



**Item 1 – Cover Page**

**Form ADV Part 2A Brochure  
March 28, 2024**

**APG Asset Management US Inc.**

**666 Third Avenue**

**New York, NY 10017**

**(917) 368-3500**

This Brochure provides information about the qualifications and business practices of APG Asset Management US Inc. (“APG US”). If you have any questions about the contents of this Brochure, please contact us at (917) 368-3500. Currently, our Brochure may be requested free of charge by contacting the Chief Compliance Officer, Evan Gordon at (917) 368-3500 or [evan.gordon@apg-am.com](mailto:evan.gordon@apg-am.com)

The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

APG US is an SEC registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information about which you determine to hire or retain an adviser. Additional information about APG US is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 – Material Changes**

Since the last annual update to this brochure dated March 30, 2023, we have made certain routine updates throughout the brochure that may be deemed material in order to improve and clarify the description of our business practices, compliance policies, and procedures. The changes respond to evolving industry best practices and disclose risks arising from recent market developments. These changes also include certain updates to Item 8 to add reference to APG US's new Developed Market Equities strategy and its associated risks.

### Item 3 -Table of Contents



Item 1 – Cover Page .....	1
Item 2 – Material Changes .....	2
Item 3 -Table of Contents .....	3
Item 4 – Advisory Business .....	4
Item 5 – Fees and Compensation .....	4
Item 6 – Performance-Based Fees and Side-By-Side Management .....	5
Item 7 – Types of Clients .....	5
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss .....	5
Item 9 – Disciplinary Information .....	20
Item 10 – Other Financial Industry Activities and Affiliations .....	20
Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading .....	20
Item 12 – Brokerage Practices .....	21
Item 13 – Review of Accounts .....	22
Item 14 – Client Referrals and Other Compensation .....	22
Item 15 – Custody .....	22
Item 16 – Investment Discretion .....	23
Item 17 – Voting Client Securities .....	23
Item 18 – Financial Information .....	23

#### **Item 4 – Advisory Business**

APG US has been providing investment advisory services since 1998. APG US is a subsidiary of APG Asset Management N.V. (“APG NL”), an investment adviser located in the Netherlands. APG NL is a subsidiary of APG Groep NV, which is substantially owned by Stichting Pensioenfondsen ABP (“ABP”), the pension fund for Dutch government employees and other civil service employees. APG NL provides investment advisory services to ABP and other non-US pension funds directly and/or through the Dutch pension funds’ participation in various “fondsen voor gemene rekening” (funds for the joint account of the participants and referred to herein as, “FGRs”) or separately managed accounts sponsored and controlled by APG NL.

APG US provides investment advisory services to APG NL with respect to (i) fixed income instruments, (ii) publicly traded real estate securities, (iii) listed equities and (iv) real estate, infrastructure, hedge funds, private equity, natural resources and other alternative investments structured as private investments. APG US’s investment advice is tailored to each portfolio’s investment objectives as set forth in client-approved investment guidelines. APG US may invest in any products approved by APG NL for the respective portfolios advised by either APG US or APG NL. APG NL may impose restrictions on investing in certain securities or types of securities and requires that certain investments be approved by APG NL’s Committee for Investment Proposals (CIP).

APG US does not participate in wrap fee programs.

As of December 31, 2023, APG US managed regulatory assets of \$82,646,046,883 on a discretionary basis and \$81,470,791,502 on a nondiscretionary basis.

**APG US provides investment advisory services exclusively to APG NL. APG US is not seeking or accepting new clients.**

#### **Item 5 – Fees and Compensation**

APG US does not have a fee schedule because it only provides investment advisory and administrative services to its parent company. Fees are negotiated annually to reflect reimbursement of costs plus a mark-up determined on an arm’s-length basis for transfer pricing purposes. The annual fee is billed directly to the client in arrears, generally in monthly installments.

APG US’s fees are exclusive of third-party brokerage commissions, research fees, transaction fees, and other related costs and expenses which are incurred by the client or the client-sponsored FGRs. Clients may incur certain charges imposed by custodians, brokers, and other third parties, such as fees charged by managers, custodial fees, transaction costs, legal fees, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other

fees and taxes on brokerage accounts and securities transactions. Private funds, mutual funds and exchange-traded funds also charge internal management fees, which are disclosed in a fund's prospectus or private placement memorandum. Such charges, fees, and commissions are exclusive of and in addition to APG US's fee, and APG US does not receive any portion of these commissions, fees, and costs.

Item 12 further describes the factors that APG US considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).

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

APG US's fee arrangements do not create side-by-side management conflicts between portfolios because APG US has only one client (APG NL) and charges an aggregate fee for all services provided. As set forth in Item 5, this fee is calculated on a "cost plus" basis, and not based on a share of capital gains or capital appreciation of APG US's client.

## **Item 7 – Types of Clients**

APG US provides investment advisory services exclusively to its parent company, APG NL. APG NL provides investment advisory services to ABP, non-US pension funds, and FGRs sponsored and controlled by APG NL and whose sole participants are Dutch pension funds.

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

### NY Global Trading Desk

APG US provides trading services with respect to orders placed by portfolio managers of APG US and its affiliates. The trading desk primarily focuses on fixed income and equity products.

