

BNY Mellon Investment Management Hong Kong Limited

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

This brochure provides information about the qualifications and business practices of BNY Mellon Investment Management Hong Kong Limited. BNY Mellon Investment Management Hong Kong Limited is registered as an investment adviser with the United States Securities and Exchange Commission ("SEC"). If you have any questions about the contents of this brochure, please contact us at +852.3926.0600 or by email at infohongkong@bnymellon.com. The information in this brochure has not been approved or verified by the SEC or by any state securities authority. Registration by an investment adviser with the SEC does not imply that the investment adviser has any particular level of skill or training.

Additional information about BNY Mellon Investment Management Hong Kong Limited also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2. Summary of Material Changes

The following are the material changes made to this brochure since the Firm's initial filing of the brochure on December 23, 2013:

Item 4: The Firm is now registered with the Korean Financial Services Commission as a Cross-Border Discretionary Investment Manager and Cross-Border Investment Adviser. In addition, the Firm has also been approved by the Central Bank of Ireland to act as investment manager to Irish authorized collective investment schemes.

Item 5: We have updated disclosure in this section to reflect that certain of our employees accept commissions for the sale of securities or other investment products.

Item 8: Methods of Analysis, Investment Strategies and Risk of Loss – The Firm has updated the strategy launched in 2014, Global Small Cap Equity, and a summary of the associated material risks. Two strategies and their associated risks have been removed as they are no longer offered.

Item 9: Disciplinary Information – We have updated this section because 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 12: Trade Allocations; Aggregation of Orders – With the operation of two trading desks, the Firm has expanded its trade allocations and aggregation of orders policy.

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Item 4. Advisory Business

BNY Mellon Investment Management Hong Kong Limited (the “Firm” or “We” or “Us”) (formally known as BNY Mellon Asset Management Hong Kong Limited) is a company incorporated under the laws of Hong Kong. The Firm is an indirect, wholly-owned subsidiary of The Bank of New York Mellon Corporation (“BNY Mellon”) and a direct wholly-owned subsidiary of BNY Mellon Investment Management (APAC) Holdings Limited. The Firm was incorporated in 2007 and became licensed with the Hong Kong Securities and Futures Commission in June 2008. Prior to July 2008, the business was operated under a predecessor entity, Mellon Global Investments Asia Limited.

We currently do not manage U.S. client assets on either a discretionary or non-discretionary basis. We provide discretionary and non-discretionary investment advisory services primarily to non-U.S. institutional investors and pooled investment vehicles. Currently, we manage UCITS funds that are sponsored by us and sell and distribute fund products outside of the U.S. through financial intermediaries. The Firm also operates trading desks that execute trades for funds managed by the Firm and provides trade execution services to the Firm’s affiliated investment advisers. We provide investment advisory services to our clients from our principal business office located in Hong Kong. As a result, we currently are and will continue to be registered with the Securities and Futures Commission and subject to regulation by Hong Kong regulatory authorities. We are also registered as a Cross-Border Discretionary Investment Manager and Cross-Border Investment Adviser with the Korean Financial Services Commission. In addition, we have been approved by the Central Bank of Ireland to act as investment manager to Irish authorized collective investment schemes.

We offer investment advisory services tailored to meet clients’ investment goals. We work with clients to create investment guidelines mutually acceptable to the client and the Firm. When creating investment guidelines, clients may impose investment restrictions on certain individual securities or types of securities. The strategies in which we typically invest client assets and the fees we receive for managing such strategies are described below.

We also offer investment advisory services in the form of pooled investment vehicles or “funds”. Each pooled investment vehicle will have 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 our funds to meet individual investor needs. In addition, we cannot impose individual investment restrictions on our investment strategies for underlying investors in the pooled investment vehicles.

As of March 26, 2015, we managed US\$18,572,633 on a discretionary basis.

Item 5. Fees and Compensation

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, and generally invoiced on a monthly or quarterly basis in arrears.

The Firm may negotiate with a client for the inclusion of a performance fee in the investment advisory agreement in addition to the asset-based management fee. Please see Item 6 below for more information about our performance fees.

Your investment advisory agreement typically 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 typically include mark-ups, mark-downs and other amounts included in the price of a security, broker commissions, 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. Please see Item 12 of this brochure for more information on our brokerage practices.

We reserve the right, in our sole discretion, to negotiate or modify (either up or down) the advisory fees applicable to 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.

The Firm may charge a minimum annual fee for the investment advisory services it provides for separately managed accounts. Minimum annual fees may be negotiated with clients and therefore, may vary.

