

RUSSELL INVESTMENT MANAGEMENT, LLC



FORM ADV PART 2A BROCHURE

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This brochure, which is known as Part 2A of Form ADV (the "Brochure"), provides information about the qualifications and business practices of Russell Investment Management, LLC ("RIM"), and contains important information about our business practices and investment strategies, as well as a description of potential conflicts of interest relating to our advisory business.

If you have any questions about the contents of this Brochure, please contact us at 206.505.4860 or russellcompliance@russellinvestments.com.

RIM is an investment adviser registered with the United States Securities and Exchange Commission (the "SEC") under the Investment Advisers Act of 1940, as amended (the "Advisers Act"). Registration as an investment adviser does not imply any level of skill or training. The information in this Brochure has not been approved or verified by the SEC or by any state securities authority. Additional information about RIM is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

This Brochure contains material changes since its last annual update, dated March 28, 2025. The material changes are summarized below.

General: The cover page of this brochure was updated on September 5, 2025, to reflect RIM's new principal office and place of business address.

Item 4 – Advisory Business: We added disclosure regarding assets under advisement ("AUA") associated with our model portfolio services and investment consulting services and clarified the distinction between regulatory assets under management ("RAUM") and AUA. We also updated our description of model portfolio services and added additional information describing our investment consulting services.

Item 5 – Fees and Compensation: We updated our fee disclosures to include additional information regarding negotiated Private Fund fee arrangements and revised the organization of this Item to align with the descriptions of model portfolio services and consulting services provided in Item 4. We also updated disclosures related to compensation associated with model portfolio services.

Item 7 – Types of Clients: We updated the description of the types of institutional clients, financial intermediaries, and investors who may access our advisory services.

Item 8 – Methods of Analysis, Investment Strategies, and Risk of Loss: We updated the description of certain investment strategies available to clients including expanded strategies offered through personalized managed account programs. We expanded certain disclosures relating to our asset allocation process and added additional information regarding the use of artificial intelligence in aspects of our investment research and portfolio analysis.

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Item 4 – Advisory Business

RIM is part of Russell Investments (defined below), a global investment solutions company. Russell Investments is headquartered in Seattle, Washington and operates in various financial centers worldwide.

RIM and its affiliates are wholly-owned indirect subsidiaries of Russell Investments Group, Ltd., a Cayman domiciled company (collectively, “Russell Investments”). The limited partners of certain private equity funds affiliated with TA Associates Management, L.P. indirectly hold a majority ownership interest, and the limited partners of certain private equity funds affiliated with Reverence Capital Partners, L.P. indirectly hold a minority ownership interest in Russell Investments. Hamilton Lane Advisors LLC, a private markets firm, along with current and former management of Russell Investments, also hold minority positions in Russell Investments. References in this Brochure to “we”, “us”, and “our” refer to RIM unless the context requires otherwise.

We provide investment advisory services to investment companies including mutual funds, closed-end funds and exchange-traded funds (each, a “Fund”) registered under the Investment Company Act of 1940, as amended (“Investment Company Act”), including Funds advised by RIM (“RIM Advised Registered Funds”) and Funds advised by a third party and sub-advised by RIM (“RIM Sub-advised Registered Funds” and, together with the RIM Advised Registered Funds, “Registered Funds”). We also provide investment advisory services to certain affiliated Funds not required to be registered under the Investment Company Act (“Private Funds”), as well as to institutional clients, including employee benefit plans, and insurance companies, and third-party investment advisers and other financial intermediaries.

Our investment advisory services include investment management, licensing model securities portfolios, and consulting. The sections below provide a summary of each of these services. Please see Item 8 – Methods of Analysis, Investment Strategies, and Risk of Loss, for more information regarding our investment strategies.

RIM has been a registered investment adviser since May 21, 1982. RIM is also a registered commodity pool operator (“CPO”) with the Commodity Futures Trading Commission (“CFTC”) and is a member of the National Futures Association (“NFA”).

Regulatory Assets Under Management

As of December 31, 2025, RIM had \$68,603,687,893 in regulatory assets under management (“RAUM”). RAUM includes the value of securities portfolios for which we provide continuous and regular supervisory or investment management services.

Of this amount:

- \$68,376,577,016 was managed on a discretionary basis; and
- \$227,110,877 was managed on a non-discretionary basis.

We manage assets on a discretionary basis when we are authorized to make investment decisions and effect transactions in client accounts without obtaining prior client approval for each transaction.

We manage assets on a non-discretionary basis when we provide ongoing supervisory or management services but do not have the authority to effect transactions without client approval, or do not effect transactions directly.

Assets Under Advisement

In addition to the RAUM described above, RIM provides certain model delivery and investment consulting services for which we do not provide continuous and regular supervisory or investment management services. Assets associated with these services are referred to as assets under advisement or “AUA.”

As of December 31, 2025, RIM provided model delivery services with respect to approximately \$8,182,108,867 in client assets. As of June 30, 2025, RIM provided investment consulting services with respect to approximately \$11,338,505,086 in client assets, based on information reported by or available from clients in connection with consulting engagements.

Under these arrangements, RIM does not have discretionary authority over client accounts, does not effect transactions or direct custodians, and is not responsible for account-level implementation and ongoing management.

Assets associated with model delivery and investment consulting services are not included in RAUM because we do not provide continuous and regular supervisory or investment management services with respect to these assets. Accordingly, AUA should not be considered a measure of assets managed by RIM or included in RAUM.

Our advisory services and strategies are designed to assist clients and investors in meeting their objectives in a diversified, risk-controlled manner. We provide services through three primary types of engagements:

- Investment Management Services
- Model Portfolio Services
- Investment Consulting Services

Each engagement is governed by a written agreement that defines the scope of services, authority, and compensation. Item 16 – Investment Discretion further describes the levels of discretion clients may grant us in the written agreement for our advisory services. The section below provides a summary of each of these services.

INVESTMENT MANAGEMENT SERVICES

Our investment management services and strategies are designed to help Registered Funds, Private Funds, and other clients meet their market exposure, risk management, and return objectives. We blend our core capabilities including capital markets insights, asset allocation, manager research, portfolio implementation, and factor exposures to design, construct, and manage total portfolio solutions. Portfolios are often invested using a “multi-style multi-manager” open-architecture approach.

Other than for Registered Funds and Private Funds, we provide investment management services based on investment guidelines and restrictions that are developed in accordance with the mandate selected by the client. Each Registered Fund or Private Fund managed or otherwise advised or sub-advised by us is managed in accordance with the investment guidelines and restrictions of the Registered Fund or Private Fund.

Asset Allocation

Our asset allocation process incorporates capital markets assumptions and client specific information such as the client’s goals, return objectives, benchmarks, spending policy, ability to tolerate risk, and liquidity needs.

Among other things, we assist clients in:

- developing investment objectives and investment policy statements;
- defining and managing risk for their specific requirements;
- diversifying their investment portfolios;
- meeting cash flow needs; and
- conducting risk analysis on their portfolio(s) and evaluating alternative portfolio structures.

Once a strategic asset allocation is determined, an investable portfolio is constructed by identifying the specific investment strategies and/or money managers that will be used in the portfolio.

Third-Party Money Manager Selection

Multi-manager portfolio assets are managed by us and at least two other unaffiliated money managers pursuant to a multi-style (e.g., growth, value, market-oriented, defensive, and/or dynamic) and multi-manager approach. RIM may change a money manager asset allocation at any time, including not allocating assets to one or more money manager strategies. Such changes may be made without notice to clients.

Our money manager research services include evaluating and selecting third-party money managers according to designated investment objectives, outcomes, styles, and strategies.

A money manager may have:

- a discretionary assignment, where it manages an allocated portion of a portfolio's assets directly;
- a non-discretionary assignment, where it provides a model portfolio that we implement; or
- both discretionary and non-discretionary assignments.

RIM does not separately evaluate the investment merits of a money manager's individual security selections or recommendations.

Portfolio Management

We typically utilize discretionary third-party money managers to manage client portfolios; however, we construct certain portfolios by combining non-discretionary money manager models in a centralized portfolio ("Enhanced Portfolio Implementation" or "EPI"). Under EPI, we hire money managers to provide lists of recommended investments and the weightings of such investments in accordance with designated investment guidelines. For example, a portfolio may utilize strategies from multiple non-discretionary money managers. We implement the portfolio by aggregating the model portfolios of each manager and may adjust the combined aggregated model in order to vary certain exposures, to adhere to any portfolio level guidelines and other restrictions, and for transaction cost management.

While we generally allocate portfolio assets to two or more money manager strategies, RIM or its affiliates may also directly manage all or a portion of a portfolio's assets for a variety of purposes. Our direct investment management of portfolios can include:

- implementation of quantitative and/or rules-based investment strategies;
- investing in securities and instruments which provide desired exposures (such as volatility, momentum, value, growth, quality, capitalization size, industry, sector, region, currency, commodity, credit, or mortgage exposure, country risk, yield curve positioning, or interest rates);
- modifying the portfolio's overall investment strategy or risk/return characteristics relative to investments made by one or more third-party money managers; and
- enhanced funding, cash management, currency overlay, or other direct investment management techniques (collectively, "Proprietary Strategies"). We, or our affiliates, may also directly manage portions of a portfolio during transitions between money managers.

In such scenarios, Russell Investments may retain more of its advisory fee as it pays less in fees to third-party money managers.

Alternative Asset Advisory Services

Our investment management services include advising and providing due diligence services on infrastructure and real estate Funds. Infrastructure assets are broadly defined as real assets that provide essential or commercial services to the public. Examples of infrastructure assets include transportation systems, communication networks, sewage, water, and electric systems.

Our real estate investment management activities include investing in US and non-US real estate investment trusts (“REITs”) and other REIT-like entities that own interests in real estate or real estate loans. We also provide investment advice on investing in Funds which invest in equity securities of other types of real estate-related companies.

MODEL PORTFOLIO SERVICES

RIM provides model portfolio and portfolio management services to third-party investment advisers, broker-dealers, and other financial intermediaries (each, a “Financial Intermediary”). In these arrangements, RIM’s client is the Financial Intermediary or program sponsor. Investors who access a strategy through a Financial Intermediary are clients of that Financial Intermediary and are not advisory clients of RIM.

The scope of our services varies by program and is defined in the applicable agreement. Depending on the arrangement, RIM may provide discretionary portfolio management services, ongoing model portfolio construction and maintenance services, or model delivery services for implementation by the Financial Intermediary. In all cases, the Financial Intermediary is responsible for evaluating the financial circumstances, investment objectives, and investment restrictions applicable to each investor and for determining suitability at the account level.

Our model strategies may employ strategic asset allocation, tax-managed asset allocation, income-oriented models, and active and passive asset allocation strategies, and may include RIM Advised Registered Funds.

Separately Managed Account Models

Separately Managed Account Model (“SMA Model”) services are multi-style portfolio programs in which we construct, oversee, and maintain model securities portfolios for use by Financial Intermediaries in separately managed account programs.

SMA Models may combine the investment strategies of two or more third-party money managers into a model portfolio designed to provide exposure to multiple investment strategies. Under these arrangements, RIM is responsible for ongoing portfolio construction, strategic and tactical asset allocation, selection and monitoring of third-party money managers, and recommending the hire, termination, or reallocation of assets among such managers.

Where applicable, RIM makes recommendations regarding portfolio structure and manager line-up and implements approved changes at the program level. RIM provides continuous and regular oversight of the model portfolio and updates it as market conditions, manager performance, or portfolio objectives warrant.

The Financial Intermediary is responsible for implementing the model in client accounts, effecting transactions, and conducting account-level suitability determinations. RIM does not determine the financial circumstances, investment objectives, or restrictions applicable to individual investors.

We also provide asset allocation model strategies to Unified Managed Account (“UMA”) programs of Financial Intermediaries. UMAs are professionally managed investment accounts that can include multiple types of investments, including mutual funds, stocks, bonds, and exchange traded funds (“ETFs”), within a single account. In certain UMA programs, we may act as a portfolio strategist, including for tax-aware UMA models offered through third-party turnkey asset management platforms (“TAMPs”). The operational trading and portfolio overlay management in such programs are implemented by the Financial Intermediary or TAMP provider.

Personalized Managed Accounts and Direct Investing

Through our Personalized Managed Account (“PMA”) product, we provide customized discretionary portfolio management services designed for high net worth and retail investors through Financial Intermediaries.

PMA portfolios are generally constructed using one or more of our model strategies as a starting framework and are then customized at the account level to reflect investor-specific objectives, tax considerations, restrictions, overlays, and other guidelines as communicated by the investor and their Financial Intermediary.

Under PMA arrangements, RIM provides discretionary asset allocation, security selection, and portfolio management services and effects transactions directly in client accounts. Each investor's account is managed separately from other investor accounts and may incorporate individualized restrictions, including security-level exclusions, category or industry limitations, thematic restrictions, or other investment parameters established by the investor and the investor's Financial Intermediary.

We may partner with external service providers to offer diversified single- or multi-asset managed account solutions that incorporate customized overlays and investor-imposed guidelines. PMA portfolios are designed to meet each investor's individual goals, circumstances, market exposure preferences, tax management objectives, and other investment criteria.

We also offer tax transition services designed to assist investors in transitioning from existing securities into a PMA portfolio in accordance with parameters established by the investor and their Financial Intermediary. During the transition period, performance may deviate from target allocations or benchmarks due to tax constraints, timing considerations, or capital gains limitations.

Although RIM exercises discretionary authority in PMA programs, the Financial Intermediary remains responsible for evaluating the financial circumstances, investment objectives, and investment restrictions applicable to each investor and for determining suitability.

Wrap Fee Program Models

We provide model strategies to wrap fee programs sponsored by Financial Intermediaries.

In these programs, RIM provides asset allocation and security selection services with respect to mutual funds and/or ETFs, which may include RIM Advised Registered Funds. If a RIM Advised Registered Fund is selected, RIM or its affiliates receive compensation in accordance with the applicable Fund's prospectus. See Item 5 – Fees and Compensation for additional information. The sponsoring Financial Intermediary is responsible for implementing the model in participant accounts, effecting transactions, and providing ongoing account-level management.

RIM does not have discretionary authority over participant accounts in wrap fee programs and does not effect transactions or direct custodians. Participants are clients of the sponsoring Financial Intermediary, not RIM, and should review the wrap fee program brochure for further details about the program.

INVESTMENT CONSULTING SERVICES

In limited circumstances, RIM provides investment consulting services to institutional clients. In these engagements, RIM does not have discretionary authority over client assets, does not execute trades or direct custodians, and the client retains final decision-making authority regarding investment strategy, asset allocation, manager selection, and implementation.

Consulting services may include advice regarding governance and fiduciary frameworks; development of investment objectives and risk parameters; asset allocation and portfolio structure; defined contribution plan design; capital markets assumptions and economic outlook; third-party manager research and recommendations; environmental, social, and governance considerations; and performance evaluation and reporting support.

TYPES OF INVESTMENTS

Our advisory services encompass all types of investments and asset classes, including equity, fixed income, multi-asset, alternatives, and derivatives. Types of investments for which we offer investment advice include, but are not limited to:

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- Exchange-listed securities
 - Privately placed securities
 - Private Funds and Third-Party Funds
 - Real Estate Investment Trusts (“REITs”)
 - Exchange Traded Funds (“ETFs”)
 - Exchange Traded Notes (“ETNs”)
 - Master Limited Partnerships (“MLPs”)
 - Securities traded over-the-counter
 - Foreign issues and depository receipts
 - Corporate debt securities
 - Municipal securities
 - US and non-US sovereign government securities
 - Commodities
 - Listed futures and options contracts
 - Foreign currency instruments, including forwards, spots, swaps, centrally cleared swaps, and other bilateral OTC instruments

Please see Item 8 – Methods of Analysis, Investment Strategies, and Risk of Loss, for more detail on the types of instruments used in implementing our strategies.

SERVICES OF AFFILIATES

We utilize our affiliates to offer certain services to clients. Some of these affiliates also are investment advisers or broker-dealers registered with the SEC and/or the Financial Industry Regulatory Authority (“FINRA”), and some are registered or are exempt from registration with other US federal, state, or non-US regulatory authorities. We may use the services or personnel of one or more of our affiliates for investment advice, portfolio execution and trading, and client servicing in their local or regional markets or their areas of special expertise, except to the extent restricted by the client pursuant to its investment management agreement or other type of advisory agreement (each, an “IMA”), or if inconsistent with applicable law.

Arrangements among affiliates take a variety of forms, including dual employee, delegation, participating affiliate, sub-advisory, sub-agency, or other formal or informal servicing arrangements. Certain of those affiliates’ employees are deemed “associated persons” within the meaning of Section 202(a)(17) of the Advisers Act, as Russell Investments’ affiliates may, through such employees, contribute to our investment advisory and investment research process. These arrangements comply with applicable law and regulation, including, but not limited to, the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), and its prohibited transaction exemptions, US federal securities laws and regulations, and the regulations of applicable self-regulatory organizations such as FINRA, the NFA and the Municipal Securities Rulemaking Board (“MSRB”).

This practice of utilizing affiliates is designed to make Russell Investment’s global capabilities available to our clients in as seamless a manner as practical within a varying global regulatory framework. In these circumstances, we remain fully responsible for the portfolio from a legal and contractual perspective. If provided in the client’s IMA or a Fund or Private Fund’s governing and/or offering documents (e.g., private placement memorandum or offering memorandum), we may charge additional fees for such services as permitted by applicable law and regulation.

The use of our affiliates for certain services presents a conflict of interest because we have a financial incentive to recommend or select affiliated entities over unaffiliated service providers. Please see Item 10 – Other Financial Industry Activities and Affiliations and Item 11 – Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading for additional information regarding these potential conflicts.

Item 5 – Fees and Compensation

FEE SCHEDULES

Fee arrangements vary by investment strategy, product type, account type and size, customization requirements, and the range of additional services provided to the client or Fund. All fees are negotiated in advance and are specified in the written IMA, prospectus, or other written agreement between us and each client or fund.

The following sets forth a basic description of advisory and/or management fee arrangements. The timing of payment for such fees is mutually agreed upon with each client or intermediary and set forth in the IMA. In addition to the advisory fees described below, clients may incur additional fees and expenses in connection with their investments, as described under “Other Fees and Expenses.”

INVESTMENT MANAGEMENT FEES

Fees for investment management services are typically asset-based fees expressed as a percentage of assets under management. These fees may be billed in arrears or in advance, depending on the service provided and the arrangement with the client, calculated on the average value of assets in the account during each calendar quarter, and invoiced to the client for payment.

Performance-based fees may be charged for certain investment mandates managed by RIM and/or its affiliates in accordance with Rule 205-3 of the Advisers Act. Additional information is provided in Item 6 – Performance-Based Fees and Side-by-Side Management.

Registered Funds

Our gross advisory fees for Registered Funds vary by Fund, are calculated as a percentage of the average daily net assets of each Fund, and are billed monthly. The Funds’ registration statements, which include prospectuses and the statements of additional information for each Fund, describe the fee structures, including any expense waivers or caps, as applicable, in more detail.

Institutional Separate Accounts

Our fees for managing an institutional separate account are determined through negotiation with each client and are set forth in the IMA with the client. Our fee may not cover the client’s pro rata share of the fees, expenses, and/or transaction charges incurred by any mutual fund, ETF, or other pooled investment vehicle (including RIM Advised Registered Funds or other vehicles managed by us) in which the account invests. Fees for separate accounts are billed quarterly and invoiced to the client for payment, or, at the client’s request and direction, may be deducted from the client’s account.

Private Funds

Private Fund fees and expenses are set forth in the Private Fund’s offering and/or other governing documents. In some cases, the client may have a negotiated fee that is different than the standard in-fund share class fee. In certain cases, we may manage a separate account with a similar investment mandate to a Private Fund, in which case the fees charged to such an account (including any performance-based fees) are not necessarily identical to those of the similar Private Fund. Management fees for Private Funds are generally billed quarterly and are paid directly by the Private Fund.

SMA Models and PMA

RIM receives quarterly fees from the applicable Financial Intermediary for advisory services provided to PMA and SMA Model programs. Fees are negotiated with the Financial Intermediaries and may be paid in arrears or in advance as agreed

to in the IMA. Investors who participate in PMA and SMA Model programs may also be subject to additional fees, expenses, and charges negotiated separately with the Financial Intermediaries.

Wrap Fee Program Models

RIM does not receive a fee for model delivery services to wrap fee programs when the model is comprised, entirely or partially, of RIM Advised Registered Funds. Instead, Russell Investments receives compensation through fees charged by the Fund, including RIM's advisory fees, in accordance with the prospectus.

Participants in wrap fee programs may be subject to additional fees, expenses and charges imposed by the sponsoring Financial Intermediary or other third parties. Participants should review the applicable wrap fee program brochure and other program documents provided by the sponsoring Financial Intermediary for further details about the program and any related fees.

Other Client Services

Fees for objective setting, asset allocation, and Fund and manager selection services, if any, are separately negotiated with each client and are based on the client's needs, complexity of services, and other factors as may be deemed relevant.

OTHER FEES AND EXPENSES

In addition to the fees described above, clients may incur other fees and expenses in connection with their investment programs including, but not limited to:

- fund administration fees;
- transfer agency fees;
- custody and Fund accounting fees;
- brokerage fees, commissions and related costs;
- interest expenses;
- taxes, duties, and other governmental charges;
- transfer and registration fees or similar expenses;
- costs associated with foreign exchange ("FX") transactions;
- third-party index licensing and performance reporting fees; and
- other portfolio expenses.

Private Funds may also incur costs and expenses in connection with operations, including, without limitation:

- costs associated with sourcing, negotiating, acquiring, financing, holding, monitoring, reporting, or disposing of underlying investments;
- fees and expenses of depositaries, brokers, dealers, pricing agents, proxy research and voting services, outside legal counsel, valuation service providers, and auditing services;
- organization, reorganization, and winding-up expenses;
- registration and filing fees; and
- transfer agency expenses.

