

ITEM 1 – COVER PAGE

Panagram Structured Asset Management, LLC

FORM ADV PART 2A

INVESTMENT ADVISER BROCHURE



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This Investment Adviser Brochure (“Brochure”) provides information about the qualifications and business practices of Panagram Structured Asset Management, LLC (“Panagram”). If you have any questions about the contents of this Brochure, please contact us at compliance@p-gram.com or 212-970-1000.

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 authority. Additional information regarding Panagram is also available on the SEC’s website at www.adviserinfo.sec.gov. Panagram is an SEC registered investment adviser. Registration as an investment adviser does not imply a certain level of skill or training.

ITEM 2 – MATERIAL CHANGES

The following material changes have been incorporated into this Brochure since the annual amendment filed in March 2023.

- On July 7, 2023, the investment advisory agreement with Panagram Capital, LLC (“PGRM”) was revised and Panagram Capital Corporation Adviser, LLC (“PCCA”), a newly registered investment adviser, and affiliated entity through common ownership, became the investment adviser for PGRM. As a result, the PGRM assets under management were removed from Panagram’s Form ADV and are separately stated under PCCA’s Form ADV.
- Effective July 19, 2023, Panagram launched its second exchange-traded fund, Panagram AAA CLO ETF (“CLOX”), an open-end Registered Investment Company that primarily invests in collateralized loan obligation (“CLO”) securities rated AAA.
- Removed the LIBOR to SOFR conversion risk as this has already occurred and is no longer considered a material risk.

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ITEM 4 – ADVISORY BUSINESS

General

Panagram offers investment advisory services to institutional clients, primarily focusing on structured credit, including the debt and equity tranches of collateralized loan obligations (“CLOs”), as well as asset-backed securities (“ABS”). It may also offer investment advice on commercial real estate (“CRE”), including commercial mortgage-backed securities (“CMBS”), CRE CLOs, and other loans or securities backed by CRE.

Panagram is a Delaware limited liability company that was formed on November 16, 2020 and registered with the SEC as an investment adviser on June 14, 2021. Panagram is a wholly owned subsidiary of Panagram Holdings, LLC, which is ultimately owned by Eldridge Industries, LLC (“Eldridge”), a private investment firm. Todd Boehly is the Chairman, Chief Executive Officer, and controlling member of Eldridge.

Panagram’s core investment team comprises members of an internal structured credit team at Eldridge that has worked together under the leadership of John E. Kim, Panagram’s Chief Executive Officer, and Chief Investment Officer, since 2014. Since then, the team has managed ABS and CLO investments for Eldridge and its affiliates. In addition, the team has established securitization programs on behalf of Eldridge businesses. Drawing on this expertise, Eldridge launched Panagram with this team to offer structured credit investment advisory services to Eldridge and its affiliates, third-party institutional clients, and high net worth clients.

Clients

Panagram provides or expects to provide investment advisory services to (i) separately managed accounts (the “SMAs”), (ii) private pooled investment vehicles (the “Private Funds”), (iii) investment companies that are registered under the Investment Company Act of 1940, as amended (the “Investment Company Act”) (the “Registered Funds” and, collectively with the Private Funds, the “Funds”), and (iv) third-party investment managers (such managers, together with the SMAs and the Funds, the “Clients”).

- SMAs: Panagram provides advisory services to affiliated and third-party Clients pursuant to separately negotiated investment management or similar agreements.
- Private Funds: Panagram expects to provide advisory services to one or more Private Funds, which generally are expected to be structured as limited partnerships or limited liability companies. The general partner or equivalent of each Private Fund (“General Partner”) will delegate investment management authority for the applicable Private Fund to Panagram under each Private Fund’s operating agreement or other governing document. Such investment management services will be provided directly to the Private Funds and not individually to the Private Funds’ investors (each, an “Investor”). The Private Funds will be organized to be exempt from registration under the Investment Company Act and their securities or interests are expected to be exempt from registration under the Securities Act of 1933, as amended (the “Securities Act”).

- *Registered Funds*: Panagram previously provided investment advisory services to PGRM, a closed-end management investment company registered under the Investment Company Act. Effective July 2023, PGRM entered into a new investment advisory agreement with PCCA, a newly formed, affiliated registered investment adviser.
- *Third-Party Investment Managers*: Panagram expects to provide, through a sub-advisory agreement with the applicable third-party manager, advisory services for funds that such third-party manager raises and manages.

Currently, Panagram provides investment advisory services to (a) affiliated entities (including an employee fund), (b) third-party Clients pursuant to separately negotiated investment management agreements, and (c) two actively managed exchange-traded funds, Panagram BBB-B CLO ETF (“CLOZ”) and Panagram AAA CLO ETF (CLOX”).

Panagram does not participate in, nor is it a sponsor of, any wrap fee programs.

