies and procedures for fixed income transactions reflect general fiduciary principles, and also address the special considerations for executing transactions in fixed income securities. Since trading fixed income securities is fundamentally different from trading in equity securities in that FAV has generally deal directly with market makers, FAV considers different factors when assessing best execution. In these transactions, FAV typically effects trades on a net basis, and do not pay the market maker any commission, commission equivalent or markup/markdown other than the spread.

FAV's traders for fixed income investments are responsible for determining which qualified broker-dealers will provide best execution, taking into account the best combination of price and intermediary value given the client's strategies and objectives. Multiple factors are considered in selecting a dealer to execute a trade in a fixed income security.

Additional Considerations for SMA Program Brokerage Transactions

FAV has been engaged to provide discretionary and non-discretionary sub-advisory investment management services to FTPPG through SMA Programs. Generally, the all-inclusive wrap fee charged to clients by the Sponsor of the SMA Program (usually a broker-dealer, bank or other financial institution) covers execution charges only when transactions are executed through the Sponsor. With respect to transactions with broker-dealers other than the Sponsor, clients will also be responsible for any and all commissions, commission equivalents, markup/markdown charges, and fees charged by the executing broker-dealer, as well as any trade away fees charged by the Sponsor, in addition to the SMA Program wrap fee. Commissions, commission equivalents, markup/markdown charges, and other fees charged by an executing broker-dealer other than the Sponsor are typically reflected in the total net price for the SMA trade (as opposed to broken out separately for non-SMA orders) to provide a means to compensate the broker-dealer for its services in executing the trade. In this circumstance, these other fees are not separately identified on the trade confirmations the client or the Sponsor receives.

Where FAV has responsibility to execute trades, Franklin Templeton trading personnel consider these SMA arrangements when attempting to secure the best combination of price and intermediary value given the strategies and objectives of the client. This process can be highly subjective because of the inherent difficulties in measuring and assessing execution quality and best execution, especially in SMA Programs. As a result, FAV has, in certain circumstances, only been able to assess patterns of execution quality by evaluating the trading process and trade data over a period of time, rather than on a trade-by-trade basis, which could lead to disparities between execution price and/or quality relative to other accounts managed by FAV or its affiliates.

Aggregation and Allocation of Trades

From time to time, FAV may determine that it will be desirable to acquire or dispose of the same securities for more than one client account at the same time. In making allocations of fixed income and other limited investment opportunities, FAV must address specific considerations. For example, FAV may not be able to acquire the same security at the same time for more than one account, may not be able to acquire the amount of the security to meet the desired allocation amounts for each account, or, alternatively, in order to meet the desired allocation amount for each account, FAV may be required to pay a higher price or obtain a lower yield for the security. As a result, FAV has taken into consideration one or more factors in making such allocations as part of its standard methodology, including, but not limited to:

- Investment objectives
- Relative cash position of Franklin Adviser Accounts
- Client tax status
- Regulatory restrictions
- "Round Lot" limitations when placing orders
- Emphasis or focus of particular Franklin Adviser Accounts
- Risk position of the Franklin Adviser Accounts
- Specific overriding client instructions
- Existing portfolio composition and applicable industry, sector, or capitalization weightings
- Client sensitivity to turnover
- Stage in the life cycle of the investment opportunity
- Structure of the investment opportunity

While pro rata allocation by order size is the most common form of allocation in non-SMA accounts, to help ensure that FAV's clients have fair access to trading opportunities over time, certain trades will be placed by an alternative standard allocation or an objective methodology other than the standard methodology. Other objective methodologies are permissible provided they are employed with general consistency, operate fairly and are properly documented. In situations where orders cannot be aggregated, greater transaction costs may result, and prices may vary among Franklin Adviser Accounts. See "Client-Directed Brokerage Transactions" below. In addition, certain non-U.S. markets require trades to be executed on an account-by-account basis. As portfolio transactions in such markets cannot be block traded, prices may vary among Franklin Adviser Accounts.

Additional Considerations for SMA Program Brokerage Transactions

With respect to fixed income strategies managed by FAV, more typically in municipal bond strategies, the relevant trading personnel will, in certain circumstances, determine that best execution under the circumstances favors placing trades through broker-dealers other than the Sponsor, despite the wrap fee only covering execution charges through the Sponsor. In this case, orders for trades executed through broker-dealers other than the Sponsor may be aggregated or blocked for execution in accordance with established procedures. Pro-rata allocations are generally not used for separate accounts due to liquidity and appropriate lot size considerations. Generally, for each Franklin Adviser Account, such aggregated transactions are and according to methodologies that take into account, among other possible factors, the date upon which the Franklin Adviser Account was determined to need investment action, liquidity and/or appropriate lot size. In addition, FAV may be barred from allocating bonds to a client of the broker-dealer from which the securities were purchased. Many Sponsor firms prohibit allocations of these purchases, if the Sponsor firm is acting as a principal in the transaction. However, as discussed above, in such cases clients are generally responsible for, in addition to the SMA Program wrap fee charged to clients by the Sponsor, any and all commissions, commission equivalents, markup/markdown charges, trade away fees and other fees on such trades, whether broken out separately or reflected in the total net price for the trade.

With respect to a specified multi-asset class balanced strategy, where FAV has responsibility to execute equity trades for an SMA Program where FAV acts as a subadviser to FTPPG, typically for client-specific maintenance trades, FAV will in almost

all instances place trades through the SMA Sponsor. For equity securities transactions that are driven by a change in FAV's investment model and that need to be simultaneously affected for many clients (i.e., model-change trades), FAV will send such securities transactions to FTPPG for execution. Further information about FTPPG's trading and other brokerage practices can be found in this Item 12.

Where SMA Program transactions are executed through the Sponsor, more typically in taxable or other non-municipal fixed income strategies, such transactions will not be aggregated for execution purposes with orders for the same securities for other accounts managed by FAV or its affiliates through other broker-dealers. As discussed above, this method will typically be used where trading personnel determine that it is likely to produce the best execution under the circumstances for the broadest segment of clients, typically measured by assets and/or number of accounts. In these circumstances, it is possible that transactions executed through the Sponsor will be subject to price movements (particularly for large orders or orders in more thinly traded securities) that can result in clients receiving a price that is less (or more) favorable than the price obtained for orders placed without regard to the SMA arrangements or restrictions.

Communication of Trade Instructions and Recommendations

With respect to SMA Programs employing a taxable or other non-municipal fixed income strategy, trades will typically be placed according to an alternating sequence or rotation system (e.g., sequential or random determination of order placement/order execution on the order date) due to the nature of the type of securities involved. This rotation system is intended to provide all clients with fair and equitable access to trading opportunities over time. Notwithstanding the foregoing, under certain circumstances, departures from the rotation system will occur due to one or more specified factors. Moreover, the ability to seek best execution in certain investment strategies (e.g., fixed-income bond strategies) may not be reasonably compatible with the rotation system. In these circumstances, FAV may seek to aggregate trades among applicable accounts in accordance with its procedures, taking into account relevant considerations. Departures from the rotation system, however, could result in the accounts departing from the rotation receiving prices that are more or less favorable than if the rotation was followed.

Brokerage for Client Referrals

If consistent with its duty to seek best execution, FAV, from time to time, uses broker-dealers that refer account clients to FAV or an affiliate. To the extent that these referrals result in an increase in assets under management, FAV or its affiliates will likely benefit. Therefore, a potential conflict exists that FAV could have an incentive to select or recommend a broker-dealer based on its interest in receiving client referrals rather than obtaining best execution on behalf of its clients.

In order to manage this potential conflict of interest, FAV does not enter into agreements with, or make commitments to, any broker-dealer that would bind FAV to compensate that broker-dealer through increased brokerage transactions for client referrals or sales efforts; nor will FAV use step-out transactions or similar arrangements to compensate selling brokers for their sales efforts.

Client-Directed Brokerage Transactions

FAV does not routinely recommend, request or require that a client direct trading orders to any specific broker-dealer. However, FAV has, in certain circumstances, accommodated special requests from a client directing FAV to use a particular broker-dealer to execute portfolio transactions for its Franklin Adviser Account. This may include the use of expense reimbursement and commission recapture arrangements, where certain broker-dealers rebate a portion of a Franklin Adviser Account's brokerage commissions (or spreads on fixed income or principal trades) directly to the Franklin Adviser Account or apply the amount against a Franklin Adviser Account's expenses. Clients may also ask FAV to seek reduced brokerage commissions with some or all broker-dealers used to execute its trades.

Specific client instructions on the use of a particular broker-dealer limit FAV's discretionary authority, and FAV may not be in a position to freely negotiate commission rates or spreads or select broker-dealers on the basis of best price and

execution. In addition, transactions for a client that directs brokerage may not be combined or blocked with orders for the same securities for other accounts managed by FAV. These trades will generally be placed at the end of block trading activity for a particular security and executed after discretionary trades. Accordingly, client-directed transactions are vulnerable to price movements, particularly in volatile markets, that may result in the client receiving a price that is less favorable than the price obtained for the block order. Under these circumstances, the client may be subject to higher commissions, greater spreads, or less favorable net prices than might be the case if FAV had the authority to negotiate commission rates or spreads, or to select broker-dealers based solely on best execution considerations. Therefore, where a client directs FAV to use a particular broker-dealer to execute trades or imposes limits on the terms under which FAV may engage a particular broker-dealer, FAV will not, in certain circumstances, be able to obtain best execution for such client-directed trades.

E. OSAM

As a registered investment adviser, OSAM has a best execution responsibility. Best execution is defined by many factors including cost of execution (including commission and/or execution efficiency), ease of execution and settlement and overall relationship. However, it is presently expected that the majority of engagements in which the OSAM strategies are incorporated with Subadviser strategies will be subject to arrangements such as those described in the *Brokerage Arrangements* section, below, and in those cases OSAM will not be able to ensure best execution because it's ability to choose the execution venue is limited.

Soft Dollars

OSAM does not have any formal or informal soft-dollar arrangements and does not receive any soft-dollar benefits.

Brokerage for Client Referrals

OSAM does not consider when selecting or recommending broker-dealers, whether OSAM or a related person receives client referrals from a broker-dealer or third party.

Brokerage Arrangements

A custodian may require that the option trading be directed to their affiliated Broker Dealer or alternatively may not accept CMTA option delivery for transactions traded away to be settled with them (CMTA, or a Clearing Member Trading Agreement, is an agreement between different brokers to allow and settle trades from all involved brokers through one single broker). In such cases, the terms of the financial agreement between the Client and their Custodian including, but not limited to, the levels of commission rates, fees, interest rates and other miscellaneous fees may be less favorable than those offered to other clients of OSAM , other clients of the custodian and those offered and/or available by broker-dealers other than the custodian; and OSAM will not be able to seek best execution on behalf of the Client's account as brokers other than the custodian may offer more favorable terms.

OSAM's proprietary trading system aggregates orders for the same security and same execution channel for block trading. Upon execution of block trades, OSAM employs a pro-rata allocation methodology randomizing the order of all accounts within the block for each execution. Orders are generally expected to be routed electronically to executing brokers or sponsor firms at approximately the same time.

The situation may exist that multiple blocks of the same security are staged at the same time for execution and not all of the brokers or sponsor firms represented in the specific blocks participate in electronic order transmissions. OSAM makes an effort to, and typically does, automate and integrate into our proprietary system order transmission to those brokers or sponsors requiring an alternative form of communication (system uploads data files to proprietary websites, system generates data files and generates emails to transmit orders, etc.). These transmissions occur at approximately the same time electronic orders are transmitted.

While currently not the case and not expected to occur, were we unable to automate order transmission with a broker or sponsor firm, in an effort to be fair and equitable OSAM would implement an order transmission rotation among the brokers and sponsor firms participating in electronic connectivity and those requiring an alternative, manual form of communication (phone orders, fax, etc.). The objective of the order transmission rotation would be to prevent any single execution channel's accounts from consistently being traded first or last within the rotation.

Brokerage

In accordance with Section 28(e) of the Securities Exchange Act of 1934, as amended, OSAM may negotiate with and assign to a broker a commission which may exceed the commission which another broker would have charged for effecting the transaction if OSAM determines in good faith that the amount of commission charged was reasonable in relation to the value of brokerage services (as defined in Section 28(e)) provided by such broker, viewed in terms either of the client's account or OSAM's overall responsibilities to OSAM's discretionary accounts.

To the extent consistent with applicable law, OSAM may aggregate or "bunch" orders for the sale or purchase of portfolio securities in a client's account with other accounts managed by OSAM. With respect to the allocation of trades, OSAM shall not favor any account over any other and purchase or sale orders executed contemporaneously shall be allocated in a manner OSAM deems equitable among the accounts involved. In some cases, prevailing trading activity may cause OSAM to receive various execution prices on the entire volume of any security sold for the accounts of its clients. In such cases, OSAM may, but shall not be obligated to, average the various prices and charge or credit a client's account with the average price, even though the effect of this aggregation of price may sometimes work to the disadvantage of a client's account.

