



## **Legal & General Investment Management America, Inc.**

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### **Form ADV Part 2A Brochure**

March 30, 2024

This Brochure provides information about the qualifications and business practices of Legal & General Investment Management America, Inc. ("LGIM America or "we"). If you have any questions about the contents of this Brochure, please contact us at (312) 585-0300 and/or [ComplianceLGIMA@lgima.com](mailto:ComplianceLGIMA@lgima.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.

LGIM America is a registered investment adviser with the United States Securities and Exchange Commission. The use of the terms "registered investment adviser" or "registered" by us does not imply by itself any level of skill or training.

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

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## Item 2 – Material Changes

Since LGIM America's last annual update to this Brochure on March 31, 2023, we note the following material changes:

- Item 9 has been updated to state that the Real Assets strategies, including private credit and real estate equity, are now available to third party external clients.
- The disclosure in Item 9 has been amended to state that the Department of Labor closed its investigation into LGIM America on September 21, 2023, with no monetary sanctions or restrictions on LGIM America's activities in the future.

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## Item 4 – Advisory Business

### A. Description of the Advisory Firm

LGIM America is a Delaware corporation with its principal place of business in Chicago, Illinois. LGIM America has been in business since January 2009. LGIM America is registered with the SEC as an investment adviser pursuant to the Investment Advisers Act of 1940, as amended (the “Advisers Act”), the U.S. Commodity Futures Trading Commission (“CFTC”) as a Commodity Trade Advisor and Commodity Pool operator, the Ontario Securities Commission (“OSC”) and the Quebec Autorité des Marchés Financiers (“AMF”) in Canada as a Portfolio Manager, and is a member of the U.S. National Futures Association (“NFA”). With respect to its management of client funds deemed to be “plan assets” under the U.S. Employee Retirement Income Security Act of 1974, as amended (“ERISA”), LGIM America relies on the U.S. Department of Labor’s Qualified Professional Asset Manager exemption or other statutory or administrative prohibited transaction exemptions to avoid engaging in non-exempt prohibited transactions in those assets under ERISA and the U.S. Internal Revenue Code of 1986, as amended.

LGIM America is a wholly-owned subsidiary of Legal & General Investment Management United States Holdings, Inc. (“US Holdings”), which itself is a wholly owned subsidiary of Legal & General Investment Management Holdings, Limited (“LGIM(H)”). LGIM(H) is a financial services holding company wholly-owned by Legal & General Group PLC, (“Legal & General”), a publicly-traded company in the United Kingdom (“U.K.”). LGIM America is an affiliate of Legal & General Investment Management Ltd. (“LGIM”), a London-based adviser authorized and regulated by the U.K. Financial Conduct Authority (“FCA”), and LGIM International Ltd. (“LGIMI”), a London-based adviser authorized and regulated by the FCA and registered with the SEC.

### B. Types of Advisory Services

We provide investment management services on a fully discretionary basis to our clients and on a non-discretionary basis to certain of our affiliates. We do not offer non-discretionary investment advisory services generally or to clients that are not affiliates of our firm. Currently, LGIM America only provides services to institutional investors.

#### 1. Investment Strategies Offered

Currently we offer six primary investment strategy types: active fixed income (“AFI”), liability-driven investing (“LDI”), multi-asset, passive index-tracking (“Passive Index”), index-tracking that implements certain additional trading strategies selected by LGIM America (“Index Plus”); and private credit, real estate debt, and real estate equity (collectively, “Real Assets”). The foregoing strategies are described in detail below. In addition, we periodically offer certain strategies that are fully implemented for clients through delegation to LGIMI, including emerging market debt, global high yield and transition services. Please see Item 8 of this Brochure for more information about certain of LGIM America’s strategies. Further information on strategies delegated to an affiliate which are not included in this Brochure is available upon request.

AFI Offerings: Currently deployed AFI strategies include the following, although this list may change without notice: Absolute Return, Absolute Return Plus, Buy and Maintain, Cash Flow Matched Bond, Enhanced Cash, High Yield, Liability Aware Long Duration US Credit, Long Duration Government / Credit, Long Duration US Corporate, Long Duration US Credit, Long Duration US Credit / US Long Government, Long Duration US Credit Plus, US Corporate, US Credit, US Credit Plus, US Intermediate Credit, US Intermediate Government, US Long Government, US Long Treasury, US Treasury 1-10 Year TIPS, US Treasury 15+ STRIPS, US Treasury 20+ STRIPS and US Treasury STRIPS Custom.

LDI Offerings: We offer custom solutions through LDI management services, which includes custom liability benchmarking, derivatives management, Treasury management, completion management, funded ratio monitoring, and pension endgame portfolios.

Multi-Asset Offerings: We offer the following multi-asset strategies: policy allocation management, including cash equitization, factor exposure, volatility management and tactical asset allocation, equity hedging and structuring, such as broad index overlay and replication, tactical hedging, tail risk protection and cross asset exposure, alternatives replacement, as well as Retirement Income. We do this by using derivatives (exchange traded, over the counter, and centrally cleared), physical investments (including cash), or a mix thereof.

Passive Index Offerings: We offer Passive Index investment strategies that track market indices designed by Standard & Poor's, MSCI, FTSE Russell, Bloomberg Barclays, Solactive, EDHEC Risk Institute Scientific Beta, or LGIM, our affiliate. Offerings include tracking to customized indexes created to meet a client's specific needs.

Index Plus Offerings: We offer Index Plus strategies which attempt to earn returns that slightly exceed market indices designed by Standard & Poor's, MSCI, FTSE Russell, Bloomberg Barclays, Solactive, or our affiliate, LGIM. The Index Plus strategies will primarily seek exposure to the market indices by investing the assets of these strategies in publicly traded, U.S. and non-U.S. equity securities that are primarily components of such indices, while secondarily employing, on an opportunistic basis, other selected trading strategies, including event driven trading, risk inefficiency trading, rebalance prediction-based trading and synthetic asymmetries-based trading. See Item 8 for more details about this strategy.

Real Assets Offerings: We offer Real Assets strategies across investment-grade corporate and structured credit, infrastructure debt investments, commercial mortgage loans, real estate debt, and real estate equity. . Global mandates for all the foregoing, with the exception of real estate equity, are sub-delegated to our affiliate, LGIMI. Administrative services for our Real Assets Offerings are provided by our affiliates.

## *2. Investment Products Offered*

We offer the foregoing strategies: (i) through separately-managed accounts ("SMAs"); (ii) as an adviser to "Private Funds", which are U.S. investment funds exempt from registration as investment companies in reliance on Section 3(c)(7) of the U.S. Investment Company Act of 1940, as amended (the "Company Act"); (iii) as advisor or sub-adviser to "CITs", which are collective investment trust funds exempt from registration as investment companies in reliance on Section 3(c)(11) of the Company Act; (iv) as investment adviser of SEC registered investment companies (the "LGIMA Mutual Funds"); (v) as sub-adviser to SEC registered investment companies for which unaffiliated third parties serve as investment advisers (the "Sub-Advised Mutual Funds"); and (vi) as sub-adviser to other investment advisers in connection with their services to institutional clients, funds, and Outsourced Chief Investment Officer ("OCIO") platforms. The Private Funds, the CITs and the LGIMA Mutual Funds are collectively referred to herein as the "LGIMA Funds." The various product offerings described above are collectively referred to as the "LGIMA Products." Certain LGIMA Products are described in more detail below.

Private Funds: Only qualified purchasers may invest in the private funds. A list of the Private Funds, and their primary services providers, is available in LGIM America's ADV Part 1A.

CITs: Reliance Trust Company is the trustee, transfer agent, and adviser of the CITs, which are bank-maintained trusts available to certain tax-exempt employee benefit plans. Citibank, N.A. is the CITs' custodian and securities lending agent, and Citi Fund Services Ohio, Inc. is the CITs' fund accountant and administrator.

Mutual Fund: The LGIMA Mutual Fund is operated by SEI Investments Management Corporation ("SEI") and its affiliated entities. In addition, LGIM America sub-advises certain multi-manager mutual funds for which SEI and GuideStone Capital Management, LLC serve as investment advisers. LGIM America is not involved in the operation

or distribution of these Sub-Advised Mutual Funds and its responsibility is limited to the portion of such funds for which it serves as sub-adviser.

Please see the respective LGIMA Fund's offering materials, such as the private placement memorandum, prospectus, statement of additional information or similar offering documents (the "Offering Document") for complete disclosures relating to such products. The foregoing information is provided for informational purposes only and not as a solicitation, and is merely intended to address required disclosures about our business practices and the conflicts associated with managing multiple types of investment products. No reference within this Brochure should be viewed as an offer to sell or an offer to buy an interest in any LGIMA Product.

### **C. Client Tailored Services and Client Imposed Restrictions**

The LGIMA Products have varying business terms, including, but not limited to, differences in fees charged, withdrawal rights, voting rights, investment objectives and guidelines, investment portfolios, investment minimums, investment qualification standards, and dividend payments. Certain LGIMA Products, particularly the SMAs and single-investor LGIMA Funds, are tailored to the needs of their investors in that they are subject to investment restrictions, limitations, and/or guidelines that LGIM America has agreed to with the investor. The investment objective and appropriate level of risk of each LGIMA Product, as well as any applicable investment limitation, restriction, guideline or benchmark, are generally set forth in that LGIMA Product's Offering Document and/or investment management agreement or sub- advisory agreement (the "IMA"). In certain instances, SMA clients direct LGIM America, via their IMA, to invest all or a portion of their separately-managed account into one or more LGIMA Funds, such that the SMA's strategy is implemented partially or wholly through LGIM America's commingled funds.

### **D. Participation in Wrap Fee Program**

We do not participate in or offer Wrap Fee programs.

### **E. Assets Under Management**

As of December 31, 2023, we manage approximately \$214 billion on a discretionary basis and approximately \$1 billion on a non-discretionary basis. Please note that the methodology that this Brochure uses to present LGIM America's assets under management differs from the methodology that the SEC requires to calculate "regulatory assets under management" ("RAUM"). For purposes of LGIM America's Form ADV Part 1, RAUM is calculated on a gross basis (without deduction of any outstanding indebtedness or other accrued but unpaid liabilities) and double counts investments by one investment product into another (e.g., internal fund-of-funds structures). In contrast, we calculate the net assets under management disclosed in this Brochure to prevent double counting. All assets under management presented in this Brochure are comprised of December 31, 2023 net asset values.

### **F. Participating Affiliate Arrangements**

In some cases, LGIM America utilizes non-U.S. advisory affiliates, or such affiliates' personnel, to perform services through various shared services, personnel sharing and "participating affiliate" arrangements. In participating affiliate arrangements, certain personnel of certain of LGIM America's non-U.S. advisory affiliates act as "associated persons" in providing such services pursuant to a participating affiliate agreement between LGIM America and such non-U.S. advisory affiliate, and in that capacity are subject to LGIM America supervision and oversight. We, each participating affiliate, and any such personnel, will act according to a series of SEC no-action relief letters mandating that our participating affiliates remain subject to the supervision of LGIM America and the SEC with respect to activities engaged in pursuant to the participating affiliate agreement.

## Item 5 – Fees and Compensation

### A. How we are compensated for Advisory Services

#### 1. Fee Rate Ranges

LGIMA Products are primarily subject to a fee expressed as a percentage of the total value of the assets we manage (a “Management Fee”), generally determined at the end of each month or quarter, as well as annual minimum fee amounts. We offer customized fee arrangements, such as Management Fees based on total notional exposure (rather than net asset value) for accounts that engage in derivatives trading.

Certain LGIM America’s Index Plus offerings are also subject to a performance-based fee (a “Performance Fee”) when these LGIMA Products outperform the applicable index on terms set forth in the Offering Document or IMA for such LGIMA Product. Performance Fees are typically only charged on the portion of the return that outperformed the applicable index (the “Excess Return”) over one year, or from the date of the last Performance Fee to the time of a withdrawal (each, the “Performance Period”). Performance Fees will not be charged if the LGIMA Product underperforms compared to the applicable index during the performance period, and the client will generally receive a credit for loss carry-forward applied to the Performance Fee of the next Performance Period. However, because the Performance Fee is determined based upon the LGIMA Product outperforming the applicable index for any Performance Period, it is possible that LGIM America will receive a Performance Fee even if there is negative investment performance for the LGIMA Product over the Performance Period.

