

**DuPont Capital Management Corporation**

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Wilmington, DE 19805**

Form ADV Part 2A/Brochure

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This Brochure provides information about the qualifications and business practices of DuPont Capital Management Corporation (“DuPont Capital”). If you have any questions about the contents of this Brochure, please contact us at 302-477-6000. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

DuPont Capital is a registered investment adviser under the Investment Advisers Act of 1940, as amended (the “Advisers Act”). Registration of an investment adviser with the SEC does not imply any level of skill or training.

Additional information about DuPont Capital also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**Item 2. Material Changes.**

DCM's investment product lineup has been removed along with any pertinent related marketing sections related to external prospecting.

DuPont Capital will provide current clients with a copy of the most recent Brochure upon request at any time and without charge. To request a copy, contact William Flores, CCO, at 302-477-6099 or by e-mail at *william.flores@dupontcapital.com*.

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## **Item 4. Advisory Business.**

### ***History and Ownership***

DuPont Capital has a long history of institutional asset management. The Firm's history dates back to the 1942 establishment of a retirement pension trust for employees of EIDP, INC ("DuPont"), the intermediary parent company for DuPont Capital. In 1975, DuPont created a separate pension management division, which was the precursor to DuPont Capital. In August 1993, DuPont Capital was established and became an SEC-registered investment adviser. Registration does not imply a certain level of skill or training.

As of June 1, 2019, DuPont and DuPont Capital's ultimate parent company became Corteva, Inc. ("Corteva"), a publicly traded company ("CTVA"). Previously, DuPont Capital was 100% owned by DuPont through DuPont's 100% ownership of Pioneer Hi-Bred International, Inc.

### ***Types of Advisory Services Offered***

DuPont Capital is not currently offering investment management services to new external clients.

### ***Tailoring Services to the Individual Needs of Clients***

DuPont Capital makes investments for clients in accordance with mutually agreed upon written investment guidelines and provides continuous supervision of client portfolios. Investment services can be tailored to each client's needs and objectives, and clients often impose restrictions on investing in certain securities or types of securities. DuPont Capital has established procedures and controls to help ensure compliance with each client's investment guidelines and any client-imposed restrictions. These procedures and controls include daily portfolio compliance monitoring supplemented by guideline monitoring software and other processes designed to ensure that portfolio managers are complying with each client's investment guidelines.

DuPont Capital tailors its separate account products to the individual needs of each client by:

- Allowing its clients to provide specific investment guidelines that DuPont Capital must follow in managing a client's account. See Item 16 for more information on client-specific investment guidelines. As discussed in Item 16, clients often impose restrictions on investing in certain securities or types or categories of securities.
- Allowing its clients to select a custom benchmark.
- Providing its clients with access to portfolio managers by phone and/or client visits.
- Implementing its clients' custom proxy voting policies upon request.
- Providing hedging of currency exposures, if desired.
- Supporting directed trading preferences of its clients, contingent upon DuPont Capital's ability to achieve best execution.

- Providing supplemental client reporting as set forth in client investment management agreements.

DuPont Capital does not tailor its investment advice to the investors in its commingled funds.

### ***Wrap Fee Programs***

DuPont Capital does not sponsor any “wrap fee” accounts.

### ***Discretionary and Non-Discretionary Assets Under Management***

As of December 31, 2023, DuPont Capital's assets under management (“AUM”) were:

Discretionary	\$ 13,842,974,000
Non-Discretionary	<u>32,549,000</u>
Total	\$ 13,875,523,000

## **Item 5. Fees and Compensation.**

### ***How DuPont Capital is Compensated***

The management fees charged by DuPont Capital vary based on the services provided and any laws and regulations that apply to a particular client. The U.S. pension plans of DuPont Capital's parent company and its subsidiaries are charged at cost as required under the Employee Retirement Income Security Act of 1974 (“ERISA”), as amended. Fees for other clients are generally calculated as a percentage of assets under management.

Some clients' fees are based, at least in part, on how well the investments perform in comparison to a benchmark (“performance fees”). Typically, performance fee structures have upper and lower limits expressed as percentages of the assets under management. See Item 6 for more information on performance fees.

All fees are subject to the requirements of the Advisers Act.

Management fees for private equity accounts are generally based on total committed capital for a number of years, after which management fees are based on the lower of market value or committed capital. In addition, there is generally a carried interest charge whereby DuPont Capital receives a percentage of profits once investors have received distributions equal to their capital contributions plus an agreed-upon internal rate of return.

Since fees are typically based on the value of assets under management, there is an inherent incentive for managers to over-value assets, particularly those that are more difficult to value, e.g., illiquid, thinly traded, and private markets assets. This risk is mitigated by DuPont Capital's use of external pricing sources, including the financial statements of private markets investments as

provided by the general partners of those investments. In some cases, DuPont Capital's fees are calculated based on asset values provided by clients' independent custodians. Additionally, DuPont Capital has a Fair Valuation Committee in place to help ensure that securities are appropriately priced.

A client may request to be invoiced in advance, in which case, if the client terminates DuPont Capital's services, a prorated portion of the fee will be refunded. For its private equity fund-of-funds products, DuPont Capital bills its advisory fees quarterly in advance. With private equity, investors are not able to redeem from the funds so the concept of refunds of advance payments due to termination by the investor does not apply.

DuPont Capital monitors a mature private real estate portfolio for a client on a non-discretionary basis. The client pays a fixed fee for this service; DuPont Capital does not market or otherwise solicit business for this service.

### ***Other Information on DuPont Capital's Fees***

At the discretion of DuPont Capital, fees may be negotiated.

Generally, DuPont Capital does not deduct its fees directly from client accounts. Exceptions apply for Private Equity, Private Credit, and certain Stable Value clients:

- For administrative efficiency, when management fees are due to DuPont Capital for a specific private fund at a time when that fund is making a distribution to investors, DuPont Capital typically deducts its management fees from such distributions.
- Carried interest charges are deducted from fund assets rather than (i) being credited to investor accounts and then deducted from those accounts or (ii) being invoiced to each investor.
- Certain third-party fees within stable value accounts and, in some cases, DuPont Capital's fees, are paid by those accounts based on DuPont Capital's written instructions to the custodian.

Other than as described above, DuPont Capital invoices its clients quarterly in arrears with payments generally due 15 or 30 days after delivery of an acceptable invoice.

### ***Other Costs Incurred by Clients***

In addition to DuPont Capital's fees, clients will incur other costs:

- Separate account clients incur custodial fees, brokerage commissions, and/or bid-ask spreads. Please refer to Item 12 for additional information on brokerage costs.
- Private equity investors pay, through a reduction of the investor's capital account balance

in the fund-of-funds, carried interest to DuPont Capital. These investors also bear a proportionate share of the organizational costs of the fund-of-funds and certain other expenses as disclosed in each fund's private placement memorandum and operating agreement. Fund-of-funds investors also bear a portion of (1) management fees and carried interest payable to the managers of the funds in which the fund-of-funds invest and (2) the expenses of the funds in which the fund-of-funds invest.

