

Morgan Stanley

Form ADV, Part 2A Brochure

Morgan Stanley Investment Management Limited

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March 27, 2024

This brochure (the “Brochure”) provides information about the qualifications and business practices of Morgan Stanley Investment Management Limited (the “Adviser”, MSIM Ltd, “us” or “we”). If you have any questions about the contents of this Brochure, please contact us, at (+44) 207-425-8000. We will provide you with a new Brochure as necessary based on changes or new information, at any time, without charge. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

The Adviser is a registered investment adviser. Registration of an Investment Adviser does not imply any level or skill or training. The oral and written communications of an Adviser provide you with information with which you can determine to hire or retain an Adviser.

Additional information about the Adviser is also available on the SEC’s website at www.adviserinfo.sec.gov

Item 2 Material Changes

This Brochure is dated March 27, 2024 and represents our annual updating Brochure. The following is a summary of material updates made to this Brochure since the annual amendment, dated March 31, 2023:

- Item 4 Advisory Business – MSIM Ltd updated the description of the advisory services it provides.
- Item 5 Fees and Compensation – MSIM Ltd updated the description of fees paid by clients.
- Item 8 Methods of Analysis, Investment Strategies and Summary of Risk – MSIM Ltd updated investment strategy descriptions and risk factor disclosures.
- Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading – MSIM Ltd updated information concerning its relationship with affiliates.
- Item 12 Brokerage Practices – MSIM Ltd updated the description of its brokerage practices.
- Appendix A – MSIM Ltd updated its fee schedules.

In addition to the material changes listed above, other enhancements have been made throughout this Brochure.

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Item 4 Advisory Business

Morgan Stanley Investment Management Limited ("MSIM Ltd") and its advisory affiliates represent the investment management division of Morgan Stanley, a publicly held company ("Morgan Stanley"). MSIM Ltd is a wholly owned subsidiary of Morgan Stanley, a corporation whose shares are publicly held and traded on the New York Stock Exchange under the symbol "MS". Morgan Stanley is a leading global financial services firm providing investment banking, securities, wealth management and investment management services. With offices in more than 41 countries, the Firm's employees serve clients worldwide including corporations, governments, institutions, and individuals.

MSIM Ltd was formed in 1986 to lead the Firm's work in international and global investment, offering investment in the world's equity and fixed income markets, either separately or as a balanced portfolio, for all institutions. MSIM Ltd registered with the Financial Conduct Authority (FCA) in 2001 and with the SEC as an investment adviser under the Investment Advisers Act of 1940 in 1986.

Overview

For more than 40 years Morgan Stanley Investment Management (MSIM) has provided client-centric investment and risk-management solutions to a wide range of investors and institutions. Our clients include corporations, pension plans, intermediaries, sovereign wealth funds, central banks, endowments and foundations, governments, consultant partners, and retail investors worldwide. Investment strategies span the risk/return spectrum across geographies, investment styles and asset classes, including equity, fixed income, alternatives and private markets.

More than 20 investment teams are organized within six capabilities: Solutions & Multi-Asset, Real Assets, Active Fundamental Equity, Private Credit & Equity, Fixed Income and Global Liquidity. MSIM offers its clients the intelligence and creativity of some of the brightest professionals in the industry, and access to the global resources of Morgan Stanley.

The extensive range of MSIM's services and products reflects our continuous effort to provide products and services that help meet the needs of investors worldwide. Depending on the selected product or offering, our investment teams have the ability to customize solutions for clients, creating tailored approaches in the context of a full-service platform.

MSIM is dedicated to providing superior client service to investors worldwide. In addition to responding to client inquiries and providing timely portfolio analytics and commentary, we share knowledge with clients by organizing proprietary conferences and webcasts, and distributing a wide array of publications and thought leadership papers that highlight our firm's intellectual capital. We aim to empower our clients to make more informed investment decisions. The longevity of many of our client relationships testifies to our commitment to superior investment service and the productive partnerships we have cultivated throughout our history.

We provide discretionary and non-discretionary investment management services and products to institutional clients and individual investors. We also advise clients on a discretionary and non-discretionary basis as to the appropriate allocation of assets among multiple separate accounts and/or investment companies or other pooled vehicles that we advise ("asset allocation advice"). As a diversified global financial services firm that engages in a broad spectrum of activities including financial advisory services, investment management activities, sponsoring and managing private investment funds, and other activities, you should be aware that there will be occasions when Morgan Stanley encounters potential and actual conflicts of interest in connection with its investment management services.

MSIM Ltd also provides asset allocation advice for fees that are negotiated and vary depending on a client's particular circumstances. In connection with this service, MSIM Ltd advises clients on a discretionary and non-discretionary basis as to the appropriate allocation of their assets among various separate accounts and/or investment companies advised by MSIM Ltd, including, but not limited to, the Morgan Stanley Institutional Fund, Inc. and the Morgan Stanley Institutional Fund Trust, each an open- end registered investment company, Morgan Stanley Investment Funds, Societe d'Investissement a Capital Variable ("SICAV"), which is a collective investment vehicle established in Luxemburg, and Morgan Stanley Funds UK, which is an open ended investment company ("OEIC") in the UK. MSIM Ltd.'s asset allocation

fee is in addition to fees it and its affiliates receive as adviser and administrator to such investment companies. Because MSIM Ltd. receives varying fee levels for its advisory services to the investment companies it recommends, it could be deemed to have a conflict of interest in rendering its asset allocation advice.

Fund of Funds and Portfolio Solutions

Our fund of funds advisory and portfolio solutions business focuses on the discretionary and, in certain instances, non-discretionary investment management of accounts across three strategies: (1) fund of hedge funds; (2) private markets (“Private Markets”); and (3) portfolio solutions.

MSIM Ltd.’s fund of funds advisory business consists primarily of identifying investment opportunities and making investments in diversified portfolios of traditional and non-traditional investment funds. Advisory services of this nature are provided to funds and separate accounts on a discretionary and non-discretionary basis. The underlying funds or accounts in which we invest are referred to throughout as the “Underlying Investment Funds” and the third-party investment managers who manage the Underlying Investment Funds are referred to as the “Underlying Investment Managers”

The Portfolio Solutions business implements discretionary investment advice by integrating traditional and non-traditional investments through a single portfolio construction, philosophy and approach.

Wrap Fee Programs

In accordance with a delegation agreement between MSIM Ltd and an affiliated investment adviser, Morgan Stanley Investment Management Inc. (“MSIM Inc”), MSIM Ltd is delegated responsibility for providing model portfolio services to certain of MSIM Inc’s clients that participate in bundled “wrap fee” programs (“Wrap Fee Programs”) sponsored by certain broker-dealers and/or investment advisers, including affiliates of MSIM Ltd. For more details regarding the advisory services, fees, conflicts of interest, and other information associated with a Wrap Fee Program, clients should refer to the applicable disclosure in MSIM Inc’s Form ADV Part 2A brochure.

Assets Under Management

As of December 31, 2023, MSIM Ltd managed \$147,313,418,161 on a discretionary basis and \$18,580,788,480 on a non-discretionary basis totaling \$165,894,206,641 of assets under management.

Item 5 Fees and Compensation

Management Fees

MSIM Ltd.'s fees and minimum initial investments for a client could vary from the applicable schedules, attached as Appendix A, due to the particular circumstances of the client or as otherwise negotiated with particular clients, including clients in certain funds and pooled investment vehicles. In certain instances, MSIM Ltd provides investment advisory services to clients for negotiated fixed fees based on the value of the services rendered and, from time to time, receives performance based fees from clients in accordance with the particular client's agreement, except in those jurisdictions that do not allow fees based on performance. Depending upon the account's investment objectives, strategies and restrictions, holdings in a client's account can include real estate investment trusts ("REITS"), investment companies (including exchange traded funds or "ETFs"), collateralized loan obligations ("CLOs") and other pooled vehicles for which a separate management fee is charged, including investment companies and other pooled vehicles advised by MSIM Ltd or a related person.

Fees are generally billed quarterly in arrears based on current or quarter-average market values. Certain accounts, however, are billed quarterly in advance. The timing of fee payments and method of calculation for particular clients can vary in accordance with client preferences. Typically, MSIM Ltd.'s services are terminable by either party upon written notification in accordance with the applicable contractual notice provision. Upon termination the fees described above (including performance fees, if any) generally will be prorated to take account of contributions and withdrawals during a quarter and where MSIM Ltd does not manage the account for the entire calendar quarter.

The fees described herein are only the advisory fees charged by MSIM Ltd and do not reflect custodial or other fees that could be applicable to a client's account. Further discussion of such expenses appear below.

Item 12, "Brokerage Practices", further describes the factors that MSIM Ltd considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation.

Separately Managed Accounts

The fees we charge for separate account management services vary based on the particular circumstances of the client or as otherwise negotiated. Our services are terminable by either party in accordance with the applicable contractual notice provision. Generally, fees on separate accounts are billed quarterly in arrears, however in some cases they are billed quarterly in advance. The timing of fee payments will vary in accordance with clients' preferences. In addition to being subject to the fees we charge, the portion of each client account that is invested in a fund will also bear a proportionate share of the advisory fees and other expenses of the fund; however, such fees and expenses can be waived and/or rebated at our discretion. In certain circumstances, separately managed accounts are invested in products sponsored or advised by our affiliates that carry product level management fees and other expenses.

Asset Allocation

We provide asset allocation advice for fees that are negotiated and vary depending on your particular circumstances. The fee we charge for asset allocation advice is in addition to the fees we and our affiliates receive as adviser and/or administrator to certain open and closed end registered funds (the "Morgan Stanley Funds") and other pooled vehicles in which we could invest your portfolio's assets.

Otherwise, except as agreed, we generally do not charge advisory fees on separately managed client assets that are invested in the Morgan Stanley Funds in addition to the advisory fees that we charge to such Morgan Stanley Funds. Generally, fees billed to a separately managed client under the client's investment management contract will be reduced by the amount of any investment advisory fees (but not other fund level fees) that we receive from the Morgan Stanley Funds as a result of the client's investment in the Morgan Stanley Funds. Alternatively, in certain instances and/or in connection with investments by you in certain portfolios, assets invested in such portfolios will be excluded from your total assets for purposes of calculating your separate account fee. In those instances, you will pay the advisory fee

payable by the applicable Morgan Stanley Fund portfolio, which could be higher than the fee generally payable under your investment management contract. In certain instances, we include the value of closed-end funds we manage, for purposes of determining the investment management fee payable to us.

In certain instances, we can choose to waive, reimburse or rebate all or a portion of certain fund level fees or expenses, including advisory fees or operating expenses, to eligible separately managed account clients that have invested in a Morgan Stanley Fund as part of a contractual arrangement with us or our affiliates, such as an investment management agreement, to the extent that we determine, in our discretion, that it is appropriate to allocate separately managed client assets to a designated share class of a Morgan Stanley Fund and waiver, reimbursement or rebate of such fund-level fees is permissible with respect to investment in such Morgan Stanley Fund. In such instances, fees and expenses attributable to a client's separately managed account assets would still be assessed.

Clients receiving asset allocation services should refer to their advisory agreement for more information regarding their specific arrangement.

Hedge Funds

For advisory services rendered to the funds pursuing a hedge funds investment strategy, we generally are entitled to a management fee in an amount (on an annualized basis) of up to (i) 1.25% of the net asset value of the applicable fund or SMA, or (ii) 1.25% of the aggregate capital commitment to the applicable fund or SMAs. In the case of certain funds, the fees we charge could decrease over time upon the occurrence of certain events, as described in the governing documents of such funds or SMA. In some cases, we or our affiliates are also entitled to and receive performance based fees or allocations which, depending on the particular arrangement, can be up to 10% of the investor's net profits, and might be subject to a minimum hurdle rate and /or high water mark. In addition, for certain funds managed by us or an affiliate, we are generally entitled to carried interest with respect to each investor equal to 10% of such investor's profits, subject to satisfaction of an 8% internal rate of return, compounded annually.

Funds pursuing a hedge funds investment strategy generally book fees (and as applicable, incentive allocation estimates) on a monthly basis or quarterly basis. Clients or investors should refer to the governing documents for the applicable fund or the investment advisory agreement governing their SMA relationship, for additional information regarding services and fees associated with the fund or SMA.

Private Markets

For investment advisory services rendered to the funds pursuing a Private Markets investment strategy, we are generally entitled to a management fee in an amount (on an annualized basis) of up to 1.75% either (i) the investor's aggregate capital commitments to a fund, (ii) the investor's attributable share of the aggregate capital commitments made by the fund to its Underlying Investment Funds (based on the acquisition costs of such investments) or (iii) the investor's attributable share of the aggregate capital contributions made by the fund to its Underlying Investment Funds (excluding amounts constituting a return of a capital contribution by such underlying investments) or (iv) on the investor's aggregate contributions with respect to Underlying Investment Funds plus the investor's attributable share of the aggregate unfunded capital commitments made by the applicable fund to its Underlying Investment Funds. In the case of certain funds, the fees charged by us could decrease over time upon the occurrence of certain events, as described in the governing documents of such funds.

Funds that pursue a private markets fund of funds strategy, the management fee will be charged in addition to an investor's capital commitment. In most cases, we or one of our affiliates is also entitled to receive performance-based fees, which vary.

We or our affiliates are generally entitled to carried interest with respect to each investor generally ranging from 5% - 20% of such investor's profits, subject to satisfaction of an internal rate of return ranging from 6% - 10%, compounded annually.

Funds pursuing a private markets investment strategy generally book fees on a quarterly basis and some of the funds are required to pay the management fee quarterly in advance. We do not provide refunds for such fees paid in advance.

Clients or investors should refer to the governing documents for the applicable fund for additional information regarding services and fees associated with the fund.

Portfolio Solutions Group

For discretionary services rendered to investors in commingled funds, we generally are entitled to a fee in an amount (on an annualized basis) of up to 0.90% of the net asset value of the applicable account. Fees are recorded monthly within a fund.

Other Expenses Charged to Clients/Fee Discounts

MSIM Ltd's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses. Such expenses will be assessed to the client. Clients are responsible for certain charges imposed by custodians, broker-dealers and other third parties, including but not limited to: fees charged by third-party managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, withholding fees, country tax or delivery fees, wire transfer and electronic funds fees, and other fees and taxes on brokerage accounts and securities transactions. Certain MSIM Ltd investment strategies invest in SICAVs, OEICs, and U.S. open-end registered investment companies, which charge shareholders with management fees. These fees are disclosed in the fund's prospectus or offering materials. For more information about MSIM Ltd's brokerage practices, please refer to Item 12, "Brokerage Practices".

Fees and expenses investors in hedge fund of funds or private markets fund of funds strategies should expect to incur include, but are not limited to, the operating expenses and performance-based incentive fees or allocation of expenses of the Underlying Investment Funds in which the funds invest. Operating expenses typically consist of management fees, administration fees, professional fees (i.e., audit and legal fees), and other operating expenses. With respect to funds that pursue a private markets fund of funds strategy, the management fee will be in addition to an investor's capital commitment. Expenses vary depending on the particular fund. Accordingly, fund investors should refer to each particular fund's governing documents for a detailed discussion of the expenses the fund and its investors will or could bear.

Depending upon the terms of particular arrangements with clients, we could select or recommend that certain service providers (including accountants, administrators, lenders, bankers, brokers, agents, attorneys, consultants, and investment or commercial banking firms) and/or their affiliates perform services for clients, the cost of which generally will be borne by the advisory client. These service providers, in some cases, also provide goods or services to or have business, personal, political, financial or other relationships with us or our affiliates. Such service providers can be investors in a fund, our affiliates, sources of investment opportunities or co-investors. These other services and relationships have the potential to influence us in deciding whether to select or recommend such a service provider to perform services for clients. Notwithstanding the foregoing, if MSIM Ltd has discretion when making investment transactions on behalf of clients that require the use of a broker-dealer, we have a duty to seek "best execution" (i.e., the most favorable overall price and execution) and select broker-dealers for the execution of transactions accordingly as detailed in "Best Execution and Brokerage Selection Factors" section of Item 12 "Brokerage Practices". In certain circumstances, service providers, or their affiliates, charge different rates or have different arrangements for services provided to Morgan Stanley, us or our affiliates as compared to services provided to the clients, which, from time to time, result in more favorable rates or arrangements for Morgan Stanley or our affiliates than those payable by our clients. From time to time, we will be required to decide whether and to what extent costs and expenses are borne by a client, us, allocated among more than one client, or allocated among one or more clients and us. When expenses apply to more than one client, we will exercise our reasonable judgment when making allocation determinations.

Clients and investors in funds advised by us, are generally required to bear out-of-pocket costs and expenses incurred in connection with deals that are not ultimately completed. Typically, these expenses include (i) legal, accounting, advisory consulting or other third-party expenses in connection with making an investment that is not ultimately consummated, (ii) all fees (including commitment fees), costs and expenses of lenders, investment banks and other

financing sources in connection with arranging financing for a proposed investment that is not ultimately made, and (iii) any break-up fees, deposits or down payments of cash or other property which are forfeited in connection with a proposed investment that is not ultimately made (in each case, to the extent such investment is not ultimately made by another advisory client).

Subject to applicable law and the relevant governing documents, we enter into arrangements with certain investors that have the effect of altering or supplementing the terms of such investors' investments in a fund, including with respect to waivers or reductions of the management fee. Except as otherwise agreed, or as required by law, we are not obligated to inform other investors of the terms of any particular arrangement or to offer another investor equally favorable terms. In particular, when we negotiate, rebate or waive fees for one investor, we are not required to inform, or offer similar terms to, other investors, except as agreed with such other investors or as required by applicable law.

The fees and expenses borne by clients and investors will generally reduce returns.

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

In some cases, we have entered into performance fee arrangements with qualified clients. Such fees are subject to individualized negotiation with each such client.

Because portfolio managers often manage assets for other investment companies, pooled investment vehicles and/or other accounts (including accounts of institutional clients and pension plans), with different fee schedules, the portfolio manager has an incentive to favor higher paying clients or accounts where we or an affiliate receive a performance-based fee over other accounts. In addition, a conflict exists in situations where we have proprietary investments in certain accounts, where portfolio managers have personal investments in certain accounts or when certain accounts are investment options in our employee benefits and/or deferred compensation plans. Although this does not impact individual compensation, in such instances, the portfolio manager has an incentive to favor these accounts over others. A conflict of interest also exists with regard to the allocation of investment opportunities across accounts that pay performance-based fees as opposed to accounts that do not pay performance-based fees.

If, within the same investment team, we manage accounts that establish short exposure to a security, as well as accounts that maintain long exposure to the same security, and the short exposure causes the market value of the security to fall, we could be seen as benefitting the accounts with short exposure at the expense of harming the performance of other accounts that maintain long exposure in the security. The same conflict also exists at the asset class level.

To address these types of conflicts, we have adopted policies and procedures reasonably designed to assure that allocation decisions are not influenced by fee arrangements and investment opportunities will be allocated in a manner that we believe to be consistent with our obligations as an investment adviser. To further manage these types of conflicts, we have implemented Side-by-Side Management guidelines, which are designed to set out specific requirements regarding the side-by-side management of traditional investment portfolios (e.g., long-only portfolios) and alternative investment portfolios (e.g., hedge fund portfolios) in order to manage conflicts of interest, including without limitation, those conflicts associated with: any differences in fee structures; investments in the alternative investment portfolios by MSIM Ltd or its employees; and trading-related conflicts (including conflicts of interest that could also be raised when MSIM Ltd investment teams take conflicting (i.e., opposite direction) positions in the same or related securities for different accounts). In addition, we have established a Side-by-Side Management Subcommittee to help ensure that such conflicts are reviewed and managed appropriately. The Side-by-Side Management Subcommittee meets on a regular basis and is comprised of representatives from business areas and control functions. The responsibilities and duties of the Side-by-Side Management Subcommittee include, among other things, establishing and reviewing appropriate reporting to monitor and review investment and related activities.

For more information about how MSIM Ltd addresses certain conflicts of interest, please refer to Item 11, “Code of Ethics, Participation or Interest in Client Transactions and Personal Trading”. For additional information on allocation issues and our practices, please refer to Item 12, “Brokerage Practices”.

Item 7 Types of Clients

The Adviser provides advice to corporate pension and profit-sharing plans, corporate entities, insurance companies, consultant partners, state, local and foreign government entities and pension plans (including foreign pension funds), funds of one, supra-national organizations, endowments, sovereign wealth funds, educational institutions, foundations, charitable institutions, registered mutual funds, unregistered funds and foreign regulated funds such as SICAVs, OEICs, QIFs and SIFs. Certain advisory accounts and funds impose minimum investment requirements, which are generally described in the relevant governing or disclosure documents or, with respect to advisory accounts, in Appendix A. We (or with respect to funds, the general partner or managing member) generally will have discretion to waive or reduce such minimums for certain clients or investors. We generally will not, unless required by agreement with a client or investor or by applicable law, disclose any particular waiver or reduction that is offered to a client or investor, or offer comparable waivers or reductions, to other clients or investors.

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

MSIM Ltd manages a variety of investment strategies described in this section. For certain investment strategies, MSIM Ltd will delegate portfolio management services to one or more of its affiliates. In these instances, clients should refer to the Form ADV brochure of each applicable affiliate for more information about the strategies discussed below.

MSIM Ltd offers a variety of investment strategies to address the particular investment objectives of its clients. In pursuing these strategies, MSIM Ltd invests in a wide range of financial instruments and asset classes. The different investment strategies offered by MSIM Ltd are described below along with the material risks associated with different investment approaches. The lines between different strategies are not always distinct; a particular investment strategy could involve some of the investment approaches or exhibit some of the risks associated with other strategies. In addition, certain investment strategies involve a combination of multiple other strategies. MSIM Ltd recognizes that no single investment strategy will ensure rewarding investment results in every political, economic and market environment. Investing in securities and other financial instruments involves a risk of loss (which can be substantial) that clients should be prepared to bear.

The investment approaches and material risks described below are not comprehensive. A particular investment strategy can involve additional investment selection criteria and be subject to additional risks not described below. The principal investment strategies and associated risks for funds are disclosed in the offering documents for such funds. The investment strategies and associated risks for wrap fee programs are described in the offering materials provided by the wrap fee program sponsor. Institutional clients should contact their MSIM Ltd account manager for additional information about the specific investment strategies they have selected and the risks associated with those strategies.

The Adviser engages in the following significant Equity Investment Strategies:

International Equity

The *Global Brands Strategy* is a concentrated portfolio of high quality, well managed companies at reasonable prices located throughout the world. Characterized by sustainable competitive advantages and powerful intangible assets, notable brands, networks, and licenses, these companies have high returns on operating capital which the team believes can be sustained for the long term. Utilizing fundamental analysis and bottom-up stock selection, the strategy seeks to generate attractive long-term performance with reduced downside participation in challenging markets. This strategy is also available excluding issuers which invest in, or derive income from, tobacco products.

The *Global Quality Strategy* is a relatively concentrated portfolio of high quality, well managed companies at reasonable prices located throughout the world. Characterized by sustainable competitive advantages and powerful intangible assets, notably brands, networks and licenses, these companies have high returns on operating capital which the team believes can be sustained for the long term. Utilizing fundamental analysis and bottom-up stock selection, the strategy seeks to generate attractive long-term performance with reduced downside participation in challenging markets. This strategy is also available excluding issuers which invest in, or derive income from, tobacco products.

The *International Equity Strategy* invests primarily in equity securities domiciled outside of the U.S. The strategy invests in two types of stocks: reasonably priced high quality compounders, companies characterized by high returns on capital and strong free cash flow generation and value opportunities, companies with attractive valuations with reasonable and/or improving fundamentals; the mix of the two types of stocks varies over time based on attractive valuation and company prospects. The International Equity Strategy seeks to provide reasonable returns over the long term by providing attractive absolute returns in rising markets while offering a measure of reduced downside participation in challenging markets. This strategy is also available with limited US exposure.

The *Global Sustain Strategy* is a high quality, ESG-integrated global equity portfolio that is strong on engagement, light on carbon and built on quality. The strategy invests in high-quality companies at reasonable valuations that can sustain their high returns on operating capital over the long term. The strategy typically invests in intrinsically carbon-light companies and has a significantly lower carbon footprint than the broader market, with a robust carbon-related

exclusions policy and filtering process. It has a number of exclusions including fossil fuels, tobacco, alcohol and weapons. The investment team views long-term portfolio manager-led engagement as a critical underpinning to an active investment process. The strategy seeks to provide attractive long-term returns with less long-term volatility than the broader market.

The *American Resilience Strategy* is a concentrated portfolio of high quality, well managed, predominantly U.S. companies, at reasonable prices. Characterized by powerful intangible assets, notably brands, networks, licenses and patents, these companies have high returns on operating capital employed and strong free cash flow generation, which the team believes can be sustained over the long term. The strategy seeks to generate attractive long-term returns with reduced downside participation in challenging markets.

The *International Resilience Strategy* is a concentrated portfolio of high quality, well managed, predominantly non-U.S. companies, at reasonable prices. Characterized by sustainable competitive advantages and powerful intangible assets, notably brands, networks and licenses, these companies have high returns on operating capital which the team believes can be sustained over the long term. The strategy seeks to generate attractive long-term returns with reduced downside participation in challenging markets.

Counterpoint Global

The *Advantage Strategy* seeks long-term capital appreciation. To achieve its objective, the investment team emphasizes a bottom-up stock selection process, seeking attractive investments on an individual company basis. In selecting securities for investment, the investment team typically invests in companies it believes have strong name recognition and sustainable competitive advantages with above average business visibility, the ability to deploy capital at high rates of return, strong balance sheets and an attractive risk/reward profile.

The *Growth Strategy* seeks long-term capital appreciation. To achieve its objective, the investment team seeks attractive investments on an individual company basis. In selecting securities for investment, the team typically invests in unique companies it believes have sustainable competitive advantages with above average business visibility, the ability to deploy capital at high rates of return, strong balance sheets and an attractive risk/reward profile. The strategy exists across market capitalizations (e.g., Inception, Discovery, Insight, Global Insight and Growth).

The *Permanence Strategy* seeks long-term capital appreciation. To achieve its objective, the investment team emphasizes a bottom-up stock selection process, seeking attractive investments on an individual company basis. In selecting securities for investment, the investment team typically invests in companies it believes have strong name recognition and sustainable competitive advantages with above average business visibility, the ability to deploy capital at high rates of return, strong balance sheets and an attractive risk/reward. The strategy will make long-term investments in companies that the investment team believes have the most durable long-term competitive advantages. The strategy could also invest in more moderate growth companies, companies with lower earnings volatility and/or companies with some cyclicity in their end markets. This strategy exists on a U.S. and global basis (e.g., Permanence and Global Permanence).

The *Global Endurance Strategy* seeks long-term capital appreciation. To achieve its objective, the investment team emphasizes a bottom-up stock selection process, seeking attractive investments on an individual company basis. In selecting securities for investment, the investment team typically invests in companies it believes have durable competitive advantages, long-term growth opportunities, valuable business models and strong management teams and an attractive risk/reward profile.

The *Tailwinds Strategy* seeks long-term growth. To achieve its objective, the investment team emphasizes a bottom-up stock selection process seeking attractive investments on an individual company basis. In selecting securities for investment, the investment team typically invests in companies it believes have competitive advantages and an attractive risk/reward profile. The strategy will make investments in companies it believes have business strategies that are aligned with environmental or social trends (Tailwinds) and could benefit from sustainability-related business activities in the form of enhanced growth rates, profitability, or competitive advantages.

The *Vitality Strategy* seeks long-term capital appreciation. To achieve its objective, the investment team seeks attractive investments on an individual company basis. In selecting securities for investment, the investment team typically invests in healthcare companies it believes are principally engaged in the discovery, development, production, or distribution of products or services related to advances in healthcare, and it believes have sustainable competitive advantages, strong research and development and productive new product flow, financial strength, and an attractive risk/reward profile.

Global Opportunity

The Global Opportunity Team strategies seek long-term capital appreciation by investing in high quality companies that the investment team believes are undervalued at the time of purchase. To achieve its objective, the investment team seeks companies with sustainable competitive advantages that can be monetized through growth. The investment process integrates analysis of sustainability with respect to disruptive change, financial strength, environmental and social externalities and governance (also referred to as ESG). The strategies are available on a Global, Regional and Customizable basis.

Global Listed Real Assets

The *Global Real Estate Securities Strategy* seeks attractive long-term, risk-adjusted returns by utilizing internal proprietary research to invest primarily in public real estate companies that we believe offer the best relative value relative to their underlying assets and earnings. The strategy utilizes a bottom-up approach, valuing each security within the investment universe to arrive at an estimate of net asset value and forward cash flows. The team assesses real estate specific factors, broader equity factors, as well as environmental, social and governance (“ESG”) factors in its fundamental analysis to calculate appropriate valuation metrics. The team incorporates top-down considerations into the portfolio construction process and seeks to achieve diversified exposure across regions, countries and/or sectors and integrate forecasted fundamental inflections, macroeconomic considerations, geopolitical and country risk assessments, among other factors. This strategy is available on a global, international and regional basis (e.g., U.S., North America, Europe, and Asia) and on a sustainable basis with an increased emphasis on ESG considerations integration and engagement.

The *Global Focus Real Estate Securities* strategy invests in a high-conviction, focused portfolio of primarily equity securities of companies in the global real estate industry that can offer the best expected total returns. The strategy implements a disciplined, bottom-up, fundamentally-driven investment methodology and invests in companies which the team believes have the best forward total return potential based upon relative valuation. The team assesses real estate specific factors, broader equity factors, as well as ESG factors in its fundamental analysis in order to calculate appropriate valuation metrics. The team incorporates top-down considerations into the portfolio construction process and seeks to achieve exposure across regions, countries and/or sectors and integrate forecasted fundamental inflections, macroeconomic considerations, geopolitical and country risk assessments, among other factors. The team actively selects positions in a limited number of equity securities. The strategy is available on a global, international and regional basis (e.g., U.S., North America, Europe and Asia) and on a sustainable basis with an increased emphasis on ESG considerations, integration and engagement.

