

ALCENTRA NY, LLC

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Form ADV Part 2 (as of March 31, 2015)

This brochure provides information about the qualifications and business practices of Alcentra NY, LLC a registered investment adviser. Registration does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at (212) 922-8240 or visit us at www.alcentra.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

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

Item 2. Summary of Material Changes

The following is a summary of our material changes made to our Brochure since our last update on July 21, 2014.

Various sections have been updated to reflect that Alcentra now has two new investment strategies: Multi-Credit and Structured Credit. Additionally, Alcentra NY, LLC now advises a business development company. See Item 4 for more information.

Additionally, Item 9 has been updated to reflect that BNY Mellon has announced that it has resolved substantially all of the foreign exchange ("FX")-related actions currently pending. Alcentra NY, LLC was not a defendant in any of the complaints or actions described Item 9.

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Item 4. Advisory Business

Alcentra NY, LLC (the “Firm” or “We” or “Us” or “Alcentra”) is a limited liability company organized under the laws of the State of Delaware.

- We focus on the sub-investment grade debt capital markets. Our employees are primarily organized into three teams: U.S. Leveraged Loan (i.e. broadly syndicated leverage loans), North American Mezzanine Capital (i.e. private mezzanine capital instruments) and Alcentra High Yield. See *Item 8*.

U.S. Leveraged Loan and North American Mezzanine Capital

- Our U.S. Leveraged Loan and North American Mezzanine Capital clients are typically private funds whose investors include a variety of institutions as well as high net worth individuals. These private funds include collateralized loan obligation (“CLOs”), other private loan funds and mezzanine debt funds. Alcentra also provides discretionary investment advisory services to a German investment company, a business development company, an open-end mutual fund under a subadvisory agreement with Dreyfus, an affiliate of Alcentra, and a portfolio series of a Delaware statutory trust under a subadvisory agreement with The Bank of New York Mellon, an affiliate of Alcentra. See *Item 7*.
- The Firm also provides advice to private funds and a separately managed account through sub-advisory agreements with our affiliate Alcentra Limited and receives advice and various back office services from Alcentra Limited through a separate service agreement. See *Item 10*.

Alcentra High Yield

- Alcentra High Yield, a separate division of the Firm, provides discretionary investment advisory services to an institutional investor in the form of a separate account. In addition, Alcentra High Yield provides discretionary investment advisory services to various types of accounts including separately managed accounts, registered mutual funds, bank collective funds, UCITS funds, and German investment companies under subadvisory agreements and/or dual officer arrangements with affiliates.

Multi-Credit and Other

- Alcentra provides discretionary investment services to private funds with multi-credit strategies. These private funds will generally be divided into sleeves for each of the underlying strategies. Portfolio management for specific sleeves may be delegated to our affiliate, Alcentra Limited, under a subadvisory agreement.
- Alcentra provides discretionary investment services to private funds with structured credit strategies. Services provided include risk management services and portfolio management. Oversight for these funds is delegated to our affiliate, Alcentra Limited, under a subadvisory agreement.

Each private fund has an investment objective and a set of investment policies and/or guidelines that we must follow. For this reason, we cannot tailor the investment advisory services we provide to pooled investment vehicles to meet individual investor needs. In addition, we cannot impose individual investment restrictions on our investment strategies for underlying investors in the private funds.

Please see Item 7 of the brochure for more information on these types of clients.

We manage approximately \$10.15 billion as of December 31, 2014 on a discretionary basis. Assets under management reflect assets of all accounts and portions of accounts managed by Alcentra for Alcentra and its affiliates. Specifically, certain assets under management reflect assets managed by Alcentra High Yield personnel as employees of Standish Mellon Asset Management Company ("Standish"), BNY Mellon Corporation ("BNY Mellon Corporation") and/or The Dreyfus Corporation ("Dreyfus") under a dual employee arrangement.

The Firm, formerly Alcentra, Inc., has been providing investment advisory services since March 2002. In 2008 and 2009, we acquired the rights to manage private funds from BNY Mellon Capital Markets, LLC and Cooperatieve Centrale Raiffeisen-Boerenleen Bank B.A., NY Branch, respectively.

The BNY Mellon Corporation owns 100% of our parent holding company, BNY Alcentra Group Holdings, Inc. ("Alcentra Group"). Alcentra Limited and Alcentra NY, LLC are subsidiaries of Alcentra Group.

Item 5. Fees and Compensation

We are compensated for our advisory services by earning management fees and in certain instances some form of performance fees from our private fund clients. We generally describe our management fees below. *Please see Item 6 for a discussion of our performance fees.* Investors in our private funds should refer to the applicable fund's offering materials for a complete description of our fees.

Generally, our fees are dependent on the strategy that the account follows.

Private Fund Fees – U.S. Leveraged Loan Strategy

We serve as collateral manager for certain cash flow CLOs and earn management fees which are determined mainly by the assets under management of each CLO and are based on the initial capitalization of the CLOs. The management fees consist of senior management fees and subordinated management fees. The senior management fee has a higher priority in a CLO payment waterfall whereas the subordinated management fee generally ranks below principal and interest payments to senior note holders in the payment waterfall. Also, for us to earn our subordinated management fee, over-collateralization and interest coverage tests must be passing on the relevant determination date for all senior CLO note holders. The sum of the senior and subordinated management fees we earn from advising cash flow CLOs generally ranges from 35 to 60 basis points annually and are paid quarterly in arrears. Please consult the offering materials of each CLO for further details.

We also manage a market value leveraged loan private fund. Our management fee is equal to 50 basis points annually of the fund's net asset value, payable quarterly in arrears.

For the German investment company for which we serve as asset manager, our management fee is equal to 45 basis points per annum, payable quarterly in arrears based on the aggregate average quarterly market value.

For the open-end mutual fund for which we serve as sub-adviser, our management fee is equal to 31 basis points per annum, payable monthly based on the average daily net assets.

For the accounts for which we act as subadviser for our affiliate, Alcentra Limited, we earn a subadvisory fee as outlined in the respective subadvisory agreements.

For the portfolio series of the Delaware statutory trust for which we serve as sub-adviser, the fund pays a management fee equal to 1.1% annually, payable quarterly on the first calendar day of each quarter (prior to any distributions to investors) based on invested capital. Custody and Administrative Fees are deducted from the management fee. BNY Mellon as Trustee and Adviser to the Fund receives 5% of the remaining management fee and we receive 95%. Alcentra NY then pays Alcentra Limited for subadvisory services it provides to the fund.

Private Fund Fees – North American Mezzanine Capital Strategy

The North American Mezzanine Capital team does business as BNY Mellon-Alcentra Mezzanine Partners ("BNYMP"). BNYMP organizes and advises private mezzanine debt funds and advises a business development company.

On the private mezzanine funds, we generally earn annualized management fees of between 125 to 200 basis points based on aggregate commitments of capital made by limited partners of such funds during the funds' investment periods and thereafter on funded commitments with respect to investments that have not been disposed of, subject to other limitations as provided

in the funds' offering materials. Management fees are paid in advance on a quarterly basis. Should the management services be terminated prior to the actual provision of services for the upcoming period, we will return management fees pro-rata from the date of the termination to the end of the period to which the advance fee covered. Other non-management fees may be assessed, either at the fund or portfolio company level, which include without limitation monitoring fees, transaction fees, break-up fees and directors. The funds' offering materials describe the funds' fee structure and use of such fees. Please consult these materials for further fee details.

For the business development company, the base management fee is calculated at an annual rate as follows: 1.75% of our gross assets (i.e., total assets held before deduction of any liabilities), including assets purchased with borrowed funds or other forms of leverage and excluding cash and cash equivalents (such as investments in U.S. Treasury Bills), if gross assets are below \$625 million; 1.625% of total gross assets if gross assets are between \$625 million and \$750 million; and 1.5% of total gross assets if assets are greater than \$750 million. Alcentra has agreed to waive its fee through the second quarter of 2015 to the extent required in order for the company to earn a quarterly net investment income to maintain a targeted dividend payment on shares of common stock outstanding on the relevant dividend payment dates of 9.0% (to be paid on a quarterly basis). See Alcentra Capital Corporation's SEC filings for more detailed information.

Multi-Credit and Other

For multi-credit and other accounts, we generally charge a management fee ranging from 10 basis points to 100 basis points payable on a monthly or quarterly basis in arrears. To the extent Alcentra Limited provides Subadvisory services to these accounts, Alcentra NY pays Alcentra Limited for subadvisory services it provides. A management fee is typically not charged on investments made in other funds managed by Alcentra or its affiliates in order to prevent a layering of fees. The respective fund offering materials describe the respective fund fee structures in more detail. Please consult these materials for further fee details.

Alcentra High Yield Fee Information

Alcentra High Yield (US and Global) separate accounts: The standard fees for these accounts are shown below.

0.50% on the first \$100 million
0.40% on the next \$150 million
0.35% over \$250 million

Minimum account size is \$25 million.

Minimum annual fee is \$125,000. Minimum annual fee may vary depending on account size.

Separate Account Fees: We provide investment advisory separate account services for a fee. This fee is typically charged as a percentage of your assets under our management. While this fee is typically expressed as an annual percentage, it is calculated based on average daily, month end, or quarter end net assets, typically includes accrued income and typically charged to your account on a monthly or quarterly basis, in arrears. We also have a limited number of accounts with base and performance fees. You may select whether you would like fees to be deducted automatically by your custodian from your assets or billed separately. Your investment advisory agreement may also provide that you will incur fees and expenses in addition to our advisory fees such as custody, brokerage and other transaction costs,

administrative and other expenses. Examples of other costs and expenses may include markups, mark-downs and other amounts included in the price of a security, odd-lot differentials, transfer taxes, wire transfer fees and electronic fund fees. Please review your investment advisory agreement for further information on how we charge and collect fees.

Negotiated Fees: We reserve the right, in our sole discretion, to negotiate or modify (either up or down) the basic fee schedules set forth above for any client due to a variety of factors, including but not limited to: the level of reporting and administrative operations required to service an account, the investment strategy or style, the number of portfolios or accounts involved, and/or the number and types of services provided to the client. Because our fees are negotiable, the actual fee paid by any client or group of clients may be different from the fees reflected in our basic fee schedules set forth above. We typically do not offer Most Favored Nation clauses in our investment management agreements.

Other Fees: If allowed by investment guidelines, we may invest your account in pooled investment vehicles (including those advised or sub-advised by Alcentra or an affiliate) that themselves bear advisory fees and operational expenses such as transfer agent, distribution, shareholding servicing, networking, and recordkeeping fees. Your account will indirectly bear these fees and expenses as an investor in such pooled investment vehicles and, as a result, you will bear higher expenses than if you invested directly in the securities held by the pooled investment vehicle.

Additional Fee Information: For portfolios subject to ERISA, the value of any client account holdings invested in affiliated mutual funds is excluded from the amount on which our separate account fees are computed. In cases where a client account is not subject to ERISA, and / or where client account holdings are invested in an affiliated vehicle not constituting a mutual fund, we may, subject to client contractual requirements and applicable law, including but not limited to ERISA, calculate our separate account fee on the aggregate amount of the client's account. In certain instances where we have agreed to charge a flat fee for all assets under management, an adjustment may be made to the fee to take into account the holdings in affiliated mutual funds.

From time to time, we may enter into different compensation arrangements with other clients, including arrangements providing for compensation on the basis of a share of the capital gains upon, or the capital appreciation of, the funds, or any portion of the funds of a client, in accordance with and to the extent permitted by Section 205-3 of The Investment Advisers Act of 1940 ("Advisers Act"), as amended, and the rules and regulations thereunder.

Private Fund Fee Information

In addition to the fees outlined above, each of the private funds we manage may also be subject to additional charges such as custody, brokerage and other transaction costs, administrative and other expenses. Fees are not generally negotiable, though they may be waived or deferred at the discretion of the private fund in accordance with the fund's offering materials. Such waivers and deferrals will cause some clients or groups of clients to pay fees that are different from the basic fee schedules disclosed in fund offering materials. *Please see the applicable private fund's offering materials for further information regarding fees.*

Further, most of the private funds charge performance fees. *Please see Item 6 below for more information on our fund performance fees. Please see Item 12 of this brochure for more information on brokerage.* The Firm may invest the private funds in pooled investment vehicles (e.g. our U.S. Leveraged Loan and Global Special Situations strategies can invest in CLO notes)

that they themselves bear advisory fees and operational expenses such as transfer agent, distribution, shareholder servicing, networking and recordkeeping fees. The private funds will indirectly bear these fees and expenses as an investor in such pooled investment vehicles and, as a result, the private fund will bear higher expenses than if it invested directly in the securities held by the pooled investment vehicle.

General Fee Information

We do not charge or receive compensation in connection with the sale of investment products. However, certain of our employees or employees of our affiliates can accept compensation (also referred to as "commissions") for the sale of securities, private funds or other investment products that we manage. Currently we have no plans for our employees or supervised persons to accept compensation for the sale of private funds that we manage. Accepting commissions for the sale of such investment products gives rise to a conflict of interest in that it may give our employees an incentive to recommend investment products based on the compensation they will receive, rather than solely on a client's needs.

Item 6. Performance-Based Fees and Side-by-Side Management

Advisers are subject to certain fiduciary standards under federal law and owe clients an affirmative duty of utmost good faith to act solely in the best interests of the client and to make full and fair disclosure of all material facts, particularly where the adviser's interests may conflict with the client's best interest. In this section, we describe our performance based fee arrangements and our side-by-side management activities and the inherent conflicts in such arrangements.

We have entered into performance-based fee arrangements with most of our clients excluding those in Alcentra High Yield, in addition to the fees described in Item 5 above. In general, our performance fee is based on the portfolio's gross return in excess of a specified benchmark during a designated period of time. However, variations exist depending on, among other things, the strategy followed.

Typically, the CLOs we manage may pay a performance fee if specified internal rates of return are achieved. These amounts, if earned, are paid quarterly in arrears.

Investors in the private funds managed by our North American Mezzanine Capital team pay us a share of the profits of the funds' investments, called "carried interest", typically up to 20 percent. The remaining 80 percent of the funds' profits is paid to the funds' investors. Under this strategy a hurdle rate or preferred return, typically 8 percent, must be achieved before we can receive any carried interest payments. Depending on the specific fund, the performance fees are paid throughout the life of the fund or beginning when the fund's investment period has ended, typically five plus years from the date of initial investment. For more detailed information on how performance fees are calculated for our funds under this strategy please refer to the offering documents of such funds.

The business development company we manage pays us an incentive fee of 20% that is payable quarterly in arrears. The incentive fee is subject to both a hurdle rate and a high water mark. See Alcentra Capital Corporation's SEC filings for more detailed information.

For some of our multi-credit and other accounts, we charge a performance fee that is typically earned if a specified return is earned and may be subject to a high water mark. Performance fees generally range from 10%-15% and are payable on a quarterly or annual basis in arrears. A portion of the performance fee may be shared with Alcentra Limited on accounts for which they provide subadvisory services. For investments made in other funds managed by Alcentra or its affiliates, a performance fee will not typically be charged on both the fund and the underlying fund in order to prevent a layering of fees. The respective fund offering materials describe the respective fund performance fee structures in more detail. Please consult these materials for further fee details. "Side-by-side management" refers to our simultaneous management of multiple types of client accounts/investment products. For example, we manage different types of accounts, including pooled investment vehicles for clients, many with the same or similar investment strategies, at the same time. Our clients have a variety of investment objectives, policies, strategies, limitations and restrictions. Our affiliates likewise manage a variety of separate accounts and pooled investment vehicles.