Pooled Investment Vehicle Fees:

Fees on pooled investment vehicles including UCITS funds are typically charged a base management fee as a percentage of the fund's net asset value or, for a private fund, an investor's capital account balance. Fees are generally accrued as of each business day and are charged to the fund monthly in arrears. Funds 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 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 fund's offering materials for further information regarding fees. Please see Item 6 below for more information on performance fees. Please see Item 12 of this brochure for more information on brokerage.

Non-Discretionary Advisory Services:

For the provision of investment research on markets and/or securities, a flat fixed fee will typically be charged and generally invoiced on a quarterly basis in arrears. For other non-discretionary advisory services, a fixed fee based on average net assets will typically be charged for the provision of investment advice and recommendations, and generally involved on a monthly or quarterly basis in arrears.

Sub-Advisory Services:

When acting as a sub-adviser, the Firm will typically charge as compensation a portion of the fee earned by the primary adviser. The fee earned by the primary adviser will typically be paid in the form of a base management fee as a percentage of a fund's or account's net asset value.

Other Fees at the Asset Level:

The Firm may invest your account in pooled investment vehicles that themselves bear advisory fees and operational expenses such as transfer agent, distribution, shareholder 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.

Non-U.S. Distribution Services

For the distribution and promotion services the Firm provides in connection with the offer and sale of sponsored or affiliated non-U.S. pooled investment vehicles, the Firm's affiliates responsible for managing such investment vehicles pay the Firm a portion of the management fee paid to them by the investment vehicles in the form of a distribution fee. Additionally, certain of our employees or employees of our affiliates accept compensation (also referred to as "commissions") for the sale of securities, private funds, mutual funds or other investment products. Accepting compensation for the sale of securities, private funds, mutual funds or other investment products gives rise to a conflict of interest in that it may give our Firm and our employees an incentive to recommend investment products based on the compensation we or the employees will receive, rather than solely on a client's needs. Please refer to Item 6 below, for a discussion of these conflicts of interest.

Item 6. Performance 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 currently do not but may enter into performance-based fee arrangements with certain of our clients and for certain of the portfolios as permitted by applicable law. These arrangements provide for an asset-based management fee based on the market value of the client account or portfolio at specified month or quarter ends, plus a performance fee based on the client account's or portfolio's gross or net return in excess of a specified benchmark during a designated period of time. A client with a performance fee arrangement should refer to the client's investment management agreement for details about the performance fee computation.

Performance-based fee arrangements with U.S. clients are only available to qualified clients, in accordance with Rule 205-3 of the Investment Advisers Act of 1940 (the "Advisers Act").

"Side-by-side management" refers to our simultaneous management of multiple types of client accounts/investment products. For example, we may manage separate accounts, managed accounts, and pooled investment vehicles for clients at the same time. Our clients will have a variety of investment objectives, policies, strategies, limitations and restrictions. Our affiliates likewise manage a variety of separate accounts, managed 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 may face when engaging in side-by-side management and how we deal with them. When we and our affiliates concurrently manage client accounts/investment products 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 currently do not charge performance-based fees. When 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 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 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 have an incentive to give accounts with performance-based fees better execution and better brokerage commissions. Please see Item 12 for an explanation of our Trade Allocation Policies and Procedures.

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. We also may face conflicts of interest when we have uncovered option strategies and significant positions in illiquid securities in side-by-side accounts. Please see Item 12 for a discussion of our brokerage practices.

Conflicts of Interest Relating to the Management of Multiple Client Accounts:

We and our affiliates perform investment advisory services for various clients. At times, we 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 to 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.

Conflicts of Interest Relating to Investment 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. In addition, we may invest client accounts in affiliated pooled investment vehicles. Affiliated pooled investment vehicles are those funds or other pooled vehicles that are managed or serviced by an affiliate of the Firm. We have an incentive to allocate investments to these types of affiliated accounts in order to generate additional fees for us or our affiliates. We do not currently have investment in affiliated accounts.

Conflicts of Interest Relating to “Proprietary Accounts”:

We, our affiliates, and our existing and future employees may from time to time manage and/or invest in products managed by the Firm, including funds or accounts seeded or funded by us or a related person for the purpose of developing new investment strategies and products (“Proprietary Accounts”) in accordance with the guidelines and restrictions of the Firm’s Code of Ethics, as described in Item 11. Such investments may create conflicts of interest. We have an incentive to favor these Proprietary Accounts by, for example, directing our best investment ideas to these accounts or allocating, aggregating or sequencing trades in favor of such accounts, to the disadvantage of other accounts. We also have an incentive to dedicate more time and attention to our Proprietary Accounts and to give them better execution and brokerage commissions than our other client accounts. We have developed policies and procedures to address any conflicts of interest created by such investments. Please see Item 12 for a discussion of our brokerage practices.