Clients may also choose to participate in a commission recapture program (the "Recapture Program") offered through Russell Investments Implementation Services, LLC ("RIIS"), an affiliate of RIM, or offered by a third-party provider to offset certain fees. Please see Item 12 – Brokerage Practices for additional information.

TERMINATION

With the exception of our IMAs with Registered Funds, IMAs or similar agreements with financial intermediaries, clients or Private Funds may not have termination dates. RIM Advised Registered Fund IMAs are first approved for an initial term not to exceed two years and thereafter are approved annually. IMAs typically can be terminated by the Financial Intermediary, the client, or us with advance notice, as set forth in the IMA. In the event of termination of a relationship, unearned fees, if any, beyond any agreed-upon minimum fees, paid in advance will be refunded to the client. To the extent fees have been earned but not yet billed, such fees will be pro-rated and paid by the client upon termination.

AFFILIATED COMPENSATION

When RIM has discretionary authority to select broker-dealers to execute transactions, RIM uses its broker-dealer affiliate, RIIS, to execute securities and FX transactions on an agency basis. In its capacity as a broker-dealer, RIIS receives compensation in the form of commissions or an agency fee. The standard commission rates and FX agency fees are overseen by Russell Investments' Affiliated Business Oversight Committee ("ABOC"), and these rates are available to clients upon request. In executing trades, RIIS works with third-party clearing brokers and other trading venues to provide market access infrastructure, and/or clearing services. Upon settlement of a trade, the third-party clearing broker collects RIIS's commission and remits the agreed-upon portion of such commissions to RIIS, depending on the arrangement. In the case of trading platforms, the platform keeps its fee and remits the remaining commission to RIIS, a portion of which RIIS uses to pay the third-party clearing broker. RIIS retains the entire agency fee for effecting FX transactions, less any payments it makes to prime brokers to facilitate settlement. Advisory fees paid by clients are not reduced to offset any commissions or FX fees paid to RIIS. Clients have the option to purchase investment products that RIM recommends through other brokers or agents that are not affiliated with RIIS. RIM's use of RIIS represents a conflict of interest because it causes an affiliate to earn additional compensation. Russell Investments has policies, procedures, and processes in place that are reasonably designed to mitigate these conflicts of interest and monitor the execution price, costs, and quality of the execution, including engaging the services of an unaffiliated third-party transaction cost analysis service. Please see Item 12 – Brokerage Practices for additional details.

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

As previously noted, RIM and/or its affiliates may negotiate performance-based fee arrangements with certain qualified clients in accordance with Rule 205-3 under the Advisers Act. Eligibility for performance-based fees is set forth in the applicable client agreement and complies with the definition of "qualified client" under the Advisers Act. Certain Private Funds managed by us or our affiliates may have performance-based fees or may also invest in underlying Third-Party Funds that charge a performance-based fee. Performance-based fees are generally based on a specified yield or total return benchmarks, or periodic or cumulative performance hurdles. In measuring clients' assets for the calculation of performance-based fees, we may include realized and unrealized capital gains and losses.

Performance-based fees are generally payable on a quarterly or annual basis, or in the case of certain Funds of Funds and other Private Funds (and any similarly managed separate accounts): (i) at the time of withdrawal or redemption with respect to the amount withdrawn or redeemed; and/or (ii) as redeemed or as investments are realized and/or capital is distributed. Certain Private Funds charge performance-based fees or allocations based on the relevant Private Fund's net profits without regard to any index or performance hurdle. In some cases, these arrangements are subject to a cumulative high-water mark or other provision intended to ensure that prior losses are recouped before giving effect to any performance-based fees or allocations. The timing, calculation methodology, and material terms of any performance-based fee arrangement are set forth in the applicable client agreement or relevant Private Fund governing documents.

"Side-by-side management" refers to the simultaneous management of multiple client portfolios or investment products that may have different fee structures, including portfolios that pay performance-based fees and portfolios that do not. The management of performance-based fee accounts alongside accounts that are not subject to performance-based fees presents potential conflicts of interest. For example:

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- we may have an incentive to allocate investment opportunities to accounts that pay performance-based fees;
 - we may have an incentive to take greater investment risks in accounts subject to performance-based fees; and
 - the timing of trades or allocations could impact performance differently across accounts.

We are conscious of these potential conflicts of interest and have policies and procedures, including those which address the fair allocation of investment opportunities across client portfolios, which are designed to help ensure that all clients are treated fairly and equitably over time, regardless of their strategy, fee arrangement, or the influence of their owners or beneficiaries. In support of these policies, we have also implemented trade oversight and review procedures designed to monitor whether certain portfolios are being favored over other portfolios.

Additional information regarding related conflicts of interest is provided in Item 10 – Other Financial Industry Activities and Affiliations.

Item 7 – Types of Clients

We provide investment advisory services to a variety of Funds, including Registered Funds and Private Funds. We also provide investment advisory services to institutional clients including employee benefit plans such as public pension funds, corporate pension funds, defined contribution and profit-sharing plans, and Taft-Hartley plans, as well as insurance companies, third-party investment advisers and other financial intermediaries.

For institutional clients, it is the responsibility of the client or its staff, advisor, or consultant to evaluate their investment objectives, risk tolerance, and financial standing and determine whether a RIM strategy and the investment guidelines are suitable for the client.

We also serve as the investment manager to certain affiliated Private Funds. Interests in the Private Funds are offered pursuant to applicable exemptions from registration under the Securities Act of 1933, as amended (“Securities Act”), and the Investment Company Act. Investors in the Private Funds must be “accredited investors” under Regulation D of the Securities Act, “qualified purchasers” under the Investment Company Act, and “qualified eligible persons” under CFTC Rule 4.7. Investors should review the offering documents for each Private Fund for further information with respect to the minimum requirements for investment. Minimum account sizes for all other accounts or products vary based on the types of services provided and regulatory requirements.

RIM generally does not engage high net worth individuals or retail investors directly. Such investors may access RIM’s advisory services by investing in a RIM Advised Registered Fund (subject to any qualification standards) or investing in RIM’s PMA product or SMA Model offerings through their Financial Intermediary. Investors who invest in a PMA portfolio or SMA Model through their Financial Intermediary are generally not considered investment advisory clients of RIM.

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

We provide asset allocation, portfolio construction, and third-party money manager selection services, as well as implementing Proprietary Strategies and other techniques in managing total portfolios. We evaluate the factors that drive a portfolio’s risks and returns. Our third-party money manager research is focused on identifying investment products that we believe are consistent with client objectives and applicable investment guidelines. We use various investment strategies and methods of analysis, including proprietary models, data, and analytical systems in implementing an advisory strategy for a client and in selecting third-party money managers.

This Item describes our various methods of analysis and investment strategies, as well as the primary risks associated with these investment strategies. It is not possible to identify all the risks associated with investing and the particular risks applicable to a portfolio will depend on the nature of the portfolio, its investment strategy or strategies, and the types of securities and instruments held.

Any investment includes the risk of loss and there can be no guarantee that a particular level of return will be achieved. Clients and investors should understand that they could lose some or all their investment and should be prepared to bear the risk of such potential losses. Clients should carefully read all applicable offering/governing documents, and any other applicable informational materials for further information on the various risks associated with investing in a particular strategy prior to investing in any investment product.

INVESTMENT PROCESS AND STRATEGIES

Capital Markets Research

We continually refine our understanding of long-term markets through empirical research and direct observation of the markets. Capital markets insights are integrated into our forecasting engine, which generates long-term views on over 170 asset categories. These views inform our strategic asset allocations and portfolio design process .

We use several internal and external data sources to develop our 10- and 20-year forecasts. This information is then incorporated into our capital markets forecasting software to support the strategic advice we provide to clients in making asset allocation decisions. Our asset class forecasting and simulation is a process that considers variations in asset returns through time and across different market conditions.

Key inputs we incorporate:

- **Information about international capital markets:** We believe that most capital markets share a common set of factors that drive asset returns and interest rates.
- **Country-specific equity risk premiums:** We use a sum-of-parts equity model to build up country-specific equity returns from forecast inflation, dividend yield, earnings growth, and multiple reversion.
- **Risk-free term-structure modelling for real and nominal interest rates:** Initial yield curves (for nominal and real interest rates) are fitted using available market data.
- **Credit yield-curve modeling:** Credit yields are modelled for multiple ratings as spreads from the risk-free term structure.
- **Building block approach to regional and global asset classes:** For equity assets, we build up global assets from a range of underlying country forecasts and for bonds, we build up global assets from a variety of assets with varying durations.
- **Stochastic model:** We capture the dynamic behavior of returns using a statistical factor model that incorporates stochastic (i.e., time-varying) volatility.

Asset Allocation

Our asset allocation team incorporates capital markets data and client-specific information. Strategic asset allocation is a significant component of long-term portfolio outcomes. As such, we work with clients to gather information on the following key factors related to the investment program:

- Program objectives, goals and mission
- Spending needs
- Required level of liquidity
- Length of investment horizon
- Ability and desire to bear risk
- Significant cash flow patterns
- Risk models to understand specific risk exposures based on market conditions
- Client guidance on any investment biases or excluded asset classes

Upon determining and thoroughly understanding these factors, we then analyze the effects of various policy alternatives. Russell Investments' proprietary model is composed of five sets of inputs:

- Financial objectives for the program
- Risk tolerance
- Spending requirements/cash flow needs
- Capital markets forecasts
- Asset classes for consideration

The first three items provide client-specific input in the model. These items are then integrated with the fourth and fifth items, which dictate the behavior of investment strategies over time. This is an interactive process where we make detailed recommendations regarding the strategic asset allocation that we believe are consistent with the client's long-term goals. We determine these inputs using a variety of methods and tools, including data questionnaires, actuarial valuation reports, and financial statements. These tools are integrated with our capital market research to explore the impact of investment policies on outcomes and determine recommended asset allocations. Our proprietary risk management systems allow our portfolio managers to assess whether aggregate exposures are consistent with their intended positioning.

Portfolio Construction and Third-Party Money Manager Selection

We create an investable portfolio based on strategic beliefs through a combination of third-party money manager selection and Proprietary Strategies, identifying the best available sources of return based on our manager research capabilities and accessing factor exposures. Two key sources of excess return are manager alpha and long-run strategic tilts, which are central to how our portfolio managers build portfolios. For portfolios that utilize third-party money managers, this includes selection of an effective mix of managers and Proprietary Strategies, taking into account a number of considerations, including a client's investment objectives, overall risk and exposure management, tracking error, alpha targets, fee targets, and, in the case of passive mandates, the portfolio's benchmark.

Our Investment Research team researches and selects specific third-party money managers from a broad set of candidates to constitute the manager "buy list" or "sell list." Portfolio managers select money managers from this buy list and, conversely, sell managers on the sell list. These decisions are not static but based on variety of considerations including contributions to investment style and process, performance record, portfolio characteristics, total Fund risk, correlation with one another, the pattern of excess returns in different market scenarios, and client preferences.

Our manager selection process focuses on both a qualitative evaluation as well as a quantitative analysis. We have developed a proprietary database of information on the managers we research, including performance data, portfolio holdings, benchmark and security characteristics, risk factor exposures, and universe statistics. Our manager evaluation process focuses on four aspects: (i) people; (ii) process; (iii) portfolio; and (iv) performance. These inputs are complemented by a history of qualitative manager assessments that are directly input into our database by our manager research analysts. Analysts use fact-based information provided by managers, including information gleaned through questionnaires and conducting in depth interviews with the managers' investment professionals and executives. Topics discussed during the interview process include: (i) investment staff aptitudes, background, skills and knowledge; (ii) organization stability; (iii) research depth; (iv) quantitative sophistication; (v) valuation methodologies; (vi) portfolio construction approach; (vii) security selection criteria; (viii) performance returns; and (ix) implementation process (including trading and settlement).

While each money manager has a strategic target allocation, our portfolio managers are responsible for allocating tactically among money managers to take advantage of opportunities and risks with each asset class on a real time basis. Short-term investment performance alone is not a controlling factor in the selection or termination of any money manager. Manager research analysts also assist portfolio managers with decisions as to the timing of a replacement money manager or an adjustment in weighting allocations. Initially, money managers for a portfolio are selected based on their

ability to achieve consistent, above-average performance results versus a benchmark index and within peer groups of products with similar approaches or styles. The portfolio managers evaluate each money manager's contribution relative to the portfolio structure by monitoring the portfolio relative to the benchmark, identifying any factor biases, under-compensated risks, and a review of money manager weightings. Using a variety of analytical tools, the team analyzes investment performance, including attribution analysis, actual versus expected risk, and peer- and index-relative comparisons on an ongoing basis. In addition, the portfolio characteristics are reviewed for adherence to investment parameters.

Proprietary Strategies

Proprietary Strategies are customized portfolios that we manage directly for use within a client's total portfolio. We use these strategies for a variety of purposes, such as implementing certain quantitative or fundamental strategies, obtaining certain investment exposures, modifying a portfolio's overall investment strategy or risk/return characteristics relative to investments made for that portfolio by one or more of its third-party money managers, cash equitization, enhanced funding, cash management, currency overlay, currency management or other direct investment techniques in its management of portfolios. These strategies can be implemented directly by us or are used in conjunction with allocations to money managers to fully reflect strategic and dynamic insights with integrated liquidity and risk management.

These strategies and techniques fall into two broad categories: Active Positioning Strategies and Systematic Positioning Strategies.

Active Positioning Strategies

Active Positioning Strategies allow portfolio managers to express views across multiple factors and risk exposures simultaneously. These strategies are used to target desired total portfolio positioning and can be adjusted as needed by the portfolio manager to changes in the markets or changes in exposures coming from the manager allocations. Active Positioning Strategies are intended to allow better precision in managing exposures and risk at a total portfolio level than through allocations to money managers alone. These strategies and techniques include the following:

- Factor positioning in which we utilize a dynamically managed equity portfolio designed to ensure the total portfolio achieves desired strategic and/or tactical factor exposures anchored to our strategic beliefs regarding value, quality, momentum, size, and volatility.
- Derivatives for managing country and region exposure.
- FX forwards for managing currency exposure.
- Options for managing downside protection.

Systematic Positioning Strategies

Systematic Positioning Strategies are model-based investment strategies designed to provide customized exposure to a specific risk premium or factor that exists in the market. These strategies are included as part of a total solution and are intended to either add return or help mitigate risk but are not designed to adjust exposures based on other components in a portfolio. In many cases these strategies add a bias to a portfolio that managers would not otherwise capture. These strategies and techniques include the following:

- **Currency Factors:** A strategy that utilizes a systematic approach to access Carry, Value, and Trend factors in currency markets. The model seeks exposure to the cheapest currencies on a Purchasing Power Parity (PPP) basis (Value), the currencies with the highest carry factor (Carry), and a dynamic allocation to currencies based on price momentum (Trend).
- **Rates Factors:** A strategy that utilizes a systematic approach to access Carry and Value factors in rates markets. The model surveys global rates markets and seeks long/short positions via treasury futures in the highest/lowest real yield markets (Value), and long/short positions in the highest/lowest Carry-and-roll-down markets (Carry).

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- **Fallen Angels:** Model-driven and optimized strategy that applies a value factor filter to bonds that have fallen below investment grade. The strategy may be applied to US or European bonds.
 - **Intelligent Credit:** A systematic model driven strategy that applies a value factor model to a chosen universe of bonds (i.e., investment grade, short duration, or high yield), and constructs a portfolio optimized around the 20% more attractive securities identified based on alpha-factored scoring.

We may purchase and/or sell derivative instruments in portfolios to implement these strategies and: (i) as a substitute for holding securities directly; (ii) for hedging purposes; (iii) to take a net short position with respect to certain issuers, sectors, or markets; (iv) to facilitate the implementation of their investment strategies; (v) to adjust the interest rate sensitivity and duration of portfolio; or (vi) to manage a portfolio's asset class exposures. We may also increase or decrease a portfolio's cash reserves to seek to achieve the desired exposures for a portfolio, or in anticipation of a transition to a new money manager or large redemptions resulting from rebalancing by Funds of Funds or asset allocation programs.

While these strategies or techniques are designed to enhance the investment performance of each portfolio in which they are employed, these strategies and techniques may increase a portfolio's risks and may result in higher levels of losses, higher portfolio turnover rates, and additional brokerage commissions and other transaction costs. These losses, expenses, or other costs may not be offset by any additional gains that may be realized through the use of such strategies and techniques.

PMA

Under PMA, we may partner with external service providers to offer diversified, single, or multi-asset managed account solutions with individually tailored portfolios inclusive of considerations for overlays and any investor-imposed restrictions. Each investor's account is managed separately from other investor accounts, allowing for a personalized experience to deliver unique investment outcomes. PMA portfolios are designed to meet each investor's individual goals, circumstances, and preferences with respect to market exposure, risk management, tax management, environmental, social and governance considerations, return objectives and other investment objectives and guidelines, as determined by the investor and the investor's Financial Intermediary. Investors may impose restrictions on investments in specific securities or types of securities, as well as set additional investment guidelines.

Tax transition services are designed to assist investors in transitioning from existing securities holdings, including individual stocks, ETFs, and mutual funds, into a PMA portfolio. These services may be implemented based on a transition timeline or capital gains budget, as determined by the investor and the investor's Financial Intermediary. During the transition period, the portfolio may experience increased tracking error relative to its target allocation or benchmark due to tax-related constraints, timing considerations, or capital gains limitations established by the investor and the investor's Financial Intermediary. The duration and degree of tracking deviation will depend on the transition parameters selected and prevailing market conditions.

Funds of Funds

Portfolio managers utilize our capital markets research and portfolio strategy analysis to assist in determining the underlying Funds in which to invest for Fund of Funds strategies. The portfolio managers analyze opportunities and risks at the aggregate level of the three main asset classes: equities, fixed income and alternatives. Equity exposure is monitored by volatility, momentum, value, growth, capitalization, sector, industry, region, or country. Fixed income exposure is monitored by maturity, sector, and duration. Alternatives exposure is monitored by sector and country in addition to correlation, volatility, and tracking error. This is done using analytical tools to ensure that any biases are intentional and tactical. The portfolio managers also continually evaluate each Fund of Fund's allocations between asset classes to ensure that these optimally match the Fund's stated investment objectives and risk profile.

We modify the target allocation for target risk Funds, including changes to the underlying Funds in which a Fund of Funds invests, from time to time. These allocation decisions are generally based on our outlook on the business and economic

cycle, relative market valuations, and market sentiment. A target risk Fund's actual allocation may vary from the target strategic asset allocation at any point in time due to market movements and/or due to the implementation over a period of time of a change to the target strategic asset allocation including the addition of a new underlying Fund. There may be no changes in the asset allocation or to the underlying Funds in a given year or such changes may be made one or more times in a year. Changes in the asset allocation or to the underlying Funds may be implemented without Fund shareholder notice or approval.

Equitization, Short Term Investments, and Fixed Income Securities

We generally exercise investment discretion for a client's cash balances. Typically, we pursue a strategy of being fully invested by exposing all or a portion of client cash to the performance of certain markets by purchasing equity or fixed income derivatives (also known as "equitization") as an overlay to the cash within the portfolio. This is intended to cause the client account to perform as though its cash was invested in those markets. We typically invest any remaining cash in short-term investments.

When we directly manage portfolios that are managed to short-term fixed income guidelines, we focus on diversification of risks including credit risk, interest rate risk, and redemption risk. The portfolio manager evaluates quality ratings of individual holdings as well as the portfolio in aggregate, liquidity needs, duration requirements, spreads on products, as well as internal and external credit ratings on holdings.

Environmental, Social, and Governance

We believe that environmental, social, and governance ("ESG") issues can impact security prices, and a deep understanding of such impact adds value to our investment selection process. Our policy is to integrate material ESG considerations throughout our third-party money manager research and evaluation process, investment management, and/or advisory services as desired by clients. For example, we evaluate managers on ESG-related capabilities, generate internal ESG metrics, research, and analytics, and offer sustainable-investing products with specific ESG objectives. Our application of ESG considerations to any portfolio is subject to the laws and regulations applicable to that portfolio and clients' ESG preferences related to bespoke sustainable investment solutions.

As a component of our manager evaluation process, research analysts evaluate money managers on their ESG integration based on a combination of interviews, surveys, and a quantitative review of their portfolios, as described above. We believe a compelling money manager will:

- demonstrate strong awareness of the potential risk and return of ESG issues on individual holdings and the portfolio structure;
- provide a breadth of perspective and analytical inputs on ESG issues that are superior to peers; and
- clearly demonstrate how portfolio positioning reflects the management of material ESG risks and/or how ESG exposures can materially add value.

In the case where a Fund or strategy has adopted ESG objectives, we generally will not pursue a strategy where there are meaningful discrepancies found between the target ESG guidelines and holdings in the portfolio or when the manager's perspective and analytical inputs on the ESG issues lack rigor.

In managing investment solutions, we consider financially-material sustainability risks in the context of expected rewards using a blend of inputs from sources including, but not limited to: (i) investment managers; (ii) third-party data sources; and (iii) our propriety analysis. Furthermore, our portfolio managers incorporate bespoke sustainability risk management based on clients' requirements for customized mandates. We also seek to collaborate with our advisory clients to consider, monitor, and manage sustainability risk priorities in their portfolios.