In a few limited cases we have agreed to performance-based compensation for SMA clients in strategies other than Index Plus.

LGIM America’s current Management Fee rate ranges for each strategy are as follows (expressed as basis points of assets under management or, in the case of certain derivatives overlay accounts, gross notional exposure):

- AFI: 0 – 70
- LDI: 0 – 40
- Multi-asset: 0 – 30
- Passive Index and Index Plus: 0 – 50
- Real Assets: 0 – 50

For Index Plus strategies, performance fees are negotiable, and vary by each LGIM America Product’s Offering Document or IMA and may be up to 25% of the Excess Return.

The Mutual Funds for which LGIM America serves as investment adviser are subject to a single unitary or embedded fee (e.g., a “Net Total Expense Ratio”) which range from 9 – 65 basis points of assets under management and are inclusive of LGIM America’s Management Fees. In general, this fee varies by fund. However for certain Mutual Funds, it can vary by asset class within the fund.

#### 2. Fee Negotiations

Fees are subject to negotiation on a case-by-case basis. LGIM America has entered into arrangements or agreements with certain investors granting them preferential fee terms, including limits on aggregate fees charged. LGIM America’s determination to negotiate fees is often based on the range of services that LGIM America is providing to the investor; the investor’s total investment size across all LGIM Products and with LGIM America’s affiliates; and the total investment size of accounts that are aggregated because their investors are affiliated, use

the same consultant or OCIO, or otherwise share group bargaining power. In addition, LGIM America charges reduced or no fees to its affiliates.

Due to the foregoing, similarly-situated clients at times will pay different fees for comparable advisory services. LGIM America is generally not obligated to disclose fee arrangements to other clients or obtain their approval before entering into any special fee arrangement. However, LGIM America will not enter into a special fee arrangement that could have a material adverse effect on other clients of LGIM America. To ensure that this conflict is appropriately mitigated, LGIM America has a Pricing Committee comprised of certain executive officers to ensure all opportunities are fairly and competitively priced.

## **B. Payment of Fees**

Fees are generally payable monthly or quarterly in arrears, pursuant to the terms of the IMA, Offering Document or other fee agreement, as applicable. SMA clients are billed outside of their accounts. Investors in LGIMA Funds may have their fees deducted from their accounts at the fund level or billed outside of the LGIMA Fund in certain circumstances. Where an SMA invests in an LGIMA Fund, the client and LGIM America may agree that aggregate fees will be charged at the SMA level only, or vice versa.

In instances where we sub-delegate all or a portion of a mandate to LGIMI, we share with LGIMI a portion of the fee that the client pays to LGIM America. Similarly, in instances where LGIM or other of our affiliates sub-delegate the management of assets to LGIM America, we will receive the portion of the fees applicable to our services from LGIM or such other affiliate, rather than directly from the client.

## **C. Expenses that Clients Pay**

Clients in all LGIMA Products are responsible for custodial and trading expenses, including brokerage commissions, "spreads," transaction fees, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees, costs and taxes on brokerage accounts and securities and derivatives transactions.

The LGIMA Funds bear their own fund-level expenses, such as administration, audit, tax preparation and filings, legal, and fund accounting, as more fully described in the relevant Offering Document. In certain cases, particularly for the AFI, LDI, Index Plus and multi-asset offerings, LGIM America has agreed to the imposition of an expense cap on the fund-level expenses. Expense caps range from 0.02% to 0.06% of net asset value per annum and the cap is often dependent on the size of the fund and the strategy/trading employed. Similarly, in certain cases, particularly for the Mutual Funds and Index CITs, clients are subject to a single unitary or embedded fee (e.g., a "Net Total Expense Ratio") that comprises both the Management Fee for LGIM America and all fund-level expenses, rather than having a separate Management Fee and expense payments. LGIM America is responsible for any fund-level expenses that exceed an applicable expense cap or unitary fee. Investors in such products bear their pro rata share of all applicable expenses, unless otherwise specified in the relevant Offering Document. A conflict of interest exists where LGIMA Funds have expense caps or unitary fees because LGIM America is incentivized to place clients into LGIMA Products that are not subject to such expense caps or unitary fees to reduce the amount of expenses paid by LGIM America in its capacity as the investment adviser.

Finally, trading costs attributable to transaction activity caused by an investor's inflows to, and outflows from, a Private Fund or CIT are assessed, depending on the size of the flow and LGIMA Product involved through an anti-dilution levy charged against the investor commensurate with the spread or the assessment of a set transaction charge as outlined in the relevant Offering Document. In addition, we may permit certain clients to utilize a separate transition account for inflows to, and outflows from, a Private Fund or CIT in our discretion, which permits the allocation of the actual transaction costs incurred. These charges, or the use of a transition account, is done to insulate other investors from investor-directed investment and disinvestment.



LGIM America does not allocate any of its overhead expenses to any LGIMA Product.

Refer to Item 12 for further detail regarding our brokerage and trading practices.

#### **D. Prepayment of Fees**

We do not require the prepayment of fees.

#### **E. Outside Incentives for Recommendations of Securities**

We do not accept any compensation from third parties for the sale of securities. We are only compensated by our clients.

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

As mentioned in Item 5, we offer Performance Fee arrangements for LGIMA Products that implement Index Plus strategies and for clients in certain other strategies. Such fees create potential conflicts of interest because of our side-by-side management of the same or similar strategy and/or investments for clients that are charged only Management Fees. For example, when allocating investment opportunities, we may be incentivized to favor a Performance Fee account over Management Fee-only accounts, or accounts with lower Performance Fees, because of the opportunity the performance-based fee presents for additional compensation. Further, LGIM America could choose to make investments that are more risky or speculative than we otherwise would to generate greater profits for Performance Fee accounts, or those accounts that charge higher Performance Fees. Finally, in cases where the performance-based fee is based on realized and unrealized gains and losses, LGIM America could earn a Performance Fee on gains that the relevant client never realizes.

LGIM America addressed these conflicts by adopting policies and procedures reasonably designed to seek that, over time, all clients are treated fairly in the allocation of investment opportunities. Specifically, the LGIM America Allocation Policy and the Legal & General Global Trade Aggregation and Allocation Procedure (together with the LGIM America Allocation Policy, the “Allocation Policy” work together to provide a framework for determining and documenting pre-trade allocation. Incomplete fills are generally allocated pro rata based on pre-trade order size. Compliance periodically reviews and tests investment activities and allocations to assess adherence to the policy and to ensure that clients are neither systematically advantaged nor disadvantaged by our practices.

### **Item 7 – Types of Clients**

#### **A. Clients**

Currently, LGIM America only offers its services to institutional clients. LGIM America's clients are (1) the SMA clients, (2) the LGIMA Funds or other investment entities for which LGIM America serves as investment adviser or sub-adviser, and (3) the affiliated and unaffiliated investment advisers for which LGIM America serves as sub-adviser, including unaffiliated OCIOs.

Investors in the LGIMA Products include U.S. and non-U.S. affiliated and unaffiliated: public and private pension plans and pension funds, certain of which are subject to ERISA; other employee benefit plans; insurance companies; Taft-Hartley plans; corporations, including healthcare organizations; trusts; banks; charitable organizations; foundations; endowments; and other business entities.

We maintain relationships with OCIOs and third-party consultants who recommend LGIM America to their clients. We do not compensate any OCIO or consultant for such recommendations. However, clients of such OCIOs or

consultants may be aggregated for purposes of fee rate negotiations, as they share group bargaining power. We have a Pricing Committee that reviews all such pricing decisions and associated conflicts of interest.

## **B. ERISA Clients**

LGIM America provides investment management services to clients that are employee benefit plans covered by ERISA. For ERISA clients, LGIM America is usually a “covered service provider” to the plan for purposes of ERISA Section 408(b)(2). LGIM America provides services to ERISA plans both as a registered investment adviser under the Advisers Act and as a fiduciary within the meaning of ERISA Section 3(21). When providing discretionary investment management services to ERISA plans, we also serve as an investment manager as defined in ERISA Section 3(38). In addition to providing services to ERISA SMA clients, LGIM America may serve as an ERISA fiduciary to plans whose assets we manage through certain LGIMA Funds whose assets are treated as plan assets under ERISA.

## **C. Requirements for Opening and Maintaining Accounts**

For the Private Funds, each U.S. investor must, among other things, be an “accredited investor” as defined in Regulation D under the U.S. Securities Act of 1933, as amended (the “Securities Act”), and a “qualified purchaser” under Section 2(a)(51) of the Company Act; and each non-U.S. investor must not be a “U.S. person” as defined in Regulation S under the Securities Act. For the avoidance of doubt, in the absence of a separate advisory relationship with LGIM America, an investor in a Private Fund is not an advisory client of LGIM America.

Certain LGIMA Products impose other investor eligibility requirements. For example, as required by Section 3(c)(11) of the Company Act, the CITs are only available to certain tax-exempt employee benefit plans. In addition, SMAs are subject to minimum investment amounts depending on the strategy to be employed. The minimum amount necessary to open an SMA varies by investment strategy but is generally between \$50 million to \$100 million.

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

## **A. Methods of Analysis and Investment Strategy**

### *1. AFI, LDI and Multi-asset*

The securities and instruments in which we invest on behalf of clients include equities, corporate bonds, preferred stock, municipal securities, sovereign debt, Treasury debt, agency debt, foreign exchange, credit derivatives, foreign exchange derivatives, interest rate derivatives, money market instruments, commercial paper, asset backed securities (“ABS”) of all types, including asset-backed commercial paper, credit card ABS, auto ABS, student loan ABS, commercial mortgage ABS, to-be-announced transactions (“TBAs”), and residential mortgage ABS (agency, non-agency, subprime, Alt-A), leveraged loans, futures contracts, options on futures, options contracts, swaps, swaptions, and other derivative instruments, certificates of deposit, and ETFs.

For SMAs and new funds, portfolio construction begins with consideration of the client’s investment objectives with respect to risk and potential returns. Once this occurs and investment guidelines are finalized (via the IMA or relevant Offering Document), the client’s portfolio is grouped with other comparable client mandates, if applicable, that share similar investment objectives, guidelines, restrictions, and benchmarks. This process helps the Portfolio Management Team define the universe of acceptable securities to be considered for investment.

On an ongoing basis, assets are purchased based upon and subject to the investment guidelines (i.e., investment objectives and restrictions) set forth in IMAs and Offering Documents. The investment guidelines stipulate the allowable types of investments and permissible ratings, concentrations and restrictions. We maintain communication with clients to ensure that we process properly and timely every change to the investment

guidelines, including investment objectives and restrictions. All investment guidelines are coded in our guideline monitoring systems for ongoing compliance.

AFI investment decisions with respect to issuer and specific bond exposures are the joint responsibility of the AFI Portfolio Management Team and Global Research Team. The Global Research Team specializes in different sectors, industries, and asset classes. The analysts from the Global Research Team review financial results, management strategy, asset protection, covenants, collateral and relative valuations, and other factors, in formulating their recommendations. The Global Research Team analysts and Portfolio Management Team members stay in constant communication about changes in research opinions and market dynamics. Portfolio managers regularly consult with the Global Research Team when considering transactions.

The LDI Portfolio Management Team works closely with our Solutions Team. Together they craft a customized pension solution for each client, often involving investment in one or more of the AFI strategies, alongside Treasuries trading or another component.

The Multi-asset Portfolio Management Team works closely with the Solutions Team to craft customized solutions, generally utilizing a wide variety of asset classes or investment styles. The strategies will employ a variety of techniques and investment vehicles, including the utilization of a wide variety of derivatives (exchange traded, over the counter, and/or centrally cleared), physical investments (including cash), or a mix thereof.