Client Documentation

Additional information about each Fund can be found in the relevant Fund’s governing documents, such as private placement memorandums, operating agreements, investment management or advisory agreements, and certain other documents, such as registration statements and other public filings for the Registered Funds (the “Fund Documentation”). Documentation for SMAs generally will consist of an investment management or advisory agreement, which will contain, among other things, guidelines, and restrictions regarding the types of investments and overall composition of a Client’s portfolio, as well as Panagram’s role and authority with respect to the portfolio (“SMA Documentation”). The documentation for third-party managers generally will consist of a sub-advisory or sub-management agreement, which would also include guidelines, restrictions, and terms relating to Panagram’s role and authority with respect to the portfolio Panagram has been retained to sub-advise (“Sub-Adviser Documentation,” and together, with the Fund Documentation and the SMA Documentation, the “Client Documentation”).

With respect to Private Funds, Panagram may enter into side letter agreements or other similar agreements with certain Investors (which may include affiliates of Panagram) in a Private Fund that have the effect of establishing rights under or altering or supplementing the terms of Client Documentation with respect to such Investors. Such different or supplemental terms may include, but are not limited to, information rights, excuse or “opt out” rights with respect to certain investments, reduced management fees and/or carried interest/performance fees, and most favored nations clauses. Additional information with respect to side letter or other arrangements will be found in Client Documentation.

Panagram, in its sole discretion, may offer more favorable terms (e.g., lower investment minimums, reduced or eliminated fees) to its personnel, related persons, or others, including with respect to dedicated vehicles that invest in or alongside a Private Fund. Similarly, SMAs or Private Funds managed by Panagram may have different terms, including different fee arrangements and/or terms like those described above, than other similarly situated Funds or SMAs.

Regulatory Assets Under Management

As of December 31, 2023, Panagram managed \$15,475,666,080 in total Regulatory Assets Under Management, all on a discretionary basis.

ITEM 5 – FEES AND COMPENSATION

Management and Incentive Fees

In general, Panagram will receive an advisory fee (“Management Fee”) and/or a performance-based fee (“Incentive Fee,” and together, with the Management Fee, the “Fees”) from Clients. Panagram does not maintain a fixed fee schedule for Clients. Fees are negotiable and vary across Clients based on the type of services provided, size of the account, and the overall relationship between Panagram and the Client. Fees charged may vary among Investors in the same Fund. Panagram, in its sole discretion, may reduce, waive, or calculate differently the fees with respect to any Investor through Client Documentation.

Panagram will generally receive Fees for managing Funds and SMAs. The amount of the Management Fee will be based on a percentage of either the net asset value of a Client, the gross asset value of Client, or such other reference amount as negotiated with a Client. The calculation of the Fees will be dependent on several factors which are described in more detail in the applicable Client Documentation. Panagram expects to deduct the Management Fee directly from Clients or otherwise bill Clients on a quarterly basis in arrears and expects to generally prorate such fees for a period that is less than a calendar quarter. In the event a Client pays Management Fees to Panagram in advance, a pro rata portion of such fees will be refunded if such Client is terminated prior to the end of the billing period based on the number of days elapsed during such period.

In addition, certain Clients will be assessed Incentive Fees based on the net profits allocable to the Client during a particular performance period, which may be quarterly, annually, or may extend to the life of the Client. Such Incentive Fees may be subject to certain specified preferred returns or hurdle amounts. Panagram’s receipt of Incentive Fees will be set forth in the applicable Client Documentation that is provided to prospective Clients. Incentive fees will be structured in accordance with the Investment Advisers Act of 1940, as amended (the “Advisers Act”).

In instances where Panagram is serving as “structure advisor” with respect to a CLO (as further described in Item 8—*Methods of Analysis, Investment Strategies and Risk of Loss*), Panagram receives a fee for these services from the CLO issuer based on a percentage of the total assets in the CLO. Any such structure advisory fee is negotiated between Panagram and the CLO issuer at the time of Panagram’s engagement as structure advisor. The assets related to the structure advisory fees are not included in Panagram’s calculation of assets under management.

Additional Fees

Panagram may charge SMA Clients additional fees such as subscription fees, commitment fees, and/or exit fees in addition to the Fees mentioned above, each as agreed in the relevant Client

Documentation. Panagram, in its sole discretion, can elect to reduce, waive, or calculate differently the fees with respect to any Client.

The one-time subscription fee is typically a mutually agreed upon fixed amount, which will be payable one time in connection with the opening of an SMA. This fee is designed to compensate Panagram for the costs of establishing the SMA. The one-time fee may vary from Client to Client based upon the type of services provided, the size of the account, and the relationship between the Client and Panagram.

The ongoing subscription fee is typically a mutually agreed upon fixed amount, which will be payable on a monthly, quarterly, or annual basis pursuant to the Client Documentation. This ongoing fee is designed to compensate Panagram for ongoing non-investment related services Panagram may provide to certain Clients. Such services are expected to include, without limitation, reviewing and consulting on the structure of CLOs and ABS, assisting with obtaining ratings for assets, consulting on balance sheet management in connection with structured products, and other non-investment advisory services that may be requested by Clients and subject to Client Documentation.