For implementation of Proprietary Strategies, we may employ internal methodologies for managing exposure to ESG risks, including risk represented by carbon emissions or broader ESG risks. For example, we developed a custom metric for

companies called our Material ESG Score. We have mapped the characteristics identified by the Sustainability Accounting Standards Board (“SASB”) as material to firm profitability. We also incorporate datasets from third-party data providers, which include company-level scores ranging from indicators on granular ESG topics, to an overall company Risk Rating, scores for a variety of material ESG Issues, and scores for underlying indicators and events. With this more targeted collection of underlying data, we then apply an industry-specific weighting scheme to roll the data up into ESG scores. The result is a customized ESG score with an explicit focus on identifying ESG issues that are considered financially material to the company’s business and/or its material risks. In constructing our in-house score, we focus on “indicators” and “events”. Indicators take the form of scores on metrics such as employee turnover rate, human capital development, carbon intensity, and board diversity. Events refer to companies’ involvement in incidents and controversies.

Strategies which aim to moderate climate risk through decarbonization goals are typically built with a specific carbon reduction target, such as a percentage reduction in weighted average carbon intensity (WACI) or decreased exposure to fossil fuel reserves. Our optimization process solves for the combination of securities that achieves the aggregate carbon footprint and carbon reserves with the minimum amount of active share and transaction costs. We employ several risk related constraints including maximum asset, country, sector and industry deviations. Our more refined decarbonization solutions may include additional data points including renewable energy and low-carbon technology revenues.

Use of Artificial Intelligence

Russell Investments incorporates artificial intelligence in the form of generative pre-trained transformers (“GPTs”), large-language models (“LLMs”), and machine learning (“ML”) (together, “AI”) to enhance efficiency, support investment research, and generate data-driven insights. Russell Investments utilizes AI to aid manager research, gain perspective on the market, conduct data analysis, and organize prospecting efforts.

AI assists in aggregating financial data, identifying trends, generating preliminary investment research, and streamline reporting, data visualization, and workflow automation for internal efficiency, provided results are validated by human analysts. One key use case is an AI-driven quantitative equity manager screen, which evaluates over 10,000 investment products for ultimate recommendation and analysis by Russell Investments' Investment Division. Additional uses include portfolio risk analytics, factor exposure analysis, and stress testing within certain mandates. These tools are intended to assist investment professionals in evaluating exposures, tracking error, and scenario impacts. AI outputs will inform insights but will not drive autonomous trading decisions.

AI governance is overseen by our AI Advisory Council with representation across all stakeholder business units to oversee AI-tool adoption and use, ensuring compliance with ethical, regulatory, and risk management standards. Key risks considered include data integrity, model bias, regulatory developments, security, privacy, and confidentiality. All iterations of AI use at Russell Investments undergo thorough testing, validation, and human oversight. We also maintain policies and procedures that outline permissible and impermissible uses of AI, data protection requirements, and human oversight standards. Associates are required to periodically acknowledge and comply with these requirements.

Russell Investments views AI as a tool to complement, not replace, human expertise and remains committed to a measured approach in responsibly integrating AI in investment processes. Regardless of the AI’s production, outputs must be fact-checked against reliable sources, ensuring accuracy, transparency, and compliance with financial regulations.

Alternatives Strategies

Clients may gain exposure to alternative asset classes by investing in one or more of the Private Funds or Third-Party Funds, or through co-investments or direct investment.

Infrastructure Strategies

Infrastructure companies refer to companies that own, construct, operate, or invest in systems and networks involving energy, transportation, communications, utilities, social, and other products and services required for the normal

functioning of society. Infrastructure companies also include energy-related companies organized as MLPs. We take a global approach to infrastructure portfolio construction and may invest in publicly listed stocks of infrastructure companies, including utilities, transportation, and energy. Infrastructure investments may also include non-US investments, including emerging markets, and may include large, medium, and small capitalization companies. Prior to acquiring certain infrastructure securities, we, or the relevant third-party money managers, will determine that the investment is not subject to Section 4975 of the US Internal Revenue Code of 1986, or that the acquisition and holding of the security will not constitute a non-exempt prohibited transaction under ERISA Section 406 or a similar violation under any applicable similar law.

In addition, for private infrastructure, we seek to identify best-in-class general partners within their respective areas of expertise and pair them together with other diversifying strategies to create a total portfolio that is well-diversified but with strong risk-adjusted return potential. In our third-party money manager selection, we prefer strategies with particular characteristics such as: (i) limited competition in their specific area of infrastructure; (ii) high barrier to entry for new entrants to generate more competition; (iii) strong underwriting of deals at the time of origination; and (iv) the ability to provide valuable operational advice to companies or take operational control in certain situations. Our investment process also tends to favor strategies where the manager acts as sole or lead investor in most, if not all, transactions so that they can exert more reliable control over the terms and enforcement of the deal over the life of the investment.

Real Estate Strategies

Real estate strategies may include Private Funds and Third-Party Funds with global mandates, regional mandates, country-specific mandates, or mandates targeting specific product or asset types. The investment product analysis includes a detailed analysis of historical track record (focusing on investment rate of return, nominal dollars distributed, and return dispersion), targeted investment return (to help ensure that a product's performance targets align with the client's), review of the transaction pipeline, evaluation of all investment processes, and examination of third-party industry references.

The underlying real estate investments may include:

- real estate equity securities including interests in improved and unimproved real property, interests in entities that own, develop, or manage real property, interests in real estate investment vehicles maintained by other entities including REITs, separate accounts maintained by insurance companies, and commingled investment vehicles maintained by banks which hold real property or interest in real property, indebtedness secured by mortgages, and other interests in real property, as well as secured and unsecured notes on property;
- options on equity interests in real estate and options, futures contracts, and options on futures contracts on real estate equity securities and industry-recognized broad market real estate property and securities indices;
- swaps and other derivatives on real property and real estate securities; and
- equity securities of US and non-US based real estate companies.

A company is generally considered to be a real estate company if at least 50% of its assets, gross income or net profits are attributable to the ownership, construction, development, financing, management, or sale of residential, commercial, or industrial real estate.

Securities Lending

We may manage or oversee for certain clients' and Private Funds' securities lending services that are outsourced to securities lending agents. Under these securities lending arrangements, a security held in a client or Private Fund portfolio is loaned to a broker-dealer in exchange for collateral. The client or Private Fund may earn incremental income from these arrangements by collecting finance charges on the loan or by investing the collateral. Such returns are generally shared between the client or Private Fund and the securities lending agent, and the risk associated with the investment of collateral is generally borne by the client or Private Fund. If a borrower defaults on its obligations to return the securities

lent because of insolvency or other reasons, a portfolio could experience delays and costs in recovering the securities lent or in gaining access to the collateral. These delays could be greater for non-US securities. If a portfolio is not able to recover the securities lent, a portfolio may sell the collateral and purchase a replacement security in the market. The value of the collateral could decrease below the value of the replacement security, or the value of the replacement security could increase above the value of the collateral by the time the replacement security is purchased. Collateral arrangements may involve cash or non-cash collateral, depending on the structure of the applicable securities lending program.

INVESTMENT STRATEGY RISKS

While we seek to manage accounts so that risks are appropriate for each strategy, it is not possible or desirable to fully mitigate all risks. Any investment includes the risk of loss, and there can be no guarantee that a particular level of return will be achieved. The risks involved for different portfolios will vary based on each portfolio's investment strategy, the types of securities or other investments held in the portfolio, as well as macro and microeconomic conditions. Ongoing uncertainty and volatility in global financial, social, political, and public health conditions may increase the risks described below and may expose account investments to sudden and substantial losses. The fact that a particular risk below is not specifically identified as being heightened under current conditions does not mean that the risk is not greater than under normal conditions.

The following are descriptions of various primary risks related to our investment strategies. Not all possible risks can be described. The risks related to operations and investment strategy will also generally apply with respect to the unaffiliated money managers selected by us to invest client portfolio assets. Clients and other investors should carefully read all prospectuses, offering memoranda, and other offering and governing documents for further information on the various risks prior to retaining us to manage an account or investing in any Russell Investments product. Clients and other investors should understand that they could lose some or all their investment and should be prepared to bear the risk of such potential losses.

Market and Economic Risks

Assumption of Catastrophe Risk: Portfolios may be subject to the risk of loss arising from direct or indirect exposure to various catastrophic events, including the following: hurricanes, earthquakes, and other natural disasters (which may be caused, or enhanced in frequency and severity, by climate change factors); war, terrorism, and other armed conflicts; social or political unrest; cyberterrorism; major or prolonged power outages or network interruptions; and public health crises, including infectious disease outbreaks, epidemics, and pandemics. To the extent that any such event occurs and has a material effect on global financial markets or specific markets, issuers or underlying investments in which the portfolio invests (or has a material negative impact on our operations or operation of service providers), the risks of loss can be substantial and could have a material adverse effect on the portfolio and the investments.

Changes in Law and Government Intervention Risk: The investment and other activities carried out by us, our clients, third-party money managers, and our affiliates are subject to complicated legal and regulatory requirements, and any changes to such requirements or their interpretation and/or any related governmental intervention would expose such persons to significant risks, the realization of which could have a material adverse effect on a client and/or its underlying investors. Changes in securities, tax, banking, broker-dealer, investment adviser, reorganization, insolvency, lender liability, consumer protection, borrower protection, data privacy, regulatory capital, and other laws, regulations, rules, or policies, as well as changes in accounting standards, changes to exchange and self-regulatory organization rules, governmental intervention in markets generally, and other factors (any of which could have a retroactive effect), could decrease the number of investment opportunities that are available for clients or that we are willing to pursue; eliminate such opportunities altogether; decrease returns associated with certain investments or certain elements of our investment strategies; increase the complexity and cost of a client's activities; expose a client, investments, and/or us or our affiliates to greater risk of regulatory scrutiny and sanction; create additional conflicts of interest between clients, on the one hand, and us and our affiliates, on the other hand; necessitate or otherwise prompt amendments to the organizational documents of one or more Fund clients; reduce the information that is made available to clients; result in

us and/or our affiliates determining to restrict or eliminate side letter and/or other accommodations they offer; and/or result in other changes to a client's operations. Any such changes could have a material adverse effect on a client and/or its underlying investors.

Country Risk: A portfolio's return and net asset value may be significantly affected by political or economic conditions and regulatory requirements in a particular country. Non-US markets, economies and political systems may be less stable than US markets, and changes in exchange rates of foreign currencies can affect the value of a portfolio's foreign assets. Less information may be available about foreign companies than about domestic companies, and foreign companies are generally not subject to the same uniform accounting, auditing and financial reporting standards or other regulatory practices and requirements comparable to those applicable to domestic companies. In addition, non-US laws in some cases may not be as comprehensive as they are in the US. Non-US securities markets may be less liquid and have fewer transactions than US securities markets. Additionally, non-US securities markets may experience delays and disruptions in securities settlement procedures for a portfolio's securities. Investments in foreign countries could be affected by potential difficulties in enforcing contractual obligations and could be subject to extended settlement periods or restrictions affecting the prompt return of capital to the US.

Developing, Emerging, or Frontier Markets Risk: The risks associated with investing in securities are heightened for investments in developing or emerging markets. In general, emerging markets investments may be subject to less stringent investor protection standards as compared with investments in US or other developed market equity securities. Investments in emerging or developing markets involve exposure to economic structures that are generally less diverse and mature, and to political systems which can be expected to have less stability, than those of more developed countries. As a result, emerging market governments are more likely to take actions that are hostile or detrimental to private enterprise or foreign investment than those of more developed countries, including expropriation of assets, confiscatory taxation or unfavorable diplomatic developments. In general, this can be expected to result in less stringent investor protection standards as compared with investments in US or other developed market equity securities. In the past, governments of such nations have expropriated substantial amounts of private property, and most claims of the property owners have never been fully settled. There is no assurance that such expropriations will not recur. In such an event, it is possible that an account could lose the entire value of its investments in the affected market. Some countries have a high degree of corruption and crime that may hinder investments. Practices in relation to settlement of securities transactions in emerging markets involve higher risks than those in developed markets, in part because any portfolio investing in such markets will need to use broker-dealers and counterparties that are less well-capitalized, and custody and registration of assets in some countries may be unreliable. Emerging market countries typically have less established legal, accounting, and financial reporting systems than those in more developed markets, which may reduce the scope or quality of financial information available to investors. In addition, there is the risk that the Public Company Accounting Oversight Board ("PCAOB") may not be able to inspect audit practices and work conducted by audit firms in emerging market countries and, therefore, there is no guarantee that the quality of financial reporting or the audits conducted by audit firms of emerging market issuers meet PCAOB standards. We maintain oversight of our money managers; however, due diligence on specific emerging market securities is the responsibility of the money managers to our multi-manager portfolios.

The possibility of fraud, negligence, or undue influence being exerted by the issuer or refusal to recognize that ownership exists in some emerging markets, along with other factors, could result in ownership registration being completely lost. Any portfolio investing in the relevant market would absorb any loss resulting from such registration problems and may have no successful claim for compensation. In addition, communications between the United States and emerging market countries may be unreliable, increasing the risk of delayed settlements or losses of security certificates. Moreover, the economies of individual emerging market countries may differ favorably or unfavorably from the US economy in such respects as the rate of growth in gross domestic product, the rate of inflation, capital reinvestment, resource self-sufficiency and balance of payments position. Furthermore, US regulatory authorities' ability to enforce legal and/or regulatory obligations against individuals or entities, and shareholders' ability to bring derivative litigation or otherwise enforce their legal rights, in emerging market countries may be limited. Because a portfolio's foreign securities will generally be denominated in foreign currencies, the value of such securities to the portfolio will be affected by changes in currency exchange rates and in exchange control regulations. A change in the value of a foreign currency against the US

dollar will result in a corresponding change in the US dollar value of the portfolio's foreign securities. In addition, some emerging market countries may have fixed or managed currencies which are not free-floating against the US dollar. Further, certain emerging market countries' currencies may not be internationally traded. Certain of these currencies have experienced devaluations relative to the US dollar. Many emerging market countries have experienced substantial, and in some periods extremely high, rates of inflation for many years. Inflation and rapid fluctuations in inflation rates have had, and may continue to have, negative effects on the economies and securities markets of certain emerging market countries.

Investments in emerging market country government debt securities involve special risks. Certain emerging market countries have historically experienced high rates of inflation, high interest rates, exchange rate fluctuations, large amounts of external debt, balance of payments and trade difficulties and extreme poverty and unemployment. The issuer or governmental authority that controls the repayment of an emerging market country's debt may not be able or willing to repay the principal and/or interest when due in accordance with the terms of such debt. As a result, a government obligor may default on its obligations. If such an event occurs, a Private Fund may have limited legal recourse against the issuer and/or guarantor.

Local Access Products or Participation Notes Risk: Local access products, also called participation notes, are a form of derivative security issued by foreign banks that either give holders the right to buy or sell an underlying security or securities for a particular price or give holders the right to receive a cash payment relating to the value of the underlying security or securities. The instruments may or may not be traded on a foreign exchange. Local access products are similar to options in that they are exercisable by the holder for an underlying security or the value of that security but are generally exercisable over a longer term than typical options. These types of instruments may be exercisable in the American style, which means that they can be exercised at any time on or before the expiration date of the instrument, or exercisable in the European style, which means that they may be exercised only on the expiration date. Local access products have an exercise price, which is fixed when they are issued. Investments in these instruments involve the risk that the issuer of the instrument may default on its obligation to deliver the underlying security or its value. These instruments may also be subject to counterparty risk, liquidity risk, currency risk and the risks associated with investment in foreign securities. In the case of any exercise of the instruments, there may be a delay between the time a holder gives instructions to exercise and the time the price of the security or the settlement date is determined, during which time the price of the underlying security could change significantly. In addition, the exercise or settlement date of the local access products may be affected by certain market disruption events, such as difficulties relating to the exchange of a local currency into US dollars, the imposition of capital controls by a local jurisdiction or changes in the laws relating to foreign investments. These events could lead to a change in the exercise date or settlement currency of the instruments, or postponement of the settlement date. In some cases, if the market disruption events continue for a certain period of time, the local access products may become worthless, resulting in a total loss of the purchase price.

Investments in frontier markets are generally subject to all of the risks of investments in non-US and emerging markets securities, but to a heightened degree. Because frontier markets are among the smallest, least developed, least liquid, and most volatile of the emerging markets, investments in frontier markets are generally subject to a greater risk of loss than investments in developed or traditional emerging markets. Many frontier market countries operate with relatively new and unsettled securities laws and are heavily dependent on commodities, foreign trade and/or foreign aid. Compared to developed and traditional emerging market countries, frontier market countries typically have less political and economic stability, face greater risk of a market shutdown, and impose greater governmental restrictions on foreign investments.

Global Financial Markets Risk: Global economies and financial markets are increasingly interconnected and political and economic conditions (including recent volatility and instability due to international trade disputes) and events (including natural disasters, pandemics and epidemics, terrorist acts, social unrest, and government shutdowns) in one country, region or financial market may adversely impact issuers in a different country, region, or financial market. In addition, government and quasi-government organizations have taken a number of unprecedented actions designed to support the markets. As a result, issuers of securities held by a portfolio may experience a significant decline in the value of their assets

and even cease operations. This could occur whether or not the portfolios invest in securities of issuers located in or with significant exposure to the countries directly affected. Such conditions and/or events may not have the same impact on all types of securities and may expose a portfolio to greater market and/or liquidity risk, and potentially difficulty in valuing instruments held by a portfolio. This could cause a portfolio to underperform other types of investments. The severity or duration of such conditions and/or events may be affected by policy changes made by governments or quasi-governmental organizations.

Furthermore, a country's economic conditions, political events, military action and/or other conditions may lead to foreign government intervention and the imposition of economic sanctions. Such sanctions may include: (i) the prohibition, limitation or restriction of investment, the movement of currency, securities or other assets; (ii) the imposition of exchange controls or confiscations; and (iii) barriers to registration, settlement or custody. Sanctions may impact the ability of a portfolio to buy, sell, transfer, receive, deliver or otherwise obtain exposure to, foreign securities or currency, which may negatively impact the value and/or liquidity of such investments.

From time to time, outbreaks of infectious illness, public health emergencies and other similar issues ("public health events") may occur in one or more countries around the globe. Such public health events have had significant impacts on both the country in which the event is first identified as well as other countries in the global economy. Public health events have reduced consumer demand and economic output in one or more countries subject to the public health event, resulted in restrictions on trading and market closures (including for extended periods of time), increased substantially the volatility of financial markets, and, more generally, have had a significant negative impact on the economy of the country or countries subject to the public health event. Public health events have also adversely affected the global economy, global supply chains and the securities in which a client portfolio invests across a number of industries, sectors and asset classes. The extent of the impact depends on, among other factors, the scale and duration of any such public health event. Public health events have resulted in the governments of affected countries taking potentially significant measures to seek to mitigate the transmission of infectious illness or other public health issues including, among other measures, imposing travel restrictions and/or quarantines and limiting the operations of non-essential businesses. Any of these events could adversely affect a client portfolio's investments and performance, including exacerbating other pre-existing political, social, and economic risks. Governmental authorities and other entities may respond to such events with fiscal and/or monetary policy changes. It is not guaranteed that these policy changes will have their intended effect, and it is possible that the implementation of or subsequent reversal of such policy changes could increase volatility in financial markets, which could adversely affect a client portfolio's investments and performance. We monitor developments in financial markets and seek to manage each client's portfolio in a manner consistent with achieving the portfolio's investment objective, but there can be no assurance that it will be successful in doing so.

Impact of Tariffs on Investments Risk: Investing in markets affected by tariff policies carries significant risks that may negatively impact the value of investments. The US government has the authority to impose, increase, or modify tariffs on imports and exports, which can lead to higher costs for businesses, supply chain disruptions, and retaliatory trade measures from other countries. Tariffs may cause:

- Increased costs for companies reliant on imported goods, potentially reducing profitability.
- Market volatility as investors react to trade uncertainties.
- Reduced global trade activity, impacting economic growth and corporate earnings.
- Sector-specific disruptions, particularly in industries heavily dependent on international supply chains (e.g., technology, manufacturing, agriculture).

There is no certainty regarding the duration, scope, or future changes to tariff policies, which may create an unpredictable investment environment. Investors should consider the potential impact of tariffs on specific industries and the broader economy when making investment decisions.

Market Risk: The securities and other financial instruments in portfolios may decline in value. This decline in value may cause a portfolio to not provide return of principal and/or liquidity to the shareholders. Despite strategies to achieve positive investment returns regardless of market conditions, the value of investments will change with market conditions and so will the value of any investments in the portfolio. Further, the success of a portfolio will be affected by general economic and market conditions, such as interest rates, availability of credit, credit defaults, inflation rates, economic uncertainty, changes in laws (including laws relating to taxation of the investments, direct or indirect), trade barriers, currency exchange controls, and national and international political circumstances (including wars, terrorist acts or security operations). These factors may affect the level and volatility of the prices and the liquidity of the portfolio (direct or indirect). Volatility or illiquidity could impair the portfolio's profitability or result in losses.

Sanctions, Anti-Bribery/Anti-Corruption, and Anti-Money Laundering Considerations: Economic sanction laws in the US and other jurisdictions may prohibit us or certain Private Funds from transacting with or in certain countries and with certain individuals and companies. These sanctions are complex, frequently changing, and increasing in number, and they may impose additional prohibitions or compliance obligations. In the US, OFAC administers and enforces laws, Executive Orders and regulations establishing US economic and trade sanctions. Such sanctions prohibit, among other things, transactions with, and the provision of services to, certain foreign countries, territories, entities and individuals. These entities and individuals include specially designated nationals, specially designated narcotics traffickers and other parties subject to OFAC sanctions and embargo programs. The lists of OFAC prohibited countries, territories, persons and entities, including the List of Specially Designated Nationals and Blocked Persons, as such list may be amended from time to time, can be found on the OFAC website at www.treas.gov/ofac. In addition, certain programs administered by OFAC prohibit dealing with individuals or entities in certain countries regardless of whether such individuals or entities appear on the lists maintained by OFAC.