The *Global Infrastructure Securities Strategy* seeks attractive long-term, risk-adjusted returns by investing in publicly traded infrastructure securities that offer exposure to the direct infrastructure markets at the best value relative to underlying asset values and growth prospects worldwide. The investment team utilizes proprietary research to drive a long-term, value-oriented, bottom-up driven investment process and also incorporates top-down analyses and ESG considerations.

The *Energy Transition and Innovation Opportunities Strategy* seeks attractive long-term, risk-adjusted returns by investing in publicly traded securities that offer exposure to energy transition and other innovation opportunities at the best value relative to underlying intrinsic value and growth prospects worldwide. The investment team utilizes proprietary

research to drive a long-term, bottom-up oriented investment process and also incorporates top-down analyses, as well as a positive environmental impact.

Global Multi-Asset

The *Absolute Return Strategy* seeks to achieve absolute returns by investing in a blend of equity and fixed income securities of U.S. and non-U.S. issuers. It is a global macro strategy that seeks to identify and exploit inefficiencies between markets, regions and sectors to deliver returns in excess of a customized financial benchmark. In seeking to achieve this investment objective, the strategy utilizes a global tactical approach to achieving total return, and to control risk and volatility.

The *Global Tactical Asset Allocation Strategy* seeks to achieve total return by investing in a blend of equity and fixed income securities of U.S. and non-U.S. issuers. It is a global macro strategy that seeks to identify and exploit inefficiencies between markets, regions, and sectors to deliver returns in excess of a customized financial benchmark. In seeking to achieve this investment objective, the strategy utilizes global tactical approach to achieving total return, and to control risk and volatility.

The *Dynamic Value Strategy* seeks capital appreciation by investing primarily in equity securities within the Russell 1000 Index universe. The strategy utilizes the Global Multi-Asset team's assessment of the macroeconomic environment to determine the attractiveness of Value stocks in both absolute and relative terms and constructs portfolio exposures based on multiple factors to identify the most attractively valued Value stocks and the least attractively valued Value stocks ("Anti-Value" stocks) within the Russell 1000 Index universe. Depending on the team's conviction level related to the attractiveness of Value stocks at any point in time, the strategy's exposures could range from long exposures to both Value and Anti-Value stocks (when conviction to Value stocks is low) to a fully invested long position in Value stocks with an additional relative position creating long exposure to Value and short exposure to Anti-Value (when conviction to Value stocks is at its highest).

Applied Equity Advisors

The Applied Equity Advisors team is an unconstrained, flexible global core equity manager seeking to drive excess returns, regardless of style or regional market leadership. The team believes that individual stock and overall portfolio performance can be maximized by using both: 1) Style Positioning and 2) Stock Selection Engines.

Regarding the Style Positioning engine, they believe the best outcomes are derived from a combination of quantitative output and qualitative overlay to determine whether the timing is right to bias the portfolio toward or away from a particular style (value, growth, quality) for any given region. The Stock Selection Engine begins its work once the desired factor positioning is understood, first looking for the stocks that are most representative of the desired style biases, then performing comprehensive fundamental research including a sustainability analysis.

The Applied Equity Advisors team believes in alpha generation through a limited number of positions relative to its core benchmarks. The strategies exist on a *Global Concentrated*, *Global Concentrated ESG-Screened*, *Global Core* and *US Core* basis. The Global Concentrated ESG-Screened portfolio is a concentrated portfolio seeking to outperform the MSCI World benchmark, with a negative screen for certain sectors and increased focus on the sustainability analysis.

The Applied Equity Advisors team also manages *Enhanced Index strategies* that rely fully on the team's Style Positioning engine. The strategies seek to achieve performance of the benchmark net of fees. The strategies hold a representative basket of securities, closely aligned from a sector, style, and capitalization perspective with the underlying benchmark. The strategy exists on an Enhanced Index Russell 1000 basis.

Emerging Markets Equity

The *Global Emerging Markets Equity Strategy* is a core strategy with a quality, growth bias that seeks attractive long-term, risk-adjusted returns by investing in emerging market equities. To achieve its objective, the strategy combines top-

down country allocation with bottom-up stock selection and disciplined risk management. The strategy exists on a global basis as well as within regional and country specific emerging markets.

The *Emerging Markets Leaders Strategy* is a benchmark agnostic concentrated strategy of 25-40 stocks that seeks to invest in companies operating in emerging markets with superior business fundamentals, quality management, strong brands and the ability to deliver consistent earnings growth and increasing and consistent returns on invested capital. The team looks to diversify risk with balanced country and thematic exposures.

The *China A-Shares Equity Strategy* is a concentrated strategy focusing on long-term fundamental investment ideas. It seeks to invest in high-quality growth compounders at attractive valuations. We look to derive strong long-term returns from companies that benefit from structural growth, competitive industry advantage and financial strength. The strategy has strong bottom-up stock selection focus with deep-dive qualitative assessment and rigorous financial analysis.

The *Sustainable Global Emerging Markets Strategy* seeks to invest in equity securities located in emerging market countries while integrating the consideration of ESG (environmental, social and governance) and sustainable themes in its investment decision making. Sustainability themes include, but are not limited to, climate change, natural capital, sustainable economic growth, human capital, access and affordability, and innovation/infrastructure. The strategy has a focus on companies that the team believes will remain proactive and resilient, and will continue to generate sustainable earnings growth in the face of critical environmental and social challenges globally.

The *Passport Global Equity Strategy* actively selects among developed and emerging countries applying its investment process to determine a country's future economic growth and equity return potential. This approach combines a top-down country process with sector allocation and bottom-up stock selection. The team analyzes the global economic environment and each country's fundamentals and actively allocates assets among countries and sectors located throughout the world (the investment universe is developed markets, including the United States, and emerging markets, including frontier markets). Investment decisions can be implemented through sector, industry and stock-specific allocations within and across markets that best capture the top-down view. Country and sector weightings are based on relative economic, political and social fundamentals, stock valuations and investor sentiment and are a function of the Adviser's conviction levels, the size of the economy and liquidity. The investment process considers analysis of sustainability with respect to financial strength and ESG factors. Investments are based on fundamental analysis in an effort to identify those equities that stand to benefit most from the team's current and prospective macro views and that are likely to experience attractive earnings growth prospects as a result of exposure and gearing to those top-down conditions. Investment decisions are implemented by equity positions in sectors, industries, customized baskets and/or individual stocks

The Adviser engages in the following significant Fixed Income Investment Strategies:

Fixed Income (includes US and non-US)

The Fixed Income Strategies combine a top-down assessment of the bond universe with rigorous bottom-up fundamental and/or quantitative analysis:

The process begins with a top-down value assessment of the bond universe, including a consideration of macroeconomic conditions, business cycles, and relative valuations. The team seeks first to identify areas where implied market forecasts are out of line relative to historic trends and second, to identify what the catalyst will be for the market to adjust, and for the sector to re-value. From these assessments, the team sets the broad overall investment direction. Portfolio managers subsequently work with our research analysts to implement these ideas across fixed income portfolios, in accordance with each portfolio's objectives and guidelines.

Macro Analysis - The team seeks to determine which themes are driving asset prices across rates, countries, and currencies and to evaluate the investment opportunity set based on a thematic investment thesis. The top-down process uses a combination of fundamental and quantitative analysis to identify and evaluate these investment opportunities.

Asset Allocation - The team identifies the key drivers of fixed income markets and determines the relative attractiveness of each sector of the fixed income market, together with interest rate and currency positions. The team seeks first to identify areas where implied market forecasts are out of line relative to historic trends and second, to identify the catalyst for the market to adjust. Internal debate is a key feature of the team's investment philosophy, ensuring investment ideas are tested thoroughly. The team debates relative value across sectors and recommends broad strategy. The team believes this creates a balanced and complete approach, ensuring that all fixed income asset classes are evaluated. Crucially, the team examines correlations and risks across fixed income markets. Ultimately, the team aims to identify the investments with the best risk/reward profile to implement our investment themes.

Research - Research is conducted by dedicated teams specializing in a particular sector of the fixed income market. The research teams use in-depth fundamental analysis, complemented by quantitative tools, to generate bottom-up investment ideas and are responsible for security selection.

The teams' commitment to research is exemplified by the integration of the research and portfolio management teams, which ensures that the research findings are incorporated in portfolio management activities. This provides a robust forum for debate, review and implementation of investment ideas. Research analysts provide support to the portfolio managers, as well as critical input to the investment decision-making process.

Portfolio Construction: Portfolio managers are responsible for implementing the investment strategies. They work to construct each portfolio in a way that conforms to individual client/strategy guidelines and objectives. The portfolio managers work with the research analysts to fill the sector buckets with bottom-up security selection ideas. This ensures that portfolios are both consistently benefiting from our best investment ideas and adhering to client guidelines and risk/return objectives.

Broad Markets Fixed Income

The *European Absolute Return Strategy* seeks attractive total returns from income and price appreciation by investing in a globally diversified portfolio of government, corporation, and nongovernment debt denominated in euro and non-euro currencies. To achieve this objective, the strategy combines a top-down assessment of macroeconomic conditions and the corporate bond universe with rigorous bottom-up fundamental analysis.

The *European Credit Strategy* seeks attractive total returns from income and price appreciation by investing in a globally diversified portfolio of primarily euro-denominated debt issued by corporations and non-government related issuers. To achieve this objective, the strategy combines a top-down macroeconomic assessment, to determine optimal beta positioning for the portfolio, with rigorous bottom-up fundamental analysis.

The *Global Credit Strategy* seeks attractive total returns from income and price appreciation by investing in a globally diversified portfolio of multi-currency debt issued by corporations and nongovernment related issuers. To help achieve this objective, the strategy combines a top-down macroeconomic assessment to determine optimal beta positioning for the portfolio with rigorous bottom-up fundamental analysis.

The *Global Opportunistic Credit Strategy* seeks attractive total returns from income and price appreciation by investing in a globally diversified portfolio of multi-currency debt issued by corporations and nongovernment related issuers. To help achieve this objective, the strategy combines a top-down macroeconomic assessment to determine optimal beta positioning for the portfolio with rigorous bottom-up fundamental analysis. The strategy will own out-of-benchmark fixed income sectors opportunistically.

The *European Fixed Income Opportunities Strategy* seeks attractive total return in any market cycle. The strategy maximizes the benefits of its flexible approach across all the sub-asset classes in Fixed Income with a focus on Europe to ensure "best ideas" are included. It focuses on absolute and risk-adjusted return over tracking error and benchmark, investing across currency, credit and interest rate markets. The strategy includes exposures to asset classes such as emerging markets, high yield, ABS/MBS, and convertibles.

The *European Short Maturity Strategy* seeks to offer clients an attractive risk-adjusted return with low volatility. Many mandates are customized to client's specific objectives. The strategy focuses on European markets.

The *Global Aggregate Fixed Income Strategy* seeks attractive total returns from income and price appreciation by investing in a globally diversified portfolio of multicurrency debt issued by government and non-government issuers. To help achieve this objective, the strategy combines a top-down macroeconomic assessment, with rigorous bottom-up fundamental analysis and active currency management (where appropriate).

The *Global Fixed Income Opportunities Strategy* seeks attractive total return in any market cycle. The strategy maximizes the benefits of its global approach across all the sub-asset classes in Fixed Income to ensure "best ideas" are included. It focuses on absolute and risk-adjusted return over tracking error and benchmark, investing across currency, credit and interest rate markets. The strategy includes exposures to asset classes such as emerging markets, high yield, ABS/MBS, and convertibles.

The *Global Limited Duration Strategy* seeks to offer clients an attractive risk-adjusted return with low volatility. Many mandates are customized to client's specific objectives. The strategy focuses on global markets.

The *Global Sovereign Strategy* seeks attractive total returns from income and price appreciation by investing in a globally diversified portfolio of multicurrency debt issued by government issuers. To help achieve this objective, the strategy combines a top-down macroeconomic assessment, with rigorous bottom-up fundamental analysis and active currency management (where appropriate).

The *Strategic Income Strategy* invests in fixed income securities across a spectrum of asset classes including, investment-grade, emerging markets, high yield, ABS/MBS, and convertibles. The Portfolio's unconstrained approach provides the flexibility to allocate across these fixed income sectors and seek the best ideas through bottom-up security selection globally. It focuses on absolute and risk-adjusted return over tracking error and benchmark, investing across currency, credit and interest rate markets. The aim is also to construct a portfolio with less sensitivity to interest rate movements and the potential to capture positive returns across varying interest rate environments.

The *Sustainable European Strategic* seeks to provide an attractive rate of relative return, measured in Euro, by investing in securities that meet the Investment Adviser's Fixed Income Securities' ESG criteria while integrating ESG characteristics by screening out sectors and issuers with low overall sustainability scores, and maintaining a lower carbon footprint than the corporate bond component of the Bloomberg Euro Aggregate Index, taking into account the long-term global warming objectives of the Paris Agreement.

The *Sustainable Fixed Income Opportunities* seeks to provide an attractive rate of return, measured in GBP, through an active, flexible approach to investing in global fixed income securities. The investment process of the Fund emphasizes ESG considerations and incorporates active engagement with company management regarding ESG related issues.

The *US Investment Grade Corporate Strategy* is a value-oriented fixed income strategy that seeks attractive total returns from income and price appreciation by investing in a diversified portfolio of predominantly investment grade debt issued by corporations and other non-government issuers. To help achieve this objective, the strategy combines a top-down macroeconomic assessment, to determine optimal beta positioning for the portfolio, with rigorous bottom-up fundamental analysis.

Emerging Markets Debt

The *Emerging Markets Debt Fixed Income Opportunities Strategy* seeks high total return from income and price appreciation by investing in a range of sovereign, quasi-sovereign and corporate debt securities in emerging markets, which can include U.S. dollar-denominated, local currency, and corporate debt securities. We believe that emerging markets experiencing positive fundamental change can present attractive investment opportunities for investors. To help achieve its objective, the strategy combines top-down country allocation with bottom-up security selection.

The *Emerging Markets Corporate Debt Strategy* is a value-oriented fixed income strategy that seeks to maximize total return from income and price appreciation by primarily investing across the credit spectrum in the debt securities of

emerging market corporate issuers. Investments are mostly denominated in U.S. currency and include non-U.S. and/or local currencies. To achieve its objective, the team follows a disciplined investment process that combines top-down country allocation with bottom-up credit analysis to identify undervalued emerging market corporate debt securities.

High Yield

The *Global High Yield Strategy* is an active, value-oriented fixed income strategy that seeks to maximize total returns from income and price appreciation by investing in a globally diversified portfolio of debt issued by corporations and non-government issuers, predominantly with below investment grade credit ratings. To help achieve this objective, the strategy utilizes a bottom-up credit intensive approach that looks for relative value opportunities, integrated with top-down macro analysis.

The *Global Convertible Bond Strategy* as an active, value-oriented strategy that seeks long-term capital appreciation, through investment primarily in convertible bonds issued by companies organized or operating in either the developed or emerging markets which will be denominated in global currencies. To help achieve this objective, the strategy uses a bottom-up, fundamental research approach, integrated with top-down macro analysis. Specific to convertible bond analysis, the strategy seeks to keep a neutral delta, typically in a range of 30-50 in normal market environments.

Alternative Investment Strategy

The core of our investment approach is a research intensive strategy and manager selection process intended to exploit market inefficiencies and other situations outside the mainstream of conventional investing while minimizing risk. Investments managed on a discretionary basis are selected opportunistically and managed dynamically from the complete range of liquid and private market strategies appropriate for each account. The offering documents and/or governing documents and, in applicable cases, the client's investment management agreement provide a fuller description of the types of Underlying Investment Funds in which we cause an account to invest. Our personnel use a wide range of resources to identify attractive Underlying Investment Funds and promising investment strategies for consideration in connection with investments by the accounts. Our main sources of information include contacts with industry executives, established business relationships, and research materials prepared by others.

Hedge Funds Strategy

Our hedge funds investment process consists of (i) investing in funds managed by Underlying Investment Managers who employ a variety of non-traditional liquid market investment strategies; (ii) investing in certain investment funds managed in a traditional style; and (iii) making secondary market purchases of Underlying Investment Funds. Non-traditional investment strategies include a wide range of arbitrage (convertible bond, statistical, term structure, merger, mortgage backed security, global bond and capital structure), long-short equities and bonds, convergence, directional trading, distressed securities and options. These strategies allow Underlying Investment Managers the flexibility to use leverage or short- sale positions to take advantage of perceived inefficiencies across capital markets and are referred to as "alternative investment strategies". "Traditional" investment companies are characterized generally by long-only investments and limits on the use of leverage. Underlying Investment Funds following alternative investment strategies (whether hedged or not) are often described as "hedge funds". We, from time to time, also seek to gain investment exposure, on behalf of an account, to certain Underlying Investment Funds or to adjust market or risk exposure by, among other things, entering into derivative transactions such as total return swaps, options and futures. In addition, as part of their investment strategy, certain funds of hedge funds could invest directly in privately held companies or publicly traded companies alongside an Underlying Investment Fund, typically an Underlying Investment Fund in which such fund invests directly.

For certain funds that employ a hedge funds investment strategy we manage a portion of such fund's assets in overlay strategies related to portable alpha applications of its alternative investments. Portable alpha is the process whereby alpha (defined as the return in excess of the risk-free rate) is transported onto a traditional asset class return (such as equities or fixed income) to enhance the return of the monies allocated to the underlying asset class without necessitating

an alteration in the investor's asset allocation. For example, we could enter into a total return swap (with an external counterparty) on behalf of the fund for the total return on the S&P 500 Index in exchange for payments of Libor + 50 basis points. The net return to the investor = (hedge funds return + S&P 500) - (Libor + 50 basis points).

In some situations, an Underlying Investment Manager will agree to accept direct investments from our clients or the clients of our affiliate into an Underlying Investment Fund. We provide investment recommendations and/or portfolio construction advisory services focusing on such Underlying Investment Funds in arrangements where the clients retain investment discretion. For these client-direct investments, we do not utilize leverage.

Private Markets

Our Private Market strategies consist of three primary investment approaches: primary commitments to Underlying Investment Funds; co-investments, primarily alongside our existing primary Underlying Investment Managers; and secondary market purchases of existing private markets Underlying Investment Funds and other private markets assets. Our Private Markets strategies, in some cases, make investments in other Underlying Investment Funds (both on a primary or secondary basis) or Co-Investments, such as illiquid private assets sourced from other alternative investment vehicles and/or publicly traded securities of private markets businesses or funds ("Other Investments").

The Private Markets investment process generally consists of making primary or secondary commitments to and co-investing alongside private markets funds managed by Underlying Investment Funds who employ a variety of non-traditional private markets investment strategies, including buyouts, growth capital, venture capital, distressed companies, special situations, mezzanine, real assets, emerging markets and other categories. A client's investment strategy can focus on one of the aforementioned strategies or can include a mix of strategies. Certain clients can opt to also include as a part of their investment strategy a focus on investments in Underlying Investment Funds or Co-investments that are expected to have positive social and/or environmental impact.

Portfolio Solutions Group

The Portfolio Solutions Group ("PSG") has developed proprietary approaches for measuring the risk and return of alternative investments and incorporating them within a broader portfolio. PSG designs and manages highly customized multi-asset investment portfolios and advises its clients on all aspects of portfolio construction, including: (i) analyzing manager performance (both hedge funds and traditional managers); (ii) creating strategic portfolios that include equities, fixed income, alternative investments; and (iii) developing commitment strategies for private equity and real estate investments and portfolio transition plans.

The Global Balanced Risk Control (GBaR) strategies follow a top-down global asset allocation approach, investing in equities, fixed income, commodity-linked investments and cash, within a clearly-defined, risk-controlled framework. They aim to provide capital growth over time, while actively managing total portfolio risk, which is defined in terms of volatility or value-at-risk (VaR). Customized strategies for the team are available across a range of risk targets.

Sustainable Investing Strategies and ESG Integration

MSIM Ltd's investment teams incorporate the assessment of material ESG risks and opportunities into investment decision-making processes, as appropriate, and according to investment teams' particular investment strategies. Incorporation of such ESG risks and opportunities can occur at various stages of the investment lifecycle including due diligence and research, valuation, asset selection, portfolio construction, and ongoing engagement and investment monitoring. Certain investment teams deploy a variety of analytical and portfolio construction approaches that extend beyond ESG considerations as appropriate. Those can include the use of exclusionary screens (e.g., "sin" stocks, fossil fuels) and inclusionary screens (e.g., minimum sustainability standards, intentional tilts toward sustainability factors, and/or minority allocations to thematic labeled/certified securities), as well as pure-play impact investing strategies that seek to achieve measurable positive social and/or environmental objectives alongside market-rate financial return and strive for portfolio-wide transformational targets.

The specific approaches to incorporating ESG considerations vary considerably across the broad investment strategies summarized above and could also be different among products within any single strategy. The approach to ESG and sustainable investing depends on multiple factors including, but not limited to, the objectives of the product, asset class and investment time horizon, as well as the specific research and portfolio construction, philosophy and process used by that team. Some investment strategies do not incorporate ESG considerations where it is not currently feasible or appropriate to do so (e.g., passive investment strategies, certain asset allocation strategies, or where requested by clients). Clients and investors should consult their product description, offering documentation, investment guidelines or other product-specific information, or should otherwise confer with their contact at MSIM Ltd, in order to understand the specific nature of how ESG considerations are incorporated into each particular investment strategy that MSIM Ltd manages for them.

Risk Considerations

All investing and trading activities risk the loss of capital. Although we will attempt to moderate these risks, no assurance can be given that the investment activities of an account or fund we advise will achieve the investment objectives of such account or fund or avoid losses. Direct and indirect investing in securities involves risk of loss that you should be prepared to bear.

Set forth below are some of the material risk factors that are often associated with the types of investment strategies and techniques and types of securities relevant to many of our clients. The information included in this Brochure does not include every potential risk associated with an investment strategy, technique or type of security applicable to a particular client account. Clients are urged to ask questions regarding risks applicable to a particular strategy or investment product, read all product-specific risk disclosures and consult with their own legal, tax and financial advisors to determine whether a particular investment strategy or type of security is suitable for their account in light of their specific circumstances, investment objectives and financial situation.

Risk Considerations Associated with Investing - In General. The following is a non-exhaustive description of risks associated with investments generally and/or could apply to one or more type of security or investment technique.

- **General Economic, Geopolitical, and Market Risks.** The success of our investment strategies, processes, and methods of analysis, as well as any account's activities, can be affected by general economic, geopolitical, and market conditions, such as changes in interest rates, availability of credit, inflation rates, global demand for particular products or resources, natural disasters, supply chain disruptions, cybersecurity events, economic uncertainty, pandemics, epidemics, terrorism, social and political discord, war (including regional armed conflict), debt crises and downgrades, regulatory events, governmental or quasi-governmental actions, changes in laws, and national and international political circumstances.

These factors create uncertainty, and can ultimately result in, among other things: increased volatility in the financial markets for securities, derivatives, loans, credit and currency; a decrease in the reliability of market prices and difficulty in valuing assets, greater fluctuations in spreads on debt investments and currency exchange rates; increased risk of default (by both government and private obligors and issuers); further social, economic, and political instability; nationalization of private enterprise; greater governmental involvement in the economy or in social factors that impact the economy; changes to governmental regulation and supervision of the securities, loan, derivatives and currency markets and market participants, and decreased or revised monitoring of such markets by governments or self-regulatory organizations and reduced enforcement of regulations; limitations on the activities of investors in such markets; controls or restrictions on foreign investment, capital controls and limitations on repatriation of invested capital; the significant loss of liquidity and the inability to purchase, sell and otherwise fund investments or settle transactions (including, but not limited to, a market freeze); unavailability of currency hedging techniques; substantial, and in some periods extremely high, rates of inflation, which can last many years and have substantial negative effects on credit and securities markets as well as the economy as a whole; recessions; and difficulties in obtaining and/or enforcing legal judgments. These conditions can adversely affect the level and volatility of prices and liquidity of an account's investments.

Unexpected volatility or lack of liquidity, such as the general market conditions that have prevailed recently, could impair an account's profitability or result in losses.

Economies and financial markets worldwide are becoming increasingly interconnected, which increases the likelihood that events or conditions in one country or region will adversely impact markets or issuers in other countries or regions. The impacts of these events can be exacerbated by failures of governments and societies to respond adequately to an emerging event or threat. For example, local or regional armed conflicts have led to significant sanctions against certain countries and persons and companies connected with certain countries by the United States, Europe and other countries. Such armed conflicts and sanctions and other local or regional developments can exacerbate global supply and pricing issues, particularly those related to oil and gas, and result in other adverse developments and circumstances, as well as increased general uncertainty, for markets, economies, issuers, businesses and societies globally. Although these types of events have occurred and could also occur in the future, it is difficult to predict when similar events or conditions affecting the U.S. or global financial markets and economies might occur, the effects of such events or conditions, potential retaliations in response to sanctions or similar actions and the duration or ultimate impact of those events. Any such events or conditions could have a significant adverse impact on the value and risk profile of client portfolios and the liquidity of an account's investments, even for clients without direct exposure to the specific geographies, markets, countries or persons involved in an armed conflict or subject to sanctions.

- **Public Health Emergencies.** Many countries have experienced outbreaks of infectious illnesses in recent decades, including swine flu, avian influenza, SARS and the Coronavirus, and could experience similar outbreaks in the future. For example, the Coronavirus outbreak has resulted in numerous deaths and the imposition of both local and more widespread "work from home" and other quarantine measures, border closures and other travel restrictions, causing social unrest and commercial disruption on a global scale and significant volatility in financial markets.

The Coronavirus has had, and is expected to continue to have, a material adverse impact on local economies in the affected jurisdictions and also on the global economy, as cross border commercial activity and market sentiment are increasingly impacted by the Coronavirus and government and other measures seeking to contain its spread. The global impact of the Coronavirus has continued to evolve and has, at times, created disruption in supply chains, and adversely impacted a number of industries, including but not limited to retail, transportation, hospitality and entertainment. In addition to these developments having adverse consequences for certain companies and other issuers in which an a portfolio invests and the value of a portfolio's investments therein, the operations of MSIM Ltd (including those relating to a portfolio) could be impacted adversely, including through quarantine measures and travel restrictions imposed on MSIM Ltd or service providers' personnel located in affected countries, regions or local areas, or any related health issues of such personnel. Any of the foregoing events could materially and adversely affect MSIM Ltd's ability to source, manage and divest investments on behalf of a portfolio and pursue a portfolio's investment objectives and strategies. Similar consequences could arise with respect to other infectious diseases. Given the significant economic and financial market disruptions and general uncertainty associated with the Coronavirus pandemic, the valuation and performance of a portfolio's investments could be impacted adversely.

- **Volatility Risk.** The prices of commodities contracts and all derivatives, including futures and options, can be highly volatile. Accounts that trade in commodities contracts and derivatives are subject to the risk that trading activity in such securities could be dramatically reduced or cease at any time, whether due to general market turmoil, problems experienced by a single issuer or a market sector or other factors. If trading in particular securities or classes of securities is impaired, it might be difficult for an account to properly value any of its assets represented by such securities.
- **Inadequate Return Risk.** No assurance can be given that the returns will be commensurate with the risk of your investment. You should not commit money to an account unless you have the resources to sustain the loss of your entire investment. Any losses are borne solely by you and not by us or our affiliates.

- **Inside Information Risk.** From time to time, we could come into possession of material, non-public information (“MNPI”) concerning an entity in which an account has invested or proposes to invest. Possession of that information could limit our ability to buy or sell securities of the entity on your behalf. For example, if we come into possession of information (i) that out of an abundance of caution, MSIM can restrict on the basis of nonpublic information without first determining that it is material, (ii) that certain types of MNPI might not become public, and could restrict trading for extended periods of time, and (iii) that MSIM seeks to establish information barriers among certain affiliates to mitigate this risk, but those barriers might be ineffective.
- **Principal Investment Activities.** Morgan Stanley generally invests directly in private equity and real estate private equity through other divisions. As a consequence, other than co-investments made by certain accounts alongside those private equity or private equity real estate fund managers into whose funds an investment team has invested on a primary basis, not every direct private equity or private equity real estate investment that meets an account’s investment objectives could be made available to our accounts.
- **Cyber Security-Related Risk.** We are susceptible to cybersecurity-related risks that include, among other things, unauthorized access attacks; mishandling, loss, theft or misuse of information; computer viruses or malware; cyberattacks designed to obtain confidential information, destroy data, disrupt or degrade service, sabotage systems or networks or cause other damage; ransomware; denial of service attacks; data breaches; social engineering attacks; phishing attacks; and other events. A cyberattack, information or security breach or a technology failure of ours or a third party could adversely affect our ability to conduct our business or manage our exposure to risk, or result in disclosure or misuse of personal, confidential or proprietary information and otherwise adversely impact our results of operations, liquidity and financial condition, as well as cause reputational harm. In addition, cybersecurity risks can also impact issuers of securities in which we invest on behalf of our clients, which could cause our clients’ investment in such issuers to lose value.

We are subject to cybersecurity legal and regulatory requirements enacted by U.S. federal and state governments and other non-U.S. jurisdictions. These requirements impose mandatory privacy and data protection obligations, including providing for individual rights, enhanced governance and accountability requirements, and significant fines and litigation risk for noncompliance. We have adopted measures designed to comply with these and related applicable requirements in all relevant jurisdictions.

We benefit from our affiliation with Morgan Stanley which has made and continues to make substantial investments in cybersecurity and fraud prevention technology. As part of its enterprise risk management framework, Morgan Stanley has implemented and maintains a program to assess, identify and manage risks arising from the cybersecurity threats confronting the Firm (“Cybersecurity Program”). The Cybersecurity Program helps protect our clients, customers, employees, property, products, services and reputation by seeking to preserve the confidentiality, integrity and availability of information, enable the secure delivery of financial services, and protect the business and the safe operation of our technology systems. Morgan Stanley continually adjusts the Cybersecurity Program to address the evolving cybersecurity threat landscape and comply with extensive legal and regulatory expectations.