- Stable Value clients bear the costs of insurers' wrap fees and the fees charged by underlying investment managers hired by DuPont Capital. Certain stable value clients incur their proportionate share of audit, administrative, tax, and other costs as described in the offering documents for the pooled vehicles that incur those costs.
- Clients also bear the costs of services for which they contract directly, with or without the knowledge of DuPont Capital. For example, a client may elect to pay for a stock screening service to identify securities that it requests DuPont Capital to exclude from its portfolio, custodial services for its separate accounts, or prime brokerage arrangements.

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

Clients of DuPont Capital pay various types of fees for investment advisory and portfolio management services. DuPont Capital manages portfolios that are charged an incentive fee (applicable to private equity), a performance-based fee, and/or a fee based on a percentage of assets under management.

Certain DuPont Capitals separate account clients pay a performance-based fee. Such arrangements create an inherent incentive for firms to make riskier or more speculative investments than those that would be recommended under a different fee arrangement. Such fee arrangements also create an incentive to favor accounts paying the highest fees over other accounts in the allocation of investment opportunities. DuPont Capital has procedures designed to ensure that all clients are treated fairly, and to prevent this conflict from influencing the allocation of investment opportunities among clients. These procedures include:

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- Designing DuPont Capital's annual bonus plan so that employees have an incentive to generate excess returns over a rolling three-year time horizon. This plan is based on asset-weighted investment performance, not DuPont Capital's revenues or profits.
- Reinforcing in DuPont Capital's Code of Ethics the obligation to treat all clients fairly and requiring employees to indicate their understanding of and adherence to the Code of Ethics through annual certifications.
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- DuPont Capital will at times identify desirable private equity investments that are available only in limited quantities. In these cases, investments are allocated pro rata based on the amount of capital committed to each fund or separate account. Further details on the pro rata calculations are provided in each fund's offering memorandum.

### **Item 7. Types of Clients.**

DuPont Capital generally provides portfolio management services to defined benefit and defined contribution retirement plans, charitable organizations, state and local government retirement plans, non-US governmental entities, registered investment companies, and pooled investment vehicles. DuPont Capital manages assets for a wide variety of investors within its pooled vehicles, including, but not limited to, trusts, foundations, and endowments.

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

#### ***Methods of analysis and investment strategies***

The primary methods of analysis used by DuPont Capital for the investment strategies it offers its clients are set forth below. DuPont Capital considers a wide range of top down and bottom-up factors into our risk analysis and long-term outlook of a company or issuer and the value of their securities. Our investment processes seek to identify and evaluate various factors that may have a material impact on the investment risk and return profile for our investments.

#### **Global Equity Strategy:**

At DuPont Capital, we believe share prices follow business fundamentals in the long run. However, chronic short-term thinking and behavioral biases can cause share prices to deviate from the fundamental value of a company. This creates investment opportunities for active managers. Our investment processes seek to identify and evaluate various factors, which may have a material impact on the long-term investment risk and return profile for our investments. Our Global Equity Strategy seeks to generate alpha over the long term by taking positions in companies that exhibit industry leading characteristics, high or improving return profiles and are well exposed to areas with persistent growth advantages. Such companies tend to have unique, sustainable, and hard to replicate business models. Portfolio construction integrates fundamental conviction with stock level risk budgeting.



## Fixed Income Strategies:

DuPont Capital's approach to fixed income investing is predicated on the belief that pockets of inefficiencies develop in the fixed income market on a regular basis due to the wide variety of investor objectives. Those inefficiencies provide the opportunity to capture attractive risk adjusted excess returns over time.

The firm believes that fixed income markets tend to be largely efficient in aggregate given the large number of investors active across various segments. At the same time, the wide variety of those investors can create pockets of inefficiency, whether structural or at the security level, that provide relative value to investors able to find them. In order to remain focused on these inefficiencies, DuPont Capital has devoted considerable resources to building and continually enhancing its own analytics in order to identify and analyze the most compelling opportunities.

The teams use a framework of proprietary valuation models of primary market characteristics, and other information such as economic fundamentals, political information, demographics, and market flows to form an outlook on major strategic factors, including the level of interest rates, the yield curve, and sector valuations. In implementing the strategic outlook, the teams select securities mainly using internal research and analytics.

The firm controls risk with limits on duration, sector and quality weights, and security weights. Risk limits are derived from client guidelines and benchmark characteristics.

- Stable Value

DuPont Capital's Stable Value investment philosophy is to manage funds so as to generate long-term returns similar to those of intermediate fixed income with a risk profile similar to that of money markets. To achieve these objectives, we rely on the principles of asset allocation, duration management and diversification.

Asset allocation is a process through which we construct a target mix of fixed income products, such as cash, short-duration, intermediate-duration, and broad market fixed income. The basis of asset allocation is the risk, return and correlation characteristics of these components, especially as they relate to the requirements of Stable Value, as well as client specific parameters such as targets of risk and return and liquidity requirements. Even though we follow a long-term investment approach, we are mindful of the market's valuation dynamics and opportunistically shift our asset allocation mix as appropriate.

## Private Markets Strategies:

DuPont Capital's objective is to provide enhanced risk-adjusted returns by constructing a diversified portfolio of private equity and private credit investments. The private credit strategies include mezzanine financing, senior lending, aviation leases, equipment leases, shipping debt, intellectual property, royalties, loan pools, and other credit-oriented investments.

DuPont Capital seeks investment opportunities that demonstrate an advantageous combination of three key criteria: (1) unique and interesting investment strategy; (2) strong manager qualifications; and (3) aligned interests between managers and investors.

DuPont Capital employs a proprietary due diligence process encompassing numerous steps, from sourcing investment opportunities to funding investments. The primary purpose of the due diligence process is to confirm that the opportunity demonstrates an advantageous combination of the three key criteria discussed above— unique and interesting investment strategy, qualified managers, and alignment of interests.

### ***Significant or Material Risks***

DuPont Capital understands that investing entails risk, and it works to ensure its clients understand that as well. DuPont Capital focuses on institutional clients. While these clients are sophisticated investors, DuPont Capital works to ensure that clients are aware of the risks associated with investing in the various types of products offered by DuPont Capital. Clients are urged to ask questions regarding risk factors applicable to a particular strategy or investment product, read all product-specific risk disclosures, and determine whether a particular investment strategy or type of security is suitable for their account in light of their circumstances, investment objectives, and financial situation.

Clients should understand that investments in securities and other assets involve a risk of loss. Past performance of any investment strategy is not a guarantee of future results. Clients should be prepared to bear the risk of investment losses. Please read this Item completely for additional information regarding investment risks, which include those set forth below.

**Risk of Loss:** Investing in securities involves risk of loss, including loss of principal. The level of risk varies by asset class and product. Clients should be prepared to bear any losses that result from investing in a particular strategy or product. Past performance of DuPont Capital's investment strategies is not indicative of how those strategies will perform in the future.

**Security/Concentration Risk:** Generally, a portfolio with a lower number of holdings is riskier than a portfolio with a large number of holdings. Investments in high yield bonds are generally riskier than investments in investment-grade bonds.

