

Form ADV Part 2A

PGIM Limited—Fixed Income

Grand Buildings, 1 – 3 Strand,
Trafalgar Square, London WC2N 5HR
+44 (0)20 7766 2400

www.pgimfixedincome.com

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This brochure provides information about the qualifications and business practices of PGIM Limited – Fixed Income. If you have any questions about the contents of this brochure, please contact us at +44 (0)20 7766 2400 or andrew.crain@pgim.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority.

Additional information about PGIM Limited - Fixed Income is also available on the SEC's web site at www.adviserinfo.sec.gov.

PGIM Limited – Fixed Income is a unit within PGIM Limited, an investment adviser registered with the SEC. PGIM Limited has elected to create separate brochures to address each of its different advisory units. This brochure specifically addresses only the operations of PGIM Limited – Fixed Income. Registration of an investment adviser does not imply any level of skill or training.

Item 2—Material Changes

This brochure, dated 29 March 2019, updates and replaces our prior annual brochure, dated 29 March, 2018, and reflects the following material changes:

- We have supplemented existing conflicts of interest disclosure regarding: (i) investment at different levels of an issuer's capital structure (Item 6); (ii) legal restrictions (Item 10); and (iii) investment consultants (Item 10);
- We have added risk factors regarding settlement risk, high yield debt securities, private investments, distressed securities, and operational risk (Item 8);
- We have added a description of our business relationships with trading counterparties (Item 12);
- We have updated various sections to reflect the establishment of PGIM Netherlands B.V.; and
- We have removed references to PGIM Fixed Income's quarterly senior management investment review meeting from various sections (this meeting is a summary of the more detailed discussions that take place in PGIM Fixed Income's quarterly investment strategy review meetings).

Although we have made other changes and updates to our previous brochure, we do not consider such changes to be material.

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Item 4—Advisory Business

Our Firm

PGIM Fixed Income is a global asset manager primarily focused on public fixed income investments. PGIM Fixed Income's United Kingdom business is operated through PGIM Limited – Fixed Income, a unit within PGIM Limited. PGIM Limited is authorized and regulated by the Financial Conduct Authority ("FCA") in the United Kingdom and is also an SEC-registered investment adviser. PGIM Limited is organized as a company and is registered in England (registration number 3809039). When we use the terms "we," "us" and "our" in this brochure, we are referring to PGIM Limited – Fixed Income. In addition, any references to "our employees" or "our officers" mean PGIM Limited employees or officers (including individuals who are FCA approved persons and conduct marketing activities as representatives of PGIM Limited) who work within the PGIM Limited – Fixed Income business unit. In the United States, PGIM Fixed Income operates as a unit within PGIM, Inc. (PGIM), an SEC-registered investment adviser organized as a New Jersey corporation.

PGIM Fixed Income is headquartered in Newark, New Jersey U.S.A. with affiliated offices in London (PGIM Limited - Fixed Income), Tokyo, Singapore and Amsterdam. These affiliates are separate legal entities, but operate with the Newark headquarters as an integrated global business. For example, the portfolio management and credit teams for some of our investment strategies include personnel from some of these affiliates. In addition, account management, operations and other services with respect to certain client accounts are performed by some of these affiliates. Depending on the client relationship and applicable investment management agreement, we may delegate advisory and other services to our affiliates, or vice versa. In addition, a number of oversight activities relating to PGIM Limited - Fixed Income are conducted partly or wholly by officers or employees within other PGIM Fixed Income entities. PGIM Limited also has a branch office in Germany. As the context requires, "PGIM Fixed Income" when used in this brochure refers to either the entire PGIM Fixed Income organization (including each of its global offices) or activities/functions within PGIM Fixed Income outside of PGIM Limited – Fixed Income.

PGIM Limited and PGIM, along with their affiliates referenced herein, are indirect wholly-owned subsidiaries of Prudential Financial, Inc., a publicly-listed company (NYSE Ticker "PRU") headquartered in the State of New Jersey, U.S.A. (PFI). None of PGIM Limited, PGIM or any of their affiliates referenced herein, including PFI of the United States, is affiliated in any manner with Prudential plc, a company headquartered in the United Kingdom.

In addition to PGIM Limited - Fixed Income, the other unit within PGIM Limited is PGIM Real Estate (a provider of real estate investment advisory services). This unit has a separate brochure that has been filed with the SEC and provides information about its advisory business.

PGIM Limited was formed in July 1999 and has been authorized and regulated by the FCA (registration number 193418) or a predecessor regulator since 1999. PGIM Limited – Fixed Income began managing fixed income portfolios for affiliates and for unaffiliated institutional clients in 2005.

Our Advisory Services

We are a global fixed income manager offering a range of fixed income strategies and products. In some cases, management of these strategies and products is delegated to PGIM.

Our fixed income investment strategies fall under three general categories:

- multi-sector strategies
- sector-specific strategies

- alternative strategies

Multi-Sector Strategies

PGIM Fixed Income manages a range of multi-sector fixed income strategies that seek an excess return over global, country-specific, regional (e.g., United States, Japan, Europe and Asia) or cash benchmarks. These strategies invest primarily in government securities, mortgage-backed securities, corporate bonds, high yield bonds, emerging markets bonds and structured products. These strategies take various levels of active risk versus the relevant benchmarks ranging from core conservative (least active risk) to absolute return and unconstrained bond (most active risk).

Sector-Specific Strategies

- *Investment Grade Corporate Bond*

We manage U.S., European and global corporate bond strategies against a variety of benchmarks. Our global corporate bond strategy emphasizes U.S. and European corporate bonds, seeking to generate a majority of excess return from regional allocation, individual security selection and industry rotation primarily based on security specific or bottom-up fundamentals. These strategies are available with a range of duration targets.

- *High Yield Bond*

We manage a range of high yield bond strategies that seek to generate excess return through industry and security selection. We offer U.S. high yield, U.S. higher quality high yield, European high yield, European higher quality high yield, broad market high yield and global high yield strategies with different risk and geographic parameters.

- *Senior Secured Bank Loans*

We manage a range of U.S., European and global senior secured bank loan strategies that seek to generate excess return through industry and security selection. Opportunities are sourced from both the primary and secondary markets.

- *Emerging Markets Debt*

We manage a wide range of emerging markets debt strategies, including a broad emerging markets debt strategy that invests in hard currency sovereign and quasi-sovereign bonds, with opportunistic allocations to local currency instruments and corporate bonds. We also manage emerging market local currency and corporate fixed income strategies, as well as blended emerging markets debt strategies that invest in both U.S. dollar denominated and local currency issues.

- *Structured Products*

We manage structured credit securities, including collateralized loan obligations.

Alternative Strategies

- *U.S. Liquidity Relative Value*

We act as subadviser to PGIM with respect to a U.S. long/short relative value strategy that seeks to maximize total return on a risk-adjusted basis by investing in relative value opportunities within sectors of the U.S. fixed income market that are considered to be liquid. This relative value strategy invests in leveraged long/short positions in U.S. treasury securities, U.S. agency mortgage-backed securities,

treasury futures and swaps. We also manage this strategy with an overlay intended to provide broad equity market or “beta” exposure.

- *Global Liquidity Relative Value*

We act as subadvisor to PGIM with respect to a global long/short relative value strategy that seeks to maximize total return on a risk-adjusted basis by investing in relative value opportunities within sectors of the developed country fixed income markets and select emerging markets that are considered to be liquid. This global relative value strategy invests in a diversified portfolio of leveraged long/short positions in government securities, sovereign securities, agency securities and derivatives.

- *Emerging Markets Long/Short*

We act as subadvisor to PGIM with respect to a long/short strategy that invests in sovereign, quasi-sovereign and corporate bonds of emerging market issuers in hard and local currencies and related derivatives instruments. This leveraged strategy employs various types of trades, including country-specific trades, relative value trades, carry trades, volatility trades and systematic foreign exchange and rates trades.

- *Collateralized Loan Obligations (CLOs)*

We believe that CLO management is a natural outgrowth of our expertise in both global credit and structured transactions. We manage CLOs that primarily invest in European bank loans and high yield bonds. We also serve as back-up manager for certain CLOs.

Customization of Our Advisory Services

We seek to accommodate the individual needs of our clients in providing our advisory services. Our investment management or similar agreements with clients, which include investment guidelines, are negotiated to incorporate mutually acceptable terms. Under these agreements, clients impose limitations on our investment discretion, such as restrictions regarding the investment in certain securities or types of securities. (See Item 16 below for more information regarding limitations on our investment discretion imposed by our clients.)

Our Assets Under Management

As of December 31, 2018, our assets under management were as follows:

- Discretionary: \$43,955,019,016
- Non-discretionary: \$272,032,874

Note that the assets under management amounts above do not include assets managed by our affiliated offices for which minimal or no services are provided by PGIM Limited – Fixed Income.

Item 5—Fees and Compensation

Advisory Fees

We negotiate fees with our clients individually. Fees paid by clients vary based on the type of advice provided and other factors, such as the size of the client account (including the aggregate size of multiple accounts for the same client or related clients), the investment strategy, whether the client is an affiliate or has a relationship with one of our affiliates, whether an investment consultant (including an OCIO provider) is utilized by the client, the nature of the overall fee structure (i.e., asset-based fee, fixed fee or

performance-based fee) and the required level of service. Fees may also differ based on account type. For example, fees for commingled vehicles, including those that we subadvise, may differ from fees for single client accounts. Since fees are negotiable, clients with similar investment objectives or strategies may pay different fees.

We are generally compensated for our advisory services under asset-based fee schedules or performance-based fee schedules. On occasion, in our discretion, we may agree to charge a fixed fee. Generally, unless otherwise instructed by clients, asset-based and performance-based fees are calculated from custodian and/or administrator pricing and not our internal valuations. Our asset-based fees are customarily offered in tiered schedules with breakpoints linked to the amount of assets in the account, so that the fee rate decreases as the assets increase.

In circumstances where we manage multiple accounts for a single client relationship (or group of affiliated clients), we have, in some cases, agreed to aggregate the client's assets across related accounts to enable the client to benefit from a lower fee tier or to consider such total assets in determining the fee schedule for each account of such client.

In addition, we have entered into arrangements with investment consultants (including OCIO providers) and other investment managers under which the assets of clients of such consultants or managers are aggregated to allow such clients to benefit from a lower fee tier or the total assets of clients of such consultants or managers are considered in determining the fee schedule for each client of such consultant or manager. Such clients will pay lower fees than some other clients as a result of their relationship with these investment consultants or managers. (See Item 10 below for a description of our relationships with investment consultants and managers.)

Each of the following fee schedules is representative of our fees for the strategies listed below and may apply to one or more portfolios:

Strategy	Fee Schedule
Absolute Return Fixed Income and Multi Asset Class	40 basis points on the first \$50,000,000 38 basis points on the next \$100,000,000 35 basis points on the next \$100,000,000 30 basis points thereafter, or Up to 90 basis points for investors in commingled investment funds
CLO Management	20 basis points on all assets senior fee 30 basis points on all assets subordinated fee Incentive fee: 20% of return over a 10% internal rate of return
CLO Senior Debt	30 bps on the first \$50,000,000 28 bps on the next \$100,000,000 25 bps on the next \$100,000,000 20 bps thereafter
Core Fixed Income or Government/Credit Fixed Income or Government/Agency Fixed Income or Municipal Bond	28 basis points on the first \$50,000,000 22 basis points on the next \$100,000,000 20 basis points on the next \$100,000,000 15 basis points thereafter
Core Plus Fixed Income	30 basis points on the first \$50,000,000 28 basis points on the next \$100,000,000 25 basis points on the next \$100,000,000 20 basis points thereafter
Emerging Markets Debt Blend Plus	150 basis points, or 75 basis points base fee plus Incentive Fee: 20% of net return** over the applicable benchmark
Emerging Markets Fixed Income	55 basis points on the first \$100,000,000 47 basis points on the next \$100,000,000

Strategy	Fee Schedule
	40 basis points thereafter, or Up to 110 basis points for investors in commingled investment funds
Emerging Markets Long/Short	75 basis points base fee plus Incentive Fee: 20% of net return** over 3-month LIBOR, subject to a loss carryforward, calculated annually
Global Absolute Return or Unconstrained Bond	45 basis points on the first \$100,000,000 37 basis points on the next \$100,000,000 32 basis points on the next \$100,000,000 30 basis points thereafter
Global Aggregate Plus	35 basis points on the first \$100,000,000 27 basis points on the next \$100,000,000 22 basis points on the next \$100,000,000 20 basis points thereafter, or Up to 85 basis points for investors in commingled investment funds
Global Core	30 bps on the first \$100,000,000 25 bps on the next \$100,000,000 22 bps on the next \$100,000,000 15 bps thereafter
Global Liquidity Relative Value Fixed Income	75 basis points base fee plus Incentive Fee: 20% of net return** over 3-month LIBOR, subject to a loss carryforward, calculated annually
High Yield Fixed Income	50 basis points on the first \$25,000,000 40 basis points on the next \$50,000,000 30 basis points thereafter, or Up to 100 basis points for investors in commingled investment funds
Investment Grade Corporate Fixed Income or LDI	30 basis points on the first \$100,000,000 25 basis points on the next \$100,000,000 22 basis points on the next \$100,000,000 15 basis points thereafter, or Up to 80 basis points for investors in commingled investment funds
Senior Secured Loans	55 basis points on the first \$25,000,000 45 basis points on the next \$50,000,000 35 basis points thereafter
Structured Product Unconstrained	40 basis points on the first \$50,000,000 38 basis points on the next \$100,000,000 35 basis points on the next \$100,000,000 30 basis points thereafter
U.S. Liquidity Relative Value Fixed Income	75 basis points base fee plus Incentive Fee: 20% of net return** over 3-month LIBOR, subject to a loss carryforward, calculated annually
U.S. Liquidity Relative Value Fixed Income with Overlay	75 basis points base fee plus Incentive Fee: 20% of net return** over applicable hurdle, subject to a loss carryforward, calculated annually

**Gross return less base fee and account expenses.

Payment of Fees

Depending on the client's preference, we either bill a client for our fees or deduct fees from the client's account held at its custodian. Asset-based fees are typically payable either monthly or quarterly in arrears. Performance-based fees, if earned, are payable after the calculation period for such fees.