In some countries, there is a greater acceptance than in the US of government involvement in commercial activities, and of corruption. However, to the extent a money manager is committed to complying with the US Foreign Corrupt Practices Act ("FCPA") and other anti-corruption laws, anti-bribery laws and regulations, as well as anti-boycott regulations, to which they are subject, a portfolio may be adversely affected because of its unwillingness to participate in transactions that violate such laws or regulations. Such laws and regulations may make it difficult in certain circumstances for such portfolio to act successfully on investment opportunities and for investments to obtain or retain business.

In recent years, the US Department of Justice and the SEC have devoted greater resources to enforcement of the FCPA. While we or unaffiliated money managers may develop and implement policies and procedures designed to ensure compliance by it and its personnel with the FCPA and other similar laws, such policies and procedures may not be effective in all instances to prevent violations. Any determination that a money manager has violated the FCPA or other applicable anti-corruption laws or anti-bribery laws could subject the portfolio to, among other things, civil and criminal penalties, material fines, profit disgorgement, injunctions on future conduct, securities litigation and a general loss of investor confidence, any one of which could adversely affect the money manager's business prospects and/or financial position, as well as the portfolio's ability to achieve its investment objective and/or conduct its operations.

Similarly, US governmental authorities are also devoting greater resources to combatting money laundering and terrorist financing, and enforcement of anti-money laundering and counter-terrorist financing laws and regulations, and, considering requiring different market participants, such as those involved in the real estate and investment management industry, to be subject to anti-money laundering laws requiring the implementation of anti-money laundering policies and procedures, including to verify the identity of customers/investors and their beneficial owners. Such policies and procedures require significant resources and may be costly to implement. While money managers may develop and implement policies and procedures designed to ensure compliance by it and its personnel with the anti-money laundering laws (including any future requirements), such policies and procedures may not be effective in all instances to prevent violations. Any determination that a money manager has violated applicable anti-money laundering laws could subject a portfolio to, among other things, civil and criminal penalties, material fines, profit disgorgement, injunctions on future conduct, securities litigation and a general loss of investor confidence, any one of which could adversely affect the money

manager's business prospects and/or financial position, as well as the portfolio's ability to achieve its investment objective and/or conduct its operations.

Volatility Risk: Volatility typically refers to the amount of uncertainty or risk related to the size of changes in an asset or security's value. The prices of the holdings of a fund may be highly volatile. Price movements of such holdings are influenced by a wide variety of factors, including, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. In addition, governments sometimes intervene, directly and by regulation, in certain markets, particularly those markets in currencies and interest rate related futures and options. Such intervention often is intended directly to influence prices and may, together with other factors, cause those markets to move rapidly in the same direction because of, among other things, interest rate fluctuations.

Asset Allocation and Portfolio Construction Risks

Asset Allocation Strategy Risk: Asset allocation strategies do not assure profit or diversification and do not protect against loss. There is a risk that the asset allocation may be incorrect in view of actual market conditions. In addition, an asset allocation strategy determination could result in underperformance as compared to other strategies with similar investment objectives and asset allocation strategies.

Asset Class Risk: Securities in a portfolio can underperform in comparison to the general securities markets, a particular securities market, or other asset classes.

Concentration Risk: Concentrating investments in an issuer or issuers, in a particular country, group of countries, region, market, industry, sector or asset class means that performance will be more susceptible to loss due to adverse occurrences affecting those investments than a more diversified mix of investments.

Fundamental Investing Risk: A fundamental investment approach uses research and analysis of a variety of factors to create a forecast of company results, which is used to select securities. The process may result in an evaluation of a security's value that may be incorrect or, if correct, may not be reflected by the market. Security or instrument selection made on the basis of a fundamental investment approach is subject to significant losses when the actual market prices of securities are materially different from the prices predicted by the forecast resulting from the fundamental analysis. Fundamental analysis is inherently subject to the risk of not having identified all the relevant factors. In addition, the macro-economic factors considered by a money manager may be difficult to evaluate or implement. Fundamental investing also is inherently subject to the unpredictable duration of periods during which market prices and actual value as determined by such analysis will change. Security or instrument selection using a fundamental investment approach may cause a portfolio to underperform other funds with similar investment objectives and investment strategies even in a rising market.

Index-Based Investing Risk: Index-based strategies, which may be used to seek to gain a portfolio's desired exposures, may cause the portfolio's returns to be lower than if a fundamental approach to security selection was employed. Additionally, index-based strategies are subject to tracking error risk, which is the risk that the performance of the portion of the portfolio utilizing an index-based strategy will differ from the performance of the index it seeks to track.

Model Risk: We, and the third-party money managers, make extensive use of quantitative models for a wide range of applications, including but not limited to risk management, valuation, stress testing and financial/regulatory reporting. Models are generally used to generate estimates, which as estimates are not accurate actual numbers. Model usage exposes a financial institution to model risk, which typically involves the possibility of a financial loss, incorrect business decisions, misstatement of external financial disclosures or damage to the company's reputation arising from items such as:

- errors in the model design and development process (including the design and development of changes to existing models);

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- errors in the data, theory, statistical analysis, assumptions or computer code underlying a model;
 - misapplication of models, or model results, by model users;
 - use of models whose performance does not meet industry and/or company standards; and
 - possible errors in the model production process, such as errors in data inputs and assumptions, or errors in model execution.

Quantitative Investing Risk: Quantitative inputs and models use historical company, economic and/or industry data to evaluate prospective investments or to generate forecasts. These inputs could result in incorrect assessments of the specific portfolio characteristics or in ineffective adjustments to the portfolio's exposures. Securities selected using quantitative analysis may perform differently than analysis of their historical trends would suggest as a result of the factors used in the analysis, the weight placed on each factor, and changes in underlying market conditions. As market dynamics shift over time, a previously successful input or model may become outdated and result in losses. Inputs or models may be flawed or not work as anticipated and may cause the portfolio to underperform other portfolios with similar objectives and strategies. Certain inputs and models may utilize third-party data and models that we believe to be reliable. However, we cannot guarantee the accuracy of third-party data or models.

Sector Risk: Certain portfolios allocate large portions of their investments in a particular economic sector, and as a result, the value of the portfolio may be subject to greater risk than a portfolio allocated more broadly across multiple sectors.

Financial Services Sector Risks: Certain portfolios may be susceptible to adverse economic or regulatory occurrences affecting the financial services sector, including with respect to US and foreign banks, broker-dealers, insurance companies, finance companies (e.g., automobile finance) and related asset-backed securities. These developments may affect the value of a portfolio's investments more than if the portfolio were not invested to such a degree in this sector. Companies in the financial services sector may be particularly susceptible to factors such as interest rate, fiscal, regulatory, and monetary policy changes. For example, challenging economic and business conditions can significantly impact financial services companies due to increased defaults on payments by borrowers. Political and regulatory changes, including but not limited to recent US regulatory measures to increase oversight and regulation of private funds (e.g., Form PF and Private Fund Advisers rule), may affect the operations and financial results of financial services companies, potentially imposing additional costs and expenses or restricting their business activities.

Information Technology Sector Risk: To the extent that a portfolio invests significantly in the information technology sector, a portfolio will be sensitive to changes in, and the portfolio's performance may depend to a greater extent on, the overall condition of the information technology sector. The information technology sector can be significantly affected by, among other things, the supply and demand for specific products and services, the pace of technological development, and government regulation. Companies in the technology sector may also be adversely affected by the failure to obtain, or delays in obtaining, financing or regulatory approval, intense competition, both domestically and internationally, product compatibility, corporate capital expenditure and competition for the services of qualified personnel. Technology companies may have limited product lines, markets, financial resources, or personnel. The products of technology companies may face obsolescence due to rapid technological developments, frequent new product introduction, unpredictable changes in growth rates, aggressive pricing, changes in demand, and competition to attract and retain the services of qualified personnel. Companies in the technology sector are heavily dependent on patents and other intellectual property rights. A technology company's loss or impairment of these rights may adversely affect the company's profitability. The technology sector may also be adversely affected by changes or trends in commodity prices, which may be influenced or characterized by unpredictable factors.

Tax-Sensitive Management Risk: Tax-managed strategies may provide a lower return before consideration of federal income tax consequences than other portfolios that are not tax-managed. Money managers with distinct and different investment approaches are selected to reduce overlap in holdings across money managers and reduce the instance of wash sales. To the extent that wash sales occur from time to time, the ability of a portfolio or a Private Fund to achieve its investment objective may be impacted. Additionally, transitions between money manager strategies may require the sale of portfolio securities resulting in the portfolio realizing net capital gains. Unexpected large redemptions could also require

a portfolio to sell portfolio securities resulting in the realization of net capital gains. If a portfolio holds individual securities that have significantly appreciated over a long period of time, it may be difficult for the portfolio to sell them without realizing net capital gains. The realization of such capital gains could prevent the portfolio from meeting its investment objective.

In addition, a portfolio may also at times engage in active tax management through taxable gain and loss harvesting activities (“tax loss harvesting”), whereby securities may be sold in order to generate capital losses to offset current and future capital gains. There are certain risks inherent with tax loss harvesting, including the possibility that such activity does not improve a portfolio’s after-tax returns. In some cases, the portfolio may repurchase the securities sold at a higher price, or the portfolio may purchase substitute securities that do not perform as well as the securities that were sold. In other cases, the portfolio may purchase additional shares of securities already held by the portfolio at a lower cost than the shares held by the portfolio with the intent to sell the portfolio’s higher cost shares, which is subject to the risk that the value of the securities may decrease prior to their sale. In addition, tax loss harvesting may increase portfolio turnover rates. At times, it may also be impossible to implement the tax-managed strategy if, for example, a portfolio does not have any capital losses to offset capital gains.

Third-Party Manager Risks

Fund of Funds Investing and Private Markets Investing Risk: The success of a Private Fund that engages in private markets investing in general is subject to risks related to: (i) the quality of the management of the respective underlying funds; (ii) the ability of the management team of the underlying funds to select successful investment opportunities; (iii) general economic conditions; and (iv) the ability of the underlying funds to liquidate their investments. A Private Fund will not participate in the management and control of an underlying fund in which it invests and will have no control over the selection of underlying portfolio company investments by the managers of the respective underlying funds. The success or failure of the Private Fund will rely, in part, on the success or failure of the investment decisions made by the management teams of the respective underlying funds in which it invests. There can be no assurance that the management team of an underlying fund or any successor will be able to operate the underlying fund in accordance with the Private Fund’s expectations, or that the Private Fund will be able to recover on its investments. Additionally, underlying funds may need to attract, retain and develop executives and members of their management teams. The market for executive talent can be, notwithstanding general unemployment levels or developments within a particular industry, extremely competitive. There can be no assurance that underlying funds and the operating companies in which the Private Fund has invested will be able to attract, develop, integrate, and retain suitable members of their management teams and, as a result, the Private Fund may be adversely affected thereby. Historically, private markets returns have varied greatly over time, depending on the economic and other conditions at the time investments were made and exited by the private markets funds. In addition, each private markets subclass may exhibit considerable volatility of returns.

Money Manager Risk: The money managers selected for a portfolio may underperform the market generally or other money managers that could have been selected for that portfolio. The use of multiple money managers could increase a portfolio’s turnover rates which may result in higher levels of realized capital gains or losses with respect to a portfolio’s securities, higher brokerage commissions and other transaction costs. The investment styles employed by a portfolio’s money managers may not be complementary. The interplay of the various strategies employed by a portfolio’s multiple money managers may result in a portfolio holding a concentration of certain types of securities. This concentration may be beneficial or detrimental to a portfolio’s performance depending upon the performance of those securities and the overall economic environment.

Non-Discretionary Implementation Risk: With respect to the portion of a portfolio that is managed pursuant to model portfolios provided by non-discretionary money managers, it is expected that trades will be effected on a periodic basis and therefore less frequently than would typically be the case if discretionary money managers were employed. Additionally, there may be instances where a non-discretionary money manager may enter its trades in the same securities ahead of us. Given that values of investments change with market conditions, this could cause a portfolio’s return to be lower than if the portfolio employed discretionary money managers with respect to that portion of its portfolio. In

addition, we may deviate, subject to certain limitations, from the model portfolios provided by non-discretionary money managers for various purposes and this may cause a portfolio's return to be lower than if we had implemented the model portfolio as provided by the money manager.

Equity and Company-Specific Risks

Company Risk: Company risk is the risk that the value of securities issued by a company fluctuates in response to the performance of the individual company.

Depository Receipts Risk: Depository receipts (including American Depositary Receipts and Global Depositary Receipts) are securities traded on a local stock exchange that represent securities issued by a foreign publicly listed company. Depository receipts are generally subject to the same risks of investing in the foreign securities they evidence and into which they may be converted.

Equity Securities Risk: The value of equity securities fluctuates in response to general market and economic conditions (market risk) and in response to the performance of individual companies (company risk). Therefore, the value of an investment in the portfolios that hold equity securities may decrease. The market can decline for many reasons, including adverse political or economic developments in the US or abroad, changes in investor psychology, or heavy institutional selling. Also, certain unanticipated events, such as natural disasters, pandemics, epidemics, terrorist attacks, war, economic sanctions, and other geopolitical events, can have a dramatic adverse effect on stock markets. Changes in the financial condition of a company or other issuer, changes in specific market, economic, political, and regulatory conditions that affect a particular type of investment or issuer, and changes in general market, economic, political, and regulatory conditions can adversely affect the price of equity securities. These developments and changes can affect a single issuer, issuers within a broad market sector, industry or geographic region, or the market in general.

Exchange Traded Notes Risk: ETNs are unsecured, unsubordinated debt securities that have characteristics and risks similar to those of fixed-income securities. ETNs trade on major securities exchanges, similar to shares of ETFs. ETNs differ from other types of bonds and notes because: (i) ETN returns are based upon the performance of a market index less applicable fees; (ii) no periodic coupon payments are distributed; and (iii) no principal protections exist. In general, ETNs are considered to be a type of security that combines characteristics of both bonds and ETFs. The value of an ETN may be influenced by time to maturity, level of supply and demand for the ETN, volatility and lack of liquidity in underlying commodities or securities markets upon which the return of the ETN is based (in whole or in part), changes in the applicable interest rates, changes in the issuer's credit rating, and economic, legal, political, or geographic events that affect the referenced commodity or security. A decision to sell an ETN investment at any particular time also may be limited by the availability and strength of a secondary market at that time. If a portfolio's investments in ETNs are sold at a time when the secondary market in ETNs is weak, such ETNs might have to be sold at a discount. If the portfolio holds its investment in an ETN until maturity, the issuer of the ETN is generally expected to give a cash amount that would be equal to the principal amount (subject to the relevant index factor on the day of maturity). ETNs also are subject to counterparty credit risk and fixed-income risk.

Infrastructure Company Risk: Investments in infrastructure-related companies have greater exposure to the potential adverse economic, regulatory, political, environmental, and other changes affecting such entities. Infrastructure-related companies are subject to a variety of factors that may adversely affect their business or operations including high interest costs in connection with capital construction programs, costs associated with compliance with and changes in environmental and other regulations, difficulty in raising capital in adequate amounts on reasonable terms in periods of high inflation and unsettled capital markets, the effects of surplus capacity, increased competition from other providers of services in a developing deregulatory environment, uncertainties concerning the availability of fuel at reasonable prices, the effects of energy conservation policies, the effects of environmental damage, and other factors. Additionally, infrastructure-related entities may be subject to regulation by various governmental authorities and may also be affected by government regulation of rates charged to customers, government budgetary constraints, service interruption due to environmental, operational or other mishaps and the imposition of special tariffs and changes in tax laws, regulatory

policies and accounting standards. Other factors that may affect the operations of infrastructure-related companies include innovations in technology that could render the way in which a company delivers a product or service obsolete, significant changes to the number of ultimate end-users of a company's products, increased susceptibility to terrorist acts or political actions, risks of environmental damage due to a company's operations or an accident, and general changes in market sentiment towards infrastructure and utilities assets.

Investment Companies and Exchange Traded Funds Risk: We invest client assets in investment companies, including mutual funds, closed-end funds, and ETFs, to obtain exposure to specific market segments, to implement asset allocation decisions, or as an alternative to direct investments or derivatives. Investment companies hold portfolios of securities and are subject to the risks associated with their underlying investments. As a result, the value of an investment in an investment company generally reflects the performance and risks of the underlying securities or instruments held by that vehicle. Investment companies charge management fees and incur operating expenses. When a portfolio invests in an investment company, the client bears a proportionate share of those expenses in addition to the fees and expenses charged at the portfolio level. As a result, investing through an investment company is generally more costly than investing directly in the underlying securities. Certain investment companies may be organized outside the United States and may not be subject to the Investment Company Act of 1940, which provides regulatory protections to investors in registered funds.

Shares of ETFs and closed-end funds are bought and sold on securities exchanges and are subject to market trading risks. The market price of these shares fluctuates based on supply and demand and may differ from the fund's net asset value ("NAV"). Shares may trade at a premium or discount to NAV, and these differences may be significant during periods of market volatility, reduced liquidity, or disruptions in the creation and redemption process. As a result, investors may pay more than NAV when purchasing shares or receive less than NAV when selling shares. Transactions in ETF and closed-end fund shares in the secondary market typically involve brokerage commissions and other trading costs. In addition, investors incur a bid-ask spread, which is the difference between the price at which shares can be bought and sold. The bid-ask spread may widen when trading volume decreases or market liquidity is limited, increasing the cost of trading. An active trading market for ETF or closed-end fund shares may not develop or be maintained. In addition, there can be no assurance that the requirements of an exchange necessary to maintain the listing of such shares will continue to be met or remain unchanged. ETFs, particularly those that are passively managed, may not track their underlying index or market segment precisely due to factors such as fees, transaction costs, portfolio construction differences, or market disruptions. Although ETFs are designed to reflect the performance of their underlying securities, factors such as trading activity, market volatility, or liquidity constraints may cause ETF prices to be more volatile than the underlying portfolio and may result in tracking error.

Master Limited Partnership Risk: An investment in MLP units involves some risks that differ from an investment in the common stock of a corporation. Holders of MLP units have limited control over matters affecting the partnership. Investing in MLPs involves certain risks related to investing in the underlying assets of the MLPs and risks associated with pooled investment vehicles. MLPs that concentrate in a particular industry or a particular geographic region are subject to risks associated with such industry or region. The benefit derived from a portfolio's investment in MLPs is largely dependent on the MLPs being treated as partnerships for federal income tax purposes. Any return of capital distributions received from an MLP equity security may require a portfolio to restate the character of distributions made by the portfolio as well as amend any previously issued shareholder tax reporting information.

Natural Resources Risk: The market value of natural resources related securities may be affected by numerous factors, including events occurring in nature, inflationary pressures and international politics. The securities of natural resources companies may experience more price volatility than securities in companies in other industries. Rising interest rates and general economic conditions may also affect the demand for natural resources.

Real Estate Investment Trusts Risk: Real Estate Investment Trusts ("REITs") are companies that generally own interests in real estate, in real estate-related loans or other assets or instruments linked to real estate, and their revenue primarily consists of rent derived from owned, income-producing real estate properties and capital gains from the sale of such

properties. A REIT in the United States is generally not taxed on income distributed to shareholders so long as it meets certain tax-related requirements, including the requirement that it distribute substantially all its taxable income to such shareholders. REITs may be affected by changes in the value of the underlying properties owned by the REITs and by the quality of tenants' credit. Moreover, the underlying portfolios of REITs may not be diversified, and therefore subject to the risk of investing in a limited number of properties. REITs are also dependent upon management skills and are subject to heavy cash flow dependency, defaults by tenants, self-liquidation, and the possibility of failing either to qualify for tax-free pass-through of income under federal tax laws or to maintain their exemption from certain federal securities laws. The value of a REIT may also be affected by changes in interest rates. In general, during periods of high interest rates, REITs may lose some of their appeal for investors who may be able to obtain higher yields from other income-producing investments, such as long-term bonds. Rising interest rates generally increase the cost of financing for real estate projects, which could cause the value of an equity REIT to decline. During periods of declining interest rates, mortgagors may elect to prepay mortgages held by mortgage REITs, which could lower or diminish the yield on the REIT. By investing in REITs directly or indirectly through a portfolio, an investor will bear expenses of the REITs in addition to portfolio or portfolio-related expenses.

Real Estate Risk: Just as real estate values go up and down, the value of the securities of real estate companies in which a portfolio invests also fluctuates. A portfolio that invests in real estate securities is also indirectly subject to the risks associated with direct ownership of real estate. Additional risks include declines in the value of real estate, changes in general and local economic and real estate market conditions, changes in debt financing availability and terms, increases in property taxes or other operating expenses, environmental damage, and changes in tax laws and interest rates. The value of securities of companies that service the real estate industry may also be affected by such risks.

These risks include, but are not limited to:

- general and local economic and social conditions;
- the supply of, and demand for, properties of any particular type;
- the financial resources of tenants and buyers and sellers of properties;
- vandalism;
- vacancies;
- rent strikes;
- environmental liabilities;
- unforeseen liabilities and expenses due to changes in tax, zoning, building, environmental and other applicable laws;
- rent control laws;
- real property tax rates;
- changes in interest rates;
- governmental actions;
- accelerated construction activity;
- technical innovations that dramatically alter space requirements;
- the risk of loss due to earthquake, flood, environmental contamination or other casualties and general liabilities, including the possibility of uninsured losses and liabilities due to unavailability, availability only at prohibitive cost or failure of any owner, operator, or manager to purchase adequate insurance coverage; and
- the availability of mortgage loans, any of which may render the sale of properties difficult or unattractive.