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, such as when the managers of such accounts have 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 firms and/or affiliate client accounts are invested in different parts of an issuer's capital structure. For example, one of our client accounts could acquire debt obligations of a company while an affiliate's client 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). As another 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 yet 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 security holders may be Firm client accounts. Any of the foregoing conflicts of interest will be discussed and resolved on a case-by-case basis. Any such discussions will factor in the interests of the relevant parties and applicable laws. Please see Item 10 for more information on our industry affiliations, Item 11 for more information on participation or interest in client transactions, and Item 12 for more information on our brokerage practices.

Item 7. Types of Clients

Type of Clients:

We currently provide advisory services primarily to non-U.S. institutional investors. Institutional investors may include, without limitation, banks or thrift institutions, corporate pension and profit sharing plans, Taft-Hartley plans, Voluntary Employee Beneficiary Associations ("VEBAs"), trusts, estates, charitable institutions, foundations, endowments, municipalities, insurance companies, state and local governments, separate accounts, U.S. registered investment companies, exchange-traded products, U.S. and "offshore" (non-U.S.) private investment funds, UCITS, other non-U.S. regulated funds, sovereign funds, other investment advisers and other U.S. and international institutions.

Account Requirements:

We generally require clients to execute a written investment management agreement with us, granting us authority to manage their assets. Separate accounts may be subject to minimum

account sizes which will vary depending upon the strategy of the account. Separate accounts will also likely be subject to minimum annual fees; see Item 5 for more information.

We reserve the right to waive the above minimum account size or minimum annual fee requirements.

Investments in private funds or other pooled investment vehicles that we manage are also subject to minimum investment requirements. Please refer to the offering documents of such funds for more information.

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

Investment Strategy – General

Investment strategy that we offer invest in a variety of securities and employ a different number of investment styles and techniques that involve certain risks. *For the description and summary of material risks involved with each strategy, please refer to the Summary of Material Risks Section below.* . Investing in securities and certain derivatives involves risk of loss that you should be prepared to endure.

Description of Investment Strategy

Global Small Cap Equity Strategy

The Global Small Cap Equity Strategy is designed to provide capital growth by investing in shares of small cap companies listed in developed market countries. Three affiliated Sub-Investment Managers have been appointed to construct their individual portfolios using an active stock selection process. Valuations, earnings and revenue growth, balance sheet strength and quality of cash flow statements are critical to the active stock selection process. The Sub-Investment Managers' portfolios will form the combined portfolio, which is managed and monitored by the Firm. The Firm does not intend to make active country or regional allocations, and will regularly rebalance the combined portfolio back to the country weightings that reflect the index by reallocating assets between Sub-Investment Managers. The portfolio may hold up to 10% in cash or invest in money market funds

Summary of Material Risks:

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

The table below and the section that follows the table sets forth information concerning the material risks involved with each strategy. 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. If applicable, please refer to the “Risk Factors” section in the offering documents for a more detailed discussion of the risks involved in an investment in a fund.

Risk Type	Global Small Cap Equity Strategy
Currency risk	X
Exchange control and repatriation risk	X
Financial market crisis	X
Foreign exchange risk	X
Investment and trading risk - General	X
Liquidity risk	X
Market capitalization risk	X
Market risk	X
Micro cap company risk	X
Settlement and Credit risks	X
Small and midsize company risk	X
Stock investing risk	X
Stock selection risk	X
Valuation risk	X
Volker rule risk	X
General risks	X

Not all material risks will be applicable to each strategy. A summary of the material risks included in the chart above are explained below.

Currency risk. Assets of the Strategy may be denominated in a currency other than the Base Currency of the Fund and changes in the exchange rate between the Base Currency and the currency of the asset may lead to a depreciation of the value of the Strategy’s assets as expressed

in the Base Currency. It may not be possible or practical to hedge against such exchange rate risk. Performance of a Fund may be strongly influenced by movements in foreign exchange rates because currency positions held by the Strategy may not correspond with the securities positions held.

Exchange Control and Repatriation risk. It may not be possible for the Strategy to repatriate capital, dividends, interest and other income from certain countries, or it may require government consents to do so. Funds could be adversely affected by the introduction of, or delays in, or refusal to grant any such consent for the repatriation of funds or by any official intervention affecting the process of settlement of transactions. Economic or political conditions could lead to the revocation or variation of consent granted prior to investment being made in any particular country or to the imposition of new restrictions.