We do not require or solicit clients to pay advisory fees in advance. If a client were to pay advisory fees in advance and the client's advisory contract were to terminate before the end of a billing period, we would refund any unearned, prepaid fees on a pro rata basis.

Conflicts Related to Valuation and Fees

When client accounts hold illiquid or difficult to value investments, we face a conflict of interest when making recommendations regarding the value of such investments since our fees are generally based on the value of assets under management. We believe that our valuation policies and procedures mitigate this conflict effectively and enable us to value client assets fairly and in a manner that is consistent with the client's best interests. In addition, single client account clients often calculate fees based on the valuation of assets provided by their custodian or administrator.

Other Amounts Payable by Clients

Our advisory fees are the only amounts payable by clients to us. Clients are generally responsible for other fees and expenses related to their accounts, including custodial fees, brokerage fees and other transactions costs. (See Item 12 below for a discussion of our policies regarding the selection of broker-dealers.) In addition, clients may incur withholding and other taxes in connection with investments in their account. Investors in funds we manage typically bear additional expenses associated with the fund structures, such as administrator and other third-party service provider fees.

The EU Markets in Financial Instruments Directive effective in 2018 ("MiFID II") requires that PGIM Limited – Fixed Income provide clients with *ex-ante* and *ex-post* disclosure of all costs and charges associated with the services we provide and the costs of the financial instruments to be recommended or marketed to the client. This information is provided to clients prior to the provision of services and on an annual *ex-post* basis.

Other Compensation

We act as distributor of securities or other investment products that are managed by us or affiliated entities, for which we are compensated on a cost-plus or other agreed fee basis. Our employees do not receive any compensation directly related to the sale of securities or other investment products, but the sale of our or an affiliate's advisory services or interests in funds we or our affiliates manage is considered in determining the compensation of our sales personnel. Any such compensation would be payable by us or other affiliated entities and not our clients or investors in the funds.

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

Performance-Based Fees

As described in Item 5 above, we negotiate fees with our clients individually. While the majority of our fees are asset-based, we do accept performance-based fees. Asset-based fees are calculated based on the value of a client's portfolio at periodic measurement dates or over specified periods of time. Performance-based fees are generally based on a share of the total return of a portfolio, and may offer greater upside potential to us than asset-based fees, depending on how the fees are structured. Most of our performance-based fees are derived from the percentage by which we outperform the benchmark against which the client's portfolio is measured. We will generally be entitled to be paid a portion of that

percentage, although the formulas and specifics of these negotiated fees vary. For client accounts where a performance-based fee is payable, it is also customary to include an asset-based component, which we collect regardless of the performance of the account.

Side-by-Side Management of Accounts and Related Conflicts of Interest

We manage accounts with asset-based fees alongside accounts with performance-based fees. This side-by-side management may be deemed to create an incentive for us and our investment professionals to favor one account over another. Specifically, we could be considered to have the incentive to favor accounts for which we receive performance fees, and possibly take greater investment risks in those accounts, in order to bolster performance and increase our fees.

Other types of side-by-side management of multiple accounts can also create conflicts of interest. Examples are detailed below, followed by a discussion of how we address conflicts related to side-by-side management.

- *Affiliated accounts*—we manage accounts on behalf of our affiliates as well as unaffiliated accounts. We could be considered to have an incentive to favor accounts of affiliates over others.
- *Large accounts/higher fee strategies*—large accounts and clients typically generate more revenue than do smaller accounts or clients and certain of our strategies have higher fees than others. As a result, a portfolio manager could be considered to have an incentive when allocating scarce investment opportunities to favor accounts that pay a higher fee or generate more income for us.
- *Long only and long/short accounts*—we manage accounts that only allow us to hold securities long as well as accounts that permit short selling. We may, therefore, sell a security short in some client accounts while holding the same security long in other client accounts. These short sales could reduce the value of the securities held in the long only accounts. In addition, purchases for long only accounts could have a negative impact on our short positions.
- *Securities of the same kind or class*—we sometimes buy or sell, or direct or recommend that a client buy or sell, securities of the same kind or class that are purchased or sold for another client, at prices that may be different. Although such pricing differences could appear as preferences for one client over another, our trade execution in each case is driven by our consideration of a variety of factors as we seek the most advantageous terms reasonably attainable in the circumstances. We may also, at any time, execute trades of securities of the same kind or class in one direction for an account and in the opposite direction for another account, or not trade such securities in any other account. While such trades (or a decision not to trade) could appear as inconsistencies in how we view a security for one client versus another, opposite way trades are generally due to differences in investment strategy, portfolio composition or client direction.
- *Investment at different levels of an issuer's capital structure*—we may invest client assets in the same issuer, but at different levels in the issuer's capital structure. For instance, we may invest client assets in private securities or loans of an issuer and invest the assets of other clients in publicly traded securities of the same issuer. In addition, we may invest client assets in a class or tranche of securities of a structured finance vehicle (such as a collateralized loan obligation, asset-backed security or mortgage-backed security) where we also, at the same or different time, invest the assets of another client (including affiliated clients) in a different class or tranche of securities of the same vehicle. These different securities may have different voting rights, dividend or repayment priorities, rights in bankruptcy or other features that conflict with one

another. For some of these securities (particularly private structured product investments for which our clients own all or a significant portion of the outstanding securities or obligations), we may have input regarding the characteristics and the relative rights and priorities of the various classes or tranches.

When we invest client assets in different levels of an issuer's capital structure, we may take actions with respect to the assets held by one client (including affiliated clients) that are potentially adverse to other clients, for example, by foreclosing on loans or by putting an issuer into default. In negotiating the terms and conditions of any such investments, or any subsequent amendments or waivers, we may find that the interests of a client and the interests of one or more other clients (including affiliated clients) could conflict. In these situations, decisions over proxy voting, corporate reorganizations, how to exit an investment, bankruptcy matters (including, for example, whether to trigger an event of default or the terms of any workout) or other actions or inactions may result in conflicts of interest. Similarly, if an issuer in which a client and one or more other clients directly or indirectly hold different classes of securities encounters financial problems, decisions over the terms of any workout will raise conflicts of interests (including potential conflicts over proposed waivers and amendments to debt covenants). For example, a senior bond holder may prefer a liquidation of the issuer in which it may be paid in full, whereas an equity or junior bond holder might prefer a reorganization that holds the potential to create value for the equity holders or junior bond holders. In some cases, we may refrain from taking certain actions or making investments on behalf of certain clients or we may sell investments for certain clients, in each case in order to mitigate conflicts of interest or legal, regulatory or other risks to us. This could potentially disadvantage the clients on whose behalf the actions are not taken, investments are not made, or investments are sold. Conversely, in other cases, we will not refrain from taking actions or making investments on behalf of some clients (including affiliated clients), which could potentially disadvantage other clients. Any of the foregoing conflicts of interest will be resolved on a case-by-case basis. Any such resolution will take into consideration the interests of the relevant clients, the circumstances giving rise to the conflict and applicable laws.

- *Financial interests of investment professionals*—PGIM Fixed Income investment professionals may invest in certain investment vehicles that PGIM Fixed Income manages, including ETFs, mutual funds and private funds. Also, certain of these investment vehicles are options under the 401(k) and deferred compensation plans offered by PFI. In addition, the value of grants under our long-term incentive plan and targeted long-term incentive plan is affected by the performance of certain client accounts. As a result, our investment professionals may have financial interests in accounts we manage or related to the performance of certain client accounts. (See description of our compensation of investment professionals in Item 11.)
- *Non-discretionary accounts*—we provide non-discretionary investment advice to some clients and manage others on a discretionary basis. Trades in non-discretionary accounts or accounts where discretion is limited could occur before, in concert with, or after we execute similar trades in our discretionary accounts. The non-discretionary/limited discretion clients may be disadvantaged if we deliver investment advice to them after we initiate trading for the discretionary clients, or vice versa.

How We Address These Conflicts of Interest

We have developed policies and procedures designed to address the conflicts of interest with respect to our different types of side-by-side management described above.

- Each quarter, the chief investment officer/head of PGIM Fixed Income holds a series of meetings with the senior portfolio manager and team responsible for the management of each of our investment

strategies. At each of these quarterly investment strategy review meetings, the chief investment officer/head of PGIM Fixed Income and the strategy team review and discuss the investment performance and performance attribution for each client account managed in the strategy. These meetings are also attended by the head of investment risk management or his designee and a member of our compliance group.

- In keeping with our fiduciary obligations, our policy with respect to trade aggregation and allocation is to treat all of our client accounts fairly and equitably over time. The PGIM Fixed Income trade management oversight committee, which generally meets quarterly, is responsible for providing oversight with respect to trade aggregation and allocation.
- The PGIM Fixed Income compliance group periodically reviews a sampling of new issue allocations and related documentation to confirm compliance with our trade aggregation and allocation procedures. In addition, the PGIM Fixed Income compliance and investment risk management groups review forensic reports regarding new issue and secondary trade activity on a quarterly basis. This forensic analysis includes such data as the:
 - number of new issues allocated in the strategy;
 - size of new issue allocations to each portfolio in the strategy;
 - profitability of new issue transactions;
 - portfolio turnover; and
 - metrics related to large and block trade activity.
- The results of these analyses are reviewed and discussed at trade management oversight committee meetings.
- The procedures above are designed to detect patterns and anomalies in our side-by-side management and trading so that we may assess and improve our processes.
- We have procedures that specifically address our side-by-side management of certain long/short and long only portfolios. These procedures address potential conflicts that could arise from differing positions between long/short and long only portfolios.

Item 7—Types of Clients

Types of Clients

We provide investment advisory services to a variety of affiliated and unaffiliated global institutional clients. Our clients include pension and profit-sharing plans, public employee retirement systems, sovereign wealth funds, central banks, credit institutions, corporations, publicly offered investment funds (including registered investment companies) and their investment managers, insurance companies, commingled trust funds, Taft-Hartley plans, charitable institutions, foundations, endowments, municipalities, CLO trusts, family offices, and private investment funds and their investment managers. Some of these client accounts are managed by PGIM, which engages PGIM Limited- Fixed Income as subadviser, while others are managed by PGIM Limited– Fixed Income which engages PGIM as subadviser. Minimum account sizes vary by investment strategy. We may waive these minimums in our discretion. Single client accounts and funds of one typically have higher investment minimums than investments in commingled funds that we manage.

Affiliated clients and certain other clients may have different or greater needs for information, reporting, operational support, training or other resources than our clients generally. For example, representatives of PFI, the general account of The Prudential Insurance Company of America (PICA), and accounts of other affiliates that are responsible for assessing PFI's enterprise investment risk have access to information about our assets under management, including for third parties, that is not made available to unaffiliated clients. This information does not include specific unaffiliated client identifying information or portfolio information for clients that have prohibited us from sharing such information with affiliates.

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

Our Methods of Analysis and Investment Strategies

We believe that research-driven security selection is the most consistent strategy for adding value to client portfolios. We complement this base strategy with active sector rotation, duration/yield curve/currency management and a focus on trade execution.

PGIM Fixed Income's research-based investment process integrates credit and structured products research, quantitative analysis, and risk management. Our portfolio managers are divided into the following teams:

- Credit Portfolio Management:
 - Corporate
 - Leveraged Finance (including high yield and bank loans)
- Global and Macro:
 - Global-Indexed Multi-Sector
 - Emerging Markets

In addition, separate teams within PGIM Fixed Income are dedicated to structured products, U.S. -indexed multi-sector, short term investments, multi-sector, liquidity (including developed market government securities and agency mortgage backed securities) and municipal bonds.

Our Investment Process

PGIM Fixed Income seeks to achieve long-term investment performance consistent with our clients' investment objectives. In doing so, we generally use the following portfolio construction process which is performed by our employees and/or employees within other PGIM Fixed Income entities:

Develop Top-Down Investment Outlook

- Quarterly, employees of PGIM Fixed Income formulate a market outlook that assesses economic, interest rate, and fixed income sector scenarios. This top-down outlook is prepared with input from a cross-functional group consisting of the chief investment officer/head of PGIM Fixed Income, chief investment strategist, chief economist, head of credit research, head of quantitative analysis and risk management, head of structured products, senior portfolio managers for each strategy and heads of each of our sector teams.