There can be no assurance that our business contingency and security response plans fully mitigate all potential risks to us, and we or our service providers, if applicable, will not suffer losses relating to cyber-attacks or other information security breaches in the future.

- **Business Continuity Risk.** Our critical processes and businesses could be disrupted by events including cyber attacks, failure or loss of access to technology and/or associated data, military conflicts, acts of terror, natural disasters, severe weather events and infectious disease. We maintain a resilience program designed to provide for operational resilience and enable it to respond to and recover critical processes and supporting assets in the event of a disruption impacting our people, technology, facilities and third parties. The key elements of the resilience program include business continuity and technical recovery planning and testing both internally and with critical third parties to validate recovery capability in accordance with business requirements. The resilience program is applied consistently firmwide and is aligned with regulatory requirements. In the occurrence of a business continuity event at MSIM or a vendor/service provider that does not adequately address all

contingencies, client portfolios could be negatively affected as there might be an inability to process transactions, calculate net asset values, value client investments, or disruptions to trading in client accounts. A client's ability to recover any losses or expenses it incurs as a result of a disruption of business operations could be limited by the liability, standard of care, and related provisions in its contractual agreements with MSIM and other service providers.

- **Data Source Risk.** MSIM Ltd subscribes to a variety of third-party data sources that are used to evaluate, analyze and formulate investment decisions. If a third party provides inaccurate data, client accounts could be negatively affected. While MSIM Ltd believes the third-party data sources are reliable, there are no guarantees that data will be accurate, that errors will be detected, or that erroneous data will be timely updated.

Legal and Regulatory Risks

- U.S. and non-U.S. governmental agencies and other regulators regularly implement additional regulations and legislators pass new laws that affect the investments held by MSIM Ltd's clients, the strategies used by MSIM Ltd, or the level of regulation or taxation applying to a portfolio or client (such as regulations related to investments in derivatives and other transactions). These regulations and laws impact the investment strategies, performance costs, operations or taxation of MSIM Ltd and its clients.
- The regulation of the U.S. and non-U.S. securities and futures markets has undergone substantial change over the past decade and such change could continue. In particular, in light of market turmoil there have been numerous proposals, including bills that have been introduced in the U.S. Congress, for substantial revisions to the regulation of financial institutions generally. In addition, regulatory change in the past few years has significantly altered the regulation of commodity interests and comprehensively regulated the OTC derivatives markets for the first time in the United States. Further, the practice of short selling has been the subject of numerous temporary restrictions, and similar restrictions could be promulgated at any time. Such restrictions could adversely affect the returns of accounts that utilize short selling. The effect of such regulatory change on the accounts, while impossible to predict, could be substantial and adverse.
- Section 13 of the Bank Holding Company Act (commonly referred to as the "Volcker Rule"), along with regulations issued by the Federal Reserve, Office of the Comptroller of the Currency, Securities and Exchange Commission, Federal Deposit Insurance Corporation, and Commodity Futures Trading Commission ("Implementing Regulations") generally prohibit "banking entities" (which term includes bank holding companies and their affiliates and subsidiaries) from investing in, sponsoring, or having certain types of relationships with, certain private investment funds (referred to in the Implementing Regulations as "covered funds").

The Volcker Rule and the Implementing Regulations impose a number of restrictions on Morgan Stanley and its affiliates and subsidiaries that affect us, a covered fund offered by us, the general partner of those funds, and the limited partners of such funds. For example, to sponsor and invest in certain covered funds, Morgan Stanley must comply with the Implementing Regulations' "asset management" exemption to the Volcker Rule's prohibition on sponsoring and investing in covered funds. Under this exemption, the investments made by Morgan Stanley (aggregated with certain affiliate and employee investments) in a covered fund must not exceed 3% of the covered fund's outstanding ownership interests and Morgan Stanley's aggregate investment in covered funds must not exceed 3% of Morgan Stanley's Tier I capital. In addition, the Volcker Rule and the Implementing Regulations generally prohibit Morgan Stanley and its affiliates from entering in certain other transactions (including "covered transactions" as defined in Section 23A of the U.S. Federal Reserve Act, as amended) with, or for the benefit of, covered funds that it sponsors and/or advises. For example, Morgan Stanley cannot provide loans, hedging transactions with extensions of credit or other credit support to covered funds it sponsors and/or advises. While we endeavor to minimize the impact on our covered funds and the assets held by them, Morgan Stanley's interests in determining what actions to take in complying with the Volcker Rule and the Implementing Regulations could conflict with our interests and the interests of the private funds, the general partner and the limited partners of the private funds, all of which could be adversely affected by such actions. The foregoing is not an exhaustive discussion of the potential risks the Volcker Rule poses for us.

- Referendum on the UK's EU membership. In an advisory referendum held in June 2016, the United Kingdom ("UK") electorate voted to leave the EU, an event widely referred to as "Brexit". On January 31, 2020, the UK officially withdrew from the EU and the UK entered a transition period which ended on December 31, 2020. On December 30, 2020, the EU and UK signed the EU-UK Trade and Cooperation Agreement ("TCA"), an agreement on the terms governing certain aspects of the EU's and the UK's relationship following the end of the transition period. Notwithstanding the TCA, following the transition period, there is likely to be considerable uncertainty as to the UK's post-transition framework.

The impact on the UK and the EU and the broader global economy is still unknown but could be significant and could result in increased volatility and illiquidity and potentially lower economic growth. Brexit could have a negative impact on the economy and currency of the UK and the EU as a result of anticipated, perceived or actual changes to the UK's economic and political relations with the EU. The impact of Brexit, and its ultimate implementation, on the economic, political and regulatory environment of the UK and the EU could have global ramifications. Accounts and pooled investment vehicles advised by MSIM Ltd could make investments in the UK, other EU members and in non-EU countries that are directly or indirectly affected by the exit of the UK from the EU. Adverse legal, regulatory or economic conditions affecting the economies of the countries in which an MSIM Ltd client conducts its business (including making investments) and any corresponding deterioration in global macro-economic conditions could have a material adverse effect on the MSIM Ltd client's prospects and/or returns. Potential consequences to which an MSIM Ltd client could be exposed, directly or indirectly, as a result of the UK referendum vote include, but are not limited to, market dislocations, economic and financial instability in the UK and in other EU members, increased volatility and reduced liquidity in financial markets, reduced availability of capital, an adverse effect on investor and market sentiment, Sterling and Euro destabilization, reduced deal flow in the MSIM Ltd client's target markets, increased counterparty risk and regulatory, legal and compliance uncertainties. Any of the foregoing or similar risks could have a material adverse effect on the operations, financial condition, investment returns, or prospects of the MSIM Ltd client, MSIM Ltd and/or sub-advisers, if any, in general. The effects on the UK, European and global economies of the exit of the UK (and/or other EU members during the term of the MSIM Ltd client) from the EU, or the exit of other EU members from the European monetary area and/or the redenomination of financial instruments from the Euro to a different currency, are difficult to predict and to protect fully against. Many of the foregoing risks are outside of the control of an MSIM Ltd client or MSIM Ltd. These risks could affect an MSIM Ltd client, MSIM Ltd and/or other sub-advisers given economic, political and regulatory uncertainty created by Brexit.

- In light of current market conditions, until recently interest rates and bond yields in the United States and many other countries were at or near historic lows, and in some cases, such rates and yields were negative. During periods of very low or negative interest rates, a client's susceptibility to interest rate risk (i.e., the risks associated with changes in interest rates) could be magnified, its yield and income could be diminished and its performance could be adversely affected (e.g., during periods of very low or negative interest rates, a client might be unable to maintain positive returns). These levels of interest rates (or negative interest rates) can magnify the risks associated with rising interest rates. Changing interest rates, including rates that fall below zero, can have unpredictable effects on markets, including market volatility and reduced liquidity, and could adversely affect a portfolio's yield, income and performance. In addition, government actions (such as changes to interest rates) could have unintended economic and market consequences that adversely affect a client's investments. Government and other public debt can be adversely affected by large and sudden changes in local and global economic conditions that result in increased debt levels. Although high levels of government and other public debt do not necessarily indicate or cause economic problems, high levels of debt could create certain systemic risks if sound debt management practices are not implemented. A high debt level could increase market pressures to meet an issuer's funding needs, which can increase borrowing costs and cause a government or public or municipal entity to issue additional debt, thereby increasing the risk of refinancing. A high debt level also raises concerns that the issuer could be unable or unwilling to repay the principal or interest on its debt, which can adversely impact instruments held by the clients that rely on such payments. Governmental and quasi-governmental responses to certain economic or other conditions could lead to increasing government and other

public debt, which heighten these risks. Unsustainable debt levels can lead to declines in the value of currency, and can prevent a government from implementing effective counter-cyclical fiscal policy during economic downturns, can generate or contribute to an economic downturn or cause other adverse economic or market developments, such as increases in inflation or volatility. Increasing government and other public debt could adversely affect issuers, obligors, guarantors or instruments across a variety of asset classes.

- Recently proposed rules by the SEC related to private funds would, if adopted, impose significant additional burdens and requirements on private funds and their managers (including us, our private funds and any funds in which they invest and their managers). In particular, the SEC recently adopted the “Private Fund Adviser Rules” which, among other things, impose (i) significant disclosure and reporting obligations for registered investment advisers to private funds, as well as (ii) meaningful restrictions on certain activities of private fund advisers subject to consent-based and/or disclosure-based exceptions. Our compliance with the Private Fund Adviser Rules, in connection with the investment advisory services we provide to private funds, is likely to be complex and will entail various legal and compliance costs and expenses, which will be allocated to the funds. The SEC and other US regulators might adopt additional rules in the future that could have an impact on client portfolios.

Risk Considerations Associated with Equity Securities—In General. In general, prices of equity securities are more volatile than those of fixed income securities. The value of equity securities and related instruments can decline in response to adverse changes in the economy or the economic outlook; deterioration in investor sentiment; interest rate, currency, and commodity price fluctuations; adverse geopolitical, social or environmental developments; issuer and sector-specific considerations, which are more significant in a concentrated or focused client portfolio that invests in a limited number of securities; or other factors. Market conditions can affect certain types of stocks to a greater extent than other types of stocks. If the stock market declines in value, the value of a client portfolio's equity securities will also likely decline. Although prices can rebound, there is no assurance that values will return to previous levels.

Risk Considerations Associated with Fixed Income Securities—In General. Fixed income securities are subject to the risk of the issuer's inability to meet principal and interest payments on its obligations (i.e., credit risk) and are subject to price volatility resulting from, among other things, interest rate sensitivity (i.e., interest rate risk), market perception of the creditworthiness of the issuer and general market liquidity (i.e., market risk). A client could face heightened level of interest rate risk in times of monetary policy change and/or uncertainty, such as when the Federal Reserve Board adjusts its quantitative easing program and/or changes rates. A changing interest rate environment increases certain risks, including the potential for periods of volatility, increased redemptions, shortened durations (i.e., prepayment risk) and extended durations (i.e., extension risk). Clients might or might not be limited as to the maturities (when a debt security provides its final payment) or durations (measure of interest rate sensitivity) of the securities in which they invest. Securities with longer durations are likely to be more sensitive to changes in interest rates, generally making them more volatile than securities with shorter durations. Lower-rated fixed income securities have greater volatility because there is less certainty that principal and interest payments will be made as scheduled. In addition, an account might or might not invest in securities that are rated below investment grade, commonly known as “junk bonds,” and have speculative risk characteristics. Changes in economic conditions or other circumstances typically have a greater effect on the ability of issuers of lower rated investments to make principal and interest payments than they do on issuers of higher rated investments. An economic downturn generally leads to a higher non-payment rate, and a lower rated investment can lose significant value before a default occurs. Lower rated investments typically are subject to greater price volatility and illiquidity than higher rated investments. An account might be subject to certain liquidity risks that can result from, among other things, the lack of an active market and the reduced number and capacity of traditional market participants to make a market in fixed income securities.

- **Credit Risk.** Credit risk refers to the possibility that the issuer or guarantor of a security will be unable or unwilling or perceived to be unable or unwilling to make interest payments and/or repay the principal on its debt. Debt obligations are subject to the risk of non-payment of scheduled principal and interest. Changes in economic conditions or other circumstances might reduce the capacity of the party obligated to make principal and interest payments on such instruments and could lead to defaults. Such non-payments and defaults could reduce the

value of, or income distributions from, a client portfolio. The risk of defaults across issuers and/or counterparties increases in adverse market and economic conditions. The value of a fixed income security also can decline because of concerns about the issuer's ability to make principal and interest payments. In addition, the credit ratings of debt obligations might be lowered if the financial condition of the party obligated to make payments with respect to such instruments changes. Credit ratings assigned by rating agencies are based on a number of factors and do not necessarily reflect the issuer's current financial condition or the volatility or liquidity of the security. In the event of bankruptcy of the issuer of debt obligations, a client portfolio could experience delays or limitations with respect to its ability to realize the benefits of any collateral securing the instrument. In order to enforce its rights in the event of a default, bankruptcy or similar situation, a client could be required to retain legal or similar counsel at their own expense.

- **Interest Rate Risk.** Interest rate risk is the risk that fixed income investments and other instruments in an account will decline in value because of changes in interest rates. As interest rates rise, the value of a client portfolio invested primarily in fixed-income securities or similar instruments is likely to decline. Conversely, when interest rates decline, the value of such a client portfolio is likely to rise. A low interest rate environment could prevent an account from providing a positive yield or paying expenses out of current income. During periods when interest rates are low or there are negative interest rates, an account's yield (and total return) also could be low or otherwise adversely affected or the account could be unable to maintain positive returns. Securities with longer maturities are more sensitive to changes in interest rates than securities with shorter maturities, making them more volatile. A rising interest rate environment can extend the average life of mortgages or other asset-backed receivables underlying mortgage-backed or asset-backed securities. This extension increases the risk of depreciation due to future increases in market interest rates. In a declining interest rate environment, prepayment of certain types of securities could increase. In such circumstances, the portfolio manager might have to reinvest the prepayment proceeds at lower yields. A strategy that is managed toward an income objective could hold securities with longer maturities and therefore be more exposed to interest rate risk than a strategy focused on total return. Clients might or might not be limited as to the maturities (when a debt security provides its final payment) or durations (measure of interest rate sensitivity) of the securities in which they invest.
- **Inflation Risk.** Certain investments are subject to inflation risk, which is the risk that the value of assets or income from investments will be less in the future as inflation decreases the value of money (i.e., as inflation increases, the values of assets can decline). Inflation rates can change frequently and significantly as a result of various factors, including unexpected shifts in the domestic or global economy and changes in economic policies, and a client's investments might not keep pace with inflation, which can result in losses to investors. Fixed income securities with longer maturities will therefore be more volatile than other fixed income securities with shorter maturities.
- **Duration Risk.** Duration measures the expected life of a fixed-income security, which can determine its sensitivity to changes in the general level of interest rates. Securities with longer durations tend to be more sensitive to interest rate changes than securities with shorter durations. A portfolio with a longer dollar-weighted average duration can be expected to be more sensitive to interest rate changes than a portfolio with a shorter dollar-weighted average duration. Duration differs from maturity in that it considers a security's coupon payments in addition to the amount of time until the security matures. As the value of a security changes over time, so will its duration.
- **LIBOR Discontinuance or Unavailability Risk.** The client's investments, payment obligations and investments, payment obligations and financing terms could be based on floating rates, such as the London Interbank Offered Rates (collectively, "LIBOR"), Euro Interbank Offered Rate, Secured Overnight Financing Rate ("SOFR") and other similar types of reference rates (each, a "Reference Rate"). These Reference Rates are generally intended to represent the rate at which contributing banks could obtain short-term borrowings from each other within certain financial markets. London Interbank Offered Rate ("LIBOR") was the basic rate of interest used in lending transactions between banks on the London interbank market and has been widely used as a reference for setting the interest rate on loans globally. As a result of benchmark reforms, publication of most LIBOR settings has ceased. However, the publication of certain other LIBORs will continue to be published

on a temporary, synthetic and non-representative basis (e.g., the 1-month, 3-month, and 6-month USD LIBOR settings which are expected to be continued to be published until the end of September 2024). As these synthetic LIBOR settings are expected to be published for a limited period of time and are considered non-representative of the underlying market, regulators have advised that these settings should be used only in limited circumstances. Various financial industry groups have been planning for the transition from LIBOR and certain regulators and industry groups have taken actions to establish alternative reference rates (e.g., the SOFR, which measures the cost of overnight borrowings through repurchase agreement transactions collateralized with U.S. Treasury securities and is intended to replace U.S. dollar LIBORs with certain adjustments). It is expected that a substantial portion of future floating rate investments will be linked to SOFR or benchmark rates derived from SOFR (or other Alternative Reference Rates based on SOFR). There is no assurance that the composition or characteristics of any such alternative reference rate will be similar to or produce the same value or economic equivalence as LIBOR or that it will have the same volume or liquidity as did LIBOR. These relatively new and developing rates could also behave differently than LIBOR would have or could not match the reference rate applicable to the underlying assets related to these investments. Investments in structured finance investments, loans, debt instruments or other investments tied to reference rates are also subject to operational risk associated with the alternative reference rate, such as errors in the input data or in the calculation of reference rates. Additionally, the transition away from LIBOR and certain other Reference Rates could, among other negative consequences (i) adversely impact the pricing, liquidity, value of, return on and trading for a broad array of financial products, including any Reference Rate-linked securities, loans and derivatives in which the client can invest; (ii) require extensive negotiations of and/or amendments to agreements and other documentation governing Reference Rate-linked investments products; (iii) lead to disputes, litigation or other actions with counterparties or portfolio companies regarding the interpretation and enforceability of “fallback” provisions that provide for an alternative reference rate in the event of Reference Rate unavailability; and/or (iv) cause the client to incur additional costs in relation to any of the above factors. The risks associated with the above factors, including decreased liquidity, could be heightened with respect to investments in so-called “tough legacy” Reference Rate-based products that do not include effective fallback provisions to address how interest rates will be determined if LIBOR and certain other Reference Rates stop being published. In addition, when a Reference Rate is discontinued, the alternative Reference Rate could be lower than market expectations, which could have an adverse impact on the value of preferred and debt securities with floating or fixed-to-floating rate coupons. These developments could negatively impact financial markets in general and present heightened risks, including with respect to the client’s investments. As a result of the uncertainty and developments relating to the transition process, performance, price volatility, liquidity and value of the client and its assets could be adversely affected.

Additional Risk Considerations Associated with Particular Markets, Security Types, Investment Techniques and Strategies. The following provides information on risks associated with different types of securities and investment techniques that could be used by accounts and pooled investment vehicles we advise. Additional information is available upon request. Investors in pooled investment vehicles and funds-of-funds should review the prospectuses, offering memoranda and constituent documents for additional information relating to the risk associated with investments in those pooled investment vehicles and funds-of-funds, respectively.

- **Absolute Return Strategy Risk.** An “absolute return” investment approach is generally benchmarked to an index of cash instruments and seeks to achieve returns that are largely independent of broad movements in stocks and bonds. Unlike client portfolios managed in equity strategies, client portfolios managed in an absolute return strategy should not be expected to benefit from general equity market returns. Different from fixed income funds, client portfolios managed in an absolute return strategy might not generate current income and should not be expected to experience price appreciation as interest rates decline. Although the investment adviser seeks to maximize absolute return, client portfolios managed in an absolute return strategy might not generate positive returns.

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- **Active Management Risk.** The success of a client's account that is actively managed depends upon the investment skills and analytical abilities of the portfolio manager to develop and effectively implement strategies that achieve the client's investment objective. Subjective decisions made by the portfolio manager can cause a client portfolio to incur losses or to miss profit opportunities on which it might have otherwise capitalized.
 - **Allocation and Position Limits Risk.** A client account's performance depends upon how its assets are allocated and reallocated, and an investor could lose money as a result of these allocation decisions and related constraints. MSIM Ltd could be subject, by applicable regulation or issuer limitations, to restrictions on the percentage of an issuer that can be held. For purposes of calculating positions, MSIM Ltd normally aggregates its positions with those of its affiliates. In such situations, MSIM Ltd might be limited in its ability to purchase further securities for its clients, even if the applicable position limits are not exceeded by positions MSIM Ltd has purchased on behalf of its clients. In addition, the Commodity Futures Trading Commission ("CFTC") and the exchanges on which commodity interests (futures, options on futures and swaps) are traded can impose limitations governing the maximum number of positions on the same side of the market and involving the same underlying instrument held by a single investor or group of related investors, whether acting alone or in concert with others (regardless of whether such contracts are held on the same or different exchanges or held or written in one or more accounts or through one or more brokers). When a portfolio manager trades for multiple accounts, the commodity interest positions of all such accounts will generally be required to be aggregated for purposes of determining compliance with position limits, position reporting and position "accountability" rules imposed by the CFTC or the various exchanges. Swaps positions in physical commodity swaps that are "economically equivalent" to futures and options on futures held by an account and similar accounts could also in the future be included in determining compliance with federal position rules, and the exchanges can impose their own rules covering these and other types of swaps. These trading and position limits, and any aggregation requirement, could materially limit the commodity interest positions the portfolio manager takes for an account and could cause the portfolio manager to close out an account's positions earlier than it might otherwise choose to do so.
 - **Bank Loan Risk.** Bank loans are subject to the risk of default. Default in the payment of interest or principal on a loan will result in a reduction of income to the account, a reduction in the value of the loan, and a potential decrease in the account's balance. The risk of default will increase in the event of an economic downturn or a substantial increase in interest rates. Bank loans are subject to the risk that the cash flow of the borrower and property securing the loan or debt, if any, are insufficient to meet scheduled payments. In addition, bank loans could be subject to additional risks including subordination to other creditors, no collateral or limited rights in collateral, lack of a regular trading market, extended settlement periods, liquidity risks, prepayment risks, potentially less protection under the federal securities laws and lack of publicly available information. As discussed above, however, because bank loans reside higher in the capital structure than high yield bonds, default losses have been historically lower in the bank loan market. Bank loans that are rated below investment grade share the same risks of other below investment grade securities.
 - **Bank Obligation Risk.** The activities of U.S. banks, including Morgan Stanley, and most foreign banks, are subject to comprehensive regulations. The enactment of new legislation or regulations, as well as changes in interpretation and enforcement of current laws, could affect the manner of operations and profitability of domestic and foreign banks. In addition, banks, including Morgan Stanley, could be particularly susceptible to certain economic factors.
 - **Buy-Out Transaction Risk.** Certain accounts can invest directly or indirectly through investment funds, in leveraged buyouts that by their nature require companies to undertake a high ratio of leverage to available income. Leveraged investments are inherently more sensitive to declines in revenues and to increases in expenses.
 - **Call Risk.** Fixed income securities are subject to the risk that an issuer exercises its right to redeem a fixed income security earlier than expected (a call). Issuers can call outstanding securities prior to their maturity for a number of reasons (e.g., declining interest rates, changes in credit spreads and improvements in the issuer's credit quality). If an issuer calls a security that a client holds, the client might not recoup the full amount of its

initial investment or not realize the full anticipated earnings from the investment, and could be forced to reinvest in lower-yielding securities, securities with greater credit risks, or securities with other, less favorable features.

- **Collateralized Loan Obligations (“CLOs”) Risk.** Structured finance securities such as CLOs entail a variety of unique risks. The performance of a CLO is affected by a variety of factors, including its priority in the capital structure of the issuer thereof, the availability of any credit enhancement, the level and timing of payments and recoveries on and the characteristics of the underlying receivables, loans or other assets that are being securitized, remoteness of those assets from the originator or transferor, the adequacy of and ability to realize upon any related collateral and the capability of the servicer of the securitized assets. The value of CLOs can be difficult to determine and generally will fluctuate with, among other things, the financial condition of the obligors or issuers of the underlying portfolio of assets of the related CLO, general economic conditions, the condition of certain financial markets, political events, developments or trends in any particular industry and changes in prevailing interest rates. CLOs are also subject to, among others, operational, credit, liquidity, legal, regulatory, tax, risk retention and interest rate risks.
- **Collateralized Mortgage Obligations (“CMOs”) Risk.** CMOs are comprised of various tranches, the expected cash flows on which have varying degrees of predictability as compared with the underlying mortgage assets. Generally, the less predictable the cash flow, the higher the yield and the greater the risk. In addition, if the collateral securing CMOs or any third-party guarantees are insufficient to make payments, an account could sustain a loss.
- **Commodities Risk.** The value of commodities investments will generally be affected by overall market movements and factors specific to a particular industry or commodity, such as weather, embargoes, tariffs, health, and political, international and regulatory developments. Economic and other events (whether real or perceived) can reduce the demand for commodities, which could reduce market prices and cause the value of a client portfolio to fall. The frequency and magnitude of such changes cannot be predicted. Exposure to commodities and commodities markets can subject a client portfolio to greater volatility than investments in traditional securities. There might be no active trading market for certain commodities investments, which could impair the ability to sell or to realize the full value of such investments in the event of the need to liquidate such investments. In addition, adverse market conditions can impair the liquidity of actively traded commodities investments. Certain types of commodities instruments (such as total return swaps and commodity-linked notes) are subject to the risk that the counterparty to the instrument will not perform or will be unable to perform in accordance with the terms of the instrument.
- **Concentration Risk.** A strategy that concentrates its investments in a particular sector of the market (such as the utilities or financial services sectors) or a specific geographic area (such as a country or state) could be impacted by events that adversely affect that sector or area, and the value of a portfolio using such a strategy might fluctuate more than a less concentrated portfolio.
- **Contingent Convertible Bonds (“CoCos”) Risk.** CoCos are issued primarily by non-U.S. financial companies and have complex features and unique risk considerations that differentiate them from traditional convertible, preferred or debt securities. Depending upon the terms of the particular issue, upon the occurrence of certain triggering events the securities could be mandatorily converted into common equity of the issuer (at either a predetermined fixed rate or variable rate), or the principal of the securities could be temporarily or permanently written down. As a result, investors in CoCos could lose all or part of their principal investment. The triggering events will be described in the offering documents for each particular issue. However, they generally include the issuer failing to maintain a minimum capital ratio—a subjective determination by a regulator—that triggers the conversion or the write-down; and/or there could be other circumstances adverse to the issuer. In addition, market value will be affected by many unpredictable factors, including but not limited to: the market value of the issuer’s common equity, the issuer’s creditworthiness and capital ratios, any indication that the securities are trending toward a trigger event, supply and demand for the securities, and events that affect the issuer or the financial markets generally. There might be no active secondary market for the securities, and there is no guarantee that one will develop. Payment of interest or dividends could be at the sole discretion of the issuer,

including prior to the occurrence of any trigger event. In most cases, the issuer is under no obligation to accrue or pay skipped payments (i.e., payments could be noncumulative). Thus, the dividend or interest payments can be deferred or cancelled at the issuer's discretion or upon the occurrence of certain events. The issuer could have the right to substitute or vary the terms of the securities in certain instances. The issuer could also have the right, but not the obligation, to redeem all or part of the securities in its sole discretion upon the occurrence of certain events.

- **Control Position Risk.** Certain accounts can directly, or indirectly through investment funds, take control positions in companies. The exercise of control over a company imposes additional risks of liability for environmental damage, product defects, failure to supervise and other types of related liability. If such liabilities were to arise, such accounts and investment funds would likely suffer a loss, which could be complete, on their investments.
- **Convertible and Other Hybrid Securities Risk.** Convertible and other hybrid securities (including preferred and convertible instruments) generally possess certain characteristics of both equity and debt securities. In addition to risks associated with investing in income securities, such as interest rate and credit risks, hybrid securities can be subject to issuer-specific and market risks generally applicable to equity securities. Convertible securities might also react to changes in the value of the common stock into which they convert, and are thus subject to equity investing and market risks. A convertible security converted at an inopportune time could decrease a client's return.
- **Corporate Debt Risk.** Corporate debt securities are subject to the risk of the issuer's inability to meet principal and interest payments on the obligation and can also be subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity. When interest rates rise, the value of corporate debt securities can be expected to decline. Debt securities with longer maturities tend to be more sensitive to interest rate movements than those with shorter maturities. Company defaults can impact the level of returns generated by corporate debt securities. An unexpected default can reduce income and the capital value of a corporate debt security. Furthermore, market expectations regarding economic conditions and the likely number of corporate defaults could impact the value of corporate debt securities.
- **Counterparty Risk.** A financial institution or other counterparty with whom an investor does business (such as trading or securities lending), or that underwrites, distributes or guarantees any investments or contracts that an investor owns or is otherwise exposed to, might decline in financial condition and become unable to honor its commitments. This could cause the value of an investor's portfolio to decline or could delay the return or delivery of collateral or other assets to the investor. Although there can be no assurance that an investor will be able to do so, the investor might be able to reduce or eliminate its exposure under a swap agreement either by assignment or other disposition, or by entering into an offsetting swap agreement with the same party or another creditworthy party. The investor could have limited ability to eliminate its exposure under a credit default swap if the credit of the referenced entity or underlying asset has declined.
- **Cryptocurrency Risk.** Cryptocurrencies (also referred to as "virtual currencies" and "digital currencies") are digital assets designed to act as a medium of exchange. Although cryptocurrency is an emerging asset class, there are thousands of cryptocurrencies, the most well-known of which is bitcoin. From time to time, certain of MSIM Ltd's clients will obtain indirect exposure to cryptocurrencies through funds, futures, and other investment products. The value of these products is often intended to reflect the value of one or more cryptocurrencies, and the risks of investing in these products are similar to the risks of investing in cryptocurrencies generally (discussed further below), as well as the risks specific to investing in the applicable investment product (e.g., if an investment is made through a private fund, the risks of investing in a private fund will apply).