### Fixed Income Portfolios

APG NL provides fixed income portfolios through an Investment Grade strategy and a High Yield strategy. Investments are allocated to FGR and separate accounts, , pursuant to APG US's Allocation Policy (the "Allocation Policy") described below.

### *Investment Grade Strategy*

The Investment Grade strategy uses macroeconomic analysis, credit analysis, and valuation analysis to form the basis for investment decisions. Collectively, the portfolio management group evaluates whether interest rates and yield spreads provide attractive returns, based on an internal assessment of macroeconomics, historical relationships, and market conditions. The overall level of risk in the portfolio is set accordingly. Through credit research, analysts measure the health of balance sheets, cash flow, and deal structure to assess default and event risk. Through valuation analysis, portfolio managers gauge whether

potential investments adequately compensate for prepayment risk, credit risk, interest rate volatility, and/or changes in market liquidity.

In a portfolio context, bottom-up issue selection is combined with top-down duration management and sector allocation in a disciplined, quantifiable, and reproducible manner. As APG US invests in a broad spectrum of fixed income sectors that convey different risks, diversification of return and alpha sources are essential elements of the investment process. Exchange-Traded Funds as well as derivative transactions, including credit default swaps, may be used for hedging purposes or efficient portfolio management.

### *High Yield*

The High Yield strategy uses intensive credit analysis, valuation analysis, industry analysis, and macroeconomic analysis to form the basis for investment decisions. A team of credit analysts measures the health of issuers' balance sheets, cash flows, and deal structures to assess potential default and event risk. Through valuation analysis, portfolio managers gauge whether potential investments adequately compensate for credit risk. Portfolio managers create a diversified portfolio by combining this bottom-up issue selection with a top-down industry allocation. Appropriate industry weightings are determined in conjunction with internal research and assessment of macroeconomic trends. Exchange Traded Funds as well as derivative transactions, including credit default swaps, may be used for hedging purposes or efficient portfolio management.

### *Alternative Credit*

The Alternative Credits strategy is designed to provide access to a diversified portfolio of mostly illiquid private credit investments, primarily in the US and Europe. Its objective is to achieve an attractive return, relative to public market credit opportunities, which adequately compensates for potentially higher credit risk, illiquidity, and complexity. Investments generally range from private (non-listed) debt exposures to fund investments with external managers typically across the following strategies: Specialty Finance, Direct Lending, Non-performing Loans, Distressed Debt & Special Situations, and Alpha-driven credit. The analysis and selection of investments and external funds is accomplished by APG's Alternative Credits team with the goal of constructing a diversified portfolio of potential return drivers. The team utilizes a bottom-up, opportunity-driven, investment process with a buy-and-hold approach allowing for longer investment horizons.

All investments are made pursuant to the Allocation Policy, which, among other items, states the following:

*APG US determines allocation of investment opportunities among its investment accounts on a pre-trade basis in a fair and equitable manner, as determined by APG US in its sole discretion, and in accordance with the relevant objectives, restrictions, investment strategy, asset*

*allocation and benchmarks of each account, as provided in such accounts' governing documents.*

*If APG US determines in its sole discretion that a particular investment opportunity falls within the investment objectives of two or more accounts, APG US will determine the allocation of the opportunity between or among such accounts on a basis that APG US determines is fair and reasonable, taking into consideration all relevant factors, including, but not limited to:*

- *Suitability for an account and its investment strategy;*
- *Account specific restrictions;*
- *Account specific composition (including, with respect to accounts investing all or a portion of their assets in fixed income securities and related instruments, relative ratings quality, maturity, industry, issuer, and other allocation targets);*
- *diversification limitations (including the actual, relative or potential exposure of an account to the type of investment opportunity in terms of existing portfolio);*
- *tax and accounting implications and considerations;*
- *expected holding period for and liquidity of the investment;*
- *available cash and/or cash flow considerations;*
- *transaction size relative to minimum investment size requirements;*
- *whether an investment opportunity requires additional consents or authorizations from an account, investor or other third party;*
- *legal, contractual or regulatory constraints;*
- *commencement dates of Accounts;*
- *any other relevant limitations imposed by, or conditions set forth in the applicable offering and governing documents of an account; and*
- *other factors deemed relevant by APG US Legal or Compliance.*

*APG US will not favor or disfavor, consistently or knowingly, any account in relation to any other account. Further, APG US will not allocate investment opportunities based, in whole or in part, on (i) the relative fee structure or amount of fees paid by any account, (ii) the profitability of any account, or (iii) any person's interest in offering or participating in co-investment opportunities outside of any account.*

**Investing in fixed income securities involves risk of loss that clients should be prepared to bear.**

The material risks involved in the fixed income strategies and security types employed including:

- a. Systemic Risk – The risk that the value of investments may decline because of economic changes or other events that affect large portions of the market. This includes changes in interest rates, inflation expectations, credit spreads, liquidity, and market volatility.
- b. Idiosyncratic Risk – The risk that an individual security underperforms relative to the market.
- c. Counterparty Risk – The risk that a counterparty to a transaction fails to meet its obligations under a mutually negotiated contract.
- d. Operational Risk – The risk of loss occurring due to inadequacies in the firm’s operations, controls, or procedures.
- e. Inflation Risk – The risk that the cash flows from investments may be worth less than expected due to changes in the rate of inflation.
- f. Prepayment Risk – The risk that the repayment of principal and future cash flows of an obligation are accelerated to avoid an obligor paying a higher interest rate.
- g. Liquidity Risk – The risk that a ready market for an asset is not deep enough, or an asset cannot be traded quickly enough to avoid a loss or achieve an expected profit.
- h. Currency Risk – The risk that returns on investments outside the US could be affected by currency fluctuations or that investments hedged back to funding currencies could be affected by large currency pairs fluctuations.