OSAM will not effect or place an order for any transaction for a client which OSAM believes would violate any applicable state or federal law, rule, or regulation, or of the regulations of any regulatory or self-regulatory body to which OSAM or any of its affiliates is subject to at the time of the proposed transaction.

F. Error Policies

Each of FTPPG, Western Asset, FAV, and OSAM maintains an Error Policy aimed at ensuring the prompt detection, reporting and correction of errors affecting the accounts of FTPPG clients for which they have portfolio implementation and trade placement responsibility. Under the policies, the correction method used for an error must put the client in the same position the client would have been in had the error not occurred (i.e., the client must be made whole for any error-related losses and costs suffered). If an error involves multiple security positions, FTPPG, FAV, Western Asset, or OSAM, as applicable, may calculate the net loss caused by the error (if any) by aggregating such positions (for a client account) and offsetting any gains that resulted from the error against the gross losses that resulted from the error.

Each of FTPPG and its Subadvisers also maintains an error policy aimed at ensuring the prompt detection, reporting and corrections of errors relating to failures to communicate, undue delays in communicating or errors in communicating a Subadviser model change to another firm that has portfolio implementation responsibility for client accounts.

FTPPG and the Subadvisers, like other investment managers and investment advisers, have a conflict of interest in connection with the identification and resolution of trade errors, operational errors and other errors. Specifically, each of FTPPG and the Subadvisers, as a party who may bear some or all of the financial responsibility to correct an error, has an incentive to determine that an error did not occur or, if one has occurred, to resolve it in a manner that minimizes the financial impact on it. However, each of FTPPG and the Subadvisers endeavors to make determinations concerning errors in good faith and in accordance with applicable legal standards. In addition, such determinations typically are made in consultation with appropriate compliance personnel.

FTPPG's and the Subadvisers' Error Policies generally apply only to the extent that FTPPG or a Subadviser, as applicable, has control of resolving errors for client accounts. For many investment programs, the Sponsor Firm may have control over the resolution of errors of participating investment managers.

Item 13
REVIEW OF ACCOUNTS

FTPPG and the Subadvisers review client accounts in FTPPG-Implemented Programs as described below. Also, Sections B through G below describe how the Subadvisers review the investment strategies they provide for client accounts. FTPPG and the Subadvisers do not have implementation responsibility in Discretionary Model Programs and Non-Discretionary Model Programs and therefore generally do not review client accounts in these Programs.

Sponsor Firms typically prepare and send regular account statements to clients in Sponsor Firm investment programs. FTPPG and the Subadvisers typically do not send regular account reports to such clients, but may agree to provide certain account information to one or more Custom Portfolios/Private Client Management clients upon request.

A. FTPPG

FTPPG maintains an Implementation Team consisting of Portfolio Associates. The Implementation Team's responsibilities include implementing Subadviser investment instructions for client accounts in FTPPG-Implemented Programs. The Implementation Team uses a portfolio modeling application to review client accounts in such programs each business day against certain parameters designed to detect client account investments that may be significantly at variance from the selected investment management portfolios. The Implementation Team also uses this application to review client accounts in connection with FTPPG's implementation of Subadviser-instructed trading activity (e.g., purchase or sale instructions) and FTPPG's accommodation of client-directed activity (e.g., account withdrawals and contributions).

Client or Sponsor Firm inquiries may cause FTPPG to conduct additional reviews of client accounts in FTPPG-Implemented Programs.

B. ClearBridge

The ClearBridge portfolio management teams responsible for providing investment management portfolios for client accounts review the portfolios they provide on an ongoing basis as part of their investment management process. This process is grounded in fundamental research and involves close monitoring of all securities that ClearBridge includes in these portfolios, as well as review of prospective investments by ClearBridge's portfolio management teams and research team. In evaluating the portfolios, ClearBridge's portfolio management teams may utilize attribution and sector allocation analysis, and may also review other pertinent investment and portfolio construction characteristics.

ClearBridge's Investment Risk Management group and ClearBridge's Risk Management Committee meet on a quarterly basis to review investment strategies, including the investment strategies represented by the ClearBridge investment management portfolios described in Item 8 of this brochure. These strategy reviews focus on identifying and managing investment risk by evaluating risk factors associated with each strategy. The Risk Management Committee consists of ClearBridge's Chief Executive Officer, Chief Investment Officer, Chief Investment Officer Emeritus and the Head of Investment Risk Management and the Global Head of Compliance and Enterprise Risk.

In addition, on a daily basis, ClearBridge portfolio managers review Custom Portfolios/Private Client Management accounts they manage and any other FTPPG client accounts for which ClearBridge has implementation responsibility. These reviews generally focus on accounts' performance relative to applicable benchmarks and the continued investment appropriateness of the account's composition, in light of factors such as the investment management portfolio selected and market conditions.

C. CIML

The CIML portfolio management team responsible for providing model portfolios for managed account programs review the portfolios it provides on an ongoing basis as part of their investment management process. This process is grounded in fundamental research and involves close monitoring of all securities that CIML includes in these portfolios.

D. CINA

On a daily basis, CINA portfolio managers review client accounts and approve the securities trades they initiate for client accounts. These reviews generally focus on accounts' performance relative to applicable benchmarks and the continued investment appropriateness of the account's composition, in light of factors such as the strategy selected and market conditions. Portfolio managers also utilize performance attribution analysis to help understand the sources of alpha (i.e., sector and stock selection components) for their investment strategies relative to applicable benchmarks and to assess portfolio diversification. The investment management teams meet at least weekly to review portfolio strategy and to add or delete companies from the list of approved securities.

CINA is also subject to oversight by ClearBridge's Risk Management Committee that meets no less frequently than quarterly to review investment strategy performance, performance attribution, tracking error and other key performance-related matters. These strategy reviews focus on identifying and managing investment risk by evaluating risk factors associated with each strategy. The Risk Management Committee consists of ClearBridge's Chief Executive Officer, Chief Investment Officer, the Chief Investment Officer Emeritus, the Head of Investment Risk Management and the Global Head of Compliance and Enterprise Risk. The Risk Management Committee receives reports from the two Risk Management teams on a daily (counterparty, leverage, derivatives, etc.), weekly (credit instruments, top holdings, watch list, sector concentration, etc.), monthly (Northfield Risk Model results) and quarterly (risk profile analysis for each strategy) basis.

The Compliance Department performs a daily review of accounts to ensure consistency with regulatory and guideline restrictions. In addition, Compliance performs a daily trade blotter review to ensure that investment opportunities are equitably allocated and that clients that participated in aggregated trades receive appropriate allocations.

CINA's Distribution and Client Services Departments provide value-added service to clients through frequent client meetings and discussions, prompt dissemination of pertinent organizational and portfolio information, and timely responses to client-requested deliverables. As part of a client's relationship with CINA, the client may receive quarterly statements describing performance of the client's account in absolute terms and relative to the client's benchmark, as well as a breakdown of the account's current structure with changes during the period outlined. Monthly statements are also available. To meet specific needs, the Distribution and Client Services Department also can produce customized monthly or quarterly reports containing in-depth performance data and metrics. Institutional clients are normally provided reports by their custodian not less frequently than quarterly, including (1) a portfolio schedule, (2) transaction report, (3) performance evaluation, and (4) summary portfolio statistics.

Clients who access CINA's products through financial institutions will generally receive quarterly reports from those sponsors. For those who also request reports from CINA, we urge them to carefully compare our reports with those of the clients' custodians.

E. The Franklin Investment Advisers (FAV, FMA, FTILLC, FTIML, FTIC, TAML, TAGL, AND TICLLC)

The following disclosure applies to each of The Franklin Investment Advisers.

The Franklin Investment Advisers manage investment portfolios for each of their clients. Generally, the portfolios under Franklin Investment Adviser's management are reviewed by one or more portfolio managers who are responsible to their respective Chief Investment Officer (or other, similar senior investment professional), either directly or indirectly. Such review may be made with respect to a Franklin Investment Adviser's clients' investment objectives and policies, limitations on the types of instruments in which each of its clients may invest and concentration of investments in particular industries or types of issues. There is no general rule regarding the number of Franklin Adviser Accounts assigned to a portfolio manager. The frequency, depth, and nature of Franklin Adviser Account reviews are often determined by negotiation with individual clients pursuant to the terms of each client's investment management agreement or by the mandate selected by the client and the particular needs of each client. Written reports of portfolio breakdown, transactions and performance are typically provided to clients no less frequently than quarterly. Additional trade reports may be available upon request.

F. OSAM

On a daily basis, the Portfolio Managers are provided with a beginning of day email that validates all client positions have been reconciled with the custodian. The Portfolio Managers utilize OSAM's proprietary software to provide real time risk management through systematic controls for monitoring and oversight of client holdings. The system specifies position limits, maturity allocations and parameters that set targets for opening and closing positions. Management continuously monitors the underlying securities in client accounts. Similarly, the administrative, evaluation, and security selection/portfolio services will receive daily monitoring.

G. Putnam

Putnam's portfolio managers generally review client portfolios daily with the assistance of portfolio associates/trading assistants who review and coordinate portfolio trading. These investment professionals use computer analyses which are prepared daily to monitor portfolio composition. Any material issues identified during the portfolio review are addressed by the portfolio manager and escalated to their group head or Chief Investment Officer, as appropriate. The number of accounts that each portfolio manager is responsible for varies from portfolio manager to portfolio manager. For most accounts, analysis of portfolio risk and attribution is also run daily. In addition, the Franklin Resources Compliance Department tests each portfolio daily for compliance with various investment guidelines and restrictions through its automated system or, in cases where rules cannot be automated, through frequent manual processes.

H. Royce & Associates, LP

One or more of Royce's senior investment staff reviews the investment performance and composition of Royce client accounts on a monthly or more frequent basis. Christopher D. Clark serves as Chief Executive Officer, President, and Co-Chief Investment Officer, and Francis D. Gannon serves as Co-Chief Investment Officer and Managing Director, of Royce. Each is responsible for supervising Royce's investment management activities and participates in these reviews.

Royce's investment staff for FTPPG client accounts for which it services as subadviser to FTPPG includes the following portfolio managers and assistant portfolio managers: Steven G. McBoyle, Lauren A. Romeo, Andrew S. Palen, Miles Lewis, Joseph Hintz, Jag Sriram, Brendan J. Hartman, James J. Harvey, James P. Stoeffel, Kavitha Venkatraman, George Necakov, Michael Connors, and Jame A. "Chip" Skinner III.

I. Western Asset

Investment Reviews. Overseeing each assigned account is a core investment matter. On a daily basis, members of every account (including account portions) assigned portfolio management team are responsible for this oversight, subject to the overall supervision of the account's portfolio manager. As part of this process, Western Asset Risk Management Team produces a series of standard reports at various intervals. These reports focus on account structure and risk relative to the account's benchmark, as well as any updates to the structure of the investment management portfolio that has been selected for the account. Members of Western Asset's investment and risk management teams, including portfolio managers, review these reports and use them to help ensure that client accounts are structured properly in accordance with Western Asset's expectations.

Western Asset's investment teams review client accounts they manage at regular investment meetings. In connection with these meetings, the team responsible for each Western Asset investment management portfolio, along with Western Asset portfolio analysts and local senior investment officers, review groups of accounts for which clients have selected that portfolio. The portfolio analysts provide a series of comprehensive reports that list common portfolio and risk characteristics, as well as individual account performance metrics. These insights serve as the foundation for aligning all accounts within the group with the current strategy for the applicable portfolio and any client-specific guidelines.

Risk Management Reviews. Western Asset has a dedicated Risk Management and Quantitative Solutions (RMQS) Team with a separate reporting structure from Western Asset's Investment Management teams. The RMQS team conducts daily, biweekly and monthly reviews of portfolios and accounts, and provides analysis and reports that are used by Western Asset to monitor portfolios and accounts.

Portfolio Compliance Reviews. Western Asset maintains a Portfolio Compliance group as part of its Legal and Compliance Department. For accounts Western Asset manages, Western Asset compliance officers who are part of this group monitor compliance with any applicable client-imposed restrictions or guidelines on a daily basis. These compliance officers alert the investment teams to restriction or guideline violations so they can bring the accounts back into compliance.

Reporting. Account strategy reports are provided to advisors and their clients providing the ability to track activity and see/confirm that the implementation is consistent with expected behavior and align that with outcomes.

Item 14
CLIENT REFERRALS AND OTHER COMPENSATION

FTPPG, the Subadvisers and their affiliates may make payments for marketing, promotional and related expenses to Sponsor Firms that may recommend FTPPG/Subadviser investment management portfolios. They also may provide Sponsor Firms and Sponsor Firm personnel, including Sponsor Firm representatives, with related benefits, including:

- training meetings, including related travel, lodging and meals;
- access to technology and other tools and support services that facilitate the marketing and promotion of FTPPG/Subadviser-affiliated investment management portfolios and other FTPPG/Subadviser-affiliated investment products and services;
- certain client/prospect meeting materials and expenses; and
- low-value gifts and promotional items.

