

Mirova US LLC

888 Boylston Street
Boston, MA 02199-8197
(212) 632-2803

Part 2A of Form ADV: Firm Brochure
February 1, 2019

This brochure provides information about the qualifications and business practices of Mirova US LLC (“Mirova US” or the “Adviser”). If you have any questions about the contents of this brochure, please contact us at (212) 632-2803. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about Mirova US also is available on the SEC’s website at www.adviserinfo.sec.gov. An investment adviser’s registration with the SEC does not imply a certain level of skill or training.

Item 2. Material Changes

Item 2 is not currently applicable to Mirova US LLC.

Table of Contents

Item 1: Cover Page.....	1
Item 2. Material Changes.....	2
Item 3. Table of Contents.....	3
Item 4. Advisory Business	4
Item 5. Fees and Compensation	5
Item 6. Performance-Based Fees and Side-By-Side Management	6
Item 7. Types of Clients.....	6
Item 8. Methods of Analysis, Investment Strategies and Risk of Loss	9
Item 9. Disciplinary Information	21
Item 10. Other Financial Industry Activities and Affiliations	21
Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	22
Item 12. Brokerage Practices	34
Item 13. Review of Accounts.....	38
Item 14. Client Referrals and Other Compensation.....	38
Item 15. Custody.....	39
Item 16. Investment Discretion.....	39
Item 17. Voting Client Securities.....	40
Item 18. Financial Information	41
Item 19. Requirements for State-Registered Advisers.....	41

Item 4. Advisory Business

The Advisory Firm

Mirova US LLC (“Mirova US” or the Adviser”), a Delaware limited liability company, is a Boston-based investment management firm established in 2018.

As of March 29, 2019, Mirova US is wholly owned by Mirova (“Mirova Paris”), an indirect subsidiary of Natixis Investment Managers (“Natixis IM”), an international asset management group based in Paris, France. Natixis IM is in turn owned by Natixis, a French investment banking and financial services firm. Natixis is principally owned by BPCE, France’s second largest banking group.

Responsible investment has been an area of focus for Natixis IM for 30 years. In May 2012, its affiliate, Ostrum Asset Management affirmed its strategic priorities by reorganizing its activity around six areas of expertise to meet the increasing needs of its clients in terms of tailor-made investment solutions and innovation. Mirova thus became the Responsible Investment division of Ostrum Asset Management. On December 31, 2013, Mirova was established as an investment manager wholly, indirectly owned by Natixis IM.

Mirova US expects to utilize Natixis Asset Management Finance S.A. (“Namfi”) as a Participating Affiliate (as defined below) for trading expertise. Namfi is indirectly wholly owned by Natixis IM and was created in 2009 with the purpose of providing dealing services for portfolio managers.

Participating Affiliate Structure

Mirova US expects to provide access to investment solutions that benefit from the extensive resources of a leading European asset management group, and the expertise of specialized investment teams. Mirova US expects to enter into personnel-sharing arrangements with two Paris-based affiliates (Mirova Paris and Namfi (together, the “Participating Affiliates”)) that, like the Adviser, are a part of Natixis IM. Pursuant to this arrangement, certain employees of the Participating Affiliates will serve as “Associated Persons” of the Adviser and, in this capacity, are subject to the oversight of the Adviser and its Chief Compliance Officer (“CCO”). These Associated Persons may, on behalf of the Adviser, participate in providing discretionary investment management services (including acting as portfolio managers and traders), research and related services to clients of the Adviser. The Participating Affiliates are not registered as investment advisers with the SEC. The personnel-sharing arrangement is based on no-action letters of the staff of the SEC that permit an SEC-registered investment adviser to rely on and use the resources of advisory affiliates, subject to the supervision of the SEC-registered investment adviser and certain other technical conditions to the relief. In connection with each Participating Affiliate’s provision of services to the Adviser, the respective Participating Affiliate will appoint the Adviser as its agent for service of process within the jurisdiction of the United States. Trading professionals at Namfi who send trades to brokers on behalf of Mirova US clients are expected to be overseen as Associated Persons of Mirova US.

The Advisory Services

Mirova is totally dedicated to sustainable investing, with an aim to combine impact and performance, across a large product offering for investment solutions including Equity, Bonds, Infrastructures as well as social impact investing operating in France (through Mirova US's parent company, Mirova Paris) and in the US through Mirova US, which is expected to focus on Equities and Bonds.

Tailoring Advice

Mirova US will determine whether and how to tailor advisory services to the individual needs of a client on a case-by-case basis, including what restrictions a client may impose, if any, on certain securities or types of securities in which Mirova US may invest on behalf of the client. With respect to such tailoring for current clients, will be found in the contracts of the clients and/or the prospectuses for the funds advised by Mirova US.

Clients

Utilizing investment professionals from Mirova US and/or any Participating Affiliate, Mirova US anticipates entering into investment advisory arrangements with pooled investment vehicles, mutual funds, exchange-traded funds and separate accounts for both US and non-US clients. Mirova US anticipates advising and subadvising US mutual funds and non-US registered funds. Additionally, Mirova US anticipates providing model portfolio delivery to a wrap fee program, which it is anticipated would not take into account for assets under management. See Item 7 for more information on the Adviser's anticipated participation in wrap fee programs.

The Adviser has not yet commenced business operations but anticipates that it will begin to provide services after its registration with the SEC as an investment adviser under the Investment Advisers Act of 1940, as amended, becomes effective. As of December 31, 2019, the Adviser managed a total of \$0 million of client assets on a discretionary basis and \$0 million of client assets on a non-discretionary basis.

Item 5. Fees and Compensation

As compensation for the investment advisory services rendered, the Adviser anticipates receiving advisory fees (the "Advisory Fees") pursuant to investment advisory agreements with each client that Mirova US advises or sub-advises. The Advisory Fees are expected to be calculated based on a percentage of average daily net assets and the details of the Advisory Fees for registered funds will be publicly available in such funds' registration statements.

The Advisory Fees payable to the Adviser are expected to be negotiable and thus may vary under investment advisory agreements with other clients. To the extent provided in a client's investment advisory agreement, the Adviser may pay out of advisory fees certain operating expenses, including expenses on account of rent, utilities, office supplies, office equipment, travel, entertainment, compensation of its members, principals and employees and other routine administrative expenses relating to the services and facilities provided by the Adviser to the client. The client may bear certain other expenses relating to it, including without limitation legal, accounting, audit, brokerage, custody, transfer, registration, trustees' fees, directors' and officers'

insurance, interest, taxes and extraordinary expenses, and other similar fees and expenses, as well as any other fees or expenses incurred by the Adviser or the client that are not specifically set forth in the client's investment advisory agreement as being paid by the Adviser. Expenses that would otherwise be payable by the Adviser may be reduced through the use of "soft" or commission dollars, as discussed in Item 12 below.

When a broker is used in connection with an investment by a client, the client will incur brokerage and other transaction costs. For additional information regarding brokerage practices, please see Item 12 below.

As discussed above under Item 4, the Adviser expects to enter into personnel-sharing arrangements with the Participating Affiliates under which the Associated Persons of the Adviser participate in providing discretionary investment management services (including portfolio management and trading expertise), research and related services, on behalf of the Adviser, to clients of the Adviser. Pursuant to this arrangement, the Adviser will compensate the applicable Participating Affiliate based on the value of the services provided by the Associated Persons, provided that such compensation will not be a function of the accumulated time, if any, spent by any such Associated Person in providing services to a client on behalf of the Adviser, and that the Associated Persons will not be compensated by the Adviser, but by the respective Participating Affiliate, their employer.

Advisory Fees for discretionary accounts are expected to be typically be deducted from client assets and, for non-discretionary accounts and sub-advised accounts, are typically to be billed to the client. Billing procedures also may vary across client accounts and will be addressed in each client's investment advisory agreement. Similarly, specific payment and repayment arrangements that may arise upon termination of a client's investment advisory agreement will, if applicable, be addressed in the client's investment advisory agreement, along with the specific terms defining which of the client's expenses will be paid by the Adviser out of the advisory fee or by the client.

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

The Adviser anticipated accepting performance-based fees from certain non-US clients. The Adviser and Participating Affiliates expect to manage both accounts that are charged for performance-based compensation and accounts that are charged other types of compensation (e.g., asset-based fees). Additionally, the Adviser may charge for performance-based compensation where such arrangements are acceptable to the client and permitted under applicable laws and regulations. For additional information regarding fees and compensation for investment advisory services, see Item 5 above. For additional information about the Adviser's policies and procedures to address potential conflicts that may arise as a result of managing both accounts with asset-based fees and accounts with performance compensation, see Item 11 below.

Item 7. Types of Clients

As of the date of this filing, the Adviser anticipates providing investment advisory services to registered US and non-US funds and providing a model to account advisers of unified managed

accounts. With respect to any client that is a pooled investment vehicle, investment advice will be provided directly to the pooled investment vehicle and not individually to its investors.

Investment minimums for investors will be set forth in the applicable registration statements, in the case of registered fund clients, and in advisory agreements and/or offering documentation, in the case of private fund clients. Separately managed accounts and wrap programs are subject to their own investment minimums and minimum account sizes.

Wrap/Model Delivery Programs

The Adviser, in reliance on a Participating Affiliate, expects to provide non-discretionary investment advisory services to a wrap program provider and expects that it may in the future act as subadviser to wrap program providers (each, a “Wrap Provider”). Additionally, the Adviser provides expects to provide non-discretionary investment advisory services to an affiliate (Natixis Advisors, L.P.) that may then provide the model to other clients, including wrap program providers. Under these arrangements, the Wrap Provider may provide the investment expertise of the Adviser, which may act as subadviser with respect to certain investment styles (“Investment Products”) normally offered and available only to institutional and high net worth clients (or by a Participating Affiliate to clients of a Participating Affiliate).

Under an investment subadvisory agreement with a Wrap Provider, the Adviser may provide model investment portfolios (“Model Portfolios”) containing the Adviser’s then-current judgment as to the composition of a portfolio of securities that may appropriately be purchased for the Investment Product. The recommendations implicit in the Model Portfolios may reflect (but are not necessarily the same as) the investment recommendations and decisions being made by the Adviser for its pooled institutional and other clients within the same Investment Product (or by the Participating Affiliate for its clients). There may be differences between the Model Portfolios provided by the Adviser and recommendations or decisions made by the Adviser for its client accounts (or by a Participating Affiliate for its clients) resulting from, among other things, differences in cash availability, investment restrictions, account sizes and other factors. Likewise, the performance of the Adviser’s client accounts (or by a Participating Affiliate for its clients) and that of the Wrap Providers’ clients using the same Investment Product may differ for these and other reasons.

Under these arrangements, it is expected that the Wrap Provider will pay a fee to the Adviser based on the assets under the Wrap Provider’s management (or to Natixis Advisors, L.P., which a portion of is then paid to the Adviser). The fee paid to the Adviser is expected to be indirectly a portion of the wrap program fee. With respect to delivery of Model Portfolios, the fee paid to the Adviser is expected to be based on the value of assets in each Investment Product for which the Adviser provides Model Portfolios and will be set forth in the applicable advisory agreement with the Wrap Provider.

Although the Adviser may provide Model Portfolios, the Wrap Provider will generally have the ultimate decision making and discretionary responsibility for determining which securities are to be purchased and sold for its clients’ accounts. In most cases, however, it is expected that the Wrap Provider will approve the recommendations implicit in the Model Portfolio provided by the Adviser, subject only to differences resulting from individual investment guidelines or cash, tax

or other needs of its clients. To assist the Wrap Provider in implementing the recommendations implicit in the Model Portfolio, the Adviser in certain instances may place orders to buy or sell securities on the Wrap Provider's behalf and at the direction of the Wrap Provider.

Unlike other client accounts, wrap and model delivery programs generally do not generate brokerage commissions that the Adviser may use to pay for research and research services (i.e., soft dollars). However, these programs may benefit from the research and research services that are used by the Adviser to assist it in its investment decision-making process, including the research and research services acquired with commissions generated by other client accounts of the Adviser or the Participating Affiliates. Therefore, except as described below, the Model Portfolios, and updates thereto, may be provided to the Wrap Provider after the model portfolio adjustments have been implemented for the Adviser's or the Participating Affiliate's other client accounts in the same Investment Product. In such instances, the Wrap Provider clients may trade at prices that are lower or higher than the Adviser's (or the Participating Affiliate's) other client accounts.