**Counterparty Risk:** Should a broker or other counterparty used by DuPont Capital be unwilling or unable to honor its obligations, including obligations under a swap agreement, a client faces risk of losses.

**Management Risk:** Each actively managed account is subject to management risk. DuPont Capital will apply investment techniques and risk analyses in making investment decisions for actively managed accounts, but there can be no guarantee that these decisions will produce the desired results.

**Key Person Risk:** Certain strategies have certain key investment personnel employed in

managing assets. Termination, disability, death, or departure of key personnel could adversely affect such strategies' performance.

Securities Lending: DuPont Capital does not enter into securities lending arrangements with or on behalf of separately managed account clients. To the extent that a client chooses to enter into a securities lending agreement with a securities lending agent (which may be its custodian), the client should be aware that DuPont Capital is not a party to the agreement and that securities lending presents certain risks, including, but not limited to, delayed settlement, failed delivery, and the inability to vote proxies or respond to corporate actions in a timely manner, which can hinder DuPont Capital's ability to manage a client's portfolio effectively. DuPont Capital is not responsible for any losses or expenses caused directly or indirectly by a client's securities lending arrangements.

Tax Risk: Tax laws and regulations applicable to an account are subject to change, and unanticipated tax liabilities could be incurred by investors as a result of such changes. Investors should consult their own tax advisors to determine potential tax-related consequences of investing.

Market Risk and Force Majeure: Security values can fluctuate rapidly or unpredictably due to factors that affect market conditions or particular industries. Additionally, government actions, natural disasters, terrorism, public health crisis, acts of war, economic conditions, and countless other factors may have unforeseen effects on the results generated by DuPont Capital's investment strategies.

### ***Strategy-Specific Risks***

Private Markets Risks. Private Markets investments, such as investments in private equity and private credit securities, carry certain additional risks. It is important to note that not all such risks are described below. Current investors should carefully read the section entitled "Certain Risk Factors" in the respective confidential private placement memorandum of each fund.

Risks associated with private markets include, but are not limited to:

- Illiquidity: An investment in a fund provides limited liquidity since participating interests are not freely transferable and are subject to substantial restrictions. In addition, there is a long-time horizon between commitment of capital and its return in the form of distributions. The time horizon is generally longer for private equity than for private credit.
- Valuation: The majority of the private market investments are in a form for which market quotations are not readily available. The valuations of the investments are generally based on a good faith assessment of the fair value of the assets as determined by the general partner of each fund. There is no single standard for determining fair value in good faith and, in many cases, fair value is best expressed as a range of fair values from which a single estimate can be derived. Clients should recognize that it is difficult to

value illiquid investments and that valuation involves subjective judgment and consideration of complex factors.

- Third-Party Fund Management: The returns achieved by the investments will depend in large part on the efforts and performance results obtained by the managers of the underlying partnerships in which a fund invests. Furthermore, funds will not have an active role in the day-to-day management of the underlying partnerships nor the ability to approve the specific investment or management decisions made by the managers of the underlying partnerships. As a result, the investment returns of the funds will largely depend on the performance of independent investment managers and other management personnel. The failure of such investment managers to make profitable investments would have a negative effect on a fund's ability to achieve its investment goals.
- Investment Risk: DuPont Capital performs extensive due diligence on potential investments by its funds but cannot provide assurance that any such investment will be successful. Further, the scope of due diligence performed may be limited by restrictions imposed by the underlying investment manager or the operating company itself. Despite the rigorous diligence process employed by investment advisers and the ongoing monitoring of managers, the risk exists that the assumptions made in connection with a particular investment decision may be incorrect or a particular investment strategy will not be followed by such managers.
- Limited Regulatory Oversight: The funds in which clients' assets are invested are unlikely to be registered as investment companies. Thus, in such cases, clients will not be provided the protections associated with the Investment Company Act. Further, certain investment managers are not registered under the Investment Advisers Act. As a result, clients will not be provided various protections (which, among other things, include limitations on leverage or limitations on transactions between an investment company and its affiliates) offered to registered funds.
- Taxation: The U.S. federal, state and local income taxation of partnerships is extremely complex, involving, among other things, significant issues as to the character, timing of realization, and sourcing of gains and losses. Investors will, when applicable, be allocated a portion of taxable income of a fund without regard to actual cash distributions. Accordingly, an investor's tax liability could exceed the cash distributions to it in any tax year. In addition, legal, tax, and regulatory changes could occur during the term of a fund that may adversely affect the fund, its portfolio investments, or its investors. Each investor in a fund should consult its own tax advisers with reference to its specific tax situations, including any applicable U.S. federal, state, local, and non-U.S. taxes.

Equity Risks. Equity investments are generally riskier than fixed income investments of the same issuer due to the priority of bond holders over equity holders.

- Style Bias Risk: Stocks and portfolios with specific style characteristics can underperform the stock market as a whole over any period of time. Style bias risk in a portfolio can be

deliberate but also the result of the bottom-up research process when the securities selected have certain investment style characteristics in common. The most common investment styles are value, growth, profitability, and low volatility. Portfolios with style biases can perform better or worse than equity portfolios with a broader or style neutral investment style.

- Small-Cap and Mid-Cap Company Risk: Investments in securities issued by small-capitalization and mid-capitalization companies involve greater risk than investments in large-capitalization companies. The value of securities issued by small and mid-cap companies may go up or down, sometimes rapidly and unpredictably, due to narrower markets and more limited managerial and financial resources than large cap companies and therefore may increase the volatility of the portfolio.
- Emerging Market Equity Risk: Investments in emerging markets (as part of a Global Equity portfolio) carry risks that are different from and greater than the risks of investing in developed countries. In addition, investing in the securities of issuers located in emerging market countries involves special considerations not typically associated with investing in the securities of other foreign or U.S. issuers, including heightened risks of expropriation and/or nationalization, armed conflict, confiscatory taxation, restrictions on transfer of assets, and potential difficulties in enforcing contractual obligations.
- Investments in Foreign Securities: Foreign (non-U.S.) issuers are not generally subject to uniform accounting, auditing, and financial reporting standards and may have policies that are not comparable to those of U.S. issuers, including less publicly available financial information. Securities of some foreign issuers are less liquid and more volatile than securities of comparable U.S. issuers. There is generally less government supervision and regulation of securities markets, brokers, and issuers in foreign countries than in the United States.
- Foreign Currency Risk: DuPont Capital may invest client assets in securities that are not denominated in U.S. dollars. As a result, a client is subject to the risk that those currencies will decline in value relative to the value of the U.S. dollar. DuPont Capital may, from time to time, seek to protect the value of some portion or all of the portfolio holdings against currency risk by engaging in currency hedging transactions. Currency hedging involves special risks, including possible default by the other party to the transaction and illiquidity.
- Market Disruption and Geopolitical Risk: Wars, socio-economic/political instability, and world events, among other things, can result in market volatility and may have short-term and long-term effects on the U.S. and worldwide financial markets and may cause further economic uncertainties globally.