These risks may be increased if the underlying assets are leveraged. Such risks may also cause fluctuations in occupancy rates, rent schedules and operating expenses, which could adversely affect the value of property and property-related investments and may lead to operating losses. Thus, there can be no assurance of the profitability of any property asset. Cash may be required to be advanced in order to protect an equity investment in property, and it may be necessary to dispose of investments on disadvantageous terms, if necessary, to raise needed cash.

Risks of Development Activities: Portfolio funds may undertake to develop undeveloped properties. Such portfolio funds will be subject to additional risks, including the availability of financing on favorable terms and the risk that there may be unanticipated delays in the completion of such development projects due to factors beyond the control of the developers or the portfolio funds. These factors may include strikes, adverse weather, changes in building specifications, shortages, cost increases and the availability of zoning or other regulatory approvals.

Risks of Investment in Distressed Properties: Portfolio funds may invest in distressed or underperforming assets, which involve a high degree of financial risk. Any investments made in property assets operating in workout modes or under Chapter 11 of the US Bankruptcy Code or similar laws of foreign jurisdictions will be subject to additional risks, including the risks of equitable subordination or disallowance of claims, liability to debtors or their creditors for actions taken, restructuring of debt and characterization of payments made in respect thereof, including distributions by the portfolio funds, as fraudulent or preferential, which could result in being required to return such distributions.

Risks of Distressed Mortgage Loans: Portfolio funds may purchase non-performing and sub-performing mortgage loans, as well as mortgage loans that have had a history of delinquencies or defaults. These mortgage loans may be in default or may have a greater than normal risk of future defaults, delinquencies, bankruptcies, or fraud losses, as compared to a pool of newly originated, high-quality loans of comparable type, size and geographic concentration. Returns on an investment of this type depend on the borrower's ability to make required payments and, in the event of default, the ability of the loan's servicer to foreclose and liquidate the mortgage loan.

Environmental Risks: Under various federal, state and local laws, or laws of certain foreign jurisdictions, an owner of real property may be liable for the costs of removal or remediation of certain hazardous or toxic substances on or in such property. Such enactments often impose such liability without regard to whether the owner knew of, or was responsible for, the presence of such hazardous or toxic substances. The cost of any required removal or remediation and the owner's liability with respect to any property is generally not limited under such enactments and could exceed the value of the property and the aggregate assets of the owner. The presence of such substances on a property, or the failure to remediate properly such substances, also may adversely affect the owner's ability to sell the property or to borrow using such property as collateral.

Fixed Income and Credit Risks

Asset-Backed Securities Risk: Asset-backed securities may include loans (such as auto loans or home equity lines of credit), receivables, or other assets. The value of an asset-backed security may be affected by, among other things, actual or perceived changes in interest rates, factors concerning the interests in and structure of the issuer or the originator of the receivables, the market's assessment of the quality of underlying assets or actual or perceived changes in the creditworthiness of the individual borrowers, the originator, the servicing agent, or the financial institution providing the credit support. Payment of principal and interest may be largely dependent upon the cash flows generated by the assets backing the securities. For purposes of determining the percentage of a portfolio's total assets invested in securities of issuers having their principal business activities in a particular industry, asset-backed securities will be classified separately, based on the nature of the underlying assets, according to the following categories: auto, diversified, retail and consumer loans, captive equipment and business, business trade receivables, nuclear fuel and capital, and mortgage lending. Asset-backed securities may not have the benefit of any security interest in the related assets. Rising or high interest rates tend to extend the duration of asset-backed securities, making them more volatile and more sensitive to changes in interest rates. The underlying assets are sometimes subject to prepayments, which can shorten the security's weighted average life and may lower its return. Defaults on loans underlying asset-backed securities have become an increasing risk for asset-backed securities that are secured by home-equity loans related to subprime, Alt-A, or non-conforming mortgage loans, especially in a declining residential real estate market. Credit card receivables are generally unsecured, and the debtors are entitled to the protection of a number of state and federal consumer credit laws, many of which give such debtors the right to set off certain amounts owed on the credit cards, thereby reducing the balance due. There is the possibility that recoveries on repossessed collateral may not, in some cases, be available to support payments on these securities.

Asset-backed securities are often backed by a pool of assets representing the obligations of a number of different parties. To lessen the effect of failures by obligors on underlying assets to make payments, the securities may contain elements of credit support which fall into two categories: (i) liquidity protection; and (ii) protection against losses resulting from ultimate default by an obligor on the underlying assets. Liquidity protection refers to the provision of advances generally by the entity administering the pool of assets, to ensure that the receipt of payments on the underlying pool occurs in a timely fashion. Protection against losses results from payment of the insurance obligations on at least a portion of the assets in the pool. This protection may be provided through guarantees, policies or letters of credit obtained by the issuer or sponsor from third parties, through various means of structuring the transaction or through a combination of such approaches. A portfolio will not pay any additional or separate fees for credit support. The degree of credit support provided for each issue is generally based on historical information respecting the level of credit risk associated with the underlying assets. Delinquency or loss in excess of that anticipated or failure of the credit support could adversely affect the return on an investment in such a security. The availability of asset-backed securities may be affected by legislative or regulatory developments. It is possible that such developments may require the disposal of any then-existing holdings of such securities. Collateralized loan obligations ("CLOs") carry additional risks, including, but not limited to: (i) the possibility that distributions from collateral securities will not be adequate to make interest or other payments and one or more tranches may be subject to up to 100% loss of invested capital; (ii) the quality of the collateral may decline in value or default; (iii) a portfolio may invest in CLOs that are subordinate to other classes; and (iv) the complex structure of the security may not be fully understood at the time of investment and may produce disputes with the issuer or unexpected investment results.

Borrowing Risk: Borrowing may exaggerate changes in the net assets and returns of a portfolio. Borrowing will result in the portfolio incurring interest expense and other fees, potentially reducing a portfolio's return. This can, at times, result in a need for the portfolio to liquidate positions when it may not be advantageous to do so to satisfy its borrowing obligations. Borrowing arrangements can be used to meet short-term investment and liquidity needs or to employ forms of leverage that entail risks, including the potential for higher volatility and greater declines of a portfolio's value, and fluctuations of dividend and other distribution payments.

Credit Facility Risk: A Private Fund may utilize a line of credit to borrow on a short-term basis to fund investments and pay expenses and other liabilities and may pledge some or all of its assets as security for its repayment obligations under such arrangements. Though such line of credit is intended to be used primarily for administrative convenience to reduce the overall number of capital calls from the investors and avoid having excess cash on hand, the Private Fund's net internal rate of return may be higher than it would be in the absence of such line of credit, since the net internal rate of return will be based on the time investor contributions are actually made and the use of the line of credit will delay such contributions. In addition, a reduction in the frequency of capital calls as a result of the use of the line of credit means that the size of individual capital calls will be greater. The Private Fund (and indirectly its investors) will bear any interest expense, fees or other costs in connection with such line of credit. The line of credit may provide the lender with certain rights, including the right to call capital from investors in the event of a default and, in the event of a failure by an investor to fully fund its capital contributions to the Private Fund when due, the right to exercise certain default remedies directly against such investors.

Fixed Income Securities Risk: Fixed income securities generally are subject to the following additional risks:

Interest Rate Risk: Interest rate risk is the risk that prices of fixed income securities generally rise and fall in response to interest rate changes. Generally, when interest rates rise, prices of fixed income securities fall, and when interest rates fall, prices of fixed income securities rise. Interest rates have recently increased from historical lows and may continue to increase in the future, though the timing or magnitude of future increases is difficult to predict. As a result, risks associated with rising interest rates are currently heightened. Expectations of higher inflation generally cause interest rates to rise. The longer the duration of the security, the more sensitive the security is to this risk. A 1% increase in interest rates would reduce the value of a \$100 note by approximately one dollar if it had a one-year duration. The effect of changing interest rates on financial markets, including negative interest rates, cannot be known with certainty but may expose fixed income and related markets to heightened volatility and illiquidity. Very low or

negative interest rates may magnify interest rate risks. To the extent a portfolio holds an investment with a negative interest rate to maturity, the portfolio would generate a negative return on that investment. If negative interest rates become more prevalent in the market and/or if negative interest rates persist for a sustained period of time, investors may seek to reallocate assets to higher-yielding assets which, among other potential consequences, could result in increases in the yield and decreases in the prices of fixed-income investments over time.

Credit and Default Risk: Credit and default risk is the risk that a portfolio could lose money if the issuer or guarantor of a fixed income security or other issuer of credit support is unable or unwilling to make timely principal and/or interest payments, or to otherwise honor its obligations. Securities are subject to varying degrees of credit risk which are often reflected in credit ratings. Fixed income securities may be downgraded in credit rating or go into default. While all fixed income securities are subject to credit risk, lower-rated bonds and bonds with longer final maturities generally have higher credit risks and higher risk of default.

Inflation Risk: Inflation risk is the risk that the present value of a security will be less in the future if inflation decreases the value of money.

Mortgage-Backed Securities Risk: The value of a portfolio's MBS may be affected by, among other things, changes or perceived changes in interest rates, factors concerning the interests in and structure of the issuer or the originator of the mortgage, or the quality of the mortgages underlying the securities. The mortgages underlying the securities may default or decline in quality or value. Through its investments in MBS, a portfolio has exposure to prime loans, subprime loans, Alt-A loans, and/or non-conforming loans as well as to the mortgage and credit markets generally. Subprime loans refer to loans made to borrowers with weakened credit histories or with a lower capacity to make timely payments on their loans. Alt-A loans refer to loans extended to borrowers who have incomplete documentation of income, assets, or other variables that are important to the credit underwriting processes. Non-conforming mortgages are loans that do not meet the standards that allow purchase by government-sponsored enterprises. Underlying collateral related to prime, subprime, Alt-A, and non-conforming mortgage loans may be susceptible to defaults and declines in quality or value, especially in a declining residential real estate market. In addition, regulatory or tax changes may adversely affect the mortgage securities markets as a whole. MBS often have stated maturities of up to thirty years when they are issued, depending upon the length of the mortgages underlying the securities. In practice, however, unscheduled or early payments of principal and interest on the underlying mortgages may make the securities' effective maturity shorter than this, and the prevailing interest rates may be higher or lower than the current yield of a portfolio at the time, resulting in reinvestment risk. Rising or high interest rates may result in slower than expected principal payments which may tend to extend the duration of MBS, making them more volatile and more sensitive to changes in interest rates. This is known as extension risk. MBS may have less potential for capital appreciation than comparable fixed income securities due to the likelihood of prepayments of mortgages resulting from foreclosures or declining interest rates. These foreclosed or refinanced mortgages are paid off at face value (par) or less, causing a loss, particularly for any investor who may have purchased the security at a premium or a price above par. In such an environment, this risk limits the potential price appreciation of these securities.

Residential mortgages are subject to the risks of delinquencies, defaults, and losses, which may increase substantially over certain periods and affect the performance of the MBS in which certain Private Funds may invest. Mortgage loans backing non-agency MBS are more sensitive to economic factors that could affect the ability of borrowers to pay their obligations under the mortgage loans backing these securities. In addition, a sustained decline or an extended flattening of housing prices or appraisal values may result in additional increases in delinquencies and losses on MBS generally.

As with other delayed-delivery transactions, a seller agrees to issue a to-be-announced MBS (a "TBA") at a future date. At the time of purchase, the seller does not specify the particular MBS to be delivered. Instead, a portfolio agrees to accept any MBS that meets specified terms agreed upon between the portfolio and the seller. TBAs are subject to the risk that the underlying mortgages may be less favorable than anticipated by a portfolio.

Collateralized mortgage obligations (“CMOs”) are MBS that are collateralized by mortgage loans or mortgage pass-through securities. CMOs are issued in multiple classes, often referred to as “tranches,” with each tranche having specific risk characteristics, payment structures and maturity dates. This creates different prepayment and market risks for each CMO class. The primary risk of CMOs is the uncertainty of the timing of cash flows that results from the rate of prepayments on the underlying mortgages and from the structure of the particular CMO transaction (that is, the priority of the individual tranches). The principal and interest payments on the underlying mortgages may be allocated among the several tranches of a CMO in varying ways including “principal only,” “interest only” and “inverse interest only” tranches. These tranche structures affect the amount and timing of principal and interest received by each tranche from the underlying collateral. For example, an inverse interest-only class CMO entitles holders to receive no payments of principal and to receive interest at a rate that will vary inversely with a specified index or a multiple thereof. Under certain structures, particular classes of CMOs have priority over others with respect to the receipt of prepayments on the mortgages. Therefore, depending on the type of CMOs in which a portfolio invests, the investment may be subject to a greater or lesser risk of prepayment than other types of MBS.

Commercial mortgage-backed securities (“CMBS”) include securities that reflect an interest in, and are secured by, mortgage loans on commercial real property. Many of the risks of investing in CMBS reflect the risks of investing in the real estate securing the underlying mortgage loans, including the effects of local and other economic conditions on real estate markets, the ability of property owners to make loan payments, the ability of tenants to make lease payments, and the ability of a property to attract and retain tenants. Investments in CMBS are also subject to the risks of asset-backed securities generally and may be particularly sensitive to prepayment and extension risks. CMBS securities may be less liquid and exhibit greater price volatility than other types of asset-backed securities.

Certain MBS may be issued or guaranteed by the US government or a government-sponsored entity, such as Fannie Mae (the Federal National Mortgage Association) or Freddie Mac (the Federal Home Loan Mortgage Corporation). Although these instruments may be guaranteed by the US government or a government-sponsored entity, many such MBS are not backed by the full faith and credit of the United States and are still exposed to the risk of non-payment. Since 2008, Fannie Mae and Freddie Mac have been operating under FHFA conservatorship and are dependent upon the continued support of the US Department of the Treasury and FHFA in order to continue their business operations. The FHFA has made public statements regarding plans to consider ending the conservatorships. In the event that Fannie Mae and Freddie Mac are taken out of conservatorship, it is unclear how their respective capital structures would be constructed and what impact, if any, there would be on Fannie Mae’s or Freddie Mac’s creditworthiness and guarantees of certain mortgage-backed securities. Should the conservatorships end, there could be an adverse impact on the value of Fannie Mae or Freddie Mac securities, which could cause losses to a portfolio or Private Fund.

MBS held by a portfolio may be issued by private issuers including commercial banks, savings associations, mortgage companies, investment banking firms, finance companies and special purpose finance entities (called special purpose vehicles, or “SPVs”) and other entities that acquire and package mortgage loans for resale as MBS. These privately issued non-governmental MBS may offer higher yields than those issued by government entities, but also may be subject to greater price changes and other risks than governmental issues. MBS with exposure to subprime loans, Alt-A loans, or non-conforming loans have had in many cases higher default rates than those loans that meet government underwriting requirements. The risk of non-payment is greater for MBS that are backed by mortgage pools that contain subprime, Alt-A, and non-conforming loans, but a level of risk exists for all loans. Unlike MBS issued or guaranteed by the US government or a government-sponsored entity, MBS issued by private issuers do not have a government or government-sponsored entity guarantee, but may have credit enhancements provided by external entities such as banks or financial institutions or achieved through the structuring of the transaction itself. Examples of such credit support arising out of the structure of the transaction include the issue of senior and subordinated securities (e.g., the issuance of securities by an SPV in multiple classes or “tranches,” with one or more classes being senior to other subordinated classes as to the payment of principal and interest, with the result that defaults on the underlying mortgage loans are borne first by the holders of the subordinated class); creation of “reserve funds” (in which case cash or investments, sometimes funded from a portion of the payments on the underlying mortgage loans, are held in reserve against future losses); and “overcollateralization” (in which case the scheduled payments on, or the principal amount of, the underlying mortgage loans exceeds that required

to make payment on the securities and pay any servicing or other fees). However, there can be no guarantee that credit enhancements, if any, will be sufficient to prevent losses in the event of defaults on the underlying mortgage loans.

In addition, MBS that are issued by private issuers are not subject to the underwriting requirements for the underlying mortgages that are applicable to those MBS that have a government or government-sponsored entity guarantee. As a result, the mortgage loans underlying private MBS may, and frequently do, have less favorable collateral, greater credit risk or other underwriting characteristics than government or government-sponsored MBS and have wider variances in a number of terms including interest rate, term, purpose and borrower characteristics. Privately issued pools more frequently include second mortgages, high loan-to-value mortgages, and manufactured housing loans. The coupon rates and maturities of the underlying mortgage loans in a private-label MBS pool may vary to a greater extent than those included in a government guaranteed pool, and the pool may include subprime mortgage loans. Privately issued MBS are not traded on an exchange and there may be a limited market for the securities, especially when there is a perceived weakness in the mortgage and real estate market sectors. Without an active trading market, MBS held in a Private Fund's portfolio may be particularly difficult to value because of the complexities involved in assessing the value of the underlying mortgage loans.

Reverse Mortgages: Certain portfolios may invest in mortgage-related securities that reflect an interest in reverse mortgages. Due to the unique nature of the underlying loans, reverse mortgage-related securities may be subject to risks different than other types of mortgage-related securities. The date of repayment for such loans is uncertain and may occur sooner or later than anticipated. The timing of payments for the corresponding mortgage-related security may be uncertain.

Adverse changes in market conditions and regulatory climate may reduce the cash flow which a portfolio, to the extent it invests in MBS or other asset-backed securities, receives from such securities and increase the incidence and severity of credit events and losses in respect of such securities. In the event that interest rate spreads for MBS and other asset-backed securities widen following the purchase of such assets by a portfolio, the market value of such securities is likely to decline and, in the case of a substantial spread widening, could decline by a substantial amount. Furthermore, adverse changes in market conditions may result in reduced liquidity in the market for MBS and other asset-backed securities and an unwillingness by banks, financial institutions, and investors to extend credit to servicers, originators and other participants in the market for MBS and other asset-backed securities. As a result, the liquidity and/or the market value of any MBS or asset-backed securities that are owned by a portfolio may experience declines after they are purchased by a portfolio.

Municipal Obligations Risk: Municipal obligations are subject to interest rate, credit, and illiquidity risk and are affected by economic, business, and political developments. Lower rated municipal obligations are subject to greater credit and market risk than higher quality municipal obligations. The value of these securities, or an issuer's ability to make payments, may be subject to provisions of litigation, bankruptcy and other laws affecting the rights and remedies of creditors, or may become subject to future laws extending the time for payment of principal and/or interest, or limiting the rights of municipalities to levy taxes. Timely payments by issuers of industrial development bonds are dependent on the money earned by the particular facility or amount of revenues from other sources and may be negatively affected by the general credit of the user of the facility. Municipal securities can be significantly affected by political changes as well as uncertainties in the municipal market related to taxation, legislative changes, or the rights of municipal security holders. In addition, the perceived increased likelihood of default among issuers of municipal bonds has resulted in increased illiquidity, increased price volatility and credit downgrades of such issuers. In addition, the current economic climate and the perceived increased likelihood of default among issuers of municipal bonds has resulted in increased illiquidity, increased price volatility and credit downgrades of such issuers. A lack of information regarding certain issuers may make their municipal securities more difficult to assess. Additionally, uncertainties in the municipal securities market could negatively affect a portfolio's net asset value and/or the distributions paid by a portfolio.

Derivatives, Leverage and Complex Instrument Risks

Counterparty Risk: Counterparty risk is the risk that the other party in an agreement or a participant to a transaction, such as a broker or swap counterparty, might default on a contract or fail to perform (e.g., by failing to pay amounts due or failing to fulfill the delivery conditions of the contract or transaction), and the related risk of having concentrated exposure to a counterparty. Counterparty risk is inherent in many transactions and all contracts and agreements, including, but not limited to, transactions involving derivatives, repurchase agreements, securities lending, short sales, credit and liquidity enhancements and equity or commodity-linked notes.

Currency Contracts Risk: Portfolios may engage in currency contracts to hedge against uncertainty in the level of future exchange rates or to effect investment transactions consistent with a portfolio's investment objectives and strategies. Foreign currency exchange transactions will be conducted on either on a spot (i.e., cash) basis at the rate prevailing in the currency exchange market, or through entering into forward currency exchange contracts ("forward contract") to purchase or sell the currency at a future date. Certain portfolios may also enter into options on foreign currencies. Currency spot, forward and option prices are highly volatile, and may be illiquid. Such prices are influenced by, among other things: (i) changing supply and demand relationships; (ii) government trade, fiscal, monetary and exchange control programs and policies; (iii) national and international political and economic events; and (iv) changes in interest rates. From time to time, governments intervene directly in these markets with the specific intention of influencing such prices. Currency trading may also involve economic leverage (i.e., the portfolio may have the right to a return on its investment that exceeds the return that the portfolio would expect to receive based on the amount contributed to the investment), which can increase the gain or the loss associated with changes in the value of the underlying instrument. Forward currency contracts are subject to the risk that should forward prices increase, a loss will be incurred to the extent that the price of the currency agreed to be purchased exceeds the price of the currency agreed to be sold and also can be subject to other risks described under "Derivatives" below. Due to the tax treatment of gains and losses on certain currency forward and options contracts, the use of such instruments may cause fluctuations in a portfolio's income distributions, including the inability of a portfolio to distribute investment income for any given period. As a result, a portfolio's use of currency trading strategies may adversely impact a portfolio's ability to meet its investment objective of providing current income. Many foreign currency forward contracts will eventually be exchange-traded and cleared. Although these changes are expected to decrease the credit risk associated with bilaterally negotiated contracts, exchange-trading and clearing would not make the contracts risk-free.