Notwithstanding the foregoing, there may also be times (such as if Model Portfolios are provided to Wrap Providers at the same time as the model portfolio adjustments are being implemented for the Adviser's or the Participating Affiliate's other client accounts) where the Wrap Provider will execute client transactions that may compete with similar transactions that are directed by the Adviser or the Participating Affiliates for its client accounts in the same Investment Product at the same time, thereby possibly adversely affecting the price, amount or other terms of the trade execution for some or all of the accounts. Any effect of substantially contemporaneous market activities is likely to be most pronounced when the supply or liquidity of the security is limited. Clients of the Wrap Provider should refer to their particular documentation for additional information regarding transactions for their account.

When determining whether to participate in a wrap program, a prospective Wrap Program client should consider whether participation in the wrap program will cost the client more or less than purchasing the wrap program services separately (depending on such factors as the amount of the wrap fee, the type and size of the account, the type of assets to be purchased for the account, the historical and/or expected size and number of trades for the account, the value the client attributes to monitoring, custodial and other services that may be provided pursuant to the wrap program, and the value the client places on having access to the particular investment advisers participating in the wrap program). A prospective Wrap Program client should also understand that the Adviser will not negotiate brokerage commissions with the program broker with respect to transactions effected for the wrap program client's account since those brokerage commissions are normally included in the wrap fee. The program broker may charge higher commissions, or may provide less advantageous execution of transactions, than if the Adviser selected the broker or dealer to execute the transactions or negotiated the commissions. Details of any such wrap program are set forth in the program documents relating to the particular wrap program.

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

Below are the methods and investment strategies expected to be offered by the Adviser. Please note that a client may ask for a strategy to be altered for such client, which may lead to additional risks not mentioned herein and different investment strategies than are mentioned below.

Methods of Analysis and Investment Strategies: Mirova Division

Mirova Global Sustainable Equity Strategy:

The Adviser may use the following methods and strategies in formulating investment decisions and recommendations for the Mirova Global Sustainable Equity Strategy:

The Adviser seeks long-term capital appreciation. Under normal circumstances, the Adviser invests at least 80% of its assets in equity securities, which may include common stocks, preferred stocks, depositary receipts and real estate investment trusts (“REITS”). The Adviser invests in securities of companies located in no fewer than three countries, which may include the U.S. Under normal circumstances, the Adviser will invest at least 40% of its assets in securities of companies located outside the U.S. and the Adviser may invest up to 25% of its assets in securities of companies located in emerging markets. Emerging markets are economies that the Adviser believes are not generally recognized to be fully developed markets, as measured by gross national income, financial market infrastructure, market capitalization and/or other factors. The Adviser may invest in growth and value companies of any size and may also invest in initial public offerings. The Adviser pursues the investment goal by investing in equity securities of companies that it expects will benefit from major long-term global trends.

The Adviser believes that there are several long-term trends that can reshape the world now and in the future. These trends include those that are demographic in nature, such as population growth and an aging population, and others that are more socioeconomic, such as urbanization, evolving consumption in emerging markets and a changing global financial model. In addition, there are environmental trends such as climate change and natural resource depletion, as well as trends driven by technological innovation. In selecting companies to invest in, the Adviser focuses on providers of solutions to the issues arising from these trends, as well as companies that provide products and services that address or are otherwise aligned with these trends and the need to create a more sustainable world.

The Adviser selects securities based on an in-depth fundamental analysis of companies combining qualitative, financial and environmental, social and governance (“ESG”) considerations. The Adviser emphasizes company-specific positive selection criteria over broad-based negative screens in assessing ESG practices. This means that the Adviser’s research process is designed to prioritize investments in companies which show good ESG practices and whose products and services help create a more sustainable world, rather than merely excluding companies which the Adviser believes show poor ESG practices.

Nevertheless, as ESG criteria are integrated in the risk management process, the Adviser also seeks to avoid investing in companies that do not comply with the Adviser’s minimum ESG standards.

In deciding which securities to buy and sell, the Adviser generally seeks to invest in securities of companies that:

- relate to sustainable development themes derived from long-term global trends, providing solutions to address issues related to energy, mobility, building and cities, management of natural resources, consumption, healthcare, information technology or finance;
- demonstrate adherence to ESG practices, with respect to such issues as fair labor, anti-corruption, human rights, fair business practices and mitigation of environmental impact;
- have strong fundamentals, including sustainable business models, competitive positioning, effective management teams, acceptable risk profiles, and long-term growth potential; and
- offer attractive valuations.

In determining whether or not a company's risk profile is acceptable, the Adviser seeks to evaluate risks that may affect share price in the long-term, such as market, environmental, exchange rate, political, and reputation risks, among others. If the risk profile of a company is too high, the investment team may decide not to invest and/or sell a security and look for alternatives.

It is expected that the Adviser's views on long-term global trends and sustainable development themes will evolve over time.

Mirova Global Sustainable Equity ADR Strategy:

The Adviser may use the following methods and strategies in formulating investment decisions and recommendations for the Mirova Global Sustainable Equity ADR Strategy:

This strategy focuses on equity securities of companies that the Adviser expects will benefit from major long-term global trends such as, among others, climate change, natural resources depletion, and population growth and movement. In selecting companies to invest in, Mirova US focuses on providers of solutions to the issues arising from these trends, as well as companies that provide products and services that address or are otherwise aligned with these trends. Mirova US selects securities based on an in-depth fundamental analysis of companies combining qualitative, financial and ESG considerations. In deciding which securities to buy and sell, Mirova US generally seeks to invest in securities of companies that relate to sustainable development themes derived from long-term global trends, demonstrate adherence to ESG practices, have strong fundamentals, and offer attractive valuations. The segment invests both in securities of U.S. issuers and in securities of non-U.S. issuers, including investments through American Depositary Receipts ("ADRs").

Mirova Carbon Neutral U.S. Equity Strategy:

The Adviser may use the following methods and strategies in formulating investment decisions and recommendations for the Mirova Carbon Neutral U.S. Equity Strategy:

The Adviser invests in equity securities within a universe comprised of large capitalization U.S. equity securities and additional "green" stocks that Mirova US believes to be beneficiaries of the transition to a less carbon-centric economy. Mirova US selects securities from this universe that it believes demonstrate acceptable positive practices with regard to carbon footprint and ESG considerations. Mirova US uses a third-party service provider to assess the carbon footprint of companies in the investment universe and to determine a baseline threshold of acceptable impact on carbon emissions, taking into account both a company's carbon emissions and the carbon

emissions that a company's products and services help to avoid. The portfolio managers then attempt to construct a carbon neutral portfolio (a portfolio for which total emissions do not exceed the emissions avoided by using the portfolio companies' products and services), which aims to outperform its benchmark, the S&P 500® Index, while matching the risk characteristics of the S&P 500® Index as closely as possible given a variety of constraints such as carbon impact, ESG criteria, active management of the "green" stocks and turnover. The portfolio managers may sell a security if its carbon footprint is no longer within acceptable parameters, if its ESG criteria deteriorate, if another opportunity is more attractive, to reduce tracking error relative to the S&P 500® Index or for risk management purposes.

Global Green Bond Strategy:

The Adviser may use the following methods and strategies in formulating investment decisions and recommendations for the Global Green Bond Strategy:

Under normal circumstances, the Adviser invests at least 80% of a portfolio's net assets (plus any borrowings made for investment purposes) in "green bonds." "Green bonds" are bonds and notes all of the proceeds of which are used to finance projects that the Adviser believes will have a positive environmental impact. The Adviser invests in securities of issuers located in no fewer than three countries, which may include the U.S. Under normal circumstances, the Adviser will invest at least 40% of the portfolio's assets in securities of issuers located outside the U.S. and the Adviser may invest up to 20% of the portfolio's assets in securities of issuers located in emerging markets. The Adviser considers an issuer to be located outside the U.S. if its head office is located outside the U.S. Emerging markets are economies that the Adviser believes are not generally recognized to be fully developed markets, as measured by gross national income, financial market infrastructure, market capitalization and/or other factors. The Adviser may invest up to 20% of the portfolio's assets, at the time of purchase, in securities rated below investment grade (i.e., none of the three major ratings agencies (Moody's Investors Services, Inc., Fitch Investor Services, Inc. or S&P Global Ratings) have rated the securities in one of their top four ratings categories) (commonly known as "junk bonds"), or, if unrated, securities determined by the Adviser to be of comparable quality. The Adviser may invest in bonds of any maturity and expects that under normal circumstances the modified duration of its portfolio will range between 0 and 10. This flexibility is intended to allow the portfolio managers to reposition the portfolio to take advantage of significant interest rate movements. Performance is expected to derive primarily from security selection and duration is not expected to be a major source of excess return relative to the benchmark. The Adviser primarily invests in fixed-income securities issued by companies, banks, supranational entities, development banks, agencies, regions and governments.

In deciding which securities to buy and sell, the Adviser selects securities based on their financial valuation profile and an analysis of the global environmental, social and governance ("ESG") impact of the issuer or the projects funded with the securities. Following the evaluation of a security, the portfolio managers value the security based, among other factors, on what they believe is a fair spread for the issue relative to comparable government securities, as well as historical and expected default and recovery rates. The portfolio managers will re-evaluate and possibly sell a security if there is a deterioration of its ESG quality and/or financial rating, among other reasons. Green bonds are usually issued to finance specific projects intended to generate an environmental benefit while offering potential market return in the same manner as other "conventional" fixed

income securities. Beyond fundamental security analysis, the Adviser independently analyzes each green bond it selects along the following lines:

- Use of Proceeds: legal documentation specifies that proceeds will be used to finance or refinance projects with a positive environmental impact, such as projects relating to climate change, preservation of resources, pollution prevention or mitigation and biodiversity.
- Impact on Sustainable Opportunity: quality of the environmental impact of the project is analyzed. Four evaluation levels have been defined with respect to the positive environmental impact: High, Significant, Low or No, and Negative. Only issues that the Adviser believes will have a High or Significant positive environmental impact can qualify.
- Risk Evaluation: an analysis of the general practices of the issuer and of the management of the environmental and social risks during the life cycle of the projects.
- Reporting: issuer should provide regular reports on the use of proceeds. This reporting will also be used to reevaluate all other aspects of the Adviser's analysis as described above. The Adviser monitors developments in the global green bond market and may revise the above criteria in the future.

In connection with its principal investment strategies, the Adviser may also invest in securities issued pursuant to Rule 144A under the Securities Act of 1933 ("Rule 144A securities"), municipal securities, mortgage-related and asset-backed securities, debt-linked and equity-linked securities, hybrid instruments and futures, forwards and foreign currency transactions for hedging and investment purposes. Except as provided above or as required by applicable law, the Adviser is not limited in the percentage of the portfolio's assets that it may invest in these instruments. The Adviser generally attempts to hedge the foreign currency risk, though there is no guarantee its attempts to hedge all foreign currency risk will be successful.

The portfolio is non-diversified, which means that it may invest a greater percentage of its assets in a particular issuer and may invest in fewer issuers. Because the Adviser may invest in the securities of a limited number of issuers, an investment in a portfolio managed according to this strategy may involve a higher degree of risk than would be present in a diversified portfolio.

Additional Strategies:

With respect to other clients that may engage Mirova US as an investment adviser for Mirova strategies in the future, Mirova US will determine other methods and strategies in formulating investment decisions and recommendations to such clients on a case by case basis.

Principal Risks: All Strategies

The material risks associated with the Adviser's anticipated investment strategies are set forth below. Investing in securities involves risk of loss that clients of the Adviser should be prepared to bear; however, clients should be aware that not all of the risks listed below will pertain to every client account as certain risks may only apply to certain investment strategies. The term "portfolio" below may refer to one or more pooled investment vehicles or separately managed accounts advised by the Adviser or both. The risks listed below are not intended to be a complete description or enumeration of the risks associated with the Adviser's investment strategies.