Cryptocurrency facilitates decentralized, peer-to-peer financial exchange and value storage that is used like money, without the oversight of a central authority or banks. The value of cryptocurrency is not backed by any government, corporation, or other identified body. Similar to fiat currencies, cryptocurrencies are susceptible to theft, loss and destruction.

The value of investments in cryptocurrency is subject to fluctuations in the value of the cryptocurrency, which have been and could in the future be highly volatile. The value of cryptocurrencies is determined by the supply and demand for cryptocurrency in the global market for the trading of cryptocurrency, which consists primarily of transactions on electronic exchanges. The price of a cryptocurrency could drop precipitously for a variety of reasons, including, but not limited to, regulatory changes, a crisis of confidence, flaw or operational issue in the cryptocurrency's network or a change in user preference to competing cryptocurrencies. A client's exposure to cryptocurrency could result in substantial losses to such client.

Cryptocurrencies trade on exchanges, which are largely unregulated and, therefore, are more exposed to fraud and failure than established, regulated exchanges for securities, derivatives and other currencies. These exchanges have in the past, and could in the future, cease operating temporarily or even permanently, resulting in the potential loss of users' cryptocurrency or other market disruptions. Cryptocurrency exchanges are more exposed to the risk of market manipulation than exchanges for traditional assets. Cryptocurrency exchanges that are regulated typically must comply with minimum net capital, cybersecurity, and anti-money laundering requirements, but are not typically required to protect customers or their markets to the same extent that regulated securities exchanges or futures exchanges are required to do so. Furthermore, many cryptocurrency exchanges lack certain safeguards established by traditional exchanges to enhance the stability of trading on the exchange and, as a result, the prices of cryptocurrencies on these exchanges could be subject to larger and more frequent sudden declines than assets traded on traditional exchanges. In addition, cryptocurrency exchanges are also subject to the risk of cybersecurity threats and breaches, resulting in the theft and/or loss of cryptocurrencies, and/or an adverse effect on value of cryptocurrencies. If a cyber or other security breach or a business failure of a cryptocurrency exchange were to occur, there would likely be an adverse impact to the price of a particular cryptocurrency or cryptocurrencies generally. A risk also exists with respect to malicious actors or previously unknown vulnerabilities, which could adversely affect the value of cryptocurrencies.

Factors affecting the further development of cryptocurrency include, but are not limited to: continued worldwide growth or possible cessation or reversal in the adoption and use of cryptocurrency and other digital assets; government and quasi-government regulation or restrictions on or regulation of access to and operation of digital asset networks; changes in consumer demographics and public preferences; maintenance and development of open-source software protocol; availability and popularity of other forms or methods of buying and selling goods and services; the use of the networks supporting digital assets, such as those for developing smart contracts and distributed applications; general economic conditions and the regulatory environment relating to digital assets; negative consumer or public perception; and general risks tied to the use of information technologies, including cyber risks.

Currently, there is relatively limited use of cryptocurrency in the retail and commercial marketplace, which contributes to price volatility. A lack of expansion by cryptocurrencies into retail and commercial markets, or a contraction of such use, could result in increased volatility or a reduction in the value of cryptocurrencies, either of which could adversely impact a client's investment in cryptocurrency. In addition, to the extent market participants develop a preference for one cryptocurrency over another, the value of the less preferred cryptocurrency would likely be adversely affected. Cryptocurrency is a new technological innovation with a limited history; it is a highly speculative asset and future regulatory actions or policies could limit, perhaps to a materially adverse extent, the value of a client's direct or indirect investment in cryptocurrency and the ability to exchange a cryptocurrency or utilize it for payments.

- **Currency Risk.** In general, the value of investments in, or denominated in, foreign currencies increases when the U.S. dollar is weak (i.e., is losing value relative to foreign currencies) or when foreign currencies are strong (i.e., are gaining value relative to the U.S. dollar). When foreign currencies are weak or the U.S. dollar is strong, such investments generally will decrease in value. The value of foreign currencies as measured in U.S. dollars can be unpredictably affected by changes in foreign currency rates and exchange control regulations, application of foreign tax laws (including withholding tax), governmental administration of economic or monetary policies (in the U.S. or abroad), intervention (or the failure to intervene) by U.S. or foreign governments or central banks, and relations between nations. A devaluation of a currency by a country's government or banking authority will

have a significant impact on the value of any investments denominated in that currency. Currency markets generally are not as regulated as securities markets and currency transactions are subject to settlement, custodial and other operational risks. Exposure to foreign currencies through derivative instruments will also be subject to the Derivatives Risks described below

- **Derivatives Risk Generally.** Certain accounts can use derivative instruments for a variety of purposes, including hedging, risk management, portfolio management or to earn income. A derivative is a financial instrument whose value is based, in part, on the value of an underlying asset, interest rate, index or financial instrument (“reference instrument” or “underlying asset”). In this context, derivatives include but are not limited to: futures, forwards, options, participatory notes, warrants, and other similar instruments that are normally valued based upon another or related asset. The use of derivatives can lead to losses because of adverse movements in the price or value of the reference instrument, including due to failure of the counterparty or tax or regulatory constraints. Prevailing interest rates and volatility levels, among other things, also affect the value of derivative instruments. A derivative instrument often has risks similar to its underlying asset and can have additional risks, including imperfect correlation between the value of the derivative and the underlying asset, risks of default by the counterparty to certain transactions, magnification of losses incurred due to changes in the market value of the securities, instruments, indices or interest rates to which the derivative instrument relates, risks that the transactions might not be liquid and risks arising from margin requirements. The use of derivatives involves risks that are different from, and possibly greater than, the risks associated with other portfolio investments. Derivatives can involve the use of highly specialized instruments that require investment techniques and risk analyses different from those associated with other portfolio investments.

Certain derivative transactions give rise to a form of leverage, which magnifies the portfolio’s exposure to the underlying asset. Leverage associated with derivative transactions could cause an account to liquidate portfolio positions when it might not be advantageous to do so or could cause an account’s value to be more volatile than might have been the case absent such leverage. Derivatives risk could be more significant when derivatives are used to enhance return or as a substitute for a position or security, rather than solely to hedge the risk of a position or security held by a client portfolio. Derivatives for hedging purposes might not reduce risk if they are not sufficiently correlated to the position being hedged. A decision as to whether, when and how to use derivatives involves the exercise of specialized skill and judgment, and a transaction could be unsuccessful in whole or in part because of market behavior or unexpected events. Derivative instruments can be difficult to value, can be illiquid, and can be subject to wide swings in valuation caused by changes in the value of the underlying instrument. If a derivative counterparty is unable to honor its commitments, the value of a client portfolio could decline and/or the portfolio could experience delays in the return of collateral or other assets held by the counterparty. The loss on derivative transactions can substantially exceed the initial investment. Certain strategies use derivatives extensively. Derivative investments also involve the risks relating to the reference instrument. Although certain strategies seek to use derivatives to further a client’s investment objectives, there is no assurance that the use of derivatives will achieve this result.

Futures. A futures contract is a standardized, exchange-traded agreement to buy or sell a specific quantity of an underlying asset, reference rate or index at a specific price at a specific future time. While the value of a futures contract tends to increase or decrease in tandem with the value of the underlying instrument, differences between the futures market and the market for the underlying asset can result in an imperfect correlation. Depending on the terms of the particular contract, futures contracts are settled through either physical delivery of the underlying instrument on the settlement date or by payment of a cash settlement amount on the settlement date. A decision as to whether, when and how to use futures contracts involves the exercise of skill and judgment and even a well-conceived futures transaction could be unsuccessful because of market behavior or unexpected events. In addition to the derivatives risks discussed above, the prices of futures contracts can be highly volatile, using futures contracts can lower total return, and the potential loss from futures contracts can exceed an account’s initial investment in such contracts. No assurance can be given that a liquid market will exist for any particular futures contract at any particular time. There is also the risk of loss by an account of margin deposits in the event of bankruptcy of a broker with which an account has open positions in the futures contract.

Options. Certain client portfolios employ an options strategy. If an account buys an option, it buys a legal contract giving it the right to buy or sell a specific amount of the underlying instrument, foreign currency or contract, such as a swap agreement or futures contract, on the underlying instrument or foreign currency at an agreed-upon price typically in exchange for a premium paid by the account. If an account sells an option, it sells to another person the right to buy from or sell to an account a specific amount of the underlying instrument, swap, foreign currency, or futures contract on the underlying instrument or foreign currency at an agreed-upon price during a period of time or on a specific date typically in exchange for a premium received by a client. The use of options by accounts can entail additional risks. When options are purchased OTC, the buyer bears the risk that the counterparty that wrote the option will be unable or unwilling to perform its obligations under the option contract. Options can also be illiquid and a holder could have difficulty closing out its position. A decision as to whether, when and how to use options involves the exercise of skill and judgment and even a well-conceived option transaction could be unsuccessful because of market behavior or unexpected events. The prices of options can be highly volatile and the use of options can lower total returns.

Certain options strategies seek to take advantage of a general excess of option price-implied volatilities for a specified stock or index over the stock or index's subsequent realized volatility. This market observation is often attributed to the unknown risk to which an option seller is exposed to in comparison to the fixed risk to which an option buyer is exposed. There can be no assurance that this imbalance will apply in the future over specific periods or generally. It is possible that the imbalance could decrease or be eliminated by actions of investors that employ strategies seeking to take advantage of the imbalance, which would have an adverse effect on the client portfolio's ability to achieve its investment objective. Further, directional movements of the underlying index or stock can overwhelm the volatility differential for any given option resulting in a loss, regardless of the volatility relationship during that specific option's term. Call spread and put spread selling strategies employed by certain strategies are based on a specified index or on exchange-traded funds that replicate the performance of certain indexes. If the index or an ETF appreciates or depreciates sufficiently over the period to offset the net premium received, the client portfolio will incur a net loss. The amount of potential loss in the event of a sharp market movement is subject to a cap defined by the difference in strike prices between written and purchased call and put options. The value of the specified exchange-traded fund is subject to change as the values of the component securities fluctuate. Also, it might not exactly match the performance of the specified index.

Investments in foreign currency options can substantially change an account's exposure to currency exchange rates and could result in losses if currencies do not perform as expected. There is a risk that such transactions could reduce or preclude the opportunity for gain if the value of the currency should move in the direction opposite to the position taken. The value of a foreign currency option is dependent upon the value of the underlying foreign currency relative to the U.S. dollar or other applicable foreign currency. The price of the option could vary with changes in the value of either or both currencies and has no relationship to the investment merits of a foreign security. Options on foreign currencies are affected by all of those factors that influence foreign exchange rates and foreign investment generally. Unanticipated changes in currency prices can result in losses to a client and poorer overall performance for the client than if it had not entered into such contracts. Options on foreign currencies are traded primarily in the OTC market but can also be traded on U.S. and foreign exchanges.

Foreign currency options contracts can be used for hedging purposes or non-hedging purposes in pursuing a client's investment objective, such as when MSIM Ltd anticipates that particular non-U.S. currencies will appreciate or depreciate in value, even though securities denominated in those currencies are not then held in the client's investment portfolio. Investing in foreign currencies for purposes of gaining from projected changes in exchange rates, as opposed to only hedging currency risks applicable to an account holding, further increases the account's exposure to foreign securities losses. There is no assurance that MSIM Ltd's use of currency derivatives will benefit the related accounts or that they will be, or can be, used at appropriate times.

Swaps. A client could enter into OTC swap contracts or cleared swap transactions. An OTC swap contract is an agreement between two parties pursuant to which the parties exchange payments at specified dates on the basis of a specified notional amount, with the payments calculated by reference to specified securities, indices, reference rates, currencies or other instruments. Typically swap agreements provide that when the period

payment dates for both parties are the same, the payments are made on a net basis (i.e., the two payment streams are netted out, with only the net amount paid by one party to the other). A party's obligations or rights under a swap contract entered into on a net basis will generally be equal only to the net amount to be paid or received under the agreement, based on the relative values of the positions held by each party. Cleared swap transactions can help reduce counterparty credit risk. In a cleared swap, the ultimate counterparty is a clearinghouse rather than a swap dealer, bank or other financial institution. OTC swap agreements are not entered into or traded on exchanges and often there is no central clearing or guaranty function for swaps. These OTC swaps are often subject to credit risk or the risk of default or non-performance by the counterparty. Certain swaps have begun trading on exchanges called swap execution facilities. Exchange trading is expected to increase liquidity of swaps trading. Both OTC and cleared swaps could result in losses if interest rates, foreign currency exchange rates or other factors are not correctly anticipated by a client or if the reference index, security or investments do not perform as expected. The Dodd-Frank Wall Street Reform and Consumer Protection Act and related regulatory developments require the clearing and exchange trading of certain standardized swap transactions. Mandatory exchange-trading and clearing is occurring on a phased-in basis.

The client's use of swaps could include those based on the credit of an underlying security, commonly referred to as "credit default swaps." Where a client is the buyer of a credit default swap contract, it would typically be entitled to receive the par (or other agreed-upon) value of a referenced debt obligation from the counterparty to the contract only in the event of a default or similar event by a third-party on the debt obligation. If no default occurs, the client would have paid to the counterparty a periodic stream of payments over the term of the contract and received no benefit from the contract. When a client is the seller of a credit default swap contract, it typically receives the stream of payments but is obligated to pay an amount equal to the par (or other agreed-upon) value of a referenced debt obligation upon the default or similar event of the issuer of the referenced debt obligation.

Total Return Swaps. Total return swaps are contracts in which one party agrees to make periodic payments to another party based on the change in market value of the assets underlying the contract, which can include, but is not limited to, a specified security, basket of securities or securities indices during the specified period, in return for periodic payments based on a fixed or variable interest rate or the total return from other underlying assets. Total return swaps can be used to obtain long or short exposure to a security or market without owning or taking physical custody of such security or investing directly in such market. A client could incur a theoretically unlimited loss on short exposures. In comparison, a client can incur losses on long exposures, but such losses are limited by the fact that the underlying security's price cannot fall below zero. Based on the strategy and depending on the then-current positioning, an account could experience losses as a result of both its long and short exposures to value and anti-value stocks at the same time. Total return swaps can effectively add leverage to a client's account because, in addition to its total net assets, the account would be subject to investment exposure on the notional amount of the swap. Total return swaps are subject to the risk that a counterparty will default on its payment obligations to a client thereunder, and conversely, that a client will not be able to meet its obligation to the counterparty.

- **Differing Classes of Securities Risk.** Different classes of securities have different rights as creditor if the issuer files for bankruptcy or reorganization. For example, bondholders' rights generally are more favorable than shareholders' rights in a bankruptcy or reorganization. In some circumstances, the interests of clients that invest in a company might not be aligned with the interests of other clients that invest in a different loan investment or security issued by the same company, which could create conflicts of interest. The interests of clients investing in different parts of the capital structure of a company are particularly likely to conflict in the case of financial distress of the company, such as enforcement of credit rights or bankruptcy proceedings. This can result in a loss or substantial dilution of one client's investment, while another client receives a full or partial recovery on its investment. For these reasons, MSIM Ltd might take certain actions on behalf of one client that are adverse to others.
- **Dividend Strategy Risk.** Clients invested in strategies designed to invest in dividend paying securities are subject to certain risks. These include issuers which have historically paid dividends reducing or ceasing to pay

dividends in the future, which could additionally negatively impact the price of the security. In times of economic stress, a large number of issuers could reduce or eliminate dividends, impacting the ability of MSIM Ltd to execute its desired strategy.

- **General ESG Risk.** Strategies that seek to incorporate financially material ESG factors could lose value or otherwise underperform for a variety of reasons. ESG considerations tend to prioritize the longer-term prospects of issuers, which are not necessarily predictive of short-term fluctuations in security prices or overall market dynamics in the shorter term. Incorporation of ESG factors into the investment process can cause an investment strategy to underweight or exclude certain sectors, industries or geographies relative to benchmarks or competitors, which can result in underperformance during periods when those sectors, industries or geographies are being more broadly favored by the overall market. Assessment of ESG factors is subjective by nature, and there is no assurance that an investment team will correctly or consistently identify the financially material ESG attributes of individual investments. Furthermore, MSIM Ltd is dependent on the quality and completeness of ESG-related information and data obtained through voluntary reporting by issuers, as well as on analysis provided by third parties, including from MSIM Ltd affiliates, in seeking to incorporate financially material ESG factors into the selection process for investments. The risk associated with this dependency is especially pronounced for markets, geographies and asset classes where the quality and extent of available information and reporting are lower. All of the risks described above are present both where MSIM Ltd integrates ESG factors into its research process for individual security selection and where it applies formal exclusionary screens as part of its investment process.
- **ESG Focused Strategy Risks.** MSIM Ltd could manage certain accounts and strategies for which, in addition to incorporating financially material ESG factors into the investment process, MSIM Ltd adopts an explicit emphasis on ESG and/or sustainability attributes of the portfolio. This type of strategy tends to augment the risks associated with incorporated ESG investing and can expose client accounts to additional risks over and above the General ESG Risk described above. In certain situations, environmental and social factors can outweigh financial considerations. For example, MSIM Ltd could choose to make an investment that has a lower expected financial return when compared to other possible investments due to ESG considerations, such as where the investment has the potential to have a greater environmental and/or social impact. In addition, MSIM Ltd could reject an opportunity to increase the financial return of an existing investment in order to preserve the environmental and/or social impact of such investment. Further, MSIM Ltd could refrain from disposing of an underperforming investment for a period of time in order to minimize the negative environmental and/or social impact of such disposition. As a result of the foregoing, these portfolios or accounts are subject to the risk that they achieve lower returns than if MSIM Ltd did not adopt an explicit focus on ESG and/or sustainability considerations, including the environmental and/or social impact of investments and investment-related decisions. Clients should also be aware that their perception of the ESG attributes, or the social and environmental impact, of their investment portfolio could differ from MSIM Ltd's or a third party's assessment of how that portfolio adheres to ESG principles.
- **ETF Risk.** Shares of ETFs have many of the same risks as direct investments in common stocks or bonds and their market value is expected to rise and fall as the value of the underlying securities or index rises and falls. As a shareholder in an ETF, a portfolio would bear its ratable share of that entity's expenses while continuing to pay its own investment management fees and other expenses. As a result, the account or the fund and its shareholders will, in effect, be absorbing duplicate levels of fees. There can be a lack of liquidity in certain ETFs which can lead to a large difference between the bid-ask prices (increasing the costs of buying or selling the ETF). A lack of liquidity also could cause an ETF to trade at a large premium or discount to its net asset value. Additionally, an ETF might suspend issuing new shares, which could result in an adverse difference between the ETF's publicly available share price and the actual value of its underlying investment holdings. At times when underlying holdings are traded less frequently, or not at all, an ETF's returns also could diverge from the benchmark it is designed to track. In addition, certain ETFs in which an account could invest are leveraged. While leveraged ETFs can offer the potential for greater return, the potential for loss and the speed at which

losses can be realized also are greater. Leveraged ETFs can deviate substantially from the performance of their underlying benchmark over longer periods of time, particularly in volatile periods.

- **ETN Risk.** An exchange-traded note (ETN) is a debt obligation and its payments of interest or principal are linked to the performance of a referenced investment (typically an index). ETNs are subject to the performance of their issuer and can lose all or a portion of their entire value if the issuer fails or its credit rating changes. An ETN that is tied to a specific index might not be able to replicate and maintain exactly the composition and weighting of the components of that index. ETNs also incur certain expenses not incurred by the referenced investment and the cost of owning an ETN could exceed the cost of investing directly in the referenced investment. The market trading price of an ETN can be more volatile than the referenced investment it is designed to track. ETNs can often be purchased at prices that exceed net asset value and be sold at prices below such value. A client account might not be able to liquidate ETN holdings at the time and price desired, which could impact performance.
- **Exchange-Listed Equities via Stock Connect Program Risk.** The Shanghai-Hong Kong Stock Connect program and the Shenzhen-Hong Kong Stock Connect programs ("Stock Connect") allow non-Chinese investors (such as accounts or pooled investment vehicles) to purchase certain listed equities via brokers in Hong Kong. Although Stock Connect allows non-Chinese investors to trade Chinese equities without a license, purchases of securities through Stock Connect are subject to daily market-wide quota limitations, which could prevent an investor from purchasing Stock Connect securities when it is otherwise advantageous to do so. An investor cannot purchase and sell the same security on the same trading day, which could restrict an investor's ability to invest in China A-shares through Stock Connect and to enter into or exit trades where it is advantageous to do so on the same trading day. Because Stock Connect trades are routed through Hong Kong brokers and the Hong Kong Stock Exchange, these limitations could prevent an investor from purchasing Stock Connect securities when it is otherwise advantageous to do so. Stock Connect is affected by trading holidays in either China or Hong Kong, and there are trading days in China when Stock Connect investors will not be able to trade. As a result, prices of securities purchased through Stock Connect could fluctuate at times when an investor is unable to add to or exit its position. Only certain China A-shares are eligible to be accessed through Stock Connect. Such securities could lose their eligibility at any time, in which case they could be sold but could no longer be purchased through Stock Connect. Because Stock Connect is relatively new, its effects on the market for trading China A-shares are uncertain. In addition, the trading, settlement and IT systems required to operate Stock Connect are relatively new and continuing to evolve. In the event that the relevant systems do not function properly, trading through Stock Connect could be disrupted.

Stock Connect is subject to regulation by both Hong Kong and China. There can be no assurance that further regulations will not affect the availability of securities in the program, the frequency of redemptions or other limitations. For defaults by Hong Kong brokers occurring on or after January 1, 2020, the Hong Kong Investor Compensation Fund will cover losses incurred by investors with a cap of HK\$500,000 per investor for securities traded on a stock market operated by the Shanghai Stock Exchange and/or Shenzhen Stock Exchange and in respect of which an order for sale or purchase is permitted to be routed through the northbound link of the Stock Connect. In China, Stock Connect securities are held on behalf of ultimate investors by the Hong Kong Securities Clearing Company Limited ("HKSCC") as nominee. The investor could therefore depend on HKSCC's ability or willingness as record-holder of Stock Connect securities to enforce the investor's shareholder rights. While Chinese regulators have affirmed that the ultimate investors hold a beneficial interest in Stock Connect securities, the law surrounding such rights is in its early stages and the mechanisms that beneficial owners could use to enforce their rights are untested and therefore pose uncertain risks. Further, courts in China have limited experience in applying the concept of beneficial ownership and the law surrounding beneficial ownership will continue to evolve as they do so. Accordingly, there is a risk that as the law is tested and developed, an investor's ability to enforce its ownership rights could be negatively impacted. An investor could not be able to participate in corporate actions affecting Stock Connect securities due to time constraints or for other operational reasons. The investor will not be able to attend shareholders' meetings. Stock Connect trades are settled in RMB, the

Chinese currency, and investors must have timely access to a reliable supply of RMB in Hong Kong, which cannot be guaranteed.

Stock Connect trades are either subject to certain pre-trade requirements or must be placed in special segregated accounts that allow brokers to comply with these pre-trade requirements by confirming that the selling shareholder has sufficient Stock Connect securities to complete the sale. If an investor does not utilize a special segregated account, it will not be able to sell the shares on any trading day where it fails to comply with the pre-trade checks. In addition, these pre-trade requirements could, as a practical matter, limit the number of brokers that an investor could use to execute trades. While an investor could use special segregated accounts in lieu of the pre-trade check, some market participants have yet to fully implement IT systems necessary to complete trades involving securities in such accounts in a timely manner. Market practice with respect to special segregated accounts is continuing to evolve. Investments via Stock Connect are subject to regulation by Chinese authorities. Chinese law could require aggregation of an investor's holdings of Stock Connect securities with securities of other clients of the Adviser for purposes of disclosing positions held in the market, acquiescing to trading halts that could be imposed until regulatory filings are completed or complying with China's short-term trading rules.

Since the inception of Stock Connect, foreign investors investing in China A-shares through Stock Connect have been temporarily exempt from Chinese corporate income tax and value-added tax on the gains on disposal of such China A-shares. Dividends are subject to Chinese corporate income tax on a withholding basis at 10% unless reduced under a double tax treaty with China upon application to and obtaining approval from the competent tax authority. Additionally, uncertainties in permanent Chinese tax rules governing taxation of income and gains from investments in Stock Connect China A-shares could result in unexpected tax liabilities for the investor. The risks related to investments in China A shares through Stock Connect are heightened to the extent that the investor invests in China A shares listed on the Science and Technology Innovation Board on the Shanghai stock exchange ("STAR market") and/or the ChiNext market of the Shenzhen stock exchange ("ChiNext market"). Listed companies on the STAR market and ChiNext market are usually of an emerging nature with smaller operating scale. They are subject to higher fluctuation in stock prices and liquidity. China A shares listed on ChiNext market and STAR market could be overvalued and such exceptionally high valuation could not be sustainable. Further, stock prices could be more susceptible to manipulation due to fewer circulating shares. It could be more common and faster for companies listed on the STAR market and ChiNext market to delist. In particular, ChiNext market and STAR market have stricter criteria for delisting compared to other boards. Investments through the ChiNext market and/or STAR market could result in significant losses for the investor.

- **Foreign and Emerging Markets Risk.** Investments in foreign markets entail special risks such as currency, political, economic and market risks. There also could be greater market volatility, less reliable financial information, less stringent investor protections and disclosure standards, higher transaction and custody costs, decreased market liquidity and less government and exchange regulation associated with investments in foreign markets. As a result, the risks of investing in emerging market countries are greater than risks associated with investments in foreign developed countries. In addition, if investments by an account are denominated in foreign currencies, changes in the value of a country's currency compared to the U.S. dollar could affect the value of the account's investments.

Investments in foreign markets could also be adversely affected by governmental actions such as the imposition of capital controls, tariffs, sanctions, nationalization of companies or industries, expropriation of assets, the imposition of punitive taxes or threatened or active armed conflict. The governments of certain countries could prohibit or impose substantial restrictions on foreign investing in their capital markets or in certain sectors or industries.

Also, as a result of economic sanctions, MSIM Ltd could be forced to sell or otherwise dispose of investments at inopportune times or prices, which could result in losses to clients and increased transaction costs. In addition, a foreign government could limit or cause delay in the convertibility or repatriation of its currency which would adversely affect the U.S. dollar value and/or liquidity of investments denominated in that currency. Certain

foreign investments might become less liquid in response to market developments or adverse investor perceptions or become illiquid after purchase by an investor, particularly during periods of market turmoil. When an investor holds illiquid investments, its portfolio could be harder to value.

Certain emerging market countries are subject to less stringent requirements regarding accounting, auditing, financial reporting and record keeping and therefore, material information related to an investment might not be available or reliable. In addition, an account is limited in its ability to exercise its legal rights or enforce a counterparty's legal obligations in certain jurisdictions outside of the United States, in particular, in emerging markets countries. In addition, investments in foreign issuers could be denominated in foreign currencies and therefore, to the extent unhedged, the value of those investments will fluctuate with U.S. dollar exchange rates. To the extent hedged by the use of foreign currency forward exchange contracts, the precise matching of the foreign currency forward exchange contract amounts and the value of the securities involved will not generally be possible because the future value of such securities in foreign currencies will change as a consequence of market movements in the value of those securities between the date on which the contract is entered into and the date it matures. There is additional risk that such transactions could reduce or preclude the opportunity for gain if the value of the currency should move in the direction opposite to the position taken and that foreign currency forward exchange contracts create exposure to currencies in which an account's securities are not denominated. The use of foreign currency forward exchange contracts involves the risk of loss from the insolvency or bankruptcy of the counterparty to the contract or the failure of the counterparty to make payments or otherwise comply with the terms of the contract. As discussed above, economic sanctions could be, and have been, imposed against certain countries, organizations, companies, entities and/or individuals. Economic sanctions and other similar governmental actions could, among other things, effectively restrict or eliminate an account's ability to purchase or sell securities or groups of securities, and thus could make an account's investments in such securities less liquid or more difficult to value.

Economic sanctions or other similar measures could be, and have been, imposed against certain countries, organizations, companies, entities and/or individuals. Investments in foreign securities are subject to economic sanctions and trade laws in the United States and other jurisdictions. These laws and related governmental actions, including counter-sanctions and other retaliatory measures, can, from time to time, prevent or prohibit an investor from investing in certain foreign securities. In addition, economic sanctions could prohibit an investor from transacting with particular countries, organizations, companies, entities and/or individuals by banning them from global payment systems that facilitate cross-border payments, restricting their ability to settle securities transactions, and freezing their assets. The imposition of sanctions and other similar measures could, among other things, cause a decline in the value of securities issued by the sanctioned country or companies located in or economically linked to the sanctioned country, downgrades in the credit ratings of the sanctioned country or companies located in or economically linked to the sanctioned country, devaluation of the sanctioned country's currency, and increased market volatility and disruption in the sanctioned country and throughout the world. Economic sanctions or other similar measures could, among other things, effectively restrict or eliminate an investor's ability to purchase or sell securities, negatively impact the value or liquidity of a portfolio of investments, significantly delay or prevent the settlement of securities transactions, force an investor to sell or otherwise dispose of investments at inopportune times or prices, or impair MSIM Ltd's ability to meet a client's investment objective or invest in accordance with a client's investment strategy. These conditions could be in place for a substantial period of time and enacted with limited advanced notice.

- **Foreign Money Market Securities Risks.** Investing in money market securities of foreign issuers involves some risks additional to those involved in investing in comparable US money market securities, including higher cost of investing and the possibility of adverse political, economic or other developments affecting the issuers of these securities.
- **Growth Investing Risk.** Growth investing attempts to identify companies that will experience rapid earnings growth relative to value or other types of stocks. Growth stocks could trade at higher multiples of current earnings compared to other types of stock or styles of investing (e.g., value), leading to inflated prices and thus potentially

greater declines in value. The performance of growth strategies could be better or worse than the performance of equity strategies that focus on value stocks or that have a broader investment style.