These payments and benefits could give Sponsor Firms and their personnel, including Sponsor Firm representatives, incentives to favor FTPPG/Subadviser-affiliated investment management portfolios and other FTPPG/Subadviser-affiliated investment products and services over those of firms that do not provide the same payments, items and benefits. If FTPPG, the Subadvisers or any of their affiliates make such payments or provide such benefits, they will do so in compliance with applicable laws and internal policies aimed at preventing the compromising of advice and recommendations given to clients.

Also, effective in January 2022, FTPPG and its Subadvisers began making payments to a Sponsor Firm in order to obtain certain data, analytics and other information that FTPPG and its affiliates may use for internal business purposes. Such payments will be made by FTPPG and the Subadvisers out of their profits and other available sources, including profits from their relationships with the Sponsor Firm. The total amount of these payments could be viewed as substantial and could exceed the costs and expenses incurred by the Sponsor Firm in collecting and preparing the data, analytics and information that will be provided to FTPPG and its affiliates on an on-going basis. As such, these payments could be construed as "revenue sharing payments." Revenue sharing payments may create an incentive for the Sponsor Firm or its employees or associated persons to recommend or sell FTPPG's and the Subadvisers' investment advisory services to their clients. A client interested in learning more about such revenue sharing payments should reach out to the client's Sponsor Firm and/or the client's financial advisor. Revenue sharing payments may also benefit FTPPG and the Subadvisers to the extent the payments could result in more assets being invested in FTPPG's and the Subadvisers' investment strategies on which management fees are being charged.

Moreover, effective as of September 1, 2024, FAV entered into an agreement with Envestnet Asset Management, Inc. ("Envestnet"), under which Envestnet provides technology, research and marketing services, as well as opportunities to develop co-managed products and services through Envestnet's wealth management and technology platforms (the "Premier Partnership Program"). The Premier Partnership Program includes FTPPG and its Subadvisers (collectively, "FT Participants") and an additional affiliate, as well as, pursuant to separately established arrangements with Envestnet, a limited number of other unaffiliated investment managers ("Third-Party Participants"). Each of the FT Participants and Third-Party Participants is referred to as "Premier Partner." The Premier Partnership Program offers participants various subscription services, waived fees, support features and sales data, as well as marketing of certain investment advisory services provided by the Premier Partners to Sponsor Firms and other financial institutions and advisory firms that are utilizing Envestnet's platforms to provide services to their respective clients, for which Envestnet is compensated by the Premier Partners. Depending on the fees negotiated by Envestnet with each Premier Partner, the compensation paid by each Premier Partner to Envestnet for participation in the Premier Partnership Program, as described in Envestnet's ADV Part 2A Brochure, is a combination of (i) a base annual fee of up to $4.5 million, in addition to either (ii) a fee of up to 5 basis points of the assets in the Premier Partnership Program, or a tiered flat fee of up to $2 million for every $4 billion in assets in the Premier

Partnership Program or $1 million for every $2 billion in assets in the Premier Partnership Program. The structure of the compensation paid by FT Participants to Envestnet includes a base annual fee within the foregoing described range, as well as multiple tiered flat fees comprised of both described types within the described respective ranges.

The compensation paid by FTPPG and/or Subadvisers to Envestnet under the Premier Partnership Program creates an incentive for Envestnet to treat FTPPG/Subadvisers more favorably than other asset managers whose strategies are available on the Envestnet platforms that are not participating in the Premier Partnership Program and to avoid providing advice or otherwise refrain from taking actions not advantageous to FTPPG/Subadvisers and their investment strategies. In particular, it generates an incentive for Envestnet to treat the Premier Partners more favorably in Envestnet's research evaluations of these investment managers as compared to other investment managers available on the Envestnet platforms. These payments also create an incentive for Envestnet to recommend to Sponsor Firms and other financial institutions and advisory firms FTPPG's/Subadvisers' investment strategies and services as a component of Envestnet's proprietary portfolios and custom solutions services over those of the other asset managers that are utilizing Envestnet's platforms but are not participating in the Premier Partnership Program.

In addition, the compensation paid to Envestnet by FTPPG/Subadvisers under the Premier Partnership Program may financially benefit FTPPG and/or Subadvisers to the extent the payments result in more assets being invested in their investment strategies on which management fees are being charged. FTPPG/Subadvisers will conduct their activities related to Premier Partnership Program in compliance with applicable regulations.

Item 15
CUSTODY

Neither FTPPG nor any of the Subadvisers maintains physical custody of client assets in Sponsor Firm investment programs. Instead, a broker-dealer, bank or other financial firm selected by the client (e.g., the client's Sponsor Firm) typically maintains physical custody of client account assets. In the case of a client account in a Dual-Contract Program, FTPPG may be deemed under SEC rules to have custody of client assets if FTPPG has the ability, pursuant to client authorization, to deduct client fees directly from the client's account by directly invoicing the account's custodian. FTPPG or a Subadviser may also be deemed to have custody of client assets if its affiliate has or is deemed to have custody, which may happen to the extent a client retains FTCI to act as its custodian, as described in Item 10.

Clients typically will receive account statements from the firm that maintains physical custody of their accounts. Clients should carefully review these account statements. In addition, if FTPPG or a Subadviser agrees to provide account information, including any type of account statement, to a Custom Portfolios/Private Client Management client as described in Item 13 of this brochure, the client should compare such account information with the account statement the client receives from the custodian of the account.

Item 16
INVESTMENT DISCRETION

In Discretionary Model Programs and FTPPG-Implemented Programs, FTPPG and the Subadvisers possess the authority to determine which securities are purchased, held and sold for client accounts, subject to the investment management portfolio the client has selected – i.e., investment discretion. This authority includes the authority to determine the timing and amount of investments and transactions.

In Discretionary Model Programs, FTPPG enters into an agreement with the Sponsor Firm that obligates the Sponsor Firm to implement, or cause its designee to implement, Subadviser investment decisions for client accounts, subject to any client-imposed restrictions or other client directions accepted by the Sponsor Firm or its designee.

In FTPPG-Implemented Programs, FTPPG's discretionary authority over client accounts includes the authority to implement Subadviser investment decisions for client accounts, subject to any client-imposed restrictions or other client directions FTPPG or the Subadviser accepts. This authority typically is derived from a power of attorney contained in the agreement with the Sponsor Firm in the case of a Single-Contract Program or in the agreement with the client in the case of a Dual-Contract Program. As described in Section K of Item 4 of this brochure, clients in FTPPG-Implemented Programs:

1. may impose restrictions on investments in specific securities (e.g., stock of Company ABC) or on investments in certain categories of securities (e.g., tobacco company stocks); and

2. may be able to direct sales of securities and temporary investment in ETFs.

In FTPPG-Implemented Programs, FTPPG or the applicable Subadviser accepts a proposed client account for management in accordance with a selected investment management portfolio before managing the client's account. If the client enters into an investment management agreement directly with FTPPG, FTPPG countersigns the client's signed investment management agreement and typically mails the fully-signed document to the client.

For all Sponsor Firm investment programs, neither FTPPG nor any Subadviser renders any legal advice or has authority to take action on behalf of clients with respect to legal proceedings, including bankruptcies and shareholder litigation, to which any securities or securities issuers become subject. Accordingly, neither FTPPG nor any Subadviser will initiate or pursue legal proceedings, including without limitation shareholder litigation, for clients in such programs.

Item 17
VOTING CLIENT SECURITIES

FTPPG and the Subadvisers, other than OSAM, generally will accept authority to vote proxies, or issue proxy voting instructions, for securities held in client accounts in FTPPG-Implemented Programs and Discretionary Model Programs. Summaries of the proxy voting practices of FTPPG and the Subadvisers appear below in Sections A-H.

Although FTPPG and the Subadvisers have no responsibility for the distribution of proxies or related solicitation material, FTPPG expects that clients who do not delegate proxy voting authority generally will receive proxies and other related solicitation materials for securities in their accounts. FTPPG and the Subadvisers generally do not provide advice to such clients on proxy solicitations.

A. FTPPG

FTPPG does not exercise discretion in determining how to vote proxies for securities held in client accounts. Where a client or Sponsor Firm authorizes FTPPG to vote proxies or issue proxy voting instructions for securities held in client accounts, FTPPG does so based on proxy voting instructions provided by the applicable Subadviser. However, if a multi-style account in a FTPPG-Implemented Program holds a security based on investment instructions from more than one Subadviser and the proxy voting instructions of the Subadvisers differ for the security, FTPPG will follow the instructions of the Subadviser responsible for the largest portion of the account's entire position in the security (and will disregard the differing instructions of each other Subadviser).

A client may request:

(i) a copy of FTPPG's Proxy Voting Policies and Procedures; and/or

(ii) information concerning how FTPPG, as instructed by the applicable Subadviser, voted proxies for securities held in the client's account.

Clients may obtain this information by sending a written request to:

Franklin Templeton Private Portfolio Group, LLC
One Madison Avenue
New York, NY 10010
Attention: FTPPG Business Development

B. ClearBridge

ClearBridge is subject to the Proxy Voting Policies and Procedures it has adopted to seek to ensure that it votes proxies and issues proxy voting instructions in the best interests of client accounts. The following is a brief overview of the policies.

In making proxy voting decisions, ClearBridge is guided by general fiduciary principles and seeks to act prudently and solely in the best interest of client accounts. ClearBridge attempts to consider all factors that could affect the value of the investment and votes proxies in the manner that it believes is consistent with efforts to maximize shareholder value. ClearBridge may utilize an external service provider to provide it with information and/or a recommendation with regard to proxy votes. However, any such recommendations do not relieve ClearBridge of responsibility for the proxy vote.

In the case of a proxy issue for which the policies state a particular position, ClearBridge generally votes in accordance with the stated position. In the case of a proxy issue for which the policies set forth a list of factors to consider, ClearBridge considers those factors and votes on a case-by-case basis in accordance with the general principles set forth above. In the case of a proxy issue for which the policies do not have a stated position or list of factors to consider, ClearBridge votes on a case-by-case basis in accordance with the general principles set forth above. Issues for which the policies state a particular

position or a list of factors to consider fall into a variety of categories, including election of directors, ratification of auditors, proxy and tender offer defenses, capital structure issues, executive and director compensation, mergers and corporate restructuring, and social and environmental issues. The ClearBridge investment professionals responsible for a proxy vote, subject to their duty to act solely in the best interest of the client accounts whose shares are being voted, can always supersede the stated position on an issue set forth in the policies. Different ClearBridge investment teams may vote differently on the same issue. In addition, in the case of Taft-Hartley clients, ClearBridge will comply with a client direction to vote proxies in accordance with Institutional Shareholder Services' (ISS) PVS Voting guidelines, which ISS represents to be consistent with AFL-CIO guidelines.

In furtherance of ClearBridge's goal to vote proxies in the best interest of clients, ClearBridge follows procedures designed to identify and address material conflicts that may arise between ClearBridge's interests and those of clients before voting proxies on behalf of such clients. To seek to identify conflicts of interest, ClearBridge periodically notifies ClearBridge employees in writing that they must (i) be aware of the potential for conflicts of interest on the part of ClearBridge with respect to voting proxies for client accounts as a result of their personal relationships or ClearBridge's business relationships or the personal or business relationships of other Franklin Resources units' employees, and (ii) bring conflicts of interest of which they become aware to the attention of ClearBridge's Chief Compliance Officer. ClearBridge also maintains and considers a list of significant ClearBridge relationships that could present a conflict of interest for ClearBridge in voting proxies.

ClearBridge's Proxy Committee reviews and addresses conflicts of interest. A proxy issue that will be voted in accordance with a stated ClearBridge position on such issue or in accordance with the recommendation of an independent third party is not brought to the Proxy Committee's attention for a conflict of interest review because ClearBridge believes that to the extent a conflict of interest issue exists, voting in accordance with a pre-determined policy or in accordance with the recommendation of an independent third party resolves the issue. With respect to a conflict of interest brought to its attention, the Proxy Committee first determines whether the conflict is material. The Proxy Committee considers a conflict of interest material if it determines that the conflict likely will influence, or appear to influence, ClearBridge's decision-making in voting proxies. If the Proxy Committee determines that a conflict of interest is not material, ClearBridge may vote proxies notwithstanding the existence of the conflict.

If the Proxy Committee determines that a conflict of interest is material, the Proxy Committee is responsible for determining an appropriate method to resolve the conflict before ClearBridge votes the affected proxy. The Proxy Committee makes such materiality determinations based on the particular facts and circumstances, including the importance of the proxy issue and the nature of the conflict of interest.

A client may request:

1. a copy of ClearBridge's Proxy Voting Policies and Procedures; and/or

2. information concerning how ClearBridge voted proxies for securities held in the client's account.

