

ITEM 1: COVER PAGE

Part 2A of Form ADV: Firm Brochure

**HARTFORD INVESTMENT MANAGEMENT COMPANY
("HIMCO")**

March 28, 2024

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This brochure provides information about the qualifications and business practices of HIMCO. If you have any questions about the contents of this brochure, please contact us at 860-297-6700 or HIMCOADV@himco.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the "SEC") or by any state securities authority.

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

Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

ITEM 2: MATERIAL CHANGES

The following is a summary of material changes made to this Brochure since the last annual update on March 23, 2023.

- Items 4.A and 4.E were revised to update HIMCO's assets under management.
- Items 4.B, 5.A, 5.B, 7 and 8 were revised to reflect certain changes to HIMCO's business model resulting from its efforts to seek continued alignment with its insurance asset management focus. These changes include:
 - Exiting the business of providing non-discretionary model portfolio services (including portfolio consulting services). HIMCO will no longer offer these services and is currently winding down its existing business;
 - Updating its principal strategies to remove active public equity strategies and certain single and multisector strategies that do not align with the nature of insurance asset management mandates or the constraints to which those mandates are subject;
 - Updating its fee information to remove fees associated with principal strategies that were removed; and
 - Adding sub-advisory services as a means to manage insurance assets through unaffiliated investment adviser(s).
- Items 4.B, 5.A, 7 and 8 were revised to remove reference to subordinated debt as a go-forward component of HIMCO's private equity strategy.
- Items 5.D and 18.A were updated to:
 - Describe the prepayment of master servicing fees by clients who utilize HIMCO to invest solely in commercial mortgage loans. Prepayment is made to cover the partial month from a loan's closing to the following month end ("stub period").
 - Describe a corresponding conflict of interest that could arise if HIMCO is terminated during that stub period, as well as the controls in place to mitigate this conflict.
- Item 6 was revised to remove reference to HIMCO's Side-by-Side Portfolio Management Policy. Relevant controls from this policy are being moved to other firm policies and the Side-by-Side Portfolio Management Policy is being deactivated.
- In addition to the Item 7 updates noted above, Item 7 was updated to replace the equity mandate investment minimum with an investment minimum solely applicable to passive domestic equity mandates. This is due to the discontinuation of active public equity mandates as discussed above.
- In addition to the Item 8 updates noted above, Item 8 was revised to:
 - Enhance disclosure on sustainable investing to note that the incorporation of sustainability factors into the investment analysis and decision-making process provides a robust assessment of both risks and opportunities;
 - Update HIMCO's investment processes to align with current practice;
 - Update risk disclosures, including the removal of market risk associated with COVID 19; and
 - Revise the description of the responsibilities of the Derivatives Working Group.
- Item 10.D was updated to describe a new dual sided sub-advisory arrangement between HIMCO and another registered investment adviser. The disclosure identifies a conflict of interest and the controls in place to mitigate that conflict.
- Item 12 was updated to add execution-related communication and connectivity services to the bundled products and services HIMCO received from counterparties in 2023.
- Item 17 was updated to reflect a change in process whereby on a quarterly basis HIMCO samples proxy votes that include a Report Feedback Statement (RFS) in order to confirm that the additional issuer information that is the subject of the RFS was considered by Glass Lewis and that Glass Lewis voted the relevant proxy consistent with the Proxy Voting Guidelines approved for the relevant HIMCO strategy. Such sampling only occurs if this type of proxy vote occurred during the relevant quarter.

HIMCO will provide you with a new Brochure at any time upon request without charge. You may request a Brochure by email at HIMCOADV@himco.com or by phone at (860) 297-6700. The Brochure is also available on HIMCO's website free of charge at www.himco.com. Additional information about Hartford Investment Management may also be obtained on the SEC's website www.adviserinfo.sec.gov.

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ITEM 4: ADVISORY BUSINESS

A. General Description of Advisory Firm

Hartford Investment Management Company (“HIMCO”) is registered with the Securities and Exchange Commission as an investment adviser and is a wholly owned subsidiary of The Hartford Financial Services Group, Inc. (“The Hartford”), a publicly traded company. HIMCO was organized in 1996 by acquiring the business, personnel and corporate name of an affiliate that had been in operation since 1981 and that performed substantially similar services. Because HIMCO succeeded to the same business and utilized the same personnel as the affiliate prior to the acquisition, the affiliate’s historical information is included with HIMCO’s.

HIMCO provides investment advisory services primarily to institutional clients and private funds. HIMCO’s institutional clients are mainly comprised of affiliated and unaffiliated insurance companies, corporations, and employee benefit and pension plans. The private funds managed by HIMCO are portfolios owned by unaffiliated insurance company separate accounts that meet the definition of private fund.

As of December 31, 2023, HIMCO managed approximately \$108.5 billion in fixed income, equity and alternative assets. (Please see [Section E of this Item 4](#) below for further disclosure regarding assets under management.)

B. Description of Advisory Services

HIMCO provides discretionary and non-discretionary investment advisory services to institutional clients, including its affiliates. HIMCO’s institutional clients are mainly comprised of affiliated and unaffiliated insurance companies, corporations, and employee benefit and pension plans. In addition, HIMCO provides:

- Sub-advisory services with respect to a registered investment company, which is sponsored and distributed by entities unaffiliated with HIMCO;
- Sub-advisory services to unaffiliated SEC registered investment adviser(s);
- Advisory services to the private funds described above, which are exempt from registration under the Investment Company Act of 1940 (“1940 Act”) and are sponsored and distributed by entities unaffiliated with HIMCO; and
- Portfolio consulting services for a number of unit investment trusts registered under the 1940 Act that are sponsored and distributed by entities unaffiliated with HIMCO. As of the date of this brochure HIMCO no longer provides portfolio consulting services for new unit investment trusts but continues to provide support for certain existing trusts launched prior to February 29, 2024, until such trusts mature or terminate.

HIMCO’s principal strategies include the following:

Fixed Income

HIMCO manages fixed income assets by using a disciplined process which is designed to create value from three sources: (i) a macro-economic strategy that considers duration and yield curve, (ii) strategic asset allocation, and (iii) security selection. Please see [Item 8](#) for a description of the fixed income investment process.

- **Core Fixed Income** - The objective of the Core Fixed Income strategy is to actively manage a high quality diversified fixed income portfolio in which accounts are normally comprised of at least 90% U.S. dollar denominated investment grade securities (such as obligations of the U.S. Government, its agencies and instrumentalities, corporate debt, asset-backed securities and mortgage-backed and other mortgage-related securities) and with duration similar to broad market benchmark indices such as the Bloomberg U.S. Government/Credit Index or the Bloomberg U.S. Aggregate Index.

The strategy can use derivatives, such as options, futures and swaps, which can be illiquid, can disproportionately increase losses, and have a potentially large impact on performance.

- High Quality High Yield - The objective of the High Quality High Yield strategy is to actively manage a high quality high yield (BB) portfolio in which accounts are normally invested at least 90% in BB tier high yield and emerging market fixed income securities. Investments in high-yielding, lower-rated securities involve risks beyond those inherent in higher-rated investments. Investments in foreign securities, including emerging markets, involve risks beyond those inherent in solely domestic investments. Foreign securities are subject to certain risk of overseas investing, including currency fluctuations and changes in political and economic conditions. These risks are magnified in emerging markets. The strategy can use derivatives, such as options, futures and swaps, which can be illiquid, can disproportionately increase losses, and have a potentially large impact on performance. The benchmark is the Bloomberg Ba U.S. Corporate High Yield Index 2% Issuer Cap-Sector Neutral.
- Long Duration Corporate Fixed Income - The objective of the Long Duration Corporate Fixed Income strategy is to actively manage a high quality diversified fixed income portfolio in which accounts are predominately comprised of investment grade corporate securities and have a duration similar to long duration benchmark indices, such as the Bloomberg Long U.S. Corporate Index. The strategy can use derivatives, such as options, futures and swaps, which can be illiquid, can disproportionately increase losses, and have a potentially large impact on performance.
- Passive U.S. Aggregate Bond Index - The objective of the Passive U.S. Aggregate Bond Index strategy is to manage a fixed income portfolio in which accounts are managed to replicate the performance of the Bloomberg U.S. Aggregate Index. The strategy will only invest in bonds which are in the Bloomberg U.S. Aggregate Index or bonds with the same issuer or obligor as those in the Index. The strategy can use derivatives, such as options, futures and swaps, which can be illiquid, can disproportionately increase losses, and have a potentially large impact on performance.
- Short Duration - The objective of the Short Duration strategy is to seek attractive investments considering both yield and total return in which accounts are normally comprised of at least 65% investment grade securities and have the ability to invest up to 35% in non-investment grade securities (as well as bank loans or loan participation interests). The strategy, under normal circumstances, will maintain an average credit quality of at least Baa3 by Moody's and a dollar weighted average duration and average maturity of less than 3 years. Permitted investments include but are not limited to U.S. dollar denominated corporate issues, commercial mortgage-backed securities, asset-backed securities, mortgage-related securities, securities issued or guaranteed by the U.S. Government, and up to 25% of its total assets in securities of foreign issuers. The strategy can use derivatives, such as options, futures and swaps, which can be illiquid, can disproportionately increase losses, and have a potentially large impact on performance. The benchmark is the Bloomberg 1-3 Year U.S. Government/Credit Index.

Equity

HIMCO manages equity assets using passive equity strategies. Please see [Item 8](#) for a description of the equity investment process.

- Indexed Large Cap Equity - The objective of the Indexed Large Cap strategy is to replicate the total return of the S&P 500 Index by investing at least 95% in listed U.S. equity securities. The strategy benchmark is the S&P 500 Index.

Alternative Assets

HIMCO also manages alternative asset strategies. Please see [Item 8](#) for a description of the investment processes associated with these strategies.

- Commercial Mortgage Loans - The objective of the Commercial Mortgage Loan strategy is to capture the spread premium over single A-rated public corporate industrials to compensate the

investor for liquidity risk while providing enhanced structural protections through negotiated covenants, security or priority of payment. HIMCO seeks to achieve this objective by originating commercial mortgage loans on a non-recourse, permanent-financing, construction, fixed and/or floating-rate basis. The strategy targets investments in property types, such as industrial/warehouse, multifamily, retail, and office, with a loan-to-value (“LTV”) ratio that generally falls within the range of 50%-70% with typical deal sizes ranging from \$20 to \$50 million. The strategy seeks to provide a well-constructed portfolio that delivers to our clients enhanced credit diversification due to access to issuers not available in the public markets and whose performance dynamics differ substantially from corporate credit risk. The process employed relative to this strategy enforces disciplined underwriting standards, utilizing specific criteria for each investment to build a diversified portfolio of loans in terms of borrowers, geography, and asset class.

- **Private Equity (Funds and Equity Co-Investments)** - The Private Equity Group participates in the private equity market through a variety of strategies. The three primary strategies consist of: 1) investing in domestic lower middle market private equity buyout funds; 2) investing in private equity funds that offer diversification and high return expectations, outside of the lower middle market; and 3) investing in direct equity co-investments, alongside of a fund, in their portfolio companies. The core strategy is to invest in lower middle market or middle market U.S.-focused buyout firms. The U.S. middle market segment offers potential value relative to other private equity strategies due to its potentially greater transaction inefficiencies, lower purchase multiples, lower leverage, and greater number of companies and transactions. However, the strategy does opportunistically invest in fund strategies outside the middle market buyout space. These non-core investments are targeted for their potential return, diversification or risk mitigating characteristics. The equity co-invest program leverages general partner relationships developed through fund investing and these general partners largely represent the origination platform of the direct equity co-invest program. Across all areas (funds and equity co-investments), the objective of the private equity strategy is to seek strong absolute and risk-adjusted return opportunities that balance the potential for gains with the probability of capital loss.
- **Private Placements** - The objective of the Private Placement Fixed Income strategy is to seek relative value debt investment opportunities with the objective of capturing a premium relative to comparable public bonds. This is carried out by investing mainly across the investment grade private credit market, while structuring the portfolio to effectively manage risk. The strategy focuses on both current income generation and capital appreciation with a priority on income generation. The strategy is multi-dimensional, considering credit risk, long-term nominal and relative spreads, as well as select return opportunities. The Private Placement strategy starts with the premise that private placements are less liquid than publicly traded bonds. Based on this premise, we take a long-term view in our security selection, portfolio construction and value metrics. The process employed in this strategy is built upon fundamental credit and relative value analysis and follows a disciplined and consistent approach in an effort to fully understand and adequately price the risks inherent in each transaction.