- **Hedge Correlation Risk.** Certain strategies seek to maintain substantially offsetting exposures and follow a generally market-neutral approach. Hedging instruments utilized for these strategies might not maintain the intended correlation to the investment being hedged or otherwise fail to achieve their intended purpose. Failure of the hedge instruments to track a client portfolio's investments could result in the client portfolio having substantial residual exposure to market risk.
- **Hedging Strategy Risks.** Certain client accounts, portfolios, and pooled investment vehicles could, but are not required, to engage in transactions designed to reduce the risk or to protect the value of their investments, including securities and currency hedging transactions. These hedging strategies could involve a variety of derivative transactions, including transactions in forward, swap and option contracts or other financial instruments with similar characteristics, including, without limitation, forward foreign currency exchange contracts, currency and interest rate swaps, options and short sales (collectively "Hedging Instruments"). Certain risks associated with Hedging Instruments are further detailed under "Derivative Risks." Hedging against a decline in the value of a portfolio position does not eliminate fluctuations in the values of portfolio positions or prevent losses if the values of those positions decline, but establishes other positions designed to gain from those same developments, thus offsetting the decline in the portfolio positions' value. While these transactions can reduce the risks associated with an investment, the transactions themselves entail risks that are different from and possibly greater than, the risks associated with other portfolio investments. The use of Hedging Instruments could require investment techniques and risks analyses different from those associated with other portfolio investments. The risks posed by these transactions include, but are not limited to, interest rate risk, market risk, the risk that these complex instruments and techniques will not be successfully evaluated, monitored or priced, the risk that counterparties will default on their obligations, liquidity risk and leverage risk. Changes in liquidity can result in significant, rapid and unpredictable changes in the prices for derivatives. Thus, while the accounts might benefit from the use of Hedging Instruments, unanticipated changes in interest rates, securities prices or currency exchange rates could result in a poorer overall performance for the accounts than if they had not used such Hedging Instruments.
- **High Yield Securities ("Junk Bonds") Risk.** An account's investments in high yield securities, investments typically rated below investment grade and comparable unrated investments have speculative characteristics which expose such investments to a substantial degree of credit risk associated with their issuers. Some high yield securities are issued by companies that are restructuring, are smaller and less creditworthy or are more highly indebted than other companies, and therefore they could have more difficulty making scheduled payments of principal and interest. High yield securities are subject to greater risk of loss of income and principal than higher rated securities and could be considered speculative. High yield securities might experience reduced liquidity, and sudden and substantial decreases in price. An economic downturn, or other circumstances typically have a greater effect on the ability of issuers of high yield securities to make principal and interest payments than they do on issuers of higher rated investments. An economic downturn affecting an issuer of high yield securities can result in an increased incidence of default, which could cause certain accounts to incur additional expense to seek recovery.
- **Income Risk.** A portfolio's ability to generate income will depend on the yield available on the securities held by the portfolio. In the case of equity securities, changes in the dividend policies of companies held by a client portfolio could make it difficult for the portfolio to generate a predictable level of income. The use of dividend-capture strategies to generate income will generally expose a client portfolio to higher portfolio turnover, increased trading costs and the potential for capital loss or gain, particularly in the event of significant short-term price movements of stocks subject to dividend capture trading.
- **Inflation-Linked Security Risk.** Inflation-linked debt securities are subject to the effects of changes in market interest rates caused by factors other than inflation (real interest rates). In general, the price of an inflation-linked security tends to decrease when real interest rates increase and can increase when real interest rates decrease.

Interest payments on inflation-linked securities can vary widely and will fluctuate as the principal and interest are adjusted for inflation. Any increase in the principal amount of an inflation-linked debt security will likely be considered taxable ordinary income, even though the portfolio will not receive the principal until maturity. There can be no assurance that the inflation index used will accurately measure the real rate of inflation in the prices of goods and services. A portfolio's investments in inflation-linked securities could lose value in the event that the actual rate of inflation is different than the rate of the inflation index.

- **Issuer Diversification Risk.** A Fund or strategy could be “non-diversified,” which means it invests a greater percentage of its assets in the securities of a single issuer than a fund that is “diversified.” Non-diversified Funds and strategies focus their investments in a small number of issuers, making them more susceptible to risks affecting such issuers than a more diversified fund might be.
- **Lending Portfolio Securities Risk.** Certain clients are permitted to lend their securities to brokers, dealers and other financial institutions needing to borrow securities to complete certain transactions. The client continues to be entitled to payments in amounts equal to the interest, dividends or other distributions payable in respect of the loaned securities, which affords the client an opportunity to earn interest on the amount of the loan and on the loaned securities' collateral. In connection with any such transaction, the client will receive collateral consisting of liquid, unencumbered assets, U.S. Government securities or irrevocable letters of credit that will be maintained at all times in an amount equal to at least 100% of the current market value of the loaned securities. The client might experience loss if the institution with which the client has engaged in a portfolio loan transaction breaches its agreement with the client.

Loans of securities involve a risk that the borrower fails to return the securities or to maintain the proper amount of collateral, which could result in losses. There can be risks of delay and costs involved in recovery of securities or even loss of rights in the collateral should the borrower of the securities fail financially. These delays and costs could be greater for foreign securities. However, loans will be made only to borrowers deemed to be creditworthy and when the income that can be earned from such securities loans justifies the attendant risk. The account also bears the risk that the reinvestment of collateral will result in a principal loss. Finally, there is the risk that the price of the securities will increase while they are on loan and the collateral will not be adequate to cover their value. The account might also experience loss if the institution with which the account has engaged in a portfolio loan transaction breaches its agreement with the account.

- **Leverage Risk.** Certain accounts, such as pooled investment vehicles, are permitted to borrow money (and/or establish a line of credit) to provide for opportunistic asset allocation, facilitate payments on withdrawal and to remain fully invested in anticipation of future contributions. Additionally, these accounts can enter into various derivatives (such as options, futures and swaps) that have implicit or internal leverage in that the notional value of the derivative instrument is much larger than the cash needed to establish and maintain the derivative instrument. Although leverage will increase the account's investment return if the investment purchased with borrowed funds earns a greater return than the interest expense the pooled investment vehicle pays for the use of those funds, the use of leverage will decrease the return on the pooled investment vehicle if the pooled investment vehicle fails to earn as much on its investment purchased with borrowed funds as it pays for the use of those funds. Leverage and borrowing can cause the value of a client portfolio to be more volatile than if it had not been leveraged, as certain types of leverage exaggerate the effect of any increase or decrease in the value of securities in a client portfolio. The use of leverage will in this way magnify the volatility of changes in the value of an investment in the pooled investment vehicle, especially in times of a “credit crunch” or during general market turmoil. An account might be required to segregate liquid assets or otherwise cover the obligation created by a transaction that gives rise to leverage. To satisfy the account's obligations or to meet segregation requirements, an account could be forced to liquidate portfolio positions when it is not advantageous to do so. Leverage and borrowing can lead to additional costs to clients, including interest and fees. Losses on leveraged transactions can substantially exceed the initial investment.
- **Line of Credit.** Certain accounts could obtain a line of credit for bridge purposes to facilitate their investment activities. Should an account obtain such a line of credit, it could be required to pledge all of its assets as collateral

and could also be required to pay commitment fees and non-use fees, even if such line of credit is never used. The risks associated with such a line of credit include interest expense risk, and, in the unlikely event that the value of the collateral pledged to secure such a line of credit were to decline significantly, the pooled investment vehicle could be forced to liquidate its assets to satisfy its repayment obligations under such line of credit.

- **Liquidity Risk.** A client portfolio is exposed to liquidity risk when trading volume, lack of a market maker or trading partner, large position size, market conditions, or legal restrictions impair its ability to sell particular investments or to sell them at advantageous market prices. Consequently, the client portfolio might have to accept a lower price to sell an investment or continue to hold it or keep the position open, sell other investments to raise cash or abandon an investment opportunity, any of which could have a negative effect on the portfolio's performance. These effects can be exacerbated during times of financial or political stress.
- **Loans Risks.** Loans are traded in a private, unregulated inter-dealer or inter-bank resale market and are generally subject to contractual restrictions that must be satisfied before a loan can be bought or sold. These restrictions can impede the client portfolio's ability to buy or sell loans (thus affecting their liquidity) and negatively impact the transaction price. It also can take longer than seven days for transactions in loans to settle. Due to the possibility of an extended loan settlement process, an investor that holds loan might hold cash, sell investments or temporarily borrow from banks or other lenders to meet short-term liquidity needs, such as to satisfy redemption requests from fund shareholders. The types of covenants included in loan agreements generally vary depending on market conditions, the creditworthiness of the issuer, the nature of the collateral securing the loan and possibly other factors. Loans with fewer covenants that restrict activities of the borrower can provide the borrower with more flexibility to take actions that could be detrimental to the loan holders and provide fewer investor protections in the event of such actions or if covenants are breached. The client portfolio could experience relatively greater realized or unrealized losses or delays and expense in enforcing its rights with respect to loans with fewer restrictive covenants. Loans to entities located outside of the U.S. can have substantially different lender protections and covenants as compared to loans to U.S. entities and could involve greater risks. An investor that holds loan might have difficulties and incur expense enforcing its rights with respect to non-U.S. loans and such loans could be subject to bankruptcy laws that are materially different than in the U.S. Loans can be structured such that they are not securities under securities law, and in the event of fraud or misrepresentation by a borrower, lenders might not have the protection of the anti-fraud provisions of the federal securities laws. Loans are also subject to risks associated with other types of income investments, including credit risk and risks of lower rated investments.
- **Maturity Risk.** Interest rate risk will generally affect the price of a fixed income security more if the security has a longer maturity. Fixed income securities with longer maturities will therefore be more volatile than other fixed income securities with shorter maturities. Conversely, fixed income securities with shorter maturities will be less volatile but generally provide lower returns than fixed income securities with longer maturities. The average maturity of a client portfolio's investments will affect the volatility of the portfolio's rate of return.
- **Mezzanine Loans.** Certain loans could be in a junior or subordinate position to senior financing either because the loans are a second lien on the asset or are secured by a direct or indirect lien on the equity of the owner of the underlying asset (i.e., mezzanine debt). In certain circumstances, in order to protect its investment, an MSIM Ltd client could decide to repay all or a portion of the senior indebtedness relating to the particular loan or to cure defaults with respect to such senior indebtedness. Mezzanine investments are also expected to be a highly illiquid investment. In a bankruptcy of a borrower, those loans that are not secured by a lien on the underlying asset would have a priority no greater than other general creditors of the borrower. In addition to repayment risks, these subordinate positions might be "soft," meaning subject to restrictions on enforcement rights prior to maturity or foreclosure of the senior position. These restrictions could adversely affect the MSIM Ltd client's rights to realize upon or control the underlying assets.
- **Model and Quantitative Risk.** Some strategies can include the use of various proprietary or third-party quantitative or investment models. There could be deficiencies in the design or operation of these models, including as a result of shortcomings or failures of processes, people or systems. Investments selected using

models could perform differently than expected as a result of the factors used in the models, the weight placed on each factor, changes from the factors' historical trends, and technical issues in the construction and implementation of the models (including, for example, data problems and/or software issues). Moreover, the effectiveness of a model can diminish over time, including as a result of changes in the market and/or changes in the behavior of other market participants. A model's return mapping is based on historical data regarding particular asset classes. Certain strategies can be dynamic and unpredictable, and a model used to estimate asset allocation might not yield an accurate estimate of the then current allocation. Operation of a model could result in negative performance, including returns that deviate materially from historical performance, both actual and pro-forma. Additionally, commonality of holdings across quantitative money managers can amplify losses. There is no guarantee that the use of these models will result in effective investment decisions for clients. In the case of third-party models, such techniques have not been independently tested or validated, and there can be no assurance that these techniques will achieve the desired results. If these techniques have errors or are flawed or incomplete and such issues are not identified, such models could have an adverse effect on client investment performance.

- **Money Market Funds Risk.** An investment in a money market fund is neither insured nor guaranteed by the Federal Deposit Insurance Corporation ("FDIC") or any other government agency. Money market funds could lose money. Although many money market funds classified as government funds (i.e., money market funds that invest 99.5% of total assets in cash and/or securities backed by the U.S. government) and retail funds (i.e., money market funds open to natural person investors only) seek to maintain a stable \$1.00 per share, they cannot guarantee they will do so. The price of other money market funds will fluctuate and when an account sells shares, they could be worth more or less than originally paid. Some money market funds impose, or are permitted to impose, a fee upon sale or temporarily suspend sales if liquidity falls below required minimums. During suspensions, shares would not be available for withdrawals. Moreover, in some circumstances, money market funds could cease operations when the value of a fund drops below \$1.00 per share. In that event, the fund's holdings could be liquidated and distributed to the fund's shareholders. This liquidation process can be prolonged in nature and last for months. During this time, these funds would not be available for withdrawal.
- **Mortgage- and Asset-Backed Securities Risk.** Mortgage-backed and asset-backed securities represent interests in "pools" of commercial or residential mortgages or other assets, including consumer loans or receivables. The purchase of mortgage- and asset-backed securities issued by non-government entities can entail greater risk than such securities that are issued or guaranteed by a government entity. Mortgage- and asset-backed securities issued by non-government entities might offer higher yields than those issued by government entities but can be subject to greater volatility than government issues and can also be subject to greater credit risk and the risk of default on the underlying mortgages or other assets. Investments in mortgage- and asset-backed securities are subject to both extension risk, where borrowers pay off their debt obligations more slowly in times of rising interest rates, and prepayment risk, where borrowers pay off their debt obligations sooner than expected in times of declining interest rates. Movements in interest rates (both increases and decreases) can quickly and significantly reduce the value of certain types of mortgage- and asset-backed securities. Although certain mortgage- and asset-backed securities are guaranteed as to timely payment of interest and principal by a government entity, the market price for such securities is not guaranteed and will fluctuate. Asset-backed securities are subject to the risk that various federal and state consumer laws and other legal and economic factors could result in the collateral backing the securities being insufficient to support payment on the securities. In addition, an unexpectedly high rate of defaults on the mortgages and assets held by a pool or mortgages or other assets could adversely affect the value of a mortgage- or asset-backed security and could result in losses to the account. The risk of such defaults is generally higher in the case of mortgage pools that include subprime mortgages. Leverage can cause an account to be more volatile than if an account had not been leveraged. The risks associated with mortgage- and asset-backed securities typically become elevated during periods of distressed economic, market, health and labor conditions. In particular, increased levels of unemployment, delays and delinquencies in payments of loan, mortgage, and rent obligations, and

uncertainty regarding the effects and extent of government intervention with respect to debt payments and other economic matters can adversely affect investments in mortgage- and asset-backed securities.

- **Municipal Securities Risk.** The income of municipal securities is generally exempt from federal income tax at the time of issuance, however, a client could purchase municipal securities that pay interest that is subject to the federal alternative minimum tax, and municipal securities on which the interest payments are taxable. These securities typically are “general obligation” or “revenue” bonds, notes or commercial paper including participation in lease obligations and installment purchase contracts of municipalities. General obligation bonds are secured by the issuer’s full faith and credit as well as its taxing power for payment of principal or interest. Thus, these bonds can be vulnerable to limits on a government’s power or ability to raise revenue or increase taxes and its ability to maintain a fiscally sound budget. The timely payments could also be influenced by any unfunded pension liabilities or other post-employee benefit plan liabilities. These bonds could also depend on legislative appropriation and/or funding or other support from other governmental bodies in order to make payments. Revenue bonds, however, are generally payable from a specific revenue source, and therefore involve the risk that the tax or other revenues so derived will not be sufficient to meet interest and or principal payment obligations. These obligations could have fixed, variable or floating rates. As a result, these bonds historically have been subject to a greater risk of default than general obligation bonds because investors can look only to the revenue generated by the project or other revenue source backing the project, rather than to the general taxing authority of the state or local government issuer of the obligations. Municipal securities involve the risk that an issuer calls securities for redemption, which could force the account to reinvest the proceeds at a lower rate of interest. The amount of public information available about municipal bonds is generally less than for corporate equities or bonds, meaning that the investment performance of municipal bonds could depend more on the analytical abilities of the investment adviser than stock or corporate bond investments. The secondary market for municipal bonds also tends to be less well-developed and less liquid than many other securities markets, which can limit a client portfolio’s ability to sell its municipal bonds at attractive prices. The differences between the price at which a bond can be purchased and the price at which it can be sold could widen during periods of market distress. Less liquid bonds can become more difficult to value and be subject to erratic price movements. The increased presence of nontraditional participants (such as proprietary trading desks of investment banks and hedge funds) or the absence of traditional participants (such as individuals, insurance companies, banks and life insurance companies) in the municipal markets could lead to greater volatility in the markets because non-traditional participants might trade more frequently or in greater volume.
- **Option Strategy Risk.** Certain client portfolios can employ an option strategy that seeks to take advantage of a general excess of option price-implied volatilities for a specified stock or index over the stock or index’s subsequent realized volatility. This market observation is often attributed to the unknown risk to which an option seller is exposed to in comparison to the fixed risk to which an option buyer is exposed. There can be no assurance that this imbalance will apply in the future over specific periods or generally. It is possible that the imbalance could decrease or be eliminated by actions of investors that employ strategies seeking to take advantage of the imbalance, which would have an adverse effect on the client portfolio’s ability to achieve its investment objective. Further, directional movements of the underlying index or stock could overwhelm the volatility differential for any given option resulting in a loss, regardless of the volatility relationship during that specific option’s term. Call spread and put spread selling strategies employed by certain strategies are based on a specified index or on exchange-traded funds that replicate the performance of certain indexes. If the index or an ETF appreciates or depreciates sufficiently over the period to offset the net premium received, the client portfolio will incur a net loss. The amount of potential loss in the event of a sharp market movement is subject to a cap defined by the difference in strike prices between written and purchased call and put options. The value of the specified exchange-traded fund is subject to change as the values of the component securities fluctuate. Also, it might not exactly match the performance of the specified index.
- **Pooled Investment Vehicles Risk.** Pooled investment vehicles include open- and closed-end investment companies, ETFs, and private funds. Pooled investment vehicles are subject to the risks of investing in the underlying securities or other investments. Shares of closed-end investment companies and ETFs can trade at

a premium or discount to net asset value and are subject to secondary market trading risks. In addition, except as otherwise noted in this Form ADV Part 2A, the client portfolio will bear a pro rata portion of the operating expenses of a pooled investment vehicle in which it invests.

- **Portfolio Turnover Risk.** The annual portfolio turnover rate of certain strategies or investment funds can exceed 100%. High turnover rates could generate more capital gains and involve greater expenses (which would reduce return) than a trading strategy with a lower turnover rate. Capital gains distributions will be made to investors even if offsetting capital loss carry forwards do not exist.
- **Preferred Stock Risk.** Although preferred stocks represent an ownership interest in an issuer, preferred stocks generally do not have voting rights or have limited voting rights and have economic characteristics similar to fixed-income securities. Preferred stocks are subject to issuer-specific risks generally applicable to equity securities and credit and interest rate risks generally applicable to fixed-income securities. The value of preferred stock generally declines when interest rates rise and can react more significantly than bonds and other debt instruments to actual or perceived changes in the company's financial condition or prospects.
- **Private Equity Real Assets Risks (Generally)**

Real Estate Market Conditions Risk. Some of the Underlying Investment Funds' real estate investment strategies could be based, in part, upon the premise that real estate businesses and assets will become available for purchase by such Underlying Investment Fund at prices that the investment manager of the Underlying Investment Fund considers more favorable. Further, the strategy of certain Underlying Investment Funds for its real estate investments could rely, in part, upon the continuation of existing market conditions (including, for example, supply and demand characteristics) or, in some circumstances, a recovery or improvement in market conditions over the projected holding period for the real estate investments. No assurance can be given that real estate investments can be acquired or disposed of at favorable prices or that the market for such investments will remain stable or, as applicable, recover or improve, since this will depend upon events and factors outside the control of the managers of the Underlying Investment Funds.

Acquisition and Development Risk. Acquisitions entail risks that investments might not perform in accordance with expectations and that anticipated costs of improvements to bring an acquired property up to the necessary standard for the market position intended for that property could exceed budgeted amounts, as well as general investment risks associated with any new real estate investment. Certain Underlying Investment Funds might not be successful in identifying suitable real estate properties or other assets that meet their investment criteria or in consummating acquisitions or investments on satisfactory terms.

Effecting Operating Improvements Risk. In some cases, the success of an Underlying Investment Fund's real estate investment strategy will depend, in part, on the ability of such Underlying Investment Fund to restructure and effect improvements in the operations of a portfolio company or its properties. The activity of identifying and implementing restructuring programs and operating improvements at portfolio companies entails a high degree of uncertainty. There can be no assurance that such Underlying Investment Fund will be able to successfully identify and implement such restructuring programs and improvements.

Commercial/Business Risk. It is anticipated that certain of our private equity real estate fund of funds will make investments in some Underlying Investment Funds that have a limited operating history, a manager with limited private equity real estate fund management experience, or both. Such investments have inherently greater risk than more established private equity real estate funds. Accordingly, the growth of these Underlying Investment Funds could require significant time and effort resulting in a longer investment horizon than can be expected with lower risk investment alternatives. Such investments can experience failure or substantial declines in value at any stage. There is no assurance that such investments by the accounts will be successful.

Ability of Underlying Investment Funds to Finance, Consummate and Dispose of Investment Risk. The Underlying Investment Funds' ability to generate attractive investment returns for their investors can be adversely affected to the extent the Underlying Investment Funds are unable to obtain favorable financing terms for their real estate investments and can also affect certain of our accounts' and the Underlying Investment Funds' ability to exit the investment. Certain marketplace events could have an adverse impact on the availability

of credit to businesses generally and could lead to an overall weakening of the global economies. Certain economic downturns could adversely affect the financial resources of corporate borrowers in which the Underlying Investment Funds have invested, in addition to the resources of operating partners and investment projects in which the Underlying Investment Funds participate, and result in the inability of such borrowers, partners and projects to make principal and interest payments on outstanding debt when due. In the event of such defaults, the Underlying Investment Funds could suffer a partial or total loss of capital invested in such companies, which could, in turn, have an adverse effect on the Underlying Investment Funds' and of the accounts' returns. Such marketplace events also could restrict the ability of the Underlying Investment Funds to sell or liquidate real estate investments at favorable times or for favorable prices.

- **Privately Placed and Restricted Securities Risks.** An account's investments could include privately placed securities, which are subject to resale restrictions. It is likely that such securities will not be listed on a stock exchange or traded in the OTC market. These securities will have the effect of increasing the level of an account's illiquidity to the extent the account is unable to sell or transfer these securities due to restrictions on transfers or on the ability to find buyers interested in purchasing the securities. The illiquidity of the market, as well as the lack of publicly available information regarding these securities, can also adversely affect the ability to arrive at a fair value for certain securities at certain times and could make it difficult for the account to sell certain securities (or to sell such securities at the prices at which they are currently held). Furthermore, companies whose securities are not publicly traded are often not subject to the same or comparable disclosure and other investor protection requirements that might be applicable if their securities were publicly traded and/or listed on a stock exchange. An account could be obligated to pay all or part of the legal and/or other fees incurred in negotiating the purchase and or sale of a private placement security. When registration is required to sell a security, an account could be obligated to pay all or part of the registration expenses, and a considerable period might elapse between the decision to sell and the time the account is permitted to sell a security under an effective registration statement. If adverse market conditions developed during this period, an account might obtain a less favorable price than the price that prevailed when the account decided to sell.
- **Real Estate Risk.** Real estate investments are subject to risks associated with owning real estate, including declines in real estate values, increases in property taxes, fluctuations in interest rates, limited availability of mortgage financing, decreases in revenues from underlying real estate assets, declines in occupancy rates, changes in government regulations affecting zoning, land use, and rents, environmental liabilities, and risks related to the management skill and creditworthiness of the issuer. Companies in the real estate industry could also be subject to liabilities under environmental and hazardous waste laws, among others.
- **REITs, Real Estate Operating Companies ("REOCs") and Foreign Real Estate Company Risks.** Investing in REITs, REOCs and foreign real estate companies exposes investors to the risks of owning real estate directly, as well as to risks that relate specifically to the way in which REITs, REOCs and foreign real estate companies are organized and operated. In addition, investments in REITs and similar non-U.S. entities could involve duplication of management fees and certain other expenses. REITs are also subject to certain provisions under federal tax law and the failure of a company to qualify as a REIT could have adverse consequences for a portfolio. In addition, foreign real estate companies could be subject to the laws, rules and regulations governing those entities and their failure to comply with those laws, rules and regulations could negatively impact the performance of those entities. Operating REITs and foreign real estate companies requires specialized management skills, and an account indirectly bears management expenses along with the direct expenses of an account. Changes in underlying real estate values can have an exaggerated effect to the extent that investments of an individual REIT or foreign real estate company are concentrated in particular regions or property types and changes in underlying real estate values can have an exaggerated effect to the extent that investments are concentrated in particular geographic regions or property types. Funds are generally not eligible for a deduction from dividends received from REITs that is available to individuals who invest directly in REITs.
- **Repurchase Agreements Risk.** Repurchase agreements are subject to risks associated with the possibility of default by the seller at a time when the collateral has declined in value, or insolvency of the seller, which could affect an account's right to control the collateral. In the event of a default or bankruptcy by a selling financial

institution, an account will seek to liquidate such collateral. However, the exercising of an account's right to liquidate such collateral could involve certain costs or delays and, to the extent that proceeds from any sale upon a default of the obligation to repurchase were less than the repurchase price, an account could suffer a loss. Repurchase agreements involving obligations other than U.S. government securities could be subject to special risks.

- **Residual Interest Bonds Risk.** An investment in a residual interest bond exposes a portfolio to leverage and greater risk than an investment in a fixed-rate municipal bond. Residual interest bonds are issued by a trust (the "trust") that holds municipal obligations and the value of residual interest bonds is derived from the value of such obligations. The trust also issues floating-rate notes to third parties that can be senior to the residual interest bonds. Residual interest bonds make interest payments to holders of the residual interest that bear an inverse relationship to both the interest rate paid on the floating-rate notes and short-term interest rates, normally decreasing when short-term rates increase. The value and market for residual interest bonds are volatile and such bonds could have limited liquidity. As required by applicable accounting standards, a Fund that holds these bonds records interest expense as a liability with respect to floating-rate notes and also records offsetting interest income in an amount equal to this expense.
- **Reverse Repurchase Agreements Risk.** Reverse repurchase agreements involve a sale of a security to a bank or securities dealer and a simultaneous agreement to repurchase the security for a fixed price (reflecting a market rate of interest) on a specific date. These transactions involve a risk that the other party to a reverse repurchase agreement will be unable or unwilling to complete the transaction as scheduled, which could result in losses to an investment portfolio. Furthermore, reverse repurchase agreements involve the risks that (i) the interest income earned in the investment of the proceeds will be less than the interest expense, (ii) the market value of the securities retained in lieu of sale by an account could decline below the price of the securities an account has sold but is obligated to repurchase, (iii) the market value of the securities sold will decline below the price at which an account is required to repurchase them and (iv) the securities will not be returned to an account. Reverse repurchase transactions are a form of leverage that can also increase the volatility of investment portfolios.
- **Sector and Geographic Risk.** A client portfolio could invest significantly in one or more sectors or geographic regions. As such, the value of the client portfolio could be affected by events that adversely affect such sectors or geographic regions and fluctuate more than that of a portfolio that invests more broadly.
- **Short Sale Risk.** In a short sale transaction, an account sells a security that it owns or has the right to acquire at no added cost (i.e., "against the box") or does not own (but has borrowed) in anticipation of a decline in the market value of that security. To deliver the securities to the buyer, an account arranges through a lender (e.g., a broker) to borrow the security and, in so doing, the account becomes obligated to replace the security borrowed at its market price at the time of replacement. An account could have to pay a premium to borrow the security and must pay any dividends or interest payable on the security until it is replaced. An account's obligation to replace the security borrowed in connection with a short sale will be secured by collateral deposited with the lender that consists of cash or other liquid securities. Short sales by an account involve certain risks and special considerations. If we incorrectly predict that the price of a borrowed security will decline, an account will have to replace the security with a security with a greater value than the amount received from the sale, thus, resulting in a loss. Losses from short sales differ from losses that could be incurred from a purchase of a security in that losses from short sales are potentially unlimited because the price of the borrowed security could rise indefinitely, whereas losses from purchases can equal only the total amount invested. Purchasing a security to close out the short position can itself cause the price of the security to rise further, thereby exacerbating the loss. Short selling also involves the risks of: increased leverage, and its accompanying potential for losses; the potential inability to reacquire a security in a timely manner, or at an acceptable price; the possibility of the lender terminating the loan at any time, forcing an account to close the transaction under unfavorable circumstances; the additional costs that can be incurred; and the potential loss of investment flexibility caused by an account's obligation to provide collateral to the lender and set aside assets to cover the open position.

- **Small- and Mid-Capitalization Companies Risk.** Investments in small- and mid-capitalization companies can involve greater risks than investments in larger, more established companies. The securities issued by small- and mid-cap companies could be less liquid, and such companies could have more limited markets, financial resources and product lines, and could lack the depth of management of larger companies. Small- and mid-capitalization companies are generally subject to greater price fluctuations, less liquidity, higher transaction costs and higher investment risk than larger, more established companies. Such companies often have limited product lines, markets or financial resources, are dependent on a limited management group, and lack substantial capital reserves or an established performance record. There is generally less publicly available information about such companies than for larger, more established companies. Stocks of these companies frequently have lower trading volumes, making them more volatile and potentially more difficult to value.
- **Special Purpose Acquisition Companies (“SPACs”).** A portfolio could invest in stock, warrants, rights and other securities of special purpose acquisition companies which typically are publicly traded companies that raise investment capital for the purpose of acquiring or merging with an existing company that is identified subsequent to the SPAC’s initial public offering (“IPO”). Typically, the acquisition target is an existing privately held company that wants to trade publicly, which it accomplishes through a combination with a SPAC rather than by conducting a traditional initial public offering (“IPO”). SPACs and similar entities are blank check companies and do not have any operating history or ongoing business other than seeking acquisitions. The long-term value of a SPAC’s securities is particularly dependent on the ability of the SPAC’s management to identify a merger target and complete an attractive acquisition. Some SPACs pursue acquisitions only within certain sectors, industries or regions, which can increase the time horizon for an acquisition as well as other risks associated with these investments, including price volatility. Conversely, other SPACs can invest without such limitations, in which case management could have limited experience or knowledge of the market sector or region in which the transaction is contemplated. In addition, certain securities issued by a SPAC, particularly in private placements conducted by the SPAC after its IPO, could be classified as illiquid and/or be subject to restrictions on resale, which restrictions might be imposed for at least a year or possibly a more extended time, and could potentially be traded only in the over-the-counter market.