Agency Securities Risk: Agency securities are subject to fixed-income securities risk. Certain debt securities issued or guaranteed by agencies of the U.S. government are guaranteed as to the

payment of principal and interest by the relevant entity but have not been backed by the full faith and credit of the U.S. government. Instead, they have been supported only by the discretionary authority of the U.S. government to purchase the agency's obligations. An event affecting the guaranteeing entity could adversely affect the payment of principal or interest or both on the security and, therefore, these types of securities should be considered to be riskier than U.S. government securities.

Allocation and Correlation Risk: This is the risk that the Adviser's judgments about, and allocations between, asset classes and market exposures may adversely affect the portfolio's performance. This risk can be increased by the use of derivatives to increase allocations to various market exposures. This is because derivatives can create investment leverage, which will magnify the impact to the portfolio of its investment in any underperforming market exposure.

Authorized Participant Concentration Risk (applicable to exchange traded funds only): Only an authorized participant ("Authorized Participant") may engage in creation or redemption transactions directly with an exchange-traded fund (ETF). An ETF has a limited number of institutions that act as Authorized Participants, none of which are or will be obligated to engage in creation or redemption transactions. To the extent that these institutions exit the business or are unable to proceed with creation and/or redemption orders with respect to the ETF and no other Authorized Participant is able to step forward to create or redeem Creation Units, Fund shares may trade at a discount to net asset value ("NAV") and possibly face trading halts and/or delisting

Below Investment Grade Fixed-Income Securities Risk: The Adviser's investments in below investment grade fixed-income securities, also known as "junk bonds," may be subject to greater risks than other fixed-income securities, including being subject to greater levels of interest rate risk, credit risk (including a greater risk of default) and liquidity risk. The ability of the issuer to make principal and interest payments is predominantly speculative for below investment grade fixed-income securities.

Credit/Counterparty Risk: Credit/counterparty risk is the risk that the issuer or guarantor of a fixed-income security, or the counterparty to a derivatives or other transaction, will be unable or unwilling to make timely payments of interest or principal or to otherwise honor its obligations. A portfolio will be subject to credit risks with respect to the counterparties of such transactions. Many of the protections afforded to participants on organized exchanges, such as the performance guarantee of an exchange clearinghouse, are not available in connection with over-the-counter ("OTC") derivatives transactions, such as foreign currency transactions. As a result, when the Adviser enters into OTC derivative transactions on behalf of the portfolio, such as foreign currency transactions, the portfolio will be subject to the risk that its counterparties will not perform their obligations under the transactions and that the portfolio will sustain losses or be unable to realize gains. Additionally, when the Adviser enters into cleared derivatives transactions, the portfolio will be subject to the credit risk of the clearinghouse and clearing member through which it holds its cleared position, rather than the credit risk of its original counterparty to the derivatives transaction.

Currency Risk: Fluctuations in the exchange rates between different currencies may negatively affect an investment. A portfolio may be subject to currency risk because the Adviser may invest

in currency-related instruments and may invest in securities or other instruments denominated in, that generate income denominated in, foreign currencies. The Adviser may elect not to hedge currency risk, or may hedge such risk imperfectly, which may cause a portfolio to incur losses that would not have been incurred had the risk been hedged.

Cybersecurity and Technology Risk: The Adviser, its service providers, and other market participants increasingly depend on complex information technology and communications systems, which are subject to a number of different threats and risks that could adversely affect a portfolio or a client. These risks include, among others, theft, misuse, and improper release of confidential or highly sensitive information relating to a client or its account, as well as compromises or failures to systems, networks, devices and applications relating to the operations of the Adviser and its service providers. Power outages, natural disasters, equipment malfunctions and processing errors that threaten these systems, as well as market events that occur at a pace that overloads these systems, may also disrupt business operations or impact critical data. Cybersecurity and other operational and technology issues may result in financial losses to a client or its account, impede business transactions, violate privacy and other laws, subject a client or its account to certain regulatory penalties and reputational damage, and increase compliance costs and expenses. Although the Adviser has developed processes and risk management systems designed to reduce these risks, the Adviser does not directly control the cybersecurity defenses, operational and technology plans and systems of their service providers, financial intermediaries and companies in which it invests on behalf of clients or with which it does business.

Deregistered Securities: The portfolio may hold securities that have been deregistered subsequent to being purchased by the portfolio. Such securities may be subject to substantial holding periods or may not be traded in public markets. Such securities generally are difficult or impossible to sell at prices comparable to the market prices of similar securities that are publicly traded or not subject to restrictions on resale. No assurance can be given that any such securities will resume trading on a public market even if a public market for securities of the same class were to develop.

Derivatives Risk: Derivative instruments (such as those in which the Adviser may invest on behalf of a portfolio, including futures, forward contracts, swaps (including credit default swaps), foreign currency transactions and options) are subject to changes in the value of the underlying assets or indices on which such instruments are based. There is no guarantee that the use of derivatives will be effective or that suitable transactions will be available. Even a small investment in derivatives may give rise to leverage risk and can have a significant impact on the portfolio's exposure to securities market values, interest rates or currency exchange rates. It is possible that the portfolio's liquid assets may be insufficient to support its obligations under its derivatives positions. The use of derivatives for other than hedging purposes may be considered a speculative activity, and involves greater risks than are involved in hedging. The use of derivatives may cause the portfolio to incur losses greater than those that would have occurred had derivatives not been used. The Adviser's use of derivatives, such as futures, forward contracts, swap transactions, foreign currency transactions and options, involves other risks, such as credit risk relating to the other part to a derivative contract (which is greater for forward currency contracts, swaps and other OTC derivatives), the risk of difficulties in pricing and valuation, the risk that changes in the value of a derivative may not correlate as expected with changes in the value of relevant assets, rates or indices, liquidity risk, allocation risk, and the risk of losing more than the initial margin required to initiate derivatives positions. There is also the risk that the Adviser may be unable to terminate

or sell a derivatives position at an advantageous time or price. The portfolio's derivative counterparties may experience financial difficulties or otherwise be unwilling or unable to honor their obligations, possibly resulting in losses to the portfolio.

Emerging Markets Risk: In addition to the risks of investing in foreign investments generally, emerging markets investments are subject to greater risks arising from political or economic instability, nationalization or confiscatory taxation, currency exchange restrictions, sanctions by the U.S. government and an issuer's unwillingness or inability to make principal or interest payments on its obligations. Emerging markets companies may be smaller and have shorter operating histories than companies in developed markets.

Equity Securities Risk: The value of the portfolio's investments in equity securities could be subject to unpredictable declines in the value of individual securities and periods of below-average performance in individual securities or in the equity market as a whole. Securities issued in IPOs tend to involve greater market risk than other equity securities due, in part, to public perception and the lack of publicly available information and trading history. Growth stocks are generally more sensitive to market movements than other types of stocks primarily because their stock prices are based heavily on future expectations. If the Adviser's assessment of the prospects for a company's growth is wrong, or if the Adviser's judgment of how other investors will value the company's growth is wrong, then the price of the company's stock may fall or not approach the value that the Adviser has placed on it. Value stocks can perform differently from the market as a whole and from other types of stocks. Value stocks also present the risk that their lower valuations fairly reflect their business prospects and that investors will not agree that the stocks represent favorable investment opportunities, and they may fall out of favor with investors and underperform growth stocks during any given period. Growth stocks are generally more sensitive to market movements than other types of stocks primarily because their stock prices are based heavily on future expectations. If the Adviser's assessment of the prospects for a company's growth is wrong, or if the Adviser's judgment of how other investors will value the company's growth is wrong, then the price of the company's stock may fall or not approach the value that the Adviser has placed on it. Securities issued in IPOs tend to involve greater market risk than other equity securities due, in part, to public perception and the lack of publicly available information and trading history. In the event an issuer is liquidated or declares bankruptcy, the claims of owners of the issuer's bonds generally take precedence over the claims of those who own preferred stock or common stock. Securities of real estate-related companies and REITs in which a portfolio may invest may be considered equity securities, thus subjecting the portfolio to the risks of investing in equity securities generally.

Fixed-Income Securities Risk: Fixed-income securities are subject to credit risk, interest rate risk and liquidity risk. The portfolio may lose money on an investment in fixed-income securities due to unpredictable drops in a security's value or periods of below-average performance in a given security or in the securities market as a whole. Zero-coupon bonds may be subject to these risks to a greater extent than other fixed-income securities. Rule 144A securities may be more illiquid than other fixed-income securities. In addition, an economic downturn or period of rising interest rates could adversely affect the market of these securities and reduce the Adviser's ability to sell them.

Foreign Securities Risk: Investments in foreign securities and on foreign securities exchanges may subject the portfolio to greater political, economic, environmental, credit/counterparty and information risks. The portfolio's investments in foreign securities also are subject to foreign currency fluctuations and other foreign currency-related risks. Foreign securities may be subject to higher volatility than U.S. securities, varying degrees of regulation and limited liquidity.

Index Tracking: Tracking a specific index involves the risk that the returns of the portfolio will be less than the returns of such index. Portfolio expenses will also tend to reduce the portfolio's return to below the return of the index.

Inflation/Deflation Risk: Inflation risk is the risk that the value of assets or income from investments will be worth less in the future as inflation decreases the present value of future payments. Deflation risk is the risk that prices throughout the economy decline over time (the opposite of inflation). Deflation may have an adverse effect on the creditworthiness of issuers and may make issuer default more likely, which may result in a decline in the value of the portfolio. Because the Adviser seeks positive returns that exceed the rate of inflation over time, if the portfolio managers' inflation forecasts are incorrect, the portfolio may be more severely impacted than other portfolios.

Interest Rate Risk: Interest rate risk is the risk that the value of the portfolio's investments will fall if interest rates rise. Generally, the value of fixed-income securities rises when prevailing interest rates fall and falls when interest rates rise. Interest rate risk generally is greater for portfolios that invest in fixed-income securities with relatively longer durations than for portfolios that invest in fixed-income securities with shorter durations. The value of zero-coupon and pay-in-kind ("PIK") bonds may be more sensitive to fluctuations in interest rates than other fixed-income securities. In addition, an economic downturn or period of rising interest rates could adversely affect the market of these securities and reduce the Adviser's ability to sell them, negatively impacting the performance of the portfolio. Potential future changes in government monetary policy may affect the level of interest rates, and the current historically low interest rate environment increases the likelihood of interest rates rising in the future.

Investments in Other Investment Companies Risk: A portfolio will indirectly bear the management, service and other fees of any other investment companies in which it invests in addition to its own expenses. A portfolio is also indirectly exposed to the same risks as the underlying funds in proportion to the allocation of the Fund's assets among the underlying funds. In addition, investments in ETFs have unique characteristics, including, but not limited to, the expense structure and additional expenses associated with investing in ETFs.

Issuer/Market Risk: The market value of the portfolio's investments will move up and down, sometimes rapidly and unpredictably, based upon overall market and economic conditions, as well as a number of reasons that directly relate to the issuers of a portfolio's investments, such as management performance, financial condition and demand for the issuers' goods and services. The Adviser will for some strategies attempt to reduce this risk by implementing various volatility management strategies and techniques. However, there is no guarantee that such strategies and techniques will produce the intended result.

Large Capitalization Companies. The portfolio may invest in large capitalization companies, which may underperform certain other stock funds (those emphasizing small company stocks, for example) during periods when large company stocks are generally out of favor. Also larger, more established companies are generally not nimble and may be unable to respond quickly to competitive challenges, such as changes in technology and consumer tastes, which may cause the portfolio's performance to suffer.

Large Investor Risk: Ownership of shares of a pooled investment vehicle may be concentrated in one or a few large investors, especially during periods soon after the commencement of investment operations. Such investors may redeem shares in large quantities or on a frequent basis. Redemptions by a large investor can affect the performance of a portfolio, may increase realized capital gains, may accelerate the realization of taxable income to shareholders and may increase transaction costs. These transactions potentially limit the use of any capital loss carryforwards and certain other losses to offset future realized capital gains (if any). Such transactions may also increase the portfolio's expenses.