Derivatives Risk (Futures Contracts, Options, Forwards, Swaps and Swaptions): Derivatives and other similar instruments are financial contracts whose value depends on, or is derived from, the value of an underlying asset, reference rate or index. Derivatives are typically used as a substitute for taking a position in the underlying asset and/or as part of a strategy designed to reduce exposure to other risks, such as currency risk. Derivatives may also be used for leverage, to facilitate the implementation of an investment strategy or to take a net short position with respect to certain issuers, sectors, or markets. A portfolio may also use derivatives to pursue a strategy to be fully invested. Investments in a derivative instrument could lose more than the initial amount invested, and certain derivatives have the potential for unlimited loss. Compared to conventional securities, derivatives can be more sensitive to changes in interest rates or to sudden fluctuations in market prices, and thus a portfolio's losses may be greater if it invests in derivatives than if it invests only in conventional securities. Certain portfolios' use of derivatives may cause the portfolio's investment returns to be impacted by the performance of securities the portfolio does not own and result in the portfolio's total investment exposure exceeding the value of its portfolio. Investments in derivatives can cause a portfolio's performance to be more volatile. Leverage tends to exaggerate the effect of any increase or decrease in the value of a security, which exposes a portfolio to a heightened risk of loss.

The use of derivative instruments involves risks different from, or possibly greater than, the risks associated with investing directly in securities, physical commodities, or other investments. Derivatives are generally subject to a number of risks such as leverage risk, liquidity risk, market risk, credit risk, default risk, counterparty risk, management risk, operational risk and legal risk. Certain of these risks do not apply to derivative instruments entered into for hedging or cash equitization, certain cleared derivative instruments, and written options contracts. Derivatives also involve the risk of

mispricing or improper valuation and the risk that changes in the value of the derivative may not correlate exactly with the change in the value of the underlying asset, rate or index. Also, appropriate derivative transactions may not be available in all circumstances and there can be no assurance that a portfolio will engage in these transactions to reduce exposure to other risks when that would be beneficial.

Participation in the options or futures markets, as well as the use of various swap instruments and forward contracts, involves investment risks and transaction costs to which a portfolio would not be subject absent the use of these strategies. If a portfolio's predictions of the direction of movements of the prices in the underlying instruments are inaccurate, the adverse consequences to a portfolio may leave the portfolio in a worse position than if such strategies were not used. Risks inherent in the use of options, futures contracts, options on futures contracts, forwards and swaps include:

- dependence on the ability to correctly predict movements in the direction of securities prices, currency rates, interest rates or commodities prices;
- imperfect correlation between the price of the derivative instrument and the underlying asset, reference rate or index;
- the specialized skills needed to use these strategies;
- the absence of a liquid secondary market for any particular instrument at any time;
- the possible need to defer closing out certain hedged positions to avoid adverse tax consequences;
- for over-the-counter ("OTC") derivative products and structured notes, additional credit risk and the risk of counterparty default and the risk of failing to correctly evaluate the creditworthiness of the company on which the derivative is based; and
- the possible inability of a portfolio to purchase or sell a portfolio holding at a time that otherwise would be favorable for it to do so, or the possible need to sell the holding at a disadvantageous time, due to the requirement that the portfolio post certain types of securities or cash as "margin" or collateral in connection with use of certain derivatives.

To the extent that an account enters into futures contracts that are linked to LIBOR (defined below), such futures contracts would be subject to the risks related to LIBOR transition discussed below.

Leverage Risk: Certain transactions may give rise to various forms of leverage. Such transactions may include, among others, reverse repurchase agreements, dollar rolls, borrowing, loans of portfolio securities, and the use of when-issued, delayed delivery or forward commitment transactions and short sales. The use of derivatives typically creates economic leverage and thus leverage risk. To mitigate leveraging risk, a portfolio will segregate or " earmark " liquid assets or otherwise cover the transactions that may give rise to such risk. The use of leverage may cause a portfolio to liquidate portfolio positions when it may not be advantageous to do so to satisfy its obligations or to meet segregation requirements. Leverage may cause a portfolio to be more volatile than if the portfolio had not been leveraged. This is because leverage usually exaggerates the effect of any increase or decrease in the value of a portfolio's securities. Leverage usually increases tracking error risk.

LIBOR Risk: Certain fixed income securities, derivatives and other financial instruments may utilize or may have utilized the London Interbank Offered Rate ("LIBOR") as the reference or benchmark rate for interest rate calculations. The United Kingdom's Financial Conduct Authority ("FCA") announced plans to phase out the use of LIBOR by the end of 2021. After June 30, 2023, all tenors of LIBOR have either ceased to be published or, in the case of 1-month, 3-month, and 6-month US dollar LIBOR settings, are no longer being published on a representative basis. Replacement rates that have been identified include the Secured Overnight Financing Rate ("SOFR"), which is intended to replace US dollar LIBOR and measures the cost of overnight borrowings through repurchase agreement transactions collateralized with US Treasury securities, the Sterling Overnight Index Average Rate ("SONIA"), which is intended to replace GBP LIBOR and measures the overnight interest rate paid by banks for unsecured transactions in the sterling market, and other rates derived from markets connected to SOFR, such as Term SOFR. On April 3, 2023, the FCA announced its decision to require LIBOR's administrator to publish an unrepresentative "synthetic LIBOR" using a changed methodology until at least the end of

September 2024. The impact of synthetic LIBOR is uncertain and some LIBOR contracts may use synthetic LIBOR instead of alternative reference rates. Accordingly, synthetic LIBOR may be a significant factor in the cost of financing certain Fund investments or the value or return on certain other Fund investments. The unavailability of LIBOR may affect the value, liquidity or return on certain Fund investments and may result in costs in connection with closing out positions and entering into new trades. Pricing adjustments to a Fund's investments resulting from a substitute reference rate may adversely affect the Fund's performance and/or net asset value. The impact of the substitute reference rate will vary on an investment-by-investment basis, and any differences may be material and/or create material economic mismatches, especially if investments are used for hedging or similar purposes. These developments could negatively impact financial markets in general and present heightened risks to the Funds, including with respect to their performance, liquidity and volatility.

Short Selling Risk: Short sales are generally subject to a number of risks such as leverage risk, liquidity risk, market risk, counterparty risk, operational risk and legal risk. Short sales expose a portfolio to the risk of liability for the fair value of the security that is sold, the amount of which increases as the fair value of the underlying security increases, in addition to the costs associated with establishing, maintaining, and closing out the short position. A short sale of a security involves the risk of a theoretically unlimited loss. There can be no absolute guarantee that securities necessary to cover a short position will be available for purchase by a portfolio.

Structured Product Risk: Structured products are typically issued by investment banks or their affiliates and are securities derived from or based on a single security, a basket of securities, an index, a commodity, a debt issuance and/or a foreign currency (each, a "Structured Product"). Some Structured Products offer a substantial level of protection of the principal invested, whereas others offer limited or no protection of the principal. Depending on the structure, the Structured Product may not pay interest prior to liquidation and may be structured to pay any payments due the investor only at maturity. The rate of return, if any, will depend on the performance of the "underlying" basket of stocks, the underlying individual stock, the underlying index and/or the underlying commodity backing the Structured Product. If the Structured Product is not designated as being 100% principal-protected or insured, some or all of the portfolio's principal invested in a Structured Product may be at risk. In this case, the return of principal is only guaranteed to the extent specified for the Structured Product and is specifically subject to the underwriter's credit and the creditworthiness of the issuer. If the return on the "underlying security" is negative, the amount of cash paid to the portfolio at maturity will be less than the principal amount of the investment. It is also possible that at maturity the underlying security may be worth less than the original purchase price. In addition, if the return is positive, payment may be limited because the percentage increase of the underlying basket may be capped or otherwise limited. It should also be noted that there may be little or no secondary market for the Structured Product and information regarding independent market pricing of the Structured Products may be limited.

Unlike other derivative instruments whose entire value is dependent on some underlying security, index or rate, Structured Products are hybrids, having components of straight debt securities and components of derivative securities intertwined. In addition to the interest payments, Structured Products' redemption value and final maturity can also be affected by the derivative securities embedded within them. Most Structured Products contain "embedded options," generally sold by the investor to the issuer, which are primarily in the form of puts, caps, floors, or call features. The identification, pricing and analysis of these options give Structured Products their complexity. As a result, many Structured Products have a similar risk profile to options in that the principal investment is at risk from market movements in the underlying security.

Alternative and Private Investment Risks

Commodity Risk: Exposure to the commodities markets may subject commodity portfolios to greater volatility than investments in traditional securities, particularly if the investments involve leverage. The value of commodity-linked derivative instruments may be affected by changes in overall market movements, commodity index volatility, changes in interest rates or sectors affecting a particular industry or commodity, such as drought, floods, weather, livestock disease, public health emergencies, embargoes, tariffs, and international economic, political, and regulatory developments. An

unexpected surplus of a commodity caused by one of the aforementioned factors, for example, may cause a significant decrease in the value of the commodity (and a decrease in the value of any investments directly correlated to the commodity). Conversely, an unexpected shortage of a commodity caused by one of the aforementioned factors may cause a significant increase in the value of the commodity (and a decrease in the value of any investments inversely correlated to that commodity). The commodity markets are subject to temporary distortions and other disruptions due to, among other factors, lack of liquidity, the participation of speculators, international economic, political, and regulatory developments, and other actions. Use of leveraged commodity-linked derivatives creates an opportunity for increased return but, at the same time, creates the possibility for greater loss (including the likelihood of greater volatility of the portfolio's net asset value), and there can be no assurance that the portfolio's use of leverage will be successful. Different sectors of commodities, including precious metals, base metals, energy, and agricultural commodities may have very different risk characteristics and different levels of volatility. Even within a given sector of a commodity (e.g., energy commodities), there can be significant differences in volatility and correlation between different commodity contracts (e.g., crude oil vs. natural gas), and similarly there can be significant differences in volatility and correlation between contracts expiring at different dates. In addition, the purchase of derivative instruments linked to one type of commodity and the sale of another (i.e., "basis spreads" or "product spreads"), or the purchase of contracts expiring at one date and the sale of contracts expiring at another (i.e., "calendar spreads") may expose the portfolio to additional risk, which could cause the portfolio to underperform other portfolios with similar investment objectives and investment strategies even in a rising market.

Distressed Securities Risk: Investments in companies that are in poor financial condition, lack sufficient capital or are involved in bankruptcy proceedings face unique risks due to lack of information with respect to the issuer, the effects of bankruptcy laws and regulations and greater market volatility than is typically found in other securities markets. As a result, investments in securities of distressed companies involve significant risks that could result in a portfolio incurring losses with respect to such investments. Distressed securities may also be illiquid and difficult to value. In the event that the issuer of a distressed security defaults or initiates insolvency proceedings, a portfolio could lose all of its investment in the distressed security, or it may be required to accept cash or securities with a value less than a portfolio's original investment.

Illiquid Securities Risk: An illiquid security is one that does not have a readily available market or that is subject to resale restrictions, possibly making it difficult to sell in the ordinary course of business at approximately the value at which the portfolio has valued it. A portfolio with an investment in an illiquid or less liquid security may not be able to sell the security quickly and at a fair price, which could cause the portfolio to realize losses on the security if the security is sold at a price lower than that at which it had been valued. An illiquid security may also have large price volatility. All assets and securities have liquidity risk (the risk that they may be more difficult to sell than anticipated and/or at a price as favorable as anticipated).

Liquidity Risk: The financial markets have recently experienced, and will likely again experience in the future, a variety of difficulties and changed economic conditions. Reduced liquidity in equity, credit and fixed-income markets may adversely affect the funds. In addition, these conditions could lead to reduced demand for the securities which are held within the funds, which may in turn decrease the value of the fund's assets. Because securities are marked to market and fluctuate in value based on supply and demand, reduced liquidity in the markets for certain securities could depress the value of the assets of the funds to less than their intrinsic value. Further, a decrease in the net asset value of a fund could lead to a default under some or all of its credit and loan facilities, as well as any repurchase and/or reverse repurchase agreements to which it is a party or has committed its assets, and force it to sell its assets at reduced prices in order to satisfy its obligations to its lenders and counterparties. If investors seek to redeem their investment in the fund, the fund may be forced to sell investments at less than their intrinsic value in order to meet such redemption requests. Large redemption activity could adversely affect a fund's ability to conduct its investment program which, in turn, could adversely impact the fund's performance or may result in the fund no longer remaining at an economically viable size, in which case the fund may cease operations.

Private Investment Risk: Private investments, including debt or equity investments in operating or holding companies, investment funds, joint ventures, royalty streams, commodities, physical assets, and other similar types of investments can be highly illiquid and long-term. A portfolio's ability to transfer and/or dispose of private investments is expected to be restricted. We may not be able to obtain material information about the private investment and private investments are not subject to the same reporting and disclosure requirements as public companies, which may increase the valuation risk for those investments.

Securities Lending Risks

Securities Lending Risk: Securities in a portfolio may be lent to other parties. If a borrower of a portfolio's securities fails financially, the portfolio's recovery of the loaned securities may be delayed, or the portfolio may lose its rights to the collateral which could result in a loss to the portfolio. While securities are on loan, a portfolio is subject to the following risks: the risk that the borrower may default on the loan and that the collateral could be inadequate in the event the borrower defaults, the risk that the earnings on the collateral invested may not be sufficient to pay fees incurred in connection with the loan, the risk that the principal value of the collateral invested may decline and may not be sufficient to pay back the borrower for the amount of the collateral posted, the risk that the borrower may use the loaned securities to cover a short sale which may place downward pressure on the market prices of the loaned securities, the risk that return of loaned securities could be delayed and could interfere with portfolio management decisions, and the risk that any efforts to recall the securities for purposes of voting may not be effective.

Trading and Implementation Risks

Frequent Trading Risk: Certain strategies may trade securities frequently. Frequent trading of portfolio securities may produce capital gains, which are taxable to clients when distributed. Frequent trading may also increase the amount of commissions or mark-ups to broker-dealers that a portfolio pays when it buys and sells securities, which may detract from portfolio performance. Higher portfolio turnover rates may also increase a portfolio's operational risk.

Settlement, Systems and Operational Risks: On a daily basis, we, our affiliates, and the third-party money managers rely heavily on financial, accounting and other data processing systems to execute, clear, and settle transactions across numerous and diverse markets and to evaluate certain securities, to monitor portfolios and capital, and to generate risk management and other reports that are critical to oversight of portfolios. We rely on systems operated by our affiliates, third parties, including money managers, prime brokers, market counterparties, exchanges, clearance and settlement facilities, and other service providers. We may not be in a position to verify the risks or reliability of such third-party systems. Human error and failures in the systems could result in mistakes made in the confirmation or settlement of transactions, or in transactions not being properly booked, evaluated, or accounted for. Disruptions may cause portfolios to suffer, among other things, financial loss, disruption of its business, liability to third parties, regulatory intervention, or reputational damage.

We believe the transition in the securities trading landscape to T+1 settlement poses a number of risks to us, third-party money managers, and client portfolios. For example, the shortened settlement period could lead to an increased risk of failed trades and compulsory buy-ins due to the shortened timeframe. Likewise, the change will pose operational and regulatory challenges to market participants that will be required to make enhancements to operational and compliance processes to meet the new demands and requirements of a shortened settlement period. Similarly, the change in the settlement cycle will be phased in by various jurisdictions, which could cause the markets to be disrupted or cause other inefficiencies during the transition.

Trade and Operational Errors Risks: Trade errors and other operational mistakes ("Events") may occur in connection with management of portfolios. We have policies and procedures that address identification and correction of Events and makes determinations regarding Events on a case-by-case basis, based on factors we consider reasonable, including regulatory requirements, contractual obligations, and business practices. Not all Events are considered compensable. Relevant factors we consider when evaluating whether an Event is compensable include, among others, the nature of the

service being provided at the time of the event, specific contractual and legal requirements and standards of care, whether an investment objective or guideline was breached, the nature of the client's investment program, and the nature of the relevant circumstances.

Technology and Data Risks

Technology and Cybersecurity Risks: We are dependent on the effectiveness of the information and cybersecurity policies, procedures, and capabilities we maintain to protect the confidentiality, integrity, and availability of our computer and telecommunications systems and the data that reside on or are transmitted through them. An externally caused information security incident, such as a cyber-attack, or an internally caused incident, such as a failure to control access to sensitive systems, could materially interrupt business operations or cause disclosure or modification of sensitive or confidential client or competitive information.

Our increased use of mobile and cloud technologies could heighten these and other operational risks. Additionally, due to the complexity and interconnectedness of our systems, the process of upgrading existing capabilities, developing new functionalities, and expanding coverage into new markets and geographies, including addressing client or regulatory requirements, may expose us to additional cyber and information security risks or systems disruptions. Although we have implemented policies and controls and taken protective measures to strengthen our computer systems, processes, software, technology assets and networks to prevent and address data breaches, inadvertent disclosures, cyber-attacks and cyber-related fraud, there can be no assurance that any of these methods prove effective.

Due to our interconnectivity with third-party vendors, exchanges, clearinghouses and other financial institutions, we may be adversely affected if any of them are subject to a successful cyber-attack or other information security event. We also routinely transmit and receive personal, confidential, or proprietary information by email or other electronic means. We collaborate with clients, vendors and other third parties to develop secure transmission capabilities and protect against cyber-attacks. However, we cannot ensure that we or such third parties have all appropriate controls in place to protect the confidentiality of such information.

Any information security incident or cyber-attack against us or the money managers, or issuers of securities or instruments in which the client portfolios invest, including interception, mishandling or misuse of personal, confidential, or proprietary information, has the ability to cause disruptions and impact business operations. This could also potentially result in financial losses, the inability to transact business, violations of applicable privacy and other laws, loss of competitive position, regulatory fines and/or sanctions, breach of client contracts, reputational harm, or legal liability. Many jurisdictions in which we operate have laws and regulations related to data privacy, cybersecurity, and protection of personal information. Any determination of a failure to comply with any such laws or regulations could result in fines and/or sanctions against us.

Use of AI in the Investment Research Process Risk: The integration of AI and machine learning in the investment research process presents certain risks that could impact the accuracy, reliability, and effectiveness of investment analysis. While AI can enhance data processing, automate research tasks, and identify patterns in large datasets, it is subject to limitations, biases, and operational risks that may lead to flawed or misleading conclusions. Key risks associated with the use of AI in investment research include:

- **Data Quality and Bias:** AI models rely on historical data, which may be incomplete, outdated, or biased, leading to incorrect or skewed research insights.
- **Model Risk and Interpretability:** Many AI-driven research models function as "black boxes," making it difficult to understand how investment conclusions are derived, increasing the risk of misinterpretation.
- **Over-Reliance on AI:** Excessive dependence on AI-generated insights may lead to reduced human oversight and critical thinking, potentially overlooking fundamental market dynamics.

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- **Regulatory and Compliance Risks:** The use of AI in research may be subject to regulatory scrutiny, particularly if the methodology is not transparent or leads to investment decisions that do not align with fiduciary responsibilities.
 - **Cybersecurity and Operational Risks:** AI systems used in research may be vulnerable to data breaches, hacking, or system failures, which could compromise the integrity of investment research.

Vendor Risk: Russell Investments relies on a wide array of vendors. Failure by a vendor to perform as required or expected could create a range of adverse effects and may manifest in reduced returns or losses in the portfolios we manage.

Sustainability and ESG Risks

Sustainable Investing Risk: Applying sustainability and ESG criteria to the investment process may exclude or reduce exposure to securities of certain issuers for sustainability reasons and, therefore, a portfolio may forgo some market opportunities available to funds that do not use sustainability criteria. Securities of companies with sustainable practices may shift into and out of favor depending on market and economic conditions, and a portfolio's performance may at times be better or worse than the performance of portfolios that do not use sustainability criteria. Sustainability data, including sustainability data obtained from third-party providers, may be incomplete, inaccurate, inconsistent, or unavailable, which could adversely affect the analysis of a particular investment. An issuer meeting the sustainability criteria may not continue to do so over time. This may be because the investments identified as being aligned with a strategy's sustainability criteria do not operate as expected. As a result, we could be required to sell such positions at a disadvantageous time. Investors may differ in their view of whether a particular investment fits within the sustainability criteria and, as a result, a fund may invest in issuers that do not reflect the beliefs and/or values of any particular investor. The decision not to invest in certain investments as a result of the sustainability criteria may adversely affect performance at times when such investments are performing well. The regulatory landscape with respect to sustainable investing in the US is still under development and, as a result, future regulations and/or rules adopted by applicable regulators could require us to change or adjust our investment process with respect to sustainable investing. Integrating ESG analysis into investment decisions may require qualitative determinations and can be subjective. Certain investments may be dependent on US and foreign government policies, including tax incentives and subsidies, which may change without notice. Additionally, there is no guarantee that our use of ESG criteria will operate as expected when addressing positive social or environmental benefits.

Item 9 – Disciplinary Information

All aspects of Russell Investments' business are subject to various federal and state laws and regulations, and to laws in various foreign countries. From time to time, regulators contact us seeking information about Russell Investments and its business activities. From time to time, we may also be a party to civil lawsuits. We currently have no disciplinary information or legal proceedings to report that we believe to be material to a client's or prospective client's evaluation of our advisory business or the integrity of our management. Please refer to Item 11 in our Form ADV Part 1 for historical disclosures related to any regulatory and/or disciplinary actions.

Item 10 – Other Financial Industry Activities and Affiliations

In addition to its SEC registration as an investment adviser, RIM is also registered as a CPO with the CFTC and is a member of the NFA. Certain of RIM's management persons are registered with FINRA as representatives of RIIS, an affiliated broker-dealer, and/or with the NFA as Principals, Associated Persons, and/or Swap Associated Persons of RIM or our affiliate, Russell Investments Capital, LLC ("RICAP").

Russell Investments is a broad financial services organization and its affiliates, including RIM, have business arrangements with each other that are material to our advisory business or to clients. We may, at our discretion, delegate all or a portion of our advisory or other functions, to any affiliate that is registered with the SEC or to a "Participating Affiliate." Please see "Services of Affiliates" under Item 4 – Advisory Business for more information. To the extent we delegate our advisory or

other functions to an affiliate that is registered as an investment adviser with the SEC, a copy of the Brochure of each such affiliate is available on the SEC's website at www.adviserinfo.sec.gov and is available upon request or on our website at www.russellinvestments.com.