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#### Fixed Income Risks

- Interest Rate Risk: Interest rate risk is the risk that fixed income securities will decline in

value because of changes in interest rates. As nominal interest rates rise, the value of certain fixed income securities held by an account is likely to decrease. Fixed income securities with longer durations tend to be more sensitive to changes in interest rates, usually making them more volatile than securities with shorter durations.

- Derivative Risks: Investment in derivatives are subject to a number of risks such as liquidity risk, interest rate risk, market risk, credit risk, management risk, and can be highly volatile. The prices of derivative instruments and the investments underlying the derivative instruments may fluctuate rapidly and over wide ranges and may reflect unforeseeable events or changes in conditions, none of which can be controlled by DCM. This includes risks relating to the financial soundness and creditworthiness of the counterparty.
- Pre-payment and Reinvestment Risk: Certain strategies invest in mortgage-related and asset-backed securities that are subject to prepayment risk, which is the risk that borrowers will refinance their mortgages when interest rates for refinancing are lower than the rates applicable to their mortgages. When this occurs, the mortgage holder will need to reinvest the capital at the lower prevailing yields. Conversely, when rates rise, prepayments may occur at a slower rate than anticipated and can result in the mortgage holder waiting longer for a return of capital. The reinvestment risk associated with mortgages applies to any investment that returns cash to investors, as that cash needs to be reinvested in whatever market conditions prevail.
- Emerging Market Debt Risk: Investments in emerging markets carry risks that are different from and greater than the risks of investing in developed countries. In addition, investing in the securities of issuers located in emerging market countries involves special considerations not typically associated with investing in the securities of other foreign or U.S. issuers, including heightened risks of expropriation and/or nationalization, armed conflict, confiscatory taxation, restrictions on transfer of assets, and potential difficulties in enforcing contractual obligations.
- Equity Conversion Risk: A non-equity investment, such as a convertible debt obligation, may convert to an equity security. Also, an equity could be acquired due to a restructuring event related to a non-equity investment. These events could result in reduced liquidity.
- Investments in Foreign Securities: Foreign issuers are not generally subject to uniform accounting, auditing, and financial reporting standards and may have policies that are not comparable to those of domestic issuers, including less publicly available financial information. As a result, there can be less information available about foreign issuers than about domestic issuers. Securities of some foreign issuers are less liquid and more volatile than securities of comparable domestic issuers. Generally, there is less government supervision and regulation of securities markets, brokers, and issuers in foreign countries than in the United States.

- Foreign Currency Risk: DuPont Capital can invest client assets in securities that are not denominated in U.S. dollars. As a result, a client is subject to the risk that those currencies will decline in value relative to the value of the U.S. dollar. DuPont Capital can, from time to time, seek to protect the value of some portion or all of the portfolio holdings against currency risk by engaging in currency hedging transactions. Currency hedging involves special risks including possible default by the other party to the transaction and illiquidity.
- Market Disruption and Geopolitical Risk: Wars, socio-economic/political instability, and world events, among other things, can result in market volatility and have long-term effects on the U.S. and worldwide financial markets and cause further economic uncertainties globally.
- Sovereign Debt Obligation Risk: Investments in emerging market countries' government debt obligations involve special risks. Certain emerging market countries have historically experienced, and may continue to experience, high rates of inflation, high interest rates, exchange rate fluctuations, large amounts of external debt, and balance of payments and trade difficulties. The issuer or governmental authority may not be able or willing to repay the principal and/or interest when due.

Stable Value Risks: The Fund is managed with the intent to minimize the risk of loss. Strategies include investment diversification and the use of investment guidelines to limit concentration and risk exposures. However, there is no guarantee that there will be no losses. A loss may occur in the event of a default on investments held by the Fund.

The Fund is exposed to interest rate risk. As such, it will be impacted by changes in interest rates and bond yields. However, unlike money market funds, it will not directly reflect valuation changes triggered by interest rates, due to the smoothing effect of book value accounting.

Derivatives, such as options and futures, are typically used to control risk in the Fund. Derivatives are subject to a number of risks such as liquidity risk, interest rate risk, market risk, credit risk, and management risk. However, derivatives are not used in order to induce leverage to the Fund.

The Fund uses Wrap contracts that provide limited guarantees on its underlying investments in order to help preserve principal. These contracts help smooth market volatility and are issued by Insurance companies. As such, they are subject to the creditworthiness of their issuers.

### ***Frequent Trading***

DuPont Capital's strategies do not involve frequent trading.

### **Item 9. Disciplinary Information.**

DuPont Capital has no material civil or criminal actions to report.

DuPont Capital has no material administrative proceedings before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority to report.

DuPont Capital has no material SRO disciplinary proceedings to report.

#### **Item 10. Other Financial Industry Activities and Affiliations.**

DuPont Capital is committed to providing clients with service of the highest quality and is guided by the principle of acting in the best interests of its clients. Nevertheless, there are circumstances where client interests conflict with DuPont Capital's interests or interests of other clients. Some of these conflicts are inherent to the business. DuPont Capital has policies and procedures designed to ensure that it always acts in the best interest of its clients.

DuPont Capital has material relationships with the following related financial industry participants:

- **Wilton Private Equity Fund**

DuPont Capital manages the Wilton Private Equity Fund, LLC, ("the Wilton Fund"), which is closed to new investors. The Wilton Fund invests in a diverse portfolio of closed end private investment funds including, without limitation, private equity funds, special situation funds, venture capital funds, and certain direct investments.

DuPont Capital has invested in the Wilton Fund in connection with a long-term incentive compensation plan for certain of its private market employees in order to strengthen the alignment of interests among DuPont Capital, the fund's investors, and its private market employees.

DuPont Capital has not identified any material conflicts of interest with respect to its investment in the Wilton Fund.

- **DCM Private Equity Funds II, III and IV**

DuPont Capital formed and currently manages DCM Private Equity Fund II LLC ("Fund II"), DCM Private Equity Fund III LLC ("Fund III"), and DCM Private Equity Fund IV ("Fund IV"). DuPont Capital's funds are offered only through Private Placement Memoranda to qualified purchasers. DuPont Capital acts as a Managing Member to Funds II, III, and IV.

Certain employees within DuPont Capital's Private Markets Group and DuPont Capital's senior management are investors in one or more of these funds through limited partnerships formed by DuPont Capital. Please refer to item 11 for additional information on these investments.

During a Fund's investment period, DuPont Capital will sometimes identify desirable investments for its private fund clients that are available only in limited quantities. In these cases, investments are allocated pro rata based on the amount of capital committed to each



fund or separate account. Further details on the pro rata calculations are provided in each fund's offering memorandum and are communicated to each separate account client in its investment management agreement as applicable.

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The allocation of expenses to a private equity fund managed by DuPont Capital is governed by the fund documents. However, to the extent there is discretion, there is an incentive to allocate expenses in a manner that is more favorable to DuPont Capital. Where there is discretion, DuPont Capital's practice is to allocate expenses in proportion to the assets or capital commitments of each fund insofar as possible and in a way that is fair to all the funds and their investors.

#### Recommending Other Investment Advisers:

DuPont Capital selects other investment advisers for its stable value product. DuPont Capital does not receive compensation from these advisers or have any other material relationship with them. DuPont Capital also selects managers, in the form of general partners offering limited partnership interests, for its private markets fund-of-funds products.