#### Listed Real Estate Portfolios

The Listed Real Estate strategy uses fundamental analysis to form the basis for investment decisions. The investible universe includes listed equity real estate securities, commonly known as real estate investment trusts (“REITs”) and/or real estate operating companies (“REOCs”) with assets located in the Americas. The portfolio management team analyzes economic, real estate market, and capital market trends, as well as fund flows, and surveys the investible universe (as defined by investment guidelines) to identify companies to examine in greater detail. The portfolio management team visits companies and markets regularly to conduct site tours of assets and better understand local real estate dynamics, and also considers the input of industry sources and third-party research providers to obtain independent and unbiased opinions about the companies under consideration, real estate markets, and the economy. Valuation methods employed include, but are not limited to, net asset value (NAV), price-to-cash-flow multiples, discounted cash flow and price to replacement cost. The portfolio management team derives conclusions about regional, property sector, and company-specific investments.

**Investing in listed real estate securities involves risk of loss that APG US’s client should be prepared to bear.** The material risks involved in this strategy include:



a. Market Risk – The risk that the value of investments may decline because of economic changes or other events that affect large portions of the market.

b. Issuer (Unsystematic) Risk – The company or industry specific risk that is inherent in each investment. The amount of unsystematic risk may be reduced through appropriate diversification.

c. Counterparty Risk – The risk that a counterparty to a transaction fails to meet its obligations under a mutually negotiated contract.

d. Operational Risk – The risk of loss occurring due to inadequacies in the firm's operations, controls, and procedures.

### Private Real Estate Portfolios

The Private Real Estate investment strategy uses quantitative analysis, which relies upon objective analysis of market conditions and asset valuation and underwriting, in addition to fundamental research, to form the basis for evaluating investment opportunities. This qualitative analysis is coupled with in-depth qualitative analysis during the due diligence on prospective investment managers. This process includes underwriting the investment managers' historical track record, investment expertise, and operational proficiency to evaluate an investment manager's competency in the stated investment strategy, as well as complicated governance structures and reporting requirements.

The portfolio management team identifies investment opportunities and seeks to manage risk by investing in a portfolio that is well diversified over sectors, markets, management styles, and investment partners. Investments can be made via equity and debt through companies, funds, joint ventures, and/or co-investments. Generally, there will be a strong focus on core investments meant to deliver income and growth from stabilized institutional-quality real estate; however, there can be additional investment strategies that are more opportunistic in nature and employ a greater level of financial and/or operational risk (e.g. higher leverage, ground-up development). Substantially all proposed private real estate investments are subject to approval by the APG NL CIP.

**Investing in private real estate strategies involves risk of loss that APG US's client should be prepared to bear.** The material risks involved in this strategy include:

a. Liquidity Risk – Private real estate investments are illiquid due to the complexities, transaction costs, and time horizons associated with trading assets or portfolios. There is a secondary market, but each secondary transaction is privately negotiated and, hence, not an efficient market place for trading positions.

b. Credit Risk – The risk that tenants default on their lease obligations, by failing to make rental payments in a timely manner.

c. Market Risk – The risk that the value of investments may decline because of economic changes or other events that affect large portions of the market.

d. Refinancing Risk – The risk of loss occurring due to the inability to refinance property level mortgage debt as it becomes due and payable.

e. Operational Risk – The risk of loss occurring due to inadequacies in investment partners' operations, controls, or procedures.

f. Currency Risk – The risk that returns on investments outside the US could be affected by currency fluctuations or that investments hedged back to funding currencies could be affected by large currency pairs fluctuations.

g. Transparency Risk – The risk that APG US may not be aware of underlying managers' deviations from investment strategies or guidelines, investment style drift, regulatory violations, or fraud.

### Infrastructure Portfolios

The Infrastructure investment strategy focuses on private infrastructure businesses and assets. It uses quantitative analysis, which relies upon objective analysis of market conditions and asset valuation and underwriting, in addition to fundamental research, to form the basis for evaluating investment opportunities. This is coupled with in-depth qualitative analysis during the due diligence on prospective investee companies and investment managers. This process includes underwriting the investment managers'/operating partners' historical track record, investment expertise, and operational proficiency to evaluate their competency in the stated investment strategy, as well as the risk/return profile of investee companies and investment strategies and also governance structures and reporting requirements.

The portfolio management team identifies investment opportunities and seeks to manage risk by investing in a portfolio that is well diversified over risk/return profiles, sectors, markets, and investment partners. Investments can be made via equity and debt through investee companies, funds, joint ventures, and/or co-investments. Generally, there will be a strong focus on core investments, meant to deliver income and growth from stabilized institutional-quality infrastructure assets; however, there can be additional investment strategies that are more opportunistic in nature and employ a greater level of financial and/or operational risk (e.g. higher leverage, greenfield assets with construction scope). All proposed infrastructure investments are subject to approval by the APG NL CIP.