Leverage Risk: Use of derivative instruments may involve leverage. Taking short positions in stocks also results in a form of leverage. Leverage is the risk associated with securities or practices that multiply small index, market or asset-price movements into larger changes in value. The use of leverage increases the impact of gains and losses on a strategy's returns, and may lead to significant losses if investments are not successful.

Liquidity Risk: Liquidity risk is the risk that a portfolio may be unable to find a buyer for its investments when it seeks to sell them or to receive the price it expects. Decreases in the number of financial institutions willing to make markets in the portfolio's investments or in their capacity or willingness to transact may increase the portfolio's exposure to this risk. Events that may lead to increased redemptions, such as market disruptions or increases in interest rates, may also negatively impact the liquidity of a portfolio's investments when it needs to dispose of them. If a portfolio is forced to sell its investments at an unfavorable time and/or under adverse conditions in order to meet redemption requests, such sales could negatively affect the portfolio. Securities acquired in a private placement, such as Rule 144A securities, are generally subject to significant greater liquidity risk because they are subject to strict restrictions on resale and there may be no liquid secondary market or ready purchaser for such securities. Non-exchange traded derivatives are generally subject to greater liquidity risk as well. Liquidity issues may also make it difficult to value a portfolio's investments.

Management Risk: A strategy used by the portfolio's portfolio managers may fail to produce the intended result.

Market Risk: The market value of a security or derivative will move up and down, sometimes rapidly and unpredictably, based upon a change in an issuer's financial condition, as well as overall market and economic conditions. The Adviser will attempt to reduce this risk by implementing various volatility management strategies and techniques. However, there is no guarantee that such strategies and techniques will produce the intended result.

Non-Diversification Risk: The Adviser may invest a greater percentage of a portfolio's assets in a particular issuer and may invest in fewer issuers. Therefore, a portfolio may have more risk because changes in the value of a single security or the impact of a single economic, political or regulatory occurrence may have a greater adverse impact on the portfolio's value.

New and Smaller Sized Fund Risk: Some of the portfolios managed by the Adviser are relatively new and may have a limited operating history for investors to evaluate and the Adviser may not be successful in implementing its investment strategies. The Adviser may fail to attract sufficient assets to achieve or maintain economies of scale, which could result in the pool being liquidated at any time without shareholder approval and at a time that may not be favorable for all shareholders.

Operational Risk: The Adviser, and thus the Adviser's clients, is exposed to operational risk arising from a number of factors, including but not limited to human error, processing and communication errors, errors of the service providers, counterparties or other third-parties, failed or inadequate processes and technology or systems failures.

Premium/Discount Risk (applicable to exchange traded funds only): The net asset value (NAV) of the portfolio and the value of your investment may fluctuate. Disruptions to creations and redemptions, the existence of extreme market volatility or potential lack of an active trading market for shares may result in shares trading at a significant premium or discount to NAV. If a shareholder purchases shares at a time when the market price is at a premium to the NAV or sells shares at a time when the market price is at a discount to the NAV, the shareholder may sustain losses.

Regulatory Risk: The securities markets are subject to comprehensive statutes, regulations and margin requirements. In addition, the SEC, the CFTC and various stock exchanges and other trading platforms are authorized to take extraordinary actions in the event of a market emergency, including, for example, the retroactive implementation of prohibitions or restrictions on short-selling, speculative position limits or higher margin requirements, the establishment of daily price limits and the suspension of trading. The regulation of securities both inside and outside the United States is a rapidly changing area of law and is subject to modification by government and judicial action. The effect of any future regulatory change on a portfolio is impossible to predict, but could be substantial and adverse.

REITs Risk: Investments in the real estate industry, including REITs, are particularly sensitive to economic downturns and are sensitive to factors such as changes in real estate values, property taxes and tax laws, interest rates, cash flow of underlying real estate assets, occupancy rates, government regulations affecting zoning, land use and rents and the management skill and creditworthiness of the issuer. Companies in the real estate industry also may be subject to liabilities under environmental and hazardous waste laws. In addition, the value of a REIT is affected by changes in the value of the properties owned by the REIT or mortgage loans held by the REIT. REITs are also subject to default and prepayment risk. Many REITs are highly leveraged, increasing their risk. The portfolio will indirectly bear its proportionate share of expenses, including management fees, paid by each REIT in which it invests in addition to the expenses of the portfolio.

Securities Lending Risk: The portfolio may lend securities from its portfolio to brokers, dealers and other financial institutions needing to borrow securities to complete certain transactions. The portfolio continues to be entitled to payments in amounts equal to the interest, dividends or other distributions payable on the loaned securities, which affords the portfolio an opportunity to earn interest on the amount of the loan and on the loaned securities' collateral. The portfolio might experience risk of loss if the institution with which it has engaged in a portfolio loan transaction breaches its agreement, if its securities lending agent becomes insolvent, or if the value of the instruments in which the lending agent invests borrowers' collateral declines. In connection with its securities lending transactions, the portfolio may return to the borrower or a third party that is acting as a "placing broker" a part of the interest earned from the investment of collateral received for securities loaned.

Secondary Market Trading Risk (applicable to exchange traded funds only): Investors buying or selling shares of an ETF in the secondary market will pay brokerage commissions or other charges imposed by broker-dealers as determined by that broker. Brokerage commissions are often a fixed amount and may be a significant proportional cost for investors seeking to buy or sell relatively small amounts of shares.

Short Exposure Risk: A short exposure through a derivative may present various risks, including credit/counterparty risk and leverage risk. If the value of the asset, asset class or index on which the Adviser has obtained a short investment exposure increases, the portfolio will incur a loss. Unlike a direct cash investment such as a stock, bond or exchange-traded fund, where the potential loss is limited to the purchase price, the potential risk of loss from a short exposure is theoretically unlimited. Moreover, there can be no assurance that securities necessary to cover a short position will be available for purchase.

Small- and Mid-Capitalization Companies Risk: Compared to large-capitalization companies, small- and mid-capitalization companies are more likely to have limited product lines, markets or financial resources. Stocks of these companies often trade less frequently and in limited volume and their prices may fluctuate more than stocks of large-cap companies. As a result, it may be relatively more difficult for the portfolio to buy and sell securities of small- and mid-cap companies.

Start-Up Periods: The portfolio may encounter start-up periods during which it will incur certain risks relating to the initial investment of newly contributed assets. Moreover, the start-up periods also represent a special risk in that the portfolio's level of diversification may be lower than in a fully invested portfolio.

Sustainable Investment Style Risk: Because the portfolio focuses on investments in companies that relate to certain sustainable development themes and demonstrate adherence to ESG practices, its universe of investments may be smaller than that of other portfolios and therefore the portfolio may underperform the market as a whole if such investments underperform the market. The Adviser may forgo opportunities to gain exposure to certain companies, industries, sectors or countries and it may choose to sell a security when it might otherwise be disadvantageous to do so. Views on what constitutes a "sustainable investment" may differ by portfolio, adviser and investor. There is no guarantee that the Adviser's efforts to focus on investments in companies that demonstrate adherence to ESG practices will be successful.

Tax Risk (applicable to registered funds only): Each registered investment company managed by the Adviser expects to qualify as regulated investment companies under the Internal Revenue Code of 1986, as amended. In order to qualify as a regulated investment company, each fund must meet certain requirements regarding the source of its income, the diversification of its assets, and the distribution of its income. The tax treatment of certain derivative instruments for purposes of the qualification tests applicable to regulated investment companies is unclear and could be subject to an interpretation by the Internal Revenue Service bearing adversely on a fund's ability to qualify as a regulated investment company, or an adverse court decision. Therefore, the use of such derivative instruments could be limited or could impair a fund's ability to qualify as a regulated investment company.

Technology Sector Risk: Companies in the technology sector are subject to significant competitive pressures, such as aggressive pricing of their products or services, new market entrants, competition for market share, short product cycles due to an accelerated rate of technological developments and the potential for limited earnings and/or falling profit margins. These companies also face the risks that new services, equipment or technologies will not be accepted by consumers and businesses or will become rapidly obsolete. These factors can affect the profitability of technology companies and, as a result, the value of their securities. Also, patent protection is integral to the success of many companies in the technology sector, and profitability can be affected materially by, among other matters, the cost of obtaining (or failing to obtain) patent approvals, the cost of litigating patent infringement and the loss of patent protection for products (which significantly increases pricing pressures and can materially reduce profitability with respect to such products). In addition, many technology companies have limited operating histories. Prices of these companies' securities historically have been more volatile than other securities, especially over the short term. Because the portfolio invests a significant portion of its net assets in the equity securities of technology companies, the portfolio's net asset value may be more volatile than a portfolio that is invested in a more diverse range of market sectors.

Trading Issues Risk (applicable to registered funds only): Trading in shares on the NYSE Arca may be halted in certain circumstances. There can be no assurance that the requirements of the NYSE Arca necessary to maintain the listing of an ETF will continue to be met.

U.S. Government Securities Risk: Investments in certain U.S. government securities may not be supported by the full faith and credit of the U.S. government. Accordingly, no assurance can be given that the U.S. government will provide financial support to U.S. government agencies, instrumentalities or sponsored enterprises if it is not obligated to do so by law. The maximum potential liability of the issuers of some U.S. government securities held by the portfolio may greatly exceed their current resources, and it is possible that these issuers will not have the funds to meet their payment obligations in the future. In such a case, the Adviser would have to look principally to the agency, instrumentality or sponsored enterprise issuing or guaranteeing the security for ultimate repayment, and the Adviser may not be able to assert a claim against the U.S. government itself in the event the agency, instrumentality or sponsored enterprise does not meet its commitment. Concerns about the capacity of the U.S. government to meet its obligations may raise the interest rates payable on its securities, negatively impacting the price of such securities already held by the portfolio.

Valuation Risk: This is the risk that the Adviser has valued certain instruments at a higher price than the price at which they can be sold. This risk may be especially pronounced for investments, such as derivatives, that may be illiquid or may become illiquid.

Volatility Risk: The success of the Adviser's volatility management strategy is subject to the Adviser's ability to forecast volatility in an accurate and timely manner. The Adviser's volatility forecasts may be incorrect, and the allocation changes made by the Adviser in response to volatility forecasts may not achieve the intended effect. Volatility management techniques may result in periods of underperformance, may limit the Adviser's ability to participate in rising markets and may increase transaction costs. The portfolio's performance may be lower than similar portfolios that do not use a volatility management strategy.

Item 9. Disciplinary Information

Mirova US has not been subject to any legal or disciplinary events since its formation.

Item 10. Other Financial Industry Activities and Affiliations

The Adviser is an indirect subsidiary of Natixis IM, which owns, in addition to the Adviser, a number of other asset management and distribution and service entities (each, together with any advisory affiliates of the Adviser, a "related person"). As noted under Item 4, Natixis IM is owned by Natixis, which is principally owned by BPCE, France's second largest banking group. BPCE is owned by banks comprising two autonomous and complementary retail banking networks consisting of the Caisse d'Epargne regional savings banks and the Banque Populaire regional cooperative banks. There are several intermediate holding companies and general partnership entities in the ownership chain between BPCE and the Adviser. In addition, Natixis IM's parent companies Natixis and BPCE each own, directly or indirectly, other investment advisers and securities and financial services firms that also engage in securities transactions.

The Adviser does not presently enter into transactions, other than as set out below and included herein, with related persons on behalf of clients. Because the Adviser is affiliated with a number of asset management, distribution and service entities, the Adviser occasionally may engage in business activities with some of these entities, subject to the Adviser's policies and procedures governing conflicts of interest. For example:

- Mirova US is expected in the future to serve as investment adviser or sub-adviser to U.S. registered investment company(ies) that are sponsored and distributed by its affiliate, Natixis Distribution, L.P. Natixis Distribution, L.P., an Mirova US affiliate, is expected to act as principal underwriter and distributor for such fund(s). Natixis Advisors, L.P., also an Mirova US affiliate, is expected to act as the administrator for registered investment companies, including an exchange-traded fund, advised or sub-advised by Mirova US (and is expected to do the same for other registered investment companies in the future) and leases office space to Mirova US.
- Mirova US expects to enter into personnel-sharing arrangements with its Paris-based affiliates, Mirova Paris, and Namfi, which, like the Adviser, are part of Natixis IM. Pursuant to these arrangements, certain employees of each Participating Affiliate serve as

Associated Persons of Mirova US and, in this capacity, are subject to the oversight of Mirova US and its CCO. These Associated Persons may, on behalf of Mirova US, participate in providing discretionary and non-discretionary investment management services (including acting as portfolio managers and traders), research and related risk management, internal control and compliance services to clients.