Until an acquisition or merger is completed, a SPAC generally invests its assets, less a portion retained to cover expenses, in U.S. government securities, money market securities and cash and does not typically pay dividends in respect of its common stock. To the extent a SPAC is invested in these securities or cash, this could impact the Fund’s ability to meet its investment objective. SPAC shareholders might not approve any proposed acquisition or merger, or an acquisition or merger, once effected, could prove unsuccessful. If an acquisition or merger that meets the requirements of the SPAC is not completed within a pre-established period of time (typically, two years), the funds invested in the SPAC plus any interest paid on such funds while held in trust (less any permitted expenses and any losses experienced by the SPAC) are returned to its shareholders. As a result, an account investing in a SPAC could be subject to opportunity costs to the extent that alternative investments would have produced higher returns. Any warrants or other rights with respect to a SPAC held by a client could expire worthless or could be repurchased or retired by the SPAC at an unfavorable price.

In connection with a proposed acquisition, a SPAC could raise additional funds in order to fund the acquisition, post-acquisition working capital, redemptions or some combination of those purposes. This additional fundraising might be in the form of a private placement of a class of equity securities or debt. The debt could be secured by the assets of the SPAC or the operating company existing after the acquisition or it could be unsecured. The debt could also be investment grade debt or below investment grade debt.

A client could invest in stock, warrants, rights and other securities of SPACs or similar special purpose entities in a private placement transaction or as part of a public offering. If the client purchases securities in the SPAC’s IPO, typically it will receive publicly-traded securities called “units” that include one share of common stock and one right or warrant (or partial right or warrant) conveying the right to purchase additional shares of common stock. At a specified time, the rights and warrants can be separated from the common stock at the election of the holder, after which each security typically is freely tradeable. An investment in the IPO securities of a SPAC could be diluted by additional, later offerings of securities by the SPAC or by other investors exercising existing

rights to purchase securities of the SPAC. If a client invests in equity securities issued in a private placement after the IPO, those shares will not be publicly tradable unless and until there is a registration statement filed by the SPAC and approved by the SEC or if an exemption from registration is available, which exemptions typically become available at least a year after the date of the business combination. Equity investments in the SPAC made in connection with a proposed business combination will be diluted by the acquisition itself and further fundraising by the ongoing operating business.

If there is no market for the shares of the SPAC or only a thinly traded market for shares or interests in the SPAC develops, a client might not be able to sell its interest in a SPAC or it might only be able to sell its interest at a price below what the client believes is the SPAC interest's value. If not subject to a restriction on resale, a client can sell its investments in a SPAC at any time, including before, at or after the time of an acquisition or merger. Generally, SPACs provide the opportunity for common shareholders who hold publicly traded shares to have some or all of their shares redeemed by the SPAC at or around the time of a proposed acquisition or merger. However, there is often a limit to the number of shares that can be redeemed in connection with a business combination. If a client holds shares of publicly traded SPAC stock, this means that a client might not be able to redeem those shares prior to an acquisition and could have to hold those shares until after the completion of the acquisition. If a client purchases shares in a private placement, those shares will not be redeemable in connection with a transaction. In addition, a client could elect not to participate in a proposed SPAC transaction or could be required to divest its interests in the SPAC due to regulatory or other considerations.

An investment in a SPAC is subject to the risks that any proposed acquisition or merger does not obtain the requisite approval of SPAC shareholders, requires governmental or other approvals that it fails to obtain or that an acquisition or merger, once effected, could prove unsuccessful and lose value. In addition, among other conflicts of interest, the economic interests of the management, directors, officers and related parties of a SPAC can differ from the economic interests of public shareholders, which could lead to conflicts as they evaluate, negotiate and recommend business combination transactions to shareholders. For example, because the sponsor, directors and officers of a SPAC could directly or indirectly own interests in a SPAC, the sponsor, directors and officers could have a conflict of interest in determining whether a particular target business is an appropriate business with which to effectuate a business combination. This risk can become more acute as the deadline for the completion of a business combination nears or in the event that attractive acquisition or merger targets become scarce. In addition, the requirement that a SPAC complete a business combination within a prescribed time frame could give potential target businesses leverage over the SPAC in negotiating a business combination and could limit the time the SPAC has in which to conduct due diligence on potential business combination targets, which could undermine the SPAC's ability to complete a business combination on terms that would produce value for its shareholders.

An investment in a SPAC is also subject to the risk that a significant portion of the funds raised by the SPAC could be expended during the search for a target acquisition or merger. The value of investments in SPACs can be highly volatile and can depreciate over time.

In addition, investments in SPACs can be subject to the same risks as investing in any initial public offering, including the risks associated with companies that have little operating history as public companies, including unseasoned trading, small number of shares available for trading and limited information about the issuer. In addition, the market for IPO issuers can be volatile, and share prices of newly public companies have fluctuated significantly over short periods of time. Although some IPOs produce high returns, such returns are not typical and might not be sustainable.

- **Special Situations Investment Risks.** Certain of the companies in whose securities an account invests could be involved in (or are the target of) acquisition attempts or tender offers, in transition, out of favor, financially leveraged or troubled, or potentially troubled, and could be or have recently been involved in major strategic actions, restructurings, bankruptcy, reorganization or liquidation. These characteristics of these companies can cause their securities to be particularly risky, although they also can offer the potential for high returns. Additionally, these types of transactions present the risk that the transaction could be unsuccessful, take considerable time or result in a distribution of cash or a new security, the value of which is less than the purchase

price. These companies' securities could be considered speculative, and the ability of the companies to pay their debts on schedule could be affected by adverse interest rate movements, changes in the general economic climate, economic factors affecting a particular industry or specific developments within the companies. An investment by an account in any instrument is subject to no minimum credit standard and a significant portion of the obligations and preferred stock in which an account could invest might be less than investment grade (commonly referred to as junk bonds), which can result in greater risks experienced by the account, as applicable, than it would if investing in higher rated instruments.

- **Stripped Securities Risk.** Stripped Securities ("Strips") are usually structured with classes that receive different proportions of the interest and principal distributions from an underlying asset or pool of underlying assets. Classes can receive only interest distributions (interest-only "IO") or only principal (principal-only "PO"). Strips are particularly sensitive to changes in interest rates because this can increase or decrease prepayments of principal. A rapid or unexpected increase in prepayments can significantly depress the value of IO Strips, while a rapid or unexpected decrease can have the same effect on PO Strips.
- **Structured Management Risk.** MSIM Ltd can rules-based, proprietary investment techniques and analyses in making investment decisions. These strategies seek to take advantage of certain quantitative and/or behavioral market characteristics identified by MSIM Ltd, utilizing rules-based country, sector and commodity weighting processes, structured allocation methodologies and disciplined rebalancing models. These investment strategies have not been independently tested or validated, and there can be no assurance they will achieve the desired results.
- **Tax-Managed Investing Risk.** Investment strategies that seek to enhance after-tax performance might be unable to fully realize strategic gains or harvest losses due to various factors. Market conditions could limit the ability to generate tax losses. A tax-managed strategy could cause a client portfolio to hold a security in order to achieve more favorable tax treatment or to sell a security in order to create tax losses. A tax loss realized by a U.S. investor after selling a security will be negated if the investor purchases the security within thirty days. Although Eaton Vance avoids "wash sales" whenever possible and temporarily restricts securities it has sold at a loss to prevent them, a wash sale can occur inadvertently because of trading by a client in portfolios not managed by Eaton Vance. A wash sale can also be triggered by Eaton Vance when it has sold a security for loss harvesting and shortly thereafter the firm is directed by the client to invest a substantial amount of cash resulting in a repurchase of the security.
- **Tax Risk.** The tax treatment of investments held in a client portfolio could be adversely affected by future tax legislation, Treasury Regulations and/or guidance issued by the Internal Revenue Service regarding the character, timing, and/or amount of taxable income or gains attributable to an account. Income from tax-exempt municipal obligations could be declared taxable because of unfavorable changes in tax laws, adverse interpretations by the Internal Revenue Service or non-compliant conduct of a bond issuer.
- **Tax-Straddle Risk.** Investment strategies that utilize off-setting positions on a security or a portfolio of securities must adhere to specific rules and provisions under the Internal Revenue Code in order to avoid negative tax consequences. These provisions apply to an investor's entire investment portfolio including accounts not managed by Eaton Vance. While Eaton Vance seeks to avoid "tax straddles", an investor's ability to realize tax benefits (e.g., defer gains, deduct interest, convert short term gains into long term gains) could be negated by transactions and holdings of which Eaton Vance is not aware.
- **Tracking Error Risk.** Tracking error risk refers to the risk that the performance of a client portfolio does not match or correlate to that of the index it attempts to track, either on a daily or aggregate basis. Factors such as fees and trading expenses, client-imposed restrictions, imperfect correlation between the portfolio's investments and the index, changes to the composition of the index, regulatory policies, high portfolio turnover and the use of leverage all contribute to tracking error. Tracking error risk can cause the performance of a client portfolio to be less or more than expected.
- **Underlying Investment Funds Risk.** Certain of the Underlying Investment Funds are not registered as investment companies under the Investment Company Act of 1940, as amended (the "1940 Act"). Investors in

such Underlying Investment Funds do not have the benefit of the protections afforded by the 1940 Act to investors in registered investment companies. In addition, the investment managers of Underlying Investment Funds that are not registered as investment companies under the 1940 Act might not be registered as investment advisers under the Investment Advisers Act of 1940 (the “Advisers Act”). Although we periodically receive information from each Underlying Investment Fund regarding its investment performance and investment strategy, we might have little or no means of independently verifying this information. An Underlying Investment Fund could use proprietary investment strategies that are not fully disclosed to us, which could involve risks under some market conditions that are not anticipated by us. Underlying Investment Managers could change their investment strategies (i.e., could experience style drift) at any time. In addition, we have no direct control over any Underlying Investment Funds’ investment management, brokerage, custodial arrangements or operations and must rely on the experience and competency of the Investment Manager in these areas. The performance of our accounts investing in Underlying Investment Funds depends on our success in selecting Underlying Investment Funds for investment and the allocation and reallocation of assets among those Underlying Investment Funds.

The Underlying Investment Funds typically do not maintain their securities and other assets in the custody of a bank or a member of a securities exchange, as is generally required of registered investment companies. It is anticipated that the Underlying Investment Funds in which clients invest generally will maintain custody of their assets with brokerage firms that do not separately segregate such customer assets as is required in the case of registered investment companies. Under the provisions of the Securities Investor Protection Act of 1970, as amended, the bankruptcy of any such brokerage firm could have a greater adverse effect on the funds than would be the case if custody of assets were maintained in accordance with the requirements applicable to registered investment companies. There is also a risk that an Investment Manager could convert assets committed or paid to it by investors for its own use or that a custodian could convert assets committed to it by an Underlying Investment Manager to its own use.

Each Underlying Investment Manager can receive any incentive-based fees to which it is entitled irrespective of the performance of the other Underlying Investment Funds and a fund generally. As a result, an Investment Manager with positive performance could receive compensation from the fund, in the form of the asset-based fees, incentive-based fees and other expenses payable by you as an investor in the relevant Investment Fund, even if the fund’s overall returns are negative. The investment decisions of the Underlying Investment Funds are made by the Underlying Investment Managers independently of each other so that, at any particular time, one Investment Fund could be purchasing shares in an issuer that at the same time are being sold by another Investment Fund. Transactions of this sort could result in an account directly or indirectly incurring certain transaction costs without accomplishing any net investment result, which could result in the pursuit of opposing investment strategies or result in performance that correlates more closely with broader market performances. Because an account can make additional investments in or redemptions from Underlying Investment Funds only at certain times according to limitations set out in the governing documents of each such fund, an account from time to time could have to invest some of its assets temporarily in money market securities or money market funds, among other similar types of investments.

Underlying Investment Funds might permit or require that redemptions of interests be made in kind. Upon its redemption of all or a portion of its interest in an Underlying Investment Fund, an account could receive securities that are illiquid or difficult to value. In such a case, we would seek to cause the account to dispose of these securities in a manner that is in the best interest of the account. An account might not be able to withdraw from an Underlying Investment Fund except at certain designated times (if at all), limiting our ability to redeem assets from an Underlying Investment Fund based on performance or for other reasons. By investing in the Underlying Investment Funds indirectly through the accounts, you bear asset-based fees and performance-based fees or allocations at the Underlying Investment Fund level, in addition to those payable to us in our capacity as investment adviser to your account. Similarly, you bear a proportionate share of the other operating expenses of (i) the Underlying Investment Funds in which your account is invested; and (ii) of the accounts themselves. If

you meet the conditions imposed by the Underlying Investment Managers, you could invest directly with such Underlying Investment Managers.

- **Unrated Fixed Income Securities.** Unrated securities (which are not rated by a rating agency) could be less liquid than comparable, rated securities and involve the risk that purchasers might not accurately evaluate the security's comparative credit rating. To the extent that a pooled investment vehicle or investor's account invests in unrated securities, success in achieving the investment objective of such vehicle or account could depend more heavily on the investment manager's analysis of the creditworthiness of the issuer than if the vehicle or account invested exclusively in rated securities.
- **U.S. Government Securities Risk.** With respect to U.S. government securities that are not backed by the full faith and credit of the U.S. Government, there is the risk that the U.S. Government will not provide financial support to such U.S. government agencies, instrumentalities or sponsored enterprises if it is not obligated to do so by law. For example, a U.S. government-sponsored entity, such as Federal National Mortgage Association or Federal Home Loan Mortgage Corporation, although chartered or sponsored by an Act of Congress, could issue securities that are neither insured nor guaranteed by the U.S. Treasury and, therefore, are not backed by the full faith and credit of the United States. U.S. Treasury securities generally have a lower return than other obligations because of their higher credit quality and market liquidity.
- **Variable Interest Entities.** An account could gain economic exposure to certain operating companies in China through legal structures known as variable interest entities ("VIEs"). From time to time, an account's investments in U.S.-listed shell companies relying on VIE structures to consolidate China-based operations could be significant. In a VIE structure, a China-based operating company ("Operating Company") typically establishes an offshore shell company ("Shell Company") in another jurisdiction, such as the Cayman Islands, which then enters into service and other contracts with the Operating Company and issues shares on a foreign exchange, like the New York Stock Exchange or Hong Kong Exchange. Investors in VIE structures hold stock in the Shell Company rather than directly in the Operating Company and the Shell Company might not own stock or other equity in the Operating Company. Thus, VIE structures and these contractual arrangements are not equivalent to equity ownership in the Operating Company, which presents additional risks. Certain Chinese companies have used VIEs to facilitate foreign investment because of Chinese governmental prohibitions or restrictions on non-Chinese ownership (e.g., by U.S. persons and entities) of companies in certain industries in China. Through a VIE arrangement, the Operating Companies indirectly raise capital from non-Chinese investors (such as a Fund) without distributing ownership of the Operating Companies to such non-Chinese investors.

Investments in VIEs are subject to unique risks in addition to those generally associated with investments in China. For example, breaches of the contractual arrangements, changes in Chinese law or regulation with respect to enforceability or permissibility of these arrangements or failure of these contracts to function as intended would likely adversely affect an investment through a VIE structure. In addition, VIE structures are also subject to the risk of inconsistent and unpredictable application of Chinese law and regulations, that the Shell Company could be limited in its ability to control, or could lose control over, the Operating Company and that the equity owners of the Operating Company might have interests conflicting with those of the Shell Company's investors. There is also uncertainty related to the Chinese taxation of VIEs and the Chinese tax authorities could take positions that result in increased tax liabilities. Thus, investors face risks and uncertainty about future actions or intervention by the government of China or other similar developments (such as changes in regulations, laws and judicial decisions or interpretations), which could occur at any time and without notice and which could suddenly and significantly affect VIE structures, the Operating Companies and the enforceability of the Shell Company's contractual arrangements with the Operating Company. If any of these or similar risks materialize, the value and liquidity of an account's investments in the Shell Company could be significantly adversely affected and an account could incur significant losses with no recourse available.

Although the China Securities Regulatory Commission published that it does not object the use of VIE structures for Operating Companies to raise capital from non-Chinese investors, there is no guarantee that the Chinese government or another Chinese regulator will not determine that these arrangements are inconsistent with Chinese laws or regulations or otherwise interfere with the operation of or disallow VIE structures or that this

published position will remain unchanged. Intervention by the Chinese government with respect to VIE structures could materially adversely affect the Operating Company's performance, the enforceability of the Shell Company's contractual arrangements with the Operating Company and the value of the Shell Company's shares. Further, if the Chinese government or other regulatory or judicial authority determines that the agreements establishing the VIE structure do not comply with Chinese law and regulations, including those related to prohibitions on foreign ownership, the Operating Company could be subject to penalties, revocation of business and operating licenses or forfeiture of ownership interests. The Shell Company's ability to exert any control over the Operating Company could also be jeopardized if certain legal formalities are not observed in connection with the agreements, if the agreements are breached or if the agreements are otherwise determined not to be enforceable. If any of the foregoing or similar developments were to occur, the market value and liquidity of the associated investments would fall, causing substantial investment losses for an account with no recourse available.

- **Variable Rate Demand Notes (“VRDNs”) Risks.** VRDNs are subject to a variety of risks, including but not limited to: (1) **Renewal Risk:** The risk of the inability to obtain an appropriate liquidity bank facility at an acceptable price to replace a facility upon termination or expiration of the contract period; (2) **Liquidity Risk:** The risk that in the event of a failed remarketing, the bank that has agreed to provide the letter of credit fails to honor its obligation to support the VRDNs; and (3) **Default Risk:** VRDNs typically are not secured by the assets of the issuer or the bank but are subject to the letter of credit provider honoring its obligations.
- **Venture Capital Investment Risks.** Certain accounts will directly, or indirectly through Underlying Investment Funds, make venture capital investments. Such investments involve a high degree of business and financial risk that can result in substantial losses. The most significant risks are the risks associated with investments in: (i) companies in an early stage of development or with little or no operating history; (ii) companies operating at a loss or with substantial fluctuations in operating results from period to period; and (iii) companies with the need for substantial additional capital to support or to achieve a competitive position. Investments in emerging growth companies involve substantial risks, as these companies often experience unexpected problems in the areas of product development, manufacturing, marketing, financing and general management, which, in some cases, cannot be adequately solved. In addition, such companies typically have obtained capital in the form of debt and/or equity to expand rapidly, reorganize operations, acquire other businesses or develop new products and markets. These activities by definition involve a significant amount of change in a company and could give rise to significant problems in sales, manufacturing and general management of these activities.

In addition, these companies could (a) be operating at a loss or have significant variations in operating results, (b) require substantial additional capital to support their operations, finance expansion or maintain their competitive position, (c) rely on the services of a limited number of key individuals, and the loss of any could significantly adversely affect a company's performance, (d) face intense competition, including competition from companies with greater financial resources, more extensive development, manufacturing, marketing and other capabilities, and a larger number of qualified management and technical personnel, and (e) otherwise have a weak financial condition or be experiencing financial difficulties that could result in insolvency, liquidation, dissolution, reorganization or bankruptcy of the relevant company.
- **When-Issued and Forward Commitment Risk.** Securities purchased on a when-issued or forward commitment basis are subject to the risk that when delivered they will be worth less than the agreed upon payment price.

Item 9 Disciplinary Information

The Adviser has no information applicable to this Item.

Item 10 Other Financial Industry Activities and Affiliations

MSIM Ltd is an indirect subsidiary of Morgan Stanley ("Morgan Stanley Parent"), a corporation whose shares are publicly held and traded on the New York Stock Exchange under the symbol "MS". Morgan Stanley Parent is a financial holding company under the Bank Holding Company Act of 1956, as amended. As a result, MSIM Ltd is part of a large global financial services and banking group and clients could have relationships with MSIM Ltd's affiliates beyond their relationships with us. These relationships can cause conflicts of interest.

Broker-Dealer Affiliates:

MSIM Ltd is affiliated with Morgan Stanley Distribution Inc. ("MSDI"), Eaton Vance Distributors, Inc. ("EVD"), Morgan Stanley & Co. LLC ("MS&Co."), Morgan Stanley Smith Barney LLC ("MSSB"), Prime Dealer Services Corp., and E*Trade Securities LLC, each a broker dealer registered under the Securities Exchange Act of 1934, as amended ("34 Act"), and a member firm of the Financial Industry Regulatory Authority ("FINRA"). MSIM Ltd is also affiliated with other intermediaries, foreign broker-dealers and financial services companies, including, among others, Morgan Stanley & Co. International PLC, Morgan Stanley MUFG Securities Co., Ltd., Morgan Stanley India Company Private Ltd., Morgan Stanley Capital Group Inc., Morgan Stanley Senior Funding Inc., and Morgan Stanley Capital Services LLC (hereinafter, together with affiliated broker-dealers registered with the SEC, collectively referred to as "Affiliated Broker-Dealers").

When permitted by applicable law and subject to the considerations set forth in Item 12, "Brokerage Practices" below, MSIM Ltd utilizes Affiliated Broker-Dealers to effect portfolio securities, currency exchange, futures and other transactions for MSIM Ltd.'s managed accounts. The "Participation or Interest in Client Transactions" subsection in Item 11 "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading" describes in greater detail the manner in which MSIM Ltd utilizes Affiliated Broker-Dealers to effect client transactions and the conflicts of interest that can arise.

MSIM Ltd is the investment adviser of Morgan Stanley Investment Funds, Societe d'Investissement a Capital Variable ("SICAV"). MSIM Inc., an affiliate of Registrant and a registered adviser, acts as sub-adviser to certain sub-funds of Morgan Stanley Investment Funds. MSIM Inc. is also the parent company of MSDI, which serves as distributor, placement agent and/or underwriter for certain registered and unregistered funds for which MSIM Ltd acts as investment adviser.

Investment Adviser Affiliates:

MSIM Ltd is part of a group of investment advisers within the Morgan Stanley Investment Management business, including: (1) Mesa West Capital, LLC; (2) Morgan Stanley Investment Management Company; (3) Morgan Stanley Investment Management Inc.; (4) Morgan Stanley AIP GP LP; (5) Morgan Stanley Infrastructure, Inc.; (6) Morgan Stanley Private Equity Asia, Inc.; (7) MS Capital Partners Adviser, Inc.; (8) Morgan Stanley Real Estate Advisor, Inc.; (9) MSREF Real Estate Advisor, Inc.; (10) MSREF V, LLC; and (11) MSRESS III Manager, LLC; (12) Eaton Vance Management; (13) Calvert Research and Management; (14) Parametric Portfolio Associates LLC; (15) Atlanta Capital Management Company LLC; (16) Boston Management and Research; (17) Eaton Vance Advisers International Ltd.; (18) Morgan Stanley Eaton Vance CLO Manager LLC; and (19) Morgan Stanley Eaton Vance CLO CM LLC (the "Affiliated Advisers").

MSIM Ltd is also affiliated with Morgan Stanley Investment Management (Japan) Co., Ltd., Morgan Stanley Investment Management Private Limited, Morgan Stanley Investment Management (Australia) Pty Limited, Morgan Stanley Asia Limited, and MSIM Fund Management (Ireland) Limited, which are investment advisers not required to be registered under the Advisers Act.

Certain employees of Morgan Stanley could perform functions for MSIM Ltd and Affiliated Advisers ("dual officers") and could be involved in the investment decision making process of accounts managed by an Affiliated Adviser as well as accounts managed by the MSIM Ltd. Procedures have been put in place to provide for the supervision of these employees and compliance with record keeping and other requirements under the Advisers Act in connection with these employees.

From time to time and with prior client consent, MSIM Ltd delegates some or all of its responsibilities, duties and authority under an investment management agreement to one or more of the Affiliated Advisers to the extent permitted by applicable law. The Affiliated Advisers, in certain instances, likewise delegate some or all of their responsibilities, duties and authority to MSIM Ltd.

From time to time, MSIM Ltd provides investment advice to clients of U.S. Affiliated Advisers pursuant to a delegation or sub-advisory agreement, as applicable, between MSIM Ltd and the relevant U.S. Affiliated Adviser.

Certain of MSIM Ltd.'s affiliates are commodity pool operators and/or commodity trading advisers.

MSIM Ltd and certain of our affiliates also act as sub-adviser to registered investment companies which are not sponsored by us in addition to serving as adviser or sub-adviser to off-shore funds, group trusts, limited partnerships and limited liability companies, among others, that are sponsored by our affiliates.

In certain instances MSIM Ltd or our related persons act as general partner or special limited partner of a limited partnership or managing member or special member of a limited liability company to which we serve as adviser or sub-adviser and in which our clients have been solicited to invest. In some cases, the general partner of a limited partnership is entitled to receive an incentive allocation from a partnership. Along with Morgan Stanley, we have established procedures intended to identify and mitigate conflicts of interest related to business activities on a worldwide basis. A conflict management officer for each business unit and/or region acts as a focal point to identify and address potential conflicts of interest in their business area. When appropriate, there is an escalation process to senior management within the business unit, and ultimately if necessary to firm management or the firm's franchise committees, for potentially significant conflicts that cannot be resolved by the conflict management officers or that otherwise require senior management review. MSIM Ltd has additionally in place a Board delegated Conflicts Committee (Chaired by the entity's conflicts management officer). The Committee's role is to identify and decide upon local conflicts matters and escalate and report to the Board accordingly. Where appropriate the MSIM group wide Franchise and Conflicts Committee will also be consulted to ensure that the local entity remains consistent with the group wide strategy on management of conflicts.

Banking Affiliates

As mentioned above, we are a wholly owned subsidiary of Morgan Stanley. MSIM Ltd is also affiliated with Morgan Stanley Bank, N.A., an insured depository institution headquartered in Salt Lake City, Utah, which has businesses concentrated in institutional lending and securities-based lending for clients of its affiliated broker-dealers. In addition, MSIM Ltd is affiliated with Morgan Stanley Private Bank, N.A., a U.S. insured depository institution and a federally chartered national association whose activities are subject to regulation and examination by the Office of the Comptroller of the Currency.

MSIM Ltd is also affiliated with Eaton Vance Trust Company, a limited purpose non-depository trust company, organized and operating under the laws of Maine, which serves as trustee to common trust funds and collective investment trusts.

Electronic Communication Networks and Alternative Trading Systems

MSIM Ltd.'s affiliates have ownership interests in and/or Board seats on electronic communication networks ("ECNs") or other alternative trading systems ("ATs"). In certain instances our affiliates could be deemed to control one or more of such ECNs or ATs based on the level of such ownership interests and whether such affiliates are represented on the Board of such ECNs or ATs. Consistent with our fiduciary obligation to seek best execution, we can, from time to time, directly or indirectly, effect client trades through ECNs or other ATs in which our affiliates have or could acquire an interest or Board seat. These affiliates might receive an indirect economic benefit based upon their ownership in the ECNs or other ATs. We will, directly or indirectly, execute through an ECN or other ATs in which an affiliate has an interest only in situations where we or the broker dealer through whom we are accessing the ECN or ATs reasonably believes such transaction will be in the best interest of our clients and the requirements of applicable law have been satisfied. Our affiliates might own over 5% of the outstanding voting securities and/or have a member on the Board of

certain trading systems (or their parent companies), including (i) Copeland Markets LLC, (ii) MEMX Holdings LLC, (iii) OTCderiv Limited, (iv) Creditderiv Limited, (v) Equilend, (vi) FXglobalclear Limited, (vii) EOS Precious Metals Limited, (viii) Yensai.com Co., Ltd, and (ix) Octaura Holdings LLC.

Our affiliates could acquire interests in and/or take Board seats on other ECNs or other ATSs (or increase ownership in the ATSs listed above) in the future.

Our affiliates receive cash credits from certain ECNs and ATSs for certain orders that provide liquidity to their books. In certain circumstances, such ECNs and ATSs also charge explicit fees for orders that extract liquidity from their books. From time to time, the amount of credits that our affiliates receive from one or more ECN or ATS exceed the amount that is charged. Under these limited circumstances, such payments would constitute payment for order flow.

EquiLend also provides securities loan transaction processing and reporting services to State Street, which serves as securities lending agent for certain clients. Because an affiliate of ours owns a non-controlling interest in EquiLend, we and our affiliates receive an indirect benefit from State Street's use of EquiLend's services.

Miscellaneous

MSIM Ltd outsources certain operations functions to State Street Bank and Trust Company ("State Street"). State Street now provides a full range of investment operations outsourcing services including trade settlement, portfolio administration and reporting, and reconciliation services. The agreement with State Street demonstrates our continued commitment to delivering best-in-class service to our clients, while allowing us to concentrate on our core competency: institutional investment management.

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

Code of Ethics

MSIM Ltd has adopted a Code of Ethics (the "Code of Ethics ") pursuant to Rule 204A-1 under the Advisers Act. Each of our employees is required to acknowledge the Code of Ethics at the inception of his/her employment and annually thereafter. The Code of Ethics is designed to make certain that all acts, practices and courses of business engaged in by MSIM Ltd.'s employees are conducted in accordance with the highest possible standards and to prevent abuse, or even the appearance of abuse, by employees with respect to their personal trading and other business activities.