Financial Market Crisis. The global financial markets have in recent times been subject to pervasive and fundamental disruptions and dramatic instability. The extent to which the underlying causes of instability are pervasive throughout global financial markets and have the potential to cause further instability is not yet clear but these underlying causes have led to extensive and unprecedented governmental intervention and regulators in many jurisdictions have implemented or proposed a number of wide-ranging emergency regulatory measures and includes restrictions on the short selling of financial and other stocks in many jurisdictions. Such intervention has in certain cases been implemented on an “emergency” basis without much or any notice with the consequence that some market participants’ ability to continue to implement certain strategies or manage the risk of their outstanding positions has been suddenly and / or substantially eliminated. In addition, due to the uncertain stability of global financial institutions, the security of assets held by any financial institution cannot be guaranteed, notwithstanding the terms of any agreement with such institution. Given the complexities of the global financial markets and the limited time frame within which governments have been able to take action, these interventions have sometimes been unclear in scope and application, resulting in confusion and uncertainty which in itself has been materially detrimental to the efficient functioning of such markets as well as previously successful investment strategies. It is impossible to predict with certainty what additional interim or permanent governmental restrictions may be imposed on the markets and / or the effect of such restrictions on the ability to implement its investment objective / investment policy. There is a likelihood of increased regulation of the global financial markets, and that such increased regulation could be materially detrimental to the performance of the Strategy.

Foreign Exchange risk. The Strategy invest in assets that are denominated in currencies that are different to its Base Currency. The Strategy is exposed to foreign exchange risks. The ability to hedge foreign exchange risks may be affected by limited forward or option markets for the hedging of the Base Currency against the currency of investment. Performance may be strongly influenced by movements in FX rates because currency positions held by the Strategy may not correspond with the securities positions held.

Investment and Trading risks - General. All investments made by the Strategy risk the loss of capital. No guarantee or representation is made that a particular program will be successful, and investment results may vary substantially over time. Past results of the Startgey are not

necessarily indicative of future performance. No assurance can be made that profits will be achieved or that substantial losses will not be incurred.

Liquidity risk. Not all securities or instruments invested in will be listed or rated and consequently liquidity may be low. Moreover, the accumulation and disposal of holdings in some investments may be time consuming and may need to be conducted at unfavourable prices. The Strategy may also encounter difficulties in disposing of assets at their fair price due to adverse market conditions leading to limited liquidity.

Market Capitalisation risk. The securities of small-to-medium-sized (by market capitalisation) companies, or financial instruments related to such securities, may have a more limited market than the securities of larger companies. Accordingly, it may be more difficult to effect sales of such securities at an advantageous time or without a substantial drop in price than securities of a company with a large market capitalisation and broad trading market. In addition, securities of small-to-medium-sized companies may have greater price volatility as they are generally more vulnerable to adverse market factors such as unfavourable economic reports.

Market risk. Some of the Recognised Exchanges in which the Strategy may invest may be less well-regulated than those in developed markets and may prove to be illiquid, insufficiently liquid or highly volatile from time to time. This may affect the price at which a Strategy may liquidate positions to meet redemption requests or other funding requirements.

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. Small-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.

Settlement and Credit risks. The trading and settlement practices of some of the stock exchanges or markets on which the Strategy invest may not be the same as those in more developed markets, which may increase settlement risk and/or result in delays in realising investments made by the Strategy. In addition, the Strategy will be exposed to credit risk on parties with whom they trade and will bear the risk of settlement default. The Custodian may be instructed by the Investment Manager to settle transactions on a delivery free of payment basis where the Investment Manager believes that this form of settlement is appropriate. This may result in a loss if a transaction fails to settle and the Custodian will not be liable to the clients for such a loss if the Custodian is acting pursuant to specific proper instructions.

Small and midsize company risk. Small and midsize 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. The shares of smaller companies tend to trade less frequently than those of larger, more established companies, which can adversely affect the pricing of these securities and the strategy's ability to sell these securities. These companies may have limited product lines, markets or financial resources, or may depend on a limited management group. Some of the strategy's investments will rise and fall based on investor perception rather than economic factors. Other investments are made in anticipation of future products, services or events whose delay or cancellation could cause the stock price to drop.

Stock investing risk. Stocks generally fluctuate more in value than bonds and may decline significantly over short time periods. There is the chance that stock prices overall will decline because stock markets tend to move in cycles, with periods of rising prices and falling prices. The market value of a stock may decline due to general market conditions that are not related to the 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. A security's market value also may decline because of factors that affect a particular industry, such as labor shortages or increased production costs and competitive conditions within an industry, or factors that affect a particular company, such as management performance, financial leverage, and reduced demand for the company's products or services.

Stock selection risk. Although the strategy seeks to manage risk by broadly diversifying among industries and by maintaining a risk profile generally similar to the relevant index, the strategy is expected to hold fewer securities than the index. Owning fewer securities and having the ability to purchase companies not listed in the index can cause the strategy to underperform the index.

Valuation risk. The Strategy may invest some of its assets in illiquid and/or unquoted securities or instruments. Such investments are inherently difficult to value and are the subject of substantial uncertainty. There is no assurance that the estimates resulting from the valuation process will reflect the actual sales or "close-out" prices of such securities.