Side-by-side management gives rise to a variety of potential and actual conflicts of interest for us, our employees and our supervised persons. Below we discuss the conflicts that we and our employees and supervised persons face when engaging in side-by-side management and how we deal with them. Note that some of our employees are also dual officers or employees of one or more Firm affiliates ("dual officers"). These dual officers undertake investment management and trading services for the affiliates of which they are officers. *Please see Item 10 for more*

information on our dual officer arrangements. When we and our affiliates concurrently manage client accounts / investment products, and particularly when dual officers are involved, this presents the same conflicts as described below.

Note that we manage our accounts consistent with applicable law, and we follow procedures that are reasonably designed to treat our clients fairly and to prevent any client or group of clients from being systematically favored or disadvantaged. For example, we have Trade Allocation Policies and Procedures which are designed and implemented to ensure that all clients are treated fairly and equally, and to prevent these conflicts from influencing the allocation of investment opportunities among clients. *Please see Item 12 for an explanation of our Trade Allocation Policies and Procedures.*

Conflicts of Interest Relating to Performance Based Fees When Engaging in Side-by-Side Management

We manage accounts that are charged a performance-based fee and other accounts that are charged a different type of fee, such as a flat asset-based fee. We may have a financial incentive to favor accounts with performance-based fees because we (and our employees and supervised persons) may have an opportunity to earn greater fees on such accounts as compared to client accounts without performance-based fees. Thus, we may have an incentive to direct our best investment ideas to client accounts that pay performance-based fees, and to allocate, aggregate or sequence trades in favor of such accounts. We also may have an incentive to give accounts with performance-based fees better execution and better brokerage commissions. *Please see also Item 12.*

Conflicts of Interest Relating to Accounts with Different Strategies

We and our affiliates manage numerous accounts with a variety of strategies, which may present conflicts of interest. For example, a long/short position in two client accounts simultaneously can result in a loss to one client based on a decision to take a gain in the other. Taking concurrent conflicting positions in certain derivative instruments can likewise cause a loss to one client and a gain to another. *Please see also Item 12.*

Conflicts of Interest Relating to the Management of Multiple Client Accounts

We and our affiliates perform investment advisory services for various clients. We may give advice and take action in the performance of our duties with respect to any of our other clients which may differ from the advice given, or the timing or nature of action taken, with respect another client. We have no obligation to purchase or sell for a client any security or other property which we purchase or sell for our own account or for the account of any other client, if it is undesirable or impractical to take such action. We may give advice or take action in the performance of our duties with respect to any of our clients which may differ from the advice given, or the timing or nature of action taken by our affiliates on behalf of their clients. Further, we may provide discretionary investment advisory services for some clients while providing non-discretionary investment advice for other clients in the same strategy. This creates conflicts including, with respect to the timing of trades and the potential for front-running.

Conflicts of Interest Relating to Investment in Affiliated Accounts

To the extent permissible under applicable law (including compliance with any applicable ERISA prohibited transaction exemptions), and where allowed by client guidelines, we may invest client accounts in affiliated funds. We have an incentive to allocate investments to these types of affiliated accounts in order to generate additional fees for us or our affiliates.

Alcentra may also, in appropriate circumstances and consistent with the client's investment objectives and applicable law, recommend to clients investment products in which it or a related party has a financial interest. Specifically, Alcentra may suggest participation in a collective fund maintained by BNY Mellon, an affiliated party to Alcentra. Such commingled funds are managed by Alcentra personnel in their capacity as dual officers of BNY Mellon.

If consistent with client's investment objective, we anticipate investing client assets in collective investment funds for which BNY Mellon serves as trustee and account custodian and for which we provide certain non-discretionary investment advisory and trading services. *Please see also Item 10 (Dual Officers and Employees).* The collective investment funds are further described in Schedule A(s) of the applicable BNY Mellon collective investment fund plan documents, which are available upon request. Applicant may also manage portfolios as separate accounts and act as sub-adviser to registered investment companies, UCITS funds, private funds, and other commingled vehicles.

Please see also Item 12.

Conflicts of Interest Relating to "Proprietary Funds"

We, our affiliates, and our existing and future employees may from time to time manage and/or invest in products managed by the Firm ("Proprietary Funds"). Fees or incentive allocations on such investments, as well as minimum investment amounts, may be reduced or waived altogether in these instances. Furthermore, we or our affiliates or employees have a managerial interest in various Proprietary Funds as a general or managing partner or have an otherwise financial interest, including but not limited to the receipt of management and / or certain performance based fees. The interests of the Firm, our affiliates and employees may be, at times, significant in such Proprietary Funds. Investment by the Firm, our affiliates, or our employees in Proprietary Funds may create conflicts of interest. We may have an incentive to favor these Proprietary Funds by, for example, directing our best investment ideas to these funds or allocating, aggregating or sequencing trades in favor of such funds, to the disadvantage of other funds. We also may have an incentive to dedicate more time and attention to our Proprietary Funds and to give them better execution and brokerage commissions than our other client accounts. *Please see also Item 12.*

Other Conflicts of Interest

As noted previously, we and our affiliates manage numerous accounts with a variety of interests. This necessarily creates potential conflicts of interest for us. For example, we or an affiliate may cause multiple accounts to invest in the same investment. Such accounts may have conflicting interests and objectives in connection with such investment, including differing views on the operations or activities of the portfolio company, the targeted returns for the transaction and the timeframe for and method of exiting the investment. Conflicts may also arise in cases where multiple Firm and/or affiliate client accounts are invested in different parts of an issuer's capital structure. For example, one of our funds could acquire debt obligations of a company while an affiliate's account acquires an equity investment. In negotiating the terms and conditions of any such investments, we may find that the interests of the debt-holding

client accounts and the equity holding client accounts may conflict. If that issuer encounters financial problems, decisions over the terms of the workout could raise conflicts of interest (including, for example, conflicts over proposed waivers and amendments to debt covenants). For example, debt holding accounts may be better served by a liquidation of an issuer in which it could be paid in full, while equity holding accounts might prefer a reorganization of the issuer that would have the potential to retain value for the equity holders. As another example, holders of an issuer's senior securities may be able to act to direct cash flows away from junior security holders, and both the junior and senior securities may be held in client accounts. Any of the foregoing conflicts of interest will be discussed and resolved on a case-by-case basis by a committee of the Firm's senior managers. Any such discussions will factor in the interests of the relevant parties and applicable laws. *Please see also Item 12.*

Conflict of Interest Relating to Alcentra High Yield Strategies

Effective January 1, 2013, Standish's Global High Yield investment team was combined with the investment team of Alcentra. Certain employees of Alcentra were named dual officers of Standish for the limited purpose of providing investment advisory and trading for high yield strategies to Standish clients. This arrangement creates certain potential conflicts of interest for us including but not limited to: side-by-side management conflicts potentially resulting in potential front-running in the same strategy, material non-public information shared across affiliate investment managers, and trade allocation issues. In addition, confidential information is shared across the affiliated investment managers. Alcentra has implemented policies and procedures to address these potential conflicts. *Please see also Item 12.*

Alcentra has entered into one or more research sharing agreements with affiliates in which it provides a limited number of research reports and approved credit lists to certain affiliates, including Standish for their use in fulfilling their investment management responsibilities to their clients, including reports and verbal updates covering securities which may be held in client accounts managed by the Standish.

Dual officers will follow the compliance policies and procedures of their primary employer. Alcentra's policies and procedures relating to portfolio management and trading of Alcentra High Yield have been aligned to those of Standish to mitigate potential conflicts of interest.

Alcentra has entered into one or more research sharing agreements with affiliates in which it receives a limited number of research reports and approved credit lists from certain affiliates, including Standish for our use in fulfilling certain investment management responsibilities to our clients, including valuation models, reports and verbal updates covering both general economic forecasts and specific securities. Such reports do not include buy/sell/hold recommendations.

Certain clients' investment guidelines allow us to invest in bank loans for their portfolio. In many cases for these types of investments, there is information available from the loan issuer to the participants. Certain of this information may be considered material non-public information. The fact that the information is material non-public information presents a possible conflict as it is Alcentra's policy to restrict securities trading when material non-public information becomes known. To remedy this conflict, it is Alcentra's current policy with regard to bank loans is to generally restrict access to material non-public information for any issuers where publically traded securities are available.

Item 7. Types of Clients**Type of Clients**

We provide advisory services to private funds, (including CLO's, other private loan funds, private mezzanine debt funds, private multi-credit funds, and private structured credit funds), a business development company, separately managed accounts, and other investment advisers. For our investment adviser clients we provide discretionary advisory services for separately managed accounts, UCIT funds, pension plans, registered investment companies, and other non-US regulated funds.

In their capacity as dual officers of Standish, certain employees of Alcentra provide investment advice for Standish's high yield accounts. Additionally, certain employees of Alcentra, in their capacity as dual officers of Standish, provide non-discretionary advice for the high yield portion of Standish's multi-sector strategies.

In their capacity as dual officers of BNY Mellon, certain employees of Alcentra provide investment advice for bank collective funds.

In their capacity as dual officers of The Dreyfus Corporation, certain employees of Alcentra NY, LLC provide investment advice for registered investment companies of The Dreyfus Corporation.

We also offer non-discretionary investment advice to our affiliate, Alcentra Limited. Alcentra Limited is headquartered in the United Kingdom and is authorized and regulated by the Financial Conduct Authority ("FCA"). Alcentra Limited is registered with the Securities and Exchange Commission in the United States ("SEC"). Registration does not imply certain level of skill or training but Alcentra Limited has expertise in the European credit market and manages a number of investment vehicles utilizing investment strategies similar to those utilized by Alcentra NY, LLC, but generally focusing on Europe rather than the U.S.

Account Requirements

Each private fund is required to execute a written agreement with the Firm, granting the Firm authority to manage its assets and setting out minimum and ongoing investment requirements. All such terms are subject to negotiation. Investors in private funds we manage are also subject to minimum and ongoing investment requirements as determined by such funds, though commitments of lesser amounts are accepted at the sole discretion of the funds' general partners (or other governing party). Please refer to the offering documents of each private fund for more specific information.

We require separate account clients to execute a written investment management agreement, granting us authority to manage their assets. Separate accounts are subject to minimum account sizes which vary depending upon the strategy of the account. Separate accounts may also be subject to minimum annual fees; *please refer to Item 5 for more information.*

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

We are credit investors and we invest primarily, on behalf of our clients, in the sub-investment grade credit markets. Our objective is to deliver strong, risk-adjusted returns together with capital preservation. Generally, we seek to meet this objective through intensive fundamental research and credit analysis, combined with active portfolio management to minimize "credit" losses. However, our methods of analysis do vary depending on the type of client and the investment strategy selected.

Each client account typically follows one of the following strategies:

- U.S. Leveraged Loan Strategy
- North American Mezzanine Capital Strategy
- European Mezzanine Debt Strategy
- Global Special Situations Strategy
- US and Global High Yield Strategy
- Multi-Credit Strategy
- Structured Credit Strategy

U.S. Leveraged Loan Strategy

This strategy primarily invests in leveraged loans originated in the United States. Leveraged loans are corporate bank loans of below investment grade issuers bearing floating interest rates typically based off the London Interbank Offering rate ("LIBOR"), a widely used floating rate index. These loans are generally senior secured obligations, which are at or near the top of an issuer's capital structure. Given the secured nature and floating rate structure of leveraged loans, price volatility and correlation with other asset categories have generally remained low. The leveraged loan market provides opportunities consistent with our overall objective of earning favorable risk-adjusted returns while focusing on capital preservation. Because loans to creditworthy issuers provide limited opportunity for capital gains (these loans generally are purchased at or near par), success in the leveraged loan market requires an avoidance of credit problems and defaults. Accordingly, in order to manage these assets effectively, we employ people with credit analysis and asset selection experience.

Our U.S. Leveraged Loan team ("LLT") seeks to generate attractive risk adjusted returns by investing in senior secured loans in mostly large, below investment-grade corporate debt issuers. LLT may look to enhance returns through selective investments in senior secured and unsecured bonds that offer appealing relative value opportunities. LLT focuses on investment opportunities in larger capitalization companies typically with annual earnings before interest, taxes, depreciation, and amortization ("EBITDA") of \$50 million and greater, with the greater proportion of investments in companies with EBITDA greater than \$100 million.

Our team's investments are made primarily through securitized asset funds, such as cash flow CLOs. We also manage private loan funds, a German investment company, and serve as sub-adviser for an open-end mutual fund and a private loan fund, each of which is unlevered. CLOs are private funds structured as securitizations where payments from a large and diversified group of investments, such as corporate loans, are aggregated and paid out to the various tranches of investors that have provided the debt and equity capital to pay for the purchase of the pool of assets.

LLT's methods of analysis can be divided into three areas: credit analysis, portfolio management and vehicle management. Credit analysis is performed on the individual

investments that comprise a portfolio. Investment evaluation is approached from both a top down industry analysis that includes a review of the current economic outlook, observed default trends in the industry and performance drivers specific to that business and a bottom up review of the operating performance, and risk metrics of each company. The credit analysis process incorporates an analyst's review and screen of the financial fundamentals followed by a quantitative analysis of corporate earnings, cash flow, leverage and more. A qualitative evaluation of product lines, competitive position, management quality and customer base will lead to a presentation to and review by LLT's Credit Committee. Generally the Credit Committee will assess the relative risks and returns and either reject the investment, ask for additional evaluative analysis and information or approve the credit. Typically following an investment, LLT will monitor company and investment performance via discussions and conference calls with management, industry specialists and buy and sell side traders and analysts. LLT conducts quarterly performance reviews ("QPR") covering recent performance, changes in outlook and projections, price movements and relative values and changes in risk metrics. The reviews and conclusions drawn from the QPRs are incorporated into LLT's portfolio and vehicle management strategies.

Portfolio management is undertaken by the portfolio management team in concert with the investment analysts. Portfolio management entails the creation of a portfolio of individual investments in loans or other assets that aggregate into a total that seeks to match the return objectives and risk characteristic of a particular fund. The senior secured nature of many of the loans and investments managed by LLT means that individual default risk and/or the individual loss from a default are lower relative to equities, subordinated bonds or other investments in the markets. Generally, this lower risk is balanced by lower return or spread on the assets. In the par loans that make up much of the investment portfolios, purchase prices are at or near par and the company issuing the loan can often pay off the loan at par at its discretion. Thus, loan prices tend to have an upward limit on price appreciation as the value of a particular loan increases since the issuer can simply choose to call the existing loan at par and issue a new loan at lower spreads or less attractive terms. Therefore, our management objective is to create a portfolio of solid, performing loans that generate stable cash interest payments quarter after quarter. Since there is limited opportunity for capital appreciation in par loans, emphasis must be placed on risk mitigation. Here, LLT's portfolio management team uses diversification in industry (including the avoidance of certain perceived at-risk industries), size, location and absolute number to help to reduce the impact of any single event. In the CLOs, the number of individual issuers in a portfolio can be in excess of 200.

Vehicle management is a third critical element in LLT's investment management. Each client account has its own risk parameters and return objectives. In CLOs, additional constraints related to spread, industry diversification, price, average ratings, maturity limits, geographic location and a multitude of other tests and limits requires precision in investment buys and sells. Portfolio managers, along with the analyst team and the operations team, work to monitor the tests and constraints in advance of trade allocations with a view to optimizing the risk adjusted returns for the vehicles. This can often lead to different investment decisions for the same assets among our funds.

Cash remitted into some client accounts due to pay downs or sales of loans are invested in BNY Mellon overnight deposit products, including affiliated money market funds.

North American Mezzanine Capital Strategy

This strategy invests in lower middle market companies that are in search of senior secured, uni-tranche, 2nd lien debt, subordinated debt and equity. Mezzanine capital is subordinated

debt or preferred equity instruments that represent a claim on a company's assets which is senior only to that of the common shares. Mezzanine financings can be structured either as debt (typically an unsecured and subordinated note) or preferred stock.