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

DuPont Capital has policies and procedures in place relating to, among other things, portfolio management and trading practices, personal investment transactions, and insider trading that are designed to prevent conflicts of interest.

#### ***Code of Ethics***

All DuPont Capital employees must comply with its Code of Ethics. Each employee must avoid any activity or relationship that may reflect unfavorably on DuPont Capital as a result of a possible conflict of interest, the appearance of such a conflict, the improper use of inside information or the appearance of any impropriety. Employees must place the interests of DuPont Capital's clients ahead of their personal interests and must treat all clients in a fair and equitable manner.

DuPont Capital's employees are permitted to invest for their own account, provided that such investment activity must always comply with applicable laws and regulations and must be carried out in a manner consistent with DuPont Capital's policies. In addition to incorporating the requirements of Rule 204A-1, DuPont Capital's Code of Ethics requires prior clearance of most personal securities transactions, and duplicates of brokerage statements to be sent to its Chief Compliance Officer by each employee's broker(s) (when such information is not provided electronically); prohibits investments in IPOs; and, in addition to strongly discouraging short term trading, requires any short term profits (transactions within 60 days) in reportable securities to be donated to a recognized charitable organization. Clients and prospective clients may obtain a copy of DuPont Capital's Code of Ethics upon request.

Employees may personally buy or sell securities bought, sold or held for client accounts. Investment

personnel must disclose to Compliance and to their manager when trading in securities that are or can be held in any account for which that employee participates in the investment decision making process. Pre-clearance for personal securities trades is only granted if an order for a client was not processed or pending within seven (7) days of the preclearance request. This practice is intended to prevent even the appearance of front running a client's trade.

DuPont Capital's policies and procedures, and the related compliance testing that is carried out, are reasonably designed to prevent and detect personal trading taking precedence over trades for clients' accounts.

DuPont Capital's Code of Ethics includes guidelines and restrictions on the receipt and giving of gifts and entertainment and requires quarterly reporting to DuPont Capital's Compliance team of any such activity.

DuPont Capital's employees are required to disclose all outside business and investment-related activities so they can be reviewed for conflicts and other concerns. As a result of the review, outside business and investment-related activities may be subject to conditions, supplemental disclosures, or other actions. Certain activities may be prohibited.

DuPont Capital does not make political contributions and prohibits all contributions made to obtain or retain business with governmental entities. Employees may make political contributions to support state or local candidates or elected officials subject to advance approval and dollar limitations. DuPont Capital requires its employees to report such political contributions quarterly.

Any employee who violates the Code of Ethics may be subject to sanctions. Employees should promptly report any violation of the Code of Ethics of which they become aware and are required to annually certify compliance with the Code of Ethics.

***Transactions for clients in securities in which DuPont Capital or a related person has a material interest or invests***

Corteva Inc. or other wholly-owned subsidiaries of Corteva will, at times, have various levels of financial or other interests in companies whose securities may be held or purchased or sold in DuPont Capital's client accounts. In addition, as a result of DuPont Capital's relationship to Corteva, DuPont Capital can be subject to certain laws and regulations that limit the amount of such securities that DuPont Capital may purchase or sell for its client accounts, and the timing of such transactions. As a general practice, DuPont Capital does not include the stock or fixed income securities of Corteva in the portfolios of its unrelated clients.

DuPont Capital has formed limited liability corporations and/or partnerships in which certain DuPont Capital employees are partners. These employees are investors in one or more of DCM's Private Equity Funds through these limited liability partnerships' investments in these Funds. These investments provide for alignment of interests between the participating DuPont Capital employees and the other members of DCM's Private Equity Funds. Investment opportunities are allocated to appropriate portfolios by use of objective, written procedures and are based on committed capital ratios for fund-of-funds products and specific targeted investment amounts for separate accounts.

As discussed in Item 10 above, DuPont Capital invests in the Wilton Private Equity Fund. Additionally, employees of DuPont Capital, or its related persons, can hold the same or similar securities as client portfolios, and from time to time may recommend such securities for purchase or sale in clients' portfolios in the normal course of business. Similarly, employees of DuPont Capital and its related persons who maintain private equity interests can hold the same or similar interests as client portfolios. DuPont Capital has established informational barriers and has adopted various policies and safeguards in order to address conflicts of interest that may arise from such activities.

## **Item 12. Brokerage Practices.**

### ***Research and Other Soft Dollar Benefits***

DuPont Capital's primary objective in broker-dealer selection is to be consistent with its duty of best execution of orders for its clients. DuPont Capital selects brokers that it believes will provide quality execution of transactions at competitive commission rates. DuPont Capital also considers the availability and quality of research in its selection of a broker. Under Section 28(e) (the "safe harbor") of the Securities and Exchange Act of 1934, investment managers are permitted to cause a client to pay higher commissions than another broker might have charged in return for research and/or brokerage services. DuPont Capital's policy is to use client commissions or "soft dollars" only for goods and services that meet all the conditions of the safe harbor.

The research provided can be either "proprietary" (created and provided by the broker-dealer, including tangible research products as well as access to analysts and traders) or "third-party" (created by a third-party but provided by the broker-dealer). Commission dollars pay for the entire bundle of services (including research and execution of transactions) provided by the broker-dealer. With respect to fixed income transactions, DuPont Capital does not have any soft dollar arrangements with third parties and DuPont Capital does not direct client transactions to particular broker-dealers in return for third-party soft dollar credits or services.

Both the proprietary and third-party research services acquired through discretionary brokerage are typically used to service all client portfolios. DuPont Capital does not attempt to allocate soft dollar benefits to client accounts in proportion to soft dollar credits created by the accounts. DuPont Capital receives a benefit by using brokerage commissions to pay for research or trade execution related products or services because DuPont Capital does not have to pay for receiving such products or services.

If a broker-dealer provides mixed-use (research and non-research) products or services, only the research portion is paid for with commission allocations. DuPont Capital determines the research portion of mixed-use products or services based on the expected usage of such product or service (e.g., by identifying each user as either a research user or non-research user). DuPont Capital benefits by using commissions to pay for the portion of mixed-use products or services that is deemed to qualify as research or trade-execution-related products or services under the safe harbor. The balance of the cost of such mixed-use products or services is paid for by DuPont Capital directly.

Mixed-use allocations are reviewed and adjusted annually if usage has changed.

The soft dollar benefits to DuPont Capital described above create an incentive for DuPont Capital to direct trades to brokers who provide these benefits. DuPont Capital's practice is to use brokers for soft dollar arrangements who would otherwise fully meet DuPont Capital's requirements for execution without regard to the soft dollar arrangements. DuPont Capital's objective is to enhance returns to its clients by effectively utilizing this research in its investment processes.

For proprietary research, commission allocations are made to broker-dealers based on an internal allocation approach using input from DuPont Capital's research analysts, portfolio managers and traders. The brokerage and proprietary research services that are a factor in the selection of brokers include a wide variety of macro-economic, fundamental, and quantitative research; other research publications; and access to and meetings with analysts, specialists and management representatives of issuers.