Panagram may also charge an exit fee upon early termination of an SMA Client. The purpose of such fee is to provide compensation to Panagram for seeking to identify, source, or present investment opportunities from the date of the SMA until termination of the SMA in accordance with its terms. Exit fees compensate Panagram for services rendered and resources committed by Panagram prior to such early termination.

All fees applicable to a Client will be described in the applicable Client Documentation. Clients, Investors, and prospects should review applicable Client Documentation carefully before making any investment decision. To the extent there is a deviation between the general descriptions provided in this Brochure and the provisions and disclosures in Client Documentation applicable to a specific Client, the terms of the Client Documentation shall govern.

Expenses

In addition to the fees described above, Clients will bear (or reimburse Panagram) the costs and expenses described below, subject to the relevant Client Documentation.

Expenses paid by SMA Clients will be separately negotiated and documented in the relevant Client Documentation.

Private Funds will generally be responsible for their own expenses, as described further in the applicable Fund Documentation. For example, Panagram expects the Private Funds to pay expenses including, but not limited to: legal; accounting (including external accounting and valuation expenses); auditing and other professional expenses; tax preparation and other tax related expenses (including preparation costs of financial statements, tax returns, and reports to Investors); administrator and other service provider fees and expenses; insurance expenses (including directors' and officers' insurance, errors and omissions insurance, fidelity insurance, and other similar policies); organizational expenses; expenses associated with reporting to existing and

prospective Investors; expenses of regulatory filings and reporting to the extent they are in connection with, relate to, or derive from, such Private Fund or its investment activities; fees and expenses related to the negotiation of agreements with Investors, including side letters; expenses incurred in connection with portfolio assets and prospective portfolio assets (and evaluating those investments) whether or not consummated, including, without limitation, research products and services, travel-related costs and expenses, retainers to third-party consultants/advisors, research reports and consultations (including, without limitation, expert consultants and third-party consultants/advisors), statistical data, market data, and portfolio management analytics and software, including, without limitation, third-party electronic data storage and processing related to research; all transaction and investment-related costs and fees, including, without limitation, commissions, interest on margin accounts and other indebtedness, fees, costs, expenses, and other obligations, including principal, interest, and any fees (including commitment fees) and expenses in connection with any borrowing, guarantee, or other credit support entered into in accordance with relevant Fund Documentation, expenses relating to the offer and sale of Private Fund interests (including, but not limited to, expenses related to registration, exemption, and Investor subscription filings made by or on behalf of the Private Fund); custodial and banking fees, registrar and transfer agent fees, bank service fees; out-of-pocket fees and expenses incurred by the applicable Private Fund, its General Partner, or any of their affiliates in connection with any conference or meeting of its Investors or other contact with its Investors (including travel, meals, and entertainment); all costs and expenses associated with operating any feeder vehicle to the Private Fund, including all expenses associated with its organization, management, operation, winding-up, liquidation, and dissolution, but not overhead expenses of Panagram (such ordinary expenses include items such as employee compensation, office rent, utilities, and general office expenses); expenses incurred in connection with the Fund's dissolution, liquidation, winding-up, and termination; and other reasonable expenses related to the purchase, sale, or transmittal of the Fund's assets. Generally included in the expenses permitted to be borne by a Fund are the fees, costs, expenses, liabilities, and obligations of legal counsel, consultants, and/or other services providers to procure, develop, establish, review, revise, customize, upgrade, and/or negotiate relationships relating to the foregoing items. In certain cases, these or similar expenses are expected to be charged to an affiliate and/or at the level of an intermediate holding company for operational, administrative, tax, or other reasons.

A more detailed description of the expenses borne by any Private Fund or Registered Fund is included in the relevant Fund Documentation.

Brokerage fees for Clients may be incurred in accordance with the practices set forth in Item 12—*Brokerage Practices*.

When Panagram incurs expenses on behalf of multiple Clients, it will seek to allocate the expenses among the applicable Clients in accordance with its practices in effect from time to time. Panagram's allocation methodologies seek to allocate expenses in a manner that generally reflects each Client's relative consumption of resources, relative allocation of benefits, and/or other considerations that may be appropriate under the circumstances. In some circumstances, to the extent set forth in Client Documentation, a Client will bear 100% of the expenses attributable to an unconsummated investment.

Panagram and its affiliates may use some of the same service providers that are retained for Clients. In some cases, rates or discounts may be offered to Panagram or its affiliates by these service providers, which may differ from those rates offered to Clients by the same service providers. There is no assurance that Panagram will secure favorable rates or discounts for Clients.

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

As mentioned under Item 5—*Fees and Compensation*, Panagram expects to receive Incentive Fees from “Qualified Clients,” (as defined in Rule 205-3 under the Advisers Act) in accordance with applicable requirements of the Advisers Act and terms set forth in the relevant Client Documentation.