The North American Mezzanine Capital team does business as BNY Mellon-Alcentra Mezzanine Partners ("BNYMP"). Our team's investments are made through private mezzanine debt funds and a business development company. BNYMP seeks to capitalize on investment opportunities to provide senior debt, subordinated debt and equity for middle market companies in North America. BNYMP seeks opportunities to invest in a portfolio of mezzanine capital, and will augment its mezzanine strategy through investments in senior secured and unsecured debt, and minority equity investments, primarily in the form of warrants or preferred and common stock. BNYMP focuses on investment opportunities in middle market companies, which are defined as companies generating less than \$50 million of EBITDA. Within this framework, BNYMP generally focuses on middle market companies with EBITDA between \$7 million to \$40 million. BNYMP sources investment opportunities from a variety of different investment sources, including private equity sponsors, fundless sponsors, family offices, management teams, financial institutions, investment bankers, accounting firms and law firms. For the private mezzanine debt funds, BNYMP deploy the funds' capital over an investment period (typically 5 years) and calls the capital from investors as needed.

BNYMP's investment process starts with the sourcing of a potential transaction. Upon receiving information on a potential transaction, the information is reviewed by the investment professionals. Upon determination that a potential transaction has investment merit, BNYMP will meet with the target's agent, which is typically either the management team, investment bank, or private equity sponsor. A preliminary analysis is prepared which typically includes a situation overview, company overview, key investment considerations, investment risks, information on the management team, financial data, a financial model and investment return information. A term sheet will be prepared and if acceptable, BNYMP will proceed to conduct extensive due diligence. A fund's Investment Committee approval is required prior to issuing a commitment letter.

For each investment opportunity, BNYMP conducts in-house analytics, which can include analysis of market and operational dynamics as well as historical and projected financial information. Additionally, background checks on company management teams are completed prior to an investment. Finally, in reviewing anticipated investments, members of BNYMP may conduct visits to the target's headquarters and potentially auxiliary sites (e.g. factories, distribution centers, international locations). At any point the investment professionals could deem that the potential investment no longer has merit and due diligence ceases.

BNYMP performs an ongoing portfolio monitoring function on portfolio companies following an investment. The monitoring process can include discussions with company management, attendance at operating and board of director meetings and interactions with industry experts, third-party sources of market information and third-party consultants. BNYMP works with the management and other investors of each investment to assist the development and refinement of the company's strategic plan. Additionally, BNYMP typically receives and analyzes periodic financial data and operating metrics. Lastly, BNYMP performs other portfolio analyses and monitors current and future liquidity needs and covenant compliance.

It should be noted that for the Delaware statutory trust for which we act as sub-adviser for BNY Mellon, much of the process described above takes place at Alcentra Limited, an affiliate and sub-sub-adviser of the trust.

European Mezzanine Debt Strategy

We have entered into a sub-advisory agreement with our affiliate, Alcentra Limited, pursuant to which Alcentra Limited provides discretionary investment services on the European Mezzanine Debt Strategy. European mezzanine loans are a hybrid floating-rate loan product filling the funding gap between senior secured debt and equity. They typically share collateral with senior secured lenders, albeit in a junior position. Yield is achieved by a combination of cash-pay coupon, rolled-up interest ('Payment-In-Kind' and usually referred to as PIK) and there may also be equity warrants, to achieve a total return. This strategy also invests in PIK loans outright and co-invests in equity securities depending on Alcentra Limited's view of the transaction and overall returns. Since mezzanine is a higher risk product than senior secured loans, Alcentra Limited adopts a more conservative approach when assessing potential investments and the hit-rate of investments made versus opportunities analyzed is significantly lower for mezzanine than for senior secured loans. Each transaction will involve the same detailed due diligence undertaken for new senior loans, although final investment selection will require Alcentra Limited placing greater focus on the equity story and exit strategy of the financial sponsor as this will greatly impact Alcentra Limited's final internal rate of return on the investment.

Global Special Situations Strategy

We have entered into a sub-advisory agreement with our affiliate, Alcentra Limited, pursuant to which we provide non-discretionary advisory and research services regarding the Global Special Situations Strategy. In addition to senior secured debt and mezzanine debt, the Global Special Situations Strategy can also invest in high yield bonds. High-yield bonds are issued by organizations that do not qualify for "investment-grade" ratings. These assets are generally unsecured, rank behind the senior debt and are issued with a fixed rate coupon. High yield bonds provide a high rate of current income and the potential for capital appreciation if the capital structure is delivered through good business execution and debt is upgraded by rating agencies. The investment team actively monitors positions and employs disciplined trading. The investment team's trading strategies are executed by Alcentra Limited.

Alcentra High Yield

The Alcentra High Yield investment process combines top-down, macroeconomic analysis with bottom-up research to identify attractive securities based on proprietary, fundamental research. Our top-down approach includes macroeconomic research to assess the overall risk environment, and determine broad portfolio themes, industry emphasis, and overall portfolio quality. Industry analysis includes identifying the key players within each industry, understanding the evolution and history of the industry, determining what business models are likely to be successful, and participating in key industry events when possible.

With this macroeconomic foundation in place, the analysts scour their respective industry universes to identify issuer- and security-level sources of potential alpha. In analyzing a specific company and its fixed income securities, we carefully assess the credit characteristics of each issuer. We thoroughly analyze key variables as they relate to Alcentra High Yield and conduct a comprehensive historical analysis of company operations and financials, including applying financial and scenario analysis of individual issuers. We focus on important leading indicators and measures of profitability, including management quality, free cash flow, financial flexibility, market share, revenue growth, margin trends, and access to capital. To assess the future direction of credit quality, we build our own pro-forma financials based on input/data received from the company, rating agency contacts and other sources. Our analysts also conduct one-

on-one meetings with key senior management when possible and attend conferences and teleconferences where we have the opportunity to meet with and get to know management from a large range of issuers within a given industry.

Objective: Generally maximized return relative to benchmark index over a 3-5 year market cycle with appropriate amount of risk.

Benchmarks: Includes BofA Merrill Lynch High Yield Master II Index, BofA Merrill Lynch Global High Yield Constrained Index, and Barclays Capital U.S. Corporate High Yield Index.

Investment Universe: Generally includes U.S. and non-U.S. high yield and investment grade corporate bonds. The portfolio employs various fixed income derivatives including futures, options, swaps and forward contracts.

Alpha Sources: Strategy seeks to add alpha through active management which includes decisions with respect to yield curve management, security selection and sector allocation.

Risk: Annualized tracking error is typically between 100-300 basis points.

Use of Derivatives in Alcentra High Yield: Except to the extent prohibited or limited by client agreements or guidelines, Alcentra High Yield from time to time includes derivatives in client portfolios. Derivatives typically include, swaps, and in particular credit default swap indexes (CDX), options, FX forwards and futures. Derivatives are used for interest rate and other hedging purposes relating to particular investments or for overall portfolio management. In the absence of a contrary direction in a client account agreement or guideline, Alcentra High Yield does not generally use derivatives for speculative purposes or to create leverage. In using derivatives, Alcentra High Yield takes into account, among other things, structural, operational and counterparty risks, as well as the characteristics of the underlying investment or index.

Cash Management – Alcentra High Yield: Most of our strategies will be fully invested the majority of the time but will use cash for tactical or strategic purposes. We hold some cash balances due to cash flows or limited availability of securities due to market conditions rather than tactical judgments. We will also from time to time hold cash balances as a means of reducing risk in portfolios. We manage cash conservatively and excess cash is typically invested in short-dated US Treasury bills or remains in the appropriate client selected cash sweep vehicle.

Multi-Credit Strategy

Alcentra provides discretionary investment services to private funds with multi-credit strategies. These private funds seek to invest in multiple credit strategies and will generally be divided into sleeves for each of the underlying strategies. Portfolio management for specific sleeves may be delegated to our affiliate, Alcentra Limited, under a subadvisory agreement. Alcentra allocates to the sleeves based on its analysis of the relative attractiveness of the underlying strategies and the investment program of the fund. Sleeve allocation determinations are led by the Global Chief Investment Officer and, for some clients, may involve an investment committee. Depending on the investment program of the fund, investments may be made directly into specific assets within the respective strategies and/or into other funds managed by Alcentra or our affiliate, Alcentra Limited. Direct investments into specific assets are made using the method of analysis that has been established for the relevant strategy. Alcentra typically re-

evaluates its sleeve allocations at least quarterly or more frequently if conditions warrant.

Structured Credit Strategy

We have entered into sub-advisory agreements with our affiliate, Alcentra Limited, pursuant to which Alcentra Limited provides discretionary investment services on the Structured Credit Strategy. The Structured Credit Strategy invests in securities that are secured or collateralized by non-investment grade US and European leveraged loans (collateralized loan obligations or "CLOs"). CLO securities are issued in tranches with different seniorities of security and cash flow, and consequently different credit risks. Cash flows from collateral are used to pay the manager, trustee and other service providers of the transaction and make principal and interest payments to the note holders in the order of seniority (senior notes first, followed by the junior notes). Equity shares are entitled to the residual interest proceeds generated by the collateral; however, this cash flow may be deferred or eliminated since the interests of equity shareholders are subordinated to the interests of holders of other tranches. The rates of interest payments (or "coupons") on the senior notes are set to be lower than the coupons on the more junior notes, reflecting the lower risk assumed by the senior note holders. Alcentra Limited uses a disciplined approach to investment selection and portfolio management and investment decisions are predicated upon a complete credit analysis.

As a general rule, the Alcentra Limited expects its overall strategy will be to:

- purchase effective exposure to credit tranches backed by senior secured leveraged loans, initially at a discount to par looking for upside from eventual repayment at par;
- selectively purchase second and lower priority credit tranches with certain key features such as: superior subordination, portfolio quality and favourable language as it relates to over-collateralization tests; and
- employ a disciplined approach to sales.

There is no assurance that Alcentra Limited will adopt this strategy in all circumstances and/or at all times. Alcentra Limited will generally employ a portfolio management strategy that will seek diversification and liquidity.

Risk of Loss

Each investment strategy we offer invests in a variety of securities and other investments and employs a number of investment techniques that involve certain risks. Investing in these instruments involves risk of loss that you should be prepared to bear.

The table below and section that follows sets forth information concerning the material risks involved with each strategy. However there are also different risks depending on the type of client account we manage (i.e. our CLO investors have different risks than our private mezzanine debt fund investors and our high yield investors have a different set of risks).

CLOs have third parties invested from the senior-most tranche funding the CLO capital structure (typically rated AAA at its launch) through to the equity, and these make up the liability side of a CLO balance sheet (whereas the loans in which a CLO is invested make up the asset side of the balance sheet). The senior tranches have priority in payouts but the returns by design are lower than the average aggregate returns on the loans that CLOs hold as assets. This provides the leverage and therefore the return arbitrage needed to generate more attractive and higher returns to the subordinated debt and equity tranches of the capital structure. In CLOs, the leverage adds a measure of risk to returns as both gains and losses are

magnified. Diversification reduces the risk and impact of any individual credit default or any specific industry facing problems.

Unleveraged funds do not rely on leverage to generate additional return. As in all funds invested in assets with lower absolute returns, loss avoidance is important, but because there is a lack of leverage, losses and gains on individual investments do not have a magnified impact on the fund. Risk and return is more balanced in an unleveraged fund and will therefore tend towards fewer, more selective investments, but diversification remains important.

Table of Risks

An "X" in the table indicates that the strategy involves the corresponding risk. An empty box indicates that the strategy does not involve the corresponding risk in a material way.

However, an empty box does not guarantee that the strategy will not be subject to the corresponding risk.

The risks set forth below represent a general summary of the material risks involved in the investment strategies we offer. Following the table we provide a description of each of these risks. In addition, investors in our private funds must also read the "Risk Factors" section in the offering documents for a more detailed discussion of the risks involved in such funds.

In the case of a conflict between these risks and those in the offering documents, the offering documents will control.

Risk Type	US Leveraged Loan Strategy	North American Mezzanine Capital Strategy	European Mezzanine Debt Strategy*	Global Special Situations Strategy*	Alcentra High Yield	Multi-Credit Strategy*	Structured Credit Strategy*
General Risk	X	X	X	X	X	X	X
Allocation Risk					X	X	X
Asian Emerging Market Risk					X	X	
Bank Loans and Participations Risk	X				X	X	X
Banking Industry Risk					X	X	
Call Risk	X	X	X	X	X	X	X
Closed-End Investment Companies		X			X	X	
Convertible Securities Risk					X	X	
Corporate and Other Debt Obligations	X	X	X	X	X	X	X
Counterparty	X				X	X	X

Creditworthiness							
Counterparty Risk					X	X	X
Country/Sector Allocation Risk	X		X	X	X	X	X
Country, Industry and Market Sector Risk					X	X	X
Credit Default Swaps (CDS)					X	X	X
Credit Risk	X	X	X	X	X	X	X
Derivative Risk					X	X	X
Emerging Market Risk – Fixed Income					X	X	
Forward Foreign Currency Exchange Transactions					X	X	X
Foreign Currency Risk					X	X	X
Foreign Government obligations and securities of supranational entities risk					X	X	
Foreign Investment Risk					X	X	X
Futures Contracts					X	X	X
Government Securities Risk					X	X	
Health Care Sector Risk		X				X	X
High-Yield Bond Risk	X			X	X	X	X
Interest Rate Risk	X	X	X	X	X	X	X
Investment Strategy Risk					X	X	X
Issuer Risk	X	X	X	X	X	X	X
Lender Liability Considerations/ Equitable Subordination	X	X		X		X	X
Leverage Risk	X	X	X	X	X	X	X
Liquidity Risk	X	X	X	X	X	X	X
Market Risk	X	X	X	X	X	X	X

Market Sector Risk					X	X	X
Micro-Cap Company Risk		X			X	X	X
Midsize Company Risk		X	X		X	X	X
Non-Diversification Risk		X	X				X
Preferred Stock Risk		X	X		X		
Systemic Risk	X				X	X	
US Government Securities	X				X	X	
Warrants and Rights Risks		X	X	X			
When Issued and Delayed Securities					X	X	

* day-to-day management of this strategy is performed in whole or in part by our affiliate Alcentra Limited.

- *General Risks.* Investing in securities involves risk of loss that you should be prepared to bear. We do not guarantee or represent that our investment program will be successful. Our past results are not necessarily indicative of our future performance and our investment results may vary over time. We cannot assure you that our investments of your money will be profitable, and in fact, you could incur substantial losses. Your investments with us are not a bank deposit and are not insured or guaranteed by the FDIC or any other government agency.
- *Allocation risk.* The asset classes in which the strategy seeks investment exposure can perform differently from each other at any given time (as well as over the long term), so the strategy will be affected by its allocation among the various asset classes. If the strategy favors exposure to an asset class during a period when that class underperforms, performance may be hurt.
- *Asian Emerging Market Risk.* Many Asian economies are characterized by over-extension of credit, frequent currency fluctuations, devaluations and restrictions, rising unemployment, rapid fluctuations in inflation, reliance on exports, and less efficient markets. Currency devaluation in one Asian country can have a significant effect on the entire region. The legal systems in many Asian countries are still developing, making it more difficult to obtain and/or enforce judgments. Furthermore, increased political and social unrest in some Asian countries could cause economic and market uncertainty throughout the region. The auditing and reporting standards in some Asian emerging market countries may not provide the same degree of shareholder/investor protection or information to investors as those in developed countries. In particular, valuation of assets, depreciation, exchange differences, deferred taxation, contingent liability and consolidation may be treated differently than under the auditing and reporting standards of developed countries.
- *Bank Loans and Participations.* Bank loans and derivatives of bank loans and participations are subject to unique risks, including: (i) the possible invalidation of an investment transaction as a fraudulent conveyance under relevant creditors' rights laws; (ii) so-called lender liability claims by the issuer of the obligations; (iii) environmental liabilities that may

arise with respect to collateral securing the obligations; and, (iv) limitations on the ability of the strategy to directly enforce its rights with respect to participations. In analyzing each bank loan assignment or swap, we must compare the relative significance of the risks against the expected benefits of the investment. Successful claims by third parties arising from these and other risks will be borne by the investors.