## 2. *Passive Index*

We manage passive equity assets based upon the regional scope of the mandate and utilization of affiliated advisory and execution services. Product focus is on Private Funds and CITs which pursue passive equity index tracking strategies, including non-U.S. (tracking MSCI and/or FTSE indices or similar), U.S. (tracking S&P and/or Russell indices or similar) and Scientific Beta. Some of these strategies track independent benchmarks of ESG-related indices. Some strategies track customized indexes created by our affiliate, LGIM, or unaffiliated third-parties. We further offer bond tracking investments to the extent that these are required for specific mandates. Additionally, some of our Passive Index strategies lend a portion of their assets through a securities lending program where a third-party administrator acts as lending agent.

Portfolio managers have the discretion to invest in shares (ordinary and preferred), depositary receipts (both U.S. and global), warrants, collective investment schemes, convertibles, government bonds, Eurobonds, commercial paper, certificates of deposit and exchange traded futures and options (both single stock and index). These securities are traded on those venues and with those counterparties judged to give best execution. We do not use OTC or centrally cleared derivatives to carry out these strategies, other than foreign exchange trades used for currency hedging purposes.

## 3. *Index Plus*

Our Index Plus equity assets are managed in a similar manner and generally focused on the same or similar equity indices as the Passive Index mandates. Index Plus mandates also secondarily employ, on an opportunistic basis, other selected trading strategies of LGIM America. Additionally, some of our Index Plus strategies lend a portion of their assets to a securities lending program where a third-party administrator acts as the lending agent. Index Plus strategies are generally expected to track the returns of the indices within ten to fifteen basis points; however, there are no hard tracking error constraints applicable to the LGIMA Funds which employ these strategies and such LGIMA Funds may exceed the foregoing tracking error ranges from time to time. SMA clients with Index Plus mandates may include set tracking error targets or limits which differ from the LGIMA Funds which employ Index Plus strategies.

In addition to the portfolio manager's discretion to invest in the same types of securities as our Passive Index mandates, portfolio managers also have full discretion to determine when investments held in LGIMA Products

employing an Index Plus strategy should deviate from the applicable index, unless restrictions have been agreed between LGIM America and a client in an IMA. LGIM America generally can decide to change a LGIMA Fund's strategy in its sole discretion.

#### 4. *Real Assets*

The investment-grade Private Credit strategy includes: (i) corporate private placements for both public and private companies; (ii) infrastructure private placements focusing on economic infrastructure (transportation, utility, power generation, and energy sectors) and social infrastructure (government, healthcare, and university facilities); and (iii) commercial mortgage loans. The strategy utilizes fundamental credit analyses with a focus on structural protection (including financial covenants) through legal documentation and appropriate pricing premiums. The strategy focuses on traditional private placements (Section 4(a) 2 or Regulation D exemption, Rule 144A re-sales, or institutional loans).

The Real Estate Equity strategy may include investments in target markets throughout the United States in: (i) investment-grade sale and leaseback in industrial, office and essential retail, (ii) core-plus and value-add multi-family assets, (iii) core-plus and value-add industrial assets focused on last-mile logistics, (iv) US rental housing communities including new development and recently completed leased-up assets, and (v) life sciences development, core, and core-plus assets in target markets in proximity to research universities.

#### 5. *Sustainability Policy*

LGIM(H) is a signatory of the United Nations-supported Principles for Responsible Investment and has adopted a global Sustainability Policy that applies to investment activities by all subsidiaries, including LGIM America (the "Sustainability Policy"), and which is in line with the E.U. Sustainable Finance Disclosure Regulation ("SFDR").

General Information: Under SFDR, "sustainability risk" means an environmental, social or governance ("ESG") event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of an investment. The Sustainability Policy therefore approaches sustainability risks ("Sustainability Risks") from the perspective that ESG events might cause a material negative impact on the value of clients' investments. The key aspects of the approach taken by LGIM America to integrate Sustainability Risks that apply across investment strategies are as follows:

- Direct active engagement with investee companies on matters including, but not limited to, climate change, remuneration and diversity;
- Applying a common global strategy with respect to the use of voting rights, and setting expectations of investee companies with regards to planning and the management and disclosure of sustainability issues. These principles focus on themes such as climate, gender and racial diversity, and there are structured voting and engagement processes in place;
- By seeking to partner with regulators and policymakers to address Sustainability Risks; and
- Active collaboration with other investors and stakeholders in investee companies as to the on-going application of sustainable principles.

We can provide a copy of the Sustainability Policy upon request.

Passive Index and Index Plus Strategies: In respect of passive index-tracking accounts, whose investment policy is to replicate the relevant index, Sustainability Risks cannot directly influence a decision as to whether the account can invest in a particular security as this will ultimately be driven by the constituents of the relevant index. However, LGIM America will engage with issuers on sustainable matters whose securities are components of the relevant indices. A key component of this approach is active ownership, whereby LGIM America, together with its global affiliates, uses its scale to encourage the companies in which its clients invest to consider Sustainability Risks,

develop resilient strategies, apply longer-term thinking and consider their stakeholders. Engagement activities normally focus on specific material ESG issues and involve formulating an engagement strategy with regards to such issues with the view to tracking and reviewing the progress of the targeted companies during this process. For Index Plus strategies, LGIM America may deviate from tracking the applicable index and implement other trading strategies which may include strategies that consider Sustainability Risks.

Beyond the aspects set out above, Sustainability Risks may be integrated into some strategies on a product level using tools available to LGIM America (including ESG scoring, tilting and exclusions), via index construction or design of investment strategies that explicitly consider sustainable investments.

Active Strategies: In addition to the key aspects set out above, the approach taken by LGIM America in respect of active strategies is as follows:

- Investment Research: Applying forward-looking ESG considerations using proprietary tools to identify material ESG factors and make informed investment decisions to avert sustainability risks and seek out sustainable opportunities. For example, for AFI strategies, ESG factors may impact our investment decisions to the extent we believe that an ESG issue is material to the credit-worthiness of an issuer.
- Active Engagement: Global research and engagement groups bring together sector expertise from across active investment and stewardship teams to streamline engagement activities.
- Exclusions: Firm-wide exclusions may prohibit certain investments which can be applied to a variety of issues.

## B. Risks

LGIM America has policies and procedures in place reasonably designed to mitigate or limit many of the risks to which the LGIMA Products are subject. However, there can be no guarantee that LGIM America will be able to mitigate, limit, or control all risks, or even foresee all risks, applicable to the LGIMA Products or LGIM America itself. Investing in securities and derivatives involves the risk of total loss, which all LGIM America clients should be prepared to bear.

### 1. Material Risks

General Investment Risks: All investors bear certain risks when investing their money, regardless of the asset class, sector or instrument chosen. Securities or other financial instruments fluctuate in value or lose value and expose a client account to counterparty risks. Associated risks include, but are not limited to, pandemics, cyberattacks, social instability, terrorism or war, and political variations.

No Assurance of Investment Returns: There is no assurance or guarantee that any investment will be able to generate returns for clients or that the returns will be commensurate with the risks of investing. There can be no assurance that any client's investment objective will be achieved or that there will be any return of capital. There can be no assurance that projected or targeted returns for any strategy client will be achieved.

Liquidity Risk: Securities investments may at any given time be illiquid such that either no market exists for them or they are restricted as to their transferability under federal and state securities laws. Thus, the sale of these investments may be made at substantial discounts, delayed, or impossible. In addition, the illiquidity of a security or other instrument makes valuation of such investment difficult.

Cybersecurity and Technology Risks: The use of technology is prevalent in the ordinary course of business and is, at times, outsourced to a service provider. LGIM America also utilizes the trading desks and other services of its affiliates in multiple locations globally. As a result, the firm could become more susceptible to operational and other risks through breaches that could occur. In general, cyber incidents can result from deliberate attacks or unintentional events, including inadvertent disclosures, and can arise from either external or internal sources for



purposes of misappropriating assets or sensitive information; corrupting data, equipment, or systems; or causing operational disruption. Although LGIM America takes protective measures and endeavors to modify its systems, software and networks as circumstances warrant, these remain vulnerable to hacking/unauthorized access, misuse, social engineering, viruses, malware, ransom ware, denial of service attacks, other malicious code and other events that could have an impact on the security of our information. The use of multiple trading desk locations globally also creates more points of entry for cyber and other attacks on our trading systems to occur.

We believe we have established reasonable controls to secure our systems, so they work as intended. Furthermore, we conduct reasonable due diligence on our material service providers both at the stage of initial procurement and on an ongoing basis. Cyber incidents affecting LGIM America, or any service providers, can affect business operations; create impediments to trading transacting business which could result in financial losses, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs. We have plans in place to respond to both internal and external breaches by making a financial and operational assessment, quickly recovering and resuming operations, protecting all of the firm's books and records, and allowing our clients to transact business as promptly and prudently as reasonably practicable. We seek contractual guarantees to have every service provider notify us of any security breaches or inadvertent disclosures that may affect us or the data we manage. However, there is no guarantee that (i) such efforts will succeed, (ii) service providers will promptly notify us, especially when we do not directly control the systems of third party service providers, or (iii) clients will not be harmed as a result of cyber-attacks or similar issues.

LGIMA, and clients who rely on our services, may be exposed to increased cyber risks from new or enhanced operating models, third party services, and systems, including from expansion into new geographies, products, and markets, and to meet client and regulatory requirements. Cyber incidents affecting LGIMA, third parties, or issuers of securities or instruments in which client portfolios are invested, have the potential to materially impact business operations, leading to financial loss, reputational damage, breach of client contracts, legal liability, regulatory fines and/or censure, reimbursement or compensation costs, and/or other remedial and compliance costs.

Financial Institution Risk: Actual events involving reduced or limited liquidity, defaults, non-performance, or other adverse developments that affect financial institutions or other companies in the financial services industry, including banks and other custodians of an investor's funds and securities, or impact the financial services industry generally, as well as concerns or rumors about any events of these kinds, have in the past and may in the future lead to market-wide liquidity problems, defaults on financial obligations, non-performance of contractual obligations, and other adverse impacts on these financial institutions, investors that deposit funds and securities at these institutions, lenders and borrowers of these institutions, and other companies in the financial services industry. Investor concerns regarding the U.S. or international financial systems could result in less favorable commercial financing terms, including higher interest rates or costs, thereby making it more difficult to acquire financing on acceptable terms or at all. Any decline in available funding or access to cash and liquidity resources could, among other risks, adversely impact the ability to meet operating expenses, satisfy financial obligations, liquidate portfolio holdings, withdraw capital, or fulfill other obligations, or result in breaches of financial and/or contractual obligations. Any of these impacts, or any other impacts resulting from the factors described above or other related or similar factors not described above, could have material adverse impacts on portfolio holdings, fund performance, or business operations.

Acts of God and Geopolitical Risks: The performance of LGIMA Products could be impacted by acts of God or other unforeseen and/or uncontrollable events (collectively, "Disruptions"), including, but not limited to, natural disasters, public health emergencies (including any outbreak or threat of COVID-19, SARS, H1N1/09 flu, avian flu, other coronavirus, Ebola, or other existing or new pandemic or epidemic diseases), terrorism, social and political discord, geopolitical events, national and international political circumstances, and other unforeseen and/or uncontrollable events with widespread impact. These Disruptions may affect the level and volatility of security prices and liquidity

of any investments. There is risk that unexpected volatility or lack of liquidity will impair an investment's profitability or result in its suffering losses. Economies and financial markets throughout the world are becoming increasingly interconnected, which increases the likelihood that events or conditions in one country or region will adversely impact markets or securities industry participants in other countries or regions. The extent of the impact of any such Disruptions on LGIM America, its clients, and any underlying investment's operational and financial performance will depend on many factors, including the duration and scope of such Disruptions, the extent of any related travel advisories and restrictions implemented, the impact of such Disruptions on overall supply and demand, goods and services, investor liquidity, consumer confidence and levels of economic activity, and the extent of its interference with important global, regional and local supply chains and economic markets, all of which are highly uncertain and cannot be predicted. A Disruption may materially and adversely impact the value and performance of any LGIMA Product and LGIM America's ability to achieve its clients' investment objectives, ultimately resulting in significant losses to clients and investors. In addition, there is a risk that a Disruption will significantly impact LGIM America's operations or even temporarily or permanently halt its operations.