- Mirova Paris, the parent of the Adviser, or another affiliate, may provide seed capital to Mirova US to incubate a new investment strategy or product. An affiliate of Mirova US and Mirova Paris is expected to provide the initial seed capital for funds in the future. Mirova US may also work with another affiliated company to jointly manage a new style or product.
- Natixis Distribution, L.P., may refer business (including for a fee) to, or otherwise solicit or assist in securing business for, Mirova US for separate accounts and commingled investment vehicles.
- Mirova US expects to enter into a service agreement with Natixis Advisors, L.P., where for certain clients of Mirova US, Natixis Advisors, L.P., will implement an investment model provided by Mirova US, with such implementation occurring subject to Mirova US's guidance and oversight.

Moreover, the Adviser may use related persons to provide certain services to clients to the extent this is permitted under applicable law and under the Adviser's applicable policies and procedures. Given that related persons are equipped to provide a number of services and investment products to the Adviser's clients, subject to applicable law, clients of the Adviser may engage a related person of the Adviser to provide any number of such services, including advisory, custodial or banking services, or may invest in the investment products provided or sponsored by a related person of the Adviser. The relationships described herein could give rise to potential conflicts of interest or otherwise may have an adverse effect on the Adviser's clients. For example, when acting in a commercial capacity, related persons of the Adviser may take commercial steps in their own interests, which may be adverse to those of the Adviser's clients.

Given the interrelationships among the Adviser and its related persons and the changing nature of the Adviser's related persons' businesses and affiliations, there may be other or different potential conflicts of interest that arise in the future or that are not covered by this discussion. Additional information regarding potential conflicts of interest arising from the Adviser's relationships and activities with its related persons is provided under Item 11.

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

In connection with providing investment management and advisory services to its clients, the Adviser will act independently of other affiliated investment advisers (other than the Participating Affiliates, as discussed in Item 4) and expects to manage the assets of each of its clients in accordance with the investment mandate selected by such clients.

Related persons of the Adviser are engaged in securities transactions. The Adviser or its related persons may invest in the same securities that the Adviser recommends for, purchases for or sells to the Adviser's clients. The Adviser and its related persons (to the extent they have independent relationships with the client) may give advice to and take action with their own accounts or with other client accounts that may compete or conflict with the advice the Adviser may give to, or an investment action the Adviser may take on behalf of, the client or may involve different timing than with respect to the client. Since the trading activities of Natixis IM firms are not coordinated, each firm may trade the same security at about the same time, on the same or opposite side of the market, thereby possibly affecting the price, amount or other terms of the trade execution, adversely affecting some or all clients. Similarly, one or more clients of the Adviser's related persons may dilute or otherwise disadvantage the price or investment strategies of another client through their own transactions in investments. The Adviser's management on behalf of its clients may benefit the Adviser or its related persons. For example, clients may, to the extent permitted by applicable law, invest directly or indirectly in the securities of companies in which the Adviser or a related person, for itself or its clients, has an economic interest, and clients, or the Adviser or a related person on behalf its client, may engage in investment transactions which could result in other clients being relieved of obligations, or which may cause other clients to divest certain investments. The results of the investment activities of a client of the Adviser may differ significantly from the results achieved by the Adviser for other current or future clients.

Potential conflicts may be inherent in the Adviser's and its related persons' use of multiple strategies. The Adviser or a related person may also cause a client to purchase from, or sell assets to, an entity in which other clients may have an interest, potentially in a manner that will adversely affect such other clients. In other cases, the Adviser on behalf of its clients may receive material non-public information ("MNPI") on behalf of some of its clients, which may prevent the Adviser from buying or selling securities on behalf of other of its clients even when it would be beneficial to do so. Conversely, the Adviser may refrain from receiving MNPI on behalf of clients, even when such receipt would benefit those clients, to prevent the Adviser from being restricted from trading on behalf of its other clients. In all of these situations, the Adviser or its related persons, on behalf of itself or its clients, may take actions that are adverse to some or all of the Adviser's clients. The Adviser will seek to resolve conflicts of interest described herein on a case-by-case basis, taking into consideration the interests of the relevant clients, the circumstances that gave rise to the conflict and applicable laws. There can be no assurance that conflicts of interest will be resolved in favor of a particular client's interests. Moreover, the Adviser typically will not have the ability to influence the actions of its related persons.

In addition, certain related persons of the Adviser may engage in banking or other financial services, and in the course of conducting such business, such persons may take actions that adversely affect the Adviser's clients. For example, a related person engaged in lending may foreclose on an issuer or security in which the Adviser's clients have an interest. As noted above, the Adviser typically will not have the ability to influence the actions of its related persons.

The Adviser from time to time may purchase securities in public offerings or secondary offerings on behalf of client accounts in which a related person may be a member in the underwriting syndicate. Such participation is in accordance with Natixis IM policy and applicable law, and the

Adviser will not purchase directly from such related person. The Adviser does not expect to enter into transactions with related persons on behalf of clients.

Code of Ethics

The Adviser recognizes and believes that (i) high ethical standards are essential for its success and to maintain the confidence of its clients; (ii) its long-term business interests are best served by adherence to the principle that the interests of its clients come first; and (iii) it has a fiduciary duty to its clients to act solely for their benefit. All personnel of the Adviser must put the interests of the Adviser's clients before their own personal interests and must act honestly and fairly in all respects in dealings with the clients. All personnel of the Adviser must also comply with all federal securities laws.

In recognition of the foregoing, the Adviser will adopt a written Code of Ethics that is designed to comply with Rule 204A-1 under the Advisers Act and Rule 17j-1 under the 1940 Act. The Code of Ethics establishes guidelines for professional conduct and personal trading procedures, including certain pre-clearance, recordkeeping and reporting obligations. Officers and employees of the Adviser, and their families and households, may purchase investments for their own accounts, including the same investments as may be purchased or sold for a client, subject to the terms of the Code of Ethics. Under the Code of Ethics, officers and employees of the Adviser are required to file certain periodic reports with the Adviser's CCO as required by Rule 204A-1 under the Advisers Act and Rule 17j-1 under the 1940 Act. The Code of Ethics will help the Adviser detect and prevent potential conflicts of interest.

The Associated Persons employed by each Participating Affiliate will be subject to the Code of Ethics. The CCO will monitor the administration of the Code of Ethics and training to the Adviser's officers and employees. Compliance personnel based in Paris will monitor the administration of the Code of Ethics and the training to the Associated Persons employed by each Participating Affiliate, in accordance with the requirements of French law.

Pre-Clearance of Certain Personal Securities Transactions

The Adviser's officers and employees will be required to obtain approval from the CCO, and the Associated Persons employed by each Participating Affiliate will be required to obtain approval from the applicable Paris-based compliance personnel, before they acquire beneficial ownership in any security in an initial public offering ("IPO"), or in a limited offering (i.e., a private placement or other type of sale limited to selected investors), in each case, whether in the U.S., France or elsewhere. The Adviser will seek to identify and prevent potential conflicts of interest in the acquisition by the Adviser's officers and employees and the Associated Persons employed by a Participating Affiliate (collectively, "Adviser Personnel") of other types of investments, including those that are in the universe of securities in which clients may invest.

Ban on Short-Term Trading

Adviser Personnel will be prohibited from purchasing and then selling shares of any client managed by Mirova US, except shares of a money market fund, within 60 calendar days. For purposes of the preceding restriction, non-volitional trades (e.g., company retirement plan matching contributions) or automatic transactions (e.g., payroll deduction, deferred compensation, retirement plan contributions, systematic withdrawal plans) will not be considered purchases or

sales, as the case may be. However, this restriction will apply to exchanges and re-allocation of assets within a retirement or deferred compensation plan account.

Blackout Period

Adviser Personnel will be prohibited from purchasing or selling most types of securities (with certain limited exceptions) within a period of seven calendar days before and after the date that a client of the Adviser, with respect to which Adviser Personnel have the ability to influence investment decisions or have prior investment knowledge regarding associated client activity, has purchased or sold such securities or closely related securities.

Ban on Insider Trading

Adviser Personnel will be prohibited from trading while in possession of material, non-public information in violation of the U.S. federal securities laws. The Adviser will adopt written policies and procedures that prohibit Adviser Personnel from engaging in insider trading.

Ban on Outside Directorships, Activities or Employment that Cause a Conflict of Interest

Adviser Personnel will not be allowed to simultaneously exercise external mandates or functions, principally or secondarily that could generate or potentially generate conflicts of interests with the execution of their function (professional responsibilities) for Mirova US.

Reporting

The Code of Ethics will set forth reporting requirements for Adviser Personnel, including quarterly reporting of securities transactions, annual reporting of all holdings and annual certifications that Adviser Personnel have read and understand the Code of Ethics and have reported all personal covered securities transactions.

Adviser Personnel who violate the Code of Ethics may be subject to remedial action, including, but not limited to, profit disgorgement, fines, censure, demotion, suspension or dismissal. Adviser Personnel will be required to promptly report any violation of the Code of Ethics of which they become aware. The applicable Paris-based compliance personnel must also notify the CCO promptly in writing of any finding that an Associated Person employed by a Participating Affiliate has breached the Code of Ethics or, with respect to client accounts of the Adviser, any of the Adviser's applicable policies or procedures. Adviser Personnel are required to annually certify compliance with the Code of Ethics.

A copy of the Code of Ethics is available to any client or prospective client upon written request to the Adviser at the following address: Mirova US LLC, c/o Amber Baker, 888 Boylston Street, Boston, MA 02199-8197.

Conflicts

The Adviser and its affiliates may engage in a broad range of activities, including investment advisory services to registered and unregistered funds, separately managed accounts and other advisory clients. In the ordinary course of conducting the Adviser's activities, the interests of a client may conflict with the interests of the Adviser, other clients and/or the Adviser's affiliates and their clients.

The CCO is responsible for coordinating the identification of material conflicts of interest to which the Adviser is subject. In doing so, the CCO will use such tools that he or she deems appropriate, such as a review of the activities of the Adviser that might give rise to a conflict between the interests of the Adviser and its affiliates, on the one hand, and the interests of its clients on the other. Once such conflicts are identified, the CCO will oversee the consideration of appropriate disclosure and/or mitigation of the conflicts.

The material conflicts of interest which the Adviser anticipates could be encountered by its advisory clients include those discussed below, although the discussion below does not necessarily describe all of the conflicts that may be faced by the Adviser and/or its clients. Other conflicts may be disclosed throughout this brochure and the brochure should be read in its entirety for other conflicts.

Allocation of Investment Opportunities Among Clients

In connection with its investment activities, the Adviser and its Participating Affiliates may encounter situations in which they must determine how to allocate investment opportunities among various clients and other persons, which may include, but are not limited to, the following:

- Registered and unregistered investment companies, separately managed accounts or other advisory clients of the Adviser and its Participating Affiliates;
- Third Parties that wish to make direct investments (i.e., not through an investment vehicle) side-by-side with a client account in particular transactions entered into by such client account; and
- Third Parties acting as “co-sponsors” with the Adviser with respect to a particular transaction.

The Adviser will adopt written policies and procedures relating to the allocation of investment opportunities, and will make allocation determinations consistently therewith. These policies and procedures address, among other things, the potential conflicts of interest that may arise as the Associated Persons allocate investment opportunities among clients of the Adviser and its Participating Affiliates.