- *Banking Industry Risk.* The risks generally associated with concentrating investments in the banking industry, such as interest rate risk, credit risk, and regulatory developments relating to the banking industry.
- *Call Risk.* Some bonds / mezzanine debt instruments (collectively "bonds") give the issuer the option to call, or redeem, the bonds before their maturity date. If an issuer "calls" its bond during a time of declining interest rates, the strategy might have to reinvest the proceeds in an investment offering a lower yield, and therefore might not benefit from any increase in value as a result of declining interest rates. During periods of market illiquidity or rising interest rates, prices of "callable" issues are subject to increased price fluctuation.
- *Closed-end Investment Companies – Valuation Risk.* The interests of a closed-end investment company at times trade above (*a premium*) or below (*a discount*) the net asset value of such entity's portfolio. At times, discounts could widen or premiums could shrink either diluting positive performance or compounding negative performance. There is no assurance that discounted entities will appreciate to their net asset value.
- *Convertible Securities Risk.* Convertible securities may be converted at either a stated price or stated rate into underlying shares of common stock. Convertible securities generally are subordinated to other similar but non-convertible securities of the same issuer. Although to a lesser extent than with fixed-income securities, the market values of convertible securities tend to decline as interest rates increase. In addition, because of the conversion feature, the market values of convertible securities tend to vary with fluctuations in the market value of the underlying common stock. Although convertible securities are designed to provide for a stable stream of income, they are subject to the risk that their issuers may default on their obligations. Convertible securities also offer the potential for capital appreciation through the conversion feature, although there can be no assurance of capital appreciation because securities prices fluctuate. Convertible securities generally offer lower interest or dividend yields than non-convertible securities of similar quality because of the potential for capital appreciation.
- *Corporate and Other Debt Obligations.* Corporate and other debt obligations, including commercial paper, are subject to the risk of an issuer's inability to meet principal and interest payments on the obligations.
- *Counterparty Creditworthiness.* Under certain conditions, a counterparty to a transaction could default and the market for certain securities or financial instruments in which the counterparty deals may become illiquid.
- *Counterparty Risk.* The risk that a counterparty in a repurchase agreement or other derivative investment could fail to honor the terms of its agreement.
- *Country Industry and Sector Allocation Risk.* While the portfolio managers use the country and sector weightings of the strategy's benchmark index as a guide in structuring the strategy's portfolio, they may overweight or underweight certain countries or sectors relative to the index. This may cause the strategy's performance to be more or less sensitive to developments affecting those countries or sectors.
- *Country, Industry and Market Sector Risk.* The strategy may be overweighted or underweighted, relative to the selected benchmark in companies in certain countries,

industries or market sectors, which may cause the strategy's performance to be more or less sensitive to positive or negative developments affecting these countries, industries or sectors. In addition, the strategy can, from time to time, invest a significant portion (more than 25%) of its total assets in securities of companies located in particular countries, such as the United Kingdom and Japan, depending on such country's representation within the client's selected benchmark.

- *Credit Default Swaps ("CDS").* The "buyer" in a credit default contract is obligated to pay the "seller" a periodic stream of payments over the term of the contract provided that no event of default on an underlying obligation has occurred. If a "credit event" occurs, the seller must pay the buyer the full notional value, or "par value," of the obligation. CDS transactions are either "physical settled" or "cash settled." Physical settlement entails the actual delivery by the buyer of the reference asset to the seller in exchange for the payment of the full par value of the reference asset. Cash settled entails a net cash payment from the seller to the buyer based on the difference of the par value of the reference asset and the current market value of the reference asset. The portfolio may be either the buyer or seller in a CDS transaction. CDS can be used to address the perception of the client that a particular credit, or group of credits, may experience credit improvement or deterioration. In the case of expected credit improvement, the portfolio may sell credit default protection in which it receives a premium to take on the risk. In such an instance, the obligation of the portfolio to make payments upon the occurrence of a credit event creates leveraged exposure to the credit risk of the referenced entity. The portfolio may also buy credit default protection with respect to a reference entity if there is a high likelihood of perceived credit deterioration or for risk management purposes. In such instance, the portfolio will pay a premium regardless of whether there is a credit event. If the portfolio is a buyer and no credit event occurs, the portfolio will have made a series of periodic payments and recover nothing of monetary value. However, if a credit event occurs, the portfolio (if the buyer) will receive the full notional value of the reference obligation either through a cash or physical settlement. As a seller, the portfolio receives a fixed rate of income throughout the term of the contract, which typically is between six months and five years (but may be longer), provided that there is no credit event. CDS transactions involve greater risks than if the portfolio had invested in the reference obligation directly. The CDS market in high yield securities is comparatively new and rapidly evolving compared to the CDS market for more seasoned and liquid investment-grade securities, creating the risk that the newer markets will be less liquid and be difficult to exit or enter into a particular transaction.
- *Credit Risk.* Failure of an issuer to make timely interest or principal payments, or a decline or perception of a decline in the credit quality of a bond can cause a bond's price to fall. See also "*High yield bond risk.*"
- *Derivatives Risk.* A small investment in derivatives could have a potentially large impact on the strategy's performance. The use of derivatives involves risks different from, or possibly greater than, the risks associated with investing directly in the underlying assets. Derivatives can be highly volatile, illiquid and difficult to value, and there is the risk that changes in the value of a derivative held by the strategy will not correlate with the underlying instruments or the strategy's other investments. Derivative instruments also involve the risk that a loss is sustained as a result of the failure of the counterparty to the derivative instruments to make required payments or otherwise comply with the derivative instruments' terms. Certain types of derivatives involve greater risks than the underlying obligations because, in addition to general market risks, they are subject to illiquidity risk, counterparty risk and credit risk. Additionally, some derivatives involve economic leverage, which could increase the volatility of these investments as they fluctuate in value more than the underlying instrument. See also "*Leverage risk.*"

- *Emerging Market Risk – Fixed Income.* The securities of issuers located in emerging markets tend to be more volatile and less liquid than securities of issuers located in the markets of more mature economies, and generally have less diverse and less mature economic structures and less stable political systems than those of developed countries. The fixed income securities of issuers located in emerging markets can be more volatile and less liquid than those of issuers in more mature economies. In addition, such securities often are considered to be below investment grade credit quality and predominantly speculative.
- *Forward Foreign Currency Exchange Transactions.* We engage in spot transactions and use forward contracts for investment purposes and to protect against uncertainty in the level of future exchange rates. For example, these portfolios use forward contracts in connection with existing portfolio positions to lock in the U.S. dollar value of those positions, to increase a portfolio's exposure to foreign currencies that rise in value relative to the U.S. dollar or to shift the portfolio's exposure to foreign currency fluctuations from one country to another. The precise matching of the forward contract amounts and the value of the securities involved will not generally be possible because the future value of such securities in foreign currencies will change as a consequence of market movements in the value of those securities between the date the forward contract is entered into and the date it matures. Accordingly, it may be necessary for a portfolio to purchase additional foreign currency on the spot (that is, cash) market and bear the expense of such purchase if the market value of the security is less than the amount of foreign currency the portfolio is obligated to deliver and if a decision is made to sell the security and make delivery of the foreign currency. Conversely, it may be necessary to sell on the spot market some of the foreign currency received upon the sale of the portfolio security if its market value exceeds the amount of foreign currency the portfolio is obligated to deliver. Per current market convention, Alcentra typically does not employ ISDAs for foreign currency exchange transactions with maturities less than 3 months. In order to minimize risk, we roll these contracts monthly.
- *Foreign Currency Risk.* Investments in foreign currencies are subject to the risk that those currencies will decline in value relative to the U.S. dollar, or in the case of hedged positions, that the U.S. dollar will decline relative to the currency being hedged. Currency exchange rates can fluctuate significantly over short periods of time. A decline in the value of foreign currencies relative to the U.S. dollar will reduce the value of securities held by the strategy and denominated in those currencies. Foreign currencies are also subject to risks caused by inflation, interest rates, budget deficits and low savings rates, political factors and government controls.
- *Foreign Government Obligations and Securities of Supranational Entities Risk.* Investing in the sovereign debt of emerging market countries creates exposure to the direct or indirect consequences of political, social or economic changes in the countries that issue the securities or in which the issuers are located. The ability and willingness of sovereign obligors in emerging market countries or the governmental authorities that control repayment of their debt to pay principal and interest on such debt when due depends on general economic and political conditions within the relevant country. Certain countries in which the strategy may invest have historically experienced, and may continue to experience, high rates of inflation, high interest rates and extreme poverty and unemployment. Some of these countries are also characterized by political uncertainty or instability. Additional factors which influence the ability or willingness to service debt include a country's cash flow situation, the availability of sufficient foreign exchange on the date a payment is due, the relative size of its debt service burden to the economy as a whole and its government's policy towards the International Monetary Fund ("IMF"), the International Bank for Reconstruction and Development ("IBRD") and other international agencies. The ability of a foreign sovereign obligor to make timely payments on its external debt

obligations also will be strongly influenced by the obligor's balance of payments, including export performance, its access to international credits and investments, fluctuations in interest rates and the extent of its foreign reserves. A governmental obligor may default on its obligations. Some sovereign obligors in emerging market countries have been among the world's largest debtors to commercial banks, other governments, international financial organizations and other financial institutions. These obligors, in the past, have experienced substantial difficulties in servicing their external debt obligations, which led to defaults on certain obligations and the restructuring of certain indebtedness.

- *Foreign Investment Risk.* Special risks associated with investments in foreign companies include exposure to currency fluctuations, less liquidity, less developed or less efficient trading markets, lack of comprehensive company information, political or economic instability, seizure or nationalization of assets, imposition of taxes or repatriation restrictions and differing auditing and legal standards. The securities of issuers located in emerging markets can be more volatile and less liquid than those of issuers in more mature economies.
- *Futures Contracts.* Futures contracts generally provide a high degree of liquidity and a low level of counterparty performance and settlement risk. While the use of futures contracts by a portfolio can amplify a gain, it can also amplify a loss. This loss can be substantially more money than the initial margin posted by the portfolio pursuant to the contracts. There is no assurance of market liquidity for futures contracts, whether traded on an exchange or in the over-the-counter market and, as a result, there may be times where a portfolio would not be able to close a future investment position when it wanted to do so. Upon entering into a futures transaction, a portfolio will generally be required to deposit an initial margin payment with the futures commission merchant (the "futures broker"). The initial margin payment will be deposited with a portfolio's custodian in an account registered in the futures broker's name; however, the futures broker can gain access to that account only under specified conditions. As the future is marked-to-market to reflect changes in its market value, subsequent margin payments, called variation margin, will be paid to or by the futures broker on a daily basis. Prior to expiration of the future, if a portfolio elects to close out its position by taking an opposite position, a final determination of variation margin is made, additional cash is required to be paid by or released to the portfolio, and any loss or gain is realized for tax purposes. Position limits also apply to futures traded on an exchange. An exchange can order the liquidation of positions found to be in violation of those limits and may impose certain other sanctions. Initial margin is posted to a collateral pool which may be used to cover third-party liabilities in an event of default by a clearing broker or a major clearing broker's client.
- *Government Securities Risk.* Not all obligations of the U.S. government's agencies and instrumentalities are backed by the full faith and credit of the U.S. Treasury. Some obligations are backed only by the credit of the issuing agency or instrumentality, and in some cases there is some risk of default by the issuer. Any guarantee by the U.S. government or its agencies or instrumentalities of a security held by the strategy does not apply to the market value of such security. A security backed by the U.S. Treasury or the full faith and credit of the United States is guaranteed only as to the timely payment of interest and principal when held to maturity. In addition, because many types of U.S. government securities trade actively outside the United States, their prices rise and fall as changes in global economic conditions affect the demand for these securities.
- *Health Care Sector Risk.* For investments focused in the health care and related sectors, the value of your investment will be affected by factors particular to those sectors and may fluctuate more widely than that of a strategy which invests in a broad range of industries. Health care companies are subject to government regulation and approval of their products

and services, which can have a significant effect on their market price. The types of products or services produced or provided by these companies may quickly become obsolete. Moreover, liability for products that are later alleged to be harmful or unsafe can be substantial, and have a significant impact on the health care company's market value and/or share price. Biotechnology and related companies are affected by patent considerations, intense competition, rapid technology change and obsolescence, and regulatory requirements of various federal and state agencies. In addition, some of these companies are relatively small and have thinly traded securities, not yet offer products or offer a single product, and have persistent losses during a product's transition from development to production, or erratic revenue patterns. The stock prices of these companies are very volatile, particularly when their products are up for regulatory approval and/or under regulatory scrutiny.

- *High-Yield Bond Risk.* High yield ("junk") bonds involve greater credit risk, including the risk of default, than investment grade bonds, and are considered predominantly speculative with respect to the issuer's ability to make principal and interest payments. The prices of high-yield bonds can fall dramatically in response to bad news about the issuer, its industry, or the economy in general.
- *Interest Rate Risk.* Prices of debt securities, and particularly fixed rate debt securities, tend to move inversely with changes in interest rates. Typically, a rise in rates will adversely affect the prices of these securities and, accordingly, the value of your investment. The longer the effective maturity and duration of the strategy's portfolio, the more the value of your investment is likely to react to interest rates.
- *Investment strategy risk.* The strategy's sustainability investment criteria may limit the number of investment opportunities available to the strategy, and, as a result, at times the strategy's returns may be lower than those of strategies that are not subject to such special investment considerations.
- *Issuer Risk.* The value of a security or investment may decline for a number of reasons which directly relate to the issuer, such as management performance, financial leverage and reduced demand for the issuer's products or services.
- *Lender Liability Considerations/Equitable Subordination.* In recent years, a number of judicial decisions in the United States have upheld the right of borrowers to sue lending institutions on the basis of various evolving legal theories, including equitable subordination (collectively termed "lender liability"). Generally, lender liability is founded upon the premise that the institutional lender has violated a duty (whether implied or contractual) of good faith and fair dealing owed to the borrower or has assumed a degree of control over the borrower resulting in the creation of a fiduciary duty owed to the borrower. Funds that we manage, as a creditor, may be subject to allegations of lender liability. Furthermore, funds may be unable to control the conduct of the other lenders under a loan syndication agreement requiring less than a unanimous vote, yet funds may be subject to lender liability for such conduct.
- *Leverage Risk.* The companies in which client accounts will invest expect to employ considerable leverage, a significant portion of which may be at floating interest rates. The leveraged capital structure of the companies will increase the sensitivity of client accounts' investments to any deterioration in a company's revenues, condition or industry, competitive pressures, an adverse economic environment or rising interest rates. In the event any such company cannot generate adequate cash flow to meet debt service, client accounts may suffer a partial or total loss of capital invested in the company, which could adversely affect client account returns.