Conflicts Inherent in Agreement to Provide Advisory Services

In addition to the specific conflicts of interest noted elsewhere in this document, there are conflicts of interest inherent to entering into HIMCO's standard investment management agreement (“IMA”). For example, HIMCO includes an indemnification and exculpation provision (a “hedge clause”) in its IMA. The hedge clause exculpates HIMCO from liability and imposes indemnification obligations on the client with respect to losses, liabilities and other damages incurred unless HIMCO has failed to abide by the standard of care set out in its IMA. HIMCO's standard IMA also includes a non-waiver provision which states that certain laws, including federal securities laws, impose liabilities (under certain circumstances) on persons who act in good faith, and therefore the hedge clause does not waive any rights a client has under such laws. For example, a client cannot waive HIMCO's fiduciary duty as a registered investment adviser under federal law via contract. Such a hedge clause creates a conflict of interest between HIMCO and its client as it contractually limits HIMCO's liability to its client and subjects the client to the risk of having to indemnify HIMCO under certain circumstances. This conflict of interest

is characteristic of the conflict of interest that exists with respect to all aspects of any agreement to provide services because the provider of the service (here, HIMCO) and the recipient of the service (here, the client) are on “opposite sides” of the contract resulting in their interests being adverse with respect to each term of the contract.

C. Availability of Customized Services for Individual Clients

As a general rule, HIMCO will tailor its advisory services for separately managed client accounts based on a client’s particular needs, including the client’s overall financial condition, goals, risk tolerance and other factors unique to a client’s particular circumstances. In addition, HIMCO typically will tailor investment guidelines for separately managed client accounts in order to restrict investments in certain securities or asset classes as requested by the client.

D. Wrap Fee Programs

HIMCO does not participate in a wrap fee program.

E. Assets Under Management

As of December 31, 2023, HIMCO had approximately \$108.5 billion of assets under management:

	<u>U.S. Dollar Amount</u>
Discretionary	\$105,377,455,575
Non-Discretionary	\$3,153,337,138
Total	<u>\$108,530,792,713</u>

ITEM 5: FEES AND COMPENSATION

A. Advisory Fees and Compensation

HIMCO typically receives a percentage of assets under management as compensation for its advisory services. HIMCO's standard fee schedules for unaffiliated clients in principal strategies are provided below. Fee schedules for different styles of investment management will vary depending on research intensity, degree of active management and size of the account. HIMCO, from time to time, negotiates terms and charges different fees for certain accounts based on a client's particular needs, goals, risk tolerance, servicing requirements, and other factors unique to the client. Fee schedules change over time and thus accounts with differing inception dates can have different fee schedules. HIMCO retains the right to enter into agreements where the fees charged for a particular account will be the lowest fees charged for a given strategy. Clients that negotiate fees with differing breakpoints than those outlined in the standard fee schedules below could end up paying a higher or lower fee than that set forth below due to fluctuations in the client's assets under management and/or account performance.

HIMCO's standard fee schedules for unaffiliated clients in principal strategies are as follows. See [Item 7](#) for minimum account sizes.

<u>Asset Class</u>	<u>Principal Strategy</u>	<u>Assets</u>	<u>Fee ((basis points)</u>
Fixed Income	Core Fixed Income	First \$75 million Next \$100 million Next \$300 million	25 20 18.5
Fixed Income	High Quality High Yield	First \$25 Million Next \$75 Million Next \$100 Million Over \$200 Million	50 40 35 Negotiable
Fixed Income	Long Duration Corporate Fixed Income	First \$25 Million Next \$75 Million Over \$100 million	30 25 20
Fixed Income	Passive U.S. Aggregate Bond Index	First \$100 Million Next \$400 Million Over \$500 Million	15 7 5
Fixed Income	Short Duration	First \$75 Million Next \$100 Million	20 15
Equity	Indexed Large Cap Equity	N/A	12.5
Alternative Assets	Commercial Mortgage Loans	N/A	25
Alternative Assets	Private Placements	N/A	25
Alternative Assets	Private Equity: <ul style="list-style-type: none">FundsEquity Co-investments	Fees for private equity investment services are dependent on the structure and nature of the investment (e.g. fund, equity co-investment). Fees are negotiable based on factors including but not limited to type of investment, size of account, the discretionary or non-discretionary nature of the mandate, and other relationships with HIMCO. Total investment management fees can be comprised of various components including, but not limited to, asset-based management fees and carried interest or other performance-based fees	

In addition to the standard fee schedules for unaffiliated clients in principal strategies outlined above:

- HIMCO, at its discretion, offers alternative fee schedules for broader investment advisory mandates covering multiple strategies and asset classes whereby the client pays a negotiated annual rate (in basis points) by asset class.
- With respect to its role as sub-adviser to a 1940 Act registered investment company sponsored by an unaffiliated entity, the adviser to the fund pays HIMCO a monthly management fee based on an annual rate calculated as a stated percentage of the fund's average daily net assets. The annual rate is tiered based on the size of the fund.
- With respect to providing sub-advisory services to SEC registered investment adviser(s), the adviser pays HIMCO a quarterly fee derived by multiplying the average closing market value of the account's assets on the last business day of each month of the quarter by one quarter of the agreed upon annual sub-advisory fee rate.
- With respect to unit investment trusts that were launched prior to February 29, 2024 and for which HIMCO served as portfolio consultant, HIMCO has received or will receive an initial fee based on a percentage of the net asset value of the unit investment trust as of the end of its initial offering period. In addition, until such trusts are terminated or mature, HIMCO will receive an annual fee based on a percentage of the net asset value of the unit investment trust as of the end of each calendar year.
- HIMCO is reimbursed for costs incurred for providing investment advisory services to its affiliates. In addition, HIMCO is a wholly owned subsidiary of The Hartford and HIMCO's employees are compensated by The Hartford (please refer to [Item 6](#) for additional information).

B. Payment of Fees

HIMCO does not deduct its advisory fees from client accounts. Fees are typically invoiced to HIMCO unaffiliated institutional clients quarterly in arrears based on the quarter-end market value or average market value for the quarter. If a client terminates the relationship prior to the end of a period, the fee is prorated for the number of days in the period prior to termination.

Monthly management fees associated with sub-advising a 1940 Act registered investment company are generally paid by the fund's adviser to HIMCO monthly in arrears. Quarterly sub-advisory fees associated with providing sub-advisory services to SEC registered investment adviser(s) are generally paid by the adviser to HIMCO quarterly in arrears. The initial and annual fees paid to HIMCO for serving as portfolio consultant to unit investment trusts launched prior to February 29, 2024 are invoiced to and paid by the sponsor of the unit investment trusts.

HIMCO is reimbursed through an internal expense allocation process for the costs incurred for providing investment advisory services to its affiliates and HIMCO's employees are compensated through The Hartford's payroll process.

C. Additional Fees and Expenses

Clients pay all interest, charges, taxes, fees, commissions, transaction-related expenses and expenses of every kind related to their account. HIMCO, in its discretion, also passes expenses through to clients from third parties performing certain services related to their account(s). In addition, clients whose uninvested assets are swept into money market mutual funds for short-term cash management purposes either by HIMCO or by their custodian will also bear the additional fees and expenses assessed by such money market mutual funds to the extent of their investment in such funds. To the extent that the investment guidelines for an account permit the investment of account assets in mutual funds or other collective investment vehicles, the account will bear any fees and costs associated with such collective investment vehicles, as well as the investment advisory fee of HIMCO. Clients investing directly in a mutual fund sub-advised by HIMCO will bear the fees and expenses disclosed in such mutual fund's prospectus.

If so authorized by a client, HIMCO will include the client in its process for filing class action claims involving issuers of securities or other assets held in advisory accounts managed by HIMCO. HIMCO reserves the right, in its discretion, to pass through to participating clients the pro-rata costs of participating in such legal actions.

D. Prepayment of Fees

Subject to the following exception, clients of HIMCO are not required to pre-pay investment advisory fees.

While individual circumstances can vary by client, HIMCO commercial mortgage loan only clients typically pay a portion of a month's worth of master servicing fees at each loan's closing to cover the partial month from loan closing to month end ("stub period"). The client sends the fee alongside their portion of the loan proceeds on the day of closing. Should the client terminate its relationship with HIMCO prior to the end of that month, HIMCO could be improperly incentivized to retain the unearned portion of the prepaid fee. To mitigate this conflict, HIMCO has procedures in place to prompt a refund of the unearned (prorated) portion of the master servicing fee for the stub period.

E. Additional Compensation and Conflicts of Interest

HIMCO's supervised persons do not receive compensation for the sale of securities or other investment products. HIMCO does charge higher fees for advisory services associated with certain investment strategies as evidenced in its standard fee schedules above. This creates a conflict of interest in that HIMCO has the incentive to recommend certain investment strategies to clients to increase HIMCO's fee income, rather than basing its recommendation on a client's investment needs. This conflict is mitigated by: (i) the fact that HIMCO supervised persons do not receive compensation for the sale of certain investment strategies; (ii) HIMCO's practice of seeking to understand its clients' investment objectives and risk tolerances and provide appropriate investment options tailored to their preferences; and (iii) HIMCO's Code of Ethics that requires that supervised persons place the interests of HIMCO's clients above their own, and minimize or mitigate any conflict of interest or the appearance of a conflict of interest between their self-interest and that of HIMCO, The Hartford, its shareholders and/or any of HIMCO's clients.

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

While HIMCO does not receive traditional performance-based fees on the accounts it manages as of the date of this Brochure, HIMCO is a wholly owned subsidiary of The Hartford and HIMCO's employees are compensated by The Hartford. Such compensation includes, without limitation, salary and variable compensation that is based, in part, on HIMCO's success in meeting its objectives, including the performance objectives of its affiliated clients. Certain HIMCO investment professionals manage both affiliated and unaffiliated client accounts. Management of client portfolios with varying investment objectives, strategies, risk profiles, affiliations, and/or fee structures raises conflicts of interest for HIMCO and its personnel, including:

- The prospect of earning higher compensation from a portfolio with a higher fee structure creates an incentive for the portfolio manager to favor the portfolio with the higher fee structure when it comes to allocating his or her time across portfolios or allocating investments.
- Performance-based fees provide an incentive for HIMCO to purchase investments that are more speculative and/or involve a higher degree of risk than might otherwise be the case in the absence of such performance-based compensation.
- The fact that HIMCO provides investment advisory services to affiliated and unaffiliated clients creates the incentive to favor affiliated clients when allocating portfolio management time across portfolios or allocating investments.
- Where HIMCO's fees are based on account values, HIMCO benefits from the increased value of assets in an account. If a security held in an account does not have a readily available market value, a conflict arises in that HIMCO's interests would be served by placing the highest possible value on that security.
- If HIMCO pursues or enforces the rights of certain HIMCO clients with respect to an issuer it could have a negative impact on the investments of other clients in the same issuer. For example, if certain HIMCO clients hold investments in the debt securities of an issuer which has become financially impaired and other clients hold the equity securities of the same issuer, or if multiple clients hold investments in different tranches of an issuer's debt securities, the prices, liquidity, availability and terms of certain clients' investments could be adversely affected by actions taken on behalf of other clients.
- Portfolio managers manage portfolios for multiple clients. Portfolio managers make investment decisions for each client based on the investment objectives, strategies, risk tolerance, practices and other relevant investment considerations applicable to that client. Consequently, portfolio managers can (i) purchase or sell securities for one client and not another; (ii) purchase or sell the same security for different clients at different times; (iii) place transactions on behalf of one client that are directly or indirectly contrary to investment decisions made on behalf of other clients; or (iv) make investment decisions for one client that are similar to those made for other clients, all of which have the potential to positively or negatively impact one client and not another, depending on market conditions.
- Certain portfolio managers manage portfolios for both discretionary and non-discretionary clients. If non-discretionary clients decline recommendations to add to or modify an existing investment, a portfolio manager could face the conflict of having to manage portfolios that have conflicting, differing, or misaligned interests in one or more existing investments. A similar conflict could result from clients restricting or limiting certain types of investments as part of their investment guidelines.

HIMCO's goal is to provide high quality investment advisory services to all of its clients and meet its fiduciary obligation to treat all clients fairly. HIMCO has adopted and implemented policies and procedures to address the conflicts noted above. These include, but are not limited to:

- Trade Allocation Policy and Procedures that establish requirements for the fair and equitable allocation of investment opportunities across client accounts. The Trade Allocation Policy and Procedures include controls designed to:
 - Facilitate sharing of investment ideas by investment personnel for the benefit of applicable client accounts, subject to certain documented exclusions;
 - Require the use of allocation statements for aggregated orders;
 - Surveil aggregated orders that received partial fills to verify that the partial fill was allocated in accordance with the policy; and
 - Establish allocation and reallocation protocols under various scenarios.

Please refer to [Item 12](#) for additional information on HIMCO's Trade Allocation Policy and Procedures.

- The Code of Ethics requires that supervised persons place the interests of HIMCO's clients above their own, and minimize or mitigate any conflict of interest, or the appearance of a conflict of interest, between their self-interest and that of HIMCO, The Hartford, its shareholders and/or any of HIMCO's clients.
- Pricing Policy and Procedures that establish controls to manage the conflict posed by pricing securities for which there is no readily available market value, including but not limited to requiring the appropriate segregation of duties within the valuation process.