For third-party research, transactions are directed to DuPont Capital's "soft dollar" broker based on DuPont Capital's assessment that the broker can execute the transactions in a manner comparable to brokers that provide proprietary research. Factors considered include the markets and conditions of particular transactions and the DuPont Capital traders' experiences with the broker. Third-party research services that DuPont Capital acquires in this manner include electronic delivery of news, fundamental data, real-time prices, and analysis tools; portfolio optimizer software and models; and exchange fees related to electronic delivery of price data.

Certain of DuPont Capital's third-party research arrangements are Client Commission Arrangements ("CCAs"). CCAs typically involve an executing broker and a broker that provides research; though, in some cases, the research provider may not be a broker. These arrangements do not generate soft dollar purchasing power but do provide benefits to DuPont Capital and its clients by providing access to research from a large pool of providers while allowing DuPont Capital to deal with a limited number of executing brokers for operational efficiency.

### ***Selection of Brokers for Equity Trades***

DuPont Capital has defined best execution as "execution of client trades at the best net price under the circumstances." The obligation to seek to obtain best execution does not require DuPont Capital to effect a transaction at the lowest possible commission cost. Rather, the issue is whether the transaction represents the best qualitative execution for the account considering the full range and quality of the services offered by a broker or dealer. In evaluating the circumstances, unquantifiable factors sometimes arise. As such, DuPont Capital sees the measurement of best execution as a subjective and judgmental process. The factors to be considered in evaluating best execution typically include, but are not limited to:

- Confidentiality provided by broker-dealer
- Competitiveness of commission rates and spreads
- Past history of execution of orders
- Ability to prospect for and provide liquidity

- Broker-dealer's financial strength
- Broker-dealer's reputation and integrity
- Difficulty of trade and security's trading characteristics
- Size of the order
- Availability of accurate information regarding the market for the security in question
- Liquidity of the market for the security in question
- Broker-dealer's access to markets
- Trading style and strategy
- Block trading capabilities
- Sophistication of broker's trading facilities and systems
- Specialized expertise
- Access to new issues of securities for client accounts
- Number of errors/ability and willingness to correct
- Overall responsiveness to manager's needs/willingness to work with manager
- Broker-dealer's distribution network

DuPont Capital uses an annual voting process, in which portfolio managers participate, to develop its commission budget allocation among equity brokers. The most significant considerations used by DuPont Capital's investment professionals in the voting process are:

- Fair commissions
- Quality of execution
- Level and quality of service
- Breadth and quality of research
- Customized research

Equity traders, specifically, vote for brokers based on service, handling of order flow, program trading capabilities, algorithmic trading capabilities, market access, and other factors.

Our outsourced trading partner uses a third-party service provider to analyze our trade costs on a semi-annual basis. DuPont Capital reviews commissions and execution costs to examine historical trends of the firm's overall costs. Costs are both in absolute terms and compared to DuPont Capital's peers. Our outsourced trading partner will summarize these reports and provide them to the head of Equities. Annually, the Head of Equities or a representative of our outsourced trading partner, delivers a presentation to DuPont Capital's Investment Committee on trade costs, historical trends, broker performance, and other factors relevant to best execution.

Orders for initial public offerings ("IPOs") are submitted for client accounts when the responsible Portfolio Manager determines that the security is an appropriate holding for one or more clients,

based on the DuPont Capital strategy used for each client and each client's investment guidelines. DuPont Capital aims to achieve similar performance across client accounts that use the same strategy and benchmark, and its policy is to allocate IPO shares to client accounts in proportion to the quantity requested for each account by the respective portfolio managers. Clients with directed brokerage are not treated any differently than clients without directed brokerage and it is DuPont Capital's policy to neither advantage nor disadvantage one client over another within the same strategy. While there is an inherent conflict of interest in the allocation of IPOs such that advisors have an incentive to favor poorly performing and/or performance-based fee accounts, DuPont Capital believes its policies and procedures adequately guard against such practices, including review of dispersion among accounts and segregation of equity portfolio management from equity trading.

### ***Brokerage for Client Referrals***

DuPont Capital does not select or recommend broker-dealers in return for client referrals.

### ***Trade Errors***

DuPont Capital seeks to identify and resolve trade errors promptly. Consistent with its fiduciary duty to its clients, DuPont Capital's policy is to put the client in the same position that it would have been in if the error had not occurred. Any gains resulting from trade errors discovered after settlement remain in the client's account. DuPont Capital also investigates underlying causes of trade errors and identifies improvements to processes to help prevent a recurrence.

### ***Directed Brokerage***

Generally, DuPont Capital receives full discretion from its clients to choose broker-dealers through whom transactions may be executed. Some clients may, however, (i) direct DuPont Capital to only use a designated broker-dealer or (ii) direct DuPont Capital to use a designated broker-dealer for a portion of their trades subject to DuPont Capital's ability to obtain best execution with that broker.

When a client instructs DuPont Capital to direct all of the transactions for its account to a designated broker-dealer:

The client has made a decision to retain control over broker-dealer selection. In such cases, the directing client, not DuPont Capital, has negotiated the selection of the designated broker-dealer(s), execution quality, and services or other benefits to be received, and it is solely the client's responsibility to satisfy itself concerning the adequacy of all of those arrangements.

DuPont Capital will treat the direction as a decision by the client to retain, to the extent of the direction, the discretion that otherwise would be given by the client to DuPont Capital to select broker-dealers. DuPont Capital will follow the client's direction to use the designated broker-dealer even when it might be able to obtain a more favorable price and execution from another broker-dealer for a transaction on behalf of such client's account.

Clients who direct brokerage in this manner will be notified that:

- DuPont Capital will not always be able to negotiate brokerage commissions with respect to transactions executed by the designated broker-dealer for the client's account.
- Orders may be placed separately from and after the completion of orders for non-directed accounts. To the extent that orders for such client accounts are placed after the orders for other investment management clients, the price of the securities purchased or sold for such client accounts may be adversely affected.
- A client that directs brokerage may forego any benefit from savings on execution costs that DuPont Capital could obtain for its clients through negotiating volume commission discounts on aggregated transactions.
- As a result of the foregoing, a client that directs brokerage may not receive best execution on transactions effected through the designated broker-dealer.
- As a result of these considerations, directed brokerage accounts may not generate returns equal to those of non-directed accounts.

When a client instructs DuPont Capital to direct a portion of its trades to a designated broker-dealer subject to DuPont Capital's ability to obtain best execution with that broker:

DuPont Capital will generally accept such preference or direction provided the client provides written assurances that, in directing that DuPont Capital use a particular broker or dealer, the client is complying with its fiduciary obligations.

DuPont Capital recognizes that it is not fully absolved from its best execution obligations as a result of a client's directed brokerage arrangement for a portion of its account. As such, brokers providing this type of directed brokerage are subject to DuPont Capital's periodic review procedures relative to best execution. If DuPont Capital has concerns relative to a broker's ability to provide best execution under this type of directed brokerage arrangement, DuPont Capital will notify the client and express its concerns. If the concerns are such that DuPont Capital believes continuing the directed brokerage arrangement may not be consistent with its duty to obtain best execution, DuPont Capital will take action on a case-by-case basis, which may include terminating the directed brokerage agreement.