- *Liquidity Risk.* When there is little or no active trading market for specific types of securities or other instruments, it can become more difficult to sell the securities or other instruments at or near their perceived value. In such a market, the value of such securities or other instruments and the value of your investment may fall dramatically, even during periods of declining interest rates. Liquidity risk also exists when a particular derivative instrument is difficult to purchase or sell. If a derivative transaction is particularly large or if the relevant market is illiquid (as is the case with many privately negotiated derivatives), it may not be possible to initiate a transaction or liquidate a position at an advantageous time or price.
- *Market Risk.* The market value of a security or investment may decline due to general market conditions that are not specifically related to a particular company, such as real or perceived adverse economic conditions, changes in the outlook for corporate earnings, changes in interest or currency rates or adverse investor sentiment generally. The market value of a security or investment may also decline because of factors that affect a particular industry or industries, such as labor shortages or increased production costs and competitive conditions within an industry.
- *Market Sector Risk.* A given strategy may significantly overweight or underweight certain companies, industries or market sectors, which may cause the strategy's performance to be more or less sensitive to developments affecting those companies, industries or sectors.
- *Micro-Cap Company Risk.* Micro-Cap stocks may offer greater opportunity for capital appreciation than the stocks of larger and more established companies; however, they also involve substantially greater risks of loss and price fluctuations. Micro-Cap companies carry additional risks because their earnings and revenues tend to be less predictable (and some companies may be experiencing significant losses), and their share prices tend to be more volatile and their markets less liquid than companies with larger market capitalizations. Micro-Cap companies may be newly formed or in the early stages of development, with limited product lines, markets or financial resources, and may lack management depth. In addition, there may be less public information available about these companies. The shares of micro-cap companies tend to trade less frequently than those of larger, more established companies, which can adversely affect the pricing of these securities and the Firm's ability to sell these securities. Also, it may take a long time before the value of your investment realizes a gain, if any, on an investment in a micro-cap company.
- *Midsized Company Risk.* Midsized companies carry additional risks because the operating histories of these companies tend to be more limited, their earnings and revenues less predictable (and some companies may be experiencing significant losses), and their share prices more volatile than those of larger, more established companies.
- *Non-Diversification Risk.* The strategy is non-diversified, which means that the strategy may invest a relatively high percentage of its assets in a limited number of issuers. Therefore, the strategy's performance may be more vulnerable to changes in the market value of a single issuer or group of issuers and more susceptible to risks associated with a single economic, political or regulatory occurrence than a diversified strategy.
- *Preferred Stock Risk.* Preferred stock is a class of a capital stock that typically pays dividends at a specified rate. Preferred stock is generally senior to common stock, but subordinate to debt securities, with respect to the payment of dividends and on liquidation of the issuer.
- *Systemic Risk.* World events and/or the activities of one or more large participants in the financial markets and/or other events or activities of others could result in a temporary systemic breakdown in the normal operation of financial markets. Such events could result

in a portfolio losing substantial value caused predominantly by liquidity and counterparty issues which could result in a portfolio incurring substantial losses.

- *U.S. Government Securities.* The strategy may invest in U.S. government securities, including bills, notes, bonds and other debt securities issued by the U.S. Treasury. These instruments are direct obligations of the U.S. government and, as such, are backed by the "full faith and credit" of the United States government. They differ primarily in their interest rates, the lengths of their maturities and the dates of their issuance. Each portfolio may also invest in securities issued by agencies or instrumentalities of the U.S. government. These obligations, including those guaranteed by federal agencies or instrumentalities, may or may not be backed by the "full faith and credit" of the United States government. All of the foregoing are referred to collectively as "U.S. government securities." Securities issued or guaranteed by agencies or instrumentalities are supported by: (i) the full faith and credit of the United States; (ii) the limited authority of the issuer to borrow from the U.S. Treasury; or (iii) the authority of the U.S. government to purchase certain obligations of the issuer. No assurance can be given that the U.S. government will provide financial support to its agencies and instrumentalities as described in (ii) and (iii) above, other than as set forth, since it is not obligated to do so by law. In the case of securities not backed by the full faith and credit of the United States, a portfolio must look principally to the agency issuing or guaranteeing the obligation for ultimate repayment and may not be able to assert a claim against the United States if the agency or instrumentality does not meet its commitments.
- *Warrants and rights risk.* Warrants and rights may become worthless if the price of the stock does not rise above the exercise price by the expiration date. This increases the market risks of warrants as compared to the underlying security.
- *When-Issued and Delayed-Delivery Securities.* "When-issued" or "delayed delivery" refers to securities whose terms and indenture are available and for which a market exists, but which are not available for immediate delivery. While the portfolio will purchase securities on a when-issued or delayed-delivery basis only with the intention of acquiring the securities, the portfolio may sell the securities before the settlement date if it is deemed advisable. At the time the portfolio makes the commitment to purchase securities on a when-issued or delayed delivery basis, the portfolio will record the transaction and thereafter reflect the value, each day, of the security in determining the net asset value of the portfolio. When these transactions are negotiated, the price (which is generally expressed in yield terms) is fixed at the time the commitment is made, but delivery and payment for the securities take place at a later date. During the period between commitment by a portfolio and settlement (generally within two months but not to exceed 120 days), no payment is made for the securities purchased by the purchaser, and no interest accrues to the purchaser from the transaction. These securities are subject to market fluctuation, and the value at delivery may be less than the purchase price. A portfolio will engage in when-issued transactions in order to secure what is considered to be an advantageous price and yield at the time of entering into the obligation. When a portfolio engages in when-issued or delayed-delivery transactions, it relies on the buyer or seller, as the case may be, to consummate the transaction. Failure to do so may result in a portfolio losing the opportunity to obtain a price and yield considered to be advantageous. If a portfolio chooses: (i) to dispose of the right to acquire a when-issued security prior to its acquisition; or (ii) to dispose of its right to deliver or receive against a forward commitment, it may incur a gain or loss. To the extent a portfolio engages in when-issued and delayed-delivery transactions, it will do so for the purpose of acquiring or selling securities consistent with its investment objectives and policies and not for the purposes of investment leverage. A portfolio enters into such transactions only with the intention of actually receiving or

delivering the securities, although (as noted above) when-issued securities and forward commitments may be sold prior to the settlement date.

Item 9. Disciplinary Information

Alcentra NY, LLC is not a defendant in any of the complaints or actions described in the following paragraph.

The New York State Attorney General's Offices, the U.S. Attorney's Office for the Southern District of New York and certain other plaintiffs have filed civil complaints against The Bank of New York Mellon (the "Bank") and/or BNY Mellon. BNY Mellon is the parent company of the Bank and Alcentra NY, LLC. These actions allege that the Bank and/or BNY Mellon improperly charged and reported prices for standing instruction foreign exchange ("FX") transactions executed in connection with custody services provided by the Bank. BNY Mellon believes that the claims asserted in the actions are without merit, and reflect a fundamental misunderstanding of the role of custodian banks and the operation of institutional FX markets. BNY Mellon is defending itself vigorously on behalf of its shareholders. Alcentra NY, LLC was not a defendant to any of these actions. On March 19, 2015, BNY Mellon announced that it has resolved substantially all of the foreign exchange ("FX")-related actions currently pending against BNY Mellon, resulting in a total of \$714 million in settlement payments.

Item 10. Other Financial Industry Activities and Affiliations**Alcentra Limited**

Alcentra Limited and Alcentra NY, LLC are affiliates and subsidiaries of Alcentra Group. The Firm provides non-discretionary investment advisory services to Alcentra Limited in connection with a private fund and a managed account following the Global Special Situations Strategy. In addition to the sub-advisory relationship described in Item 8, Alcentra Limited also provides us with various non-discretionary investment advisory and back office services pursuant to a separate service agreement and an associated persons agreement.

BNY Mellon

The Firm is indirectly controlled by BNY Mellon as a result of the merger between The Bank of New York Company, Inc. (Alcentra NY's former ultimate parent company) and Mellon Financial Corporation. The Firm is directly owned by Alcentra Group, which is wholly owned by BNY Mellon.

BNY Mellon is a global financial services company providing a comprehensive array of financial services (including asset management, wealth management, asset servicing, clearing and execution services, issuer services and treasury services) through a world-wide client focused team that enables institutions and individuals to manage and service their financial assets. BNY Mellon Investment Management is the umbrella designation for BNY Mellon's affiliated investment management firms and global distribution companies and is responsible, through various subsidiaries, for U.S. and non-U.S. retail, intermediary and institutional distribution of investment management and related services.

We may enter into transactions with unaffiliated counterparties or third-party service providers who then use affiliates of the Firm to execute such transactions. These services may include, for example, clearance of trades, foreign exchange or other services not contemplated by us. Although one of our affiliates may receive compensation for engaging in these transactions, the decision to use or not use an affiliate of ours is made by the unaffiliated counterparty or third-party service provider. Further, we will likely be unaware that the affiliate is being used to enter into such transaction.

We note that BNY Mellon and/or one of its affiliates serve as trustee and/or custodian to one or more of our clients. BNY Mellon receives compensation for engaging in these services.

BNY Mellon and/or its other affiliates may gather data from us about our investment activities, including information about holdings within client portfolios, which is required for regulatory filings or for other compliance, legal or risk management purposes, pursuant to policies and procedures of BNY Mellon or other affiliates. This data is deemed confidential and solely collected for the purposes intended.

BNY Mellon's Status as a Bank Holding Company

BNY Mellon and its direct and indirect subsidiaries, including Alcentra NY, LLC, are subject to certain U.S. banking laws, including the Bank Holding Company Act of 1956, as amended (the "BHCA"), and to regulation and supervision by the Board of Governors of the Federal Reserve System (the "Federal Reserve"). The BHCA (and other applicable banking laws, and their interpretation and administration by the appropriate regulatory agencies, including but not limited to the Federal Reserve) may restrict the transactions and relationships among BNY

Mellon, its affiliates (including us) and our clients, and may restrict our investments, transactions and operations.

For example, the BHCA regulations applicable to BNY Mellon and us may, among other things, restrict our ability to make certain investments or the size of certain investments, impose a maximum holding period on some or all of our investments, and restrict our ability to participate in the management and operations of the companies in which we invest. In addition, certain BHCA regulations may require aggregation of the positions owned, held or controlled by related entities. Thus, in certain circumstances, positions held by BNY Mellon and its affiliates (including us) for client and proprietary accounts may need to be aggregated and may be subject to a limitation on the amount of a position that may be held. These limitations may have an adverse effect on our ability to manage client investment portfolios. For example, depending on the percentage of a company we and our affiliates (in the aggregate) control at any given time, the limits may: (i) restrict our ability to invest in that company for certain clients; and/or, (ii) require us to sell certain client holdings of that company at a time when it may be undesirable to take such action. Additionally, BNY Mellon may in the future, in its sole discretion and without notice, engage in activities impacting us in order to comply with the BHCA or other legal requirements applicable to (or reduce or eliminate the impact or applicability of any bank regulatory or other restrictions on) us and accounts managed by us and our affiliates.

Standish

On January 1, 2013, Standish's Global High Yield investment team was combined with the investment team of Alcentra to form Alcentra High Yield. As part of this arrangement, certain Alcentra High Yield employees are also dual officers of Standish. The dual officers undertake investment management and certain trading services for the affiliates of which they are officers. Dual officers will follow the compliance policies and procedures of their primary employer.

Alcentra serves as subadviser to Standish for a number of Standish's client accounts. Alcentra and Standish have also entered into a research sharing agreement for use in fulfilling their investment management responsibilities to their clients and a service agreement in which Standish provides client service and trade allocation services. Under the research sharing agreement, the affiliates provide reports which include general market updates as well as reports covering securities held in client accounts managed by the other affiliate.

BNY Mellon Incentive Compensation Plan

BNY Mellon has adopted an incentive compensation program ("Program") designed to reward internal referrals of business and opportunities, and:

- (i) help clients understand and gain access to the full range of products and services offered by BNY Mellon and its subsidiaries; and
- (ii) expand and develop client relationships.

The Program promotes BNY Mellon's corporate values of Client Focus, Integrity, Teamwork and Excellence by encouraging the cross-selling of BNY Mellon's broad array of services and products throughout the organization to better meet a current or prospective client's full range of needs for financial products and services, and to expand customer relationships. The

Program seeks to financially reward (via bonus or referral fee) eligible employees who offer a business lead that results in a sale of certain affiliated products or services to existing clients and prospects. These bonuses and referral fees may be paid to us and our employees for referring business (services or products) to our affiliates, and our affiliates and their employees may receive bonuses and referral fees for referring business to us. The bonuses and referral fees may be based on the number of referrals made and/or the revenue generated by the referral. Certain types of regulated entities, employees and referrals may be ineligible for the Program or subject to restrictions under applicable law or internal procedures governing the earning of such rewards. These referral fees and bonuses may create conflicts of interest for us and our employees because we have an incentive to encourage our clients to engage in transactions with our affiliates, based on the compensation that we will receive for these referrals, rather than our clients' needs.

Affiliated Placement Agents

We have affiliated "placement agents," including MBSC Securities Corporation, BNY Mellon Asset Management International Limited, and The Dreyfus Corporation who can solicit persons to invest in various private funds, including our private funds, as well as our separate account products and may also provide other administrative services. Certain private funds have entered into agreements with these placement agents to pay them commissions or fees for such solicitations should such sales activity occur. We or our affiliates are solely responsible for the payment of these commissions and fees - they will not be borne by the private funds and their investors. We or our affiliates will pay these commissions and fees out of our profits, and these payments will not increase the fees paid by the private funds' investors. These financial incentives may cause the placement agents and their employees and/or salespersons to steer investors toward those private funds that will generate higher commissions and fees. *Please see Item 14 for more information on the compensation arrangements related to client referrals.*

Our sales and client service employees are registered representatives of our affiliate, MBSC Securities Corporation, registered investment adviser under the Investment Advisers Act of 1940, as amended, a registered broker-dealer under the Securities Exchange Act of 1934, as amended, and a member of FINRA. In their capacity as registered representatives of MBSC, these employees sell and provide services regarding funds managed by us. There is a financial arrangement in place between us and MBSC.

Affiliated Service Providers

In addition, to the extent permitted by law, placement agents and their respective affiliates may provide brokerage and certain other financial and securities services to us, our affiliates or related private funds. Such services, if any, will be provided at competitive rates. BNY Mellon is also affiliated with service providers, distributors and consultants that may provide services and may receive fees from BNY Mellon in connection with such services, which may incentivize such persons to distribute interests in a private fund or other BNY Mellon products.

Alcentra has entered into an agreement with its affiliate, BNY Mellon Asset Management Operations LLC ("BNYM AM Ops") to provide certain operational and systems support for Alcentra High Yield. BNYM AM Ops provides similar services to other affiliates of Alcentra and BNY Mellon.

In addition to the sub-advisory relationship with Alcentra Limited described in Item 8, Alcentra also engages in sub-advisory relationships with other BNY Mellon affiliated companies, including BNY Mellon Asset Management International Limited, BNY Mellon, Meriten Investment Management GmbH, The Dreyfus Corporation and Standish.

Dual Officers and Employees

In addition to our dual officer relationship with Standish, certain of our employees act as officers of the Bank, an affiliated New York chartered bank, and as employees of Dreyfus, an affiliated registered investment adviser, for the purpose of performing investment management and related functions. In their capacities as officers of the Bank, these Firm personnel provide discretionary investment advisory services to certain clients and also to certain collective investment funds of the Bank and we receive a fee for such services. In their capacities as Dreyfus employees, these Firm personnel provide investment advisory services to certain affiliated registered investment companies. We receive a portion of the investment management fee received by Dreyfus for such services.

We may also provide sub-advisory services to certain affiliated registered investment companies by serving as a sub-adviser to Dreyfus. For such services, we receive a portion of the investment management fee received by Dreyfus from each investment company to which it renders advice.

Alcentra has entered into an agreement with Alcentra Limited, an asset management affiliate of Alcentra, to allow Alcentra to use trading and portfolio management services provided by Alcentra Limited. Alcentra Limited and certain of its employees have been deemed associated persons of Alcentra and (subject to Alcentra's supervision) provide trading and portfolio management services in connection with Alcentra's management of one or more client accounts. Under the aforementioned agreement, Alcentra pays compensation to Alcentra Limited for the services of the associated persons.

Other Relationships

In addition, BNY Mellon personnel, including certain of our employees, may have board, advisory, or other relationships with issuers, distributors, consultants and others that may have investments in a private fund and/or related funds or that may recommend investments in a private fund or distribute interests in a private fund. To the extent permitted by applicable law, BNY Mellon and its affiliates, including us and our personnel, may make charitable contributions to institutions, including those that have relationships with investors or personnel of investors. As a result of the relationships and arrangements described in this paragraph, placement agents, consultants, distributors and other parties may have conflicts associated with their promotion of a private fund, or other dealings with a private fund, that create incentives for them to promote a private fund.