ITEM 7: TYPES OF CLIENTS

HIMCO provides discretionary and non-discretionary investment advisory services to institutional clients, including its affiliates. HIMCO's institutional clients are mainly comprised of affiliated and unaffiliated insurance companies, corporations, and employee benefit and pension plans. In addition, HIMCO provides:

- Sub-advisory services with respect to a registered investment company, which is sponsored and distributed by entities unaffiliated with HIMCO.
- Sub-advisory services to unaffiliated SEC registered investment adviser(s).
- Advisory services to private funds exempt from registration under the 1940 Act, which are sponsored and distributed by entities unaffiliated with HIMCO. The private funds managed by HIMCO are portfolios owned by unaffiliated insurance company separate accounts that meet the definition of private fund.
- Portfolio consulting services for a number of unit investment trusts registered under the 1940 Act that are sponsored and distributed by entities unaffiliated with HIMCO. As of the date of this brochure HIMCO no longer provides portfolio consulting services for new unit investment trusts but continues to provide support for certain existing trusts launched prior to February 29, 2024, until such trusts mature or terminate.

As a general rule:

- HIMCO requires: (i) a minimum of \$40 million for starting or maintaining a fixed income mandate in an active strategy; (ii) a minimum of \$100 million for starting or maintaining a fixed income mandate in a passive strategy.
- HIMCO requires a minimum of \$10 million for starting or maintaining a passive domestic equity mandate.
- HIMCO requires a minimum of \$100 to \$150 million for starting or maintaining a discretionary commercial mortgage loan or private placement account. Non-discretionary commercial mortgage loan and private placement accounts do not have an investment minimum.
- HIMCO requires a minimum of \$50 million for starting or maintaining a discretionary private equity/ equity co-investment account.

HIMCO retains the right to negotiate or waive its investment minimums based on a number of factors including, without limitation:

- Whether the strategy is investable at a certain size considering market liquidity, applicable regulatory constraints, and other factors;
- Whether appropriate diversification is achievable at a certain size; and
- Whether managing the strategy at a certain size would be profitable to HIMCO.

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Investing in securities involves the risk of loss including possible loss of principal that clients should be prepared to bear.

INVESTMENT PROCESS

HIMCO manages investment portfolios using a top-down and bottom-up investment process, with multiple levels of investment input, within a governance framework that is designed to ensure thematic consistency (to the extent mandates are similar). Ultimately, portfolio managers are responsible for portfolio construction that draws upon the resources of HIMCO and pursues client objectives within the constraints set by the client. The investment process, inputs and governance structure are outlined below.

In addition to individual portfolio managers and various functional specialists (sector and industry analysts, traders, and macroeconomic and quantitative analysts), there are two groups exerting significant influence over HIMCO's investment process. HIMCO's Investment Strategy Committee ("ISC") has overall responsibility for all aspects of the investment process. The ISC is chaired by HIMCO's President and is comprised of senior investment professionals. A formal outlook is presented to the ISC for discussion on at least a quarterly basis. Various economic and capital market scenarios are outlined and sector specialists offer their view on their asset class/sector's likely performance in each of the defined scenarios. Through the quarterly ISC process, a HIMCO view is developed for an intermediate term outlook on growth, rates, inflation and overall portfolio risk appetite.

Many ISC responsibilities are performed through the Portfolio Strategy Group ("PSG"). The PSG is a cross-functional team comprised of key consumers and providers of investment information including representation from the portfolio management, credit research, macroeconomic, sector, and trading teams. The primary role of the PSG is to make regular recommendations on broad portfolio strategy issues, such as tactical asset allocation and risk taking, for an abstract, unconstrained theoretical portfolio. The PSG meets regularly to discuss developments across three main areas (i) economic data releases and overall economic trends, (ii) market pricing vs. economic fundamentals and (iii) recommended asset allocation positioning of portfolios. The PSG coordinates the input of macroeconomists, senior portfolio managers, sector heads, research analysts, and traders, in examining critical structural drivers of the U.S. and global economies. This includes fiscal and monetary conditions, growth and inflation data and trends, geo-political events and policy initiatives.

Portfolio managers are responsible for the ultimate investment decision and the construction of their assigned portfolios. Portfolio managers synthesize information and analysis provided by the PSG, sector teams and others in formalizing and implementing portfolio-level decisions. Portfolio managers also have the ability to engage the PSG and sector teams as needed in ad hoc scenario and portfolio optimization analysis as economic conditions, market technicals, or price or volatility relationships evolve.

Sustainable Investing

HIMCO believes that sustainability factors are among the considerations that inform and can influence an investment's risk and return profile over time. HIMCO incorporates sustainability considerations into the portfolio construction process where appropriate based on client guidelines, objectives, and limitations or where otherwise informed by the client. The incorporation of sustainability factors into the investment analysis and decision-making process provides a robust assessment of the risks and opportunities associated with investment decisions. HIMCO research analysts and portfolio managers consider sustainability factors such as climate change, natural resources, pollution and waste, human capital, product safety, social opportunity, corporate governance and ethics along with a range of other business and financial risk factors when assessing the probability of an impact on the value and performance of investments over time. HIMCO's policies and procedures establish controls to foster consistency across the sustainable investment process, related disclosures, and corresponding marketing efforts.

FIXED INCOME

Methods of Analysis

HIMCO manages fixed income portfolios using a disciplined process designed to generate value from three sources: (i) a macro-economic strategy that considers duration and yield curve (ii) strategic asset allocation and (iii) security selection. Each of these three value levers is analyzed within a three-pronged framework: fundamentals, market pricing, and market technicals. Fundamental analysis encompasses the review of issuer operations, profitability, liquidity and leverage metrics, and structural characteristics of an investment, along with an assessment of the trajectory of key drivers that will impact an issuer's future performance and credit profile. Analysis focuses on industry and macro trends that impact an issuer, as well as examining the state of financial markets and issuers' access to capital. Attention to event risk and risk rating migration are also a critical part of the analysis. Fundamental analysis includes an assessment of the structural aspects of an issuer's debt profile, including without limitation, relative priority in the capital structure and financial covenants. Market pricing of securities is examined, and an evaluation is made by various specialist teams to determine if market prices accurately reflect fundamentals and relative value within industry, risk ratings and sector constructs. Market technicals are assessed by reviewing fund flows, supply and demand, deal activity and synthetic activity (as applicable). At times, dislocations in pricing present opportunities to buy or sell in the markets or securities examined. HIMCO implements buy and sell decisions leveraging in-house market expertise and execution capabilities.

Risks

Fixed income investments are subject to the following primary risks:

- **Credit Risk** - The risk that the issuer of a security will not be able to make timely principal and interest payments.
- **Interest Rate Risk** - The risk that investments go down in value when interest rates rise because when interest rates rise the prices of bonds and fixed rate loans fall. Generally, the longer the maturity of a bond or fixed rate loan, the more sensitive it is to this risk. These risks are greater during periods of inflation. Falling interest rates also create the potential for a decline in a fixed income portfolio's income.
- **Prepayment Risk** - The risk that when interest rates decline, borrowers will pay off their obligations sooner than expected. This can reduce the returns of a portfolio because HIMCO will have to reinvest that money at lower prevailing interest rates.
- **Recovery Risk** - The risk that a security holder will not recover some or all of its principal after a security has defaulted.

In addition, certain fixed income investments are subject to additional primary risks:

- **Below-Investment Grade Risk** - Securities rated below investment grade (also referred to as "high yield" or "junk" bonds) are subject to heightened credit risk as these securities are typically issued by entities with higher leverage and/or lesser scale. Lower rated securities generally involve greater risk of default or price changes due to changes in the issuer's creditworthiness than higher rated debt securities. The market prices of these securities generally fluctuate more than higher quality securities and may decline significantly in periods of general economic difficulty.
- **Call Risk** - The risk that an issuer, during a period of falling interest rates, will redeem a security by repaying it prior to maturity. Income to the portfolio will be reduced if the proceeds from the redemption are reinvested at lower interest rates.
- **Collateral Risk** - The risk that the value of collateral will be insufficient to cover payment obligations.
- **Credit Ratings Risk**. Credit ratings are assigned to securities through a rating agency's assessment of the issuer's financial strength. Generally, the lower the quality rating, the greater the risk that the issuer will fail to pay interest and return principal. The use of credit ratings in evaluating debt

instruments can involve certain risks, including the risk that the credit rating may not reflect the issuer's current financial condition or events since the security was last rated by a rating agency. Credit ratings are only an agency's opinion, not an absolute standard of quality, and they may not reflect an evaluation of market risk or the true risks of an investment. Changes to an issuer's credit rating may affect the value of the issuer's debt securities.

- Currency Risk - The risk that changes in the exchange rate between currencies will adversely affect the value of an investment or an issuer's credit profile.
- Extension Risk - The risk that, generally, rising interest rates tend to extend the duration of fixed rate mortgage-backed securities, making them more sensitive to changes in interest rates causing the potential for additional volatility.
- Liquidity Risk - The risk that certain securities are difficult or impossible to sell at the time that the seller would like or at the price that the seller believes the security is currently worth. Such fixed income securities may also be difficult to value. Alternative assets are generally less liquid than other types of fixed income securities. The liquidity of fixed income securities can also be negatively impacted by rising interest rates and decreases in fixed income dealer market making capacity.
- Structural Risk – The risk that results from the financial structure of an investment and the rights that the structure provides to participants/investors. Certain fixed income investments are structured investments, which may be issued in multiple tranches that offer investors various maturity and credit risk characteristics. In addition, some are subordinated investments (in right of payment and/or security), which may be characterized by greater credit risks than those associated with the senior obligations of the same issuer or structurally senior obligations of a subsidiary issuer. Adverse changes in the financial condition of an issuer, general economic conditions, or both may impair the ability of such an issuer to make payment on subordinated securities and result in defaults on such securities more quickly than in the case of the senior obligations of such issuer. Different classes or tranches of debt could have different covenant packages. Holders of subordinated debt generally are not entitled to receive payment in bankruptcy or liquidation until senior creditors are paid in full. Further, remedies available to holders of subordinated debt are normally limited by restrictions benefiting senior creditors.

For information on the principal investment strategy and complete set of risks applicable to the AAM/HIMCO Short Duration Fund please refer to the fund's prospectus and statement of additional information.

EQUITY

Methods of Analysis

HIMCO manages equity assets using passive equity strategies. HIMCO seeks to match the attributes of the underlying index in order to deliver comparable performance. Portfolio managers seek to keep each portfolio fully invested, minimizing unexposed cash. Each portfolio's active risk, as well as security, sector, and country exposures are assessed utilizing portfolio management software. Exposure to domestic and international currencies, where applicable, is also reviewed.

Managing tightly to an index requires in-depth knowledge of each index provider's methodology. Most indices add, delete, and/or modify the weight of constituents through a quarterly rebalance process. The passive equity team's portfolio management software incorporates the new index security weights as a forward-looking benchmark. Portfolio managers utilize this software to reposition the portfolio from the current index weights to the new index weights. An optimization is typically employed to minimize tracking error and minimize security active weights between the portfolio and index.

There are also situations where material events require ad hoc changes to the index outside of the quarterly rebalance process. Portfolio managers buy and sell securities when necessary to stay in line with the index. In these situations, portfolio managers model the index event in the portfolio management software to

assess the impact on the index. Portfolio managers then enter any transactions necessary to bring the security's weight closer to the index weight.

For certain passive index strategies, portfolio managers also manage currency forward contracts in a manner consistent with that of the relevant index providers in order to minimize tracking error in the applicable portfolios.

Risks

HIMCO's public equity strategies involve the following primary risks:

- Foreign Investment Risk - Certain HIMCO equity strategies invest in foreign equity securities (including foreign stock, emerging markets securities and American Depositary Receipts, which are certificates that represent a specified number of shares of a foreign stock). These securities are subject to the risks associated with overseas investing, including:
 - The risk that changes in the exchange rate between currencies will adversely affect the value of an investment.
 - The risk that changes in political and economic conditions will adversely affect the value of an investment.
 - Securities markets in emerging market countries are generally less liquid, subject to greater price volatility, have smaller market capitalizations, have less government regulation and are not subject to as extensive and frequent accounting, financial and other reporting requirements as the securities markets of more developed countries.
- Market Risk - The risk that one or more securities in which a strategy invests will go down in value, including the possibility that the securities will go down sharply and unpredictably. Equity securities may decline in value due to the activities and financial prospects of individual companies or due to general market and economic movements and trends.
- Passive Management Risk - Passive equity strategies, by definition, are not actively managed. Instead they are designed to match the components of a reference index. Therefore, the adverse performance of a particular stock ordinarily will not result in the elimination of the stock from a passive equity portfolio. The portfolio will generally remain invested in a stock even when its price is falling, provided it continues to be a component of the portfolio's reference index.
- Small and Mid-Cap Company Risks - Equity strategies that invest in small or mid-sized companies involve higher risk than a strategy that invests in larger, more established companies. Small and mid-sized companies often have limited operating or business history. They also frequently rely on narrower product lines and niche markets, and thus, can suffer severely from isolated business setbacks. Small capitalization stocks are often more difficult to value or dispose of, more difficult to obtain information about and more volatile than stocks of larger, more established companies.
- Tracking Error Risk - Passive equity strategies are also subject to the risk of tracking error. Tracking error causes a passive equity strategy's performance to diverge from that of its reference index, either on a daily or aggregate basis. Factors such as cash flows, transaction costs, imperfect correlation between the portfolio's securities and those in the index, asset valuation, timing variances, changes to the composition of the reference index, and regulatory requirements are all potential causes of tracking error.
- Warrants and Rights Risk - Investing in warrants and rights involves greater risk than investments in common stock. If the price of stock underlying a warrant or right does not rise above the exercise price before it expires, the warrant or right generally expires without any value and the portfolio loses any amount it paid for the instrument. Warrants and rights generally trade in the same markets as their underlying stock. However, their price does not necessarily move with the price of the underlying stock.