Volcker Rule risk. The Volcker Rule excludes "foreign public funds" that meet certain criteria, including, that ownership interests in a fund be sold predominantly to persons other than BNY Mellon and its directors and employees (the regulators expect at least 85% of Portfolios to be held by non-U.S. persons who are neither affiliated with, nor directors or employees, of BNY Mellon). Therefore, to the extent BNY Mellon provides seed capital to a fund, it will take steps to raise enough fund assets through investments by third parties and/or reduce its seed capital investments so that its investments will constitute less than 15% of the fund within one year of the establishment of the fund. If BNY Mellon is required to divest some or all of its seed capital investments in a particular fund, it will involve sales of portfolio holdings to raise cash. Such sales entail the following risks: investors may own a larger percentage of the fund and it can increase portfolio turnover rates with corresponding increased brokerage and transfer costs and expenses and tax consequences.

General risks. Investing in securities and derivatives involves risk of loss that you should be prepared to endure. 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.

Please refer to the applicable disclosure and offering documents for further information.

Item 9. Disciplinary Information

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 The Bank of New York Mellon Corporation ("BNY Mellon"). BNY Mellon is the parent company of the Bank and the Firm. 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. The Firm 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

BNY Mellon is a Global Financial Services Company:

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, purchases or sales of ADRs, or other transactions 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.

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 to be made by us or BNY Mellon or other affiliates (e.g., reporting beneficial ownership of equity securities) or for other compliance, legal or risk management purposes, pursuant to policies and procedures of the Firm, BNY Mellon or other affiliates. This data is deemed confidential and procedures are followed to ensure that any information is utilized solely for the purposes intended.

BNY Mellon's Status as a Bank Holding Company:

BNY Mellon and its direct and indirect subsidiaries, including the Firm, 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: (1) restrict our ability to invest in that company for certain clients and/or (2) 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.

BNY Mellon Incentive Compensation Plan:

BNY Mellon has adopted an incentive compensation program ("Program") designed to:

1. Help clients understand and gain access to the full range of products and services offered by BNY Mellon and its subsidiaries; and
2. Expand and develop client relationships.

The Program promotes BNY Mellon's corporate values of Client Focus, Trust, Teamwork and Outperformance 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 employed affiliated "placement agents" including, without limitation, BNY Mellon Investment Management Australia Limited, BNY Mellon Investment Management EMEA Limited and BNY Mellon Investment Management Singapore Pte. Limited to solicit persons to invest in various funds, including the funds that we are acting as global distributor and promoter or regional distributor, as well as our separate account products. The Firm has entered into agreements with these placement agents to pay them commissions or fees for such solicitations. We are solely responsible for the payment of these commissions and fees - they will not be borne by the funds and their investors. We pay these commissions and fees out of our profits, and these payments do not increase the fees paid by the fund's investors. These financial incentives may cause the placement agents and their employees and/or salespersons to steer investors toward those funds that will generate higher commissions and fees. Please see Item 14 for more information on the compensation arrangements related to client referrals.

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 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 fund or other BNY Mellon products.

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 fund, or other dealings with a fund, that create incentives for them to promote a 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 I - 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).

When 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 our 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.

As noted in Item 4, we have arrangements with affiliated investment advisers whereby we provide trade execution services to affiliated investment advisers. In addition, we also provide services, such as client service and operational support, and be compensated pursuant to service level agreements.

We may be prohibited or limited from effecting transactions for you 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, below, for a discussion of trade aggregation issues.

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. 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 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.

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.

Other Affiliated Services

Certain corporate services, such as internal auditing, human resources, accounting, data processing, and telecommunications, etc. are provided to us by BNYMellon or affiliates. In addition, certain operational and systems support are provided to us by BNY Mellon Asset Management Operations LLC. These affiliates provide similar services to other affiliates of the Firm.

Likewise, we provide certain corporate services, administrative, operational and system supports as stated in the preceding paragraph to our affiliates.

Item 11. Code of Ethics, Participation or Interest in Client Transactions, 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 PSTP, 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.

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 have a “Precognance Compliance Officer” who maintains a “restricted list” of companies whose securities are subject to trading restrictions. This list is used by the Precognance Compliance Officer to determine whether or not to grant trading authorization;
5. The acquisition of any securities in a private placement or initial public offering requires prior written approvals;
6. With respect to transactions involving BNY Mellon 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 BNY Mellon securities within any 60 calendar day period);
7. With respect to non-BNY Mellon 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;
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;
9. In order to comply with local law and regulations, employees may be subject to additional restrictions, and the Code of Ethics may be subject to additional modifications, subject to applicable U.S. law; and
10. A copy of our Code of Ethics will be provided upon request.