Some of our clients may retain consulting firms to assist them in selecting investment managers. Some consulting firms provide services to both those who hire investment managers and to investment management firms, and we may provide separate advisory services directly or indirectly to employees of such consulting firms. We may pay to attend conferences sponsored by consulting firms and/or purchase services from consulting firms where we believe those services will be useful to us in operating our investment management business. We do not pay referral fees to consultants. However, our clients and prospective clients should be aware that consulting firms might have business relationships with investment management firms that they recommend to their clients.

BNY Mellon maintains, and we have adopted, a Code of Conduct that addresses these types of relationships and the potential conflicts of interest they may present, including the provision and receipt of gifts and entertainment.

BNY Mellon, among several other leading investment management firms, has a minority equity interest in Luminex Trading and Analytics, LLC ("Luminex"), a registered broker-dealer under the Exchange Act, which was formed for the purpose of establishing and operating a "buy-side" owned and controlled electronic execution utility for trading securities (the "Alternative Trading System"). Transactions for clients for which we serve as adviser or sub-adviser may be executed through the Alternative Trading System. We and BNY Mellon disclaim that either is an affiliate of Luminex.

Affiliated Broker-Dealers and Investment Advisers

We are affiliated with a significant number of advisers and broker/dealers. Please see our Form ADV, Part 1 - Schedule D, Section 7.A for a list of our affiliated advisers and broker-dealers. Several of our investment adviser affiliates have, collectively, a significant number of investment-related private funds for which a related person serves as sponsor, general partner or managing member (or equivalent), respectively. Please refer to the Form ADV, Part I – Schedule D, Section 7.B for each of our affiliated investment advisers for information regarding such firm's private funds (if applicable) and such firm's Form ADV, Part I – Schedule D, Section 7.A for information regarding related persons that serve in a sponsor, general partner or managing member capacity (if applicable).

Where we select the broker to effect purchases or sales of securities for client accounts, we may use either an affiliated or unaffiliated broker (unless otherwise restricted by an agreement, law or regulation). We may have an incentive to enter into transactions with an affiliated broker-dealer, in an effort to direct more commission dollars to its affiliate.

We have broker selection policies in place that require our selection of a broker-dealer to be consistent with our duties of best execution, and subject to any client and regulatory proscriptions. *Please see Item 12 for more information on our broker selection process.*

We may be prohibited or limited from effecting transactions for client accounts because of rules in the marketplace, foreign laws or our own policies and procedures. In certain cases, we may face further limitations because of aggregation issues due to our relationship with affiliated investment management firms. *Please also refer to Item 12 for a discussion of trade aggregation matters.*

Affiliated Underwriters

Our broker-dealer affiliates occasionally act as underwriter or as a member of the underwriting syndicate for certain new issue securities, which may create an incentive for us to purchase these new issue securities, in an effort to provide additional fees to the broker-dealer affiliate. Currently we don't expect BNY Mellon and/or its broker-dealer affiliates to underwrite or participate as a member of the underwriting syndicate for leveraged loans or other debt instruments, such as high-yield bonds, in which the private funds we manage invest.

BNY Mellon has established a policy regarding purchases of securities in an offering in which an affiliate acts as an underwriter or as a member of the underwriting syndicate. In compliance with applicable banking, securities and ERISA regulations, we may purchase on behalf of our clients securities in an offering in which an affiliate is acting as an underwriter or as a member of the underwriting syndicate during the syndication period, so long as requirements of the policy, including written approval and compliance with certain investment criteria are met. The policy prohibits direct purchases from an affiliate for any fiduciary account under any circumstances.

Affiliated Private Funds and Sponsors

As discussed in Items 4-8 above, we act as investment adviser to various private funds, including certain private mezzanine debt funds. Related persons, owned in part by our management persons but ultimately controlled by BNY Mellon, sponsor and/or act as the general partner of such private mezzanine debt funds. *Please see Form ADV, Part 1 - Schedule D, Section 7.B for a list of our affiliated private funds and sponsors.* Our management persons' relationship to these funds, the affiliated general partner and other affiliates as well as the related conflicts of interest are disclosed to underlying investors before they invest. For example, the general partner receives performance-based compensation (i.e. carried interest) from the private mezzanine debt funds, which may create an incentive for our management persons to recommend investments that are riskier than might otherwise be the case. Also, such management persons may have conflicts of interest in allocating their time and service among such funds, the Firm and certain other BNY Mellon entities. *Please see the applicable fund's offering materials for further information regarding such conflicts.*

Affiliated Banking Institutions

BNY Mellon engages in trust and investment business through various banking institutions, including the Bank and BNY Mellon, National Association. These affiliated banking institutions may provide certain services to us, such as recordkeeping, accounting, marketing services, and referrals of clients. We may provide the affiliated banking institutions with sales and marketing materials regarding our investment management services that may be distributed under the name of certain marketing "umbrella designations" such as BNY Mellon, BNY Mellon Wealth Management, BNY MAM, and BNY AMI.

We may provide certain investment advice and/or security valuation services to the Bank. We also provide certain investment advisory and trading services to certain Bank clients and separately managed accounts (including separately managed accounts for which the Bank acts as trustee, custodian, or investment manager). Certain of our employees are also officers of the Bank. In their capacity as officers of the Bank, our personnel provide discretionary investment advisory services to certain clients and also to certain collective investment funds of the Bank and we receive a fee for such services. In addition, our primarily institutional and employee benefit and foundation clients and our affiliated employee benefit plan may invest in certain collective investment funds of the Bank.

Certain clients may have established custodial or sub-custodial arrangements with the Bank and other financial institutions that are affiliated with us. Furthermore, the Bank and other financial institutions that are affiliated with us may provide services (such as trustee, custodial or administrative services) to issuers of securities. Because of their affiliation with us, our ability to purchase securities of such issuers and to take advantage of certain market opportunities may be subject to certain restrictions and in some cases, prohibited.

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

We have adopted a Code of Ethics that is made up of two parts:

- 1) BNY Mellon Code of Conduct and Interpretive Guidance (the "BNY Mellon Code"); and
- 2) BNY Mellon Personal Securities Trading Policy (the "PSTP")

The BNY Mellon Code provides to employees the framework and sets the expectations for business conduct. In addition, it clarifies our responsibilities to clients, suppliers, government officials, competitors and the communities we serve and outlines important legal and ethical issues:

- 1) Conflicts of Interest: gifts, entertainment and other payments; personal conflicts of interest; fiduciary appointments and bequests; outside affiliations, outside employment and certain outside compensation issues; and disclosure of relationships and transactions;
- 2) Proper Use and Care of Information and Proper Recordkeeping: proprietary information and intellectual property; data integrity and corporate information; use of e-mail and internet; accurate accounting and internal controls; use of non-public or "inside" information; talking to the media; and document retention;
- 3) Dealing with Customers, Prospects, Suppliers, and Competitors: business relationships with customers, prospects, suppliers, and competitors; business decisions; exploitation of relationships and use of the company's name, letterhead or facilities; knowing your customer; and recognizing and reporting illegal, suspicious, or unusual activities;
- 4) Doing Business With the Government: complying with government contracts, government contracting laws and regulations; integrity in the sales and marketing process; truthful, accurate statements and recordkeeping; safeguarding government information and property; cooperating with government audits and investigations; and meeting employment and labor obligations;
- 5) Personal Finances: personal investments; personal brokerage accounts; political campaign contributions; contributions to not-for-profit entities; and individual employees' regulatory requirements; and
- 6) Compliance with the Law: among other matters illegal or criminal activities; investigations; and protection of company assets.

The PSTP is designed to reinforce our reputation for integrity by avoiding even the appearance of impropriety and to ensure compliance with applicable laws in the conduct of our business. The PSTP sets forth procedures and limitations that govern the personal securities transactions of our employees in accounts held in their own names as well as accounts in which they have indirect ownership. We, and our related persons and employees, may under certain circumstances and consistent with the PTSP, purchase or sell for their own accounts securities that we also recommend to clients.

The PSTP imposes different requirements and limitations on employees based on the nature of their business activities for the Firm. Each of our employees is classified as one of the following:

- 1) Investment Employee ("IE"): IEs are employees who, as part of their responsibilities, have access to nonpublic information regarding any advisory client's purchase or sale of securities or nonpublic information regarding the portfolio holdings of any proprietary account, or are involved in making securities recommendations to advisory clients or have access to such recommendations before they are public.
- 2) Access Decision Maker ("ADM"): ADMs (generally portfolio managers and research analysts who make recommendations or decisions regarding the purchase or sale of equity, convertible debt and non-investment grade debt securities for mutual funds and other managed accounts) are subject to the most extensive procedures under the PSTP.
- 3) Non-Classified Employee ("NCE"): Our employees are considered NCEs if they are not an IE or ADM.

PSTP Overview:

- 1) IEs and ADMs are subject to preclearance and personal securities reporting requirements, with respect to discretionary accounts in which they have direct or indirect ownership;
- 2) Transaction reporting is not required for non-discretionary accounts, transactions in exempt securities or certain other transactions that are not deemed to present any potential conflicts of interest;
- 3) Preclearance is not required for transactions involving certain exempt securities (such as open-end investment company securities that are not Proprietary Funds or money market funds and short-term instruments); non-financial commodities; transactions in non-discretionary accounts (approved accounts over which the employee has no direct or indirect influence or control over the investment decision-making process); transactions done pursuant to automatic investment plans; and certain other transactions detailed in the PSTP which are either involuntary or deemed not to present any potential conflict of interest;
- 4) We maintain a "restricted list" of companies whose securities are subject to trading restrictions. This list is used to determine whether or not to grant trading authorization. *See Section entitled "Material Non-Public Information and Limitations in Securities Transactions" in this Item 11.*
- 5) The acquisition of any securities in a private placement requires prior written approvals;
- 6) With respect to transactions involving The Bank of New York Mellon Corporation ("BNYMC") securities, all employees are also prohibited from engaging in short sales, purchases on margin, option transactions (other than employee option plans), and short-term trading (*i.e.*, purchasing and selling or selling and purchasing BNYMC securities within any 60 calendar day period);

- 7) With respect to non-BNYMC securities, purchasing and selling, or selling and purchasing the same or equivalent security within 60 calendar days is discouraged, and any profits must be disgorged; and
- 8) No covered employee should knowingly participate in or facilitate late trading, market timing or any other activity with respect to any fund in violation of applicable law or the provisions of such fund's disclosure documents.

Due to the nature of the relationship between Alcentra and its affiliates, Alcentra Limited and Standish, employees of all three firms (including Alcentra High Yield) will face certain shared personal trading restrictions based on the personal trading restrictions of each of the three firms.

Material Non-Public Information and Limitations in Securities Transactions

When providing advisory services focused on sub-investment grade debt, including senior secured, mezzanine and second lien loans, the Firm and Alcentra Limited regularly receive information about debt issuers that is not made available to the general public. Certain of this private information may be considered material non-public-information (MNPI). We have implemented policies to prevent the misuse of MNPI. Under no circumstances can our personnel trade public securities on MNPI for their own reportable accounts or those of a fund.

Generally, disclosure of such information is subject to internal limitations to prevent the flow of confidential information between ourselves and our affiliates, except as noted below.

We have put in place a joint policy to address the manner in which we and Alcentra Limited handle private information, including MNPI. The policy creates a joint restricted list based on the receipt of private information each firm gets from issuers they follow. Neither we nor Alcentra Limited can transact in the public securities of issuers that appear on the joint restricted list. Additionally, Standish is also prohibited from transacting in the public securities of issuers that appear on the restricted list,

In the instances where our investment strategies contemplate the purchase and sale of publicly traded securities and the issuer of the relevant securities appear on the joint restricted list, we will be prohibited from purchasing/selling such securities. Therefore we may be restricted from purchasing or selling certain public securities on behalf of client accounts which might negatively affect investment performance. In particular, Alcentra High Yield may be restricted from purchasing or selling high yield bonds on behalf of client accounts if Alcentra has MNPI about that bond issuer. In addition, Alcentra may be prevented from gathering non-public information about a debt issuer because the Alcentra High Yield team has a bond position in that same issuer. Because Alcentra High Yield holds a number of positions, the impact to the U.S. and European loan teams may be significant. Furthermore, in the event of the receipt of MNPI by an employee of Alcentra, Alcentra Limited or Standish, the three firms will generally place a restriction on investment in the securities of that issuer, which would bar any purchases or sales of the securities by any department or person within the three firms, whether for a client or personal account (absent specific approval). Alternatively, the firms may, on a limited basis, establish an Ethical Wall around the individual or a select group or division. In this case, those persons falling within the Ethical Wall would be subject to the securities trading prohibition and except for need-to-know communications to others within the Ethical Wall (or, based on the information transmission, will now be within the wall), the communication prohibition discussed

above. The breadth of the Ethical Wall and the persons included within it would have to be determined on a case-by-case basis.

Valuations

A conflict of interest may arise in the Firm overseeing the valuation of its investments if the Firm charges fees based upon its valuations. We require, to the extent possible, pricing from an independent third party pricing vendor. If vendor pricing is unavailable, we then look to other observable inputs for the valuations. In the event that a vendor price or other observable inputs are unavailable or deemed unreliable, the Firm has established Pricing Committee's within Alcentra High Yield and the U.S. Leveraged Loan team to make a reasonable determination of an applicable investment's fair value. We may alter our valuation procedures due to, including without limitation, market events and illiquidity over a sustained period or unreliability of pricing source.

Interest in Client Transactions

Note that while each of the following types of transactions present conflicts of interest for us, as described below, we manage our accounts consistent with applicable law, and we follow procedures that are reasonably designed to treat our clients fairly and to prevent any client or group of clients from being systematically favored or disadvantaged.

Principal Transactions: "Principal transactions" are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys any security from or sells any security to any client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated pooled investment vehicle and another client account. We generally do not engage in principal transactions. However, subject to the consent requirements under the Investment Advisers Act of 1940, as amended (the "Advisers Act") and as permitted under applicable law, the Firm will consider engaging in principal transactions.

Cross Transactions: We may direct one client to sell securities or instruments to another client or affiliated client through a cross-transaction in which neither we nor an affiliated person receives compensation. Since the Firm has an incentive to effect cross transactions between funds in order to position profitable trades into higher paying and/or performance fee funds, any such transaction is effected consistent with the funds' offering materials and our Cross Trading and Best Execution Policies. We generally only effect cross trades in securities or other instruments for which market quotations are readily available though, on occasion, we may effect cross trades in securities or other instruments for which a market quotation is not readily available. Trades are effected at a price which we have a reasonable basis for believing is fair and equitable to both the buyer and seller, typically the average of the highest current independent bid and lowest current independent offer determined on the basis of reasonable inquiry. In instances where broker quotes are not available, the Firm's Valuation Committee determines the price. Transaction costs are typically split pro-rata between the participating clients. The Firm considers a variety of factors when determining the appropriateness of a cross transaction which include, but are not limited to, applicable legal rules and regulations, whether the trade is advantageous to both parties, investment objectives and strategies, applicable investment restrictions, appetite for the security, and cash availability.

Other Potential Interests in Client Transactions:

Generally, as a whole, the private funds following the U.S. Leveraged Loan strategy, North American Mezzanine Capital strategy and European Mezzanine Debt strategy do not invest in the same portfolio companies. While it is uncommon for funds following the U.S. Leveraged Loan strategy and the clients following the Global Special Situations strategy to invest in the same investments due to different investment strategies, common investments may arise from time to time, though rarely. Common investments do arise in connection with the fund following the European Mezzanine Debt strategy and the clients following the Global Special Situations strategy. Other bank affiliates generally do not make the same investments as us. When we or an affiliate currently holds for our own benefit the same securities as a client, we could be viewed as having a potential conflict of interest. For example, we or our affiliate could be seen as harming the performance of the client's account for our own benefit if we short-sell the securities in our own account while holding the same securities long in the client account, causing the market value of the securities to move lower. If our portfolio managers make inconsistent trading decisions, the basis for those decisions must be documented.