ALTERNATIVE ASSETS

Commercial Mortgage Loans (“CMLs”)

Methods of Analysis

HIMCO originates CMLs in order to obtain a durable income stream while diversifying from public income credits (e.g. corporate bonds). CMLs are private investments with low liquidity that are typically held for the life of the CML. In return for this lack of liquidity, CMLs seek to achieve a “liquidity premium” over like-rated public income credits. In addition, HIMCO seeks to minimize its CML losses to be consistent with or better than like-rated public income credit. To achieve its CML objectives, HIMCO employs a top-down strategic approach to seek investments with characteristics (property type, market, and specific asset characteristics) that meet the desired client objectives. HIMCO also employs an in-house origination team utilizing a bottom-up strategy to create the CML opportunities to meet those objectives. HIMCO’s CML underwriters are assigned to geographic regions across the continental U.S. after they have developed market expertise as well as strong relationships with brokers and sponsors/borrowers in their designated region. CML opportunities are primarily sourced by a network of independent mortgage brokers representing borrowers, and HIMCO also deals directly with potential borrowers. HIMCO will periodically update the broker network on deal parameters of particular interest to HIMCO’s clients, including loan size and duration, property type, geographic location, and spread/coupon requirements. Underwriters conduct a detailed analysis of a loan opportunity considering a number of factors, such as collateral cash flows, occupancy/tenancy characteristics, market strengths and challenges, collateral value, quality and location, and the strength of the proposed sponsor/borrower. If the underwriter determines that a loan opportunity satisfies preliminary underwriting criteria and other portfolio/client requirements, the underwriter will review the proposed terms with the Head of Private Real Estate. Assuming that the Head of Private Real Estate concurs with the underwriter’s proposed deal terms, the underwriter circulates a proposal to the potential sponsor/borrower, which is then converted into an application after conceptual agreement by the proposed sponsor/borrower. The underwriting process culminates with written material and a verbal presentation to the Sector Investment Committee in a formal investment approval session. The Sector Investment Committee is a forum for a robust discussion of the merits and risks of a proposed investment.

Risks

CML investments are subject to the following primary risks:

- **Real Estate Investment Risk** - Commercial mortgage loans are subject to the uncertainty of borrower cash flow to meet fixed or variable obligations due to the risks incident to development and ownership of real estate, which include:
 - Changes in the general economic climate;
 - Changes in the overall real estate market;
 - Local real estate conditions;
 - The financial condition of buyers and sellers of properties;
 - Supply of or demand for competing rental space or properties in an area and variation of rental rates based on supply/demand factors;
 - Accelerated construction activity;
 - Tenant credit and leasing activity;
 - Technological innovations that alter space requirements;
 - The availability of financing;
 - Changes in interest rates;
 - Changes in operating expenses or capital expenditure costs
 - Competition based on sale prices;
 - Energy and supply shortages;
 - Various uninsured and uninsurable risks;
 - Deterioration of tenant credit; and
 - Government regulations.

- Risk of Environmental Matters - The real properties which secure commercial mortgage loans are subject to U.S. federal and state environmental laws, regulations and administrative rulings which, among other things, establish standards for the treatment, storage and disposal of solid and hazardous waste. Real property owners are subject to U.S. federal and state environmental laws which impose joint and several liability on past and present owners and users, and in some cases, lenders of real property for hazardous substance remediation and removal costs. To the extent it becomes an owner of property serving as collateral for a mortgage loan, a lender could be exposed to risk of loss from environmental claims arising in respect of undisclosed or unknown environmental problems or as to which adequate reserves have not been established. It is anticipated that the lender will not take title to a property unless said property is free of unacceptable environmental risks as established by an industry standard environmental study, and that if the lender takes title, it would be taken in the name of a separate legal entity.
- Creditor Risks - As debt, commercial mortgage loans generally are subject to various creditor risks, including (i) the possible invalidation of an investment transaction as a "fraudulent conveyance" under the relevant creditors' rights laws, (ii) so-called lender liability claims by the borrower, and (iii) as noted above, environmental liabilities that arise with respect to collateral securing the obligations. Additionally, adverse credit events with respect to any underlying real property or owner, such as missed or delayed payment of interest and/or principal, bankruptcy, receivership or credit issues suffered by tenants, can significantly diminish or adversely impact the collectability of commercial mortgage loans.
- Risk of Uninsured Losses - The lender will require borrowers to maintain insurance coverage against liability to third parties and property damage as is customary for similarly situated real property. However, there can be no assurance that insurance will be available or sufficient to cover any or all such risks. Insurance against certain risks, such as earthquakes, floods, or acts of terrorism may be unavailable, available in amounts that are less than the full market value or replacement cost of real property securing the commercial mortgage loan, or subject to a large deductible or not economically insurable. In addition, there can be no assurance that the particular risks that are currently insurable will continue to be insurable on an economic basis.
- Prepayment Risks - Despite a stated maturity date, commercial mortgage loans are subject to the risk of being prepaid prior to such maturity date. Borrowers on commercial mortgage loans typically have a right pursuant to the applicable loan documents to pre-pay their loan. Due to these pre-payments, market participants generally refer to a commercial mortgage loan's estimated average life. An average life estimate is a function of an assumption regarding anticipated prepayment patterns, which are based upon current interest rates, current conditions in the relevant end-use markets and other factors. The assumption is necessarily subjective, and there can be no assurance that estimated average life will correspond to a loan's actual life. To help mitigate this risk, in the event of an early payoff of the loan, a borrower is typically required to pay an additional sum (e.g. a fixed percentage of the amount of the loan being paid off or yield maintenance) to compensate the lender for its losses due to the lender having to re-invest the proceeds into a potentially lower yielding investment.
- Risk of Troubled Assets - Defaulted commercial mortgage loans operating in work-out mode or under bankruptcy protection laws are, in certain circumstances, subject to potential liabilities that could exceed the value of the original investment, including disallowance of claims or lender liability. In addition, under certain circumstances, payments to a lender may be reclaimed if any such payments or distributions are later determined to have been fraudulent conveyances or preferential payments under applicable law.
- Risk Related to Usury Limitations - Interest charged on commercial mortgage loan investments in certain jurisdictions is subject to usury laws imposing maximum interest rates and penalties for violation, including restitution of excess interest and unenforceability of debt.
- Risk Related to Uncertainty of Projections - The lender's determination to make a particular commercial mortgage loan will be based on a variety of projections, including projections regarding

future growth rates and demand in the applicable market, construction costs, market prices and disposition timing and proceeds, all of which are inherently uncertain. To the extent that the actual outcome of any of such matters differs from that assumed by the lender, actual net income and cash flow from the real property could be materially affected and could be materially lower than those projected.

Private Equity (Funds and Equity Co-Investments)

Methods of Analysis

The Private Equity Group participates in the private equity market through a variety of strategies. The primary strategies consist of the following: (i) investing in domestic lower middle market private equity buyout funds; (ii) investing in private equity funds that offer diversification and attractive return expectations, outside of the lower middle market; and (iii) investing in equity co-investments, alongside of a fund, in their portfolio company.

The Private Equity Group's core strategy is to invest in lower middle market or middle market United States focused buyout funds. The Group seeks fund managers with sector domain expertise, differentiated and repeatable investment strategies, demonstrated ability to create portfolio company value, and a history of generating strong returns with strong team continuity. The underwriting process typically begins with a manager presenting to members of the Private Equity Group. If warranted, a smaller team will conduct on-site due diligence where the fund's strategy, team, operations and back office, performance and pipeline are analyzed. Significant time is spent underwriting the performance and prospects of the unrealized portfolio, the drivers of past performance, as well as lessons learned from underperforming investments. Extensive reference checks are typically conducted on the fund and partners. In addition, select fund strategies outside of the Group's core middle market strategy can be pursued for their return, diversification or risk mitigating characteristics.

In the case of direct equity investments, the diligence process focuses on a variety of issues, including the quality of management, the historical and projected financial performance of the business, the volatility of the industry and the company's cash flows, the competitive positioning of the target businesses, the strength of the sponsor and value creation opportunities, and the company's valuation and capital structure. Significant third-party diligence is conducted and reviewed, including background checks, market studies, quality of earnings, environmental, legal, and information technology, among other diligence.

The underwriting and diligence processes culminate with written material and a verbal presentation to the Sector Investment Committee in a formal investment approval session. The Sector Investment Committee is a forum for a robust discussion of the merits and risks of a proposed investment.

Risks

Private Equity investments are subject to the following primary risks:

- **General Risks**
 - Companies in which HIMCO makes private equity investments are generally lower middle market and middle market companies that are not candidates for the public markets. These companies are often smaller businesses with less developed management teams and fewer financial resources than public companies and thus could pose greater risk to the investor than equity investments in public companies.
 - HIMCO's private equity investments will generally be highly illiquid investments.
 - Investments in securities of certain companies that have substantial amounts of indebtedness involve a high degree of risk. Companies with substantial amounts of indebtedness are inherently more sensitive to adverse business or financial developments or economic factors, including declines in company revenues, increases in company expenses, rising interest rates, downturns in the economy, increasing competition and deteriorating industry conditions. There can be no assurance that a company will generate sufficient cash flow to service its debt obligations or provide a return on equity capital.

- Risks Associated with Private Equity Fund Investments
 - The success of HIMCO's private equity fund investments depends significantly upon the ability of the funds and their investment advisors to identify attractive investment opportunities, provide high quality deal flow to the funds, add value to improve performance and successfully exit these investments.
 - Investors in private equity funds do not participate in the funds' day-to-day operations, including investment and disposition decisions. In order to safeguard their limited liability from the liabilities and obligations of the private investment funds in which they invest, investors must rely entirely on the general partner to manage the affairs of the funds.
 - While HIMCO actively monitors each private equity investment in a private equity fund, the management team of each underlying portfolio company is primarily responsible for handling its day-to-day operations, and HIMCO does not have the right to intervene unless HIMCO also has a direct co-investment in the portfolio company and only under certain limited circumstances. As a result, the success of HIMCO's private equity fund investments is reliant on the private equity fund owner and the management and board of directors of such portfolio companies.
 - Private equity funds in which HIMCO invests participate in a limited number of investments (generally in the 10-12 company range) and, as a result, the unfavorable performance of a few investments could have a significant adverse effect on the performance of a particular fund.
 - Distributions from portfolio companies to private equity funds are available only after satisfaction of claims of senior and subordinated creditors and any other securities senior to the equity securities purchased. Therefore, if a portfolio company of a fund in which HIMCO invests does not generate adequate cash flow to service its debt obligations, HIMCO's investment in such fund will suffer a partial or total loss of invested capital.
- Risks Associated with Direct Private Equity Investments (Equity Co-Investments and Legacy Subordinated Debt Positions)
 - Investors in subordinated debt and equity co-investments do not participate in the day-to-day operations of the issuing company. In order to safeguard their limited liability from the liabilities and obligations of the issuing company in which they invest, investors must rely on the private equity fund owner and the management of such company to manage its affairs.
 - While HIMCO actively monitors each private equity investment, the private equity fund owner and the management team of the issuing company is primarily responsible for handling its day-to-day operations, and HIMCO generally does not have the right to intervene with the exception of certain limited circumstances. As a result, HIMCO's private equity investments are reliant on the private equity fund owner and the management and board of directors of such companies, which may include representation of other unaffiliated investors whose interests conflict with HIMCO's.
 - Distributions to direct equity holders are available only after satisfaction of claims of senior and subordinated creditors and any other securities senior to the equity securities purchased. Therefore, if a company in which HIMCO has a direct equity co-investment does not generate adequate cash flow to service its debt obligations, HIMCO's investment in that company's equity securities will suffer a partial or total loss of invested capital.
 - Subordinated debt securities typically are subordinated to senior debt, all or a significant portion of which may be secured. As a result, distributions to subordinated holders are available only after all senior creditors' claims have been satisfied.
 - If a company in which HIMCO has a subordinated debt investment becomes insolvent or files for bankruptcy protection, there is a risk of equitable subordination of HIMCO's investment to other creditors, or a court requiring investors to return amounts previously paid to it by such company. An investor's exercise of management rights in such company may also lead creditors of the company or other parties to assert claims against the investor.