Incentive Fees or other performance-based compensation reward Panagram for positive performance and may create an incentive for Panagram to make more speculative investments and/or different decisions regarding the timing and manner of the realization of such investments than would be made if such Incentive Fees were not allocated to Panagram.

Advising Clients that do not pay Incentive Fees, or pay lower Incentive Fees, alongside Clients who do pay such fees could present a conflict of interest because Panagram may be incentivized to favor Clients who will pay, or pay a higher amount of, Incentive Fees.

Panagram’s role in determining the fair value of investments in Clients’ portfolios may also pose a conflict because Panagram has an incentive to value investments either higher or lower to affect Client performance or to generate increased Fees. Panagram has policies designed to monitor, mitigate, and resolve such conflicts. Please see Item 11 for more information on Panagram’s valuation policies.

“Side-by-side management” refers to the simultaneous management of multiple types of Client accounts and/or investment products. As discussed throughout this Brochure, Panagram expects to manage a variety of Clients who will pursue investment objectives, policies, or strategies that are like, competing with, or complementary to one another. Side-by-side management gives rise to a variety of potential and actual conflicts of interest for Panagram, including the incentive to favor certain Clients with performance-based fees, higher fee-paying Clients, or those Clients where Panagram and/or its affiliates and/or respective personnel have a pecuniary interest. Panagram has a trade allocation policy designed to mitigate these conflicts by seeking to allocate investment opportunities among eligible Clients in a manner deemed by Panagram to be fair and equitable over time, subject to, and consistent with, Client Documentation and Clients’ investment guidelines, objectives, risk parameters, and other restrictions.

ITEM 7 – TYPES OF CLIENTS

Clients are expected to include Eldridge and its affiliates, as well as third-party insurance companies, other institutional investors, the Registered Funds, and the Private Funds, which will be organized to be exempt under the Investment Company Act. An Investor in a Private Fund generally must be an “accredited investor” within the meaning of Rule 501 of Regulation D under the Securities Act and a “qualified purchaser” as defined in Section 2(a)(51) of the Investment

Company Act. Clients are also expected to include, directly or indirectly, employees of Panagram or its affiliates and members of their families and/or affiliates of Panagram or Eldridge. In the case of structure advisory services, Clients are also expected to include CLO issuers.

The minimum initial investment in the Private Funds will be set forth in the applicable Client Documentation; however, the applicable General Partner may, in its sole discretion, permit investments below the minimum amount. Minimum investment amounts and investor qualification standards for SMAs and other Clients will be determined on a case-by-case basis, considering, among other things, the nature of the investment strategy and investment objectives. Accordingly, there is no set minimum amount for SMAs, and such amounts could vary.

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

General

Panagram's overall investment strategy is described below. Investors should review each Fund's registration statement or private placement memorandum (as applicable), operating agreement and/or other related documents, and SMAs should review the applicable investment management or advisory agreement for more detailed information regarding the investment strategies to be employed in connection with and/or any investment restrictions that pertain to their particular investments. There can be no assurance that Panagram will achieve a Client's investment objectives, and a loss of investment may be possible.

Methods of Analysis and Investment Strategies

Panagram provides investment advisory services to Clients with respect to investments in CLO equity and debt securities and related investments, including, but not limited to, loan accumulation facilities and debt and similar securities relating to issuers who invest in corporate loans, in accordance with Client Documentation and consistent with a Client's investment objectives. Investments may be made directly by a Client or through one or more subsidiaries of affiliated entities of a Client. Funds may, in the future, use leverage in connection with such Fund's investment objective.

Panagram's investment team is responsible for identifying investment opportunities for each Client in accordance with the applicable Client's stated investment objectives and strategies. Panagram's investment team utilizes a variety of methods to proactively source and analyze investments, including leveraging its investment team's industry experience and extensive network of contacts, performing due diligence on, and engaging in discussions with, CLO collateral managers, utilizing third-party and proprietary quantitatively based financial and analytical models to aid in selecting and monitoring investments, and ongoing review of deals in the market.

Panagram's investment team also leverages its experience in the ABS and CRE markets to select and analyze investments that are appropriate for its Clients. For ABS investments, Panagram provides investment advisory services to Clients with respect to investments in securities backed by pools of assets such as data center leases, wireless tower leases, large-ticket equipment leases

and loans, solar loans, consumer loans, auto floorplan loans, aircraft leases, franchise fees, and structured settlements. For CRE investments, Panagram actively engages to source opportunities in both the public and private CRE markets. Such investments in CRE may include securities backed by a diversified pool of loans secured by various commercial properties (e.g., retail, multifamily, office, industrial, lodging, self-storage, etc.), a single asset or portfolio of assets owned by a single entity, or floating rate loans.

As discussed in Item 13—*Review of Accounts*, investment opportunities for each Client are generally reviewed by Panagram’s investment committee or its delegates.

In addition to providing investment advisory services as described above, Panagram serves from time to time as “structure advisor” to one or more CLOs. In this role, Panagram is engaged by CLO issuers to consult and advise the CLO equity holders with respect to their rights under the relevant indenture and other governing documents of the CLO (e.g., their rights with respect to redemptions, additional issuances of notes, etc.). Panagram does not exercise investment discretion in this role but serves as a non-discretionary advisor with respect to the CLO terms.