We or our affiliates may recommend securities to clients, or buy or sell securities for client accounts, at or about the same time that we or one of our affiliates buys or sells the same securities for our (or the affiliate's) own account. This practice may give rise to a variety of potential conflicts of interest, particularly with respect to aggregating, allocating and sequencing securities being purchased on both our (or its affiliate's) behalf and our clients' behalf. For example, we could have an incentive to cause a client or clients to participate in an offering because we desire to participate in the offering on our own behalf, and would otherwise be unable to meet the minimum purchase requirements. Likewise, we could have an incentive to cause our clients to participate in an offering to increase our overall allocation of securities in that offering, or to increase our ability to participate in future offerings by the same underwriter or issuer. On the other hand, we could have an incentive to cause our clients to minimize their participation in an offering that has limited availability so that we do not have to share a proportionately greater amount of the offering to the client. Allocations of aggregated trades might likewise raise a potential conflict of interest as we may have an incentive to allocate securities that are expected to increase in value to ourselves. *See Item 12 for a discussion of our brokerage and allocations practices and policies.* Further, a potential conflict of interest could be viewed as arising if a transaction in our own account closely precedes a transaction in related securities in a client account, such as when a subsequent purchase by a client account increases the value of securities that were previously purchased for ourselves. Our compliance personnel review periodic transaction reports and holdings reports on our accounts to evaluate the nature of sequenced transactions and to assess potential harm caused by trades in our account to client accounts.

Interest in Affiliated Accounts

To the extent permissible under applicable law, we may decide to invest some or all of our temporary investments in money market accounts advised or managed by a BNY Mellon affiliate. For example, cash remitted into some client accounts due to pay downs or sales of loans may be invested in BNY Mellon overnight deposit products, including affiliated money market funds. We have an incentive to allocate investments to these types of affiliated accounts in order to generate additional fees for us or our affiliates.

Item 12. Brokerage Practices

Typically we seek to execute portfolio transactions in a manner designed to obtain the best overall qualitative execution for clients under the prevailing circumstances. The funds' offering materials and/or our advisory agreements generally grant the Firm discretion and authority to select broker-dealers and to negotiate spreads and other costs. We typically effect transactions with broker-dealers acting as principals at prices which include markups or markdowns. In addition, the administrative agent of a loan/debt instrument can typically charge an assignment fee for a particular loan.

We have no duty or obligation to seek in advance competitive bidding for the most favorable spreads or transaction costs applicable to any particular fund transaction but will endeavor to be aware of the current level of transaction costs and will seek to minimize the expenses incurred for effecting fund transactions when possible.

On occasion we may execute transactions directly with an issuer without transacting through a broker-dealer/agent bank if it is determined that doing so is in the best interest of the client.

The U.S. Leveraged Loan team and the Alcentra High Yield team generally have the authority to direct transactions in securities and other investments on behalf of our clients to brokers-dealers we select. In doing so, we seek best execution of such transactions. When seeking best execution, we consider the overall costs and proceeds of particular investments, including the price of the security, broker-dealer mark-ups or mark-downs and related transaction costs. Transactions will not always be executed at the lowest available price or transaction cost, but will be within a generally competitive range. Additionally, transactions which involve specialized services on the part of the broker-dealer usually entail higher transaction costs than would be the case with other transactions requiring more routine services or other broker-dealers that may not offer such products or services.

Considerations include a broker-dealer's specific expertise and/or agent bank status with respect to a particular investment, access to underwritten offerings, execution capabilities including such factors as responsiveness to the Firm and back office settlement capabilities, the ability to generate credit investment ideas and the broker-dealer's financial stability. We often direct transactions to full service broker-dealers that provide research reports, generally on an unsolicited basis. Such broker-dealers may pay for certain ancillary items (i.e. meals) for our investment professionals while attending seminars and other opportunities for education and fostering of business relationships. While we recognize that such activities can create potential conflicts of interest, we seek to minimize these conflicts by, for example, not permitting broker-dealers to pay for our travel and lodging expenses. The Brokerage Committee meets periodically to evaluate the execution capabilities of broker-dealers and maintain efforts to seek best execution of client transactions. The Committee also assesses the types of research or other services that are provided (whether solicited or unsolicited) to determine if they are appropriate under the circumstances and if the provision of such research or services appears to have had any effect on the execution quality for client accounts.

The North American Mezzanine Capital team does not generally use broker-dealers because their investments in portfolio companies are conducted through private offerings whereby the funds' ownership is recorded on the books of the issuer.

The brokerage practices of the European Mezzanine Debt team are determined by Alcentra Limited in consultation with us. The fund following the European Mezzanine Debt strategy is past its capital commitment period and is in the process of harvesting its investments. Most of the time the disposal of portfolio company positions is effected through private transactions and

not through broker-dealers/agent banks due to the nature of the transaction (i.e. pay-downs, pay-offs and/or refinancing by portfolio companies of their outstanding debts). However in the few instances when the fund uses a broker-dealer/agent bank to effect the liquidation of its holdings in portfolio companies, best execution is the primary consideration in placing portfolio transactions with a particular broker-dealer. The team considers the price of the instrument, broker-dealer mark-ups or mark-downs and related transaction costs. Other considerations include a broker-dealer's specific expertise and/or agent bank status with respect to a particular security, access to underwritten offerings, execution capabilities including such factors as responsiveness to the Firm and back office settlement capabilities, the ability to generate credit investment ideas and the broker-dealer's financial stability.

The brokerage practices of the Global Special Situations team are determined by Alcentra Limited in consultation with us. While we have been given authority to place orders for trades at the direction of Alcentra Limited, generally we do not place orders for trades and do not expect to do so in the future.

Soft Dollars

The term "soft dollars" is commonly understood to refer to arrangements where an investment adviser uses client brokerage commissions to pay for research or other services used by the investment adviser. Section 28(e) of the Securities Exchange Act of 1934 provides a "safe harbor" that permits investment advisers to enter into soft dollar arrangements if the investment adviser determines in good faith that the amount of the commission is reasonable in relation to the value of the brokerage and research services provided.

As a matter of policy, we do not utilize "soft dollar" arrangements, but do receive research of the type that is customarily provided by brokers or dealers to their institutional customers, which may be useful to us in serving the accounts that we advise. Although our receipt of such research services does not reduce our normal independent research activities, it may enable us to avoid the additional expenses that we might otherwise incur if we were to attempt to independently develop comparable information.

Trade Aggregation

We manage numerous clients with similar investment objectives. Additionally, we manage clients with different objectives that trade in the same investments. Despite such similarities, investment decisions relating to the clients' investments are made independent of each other in light of differing conditions and we will not necessarily purchase or sell securities at the same time or in the same proportionate amounts for all eligible clients. Therefore, not all clients will necessarily participate in the same investment opportunity or participate on the same basis and the performance resulting from such decisions will differ from client to client. However, if the same investment decision is made for two or more clients within or across investment strategies, we will seek to aggregate such transactions for the same security into a single "bunched" order to obtain best execution and/or price for participating clients. Each client account which participates in an aggregated order generally receives an average price with all transaction costs shared on a pro-rata basis. An order for a new issue, will generally, not be aggregated with a secondary market transaction of the same issuer.

Alcentra aggregates transactions for its client accounts with affiliate client accounts (Standish, Dreyfus and BNY Mellon) for which Alcentra's officers are dual officers. Alcentra also aggregates trades for its clients with (a) trades for clients of Alcentra Limited and (b) trades for the multi-sector (with a high yield component) clients of Standish. When trades are aggregated, each account within the block will receive the same price and commission.

Trade Allocation

Clients following the U.S. Leveraged Loan strategy invest in many of the same loans. The U.S. Leveraged Loan team seeks to allocate investment opportunities among the clients on a fair and equitable basis over time, taking into consideration each client's investment restrictions and various other factors as noted below. When allocating investment opportunities the Firm is precluded from favoring any client or set of clients under this strategy over another, considering different fee structures as an incentive in allocating investment opportunities to a client or clients that have the potential to pay a larger fee, or recommending or causing a client to enter into transactions for the purpose of benefiting the direct or indirect securities holdings of the Firm or its affiliates or employees. When allocating investment opportunities, the U.S. Leveraged Loan team first seeks to ascertain the amount of the asset available while keeping in mind each client's overall investment objective and cash availability. The Firm uses its best judgment as determined by the Firm's portfolio managers in conjunction with the Global Chief Investment Officer, in allocating investments among the clients. The Firm considers a wide range of factors in determining allocations of investments among clients, including, but not limited to, each client's available cash, investment objectives, limitations outlined in each client's offering materials and governing instruments, and certain position considerations such as concentration limitations and round lots. In addition, we give special consideration to new CLOs and other clients in the ramping stage, CLOs nearing an upcoming determination date or the end of a reinvestment period, avoiding an event of default, or bringing a client into compliance with indenture or other restrictions. Such special consideration is made for both new issues as well as trades in the secondary market. Allocations among clients following the U.S. Leveraged Loan strategy are periodically reviewed and monitored on an ongoing basis by the Allocation Committee.

Alcentra's trade allocation policies and procedures allow for reallocation of certain trades after their initial allocation. As part of this reallocation process, Alcentra follows its Trade Allocation Policy which states that the reallocation must be completed by the end of trading on the following day for which the markets are open. Currently, clients following the North American Mezzanine Capital strategy are not competing for investment opportunities as only one client under this strategy is in its investment period.

The trade allocation policies of the European Mezzanine Debt, Structured Credit, and the Global Special Situations strategies are determined by Alcentra Limited in consultation with us. Currently, the client following the European Mezzanine Debt strategy is past its capital commitment period and will not be allocated any new investments, other than possible follow-on investments from its current roster of portfolio company holdings. In instances where a single investment opportunity fits within the investment objective of a client following the Global Special Situations or Structured Credit strategies and other clients managed by us and/or Alcentra Limited, the portfolio managers for the relevant clients, in conjunction with Alcentra's Global Chief Investment Officer, will allocate the investment opportunity among the clients on a basis that they reasonably determine in good faith to be fair and equitable taking into account the relevant facts and circumstances. Such determination will be maintained in writing by the portfolio managers of the relevant clients.

Alcentra High Yield: If a block order is filled in its entirety, the order will be allocated in accordance with the pre-trade allocation specified. If a block order is partially filled, the order is allocated among the accounts specified on the trade ticket on a pro rata basis in proportion to the intended pre-trade allocation. When trades are aggregated, each account within the block will receive the same price and commission.

As stated above, if a block order is partially filled, the order is allocated on a pro rata basis, however, because trades are aggregated with Standish, Dreyfus and BNY Mellon client accounts, the trades can also be allocated on a pro rata basis across these affiliates accounts. Dual officers will follow the trading policies and procedures of their primary employer.

Any deviation from the pro rata allocation policy shall be for good cause.

Co-Investments

During the investment period, private funds following the North American Mezzanine Capital strategy may offer co-investment opportunities to fund investors. Co-investments are a direct investment by an investor alongside a fund's investment in a target portfolio company. Co-investments increase an investor's exposure to a fund portfolio company. We may, but are not obliged to invite fund investors to co-invest along with the funds in investment opportunities offered to the funds. Any invitation to co-invest is at our complete discretion. For more information about co-investments, please refer to offering materials of the private funds under this strategy.

Compensation for Client Referrals

We do not direct securities transactions to any broker-dealer in exchange for referral of investment management clients.

Directed Brokerage

We may accept direction from a client to place trades for a client's account with a particular broker-dealer or list of brokers. At times, a client may instruct us to direct a portion of its commissions to a specified broker-dealer. In the event that such direction occurs, we may have limited capability to negotiate commission levels or obtain volume discounts. In addition, in meeting the client's brokerage directive, we may not be able to aggregate these transactions with transactions we effect for other accounts we manage and we may delay placing the orders for directed accounts until our orders for other accounts have been completed. As a result, the net price paid or received by the directed account may be different than the price paid or received by our other accounts, as we may be unable to achieve the most favorable execution. Directing brokerage may cost clients more money.

Affiliated Brokerage

We generally do not execute securities transactions through affiliated broker-dealers.

Item 13. Review of Accounts**U.S. Leveraged Loan Strategy**

Each portfolio's investments are frequently reviewed by the assigned portfolio manager and/or investment team on the U.S. Leveraged Loan team. In addition, the investment team and the portfolio administration team typically meet weekly to review relevant data in order to assess each portfolio's compliance with the investment guidelines established by the relevant indenture or other governing document. Supplementary in-depth reviews by the portfolio managers may be triggered by market or economic factors, severe deterioration in credit performance, collateral value, cash flow or rating. Trustees or administrators for the CLOs prepare monthly written reports for the Firm and the investors in the vehicles. These reports are posted to the Firm's password-protected website. We typically prepare a monthly written commentary on overall market conditions for fund investors under this strategy.

North American Mezzanine Capital Strategy

The North American Mezzanine Capital team conducts due diligence on proposed investments and compiles information supporting its analysis for consideration by a fund's Investment Committee. The Investment Committee is responsible for approving all investments as well as on-going monitoring based on the information provided by the investment team. Monitoring of investments is done on a regular basis. Supplementary in-depth reviews by the investment team can be triggered by market or economic factors, severe deterioration in credit performance, collateral value or cash flow. Annual audited financial statements, as well as unaudited quarterly reports are provided to the funds' investors. The quarterly reports include a summary of fund investments made during the related quarterly period and a statement of each fund investor's consolidated capital accounts at the beginning and end of such quarterly period.

European Mezzanine Debt, Global Special Situations, and Structured Credit Strategies

The Firm or Alcentra Limited, as applicable, generally receives and reviews monthly reports and participates in quarterly portfolio reviews for the relevant credits in the European Mezzanine Debt, Global Special Situations, and Structured Credit strategies. Supplementary in-depth reviews may be triggered by market or economic factors, severe deterioration in credit performance, collateral value, cash flow or rating. Annual audited financial statements are provided to all fund investors. In addition, unaudited reports are provided on a quarterly basis.

Multi-Credit Strategy

The Firm generally receives and reviews monthly reports on the performance of the multi-credit accounts and their respective underlying investments. Allocations among strategies are determined by the Global Chief Investment Officer in conjunction with any investment committee or similar decision-making authority that may be established under the respective client's governing documents. Allocations among strategies much be made within the guidelines established for the respective client.

Alcentra High Yield

Portfolio Managers review their portfolios with the Global Chief Investment Officer monthly. The review covers absolute and relative to benchmark positioning and changes over the course of the previous month. The review also covers performance of each portfolio, attribution of

performance, and reasons for any performance dispersion between like strategies. The Portfolio Manager for the strategy provides documentation on those topics and minutes are taken. These meetings are open for any other investment team members and client service personnel.

Alcentra High Yield meets daily to go over current issues, potential strategy shifts, and market changes. Portfolio Managers and Portfolio Analysts review all trades for all accounts daily and meet formally on a weekly basis. The Portfolio Manager and Portfolio Analyst review daily the fixed income account summary data for each account relating to quality, diversification, duration, and yield curve distribution, which shall be consistent with the current investment policy of Alcentra High Yield. Such reviews take into account, but are not limited to, computer-generated reports that identify targets, and any dispersion from targets, on sectors, curve, duration, etc. The Portfolio Managers also review performance on a daily basis, for daily, month-to-date, and year-to-date performance. Portfolio Analysts review each trade prior to allocation, keeping in mind the above targets as well. Alcentra High Yield undertakes an in-depth, more detailed review when certain rank levels are triggered and during other circumstances, as required.