**Investing in private infrastructure strategies involves risk of loss that the client should be prepared to bear.** The material risks involved in this strategy include:

- a. Liquidity Risk – Private infrastructure investments are illiquid due to the complexities, transaction costs, and time horizons associated with trading assets or portfolios. There is a secondary market, but each secondary transaction is privately negotiated and, hence, not an efficient marketplace for trading positions.
- b. Credit Risk – The risk that a counterparty cannot fulfill its obligation, which could cause the investment to suffer a financial loss.
- c. Market Risk – The risk that the value of investments may decline because of economic changes or other events that affect large portions of the market.
- d. Financing Risk – The risk of a loss occurring due to market interest rate movements, the inability to refinance, or the inability by an investee company to fulfill its obligations towards providers of debt.
- e. Operational Risk – The risk of loss occurring due to inadequacies in investment partners' operations, controls, or procedures.
- f. Currency Risk – The risk that returns on investments outside the US could be affected by currency fluctuations or that investments hedged back to funding currencies could be affected by large currency pairs fluctuations.
- g. Transparency Risk – The risk that APG US may not be aware of underlying managers' deviations from investment strategies or guidelines, investment style drift, regulatory violations, or fraud.

### Natural Resources Portfolios

The Natural Resources investment strategy seeks to make sustainable private investments in the timberland and agricultural sectors in North America. The strategy focuses on land assets utilized for forest management or agricultural crop cultivation and related businesses (e.g., processing facilities). The portfolio seeks to generate a long-term, stable return driven by both income and appreciation, provide strong commodities price exposure, and contribute to the United Nations Sustainable Development Goals. Investments can be made via non-listed equity and equity-related instruments (e.g., preferred shares) in investee companies, funds, joint ventures, and co-investments.

The portfolio management team originates investment opportunities and seeks to manage risk by investing in a portfolio that is well diversified over risk/return profiles, species/crop types, end-use market exposure, geography, and investment partners. The investment process utilizes fundamental research and quantitative analysis to identify sectoral trends and assess market conditions and asset valuations in order to evaluate the risk/return profile of investment opportunities. The primary valuation methodologies utilized are the

discounted cash flow and comparable sales analyses. Furthermore, due diligence involves in-depth qualitative analysis of prospective investee companies and investment managers focused on track record, investment expertise, operational proficiency, and competency with respect to the intended governance structures and reporting requirements. All proposed investments are also diligenced by sustainability, risk, and legal teams and substantially all are subject to approval by the APG NL CIP.

**Investing in private natural resources strategies involves risk of loss that the client should be prepared to bear.** The primary material risks involved in this strategy include:

- a. Liquidity Risk – The risk of the inability to exit stems from the illiquid nature of private natural resources investments. There is no efficient trading market for these positions.
- b. Credit Risk – The risk that a counterparty cannot fulfill an obligation.
- c. Market Risk – The risk of loss from economic changes or other events negatively affecting large portions of the market.
- d. Financing Risk – The risk of a loss occurring due to market interest rate movements, the inability to refinance, or the inability to fulfill its obligations to debt providers.
- e. Operational Risk – The risk of loss occurring due to inadequacies in investment partners' operations, controls, or procedures.
- f. Climate and Physical Risk – the risk of loss occurring due to natural hazards such as drought, wildfire, storm, and disease.
- g. Transparency Risk – The risk that APG US may not be aware of underlying managers' deviations from investment strategies or guidelines, investment style drift, regulatory violations, or fraud.

### Hedge Funds Portfolio

Historically, the hedge fund investment strategy was implemented via investments in third-party managers proposed by New Holland Capital, LLC ("NHC"), an Investment Advisor not affiliated with APG US. NHC provided that service pursuant to a non-discretionary investment management agreement. That historical portfolio has been put into a winddown that is no longer advised by NHC and for which APG US is no longer proposing new investments. In addition to the foregoing, there is also a discretionary fund managed by NHC in which one of the FGRs has made an investment.

**Hedge Fund investments involve risk of loss that clients should be prepared to bear.**  
The material risks involved in this strategy include:

a. Liquidity risk – The risk that underlying hedge fund managers may impose limitations on redemptions, assign a majority of the hedge funds’ assets to side pockets, or pay out redemptions in-kind. Consequently, APG US’s client may not be able to liquidate all or a portion of its hedge fund investments for prolonged periods of time.

b. Control risk – The risk that once an investment in a hedge fund is made, clients cannot control the hedge fund manager’s choice of investments or investment decisions.

c. Diversification risk – Because the strategy is implemented by allocating funds to dozens of managers who make independent trading decisions, it is possible that one or more of such managers may, at any time, take investment positions that are opposite of positions taken by other managers. It is also possible that the underlying managers may, on occasion be competing with each other for similar positions at the same time, and the resulting lack of diversification may subject client’s investments to more rapid changes in value than would be the case if assets were more widely diversified.

d. Transparency risk – The risk that APG US or NHC may not be aware of underlying managers’ deviations from investment strategies or guidelines, investment style drift, regulatory violations, or fraud.

#### Private Equity Portfolio

The Private Equity investment strategy is implemented primarily through investments in private equity co-mingled funds, the managers of which are selected by an in-house team.

APG US conducts due diligence on private equity fund managers with an evaluation of the investment managers’ historical track record, investment expertise, strategy, and team stability to evaluate the managers’ competence and ability to record and report upon their performance.