Frequent Trading: Certain of LGIM America's investment strategies involve frequent trading of securities to take advantage of anticipated changes in market conditions. For these strategies, clients and investors should be aware that a high level of portfolio turnover may negatively impact overall investment performance by generating greater tax liabilities and brokerage and other transaction costs, as compared to other similar investments that do not trade as frequently.

## *2. Risks of AFI, LDI and Multi-asset Strategies*

Fixed Income Market Risk: Fixed income securities' values generally increase or decrease based on changes in interest rates. If interest rates increase, the value of fixed income securities is highly likely to decline. On the other hand, if rates fall, the value of the fixed income securities is highly likely to increase. The longer a fixed income instrument's duration, the greater the impact a change in interest rates can have on its price.

Inflation: A LGIMA Product's performance can be adversely affected by inflationary conditions in any market in which the LGIMA Product operates or in which its investments are located. Deterioration in economic conditions, or a significant rise in inflation, could cause a decrease in the relative value of any fixed income investments (or similar investments with fixed rates of return), bankruptcy and insolvency filings to increase, and the ability of borrowers to pay their debts or counterparties to satisfy their obligations could be adversely affected. This may in turn adversely impact a client's investments and financial results. If global credit market conditions and the stability of global banks deteriorate, the amount of lending and financing could be reduced, thus reducing the volume of investments available for purchase, which could adversely affect a client's investments, financial results and ability to succeed in various markets. Other factors associated with the economy that could influence a client's performance include the financial stability of the lenders on any bank loans and credit facilities and a client's access to capital and credit. Furthermore, inflationary pressures may result in the reduction of the value and relative performance of a client's investments.

Call Risk, Prepayment Risk: A callable fixed income security allows the issuer to call, or repay, the security early. Declining interest rates can accelerate the redemption of a callable security, causing an investor's principal to be returned sooner than expected. In that scenario, investors must reinvest the principal at the lower interest rates. Particularly for mortgage-backed securities, the risk exists that declining interest rates or a strong housing market will cause mortgage holders to refinance or otherwise repay their loans sooner than expected and thereby create an early return of principal to holders of the loans.

Credit Risk: Fixed income securities carry the risk of default and/or downgrades over time. If an issuer defaults, it would be unable to pay scheduled interest and principal payments. Thus, an investor who experiences a default is highly likely to experience a loss in value. Fixed income securities can also be subject to a decline in credit ratings.

As these ratings are one of the bases the market uses to price risk, a decline in the credit rating often leads to a decline in the market value of the security.

Issuer Risk: The value of fixed income securities decline because of negative events or circumstances that directly relate to conditions at the issuer, its affiliates, or to any entity providing it credit support.

Asset-Backed Securities: Asset-backed securities decline in value when defaults on the underlying assets (e.g., mortgages, student loans etc.) occur and these securities exhibit increased volatility in periods of changing interest rates. When interest rates decline, the resulting prepayment of mortgages or assets underlying such securities results in diminished returns.

Convertible Bonds: Convertible bonds are subject to risk of loss due to changes in interest rates and credit quality, and are further subject to the risk that the underlying equity will lose value, affecting the price of the bond. Falling equity prices will generally exert a negative influence on convertible bond prices, while rising equity prices are a positive factor.

High Yield Risk: Issuers of high yield bonds are typically of a lower credit rating, which will make them more sensitive to market fluctuations and credit risk in a shorter period than those of a higher quality rating. Due to the liquidity risk of high yield bonds, a portfolio may not be able to dispose of a bond at a favorable price or prior to a default, which could impact the portfolio. Typically, these bonds are unsecured or possibly subordinated debt of a company and, therefore, a client could be at risk of losing a large portion or its entire investment in the case of a default.

Leveraged Loan Risk: Leveraged loans carry a higher risk of default than investment grade bonds and, as a result, they tend to pay higher interest rates. The loan market has lower trading activity than the high yield bond market which can impair the ability to realize full value if sold before maturity. The specific collateral used to secure a loan can decline in value or become illiquid, which would adversely affect the loan's value. These instruments introduce additional risks if they do not settle delivery versus payment.

Derivatives: We invest on behalf of our clients in both exchange-traded and OTC derivatives (both cleared and non-cleared), including, but not limited to, futures, options, forwards, swaps, and swaptions, primarily for hedging purposes. These instruments can be highly volatile and illiquid and expose clients to a risk of loss and a risk that changes in the value of a derivative held by the strategy will not correlate with the underlying instruments of the strategies of other investments. The initial margin deposits normally required to establish a position in such instruments permit a high degree of leverage. As a result, depending on the type of instrument, a relatively small movement in the price of a contract can result in a profit or a loss which is high in proportion to the amount of funds placed as initial margin and further result in unquantifiable additional loss exceeding any margin deposited. OTC derivatives also involve counterparty solvency risk and the risk that a buyer may not be able to be found, given the lack of an exchange market. These instruments introduce additional risks if they do not settle delivery versus payment.

Counterparty Risk: Fixed income securities and derivative transactions involve counterparty credit risk and will expose clients to possible unanticipated losses to the extent that counterparties default or are unable or unwilling to fulfill their contractual obligations.

Commodity Risk: Investments in commodity linked derivative instruments subject the investor to greater volatility than investments in traditional securities. The value of these instruments is affected by changes in overall market movements, commodity index volatility, changes in interest rates or factors affecting a particular industry or commodity, such as drought, floods, weather, livestock disease, embargoes, tariffs and international economic, political and regulatory developments. Commodity prices fluctuate for myriad reasons, including changes in market and economic conditions, the impact of weather on demand, levels of domestic production and imported commodities, energy conservation, U.S. and non-U.S. governmental regulation and taxation and the availability of



local, intrastate and interstate transportation systems. Volatility of commodity prices, which can lead to a reduction in production or supply, can also negatively impact the performance of companies in natural resource industries that are solely involved in the transportation, processing, storing, distribution or marketing of commodities. Volatility of commodity prices make it more difficult for companies in natural resources industries to raise capital to the extent the market perceives that their performance may be directly or indirectly tied to commodity prices. In addition, the regulation of commodities is extensive and variable, and regulatory or political events could have an adverse effect on the performance of commodity linked investments. Furthermore, the restrictions on “insider trading” have not historically been applicable to the commodities markets. Consequently, a LGIMA Product could trade at a material disadvantage to other market participants with better market access or information sources. There is some uncertainty about whether the CFTC, pursuant to authority granted by the Dodd Frank Act, will impose restrictions similar to the “insider trading” restrictions that have historically applied to the securities markets.

### *3. Risks of Equity Securities, Passive Index and Index Plus Strategies*

Passive Index-Related Risk: Passive index strategies are passively managed in accordance with index guidelines and do not take a defensive position based on market volatility. A passive index portfolio has a limited ability to adjust its exposure to market disruptions, which could have an adverse effect on its exposure to the required index levels to track its underlying index. There is no guarantee that a passive index strategy will achieve a high degree of correlation to its underlying index and, therefore, achieve its investment objectives.

Index Plus Related Risk: Index Plus strategies seek to slightly outperform the index guidelines applicable to the LGIMA Product. With Index Plus strategies, there will likely be a deviation of the strategy from the index guidelines and this deviation could be significant. Attempting to track the performance of all or any portion of an index results in inherent deviations, known as “tracking error,” and can result from various factors, including inflows and outflows from the relevant LGIMA Product, as well as from the fees and expenses of the portfolio. Tracking error may also occur due to factors such as the size of the LGIMA Fund or SMA, changes made in the securities included in the indices underlying the benchmark(s) or the manner in which the performance of the index or indices is calculated. Another risk of index-based investing is that, in seeking to track or exceed the returns of an index, the portfolio explicitly accepts the market and other risks associated with the index components. Generally, no effort is made to tactically mitigate that risk other than as may be incidental to the implementation of the Index Plus strategy.

Currency Risk: Currency risk has varying avenues of risk exposure and should be considered as part of the overall index strategy risk. Several key currency risks that should be considered include the availability or access to the underlying non-U.S. currency, adverse actions taken by the central bank or the local government, political turmoil within the region, and exchange rate erraticism; all of which can have a negative impact on the portfolio. Portfolios purchase or sell future or forward contracts of non-U.S. currencies to hedge the uncertainty of currency rates, to the extent permissible in the guidelines.

Emerging Market Risk: Investing in emerging market securities imposes increased risks over more developed markets based on several factors, which include but are not limited to, the liquidity of the securities, currency fluctuation, development of regulation and oversight, political risk, and other extraneous factors, such as health risk and regional risk due to the impact of terrorism or war. Due to these various factors, the volatility of the securities traded in these markets could fluctuate more widely than those of developed markets.

Equity Security Risk: Equity securities for the index strategies are traded on multiple securities exchanges and thus will be subject to fluctuations in value. These fluctuations are impacted by global or local economic conditions, regional or local political issues, currency fluctuations, or taxation implications; all of which can impact the success of a company and their underlying stock.

Non-U.S. Issuer Risk: Investing in non-U.S. securities subject a client to a variety of risks that are associated with non-U.S. markets and different regulatory requirements governing those markets. Non-U.S. security markets are

more susceptible to factors that impact greater price fluctuations and include broad currency deviations, liquidity of a security or restrictions to access the market, non-U.S. government restrictions, political unrest, and regional risk; all of which can affect the rapid and extreme changes of value on a non-U.S. market. These instruments introduce additional risks if they do not settle delivery versus payment.

Sanction Risk: Investing in non-U.S. securities may inadvertently subject the client to economic sanction exposure imposed by the U.S. Office of Foreign Assets Control (“OFAC”). We conduct proper screening prior to trading in or out of sanctioned securities to ensure compliance with OFAC regulations. Economic sanction laws in the United States and in other jurisdictions prohibit us and the accounts we trade on behalf of, from transacting with or in certain countries and with certain individuals and companies. Such laws and regulations will likely make it difficult in certain circumstances for us to meet certain investment objectives, particularly for Passive Index and Index Plus strategies if the relevant index is not adjusted to remove the affected securities.

Securities Lending Risk: An LGIMA Fund, or a share class of an LGIMA Fund, that engages in securities lending will be subject to the risks associated with the lending of securities, including the risks associated with defaults by the borrowers of securities subject to the securities lending program and the credit, liquidity and other risks arising out of the investment of cash collateral received from the borrowers. An LGIMA Fund may have a Securities Lending Class and a Non-Lending Class. In such case, the LGIMA Fund has contractually agreed with the securities lending agent that any costs, liabilities or risks associated with the Securities Lending Class’s securities lending program are intended to be borne only by the investors in the Securities Lending Class. However, investment in such a fund involves the risk that the benefits or liabilities of securities lending intended exclusively to be allocated to, or borne by, the Securities Lending Class could be allocated to, or borne by, the Non-Lending Class. There can be no assurance that any losses incurred by such a fund related to securities lending will be confined to the Securities Lending Class, and any such losses could negatively impact the value of the Non-Lending Class in that fund. A securities lending agent typically receives a portion of any investment return to a fund attributable to the securities lending program as compensation for its securities lending service, and such compensation give rise to conflicts of interest for the agent.

Stock Market Risk: Equity securities that are freely traded on the open markets are subject to volatility and fluctuations in the market and will have periods of both increasing and decreasing value.

ETF and Investment Company Risk: To the extent a Passive Index or Index Plus strategy invests in shares of other investment companies, including ETFs, the LGIMA Fund or SMA bears both its own expenses and the expenses of the underlying investment company. ETFs are intended to provide investments results that, before expenses, generally correspond to the price and yield performance of the corresponding market index, and the value of the ETFs’ shares should, under normal circumstances, closely track the value of the index’s component securities. Because an ETF has operating expenses and transaction costs, while a market index does not, ETFs that track indices typically will be unable to match the performance of the index exactly. Moreover, the price movement of an ETF might not track the underlying index and thus can result in a loss or tracking error.