- The market outlook plays a role in helping to determine the level and types of risk to assume in our client portfolios. PGIM Fixed Income updates this market outlook on a weekly basis throughout the quarter.

Develop Portfolio Strategy and Security Selection

- The senior portfolio manager for each strategy develops portfolio strategy, seeking excess return over the portfolio's benchmark by establishing risk exposures within a pre-established risk budget.
- As discussed below, we use risk budgets to manage expected portfolio tracking error.
- Each strategy team meets periodically to discuss portfolio strategy, positioning and attribution.
- For multi-sector portfolios, the senior portfolio manager for the applicable strategy conveys the overall portfolio strategy to the applicable individual sector teams.
- Individual securities are selected by the applicable sector team based on:
 - fundamental research;
 - quantitative relative value modeling; and
 - technical and relative value analysis and trading expertise in the applicable markets.
- The senior portfolio manager for each strategy is responsible for all investment decisions and portfolio positioning, subject to the supervision of the chief investment officer/head of PGIM Fixed Income and, where applicable, the head of the relevant investment team.

Portfolio Monitoring

- Subject to certain exceptions, on a daily basis, each portfolio's risk characteristics and positioning versus its benchmark are reported and made available for review by both the portfolio manager for the account and the investment risk management group.
- Credit meetings are held on a daily basis at which credit analysts discuss industry and individual issuer developments and events while portfolio managers discuss the market environment, trading technicals, and spread levels. A portfolio's positions in an issuer may change as a result of these meetings. Throughout the day, analysts and portfolio managers interact informally on specific news-related issues as they arise. Periodically, sector teams meet formally and informally and conduct comprehensive subsector reviews.

Our Macroeconomic Research Process

Our macroeconomic research process is performed by employees of PGIM Fixed Income.

PGIM Fixed Income conducts in-house economic and strategic research to develop views on economic, policy, and market trends to support the fixed income investment process. The PGIM Fixed Income global macroeconomic research and investment strategy groups continually evaluate incoming economic data as well as monetary and fiscal policy developments in real time. PGIM Fixed Income supplements its internal research with third party research that focuses on economic and policy analysis. PGIM Fixed Income also analyzes market supply and demand trends from a range of sources.

The PGIM Fixed Income global macroeconomic research and investment strategy groups interact with the sector portfolio managers and research teams to integrate their top-down macroeconomic analysis with the sector teams' bottom-up fundamental views. On a weekly basis, the senior investment team meets to discuss economic and market developments and investment opportunities across the fixed income sectors. As discussed above, PGIM Fixed Income summarizes its macroeconomic views each quarter in a quarterly market outlook. This document includes not only its macroeconomic and interest rate outlook, but also an outlook for each fixed income sector.

Our Credit Research Process

Our credit research process is performed by our employees and/or employees of other PGIM Fixed Income entities.

Corporate and High Yield Debt

We have a team of credit analysts who are each responsible for a group of credits within an industry sector or group of industry sectors. To initiate coverage on an issuer, an analyst will prepare an internal rating and outlook on the issuer. The rating and outlook will be determined based on a comprehensive review of the financial health and trends of the issuer, which will include a review of the composition of revenue, revenue trends, profitability margins and trends, cash flow margins and trends, and leverage and coverage trends. In addition, the analyst will review the issuer's business strategy, financial policies and position within its industry. The analyst will also determine the creditor rights and ranking of the security or securities being proposed for purchase.

Once a security is purchased for a portfolio, the analyst will monitor the performance of the issuer on an ongoing basis by reviewing its financial statements and other disclosures, as well as ratings changes, relevant sell-side research and other news about the issuer using a variety of data services and news feeds. The analysts may listen to management conference calls detailing business results, attend industry conferences to learn about trends affecting issuers in their coverage universe, and meet directly with issuer management.

At any time an analyst determines that events, business results, a change in financial policy or strategic direction, or other developments warrant a change in our internal rating, the analyst will notify the portfolio managers and make the change in our credit database, where our ratings, outlooks and other credit related information is maintained. These changes appear on a dashboard of most recent updates to the database that is available on the desktop of all the portfolio managers and analysts.

Structured Products

PGIM Fixed Income's research approach to structured credit consists of the analysis and monitoring of underlying collateral, transaction structure, underwriting quality and macroeconomic factors. Analysts are responsible for evaluating the attractiveness of securities, estimating expected cash flows and maintaining an internal rating for each security held in a client portfolio. Analysts also maintain comprehensive views on the credit profiles and trends in covered subsectors. We regularly assess creditworthiness while a security is held in any client portfolio.

Sovereign Debt

PGIM Fixed Income closely follows sovereign and quasi-sovereign issuers across a range of developed and emerging market countries. Given our emphasis on country selection during the investment process, much of the sovereign credit research we do is focused on the fundamental analysis of the quantitative and qualitative factors driving sovereign credit risk. We also perform relative value and technical research on sovereign issuers, and we identify key risk factors that could cause a particular sovereign to outperform or underperform over a base case scenario. This process helps us to incorporate research findings into

actual portfolio construction by providing a framework for translating a research-based stand-alone country recommendation into a risk-adjusted country allocation within an overall portfolio.

ESG/Principles for Responsible Investment

PGIM Fixed Income has signed the United Nations-supported Principles for Responsible Investment. Accordingly, we evaluate environmental, social and governance (ESG) issues in connection with our credit research process; however, our investment decisions are impacted only to the extent we believe that ESG issues are material to the credit-worthiness of a particular issuer. We also manage client portfolios and funds that incorporate various ESG constraints.

Our Investment Risk Management and Quantitative Research Processes

Our investment risk management process is performed by employees of PGIM Fixed Income.

The PGIM Fixed Income investment risk management team develops risk budgets for each client portfolio, with certain limited exceptions. The risk budgets guide and monitor the allocation of a portfolio's overall risk capacity across the range of available investment opportunities. The PGIM Fixed Income investment risk management team sets discrete thresholds for monitoring systematic and non-systematic risks.

The PGIM Fixed Income proprietary risk management system incorporates a tracking error model designed to estimate the systematic risk of a portfolio's active positioning versus its benchmark resulting from yield curve, currency and spread movements. This model forms the basis for monitoring systematic risk in our portfolios. The PGIM Fixed Income investment risk management team supplements the tracking error model with short-term spread risk measures and with scenario analyses derived from actual historical events. Non-systematic risk (issuer, industry and country exposures) is addressed by applying market-value based thresholds and using custom stress-tests. For each portfolio, with certain exceptions, we also analyze liquidity risk by estimating the potential performance impact of a hypothetical liquidity stress event. The risk management system is used by risk managers and portfolio managers to analyze portfolio risk, monitor portfolio positioning relative to pre-established risk budgets, and perform detailed performance attribution. Risk budgets are not intended to be an absolute limit, but rather a basis for discussion between the risk management and portfolio management teams.

The PGIM Fixed Income quantitative modeling and strategies team develops proprietary quantitative models to support relative value trading and asset allocation for portfolio management as well as various risk models to support risk management. These proprietary models are used to evaluate interest rates across major currencies and to perform relative value analysis on asset classes such as government bonds, emerging market bonds, agency mortgages and structured products.

Primary Risks Associated with Our Methodology and Strategies

Investing in securities and other financial instruments involves risk of loss that clients should be prepared to bear. Investment strategies may not achieve their performance objectives and may result in losses. We have summarized below certain important risks for clients and prospective clients to consider.

General Risks Related to Fixed Income Investments

- **Market Risk.**
 - General. The value of securities and other investments may move up or down, sometimes rapidly and unpredictably. Securities markets are volatile. A client account may at any point in time be worth less than its initial value. Regardless of how well an individual investment performs, if financial markets decline, a client account could lose

money. We typically compare our performance against a benchmark. Even if we exceed the benchmark our clients can lose money.

- *Interest Rate Risk.* Debt securities can lose value because of interest rate changes. For example, debt securities tend to decrease in value if interest rates rise. Debt securities with longer maturities generally are more sensitive to interest rate changes than those with shorter maturities. In addition, short-term and long-term interest rates do not necessarily move in the same direction or by the same amount. Changes in interest rates can also cause certain types of debt obligations to become subject to prepayment risk or extension risk. These include securities such as mortgage-backed securities and bonds with embedded call or put options.
- *Spread Risk.* Portfolio returns are affected by changes in the spreads over risk-free rates of the underlying sectors and assets. In particular, a portfolio that is systematically overweighted in spread product would lose value if spreads widen. This systematic risk is dependent on the portfolio's exposure to various fixed income asset classes with varying degrees of spread risk.
- *Currency Risk.* Assets in our client accounts may be denominated or quoted in currencies other than the base (or share class) currency for the account. Accordingly, changes in currency exchange rates will affect the value of these client accounts. Generally, when the base (or share class) currency of an account rises in value versus another currency, assets denominated in a currency other than the base (or share class) currency lose value because that currency is worth less than the base (or share class) currency, and vice versa.
- *Issuer-Specific/Counterparty and Industry Credit Risk.* The issuer, the guarantor or the insurer of a fixed income security, or the counterparty to a contract, may be unable or unwilling to make timely principal and interest payments or to otherwise honor its obligations. Additionally, securities could lose value due to a loss of confidence in the ability of the issuer, guarantor, insurer or counterparty to pay back debt. The longer the maturity and lower the credit quality of an instrument, the more likely its value will decline as a result of such a loss of confidence. From time to time, several issuers in a given industry may experience such difficulties simultaneously, making it difficult for issuers in that industry to roll-over obligations, to repay creditors or to obtain liquidity in the market.
- *Liquidity/Valuation/Turnover Risk.* Assets in client accounts may, at any given time, include financial instruments for which no market exists, that are or become thinly traded, or that are not readily transferable under applicable securities laws. Liquidity can change without notice and without apparent reason. The sale of any thinly-traded or illiquid investments may be possible only at substantial discounts, if at all. Further, illiquid investments may be extremely difficult to value. Our investment strategies may include long-term purchases, short-term purchases, short sales or margin transactions. Frequent trading may result in higher transaction costs.
- *Prepayment Risk or Extension Risk.* Prepayment risk is the risk that a loan, bond or other security or investment might be called, prepaid or redeemed before maturity. In the case of mortgage- or asset-backed securities, as interest rates decrease or spreads narrow, the likelihood of prepayment increases. In the case of earlier than expected payment, our portfolio managers may not be able to invest the proceeds in other investments providing as high a level of income, resulting in a reduced yield. Prepayment risk may be amplified if the purchase price of a bond is greater than par. Conversely, extension risk is the risk that an unexpected rise in interest rates or spreads will extend the life of a mortgage- or asset-backed security beyond the manager's expectation, thus resulting in earning a lower yield for a longer period of time.

- *Non-U.S. Securities and Sovereign Risk.* Investing in securities of certain developing and emerging market issuers may involve more risk than investing in securities of issuers from developed countries. Political, economic and legal systems may be less stable and more volatile than the corresponding systems in developed countries. Certain jurisdictions may impose restrictions on the ability of their issuers to make payments of principal and interest or dividends to investors located outside the country, due to blockage of foreign currency exchanges or otherwise. Investments in emerging markets are typically subject to greater volatility and price declines than investments in developed markets. In addition, investments in sovereign debt can involve a high degree of risk. A governmental entity's willingness or ability to repay principal and interest in a timely manner may be affected by, among other factors, its cash flow situation, the extent of its foreign reserves, the availability of sufficient foreign exchange on the date a payment is due, the relative size of the debt service burden to the economy as a whole, the governmental entity's policy towards the International Monetary Fund and the political constraints to which a governmental entity may be subject.
- *Structured Products Risk.* Structured products are securities that are collateralized by, or linked to the performance of, pools of assets including commercial mortgage loans, residential mortgage loans, syndicated bank loans, credit card receivables, auto loans, student loans or other assets. Structured products carry risks in varying degrees including credit risk, concentration risk, prepayment risk, interest rate risk, geographic concentration risk, the risk of poor performance due to adverse economic conditions, the risk of changes in the regulation of the consumer credit industry and price volatility. Structured products are often not guaranteed by any governmental entity or other party and their payments may be contingent on the performance of assets that are not guaranteed. In addition, global regulations may limit the structured products that are eligible for certain client accounts.
- *Settlement Risk.* Settlement risk is the possibility that a trading counterparty fails to pay cash or deliver securities upon the scheduled settlement of a trade. All loan and securities trading involves a degree of settlement risk, and such risk can be exacerbated by adverse market conditions. The inability to dispose of a loan or security due to settlement problems could result in losses; and a delay in the settlement of a purchase could result in periods when cash is uninvested and no return is earned thereon. For example, the settlement of a bank loan purchase could be delayed due to a processing backlog at the agent bank, the bank's "know-your-customer" process or the need to obtain borrower consent. During the period of such settlement delay, the buyer may not be entitled to accrued interest on the loan. Certain markets, such as European bank loans, are subject to lengthy periods between trade date and settlement date.
- *High Yield Debt Securities.* Fixed income securities with below investment grade ratings may be speculative and their issuers, compared to the issuers of higher rated securities, may have a weakened capacity to make principal and interest payments in adverse economic conditions or other circumstances. High yield, high risk, and lower rated securities are subject to additional risk factors, such as increased possibility of default, decreased liquidity and fluctuations in value due to public perception of the issuer of such securities. In addition, both individual high yield securities and the entire high yield bond market can experience sharp price swings due to a variety of factors, including changes in economic forecasts, stock market activity, large sustained sales by major investors or high profile defaults.
- *Private Investment Risk.* Private securities are securities that are sold in private placement transactions between issuers and their purchasers that are typically neither listed on an exchange nor traded in other established markets. In many cases, private securities may not be freely transferable under the laws of the applicable jurisdiction or due to contractual restrictions on resale. In addition, private issuers are not subject to the same reporting and

disclosure requirements as public companies. As a result of the absence of a public trading market, private securities may be less liquid and more difficult to value than publicly traded securities. To the extent that private securities may be resold in privately negotiated transactions, the prices realized from the sales could be less than those originally paid by the client or less than their fair market value.