In some cases, these business arrangements create a potential conflict of interest, or the appearance of a conflict of interest, between us and a client. These potential conflicts of interest are discussed in more detail in Item 11 – Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading.

COMMODITY POOL OPERATOR

As noted above, RIM is registered with the CFTC as a CPO and a swap firm and is a member of the NFA. In addition, certain of Russell Investments' management persons are registered as Principals, Associated Persons, and/or Swap Associated Persons of RICAP and/or RIM, and act in such capacities to the extent necessary or appropriate to perform their responsibilities.

INVESTMENT COMPANIES AND OTHER POOLED INVESTMENT VEHICLES

RIM or its affiliates act in an advisory capacity or sub-advisory capacity and other capacities such as general partner to a variety of US and non-US investment companies as well as other pooled investment vehicles including collective trusts, closed-end Funds, and Private Funds. Certain Russell Investments employees also are directors, trustees, and/or officers of certain of these investment companies or other pooled vehicles. RIM and its affiliates will receive investment management or other fees for these vehicles, which creates a conflict of interest when Russell Investments recommends or uses its investment discretion to place client assets in such a vehicle. The costs associated with the vehicles are ultimately borne by the investors in the vehicles and paid by the applicable vehicle. These arrangements are disclosed in Item 5 – Fees and Compensation and Item 6 – Performance-Based Fees and Side-By-Side Management.

RUSSELL INVESTMENTS AFFILIATES

In certain cases, RIM uses, suggests, and recommends its own services and those of its affiliates to clients, which may create potential conflicts of interest. The arrangements between RIM and our affiliates may involve sharing or joint compensation, or separate compensation, subject to the requirements of applicable laws. Some of these affiliates also are registered with the SEC, FINRA, and/or the CFTC; however, other affiliates are non-US affiliates that are not required to be registered. In certain cases, these non-US affiliates provide portfolio management or research services to RIM for use with US clients in such a capacity referred to as "Participating Affiliates." The Participating Affiliates operate in reliance on a series of SEC no action relief letters which mandate that Participating Affiliates remain subject to the regulatory supervision of RIM and the jurisdiction of the SEC. Participating Affiliates may recommend to their own clients, or invest on behalf of their own clients in, securities that are also the subject of recommendations to, or discretionary trading on behalf of, RIM's US clients.

RIM has or intends to have a co-advisory or sub-advisory relationship with its affiliates, and/or participating affiliate relationships with the Participating Affiliates. RIM at its discretion, in certain circumstances, may delegate all or a portion of its advisory or other functions (including placing trades on behalf of client accounts) to certain affiliates that are registered with the SEC as investment advisers and/or broker-dealers, or to certain Participating Affiliates. Further, certain functions and services are performed by employees of the US-registered entities who also are employees of such affiliates.

Relationships between RIM and its affiliates may include, but are not limited to, those discussed below. The full list of affiliates can be found in RIM's Form ADV Part 1, Item 7.A.

Affiliated US Registered Broker-Dealers

RIIS is registered with the SEC as a broker-dealer and is a member of FINRA. RIIS is also registered as an investment adviser with the SEC and is an exempt commodity trading advisor with the CFTC. RIIS provides execution services, effected on an

agency basis, for RIM and its clients. RIIS works with third-party broker-dealers and other trading venues to provide market access, infrastructure, and/or clearing services. Clients who affect brokerage transactions through RIIS pay RIIS commissions or other compensation for securities transactions, transition management mandates, and/or FX transactions in addition to any advisory fees paid to RIM. Because RIIS is an affiliate, its receipt of commissions or other transaction-based compensation in connection with client transactions creates a material conflict of interest. RIM has an incentive to utilize RIIS for execution because such use may increase overall compensation within the Russell Investments organization. RIM addresses this conflict through policies and procedures designed to seek best execution and through various oversight mechanisms. Please see Item 5 – Fees and Compensation and Item 12 – Brokerage Practices for additional information. RIIS also provides investment advisory services for institutional clients. Through intercompany agreements and/or “dual hatting” arrangements, RIM shares employees and investment personnel with RIIS.

Russell Investments Financial Services, LLC (“RIFIS”) is an SEC-registered broker-dealer and is a member of FINRA. RIFIS acts as the principal underwriter and distributor of RIM Advised Registered Funds.

Affiliated US Registered Investment Advisers

RICAP is an investment adviser registered with the SEC and is also a registered CPO with the CFTC and member of the NFA. RICAP provides investment advisory, consulting, and administrative services to institutional clients and Private Funds. Through intercompany agreements and/or “dual hatting” arrangements, RIM shares employees and investment personnel with RICAP. As described above, RIIS is also registered as an investment adviser with the SEC.

Russell Investments Credit Adviser, LLC (“RICA”) and Russell Investments Infrastructure Adviser, LLC (“RIIA”) are registered investment advisers with the SEC and are wholly-owned subsidiaries of RIM. RICA and RIIA are expected to provide investment advisory services to certain affiliated registered credit and infrastructure funds, respectively. Through intercompany agreements and/or “dual hatting” arrangements, RIM shares employees and investment personnel with RICA and RIIA.

Other US Affiliated Entities

Russell Investments Funds Management, LLC (“RIFM”) is the managing member of certain Private Funds. The managing member has primary authority over the operation of such Private Funds and is responsible for the appointment of the investment manager and other parties who may provide, from time to time, services to such Private Funds.

Russell Investments Trust Company (“RITC”) is a Washington State non-depository trust company providing comprehensive trust and investment management services to corporate employee benefit plans, retirement plans maintained by government units, other forms of pension plans, and foundations and endowments. RITC’s investment management services are provided through common or collective funds, and/or separate accounts. RITC also serves as Trustee to certain Private Funds advised by RIM. Through intercompany agreements and/or “dual hatting” arrangements, RIM shares employees and investment personnel with RITC.

Russell Investments Funds Services, LLC (“RIFUS”) is registered with the SEC as a transfer agent and provides transfer agency and administration services to the RIM Advised Registered Funds.

Non-US Affiliates and Participating Affiliates

RIM is part of the Russell Investments global organization, which includes affiliated investment advisers and financial services firms located in Canada, the United Kingdom, Ireland, France, Australia, Japan, and other jurisdictions. The full list of non-US affiliates can be found in RIM’s Form ADV Part 1, Item 7.A.

While not material to RIM’s advisory business, certain of these affiliates:

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- are registered or authorized to provide investment management, advisory, or distribution services in their respective jurisdictions to their clients;
 - may provide portfolio management, transition management, implementation, research, distribution, or administrative services to their clients; and
 - may act as Participating Affiliates under applicable SEC no-action relief governing cross-border advisory arrangements.

Employees of certain non-US affiliates may be treated as associated persons of RIM for purposes of providing advisory services consistent with SEC no-action letters governing participating affiliate arrangements.

These affiliations create potential conflicts of interest because Russell Investments may benefit from the allocation of business, compensation, or resources among affiliated entities. RIM addresses these conflicts through internal compliance controls, supervisory procedures, and policies designed to ensure services are provided in the best interests of clients.

- **Russell Investment Group Ltd.** is an investment adviser regulated by the New Zealand Financial Markets Authority that provides asset consulting and implemented consulting services to large institutional investors in New Zealand, as well as support services to institutional investors and financial intermediaries for non-New Zealand domiciled funds offered in the local market.
- **Russell Investment Group Pty Ltd.** is an investment adviser regulated by the Australian Securities and Investments Commission (“ASIC”) that provides multi-asset consulting services to large Australian superannuation funds and other institutional investors, including advice on investment objectives, asset allocation, manager research, and multi-manager portfolio design.
- **Russell Investment Management (Shanghai) Company, Ltd.** is an investment adviser registered as a private fund manager with the Asset Management Association of China (“AMAC”) that provides investment advice to onshore Chinese investors and serves as investment manager to a private fund.
- **Russell Investment Management Ltd.** is an investment adviser regulated by ASIC that acts as responsible entity and trustee for investment schemes and provides money management and related investment services to institutional investors and financial intermediaries.
- **Russell Investments Canada Limited** is an investment adviser regulated by the Ontario Securities Commission that manages mutual funds offered to institutional and retail investors.
- **Russell Investments Employee Benefits Pty. Ltd.** is an investment adviser regulated by ASIC that provides consulting and administrative services to Australian companies and their superannuation arrangements, including administration, member education, trustee, and actuarial services.
- **Russell Investments Financial Solutions Pty Ltd.** is an investment adviser regulated by ASIC, that provides financial education services to members of institutional investors.
- **Russell Investments France SAS** is an investment adviser regulated by the French Financial Markets Authority that provides discretionary investment management services to institutional clients and has responsibility for the management of a number of French-domiciled Funds.
- **Russell Investments Implementation Services Limited** is an investment adviser regulated by the United Kingdom Financial Conduct Authority that provides discretionary investment management services to institutional clients including transition management, rebalancing, and equitization.
- **Russell Investments Ireland Limited** is a private limited company incorporated in Ireland and is authorized by the Central Bank of Ireland as a MiFID investment firm, with permission to provide specific investment services such as portfolio management and investment advice.
- **Russell Investments Japan Co., Ltd.** is an investment adviser regulated by the Japanese Financial Services Agency and Kanto Local Finance Bureau that provides discretionary investment management and investment advisory services and is a member of the Investment Trusts Association, Japan and the Japan Investment Advisers Association.

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- **Russell Investments Korea Limited** is an investment adviser regulated by the South Korean Financial Supervisory Commission and Financial Supervisory Service that provides asset consulting, implemented consulting, and investment management services to institutional and government clients.
 - **Russell Investments Limited** is an investment adviser authorized and regulated by the United Kingdom Financial Conduct Authority that acts as discretionary principal investment manager to Third-Party Funds and to institutional segregated accounts. Russell Investments Limited also acts as principal money manager, investment advisor and distributor to several Russell Investments Funds.
 - **Total Risk Management Pty. Limited** is an Australian trust company regulated by ASIC, the Australian Prudential Regulation Authority (“APRA”), and the Australian Transaction Reports and Analysis Centre (“AUSTRAC”) that acts as trustee and issuer for superannuation and pooled trust structures utilizing Russell investment funds.

OTHER AFFILIATIONS

On March 29, 2021, Hamilton Lane Advisors, LLC, a subsidiary company of publicly traded private markets firm Hamilton Lane Incorporated (“Hamilton Lane”), purchased a small minority interest in Russell Investments. Russell Investments and Hamilton Lane also entered into a strategic partnership to jointly develop and implement a strategy to engage in the global investment solutions outsourcing market and to provide Russell Investments’ clients with access to Hamilton Lane’s private markets investment solutions, research, and technology tools.

THIRD-PARTY REGISTERED INVESTMENT ADVISERS

RIM uses the advisory services of third-party money managers but does not receive compensation from these managers for retaining such services. Russell Investments may have other business relationships with those managers that create conflicts of interest. For more information, please see “Business Relationships with Other Financial Services Firms” in Item 11 – Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading.

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

CODE OF CONDUCT AND CODE OF ETHICS

Russell Investments and its affiliates, including RIM, have adopted a Global Code of Conduct and regional Codes of Ethics (collectively, the “Codes”) that are designed to reinforce our values and standards of conduct, require compliance with federal securities laws, and address conflicts of interest, including conflicts associated with the personal activities of our employees. All Russell Investments employees are required to agree to the terms of the Codes at the time of hire and at least annually thereafter.

Topics and policies discussed in the Codes:

- **Ethical Standards and Compliance:** The Codes outline business conduct standards expected of all Russell Investments’ employees to promote compliance with federal securities laws and regulations.
- **Conflicts of Interest:** Russell Investments and its employees must prioritize clients’ interests, adhere to applicable laws, and avoid conflicts of interest, reflecting our commitment to integrity.
- **Reporting Violations:** Employees are encouraged to report suspected violations, with protections against retaliation.
- **Confidentiality:** Maintaining the confidentiality of client information, proprietary data, and non-public Russell Investments-related information is mandatory, with disclosures allowed only as legally required or authorized.
- **Insider Trading:** Insider trading, tipping, and front-running are strictly prohibited. Employees must not trade based on material, non-public information or disclose it improperly.
- **Personal Trading Rules:** Employees must pre-clear certain transactions, report holdings, and avoid activities like participating in initial public offerings or trading contrary to client interests.

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- **Outside Activities:** Employees must obtain prior approval for directorships, employment, and other business activities to ensure they do not interfere with our fiduciary responsibilities or create conflicts of interest.
 - **Political Contributions:** Employees must obtain prior approval for political contributions, ensuring compliance with "pay-to-play" regulations and avoiding conflicts of interest.
 - **Gifts and Entertainment:** Employees must avoid giving or receiving gifts or entertainment to influence decisions improperly and adhere to Russell Investments' and client-specific policies.

As a condition of employment, all Russell Investments' employees certify their obligation to understand and adhere to the Codes. The Codes are available upon request by calling Russell Investments at 206.505.4860, emailing russellcompliance@russellinvestments.com, or by writing to us at Russell Investments, Attention: US Compliance, 401 Union Street, 18th Floor, Seattle, WA 98101.

MANAGING CONFLICTS OF INTEREST

Russell Investments operates multiple lines of business in many countries and offers a variety of products and services to a diverse client base. We may act in a variety of capacities on behalf of our clients. As a result, we seek to continuously identify and monitor various conflicts of interest. A conflict of interest arises when Russell Investments and/or its employees have an incentive to serve one interest at the expense of another, which might mean serving the interest of Russell Investments over that of our clients, serving the interest of one client over that of another, or an employee or group of employees serving their own interests over those of Russell Investments or its clients.

To identify conflicts of interest that may arise while providing investment advisory services to clients, we consider whether our employees or clients are directly or indirectly likely to:

- make a financial gain or avoid a financial loss at the expense of another client;
- have an interest in the outcome of a service provided to a client or in a transaction carried out on behalf of the client, which is unrelated to the client's interests;
- have a financial or other incentive to favor the interest of one client or group of clients over the interest of another client or group of clients; or
- receive from a person other than the client an inducement in relation to the service provided to the client, in the form of money, goods, or services, other than the standard fee for that service.

To support our identification, monitoring, and mitigation of conflicts of interest, we maintain a Global Conflicts of Interest Policy that is designed to provide guidance on identifying and handling actual and potential conflicts of interest. This Policy applies to all associates of Russell Investments and each of its subsidiaries in connection with any business activity. In addition to the Global Conflicts of Interest Policy, all associates are required to complete training pertaining to the identification and management of conflicts of interest upon hire and annually thereafter. As discussed above, all associates must also attest to the Global Code of Conduct and applicable regional Code of Ethics (and the topics discussed therein, including but not limited to managing conflicts of interest) at the time of hire and annually thereafter.

We have discussed certain potential conflicts of interest and how we manage them in other items of this Brochure. The following describes various other conflicts and how we manage them.

Participation or Interest in Client Transactions

We do not manage any "proprietary" investment accounts (i.e., accounts that are funded with RIM's own money for the primary purpose of creating profits for Russell Investments). Accordingly, we do not compete with clients in securities markets. Similarly, we do not use our own money to trade as a counterparty with client accounts. However, we may participate or have an interest in client transactions in several other ways, which are described below.

Affiliated Broker-Dealer

RIM does not act as broker for clients to execute securities transactions. However, as discussed previously, except where we delegate discretionary investment management authority to a third-party money manager or where a separately managed account client directs transactions to a third-party broker, we arrange for execution of securities transactions with our affiliate, RIIS, subject to best execution requirements. Clients authorize RIM to select and to pay commissions to RIIS for these trade execution services. RIM's use of RIIS represents a conflict of interest. Russell Investments has policies and procedures in place that are reasonably designed to manage these conflicts of interest, monitor the execution price, costs, and quality of the execution, including engaging the services of an unaffiliated third-party transaction cost analysis service. Please see Item 5 – Fees and Compensation above and Item 12 – Brokerage Practices for more information.

Firm and Employee Investments

Our employees may invest in products and services managed by us, subject to eligibility requirements. In addition, Russell Investments itself may invest in its services through deferred compensation plans sponsored for the benefit of employees. These investments pose a risk that employees with influence over investment decisions will favor the portfolios in which they have a personal interest. We believe that our Codes and trade allocation and insider information policies and practices manage these risks. We also believe that employee investments in Russell Investments' services align the interests of Russell Investments and its employees with those of our clients.

Trade Error and Omissions

All potential trade errors are escalated to the trader's manager (or designee) and to our Risk Management teams in accordance with the Global Event Escalation Policy. The facts and circumstances are reviewed by the Event Analysis Group, which includes representatives from Risk Management, Compliance, Legal and other relevant business stakeholders, and is responsible for managing any potential conflicts. Following this review, we identify the root cause and implement corrective actions to address errors affecting client accounts in a fair and timely manner. Where an error correction results in a client loss, we may determine that the client should be made whole. We maintain policies and procedures for managing trade errors that result in a miscalculation of a Fund's net asset value ("NAV"), which take into account SEC guidance on the treatment of NAV errors. In certain circumstances, remediation may require that trades be temporarily placed in our error account while we cover the trade.

Fees

We have a large client base and the fee arrangements with our clients vary widely. Our revenues are represented by the fees we charge our clients, which means that we cannot be considered to be acting as a fiduciary when negotiating client fees.

Our Approach to Other Conflicts

Proprietary and Active Strategies

As previously described, we use third-party money managers to manage strategies within a portfolio and directly manage certain Proprietary Strategies. We retain a larger percentage of fees when managing a portfolio directly. We also implement active management investment strategies that we believe can exceed the performance of corresponding indices and benchmarks, as well as passively managed strategies and investments which generally track or mirror the composition of such indices and benchmarks. We typically charge higher fees for active strategies or investments. This presents a conflict because we may be incentivized to favor active strategies when designing, evaluating, or recommending them to clients. We have developed a governance structure and peer review process to help ensure that these aspects of portfolio decision-making are addressed.

The Investment Strategy Committee (“ISC”) is responsible for the oversight of all investment-related activities, as well as reviewing investment performance and establishing policy and strategy. The ISC also evaluates new portfolios and portfolio changes from an investment perspective for consistency with the portfolio’s objective and to ensure decisions are based on sound investment principles. The ISC delegates the detailed investment review of proposals to create new investment products, to terminate or hire money managers or strategies, and/or to significantly alter a portfolio or product structure to the following sub-committees and review boards:

- The Solutions Subcommittee (“SSC”) is responsible for oversight of all portfolio design activities for multi asset portfolios and solutions including new launches and material strategic allocation changes.
- The Managers and Strategies Subcommittee (“MSSC”) is responsible for oversight of all portfolio management activities for liquid and illiquid asset classes (equity, fixed income, real assets, hedge funds, private equity, private credit, unlisted infrastructure, private real estate and co-investments).
- The Proprietary Strategies Subcommittee (“PSSC”) oversees all Proprietary Strategies and monitors their performance.
- The Implementation Review Board (“IRB”) reviews and approves new instruments and implementation practices, assessing suitability based on liquidity, cost, operational feasibility, and risk. It also reviews new instruments and complex transactions and establishes guidelines for account structures, trade instructions, and execution practices.
- The Investment Model Review Board (“IMRB”) reviews investment models, providing effective challenge, assessing their suitability and ensuring adherence to model governance standards, and makes recommendations to the ISC and PSSC on all new investment models used to manage portfolios, supporting disciplined model governance and effective oversight.

We believe that our governance structure, Codes, policies and procedures, legal documentation, and transparency through client reporting help manage this risk. These processes include a core ethical culture emphasizing our fiduciary responsibility to clients.

Business Relationships with Other Financial Services Firms

Russell Investments’ business relationships with third-party money managers could lead to a financial incentive to favor these firms. Our affiliate, RIIS, offers a range of implementation services, including the Recapture Program, transition management, overlay management, currency management, execution services, and other related services (each, an “Implementation Service”). RIIS also provides Implementation Services for multi-manager Funds, insurance pools, and separate accounts managed by third-party money managers. Managers offering these products and purchasing Implementation Services from RIIS may offer other investment management products that are evaluated by us as part of our manager research process. As such, we have a potential financial incentive to favor investment advisers who recommend or cause the Funds they manage to use RIIS.

A portion of revenue from Implementation Services comes from RIIS’s Recapture Program. Under the program, clients specifically instruct their investment managers to execute a portion of their trades through a broker network administered by RIIS. The program is voluntary for clients, and those who participate receive an annual report that includes disclosure of the compensation received by RIIS. We may have a financial incentive to recommend managers who agree to trade through the RIIS commission recapture network.

Third-party money managers researched by us may receive compensation for services provided to Russell Investments or the investment products offered through Russell Investments. These relationships include instances where the manager provides investment management services to a Russell Investments-sponsored multi-manager portfolio, or where a division or affiliate of the manager may provide non-investment advisory services (e.g., custody, brokerage, distribution, or data services) to Russell Investments. Similarly, third-party money managers we research or recommend to our clients also may be Russell Investments’ clients. We therefore may have a potential incentive to favor managers who provide services to us or when we act in an investment management capacity to those firms.

To mitigate these conflicts of interest, our policies provide that we will not charge, and will not accept, compensation from money managers included in our manager research database or consulting recommendations. Further, our policies provide that investment managers are not required to purchase any of our affiliates' products or services to be included in Russell Investments' manager research database. The primary criterion for a manager recommendation is that our manager research analysts believe the manager's product has the potential to deliver superior investment performance. The manager research professionals are personally evaluated based on the quality of their recommendations. Their evaluations of investment managers are subject to extensive documentation requirements and peer review. The manager research analysts are not permitted to review revenue information or to consider such revenue a factor in their ranking determinations or recommendations. Further, we maintain information barriers and other processes between our research team and other employees to reduce the potential for undue influence on our research team's manager ratings and recommendations.