The portfolio managers seek to manage risk by diversifying over vintage year, geography, style, and stage of investing. In addition to primary fund investing, there are also secondary purchases of partnership interests and co-investments directly into portfolio companies. Substantially all proposed private equity fund investments are subject to approval by the APG NL CIP. Proposed private equity co-investments and secondary investments under certain thresholds are subject to approval by the APG US Private Equity Co-Investment and Secondary Investment Committee. Proposed private equity co-investments and secondary investments beyond certain thresholds are subject to approval by the APG NL CIP.

**Investing in private equity strategies involves risk of loss that the clients should be prepared to bear.**

The material risks involved in this strategy include:

- a. Liquidity risk – Private equity investments are illiquid due to the complexities, transaction costs, and time horizons associated with trading assets or portfolios. There is a secondary market, but each secondary transaction is privately negotiated and, hence, not an efficient marketplace for trading positions.
- b. Credit Risk – Underlying portfolio companies within a private equity fund are often highly leveraged and there is risk of default if the company's performance does not generate significant cash flow to meet its debt obligations.
- c. Market Risk – The risk that the value of investments may decline because of economic changes or other events that affect large portions of the market.
- d. Refinancing Risk – The risk that underlying portfolio companies may not be able to achieve a refinancing when their debt becomes due.
- e. Operational Risk – The risk of loss due to inadequacies in the underlying companies' operations, controls and procedures.
- f. Currency Risk – The risk that returns on investments outside the US could be affected by currency fluctuations or that investments hedged back to funding currencies could be affected by large currency pairs fluctuations.
- g. Control Risk – The risk that once an investment in a private equity fund is made, the client cannot control the private equity manager's choice of investments or investment decisions.
- h. Transparency Risk – The risk that APG US may not be aware of underlying managers' deviations from investment strategies or guidelines, investment style drift, regulatory violations, or fraud.

#### Focus Equities North America

APG US provides advice with respect to the North American portfolio (portfolio of a focus equities strategy.) The intention of the Focus Equities team is to be a passive investor in public companies and to hold average company stakes of approximately 3% to 10%. In some circumstances, the Focus Equities team may take larger stakes with the intention of remaining passive. Investing in equity strategies involves risk of loss that APG US's client should be prepared to bear.

Investing in equity strategies involves risk of loss that APG US's client should be prepared to bear. The material risks involved in this strategy include:

- a. Market Risk – The risk of loss from economic changes or other events negatively affecting large portions of the market.
- b. Operational Risk – The risk of loss occurring due to inadequacies in investment partners' operations, controls, or procedures.
- c. Value Risk – The value of equities generally will vary with the performance of the issuer and movements in the equity markets.
- d. Climate and Physical Risk – the risk of loss occurring due to natural hazards such as drought, wildfire, storm, and disease affecting the issuer of the equity.
- e. Material, Non-Public Information Risk – APG US and its personnel may possess, or may be imputed to possess, material non-public information concerning an issuer of securities or other instruments in which an account is invested, or as to which it is evaluating an investment. The possession of such information may limit the ability of an account to make or dispose of an investment in such an issuer, including at a time when APG US might otherwise wish to cause the account to buy or sell such assets. APG US has policies and procedures in place that seek to ensure that its investment practices do not violate federal, state, and foreign securities law prohibitions on trading on material, non-public information.
- f. Large Shareholder Risk – In the event an account acquires a significant stake in certain public securities (including by virtue of conducting an IPO) and such stake exceeds certain percentage or value limits, the account may be subject to regulation and regulatory oversight that may impose trading restrictions, notification and filing requirements or other administrative burdens on APG US. Any such requirements may delay the acquisition or disposition of the securities or the account's ability to respond in a timely manner to changes in the markets with respect to such securities. In certain cases where the account acquires beneficial ownership of more than 5% of a certain class of securities of a public company, it is likely to be subject to reporting requirements in respect of its ownership of those securities under Section 13 of the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"). Further if an account acquires beneficial ownership of 10% or more of a certain class of securities of a public company, places a director on the board of directors of such a company, or is otherwise deemed to be an "insider", under Section 16 of the Exchange Act, the account may be subject to certain additional reporting requirements and may be subject to certain restrictions on its ability to buy and sell such securities for certain periods of time. Furthermore, in such circumstances, the account will be prohibited from entering into a short position in such issuer's securities, and therefore limited in its ability to hedge such investments. Similar restrictions and requirements may apply in non-U.S. jurisdictions. These restrictions could limit an account's ability to liquidate positions when it would otherwise prefer to do so, which could reduce returns.

## Fundamental Stock Selection

APG US provides advice with respect to the North American portfolios, (healthcare and information technology specific) which reside within the Developed Market Equities business line.

Investing in equity strategies involves risk of loss that APG US's client should be prepared to bear. The material risks involved in this strategy include:

- a. Market Risk – The risk of loss from economic changes or other events negatively affecting large portions of the market.
- b. Operational Risk – The risk of loss occurring due to inadequacies in investment partners' operations, controls, or procedures.
- c. Value Risk – The value of equities generally will vary with the performance of the issuer and movements in the equity markets.
- d. Climate and Physical Risk – the risk of loss occurring due to natural hazards such as drought, wildfire, storm, and disease affecting the issuer of the equity.
- e. Material, Non-Public Information Risk – APG US and its personnel may possess, or may be imputed to possess, material non-public information concerning an issuer of securities or other instruments in which an account is invested, or as to which it is evaluating an investment. The possession of such information may limit the ability of an account to make or dispose of an investment in such an issuer, including at a time when APG US might otherwise wish to cause the account to buy or sell such assets. APG US has policies and procedures in place that seek to ensure that its investment practices do not violate federal, state, and foreign securities law prohibitions on trading on material, non-public information.