- **Distressed Securities Risk.** Client accounts in strategies that invest in distressed securities may be exposed to greater risks than if the strategy invested only in higher grade securities. Distressed securities are the securities of issuers that are, or might be, involved in reorganizations or financial restructurings, either out of court or in bankruptcy. As a result, it is often difficult to obtain information as to the true condition of financially distressed securities. In certain periods, there may be little or no liquidity in the markets for distressed securities. The prices of such securities may be subject to periods of abrupt and erratic market movements and above-average price volatility and it may be more difficult to value such securities. Clients may lose a substantial portion or all of their investment in distressed securities or may be required to accept cash or securities with a value less than their original investment.
- **Tax Risk.** Dividends, interest and other amounts payable (including, without limitation, principal amounts) with respect to financial instruments and other funds held by a client may be subject to taxes, including withholding taxes. The effect of taxation will reduce the return on the relevant financial instrument. Where tax is withheld, clients may be able to recover the amount withheld or otherwise offset part or all of the amount withheld against the client's tax liability. However, there can be no assurance that any such recovery will be successful. The location of a client's custodian (or its nominee) may also impact the tax treatment and (where applicable) the process for recovery of tax withheld.

Tax laws and regulations, and their interpretation and application, may change from time to time, including with retroactive effect. As a result of such changes, clients might incur unanticipated tax liabilities and/or may lose tax benefits previously attaching to particular financial instruments. As a result, the actual investment return may differ (potentially, significantly) from the expected return. Unless otherwise agreed in writing, we are not responsible for providing tax advice and are not responsible for and provide no guarantee or assurance with respect to the tax treatment of any financial instrument.

Risks Related to Our Strategies

- **Management Risk.** Each actively managed account is subject to management risk. We apply investment techniques and risk analyses in making investment decisions for actively managed accounts, but there can be no guarantee that these decisions will produce the desired results. The discussions of risk management in this brochure are intended to describe our efforts to monitor and manage risk but do not imply low risk.
- **Leverage Risk.** Certain of our investment strategies employ various levels of leverage. The use of leverage exposes client accounts to additional levels of risk, including:
 - greater losses from investments than would otherwise have been the case if we had not borrowed to make the investments;
 - margin calls or interim margin requirements which may force premature liquidations of investment positions; and

- losses on investments where the investment fails to earn a return that equals or exceeds the cost of borrowing such funds (including interest, transaction costs and other costs of borrowing).
- Short Sale Risk. The sale of securities not owned by a client (short sales) involves certain additional risks. There is the risk that securities sold by a client account could become scarce or "special" in the financing markets. If a security becomes special, it may be very costly or even impossible to borrow in order to fulfill the delivery obligation of a short sale. A "short squeeze" could occur where an account might be compelled to purchase the shorted securities at a disadvantageous time, possibly at prices significantly in excess of the proceeds received in the earlier sale.
- Derivatives Risk. Derivatives can be used to hedge a portfolio's investments or seek to enhance returns. In implementing certain of our investment strategies, we also may use derivatives as a substitute for taking a position in the underlying asset and/or as part of a strategy designed to manage exposure to other risks. We also may use derivatives to attain leverage in an account. Derivatives investments involve specific risks that may reduce returns or increase volatility that may be different from, or greater than, the risks associated with investing directly in securities or other traditional investments. The prices of derivatives may move in unexpected ways, especially in abnormal market conditions. Derivatives risks include:
 - Cleared and uncleared derivatives involve counterparty credit risk, which is the risk that the counterparty (or the exchange in the case of cleared derivatives) will not meet its obligations to our clients.
 - Uncleared derivatives are subject to liquidity risk. Not only may a liquid secondary market not always exist for derivatives positions, but many uncleared derivatives will not have liquidity beyond the counterparty to the instrument.
 - The use of derivatives for hedging purposes involves correlation risk. If the value of the derivative moves more or less than the value of the hedged instrument, a client account will experience a gain or loss that will not be completely offset by movements in the value of the hedged instruments, which means that a position may not be fully hedged during this time.
 - Derivatives also involve the risk of mispricing or improper valuation.
 - Futures, forward contracts, swaps, options and other derivative instruments also are subject to leverage risk because they contain inherent leverage wherever they provide more market exposure than the amount paid on the initiation of the transaction. As a result, a relatively small adverse market movement can not only result in the loss of the entire investment, but may also expose a client to the possibility of a loss exceeding the original amount invested or committed.
 - Derivatives also are potentially subject to currency risk, depending on the currenc(ies) being used and the underlying reference asset(s).
 - In addition, many derivative products are subject to margin risk, as variation or other interim margin requirements may force premature liquidation of investment positions if there are not sufficient client assets to meet the margin requirement.

U.S. and various non-U.S. regulators have adopted and are in various stages of implementing regulations governing derivatives markets, including mandatory clearing of certain derivatives, margin and reporting requirements. Further amendment to these regulations and the adoption of

additional requirements are likely to continue. The ultimate impact of the regulations remains unclear. Additional regulation of derivatives may make derivatives more costly, limit their availability or utility, increase concentration risk with exchanges that clear derivatives transactions, or otherwise adversely affect their performance or disrupt markets.

- *Model Risk.* Some of our investment strategies and risk management processes utilize proprietary mathematical models. There is a risk that we may select models that are not well-suited to prevailing market conditions. In addition, models that have been formulated on the basis of past market data may not be predictive of future price movements. Models may also have hidden biases or exposure to broad structural or sentiment shifts.

Other Risks Related to Our Business

- *Risks Related to Regulation.* Laws and regulations affecting our business change from time to time, and we are currently operating in an environment of significant global regulatory reform. We cannot predict the effects, if any, of future legal and regulatory changes on our business or the services we provide.
- *Brexit Risk.* On 23 June 2016, the United Kingdom held a referendum with respect to its continued membership in the European Union (the "UK/EU Referendum"). The result of the UK/EU Referendum was a vote in favor of the UK leaving the EU. It is at present unclear what type of relationship will be established between the UK and the EU or what would be the content of such a relationship. The UK will cease to be a member of the EU from the date of entry into force of a withdrawal agreement or, if no agreement has been concluded, on 12 April 2019, unless the remaining EU 27 Member States, in agreement with the UK, unanimously decide to extend this period.

At this time it is not possible to state with any certainty what might be the terms and effective date of any withdrawal agreement. A passporting regime currently allows regulated entities licensed or authorized in the UK (and each other EEA country) to operate on a cross-border basis in other EEA countries without the need for a separate license or authorization. There can be no assurance that the terms of the UK's exit from the EU will include arrangements for the continuation of the existing passporting regime or mutual access rights to market infrastructure. PGIM Limited currently relies on these passporting rights to conduct investment business in the EU. In the case of a hard Brexit where the UK becomes a "third country" with no transition period, PGIM Limited would no longer have these passporting rights. We are implementing contingency plans to address Brexit (including a potential hard Brexit), which include the formation of PGIM Netherlands B.V. (and application for authorization in the Netherlands) and the potential reliance on "temporary permission regimes" in various EU countries. Despite these measures, our ability to market and provide investment services in the EU may be adversely affected by Brexit.

- *Operational Risk.* We rely heavily on our portfolio management, trading, financial, accounting and other data processing systems. Operational risks arising from failed processes and systems, human error or external events, as part of the trading lifecycle (execution, confirmation, and settlement) as well as other activities in support of our clients, may cause financial loss, disruption to our business, liability to clients or third parties, regulatory action, or reputational harm. An increase in the volume or complexity of client transactions could increase these risks.
- *Certain Risks Related to Cybersecurity and Technology.* Investment advisers, including PGIM Limited, must rely in part on digital and network technologies to conduct their businesses and to maintain substantial computerized data relating to client account activities. These technologies include those owned or managed by ourselves as well as those owned or managed by others,

such as custodians, financial intermediaries, transfer agents, and other parties to which we or they outsource the provision of services or business operations.

Like all businesses that use computerized data, we and our affiliates and the systems we use may, under some circumstances, be subject to a variety of cybersecurity incidents or similar events that could potentially result in the inadvertent disclosure of data to unintended parties, or the intentional misappropriation or destruction of data by malicious hackers mounting an attack on computer systems. We and our affiliates have implemented and maintain an information technology security policy and program that includes certain technical and physical safeguards intended to protect the integrity, availability and confidentiality of the data we have and the systems that store it. We take other reasonable precautions to limit the potential for cybersecurity incidents, and to protect data from inadvertent disclosure or wrongful misappropriation or destruction.

Nevertheless, despite reasonable precautions, cybersecurity incidents could occur, and might in some circumstances result in unauthorized access to sensitive information about us or our clients. In addition, such incidents might cause damage to client accounts, data or systems or affect account management.

Furthermore, these systems may fail to operate properly or become disabled as a result of events or circumstances wholly or partly beyond our or others' control. Technology failures, whether deliberate or not, including those arising from use of third-party service providers or client usage of systems to access accounts, could have a material adverse effect on our business or our clients and could result in, among other things, financial loss, reputational damage, regulatory penalties or the inability to transact business.

Risks Related to Conflicts of Interest

Like other investment advisers, we are subject to various conflicts of interest in the ordinary course of our business. We strive to identify potential risks, including conflicts of interest, that are inherent in our business, and we conduct annual conflict of interest reviews. When actual or potential conflicts of interest are identified, we seek to address such conflicts through one or more of the following methods:

- elimination of the conflict;
- disclosure of the conflict; or
- management of the conflict through the adoption of appropriate policies, procedures or other mitigants.

Various conflicts of interest are discussed throughout this document. Please review this information carefully and contact us if you have any questions.

We follow PFI's policies on business ethics, personal securities trading, and information barriers. We have adopted a code of ethics (see Item 11), allocation policies and conflicts of interest policies, among others, and have adopted supervisory procedures to monitor compliance with our policies. We cannot guarantee, however, that our policies and procedures will detect and prevent, or result in the disclosure of, each and every situation in which a conflict may arise.

Item 9—Disciplinary Information

Under Item 9, we are required to disclose all material facts regarding any legal or disciplinary events that would be material to an evaluation of us or the integrity of our management. There have been no material legal or disciplinary events related to PGIM Limited - Fixed Income that are required to be disclosed pursuant to Item 9.

Item 10—Other Financial Industry Activities and Affiliations

Our Staff's Broker-Dealer Activities

We act as distributor for investment products that are managed by us or our affiliates. In addition, certain of our management persons and other officers are registered representatives of Prudential Investment Management Services LLC (PIMS), an affiliated SEC-registered broker-dealer.

Our Relationships with Affiliates

As an indirect wholly-owned subsidiary of PFI, we are part of a diversified, global financial services organization. We are affiliated with many types of U.S. and non-U.S. financial service providers, including insurance companies, broker-dealers, commodity trading advisors, commodity pool operators and other investment advisers. Some of our employees are officers of and/or provide services to some of these affiliates.

Relationships with Affiliated Broker-Dealers

PIMS provides marketing support in connection with the offer and sale of securities of certain commingled vehicles that we advise or subadvise. As noted above, some of our management persons and other officers are registered representatives of PIMS.

Relationships with Affiliated Investment Vehicles

Insurance Company Separate Accounts. We are subadviser to PGIM, which acts as the investment manager of the separate accounts of certain of our insurance company affiliates, including PICA, Prudential Retirement Insurance and Annuity Company (PRIAC), Prudential Annuities Life Assurance Corporation (PALAC) and Prudential Legacy Insurance Company of New Jersey (PLIC).

Mutual Funds. We serve as subadviser to mutual funds managed or co-managed by our affiliate PGIM Investments LLC (PGIM Investments). These include certain funds in the PGIM Investments family of funds, the Prudential Series Fund and the Advanced Series Trust. We also subadvise sub-funds of PGIM Funds plc (PF), an Irish domiciled investment company organized as a UCITS. All but three of the directors of PF are employees of PGIM or an affiliate. In addition, an affiliate of PGIM has invested in certain of the sub-funds.