- Investment alongside third parties involves risks, including (i) the possibility that a third party investor has economic or business interests that are inconsistent with HIMCO's; (ii) that a third party investor is in a position to take (or prevent) actions in a manner contrary to HIMCO's investment objectives; and (iii) the possibility that a third party investor fails to make its capital contributions when due which could cause injury to the other investors and require the other investors to make additional capital contributions to cover the shortfall.
- The risk that results from the financial structure of an investment and the rights that the structure provides to participants/investors. Many private investments are structured investments, which may be issued in multiple tranches that offer investors various maturity and credit risk characteristics. In addition, some are subordinated investments (in right of payment and/or security), which may be characterized by greater credit risks than those associated with the senior obligations of the same issuer or structurally senior obligations of a subsidiary issuer. Adverse changes in the financial condition of an issuer, general economic conditions, or both may impair the ability of such an issuer to make payment on subordinated securities and result in defaults on such securities more quickly than in the case of the senior obligations of such issuer. Different classes or tranches of debt could have different covenant packages. Holders of subordinated debt generally are not entitled to receive payment in bankruptcy or liquidation until senior creditors are paid in full. Further, remedies available to holders of subordinated debt are normally limited by restrictions benefiting senior creditors.

Private Placement Debt

Methods of Analysis

HIMCO employs a fundamentally driven, research-intensive investment process to manage private placement investments. Private placement analysts, traders, and portfolio managers work under the direction of the Head of Private Placements, who is ultimately responsible for strategy recommendations and performance within the sector. Private placement analysts incorporate a holistic review of an issuer's industry and competitive position, business strategy, operating profile, financial condition, and management. Financial analysis includes a detailed review of historical and projected metrics, including (but not limited to) revenue and profitability, financial and operating leverage, liquidity, and asset valuations (book and market). Particular emphasis is placed on each issuer's cash flow profile and outlook (generation and utilization). Private placement analysts also conduct structural analysis by reviewing bond indentures, note purchase agreements, other legal documents and private placement memoranda that are relevant to a particular investment opportunity. This aspect of the analysis process is done in collaboration with HIMCO's legal team (where appropriate) and it enables HIMCO to identify specific characteristics including the level of covenant protection, and security-level relationships within an issuer's capital structure. As part of the process of assessing an investment opportunity, private placement analysts typically seek public market information from public fixed income traders to obtain a perspective concerning current market conditions and trading levels of public market comparable securities. The analyst may also seek information on the industry from public research analysts. The process culminates with written material and a verbal presentation to the Sector Investment Committee in a formal investment approval session. The Sector Investment Committee is a forum for a robust discussion of the merits and risks of a proposed private placement investment. This investment process provides the Private Placement Group with a consistent framework for determining relative value, risk, and performance potential across industries, issuers, and securities.

Risks

Please refer to the risks outlined above for [fixed income investments](#) as they also apply to private placement investments.

DERIVATIVES

Methods of Analysis

Derivatives are financial contracts whose value depends on, or is derived from, the value of an underlying asset, reference rate or index. Depending on the type of account, governing account documents (including investment guidelines), and regulatory constraints, derivative transactions may or may not be appropriate for a given client. HIMCO generally uses derivatives as part of a broader investment strategy and designs each derivative transaction to meet a specific client need or address a specific risk related to a given security or a portfolio. Generally, HIMCO uses derivatives for the following purposes:

- **Hedging** – Using a derivative to reduce or control exposure to certain risks, such as currency risk, credit risk, or interest rate risk. Hedging seeks to offset the risk of adverse price movements in the market.
- **Replication** – Using a derivative or combination of derivatives alone or in conjunction with other investments to replicate the investment characteristic of another investment. In certain circumstances, replication transactions can provide a more cost-effective means of investing in a given asset, in effect, by synthetically replicating the characteristics and performance of the asset.
- **Income generation** – Selling derivatives to collect premiums.

HIMCO has a Derivatives Working Group that serves as a forum to discuss ongoing and new uses for derivatives, initiatives impacting derivative usage, and emerging issues with respect to derivatives.

Risks

Derivatives involve significant risks and can be volatile. Derivatives are subject to the following primary risks:

- **Counterparty Risk** - The risk that the counterparty to a derivatives contract is unable or unwilling to honor its obligations under the contract. This risk is mitigated, to a degree, due to the exchange of collateral and the use of cleared derivatives, as well as certain counterparty risk mitigation processes in place at HIMCO.
- **Credit Risk** - The risk that the issuer of a security will not be able to make timely principal and interest payments. Changes in an issuer's credit rating or the market's perception of the issuer's creditworthiness can affect the value of any derivative exposure to that issuer.
- **Currency Risk** - The risk that changes in the exchange rate between currencies will adversely affect the value of a derivative contract.
- **Hedging Risk** - Hedging is a strategy that uses a derivative to offset the risks associated with another security. While hedging can reduce losses it can also reduce or eliminate gains or create losses if the market moves in a manner different than that anticipated by HIMCO or if the cost of the derivative outweighs the benefit of the hedge. HIMCO is not required to hedge and may choose not to do so.
- **Index Risk** - The risk that if the derivative is linked to the performance of an index, it will be subject to the risks associated with changes in that index. If the index changes, the portfolio could receive lower interest payments or experience a reduction in the value of the derivative to below what the portfolio paid. Certain indexed securities, including inverse securities (which move in an opposite direction to the index), create leverage, to the extent that they increase or decrease in value at a rate that is a multiple of the changes in the applicable index.
- **Leverage Risk** - The risk that relatively small market movements will result in large changes in the value of the derivative. Certain investments that involve leverage can result in losses that greatly exceed the amount originally invested.
- **Liquidity and Valuation Risk** - The potential lack of a liquid secondary market for derivatives could result in being unable to sell or close a derivatives position at the time or price desired thereby resulting in losses. The lack of a liquid secondary market for derivatives could also make derivatives

more difficult to value accurately. Valuation of derivatives is more difficult in times of market turmoil when many investors and market makers are reluctant to transact in complex instruments or publish prices for them.

- Volatility Risk - Use of derivatives in an account may increase its volatility. Volatility is the characteristic of a security, an index or a market to undergo significant price fluctuations within a short period of time. Such fluctuations in value of derivatives may not correlate perfectly with the overall securities market.

OTHER GENERAL RISKS

Investment Adviser Cybersecurity Risk - As with any entity that conducts business through electronic means in the modern marketplace, HIMCO is exposed to potential risks resulting from cyber-attacks and data loss incidents (collectively, “cyber-events”). Cyber-events include but are not limited to:

- Illegally accessing or corrupting data maintained online or digitally;
- Denial of service attacks on websites;
- Unauthorized monitoring, release, misuse, loss, destruction or corruption of confidential information;
- Malicious restriction of access such as through ransomware;
- Infection from computer viruses or other malicious software code;
- Unauthorized access to (or compromise of) relevant systems, networks or devices; and
- Operational disruption or failures in physical infrastructure or operating systems.

Cyber-events affecting HIMCO or its service providers could result in disruptions to normal business operations (including the inability to trade, which could result in financial losses), destruction to equipment and systems, violations of applicable privacy and other laws, regulatory fines, reputational damage, and/or reimbursement or other compensation costs. HIMCO incurs costs for cybersecurity risk management. Such costs are ongoing as cybersecurity threats are constantly evolving as cyber attackers become more sophisticated and their techniques become more complex. Similar types of cybersecurity risks are also present for issuers of securities in which HIMCO invests for its clients. Cyber-events impacting issuers can result in material adverse consequences for such issuers including causing investments in such companies to lose value.

In addition to leveraging the resources and support of The Hartford’s robust enterprise-wide information protection program, HIMCO maintains its own Cybersecurity, Privacy and Identity Theft Prevention Policy and Procedures (“Cybersecurity Policy”). The Cybersecurity Policy details HIMCO’s cybersecurity, privacy and information protection program and the controls and risk management protocols that are tailored to address the cybersecurity, privacy and information protection risks applicable to HIMCO’s business, operations and client base.

As part of HIMCO’s cybersecurity, privacy and information protection program, HIMCO has a Technology and Cybersecurity Committee (“TaCC”) that fulfills the firm’s cybersecurity oversight responsibilities. TaCC monitors cybersecurity matters related to client information, material non-public information and other sensitive information contained in HIMCO’s systems, applications, networks and otherwise within the company; focuses on key factors such as access rights and controls, data loss prevention, vendor management, training and incident response. TaCC reports up to HIMCO’s Governance Oversight Committee and its membership includes, among others, business representatives, HIMCO’s functional Head of Technology, Chief Compliance Officer (“CCO”), Chief Legal Officer, and Chief Risk Officer. TaCC meetings also include non-voting invited guests, which include representation from the broader Hartford enterprise, such as representatives from The Hartford’s Information Protection Program (“THIP”) and Enterprise Risk Management (“ERM”). In addition, HIMCO partners with The Hartford’s Chief Information Security Officer and participates in The Hartford’s Privacy and Security Council with the CCO and a Compliance Director serving as Information Protection Managers. Likewise, as part of its governance responsibilities to monitor cybersecurity matters pertaining to HIMCO’s technology and data, HIMCO’s President and CCO also represent the firm on The Hartford’s Executive Privacy and Security Council.

ITEM 9: DISCIPLINARY INFORMATION

A. Criminal or Civil Proceedings

None

B. Administrative Proceedings Before Regulatory Authorities

None

C. Self-Regulatory Organization (SRO) Proceedings

None

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. Broker-Dealer Registration Status

HIMCO is not a registered broker-dealer.

B. Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Adviser Registration Status

HIMCO has been registered with the Commodity Futures Trading Commission ("CFTC") as a Commodity Trading Adviser ("CTA") since February 19, 2009, and as a Commodity Pool Operator ("CPO") since January 1, 2013. Certain of HIMCO's management persons are registered as an associated person and/or principal of HIMCO (as the CPO/CTA).

C. Material Relationships or Arrangements with Affiliated Industry Participants

HIMCO has relationships or arrangements material to its advisory business and/or its advisory clients with the following affiliated industry participants.

- ***Broker-dealers***

HIMCO is affiliated with Hartford Funds Distributors, LLC ("HFD"), a registered broker-dealer. HIMCO employees are not registered representatives of, or associated with, HFD. HIMCO serves as an investment manager for HFD. HFD is a limited purpose broker-dealer through which HIMCO is not able to execute trades. However to further mitigate any actual or perceived conflict of interest related to use of an affiliated broker/dealer for advisory client trades, HIMCO's Prohibited Brokerage Arrangements Policy and Procedures prohibit HIMCO from executing transactions on behalf of its advisory clients through affiliated broker-dealers or other affiliated financial intermediaries.

- ***Insurance companies and insurance agencies***

HIMCO is an investment manager for certain affiliated insurance companies including First State Insurance Company, Hartford Accident and Indemnity Company, Hartford Casualty Insurance Company, Hartford Fire Insurance Company, Hartford Insurance Company of Illinois, Hartford Insurance Company of the Midwest, Hartford Insurance Company of the Southeast, Hartford Life and Accident Insurance Company, Hartford Lloyds Insurance Company, Hartford Underwriters Insurance Company, Heritage Reinsurance Company, Ltd., Maxum Casualty Insurance Company, Maxum Indemnity Company, Navigators Insurance Company, Navigators Specialty Insurance Company, New England Insurance Company, New England Reinsurance Corporation, New Ocean Insurance Company, Ltd., Nutmeg Insurance Company, Pacific Insurance Company, Limited, Property and Casualty Insurance Company of Hartford, Sentinel Insurance Company, Ltd., Trumbull Insurance Company, and Twin City Fire Insurance Company. Through its affiliation with The Hartford, HIMCO is also affiliated with other insurance companies and insurance agencies, but HIMCO's relationship with such other affiliates is not material to its advisory business or clients.

HIMCO is a wholly owned subsidiary of The Hartford and, as noted above, HIMCO manages assets for a number of its affiliated entities. In addition, certain HIMCO employees (including HIMCO's President) serve in multiple roles both at HIMCO and across the broader Hartford enterprise. There are certain conflicts of interest inherent to such arrangements including, without limitation: (i) the incentive for HIMCO to favor affiliated clients when allocating investment opportunities (see [Item 6](#) for additional information); (ii) the potential for an employee to improperly benefit themselves (or others) in one HIMCO role by engaging in certain acts as part of another HIMCO role; (iii) the potential for a HIMCO employee to allow HIMCO's interests to influence their judgment when serving in an enterprise role; (iv) the potential for a HIMCO employee to allow The Hartford's interests to influence their judgment when serving in their HIMCO role; and (v) the potential for information received while acting in an

enterprise role to restrict HIMCO's ability to trade in certain issuers for its affiliated and unaffiliated clients (as discussed in greater detail in [Item 11](#)). Such conflicts are primarily mitigated through the controls imposed by HIMCO's policies and procedures, including the Trade Allocation Policy and Procedures, Code of Ethics and Material Non-Public Information Policy and Procedures as discussed in [Item 6](#) and [Item 11](#).