Additionally, all MSIM Ltd employees are subject to firm-wide policies and procedures found in the Morgan Stanley Code of Conduct (the "Code of Conduct") that sets forth, among other things, restrictions regarding confidential and proprietary information, information barriers, information security, privacy and data protection, private investments, outside business interests and personal trading. All Morgan Stanley employees, including MSIM Ltd employees are required to acknowledge that they have read, understand, are in compliance with and agree to abide by the Code of Conduct's terms as a condition of continued employment.

The Code of Ethics requires all employees to pre-clear trades for covered securities, as defined under the Code of Ethics, in a personal securities account. A pre-clearance request generally will be denied if there is an open order for a client in the same security. The Code of Ethics also imposes holding periods and reporting requirements for covered securities, which includes affiliated and sub-advised U.S. mutual funds. MSIM Ltd employees are prohibited from acquiring any security in an initial public offering or any other public underwriting. Investments in private placements or an employee's participation in an outside business activity must be pre-approved by Compliance and the employee's manager. Certain employees of MSIM Ltd who, in connection with job functions, make or participate in making recommendations regarding the purchase or sale of securities or who have real-time knowledge of such recommendations, are held to more stringent standards when placing trades in personal accounts. Violations of the Code of Ethics are subject to sanction, including reprimand, restricting trading privileges, reducing employees' discretionary bonus, if any, potential reversal of a trade made in violation of the Code of Ethics or other applicable policies, suspension or termination of employment.

Upon request, MSIM Ltd will provide a copy of the Code of Ethics.

Investment Restrictions Arising from Possession of Material Non-Public Information

We are not permitted to use material non-public information ("MNPI") in effecting purchases and sales in public securities transactions. In the ordinary course of our operations, we obtain access to MNPI. At times, the acquisition of MNPI prohibits us from rendering investment advice to clients regarding the securities of an issuer of which we have MNPI, and thereby limits the universe of securities that we can purchase or sell. Similarly, where we decline access to or otherwise do not receive or share MNPI regarding an issuer, we would base our investment decisions with respect to assets of such issuer solely on public information, thereby limiting the amount of information available to us in connection with such investment decisions. The occurrence of either situation could disadvantage some client accounts if we are unable to make an intended purchase or sale, or if we decline information that might have benefited our management. For additional discussion related to MNPI, please see "Services to Issuers Activities" and "Investment Banking Activities" in this Item.

Participation or Interest in Client Transactions

The following sections address trading activities of MSIM Ltd and its affiliates and various conflicts of interest that can arise and how such conflicts have been addressed.

Morgan Stanley Securities

MSIM will generally prohibit transactions in securities, including equity and debt, issued by Morgan Stanley and certain of its affiliates.

Broker-Dealer Affiliations

MSIM Ltd does not act as principal or broker in connection with client transactions. MSIM Ltd does, however, in the exercise of its discretion under its investment management agreement with a client, in certain instances, effect transactions in securities or other instruments for the client through affiliated ("Affiliated Broker-Dealers"), including where such Affiliated Broker-Dealer acts as a principal in connection with the client transaction where there is a material financial interest, which perform all of the activities set forth below.

In connection with transactions in which Affiliated Broker-Dealers will act as principal, MSIM Ltd will disclose to the client that the trade will be conducted on a principal basis and obtain the client's consent in accordance with the provisions of and rules under the Advisers Act and as otherwise or additionally agreed by contract or by other applicable law. MSIM Ltd will recommend that a client engage in such a transaction only when it believes that the net price for the security is at least as favorable as could have been obtained from another established dealer in such security.

MSIM Ltd.'s recommendations to clients could involve securities in which its Affiliated Broker-Dealers, or their officers, employees or other affiliates, have a financial interest. Affiliated Broker-Dealers and their officers, employees and other affiliates, can purchase or sell for their own accounts securities that MSIM Ltd recommends to its clients.

If permitted by a client's investment objectives and guidelines, applicable law, and MSIM Ltd.'s policies and procedures concerning conflicts of interest, MSIM Ltd could recommend that such client purchase, or use its discretion to effect a client purchase of, securities during the existence of an underwriting or other public or private offering of such securities involving an Affiliated Broker-Dealer as a manager, underwriter, initial purchaser, or placement agent. Among other things, MSIM Ltd must disclose to the client that the transaction involves an affiliate and obtain your consent to execute transactions with an affiliate on behalf of your account. Purchases could be from underwriters or placement agents other than an Affiliated Broker-Dealer in distributions in which an Affiliated Broker-Dealer is a manager and/or member of a syndicate or selling group, as a result of which an Affiliated Broker-Dealer could benefit from the purchase through receipt of a fee or otherwise. In situations in which a client has not permitted, or where it is prohibited by law, rule, regulation, MSIM Ltd might be unable to purchase securities for a client's account in an initial or other public or private offering of securities involving an Affiliated Broker-Dealer.

MSIM Ltd or its affiliates could pursue acquisitions of assets and businesses and identify an investment opportunity in connection with its existing businesses or a new line of business without first offering the opportunity to fund of funds client. Such an opportunity could include a business that competes with a fund of funds or an investment fund or a Co-Investment in which a fund of funds client has invested or proposes to invest.

From time to time, MSIM Ltd or its affiliates pursues the acquisition of investment managers who will manage private investment funds that would otherwise qualify as investments for the fund of funds clients. Due to the conflicts of interest involved and in accordance with applicable law, MSIM Ltd will not make any long-term investment for the fund of fund clients in any investment fund that is managed by an affiliate of MSIM Ltd, unless MSIM Ltd determines that (a) the investment is in accordance with the applicable fund of funds' relevant investment objectives, strategies and policies; and (b) such investment would not otherwise be prohibited by law or regulation. Accordingly, there could be investments that are unavailable to certain fund of fund clients due to the manager's affiliation with MSIM Ltd or its affiliates. Further, in the event that MSIM Ltd or its affiliates acquires a business or investment manager that is a manager of any investment fund, MSIM Ltd might have to liquidate any investment by a fund of funds client in an investment fund managed by such affiliated investment manager.

With client consent, and subject to the restrictions imposed on such transactions applicable law, MSIM Ltd will effect portfolio transactions through an Affiliated Broker-Dealer on an agency basis, including over-the-counter ("OTC") securities, where the Affiliated Broker-Dealer will act as agent in connection with the purchase and sale of OTC securities

from market participants and will charge MSIM Ltd.'s clients a commission on the transactions. Since these are agency transactions, there is no mark up or mark down on the price of the security.

MSIM Ltd will effect client transactions through an Affiliated Broker-Dealer when, in MSIM Ltd.'s judgment, the client could obtain best execution of the transaction. Subject to MSIM Ltd.'s duty to seek best execution, MSIM Ltd could effect such transactions through an Affiliated Broker Dealer even though the total brokerage commission for the transaction is higher than that which might have been charged by another broker for the same transaction.

Cross and Agency Cross Transactions

From time to time, and where permitted by applicable law and the relevant client agreements, MSIM Ltd will effect "agency cross transactions" in which an Affiliated Broker-Dealer acts as agent for both the buyer or seller in the transaction. MSIM Ltd will only trade with an Affiliated Broker-Dealer on behalf of a client on an agency cross basis when the client has consented to MSIM Ltd.'s effecting such transactions. Any agency cross transaction will be effected in compliance with applicable law, as well as MSIM Ltd.'s policies and procedures designed to prevent and disclose conflicts of interest. The Affiliated Broker-Dealer can receive a commission from the seller and the buyer when it executes transactions on an agency cross basis under certain conditions. In effecting an agency cross transaction, we have potentially conflicting divisions of loyalties and responsibilities regarding the parties to the transaction.

From time to time, MSIM Ltd effects internal "cross" transactions between client accounts in which one client will purchase securities held by another client. Such transactions are entered into generally only when MSIM Ltd deems the transaction to be in the best interests of both clients and at a price MSIM Ltd has determined by reference to independent market indicators and which MSIM Ltd believes to constitute "best execution" for both parties.

MSIM Ltd will not engage in cross-trade transactions for an advisory client whose investment management agreement does not explicitly permit the account to engage in cross trades and, as a result, such clients will generally pay higher transaction costs and might not receive the most favorable execution than had a cross- trade been effected for a particular portfolio trade.

While we will seek to ensure that the terms of cross trades are fair and reasonable, and the transactions are executed in a manner that is in the best interest of the clients involved in the cross trade, clients should be aware that the price of a security bought or sold through a cross trade, in some cases, will not be as favorable as it might have been had the trade been executed on the open market. Neither we nor any related party receives any compensation in connection with such "cross" transactions.

MSIM Ltd and related persons of MSIM Ltd will effect portfolio transactions through an Affiliated Broker-Dealer on behalf of clients in respect of which MSIM Ltd is a "fiduciary" as defined in the Employee Retirement Income Security Act of 1974, as amended ("ERISA") only on an agency basis and with prior written approval from an independent fiduciary in accordance with the terms of exemptions available from the Department of Labor, as well as in accordance with the restrictions imposed on such transactions by applicable law.

Fixed income instruments typically trade at a bid/ask spread and without an explicit brokerage charge. While there is not a formal trading expense or commission, clients (including Wrap Fee Program clients) will bear the implicit trading costs reflected in these spreads

MSIM Ltd is generally permitted to purchase securities on behalf of its ERISA clients from an underwriting or selling syndicate where an Affiliated Broker-Dealer participates as manager or syndicate member with prior written approval from an independent fiduciary in accordance with the terms of exemptions available from the Department of Labor.

MSIM Ltd and the Affiliated Advisers, from time to time, execute client transactions with broker/dealers that do not have their own clearing facilities and who clear such transactions through an Affiliated Broker-Dealer. In such instances, the Affiliated Broker-Dealer will receive a clearing fee for these transactions.

Services to Issuers Activities

MSIM Ltd and its affiliates provide a variety of services for, and render advice to, various clients, including issuers of securities that MSIM Ltd also recommend for purchase or sale by clients. In the course of providing these services, MSIM Ltd and its affiliates could come into possession of material, nonpublic information which might affect MSIM Ltd.'s ability to buy, sell, or hold a security for a client account. Investment research materials disclose that related persons of MSIM Ltd might own, and could effect transactions in, securities of companies mentioned in such materials and also can perform or seek to perform investment banking services for those companies.

In addition, Directors, officers and employees of MSIM Ltd.'s affiliates could have Board seats and/or have Board observer rights with private and/or publicly traded companies in which MSIM Ltd invests on behalf of its client accounts. MSIM Ltd (and its affiliates) have adopted policies and procedures and created information barriers that are reasonably designed to prevent the flow of any material nonpublic information regarding these companies between MSIM Ltd and its affiliates. Directors, officers and employees of MSIM Ltd itself could also take Board seats or have Board observer rights with companies in which MSIM Ltd invests on behalf of its clients. Generally, MSIM Ltd only does so with respect to private (not publicly traded) companies. To the extent a director, officer or employee of MSIM Ltd were to take a Board seat or have Board observer rights in a public company, MSIM Ltd (or certain investment teams within MSIM Ltd) would be limited and/or restricted in its ability to trade in the securities of the company to the extent MSIM Ltd (or certain investment teams within MSIM Ltd) possessed or were deemed to possess material nonpublic information regarding the company.

Investment Banking Activities

Morgan Stanley advises its clients on a variety of mergers, acquisitions and financing transactions. Morgan Stanley could act as an advisor to clients that could compete with our clients and with respect to our clients' investments. In certain instances, Morgan Stanley gives advice and takes action with respect to its clients or proprietary accounts that can differ from the advice MSIM Ltd provides, or involves an action of a different timing or nature than the action taken or advised by MSIM Ltd. At times, Morgan Stanley will give advice and provide recommendations to persons competing with our clients and/or any of our clients' investments, contrary to the client's best interests and/or the best interests of any of its investments.

Morgan Stanley could be engaged in financial advising, whether on the buy-side or sell-side, or in financing or lending assignments that could result in Morgan Stanley's determining in its discretion or being required to act exclusively on behalf of one or more third parties, which could limit our clients' ability to transact with respect to one or more existing or potential investments. Morgan Stanley could have relationships with third-party funds, companies or investors who have invested in or could look to invest in portfolio companies, and there could be conflicts between our clients' best interests, on the one hand, and the interests of a Morgan Stanley client or counterparty, on the other hand. To the extent that Morgan Stanley advises creditor or debtor companies in the financial restructuring of companies either prior to or after filing for protection under Chapter 11 of the Bankruptcy Code or similar laws in other jurisdictions, our flexibility in making investments in such restructurings on a client's behalf could be limited.

From time to time, different areas of Morgan Stanley will come into possession of MNPI as a result of providing investment banking services to issuers of securities. In an effort to prevent the mishandling of MNPI, Morgan Stanley will, at times, restrict trading of these issuers' securities by MSIM Ltd. and our clients during the period such MNPI is held by Morgan Stanley, which period could be substantial. In instances where trading of an investment is restricted, our clients might not be able to purchase or sell such investment, in whole or in part, resulting in our clients' inability to participate in certain desirable transactions and/or a lack of liquidity concerning our clients' existing portfolio investments. This inability to buy or sell an investment could have an adverse effect on our client's portfolio due to, among other things, changes in an investment's value during the period its trading is restricted.

Morgan Stanley could provide investment banking services to competitors of our clients' portfolio companies, as well as to private equity and/or private credit funds, and such activities could present Morgan Stanley with a conflict of interest vis-a-vis a client's investment and also result in a conflict in respect of the allocation of investment banking resources to

portfolio companies. To the extent permitted by applicable law, Morgan Stanley can provide a broad range of financial services to companies in which a client invests, including strategic and financial advisory services, interim acquisition financing and other lending and underwriting or placement of securities, and Morgan Stanley generally will be paid fees (that can include warrants or other securities) for such services. Morgan Stanley will not share any of the foregoing interest, fees and other compensation received by it (including, for the avoidance of doubt, amounts received by us) with our client, and any advisory fees payable will not be reduced thereby.

Morgan Stanley could be engaged to act as a financial advisor to a company in connection with the sale of such company, or subsidiaries or divisions thereof, could represent potential buyers of businesses through its mergers and acquisition activities and could provide lending and other related financing services in connection with such transactions. Morgan Stanley's compensation for such activities is usually based upon realized consideration and is usually contingent, in substantial part, upon the closing of the transaction. Our clients might be precluded from participating in a transaction with or relating to the company being sold under these circumstances.

MSIM Ltd believes that the nature and range of clients to whom its Affiliated Broker-Dealers render investment banking and other services is such that it would be inadvisable to exclude these companies from a client's portfolio. Accordingly, unless client advises MSIM Ltd to the contrary, it is likely that client holdings will include the securities of corporations for whom its Affiliated Broker-Dealers perform investment banking and other services. Moreover, client portfolios could include the securities of companies in which its Affiliated Broker-Dealers make a market or in which MSIM Ltd, its officers and employees and its Affiliated Broker-Dealers or other related persons and their officers or employees have positions.

To meet applicable regulatory requirements, there are periods when MSIM Ltd will not initiate or recommend certain types of transactions in the securities of companies for which an Affiliated Broker Dealer is performing investment banking services. Clients will not be advised of that fact. In particular, when an Affiliated Broker-Dealer is engaged in an underwriting or other distribution of securities of a company, MSIM Ltd could be prohibited from purchasing or recommending the purchase of certain securities of that company for its clients. Notwithstanding the circumstances described above, a client, on its own initiative, can direct MSIM Ltd to place orders for specific securities transactions in a client account. In addition, MSIM Ltd generally will not initiate or recommend transactions in the securities of companies with respect to which affiliates of MSIM Ltd have controlling interests or are affiliated.

Investment Limits

Various federal, state or foreign laws, rules and regulations, as well as certain corporate charters adopted by issuers in which MSIM Ltd could invest, limit the percentage of an issuer's securities that can be owned by MSIM Ltd and its affiliates. MSIM Ltd is more likely to run into these limitations than investment advisers with fewer assets under management and/or that are not affiliated with a large financial institution or financial holding company. In certain instances, for purposes of these ownership limitations, MSIM Ltd.'s holdings on behalf of clients will be aggregated with the holdings of its affiliates. These ownership limitations can be in the form of, among others: (i) a strict prohibition against owning more than a certain percentage of an issuer's securities (the "threshold"); (ii) a "poison pill" that would have a material dilutive impact on MSIM Ltd.'s holdings in that issuer should MSIM Ltd and its affiliates exceed the threshold; (iii) provisions that would cause MSIM Ltd and its affiliates to be considered "interested stockholders" of an issuer if MSIM Ltd and its affiliates exceed the threshold; and (iv) provisions that could cause MSIM Ltd and its affiliates to be considered an "affiliate" or "control person" of the issuer. MSIM Ltd will generally avoid exceeding the threshold in these situations. With respect to situations in which MSIM Ltd and its affiliates could be considered "interested stockholders" (or a similar term), MSIM Ltd will generally avoid exceeding the threshold because if MSIM Ltd were considered an interested stockholder, MSIM Ltd and its affiliates would be prohibited (in some cases absent Board and/or shareholder approval) from entering into certain transactions or performing certain services (including investment banking, financial advisory and securities lending) with or for the issuer. MSIM Ltd will also generally avoid exceeding a threshold in situations in which MSIM Ltd might be considered an affiliate of the issuer for the reasons set forth above, as well as the fact that should MSIM Ltd be considered an affiliate of an issuer, MSIM Ltd.'s ability to trade in the issuer's securities would become limited. For additional information on certain regulatory risks and limitations, including as a result of the

Volcker Rule, please see the “Legal and Regulatory Risks” sub-section in Item 8, “Methods of Analysis, Investment Strategies and Risk of Loss”.

Investments in Affiliated Investment Funds

We can recommend, buy or sell for a client account, securities in which we or our related persons have a material financial interest, including because we or our affiliates act as an investment adviser to an investment company that is recommended to a client. When permitted by applicable law and the investment guidelines applicable to individual client accounts, and considered by MSIM Ltd to be in the best interests of a client, MSIM Ltd could recommend to clients, and invest the assets of client accounts in various closed-end and open-end investment companies or other pooled investment vehicles with respect to which MSIM Ltd or its affiliates receive compensation for advisory, administrative, or other services. This presents a conflict of interest, for example, to the extent that a similar security is available from another manager that is a better performer or available at a lower price.

In certain circumstances, when required by applicable law or by agreement with the client, MSIM Ltd will waive its investment management fee with respect to assets invested in pooled investment vehicles to the extent of some or all of the compensation received by MSIM Ltd and its affiliates for services rendered with respect to such pooled investment vehicles. We do not, in all instances, waive such investment management fees.

Certain limitations are imposed on our ability to invest, on behalf of our clients, in products sponsored or advised by an affiliated entity, including the Eaton Vance Funds.

Investment Management Activities and Managing Advisory Client Accounts

It is possible that MSIM Ltd’s officers or employees buy or sell securities or other instruments that MSIM Ltd has purchased on behalf of or recommended to clients. Moreover, MSIM Ltd from time to time will purchase and sell on behalf of or recommend to clients the purchase or sale of securities in which it or its officers, employees or related persons have a financial interest. Accordingly, if we or our related persons hold the same security as a client account, then we and our related persons have a conflict in that we or our related persons could seek to put our own interests ahead of the clients, however, we are prohibited from doing so because we have a fiduciary duty to our clients. These transactions are subject to MSIM Ltd.’s policies and procedures regarding personal securities trading, as well as to the requirements of the Advisers Act, the 1940 Act and other applicable laws. MSIM Ltd.’s policies and procedures, the Advisers Act and the 1940 Act require that MSIM Ltd puts its clients’ interests before its own. To the extent our personnel seek to buy or sell a security at or about the same time that MSIM is seeking to buy or sell that security for a client account, as discussed in the “Code of Ethics” section above, a pre-clearance request generally will be denied if there is an open order for a client in the same security.

From time to time, various conflicts of interest arise from the overall advisory, investment and other activities of MSIM Ltd, its affiliates, and personnel (each, an “Advisory Affiliate” and, collectively, the “Advisory Affiliates”).

The Advisory Affiliates manage long and short portfolios. The simultaneous management of long and short portfolios creates conflicts of interest in portfolio management and trading in that opposite directional positions could be taken in client accounts managed by the same investment team, and creates risks such as (i) the risk that short sale activity could adversely affect the market value of long positions in one or more portfolios (and vice versa) and (ii) the risks associated with the trading desk receiving opposing orders in the same security simultaneously. The Advisory Affiliates have adopted policies and procedures that are reasonably designed to mitigate these potential conflicts. In certain circumstances, Advisory Affiliates invest on behalf of themselves in securities and other instruments that would be appropriate for, held by, or that fall within the investment guidelines of the mutual funds and/or managed accounts managed by them (collectively, the “Advisory Clients”). At times, the Advisory Affiliates will give advice or take action for their own accounts that differs from, conflicts with, or is adverse to advice given or action taken for any of the Advisory Clients.

From time to time, conflicts also arise due to the fact that certain securities or instruments are held in some Advisory Clients but not in others, or the Advisory Clients could have different levels of holdings in certain securities or instruments, and because the Advisory Clients pay different levels of fees to MSIM Ltd. In addition, an Advisory Affiliate will give advice or take action with respect to the investments of one or more Advisory Clients that is not given or taken with respect to other Advisory Clients with similar investment programs, objectives, and strategies. Accordingly, Advisory Clients with similar strategies will not always hold the same securities or instruments or achieve the same performance. Advisory Affiliates also advise Advisory Clients with conflicting programs, objectives or strategies.

Any of the foregoing activities could adversely affect the prices and availability of other securities or instruments held by or potentially considered for one or more Advisory Clients. Finally, the Advisory Affiliates could have conflicts in allocating their time and services among their Advisory Clients. MSIM Ltd will devote as much time to each of its Advisory Clients as it deems appropriate to perform its duties in accordance with its respective management agreements.

Different clients of MSIM Ltd, including funds advised by MSIM Ltd or an affiliate, could invest in different classes of securities of the same issuer, depending on their respective clients' investment objectives and policies. As a result, MSIM Ltd could at times seek to satisfy its fiduciary obligations to certain clients owning one class of securities of a particular issuer by pursuing or enforcing rights on behalf of those clients with respect to such class of securities, and those activities could have an adverse effect on another client, which owns a different class of securities of such issuer. For example, if one client holds debt securities of an issuer and another client holds equity securities of the same issuer, if the issuer experiences financial or operational challenges, MSIM Ltd could seek a liquidation of the issuer on behalf of the client that holds the debt securities, whereas the client holding the equity securities might benefit from a reorganization of the issuer. Thus, in such situations, the actions taken on behalf of one client can negatively impact securities held by another client. MSIM Ltd has adopted procedures pursuant to which conflicts of interest, including those resulting from the receipt of material nonpublic information about an issuer, are managed by MSIM Ltd.'s employees through information barriers and other practices.

We, or our affiliates, from time to time will pursue acquisitions of assets and businesses and identify an investment opportunity in connection with its existing businesses or a new line of business without first offering the opportunity to clients. Such an opportunity could include a business that competes with a client or an investment fund or a co-investment in which client has invested or proposes to invest.

From time to time, we could be retained to manage assets on behalf of a client that is a public or private company in which we have invested or could invest on behalf of our mutual funds and other client accounts.

Investments by Separate Investment Departments

The entities and individuals that provide investment-related services can differ by client, investment function, or business line (each, an "Investment Department" and collectively, the "Investment Departments"). Nonetheless, Investment Departments (with certain exceptions) can engage in discussions and share information and resources with another Investment Department (or a team within the other Investment Department) regarding investment-related matters. The sharing of information and resources between the Investment Departments is designed to further increase the knowledge and effectiveness of each Investment Department. However, an investment team's decisions as to the use of shared research and participation in discussions with another Investment Department could adversely impact a client. Certain investment teams within one Investment Department could make investment decisions and execute trades together with investment teams within other Investment Departments. Other investment teams make investment decisions and execute trades independently. This could cause the quality and price of execution, and the performance of investments and accounts, to vary. Internal policies and procedures set forth the guidelines under which securities and securities trades can be crossed, aggregated, and coordinated between accounts serviced by different Investment Departments. Internal policies and procedures take into consideration a variety of factors, including the primary market in which such security trades. If a security or securities trade is ineligible for crossing, aggregation, or other coordinated trading, then each Investment Department will execute such trades independently of the other.

General Process to Address Conflicts

All of the transactions described above involve conflicts of interest between MSIM Ltd or related persons of a MSIM Ltd and its clients. The Advisers Act, the 1940 Act and ERISA impose certain requirements designed to decrease the possibility of conflicts of interest between an investment adviser and its clients. In some cases, transactions could be permitted subject to fulfillment of certain conditions. Certain other transactions could be prohibited. In addition, MSIM Ltd has instituted policies and procedures designed to prevent conflicts of interest from arising and, when they do arise, to ensure that we effect transactions for clients in a manner that is consistent with our fiduciary duty to our clients and in accordance with applicable law. MSIM Ltd seeks to ensure that conflicts of interest are appropriately resolved taking into consideration the best interest of the client.

We have adopted policies and procedures and established controls such as the MSIM Conflicts of Interest and Franchise Committee designed to require review of transactions in which conflicts of interest could exist, including those described above, to ensure that applicable policies and legal and regulatory requirements are followed.

Item 12 Brokerage Practices

Best Execution and Brokerage Selection Factors

When we have the authority to select brokers for client accounts, we select broker-dealers consistent with our duty to seek “best execution” (i.e., to seek the most favorable overall price and execution under the circumstances existing at the of the transaction.) In seeking best execution, we are not obligated to choose the broker-dealer offering the lowest available commission rate if, in our reasonable judgment, (i) we believe that the total costs or proceeds from the transaction might be less favorable than could be obtained elsewhere; or (ii) other considerations, such as the order size, the time required for execution, the depth and breadth of the market for the security, minimum credit quality requirements to transact business with a particular broker-dealer, or the quality of the broker-dealer’s back office or other considerations support our decision to use a different broker-dealer.

With certain exceptions, when effecting transactions on behalf of clients, we can select any broker-dealer on our list of approved broker-dealers. Approved broker-dealers have met criteria as established by our Trading and Research Governance team (“TRG”). TRG reviews and approves broker-dealers periodically to determine whether broker-dealers on our approved list continue to meet such criteria. Changes to the approved brokers list are reported quarterly to the Counterparty Governance Committee (“CGC”), as well as other Committees and forums, where relevant.

When selecting an approved broker-dealer (including an affiliate) to execute securities transactions, the trading desk considers some or all of the following factors:

- Best available price;
- Reliability, integrity, financial responsibility, and reputation in the industry (which can include a review of financial information and creditworthiness);
- Trade limitation and/or execution capabilities, including block positioning, speed of execution and quality and responsiveness of its trading desk;
- Knowledge of and access to the relevant markets for the securities being traded;
- Potential ability to obtain price improvement;
- Ability to maintain confidentiality;
- Ability to handle non-traditional or complex trades;
- Commission and commission-equivalent trades;
- Proprietary and third party research (but only to the extent permissible under applicable law and under applicable agreements);
- Technology infrastructure;
- Clearance and settlement capabilities;
- The size of the trade relative to other trades in the same instrument;
- Ability of the counterparty to commit its capital and its access to liquidity, including product liquidity;
- Counterparty restrictions associated with a portfolio, including regulatory trading, documentation requirement, or any specific clearing requirements;
- Client directed execution;
- Client specific restrictions;
- Assignment fees;
- Agent bank considerations (i.e., whether to trade with or away from the administrative agent); and
- Such other factors as we determine to be appropriate.

Payments for Research

We are subject to the UK Markets in Financial Instruments Regulation, which effectively incorporates the European Union's Markets in Financial Instruments Directive II ("MiFID II") into UK law. This is a European regulation governing conduct by investment advisers, among others. MiFID II prohibits investment advisers from receiving "inducements," including receiving research (other than research that qualifies as an "Acceptable Minor Non-Monetary Benefit" under MiFID II), from a third party in connection with providing a service to a client. Under MiFID II, we can receive research without it constituting an unlawful inducement if we pay for the research directly from our own resources or from research payment accounts funded by clients. We have decided to pay for any research we receive with respect to our client accounts (other than research that qualifies as an "Acceptable Minor Non-Monetary Benefit" under MiFID II) from our own resources. Our client accounts will not participate in any commission sharing arrangements ("CSAs") utilized by the Affiliated Advisers in accordance with the safe harbor of Section 28(e) of the Securities Exchange Act of 1934 Act or otherwise as permitted under applicable law, rules, and regulations of the relevant jurisdictions in which the Affiliated Advisers operate.

Additionally, we can engage certain of the Affiliated Advisers as sub-advisers or otherwise delegate to them authority to manage client accounts, and pursuant to those arrangements we will contractually obligate the Affiliated Advisers to operate in substantive compliance with MiFID II in connection with their management of those accounts ("Delegated MiFID II Accounts"). In particular our Affiliated Advisers will typically pay for equity research they receive with respect to Delegated MiFID II accounts (other than research that qualifies as an Acceptable Minor Non-Monetary Benefit) out of their own resources. Delegated MiFID II Accounts will not participate in CSAs, although other accounts managed by the Affiliated Advisers could participate in CSAs. In this connection, the Affiliated Advisers will make a reasonable valuation and allocation of the cost of the research as between Delegated MiFID II Accounts and other accounts that participate in CSAs. The Affiliated Advisers will pay out of their own resources for the portion of the cost of equity research allocated to Delegated MiFID II Accounts.

We and the Affiliated Advisers have established a process for budgeting research costs and allocating such costs across client accounts. Each of our portfolio management ("PM") teams establishes a research budget at the start of each calendar year that sets the expected cost to be spent by the team on external research services for the same year. These research budgets are initially reviewed and approved by our Research Committee, allocated across all accounts managed by the PM team in accordance with our policies and procedures and reviewed on a regular basis. To the extent permitted under applicable law, rules, and regulations of the relevant jurisdictions in which we operate (collectively, "Applicable Law"), we can share research with the Affiliated Advisers.