Risk of Loss

The summary below is not a complete or exhaustive list or explanation of all risks involved in an investment made on behalf of Clients. Prospective and existing investors are advised to review the Client Documentation for full details on the investment, operational, and other actual and potential risks associated with a particular Client. The risks involved include, but are not limited to:

- *General Economic Activity and Market Risk.* Certain events particular to a specific market, as well as general economic and political conditions, may have a significant negative impact on the operations and profitability of a Client’s investments and/or on the fair value of a Client’s investments. These uncertainties could have a material adverse effect on ABS, CLO, and CRE securities, CLO collateral managers, CLOs, ABS issuers, CRE managers, CMBS issuers, investment vehicles that invest in CLOs and/or corporate loans, investment vehicles that invest in ABS, investment vehicles that invest in CRE, and underlying obligors’ businesses, financial conditions, results of operations, and prospects. Any impact on obligors could impair their ability to make payments, which would affect an issuer’s ability to make debt service payments or distributions on asset-backed securities.

The value of a Client’s investments could decline due to changing social, economic, political, regulatory or market conditions and events (such as natural disasters, epidemics and pandemics, wars, terrorism, conflicts, and social unrest) beyond the control of Panagram that cannot be fully predicted. A recession, slowdown, and/or sustained downturn in the U.S or global economy (or any particular segment thereof) could have a pronounced impact on a Client, result in significant losses to a Client, impede the ability of a Client’s portfolio companies to perform under or refinance their existing obligations, and impact a Client’s ability to effectively deploy its capital or realize its investments on favorable terms.

Pandemics and other widespread public health emergencies, including severe acute respiratory syndrome, avian flu, H1N1/09 flu and, most recently, the coronavirus, have

resulted in market volatility and disruption. Any future outbreak of an infectious disease or other serious public health concern, together with any resulting restrictions on travel or quarantines imposed, could have a negative impact on the economy and business activity in the countries in which a Client may invest, which may adversely affect the performance of a Client's investments.

- *General Risks of Investing in CLOs.* Investments in CLO securities and other related structured finance securities involve many risks. CLOs and structured finance securities are generally backed by an asset or a pool of assets (typically corporate loans and other credit-related assets in the case of a CLO) which serve as collateral. Many of the loans in the CLOs are covenant-lite, which contain limited, if any, financial covenants. Investors in CLO and structured finance securities bear the credit risk of the underlying collateral. If there are defaults or the relevant collateral otherwise underperforms, scheduled payments to senior tranches of such securities take precedence over those of mezzanine tranches, and scheduled payments to mezzanine tranches take precedence over those of subordinated/equity tranches. Therefore, CLO and other structured finance securities may present risks like those of other types of debt obligations, and, in fact, such risks may be of greater significance in the case of CLO and other structured finance securities. In addition to the general risks associated with investing in debt securities, CLO securities carry additional risks, including, but not limited to: (1) the possibility that distributions from collateral assets will not be adequate to make interest or other payments; (2) the quality of the collateral may decline in value, or default; and (3) the fact that investments in CLO equity and junior debt tranches are subordinate to other senior classes of CLO debt. Additionally, changes in the collateral held by a CLO may cause payments on the instruments held by a Client to be reduced, either temporarily or permanently. Structured investments, particularly the subordinated interests in which a Client may invest, are less liquid than other types of securities and may be more volatile than the assets underlying the CLOs that a Client may hold. In addition, CLO and other structured finance securities may be subject to prepayment risk. Further, the performance of a CLO or other structured finance security may be adversely affected by a variety of factors, including the security's priority in the capital structure of the issuer thereof, the availability of any credit enhancement, the level and timing of payments and recoveries on the underlying receivables, loans or other assets that are being securitized, remoteness of those assets from the originator or transferor, the adequacy of and ability to realize upon any related collateral and the capability of the servicer of the securitized assets. There are also the risks that the trustee of a CLO does not properly perform its duties to the CLO, potentially resulting in loss to the CLO. In addition, the complex structure of the security may produce unexpected investment results, especially during times of market stress or volatility. Investments in structured finance securities may also be subject to liquidity risk. The CLO securities will not be registered or qualified under the Securities Act or any state or foreign securities laws. The securities are also subject to certain transfer restrictions. A Client should refer to the specific CLO's prospectus for a detailed list of risks related to the CLO.
- *General Risk of Investing in Commercial Real Estate Securities.* An investment in CRE is subject to factors affecting the value of real estate and the earnings of companies engaged in the real estate industry. These factors include, among others, changes in general

economic and market conditions; changes in the value of real estate properties; risks related to local economic conditions, overbuilding, and increased competition; increases in property taxes and operating expenses; changes in zoning laws; casualty and condemnation losses; variations in rental income, neighborhood values, or the appeal of property to tenants; the availability of financing; and changes in interest rates. Many real estate companies utilize leverage, which increases investment risk and could adversely affect a company's operations and market value in periods of rising interest rates.