Portfolio managers at HIMCO manage portfolios for multiple clients and in doing so make investment decisions for each client based on the investment objectives, strategies, risk tolerance, practices and other relevant investment considerations applicable to that client. Consequently, portfolio managers can: (i) purchase or sell securities for one client and not another; (ii) purchase or sell the same security for different clients at different times; (iii) place transactions on behalf of one client that are directly or indirectly contrary to investment decisions made on behalf of other clients; or (iv) make investment decisions for one client that are similar to those made for other clients, all of which have the potential to positively or negatively impact one client and not another, depending on market conditions. Accordingly, investment transactions by one or more HIMCO clients could have the effect of diluting or otherwise negatively impacting the values, prices or investment strategies of other HIMCO clients, particularly (but not necessarily limited to) those in less liquid strategies. Please see additional disclosure under [Item 6](#).

HIMCO is not obligated to transact (or refrain from transacting) in any security that HIMCO, its affiliates or their respective access persons transact in for their own account or for the accounts of any other client. In addition, HIMCO is not obligated to share with any client, information or investment strategies developed for or used in connection with other clients.

D. Material Conflicts of Interest Relating to Sub-Advisers

HIMCO does, on occasion, select or recommend sub-advisers for its clients. As of the date of this brochure, HIMCO has one such sub-advisory relationship in place. The sub-adviser hired by HIMCO to manage certain client assets is another SEC registered investment adviser ("Sub-Adviser"). That Sub-Adviser has also hired HIMCO to sub-advise some of its clients' assets. This dual sided arrangement creates a conflict of interest in that HIMCO could be improperly incentivized to select or continue to retain this Sub-Adviser because:

- The Sub-Adviser has also hired HIMCO to manage some of its clients' assets and pays HIMCO for such services; and
- HIMCO could give/receive business related gifts and entertainment to/from this Sub-Adviser based on the fact that HIMCO is the Sub-Adviser's client and the Sub-Adviser is HIMCO's client.

This conflict is mitigated in the following ways:

- HIMCO conducts due diligence to evaluate potential sub-advisory relationships to determine whether the sub-adviser is appropriate to select or recommend to a client;
- HIMCO has separate investment professionals assigned to oversee the mandates sub-advised to the Sub-Adviser versus the mandate sub-advised to HIMCO. This separation of duties creates an independent feedback channel to management on the efficacy of the sub-advisory services the Sub-Adviser is providing to HIMCO's clients (and vice versa); and
- HIMCO's Gifts and Entertainment Policy and Procedures impose limits and restrictions on the receipt of gifts and entertainment in order to prevent gifts and entertainment from unduly and improperly influencing HIMCO's decision making and objectivity.

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

Code of Ethics

HIMCO has adopted a Code of Ethics (the “Code”) that applies to all of its Supervised Persons in accordance with applicable law. Supervised Persons refers to all access, investment, and badge-only access persons, which includes all HIMCO employees, interns/externs and consultants that support HIMCO functions and have access to certain information, Hartford employees with roles requiring access to HIMCO floors, as well as others who are given this designation by Compliance. The Code is designed to make sure that Supervised Persons act in accordance with HIMCO’s fiduciary obligations to its clients. The Code requires that Supervised Persons conduct their personal securities transactions in a manner that does not abuse their position of trust and responsibility or impair their ability to carry out assigned duties. The Code prohibits Supervised Persons from using their position for private gain for themselves or any other person. Additional detail on some of the Code’s substantive requirements/controls is provided below.

Access and investment personnel are required to submit certain documentation to Compliance, including:

- Initial disclosure and annual affirmation of personal securities accounts in which they and certain family members that reside with them have an ownership interest or exercise investment discretion or control over;
- Initial disclosure and annual affirmation of securities holdings for certain accounts;
- Quarterly transaction reporting for certain accounts; and
- Pre-clearance of certain investments.

Some examples of personal trading restrictions and requirements imposed by the Code are as follows:

- Supervised persons in possession of material non-public information (“MNPI”) relating to securities or their issuer must not trade these securities for their related accounts or advise any person to buy or sell such securities, other than private side client accounts with respect to which MNPI was received, and only in accordance with any confidentiality or other contractual obligations;
- Prohibition on trading a security while having information about upcoming HIMCO trading activity for any client account;
- Prohibition on market manipulation such as market timing, front running or spreading of rumors or misinformation that Supervised Persons know (or suspect to be) inaccurate, false or misleading;
- Prohibition from trading securities on HIMCO’s MNPI restricted list;
- Sixty-day holding period requirement;
- Prohibitions on short sales;
- Prohibition on trading options on Hartford stock;
- Blackout period restrictions;
- Prohibitions on trading in initial public offerings, initial coin offerings, and special purpose acquisition companies;
- Requirement to maintain certain personal accounts with designated broker-dealers that send a transaction feed to HIMCO’s personal trading system for monitoring purposes; and
- Prohibition from engaging in excessive personal trading.

As part of managing conflicts of interest, such as allowing an outside business activity to improperly influence an employee’s work at HIMCO (or vice versa), the Code requires that all access and investment persons disclose and seek approval of their outside business activities, including those for which they receive compensation, as well as certain non-compensated roles.

HIMCO policies also contain controls designed to prevent Supervised Persons from making political contributions or providing gifts that have the actual or perceived effect of inappropriately influencing a government entity, official, or candidate.

A copy of the Code will be provided to any client or prospective client upon request.

Participation or Interest in Client Transactions or Personal Trading

HIMCO transacts in securities for client accounts (including affiliated client accounts) in which it, its employees, and/or its related persons have a material financial interest. Such instances include without limitation: (i) transacting in a mutual fund sub-advised by HIMCO; (ii) transacting in the stock of The Hartford for portfolios that track an index in which The Hartford's stock is a component; and (iii) transacting in or recommending securities that could be held by employees in their personal accounts. These types of situations give rise to potential conflicts of interest because HIMCO's investment personnel have an incentive to engage in such transactions in client accounts for reasons unrelated to the client's mandate, including an economic interest in maximizing the performance of a security or an investment vehicle in which he or she is invested. HIMCO supervised persons also have an incentive to time their personal trades and/or HIMCO client trades in a way that maximizes their economic interest over the client's.

As part of its Code of Ethics and other Compliance policies HIMCO has implemented controls to mitigate the conflicts of interest described above. These controls include but are not limited to:

- Compliance restrictions in HIMCO's trade order management system that:
 - Prevent the purchase by HIMCO of The Hartford's stock in portfolios other than passive index portfolios that track an index in which The Hartford's stock is a component. In addition, Compliance monitors HIMCO's passive index portfolios to ensure that the percentage of The Hartford's stock in the portfolio remains aligned (within a range) to the percentage it represents in the applicable index.
 - Restrict HIMCO's purchase of HIMCO managed investment vehicles for unaffiliated HIMCO clients until the investment rationale can be discussed with Compliance.
- Various controls within the Code of Ethics that require:
 - Disclosure of specific types of personal securities accounts and the holdings therein;
 - Specific types of personal securities accounts be held at designated broker-dealers;
 - Preclearance of investments in specific types of securities, including but not limited to any HIMCO managed mutual fund and The Hartford stock;
 - Blackout restrictions for access persons and investment personnel. The Code of Ethics does exclude certain securities and trading in certain types of personal securities accounts from the blackout restrictions. These exclusions generally involve highly liquid securities and situations where the conflicts are otherwise mitigated (such as accounts over which investment personnel do not have discretion).

Additionally:

- HIMCO manages a large portfolio of securities for its affiliates which, in the ordinary course of business, could compete with HIMCO's unaffiliated clients in the market for securities. Please see [Item 6](#) for a discussion of the measures HIMCO uses to address the resulting conflicts of interest.
- HIMCO receives MNPI as part of investing for clients in various private asset classes. Receipt of MNPI creates certain conflicts of interest as follows:
 - Receipt of MNPI restricts HIMCO's ability to transact in (and/or otherwise advise clients on) the securities of issuers for whom the firm has MNPI. Thus, MNPI received while analyzing investments for certain client accounts will restrict HIMCO's ability to transact in certain securities for other client accounts.
 - Receipt of MNPI could provide supervised persons with an improper incentive to use the MNPI (or other confidential information) to benefit themselves (or their friends or family) to the detriment of HIMCO clients.

If HIMCO's personnel receive MNPI, subject to certain exceptions, the issuer of that security is placed on HIMCO's MNPI restricted list and public transactions in that issuer are restricted until the MNPI has been publicly disclosed or becomes stale. HIMCO's MNPI Policy and Procedures prohibit the dissemination of MNPI in violation of law and from engaging in insider trading either personally or on behalf of clients or others.

- Certain HIMCO personnel (including HIMCO's President) receive information related to transactions being considered by HIMCO's affiliates. Compliance tracks all such instances and has

controls in place to ring fence impacted personnel as appropriate. Compliance implements specific or firm-wide restrictions on personal and firm trading in affected issuers as necessary.

- Certain HIMCO personnel (including investment personnel) have family members that hold positions as directors or executive officers at public companies. HIMCO's Conflicts of Interest and Material Non-Public Information (MNPI) and Insider Trading Policies and Procedures require that such employees disclose this information to Compliance because it (i) presents a conflict of interest between the personal financial interests of such employees and those of HIMCO and its clients; and (ii) warrants the application of additional control(s). HIMCO has implemented controls through its MNPI and Insider Trading Policy and Procedures to mitigate this conflict and detect and prevent the misuse of MNPI. In addition, personnel with family members in these roles are also subject to the additional control of manual Compliance review of all personal trades in the specific public company in question.

Principal Transactions and Cross Trades

HIMCO engages in principal transactions and cross trades in accordance with, and only to the extent permitted by, applicable law. A cross trade is a trade effected by an investment adviser between two or more of its advisory clients' accounts. A principal transaction occurs when an investment adviser causes a client to engage in a transaction either with the adviser itself or with the adviser's affiliate(s). In HIMCO's case:

- A cross trade occurs when HIMCO effects a securities transaction between the accounts of two or more of its advisory clients.
- A principal transaction arises whenever the accounts of HIMCO affiliates are party to a cross trade (whether on one or both sides of the transaction).

While clients can benefit from cross trades and principal transactions by obtaining a more favorable price or access to a security, such transactions also create the potential for HIMCO to engage in self-dealing, price manipulation, the placing of unwanted securities in client accounts, or the movement of certain desirable securities to other client accounts. In addition, HIMCO has a conflict of interest where it represents advisory accounts on both sides of the transaction and at least one account is an affiliated account as HIMCO has an incentive to favor the affiliated client.

HIMCO's Cross Trade and Principal Transactions Policy and Procedures impose controls intended to address the conflicts of interest described above. Such controls include without limitation:

- Required consultation with Compliance in advance of any principal transaction or cross trade
- A prohibition on engaging in agency cross trades and netted transactions
- Procedures that do not permit the processing of a principal transaction or cross trade by HIMCO's Operations Department without a completed consent form that has been signed by HIMCO and the clients involved. The consent form discloses the capacity in which HIMCO is acting, HIMCO's conflicts of interest, and the material terms of the transaction.
- Pricing controls for cross trades and principal transactions
- A prohibition on engaging in cross trades or principal transactions involving ERISA plan accounts
- Rule 17a-7 procedures that must be followed for any cross trade involving a mutual fund or other registered investment company
- A prohibition on engaging in principal transactions involving mutual funds or other registered investment companies
- Compliance surveillance controls

ITEM 12: BROKERAGE PRACTICES

Best Execution

As a SEC registered investment adviser, HIMCO has a duty to seek best execution when selecting counterparties to execute client trades. HIMCO fulfills this duty by seeking to execute transactions with the goal of maximizing value for the client under the particular circumstances occurring at the time of the transaction. Maximizing value encompasses more than just minimizing cost or maximizing proceeds. The determinative factor is whether the transaction represents the best qualitative execution.

HIMCO's traders evaluate each order to determine what markets, platforms, and/or counterparties offer the most favorable execution. Traders are not necessarily required to choose the counterparty offering the best price if, in their reasonable judgment, there is a material risk that the overall qualitative level of execution provided by such counterparty is less favorable than can be obtained elsewhere. Further, traders do not have to solicit competitive bids for a particular transaction if in their judgment doing so will harm the overall quality of execution.

In selecting counterparties to execute a trade, HIMCO's traders consider the following factors (as applicable) when making the best execution determination. Different factors will have varying levels of importance for each transaction, as each transaction is unique:

- Ability to access other markets, and the cost/difficulty associated with achieving such access
- Ability to limit market impact
- Availability of accurate information to assess execution quality
- Counterparty generated or provided research
- Counterparty's ability and willingness to commit capital
- Counterparty's block trading and arbitrage capabilities
- Counterparty's overall responsiveness and willingness to work with HIMCO
- Counterparty's participation in a given offering or underwriting
- Counterparty's reputation, integrity and execution quality
- Counterparty's track record for errors and its willingness to correct errors for which it was at fault
- Execution speed relative to other markets
- Level of anonymity available through a particular counterparty
- Liquidity of the market for the security in question
- Price (including commission rates or spreads)
- Security characteristics
- Size and difficulty of the order

In addition, trades must be executed with counterparties that are on HIMCO's list of approved counterparties.