In allocating investment opportunities to client accounts, the Adviser (and by extension a Participating Affiliate) first determines which of its clients will participate in such opportunity. The Adviser assesses whether an investment opportunity is appropriate for a particular client based on, among other things, the client’s investment objectives, strategies and risk tolerance. For example, the investment objectives, strategies and principal risks of a pooled investment vehicle advised by the Adviser are reflected, in the case of a registered fund, in the prospectus and statement of additional information of such fund, or, in the case of any private fund, in the private placement memorandum or similar offering document for such private fund. Prior to allocating any investment opportunity to a client account, the Adviser determines what additional factors may restrict or limit the offering of an investment opportunity to the client. Possible restrictions include, but are not limited to:

- *Obligation to Offer:* The Adviser may be required to offer an investment opportunity to one or more of its client accounts. This obligation may be set forth in the client's offering documents and/or operating agreement.
- *Related Investments:* The Adviser may offer an investment opportunity related to an investment previously made by a client to such account to the exclusion of, or resulting in a limited offering to, other clients.
- *Legal and Regulatory Exclusions:* The Adviser may determine that certain client accounts should be excluded from an allocation due to specific legal, regulatory and contractual restrictions placed on the participation of such persons in certain types of investment opportunities.

Once the clients that will participate in a particular investment have been identified, the Adviser, in its discretion, will decide how to allocate such investment opportunity among the identified clients. To the extent a particular investment is suitable for multiple client accounts of the Adviser (including accounts managed by Adviser Personnel who are employed by a Participating Affiliate), such investment will be allocated among such client accounts in a manner that is fair and equitable over time under the circumstances to all clients. In allocating such investment opportunity, the Adviser may consider some or all of a wide range of factors, which may include, but are not necessarily limited to, the following:

- Each client account's investment objectives and investment focus;
- Transaction sourcing;
- Each client account's liquidity and reserves;
- Each client's diversification (including, as applicable, diversification requirements imposed under the 1940 Act);
- Lender covenants and other limitations;
- Amount of capital available for investment by each client as well as each client's projected future capacity for investment;
- Each client account's targeted rate of return;
- Stage of development of the prospective credit-related asset or other investment vehicle;
- Composition of each client's portfolio;
- The availability of other suitable investments for each client;
- Risk considerations;
- Cash flow considerations;
- Asset class restrictions;
- Industry and other allocation targets;
- Minimum and maximum investment size requirements;
- The potential for de minimis allocations and/or odd lots;
- Tax implications;
- Legal, contractual or regulatory constraints; and
- Any other relevant limitations imposed by or conditions set forth in the applicable offering documents of each client.

The Adviser's exercise of its discretion in allocating investment opportunities with respect to a particular investment among clients in the manner discussed above may not, and the Adviser anticipates often will not, result in proportional allocations among such persons, and such allocations may be more or less advantageous to some such persons relative to other such persons. While the Adviser (including Adviser Personnel who are employed by a Participating Affiliate)

will determine how to allocate investment opportunities using its best judgment, considering such factors as it deems relevant, but in its sole discretion, there can be no assurance that a client's actual allocation of an investment opportunity, if any, or the terms on which that allocation is made will be as favorable as they would be if the conflicts of interest to which the Adviser may be subject, discussed herein, did not exist.

In exercising its discretion to allocate investment opportunities and fees and expenses, the Adviser may be faced with a variety of potential conflicts of interest. For example, in allocating an investment opportunity among clients with differing fee, expense and compensation structures, the Adviser may have an incentive to allocate investment opportunities to the clients from which the Adviser or its related persons may derive, directly or indirectly, a higher fee, compensation or other benefit. It will be the Adviser's policy not to favor or disfavor, consistently or consciously, any client account or class of client accounts in relation to any other client accounts. Further, the Adviser will not allocate investment opportunities based, in whole or in part, on the relative fee structure or amount of fees paid by any client or the profitability of any client.

In addition, principal executive officers and other personnel of the Adviser may invest indirectly in and may be permitted to invest directly in clients and may therefore participate indirectly in investments made by the clients in which such personnel may invest. Such interests will vary among clients. The existence of these varying circumstances may present conflicts of interest in determining how much, if any, of certain investment opportunities to offer to a client.

Material Non-Public Information

The Adviser, in the course of its investment management and other activities, may come into possession of confidential or material nonpublic information about issuers, including issuers in which the Adviser or its related persons have invested or seek to invest on behalf of clients. The Adviser is prohibited from improperly disclosing or using such information for its own benefit or for the benefit of any other person, regardless of whether such other person is a client. The Adviser will maintain and enforce written policies and procedures that prohibit the communication of such information to persons who do not have a legitimate need to know such information and to ensure that the Adviser is meeting its obligations to clients and remains in compliance with applicable law. In certain circumstances, the Adviser may possess certain confidential or material, nonpublic information that, if disclosed, might be material to a decision to buy, sell or hold a security, but the Adviser will be prohibited from communicating such information to the client or using such information for the client's benefit. In such circumstances, the Adviser will have no responsibility or liability to the client for not disclosing such information to the client (or the fact that the Adviser possesses such information), or not using such information for the client's benefit, as a result of following the Adviser's policies and procedures designed to provide reasonable assurances that it is complying with applicable law.

Conflicts Related to Purchases and Sales

Conflicts may arise when a client makes investments in conjunction with an investment being made by other clients or a client of one of the Adviser's affiliates (including a Participating Affiliate), or in a transaction where another client or a client of such an affiliate has already made an investment. Investment opportunities may be appropriate for the Adviser's clients and/or clients of the Adviser's affiliates at the same, different or overlapping levels of an issuer's capital

structure. Conflicts may arise in determining the terms of investments, particularly where these clients may invest in different types of securities in a single issuer. Questions may arise as to whether payment obligations and covenants should be enforced, modified or waived, or whether debt should be refinanced. Decisions about what action should be taken in a troubled situation, including whether or not to enforce claims, whether or not to advocate or initiate a restructuring or liquidation inside or outside of bankruptcy, and the terms of any work-out or restructuring may raise conflicts of interest. Certain clients of the Adviser and its affiliates (including the Participating Affiliate) may invest in bank debt and securities of companies in which other clients hold securities, including equity securities. In the event that such investments are made by a client, the interests of such client may be in conflict with the interests of such other client of the Adviser or client of one of the Adviser's affiliates, particularly in circumstances where the underlying company is facing financial distress. The involvement of such persons at both the equity and debt levels could inhibit strategic information exchanges among fellow creditors. In certain circumstances, the Adviser's clients or clients of the Adviser's affiliates (including a Participating Affiliate) may be prohibited from exercising voting or other rights, and may be subject to claims by other creditors with respect to the subordination of their interests. If additional capital is necessary as a result of financial or other difficulties, or to finance growth or other opportunities, the Adviser's clients may or may not provide such additional capital, and if provided each client will supply such additional capital in such amounts, if any, as determined by the Adviser. Investments by more than one client of the Adviser or its affiliates (including a Participating Affiliate) in a particular instrument or issuer may also raise the risk of using assets of a client of the Adviser or its affiliates to support positions taken by other clients of the Adviser or its affiliates. Employees and related persons of the Adviser and its affiliates (including the Participating Affiliate) have made or may make capital investments in or alongside certain of the Adviser's clients or clients of the Adviser's affiliates, and therefore may have additional conflicting interests in connection with these investments. There can be no assurance that the return of a client participating in a transaction would be equal to and not less than another client participating in the same transaction or that it would have been as favorable as it would have been had such conflict not existed.

A client may invest in opportunities that other clients of the Adviser or clients of the Adviser's affiliates (including a Participating Affiliate) have declined, and likewise, a client may decline to invest in opportunities in which other clients of the Adviser or clients of the Adviser's affiliates have invested.

From time to time the Adviser may, in its discretion, enter into transactions with investors in one or more of the Adviser's clients to dispose of all or a portion of certain investments held by one or more of the Adviser's clients. In exercising its discretion to select the purchaser(s) of such investments, the Adviser may consider some or all of the factors listed above under "*Allocation of Investment Opportunities Among Clients.*" The sales price for such transactions will be mutually agreed to by the Adviser and such purchaser(s); however, determinations of sales prices involve a significant degree of judgment by the Adviser. Although the Adviser is not obligated to solicit competitive bids for such sales transaction or to seek the highest available price, it will first determine that such transaction is in the best interests of the applicable client(s), taking into account the sales price and the other terms and conditions of the transaction. There can be no assurance, in light of the performance of the investment following such a transaction, that such transaction

will ultimately prove to be the most profitable or advantageous course of action for the applicable client(s).

Conflicts Related to the Adviser's Time Allocation

The directors, members, officers, Associated Persons and other personnel of the Adviser may allocate their time between a client and other investment and business activities in which they may be involved. The Adviser devotes such time as is necessary to conduct each client's business affairs in an appropriate manner. However, the Adviser may simultaneously devote the resources necessary to managing its other investment and business activities.

Principal Transactions

Subject to the restrictions under Section 206(3) of the Advisers Act, the Adviser may engage in principal transactions between a client account and a proprietary account of the Adviser or an affiliate. A principal transaction occurs when the Adviser, acting for its own account (or the account of an affiliate) buys a security or other instrument from, or sells a security or other instrument to, a client account. Such transactions create conflicts of interest because the Adviser may have an incentive to purchase a security for a proprietary account from a client account at a price below the best price possible or to improve the performance of a proprietary account at the expense of a client account by selling underperforming assets to the client account.

To address these conflicts of interest, prior to settlement of any principal transaction, written disclosure must be provided to a client and the client's consent must be obtained. The written disclosure must state that the Adviser is acting as principal and describe the material terms of the transaction, which generally include: (i) the Adviser's original purchase price for any security or other instrument it sells to a client; (ii) the price the Adviser expects to receive on the resale of any security or other instrument it buys from a client; and (iii) the price at which any security or other instrument could be bought or sold elsewhere when the price would be better for the client.

Cross-Transactions

The Adviser may engage in cross transactions by causing a client to purchase investments from another client or by causing a client to sell investments to another client. A cross transaction is a pre-arranged transaction between two different clients both of which are managed by the same adviser, even if a broker-dealer or other intermediary is used. Such transactions create conflicts of interest because, by not exposing such buy and sell transactions to market forces, a client may not receive the best price otherwise possible, or the Adviser might have an incentive to improve the performance of one client by selling underperforming assets to another client. The Adviser and its affiliates may receive management or other fees in connection with their management of the relevant clients involved in such a transaction. To address these conflicts of interest, in connection with effecting such transactions, in addition to complying with the applicable rules and regulations under the 1940 Act, the Adviser is responsible for confirming that the Adviser (i) considers its respective duties to each client, (ii) determines whether the purchase or sale and price or other terms are comparable to what could be obtained through an arm's length transaction with a third party, and (iii) obtains any required approvals of the transaction's terms and conditions. All cross transactions must be pre-approved currently. The Adviser will not directly or indirectly receive any commission or other transaction-based compensation for effecting any such transaction.

Valuation

Any US-registered fund advised by the Adviser will have adopted valuation policies and procedures that are administered by the funds service providers, although they may also rely on input or monitoring by the Adviser and personnel of a Participating Affiliate providing services to a registered fund. The Adviser will follow these valuation procedures with respect to each registered fund client.

For other accounts the Adviser may manage, the Adviser will have adopted a policy acknowledging its duty to value client accounts as provided in and consistent with certain organizational documents and offering documents (in the case of funds and other pooled investment vehicles advised by the Adviser) or advisory agreements (in the case of separately managed account clients), which may vary based on client request, but which very generally require that securities be valued based on the last sale of that security, or if there were no sales on a particular day, on the basis of the closing bid price. The Adviser's valuation policy will generally outline the Adviser's valuation governance structure and describes the responsibilities of various parties involved in the valuation process, the Adviser's fair valuation process and the valuation methodology and controls for specific types of securities that may be held by a portfolio. The terms of any applicable client documents may specify modifications to these procedures for other purposes, including calculations required by fund documents in connection with distributions of assets from a fund or other pooled investment vehicle.

The Adviser may rely on prices provided by a custodian, broker-dealer or another third-party pricing service for valuation purposes. However, to the extent the Adviser's internal valuation calculations are also utilized to calculate the Advisory Fee and/or the performance of the client account in question, conflicts of interest may arise because the Adviser will have an incentive to maximize the valuation calculations in question.