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 do not engage in principal transactions.

It is our policy that neither we nor any of our officers or directors shall, as principal, buy securities for itself from, or sell securities it owns to, any client, except as permitted by law. However, we are part of a large diversified financial organization, which includes banks and broker-dealers. As a result, it is possible that a related person other than our officers and directors, may, as principal, purchase securities from, or sell securities to, our clients.

Cross Transactions:

From time to time securities to be sold on behalf of a client may be suitable for purchase by another client. In such instances, if we determine in good faith that the transaction is in the best interest of each client, then we may arrange for the securities to be transferred between the client accounts at an independently determined fair market value (a “cross trade”). Cross trades present conflicts of interest, as there may be an incentive for us to favor one client to the cross trade over the other. For example, if one client account pays performance fees to the Firm, while the other client account pays only asset-based fees, we would have a financial incentive to favor the performance fee paying account in the cross-trade. However, note that cross trades involving U.S. clients are subject to Advisers Act restrictions, and will only be undertaken by us as permitted under applicable law. We do not receive fees or commissions when making these trades.

Transactions in Same Securities:

We or our affiliates may invest in the same securities that we or our affiliates recommend to clients. 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 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.

Interests in Recommended Securities/Products:

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 the 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 with 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 our self. 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 our self. Our compliance personnel review periodic transaction reports and

holdings reports on our accounts to evaluate and assess potential harm caused by trades in our account to client accounts.

Investments by Related Persons and Employees

We and our existing and future employees, our board members, and our affiliates and their employees may from time to time invest in products managed by us. We have developed policies and procedures to address any conflicts of interest created by such investment. We are part of a large diversified financial organization that includes banks and broker-dealers. As a result, it is possible that a related person may, as principal, purchase securities or sell securities for itself that we also recommend to clients. We do permit our employees to invest for their own account within the guidelines and restrictions of the Code of Ethics, as described above. For more information, please see “Interests in Recommended Securities/Products” in this Item 11, and “Affiliated Underwriters/Trustees” in Item 10 with regard to purchases of securities in an offering where an affiliate acts as underwriter or a member of the underwriting syndicate.

Agency Transactions Involving Affiliated Brokers

Neither we nor any of our officers or directors, acting as broker or agent, effects securities transactions for compensation for any client. We are part of a large diversified financial organization that includes broker-dealers. As a result, it is possible that a related person, other than our officers and directors, may, as agent, effect securities transactions for our clients for compensation. Please also see Item 10 and Item 12 for additional information relating to affiliate arrangements and with regard to purchases of securities in an offering where an affiliate acts as underwriter or a member of the underwriting. Please also see Schedule D, Section 7A of our Form ADV Part 1 for a list of broker-dealers which are our affiliates.

Item 12. Brokerage Practices

Broker Selection:

We generally have the discretion to determine the broker or brokers through which transactions will be executed for client accounts and the commission rates that will apply. In selecting a broker for each specific transaction, the Firm will use its reasonable judgment to choose the broker most capable of providing the brokerage services necessary to obtain best available price and most favorable execution. The full range and quality of brokerage services available will be considered in making these determinations. We generally select brokers on the basis of the quality of such “brokerage services” related to the requirements of the specific transaction. For example, capable floor brokers or traders, competent block trading coverage, quality research, good communications, ability to position, retail distribution and underwriting, use of automation, research contacts, arbitrage skills, administrative ability, or provisions of market information relating to the security. The Firm will continue to make periodic evaluations of the quality of these brokerage services as provided by various firms and to measure their services against the Firm’s own standards of execution. Brokerage services will be obtained only from those firms

which meet our standards, maintain a reasonable capital position, and can, in the Firm's judgment, be expected to reliably and continuously supply these services.

We may cause client accounts to pay a broker-dealer executing securities transactions a commission higher than the commission another broker or dealer would have charged for executing that securities transaction, where we determine in good faith that the commission is reasonable in relation to the value of the brokerage and research services and products provided by such broker-dealer.

Soft Dollars – Safe Harbor:

Section 28(e) of the Securities Exchange Act of 1934 provides a safe harbor (the "Safe Harbor") that allows an adviser to use dollars generated from brokerage commissions from client transactions ("soft dollars") to pay for brokerage and research services and products provided by broker-dealers or third parties. In selection of qualified brokers to execute certain transactions, a broker or dealer may be selected that provides, along with trade execution services, proprietary or third party brokerage and research services and products. Such services and products may include:

1. models and research databases;
2. company, industry and market analysis;
3. market data;
4. security exchange pricing and news services; and
5. independent or proprietary research.