Trade Aggregations

When permitted under applicable law, each Portfolio Management team generally will aggregate orders of its clients (and, in some cases, clients managed by other Portfolio Management teams) for the same securities in a single order so that such orders are executed simultaneously in order to facilitate best execution and to reduce brokerage costs. We can aggregate client orders with the orders of clients of the Affiliated Advisers and accounts in which we or our officers, employees or related persons have a financial interest. However, we effect aggregated orders in a manner designed to ensure that no participating client is favored over any other client.

In general, accounts that participate in an aggregated order will participate on a pro rata or other objective basis. Pro rata allocation of securities and other instruments will generally consist of allocation based on the order size of a participating client account in proportion to the size of the orders placed for other accounts participating in the aggregated order. However, we, at times and where we deem appropriate, allocate such securities and other instruments using a method other than pro rata if their supply is limited, based on differing portfolio characteristics among accounts, because of counterparty preferences or requirements, or to avoid odd lots or small allocations, among other reasons. These allocations are made in our good faith judgment with a goal of ensuring that fair and equitable allocation will occur over time. There are times that we are not able to aggregate orders because of applicable law or other considerations when doing so might otherwise be advantageous in which case a client might face higher costs. Please see "Directed,

Restricted or Constrained Brokerage Arrangements” for additional disclosure related to the impact of such arrangements on the remaining clients. For example, to the extent that a client has such an arrangement, their account could be excluded from such aggregation unless MSIM maintains trading discretion.

We and the Affiliated Advisers are subject to differing requirements governing aggregation of orders, including provisions of the 1940 Act that restrict joint transactions and MiFID II that govern the circumstances under which our accounts and Delegated MiFID II Accounts are permitted to pay for research. As a result, MiFID II Accounts at times will pay commission rates that are below the total commission rates paid by other client accounts included in the order.

When appropriate, we can rotate trades among client accounts in accordance with our policy to treat all accounts fairly and equitably over time. Trade rotation processes can result in trading for accounts occurring before, after, or simultaneously with trading for other accounts. Accounts in a rotation could experience market impact costs with respect to certain transactions relative to other accounts in the rotation. Approved rotation methodologies are in place where appropriate to provide fair placement and execution to all client accounts over time.

Directed, Restricted or Constrained Brokerage Arrangements

Depending on the particular program selected or contractual arrangement, clients can limit our authority to advise accounts or execute transactions in a number of ways, including by:

- (1) requiring that certain securities transactions be authorized by them in advance;
- (2) prohibiting or limiting the purchasing of certain securities or industry groups;
- (3) seeking to require a designated broker-dealer (“Designated Broker”) to execute all or a portion of their transactions (“Directed Trades”), which can be structured as “directed brokerage” arrangements or “brokerage recapture”; and/or
- (4) restricting us from executing transactions through a particular broker-dealer and/or imposing restrictions, conditions or other constraints on the terms of a trade or broker arrangement to which a particular broker-dealer might not agree (“Restricted/Constrained Trades”).

The restrictions imposed by Designated Broker arrangements could cause us to trade the securities held by these accounts differently from how we trade for client accounts for which we are not so restricted. Directed Trades and Restricted/Constrained Trades are generally not aggregated for execution with transactions in the same securities for other clients, and we might be unable to obtain the same quality of execution on Directed Trades or Restricted/Constrained Trades for a number of reasons, which include, but are not limited to:

- A client direction, , restriction or constraint will frequently restrict our ability to obtain as favorable a transaction price or commission rate as we might otherwise be able to obtain on an unconstrained trade;
- The account could forego benefits from savings on execution costs that could otherwise be obtained, most notably commission savings and/or price improvement that derive from aggregating orders for various client accounts;
- If a Designated Broker is not on our approved list of brokers, there can be additional credit and/or settlement risk for such trades;
- We will not be obligated to, and in most cases will not, negotiate with a Designated Broker to obtain commission rates more favorable or otherwise different from those to which the client has agreed;
- A Directed Trade or Restricted/Constrained Trade can result in a client account paying higher or otherwise different commissions than other clients of ours for transactions in the same security; and
- We could effect a Directed Trade or a Restricted/Constrained Trade after another broker has effected transactions in the same security for client accounts for which we have discretion to select the broker and trading venue, which also could negatively affect the prices received by clients that direct, restrict, or otherwise constrain trades.

Notwithstanding the foregoing, when a client has directed brokerage for its account and maintains that we remain subject to best execution, if eligible, we can aggregate those Directed Trades or Restricted/Constrained Trades along with trades executed for other client accounts through the broker-dealer that we believe will offer the best execution for such transaction and, thereafter, in the case of a directed brokerage arrangement instruct such executing broker-dealer to “step-out” or allocate a portion of the trades to the client’s Designated Broker to perform other non-execution portions of the trade.

Account Errors and Error Resolution

MSIM Ltd has policies and procedures to help it assess and determine, consistent with applicable standards of care and client documentation, when a client will be reimbursed in connection with a trading error. Pursuant to these policies, an error will generally be reimbursable when MSIM Ltd has executed a transaction that is an error that, in MSIM Ltd’s reasonable view, resulted from MSIM Ltd’s failure to observe the applicable standard of care, subject to materiality and other considerations. MSIM Ltd could determine to treat an error as compensable for a variety of reasons and the payment of any compensation should not be viewed as a determination of fault or violation of a standard of care.

Item 13 Review of Accounts

MSIM Ltd's portfolio managers generally review all accounts on a daily basis. Accounts are reviewed for a number of factors, including but not limited to, performance, sector and asset allocation, adherence to MSIM Ltd.'s investment policies and strategies and specific security ownership, all within the context of client guidelines and objectives.

If MSIM Ltd managed client money as a separate account, the client is provided reports of transactions as they are effected (if requested by the client), portfolio valuations and summaries of portfolio changes on a quarterly basis or as otherwise negotiated with the client. Additionally, MSIM Ltd will meet with clients quarterly, annually or as requested to discuss the performance of the client's account, MSIM Ltd.'s management of the client's account, and any other issues of concern to the client. MSIM Ltd will provide additional reports or information to the client upon request.

Investors in private funds are provided such information and reports as provided in the fund's governing and disclosure documents. In some cases, MSIM Ltd could agree with a particular investor to provide additional reporting or more detailed or timely reporting. Except as otherwise agreed or required by applicable law, MSIM Ltd is not required to inform other investors of such arrangements or to offer similar reporting to other investors. To comply with the Custody Rule, as discussed below, investors generally will receive audited financial statements for the private fund within 120 days (or 180 days or longer for certain funds of funds) following the fund's fiscal year end. Investors can also receive Forms K-1 and other tax reporting information, as provided in the fund's governing and disclosure documents.

Item 14 Client Referrals and Other Compensation

MSIM Ltd has compensated, and expects to continue to compensate, affiliates and unrelated third parties for client referrals in accordance with relevant rules under the Advisers Act and other applicable regulations. The compensation paid to any such entity will typically consist of a cash payment stated as a percentage of MSIM Ltd.'s advisory fee, but also include cash payments determined in other ways.

MSIM Ltd is also referred advisory clients by affiliated and unaffiliated parties/consultants that are retained by clients or prospective clients. While MSIM Ltd does not make payments for solicitations or client referrals to these consultants, MSIM Ltd makes cash payments to participate in conferences sponsored by such consultants to obtain information about industry trends and client investment needs. MSIM Ltd can also purchase products or services from the consultants and/or their affiliates.

These arrangements could cause referrals to MSIM Ltd by these affiliates and other third parties for reasons other than the client's best interest.

Item 15 Custody

MSIM Ltd is deemed to have “custody” of client assets in a variety of circumstances, and in each case we will comply with the custody requirements under the Advisers Act. MSIM Ltd has custody of client assets any time that we have authority or ability to obtain possession of client assets. MSIM Ltd would thus be deemed to have custody of the assets of the funds for which we or an affiliate serves as general partner or for which we or an affiliate serves as the managing member or otherwise has the authority or ability to obtain possession of fund assets. In those cases, the funds generally provide audited financial statements on an annual basis in accordance with applicable law. Additionally, where we are deemed to have custody over other advisory client accounts, clients will receive quarterly account statements from the qualified custodian for such account. Clients should carefully review the account statements received from the qualified custodian and compare them to statements received from us.

With respect to Wrap Fee Program clients, we could be deemed to have custody of assets if we contract directly with the Wrap Fee Program clients for services and if an affiliate of MSIM Ltd acts as Sponsor of the Wrap Fee Program. In such cases, the Sponsor or a qualified custodian will send required periodic account statements to the Wrap Fee Program client.

Item 16 Investment Discretion

MSIM Ltd typically receives discretionary authority to select the securities and other instruments to be bought or sold at the time we establish an advisory relationship with you by entering into an investment management agreement. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives and guidelines. As discussed under Item 12, “Brokerage Practices” in this Brochure, clients can impose certain limitations on MSIM Ltd.’s use of broker-dealers.

For registered investment companies, MSIM Ltd.’s authority to trade securities is limited, in certain circumstances, by certain federal securities and tax laws that require, among other things, diversification of investments.

Item 17 Voting Client Securities

Voting Proxies for Equity Securities

We use our best efforts to vote proxies as part of our authority to manage, acquire and dispose of account assets. We and our affiliates generally vote proxies for equity securities and corporate actions under the MSIM Equity Proxy Voting Policies and Procedures (the “Policy”) pursuant to authority granted under the applicable investment advisory agreement or, in the absence of such authority, as authorized by the Board of Directors/Trustees of the Morgan Stanley Funds. We will not vote proxies unless the investment advisory agreement or Board of Directors/Trustees explicitly authorizes us to vote proxies.

We and our affiliates will vote proxies in a prudent and diligent manner and in the best interests of clients, including beneficiaries of and participants in a client’s benefit plan(s) for which we manage assets, consistent with the objective of maximizing long-term investment returns (the “Client Proxy Standard”). In certain situations, you can provide us with a proxy voting policy. In these situations, we will comply with your policy. In addition to voting proxies at portfolio companies, MSIM generally engages with the management, and at times also engages with the board, of companies in which we invest on a range of governance issues. We consider governance to be a window into management and board quality. MSIM typically engages with companies where we have larger positions, voting issues are material or where we believe we can make a positive impact on the governance structure. We believe that MSIM’s engagement process, through private communication with companies, allows us to understand the governance structures at investee companies and better inform our voting decisions.

The Policy addresses a broad range of issues and provides general voting parameters on proposals that arise most frequently. However, details of specific proposals vary, and those details affect particular voting decisions, as do factors specific to a given company. We endeavor to integrate governance and proxy voting policy with investment goals, using the vote to encourage portfolio companies to enhance long-term shareholder value and to provide a high standard of transparency such that equity markets can value corporate assets appropriately.

We seek to follow the Client Proxy Standard for each client. At times, this could result in split votes, for example when different clients have varying economic interests in the outcome of a particular voting matter (such as a case in which varied ownership interests in two companies involved in a merger result in different stakes in the outcome). We also split votes at times based on differing views of portfolio managers.

We could determine to abstain on matters for which disclosure is inadequate. We usually support routine management proposals except for certain “other business” and “meeting adjournment” proposals. From time to time, MSIM retains third-party advisers to provide a variety of proxy-related services, including in-depth research, global issuer analysis, and voting recommendations (“Research Providers”). While MSIM can review and utilize the recommendations of such Research Providers, MSIM is in no way obligated to follow such recommendations, and votes all proxies based on the Policy and Client Proxy Standard.

Votes on board nominees can involve balancing a variety of considerations, including those related to board and board committee independence, term length, whether nominees could be overcommitted, director attendance and diligence, financial knowledge and experience, executive and director remuneration practices, board diversity, and board responsiveness. We consider withholding support from or voting against a nominee if it believes a direct conflict exists between the interests of the nominee and the public shareholders, including failure to meet fiduciary standards of care and/or loyalty. We can oppose directors where we conclude that actions of directors are unlawful, unethical or negligent. We consider opposing individual board members or an entire slate if we believe the board is entrenched and/or dealing inadequately with performance problems; if we believe the board is acting with insufficient independence between the board and management; or if we believe the board has not been sufficiently forthcoming with information on key governance or other material matters.

We examine a range of issues, including proxy contests and proposals relating to mergers, acquisitions and other special corporate transactions, on a case-by-case basis in the interests of each client. We support substantial management/board discretion on capital structure, but within limits that take into consideration articulated uses of capital, existence of preemptive rights, and certain shareholder protections provided by market rules and practices. We are generally supportive of reasonable shareholder rights.

We vote on advisory votes on executive pay on a case-by-case basis. We generally support equity compensation plans if we view potential dilution/cost as reasonable, and if plan provisions sufficiently protect shareholder interests. We also support appropriately structured bonus and employee stock purchase plans. We support proposals that if implemented would enhance useful disclosure, but we generally vote against proposals requesting reports that we believe are duplicative, related to matters not material to the business, or that would impose unnecessary or excessive costs.

We consider social and environmental shareholder proposals on a case-by-case basis, but generally support proposals that seek to enhance useful disclosure.

Process: An MSIM Proxy Review Committee (the “Committee”) has overall responsibility for the Policy. Because proxy voting is an investment responsibility and impacts shareholder value, and because of their knowledge of companies and markets, portfolio managers and other members of investment staff play a key role in proxy voting, and individual investment teams are responsible for determining decisions on proxy votes with consultation from the Global Stewardship Team.

The Committee meets at least quarterly and reviews and considers changes to the Policy at least annually. If the Director of our Global Stewardship Team determines that an issue raises a material conflict of interest, the Director can request a special committee to review, and recommend a course of action with respect to, the conflict(s) in question.

We generally will not make any filings in connection with any shareholder class action lawsuits and similar matters involving securities held or that were held in separate accounts and will not be required to notify custodians or clients in separate managed accounts of shareholder class action lawsuits and similar matters. We will not be responsible for any failure to make such filings or, if we determine to make such filings, to make such filings in a timely manner. Upon client request, we will consider on a case-by-case basis participation in non-US class action lawsuits.

Further Information: You can contact your Client Representative or Financial Advisor for information on how to obtain a copy of the Policy or proxy voting records. In the case of registered investment companies we advise, the fund’s proxy voting records filed with the SEC are available (i) without charge by accessing the Mutual Fund Center on our web site at www.morganstanley.com/funds and (ii) on the SEC’s web site at www.sec.gov.

Related, but supplemental, to MSIM Ltd’s formal proxy voting policy, MSIM Ltd’s investment teams – in particular, those teams acting for client strategies that are responsive to ESG considerations – have the ability to employ the shareholder rights and stakeholder influence that MSIM Ltd exercises on behalf of its clients to encourage, where relevant, strong ESG practices with issuers, borrowers and counterparties. MSIM Ltd seeks to engage in these types of stewardship and engagement practices in a manner that is consistent with its role as a responsible long-term investor, its fiduciary obligations, and any specific client directions.

Voting Consents for Fixed Income Instruments

While loans, bonds and other fixed income or debt investments (“Fixed Income Instruments”) held by MSIM’s clients are not expected to solicit proxies, a client could, from time to time, own interests in Fixed Income Instruments that grant other voting rights or solicit consents. Unless otherwise stated under the terms of our agreements with our clients, MSIM has authority to exercise certain decision-making rights associated with Fixed Income Instruments (“Consents”). In these cases, we could be called upon to provide or withhold consent to proposed modifications to the terms and covenants of a Fixed Income Instrument. To the extent that a client grants us authority to act in these circumstances, we will seek to make consent decisions in a prudent and diligent manner, and in the best interest of the client from which consent is sought, subject at all times to each such client’s investment objectives. In some cases, we could determine that refraining from exercising a consent is appropriate.

Although we aim to exercise Consents in a manner consistent with the best interest of our clients, the details or the circumstances of a particular Consent could present potential conflicts of interest. Conflicts of interest regarding our decision to exercise or withhold Consents currently exist and can arise under a wide range of scenarios. For example, we face conflicts of interest in making a Consent decision as to a loan where Morgan Stanley has a business relationship with or interests in the obligor, a related sponsor, or another party with an interest in the outcome of a Consent request. In addition, conflicts exist where one or more clients hold or acquire interests in an obligor that are of a different class than, are junior or senior to or otherwise have different rights than interests in the same obligor that are held by one or more other clients or accounts. In these situations, the interests of one or more clients could diverge from those of other clients or accounts with respect to the voting of proxies or exercise of Consents to the extent the different rights and features of the interests held by one or more clients or other accounts create an interest in obtaining an outcome that is contrary to the interests of others. Conflicts also can arise if a senior executive of, or other person connected with, the obligor or another party with an interest in the outcome of a Consent request has a significant relationship with our personnel or those of Morgan Stanley.

We also face conflicts of interest to the extent that we hold Fixed Income Instruments and are called upon to exercise rights under those Fixed Income Instruments where the outcome of the exercise of such rights could benefit us or an affiliate or operate to the detriment of other holders of the Fixed Income Instruments. Investors should understand that we can exercise our rights under any Fixed Income Instruments in which we hold an interest in such a manner as we determine to be in our best interest (which could be contrary to the interests of other investors in the instrument), except to the extent limited by the governing documents of the instrument. In some cases, we might determine to exercise (or withhold) a consent on behalf of one or more clients while taking the opposite action (or no action) on behalf of one or more other clients, when we believe that doing so reflects the particular best interest of each party holding such right.

Our portfolio managers are generally responsible for identifying Consent solicitations and for making decisions as to the exercise of Consents. Morgan Stanley has, and we follow, a variety of policies and procedures intended to assist in identifying and addressing conflicts. Prior to exercising a consent, a determination is made as to whether there is a material conflict of interest. Where a conflict of interest is identified that implicates Morgan Stanley generally, we will generally discuss the potential conflict with Morgan Stanley's Global Conflicts Office and seek their assistance in addressing the conflict. Once a material conflict is identified, we will take such steps as we believe to be necessary in order to determine how to exercise the related Consent in good faith and in accordance with our fiduciary duties, which could include, but is not limited to, consulting internally with investment professionals, risk management professionals, business unit heads, our compliance and/or legal department, as appropriate under the particular circumstances, exercising the consent in accordance with instructions from, or following consent of, the client after providing disclosure regarding the conflict, or taking other actions that we believe appropriate under the circumstance in furtherance of the client's best interest.

Further Information: You can contact your Client Representative or Financial Advisor for information on how to obtain a copy of relevant policies and procedures or information regarding how we exercised Consents on your behalf.

Item 18 Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about MSIM Ltd.'s financial condition. MSIM Ltd is not aware of any financial condition that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding.

Appendix A

Fee Schedules

Investment Team	Strategy	Attribute	Schedule
Counterpoint Global	Advantage	Minimum Initial Investment	USD \$50M
		Management Fee	0.750% on the first \$50 M
			0.650% on the next \$50 M
			0.500% in excess of \$100 M
	Discovery	Minimum Initial Investment	USD \$50M
		Management Fee	0.750% on the first \$50 M
			0.650% on the next \$50 M
			0.550% in excess of \$100 M
	Global Insight	Minimum Initial Investment	USD \$50M
		Management Fee	0.750% on the first \$100 M
			0.650% in excess of \$100 M
	Growth	Minimum Initial Investment	USD \$50M
		Management Fee	0.750% on the first \$50 M
			0.650% on the next \$50 M
			0.500% in excess of \$100 M
	Inception	Minimum Initial Investment	USD \$50M
		Management Fee	1.000% on the first \$50 M
			0.900% on the next \$50 M
			0.850% in excess of \$100 M
	Insight	Minimum Initial Investment	USD \$50M
		Management Fee	Asset Based Fee: 1.00% on total assets under management or Performance Based Fee: 0.80% on all assets plus 10% of alpha over benchmark per annum, no high water mark
	Global Permanence	Minimum Initial Investment	USD \$50M
		Management Fee	0.750% on the first \$100 M
			0.650% in excess of \$100 M
	Permanence	Minimum Initial Investment	USD \$50M
		Management Fee	0.750% on the first \$50 M
			0.650% on the next \$50 M
			0.500% in excess of \$100 M
Global Opportunity	Asia Opportunity	Minimum Initial Investment	USD \$100M
		Management Fee	0.750% on the first \$200 M
			0.700% in excess of \$200 M
	Developing Opportunity	Minimum Initial Investment	USD \$100M
		Management Fee	0.750% on the first \$200 M
			0.700% in excess of \$200 M
	Established Opportunity	Minimum Initial Investment	USD \$100M
		Management Fee	0.750% on the first \$200 M
			0.700% in excess of \$200 M

Investment Team	Strategy	Attribute	Schedule
Global Opportunity	Global Change	Minimum Initial Investment	USD \$100M
		Management Fee	0.750% on the first \$200 M
			0.700% in excess of \$200 M
	Global Opportunity	Minimum Initial Investment	USD \$200M
		Management Fee	0.750% on the first \$200 M
			0.700% in excess of \$200 M
	International Opportunity	Minimum Initial Investment	USD \$100M
		Management Fee	0.750% on the first \$200 M
			0.700% in excess of \$200 M
	Europe Opportunity	Minimum Initial Investment	USD \$100M
		Management Fee	0.750% on the first \$200 M
			0.700% in excess of \$200 M
	International Advantage	Minimum Initial Investment	USD \$100M
		Management Fee	0.750% on the first \$200 M
			0.700% in excess of \$200 M
Emerging Markets Equity	Passport Global Equity	Minimum Initial Investment	USD \$25M
		Management Fee	0.650% on the first \$100 M
			0.600% on the next \$100 M
			0.550% in excess of \$200 M
	Asia Ex Japan Equity	Minimum Initial Investment	USD \$50M
		Management Fee	0.750% on the first \$50 M
			0.700% in excess of \$50 M
	Sustainable Asia Equity	Minimum Initial Investment	USD \$50M
		Management Fee	0.700% on the first \$50 M
			0.650% in excess of \$50 M
	China A Equity	Minimum Initial Investment	USD \$50M
		Management Fee	0.900% on total assets
	Emerging Markets Leaders	Minimum Initial Investment	USD \$100M
		Management Fee	0.750% on total assets
	Global Emerging Markets Equity	Minimum Initial Investment	USD \$100M
		Management Fee	0.800% on the first \$100 M
			0.750% on the next \$100 M
			0.700% in excess of \$200 M
	Sustainable Emerging Markets	Minimum Initial Investment	USD \$100M
		Management Fee	0.800% on the first \$100 M
			0.750% on the next \$100 M
			0.700% in excess of \$200 M
	Hong Kong Equity	Minimum Initial Investment	USD \$50M
		Management Fee	0.750% on the first \$50 M
			0.700% in excess of \$50 M
	India Equity	Minimum Initial Investment	USD \$50M
		Management Fee	0.900% on total assets

Investment Team	Strategy	Attribute	Schedule
Emerging Markets Equity	Next Gen Emerging Markets	Minimum Initial Investment	USD \$50M
		Management Fee	1.200% on total assets
International Equity	American Resilience	Minimum Initial Investment	USD \$50M
		Management Fee	0.550% on the first \$50 M
			0.500% on the next \$50 M
			0.450% in excess of \$100 M up to \$200M, flat on all assets
			0.400% in excess of \$200 M up to \$350M, flat on all assets
			0.350% in excess of \$350 M flat on all assets
	Global Franchise	Minimum Initial Investment	USD \$50M
		Management Fee	0.800% on the first \$25 M
			0.750% on the next \$25 M
			0.700% on the next \$50 M
			0.650% in excess of \$100 M
			Fee Schedule available for mandates over \$200M
	Global Quality	Minimum Initial Investment	USD \$50M
		Management Fee	0.800% on the first \$25 M
			0.750% on the next \$25 M
			0.700% on the next \$50 M
			0.650% in excess of \$100 M
			Fee Schedule available for mandates over \$200M
	Global Sustain	Minimum Initial Investment	USD \$50M
		Management Fee	0.725% on the first \$50 M
			0.650% on the next \$50 M
			0.600% in excess of \$100 M up to \$200M, flat on all assets
			0.530% in excess of \$200 M up to \$350M, flat on all assets
			0.500% in excess of \$350 M flat on all assets
	International Equity	Minimum Initial Investment	USD \$100M
		Management Fee	0.800% on the first \$25 M
			0.600% on the next \$25 M
			0.500% on the next \$25 M
	International Resilience		0.400% in excess of \$75 M
		Minimum Initial Investment	USD \$50M
		Management Fee	0.700% on the first \$50 M
			0.500% on the next \$25 M
			0.400% on balance
Global Listed Real Assets	Asian Real Estate Securities	Minimum Initial Investment	USD \$20M
		Management Fee	0.600% on the first \$100 M
			0.500% on the next \$300 M
			0.400% in excess of \$400 M

Investment Team	Strategy	Attribute	Schedule
Global Listed Real Assets	European Real Estate Securities	Minimum Initial Investment	USD \$20M
		Management Fee	0.600% on the first \$100 M
			0.500% on the next \$300 M
			0.400% in excess of \$400 M
	Global Focus Real Estate Securities	Minimum Initial Investment	USD \$20M
		Management Fee	0.750% on the first \$100 M
			0.650% on the next \$300 M
			0.550% in excess of \$400 M
	Global Real Estate Securities	Minimum Initial Investment	USD \$20M
		Management Fee	0.700% on the first \$100 M
			0.500% on the next \$300 M
			0.400% in excess of \$400 M
	U.S. Real Estate Securities	Minimum Initial Investment	USD \$20M
		Management Fee	0.600% on the first \$100 M
			0.500% on the next \$300 M
			0.400% in excess of \$400 M
	Energy Transition and Innovation Opportunities	Minimum Initial Investment	USD \$50M
		Management Fee	0.700% on the first \$50 M
			0.600% on the next \$50 M
			0.500% on the next \$300 M
	Global Infrastructure Securities	Minimum Initial Investment	USD \$50M
		Management Fee	0.700% on the first \$50 M
			0.600% on the next \$50 M
			0.500% on the next \$300 M
			0.400% in excess of \$400 M
Applied Equity Advisors	Applied Enhanced Index	Minimum Initial Investment	USD \$25M
		Management Fee	0.250% on the first \$25 M
			0.230% on the next \$25 M
			0.200% on the next \$50 M
			0.180% in excess of \$100 M
			Negotiable if over \$200 M
Global Multi-Asset	Global Tactical Asset Allocation	Minimum Initial Investment	USD \$100M
		Management Fee	0.750% on the first \$100 M
			0.650% on the next \$150 M
			0.550% on the next \$250 M
			0.450% in excess of \$500 M
Broad Markets Fixed Income	European Absolute Return	Minimum Initial Investment	EUR €50M
		Management Fee	0.300% on the first €50 M
			0.250% in excess of €50 M

Investment Team	Strategy	Attribute	Schedule
Broad Markets Fixed Income	European Credit	Minimum Initial Investment	EUR €50M
		Management Fee	0.350% on the first €50 M
			0.250% on the next €50 M
			0.200% in excess of €100 M
	European Fixed Income Opportunities	Minimum Initial Investment	EUR €50M
		Management Fee	0.300% on the first €50 M
			0.250% in excess of €50 M
	European Short Maturity Credit	Minimum Initial Investment	EUR €50M
		Management Fee	0.200% on the first €50 M
			0.150% on the next €50 M
			0.150% in excess of €100 M
	Global Aggregate Fixed Income	Minimum Initial Investment	USD \$100M
		Management Fee	0.300% on the first \$100 M
			0.250% in excess of \$100 M
	Global Credit	Minimum Initial Investment	USD \$50M
		Management Fee	0.300% on the first \$50 M
			0.300% on the next \$50 M
			0.250% in excess of \$100 M
	Global Fixed Income Opportunities	Minimum Initial Investment	USD \$100M
		Management Fee	0.350% on the first \$100 M
			0.300% in excess of \$100 M
	Global Limited Duration	Minimum Initial Investment	USD \$50M
		Management Fee	0.250% on the first \$50 M
			0.150% on the next \$50 M
			0.100% in excess of \$100 M
	Global Opportunistic Credit	Minimum Initial Investment	USD \$100M
		Management Fee	0.350% on the first \$100 M
			0.300% in excess of \$100 M
	Global Sovereign	Minimum Initial Investment	USD \$100M
		Management Fee	0.200% on the first \$100 M
			0.150% in excess of \$100 M
	Sustainable European Strategic	Minimum Initial Investment	EUR €75M
		Management Fee	0.250% on the first €75 M
			0.200% on the next €25 M
			0.150% in excess of €100 M

Investment Team	Strategy	Attribute	Schedule
Broad Markets Fixed Income	Strategic Income	Minimum Initial Investment	USD \$100M
		Management Fee	0.350% on the first \$100 M
			0.300% in excess of \$100 M
	Sustainable European Strategic Fixed Income Opportunities	Minimum Initial Investment	USD \$100M
		Management Fee	0.350% on the first \$100 M
			0.300% in excess of \$100 M
	US Investment Grade Corporate	Minimum Initial Investment	USD \$50M
		Management Fee	0.300% on the first \$50 M
			0.250% on the next \$50 M
			0.200% in excess of \$100 M
Emerging Markets Debt	Emerging Markets Fixed Income Opportunities	Minimum Initial Investment	USD \$200M
		Management Fee	0.55% on the first USD \$250 M
			0.50% on the next USD \$250 M
			0.45% thereafter
	Emerging Markets Corporate Debt	Minimum Initial Investment	USD \$50M
		Management Fee	0.600% on the first \$50 M
			0.550% on the next \$50 M
			0.500% in excess of \$100 M
High Yield	Global High Yield	Minimum Initial Investment	USD \$50M
		Management Fee	0.500% on the first \$100 M
			0.450% on the next \$100 M
			0.400% in excess of \$200 M
	Global Convertible Bond	Minimum Initial Investment	EUR €50 M
		Management Fee	0.500% on the first EUR €50 M
			0.450% on the next EUR €50 M
			0.400% in excess of EUR €100 M