When multiple bids are sought to sell a security, there are times when certain qualitative factors will cause HIMCO to accept a lower bid than initially offered. In these situations, HIMCO's traders must be comfortable that taking the lower bid is consistent with long term best execution and that the winning bid is still higher than the second highest bid.

HIMCO encounters situations (typically when funding, repositioning, or liquidating a client portfolio) where it is advisable to trade an entire portfolio or a list of securities, as opposed to buying or selling each security individually. The objective of trading in this fashion is to minimize the amount of market risk taken by the client. Such trading can, however, involve a liquidity premium. HIMCO permits trading in this fashion provided it involves a single client account (not permitted for pools or other commingled investment vehicles), the portfolio manager believes trading in the aggregate is beneficial to the client, and the trader is comfortable that the pricing level as a whole (as opposed to security by security) is consistent with best execution.

HIMCO's relationships with counterparties are complex, particularly with those counterparties that are affiliated with large financial institutions. For certain counterparties, in addition to its trading relationship, HIMCO also has other relationships, including without limitation:

- Investing client assets in securities issued by counterparties or their affiliates;
- Utilizing such counterparties or their affiliates as counterparties for derivatives transactions; and
- Acting as a sub-adviser for such counterparties or their affiliates.

HIMCO is mindful of the potential conflicts of interest that arise from these complex relationships, such as the potential for trades to be directed to certain counterparties for inappropriate reasons or the potential of certain gifts, entertainment, or donations to give the appearance of undue influence. Accordingly, HIMCO has implemented a number of controls to mitigate such conflicts, including without limitation:

- Pursuant to HIMCO's Best Execution Policy and Procedures:
 - Trades may not be directed to a counterparty in return for: (i) error corrections; (ii) suggested preferential treatment in new issues, equity initial public offerings (IPOs), or other offerings; (iii) gifts and/or entertainment; or (iv) client referrals.
 - Investment personnel must not be influenced by any personal conflicts of interest, such as having a family member or close personal friend who works for or is affiliated with a counterparty. The existence of any such relationship must be disclosed to Compliance and the Head of Trading.
- HIMCO's Prohibited Brokerage Arrangements Policy and Procedures and Best Execution Policy and Procedures prohibit HIMCO from executing transactions on behalf of its advisory clients through affiliated counterparties.
- HIMCO's Gifts and Business Entertainment Policy and Procedures:
 - Impose limits on and surveillance around the receipt of gifts and entertainment; and
 - Impose limits on donations made by a business partner in a HIMCO employee's name (or vice versa) and requires disclosure of such donations to Compliance.

Soft Dollars

Counterparties often provide products and services to investment advisers in order to give the adviser additional incentives to direct client brokerage transactions to the counterparty. These arrangements are often referred to as "soft dollar" arrangements. The SEC defines soft dollar practices as arrangements under which products or services other than execution of securities transactions ("soft dollar benefits") are obtained by an adviser from or through a counterparty in exchange for the direction of client brokerage transactions to the counterparty. In addition, advisers also receive products and services that are provided on a "bundled" basis with trade execution. Even if an adviser does not pay a separately identifiable fee for the "bundled" products and services, the receipt of these items could be characterized as soft dollar benefits.

When HIMCO obtains soft dollar benefits, it receives a benefit because it does not need to produce or pay for the research, products or services itself. Moreover, HIMCO generally does not limit the application of soft dollar benefits to the client accounts whose commissions paid for the benefits. Additionally, when transactions involving soft dollars involve paying higher commission rates (sometimes referred to as "paying up"), HIMCO faces a conflict of interest between the desire to obtain the soft dollar benefits and its obligation to seek best execution for its clients. As such, HIMCO's receipt of soft dollar benefits creates the incentive for HIMCO to: (i) disregard its best execution obligations when executing transactions (in order to obtain brokerage and research); and (ii) trade client securities inappropriately in order to generate soft dollar benefits. HIMCO has adopted and implemented a number of policies and procedures that it believes address this conflict:

- HIMCO's Gift and Business Entertainment Policy and Procedures impose limits on and surveillance around the receipt of gifts and entertainment.
- HIMCO's Soft Dollar Policy and Procedures impose limitations on the soft dollar arrangements that HIMCO enters into and the types of soft dollar benefits that can be utilized.

- HIMCO's Best Execution Policy and Procedures impose a number of controls designed to monitor HIMCO's compliance with its best execution responsibilities.

Commission Sharing Arrangements ("CSAs")

Other than Commission Sharing Arrangements ("CSAs") approved by HIMCO's Brokerage Review Committee, HIMCO's investment personnel are prohibited from entering into formal soft dollar arrangements on HIMCO's behalf. HIMCO does not have any CSAs in place as of the date of this brochure.

Use of Bundled Products and Services

HIMCO receives products and services that are provided on a "bundled" basis with trade execution from some of its approved counterparties ("Bundled Products and Services"). So long as they are proprietary in nature (i.e. are produced by the counterparty providing them and not by a third-party), then HIMCO's investment personnel are permitted to utilize Bundled Products and Services.

HIMCO's investment personnel are not permitted to accept Bundled Products and Services from a counterparty if those Bundled Products and Services are produced by an entity other than such counterparty ("Third Party Bundled Products and Services") unless:

- Such Third Party Bundled Products and Services are obtained through a CSA that has been approved by HIMCO's Brokerage Review Committee; or
- Such Third Party Bundled Products and Services have been disclosed to and pre-approved by the Chief Compliance Officer and the Chief Legal Officer (or their respective designees).

During 2023, HIMCO received Bundled Products and Services from approved counterparties, which include, without limitation, access to: (i) research reports; (ii) research analysts; (iii) issuer management; (iv) algorithmic trading software; (iv) execution related communication and connectivity services; (v) analytical tools (such as modeling tools); (vi) research websites; (vii) advice on order execution; (viii) on-site and virtual research presentations; and (ix) seminars and conferences.

Brokerage for Client Referrals

HIMCO's Best Execution Policy and Procedures and Prohibited Brokerage Arrangements Policy and Procedures prohibit staff from directing trades to a counterparty in return for client referrals.

Client Directed Brokerage

A client directed brokerage arrangement is an arrangement whereby the client directs its investment adviser to execute some or all of the client's transactions with one or more specific counterparties. Client directed brokerage arrangements can take numerous forms, including without limitation: (i) written direction from the client directing the investment adviser to use particular counterparties to execute their securities transactions; (ii) statutory mandates in certain jurisdiction(s) that require investment advisers to use best efforts to direct securities transactions for particular accounts domiciled in that jurisdiction to a specific type of counterparty; and (iii) client requests that investment advisers direct a certain portion of trades for their accounts to counterparties owned by minorities, women, veterans and other groups.

HIMCO will consider transacting through counterparties identified by the client if the client submits their request in writing and certain conditions are met. HIMCO advises clients making such a request that directed brokerage can result in disadvantages, including but not limited to:

- Higher transaction costs for the client stemming from, among other things, missing out on any savings that HIMCO obtains through negotiating volume discounts on aggregated transactions;
- A reduction in HIMCO's flexibility in securing best execution;
- Inability to participate in a new issue if that new issue is provided by another counterparty;
- Account(s) not generating returns equal to clients that do not direct brokerage; and

- When discretionary orders and orders placed pursuant to client directed brokerage arrangements cannot be executed simultaneously, discretionary orders and orders placed pursuant to client directed brokerage arrangements that are subject to best execution will generally be executed before orders placed pursuant to client directed brokerage arrangements that are not subject to best execution.

HIMCO will not direct trades to counterparties as compensation for, or in recognition of, any promotion or sale of shares of or interests in HIMCO managed mutual funds, private funds, or separately managed accounts.

Aggregated Orders and Trade Allocation

HIMCO, in its discretion, aggregates orders (absent specific client direction to the contrary) when it determines that it is consistent with best execution and in the best interests of its clients. When a decision is made to aggregate orders on behalf of more than one account, such transactions must be allocated in a fair and equitable manner. Aggregated trades can be used to facilitate best execution including negotiating more favorable prices, obtaining more timely or equitable execution, or reducing overall transactions costs. HIMCO affiliated accounts are permitted to be included in aggregated trades.

To mitigate conflicts of interest such as favoring certain clients over others when it comes to trade aggregation and allocation, HIMCO's Trade Allocation Policy and Procedures require HIMCO portfolio managers to prepare a written allocation statement specifying the participating client accounts and how the order is intended to be allocated before the trade is executed. However, there are times when an order and its execution occur simultaneously and requiring pre-trade documentation may prevent participation by interested parties. In those instances, the written allocation statement must be entered by the Portfolio Manager shortly after the transaction is completed. If the order is filled in its entirety it is allocated to client accounts in accordance with the allocation statement. If the order cannot be filled in its entirety, the order is allocated according to the pro rata algorithm of HIMCO's trade order management system based on the written allocation statement. There are a number of documented exceptions to the pro rata methodology described above. Such exceptions include, without limitation:

- Where applying the pro rata algorithm would result in accounts being left with amounts that are below the minimum trade size for the security being traded. In this situation the Trade Allocation Policy and Procedures require that investment personnel follow a specific alternative allocation process.
- Situations where investment personnel determine a pro rata allocation is not appropriate or otherwise request an exception (subject to the prior approval of members of senior management, including the Chief Compliance Officer (or designee)).
- HIMCO's alternative asset classes have alternative allocation policies which incorporate nuances of their individual markets and utilize different allocation methodologies than the pro rata algorithm. More information on these alternate methodologies is available upon request to HIMCO clients that invest in alternative asset classes and prospective clients interested in an alternative asset mandate.

Once trades are executed, they are only reallocated in limited circumstances and, except for certain documented exceptions set out in the Trade Allocation Policy and Procedures, only upon the review and approval of senior management and the Chief Compliance Officer (or designee). Clients with multiple portfolios may provide authorization for HIMCO to reallocate trades between their portfolios prior to settlement.

In certain alternative asset classes a number of unaffiliated HIMCO clients require co-investment alongside at least one HIMCO affiliate. In those circumstances HIMCO affiliates generally need to receive an allocation in order for the unaffiliated client to receive an allocation (unless the HIMCO affiliate already has exposure to the issuer).

For information on allocation related conflicts of interest please refer to [Item 6](#) and [Item 10](#).

Trade Errors

It is HIMCO's policy to treat its clients fairly and equitably. In accordance with its Trade Error Correction Policy and Procedures, HIMCO will assess and determine when a trade error has occurred. For trade errors involving bundled or package trades that result in both realized gains and losses for a client, subject to certain exceptions, HIMCO nets the realized gains and losses on a client-by-client basis as appropriate and reimburses net losses in a timely manner (except for certain affiliated clients). For trade errors where the corrective action results in a realized gain for a client, the client retains the gain. For trade errors where the corrective action results in a realized loss for a client, HIMCO reimburses the client for the loss incurred (except for certain affiliated clients) in a timely manner. The amount and methodology used to calculate reimbursements are based on a variety of factors including but not limited to benchmarks and other market factors. Pursuant to HIMCO's Trade Error Correction Policy and Procedures all trade errors must be reported and documented as soon as practicable after discovery of the error and, if necessary, corrective action must be taken in a timely and prudent manner.

ITEM 13: REVIEW OF ACCOUNTS

Review of Client Accounts

Each client account is assigned to one or more portfolio managers who are responsible for ensuring that transactions and holdings are aligned with the account's investment mandate, objectives and risk tolerance, and comply with the account's investment guidelines and applicable regulatory requirements. Portfolio manager monitoring of client accounts occurs on an ongoing basis as they make investment decisions and evaluate investment opportunities for each account. External events impacting the account are also incorporated into this ongoing review and can include, but are not limited to:

- Changes to a client's investment mandate (such as modifications to investment guidelines, risk tolerance, and income or cash needs);
- Additions to or withdrawals from an account;
- The evolution of new security types in the marketplace; or
- Material market events impacting the account.

Compliance supports the portfolio managers' efforts by conducting periodic account reviews and performing ongoing surveillance activities to monitor and assess adherence to investment guidelines and applicable regulatory requirements:

- Compliance surveillance monitors whether transactions and holdings are appropriate for a particular portfolio (or group of portfolios) based upon the applicable investment guidelines and regulatory requirements. Surveillance occurs within HIMCO's trade order management system on both a pre-trade and post-trade basis and integrated tools provide timely notification to Compliance and Portfolio Management when an order, trade or holding approaches or breaches constraints imposed by the applicable investment guidelines or regulatory requirements. In addition automated post-trade surveillance is performed in HIMCO's internal investment platform for limits that are based on accounting values, and manual surveillance is used for constraints that cannot be tested effectively on an automated basis. Compliance is responsible for researching and determining the validity of each violation notification. If validated, Compliance documents the violation and notifies Portfolio Management and other internal stakeholders as appropriate. At the client's request, Compliance will produce compliance certifications on a stated frequency that include any validated violations.
- As part of new account set up and on an as-needed basis thereafter, Compliance reviews the account's controlling documents with Portfolio Management and other internal stakeholders, as appropriate, and codes applicable constraints into HIMCO's trade order management system or internal investment platform. Factors that can prompt Compliance to review a client account on an ad hoc basis include without limitation:
 - Changes to investment guidelines;
 - Regulatory changes that impact management of the account;
 - A trade error (to determine if a particular security was eligible for the account); and
 - Enhanced functionality in the trade order management system or internal investment platform.