Clients who direct brokerage in this manner will be notified that:

- DuPont Capital will not always be able to negotiate brokerage commissions with respect to transactions executed by the designated broker-dealer for the client's account.
- Orders will generally be placed separately from and after the completion of orders for non-directed accounts.
- To the extent that orders for such client accounts are placed after the orders for other investment management clients, the price of the securities purchased or sold for such client accounts may be adversely affected.

- As a result of these considerations, directed brokerage accounts will not generate returns equal to those of non-directed accounts.

DuPont Capital requires clients to notify DuPont Capital in writing if the client wants to change its designated broker-dealer.

In agreeing to follow a client's directed brokerage instruction, DuPont Capital understands and is relying on the fact that it is the client's responsibility to ensure that (i) all services provided by the designated broker-dealer will solely benefit the client's account and using the designated broker-dealer is in the best interest of the account taking into consideration the services provided and (ii) the brokerage direction will not conflict with any fiduciary obligations of the persons acting for the client's account and, if the account is subject to the provisions of ERISA, such direction will not cause the plan to engage in a prohibited transaction under ERISA.

### ***Selection of Brokers for Fixed Income Trades***

The most significant factors in DuPont Capital's fixed income dealer relationships are execution and research. DuPont Capital allocates trades to balance these factors and to achieve DuPont Capital's clients' investment objectives in accordance with legal, regulatory, and ethical standards.

DuPont Capital's active fixed income dealers fall into two broad categories:

1. Strategic dealers. Each of these dealer relationships encompasses as many asset subclasses/products (Corporates, Mortgages, Government Bonds, Futures, etc.) as possible because of long-term benefits in execution and research.
2. Product-specific dealers. These dealer relationships combine well-developed product niches (for one or more asset subclasses) with strong execution.

The number of active dealers generally varies inversely with the liquidity of each asset subclass; no specific targets are set for the number of dealers in each asset subclass.

Occasionally, traders may transact with a dealer not included in the active list when, in the trader's judgment, a dealer not included in the active list can provide best execution for a specific trade. Absent a reason to exclude them, these dealers are added to the active list at the next periodic review.

Trade execution depends on the type of trade. Trades are classified into three categories as follows:

1. Transparent Markets: This category includes futures, options on futures, FX forwards and spots, TBA mortgages, and U.S. treasuries. These instruments trade in transparent markets with two-sided real-time market prices available through pricing services to which the Fixed Income group has access. Because of the complete transparency of these markets, price discovery is not required. In most cases, quotes are obtained from a single dealer. However, trades can be executed by exposing an appropriate number of active dealers to the trade, with the quotes obtained electronically through Bloomberg. Trades are allocated based on factors related to dealers' strategic importance and position



management.

2. Normal Markets: Trades are executed by exposing an appropriate number of active dealers to the trade. The selection and the number of dealers exposed to a particular trade depend on the specific conditions of the trade such as liquidity, information on dealer inventory, and market conditions. One dealer is chosen to execute the trade strictly based on price competitiveness at the time the trade is initiated.
3. Illiquid Markets: Due to either market conditions or the nature of the security, best execution is obtained by involving only one dealer. In these cases, the dealer's price is compared to a fair value benchmark when evaluating best execution.

### ***Aggregation of Trades - Equities***

Same-day orders that are not completely filled should be merged with additional orders unless significant price movements give later orders the appearance of unfairly "gaming the system." Orders received after a previous order is completely filled are placed immediately and are not aggregated with the earlier order; therefore, prices are not averaged with the day's earlier order. Only merged orders receive the same average price.

Orders for the same security from clients of the same strategy given to the Trading Desk at the same time are aggregated. Volume discounts may result from large trades with the same broker.

An exception to normally merging orders occurs with pure U.S. or International Index Program Trades when such pure index accounts exist. Such Index Program Trades cannot practically be bundled with any other orders. Also, the price is not negotiated.

### ***Aggregation of Trades – Fixed Income***

The DuPont Capital fixed income team is structured by asset class, with sub-teams. Orders for the same security from clients of the same strategy are aggregated.

## **Item 13. Review of Accounts.**

### ***Review Process for Separate Account Clients***

Each separate account is reviewed by the portfolio manager responsible for that account and by investment accounting professionals as described below.

For fixed income accounts, daily activities include portfolio manager reviews of:

- trading activity,
- overall and sub-portfolio risk versus indices and sub-indices, and
- monitoring of the largest positions.

In addition, the Managing Director of Fixed Income conducts weekly reviews of client positioning and exposure versus benchmarks on sectors, industries, and issuers.

For equity accounts, daily activities include portfolio manager reviews of:

- trading activity,
- investment performance, and
- positions relative to the applicable investment guidelines.

Investment accounting professionals review and reconcile holdings and cash balances daily (when available from a client's custodian), and prepare market value reconciliations monthly.

DuPont Capital strives to respond to client requests promptly and comprehensively. As appropriate, client requests are responded to by a member of the appropriate investment team. Face-to-face meetings are typically held once or twice each year, as agreed upon by DuPont Capital and each client. As part of the client's due diligence review process, annual meetings in Wilmington at DuPont Capital's office are welcomed. DuPont Capital welcomes suggestions from its clients on the content of such reviews. Telephone conference calls can be arranged with the client on a mutually acceptable schedule and the relationship management team will coordinate timely responses to client inquiries and requests. The portfolio manager and members of the appropriate investment team, as well as representatives of DuPont Capital's senior management team, can be made available to participate in client meetings and conference calls, when appropriate.

### **Review Process for DuPont Capital-Sponsored Private Market Funds**

DuPont Capital monitors the underlying holdings and commitments in its private funds on a regular basis through a combination of:

- advisory board seats on many of its partnership investments;
- frequent discussions with general partners of the funds in which the private funds invest;
- receipt and review of quarterly financial statements for each investment; and
- population of and reporting from a proprietary database containing both fund-level and underlying investment-level information, such as industry codes and key company metrics.

DuPont Capital confirms that the values on financial statements are consistent with conversations held with the general partners and with comparable market data. The DuPont Capital reviews are conducted by the Managing Director of Alternative Investments and the group's portfolio managers.

In addition, the DuPont Capital Management Investment Committee oversees all strategies to ensure appropriate risk, review strategic allocation, and consider trends.

### ***Reporting to Clients***

In addition to the face-to-face meetings mentioned above, written communication is provided in client reports. These reports provide DuPont Capital's market perspective, performance updates including attribution comments, and strategy discussions specific to client mandates. DuPont Capital also provides industry insights and educational materials specific to client requests as required. In addition, DuPont Capital accommodates clients' reporting needs as specified in each client's investment management agreement.

#### **Item 14. Client Referrals and Other Compensation.**

Other than the soft dollar arrangements discussed in Item 12, DuPont Capital is only compensated by clients for providing investment advice or other advisory services to DuPont Capital's clients.