Small and Mid-Cap Stock Risk: Compared to large-cap companies, small and mid-cap companies are subject to more sudden or erratic movements in stock price than larger and more established large cap companies. These companies are also subject to adverse developments, such as management inexperience, or low trade volume.

#### 4. Sustainability Risks

Sustainability Risks Generally: LGIM America considers that Sustainability Risks may be relevant to the performance of client accounts. SFDR defines Sustainability Risk as an environmental, social or governance event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of an investment. Sustainability Risks can broadly be divided into three categories of environmental, social and governance risks and can include (without limitation) climate change, carbon emissions, harm to biodiversity, human

rights violations, breaches of employee rights, lack of board diversity and bribery and corruption. Sustainability Risks are relevant as both standalone risks as well as crosscutting risks, which manifest through many other risk types, which are relevant to client assets. For example, the occurrence of a Sustainability Risk can give rise to financial and business risk in the case of a negative impact on the credit worthiness of other businesses. The increasing importance given to sustainability considerations by both businesses and consumers means that the occurrence of a Sustainability Risk may result in significant reputational damage to affected businesses. The occurrence of a Sustainability Risk may also give rise to enforcement risk by governments and regulators as well as litigation risk.

Potential Impact of Sustainability Risks: The impacts following the occurrence of a Sustainability Risk may be numerous and vary depending on the specific risk and asset class. In general, where a Sustainability Risk occurs in respect of an asset, there could be a negative impact on its value and in certain scenarios may result in the entire loss of its value. For a company, this may be as a result of the reputational damage with a consequential fall in demand for its products or services, loss of key personnel, exclusion from potential business opportunities, increased costs of doing business and/or increased cost of capital. A company may also suffer the impact of resulting fines and other regulatory sanctions. The necessary time and resources of the company's management team associated with managing the Sustainable Risk may be diverted from otherwise furthering its business and be absorbed seeking to deal with the Sustainability Risk and may include changing business practices and dealing with regulatory investigations and litigation. Sustainability Risks may also give rise to loss of assets and/or physical loss including damage to real estate and infrastructure. The utility and value of assets held by companies to which the LGIM America clients are exposed to may also be adversely impacted by a Sustainability Risk.

A Sustainability Risk may arise and impact a specific investment or may have a broader impact on an economic sector, geographical regions and/or jurisdictions and political regions. Many economic sectors, regions and/or jurisdictions, including those in which the LGIM America clients may invest, are currently and/or in the future may be, subject to a general transition to a greener, lower carbon and less polluting economic model. Drivers of this transition include governmental and/or regulatory intervention, evolving consumer preferences and/or the influence of non-governmental organizations and special interest groups.

Laws, regulations, and industry practices play a significant role in controlling the impact on sustainability factors of many industries, particularly in respect of environmental and social factors. Any changes in such measures, such as increasingly stringent environmental or health and safety laws, can have a material impact on the operations, costs and profitability of companies. Further, companies which comply with current measures may suffer claims, penalties and other liabilities in respect of alleged prior failings. Any of the foregoing may result in a material loss in value of an investment linked to such companies.

Further, certain industries face considerable scrutiny from regulatory authorities, non-governmental organizations, and special interest groups in respect of their impact on sustainability factors, such as compliance with minimum wage or living wage requirements and working conditions for personnel in the supply chain. The influence of such authorities, organizations, and groups along with the public attention they bring can cause affected industries to make material changes to their business practices, which can increase costs and result in a material negative impact on the profitability of businesses. Such external influence can also materially impact the consumer demand for a company's products and services, which may result in a material loss in value of an investment linked to such companies.

Sectors, regions, businesses and technologies which are carbon-intensive, higher polluting or otherwise cause a material adverse impact on sustainability factors may suffer from a significant fall in demand and/or obsolescence, resulting in stranded assets the value of which is significantly reduced or entirely lost ahead of their anticipated useful life. Attempts by sectors, regions, businesses and technologies to adapt in order to reduce their impact on

sustainability factors may not be successful, may result in significant costs being incurred, and future on-going profitability may be materially reduced.

Assessment and Mitigation of Sustainability Risks: To the extent that a sustainability event occurs, there may be a sudden, material negative impact, including entire loss, on the value of an investment, and hence the net asset value of the relevant client account. Therefore, LGIM America endeavors to assess, on an on-going basis, the impact of Sustainability Risks on the performance of client accounts by bringing together both quantitative and qualitative assessments to monitor and mitigate a wide range of Sustainability Risks that might impact its clients. To assist it in managing these Sustainability Risks and seeking to mitigate the potential for material negative impacts on the Funds, LGIM America embeds Sustainability Risks in the investment decision-making process across asset classes and investment teams, through an integrated ESG framework for responsible investing. However, there can be no assurance that such framework will fully mitigate all Sustainability Risks across client accounts.

## Item 9 – Disciplinary Information

In March 2021, LGIM America self-reported to the SEC and the U.S. Department of Labor (“DOL”) that LGIM America had engaged in impermissible cross trades under the Advisers Act, the Company Act and ERISA as part of its equity index business. To assist with the self-report, LGIM America engaged an independent economic analyst to review its cross trading practices, which review concluded that LGIM America executed the cross trades at the same market prices as would have been obtained in the market, and that clients saved on commissions costs, such that clients were not harmed as a result of the conduct. However, as a result of such self-report both the SEC and DOL commenced investigations of LGIM America’s cross trade practices. On November 21, 2022, the SEC brought a settled enforcement action against LGIM America related to LGIM America’s equity cross-trading practices. The SEC order states that, from August 2017 to December 2020, LGIM America effected 44,125 principal transactions between clients and LGIM America principal accounts without making the required client disclosures or obtaining the required client consents. During the same time period, LGIM America also effected 547 cross trades between certain of LGIM America’s registered investment company (“RIC”) clients and other LGIM America clients who were affiliated persons of those RICs or affiliated persons of an affiliated person of those RICs, without complying with the statutory provisions governing cross trades involving RICs. LGIM America’s violations were caused in part by its failure to adopt and implement reasonably designed policies and procedures to prevent unlawful principal and cross trading effected, initially, by its trading personnel and, later, through an automated trade matching program. Based on this conduct, LGIM America violated Sections 206(3) and 206(4) of the Advisers Act and Rule 206(4)-7 thereunder, and caused violations of Sections 17(a)(1) and 17(a)(2) of the Company Act and Rule 38a-1. LGIM America was censured, ordered to pay a \$500,000 civil money penalty, and ordered to cease and desist from committing or causing any violations or future violations of the above provisions. On September 21, 2023, the DOL closed its investigation, requiring LGIM America to refrain from conduct violating ERISA in the future. The DOL imposed no monetary sanctions or restrictions on LGIM America’s activities in the future.

## Item 10 – Other Financial Industry Activities and Affiliations

Our sole business is providing investment management services on a fully discretionary basis to our clients and on a non-discretionary basis to certain of our affiliates. We are not engaged in any other business activities.

### A. Registration as a Broker-Dealer or Broker-Dealer Representative

Although LGIM America is not registered as a broker-dealer, we have entered into an agreement with Foreside Fund Services, LLC (“Foreside”) to serve as our outsourced broker-dealer in connection with our LGIMA Mutual Fund offering. As such, certain LGIM America employees are licensed registered representatives of Foreside but solely in connection with their work for LGIM America and not as an outside business activity.

## **B. Registration as a Futures Commission Merchant, Commodity Pool Operator or a Commodity Trading Advisor**

We are registered as a Commodity Trading Advisor (“CTA”) and as a Commodity Pool Operator (“CPO”) with the CFTC and are a member of the NFA. We have management and distribution personnel that are registered as Associated Persons (“APs”) and Senior Officers and Directors that are registered as Principals with the CFTC.

Neither we, nor any of our management persons, are registered (or have a registration application pending) as a Futures Commission Merchant.

## **C. Relationships Material to our Advisory Business**

### *1. Related Persons*

We report certain financial industry affiliations of our Related Persons (as defined in the Form ADV Glossary of Terms) in our Form ADV Part 1A, to the extent required of Form ADV Part 1A. Certain officers or directors of LGIM America are also officers or directors of some of these Related Persons, including (1) Michelle Scrimgeour, Chair of the LGIM America and US Holdings Boards of Directors, who is Chief Executive Officer of LGIM and serves on the boards of Legal & General, LGIM(H) and various other subsidiaries; and (2) Kerrigan Proctor, Interim Head of LGIMA, Director and Chair of Legal & general Business Consulting (Shanghai) Limited, Director of LDLG Assets Holdings Ltd. and a member of the LGIM(H) Management Committee. We have controls in place reasonably designed to address the conflicts of interest arising from these relationships so that they do not conflict with the fiduciary duty we owe our clients.

*Entities Controlling LGIM America:* As noted above, we are a wholly-owned subsidiary of US Holdings, which is a wholly-owned subsidiary of LGIM(H), which in turn is a wholly-owned subsidiary of Legal & General, a U.K. public company. Legal & General has number of affiliated entities domiciled in U.S. and non-U.S. jurisdictions, some of which are described below. US Holdings, LGIM(H) and Legal & General directly and indirectly, as applicable, control but do not supervise LGIM America. LGIM America has its own Board of Directors, Chief Executive Officer, Chief Compliance Officer and other C-suite executives and staff to implement and enforce its own policies, procedures, and controls.

*Entities Under Common Control:* US Holdings’ only subsidiary is LGIM America. However, we have deemed LGIM(H)’s other subsidiaries, including LGIM and LGIMI, as Related Persons either because they are investment advisory entities or because we have material relationships with them, as more fully described in the sub-sections below. In addition, we deem our U.S. insurance affiliate, Legal & General America, Inc. (“LGA”), a Related Person because we have a material relationship with it and its subsidiaries, as more fully described below.

### *2. Material Relationship – Client Relationships*

U.S. Affiliates: Legal & General Overseas Operations Limited is wholly owned by Legal & General and is the parent of LGA, a Delaware corporation and U.S. insurance company. LGA wholly owns Banner Life Insurance Company (“Banner”), a Maryland insurance company, and William Penn Life Insurance Company of New York (“Penn”), a New York insurance company. We provide discretionary investment advisory services to Banner and Penn. In certain instances, these assets are for the pension risk transfer of pension plans that were or could have been direct clients of LGIM America.

Non-U.S. Affiliates: We also manage certain assets of Legal & General companies (“L&G Assets”) as investment adviser or as sub-advisor to LGIM or other affiliates. The L&G Assets consist of assets from portfolios of our affiliates’ investment funds for non-U.S. investors, SMAs for non-U.S. institutional investors, and non-U.S. affiliated insurance and reinsurance companies, among others. When we provide sub-advisory services to LGIM or other advisory affiliates, such affiliate is the contracting party with the relevant client and handles all client relationship



services and account opening services. LGIM America will strictly manage the assets of the underlying clients in accordance with the sub-advisory agreement entered with our affiliate.

### 3. *Material Relationships – Shared Business Activities*

We describe below affiliated relationships that involve material shared business activities. To address the conflicts that arise because of these shared relationships and activities, we have implemented a variety of controls, including information and operational barriers, among LGIM America and the affiliates below to safeguard our client information, and we collaborate with LGIM, LGIM(H) and LGIMI in the monitoring of these controls, including surveillance of personal account trading activity. These affiliated relationships are documented via formal contracts. The foregoing controls and contracts are periodically reviewed and monitored for compliance.