- General Risk of Investing in ABS. An investment in ABS is subject to valuation, interest rate, credit, and liquidity risks. The underlying pool of assets (such as data center leases, wireless tower leases, large-ticket equipment leases and loans, solar loans, consumer loans, auto floorplan loans, aircraft leases, franchise fees, and structured settlements) provides the interest and principal payments to investors. Investors in ABS bear similar risks to investors in CLO securities and other structured finance securities, such as risk of non-payment if an investment is made in a subordinated/equity tranche, and risk that the pool of assets that serve as collateral do not perform or do not generate sufficient cash flow to meet debt obligations.
- Risk of Dependence on Managers of CLOs and Lack of Registered Investment Company Status of CLOs. A Client will sometimes rely on CLO collateral managers to administer and review the portfolios of collateral they manage. The actions of the CLO collateral managers may significantly affect the return on a CLO investment. The ability of each CLO collateral manager to identify and report on issues affecting its securitization portfolio on a timely basis could also affect the return on a Client's investments. A Client will also rely on CLO collateral managers to act in the best interests of the CLOs that they manage. If any CLO collateral manager were to act in a manner not in the best interest of the CLO it manages (e.g., with gross negligence, reckless disregard, or in bad faith), this could adversely impact the overall performance of a Client's investments. In addition, CLOs in which a Client intends to invest or in which Panagram intends to invest on behalf of Clients are generally not registered as investment companies under the Investment Company Act. As a result, investors in these CLOs are not afforded the protections that shareholders in an investment company registered under the Investment Company Act would have.
- Subordination Risk. For any securitized product, cash flow distributions generally follow a waterfall payout structure, typically distinguishing between senior tranches, mezzanine and junior tranches, and equity tranches. Payments are first applied to pay principal and interest to the most senior tranches and then flow down to junior tranches in order of seniority pursuant to the securitization transaction's governing document. Lower-rated tranches hold increasingly subordinated rights to the collateral and payment stream, and to the extent any losses are incurred by a securitization vehicle in respect of its underlying collateral, these losses will be borne first by the most subordinated tranche.
- Interest Rate Risk. The fair value of certain of a Client's investments may be significantly affected by changes in interest rates. In the event of a significant rising interest rate environment and/or economic downturn, loan defaults may increase and result in credit losses that may adversely affect the cash flows from investments held in a Client account,

the fair value of a Client's assets, and operating results. In the event a Client's interest expense was to increase relative to income, or sufficient financing became unavailable, the return on investments and cash available for distribution to Investors or Clients or to make other payments would be reduced. With respect to CLOs, although corporate loans are generally floating rate instruments, a Client's investments in corporate loans through CLOs are sensitive to interest rate levels and volatility. Although CLOs are generally structured to mitigate the risk of interest rate mismatch, there may be some difference between the timing of interest rate resets on the assets and liabilities of a CLO. Such a mismatch in timing could have a negative effect on the amount of funds distributed to CLO equity investors. In addition, CLOs may not be able to enter into hedge agreements, even if it may otherwise be in the best interests of the CLO to hedge such interest rate risk.

- *Risks Related to Ratings.* Certain Client investments will be rated by one or more rating agencies. Credit ratings of borrowers represent the opinions of the rating agencies regarding the likelihood of payment of certain obligations when due but are not a guarantee of the creditworthiness of obligors or the repayment of (or payment of interest on) a credit obligation. In addition, if rating agencies do not make timely changes to credit ratings in response to evolving events, the financial condition of an obligor at any given time could be better or worse than what the current rating indicates. Therefore, the ratings assigned to a borrower or its loan by a rating agency will not fully reflect the true risks of holding a credit in a Client portfolio.
- *Valuation Risk & Reliance on Third-Party Pricing.* A CLO security may be priced differently than the value realized upon such security's sale. In times of market instability, valuation may be more unreliable. The structure of certain CLOs may subject them to price volatility and enhanced liquidity and valuation risk in times of market stress. Panagram invests Clients' assets into securities that are valued by third parties. There is risk that the third-party may misprice a position, particularly illiquid positions, where there is no established public market.
- *Credit Risk.* If a credit investment in a Client's portfolio declines in price or fails to pay interest or principal when due because the issuer or debtor experiences a decline in its financial status, either or both of a Client's income and net asset value may be adversely impacted. Non-payment would result in a reduction of a Client's income (or, in the case of a fixed income security held by a Client, a reduction in the value of the applicable security), and, potentially, a decrease in a Client's net asset value. With respect to a Client's investments in CLO securities, ABS securities, CRE securities, and credit investments that are secured, there can be no assurance that liquidation of collateral would satisfy the issuer's obligation in the event of non-payment of scheduled dividends, interest, or principal, or that such collateral could be readily liquidated. In the event of bankruptcy of an issuer, a Client could experience delays or limitations with respect to its ability to realize the benefits of any collateral securing a CLO security, ABS security, CRE security, or credit investment. To the extent that the credit rating assigned to a security in a Client's portfolio is downgraded, the market price and liquidity of such security may be adversely affected. In addition, if an issuer in which a Client invests triggers an event of default as a result of failing to make payments when due or for other reasons, the issuer would be

subject to the possibility of liquidation, which could result in substantial or full loss of value to the subordinated/equity tranche investors.