Collective and Commingled Trust Funds. Our affiliate Prudential Trust Company (Pru Trust), a trust company organized under the Pennsylvania Banking Code, is the trustee of several collective and common trust structures, as well as certain other Pru Trust trust assets. We may provide investment advice to Pru Trust with respect to some of the funds established within these trust structures and other trust accounts. Certain PGIM Fixed Income employees are officers or directors of Pru Trust.

Long/Short Funds and Other Private Funds

- *Master-Feeder Funds.* We are subadviser to PGIM with respect to multiple master-feeder fund structures. Three of these structures have master funds that are domiciled in the Cayman Islands and both U.S. and non-U.S. feeder funds. Each feeder fund invests all or a substantial

portion of its assets in its respective master fund. Certain of the directors of the funds that are organized as corporations are employees of PGIM. Subsidiaries of PGIM serve as the general partner or managing member of the funds that are organized as limited partnerships or limited liability companies. In addition, at least one of our affiliates has invested in each of these fund structures.

- *Irish Qualifying Investor Funds.* We are subadviser to PGIM which acts as investment manager of sub-funds of Pramerica Fixed Income Funds plc (PFIF), an Irish domiciled investment company organized as a qualifying investor alternative investment fund and an open-ended umbrella unit trust. All but two of the directors of PFIF are employees of PGIM or an affiliate. In addition, affiliates have invested in certain of the PFIF sub-funds.
- *Cayman Unit Trust.* We are subadviser to PGIM which manages sub-trusts of PGIM Cayman Unit Trust, an open-ended umbrella unit trust organized in the Cayman Islands. An affiliate has invested in certain of the sub-funds.
- *Side Letters.* PGIM has entered into side letters with respect to certain of the funds that we subadvise, and we or they may do so with respect to funds that we may manage or subadvise in the future. Such side letters are agreements with investors in the funds (including affiliated investors) that grant such investors terms and conditions more advantageous than those granted to other investors. For example, investors may have side letters granting more favorable redemption rights, reduced fees or expenses, or access to more frequent or detailed information regarding the fund's investments. For certain investors in commingled funds subadvised by us, investors receive a rebate with respect to a portion of the management fee paid. The rebate is either reinvested into the fund or is paid to the investor in cash, as agreed to with the investor. We may have multiple side letters with respect to a single fund, each with a different investor.

Other Affiliated Non-U.S. Funds. We act as subadviser to PGIM, which acts as subadviser to certain funds domiciled in Italy and Luxembourg that are sponsored and organized by Pramerica SGR S.p.A., a joint venture owned, in part, by our affiliate Prudential International Investments Company, LLC. In addition, we act as investment subadviser to certain funds domiciled in Japan that are sponsored by our affiliate PGIM Japan Co., Ltd. (PGIM Japan).

Collateralized Loan Obligations. PGIM Limited and certain of our affiliates hold equity and/or debt interests in the CLOs for which PGIM Limited or PGIM serve as collateral manager. These CLOs may be considered affiliates of ours due to these investments. In addition, one or more affiliates of PGIM Limited may temporarily finance (through equity and/or debt) all or a portion of the assets purchased for CLO vehicles until the CLO notes are issued. These assets may change in value from the time of purchase to the time of issuance of the CLO notes. Any increase or decrease in the value of the assets may impact the value of the CLO notes at the time of issuance.

Relationships with Affiliated Investment Advisers

- *General.* In addition to PGIM and PGIM Investments, which are described above, other affiliated investment advisers include QMA LLC, Jennison Associates LLC, PGIM Japan, PGIM (Singapore) Pte. Ltd. (PGIM Singapore), PGIM Netherlands B.V. (PGIM Netherlands), Pru Trust, Prudential International Investments Advisers, LLC, Prudential Customer Solutions LLC and Global Portfolio Strategies, Inc. We provide subadvisory services with respect to certain accounts managed by certain of these affiliates and certain of these affiliates provide subadvisory services with respect to accounts managed by us. We also have service agreements with some of these affiliates under which we may perform services for them or they may perform services for us.

- *PGIM Fixed Income Global Offices.* As noted above, PGIM Fixed Income is headquartered in Newark, New Jersey, with affiliated offices in London, Tokyo, Singapore and Amsterdam. These affiliates are separate legal entities, but operate with the Newark headquarters as an integrated global business. Please see below for additional information.
 - *PGIM.* Certain members of our investment teams and certain client advisory/sales and operations personnel are employees of PGIM. These personnel are responsible for the analysis, trading and management of certain investments held in portfolios that we manage. PGIM also performs many other services for us as described throughout this brochure and is registered as an investment adviser with the SEC.
 - *PGIM Japan.* Certain members of PGIM Fixed Income's investment teams and certain client advisory/sales and operations personnel are employees of PGIM Japan, an affiliate located in Tokyo, Japan. PGIM Japan is registered as a discretionary investment manager with, and authorized by, the Japan Financial Services Agency.
 - *PGIM Singapore.* Members of our emerging markets credit team and certain client advisory/sales and administrative personnel are employees of PGIM Singapore, an affiliate located in Singapore. PGIM Singapore holds a capital markets services license from the Monetary Authority of Singapore and is an exempt financial adviser.
 - *PGIM Netherlands.* A member of our compliance team and a member of PGIM Fixed Income's operational risk management team are employees of PGIM Netherlands, an affiliate located in Amsterdam, Netherlands. PGIM Netherlands has an application pending with the Dutch Authority for the Financial Markets to be licensed and authorized as an alternative investment fund manager with the ability to provide "MiFID top-up services" (including investment advice and portfolio management). Subject to receiving such authorization, certain sales and client advisory personnel may operate through PGIM Netherlands.
 - *Operational Support.* Certain operational support is also provided by PGIM officers that are employed by Pramerica Systems Ireland Limited, which is located in Letterkenny, Ireland.
- *Participating Affiliate Arrangement.* Within the guidance set forth under applicable law, relevant no-action letters and related SEC staff guidance, SEC-registered investment advisers are permitted to access, under prescribed conditions, the services of unregistered affiliates ("participating affiliates"). The prescribed conditions include that the participating affiliate provide the SEC access to trading and other records, observe specific recordkeeping rules, submit to the jurisdiction of U.S. courts and cooperate with the SEC as it relates to relevant accounts.
 - Subject to PGIM Netherlands receiving the authorization from the Dutch Authority for the Financial Markets described above and the occurrence of certain other events, we expect that PGIM Netherlands will become a participating affiliate of PGIM Limited and that it and certain of its personnel will be subject to the supervision of PGIM Limited with respect to the services that PGIM Netherlands provides to PGIM as a participating affiliate.

Relationships with Affiliated Insurance Companies

We provide subadvisory services with respect to the general accounts of some of our affiliated insurance companies, including PICA (and certain of its subsidiaries), PRIAC and PALAC in the U.S.; and Gibraltar

Life Insurance Co., Ltd. (and certain of its subsidiaries) in Japan. We also provide subadvisory services with respect to the insurance company separate accounts described above. Assets of the general accounts of affiliated insurance companies constitute a material portion of our assets under management. In addition, certain of our derivatives transactions on behalf of our affiliated insurance companies and other affiliates are executed through an affiliated counterparty with whom PGIM Fixed Income shares certain officers.

Because of the substantial size of the general accounts of our affiliated insurance companies, trading by these general accounts, including trades by us and PGIM on behalf of the accounts, may affect the market prices or limit the availability of the securities or instruments transacted. Although we do not expect that the general accounts of affiliated insurers will execute transactions that will move a market frequently, and generally only in response to unusual market or issuer events, the execution of these transactions could have an adverse effect on transactions for or positions held by other clients.

Affiliate Relationships with Limited Partnerships and Limited Liability Companies

As described above, we serve as an investment manager or subadviser for certain commingled investment vehicles, including limited partnerships and limited liability companies, for which our affiliates serve as general partner or managing member.

Relationships with Affiliated Mortgage Finance Business

Our affiliate, PGIM Real Estate Finance, LLC (PGIM REF), is a national full-service, commercial and multifamily mortgage finance business. PGIM REF originates loans for PFI affiliates, certain third party investors and various government and government sponsored enterprise programs. A subsidiary of PGIM REF also provides mortgage loan servicing.

Conflicts Related to Affiliations

- *Conflicts Related to Investment of Client Assets in Affiliated Funds.* We may invest client assets in funds that we manage or subadvise for an affiliate. These investments benefit both us and our affiliate.
- *Conflicts Related to Co-investment by Affiliates.* Our affiliates may provide initial funding or otherwise invest in vehicles managed by us. When an affiliate provides "seed capital" or other capital for a fund, it may do so with the intention of redeeming all or part of its interest at a future point in time or when it deems that sufficient additional capital has been invested in that fund.
 - The timing of a redemption by an affiliate could benefit the affiliate. For example, the fund may be more liquid at the time of the affiliate's redemption than it is at times when other investors may wish to withdraw all or part of their interests.
 - In addition, a consequence of any withdrawal of a significant amount, including by our affiliate, is that investors remaining in the fund will bear a proportionately higher share of fund expenses following the redemption.
 - We could also face a conflict if the interests of an affiliated investor in a fund we manage diverge from those of the fund or other investors. For example, our affiliates, from time to time, hedge some or all of the risks associated with their investments in certain funds we manage. We may provide assistance in connection with this hedging activity.
- We believe that the conflicts related to our affiliations described above are mitigated by our allocation policies and procedures, our supervisory review of accounts and our procedures with respect to side-by-side management of long only and long/short accounts.

Conflicts Related to Our Financial Interests and the Financial Interests of Our Affiliates

We, PFI, PICA and other affiliates of ours at times have financial interests in, or relationships with, companies whose securities or related instruments we hold, purchase or sell in our client accounts. Certain of these interests and relationships are material to us or to the PFI enterprise. At any time, these interests and relationships could be inconsistent or in potential or actual conflict with positions held or actions taken by us on behalf of our client accounts. For example:

- We invest in the securities of one or more clients for the accounts of other clients.
- Our affiliates sell various products and/or services to certain companies whose securities we purchase and sell for our clients.
- We invest in the debt securities of companies whose equity is held by affiliates.
- Our affiliates hold public and private debt and equity securities of a large number of issuers. We invest in some of the same issuers for our client accounts but at different levels in the capital structure. For example:
 - Affiliated accounts can hold the senior debt of an issuer whose subordinated debt is held by our clients or hold secured debt of an issuer whose public unsecured debt is held in client accounts. See Item 6 above for additional information regarding conflicts of interest resulting from investment at different levels of an issuer's capital structure.
 - To the extent permitted by applicable law, we can also invest client assets in offerings of securities the proceeds of which are used to repay debt obligations held in affiliated accounts or other client accounts. Our interest in having the debt repaid creates a conflict of interest. We have adopted a refinancing policy to address this conflict.
- Certain of our affiliates (as well as directors or officers of our affiliates) are officers or directors of issuers in which we invest from time to time. These issuers may also be service providers to us or our affiliates.
- In addition, some of our affiliates originate and/or service commercial mortgage loans that are sold to certain issuers of agency and private-label commercial mortgage-backed securities (CMBS) and serve as security for CMBS issued by them. The proceeds of CMBS offerings by such issuers may be used to pay the purchase price for commercial mortgage loans sold to such issuers by our affiliates. Purchases of CMBS for our advisory clients may be viewed as supporting the business of the sponsors of the CMBS who acquire mortgages from our affiliates. In addition, the commercial mortgage loans sold by our affiliates are typically sold on a servicing retained basis, which means one of our affiliates (an "affiliated servicer") may provide certain services with respect to the mortgage loans for compensation. As a result, these commercial mortgage loans will typically be serviced by our affiliated servicer for the life of the CMBS deal or until the deal or the specific commercial mortgage matures or is terminated. In the event that a dispute arises with respect to an affiliate's origination or servicing of a commercial mortgage loan in a CMBS trust, the affiliate's positions and efforts may be contrary to the interests of holders of the CMBS. Unless prohibited by applicable law, we may invest assets of clients in CMBS secured by commercial mortgage loans originated and/or serviced by our affiliates. In order to mitigate the conflicts of interest related to purchases of these CMBS, we will not invest in CMBS offerings for unaffiliated clients in the primary or secondary market where commercial mortgage loans contributed by our affiliates exceed 25% of the commercial mortgage loans backing such CMBS at the time of purchase. The activities of this affiliate restrict the universe of CMBS that we are able to purchase for client accounts.

In general, conflicts related to the financial interests described above are addressed by the fact that we make investment decisions for each client independently considering the best economic interests of such client.

Conflicts Arising Out of Legal Restrictions.