LGIM(H) Services Agreements: LGIM America and LGIM(H) have entered into back-to-back services agreements whereby LGIM(H), through LGIM, and LGIM America provide each other certain non-regulated services, subject to agreed-upon fees. These services include, but are not limited to: administrative support (computer data processing, administration of banking, insurance and reinsurance, HR); finance and accounting; IT; taxation and treasury; internal audit; risk management, including the development and maintenance of asset-liability and liquidity risk management tools; investment research services; press office and planning services; compliance, including for Group matters (e.g. Group-wide Schedule 13D/G, Form 13F and 13H filings with the SEC), Financial Crimes and sanctions support and compliance monitoring support; the processing of certain derivative transactions; and non-discretionary collateral management. In addition, LGIM(H) is responsible for the calculation and invoicing of fees that LGIM America charges clients, subject to LGIM America's supervision.

#### LGIMI Sub-Advisory Agreement:

- LGIM America has appointed LGIMI as sub-advisor for its strategies. Under this arrangement, LGIMI provides discretionary advisory and trading services, including currency hedging and trading in non-U.S. securities across all LGIM America strategies. Specifically, LGIMI and LGIM America portfolio managers and traders route each other's securities orders for execution to external broker-dealers. LGIM America is the only client of LGIMI. LGIM America's clients contract with LGIM America, not LGIMI, and LGIM America remains fully responsible for the client relationship, including all account opening requirements, marketing, IMA negotiations, client onboarding, client reporting, and client servicing.
- LGIM America has delegated to LGIMI, as sub-advisor, certain additional U.S. regulated activities applicable across strategies, including asset pricing and valuation for certain clients and Stewardship/proxy voting. These activities are handled collectively across LGIM(H) subsidiaries to ensure consistent processes for the same holdings globally.
- As an SEC registered investment adviser, LGIMI ensures that anyone engaging in U.S. regulated activities globally on behalf of U.S. clients are doing so in compliance with U.S. regulations. All aspects of operations are monitored to ensure that no LGIM, LGIM(H), or other affiliated person, other than the Associated Persons, are involved in the provision of said services.

LGIM Japan Services Agreement: LGIM America and Legal & General Investment Management Japan KK ("LGIM Japan"), an adviser regulated by the Japan Financial Services Agency, maintain a Client Relationship Support Services Agreement through which LGIM Japan provides client relationship services for LGIM America's clients that are headquartered in Japan.

LGIM Asia Services Agreement: LGIM America and Legal & General Investment Management Asia Limited ("LGIM Asia"), an adviser regulated by the Securities and Futures Commission of Hong Kong, maintain a Client Relationship Support Services Agreement through which LGIM Asia provides client relationship services for LGIM America's clients that are headquartered in Asia, excluding Japan.

#### 4. *Material Relationships – Conflicts of Interest Activities*

Trading in Legal & General Stock: For some Passive Index and Index Plus strategies, we are required to transact in the stock of our ultimate parent company, Legal & General Group PLC, which is a publicly traded security in the U.K., listed on the London Stock Exchange and is a constituent of the FTSE 100 Index (“L&G stock”) (ticker: “LGEN.LN”). As LGIM America is a subsidiary of Legal & General and given the access that certain LGIM America officers and directors have to unpublished price-sensitive information relating to Legal & General (the U.K. equivalent to nonpublic material information), we prohibit trading in L&G stock in both client and personal accounts during any period which is restricted without prior written approval of Compliance.

Related Persons Transacting in Same Assets: From time to time, a client account will buy, hold or sell a security that a Related Person of ours has, independently, caused one of its own clients to buy, hold or sell. Our research, recommendations and placing of orders are done independently from the orders placed for clients of affiliates and all Related Persons. If investments in the same security were to occur, it would be the result of separate and independent research, recommendations and trading activity, and not through information sharing (intentional or otherwise), knowledge, or any other means.

Cross-Selling and Marketing: From time to time, we participate in marketing that promotes our services with those of our affiliates to co-manage assets or with insurance affiliates for pension risk transfers. The foregoing activity poses conflicts among us, our clients, and affiliates. To ensure proper confidentiality safeguards, we do not share confidential client information with our insurance affiliates for purposes of soliciting clients. Further, we approve all marketing materials pursuant to our Advertising Policy, prior to its inclusion in any affiliates’ marketing materials.

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

#### A. Code of Ethics

We administer and enforce a Code of Ethics (“Code”) pursuant to Rule 204A-1 under the Advisers Act, and Rule 17j-1 under the Company Act. Below is a summary of our Code. The Code is available to our clients and prospective clients upon request.

It is LGIM America’s policy that all employees should comply with the highest ethical, business, and legal standards in the conduct of their business and in their dealings with business contacts. As representatives of a fiduciary, LGIM America personnel owe a duty of loyalty and a duty of care towards clients, and have an obligation to comply with not only the specific provisions of the Code but also the general principles that guide the Code and the applicable provisions of the Advisers Act. The Code includes policies and procedures to address ethical standards of behavior, conflicts of interest, personal account trading, gifts and entertainment, outside business activities and board appointments, private placements, initial public offerings (“IPO”), political and charitable donations, the handling of material, non-public information (“MNPI”), protecting our corporate and client confidential information, the reporting of violations of the Code, and other requirements. Sanctions, which include, but are not limited to, enhanced supervision, censure, suspension, or termination, can be imposed on any employee who violates the Code. The LGIM America Compliance team monitors compliance with the provisions of the Code and provides periodic updates to the management team.

We treat all LGIM America employees, executive directors and certain persons engaged with us (i.e., independent contractors), including any shared investment advisory personnel from our affiliated entities, as “Access Persons” and “Supervised Persons,” as defined and used in the Advisers Act, and therefore subject to the Code. In addition, certain provisions of the Code related to personal account trading pertain to Access Persons and their “Connected Persons” (i.e., family members living in their households and/or sharing beneficial ownership of securities). Where we have delegated U.S. regulated activities to LGIM personnel, we coordinate with LGIM to ensure that all such personnel are appropriately subject to LGIM’s U.S. compliance oversight program, including comparable code of

ethics requirements. All Access Persons under the Code annually acknowledge receipt of the Code and certify their compliance with it.

## **B. Participation or Interest in Client Transactions**

Disclosed below are client transactions that we believe may fall within the enumerated categories under Items 11.B, 11.C and 11.D of Form ADV Part 2A. LGIM America has established policies, procedures and controls reasonably designed to mitigate or limit any adverse impact to clients from these and any other conflict of interest transactions. Furthermore, LGIM America's Risk Oversight Committee is tasked with identifying and monitoring conflicts of interest as they arise to ensure that conflicts are properly eliminated, mitigated and/or disclosed.

*SMA's Investment in Other LGIMA Products:* For certain SMA clients for whom we develop customized pension portfolio solutions, we may recommend that they implement those customized portfolios by investing all or a portion of the SMA assets in one or more LGIMA Funds. These arrangements pose conflicts between such SMA clients and LGIM America. To mitigate, these conflicts, we require the client's own independent fiduciary to approve in the IMA the selection of the underlying commingled funds, although the ongoing decision to allocate assets to, from and between underlying commingled funds and the SMA remains with the responsible portfolio management team, taking into consideration the client's objectives and in accordance with the clients' investment guidelines. In addition, if the client's mandate includes multiple strategies subject to different fees, the client will retain discretion with respect to the total allocation of assets to each strategy, such that LGIM America cannot favor allocating assets to higher fee-paying strategies. Finally, we structure the SMA fee to ensure that fee is charged at only one level, without "double-dipping". These arrangements can also pose conflicts between the SMA clients and the investors in the commingled products in which the SMAs invest, given that SMA clients may withdraw assets upon notice. This conflict and risk are mitigated given the liquid nature of these portfolios, for which commingled fund investors themselves enjoy frequent (often daily) withdrawal rights, and by the portfolio managers ensuring that any commingled fund withdrawal, even if from an SMA, is not materially detrimental to the remaining commingled funds investors.

*Cross Trades:* Currently, LGIM America does not actively engage in cross trades in connection with any strategies. Prior to cross trading recommencing, LGIM America will update this Brochure with the applicable cross trade disclosures.

*Simultaneous Purchase/Sale of Securities for Multiple Client Accounts:* LGIM America may recommend that one of its clients purchase or sell an investment that is being sold or purchased, respectively, at the same time by another advisory client of LGIM America or its affiliates. With respect to simultaneous transactions, which may be conflicting transactions, by LGIM America clients, LGIM America mitigates this conflict of interest through its Allocation Policy, which requires that each client's transaction is being done in the best interest of such client, regardless of how other clients are transacting. Simultaneous transactions by LGIM America and its affiliates for their various clients would be the result of separate and independent, recommendations.

*Simultaneous Purchase/Sale of Securities for Own Accounts:* LGIM America may recommend that one of its clients purchase or sell an investment that is being sold or purchased, respectively, at the same time by LGIM America or its affiliates. For example, we will, under certain circumstances, buy or sell for a client high quality commercial paper and other short-term debt securities that we buy or sell for our own account. These types of situations are limited and, due to the generally liquid nature of the markets for commercial paper, unlikely to present a material conflict of interest with our clients. When such an occurrence arises, we document the transaction and closely monitor the situation for conflict of interest.

*Service Provider Relationships:* We engaged service providers for ourselves or the LGIMA Products entities that may also have their own independent relationships with our clients. Specifically, we have service provider relationships (e.g., administrator, custodian, etc.) with affiliates of OCIOs and consultants who serve as fiduciaries



for some of our clients and who recommend prospective clients to us. We do not compensate any OCIOs or consultants for such recommendations. To further mitigate any potential risk or conflict, our Allocations Policy and Best Execution Policy are reasonably designed to seek to ensure that no client account is favored over another over time and that all accounts and trades are subject to rigorous oversight procedures.

In addition, LGIM America employees may benefit from educational events sponsored by service providers to the LGIMA Products, such as prime brokers, law firms, audit firms, and other professional service firms. Any such events that constitute gifts or entertainment are subject to our Code requirements.

### **C. Personal Trading**

LGIM America employees may only engage in personal trading within compliance with our Code, which contains controls intended to prevent any impropriety by our personnel when investing in securities also purchased for client portfolios. Among these is a prohibition on trading in fixed income securities for personal accounts. Except for fixed income securities, our personnel may invest in the same equity securities as our clients, and invest in such securities directly, or as the reference entity of a derivatives contract, issued by the same issuer from whom we invest in fixed income or equity securities for clients. From time to time, after obtaining pre-clearance approval, employees buy or sell securities for themselves at or around the same times as that we buy or sell the same securities on behalf of clients. Finally, any Access Person who has a private, non-public encounter with an issuer in his or her capacity as LGIM America employee is restricted from trading the otherwise allowable reportable security within thirty (30) business days of such encounter.

It is our express policy that no Access Person or Associated Person shall breach a fiduciary duty owed to a client, misuse confidential client information, place his or her own interests ahead of those of a client, or make personal investment decisions based on the investment decisions or orders being worked for clients. To ensure compliance with this overarching policy and all personal trading requirements under the Code, our Compliance Department monitors all personal trading activity on an ongoing basis. Any material personal trading violations are reported to LGIM America's Executive Committee for sanctioning.

## **Item 12 – Brokerage and Trading Practices**

### **A. Factors Used to Select Broker-Dealers and Counterparties**

#### *1. Selection and Monitoring of Broker-Dealers and Counterparties, Generally*

We are authorized to select broker-dealers and counterparties with whom to execute transactions on behalf of clients. We generally are not required to provide notice to, consult with, or seek the further consent of clients prior to engaging in transactions. Counterparties may include swaps execution facilities, futures commission merchants, dealers, executing brokers, and other execution venues and clearinghouses.

Before a broker-dealer or counterparty may be used, it must have been reviewed and approved in accordance with the Counterparty Approval Process which is a prescribed due diligence process involving Credit Research, Legal and Compliance and the Counterparty Review Committee where, if successful, the new broker-dealer or counterparty is added to the approved list. The only exceptions to this process are cases where the approval process takes longer than expected and the broker-dealer or counterparty is necessary to facilitate an investment opportunity that we believe is beneficial for the client. In those instances, we will execute the trade with a broker-dealer or counterparty that has been submitted for approval but has not yet been fully approved, provided that one of the following consents to the exception: CIO, Head of US Trading, Global Head of Trading, or the CCO. Such excepted broker-dealer or counterparty is added to the approved list for general use only after the full approval process is followed. The list of all approved broker-dealers and counterparties is maintained by Compliance and the Global Counterparty Review Committee.