Clients may obtain this information by sending a written request to:

ClearBridge Investments, LLC
One Madison Avenue
New York, NY 10010
Attention: Client Services

C. CIML

ClearBridge Investment Management Limited (CIML) is subject to the Proxy Voting Policies and Procedures ClearBridge has adopted to seek to ensure that it votes proxies and issues proxy voting instructions in the best interests of client accounts. The following is a brief overview of the policies.

In making proxy voting decisions, ClearBridge is guided by general fiduciary principles and seeks to act prudently and solely in the best interest of client accounts. ClearBridge attempts to consider all factors that could affect the value of the investment and votes proxies in the manner that it believes is consistent with efforts to maximize shareholder value. ClearBridge may utilize an external service provider to provide it with information and/or a recommendation with regard to proxy votes. However, any such recommendations do not relieve ClearBridge of responsibility for the proxy vote.

In the case of a proxy issue for which the policies state a particular position, ClearBridge generally votes in accordance with the stated position. In the case of a proxy issue for which the policies set forth a list of factors to consider, ClearBridge considers those factors and votes on a case-by-case basis in accordance with the general principles set forth above. In the case of a proxy issue for which the policies do not have a stated position or list of factors to consider, ClearBridge votes on a case-by-case basis in accordance with the general principles set forth above. Issues for which the policies state a particular position or a list of factors to consider fall into a variety of categories, including election of directors, ratification of auditors, proxy and tender offer defenses, capital structure issues, executive and director compensation, mergers and corporate restructuring, and social and environmental issues. The ClearBridge investment professionals responsible for a proxy vote, subject to their duty to act solely in the best interest of the client accounts whose shares are being voted, can always supersede the stated position on an issue set forth in the policies. Different ClearBridge investment teams may vote differently on the same issue. In addition, in the case of Taft-Hartley clients, ClearBridge will comply with a client direction to vote proxies in accordance with Institutional Shareholder Services' (ISS) PVS Voting guidelines, which ISS represents to be consistent with AFL-CIO guidelines.

In furtherance of ClearBridge's goal to vote proxies in the best interest of clients, ClearBridge follows procedures designed to identify and address material conflicts that may arise between ClearBridge's interests and those of clients before voting proxies on behalf of such clients. To seek to identify conflicts of interest, ClearBridge periodically notifies ClearBridge employees in writing that they must (i) be aware of the potential for conflicts of interest on the part of ClearBridge with respect to voting proxies for client accounts as a result of their personal relationships or ClearBridge's business relationships or the personal or business relationships of other Franklin Resources units' employees, and (ii) bring conflicts of interest of which they become aware to the attention of CIML's or ClearBridge Investment, LLC's Chief Compliance Officer. ClearBridge also maintains and considers a list of significant ClearBridge relationships that could present a conflict of interest for ClearBridge in voting proxies.

ClearBridge's Proxy Committee reviews and addresses conflicts of interest. A proxy issue that will be voted in accordance with a stated ClearBridge position on such issue or in accordance with the recommendation of an independent third party is not brought to the Proxy Committee's attention for a conflict of interest review because ClearBridge believes that to the extent a conflict of interest issue exists, voting in accordance with a pre-determined policy or in accordance with the recommendation of an independent third party resolves the issue. With respect to a conflict of interest brought to its attention, the Proxy Committee first determines whether the conflict is material. The Proxy Committee considers a conflict of interest material if it determines that the conflict likely will influence, or appear to influence, ClearBridge's decision-making in voting proxies. If the Proxy Committee determines that a conflict of interest is not material, ClearBridge may vote proxies notwithstanding the existence of the conflict.

If the Proxy Committee determines that a conflict of interest is material, the Proxy Committee is responsible for determining an appropriate method to resolve the conflict before ClearBridge votes the affected proxy. The Proxy Committee makes such materiality determinations based on the particular facts and circumstances, including the importance of the proxy issue and the nature of the conflict of interest.

A client may request:

(i) a copy of ClearBridge's Proxy Voting Policies and Procedures; and/or

(ii) information concerning how ClearBridge voted proxies for securities held in the client's account.

For client accounts where CIML is authorized to vote proxies, clients can request copies of their proxy voting records by mailing a written request to:

ClearBridge Investment Management Limited
5 Morrison Street, 2nd floor
Edinburgh, EH3 8BH

There are some client accounts for which CIML is not authorized to vote proxies or to give consent in connection with corporate actions. Such clients should arrange to receive proxy solicitation materials directly from their account custodians or transfer agents. In some circumstances, upon request, CIML may be able to provide proxy solicitation materials directly to such clients.

D. CINA

CINA has adopted Proxy Voting Policies and Procedures that to seek to ensure that it votes proxies in the best interest of client accounts. The following is a brief overview of the policies.

CINA votes proxies for each client account with respect to which it has been authorized or is required by law to vote proxies. In voting proxies, CINA is guided by general fiduciary principles and seeks to act prudently and solely in the best interest of the beneficial owners of the accounts it manages. CINA attempts to consider all factors that could affect the value of the investment and will vote proxies in the manner that it believes will be consistent with efforts to maximize shareholder values. CINA may utilize an external service provider to provide it with information and/or a recommendation with regard to proxy votes. However, such recommendations do not relieve CINA of its responsibility for the proxy vote.

In the case of a proxy issue for which there is a stated position in the policies, CINA generally votes in accordance with such stated position. In the case of a proxy issue for which there is a list of factors set forth in the policies that CINA considers in voting on such issue, CINA considers those factors and votes on a case-by-case basis in accordance with the general principles set forth above. In the case of a proxy issue for which there is no stated position or list of factors that ClearBridge considers in voting on such issue, CINA votes on a case-by-case basis in accordance with the general principles set forth above. Issues for which there is a stated position set forth in the policies or for which there is a list of factors set forth in the policies that CINA considers in voting on such issues fall into a variety of categories, including election of directors, ratification of auditors, proxy and tender offer defenses, capital structure issues, executive and director compensation, mergers and corporate restructuring, and social and environmental issues. The stated position on an issue set forth in the policies can always be superseded, subject to the duty to act solely in the best interest of the beneficial owners of accounts, by the investment management professionals responsible for the account whose shares are being voted.

In furtherance of CINA's goal to vote proxies in the best interest of clients, CINA follows procedures designed to identify and address material conflicts that may arise between CINA's interests and those of its clients before voting proxies on behalf of such clients. To seek to identify conflicts of interest, CINA periodically notifies CIL employees in writing that they are under an obligation (i) to be aware of the potential for conflicts of interest on the part of CINA with respect to voting proxies on behalf of client accounts both as a result of their personal relationships or CINA's business relationships or the personal or business relationships of other Franklin Templeton units' employees, and (ii) to bring conflicts of interest of which they become aware to the attention of CINA's Head of Legal, Risk & Compliance. CINA also maintains and considers a list of significant CINA relationships that could present a conflict of interest for CINA in voting proxies.

ClearBridge's Proxy Committee reviews and addresses conflicts of interest. A proxy issue that will be voted in accordance with a stated CINA position on such issue or in accordance with the recommendation of an independent third party is not brought to the attention of the Proxy Committee for a conflict of interest review because CINA's position is that to the extent a conflict of interest issue exists, it is resolved by voting in accordance with a pre-determined policy or in accordance with the recommendation of an independent third party. With respect to a conflict of interest brought to its attention, the Proxy Committee first determines whether such conflict of interest is material. A conflict of interest is considered material to the extent that it is determined that such conflict is likely to influence, or appear to influence, CINA's decision-making in voting proxies. If it is determined by the Proxy Committee that a conflict of interest is not material, CINA may vote proxies notwithstanding the existence of the conflict.

If it is determined by the Proxy Committee that a conflict of interest is material, the Proxy Committee is responsible for determining an appropriate method to resolve such conflict of interest before the proxy affected by the conflict of interest is voted. Such determination is based on the particular facts and circumstances, including the importance of the proxy issue and the nature of the conflict of interest.

You may request:

(i) a copy of CINA's Proxy Voting Policies and Procedures; and/or

(ii) information concerning how CINA voted proxies with respect to the securities held in your account. Such request may be made by sending a written request to the address set out below:

ClearBridge Investments (North America) Pty Limited
Level 13, 35 Clarence St
SYDNEY NSW 2000
Attn: Client Services

Except as may be otherwise agreed to in writing with a particular client, CINA does not render any advice to or take any actions on behalf of clients with respect to any legal proceedings, including bankruptcies and shareholder litigation, to which any securities or other investments held in client accounts, or the issuers thereof, become subject, and does not initiate or pursue legal proceedings, including without limitation shareholder litigation, on behalf of clients with respect to transactions, securities or other investments held in client accounts, or the issuers thereof. Except as may be otherwise agreed to in writing with a particular client, the right to take any actions with respect to any legal proceedings, including without limitation bankruptcies and shareholder litigation, and the right to initiate or pursue any legal proceedings, including without limitation shareholder litigation, with respect to transactions, securities or other investments held in a client account is expressly reserved to the client.

E. The Franklin Investment Advisers (FAV, FMA, FTILLC, FTIML, FTIC, TAML, TGAL and TICLLC)

The following disclosure applies to each of The Franklin Investment Advisers.

The Franklin Investment Advisers have delegated their administrative duties with respect to voting proxies for client equity securities to the proxy group within Franklin Templeton Companies, LLC (the "Proxy Group"), an affiliate and wholly-owned subsidiary of Franklin Resources.

All proxies received by the Proxy Group will be voted based upon the Franklin Investment Advisers' instructions and/or policies. To assist it in analyzing proxies, the Franklin Investment Advisers subscribe to one or more unaffiliated third-party corporate governance research services that provide in-depth analyses of shareholder meeting agendas, vote recommendations, recordkeeping and vote disclosure services (each a "Proxy Service"). Although Proxy Service analyses are thoroughly reviewed and considered in making a final voting decision, the Franklin Investment Advisers do not consider recommendations from a Proxy Service or any other third party to be determinative of a Franklin Investment Adviser's

ultimate decision (except as otherwise discussed in a Franklin Investment Adviser's brochure). Rather, the Franklin Investment Advisers exercise their independent judgment in making voting decisions. The Franklin Investment Advisers vote proxies solely in the best interests of the client, the Fund investors or, where employee benefit plan assets subject to the Employee Retirement Income Security Act of 1974 ("ERISA") are involved, in the best interests of plan participants and beneficiaries (collectively, "Advisory Clients") unless (i) the power to vote has been specifically retained by the named fiduciary in the documents in which the named fiduciary appointed a Franklin Investment Adviser or (ii) the documents otherwise expressly prohibit a Franklin Investment Adviser from voting proxies. As a matter of policy, the officers, directors and Access Persons of the Franklin Investment Advisers and the Proxy Group will not be influenced by outside sources whose interests conflict with the interests of Advisory Clients.

The Franklin Investment Advisers are affiliates of a large, diverse financial services firm with many affiliates and each Franklin Investment Adviser makes its best efforts to mitigate conflicts of interest. However, conflicts of interest can arise in a variety of situations, including where a Franklin Investment Adviser has a material business relationship with an issuer or a proponent, a direct or indirect pecuniary interest in an issuer or a proponent, or a significant personal or family relationship with an issuer or proponent. However, as a general matter, the Franklin Investment Advisers take the position that relationships between certain affiliates that do not use the "Franklin Templeton" name ("Independent Affiliates") and an issuer (e.g., an investment management relationship between an issuer and an Independent Affiliate) do not present a conflict of interest for a Franklin Investment Adviser in voting proxies with respect to such issuer because: (i) the Franklin Investment Advisers operate as an independent business unit from the Independent Affiliate business units, and (ii) informational barriers exist between the Franklin Investment Advisers and the Independent Affiliate business units.

Material conflicts of interest are identified by the Proxy Group based upon analyses of various sources. The Proxy Group gathers and analyzes this information on a best efforts basis, as much of this information is provided directly by individuals and groups other than the Proxy Group, and the Proxy Group relies on the accuracy of the information it receives from such parties.

In situations where a material conflict of interest is identified, the decision on how to resolve the conflict will be made in accordance with the Proxy Group's conflict of interest procedures, and the Proxy Group will, under certain circumstances, vote consistently with the voting recommendation of a Proxy Service or send the proxy directly to the relevant Advisory Clients with the Franklin Investment Adviser's voting recommendation.

The Franklin Investment Advisers will inform clients that have not delegated voting responsibility to the Franklin Investment Advisers, but that have requested voting advice, about the Franklin Investment Adviser's views on such proxy votes.

In certain SMA Programs, typically where the Sponsor has not elected for the applicable Franklin Investment Adviser to do so or where the applicable Franklin Investment Adviser only provides non-discretionary management services to the SMA Program, the relevant Franklin Investment Adviser will not be delegated the responsibility to vote proxies held by the SMA Program accounts. Instead, the SMA Program Sponsor or another service provider will generally vote these proxies. Clients in SMA Programs should contact the SMA Program Sponsor for a copy of the SMA Program Sponsor's proxy voting policies.