- We may be restricted by law, regulation, contract or other constraints as to how much, if any, of a particular security we may purchase or sell on behalf of a client, and as to the timing of such purchase or sale. Sometimes these restrictions apply as a result of our relationship with PFI and its other affiliates. For example, we do not purchase securities issued by PFI for client accounts.
- Our holdings of a security on behalf of our clients are required, under certain regulations, to be aggregated with the holdings of that security by other PFI affiliates. These holdings could, on an aggregate basis, exceed certain reporting or ownership thresholds. PFI tracks these aggregated holdings and we may restrict purchases, sell existing positions, or otherwise restrict, forgo, or limit the exercise of rights to avoid crossing such thresholds because of the potential consequences to us or PFI if such thresholds are exceeded.
- In addition, we could receive material, non-public information with respect to a particular issuer and, as a result, be unable to execute transactions in securities of that issuer for our clients. This information can be received voluntarily or involuntarily and under varying circumstances, including, upon execution of a non-disclosure agreement, as a result of serving on the board of directors of a company, or serving on an ad hoc or official creditors' committee. In some instances, we may create an isolated information barrier around a small number of our employees so that material, non-public information received by such employees is not attributed to the rest of PGIM Fixed Income. We face conflicts of interest in determining whether to accept material, non-public information. For example, we may, with respect to the management of investments in certain loans for clients, seek to retain the ability to purchase and sell other securities in the borrower's capital structure by remaining "public" on the loan. In such cases, we will seek to avoid receiving material, non-public information about the borrowers to which an account may lend (through assignments, participations or otherwise), which may place an account at an information disadvantage relative to other lenders. Conversely, we may choose to receive material, non-public information about borrowers for our clients that invest in bank loans, which will restrict our ability to trade in other securities of the borrowers for our clients that invest in corporate bonds.

Conflicts Related to Investment Consultants.

Many of our clients and prospective clients retain investment consultants (including discretionary investment managers and OCIO providers) to advise them on the selection and review of investment managers (including with respect to the selection of investment funds). We have dealings with these investment consultants in their roles as discretionary managers or non-discretionary advisers to their clients. We also have independent business relationships with investment consultants.

We provide investment consultants with information about accounts that we manage for their clients (and similarly, we provide information about funds in which such clients are invested), in each case pursuant to authorization from the clients. We also provide information regarding our investment strategies to investment consultants, who use that information in connection with searches that they conduct for their clients. We often respond to requests for proposals in connection with those searches.

Other interactions we have with investment consultants include the following:

- we serve as investment adviser for the proprietary accounts of investment consultants and/or their affiliates, and as adviser or subadviser to funds offered by investment consultants and/or their affiliates;
- we invite investment consultants to events or other entertainment hosted by us;
- we purchase software applications, market data, access to databases, technology services and other products or services from certain investment consultants; and
- we may pay for the opportunity to participate in conferences organized by investment consultants.

We will provide you with information about our relationship with your investment consultant upon request. In general, we rely on the investment consultant to make the appropriate disclosure to its clients of any conflict that the investment consultant believes to exist due to its business relationships with us.

Please note that your relationship with an investment consultant may result in restrictions in the eligible securities or trading counterparties for your account. For example, accounts of certain clients (including clients that are subject to ERISA) may be restricted from investing in securities issued by the client's consultant or its affiliates and from trading with, or participating in transactions involving, counterparties that are affiliated with the investment consultant. In some cases these restrictions could have a material impact on account performance.

Conflicts Related to Service Providers.

We retain third party advisors and other service providers to provide various services for our firm as well as for funds that we manage or subadvise. A service provider may provide services to PGIM Fixed Income or one of our funds while also providing services to other PGIM or PGIM Limited units, other PGIM or PGIM Limited advised funds, or affiliates of PGIM and PGIM Limited, and may negotiate rates in the context of the overall relationship. We may benefit from negotiated fee rates offered to our funds and vice versa. There is no assurance, however, that we will be able to obtain advantageous fee rates from a given service provider negotiated by our affiliates based on their relationship with the service provider, or that we will know of such negotiated fee rates.

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

Code of Ethics

We maintain a code of ethics as required by applicable SEC rules. Our code of ethics requires employees to conduct business in an honest and forthright manner in accordance with the highest of ethical standards. In addition, the code of ethics requires employees to put client interests ahead of our own and disclose actual and potential meaningful conflicts of interest. The code of ethics incorporates our information barrier and personal securities trading standards that are described in greater detail below. Our employees are required to report any violation of the code of ethics promptly.

We will provide you with a copy of our code of ethics upon request.

Information Barrier Standards

PFI's information barrier standards, which apply to us, are designed to prevent the communication of material, non-public information across the various PFI asset management investment sectors. Under the standards, an employee of one investment sector, including PGIM Fixed Income, may not communicate material, non-public information to an employee of another investment sector without approval from each sector's compliance unit. The information barrier standards also restrict physical access to an investment sector's offices by employees of a different investment sector.

We maintain a restricted list of issuers about which we have material, non-public information. We may receive such information voluntarily or involuntarily. The restricted list is contained in an electronic database that can be viewed only by specified associates who have been granted access. The database is updated intra-day as changes are required. Restricted issuers are also added directly into the trading system so that our trading activities are screened on a front-end basis against our restricted list. Investment personnel must receive an override from our compliance unit prior to transacting for client accounts in the securities of any issuers that are restricted in the trading system. Our restricted list may limit investment opportunities available to our clients.

Personal Securities Trading Standards

We maintain personal securities trading standards that govern the trading activities of our employees as well as their household members and dependents. Subject to certain limited exceptions, employees are required by the standards to:

- report personal securities transactions to our corporate compliance unit;
- pre-clear personal securities transactions (for employees considered to be “access persons” under SEC rules);
- maintain brokerage accounts only with approved brokers, which may be requested to report transaction information to our corporate compliance unit; and
- annually report securities holdings to our corporate compliance unit.

Our access persons and investment personnel are subject to additional restrictions under the standards, including the following (which are subject to exceptions for certain de minimis transactions):

- investment personnel are generally prohibited from purchasing securities in initial public offerings;
- access persons may not knowingly trade any security on the same day that we trade such security (or an equivalent security) for client accounts (other than in client accounts that replicate a broad-based index);
- investment personnel are prohibited from knowingly trading any security within seven days before or after we trade such security (or an equivalent security) for client accounts (other than in client accounts that replicate a broad-based index);
- investment personnel who invest in proprietary and certain non-proprietary mutual funds must hold such investments for a period of at least 60 days; and
- access persons may not write naked call options or buy naked put options on a security held in a client account.

PGIM Fixed Income monitors personal trading activity versus firm trading and restricted list content, and any matches are investigated by our compliance unit. An ethics committee meets regularly to consider possible violations and take disciplinary action where appropriate.

All employees receive routine training regarding our personal securities trading and information barrier standards. In addition, employees must annually confirm that they have read and understand our code of ethics, including the personal securities trading and information barrier standards.

Gift and Entertainment Policy

Our employees may occasionally give or receive gifts, meals or entertainment of moderate value, subject to compliance with applicable laws and regulations and rules of self-regulatory organizations. PGIM Limited has adopted a gift and entertainment policy to address the conflicts of interest related to gifts and entertainment, such as the appearance of having given or received something of value that influenced our business decisions or the business decisions of our clients. The policy requires the reporting and preclearance of gifts, meals and entertainment given or received which exceed certain thresholds. In addition, our employees are prohibited from soliciting the receipt of gifts, meals or entertainment. Senior management periodically reviews summaries of gifts and entertainment activity to detect trends of abuse, conflicts of interest, or possible violations of the policy.

Political Contributions

Due to the potential for conflicts of interest, PFI, PGIM and PGIM Limited have established policies and procedures relating to political contributions that are designed to comply with applicable U.S. federal, state and local law. Under PGIM Limited's political contributions policy, all employees (including spouses and dependent children) must obtain preapproval before making any U.S. political contributions. This policy also prohibits our employees from making any political contributions with the intent of influencing a public official regarding the award of a contract to PGIM Limited or its affiliates.

Compensation of Our Investment Professionals

General

An investment professional's base salary is based on market data relative to similar positions as well as the past performance, years of experience and scope of responsibility of the individual. Incentive compensation, including the annual cash bonus, the long-term equity grant and grants under our long-term incentive plans, is primarily based on such person's contribution to our goal of providing investment performance to clients consistent with portfolio objectives, guidelines and risk parameters and market-based data such as compensation trends and levels of overall compensation for similar positions in the asset management industry. In addition, an investment professional's qualitative contributions to the organization and its commercial success are considered in determining incentive compensation. Incentive compensation is not solely based on the performance of, or value of assets in, any single account or group of client accounts.

Cash Bonus

An investment professional's annual cash bonus is paid from an annual incentive pool. The pool is developed as a percentage of our operating income and the percentage used to calculate the pool may be refined by factors such as:

- business initiatives;
- the number of investment professionals receiving a bonus and related peer group compensation;
- financial metrics of the business relative to those of appropriate peer groups; and
- investment performance of portfolios: (i) relative to appropriate peer groups and/or; (ii) as measured against relevant investment indices.

Long-Term Compensation

Long-term compensation consists of PFI restricted stock and grants under our long-term incentive plan and targeted long-term incentive plan. Grants under our long-term incentive plan and targeted long-term

incentive plan are participation interests in notional accounts with a beginning value of a specified dollar amount. For our long-term incentive plan, the value attributed to these notional accounts increases or decreases over a defined period of time based, in whole or in part (depending on the date of the grant), on the performance of investment composites representing a number of our investment strategies. With respect to targeted long-term incentive awards, the value attributed to the notional accounts increases or decreases over a defined period of time based on the performance of either (i) a long/short investment composite or (ii) a commingled investment vehicle. An investment composite is an aggregation of accounts with similar investment strategies. Our long-term incentive plan is designed to more closely align compensation with investment performance. Our targeted long-term incentive plan is designed to align the interests of certain of our investment professionals with the performance of a particular long/short composite or commingled investment vehicle. The chief investment officer/head of PGIM Fixed Income also receives (i) performance shares which represent the right to receive shares of PFI common stock conditioned upon, and subject to, the achievement of specified financial performance goals by PFI, (ii) book value units which track the book value per share of PFI and (iii) PFI stock options. Each of the restricted stock, grants under our long-term incentive plans, performance shares, book value units and stock options is subject to vesting requirements.

Conflicts Related to Long-Term Compensation

The performance of some client accounts is not reflected in the calculation of changes in the value of participation interests under our long-term incentive plan. This may be because the composite representing the strategy in which the account is managed is not one of the composites included in the calculation or because the account is excluded from a specified composite due to guideline restrictions or other factors. In addition, the performance of only a small number of our investment strategies is covered under our targeted long-term incentive plan. As a result of the long-term incentive plan and targeted long-term incentive plan, our portfolio managers from time to time have financial interests related to the investment performance of some, but not all, of the accounts they manage. To address potential conflicts related to these financial interests, we have procedures, including trade allocation and supervisory review procedures, designed to confirm that each of our client accounts is managed in a manner that is consistent with our fiduciary obligations, as well as with the account's investment objectives, investment strategies and restrictions. For example, the chief investment officer/head of PGIM Fixed Income reviews performance among similarly managed accounts on a quarterly basis during a series of meetings with the senior portfolio manager and team responsible for the management of each of our investment strategies. These quarterly investment strategy review meetings are also attended by the head of investment risk management or his designee and a member of the PGIM Fixed Income compliance group.

Conflicts Related to the Offer and Sale of Securities

Certain of our employees may offer and sell securities of, and interests in, commingled funds that we and/or an affiliate manage. There is an incentive for our employees to offer these securities to investors regardless of whether the investment is appropriate for such investor since increased assets in these vehicles will result in increased advisory fees to us. In addition, such sales could result in increased compensation to the employee. (See "Other Compensation" in Item 5.)

Conflicts Related to Employee/Investment Professional Trading

- *Personal Trading by Our Employees.* Personal trading by our employees creates a conflict when the employees are trading the same securities or types of securities as we trade on behalf of our clients. This conflict is mitigated by our personal trading standards and procedures described above.
- *Side-by-Side Management of Accounts.* See Item 6 for a description of conflicts of interest related to our side-by-side management of accounts.

Conflicts Related to Outside Business Activity

From time to time, certain of our employees or officers may engage in outside business activity, including outside directorships. Any outside business activity is subject to prior approval pursuant to our personal conflicts of interest and outside business activities policy. Actual and potential conflicts of interest are analyzed during such approval process. We could be restricted in trading the securities of certain issuers in client portfolios in the unlikely event that an employee or officer, as a result of outside business activity, obtains material, nonpublic information regarding an issuer.

Item 12—Brokerage Practices

Factors Used in Selecting or Recommending Broker-Dealers

Approved Counterparties

Transactions for client accounts must be made through approved counterparties. All counterparties are reviewed, approved and monitored by the PGIM Fixed Income credit research group. Criteria for approval include:

- profitability;
- liquidity;
- capital;
- financial metrics;
- economic factors;
- size; and
- market presence

The PGIM Fixed Income approval process, which includes approvals for PGIM Limited – Fixed Income, considers both transactional risk and counterparty creditworthiness, with transaction approval divided into various categories based on our view of the risk of the transaction. We may approve counterparties for one or more transaction categories. These categories include:

- delivery versus payment transactions with standard settlement (a settlement period of five days or less);
- extended settlement transactions (a settlement period of over five days);
- securities lending and repurchase transactions;
- collateralized derivatives transactions; and
- uncollateralized derivatives transactions.