## General Risks Applicable to all Portfolios and Strategies

In addition to the risks discussed above, which relate to the specific strategies of APG US's portfolios, certain general risks apply to all of the above portfolios. These risks include:

- a. Possibility of Fraud and Other Misconduct of Employees and Service Providers – Misconduct by employees of APG US, service providers to APG US and/or its affiliates could cause significant losses to APG NL, client accounts and affiliated accounts. Misconduct may include entering into transactions without authorization, the failure to comply with operational and risk procedures, including due diligence procedures, misrepresentations as to investments being considered by such affiliated accounts and client accounts, the improper use or disclosure of confidential or material non-public information, which could result in litigation, regulatory enforcement or serious financial harm, including limiting the business prospects or future marketing activities of APG NL and its affiliates and noncompliance with applicable laws or regulations and the concealing of any of the



foregoing. Such activities may result in reputational damage, litigation, business disruption and/or financial losses to APG NL. APG NL has controls and procedures through which they seek to minimize the risk of such misconduct occurring. However, no assurances can be given that APG NL will be able to identify or prevent such misconduct.

b. The firm accounts' payment obligations, financing terms and investments in debt securities and derivatives may be tied to floating rates, such as the London Interbank Offered Rate ("LIBOR"). In 2017, the UK Financial Conduct Authority ("FCA") announced its intention to cease compelling banks to provide the quotations needed to sustain LIBOR after 2021. ICE Benchmark Administration, the administrator of Libor, ceased publication of most LIBOR settings on a representative basis at the end of 2021 and is expected to cease publication of a majority of U.S. dollar LIBOR settings on a representative basis after June 30, 2023. In addition, global regulators have announced that, with limited exceptions, no new LIBOR-based contracts should be entered into after 2021. Actions by regulators have resulted in the establishment of alternative reference rates to LIBOR in most major currencies (e.g., the Secured Overnight Financing Rate for U.S. dollar LIBOR and the Sterling Overnight Interbank Average Rate for GBP LIBOR). Various financial industry groups have been planning for the transition away from LIBOR, and markets are developing in response to these new rates, but questions around the liquidity of the new rates and how to appropriately adjust these rates to eliminate any economic value transfer at the time of transition remain a significant concern. It is difficult to predict the full impact of the transition away from LIBOR on the firm accounts. The transition process may involve, among other things, increased volatility, or illiquidity in markets for instruments that rely on LIBOR. The transition may also result in a reduction in the value of certain LIBOR-based investments held by firm accounts or reduce the effectiveness of related transactions such as hedges. Any such effects of the transition away from LIBOR, as well as other unforeseen effects, could result in losses for the firm accounts. Since the usefulness of LIBOR as a benchmark could also deteriorate during the transition period, effects could occur at any time.

c. Custody and Banking Risks – Accounts managed by APG US may maintain funds with one or more banks or other depository institutions ("banking institutions"), which may include US and non-US banking institutions, and may enter into credit facilities or have other financial relationships with banking institutions. The distress, impairment or failure of one or more banking institutions with whom the Accounts, and/or APG US transact may inhibit the ability of the Accounts to access depository accounts or lines of credit at all or in a timely manner. In such cases, the Accounts may be forced to delay or forgo investments or to call capital when it is not desirable to do so, resulting in lower performance for the Accounts. In the event of such a failure of a banking institution where the Account holds depository accounts access to such accounts could be restricted and U.S. Federal Deposit Insurance Corporation (FDIC) protection may not be available for balances in excess of amounts insured by the FDIC (and similar considerations may apply to banking institutions in other jurisdictions not subject to FDIC protection). In such instances, the Accounts may not recover such excess, uninsured amounts and instead, would only have an unsecured claim

against the banking institution and participate pro rata with other unsecured creditors in the residual value of the banking institution's assets. The loss of amounts maintained with a banking institution or the inability to access such amounts for a period of time, even if ultimately recovered, could be materially adverse to the Accounts. One or more investors or an affiliate of APG US could also be similarly affected and unable to fund capital calls, further delaying or deferring new investments. In addition, APG US may not be able to identify all potential solvency or stress concerns with respect to a banking institution or to transfer assets from one bank to another in a timely manner in the event a banking institution comes under stress or fails.

d. ESG Risks - While environmental, social or governance is only one of many factors that APG US will consider in making an investment, there is no guarantee that APG US will successfully implement and make investments in companies that are sustainable or that otherwise create positive environmental, social or governance ("ESG") impact while enhancing long-term shareholder value and achieving financial returns. Successful engagement efforts on the part of APG US will depend on APG US's skill in properly identifying and analyzing sustainability and other ESG factors and their impact-related value, and there can be no assurance that the strategy or techniques employed will be successful. Considering ESG qualities when evaluating an investment may result in the selection or exclusion of certain investments based on APG US's view of certain ESG-related and other factors and carries the risk that APG US may underperform funds that do not take ESG-related factors into account.