Item 14. Client Referrals and Other Compensation**Unaffiliated Solicitors and Placement Agents**

We may hire third parties to solicit new investment advisory clients. The commissions or fees, if any, payable to such solicitors (also referred to as placement agents) with respect to solicitation of investments with the Firm will be paid solely by the Firm. Clients will not pay fees for these solicitations. These solicitors have an incentive for the client to hire us because we will pay the solicitor for the referral. The prospect of receiving solicitation/placement fees may provide such placement agents and/or their salespersons with an incentive to favor these sales over the sale of interests of other investments with respect to which the placement agent does not receive such compensation, or receives lower levels of compensation. In addition, to the extent permitted by law, certain placement agents and their respective affiliates may provide brokerage and certain other financial and securities services to the Firm or our affiliates. Such services, if any, will be provided at competitive rates.

Affiliated Solicitors and Placement Agents

We may pay referral fees to our affiliates (and/or their employees) for referrals that result in additional investment management business. *Please see the discussion of affiliated placement agents in Item 10, above.*

Our ultimate parent, BNY Mellon, has organized its lines of business into two groups: Investment Management and Investment Services (collectively "Groups"). We are part of the Investment Management Group. A sales force has been created to focus on developing new customer relationships and developing and coordinating large complex existing customer relationships within those Groups.

In certain circumstances, Investment Management sales representatives are paid fees for sales. The fees may be based on revenues and may be a one-time payment or paid out over a number of years. In addition, our sales representatives and sales representatives of our affiliates within the Investment Management Group are paid for intra-Group referrals to Group counterparts. Those fees are based on the first year's revenue for the Group counterpart.

Sales of any alternative investment products (such as private funds) may be made through a broker-dealer affiliate. Only registered representatives of such broker-dealer receive compensation for sales of alternative investments.

We may pay a fee to an affiliate (or directly to employees of the affiliate) that has a pre-existing relationship with a new client in the Investment Services Group. The fees may be based on revenues and may provide for a one-time payment or payments over a number of years.

We and our affiliates also participate in the BNY Mellon Incentive Compensation Plan, which presents certain conflicts of interest, all as described in Item 10, above.

Item 15. Custody

Rule 206(4)-2 under the Advisers Act (the "Custody Rule") defines "custody" to include a situation in which an adviser or a related person holds, directly or indirectly, client funds or securities or has any authority to obtain possession of them, in connection with advisory services provided by the adviser.

For purposes of the Custody Rule, we are deemed to have "custody" of certain client assets because we may have the ability to deduct fees from client custodial accounts; client funds or securities are held by a related person of Alcentra; or we may serve as general partner/managing member/trustee (or similar capacity) of investment funds organized as limited partnership/limited liability company/trust.

Generally, an adviser that is deemed to have custody of a client's funds or securities, among other things, is required to arrange for an annual independent verification of such funds or securities in accordance with the Custody Rule (the "Surprise Exam Requirement"). However, the Custody Rule contains the following exceptions from the Surprise Exam Requirement:

1. **Ability to Deduct Fees:** advisers deemed to have custody of client assets solely because of their ability to deduct fees from client accounts are not subject to the Surprise Exam Requirement. Alcentra does not deduct fees from client's custodian accounts.
2. **Related Person & Operational Independence:** advisers deemed to have custody of client assets solely because a related person holds client assets will not be subject to the Surprise Exam Requirement, provided the adviser and the related person are "operationally independent." Alcentra will rely upon this exemption to avoid a surprise audit for certain clients. We have determined that our operations are independent from those of the related person holding client assets.
3. **Pooled Investment Vehicles:** advisers who are deemed to have custody of the assets of clients formed as pooled investment vehicles may comply with the rule if the pool has audited financial statements that are prepared in accordance with generally accepted accounting principles and such statements are distributed to investors in the pool within 120 days (or 180 days for funds of funds) of the end of the fiscal year. Alcentra advises certain pooled investment vehicles and intends to cause such pooled investment vehicles to receive and distribute audited financial statements to their investors.

Separate account clients: you will receive from your bank, broker-dealer or other qualified custodian an account statement, at least quarterly, identifying the amount of funds and each security in the account at the end of the period and setting forth all transactions in the account during that period. Please review these statements carefully. You will also receive account statements separately from us. You are strongly urged to compare the account statements you receive from us with those that you receive from your qualified custodian.

Item 16. Investment Discretion

We typically accept discretionary investment authority over client assets. Clients grant this discretionary authority to us in writing via a contract or through an appointment to become the investment adviser of a private fund. Such discretion is to be exercised in a manner consistent with the stated investment objectives and guidelines for the particular client account.

Clients must deliver their investment guidelines and restrictions to us in writing, and we will adhere to such guidelines and restrictions when making investment decisions. We have also entered into sub-advisory agreements with Alcentra Limited where we provide investment advice but are not responsible for day-to-day investment management decisions.

Item 17. Voting Client Securities**US Leveraged Loan and North American Mezzanine Capital**

Though the US Leveraged Loan and North American Mezzanine Capital clients that we manage may have delegated proxy voting decisions to the Firm, we generally will not be called upon to vote because of the nature of the funds' investment strategies. However, in certain rare situations when we are called upon to vote, we will decide on a case-by-case basis how each proxy should be voted in the best interests of the funds. This generally means voting proxies with a view toward enhancing the economic value of the investment. In the case of social and political responsibility issues that, in our opinion, do not primarily involve financial considerations, it is our objective to support shareholder proposals that we believe promote good corporate citizenship while enhancing long-term shareholder value.

The Firm has implemented policies and procedures designed to ensure voting decisions are based on the best economic interest of the US Leveraged Loan and North American Mezzanine Capital clients. In summary, the procedures require completion of a conflicts questionnaire to identify possible relationships with the parties involved in the proxy that may not be readily apparent. Based on the responses, we will determine whether we believe a material conflict of interest is present. If a material conflict is found, we will recuse the individual involved from the voting process. If a tie exists for any vote, we will seek the recommendation of an independent third party or resolve the conflict in such other manner as we believe is appropriate, including by making our own determination that a particular vote is, notwithstanding the conflict, in the best interest of the funds.

A copy of the Proxy Voting Policy for US Leveraged Loan and North American Mezzanine Capital clients, as well as information regarding the voting of securities, is available upon request by contacting the Firm's Chief Compliance Officer at the address designated on Page 1 of this Form ADV Part 2.

Alcentra High Yield**Committee Structure**

Alcentra High Yield participates in BNY Mellon's Proxy Voting and Governance Committee (the "Committee"). The Committee consists of representatives from certain investment advisory, banking, trust company, and other fiduciary business units (each, a "Member Firm") affiliated with BNY Mellon. The Committee has adopted a Proxy Voting Policy, related procedures, and voting guidelines (the "Proxy Policies"), and applies the Proxy policies to those clients who have given a Member Firm, typically through an investment advisory agreement, authority to vote proxies. The Committee seeks to make proxy voting decisions that are in the best interest of the client and has adopted detailed, pre-determined, written proxy voting guidelines for specific types of proposals and matters commonly submitted to shareholders by U.S. and non-U.S. companies (collectively, the "Voting Guidelines"), which are included in the Proxy Policies. These Voting Guidelines are designed to assist with voting decisions which over time seek to maximize the economic value of the securities of companies held in client accounts (viewed collectively and not individually) as determined in the discretion of the Committee. We believe that this approach is consistent with our fiduciary obligations and with the published positions of applicable regulators with an interest in such matters (e.g., the U.S. Securities and Exchange Commission and the U.S. Department of Labor), and we have adopted the Proxy Policies, including the Voting Guidelines, and agreed that we will vote proxies through the Committee. We do not permit clients to direct us on how to vote in a particular solicitation. However, if a client of ours chooses to retain proxy voting authority or delegate proxy voting authority to an

entity other than a Member Firm (whether such retention or delegation applies to all or only a portion of the securities within the client's account), either the client's or such other entity's chosen proxy voting guidelines (and not the Committee's) will apply to those securities.

Philosophy

We recognize that the responsibility for the daily management of a company's operations and strategic planning is entrusted to the company's management team, subject to oversight by the company's board of directors. As a general matter, we invest in companies believed to be led by competent management and, as set forth in the Voting Guidelines, we customarily vote in support of management proposals and consistent with management's recommendations. However, in our role as a fiduciary, we believe that we must express our view on the performance of the directors and officers of the companies in which clients are invested and how these clients' interests as shareholders are being represented. Accordingly, as set forth in the Voting Guidelines, we will vote against those proposals that we believe would negatively impact the economic value of clients' investments – even if those proposals are supported or recommended by company management.

We seek to vote on proxies of non-U.S. companies through application of the Voting Guidelines. However, corporate governance practices, disclosure requirements and voting operations vary significantly among the various non-U.S. markets in which our clients may invest. In these markets, we may face regulatory, compliance, legal or logistical limits with respect to voting securities held in client accounts which can affect our ability to vote such proxies, as well as the desirability of voting such proxies. Non-U.S. regulatory restrictions or company-specific ownership limits, as well as legal matters related to consolidated groups, may restrict the total percentage of an issuer's voting securities that we can hold for clients and the nature of our voting in such securities. Our ability to vote proxies may also be affected by, among other things: (i) late receipt of meeting notices; (ii) requirements to vote proxies in person; (iii) restrictions on a foreigner's ability to exercise votes; (iv) potential difficulties in translating the proxy; (v) requirements to provide local agents with unrestricted powers of attorney to facilitate voting instructions; and (vi) requirements that investors who exercise their voting rights surrender the right to dispose of their holdings for some specified period in proximity to the shareholder meeting. Absent an issue that is likely to impact clients' economic interest in a company, we generally will not subject clients to the costs (which may include a loss of liquidity) that could be imposed by these requirements. In these markets, we will weigh the associative costs against the benefit of voting, and may refrain from voting certain non-U.S. securities in instances where the items presented are not likely to have a material impact on shareholder value.

Process

The Committee has retained the services of two independent proxy advisors ("Proxy Advisors") to provide comprehensive research, analysis, and voting recommendations. These services are used most frequently in connection with proposals or matters that may be controversial or require a case-by-case analysis by the Committee in accordance with its Voting Guidelines. The Committee has engaged one of its Proxy Advisors as its proxy voting agent (the "Proxy Agent") to administer the mechanical, non-discretionary elements of proxy voting and reporting for clients. The Committee has directed the Proxy Agent, in that administrative role, to follow the specified Voting Guidelines and apply it to each applicable proxy proposal or matter where a shareholder vote is sought. Accordingly, proxy items that can be appropriately categorized and matched either will be voted in accordance with the applicable Voting Guideline or will be referred to the Committee if the Voting Guideline so requires. The Voting Guidelines require referral to the Committee for discussion and vote of all proxy proposals or shareholder voting

matters for which the Committee has not yet established a specific Voting Guideline, and generally for those proxy proposals or shareholder voting matters that are contested or similarly controversial (as determined by the Committee in its discretion).

In addition, the Committee has directed the Proxy Agent to refer to it for discussion and vote all proxy proposals of those issuers: (i) where the percentage of their outstanding voting securities held in the aggregate in accounts actively managed by the Member Firms is deemed significant or (ii) that are at or above a certain specified market capitalization size (each, as determined by the Committee in its discretion). Generally, when a matter is referred to the Committee, the decision of the Committee will be applied to all accounts for which the Member Firms exercise proxy voting authority, whether the account is actively managed or managed pursuant to quantitative, index or index-like strategies ("Index Strategies"), unless we or another Member Firm determine that the economic interests of a particular account differ and require that a vote be cast differently from the collective vote in order to act in the best interests of such account's beneficial owners. In all cases, for those clients that have given us authority to vote proxies, the ultimate voting decision and responsibility rests with us.

For items referred to it, the Committee may determine to accept or reject any recommendation based on the Voting Guidelines, research and analysis provided by its Proxy Advisors or on any independent research and analysis obtained or generated by Member Firm portfolio managers and analysts or the Committee's Research Group. Because accounts following Index Strategies are passively managed accounts, research from portfolio managers and/or analysts related to an issuer with securities held in these accounts may not be available to the Committee.

Clients may receive a copy of the Voting Guidelines, as well as the Proxy Policies, upon request. Clients may also receive information on the proxy voting history for their managed accounts upon request. Please contact us for more information.

Managing Conflicts

It is the policy of the Committee to make proxy voting decisions that are solely in the best long-term economic interests of clients. The Committee is aware that, from time to time, voting on a particular proposal or with regard to a particular issuer may present a potential for conflict of interest for its Member Firms. For example, potential conflicts of interest may arise when: (i) a public company or a proponent of a proxy proposal has a business relationship with a BNY Mellon affiliated company; and/or (ii) an employee, officer or director of BNY Mellon or one of its affiliated companies has a personal interest in the outcome of a particular proxy proposal.

Aware of the potential for conflicts to influence the voting process, the Committee consciously developed the Voting Guidelines and structured the Committee and its practices with several layers of controls that are designed to ensure that the Committee's voting decisions are not influenced by interests other than those of its Member Firms' fiduciary clients. For example, the Committee developed its Voting Guidelines with the assistance of internal and external research and recommendations provided by third party vendors but without consideration of any BNY Mellon client relationship factors. The Committee has directed the Proxy Agent to apply the Voting Guidelines to individual proxy items in an objective and consistent manner across client accounts and similarly has directed the Proxy Agent to administer proxy voting for Member Firm clients. When proxies are voted in accordance with these pre-determined Voting Guidelines, it is the Committee's view that these votes do not present the potential for a material conflict of interest and no additional safeguards are needed.

For those proposals that are referred to the Committee in accordance with the Voting Guidelines or Committee discretion, the Committee votes based upon its principle of seeking to

maximize the economic value of the securities held in client accounts. In this context the Committee seeks to address the potential for conflicts presented by such "referred" items through deliberately structuring its membership. The representatives of the Member Firms on the Committee do not include individuals whose primary duties relate to sales, marketing or client services. Rather the Committee consists of senior officers and investment professionals from its Member Firms, and is supported by members of BNY Mellon's Compliance, Legal and Risk Management Departments, as necessary.

With respect to the potential for personal conflicts of interest, BNY Mellon's Code of Conduct requires that all employees make business decisions free from conflicting outside influences. Under this Code, BNY Mellon employees' business decisions are to be based on their duty to BNY Mellon and to their clients, and not driven by any personal interest or gain. All employees are to be alert to any potential for conflict and to identify and mitigate or eliminate any such conflict. Accordingly, members of the Committee with a personal conflict of interest regarding a particular public company or proposal that is being voted upon must recuse themselves from participation in the discussion and decision-making process with respect to that matter.

Additionally, there are certain instances where the Committee may determine to engage an independent fiduciary to vote proxies as a further safeguard to avoid any potential conflicts of interest or as otherwise required by applicable law. Use of an independent fiduciary has been adopted for voting the proxies issued by BNY Mellon, by companies for which a member of BNY Mellon's Executive Committee serves as a director, and by any individual fund within The Dreyfus Family of Funds or The BNY Mellon Funds. If necessary or appropriate, the Committee may engage the independent fiduciary to vote proxies issued by other companies.

Legal Proceedings

It is the Firm's policy that we typically do not advise, initiate or take any other action on behalf of clients relating to securities held in the client's account managed by the Firm in any legal proceeding (including, without limitation, class actions, class action settlements and bankruptcies). The Firm typically does not file proofs of claims relating to securities held in the client's account and typically does not notify the client or the client's custodian of class action settlements or bankruptcies relating in any way to such account. Typically, custodians submit filings in connection with class action settlements and may also handle bankruptcy filings. Each client should consult with its custodian and other service providers to ensure such coverage.

Item 18. Financial Information

In certain circumstances, registered investment advisers are required to provide you with financial information or disclosures about their financial condition in this Item. We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to clients and have never been the subject of a bankruptcy proceeding.