Any concerns regarding the creditworthiness of an approved counterparty are reported to the PGIM Fixed Income quantitative analysis and risk management group for a review of applicable exposures to such counterparty. Any material exposures are notified to PGIM Fixed Income senior management.

The PGIM Fixed Income counterparty risk committee is responsible for general oversight of the counterparty approval process. This committee reviews counterparty usage data, patterns (if any) relating to counterparty use, and other information relevant to our counterparty selection process.

Execution of Trades

We seek to execute transactions in client accounts at the most advantageous terms reasonably attainable in the circumstances (i.e., we seek to achieve best execution). Factors that we may consider in seeking to achieve best execution include:

- the characteristics of the client, including categorization;
- the characteristics of the client order, including any specific instructions from the client in relation to the order;
- the characteristics of the financial instruments that are the subject of that order;
- the characteristics of brokers or execution venues to which the order may be directed;
- the counterparty's execution and settlement capability (including factors such as timing and speed of execution);
- price;
- commission rates (including commission equivalents) and other transaction costs, if any;
- responsiveness and administrative cooperation of the counterparty;
- creditworthiness, reputation and financial responsibility of the counterparty;
- the counterparty's willingness to commit capital under certain circumstances;
- the counterparty's willingness to maintain confidentiality (e.g., not reveal details about our trades or trading patterns to other brokers or market participants);
- the counterparty's ability to execute large transactions and to limit the market impact of large transactions; and
- client direction/restriction or regulatory restrictions regarding the use of certain counterparties.

The applicability and importance of these factors will vary based on, among other things, the size, timing and nature of the transaction; the market in which it occurs; the number of counterparties capable of executing the transaction; the liquidity and other characteristics of the instrument being traded; and market conditions.

Transactions may not always be executed at the best available price due to the consideration of relevant factors other than price and it is possible that our clients may pay transaction costs in excess of those which another firm might have charged for executing the same transaction.

PGIM Limited – Fixed Income is required to have in place an order execution policy which sets out in more detail how it seeks to obtain best execution for clients.

We manage foreign currency (FX) transactions through our approved counterparties or our clients' custodians. We will execute FX transactions through a client's custodian when directed by a client or when

local market rules or settlement practices indicate this to be a more efficient method for settling our trade orders. We will seek to aggregate FX transactions when doing so would be in the clients' best interests and where permitted by applicable regulation. When we execute through custodians at the direction of our clients, our execution is generally subject to the limitations and considerations described below under "Directed Brokerage". Our portfolio managers review FX, transaction price and execution taking into account factors such as available market quotations, liquidity, capability of our counterparties, applicable regulatory restrictions, or local rules and practices.

Top-Five Venue Reporting

Under MiFID II, PGIM Limited is required to publish, on an annual basis, the top-five execution venues where it has executed transactions, and the top five brokers with whom it has placed orders for execution, in terms of trading volumes, during the previous year, including information on the quality of execution obtained.

Soft Dollars and Research Services

PGIM Limited - Fixed Income's policies and procedures regarding the receipt of and payment for research reflect changes to the inducements rules introduced by MiFID II from January 2018.

PGIM Limited - Fixed Income is not permitted to pay for research using soft dollars. Any research that we receive must be paid for on a hard dollar basis, either from our own account or via a separate research payment account that is funded by our clients. PGIM Limited - Fixed Income has taken the decision to pay for all research received from third party research providers (including counterparties) from its own account. The amount that it pays for research varies according to the third party provider. It is still permitted to receive certain types of research for free where it constitutes a permissible minor non-monetary benefit as per guidance under MiFID II.

In respect of wider research services (e.g., corporate access), these must also be paid for by PGIM Limited – Fixed Income, unless they fall within a defined list of acceptable minor non-monetary benefits.

PGIM (a United States domiciled entity) is not subject to MiFID II. The policies of the PGIM Fixed Income unit of PGIM with respect to soft dollars and research services are disclosed in its Form ADV brochure.

Brokerage for Client Referrals

In selecting or recommending counterparties, we do not consider whether we or any of our related persons receive referrals from such counterparties or any other third parties.

Our Relationships with Trading Counterparties

PGIM Fixed Income's relationships with broker-dealers and other counterparties, particularly those affiliated with large financial services organizations, are complex. These relationships with trading counterparties include the following:

- We invest client assets in securities issued by trading counterparties or their affiliates;
- We provide investment management services with respect to the accounts of certain trading counterparties or their affiliates;
- Trading counterparties or their affiliates select us to manage accounts of their clients and invest assets of their clients in funds that we manage;
- Trading counterparties distribute funds that we manage or subadvise and such funds may be included on the investment platforms of trading counterparties;
- Broker-dealers serve as prime brokers to funds that we manage;

- We or funds that we manage participate in certain broker-dealer capital introduction programs;
- As noted above, trading counterparties provide both internally generated and third-party research to us; and
- Family members of some of PGIM Fixed Income's personnel are employed by trading counterparties or their affiliates.

All of these relationships pose the potential for a conflict in the selection of counterparties to execute client transactions.

Directed Brokerage

We do not recommend, request or require that clients direct us to execute transactions through a specified broker-dealer or other counterparty.

We do permit clients to direct the use of a particular broker-dealer or other counterparty for their account. Any such direction must be in writing or evidenced by our client's contract with the applicable counterparty. If a client directs us to use a particular counterparty or counterparties:

- The client may pay higher prices or otherwise receive inferior execution, depending on its arrangements with the counterparty and upon other factors such as trading volume, the market for the security, and market-making capabilities of that particular counterparty;
- The client may lose the possible advantage which non-directing clients derive from the aggregation of orders for multiple clients as a single "batch" transaction, where we would, in some instances, be in a better position to negotiate pricing if the brokerage were not directed; and
- The client would be responsible for monitoring the creditworthiness of the counterparties it has selected.

ERISA accounts may be subject to additional requirements and restrictions with respect to directed brokerage.

Clients should evaluate the relative costs, advantages and disadvantages of directed brokerage when considering whether or not to direct us to use one or more specific counterparties. Similar considerations apply in instances where a client restricts the universe of eligible trading counterparties pursuant to investment guidelines or otherwise.

Trade Aggregation and Allocation

Our policy with respect to trade aggregation and allocation is to treat all client accounts fairly and equitably over time.

Subject to the exception noted below, we aggregate and allocate all new issue orders among accounts with an appetite for the particular trade. While not required, we often aggregate secondary transactions. However, in many other cases, we may execute trades to meet the specific needs of a single account.

As stated above, our trade aggregation and allocation policy provides for the fair and equitable allocation of trading opportunities over time. However, a specific trade, when viewed in isolation, may have the effect of benefiting one account over another.

In determining individual account appetite, we may be influenced by numerous factors including:

- an account's cash or liquid asset availability (including known or anticipated cashflows);
- the benchmark weight of the security;
- maturity, quality, duration, or risk contribution represented by the security;
- existing holdings of each account;
- specific account and mandate objectives, guidelines and constraints;
- liquidity requirements;
- de minimis allocation considerations based on criteria such as round lot provisions, minimum percentage of NAV or minimum transaction size; or
- any other portfolio construction considerations.

In addition, preference may be given to accounts whose investment guidelines limit their universe of available securities.

Our aggregation and allocation policy (including the supervisory review procedures regarding allocation described in Item 6) exempts transactions in securities that are deemed to be both liquid and fungible. Examples of such securities are: eligible securities as defined by Rule 2a-7 under the U.S. Investment Company Act of 1940; U.S. government securities, including agencies and agency mortgage-backed securities; non-U.S. government securities issued in their native currency that we consider to be investment grade; exchange-traded futures and options; index credit default swaps; interest rate swaps; and foreign currency instruments.

Our general practice is that all aggregated orders will be allocated at the time of the transaction, or as soon as possible thereafter, based on each account's appetite for the issue, including affiliated accounts. Order allocation is not based upon account performance, fee structure, or any proprietary interest that we or our affiliates may have in an account.

If less than an entire aggregated order is executed, each account may be cut back based on one of a number of methodologies approved by the PGIM Fixed Income Compliance group and senior management, such as pro rata based on original order or position or duration weight relative to benchmark. In determining final allocations, we may also consider the factors described above with respect to the determination of individual account appetite.

Aggregation/Allocation of Futures

We may seek to enter a single futures order for multiple client accounts that have appetite for the same instrument. This is commonly referred to as a "block order." Block orders may result in "split fills" (an execution of a block order at more than one price) or "partial fills" (an execution of a block order at less than specified quantities). We allocate block orders and any resulting split and/or partial fills in a non-preferential, predetermined and objective manner.

Cross Trades

Cross trades involve the transfer, sale or purchase of assets from one client to another client without the use of a broker-dealer to effect the trades. We may (but are not required to) engage in cross trading to the extent permissible under applicable law and a client's investment management agreement, if we determine that such action would be beneficial to both clients and the conditions for the transaction are fair to both clients. Upon client request, direction or other limited circumstances, we may also engage in

trades or transfers between two accounts owned by a client or affiliated clients using a broker-dealer to effect the trades or transfers.

Our Trade Error Policy

We maintain a trading and operational errors corrections policy that requires all errors covered under the policy to be corrected in a manner that is fair and reasonable. In the event of a loss in a client account resulting from an error for which we have concluded we are responsible, we will determine the amount of the loss, reimburse the client and notify the client of the error. Not all mistakes or other issues will be considered errors under the policy and not all errors will be considered compensable to the client.

An error may result in a gain or a loss to an account or accounts. Unless prohibited by applicable regulation or agreement with the client, we may net the client's gains and losses under circumstances that include, without limitation, where more than one transaction must be effected to correct an error (e.g., unwinding both components of a relative value trade), or there occurs a series of related errors with the same root cause. The calculation of the amount of any net impact will depend on the facts and circumstances of an error, and the calculation methodology may vary. In some cases, the net impact will be as simple as the difference between the security purchase and sale prices. With respect to, for example, more complex errors or those continuing over a longer period of time, we may consider, among other factors, the performance during the period of the account, the account's benchmark, comparable securities, and/or the industry in which the security is included. Reimbursement is generally limited to direct losses and does not include any amounts we determine to be speculative or uncertain or that would result in an undue performance gain, or windfall.

To avoid potential errors in client accounts, our policy permits trades, where appropriate, to be cancelled or modified prior to settlement. In addition, our policy provides that a transaction in one client's account may be avoided through reallocation, prior to settlement, to another client's account, subject to certain conditions. Clients will not be notified if an error in their account is avoided through cancellation, modification or reallocation.

From time to time we may be required to evaluate facts and circumstances relating to our models or modeling processes. Errors may occur in the programming or implementation of investment models or other models that are applied to client accounts. When such errors are identified, we seek to understand the cause and determine the impact of the error. In certain cases, coding or other errors may not significantly impact the overall objective of the model or significantly influence an investment decision and will not be compensable to the client. Certain data received from external sources are inputs to our models and/or other investment processes. Issues resulting from inaccuracies in data received from external sources will generally not be considered errors.

Master Trading Agreements for Derivatives

General

Certain investment strategies that we manage utilize derivatives, such as swaps, futures, forwards and other forward settling transactions. These types of transactions typically require the negotiation of an agreement with one or more counterparties (for example, ISDAs, customer agreements with futures commission merchants, clearing agreements and master securities forward transaction agreements) (collectively, "Master Agreements"). Certain non-derivative securities, such as to-be-announced transactions, including adjustable rate mortgage transactions and transactions in collateralized mortgage obligations, also use Master Agreements. These agreements may be executed by our clients or, with client authorization, by us on a client's behalf.

Execution of Derivatives Agreements on Behalf of Clients

When a client authorizes us to execute Master Agreements on its behalf, we are acting solely as agent on behalf of the client. This means that the client is the named party to the agreement and a party to the underlying transactions. Accordingly, such clients are responsible for any obligations incurred under the agreements. We also may adhere to ISDA protocols on behalf of our clients, which effectively amend ISDAs that are already in place. Master Agreements require each party to make certain representations and warranties. We do not have the information necessary to confirm the accuracy of many of these representations and warranties on behalf of our clients, and therefore it is important for clients to review these agreements and other materials that we provide in order to understand the applicable terms and to confirm the accuracy of any representations and warranties. Inaccurate or incomplete information in a Master Agreement can result in an event of default and allow the counterparty to terminate the agreement and take other adverse actions. Clients should also note that Master Agreements often contain indemnification provisions and, for sovereign or government clients, require the waiver of sovereign immunity.

Timing

Counterparties to Master Agreements generally require credit approval and the satisfaction of other due diligence requirements prior to executing a new agreement or adding a new account to existing Master Agreements. This can be a lengthy approval process that typically does not begin until a client's investment management agreement is signed and delivered to the counterparty. Clients may receive requests for additional information from the counterparties. Any failure to provide the requested information in a timely manner can result in a delay in the launch of client accounts or delay in the ability to transact in derivatives for the account, which may affect the overall performance of the account.