Our Soft Dollar Program:

We have a soft dollar program with respect to our U.S. clients, which means that we may place securities transactions on behalf of clients through broker-dealers that provide, along with trade execution services, brokerage and research services and products ("Research Services") as defined in the Safe Harbor. Research Services generally include, but are not limited to, analytical systems, research databases, advice as to the value of securities, reports concerning company, industry, market, asset allocation, economic and political analysis and similar research-oriented information. We expect the use of client commissions to obtain Research Services to benefit all of our clients.

The use of client commissions to obtain Research Services will also benefit us because we will not have to produce or pay for research for which we would otherwise be obligated to pay. Therefore, we will have an incentive to trade through broker-dealers who provide us soft dollars. Further, certain Research Services received may benefit:

1. certain other accounts also under our management;
2. accounts of affiliates managed by our employees who are also employees or officers of such affiliates; or

3. nondiscretionary accounts of affiliates and accounts of affiliates over which we retain investment discretion.

The Firm's investment management oversight committee reviews and approves all products and services to be paid for with soft dollars. The investment management oversight committee is comprised of representatives from the Firm's Investments, Trading, Risk and Compliance departments.

In addition, our trading desks execute trades for affiliates that may generate soft dollar credits. Any such soft dollar credits will be used to pay for Research Services that will benefit our affiliate and our affiliate's clients. We do not expect that such Research Services will benefit our clients.

Commissions:

While commission rates are individually negotiable on each trade, we have established commission rate guidelines. Actual commission rates may be higher or lower than indicated by the rate guidelines depending on the particular circumstances of a transaction including, for example, whether or not the underlying security is more or less difficult to trade relative to other securities or the quality of the execution justifies an adjustment to the commission rate or the broker commits capital or sources liquidity. In no case will an order be placed with a broker-dealer if the broker-dealer is not able, in our judgment, to provide best execution for a particular transaction.

Other Brokerage Practices Conflicts of Interest:

In addition to conflicts of interest associated with soft dollars, the following brokerage practices may lead to an actual or potential conflict of interest when selecting broker-dealers to execute client trades:

1. acting on a client's direction to use a particular broker-dealer; and
2. using affiliated broker-dealers; and
3. receiving client referrals from a broker-dealer.

Brokerage for Client Referrals:

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

Trading Policies; Affiliated Brokers and Approved Broker List:

We maintain an Approved Broker List for various types of transactions from which we select broker-dealers and other counterparties to effect transactions for client accounts. As a general matter, we will not execute transactions through affiliated broker-dealers when we have the discretion to select the broker-dealer (unless restricted by agreement, law or regulation), except for engaging affiliated counterparties in the execution of FX spot transactions. We have

established the investment management oversight committee, which is responsible for evaluating our trade management policies and procedures and for making recommendations, when appropriate, to senior management to improve our trading practices and to mitigate conflicts of interests. When evaluating trading policies, procedures and broker-dealer selection, the investment management oversight committee may consider relevant factors such as changes in market forces, market fragmentation, liquidity and commission rates. The investment management oversight committee meets on a regular basis and consists of appropriate senior professionals from investments, trading, risk and compliance.

Directed Brokerage:

We may accept direction from a client to place trades for a client's account with a particular broker-dealer. At times, a client will 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 effects for other accounts we manages 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. Directing brokerage may cost clients more money.

Due to the directed brokerage arrangements that a number of our clients have in place, the overall Firm-wide commission rates may be higher than they otherwise would be if we did not participate in any client-directed brokerage programs.

Trade Allocations; Aggregation of Orders:

We have adopted a policy designed to ensure fair treatment of all portfolios in situations where two or more portfolios concurrently seek to buy or sell the same securities. In the best interest of the clients and for the sake of efficiency and to achieve a better overall execution result, generally we will seek to aggregate orders for the same security that are placed concurrently by a portfolio manager(s) for client accounts when these orders are routed through the same trading system. We operate multiple trading desks that execute trades for client accounts managed by the Firm or on behalf of the Firm's affiliated investment advisers, through different trading systems. We will not aggregate purchase and sell orders for the same security placed concurrently when those orders are routed through different trading systems.

When it is possible to aggregate orders, the decision as to whether or not to aggregate particular orders is made by the Firm, in the exercise of its discretion in the best interest of affected clients. There are occasions when we will determine not to aggregate orders even when there are orders for the same security that are routed concurrently through the same trading system. For example, certain portfolio risk factors (such as when a rebalancing requires special treatment in order to keep factors such as cash and other asset weightings continuously aligned) will affect the decision as to whether or not it is appropriate to aggregate a trade. There may also be cases when a larger aggregated trade is more likely to adversely impact pricing than smaller separate trades.