ESG-related practices differ by region, industry and issue and are evolving accordingly, and a company's ESG-related practices or APG US's assessment of such practices may change over time. Further, ESG practices are evolving rapidly and there are different principles, frameworks, methodologies, and tracking tools being implemented by other asset managers, and APG US's adoption and adherence to various such principles, frameworks, methodologies and tools is expected to vary over time. There is also a growing regulatory interest across jurisdictions in improving transparency regarding the definition, measurement and disclosure of ESG factors. APG US cannot guarantee that its ESG policies will not become subject to additional regulation in the future.

e. Risks of Artificial Intelligence ("AI"). APG US's ability to use, manage and aggregate data may be limited by the effectiveness of its policies, systems and practices that govern how data is acquired, validated, used, stored, protected, processed and shared. Failure to manage data effectively and to aggregate data in an accurate and timely manner may limit APG US's ability to manage current and emerging risks, as well as to manage changing business needs and to adapt to the use of new tools, including AI. While APG US may restrict certain uses of third-party and open source AI tools, such as ChatGPT, APG US's employees and consultants and the portfolios' portfolio companies, if not restricted, may use these tools, which poses additional risks relating to the protection of APG US's and such portfolio companies' proprietary data, including the potential exposure of APG US's or such portfolio companies' confidential information to unauthorized recipients and the misuse of APG US's or third-party intellectual property, which could adversely affect APG US, a portfolio or its portfolio

companies. Use of AI tools may result in allegations or claims against APG US, a portfolio or its portfolio companies related to violation of third-party intellectual property rights, unauthorized access to or use of proprietary information and failure to comply with open-source software requirements. Additionally, AI tools may produce inaccurate, misleading or incomplete responses that could lead to errors in APG US's and its employees' and consultants' decision-making, portfolio management or other business activities, which could have a negative impact on APG US or on the performance of a portfolio and its portfolio companies. Such AI tools could also be used against APG US, a portfolio or its portfolio companies in criminal or negligent ways. As the use and availability of AI tools has grown, the U.S. Congress and a number of U.S. federal and state agencies have been examining the AI tools and their use in a variety of industries, including financial services. These agencies have issued, proposed or adopted a variety of rules and other guidance regarding the use of AI. AI similarly faces an uncertain regulatory landscape in many foreign jurisdictions. Ongoing and future regulatory actions with respect to AI generally or AI's use in any industry in particular may alter, perhaps to a materially adverse extent, the ability of APG US, a portfolio or its portfolio companies to utilize AI in the manner it has to-date, and may have an adverse impact on the ability of APG US, a portfolio or its portfolio companies to continue to operate as intended.

f. Recent Regulatory Developments for Private Funds and their Advisers. In recent years, the SEC has proposed and adopted, and continues to adopt, various changes to the rules relating to private funds and their advisers. On August 23, 2023, the SEC adopted previously proposed new rules and amendments to existing rules (collectively, the "Private Funds Rules") under the Advisers Act specifically related to advisers of private funds.

The Private Funds Rules will impose new and substantial requirements on advisers and the funds they advise, including with respect to quarterly reporting, restricted activities, preferential treatment of investors, audit requirements, adviser-led secondaries and annual compliance reviews. The Private Funds Rules, in addition to any other new rules adopted by the SEC, are expected to impact the business of APG US and its affiliates, a portfolio and/or client investments. The Private Funds Rules include certain audit requirements, which may require APG US to select a different auditor or obtain an additional audit, even if APG US does not believe it is in the best interest of a portfolio or its investors to do so. Further, many provisions of the Private Funds Rules require APG US to make a variety of subjective determinations as to whether and how such rules apply to a portfolio and APG's related obligations. APG US will face conflicts of interest in making such determinations. APG US and the client's compliance burdens and associated costs including, without limitation, insurance expenses, are also expected to increase. APG US also will be subject to increased risk of exposure to additional regulatory scrutiny, litigation, censure and penalties for noncompliance or perceived noncompliance as a result of the Private Funds Rules, and any noncompliance or perceived noncompliance with such rules may negatively impact a portfolio's reputation as well as its investment activities, thereby materially reducing returns to investors.

Several trade groups representing private fund managers have filed a legal challenge to the

Private Funds Rules and other legal challenges to the Private Funds Rules may be forthcoming. Regardless of the outcome of these lawsuits, the implementation of these new rules is expected to create additional burdens for advisers to private funds.

### **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to clients' evaluation of the investment advisers or the integrity of the advisers' management. APG US has no information applicable to this Item.

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

APG US provides investment advisory services exclusively to APG NL advised portfolios. APG US does not believe that this relationship creates a conflict of interests for APG NL or for APG NL advised portfolios.

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

APG US has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct and fiduciary duty to its client. The Code of Ethics includes provisions relating to the treatment of Material Non-Public Information, the confidentiality of client information, a prohibition on insider trading, restrictions on the acceptance of significant gifts and the reporting of all gifts and business entertainment items, and personal securities trading procedures, among other things.