- *Prepayment Risk.* Although Panagram's valuations and projections consider certain expected levels of prepayments for certain types of investments, credit investments held by a Client may be prepaid more quickly than expected. Prepayment rates are influenced by changes in interest rates and a variety of factors beyond a Client's control and, consequently, cannot be accurately predicted. Early prepayments give rise to increased reinvestment risk, as a Client might realize excess cash from prepayments earlier than expected. If a Client is unable to reinvest such cash in a new investment with an expected rate of return at least equal to that of the investment repaid, this may reduce a Client's net income and the fair value of that asset. In addition, in most CLO transactions where a Client may be a CLO equity investor, such Client is subject to prepayment risk in that the holders of a majority of the equity tranche can direct a call or refinancing of a CLO, which would cause such CLO's outstanding equity securities to be repaid. Such prepayments of CLO equity securities held by a Client can also give rise to reinvestment risk if Panagram is unable to reinvest such cash in a new investment with an expected rate of return at least equal to that of the investment repaid.
- *Leverage Risk.* A Client may incur, directly or indirectly, through one or more special purpose vehicles, indebtedness for borrowed money, as well as leverage in the form of derivative transactions and other structures and instruments, subject to applicable Client Documentation and restrictions. Such leverage may be used for the acquisition and financing of a Client's investments, to pay fees and expenses and for other purposes. Such leverage may be secured and/or unsecured and senior and/or subordinated. Any such borrowings do not include embedded or inherent leverage in CLO, ABS, or CRE structures in which a Client may invest.

The more leverage is employed, the more likely a substantial change will occur in a Client's net asset value. Accordingly, any event that adversely affects the value of an investment would be magnified to the extent leverage is utilized. For instance, any decrease in a Client's income would cause net income to decline more sharply than it would have had a Client not borrowed. Such a decline could also negatively affect a Client's ability to make distributions. Leverage is generally considered a speculative investment technique. A Client's ability to service any debt that a Client incurs will depend largely on a Client's financial performance and will be subject to prevailing economic conditions and competitive pressures. The cumulative effect of the use of leverage with respect to any investments in a market that moves adversely to such investments could result in a substantial loss that would be greater than if a Client's investments were not leveraged. In addition, any debt facility into which a Client may enter would likely impose financial and operating covenants that restrict a Client's business activities, including limitations that could hinder a Client's ability to finance additional loans and investments.

- *Liquidity Risk.* The investments that Panagram intends to acquire for Clients generally have limited liquidity. As a result, prices of such investments have at times experienced significant and rapid decline when a substantial number of holders (or a few holders of a significantly large "block" of the securities) decided to sell. In addition, a Client may have

difficulty disposing of certain of such investments because there may be a thin trading market for such securities. Reduced secondary market liquidity would have an adverse impact on the fair value of the applicable securities and a Client's direct or indirect ability to dispose of particular securities in response to a specific economic event, such as deterioration in the creditworthiness of the issuer of such securities.

Asset-backed securities, CRE securities, and the securities issued by CLOs generally offer less liquidity than other investment grade or high-yield corporate debt and are subject to certain transfer restrictions that impose certain financial and other eligibility requirements on prospective transferees. Other investments a Client may purchase in privately negotiated transactions may also be illiquid or subject to legal restrictions on their transfer. As a result of this illiquidity, a Client's ability to sell certain investments quickly, or at all, in response to changes in economic conditions and to receive a fair price when selling such investments may be limited, which could prevent a Client from making sales to mitigate losses on such investments.

- *Concentration Risk.* The concentration of investments in any one obligor would subject a Client to a greater degree of risk with respect to defaults by such obligor, and the concentration of investments in any one industry or country would subject a Client to a greater degree of risk with respect to economic downturns relating to such industry or country. Any concentration with respect to any obligor, industry, or country could result in significant losses to a Client.
- *Bankruptcy Risk.* In the event of a bankruptcy or insolvency of an underlying obligor, bankruptcy courts of the various jurisdictions in which any such obligor may file bankruptcy would have broad discretion to control the terms of a reorganization. There are significant risks inherent in the bankruptcy process, and a bankruptcy court may determine a Client's claim is not valid or not entitled to the treatment a Client expected when making its initial investment decision. As such, bankruptcy of an underlying obligor may result in a partial or total loss of investment.
- *Key Person Risk.* The success of Panagram's performance is highly dependent upon the skills of its personnel with respect to identifying, analyzing, purchasing, managing, and selling Client assets. As a result, Clients are highly dependent on Panagram's experience and that of its personnel or service providers. There is no assurance that such parties will continue to be associated with Panagram. The loss of one or more key individuals or service providers could have a material adverse effect on Client performance. Moreover, management agreements with key person provisions can be terminated in the event of certain key person events or departures.
- *Limited Access to Information.* Certain Clients' and Investors' rights to information regarding a Fund or Panagram generally will be specified, and in many cases strictly limited, by the relevant Client Documentation. It is possible that Panagram will obtain certain types of material information from or relating to a Client's investments that will not be disclosed to the Client, or where applicable, Investors, because such disclosure is prohibited, including as a result of contractual, legal, or similar obligations outside of Panagram's control. Decisions by Panagram or its affiliates to withhold information may