An aggregated trade is generally allocated among its participants on a pro rata basis when it is only partially filled. However, the policy recognizes that no rigid formula will always lead to a fair and reasonable result, and that a degree of flexibility to adjust to specific circumstances is necessary. Therefore, for example, under certain circumstances, allocation on a basis other than strictly pro rata is permitted if it is believed that such allocation is fair and reasonable to all of the accounts that are participated in the order.

The Firm's Head of Trading is responsible for overseeing the activities of all of the trading desks operated by the Firm. The Head of Trading supervises the traders of each trading desk, including the overall manner in which trades are executed, to seek to ensure that trades being executed on behalf of the clients of the Firm and its affiliated investment advisers are done fairly over time and that best execution is being achieved.

IPOs:

We may enter orders to participate in initial public offerings ("IPOs"). The Firm, in deciding allocation of an IPO among its clients, will generally allocate a partial fill on a pro rata basis. If the allocation to an account is de minimis, the portfolio manager may decide to reallocate to the other participating clients in a fair and equitable manner. Any deviation from the pro rata distribution procedure for IPOs must be approved in writing by the Chief Compliance Officer and the Head of Investment prior to the allocation taking place.

Item 13. Review of Accounts

Our Portfolio Managers review client accounts continuously to ensure that all accounts are managed in a consistent manner within each strategy, and that we adhere to specific client/portfolio guidelines.

In addition, written transaction reports and performance summaries are provided to clients on a monthly or quarterly basis, depending on the client's preference. These reports generally include all assets held, account holdings and market price, performance and general market conditions.

We may also provide periodic reports in custom formats to address the specific needs of clients as facilitated by the Client Services Department. The Firm may also hold periodic conference calls with clients to provide an overview of account performance and general market updates.

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 us will be paid solely by us. 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 us or our affiliates. Such services, if any, will be provided at competitive rates.

Affiliated Solicitors and Placement Agents:

We pay distribution 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”). As a member of BNY Mellon Investment Management, 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 multiple 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 have the ability to deduct fees from client custodial accounts and client funds or securities are held by a related person of the Firm.

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.

The Firm will rely upon this exemption to avoid a surprise audit for certain clients.

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."

The Firm 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 deemed to have custody of the assets of clients formed as pooled investment vehicles will not be subject to the Surprise Exam Requirement, provided 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) at the end of the fiscal year.

The Firm will rely upon this exemption to avoid a surprise audit for certain clients.

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 will accept discretionary investment authority over client assets, and clients must grant this discretionary authority to us in writing via a contract, power of attorney and/or through an appointment to become the investment adviser of a private fund. In all cases, however, 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 upon our agreement to abide by them, we will adhere to such guidelines and restrictions when making investment decisions.

Item 17. Voting Client Securities

The Firm has adopted policies for voting proxies for client securities which apply to clients who have given us, through the investment advisory agreement, authority to vote proxies on their behalves. The Firm's proxy voting policy and procedures are intended to give precedence to its clients' best interests. Additionally, in voting proxies, the Firm seeks to ensure that it votes proxies in accordance with applicable client investment guidelines, as well as consistently among portfolios having similar investment guidelines and objectives and investing in the same issuers. The Firm has engaged an independent proxy advisor to provide proxy research, guidance and reporting. Proxy voting is based on research and recommendations provided by the independent proxy advisor and our internal research.

The Firm's policies and procedures do not mandate that the Firm vote every client proxy that it receives. There may be circumstances when refraining from voting a proxy is in a client's best interest.

In certain instances, a conflict of interest may arise when the Firm votes a proxy. For example, the Firm, or one of its affiliates, may manage an issuer's retirement plan or an employee of the Firm may have a business relationship that has the potential to affect how the Firm votes a proxy. When voting proxies, the Firm will not put its own interests ahead of a client's interest at any time, and will resolve any potential conflicts between its interests and those of its clients that arise in voting proxies in favor of its clients. The Firm's portfolio management, in consultation with Compliance, will be primarily responsible for determining whether a conflict of interest exists in connection with any client proxy vote. Conflicts of interest will be addressed and resolved in accordance with the Firm's relevant policies, including BNY Mellon's Code of Conduct, which governs managing conflicts of interest.

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 eliminate or mitigate any such conflict. Accordingly, Employees 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.

Clients may receive a copy of the Firm's proxy voting policies and procedures upon request. Clients may also receive information on how we have voted proxies their accounts for the past five years by contacting the Firm's Chief Compliance Officer during regular business hours, via email or telephone.

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, however, have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to our clients and have never been the subject of a bankruptcy proceeding.

Item 19. Additional Supplemental Information

Class Actions: Litigation

It is our policy that we do not advise, initiate or take any other action on behalf of our U.S. clients relating to securities held in the clients' accounts managed by us in any legal proceeding (including, without limitation, class actions, class action settlements and bankruptcies). We do not file proofs of claims relating to securities held in the client's account and do 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.