Management of Advisory Clients

The Adviser and its affiliates (including a Participating Affiliate) may serve as investment adviser to one or more US or non-US registered funds, unregistered pooled investment vehicles or separately managed accounts with various investment objectives and strategies. The investment objectives and strategies of one client account may be substantially similar to, or different from, the investment objectives and strategies of another client account. Allocation of available investment opportunities between client accounts could give rise to conflicts of interest. See "*Allocation of Investment Opportunities Among Clients*" above. In addition, it is expected that Adviser Personnel who participate in managing the account or accounts of a particular advisory client may have responsibilities with respect to other advisory clients, including investment funds that may be launched in the future. Conflicts of interest may arise in allocating time, services or functions of these Adviser Personnel.

The Adviser and its affiliates (include a Participating Affiliate) may give advice and take action with respect to one client that may compete or conflict with the advice the Adviser or such affiliate gives to other clients. For example, the Adviser or its affiliate (including a Participating Affiliate) may buy or sell positions for one client while at the same time it is undertaking for another client the same or a different, and potentially opposite, strategy. The results of the Adviser's investment

activities for one client may differ significantly from the results achieved by the Adviser for other current or future clients.

The Adviser's clients may enter into borrowing arrangements that require such clients to be jointly and severally liable for the obligations. If one client defaults on such an arrangement, the other clients may be held responsible for the defaulted amount. The Adviser's clients will only enter into such joint and several borrowing arrangements when the Adviser determines it is in the best interests of its clients.

Conflicts Relating to the Adviser

The Adviser is expected to contract with related persons of the Adviser to perform services for the Adviser in connection with its provision of services to Adviser's clients. When engaging a related person to provide such services, the Adviser may have an incentive to recommend the related person even if another person may be more qualified to provide the applicable services and/or can provide such services at a lesser cost.

The Adviser generally may, in its discretion, recommend to a client that it contract for services with (i) the Adviser or a related person of the Adviser or (ii) an entity with which the Adviser or its affiliates or a member of their personnel has a relationship or from which the Adviser or its affiliates or their personnel otherwise derives financial or other benefit. When making such a recommendation, the Adviser may, because of its financial or other business interest, have an incentive to recommend the related or other person even if another person is more qualified to provide the applicable services and/or can provide such services at a lesser cost.

The Adviser, its affiliates, and members, officers, principals and employees of the Adviser and its affiliates (including a Participating Affiliate) may buy or sell securities or other instruments that the Adviser has recommended to its clients. In addition, officers, principals and employees may buy securities in transactions offered to but rejected by the Adviser's clients. Such transactions will be subject to the policies and procedures set forth in the Adviser's Code of Ethics.

Because certain expenses will be paid for by a client or, if incurred by the Adviser, will be reimbursed by a client, the Adviser may not necessarily seek out the lowest cost options when incurring (or causing a client or its investment vehicles to incur) such expenses.

Diverse Investor Base for Clients

Interests in funds advised by the Adviser may be acquired by a diverse range of investors, including, but not limited to, individuals and U.S. taxable and tax-exempt entities. Such investors may have conflicting investment, tax and other interests with respect to their investments in a fund. The conflicting interests among the investors may relate to or arise from, among other things, the nature of investments made by the fund, the structuring of the acquisition of investments and the timing of the disposition of investments. As a consequence, conflicts of interest may arise in connection with decisions made by the Adviser or its affiliates, including with respect to the nature or structuring of investments, that may be more beneficial for one investor than for another investor, especially with respect to investors' individual tax situations. In selecting and structuring investments appropriate for a fund, the Adviser and its affiliates will consider the investment and tax objectives of the fund, not the investment, tax or other objectives of any investor individually.

As described in Item 10 above, certain of the Adviser's investment adviser affiliates (including the Participating Affiliates) have their own clients. These affiliates may focus on investment strategies that are substantially similar to or different from those pursued by the Adviser on behalf of its clients. Thus, clients of the Adviser and these affiliates may invest in the same issuers, including in the same security or in different securities of such an issuer. Similarly, clients of the Adviser and these affiliates may take different, including potentially opposite, investment positions. Interests of the Adviser's clients may therefore conflict with the interests of the clients of these affiliates. See *"Allocation of Investment Opportunities Among Clients"* and *"Conflicts Related to Purchases and Sales"* above for more information.

Other Potential Conflicts

The Adviser and its clients may engage common legal counsel and other advisers in a particular transaction, including a transaction in which there may be conflicts of interest. In the event of a significant dispute or divergence of interest between the Adviser's clients, the Adviser and/or its affiliates, the parties may engage separate counsel in the sole discretion of the Adviser and its affiliates, and in litigation and other circumstances separate representation may be required. Additionally, the Adviser and its clients may engage other common service providers. In such circumstances, there may be a conflict of interest between the Adviser and its clients in determining whether to engage such service providers, including the possibility that the Adviser may favor the engagement or continued engagement of such persons if it receives a benefit from such service providers, such as lower fees, that it would not receive absent the engagement of such service provider by the Adviser's clients.

The Adviser may, in its discretion, have, and may, in its discretion, cause its clients to have, ongoing business dealings, arrangements or agreements with persons who are former employees or executives of the Adviser. The Adviser's clients may bear, directly or indirectly, the costs of such dealings, arrangements or agreements. In such circumstances, there may be a conflict of interest between the Adviser and its clients in determining whether to engage in or to continue such dealings, arrangements or agreements, including the possibility that the Adviser may favor the engagement or continued engagement of such persons even if a better price and/or quality of service could be obtained from another person.

A client of the Adviser or its related persons may invest in a pooled investment vehicle that is advised by, or that has another business or other relationship with, the Adviser or its related persons. In such a case, investors in such accounts will bear not only the direct management fees and other expenses payable under their investment advisory agreements, but also the expenses and fees associated with the investment in the underlying pooled investment vehicle, some of which fees and expenses may be paid to the Adviser or its related persons. Additionally, the interests of an investor may conflict with the interests of the underlying pooled investment vehicle or the Adviser or its related persons in their capacity as service providers to the underlying pooled investment vehicle, which would create a conflict of interest for the Adviser.

In the regular course of their investment banking businesses, certain affiliates of the Adviser provide a broad range of advisory services and represent potential purchasers, sellers and other involved parties, including corporations, financial buyers, management, shareholders and

institutions, with respect to assets which may be suitable for investment by Adviser's clients. In such cases, such an affiliate's client would typically require the affiliate to act exclusively on its behalf, thereby precluding the Adviser's clients from acquiring such assets. Such affiliates will be under no obligation to decline such engagements in order to make the investment opportunity available to the Adviser's clients.

To the extent not restricted by confidentiality requirements or applicable law, the Adviser may apply experience and information gained in providing services to a client in providing services to competing issuers invested in by affiliates of the Adviser's other clients.

The Adviser's relationships with its advisory clients could create a conflict of interest to the extent the Adviser becomes aware of inside information concerning investments or potential investment targets. The Adviser will implement compliance procedures and practices designed to ensure that inside information is not used for making investment decisions on any client's behalf. This conflict and these procedures and practices may limit the freedom of the Adviser to enter into or exit from potentially profitable investments for its clients which could have an adverse effect on such clients' results of operations. Conversely, the Adviser may pursue investments for its clients without obtaining access to confidential information otherwise in its possession, which information, if reviewed, might otherwise impact an Adviser's judgment with respect to such investments.

The Adviser and its affiliates (including Participating Affiliates) may also actively engage governmental and non-governmental bodies, regulatory and self-regulatory agencies, industry trade associates and individual issuers to promote policies and practices that the Adviser and its affiliates believe will contribute to the success of certain investment strategies that the Adviser and its affiliates pursue on behalf of their clients. There is no guarantee that these engagement efforts will be successful, and they may lead to conflicts of interest. For example, the Adviser and its affiliates may advocate for policies, practices or courses of action that may benefit some clients but not others. Additionally, in connection with such engagement efforts, the Adviser or its affiliates may take positions in the interest of some clients that may be opposed to the interests of other clients. The Adviser will seek to mitigate such potential conflicts, though it may not be possible or appropriate to eliminate these conflicts in all cases.

The Adviser and the Participating Affiliates may have competing interests as they have separate investment processes, business interests, clients and reputations. Such competing interests will attempt to be monitored by management and/or compliance when possible and where appropriate addressed or mitigated.

Item 12. Brokerage Practices

To meet its fiduciary duties to its clients, the Adviser will adopt written policies to address issues that might arise with respect to purchasing, holding, and selling publicly traded securities.

Selection of Brokers and Dealers

In many cases, the Adviser expects to have sole discretion over the purchase and sale of investments (including the size of such transactions) and the broker or dealer, if any, to be used to effect transactions on behalf of clients. The Adviser may exercise this discretion through

Associated Persons (who are employees of a Participating Affiliate). In placing portfolio transactions for clients, the Adviser will seek to obtain the “best execution” for client accounts, taking into account the price of a security offered by the broker-dealer, as well as a broker-dealer’s responsiveness, probability of execution and settlement, size of order relative to market liquidity, global relationship factors, and the Adviser’s legal and credit assessment of the broker-dealer, among other factors. “Best execution” means obtaining for the client account the lowest total cost (in purchasing a security) or highest total proceeds (in selling a security), taking into account the circumstances of the transaction and the reputability and reliability of the executing broker or dealer.

In addition, the Adviser may consider the use of Electronic Communications Networks (“ECNs”) when placing trades on behalf of clients.

In order to monitor best execution, the Adviser, in consultation with members of compliance, will periodically monitors broker-dealers to assess the quality of execution of brokerage transactions effected on behalf of the Adviser and its clients. The portfolio managers will be responsible for monitoring client accounts for compliance with the Adviser’s policy on best execution, based on information and reviews of the Adviser’s Best Execution Committee and related operating procedures also used by Participating Affiliates. The Adviser’s Best Execution Committee will evaluate, on generally a quarterly basis (but no less than three times a year), the execution performance of broker-dealers used to execute client transactions and brokers used by the portfolio managers can only be selected from a list provided by the Best Execution Committee. The Adviser will maintain a schedule of approved brokers, along with commission schedules and other information deemed relevant to support the conclusions reached with respect to each of the aforementioned best execution evaluations/reviews (*e.g.*, broker-dealer eligibility and execution performance). Because significant trading may be conducted by Associated Persons who are employed by Namfi, which itself acts on behalf of affiliated and unaffiliated firms in selecting and managing brokers, the Best Execution Committee and members of compliance may also conduct similar analysis and oversight testing with respect to Namfi and its activities on behalf of the Adviser’s clients.

Use of Brokers that Distribute Shares of Registered Investment Companies to Execute Portfolio Transactions

Rule 12b-1(h) under the 1940 Act permits clients of the Adviser that are registered with the SEC as investment companies under the 1940 Act (collectively, “Registered Investment Companies”) to use selling brokers to execute transactions in portfolio securities only if the Adviser has implemented policies and procedures designed to ensure that the selection of brokers for portfolio securities transactions is not influenced by considerations relating to the sale of shares of such Registered Investment Companies. The procedures must be reasonably designed to prevent: (i) the persons responsible for selecting broker-dealers to effect Registered Investment Company portfolio securities transactions (*e.g.*, portfolio managers or traders), from taking into account, in making those decisions, broker-dealers’ promotional or sales efforts, and (ii) the Adviser from entering into, or causing to enter into, any agreement or other understanding under which a Registered Investment Company directs brokerage transactions or revenue generated by those transactions to a broker-dealer to pay for distribution of Registered Investment Company shares.

Accordingly, the Adviser will adopt a written policy specifying that it will not enter into, or cause any person to enter into, any agreement (whether oral or written) or other understanding under which the Registered Investment Companies direct, or are expected to direct (1) portfolio securities transactions; or (2) any remuneration, including but not limited to, any commission, mark-up, mark-down, or other fee (or portion thereof) received or to be received from the Registered Investment Companies' portfolio transactions effected through any other broker or dealer to a broker or dealer in consideration for the promotion or sale of shares issued by the Registered Investment Companies or any other client of the Adviser or its affiliates.