Each issue is considered on its own merits, and the Franklin Investment Advisers will not support the position of the company's management in any situation where they deem that the ratification of management's position would adversely affect the investment merits of owning that company's shares.

Certain of the Franklin Investment Advisers' separate accounts or funds (or a portion thereof) are included under FTIS, a separate investment group within Franklin Templeton, and employ a quantitative strategy. For such accounts, FTIS's proprietary methodologies rely on a combination of quantitative, qualitative, and behavioral analysis rather than fundamental security research and analyst coverage that an actively managed portfolio would ordinarily employ. Accordingly, absent client direction, in light of the high number of positions held by such Franklin Adviser Accounts and the considerable time and effort that would be required to review proxy statements and ISS or Glass Lewis recommendations,

the Franklin Investment Advisers may review ISS' non-U.S. Benchmark guidelines, ISS' specialty guidelines (in particular, ISS' Sustainability guidelines), or Glass Lewis' U.S. guidelines and determine, consistent with the best interest of their clients, to provide standing instructions to the Proxy Group to vote proxies according to the recommendations of ISS or Glass Lewis. Permitting the Franklin Investment Advisers of these accounts to defer their judgment for voting on a proxy to the recommendations of ISS or Glass Lewis may result in a proxy related to the securities of a particular issuer held by an account being voted differently from the same proxy that is voted on by other funds managed by other Franklin Investment Advisers.

The Proxy Group is part of the Franklin Templeton Companies, LLC Corporate Legal Department and is overseen by legal counsel. For each shareholder meeting, a member of the Proxy Group will consult with the research analyst(s) that follows the security and will provide the analyst(s) with the agenda, Proxy Service analyses, recommendations and any other information provided to the Proxy Group. Except in situations identified as presenting material conflicts of interest or as otherwise discussed in a Franklin Investment Adviser's brochure (if applicable), the Franklin Investment Advisers' research analyst(s) and relevant portfolio manager(s) are responsible for making the final voting decision based on their review of the agenda, Proxy Service analyses, proxy statements, their knowledge of the company and any other information publicly available. In the case of a material conflict of interest, the final voting decision will be made in accordance with the conflict procedures, as described above. Except in cases where the Proxy Group is voting consistently with the voting recommendations of an independent third-party service provider, the Proxy Group must obtain voting instructions from the Franklin Investment Advisers' research analyst(s), relevant portfolio manager(s), legal counsel and/or an Advisory Client prior to submitting the vote.

The Franklin Investment Advisers will attempt to process every proxy they receive for all U.S. and non-U.S. securities. However, there may be situations in which the Franklin Investment Advisers are unable to successfully vote a proxy, or in which the Franklin Investment Advisers choose to not vote a proxy, such as where: (i) a proxy ballot was not received from the custodian bank, (ii) a meeting notice was received too late, (iii) there are fees imposed upon the exercise of a vote and the Franklin Adviser Account's Franklin Investment Adviser has determined that such fees outweigh the benefit of voting, (iv) there are legal encumbrances to voting, including blocking restrictions in certain markets that preclude the ability to dispose of a security if the Franklin Adviser Account's Franklin Investment Adviser votes a proxy or where such Franklin Investment Adviser is prohibited from voting by applicable law, economic or other sanctions or other regulatory or market requirements, including, but not limited to, effective powers of attorney, (v) additional documentation or the disclosure of beneficial owner details is required, (vi) the Franklin Adviser Account's Franklin Investment Adviser held shares on the record date but has sold them prior to the meeting date, (vii) the Franklin Adviser Account held shares on the record date, but the client closed the Franklin Adviser Account prior to the meeting date, (viii) proxy voting service is not offered by the custodian in the market, (ix) due to either system error or human error, the Franklin Adviser Account's Franklin Investment Adviser's intended vote is not correctly submitted, (x) the Account's Franklin Investment Adviser believes it is not in the best interests of the Advisory Client to vote the proxy for any other reason not enumerated herein or (xi) a security is subject to a securities lending or similar program that has transferred legal title to the security to another person.

Even if the Franklin Investment Advisers use reasonable efforts to vote a proxy on behalf of their Advisory Clients, such vote or proxy may be rejected because of (i) operational or procedural issues experienced by one or more third parties involved in voting proxies in such jurisdictions, (ii) changes in the process or agenda for the meeting by the issuer for which the Franklin Adviser Account's Franklin Investment Adviser does not have sufficient notice, or (iii) the exercise by the issuer of its discretion to reject the vote of a Franklin Adviser Account's Franklin Investment Adviser. In addition, despite the best efforts of the Proxy Group and its agents, there may be situations where the Franklin Investment Advisers' votes are not received, or properly tabulated, by an issuer or the issuer's agent.

On behalf of one or more of the proprietary registered investment companies advised by the Franklin Investment Adviser or its affiliates, where a Franklin Investment Adviser or its affiliates (a) learn of a vote on an event that may materially affect a security on loan and (b) determine that it is in the best interests of such proprietary registered investment companies to recall the security for voting purposes, the Franklin Investment Advisers will make efforts to recall any security on loan. The ability to timely recall shares is not entirely within the control of the Franklin Investment Adviser. Under certain circumstances,

the recall of shares in time for such shares to be voted may not be possible due to applicable proxy voting record dates or other administrative considerations.

The Proxy Group is responsible for maintaining the documentation that supports the Franklin Investment Advisers voting decision. Such documentation typically includes, but is not limited to, any information provided by Proxy Services and, with respect to any issuer that presents a potential conflict of interest, any board or audit committee memoranda describing the position it has taken. The Proxy Group will, from time to time, use an outside service such as a Proxy Service to support this recordkeeping function. All records will be retained in either hard copy or electronically for at least five years, the first two of which will be on-site at the offices of Franklin Templeton Companies, LLC. Advisory Clients may view a Franklin Investment Adviser's complete proxy voting policies and procedures online at www.franklintempleton.com, request copies of their proxy voting records and the Franklin Investment Advisers' complete proxy voting policies and procedures by calling the Proxy Group at 1-954-527-7678 or send a written request to: Franklin Templeton Companies, LLC, 300 S.E. 2nd Street, Fort Lauderdale, FL 33301, Attention: Proxy Group.

F. OSAM

As a matter of firm policy, OSAM does not vote proxies on behalf of clients. Clients would receive their proxies and other solicitations directly from their custodian or transfer agent and retain sole responsibility for voting.

OSAM will neither advise nor act on behalf of clients in legal proceedings involving companies whose securities are held in client accounts, including, but not limited to, the filing of "Proofs of Claim" in class action settlements.

OSAM clients can obtain a copy of our complete proxy voting policies and procedures by contacting OSAM administration directly.

G. Putnam

Many of Putnam's investment management clients have delegated to Putnam the authority to vote proxies for shares held in the client accounts that Putnam manages. Putnam believes that the voting of proxies can be an important tool for institutional investors to promote best practices in corporate governance and votes all proxies in the best interests of its clients as investors. In Putnam's view, strong corporate governance policies, most notably oversight of management by an independent board of qualified directors, best serve investors' interests. Putnam will vote proxies and maintain records of voting of shares for which Putnam has proxy-voting authority in accordance with its fiduciary obligations and applicable law.

Putnam's voting policies are rooted in its views that (1) strong, independent corporate governance is important to long-term company financial performance, and (2) long-term investors' active engagement with company management, including through the proxy voting process, strengthens issuer accountability and overall market discipline, potentially reducing risk and improving returns over time. Putnam's voting program is offered as a part of its investment management services, at no incremental fee to Putnam, and, while there can be no guarantees, it is intended to offer potential investment benefits over a long-term horizon. Putnam's voting policies are designed with investment considerations in mind, not as a means to pursue particular political, social, or other goals. As a result, Putnam may not support certain proposals whose costs to the issuer (including implementation costs, practicability, and other factors), in Putnam's view, outweigh their investment merits.

In order to implement these objectives, Putnam has adopted a set of procedures and guidelines which are summarized below. The guidelines and procedures cover all accounts for which Putnam has proxy voting authority. Certain other clients may from time to time elect to vote their own proxies by retaining the right to vote all proxies in the investment management agreement rather than giving Putnam authority to do so.

Procedures

Putnam has appointed a Proxy Committee composed of senior investment and Sustainability Strategy professionals from the Putnam Equity group and from the Compliance Department. The Proxy Committee is responsible for setting general policy as to proxy voting. The Committee reviews procedures and the guidelines at least annually, approves any amendments considered to be advisable and considers special proxy issues as they may from time to time arise. The proxy guidelines and procedures are administered through a proxy voting team in the Sustainable Strategy group within the Putnam Equity group. The Proxy Voting Team:

- coordinates the Proxy Committee's review of any new or unusual proxy issues,
- manages the process of referring issues to portfolio managers for voting instructions,
- oversees the work of any third-party vendor hired to process proxy votes,
- coordinates responses to investment professionals' questions on proxy issues and proxy policies,
- maintains required records of proxy votes on behalf of the appropriate Putnam client accounts, and
- prepares and distributes reports required by Putnam clients.

Putnam has engaged one or more unaffiliated third-party corporate governance research services that provide in-depth analyses of shareholder meeting agendas, vote recommendations, recordkeeping and vote disclosure services ("Proxy Service") to process proxy votes for its client accounts. Although the Proxy Service may supply proxy related research to Putnam and may share with Putnam its recommendations for voting, The Proxy Service does not make any decisions on how to vote client proxies.

Proxy Voting Guidelines

Putnam maintains written voting guidelines ("Guidelines") setting forth voting positions determined by the Proxy Committee on those issues believed most likely to arise day to day. The Guidelines may call for votes normally to be cast in favor of or opposed to a matter or may deem the matter an item to be referred to investment professionals on a case-by-case basis. The Guidelines are summarized below.

In light of Putnam's views on the importance of issuer governance and investor engagement, which it believes are applicable across our various strategies and clients, regardless of a specific portfolio's investment objective, Putnam will normally vote all proxies in accordance with the Guidelines except in limited circumstances, such as when client securities are on loan under a securities lending arrangement. However, if the portfolio managers of client accounts holding the relevant stock believe that following the Guidelines in a specific case would not be in clients' best interests, they may request that the Proxy Voting Team not follow the Guidelines in that case. The request must be in writing and include an explanation of the rationale for doing so. The Proxy Voting Team will review the request with the Proxy Committee or its Chair prior to implementing it.

Some clients wish to have Putnam vote proxies under proxy guidelines which vary from the Guidelines or may wish to direct Putnam's vote on a particular matter. There may be legal limits on a client's ability to direct Putnam as to proxy voting and on Putnam's ability to follow such instructions. Putnam may accept instructions to vote proxies under client specific guidelines subject to review and acceptance by the portfolio management team involved and the Legal and Compliance Division.

Conflicts of Interest

A potential conflict of interest may arise when voting proxies of an issuer which has a significant business relationship with Putnam. Putnam's policy is to vote proxies based solely on the investment merits of the proposal and in the best interests of its clients. In order to guard against conflicts, Putnam has adopted a number of procedures designed to

ensure that the proxy voting process is insulated from these conflicts. For example, investment professionals do not report to Franklin Resources' sales or marketing businesses. In addition, there are limits on the ability of Franklin Resources employees who are not Putnam investment professionals to contact portfolio managers voting proxies. Putnam investment professionals responding to referral requests must disclose any contacts with third parties other than normal contact with proxy solicitation firms and affirm that any potential personal conflicts of interest have been disclosed to the Compliance Department. In addition, the Proxy Voting Team reviews business relationships with companies that have voting items referred to any portfolio management team to consider any potential conflicts and, where appropriate, ensures that potential conflicts are documented and appropriately escalated. The Guidelines may only be overridden with the written recommendation of the relevant investment professionals and approval of the Proxy Committee or its Chair.

H. Royce

Royce has adopted written proxy voting policies and procedures for itself and client accounts for which Royce is responsible for voting proxies. Royce is generally granted proxy voting authority at the inception of its management of each client account. Proxy voting authority is generally either (i) specifically authorized in the applicable investment management agreement or other instrument; or (ii) where not specifically authorized, is granted to Royce where general investment discretion is given to Royce in the applicable investment management agreement. Although Royce does not have proxy voting authority in connection with its delivery of non-discretionary model portfolios to non-affiliated investment advisers or other financial service providers, it may, upon written request of such entities, provide its recommendations regarding voting or engagement in relation to portfolio securities held by an underlying account.

In voting proxies, Royce is guided by general fiduciary principles. Royce's goal is to act prudently, solely in the best interest of the beneficial owners of the accounts it manages. Royce attempts to consider all factors of its vote that could affect the value of the investment and will vote proxies in the manner it believes will be consistent with efforts to enhance and/or protect stockholder value. When a client has authorized Royce to vote proxies on its behalf, Royce will generally not accept instructions from the client regarding how to vote proxies.