Timing of Trading

While EPI allows portfolios to retain the alpha proposition from third-party money manager security selections with low levels of tracking error to the money manager's model portfolios, there may be a performance divergence based upon timing differences of trading portfolio positions between us and the money manager. We generally observe that the savings from reduced transactions costs generally outweigh the potential negative performance impact that may be experienced by portfolios over time.

Diverse Membership in Private Funds

Investors in the Private Funds may include entities with conflicting interests with respect to their investments. The conflicting interests among the investors could relate to or arise from, among other things, the nature of investments made by a Private Fund, the structuring of the acquisition of investments and the timing of the disposition of investments, as well as the structure of a Private Fund. As a result, conflicts of interest may arise in connection with decisions made by us that may be more beneficial for one investor than for another investor, especially with respect to investors' individual tax situations. Subject to disclosures contained within a particular Private Fund's offering documents, in selecting and structuring investments appropriate for a Private Fund, we will consider the investment and tax objectives of the applicable Private Fund and the investors as a whole, not the investment, tax, or other objectives of any individual investor.

Participation on Boards or Committees of Other Companies

Occasionally, Russell Investments' directors, officers, or employees sit on boards of publicly or privately held companies. Russell Investments may be deemed to control one or more of these entities based on its employees' representation on the board of directors of such companies. Any participation as a director or member of a committee of such board is considered an "outside business activity" subject to preapproval by Russell Investments' Compliance team and/or the employee's manager prior to commencing the activity. Our policies on employee outside business activities and other related internal procedures are designed to mitigate conflicts of interest that could arise between such outside activities and our investment advisory business.

Item 12 – Brokerage Practices

We hire third-party money managers for both discretionary and non-discretionary mandates, with the majority of engagements being non-discretionary. For discretionary mandates, we delegate trading activity to those third-party money managers. Pursuant to agreement, these third-party money managers have an obligation to seek best execution, and we require certification of best execution of each money manager through an initial, quarterly, and annual questionnaire and certification process.

When we engage a third-party money manager on a non-discretionary basis, we retain trading responsibilities and determine the broker, dealer, or trading venue to be used (unless otherwise directed by a client). We also make these

determinations with respect to our Proprietary Strategies and portfolios we manage directly. We select the broker-dealers and trading venues that we determine are able to provide quality institutional execution services.

Where we have discretion to choose a broker, we have selected our affiliate, RIIS, to execute substantially all of our clients' transactions. We believe RIIS's pure agency execution model consistently provides value and improves execution quality across all asset types. RIIS's agency-only, global, multi-venue execution approach leverages technology to aggregate market liquidity, determine where the deepest pools of liquidity reside, and agnostically access these pools to best serve the needs of client portfolios. The multi-venue trade approach RIIS utilizes is a network of exchanges, crossing networks, dealers, independent brokers, and other sources of liquidity for execution, clearing, and other services. RIIS negotiates its commission rates with each trading venue to generally be lower than the commission rates it sets and charges Russell Investments' advisory clients. As compensation for its broker-dealer execution services, the clearing broker generally collects the commission on behalf of RIIS and RIIS retains the agreed-upon amounts. This arrangement presents a conflict of interest because RIIS, in its capacity as a broker-dealer, generates revenue from executing certain securities transactions for RIM's clients. The compensation is a financial incentive for Russell Investments, through RIM, to favor the ongoing selection of RIIS for execution of advisory clients' transactions. To monitor this relationship, Russell Investments has established the ABOC, whose responsibilities include continual evaluation of transaction execution and commissions paid. To facilitate an unbiased view into Russell Investments' explicit and implicit execution costs and quality, we have engaged independent third-party service providers to provide analyses using pre-set benchmarks and a comparison against industry commission rates. Please see Item 5 – Fees and Compensation for more information.

BEST EXECUTION

The duty of best execution requires us to seek the most favorable execution terms reasonably available given the specific circumstances and information for each trade. Best execution does not mean simply obtaining the lowest possible commission cost, but rather whether the transaction represents the best qualitative execution considering several aspects of a trading venue or broker-dealer's services. It is possible that clients may be able to obtain lower commissions cost for transactions if such trades were executed with other broker-dealers or third parties. In seeking best execution, we consider the full range of a broker-dealer's services including execution capability, settlement efficacy, commission rate, financial responsibility, and responsiveness, among other factors. This applies to trading in any instrument, security, or contract, including equities, bonds, and forward or derivative contracts.

Determining the quality of trade execution entails the evaluation of subjective, objective, and complex qualitative and quantitative factors. Generally, to achieve best execution, we consider the following factors: (i) execution capability; (ii) order size and market depth; (iii) ability and willingness to commit capital; (iv) availability of competing markets and liquidity; (v) trading characteristics of the security; (vi) availability of accurate information comparing markets; (vii) financial responsibility of the broker-dealer; (viii) confidentiality; (ix) reputation and integrity; (x) responsiveness; (xi) recordkeeping; (xii) available technology; and (xiii) ability to address current market conditions.

Many other circumstantial and judgmental aspects involved in seeking best execution are not quantifiable and cannot be properly evaluated on a trade-by-trade basis. Therefore, we evaluate best execution in the context of the total portfolio or the aggregate of the trading activity.

Trading professionals are responsible for executing with, monitoring, and evaluating the performance and execution capabilities of trading venues. We also utilize the services of third-party service providers to assist with execution quality analysis on trade activity. This information is reported to our Trade Management Oversight Committee ("TMOC"). The TMOC is authorized and directed to review and evaluate the activities, policies and procedures established by the company's internal trading groups. The TMOC is responsible for providing the framework for construction, review, and evaluation of trade management practices and, when appropriate, to make recommendations to senior management and the individual trading groups. The TMOC formally meets quarterly, or more frequently depending on the circumstance. Best execution information, among other things, is also provided to the ABOC, which, as noted above, provides oversight with respect to affiliated transactions, including transactions between or executed by RIIS for our clients.

ORDER AGGREGATION AND ALLOCATION

Consistent with applicable regulatory requirements and guidance, Russell Investments aggregates trade orders within and across similar trading mandates for which it reasonably believes an aggregated order will achieve best execution. In making the determination of whether to aggregate, several factors are considered. These include, but are not limited to, the client's investment objectives and policies, investment guidelines, trade instructions, operational considerations, liquidity requirements, broker selection requirements, limits on minimum transaction amounts, cash flow, and any legal and/or regulatory restrictions. Aggregated orders are allocated on a fair and equitable basis, ensuring that the interests of some clients are not placed above those of others. Sales or purchases of the same security with similar order strategies shall generally be aggregated into a block order as long as aggregation does not disadvantage any particular client over time. Aggregation of orders is intended to result in a more favorable net price or more efficient execution than if the orders were placed separately.

It is our general policy to allocate aggregated trades pro-rata. Pro-rata allocations result in all participating client accounts receiving a proportionate share of an order or position within designated tolerances. Generally, pro-rata allocations are based on the relative orders of each participating account. Under this methodology, an execution is allocated pro-rata based on relative order size.

A block order may also be allocated based on the following methodologies:

- Fixed percentage allocations.
- Targeted percentage allocations.
- Multiple fills.
- Partially filled orders.

There may be occasions where client accounts may not participate in an aggregated transaction. Examples include:

- odd lots;
- account cash considerations;
- intraday changes to cash flow reporting;
- foreign markets that require account specific IDs;
- foreign trading practices that restrict pro-rata allocations;
- fixed income portfolios with differing durations/duration targets; and
- directed brokerage arrangements.

DIRECTED BROKERAGE

In general, we do not accept client third-party directed brokerage arrangements (when we are instructed to use a specific broker to execute transactions). However, to facilitate certain PMA Accounts, RIM is instructed to use broker-dealers ("directed brokers") to effect transactions for the purchase and/or sale of securities and other investments in the client account as specified in the IMA. For those IMAs that allow RIM to execute away from the directed broker in the event that they are unable to execute a transaction for the client account, we will select one or more broker-dealers, including our broker-dealer affiliate RIIS, outside the directed relationship ("Trade Away") to facilitate execution of the transaction subject to best execution. When RIM trades away from the directed broker, the client may incur the fee (commission, mark-up/mark-down) charged by the executing broker-dealer as well as the fee charged by the wrap platform.

When we effect transactions for client directed broker-dealers or wrap platform arrangements, we generally will not be obligated to seek better execution services or prices from other broker-dealers or be able to aggregate the client's transactions with other account orders managed by RIM unless the directed broker cannot facilitate the execution of the order. As a result, the client may pay higher commissions and other transaction costs or receive less favorable net prices

on transactions for the account than they would otherwise experience. Higher transaction costs adversely impact account performance.

PMA Accounts

To reduce costs and promote efficiency in managing PMA accounts, we may limit the number of securities transactions based on our assessment of each transaction's expected contribution to the client's investment outcome. Equity trade orders for PMA program directed accounts may be aggregated into block orders and executed using market order types through the Financial Intermediary-designated broker. All accounts participating in a block receive the average execution price, and allocations are made fairly and equitably. Because execution terms, including order types, are determined by the Financial Intermediary's trading platform, we do not control specific order handling; execution mechanics and order type selection are administered by the Financial Intermediary's broker or custodian rather than by us.

For fixed income PMA accounts, RIM will generally trade away from the directed broker and execute transactions with broker-dealers selected by RIM, subject to our best-execution obligations.

RESEARCH SERVICES

As of December 31, 2020, Russell Investments retired its participation in soft dollar commissions programs for its own investment management activities. However, RIIS continues to provide soft dollar programs for use by third-party clients.

COMMISSION RECAPTURE

Subject to its best execution obligations, Russell Investments effects a portion of its equity transactions for certain RIM Advised Registered Funds through Cowen and Company, a third-party broker-dealer, to generate commission rebates to the RIM Advised Registered Funds on whose behalf the trades were made. Under this arrangement, Cowen and Company and/or its correspondent brokers retain a portion of the commission as payment for execution services including introducing, clearing, and settlement services. Cowen and Company also retains a fee for administration of the program. The remainder is returned to the specific Affiliated Fund that paid the commissions, resulting in a net reduction in the RIM Advised Registered Fund's trading-related expenses.

As an SEC- and FINRA-registered broker-dealer, our affiliate RIIS also offers a Recapture Program to our clients who elect to participate. The Recapture Program is designed primarily to reduce the total commission costs for the client. Under the Recapture Program, clients specifically ask their money managers to execute a portion of their trades through RIIS's commission recapture broker-dealer network, which includes RIIS. Money managers maintain autonomy over whether to execute trades through RIIS's internal agency trading desk or through external broker-dealers on the network.

Trades are executed through the Recapture Program at the normal commission rates in effect between the manager and the network broker-dealer. These trades generate credits based on separate rates negotiated between RIIS, the broker-dealers, and the clients. Clients may elect to receive these credits in cash or apply them to pay for various third-party services. Clients are not required to apply credits to pay for Russell Investments' services, and neither Russell Investments fees for the Recapture Program, nor the commission credit rates, are based on whether they elect to do so.

The Recapture Program is voluntary and may be terminated at any time with an instruction from the client to its money managers to discontinue trading through the Recapture Program. Likewise, clients may instruct RIIS to change the application of their credits (e.g., to discontinue applying credits to pay for services) at any time.

CROSS TRANSACTIONS

We, and RIIS on our behalf, may engage in cross trading under certain circumstances where permitted. Cross transactions are only done when the transaction is fair to all parties and where such transactions are consistent with the overall implementation strategy of the portfolios and within the regulatory requirements applicable to the participating client

portfolio(s). Cross trades occur when one client account buys or sells to or from another client account in the same instrument and at the same time, quantity, and price. There are instances where cross transactions may benefit clients by reducing transaction costs, promoting execution efficiency, and reducing market impact. Because of this, we may engage in cross trading under circumstances where the transaction does not disadvantage any party to the trade and is permitted by applicable law. RIIS can represent the buy and sell sides of the trade, as an agent, and can execute the cross trade with or without the use of an independent third-party. Under these arrangements, RIIS, acting as a broker-dealer, may charge a reasonable commission to execute cross trades where permitted.

To mitigate conflicts of interest, the transaction must be priced using an independent pricing mechanism which may be: (i) prevailing market conditions at the time of execution (e.g., within the bid/offer price at the time of execution); (ii) the last reported sale price for the security, if available; or (iii) if the last sale price is not available, at the previous day's closing prices provided by the independent pricing services used by Russell Investments to value the securities for pricing, reporting, and other purposes.

We do not enter into cross transactions involving one or more accounts subject to ERISA absent compliance with a US Department of Labor Prohibited Transaction Exemption, applicable law, and our written policies and procedures.

Registered Fund participation in cross transactions is subject to adherence to the requirements of Rule 17a-7 of the Investment Company Act.

Item 13 – Review of Accounts

Routine reviews of investment activity in client accounts are conducted regularly by designated analysts and portfolio managers. For discretionary clients, we review client accounts to confirm that allocations are within target ranges or are otherwise in adherence with the client's investment guidelines. For the Registered Funds, we also use pre- and post-trade compliance systems and exception reporting generated from these systems to determine if any account is out of compliance with its agreed upon investment guidelines. When unresolved exceptions occur, a designated supervisor and compliance officer review the exception and determine the appropriate action to be taken. Certain events may occur which would also trigger a more targeted review of account activity such as liquidity issues, rebalancing of a client's portfolio, or changes in strategy or objectives in the portfolio.

Our written policies document our process for reviewing accounts, which may include but is not limited to: (i) transaction history; (ii) changes in client's investment guidelines; (iii) any changes in client's authorized persons; (iv) changes in authorized agents of client (i.e., custodian bank); (v) breaches of investment guidelines; (vi) performance; and (vii) review of client documentation to ensure current contracts, authorized signers list, and authorized agents.

In addition to monitoring client accounts, where applicable, we monitor money managers' adherence to their stated investment guidelines and objectives and receive updates on their portfolio management and operational activities.

We negotiate the nature and frequency of client reporting with each client. Most commonly, reporting is provided quarterly and reports on the performance of services we manage. Some clients also request and receive daily or weekly summaries showing transaction activity and holdings. We make this information available to clients via online services. For our PMA accounts, clients typically obtain their performance reports from their financial intermediary or custodian.

Item 14 – Client Referrals and Other Compensation

From time to time, we or our affiliates may enter into arrangements with certain unaffiliated individuals or entities ("Solicitors") who refer clients to Russell Investments and introduce our services to clients who might not otherwise be aware of or able to access the services we offer. In connection with these referral activities, Russell Investments may compensate the Solicitor(s) for these activities. Compensation is typically based on a percentage of our gross revenues we receive from referred clients. Each agreement with the Solicitor is made in accordance with applicable laws, including Rule

206(4)-1 under the Advisers Act, and specifies the duties of the Solicitor, including the requirement to deliver a separate disclosure document to each prospective client at the time of solicitation. This document describes the compensation arrangement between Russell Investments and the Solicitor.

Our affiliate RIFIS has been engaged to distribute interests in certain affiliated Funds, Private Funds, and other pooled investment vehicles. Further, as discussed in “Services of Affiliates” under Item 4 – Advisory Business, we may utilize our affiliates, some of which are also investment advisers or broker-dealers registered with the SEC, to offer certain services to clients, and we may also utilize personnel of one or more of our affiliates, for investment advice, portfolio execution, trading, and client servicing in their local or regional markets or their areas of special expertise. This presents a conflict of interest as we may be incentivized to recommend Russell Investments related products and services because RIFIS licensed representatives earn commissions based on the sale of affiliated Funds, Private Funds, and other pooled investment vehicles. To mitigate these conflicts, Russell Investments maintains intercompany agreements between affiliates that govern compensation and expense sharing arrangements with our affiliates which are consistent with applicable regulatory requirements and law.

Item 15 – Custody

Generally, each of RIM’s clients appoints a third-party qualified custodian to hold their funds and securities. RIM and our affiliates do not act as qualified custodians or take physical custody of client assets. However, in certain circumstances, RIM may be deemed to have custody of client funds and securities under the Advisers Act.

In connection with the advisory services it provides to Private Funds, RIM may be deemed to have custody of client assets when RIM or an affiliate serves in a capacity (such as general partner, managing member, or trustee) which grants them legal ownership of or access to the Private Funds’ assets. As required by the Advisers Act, the Private Funds’ financial statements are audited by an independent public accountant registered with and overseen by the Public Company Accounting Oversight Board (“PCAOB”) and are distributed to the Private Funds’ investors at least annually.

RIM may also be deemed to have custody of client assets when we enter into an arrangement under which we are authorized or permitted to deduct advisory fees directly from a client’s account. RIM has a reasonable basis to believe such clients receive account statements from their custodian on at least a quarterly basis, as required by the Advisers Act.

Clients should receive at least quarterly account statements from their broker-dealer, bank, or other qualified custodian that holds and maintains their assets. We strongly urge clients to carefully review such statements and compare them to the account statements that may be provided by RIM and/or our affiliates.

Item 16 – Investment Discretion

We provide both discretionary and non-discretionary investment advisory services. Most clients grant us discretion, which allows us to manage portfolios and make investment decisions without client consultation regarding the securities and other assets that are bought and sold for an account and which third-party money managers to retain, subject to investment guidelines. In such accounts, client approval is not required for the total amount of securities and other assets to be bought and sold, the choice of executing brokers, or the price and commission rates for such transactions.

Clients delegate discretionary authority to us when they sign a discretionary IMA and may limit this authority by giving us written instructions. Clients may also change or amend such authority or limitations by providing us with written instructions. We generally provide non-discretionary advice where we provide due diligence services to a client.

Item 17 – Voting Client Securities

We vote proxies on behalf of our client accounts according to our contractual obligations. When voting proxies, we have a fiduciary duty to make investment decisions that are in our client's best interests. Proxy voting and issuer engagement is an integral part of this process, conducted through Russell Investments' Active Ownership Committee ("AOC") which operates pursuant to a written charter and oversees proxy voting and engagement. The AOC focuses on issues we believe to be material to the value of the investments we recommend and manage on behalf of our clients. These issues may include, but are not limited to: (i) business strategy; (ii) performance; (iii) financing and capital allocation; (iv) management; (v) acquisitions and disposals; (vi) internal controls; (vii) risk management; (viii) the membership and composition of governing bodies/boards and committees; (ix) sustainability; (x) remuneration; and (xi) ESG performance (subject to applicable law and regulations).

Where we have been delegated proxy voting authority over client securities or otherwise have proxy voting responsibility, our proxy voting process is governed by our Proxy Voting Policies and Procedures (the "Proxy Voting Policies"). The Proxy Voting Policies are reasonably designed to assist us in voting proxies in the best interests of our clients, clarifying roles and responsibilities, addressing conflicts of interest, maintaining records, and providing disclosures to clients. In delegating proxy voting authority to us, clients agree to the voting of proxies in accordance with our Proxy Voting Policies and Proxy Voting Guidelines (discussed below).

Proxies are voted in accordance with our written Proxy Voting Guidelines (the "Proxy Guidelines") which address how we vote the majority of proxies. Matters that are not covered in the Proxy Guidelines or that are more appropriately examined on a case-by-case basis are reviewed and voted by the AOC. Regardless of whether a matter is voted pursuant to the Proxy Guidelines or by the AOC, we exercise our proxy voting authority in the best interests of clients based on our analysis of relevant facts and circumstances, pertinent internal and third-party research, reasonably available subsequent information, applicable law and regulation, and certain best practices.

The Proxy Guidelines address matters that are commonly submitted to shareholders of a company for voting, including, but not limited to, issues relating to corporate governance, auditors, the board of directors, capital structure, executive and director compensation, and mergers and corporate restructurings. The Proxy Guidelines contain more detailed information about our Proxy Voting Policies with respect to issues upon which we may be asked to exercise our proxy voting authority. We construct the Proxy Guidelines based on our own assessment of each matter covered by the Proxy Guidelines. This assessment may consider or adopt pertinent third-party research, including research provided by an unaffiliated proxy voting advisory firm.

We may exercise proxy voting authority directly or utilize the services of a third-party service provider. That service provider utilizes an automated platform that collects and documents our voting decisions and interfaces directly with the tabulator of each proxy vote to help ensure timely and accurate votes. The automated platform is not a substitute for our judgment or discretion; we retain final authority with respect to its exercise of any proxy voting authority. We also maintain records of all votes cast and other relevant information as may be required by applicable law or regulation.

Russell Investments' Active Ownership team engages with securities issuers and investment industry participants on matters of interest to Russell Investments and its clients ("Engagement Activities") to enhance and protect the value of our clients' investments. Russell Investments' Engagement Activities are governed by our Engagement Policy. Issuer and investment industry engagement includes defining the parameters of the Engagement Activities, developing the tools, strategies and methods of Engagement Activities, design, development, and execution of the Engagement Activities, and tracking and recording the outcomes of Engagement Activities.

We take very seriously our fiduciary duty to act as good stewards of client assets through proxy voting and shareholder engagement. As a Principles for Responsible Investing (PRI) signatory, and subject to any applicable laws or regulations, we place specific importance on conducting an active ownership program that is integrated with our investment approach and incorporates responsible investing goals.

Should clients have any questions or want to obtain voting records or a copy of our proxy voting procedures, these inquiries should be directed to: activeownership@russellinvestments.com.

We are not responsible for voting proxies for which we have not been expressly delegated proxy voting authority or for proxies that we do not receive, receive late or receive without sufficient information.

Item 18 – Financial Information

We are required in this Item to provide you with certain financial information or disclosures about our financial condition. We do not solicit or require clients to pay fees in excess of \$1,200 per client more than six months in advance of services being provided. We are not aware of any financial commitment that would impair our ability to meet contractual and fiduciary commitments to clients and have not been the subject of a bankruptcy proceeding.