Client Reporting

Client reports can be tailored to meet the needs of the respective client, and vary in scope, format, approach and timing in accordance with each client's requirements, as well as the products, strategies and asset classes in which they invest. Typically, clients receive formal written reports on either a quarterly or monthly basis. These reports include various components as agreed upon by HIMCO and the client, including without limitation, absolute performance, benchmark-relative performance, income metrics, market commentary, portfolio commentary, contributions/withdrawals, credit losses/watch lists, portfolio characteristics (e.g. sector, quality, duration, maturity, etc.) and portfolio holdings. HIMCO has also implemented sustainability related reporting at the request of certain clients. Ad hoc reporting is also used to supplement formal reporting and can include components such as a performance snapshot, credit updates, and topical risk exposures.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

A. Economic Benefits for Providing Services to Clients

HIMCO receives economic benefits from persons who are not clients in connection with providing advisory services to its clients as follows: (i) through certain Bundled Products and Services described in [Item 12](#); and (ii) in the form of gifts and entertainment from counterparties through which HIMCO executes trades. These practices give rise to a conflict of interest by creating an incentive for HIMCO to disregard its best execution obligations when placing client trades. HIMCO has adopted and implemented a number of policies and procedures that it believes address this conflict:

- HIMCO's Gift and Business Entertainment Policy and Procedures impose limits on and surveillance around the receipt of gifts and entertainment.
- HIMCO's Soft Dollar Policy and Procedures impose limitations on the soft dollar arrangements that HIMCO enters into and the types of soft dollar benefits that are utilized.
- HIMCO's Best Execution Policy and Procedures impose a number of controls designed to monitor HIMCO's compliance with its best execution responsibilities.

B. Compensation to Non-Supervised Persons for Client Referrals

As of the date of this Brochure, HIMCO does not pay non-supervised persons for client referrals. Should HIMCO decide to enter into an arrangement in the future whereby non-supervised persons are compensated for referring clients to HIMCO, such arrangements would be entered into in accordance with applicable law and internal policies, which among other things, requires appropriate disclosure to prospective clients. HIMCO's affiliates do retain and pay certain investment consulting organizations to provide services to other areas of The Hartford enterprise that oversee investments, some of which are managed by HIMCO. These investment consultants could, in the ordinary course of their business, recommend HIMCO's services to their clients.

ITEM 15: CUSTODY

HIMCO does not have custody of client funds or securities.

ITEM 16: INVESTMENT DISCRETION

HIMCO accepts discretionary authority to manage advisory accounts on behalf of clients. Clients authorize HIMCO to manage advisory accounts on a discretionary basis through the written agreement applicable to the account. Such agreements include, without limitation, investment management agreements and sub-advisory agreements. In exercising its discretionary authority HIMCO is typically limited by client-imposed investment policies and guidelines that vary by client. In addition, HIMCO's discretionary authority over certain accounts is limited by various securities, tax, and other laws that, for example, require diversification of investments or impose other limitations.

As noted in Item 4, HIMCO also furnishes advisory services to clients on a non-discretionary basis.

Please refer to [Item 4](#) for additional information.

ITEM 17: VOTING CLIENT SECURITIES

As a general matter, HIMCO votes proxies on behalf of advisory accounts for which it has voting discretion, including clients who have explicitly authorized HIMCO to vote proxies, as well as clients that have not expressly reserved proxy-voting responsibility for themselves or a designated third party.

Policies and Procedures

HIMCO has written proxy voting policy and procedures in place as required by Advisers Act Rule 206(4)-6. HIMCO's Proxy Voting Policy and Procedures are designed to ensure that proxies are voted in the best interest of HIMCO's clients and to prevent conflicts of interest from improperly affecting the manner in which HIMCO votes its clients' proxies. The Proxy Voting Policy and Procedures include, among other things:

- Establishment of a Proxy Voting Committee;
- Utilization of an independent proxy voting advisory firm;
- Periodic reviews of the proxy voting guidelines used for HIMCO clients;
- Sampling of proxies with Report Feedback Statements;
- Controls to mitigate potential conflicts of interest related to proxy voting; and
- Compliance surveillance processes to monitor the votes cast by the independent proxy voting advisory firm for HIMCO clients.

Proxy Voting Committee

HIMCO has established a Proxy Voting Committee that is charged with oversight of HIMCO's proxy voting practices. The Proxy Voting Committee is a multi-disciplinary committee that is primarily responsible for:

- Approving HIMCO's Proxy Voting Policy and Procedures;
- Approving the proxy voting guidelines that the independent proxy voting advisory firm uses to vote proxies for HIMCO's clients;
- Evaluating conflicts of interest related to specific proxy votes;
- Annually reviewing the overall performance of the independent proxy voting advisory firm; and
- Evaluating and making decisions with respect to recommendations made by HIMCO's Proxy Voting Working Group.

Use of an Independent Proxy Voting Advisory Firm

HIMCO's portfolio managers invest in a diverse and substantial number of securities. To assist them in proxy voting and to prevent potential or actual HIMCO conflicts of interest from improperly impacting proxy voting, HIMCO has retained the research and automated voting services of an independent proxy voting advisory firm, Glass Lewis & Co, LLC ("Glass Lewis"). Glass Lewis is an established independent research firm that provides proxy advisory and automated voting services to institutional investors and investment advisers.

Glass Lewis's voting recommendations are accessible to HIMCO through Glass Lewis's web-based electronic voting platform ("ViewPoint"). Glass Lewis pre-populates votes for HIMCO clients based on the proxy voting guidelines that HIMCO's Proxy Voting Committee has approved for the strategy in which the client is invested. HIMCO has the ability to change the pre-populated votes at any time prior to vote submission through ViewPoint. Glass Lewis processes and submits the proxy votes on behalf of HIMCO clients in an automated fashion and provides operational, recordkeeping, and reporting services related to proxy voting for HIMCO clients.

As a general matter, all proxies are voted in accordance with the applicable set of Glass Lewis proxy voting guidelines that are determined by HIMCO's Proxy Voting Committee to be in the best interest of investors in a given HIMCO strategy unless a HIMCO portfolio manager objects (as described in greater detail below) or a client dictates otherwise. If a client would like to vote a proxy in a particular manner the client must submit their request in writing to their HIMCO Client Management representative. HIMCO will vote the proxy

in accordance with the client's written instructions, provided such instructions are received sufficiently in advance of the vote submission deadline.

Evaluation of Proxy Voting Guidelines

On at least an annual basis, the Proxy Voting Working Group (comprised of representatives from Equity Portfolio Management, Compliance and Investment Law) convenes to conduct a review of HIMCO's equity strategies to determine whether voting client proxies in accordance with certain proxy voting guidelines for the upcoming year is in the best interest of the clients in each equity strategy. The Proxy Voting Working Group notifies the Proxy Voting Committee of the outcome of this review at its annual meeting. If changes are recommended as a result of the review, the Proxy Voting Working Group provides its recommendations to the Proxy Voting Committee for review and approval. The Proxy Voting Working Group also conducts similar ad hoc reviews as necessary if new equity strategies are launched or existing equity strategies are materially modified.

Consideration of Additional Issuer Information

Situations do arise where an issuer provides additional information concerning a proxy matter after Glass Lewis has already issued its voting recommendation, but before the submission deadline. Glass Lewis makes its clients aware of additional issuer information through a report called the Report Feedback Statements ("RFS"). The RFS allows issuers to submit feedback about Glass Lewis analysis and have their comments reviewed by Glass Lewis and delivered to Glass Lewis's investor clients. When an issuer chooses to submit an RFS, Glass Lewis reviews the feedback and determines whether to change its proxy research and vote recommendations. Glass Lewis clients then receive the RFS as part of a reissued proxy research report along with an indication of whether the issuer's feedback caused Glass Lewis to revise its research/recommendations. Glass Lewis then casts the proxy vote on behalf of the impacted Client Accounts consistent with its final recommendation.

On a quarterly basis, HIMCO Compliance samples votes where an RFS has been issued (provided there are such votes within the relevant quarter). Compliance sends the sample of RFS's to Portfolio Management who reviews the votes in the sample to confirm that Glass Lewis:

- Appears to have considered the additional information in the RFS; and
- Voted the proxy consistent with how the Proxy Voting Guidelines approved for the relevant HIMCO strategy would suggest the proxy should be voted in light of the additional information.

Portfolio Management documents their analysis and provides it to Compliance for review. If any issues are identified Compliance promptly raises them to the Chief Compliance Officer.

Conflict Management Procedures

Glass Lewis has adopted and implemented Conflict of Interest Policies and Procedures that are intended to ensure that conflicts of interest do not impact the preparation of proxy voting recommendations. The current Conflict of Interest Policy and Procedures are posted and available for review on Glass Lewis's website (https://www.glasslewis.com/due_diligence_resources/). On an annual basis Compliance obtains the current Conflict of Interest Policy and Procedures, reviews them, and briefs the Proxy Voting Committee on any changes during its next regularly scheduled meeting.

While it is HIMCO's general policy to follow the proxy voting guidelines and recommendations of Glass Lewis, HIMCO retains the authority on any particular proxy to vote differently from the proxy voting guidelines or a related Glass Lewis recommendation. However, such decisions are subject to review and approval to ensure that the decision is not influenced by conflicts of interest. When a portfolio manager wishes to vote a proxy differently from the proxy voting guidelines or a Glass Lewis recommendation the portfolio manager must first notify HIMCO's Chief Compliance Officer (or designee) of such fact and provide a recommendation on how the proxy should be voted. The Chief Compliance Officer (or designee) must then conduct a conflicts investigation on behalf of the Proxy Voting Committee and report the findings to the Proxy Voting Committee.

- If the Proxy Voting Committee determines that no conflict of interest exists, the portfolio manager may vote the proxy as requested.
- If the Proxy Voting Committee determines that a conflict of interest exists, the portfolio manager is not permitted to vote the proxy as requested and must either vote the proxy in accordance with the Glass Lewis recommendation or contact the client to recommend that the client vote the proxy.

In situations where a proxy contains multiple proposals, the existence of a portfolio manager conflict of interest with respect to one proposal will not necessarily prevent the portfolio manager from voting on the other proposal(s) where a conflict of interest does not exist.

Compliance Surveillance

Compliance conducts multiple types of surveillance related to proxy voting including:

- Sampling proxy recommendations for which Glass Lewis has included a precautionary conflicts disclosure to confirm that the recommendation and resulting vote were cast consistent with the applicable proxy voting guidelines.
- Sampling pre-populated votes for HIMCO clients through ViewPoint to confirm that the proposed vote is consistent with the applicable proxy voting guidelines.
- Facilitating the sampling of RFS's and corresponding proxy votes.
- Reviewing the Glass Lewis voting summary report to identify votes contrary to the Glass Lewis recommendation to ensure certain processes in HIMCO's Proxy Voting Policy and Procedures were followed.

Refraining from Casting Proxy Votes

HIMCO or Glass Lewis (on behalf of HIMCO) could be prevented from casting a proxy vote or could decide not to cast a proxy vote under certain circumstances, such as:

- When the security associated with the proxy has been loaned out as part of a client's securities lending program;
- Situations where proxy materials are not delivered in a timely fashion;
- Situations where HIMCO does not have the requisite authority needed to cast the vote (e.g. where a formal power of attorney is required, and such formal power of attorney is not in place); or
- Situations where HIMCO determines that refraining from voting is in the best interest of the client.

When deciding if abstaining from a vote is in the best interest of the client, HIMCO's portfolio managers consider numerous factors such as the cost and benefit of casting the vote, the materiality of the client's position size, and whether there is sufficient information available to cast a well-informed vote.

HIMCO's Proxy Voting Policy and Procedures are available to clients upon request. Clients may also obtain information on how their proxies were voted by contacting their HIMCO Client Management representative. The proxy records for the registered investment company sub-advised by HIMCO are disclosed to shareholders via publicly available annual filings.

ITEM 18: FINANCIAL INFORMATION

A. Prepayment of Client Fees

Subject to the following exception, clients of HIMCO are not required to pre-pay investment advisory fees.

While individual circumstances can vary by client, HIMCO commercial mortgage loan only clients typically pay a portion of a month's worth of master servicing fees at each loan's closing to cover the partial month from loan closing to month end. The client sends the fee alongside their portion of the loan proceeds on the day of closing. For more information please refer to [Item 5.D](#).

B. Financial Conditions Likely to Impair Ability to Meet Contractual Commitments to Clients

HIMCO is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.

C. Bankruptcy Filings

HIMCO has not been the subject of a bankruptcy petition at any time during the past ten years.