It will also be the policy of the Adviser that persons responsible for selecting brokers and dealers to effect the Registered Investment Companies' portfolio transactions, or involved in these transactions, are prohibited from taking into account the brokers' and dealers' promotion or sale of shares issued by the Registered Investment Companies or any other investment company. Further, no portfolio transactions of the Registered Investment Companies may be used to compensate any broker or dealer for their promotional or sales efforts with respect to any other client of the Adviser or its affiliates.

Achievement of high-quality execution will not justify or excuse violation of these policies, and the CCO has the authority to take additional measures reasonably designed to enforce the Adviser's policies and procedures with respect to selection of broker-dealers.

Soft Dollars

The Adviser does not expect to use soft dollars to acquire third-party research.

To the extent it will be consistent with the Adviser's policy to seek best execution, the Adviser may consider research and other services provided by broker-dealers in making trading decisions and, as it deems appropriate, may "pay up" (e.g., pay a higher commission to execute a trade than the lowest available negotiated commission) by using a portion of the commissions generated when executing client transactions (commonly referred to as "soft dollars") to acquire research and brokerage services in a manner consistent with the "safe harbor" provided by Section 28(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). As a result, the Adviser may pay a higher rate or amount of commissions to broker-dealers who provide research and brokerage services and may use "step outs" to obtain such services, as long as doing so is consistent with the objective of seeking best execution and the Adviser has made a good faith determination that the client commissions paid are reasonable in relation to the value of the services received. In the alternative, the Adviser may choose a broker exclusively based on best execution, and miss out on a soft dollar generating opportunity that could have resulted in useful research for the client, or choose to not use research provided by an executing broker based on the Adviser's assessment of the value of such research and the costs of tracking such use.

A conflict of interest exists when a broker-dealer provides such research services, as the Adviser will have an incentive to favor such broker-dealer over others that may charge lower commissions. The Adviser will adopt written policies and procedures addressing its use of soft dollars specifying that, prior to entering into a soft dollar arrangement with a broker-dealer, the arrangement must be approved in writing by the CCO (or his or her designee) for information and oversight.

Under the safe harbor provided by Section 28(e) of the Exchange Act, the Adviser may use soft dollars to acquire research and brokerage services even where such services may also be available for cash, to the extent appropriate and permitted by law, when such services assist the Adviser in meeting the investment objectives of one or more client accounts or in managing such accounts. The Adviser will not enter into any agreement or understanding with a broker-dealer that would obligate the Adviser to direct a specific amount of brokerage transactions or commissions to a counterparty in return for research or brokerage services. Research services provided by a broker-dealer can be either proprietary (created and provided by the broker-dealer, including tangible research products as well as access to analysts and traders) or third-party (created by a third party but provided by the broker-dealer). The Adviser may use soft dollars to acquire proprietary research and any permissible brokerage service.

Research and brokerage services acquired by the Adviser may be used for any account managed by the Adviser, even if that account did not generate the soft dollars used to acquire such services. A conflict of interest may arise when the Adviser's clients pay up by using soft dollars to acquire research and brokerage services that are used by the Adviser's clients and by the clients of a Participating Affiliate.

Directed Brokerage

The Adviser may permit clients to direct the Adviser to execute the client's trades with a specified broker-dealer. When a client directs the Adviser to use a specified broker-dealer to execute all or a portion of the client's securities transactions, the Adviser will treat the client direction as a decision by the client to retain, to the extent of the direction, the discretion the Adviser would otherwise have in selecting broker-dealers to effect transactions and in negotiating commissions for the client's account. Although the Adviser will attempt to effect such transactions in a manner consistent with its policy of seeking best execution, there may be occasions where it is unable to do so, in which case the Adviser will continue to comply with the client's instructions. Transactions in the same security for accounts that have directed the use of the same broker may be aggregated. When the directed broker-dealer is unable to execute a trade, the Adviser will select broker-dealers other than the directed broker-dealer to effect client securities transactions. A client who directs the Adviser to use a particular broker-dealer to effect transactions should consider whether such direction may result in certain costs or disadvantages to the client. Such costs may include higher brokerage commissions (because the Adviser may not be able to aggregate orders to reduce transaction costs), and less favorable execution of transactions. By permitting a client to direct the Adviser to execute the client's trades through a specified broker-dealer, the Adviser will make no attempt to negotiate commissions on behalf of the client and, as a result, in some transactions such clients may pay materially disparate commissions depending on their commission arrangement with the specified broker-dealer and upon other factors such as size of the transaction and the market for the security or financial instrument. The commissions charged to clients that direct the Adviser to execute the clients' trades through a specified broker-dealer may in some transactions be materially different from those of clients who do not direct the execution of their trades. Clients that direct the Adviser to execute the clients' trades through a specified broker-dealer may also lose the ability to negotiate volume commission discounts on batched transactions that may otherwise be available to other clients of the Adviser.

Aggregation of Trades

The Adviser (and by extension a Participating Affiliate) may (but is not required to) aggregate (or bunch) the orders of more than one client account for the purchase or sale of the same security subject to its duty to seek best execution. For example, orders may be aggregated to realize economies of scale, to possibly receive better market executions or to obtain better overall prices, including lower commission costs or mark-ups or mark-downs.

Aggregation opportunities generally arise when more than one client is capable of purchasing or selling a particular security based on investment objectives, available cash and other factors.

When an aggregated order is only partially filled, the investment opportunity will generally be allocated among participating clients on a pro rata basis based on each client's initial participation in the transaction or, if the number of shares is not equally distributable, on a specific allocation basis following the allocation procedures above. Allocation methods should be documented before the aggregated orders are placed (or, if deviation is necessary, deviations must be made based on the allocation procedures discussed in Item 11 above under "*Allocation of Investment Opportunities among Clients*" and before the trades are allocated).

Item 13. Review of Accounts

Oversight and Monitoring

Day-to-day portfolio management activities of client accounts managed by the Adviser are expected to be carried out by certain members of the Adviser's portfolio management team, the Associated Persons and Participating Affiliates, each acting on behalf of the Adviser (as will be, or have been disclosed to each client). Pursuant to advisory agreement(s), the Adviser will be responsible for overseeing management of the specified investments. The Board of Trustees of US registered funds exercises ultimate discretion over all of the Adviser's activities with respect to such funds.

Reporting

Investors in pooled investment vehicles managed by the Adviser will typically be mailed, in accordance with SEC rules, copies of audited financial statements of such pooled investment vehicle within 60 days after the fiscal year end of the pooled investment vehicle, as well as semiannual unaudited management reports within 60 days after the end of each six-month period. The Adviser may from time to time, in its sole discretion, provide additional information relating to such client accounts to one or more investors in such client accounts as it deems appropriate.

Item 14. Client Referrals and Other Compensation

The Adviser may from time to time pay compensation to third-party solicitors or to affiliates for client referrals. In these circumstances, the Adviser will ensure that each such solicitor has entered into a written agreement with the Adviser pursuant to which the solicitor provides each prospective client with a copy of the Adviser's Form ADV Part 2A, and a disclosure document setting forth the terms of the solicitation arrangement, including the nature of the relationship between the solicitor and the Adviser and any fees to be paid to the solicitor. Where applicable, cash payments

for client solicitations are structured to comply fully with the requirements of Rule 206(4)-3 under the Advisers Act and related SEC staff interpretations.

From time to time Mirova US may enter into arrangements with affiliates and unaffiliated third parties for their assistance in referring business to the Adviser or providing client service to the Adviser's clients. Mirova US will likely pay cash compensation to these parties based on a specified percentage of the advisory fees received by Mirova US from accounts referred to the Adviser by such parties.

For details regarding economic benefits provided to the Adviser by non-clients, including a description of related material conflicts of interest and how they are addressed, please see Item 11 above.

Item 15. Custody

The Adviser does not maintain physical custody of client assets. Any US mutual funds managed by the Adviser are expected to be registered investment companies and therefore comply with the custody requirements of the 1940 Act. To the extent assets of a pooled vehicle are held by a custodial bank, such custodial bank will send account statements to an independent representative of investors in such pooled vehicle or to investors in the pooled vehicle. The recipient of such account statements received from the custodial bank should compare them to any account statements the Adviser may deliver to investors.

Item 16. Investment Discretion

The Adviser expects to have investment discretion over some of the assets placed under its management. Investment discretion allows the Adviser to make investment decisions and to direct the execution of transactions for a client's account (subject to the investment objectives and guidelines applicable to the account) without consulting with the client in connection with each transaction. Prior to accepting investment discretion, the Adviser must have a signed investment advisory agreement with respect to the assets over which the Adviser will have discretion. The Adviser will provide services to its clients in accordance with the applicable advisory agreement and applicable regulations. Investment restrictions for registered investment company clients are disclosed in such client's registration statements. In the case of any client that is a pooled investment vehicle, investment advice is provided directly to such pooled investment vehicle, and not individually to the investors in such vehicle.

As discussed in greater detail under Item 7 above, certain clients may retain the Adviser on a non-discretionary basis (for example, wrap fee accounts). When the Adviser is retained on a non-discretionary basis, it may make recommendations for the client's account, but all investment decisions are made by the client and account transactions are executed only by the client or otherwise in accordance with the client's advisory agreement.

Item 17. Voting Client Securities

Mirova US may have the discretion at times to vote proxies for clients. Mirova US understands that proxy voting is an important right of shareholders and reasonable care and diligence must be undertaken to ensure that such rights are properly and timely exercised.

The Adviser will adopt written policies and procedures setting forth the principles and procedures by which the Adviser votes or gives consent with respect to securities owned by clients. These policies and procedures have been designed to help verify that proxy votes are provided in the best interests of the clients in accordance with the Adviser's fiduciary duties and Rule 206(4)-6 under the Advisers Act. The guiding principle by which the Adviser exercises all voting decisions is to vote in the best interests of clients by maximizing the economic value of each client's holdings, taking into account the relevant client's investment horizon, the contractual obligations under the relevant advisory agreements or comparable documents, and other relevant facts and circumstances at the time of the vote.

The CCO or his or her delegate (who can be located within a Participating Affiliate) will monitor for conflicts within Mirova and also for conflicts where the interests of a Participating Affiliate may depart from the interests of the Adviser and its clients. In addition to the considerations described above, for Mirova strategy clients, the Adviser's proxy voting policy emphasizes (i) the institution of a board that incorporates stakeholders in a balanced fashion and that resolutely takes account of issues of corporate social responsibility, (ii) an equitable distribution of value among the different stakeholders, notably integrating environmental and social criteria in the remuneration of executives, and (iii) the transparency and quality of financial and extra-financial information, with the implementation of reporting that integrates the issues of sustainable development, although these factors are not considered in voting proxies on behalf of all clients.

The Adviser's CCO or his or her delegate (who can be located within a Participating Affiliate) will be responsible for confirming that neither the Adviser, nor any member of the Proxy Voting Team, is aware of any conflicts of interest that may arise between the Adviser and its affiliates, on the one hand, and the interests of its clients, on the other, regardless of whether these conflicts are actual or perceived. Once a conflict of interests is identified, the CCO or his or her delegate will collect the recommendation of the Adviser's Proxy Voting Teams and decide independently whether to implement the recommendation or whether to vote differently. The CCO or his or her delegate may also seek additional justification for the vote if deemed necessary to show that the conflict of interest was adequately addressed.

Where the Adviser's CCO, or his or her delegate, deems appropriate unaffiliated third parties may be used to help resolve conflicts. In this regard, the Adviser shall have the power to retain independent fiduciaries, consultants, or professionals to assist with voting decisions and/or to delegate voting or consent powers to such fiduciaries, consultants or professionals.

Copies of relevant proxy logs, identifying how proxies were voted and copies of proxy voting policies are available to any client or prospective client upon written request to the Adviser at the following address: Mirova US LLC, c/o Amber Baker, 888 Boylston Street, Boston, MA 02199-

8197. In addition, voting information for registered investment company clients will be publicly available on Form N-PX via the SEC's website.

Item 18. Financial Information

Item 18 is not currently applicable to Mirova US LLC.

Item 19. Requirements for State-Registered Advisers

Item 19 is not currently applicable to Mirova US LLC.