Royce's personnel are responsible for monitoring receipt of all proxies and seeking to ensure that proxies are received for all securities for which Royce has proxy voting authority. Royce is not responsible for voting proxies it does not receive. Royce divides proxies into "regularly recurring" and "non-regularly recurring" matters. Examples of regularly recurring matters include non-contested elections of directors and non-contested approvals of independent auditors. Royce's personnel are responsible for developing and maintaining a list of matters Royce treats as "regularly recurring" and for ensuring that instructions from a Royce Co-Chief Investment Officer are followed when voting those matters on behalf of Royce clients. Non-regularly recurring matters are all other proxy matters and are brought to the attention of the relevant portfolio manager(s) for the applicable account(s). After giving consideration to advisories provided by an independent third-party research firm with respect to such non-regularly recurring matters, the portfolio manager(s) directs that such matters be voted in a way that he or she believes should better protect or enhance the value of the investment. Certain Royce portfolio managers may provide instructions that they do not want regularly recurring matters to be voted in accordance with the standing instructions for their accounts and individual voting instructions on all matters, both regularly recurring and non-regularly recurring, will be obtained from such portfolio managers.

Notwithstanding the above, all matters identified by an independent third-party research firm as being ESG proposals are brought to the attention of the portfolio manager(s) for the account(s) involved by Royce personnel. After giving consideration to the recommendation from the independent third-party research firm, the portfolio manager will direct that such matters be voted in a way he or she believes appropriately takes into account environmental and social issues alongside traditional financial measures to provide a more comprehensive view of the value, risk, and return potential of an investment. When Royce portfolio managers cast votes on ESG proposals, they take into account the risk that companies may face significant financial, legal, and reputational risks resulting from poor environmental and social practices, or negligent oversight of environmental or social issues.

Under certain circumstances, Royce may also vote against a proposal from the issuer's board of directors or management. These would include, among others, excessive compensation, unusual management stock options, preferential voting, and poison pills. Royce's portfolio managers decide these issues on a case-by-case basis. In addition, a Royce portfolio manager may, on occasion, decide to abstain from voting a proxy or a specific proxy item when such person concludes that the potential benefit of voting is outweighed by the cost or when it is not in the client's best interest to vote. From time to time, it is also possible that one Royce portfolio manager will decide: (i) to vote shares held in client accounts he or she manages differently from the vote of another Royce portfolio manager whose client accounts hold the same security or (ii) to abstain from voting on behalf of client accounts he or she manages when another Royce portfolio manager is casting votes on behalf of other Royce client accounts.

There may be circumstances where Royce may not be able to vote proxies in a timely manner, including, but not limited to, (i) when certain securities that are out on loan are not recalled prior to the record date; (ii) when administrative or operational constraints impede Royce's ability to cast a timely vote, such as late receipt of proxy voting information; and/or (iii) when systems, administrative or processing errors occur (including errors by Royce or third party vendors).

To further Royce's goal to vote proxies in the best interests of its client, Royce follows specific procedures outlined in its proxy voting procedures to identify, assess, and address material conflicts that may arise between Royce's interests and those of its clients before voting proxies on behalf of such clients. In the event such a material conflict of interest is identified, the proxy will be voted by Royce in accordance with the recommendation given by an independent third-party research firm. In addition, certain securities that are held in portfolios that are managed using a quantitative strategy are voted by Royce in accordance with the recommendation given by an independent third-party research firm.

A client may obtain a copy of Royce's proxy voting procedures at http://www.royceinvest.com/ or by calling 212-508-4500. Additionally, a client may request information concerning how Royce voted proxies for securities held in the client's account by calling 212-508-4500.

Clients also may obtain this information by sending a written request to:

Royce & Associates, LP
One Madison Avenue
New York, NY 10010
Attention: Client Service Group

I. Western Asset

As a fixed income only manager, the occasion to vote proxies is rare, for instance, when fixed income securities are converted into equity by their terms or in connection with a bankruptcy or corporate workout. However, Western Asset has adopted and implemented policies and procedures that they believe are reasonably designed to ensure that proxies are voted in the best interest of clients in accordance with their fiduciary duties and Rule 206(4)-6 under the Advisers Act.

While the guidelines included in the procedures are intended to provide a benchmark for voting standards, each vote is ultimately cast on a case-by-case basis, taking into consideration the Western Asset's contractual obligations to its clients and all other relevant facts and circumstances at the time of the vote (such that these guidelines may be overridden to the extent the Western Asset deems appropriate).

In exercising its voting authority, Western Asset will not consult or enter into agreements with officers, directors or employees of Franklin Resources (Franklin Resources includes Franklin Resources, Inc. and organizations operating as Franklin Resources) or any of its affiliates (other than Western Asset affiliated companies) regarding the voting of any securities owned by its clients.

Once proxy materials are received by Corporate Actions, they are forwarded to the Portfolio Compliance Group for coordination and the following actions:

a. Proxies are reviewed to determine accounts impacted.

b. Impacted accounts are checked to confirm Western Asset voting authority.

c. Where appropriate, a review is undertaken to identify the issues presented to determine any material conflicts of interest.

d. If a material conflict of interest exists, (i) to the extent reasonably practicable and permitted by applicable law, the client is promptly notified, the conflict is disclosed and Western Asset obtains the client's proxy voting instructions, and (ii) to the extent that it is not reasonably practicable or permitted by applicable law to notify the client and obtain such instructions (*e.g.*, the client is a mutual fund or other commingled vehicle or is an ERISA plan client), Western Asset seeks voting instructions from an independent third party.

e. The Portfolio Compliance Group provides proxy materials to the appropriate research analysts or portfolio managers to obtain their recommended vote. Research analysts and portfolio managers determine votes on a case-by-case basis taking into account the voting guidelines contained in Western Asset's procedures. For the avoidance of doubt, depending on the best interest of each individual client, Western Asset may vote the same proxy differently for different clients. The research analyst's or portfolio manager's basis for their decision is documented and maintained by the Portfolio Compliance Group.

f. The Portfolio Compliance Group votes the proxy pursuant to the instructions received in (d) or (e) and returns the voted proxy as indicated in the proxy materials.

A full copy of the proxy policy and procedures is available upon request. You may also request information detailing how proxies were voted with respect to securities held in your portfolio(s). Such requests may be made by sending a written request to:

Western Asset Management Company, LLC
Attention: Legal and Compliance Department
385 East Colorado Boulevard
Pasadena, CA 91101

Item 18
FINANCIAL INFORMATION

Not Applicable.

APPENDIX A: EXPLANATIONS OF CERTAIN INVESTMENT RISKS

This Appendix explains the main risks of loss associated with the investment management portfolios described in Item 8 of the brochure for which a Subadviser provide investment subadvisory services to FTPPG. Please refer to the portfolio descriptions for which of these main risks apply to each portfolio.

As described in Item 8 of the brochure, the portfolios FTPPG and the Subadvisers provide may also involve risks that are not identified or explained in the brochure or this Appendix.

General Investment Risk. Stocks, bonds and other equity and fixed income securities may decline in value, sometimes sharply and unexpectedly, for any one or more of several reasons. The potential reasons these securities may decline in value are almost without limit and may not be foreseeable. Some common reasons securities may decline in value include:

(i) Actual or anticipated negative developments affecting the issuer of the securities or the assets backing the securities, including: losses, earnings, revenues, expenses, profit margins, cash flow, growth rates, component unavailability, dividend levels or other financial or business metrics that do not meet expectations; deterioration in financial position; competition; changes in technology or governmental regulation; loss of or failure to obtain customers, personnel or necessary government approvals; product failures; lawsuits; corruption; government investigations or enforcement actions; loss of intellectual property protection; and loss or reduction of benefits such as exclusive distribution or supplier rights.

(ii) Actual or anticipated negative developments affecting (a) one or more industries in which the issuer of the securities participates, (b) in the case of governmental issuers, the tax base, economy or other attributes of the country or region where the issuer is located; or (c) in the case of securities backed by specified assets, the type of assets backing the securities, such as mortgages, finance receivables, toll roads, hospitals, etc.

(iii) Broader declines in security prices, including global, regional, country-specific, asset class-specific (e.g., equity, fixed income) and investment style-specific (e.g., growth, value) price declines. Potential reasons for these declines include changes in investor preferences; actual or anticipated global, regional or country-specific political, financial, economic, regulatory or social developments (e.g., government changes, monetary policy (including changes in interest rates), inflation, fiscal policy (including debt levels and deficits), trade relations (including tariffs and market access), sanctions, demographic changes, recessions), wars, terrorism, civil unrest, labor stoppages, infrastructure problems (e.g., power outages), and disasters such as earthquakes, floods, droughts, epidemics or pandemics, oil spills, nuclear incidents, tsunamis, volcano activity, hurricanes and tornadoes.

Securities also may decline in value if the issuer and/or its key vendors and suppliers experience intentional or unintentional cybersecurity incidents that cause the party to suffer data breaches, data corruption or loss of operational functionality. In addition, in the event that FTPPG, the Subadvisers or their respective service providers experience intentional or unintentional cybersecurity incidents that result in data breaches, data corruption or loss of operational functionality, clients could be negatively impacted by the inadvertent and unauthorized disclosure of sensitive client and account information and management of client accounts could be disrupted.

Asset Allocation Risk. Asset allocation risk is the risk that the manager's judgment about market trends and the relative attractiveness of particular asset classes, investment styles or strategies is incorrect. In addition, a manager's investment models used in making asset allocation decisions may not adequately take into account certain factors or produce intended results over time, which may result in an account realizing a lower return than if the account were managed using another model or strategy.

Below Investment Grade Risk. Below investment grade fixed income securities, which are sometimes referred to as "junk" bonds or high yield securities, are fixed income securities that are rated below Baa or BBB and unrated fixed income securities of comparable quality. These securities have a higher risk of declining in value and defaulting than investment grade (i.e.,

higher quality) fixed income securities. In particular, below investment grade fixed income securities typically are more volatile and involve greater credit risk than investment grade fixed income securities. See "**High Volatility Risk**" and "**Credit Risk**" below in this Appendix for explanations of these risks. Below investment grade fixed income securities also tend to be less liquid and more susceptible to general investment risk than investment grade fixed income securities. See "**Illiquidity Risk**" and "**General Investment Risk**" in this Appendix for explanations of these risks.

Blend Style Investing Risk. A "blend" strategy results in investments in both growth and value stocks, or in stocks with characteristics of both. Growth stock prices reflect projections of future earnings or revenues and can fall dramatically if the company fails to meet those projections or during periods of rising or high interest rates. With respect to value stocks, if other investors fail to recognize the company's value, or favor investing in faster-growing companies, value stocks may not increase in value as anticipated by the Adviser or may decline even further.

Business Development Companies (BDCs) Risk. BDCs are a type of closed-end investment company that typically invests in and lends to small- and medium-sized private and certain public companies that may not have access to public equity markets for capital raising. As such, BDCs carry risks similar to those of private equity or venture capital funds, which include the following:

- BDCs are not redeemable at the option of the shareholder and may trade in the market at a discount to their NAV.
- BDCs may employ the use of leverage in their portfolios through borrowings or the issuance of preferred stock. While leverage often serves to increase the yield of a BDC, this leverage also subjects the BDC to increased risks, including the likelihood of increased volatility and the possibility that the BDC's common share income will fall if the dividend rate of the preferred shares or the interest rate on any borrowings rises.
- With investments in debt instruments, there is a risk that the issuer may default on its payments or declare bankruptcy.
- The Investment Company Act of 1940, as amended, imposes certain restraints upon the operations of a BDC. A BDC may only incur indebtedness in amounts such that the BDC's asset coverage equals at least 200% after such incurrence. These limitations on asset mix and leverage may inhibit the way that the BDC raises capital.
- BDCs generally invest in less mature private companies, which involve greater risk than well-established publicly-traded companies.

Concentration Risk:

Geographic Concentration Risk. Geographic concentration risk is the risk of loss from concentrating investments in a particular geographic region, such as a single U.S. state or region, and not more broadly diversifying investments across multiple geographic regions. An investment management portfolio that concentrates investments in a particular geographic region will have a greater risk of loss from developments that negatively affect securities issuers with significant business or other financial exposure to the region. Examples of such developments include: regional disasters such as earthquakes, hurricanes and floods; deteriorating finances of regional governmental securities issuers (e.g., states, municipalities) leading to budget deficits, tax base erosion, adverse changes in the credit ratings assigned to municipal issuers of that state and other financial difficulties; regional infrastructure problems such as power outages or transport facility shutdowns or restrictions; economic, demographic, legislative, legal or regulatory changes that negatively affect the region's business or fiscal environment, such as state constitutional limits on tax increases, revisions of income tax laws or regulations or judicial determinations revising the tax-exempt character of municipal bonds, or reductions in income tax rates would reduce certain relative advantages of owning municipal bonds.