The primary considerations in selecting any broker-dealer or counterparty is an assessment of counterparty risk and the provision of best execution. However, the selection of broker-dealers and counterparties also includes the consideration of other factors, including, but are not limited to: the quality of sales coverage, the ability to generate ideas and research recommendations, quality of research, capital commitment, liquidity concentration, certainty of execution, product availability, credit-worthiness, fees charged, level of specialist trading expertise in particular markets, operational infrastructure, confidence in their compliance with applicable laws and regulations, and/or financial condition. In assessing a firm's credit-worthiness, we may consider its profit/loss and balance sheets, credit rating, types of trades, and markets in which it deals. Rather than employing a specific formula to evaluate the foregoing criteria, the trading desk relies on experience and general knowledge to determine whether to pursue approval of a broker-dealer or counterparty in the first instance and when selecting broker-dealers and counterparties for use on an ongoing basis.

We monitor each broker-dealer and counterparty on an annual basis, in accordance with metrics relevant to various areas of the business impacted by use of such broker dealer or counterparty.

Finally, mandates which LGIM has sub-advised to us or which we have sub-delegated to LGIMI may have transactions routed to LGIMI for execution with their brokers, in accordance with LGIMI's broker-dealer selection policy and best execution policy.

## *2. Security-Specific Selection of Broker-Dealers and Counterparties*

Below are summaries of security-specific approaches to selection of broker-dealers and counterparties. We reserve the right to use other execution venues where we deem appropriate in accordance with our execution policy.

Fixed Income Trading: For secondary market trades, sales or purchases of securities can be done independently, based on historical experience with dealers across sectors or via a Bid Wanted in Competition ("BWIC") or Offer Wanted in Competition ("OWIC"). If a trade is to be executed via a BWIC or OWIC, major market participants or institutions making markets on the security or asset class are included in the group of potential counterparties for that trade. A security or list of securities is sent to all identified institutions (per the criteria above), and after a reasonable amount of time, each party will send in a bid or offer based on what is consistent with the market for the security, such as spread to swaps, spread to Treasuries, discount margin or simply dollar price. Generally, the party with the best bid or offer level or price is then selected and the trade is executed with that party. When trades are not affected by BWIC or OWIC, trades are executed with parties that have the best market, are consistent market makers in the security or are consistent with client counterparty restrictions. Market reasonability can often be assessed by examining price runs from a variety of participants and dealers or via phone, Bloomberg, TradeWeb, MarketAxess, email or other sources.

Derivatives Trading: We operate in the OTC or derivatives markets that are illiquid and where prices do not move along a continuum. Achieving a desired trading outcome can be more complex than simply buying or selling at the best price. This will depend significantly on the decision taken by portfolio managers and traders on when to trade and with which broker-dealer or counterparty we have opened account agreements on the client's behalf.

Equity Trading: For equity securities which are all traded in our Passive Index or Index Plus strategies, the choice of the venue for the execution will depend upon the characteristics of the financial instrument underlying the order and the functional capabilities of the venue itself. We have listed below those venues on which we will most regularly seek to route equity orders for execution, bearing in mind the execution factors identified herein.

- Brokers' principal program trades (for equities)
- Regulated Markets – through brokers or direct market access
- Multilateral Trading Facilities (MTFs)

- Alternative Trading Facilities (ATSS)
- Systematic Internalizers (SIs)
- Market Makers and other liquidity providers (including non-EU approved counterparties performing a similar function)

### 3. *Best Execution*

Because we have the authority to select brokers to execute client transactions, we are required to seek “best execution,” which means we will execute securities transactions for clients in such a manner that the client’s total costs or proceeds in each transaction are the most favorable under the circumstances. We note, however, new issue/IPO purchases are executed with the sponsoring institution of the new issue/IPO transaction at the offering price. Best execution does not necessarily mean achieving the lowest possible price or transaction cost but rather seeking the most favorable terms under the circumstances. The key criterion, according to the SEC, is “whether the adviser selects the transaction that represents the best qualitative execution” for the account. It is a qualitative assessment bearing in mind factors, such as: price; costs; speed; likelihood of execution; likelihood of settlement; settlement efficiency; size of the trade; nature of the trade; client order priority rules; and any other factor relevant to the execution of the order. The relative importance and weighting of these factors varies trade-by-trade and is determined by reference to the characteristics of the order, the instrument, the execution venues on which the order can be executed, and the characteristics and categorization of the client. These are assessed by the traders and/or portfolio managers for AFI and LDI strategies and traders for Index strategies in deciding how best to transmit and/or execute each order. Because of the complexity of this analysis and the complexity of each client’s trading strategy, we rely upon the judgment and skill of our portfolio managers and traders to achieve best execution on a case-by-case basis and on the processes described herein.

When considering best execution, portfolio managers and traders seek to gather price information from a variety of sources as previously described to judge relative value. In this process, information about inventory levels is also generally disclosed. Historical experience with counterparties is also factored in, as quotes received from counterparties are not firm obligations and counterparties might not honor quotes previously provided. Ultimately, the trade will be executed with the broker-dealer or counterparty that is most likely to maximize the benefit to our clients’ portfolios based on the factors previously outlined.

For fixed income securities, not all secondary market transactions in corporate bonds are executed in competition because the issuer or security might be unique, the client might have certain counterparty restrictions, and/or LGIM America might exercise discretion in sourcing a trade so as not to draw undue market attention to our inquiry or to satisfy a certain client directed outcome. Revealing our intent in some circumstances can have a material negative impact on our ability to maximize value for our clients.

The Trading Desk seeks to obtain best execution. The Global Execution Oversight Committee (the ‘committee’) monitors the effectiveness of execution arrangements on an on-going basis and reviews the execution policy annually or when there is a material change.

The committee has first line and second line representation, meets at least quarterly, and covers all asset class trading conducted by the entities in scope for the Execution Policy.

Reviews include Transaction Cost Analysis (TCA) to monitor for quality of execution. Depending on the instrument, reviews may involve systematic comparisons of execution prices with respect to trading benchmarks, opening/closing prices, or periodic high/low/composite prices as appropriate.

The reviews include utilising certain third-party providers to monitor the quality of execution.

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

We do not have formal “soft dollar” arrangements, however we sometimes receive research and other benefits as a result of our relationship with third-party brokers, which are incidental to these brokers’ provision of other services. We use any research, perspective or advice received from brokers as a result of clients’ transactions, as described below, only to service client accounts, in accordance with Section 28(e) of the U.S. Securities Exchange Act of 1934, as amended (i.e., the soft dollars safe harbor).

When we use client commissions to obtain research, LGIM America benefits because LGIM America does not need to produce or pay as much for the research services. This gives LGIM America an incentive to agree to higher commissions (as defined in Section 28(e)) on transactions effected by or through the brokers that provide research. LGIM America does not seek to allocate soft dollar benefits to client accounts in proportion to the soft dollar credits the client accounts generate. This means that clients should expect that LGIM America uses soft dollar benefits for accounts of clients who do not pay for them, and that client accounts will generate soft dollar credits through higher commissions on their transaction even though the research services obtained through those soft dollar credits are not used in the management of those clients’ accounts.

When selecting a broker with whom to trade, we make a good faith effort in fully assessing the market to determine if the execution price is reasonable and truly at the market, based on our Best Execution Policy. If there is a broker or a counterparty where research is critical or significant in evaluating a security, then in recognition of the research provided, we will include the broker or counterparty in the list of competing brokers when we go to market with the bid/ask of the security. The only direct benefit to the broker or counterparty for providing quality research, perspective or advice, therefore, is the opportunity to be in the list of competing brokers. We believe this is sufficient to develop and maintain relationships with broker-dealers who have research, perspective and advice regarding securities or analytical expertise that is relevant to our clients’ needs. Nonetheless, you should be aware that LGIM America has an incentive to select brokers for this list of preferred brokers, and for the execution of transactions generally, based on LGIM America’s interest in receiving research benefits, rather than on a client’s interest in receiving the most favorable execution.

MiFID II has similar inducement rules that, although not applicable to LGIM America, do impact LGIMI, to whom LGIM America has delegated certain trading authorities. LGIMI has put in place appropriate controls to ensure the sharing of research between LGIM America, LGIMI and LGIM complies with MiFID II’s regulation. LGIM pays for all third-party research out of its profit and loss account. As a global organization, we trade on execution-only rates and the cost of research is not recharged to clients.

#### *5. Brokerage for Client Referrals*

We do not receive client referrals from broker-dealers or counterparties.

#### *6. Client Directed Brokerage*

We do not engage in client-directed brokerage.

### **B. Aggregating (Block) Trading for Multiple Client Accounts**

We will generally execute transactions on an aggregated basis when we believe this will allow us to obtain best execution and more favorable commission rates or other transaction costs that might otherwise have been paid had such orders been placed independently. When aggregating orders, clients will be treated in a fair and equitable manner over time. No account will be favored over any other client; however, a variety of factors are determinative of whether a client participates in an aggregated transaction. These factors include but are not limited to: investment objectives; investment guidelines and strategies; position weightings; cash availability; and risk tolerance. Because of differences identified above, there are differences in invested positions and securities held that can lead to security dispersion among client accounts.

All block trades are pre-trade allocated pursuant to the Allocation Policy. However, there are instances when we do not receive a full fill of the order due to the size of the dealer's inventory. This situation is exacerbated in instances where the block trade was executed by aggregating LGIM America clients and the advisory clients of our affiliates, such that the allocation available to LGIM America clients is further reduced by the allocation given to our affiliate's clients. Under these circumstances, a pro rata allocation will generally be made to clients that intended to participate up to the aggregate size of the order, allocating from largest to smallest outstanding order, with any balance being allocated to the largest outstanding order first. While LGIM America feels that this methodology for partial fills is fair and equitable over time, this methodology will necessarily result in a higher allocation of particular investments to clients with larger pre-trade bid sizes, at the detriment to smaller clients. Clients with the largest bid sizes could be LGI America affiliated accounts. As set forth in the Allocation Policy, while pro rata allocation by order size is the most common form of allocation, to help ensure that clients have fair access to trading opportunities over time, certain trades may be allocation by a portfolio manager in LGIM America using an alternative standard allocation or an objective methodology.

### **C. Other Trading Practices**

Below are supplemental disclosures regarding other trading practices. These are summaries of our trading policies and procedures, which are available to client and prospective clients for viewing upon request.

#### *1. Trade Errors*

Consistent with our fiduciary duties, our policy is to exercise care in making and implementing investment decisions for client accounts. Under our Trade Errors Policy, to the extent trade errors occur, we seek to ensure that our clients' best interests are served. Our policy is to identify and resolve all trade errors as quickly as possible, while ensuring the client is not disadvantaged, consistent with the orderly disposition (and/or acquisition) of the securities in question. Actual losses suffered by a client account because of a trade error caused by us will be reimbursed by us, subject to de minimis exceptions. However, as a general matter, we do not compensate clients for lost investment opportunities (e.g., the failure to take advantage of investment or market improvements). All gains to the client because of a trade error are retained by the client.

#### *2. Allocations*

Portfolio managers manage multiple accounts with identical or substantially similar investment strategies. This creates the possibility of favorable or preferential treatment of an account or a group of accounts, particularly with respect to the allocation of securities that have limited availability, such as initial public offerings. To address the forgoing conflict, our Allocations Policy seeks to ensure that client accounts are treated fairly and equitably over time and managed according to the relevant IMA or Offering Document, as applicable. In general, investment decisions for each account are made with specific reference to the client's stated investment objectives and restrictions. Accordingly, we exercise investment responsibility or take other actions for some clients that differ from the advice given, or the timing and nature of actions taken, for other clients. Investment results for different accounts, including accounts that are generally managed in a similar style, could differ because of these considerations. Some clients might not participate in certain investments in which other clients participate or might participate to a different degree, in different amounts, or at a different time than other clients do.