#### **Item 15. Custody.**

Generally, DuPont Capital does not have custody of client assets. There are two exceptions:

- DuPont Capital is deemed to have custody of clients' assets invested in commingled vehicles sponsored and/or managed by DuPont Capital due to DuPont Capital's broad role with respect to these investment vehicles, and
- DuPont Capital is deemed to have custody of certain clients' assets because of DuPont Capital's ability to pay its fees and the fees of certain third parties or to open custodial accounts on behalf of the clients.

Clients investing in DuPont Capital's non-PE commingled vehicles will receive quarterly statements directly from the custodian of the commingled vehicle. DuPont Capital's separate account clients generally select their own custodian and, when DuPont Capital is deemed to have custody of a separate account, DuPont Capital seeks to confirm annually with the appropriate custodians that clients are receiving custodial statements directly from those custodians.

DuPont Capital encourages all its clients to obtain statements from their custodians at least quarterly, to review them carefully, and to compare them to the quarterly reports they receive from DuPont Capital.

With respect to certain of its clients, DuPont Capital is required to undergo surprise examinations under which an independent public accountant verifies client assets through security counts. This requirement generally applies when a pooled investment vehicle cannot provide clients with audited financial statements within 120 days of its year-end (180 days for funds-of-funds) or when DuPont Capital is deemed to have custody of a separate account client's assets.

#### **Item 16. Investment Discretion.**

DuPont Capital's clients generally grant it full discretion to manage securities accounts on their behalf, including the selection of brokers and/or dealers for execution of transactions.

For separate accounts, clients generally provide investment guidelines to which DuPont Capital must adhere. These may, among other things:

- Prohibit purchases of securities of companies within a specific industry and/or country.
- Prohibit or limit purchases of fixed income investments below a certain investment grade.
- Prohibit or limit investments of a particular type, such as futures, options, non-US securities, or commodities.
- Prohibit or limit use of leverage, short selling, and/or soft dollars.
- Limit a holding to a certain percent of the total value of the portfolio or of the value of the company that issued the security.
- Specifying risk or tracking error levels.
- Requesting that DuPont Capital comply with directed brokerage arrangements, subject to DuPont Capital's ability to obtain best execution.

Some investment guidelines requested by clients may not be suitable for programming into our compliance system, may be subject to multiple interpretations, and/or may establish industry, sector, country, or risk criteria for which more than one suitable value exists. In some cases, the industry, sector, or country classifications used by DuPont Capital may differ from the expectations or assumptions of the client. Generally, DuPont Capital relies upon data from third-party data providers as sources for security characteristics. However, in cases when a third-party source is not deemed reliable with respect to a particular security, DuPont Capital will assign the characteristic(s) that it believes most appropriate.

Whether or not discretionary authority is accepted, DuPont Capital executes a written investment management agreement with its separate account clients. For commingled vehicles sponsored by DuPont Capital, a subscription agreement is generally executed.

If DuPont Capital manages multiple portfolios across different asset classes and/or account vehicles (i.e., separately managed account and/or mutual fund) for a client and has the discretionary authority to adjust the asset allocation among those portfolios, there is an inherent incentive to allocate more assets to asset classes and/or account vehicles that command higher fees and/or generate a higher level of profits. DuPont Capital's policies and procedures, and applicable regulations, require employees to put the interests of its clients first, before those of the firm or its employees.

#### **Item 17. Voting Client Securities.**

DuPont Capital's clients generally grant it discretionary authority to vote client proxies, but have the option to retain this responsibility if they prefer. Clients also have the option to provide their own "custom" voting policies in lieu of using DuPont Capital's proxy voting policy. For both separate account and commingled fund clients, proxy voting responsibilities are generally described in the

investment management agreement (“IMA”) governing the relationship between DuPont Capital and its client (for this purpose, DuPont Capital’s client is the commingled fund when the account structure takes this form). If a client wants to retain the right to direct DuPont Capital’s vote in a particular solicitation, this right should be specified within the IMA.

DuPont Capital has engaged Institutional Shareholder Services (“ISS”) to provide proxy voting recommendations and voting services. These services include timely submittals of votes in accordance with the appropriate policy; delivery, upon request, of proxy statements and/or reports on votes cast; and ensuring that corporate action notices, as applicable, are appropriately addressed. ISS’s ability to vote proxies depends upon each client’s custodian delivering the proxies in proper form and in a timely manner and may also be affected in certain markets by: requirements to vote in person, “share blocking” (prohibiting voters from disposing of their shares for a period near the shareholder meeting), or requirements to provide local agents with unrestricted powers of attorney to facilitate voting instructions.

DuPont Capital’s policy does not direct ISS to withhold from voting on any matters, although DuPont Capital reserves the right to withhold votes if this is deemed to be in the best interest of the plan, client, or account, whichever is appropriate.

Detailed and summary versions of ISS’s voting policies are available at <https://www.issgovernance.com/>.

Each DuPont Capital client is entitled to a copy of DuPont Capital’s proxy voting guidelines and to information on how DuPont Capital has voted proxies for shares held in its account(s). This information can be requested through each client’s relationship manager.

At times, proxy voting options that are in the best interests of DuPont Capital’s client may not be in the best interest of DuPont Capital. This conflict is addressed by DuPont Capital in the following ways:

- DuPont Capital relies on ISS’s independent research and voting recommendations in the vast majority of proxy voting decisions. ISS is an industry leader that specializes in voting proxies in the best interests of shareholders.
- In the cases where DuPont Capital varies from the ISS policy, DuPont Capital has documented its reasoning and obtained the approval of its Chief Compliance Officer for each case where such differences exist.
- While the ISS policy’s recommended voting position is generally accepted by DuPont Capital, there may be matters that have a potentially significant impact on the company (e.g., mergers) where a DuPont Capital analyst or portfolio manager believes that overriding the recommended vote is in the best interest of plan participants or clients. An equity analyst, equity portfolio manager, or DuPont Capital’s Chief Compliance Officer must provide a written, objective rationale explaining why an override is in the best interests of plan participants or clients. Two equity portfolio managers and/or senior DuPont Capital officers must sign the override recommendation in order for it to become effective.

- Disclosure to clients, upon request, of proxy voting decisions provides transparency and an incentive for DuPont Capital to fulfill its obligation to put the interests of its clients before its own interests.

While DuPont Capital has outsourced the proxy voting activity, it retains an important responsibility to monitor and oversee the services it receives from ISS. In addition to obtaining various policies and procedures from ISS, and its annual SOC 1 report, DuPont Capital monitors voting activity through reporting tools provided on ISS's website and seeks to ensure that ISS maintains satisfactory segregation between its proxy voting business and its consulting business.

#### **Item 18. Financial Information.**

DuPont Capital does not bill clients six months or more in advance. Clients participating in a fund-of-funds product may be invoiced for the upcoming quarter shortly before that quarter begins. Note that carried interest fees on private funds are not billed to clients. Rather, carried interest is distributed to DuPont Capital directly from the applicable private fund.

DuPont Capital does not have any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients and has never been the subject of a bankruptcy petition.