Industry Concentration Risk. Industry concentration risk is the risk of loss from concentrating investments in a particular industry (i.e. making larger investments in particular industries) and not more broadly diversifying

investments across multiple industries (i.e., making smaller or no investments in particular sectors or industries). An investment management portfolio that concentrates investments in a particular industry will have a greater risk of loss from developments that negatively affect companies in that industry. Examples of such developments include: regulatory or other government policy changes that negatively affect the industry; changes in business methods, technologies or consumer preferences that reduce demand for the industry's products or services; alternative product/service competition from new or pre-existing industries; and shortages of, or increased costs for, industry personnel, raw materials or product components.

Issuer Concentration Risk. Issuer concentration risk is the risk of loss from concentrating investments in individual securities (i.e., making larger investments in individual securities) instead of more broadly diversifying investments across a larger number of securities. An investment management portfolio that concentrates investments in individual securities will have a greater risk of loss from developments that negatively affect the issuers of those securities. See clause (i) of "**General Investment Risk**" above for examples of developments that may negatively affect the value of a particular issuer's securities.

Credit Risk. Credit risk, which is sometimes referred to as "default risk", is the risk that the value of a fixed income security will decline because of:

(1) investor perception that the security issuer's or guarantor's future payment of the principal and/or interest obligation represented by the security has become less likely, increasing the likelihood of default; or

(2) actual default by the issuer or guarantor of the security.

Below investment grade fixed income securities generally involve more credit risk than investment grade fixed income securities. See "**Below Investment Grade Risk**" above for a description of below investment grade fixed income securities. Developments that negatively affect the issuer or guarantor of a fixed income security, or the specified assets backing the security, often will increase the security's level of credit risk. See "**General Investment Risk**" above for examples of such developments.

Digital Assets Investments Risk (Applies to Franklin Templeton Digital Assets Core, Franklin Templeton Digital Assets Core Capped, and Franklin Templeton Digital Assets Dynamic BTC/ETH Strategies), Franklin Templeton Core Multi-Manager + Digital Assets ETF Models. Certain Franklin Adviser Accounts/ETFs will invest in cryptocurrencies, such as, but not limited to, Bitcoin or Ethereum, as well as other digital representations of value or rights (including for investment, finance or idle cash purposes). Such assets or investments may be transferred and stored electronically, using distributed ledger technology or other technology, and may include but are not limited to any decentralized application tokens and blockchain-based tokens and other digital assets, or instruments for the purchase of such, including but not limited to token rights agreements, token warrants and other instruments (together with cryptocurrencies, "Digital Assets"). Investments in Digital Assets are subject to many specialized risks and considerations, including but not limited to risks relating to (i) immature and rapidly developing technology underlying Digital Assets, (ii) security vulnerabilities of this technology, (iii) credit risk of Digital Asset exchanges that may hold a Franklin Adviser Account's Digital Assets in custody, (iv) regulatory uncertainty around the rules governing Digital Assets, Digital Asset exchanges and other aspects and parties involved with Digital Asset transactions, (v) high volatility in the value/price of Digital Assets, (vi) unclear acceptance of some or all Digital Assets by users and global marketplaces, and (vii) manipulation or fraud resulting from the pseudo-anonymous manner in which ownership of Digital Assets is recorded and managed.

Energy Sector Risk. Energy Sector risk includes the risks of declines in energy and commodity prices; decreases in energy demand; reduced volumes of energy commodities needing transportation, processing or storing; new construction and acquisition, which can limit growth potential; availability of competitively priced alternative energy sources; potential for technological obsolescence; threats of attack by terrorists; adverse weather conditions; natural or other disasters; and changes in government regulation and tax laws affecting the energy industry.

Environmental, Social and Governance (ESG) Investing Risk. A client portfolio's ESG investment approach could cause such portfolio to perform differently compared to client portfolios that do not have such an approach or compared to the market as a whole. A client portfolio's application of ESG-related considerations may affect the portfolio's exposure to certain issuers, industries, sectors or other characteristics and may impact the relative performance of the client portfolio – positively or negatively – depending on the relative performance of such investments. Views on what constitutes "ESG investing," and therefore what investments are appropriate for a client portfolio that has an ESG investment approach, may differ among investment advisers and investors. There is no guarantee that ClearBridge's or Western Asset's efforts to select investments based on ESG practices will be successful. The assessment of an issuer's ESG factors is subjective and may differ from those of third-party ratings providers. Securities selected may not reflect the beliefs and values of any particular client. Further, ClearBridge and Western Asset are dependent on the availability of timely, complete and accurate ESG data reported by issuers and/or third-party research providers, the timeliness, completeness and accuracy of which is out of their control. Finally, ESG factors may be defined or measured differently, which could impact ClearBridge's and Western Asset's assessment of an issuer.

Extension Risk. Extension risk is the risk that issuers of fixed income securities, including mortgage-backed and other asset-backed securities, will repay their obligations more slowly than the market anticipates in the event market interest rates rise. This repayment extension may cause the prices of these securities to fall because their interest rates are lower than market rates and they remain outstanding for longer than originally anticipated.

High Volatility Risk. High volatility risk is the risk of loss associated with investments that tend to fluctuate in value more than other investments. An investment management portfolio with high volatility risk typically involves more speculative investments than a portfolio that does not have such risk. More speculative investments increase the client's risk of loss. In addition, high volatility increases the chance that a client will incur significant investment losses if and when the client or the client's investment manager decides to sell one or more securities held in the client's account.

Illiquidity Risk. Illiquidity risk is the risk that securities held in a client's account may be difficult to sell at prices close to recent valuations because few or no market participants are willing to purchase the securities at such prices. This risk, which generally is greater during times of market turmoil, may result in increased losses (or lesser gains) relative to sales of securities for which more active trading markets exist. Illiquidity risk may also result in client accounts realizing lower prices from smaller-sized sales of securities, including municipal bonds, that usually trade in larger amounts. For example, selling a single $5,000 lot of a municipal bond for a client's account may result in a lower per-bond price than a contemporaneous sale of a $100,000 lot of the same bond.

Illiquidity of Underlying Funds Risk. The underlying funds in which a model will invest may not be registered as investment companies and interests therein (or even for certain registered investment company investments) are subject to legal or other restrictions on transfer. It may be limited or even impossible for the Advisers to redeem interests in such underlying funds when desired or to realize their fair value in the event of such redemptions. Certain underlying funds may permit redemptions only on a semi-annual, annual, or less frequent basis or be subject to "lock-ups" (where investors are prohibited from redeeming their capital for a specified period following investment in such fund) and/or "gates" (where redemption at any given redemption date is restricted to a specified percentage of such underlying fund's assets). In addition, underlying funds are typically able to suspend redemptions by their investors under a variety of circumstances. Further, some underlying funds may limit or suspend redemptions with respect to "side pocket" investments (where an underlying fund classifies a particular investment as "illiquid" or "designated" and investors generally cannot receive their allocable share until such investment is liquidated or otherwise realized). Each such investment will be accounted for by such underlying fund separately from all such fund's other investments and will generally be carried at cost until liquidated or marked-to-market. Illiquidity in underlying funds may affect the ability investors to make redemptions of its investors' interests or shares.

Infrastructure Investment Risk. Investments in listed infrastructure, and infrastructure-related securities generally, may be exposed to risks associated with public policy, taxation, infrastructure regulation, economic and climatic conditions. The issuers of such securities may experience impacts on their business operations and strategies that influence the fundamental

value of infrastructure securities. These may include increased interest rates on capital construction, leverage costs, taxation, the costs associated with enhanced regulatory frameworks and broader environmental obligations and economic impacts. Transportation and related infrastructure sectors may generally be more exposed to demand and supply side risks, and therefore are more exposed to economic cycles and events that impact the flow of people, goods or capital.

Interest Rate Risk. Interest rate risk is the risk that market interest rates will rise, causing fixed income security prices to fall. This risk stems from the tendency of increases in market interest rates to generally make payment obligations associated with already-outstanding fixed income securities less attractive to investors and therefore the securities themselves less valuable. The risk of securities price declines caused by interest rate increases generally is higher for fixed income securities with longer-term maturities.

Investing in Funds Risk. Certain accounts may invest in shares of funds as part of their core investment strategy or to gain exposure to certain asset classes. Funds are actively or passively managed portfolios that invest in a particular strategy, index, asset class or other objective defined by each fund for a management fee. Investing in funds generally carry the same risks as investing directly in the underlying assets, but carry additional expenses in the form of management fees, distribution fees, brokerage expenses, shareholder service fees and/or other fees and expenses imposed or incurred by the funds, with a proportionate share borne by investors. Performance will be reduced by these costs and other expenses, which clients typically pay in addition to an Adviser's advisory fees. The risks carried by funds are described in their prospectuses and may include, among others, those associated with techniques or investments in: (i) derivative instruments (such as forwards, options, swaps and futures) which involve costs and can create economic leverage that may result in significant volatility and be less liquid or illiquid; (ii) complex securities, such as equity-linked notes ("ELNs") that have risks similar to their underlying securities and subject to certain debt securities risks, such as interest rate and credit risks; (iii) the use of leverage and borrowing in pursuit of a higher rate of return, which may exaggerate the effect of any increase or decrease in the value of portfolio securities and will be subject to interest and other borrowing costs; (iv) short selling, in connection with which borrowed securities may rise in value or not decline enough to cover the borrowing costs; and (v) unlisted securities (i.e., securities not listed on a stock exchange or other markets and for which no liquid secondary trading market exists) that may involve a high degree of business and financial risk due to relatively limited operating and profit histories, are more likely to be illiquid and may not subject to the same disclosure and investor protection requirements that apply to publicly-traded companies. A fund may also engage in frequent trading of its portfolio securities, which may indirectly impact the fund's investment performance, particularly through increased brokerage and other transaction costs and taxes. Additionally, investments in ETFs may trade at a premium or discount to the ETF's net asset value, a passively managed ETF may not replicate exactly the performance of the benchmark index it seeks to track and the management of actively managed ETFs may not produce the desired investment results. Indexes for certain ETFs may not be determined, composed or calculated accurately, may not provide an accurate assessment of included issuers, and the security selection processes of the underlying index's third-party owner may detract from performance in some market environments.

Merger Arbitrage Securities Risk. A merger or other restructuring, or a tender or exchange offer, proposed or pending at the time a portfolio invests in merger arbitrage securities may not be completed on the terms or within the time frame contemplated, which may result in losses to the client account.

Mid Cap Risk. Mid cap risk is the additional risk of loss typically associated with investments in securities of mid cap companies. Negative company-specific developments tend to cause securities of mid cap companies to decline in value more than securities of large cap companies. See clause (i) of "General Investment Risk" above for examples of such developments. Reasons for mid cap companies' increased risk of loss from such developments include the tendency of mid cap companies to have more limited product lines, operating histories, markets and financial resources, and also to be dependent on more limited management groups. Securities of mid cap companies also tend to be more volatile and less liquid than securities of large cap companies. See "**High Volatility Risk**" and "**Illiquidity Risk**" above.

Master Limited Partnerships (MLPs) Risk. An MLP is an entity receiving partnership taxation treatment under the U.S. Internal Revenue Code of 1986, as amended, and whose partnership interests or "units" are traded on securities exchanges like shares of corporate stock. MLP-related risk includes the following:

- As compared to common stockholders of a corporation, holders of MLP units have more limited control and limited rights to vote on matters affecting the partnership. Additionally, conflicts of interest may exist among common unit holders, subordinated unit holders and the general partner or managing member of an MLP.

- Certain MLPs depend upon their parent or sponsor entities for the majority of their revenues. If their parent or sponsor entities fail to make such payments or satisfy their obligations, the revenues and cash flows of such MLPs and ability of such MLPs to make distributions to unit holders would be adversely affected.

- The amount and tax characterization of cash available for distribution by an MLP depends upon the amount of cash generated by such entity's operations. Cash available for distribution by MLPs will vary widely from quarter to quarter and is affected by various factors affecting the entity's operations.

- Much of the benefit that a portfolio may derive from being invested in equity securities of MLPs is a result of MLPs generally being treated as partnerships for U.S. federal income tax purposes. Changes in tax laws could adversely affect the MLPs in which the portfolio invests.

Non-U.S. Investment Risk (including Emerging Markets Risk). Non-U.S. investment risk is the additional risk of loss typically associated with investments in securities of non-U.S. issuers. Investments in securities of non-U.S. issuers tend to involve greater risk than investments in U.S. issuers. This increased risk arises from factors that include: many non-U.S. countries having securities markets that are less liquid and more volatile than U.S. securities markets; political and economic instability in some non-U.S. countries; lesser availability of issuer and market information in some non-U.S. countries; and less rigorous accounting and regulatory standards in some non-U.S. countries. In addition, currency exchange rate fluctuations may have a greater negative effect on the value of investments in securities of non-U.S. issuers.

Non-U.S. investment risk is increased for securities issuers and markets in **emerging market countries**. Emerging markets are generally defined as being less developed countries which may have less stable economic and/or political conditions than larger and more mature economies. However, the universe can also be more specifically understood by reference to frequently used benchmarks such as the MSCI Emerging Markets Index.