Foreign Exchange Forwards

When an account which trades certain derivatives is launched and either the ISDA negotiation process is not completed or under certain other circumstances, we may trade foreign exchange forwards by adhering on behalf of our clients to certain Dodd-Frank protocols and electing a "deemed ISDA" for Dodd-Frank purposes. This is a form of agreement that does not contain many of the protections usually contained in a negotiated ISDA. For instance, these ISDAs do not have a Credit Support Annex and do not require the parties to exchange collateral. The absence of collateral increases the counterparty risk of these transactions, and given these additional risks we generally only trade under a deemed ISDA for a limited period of time until the client can be added to a formal ISDA. Failure to finalize negotiations of an ISDA may affect our ability to use derivatives in managing a client's account.

Other Agreements Related to Investments

When making investments in structured products and bank loans (either directly or through participations), investors are generally required, including under the terms of industry-standard documentation, to indemnify certain transaction parties for losses suffered by such parties due to inaccuracies in representations and warranties and for the investor's share of certain liabilities and expenses. Similar provisions may be contained in agreements related to the purchase of other securities, such as securities purchased in private placement transactions or in connection with restructurings. As a result of the foregoing indemnities, clients could be required to expend additional funds in respect of an investment beyond the acquisition price for such investment or the value of a client's investment may be reduced by the amounts paid or payable under such indemnities.

Other Matters Related to Account Transactions

Trading Ahead of Cash Settlement

We are not required to invest cashflows in client accounts prior to confirmation that the cash has been received by the client's custodian. We may, in our discretion and at the request of our clients, choose to invest cash prior to such settlement so long as the client provides adequate assurances that the cash will be received by its custodian prior to the settlement date for the investment. Any losses or other costs incurred as a result of the failure to deliver cash by the date specified in our client's instruction will be the responsibility of the client.

Item 13—Review of Accounts

Periodic Review of Client Accounts

Each quarter, the chief investment officer/head of PGIM Fixed Income holds a series of meetings with the senior portfolio manager and team responsible for the management of each of our investment strategies. At each of these quarterly investment strategy review meetings, the chief investment officer/head of PGIM Fixed Income and the strategy team review and discuss the investment performance and performance attribution for each client account managed in the strategy. These meetings are also attended by the head of investment risk management or his designee and a member of the PGIM Fixed Income compliance group.

Risk Management Reviews

The PGIM Fixed Income investment risk management team also conducts the following periodic reviews:

- *Daily Risk Reporting and Review.* Subject to certain exceptions, on a daily basis, the PGIM Fixed Income investment risk management team reviews risk reports which indicate where active risk is taken relative to a portfolio's risk budget. If necessary, a member of the PGIM Fixed Income investment risk management team will discuss potential risk issues with the portfolio managers of the applicable account.
- *Weekly Review.* The PGIM Fixed Income head of investment risk management conducts weekly meetings with the PGIM Fixed Income investment risk management team to discuss current risk positioning in client portfolios. At this meeting, the PGIM Fixed Income investment risk management team also discusses potential risk issues highlighted in the daily risk reporting process. When appropriate, issues are escalated by bringing them to the attention of the chief investment officer/head of PGIM Fixed Income.

Commingled Account Reviews

We serve as subadviser to commingled accounts such as mutual funds, collective investment trusts and other pooled investment vehicles. For these subadvised accounts, we are also subject to the oversight of the investment manager for the account and the governing body of the vehicle (such as the board of directors, trustee or investment committee of the vehicle).

Additional Ongoing Review of Accounts

Functional areas such as the PGIM Fixed Income compliance team also review and assess data and processes relating to our management and trading. They report the results of these analyses independently to the senior management of PGIM Fixed Income. Examples of these independent reviews may include:

- trade date compliance review of transactions for consistency with guideline restrictions (for absolute restriction-based rules such as prohibited securities or counterparties) (PGIM Limited – Fixed Income and PGIM Fixed Income);
- post-trade compliance reviews, including manual and semi-manual reviews of calculation-based guidelines such as percentage limitations (PGIM Limited – Fixed Income and PGIM Fixed Income);
- periodic review of trading to examine allocation and trade errors (PGIM Limited – Fixed Income and PGIM Fixed Income); and
- periodic review by oversight committees of various investment and trading activities, including reviews by our:
 - trade management oversight committee (PGIM Fixed Income);
 - valuation committee (PGIM Fixed Income);
 - risk operating committee (PGIM Limited – Fixed Income and PGIM Fixed Income); and
 - counterparty committee (PGIM Fixed Income).

Reports to Clients

We or PGIM Fixed Income provide written reports regularly to all of our clients. In most cases we distribute these reports monthly, but may provide certain reports quarterly or annually. Our reports generally include:

- a list of all activity in the account during the applicable period;
- a list of positions;
- the market value of the positions in the account;
- a calculation of the account's return and the return of the applicable benchmark;
- a comparison of the characteristics of the account (such as industry, sector, issuer, credit quality and country weightings) versus the applicable benchmark; and
- performance attribution.

In addition, we or PGIM Fixed Income sends our clients a quarterly investment outlook that summarizes our current views regarding the fixed income markets in general.

We may agree with some clients to provide additional information in our reports or to provide some reports more frequently than monthly.

In accordance with MiFID II, we are also required to notify our clients in the event that the value of their portfolio decreases by 10% or more and further multiples of 10% from the value notified in the previous report. Clients must be notified by the end of the business day on which the threshold was crossed.

Item 14—Client Referrals and Other Compensation

Other Compensation

Other than minor non-monetary benefits (as permitted under MiFID II), PGIM Limited – Fixed Income does not receive economic benefits from anyone who is not a client in connection with the advisory services we provide to clients.

Client Referrals

From time to time, we have arrangements where we compensate, either directly or indirectly, affiliated and/or unaffiliated solicitors for client referrals. The manner and amount of compensation is negotiated on a case by-case basis. PGIM currently has an agreement with an unaffiliated entity that provides for the payment to a United Kingdom company of a percentage of the management fee we receive as a result of our submission of responses to requests for proposals organized by such company.

Item 15—Custody

We generally do not take physical custody of the assets of our clients. Client assets are generally held in custodial accounts with banks, broker-dealers or other qualified custodians retained by our clients under arrangements negotiated by them. Although we do not have possession of client assets, when our clients permit or instruct us to deduct our management fees directly from their custodial accounts, the SEC nevertheless deems us to have custody over the assets of those clients. There are certain other circumstances under which the SEC may deem us to have custody of client assets as well, such as when an affiliated company serves as a general partner of an investment limited partnership.

A client's custody agreement with its custodian may contain authorizations with respect to the transfer of client funds or securities broader than those in the client's written investment management agreement with us. In these circumstances, our authority is limited to the authority set forth in our written investment management agreement with the client regardless of any broader authorization in the client's custody agreement with its custodian. The custodian's monitoring, if any, of the client's account is governed by the client's relationship with its custodian.

Our clients will receive account statements from their custodians no less frequently than quarterly, and should carefully review these statements. Where our fees are deducted from the client's custodial account, the statements will show those deductions, among other information. As described in Item 13 above under "Review of Accounts: Reports to Clients," we also generally provide statements or reports to our clients. Some of the types of information we provide in those statements or reports are comparable to information in the account statements clients receive from their custodians. We urge our clients to compare the account statements they receive from their qualified custodians with the statements that they receive from us.

Item 16—Investment Discretion

We typically have the discretionary authority to purchase and sell assets for client accounts. This authority is granted pursuant to a written investment management or similar agreement between the client and PGIM Limited. Some of our client accounts are managed by us acting as subadvisor to PGIM.

Our discretionary authority to manage client accounts is in all cases subject to the specific objectives, guidelines and limitations set forth in the applicable investment management agreement. Investment guidelines generally set forth the universe of eligible investments and issuers. Guidelines may also contain one or more of the following types of restrictions or limitations:

- a list of prohibited issuers or types of issuers;
- percentage limitations regarding the investment in certain issuers, industries or asset classes;
- limitations on the use of derivatives;
- percentage limitations regarding deviation from the holdings of the account's benchmark; and
- specifications regarding the credit quality of holdings for the account.

Certain regulated clients, such as U.S. mutual funds and ETFs, UCITS and pension fund accounts, are subject to additional investment, diversification and other limitations imposed by applicable law. Any of the above limitations can impact the potential returns of client accounts.

Item 17—Voting Client Securities

Proxy Voting

In General

We accept the authority to vote securities held in our clients' accounts when our clients wish to provide us with this authority. Our investment management agreements with our clients will generally specify whether or not we have the authority to vote proxies on their behalf. We do not receive a significant number of proxies since we primarily invest client assets in debt instruments. Proxy voting is reviewed by the PGIM Fixed Income trade management oversight committee.

Our Proxy Voting Policy and Procedures

Our policy is to vote proxies in the best economic interest of our clients. In the case of pooled accounts, our policy is to vote proxies in the best economic interest of the pooled account.

Our proxy voting policy contains detailed voting guidelines on a wide variety of issues commonly voted upon by shareholders. These guidelines reflect our judgment of how to further the best economic interest of our clients through the shareholder or debt-holder voting process. We generally vote with management on routine matters such as the appointment of accountants or the election of directors. From time to time, ballot issues arise that are not addressed by our policy or circumstances may suggest a vote not in accordance with our established guidelines. In these cases, voting decisions are made on a case-by-case basis by the applicable portfolio manager taking into consideration the potential economic impact of the proposal.

Not all ballots are received by us in advance of voting deadlines, but when ballots are received in a timely fashion, we strive to meet our voting obligations. We cannot, however, guarantee that every proxy will be voted prior to its deadline.

With respect to non-U.S. holdings, we take into account additional restrictions in some countries that might impair our ability to trade those securities or have other potentially adverse economic consequences. We generally vote non-U.S. securities on a best efforts basis if we determine that voting is in the best economic interest of our clients.

Client Direction of Voting

We will use our best efforts to implement any written client voting instructions with respect to a specific solicitation.

Conflicts of Interest in the Voting Process

Occasionally, a conflict of interest may arise in connection with proxy voting. For example, the issuer of the securities being voted may also be a client of ours. When we identify an actual or potential material conflict of interest between our firm and our clients with respect to proxy voting, the matter is presented to senior management who will resolve such issue in consultation with the compliance and legal departments.

Accounts for Which We Do Not Vote Securities

Some of our clients elect to retain voting authority for themselves. If a client has a question about a particular solicitation, the client may contact its account management representative and we will try to address the client's question. We will not, however, disclose how we intend to vote on an issue for other clients' accounts.

How to Obtain Information Regarding Proxy Voting

Any client may obtain a copy of our proxy voting policy, guidelines and procedures, as well as the proxy voting records for that client's securities, by contacting the account management representative responsible for the client's account.

Other Actions with Respect to Securities in Client Accounts

Class Actions/Litigation

In addition to voting rights with respect to securities held in our clients' portfolios, there may be other rights associated with those securities, including the right or opportunity to participate in class actions.

Where we agree to take action with respect to class action lawsuits relating to securities held, or formerly held, in client portfolios while managed by us, our responsibilities are generally limited to filing proofs of claim, and only for class action lawsuits generally in the U.S. Certain clients may have their custodians handle proofs of claim or may handle such matters themselves.

If we handle proofs of claim filings for a client, we will generally use our best efforts to file such notices in U.S. class action lawsuits in which the client is eligible to participate. In so doing, we will not inquire into the particular circumstances of any client, and largely act in an administrative capacity to permit the client to participate in the recovery of proceeds that have been awarded to the class. As a result, we will not seek to determine on an individual basis whether facts and circumstances relevant to that client would suggest that non-participation in the class action is appropriate or more advantageous to that client. For example, a client on whose behalf a proof of claim is filed may, as a result of having joined the class, waive or relinquish other claims that it may have against the target of the class action. The client may also have an interest or position with respect to the nature of the class action claim that is adverse to that of the class of plaintiffs. We would generally not be aware of those circumstances. Had the client elected to handle class action lawsuits for itself, it might have determined not to file the proof of claim in such a class action.

Unlike the U.S. class action process, investors are generally required to join non-U.S. actions as named plaintiffs or to "opt-in" at commencement of the lawsuit. This "opt-in" process usually requires an affirmative decision to join the lawsuit at an early stage in order to participate in any subsequent recovery of proceeds. The investor is also usually required to enter into one or more legal contracts for retention of counsel, funding arrangements and limitations of liability.

We do not provide any legal advice or analysis to our clients, and we generally do not handle non-U.S. class actions for our clients. In addition, we generally do not act on behalf of our unaffiliated clients as a lead plaintiff in a class action lawsuit or as a plaintiff in any potential direct action.

Corporate Actions

In addition to voting rights and class actions, investors from time to time have the right to participate in corporate actions in relation to securities that they hold, such as an issuer's merger, tender offer, or dividend distribution. We typically participate in corporate actions on behalf of clients unless instructed otherwise, taking such action as we deem to be in the best interest of the clients' accounts and consistent with the investment strategy and objectives.

Item 18—Financial Information

We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to our clients.

Note For Clients Subject to ERISA

This brochure is being provided for informational purposes. In providing this brochure, PGIM Limited – Fixed Income (i) is not acting as your fiduciary as defined by the Department of Labor and is not giving advice in a fiduciary capacity and (ii) is not undertaking to provide impartial investment advice as PGIM Limited – Fixed Income will receive compensation for its investment management services.