The Code of Ethics (the "Code") is designed to assure that the personal securities transactions, activities, and interests of the employees of APG US will not interfere with (i) making decisions in the best interest of APG US's client and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code, certain classes of securities have been designated as exempt transactions, based upon a determination that these would not interfere materially with the best interest of APG US's client. In addition, the Code requires pre-clearance of many transactions, and generally prohibits parallel trading in securities held in firm accounts managed by APG US, with the exception of Treasury securities and Exchange Traded Funds, or if the supervised person is granted a written hardship waiver by the Chief Compliance Officer. Employee trading is continually monitored under the Code of Ethics to reasonably prevent and detect conflicts of interests between APG US and its client.

All supervised persons at APG US must acknowledge the terms of the Code of Ethics, both within 10 days of hire and annually, or as necessary when material amendments to the Code are adopted. APG US's client may request a copy of the Code of Ethics by contacting the firm's Chief Compliance Officer, Evan Gordon.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with APG US's obligation to seek best execution. Best execution is not limited solely to the consideration of the best available commission rate. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. APG US will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will typically be allocated on a pro rata basis. Any exceptions will be explained on the order.

Due to the fact that APG US is indirectly substantially owned by a Dutch pension fund (ABP) that has a significant ownership interest in most of the portfolios advised by APG US, it is very likely that APG US will also recommend or effect for other accounts the purchase or sale of securities in which ABP holds a direct or indirect interest, when consistent with investment guidelines and objectives. Similarly, APG US's affiliates in the Netherlands are also likely to recommend or effect for other accounts the purchase or sale of securities in which ABP holds a direct or indirect interest.

It is APG US's policy that the firm will not participate in any principal transactions unless in compliance with the Investment Advisers Act of 1940 (the "Advisers Act") or guidance provided in SEC Division of Investment Management No-Action Letters. APG US's affiliates in the Netherlands may participate in principal transactions in the Netherlands in compliance with applicable Dutch regulations. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliate, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account.

## **Item 12 – Brokerage Practices**

### Factors Considered in Selecting or Recommending Broker-Dealers for Client Transactions

Brokers are selected based on quantitative factors (price and/or commission rates) and qualitative factors such as execution capability, financial responsibility, reputation, responsiveness, value of research provided, and the ability to engage in block transactions with attendant volume discounts. Counterparty exposure limits may also be a factor in broker selection. Trades may only be executed through brokers on APG US's approved broker list.

### Utilizing Third-Party Research

APG NL is an Alternative Investment Funds Manager registered with the Netherlands Authority for Financial Markets ("AFM"). APG NL is further subject to the Markets in Financial Instruments Directives I & II ("MiFID"), which, among other mandates, requires

APG NL and APG US, as its affiliate, to compensate broker-dealers with whom we trade for research services they provide to us. Payment is made pursuant to agreements we have entered into with such broker-dealers. Research services covered by the agreements include industry research, trading ideas, access to conferences and research calls, and management access.

#### Brokerage for Client Referrals

APG US does not receive client referrals from brokers.

#### Directed Brokerage

The client may direct APG US to use certain brokers or counterparties, in which case it is the client's responsibility to evaluate such brokers or counterparties. APG US will seek to obtain best execution while complying with client instructions to the extent possible.

#### Aggregation of Trades

APG US may aggregate portfolio trades if consistent with best execution, fair allocation and the needs of each portfolio participating in the aggregated trade.

### **Item 13 – Review of Accounts**

Portfolio Managers monitor liquid portfolios daily using reports generated by APG US's trade order management or portfolio systems. Illiquid portfolios are reviewed on an ongoing basis as necessary.

APG US communicates with its client frequently, often on a daily basis. In addition, APG US provides its client's written monthly reports, which include performance and portfolio composition information.

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

APG US does not receive an economic benefit from anyone who is not a client as a result of services provided to the client. APG US does not compensate anyone directly or indirectly for client referrals.

### **Item 15 – Custody**

APG US's client funds and securities are held by Qualified Custodians pursuant to agreements negotiated by its client, APG NL. Accordingly, the client has full transparency of its holdings at any time. APG NL should carefully review account statements received from Qualified Custodians with respect to any account over which APG US may be deemed to have custody of client funds and securities.

## **Item 16 – Investment Discretion**

Subject to certain limitations, with respect to publicly traded or liquid securities, APG US has discretionary authority to select the identity and amount of securities to be bought or sold. This discretion is constrained with respect to investments that require the approval of APG NL's Capital Markets Investment Committee and certain OTC derivative transactions.

With respect to illiquid investments in alternative strategies, APG US must, with certain exceptions, obtain the approval of the APG NL CIP to make acquisition and disposition decisions. APG US has discretionary authority over illiquid investments in alternative strategies below certain thresholds, as well as private equity co-investment and secondary investments that are below certain thresholds. APG US observes client approved investment policies, limitations and restrictions when selecting securities and/or determining investment amounts. Investment guidelines and restrictions are provided to APG US in writing.

## **Item 17 – Voting Client Securities**

APG NL has retained a proxy advisory firm to provide proxy voting advice and administration services in accordance with APG NL's proxy voting policies. In the event that APG NL would seek advice from APG US regarding proxy voting, the relevant portfolio manager is required to provide such advice consistent with the best interests of the client. All advice regarding proxy voting must be documented and maintained for at least six years.

## **Item 18 – Financial Information**

APG US does not require or solicit prepayment of fees.

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about their financial condition. APG US has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to the client and has not been the subject of a bankruptcy proceeding.