- Emerging markets tend to have economic, political and legal systems that are less developed and less stable than those of the United States and other developed countries. Accounting, corporate governance and financial reporting standards that prevail in certain emerging market countries are often not equivalent to those found in countries with more developed markets. Regulatory, tax and legal regimes may be subject to uncertainty and to significant and unpredictable changes in approach.

- Securities markets in emerging market countries may be substantially smaller than markets in developed countries, relatively illiquid and subject to extreme price volatility. See "**Illiquidity Risk**" and "**High Volatility Risk**" above. This may impair a strategy's ability to acquire or dispose of assets at an advantageous price and time.

- In some emerging markets, the marketability of quoted shares may be limited due to foreign investment restrictions, wide dealing spreads, exchange controls, foreign ownership restrictions, the restricted opening of stock exchanges and a narrow range of investors.

- Repatriation of investments and profits may be restricted by exchange controls. Instability in emerging markets has previously led, and may continue to lead, to investor losses.

- Settlement of transactions carried out in emerging markets may be lengthier and less secure than in developed markets. A country's settlement practices may require margin payments for securities traded, or 'early pay-in' of

securities or payment. This may result in payment or settlement outside delivery-versus-payment procedures. Delivery-versus payment procedures offer significant protection from losses in the event that a third-party defaults on its obligations. The settlement practices in some foreign markets may increase the risk arising from third-party default.

- Additional risks include changes in currency exchange rates, exchange control regulations (including currency blockage), expropriation of assets or nationalization, imposition of withholding taxes or confiscatory taxation on capital, dividend or interest payments, and possible difficulty in obtaining and enforcing judgments against foreign entities. Foreign brokerage commissions, custodial and other fees are also generally higher. There are also special tax considerations which apply to securities of foreign issuers and securities principally traded overseas.

Prepayment Risk. Issuers of many fixed income securities, including certain mortgage-backed and other asset-backed securities, have the right to pay their payment obligations ahead of schedule. If interest rates fall, an issuer may exercise this right. If this happens, the investor's ability to reinvest the prepayment proceeds and obtain the same yield will be diminished because of the lower market interest rates. In addition, prepayment may cause the investor to lose any premium paid upon purchase of the security.

Real Estate Investment Trusts (REITs) Risk. REITs are pooled investment vehicles that invest primarily in income producing real estate or real estate related loans or interests. REITs are generally classified as equity REITs, mortgage REITs or a combination of equity and mortgage REITs. Unlike corporations, REITs are not taxed on income distributed to their shareholders, provided they comply with the applicable requirements of the Internal Revenue Code of 1986, as amended. REITs-related risk includes the following:

- Investments in REITs expose a portfolio to risks similar to investing directly in real estate. The value of these investments may be affected by changes in the value of the underlying real estate, the quality of the property management, the creditworthiness of the issuer of the investments, demand for rental properties, and changes in property taxes, interest rates and the real estate regulatory environment. Investments in REITs are also affected by general economic conditions.

- REITs are subject to heavy cash flow dependency on the property interest they hold, defaults by borrowers, poor performance by the REIT's manager and self-liquidation.

- REITs may be leveraged.

- REITs could possibly fail to (i) qualify for favorable tax treatment under applicable tax law, or (ii) maintain their exemptions from registration under the Investment Company Act of 1940, as amended.

- The above factors may also adversely affect a borrower's or a lessee's ability to meet its obligations to the REIT. In the event of a default by a borrower or lessee, the REIT may experience delays in enforcing its rights as a mortgagee or lessor and may incur substantial costs associated with protecting its investments.

Small Cap Risk. Small cap risk is the additional risk of loss typically associated with investments in securities of small cap companies. Negative company-specific developments tend to cause securities of small cap companies to decline in value more than securities of large cap and mid cap companies. See clause (i) of "General Investment Risk" above for examples of such developments. Reasons for small cap companies' increased risk of loss from such developments include the tendency of small cap companies to have more limited product lines, operating histories, markets and financial resources, and also to be dependent on more limited management groups. Securities of small cap companies also tend to be more volatile and less liquid than securities of large cap and mid cap companies. See "**High Volatility Risk**" and "**Illiquidity Risk**" above.

Technology Sector Risk. Companies in the technology sector have historically been volatile due to the rapid pace of product change and development within the sector. For example, their products and services may not prove commercially successful or may become obsolete quickly. In addition, delays in or cancellation of the release of anticipated products or services may also affect the price of a technology company's stock. Technology companies are subject to significant competitive pressures, such as new market entrants, aggressive pricing and tight profit margins. The activities of these companies may also be adversely affected by changes in government regulations, worldwide technological developments or investor perception of a company and/or its products or services. The stock prices of companies operating within this sector may be subject to abrupt or erratic movements.

ADDITIONAL RISKS RELATING TO OSAMCANVAS MANAGED OPTIONS STRATEGIES

Options and Derivatives Risk. Risks related to option strategies include volatility risk, counterparty risk, credit risk, interest rate risk, market risk, liquidity risk and leverage risk. Although a client might benefit from the use of option strategies, unanticipated changes in interest rates or securities prices could result in an inferior overall performance for the accounts than if they had not used such investments. Options are not suitable for all clients.

Specifically:

Volatility risk. With respect to options, the market price is affected by the market's expectation of future volatility during the term of the option. An option's market price may increase or decrease, unrelated to a change in the price of the underlying asset, as a result of this market expectation.

Counterparty risk. The buyer or seller of an option has credit exposure to the respective seller or buyer of that option (the counterparty). OSAM intends to only buy and sell exchange traded options. The counterparty to all U.S. exchange traded options is the Options Clearing Corporation ("OCC"). The OCC, based in Chicago, is the world's largest equity derivatives clearing organization. Because OCC is the counterparty the risk is minimal.

Credit risk. The price of an option is based upon, among other things, the price of the underlying asset. As a result, the buyer or seller of an option has indirect exposure to the credit of the underlying asset, as changes in the underlying credit, real or perceived, may affect the price of that underlying asset.

Interest rate risk. Prevailing market interest rates may affect the price of an exchange traded option.

Market risk. Options' prices are affected by a variety of market factors including, but not limited to, asset prices, interest rates, volatility, etc.

Liquidity risk. OSAM Canvas Managed Option Strategies are generally dependent on the existence of a liquid option's market, allowing for OSAM to buy and sell options in accordance with their strategy. In the event a liquid market does not exist, OSAM and its strategies may not perform as intended and accounts may be subject to unanticipated loss.

Leverage risk. Options are subject to leverage. Specifically, the seller of a call option receives a fixed upfront premium in exchange for the sale of the call but is exposed to unlimited loss. In the OSAM Canvas Managed Options Strategies described herein, it is expected that the Affiliate Manager equity portfolio will be highly correlated to the underlying index of call options sold and that call option potential losses will be substantially offset by unrealized gains in the equity portfolio. The offset is subject to any Basis Risk (as described below) that may exist.

Market movements or events could impact the strategy and can result in unforeseen losses. OSAM makes no representations regarding its ability to predict such movements. The risk of the absence of a liquid secondary market related to any investment or strategy exists and such an absence of liquidity can result in significant loss. Clients may be forced to liquidate collateral assets to raise cash to settle derivative positions.

Derivatives are subject to greater potential fluctuations in value than investment in the underlying securities. Purchasing and selling derivatives are highly specialized activities and entail greater than ordinary investment risk. Market volatility will impact the results of certain option strategies. There is a risk of loss associated with the early exercise of an option, which could result in the underlying security being called away prior to expiration. In addition, there is a risk that an underlying security may have losses greater than gains in the value of the options position. There is no guarantee that an option will expire or be exercised at an optimal time considering price movements of the underlying security.

Call Selling Risks

In a call sale based upon an index (a "Reference Security"), the seller receives an upfront premium in exchange for the obligation to pay the buyer the cash value of the excess, if any, of the underlying index price above a specified price (option strike price) generally at a specified time (option expiration). The maximum loss is unlimited.

The maximum potential gain when selling a call option is the premium received at the time of sale. As a result, the protection to the Reference Security offered by call selling is limited to the amount of the premium received. **A client selling a call option maintains full downside exposure to the Reference Security, if they own that Reference Security (less any call premium received)**.

Selling a call option has an unlimited risk of loss and

- The seller may be required to liquidate substantial assets, or alternatively contribute significant cash to satisfy the call selling obligations. This may result in the appreciation of the seller's portfolio being significantly limited. Further the seller will be subject to Basis Risk. Basis Risk means that the performance of the asset or assets the seller owns may not move in the same direction or have a similar magnitude of movement as the Reference Security. The situation may exist where the seller's asset or assets depreciate and simultaneously the Reference Security appreciates resulting in both a realized or unrealized loss on the seller's asset or assets **AND** a loss on the call option sold;

- in the case the seller chooses to use margin to satisfy call selling obligations, they will be exposed to the risks of margin including, but not limited to, the risks that i) the custodian may liquidate assets securing the margin loan which may result in substantial tax impact to seller; ii) the seller may realize substantial costs associated with margin interest; and iii) after the seller borrows against their assets the assets may depreciate significantly.

- **regardless of the level of success of a call selling strategy, it may result in the sale of seller's assets.**

Put or Put Spread Buying Risks

Put Options

In an index put sale, the seller receives an upfront premium in exchange for the obligation to pay the buyer the cash value of the underlying index (the "Reference Security") price below a specified price (option strike price) generally at a specified time (option expiration). No payment is required if the underlying index price is at or above the option strike price at the relevant expiry or exercise time. The maximum loss is limited to the difference between the strike price and the premium received.

In an index put purchase, the buyer pays an upfront premium in exchange for the right to receive from the seller the cash value of the underlying index price below a specified price (option strike price) generally at a specified time (option expiration). No payment is received if the underlying index price is at or above the option strike price at the relevant expiry or exercise time. The maximum loss is limited to the upfront premium paid.

In the case where the put holder does not own the Reference Security, the put holder will be subject to Basis Risk. Basis Risk means that the performance of the asset or assets the buyer owns may not move in the same direction or have a similar magnitude of movement as the Reference Security. The situation may exist where the put holder's asset or assets depreciate

and simultaneously the Reference Security appreciates resulting in both a realized or unrealized loss on the put holder's asset or assets **AND** a loss on the put purchased.

Put Spread Purchases

In an index put spread purchase, the buyer of the put with the higher strike price pays an upfront premium in exchange for the right to receive from the seller the cash value of the underlying index (also a Reference Security) price below a specified price (option strike price) generally at a specified time (option expiration) and simultaneously gives the buyer of the put with the lower strike price the same rights at the lower strike price. No payment is required if the underlying index price is at or above the option strike price at the relevant expiry or exercise time. The economic value to the buyer of a put spread is limited to the difference in strike prices, less the premium paid for the put spread. The maximum loss is limited to the upfront net premium paid.

The put or put spread holder will be subject to Basis Risk. Basis Risk means that the performance of the asset or assets the seller owns may not move in the same direction or have a similar magnitude of movement as the Reference Security. The situation may exist where the put or put spread holder's asset or assets depreciate and simultaneously the Reference Security appreciates resulting in both a realized or unrealized loss on the put or put spread holder's asset or assets **AND** a loss on the put or put spread purchased.

Put or put spread buying may significantly limit, indirectly, the potential appreciation of the put spread holder's portfolio if the put spread holder does not own the reference security.

Tax Risk

Selling call options or buying put options or put-spreads, when combined with other holdings of the client may be characterized as a "straddle" as defined in Section 1092(c)(4)(B) of the Internal Revenue Code, as amended (the "**Code**") and the Treasury regulations thereunder. Further, **the straddle rules may apply to assets owned by the Client that are not part of the call selling or put or put-spread buying program and are not held in the same account or with the same custodian.** Straddles may have significant negative tax impacts on the Client including, but not limited to:

I. mismatched timing of gains and losses and/or deferred recognition of losses;

II. potential loss of aging of straddled property;

III. the potential loss of Qualified Dividend Income treatment for dividends paid on straddled property; and

IV. the capitalization of interest related to margin loans secured by straddled property.

Unless otherwise disclosed to the Client by OSAM, OSAM will use its best efforts to avoid executing transactions that may be characterized as a straddle but makes no guarantee it will be effective in avoiding such characterization.

Performance Risk

There is no guarantee that an option strategy will achieve its goals or that it will outperform other implementations of option strategies. Further, the risk exists that even during periods that the Reference Security depreciates, a call selling strategy or a put or put-spread buying strategy may result in a loss.

An option strategy may be negatively affected by events beyond the control of OSAM, such as, but not limited to, macroeconomic events, company or sector earning or news events, merger and acquisition activity, interest rates, volatility of the underlying, political events and market or regulatory actions.

As options have fixed terms, there exists the risk that the expected performance of an option strategy may not be achieved because the Reference Security either appreciated or depreciated at a time after the expiration of any specific option. OSAM makes no predictions or assurances as to the efficacy of a specific option strategy over a specific period of time.