#### *3. Trading Practices to Minimize Transaction Costs:*

Below is a summary of several trading methods employed to minimize total transaction costs. We may use other trading methods without notice.

Market Trades: Market trades are executed on a negotiated commission basis either through brokers (or equivalent local market specialists) or directly by using a "Direct Market Access" (DMA) platform. DMA transactions are by definition of an "agency" nature, while a broker-led transaction can be either an "agency" or a "principal" trade. At



times, it can be judged more effective to ask for capital commitment from a broker in executing an order, in which case the broker will be acting as a principal. Market conditions and characteristics of an order determine the capacity in which the broker is used to minimize total transaction costs, including market impact. Furthermore, we make extensive use of electronic trading platforms. This enables us to invite bids and offers from a number of counterparties simultaneously and obtain the most competitive price, while using electronic trading platforms' full suite of controls and efficiencies.

Net Trades: To ensure transparency, we confine net trading to only those areas dictated by market practice, e.g. bonds, derivatives, currencies, new issues and certain trades where the counterparty acts purely as a market maker. We expect to trade the net amounts where similar trades can be joined together to minimize transaction costs. Competitive bids and offers are obtained from banks to secure the best price for the size of deal required.

Cross-Desk Aggregation: In certain circumstances, we may opt to aggregate certain trades generated from different trading desks (i.e., active and passive strategies), which can result in different execution prices and costs.

#### *4. Independence of the Trading Desks*

For Passive Index and Index Plus strategies, portfolio managers are independent of the traders who execute orders. For other strategies, most portfolio managers are independent of the traders who execute orders, although in some limited circumstances portfolio managers are also traders in connection with certain specialized trading activity.

## **Item 13 – Review of Accounts**

### **A. Frequency and Nature of Periodic Reviews and Who is Responsible for Reviews**

We maintain continuous review of our performance, the positions in the accounts we manage, and the consequences of risk. Our Guideline Management and Control Team and portfolio managers conduct daily reviews of the investment activities in each client account to ensure that the assets are managed in conformity with the stated investment objectives and restrictions. For mandates which LGIM has sub-advised to us or which we have sub-delegated to LGIMI, we coordinate with LGIM and LGIMI in carrying out these reviews.

### **B. Factors That Will Trigger a Non-Periodic Review of Client Accounts**

We review client accounts as a result of major changes in a client's mandate; macro or microeconomic conditions; material market, economic, or political events; changes in regulations or laws that affect the account; or at the client's request.

### **C. Content and Frequency of Regular Reports Provided to Clients**

SMA clients may receive on a monthly or quarterly basis as agreed in the applicable IMA: (1) valuation reports, which include, among other things, the change in value of their accounts since the last reports that were provided, (2) a list of transactions effected and related data; and (3) performance information. SMA clients also receive, on a periodic basis, statements from their custodian which typically contain performance, holdings and valuation information, as set forth in their custodian agreement.

Investors in Private Funds receive capital account statements directly from the Private Funds' administrator, as well as annual tax reporting information. Investors in CITs receive unitholder reports and client-specific monthly performance reports and quarterly fund fact sheets, with all such reports and fact sheets being generated by the CITs' trustee but delivered by LGIM America. Daily Net Asset Value can be sent directly to the clients' custodial bank via electronic delivery by request. Investors in the LGIMA Mutual Funds receive performance reports directly from the LGIMA Mutual Funds' trustee. Notwithstanding the foregoing, SMA clients whose accounts invest in

underlying LGIMA Funds receive all reporting (including any underlying fund reporting) as agreed to in the relevant IMA, rather than as set forth above.

We also provide reports to clients that are tailored to meet specific client requests, including to investors in commingled LGIMA Funds. These reports are not proactively offered to other investors in such LGIMA Funds or may be offered in a different format. That information could give the investors that receive the information an actual or perceived advantage in determining whether to invest in or withdraw from the LGIMA Fund. LGIM America will not enter into such an arrangement if it determines that the arrangement would have a material adverse effect on the other investors in the LGIMA Fund.

For mandates which LGIM has sub-advised to us or which we have sub-delegated to LGIMI, we coordinate with LGIM and LGIMI in the delivery of client reports, which may be tailored to meet the needs of global clients.

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

We have not entered into any contractual arrangements or agreements with firms or individuals to solicit or have solicited clients for us. Neither we, nor our employees or affiliates, receive compensation from third parties for accounts we manage. We do, however, have agreements or arrangement in place with certain consultants or service providers for the benefit of their clients. Specifically, although we do not pay these consultants or service providers for client referrals, we do agree to a pre-arranged management fee schedule that the consultants' clients will pay to us for the management of their assets.

LGIM America maintains written policies and procedures with respect to the giving and receipt of gifts and entertainment and the giving of donations and contributions, which are reasonably designed to comply with applicable law, including pay-to-play restrictions.

#### **Item 15 – Custody**

We do not maintain custody of client assets, as determined under Rule 206(4)-2 of the Advisers Act (the "Custody Rule"), with respect to our SMAs, CITs or Mutual Funds. Although we do not maintain physical custody over Private Fund assets, in our role as managing member of the Private Funds, we have legal access to the Private Funds' securities or funds or, in certain circumstances, the authority to deduct fees from the Private Funds, which results in us being deemed to have "custody" of client assets under the Custody Rule. To address the risks posed by this arrangement:

- the Private Funds maintain their assets with an independent, qualified custodian;
- an independent accountant registered with and subject to regular inspection by the Public Company Accounting Oversight Board audits the Private Funds annually; and
- we distribute the Private Funds' audited financial statements to investors in the Private Funds within 120 days of each Private Fund's fiscal year end.

We do not have standing letters of authorization and visibility to SMA clients' custodial accounts which could contain language that imputes inadvertent custody on us to which we are unaware. We encourage clients to compare information in our reports to reports provided by their qualified custodians and to contact us or their independent custodians regarding any questions about their account statements and agreements that might inadvertently impute custody on us.

LGIM America has implemented written policies and procedures to ensure compliance with the Custody Rule's requirements. LGIM America periodically reviews the effectiveness of its custody controls.

## Item 16 – Investment Discretion

We manage assets on a discretionary basis, subject to the investment limitations and restrictions set out in each account's IMA or Offering Document, as applicable. Clients usually provide LGIM America with discretionary authority within the relevant IMA, limited liability company agreement, subscription agreement, power of attorney or another appropriate legal document. For certain affiliates, LGIM America manages assets on a non-discretionary basis.

In certain circumstances, we sub-delegate discretionary investment management authority to LGIMI, as described in Item 10.C.3.

## Item 17 – Voting Client Securities

As a fiduciary, we owe our clients a duty of care and loyalty with respect to all services undertaken on the client's behalf, including proxy voting and corporate actions elections. Our proxy voting policies and procedures are adopted to seek to comply with Rule 206(4)-6 under the Advisers Act and ERISA requirements, when applicable. They are designed and implemented in a manner reasonably expected to ensure that proxy voting is exercised in the best interests of our clients, after considering all relevant facts and circumstances at the time of the vote. For purposes of these policies and procedures, proxy voting includes any voting rights, consent rights or other voting authority of ours on behalf of our clients but shall not include matters which are primarily investment decisions, including tender offers, exchange offers, conversions, put options, redemptions and Dutch auctions.

Where proxy voting is delegated to LGIM America in an IMA, we will either directly, or through an independent service provider, consider all issues concerning the voting of proxies on a case-by-case basis and in the best interest of our clients, as well as other applicable facts and circumstances. On limited occasions and only when specifically included as a requirement in an IMA, LGIM America may permit a client to provide direction on how to vote specific securities.

Clients and prospects may obtain copies of our Proxy Voting Policy, the other associated policies described below and their accounts' proxy voting record, upon request.

### A. Passive Index and Index Plus Proxy Voting

#### 1. Proxy Voting Generally

We have engaged, via LGIMI, LGIM's global Investment Stewardship Team to research and make proxy voting recommendations for all Passive Index and Index Plus LGIMA Funds and SMAs upon client election. As such, we follow guidelines for voting our proxies as described in the Investment Stewardship Team's Corporate Governance and Responsible Investment Principles ("Principles"), as incorporated by reference in our Proxy Voting and Corporate Actions Policy. The Principles set forth our approach and expectations with respect to key topics we believe are essential for an efficient corporate governance framework and for building a sustainable business model. We intend to engage with companies in connection with issues relating to the stated Principles. We consider engagement with the company in the best interest of its stakeholder. However, when a company does not engage or does not show the effort to progress the board and company to meeting our policies, we will consider voting against the recommendations. Under certain mitigating circumstances, the benefit of not voting proxies will outweigh the benefit of voting proxies. We will maintain a list for all client accounts of the jurisdictions where they have elected to not vote. We have engaged Institutional Shareholder Services ("ISS") to execute the proxy votes in accordance with these Principles and our instructions.



SMA clients have the option to elect to delegate full proxy voting responsibility to ISS, rather than to us under the Principles described above. In those circumstances, we engage ISS to research, make recommendations, and vote all proxies in accordance with the ISS policy for those accounts.

Additionally, certain CIT and Private Funds participate in a securities lending program and we will work with the lending agent to determine whether securities should be recalled to exercise the proxy voting opportunity or allow the securities to remain on loan and not vote the proxies. There could be further circumstances that may impact the ability to recall the securities on loan pursuant to the securities lending program and impair our ability to vote such proxies.

## 2. *Conflicts of Interest*

We have policies and procedures reasonably designed to address the voting of proxies in the case of securities which are the subject of a conflict of interest.

We review proxies in accordance with our Principles to determine whether voting or not voting the proxy gives rise to a material conflict of interest. Should a material conflict exist with a company whose proxies are at issue, we will outsource the voting decision to an independent third party to eliminate the conflict and ensure that a client's proxies are voted in their best interest. Further, the SMAs for Passive Index and Index Plus strategies that vote in accordance with the ISS policy are subject to ISS's policies and guidelines, therefore addressing any conflicts of interest with us.

Legal & General stock is held in certain Passive Index and Index Plus portfolios. All proxies relating to Legal & General are delegated to a third party to make the recommendation and vote the proxies to address the conflicts that are present.

## **B. Fixed Income Securities Proxy Voting**

### 1. *Proxy Voting Generally*

Recognizing that proxy voting is a rare event in the realm of fixed income investing and is typically limited to the solicitation of consent to changes in features of debt securities, our Proxy Voting and Corporate Actions Policy applies to any voting rights and/or consent rights for fixed income client's accounts, with respect to debt securities, including but not limited to, plans of reorganization and waivers and consents under applicable indentures. Although we actively monitor corporate events, in certain cases, it might not be possible or in the client's best interests to act on such events due to:

- the size of a client and its positions held makes it is uneconomic and not in its best interest to vote a proxy or employ a proxy service to manage the voting of all proxies;
- trading strategies employed by clients cause positions held to be on a short-term basis and the periods of ownership might not give rise to voting rights; or
- a client's trading strategy cause it to not be in the best interest of a client to "block shares" for a certain period, as the client might want to dispose of those shares at any time.

For corporate actions, portfolio managers will determine on a case-by-case basis what course of action is in the best interests of the client.

In circumstances where we do vote a proxy or elect on a corporate action, we will use, pursuant to both proxy voting and corporate action policies, our discretion and judgment in deciding whether it is in the best interests of the client to vote or elect on a case-by-case basis and in the best interests of the clients, as determined by the portfolio manager.

## 2. *Conflicts of Interest*

In the event a proxy voting conflict of interest arises for fixed income accounts, we disclose the circumstances of any such conflict to the affected client(s) and, in most cases, either convene an ad-hoc committee to assess and resolve the conflict, forward the proxy materials to the client to vote the proxy vote according to recommendation of an independent third-party service provider, or take such other action as is appropriate under the particular circumstances and in compliance with applicable requirements, including ERISA.

## **Item 18 – Financial Information**

We do not have any adverse financial information to disclose under this Item 18. We do not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.