have adverse consequences for Investors or applicable Clients in a variety of circumstances.

- *Information Technology / Cybersecurity Risk.* Panagram employs information technology systems consisting of end-user computers and devices, infrastructure, applications, and communications networks to support Panagram's business operations. Systems, networks, and devices can nevertheless be breached, and Panagram, its Clients, and Investors could be negatively impacted as a result of a cybersecurity breach. Cybersecurity breaches can include unauthorized access to systems, networks, or devices; infection from computer viruses or other malicious software code; and attacks that shut down, disable, slow, or otherwise disrupt operations, business processes or website access, functionality, or cause corruption of sensitive and confidential information. Cybersecurity breaches may cause disruptions and impact Panagram's business operations, potentially resulting in a monetary loss to Clients due to interference with Panagram's ability to initiate or close out positions and monitor Client portfolios, violations of privacy law, regulatory fines and penalties, reputational damage, or additional compliance costs. Panagram seeks to mitigate attacks on its systems; however, such measures cannot provide absolute security. Panagram will not be able to directly control the risks of third-party systems to which Panagram relies upon or connects. Any breach in security of the systems that Panagram relies upon could disrupt its business and its ability to provide services to Clients and may cause Clients to suffer, among other things, financial losses, disruption of business, liability to third parties, regulatory intervention, and/or reputational damage. Any of the foregoing can have a material adverse effect on Panagram, its Clients, and Investors.
- *Tax Risk.* The Issuers of the CLOs in which Panagram invests could be subject to material net income or withholding taxes in certain circumstances. The Issuers expect to conduct its business so that it will not be treated as engaged in a U.S. trade or business within the United States for U.S. federal income tax purposes. Accordingly, the Issuer expects that its net income will not be subject to U.S. federal income tax. There can be no assurance, however, that the Issuer's net income will not become subject to U.S. federal income tax because of unanticipated activities, changes in law, contrary conclusions by the IRS or the U.S. courts, or other causes. If the Issuer were to be determined to be engaged in a trade or business within the United States for U.S. federal income tax purposes, its income effectively connected with such U.S. trade or business would be subject to U.S. federal income tax at the normal corporate rates and possibly to a branch profits tax of 30% as well. The imposition of such tax would materially affect the Issuer's ability to make payment on the notes.
- *Shares May Trade at Prices Other Than Net Asset Value ("NAV").* Only a limited number of institutional investors (known as "Authorized Participants") are authorized to purchase and redeem shares directly from the exchange-traded funds, and there may be a limited number of market makers and/or liquidity providers in the marketplace. The CLOZ and CLOX shares may be bought and sold in the secondary market at market prices, which may be more or less than the NAV due to supply and demand of shares or during periods of market volatility. There can be no assurance that an active trading market for shares will be maintained or that shares will trade with any volume, or at all. In stressed market

conditions, the market for shares may become less liquid, which could lead to widening of the bid and ask spread.

- *Conflicts of Interest.* Panagram's Clients are subject to actual or potential conflicts of interest involving Panagram's affiliates. Please refer to Item 10 below for a summary of these conflicts of interest. Such list does not purport to be a complete list of all potential conflicts involved with the management of Clients. Panagram has adopted policies and procedures to address or mitigate these conflicts of interest.
- *Financial Institution Risk; Distress Events.* An investment in a Fund is subject to the risk that one of the Fund's banks, brokers, hedging counterparties, lenders, or other custodians of some or all of the Fund's assets (each, a "Financial Institution") fails to perform its obligations or experiences insolvency, closure, receivership, or other financial distress or difficulty (each, a "Distress Event"). Distress Events can be caused by factors including eroding market sentiment, significant withdrawals, fraud, malfeasance, poor performance, or accounting irregularities. In the event a Financial Institution experiences a Distress Event, Panagram, the Funds, and/or their portfolio companies may not be able to access deposits, borrowing facilities, or other services for an extended period of time or ever. Although assets held by regulated Financial Institutions in the United States frequently are insured up to stated balance amounts by organizations such as the Federal Deposit Insurance Corporation, in the case of banks, or the Securities Investor Protection Corporation, in the case of certain broker-dealers, amounts in excess of the relevant insurance are subject to risk of loss, and any non-U.S. Financial Institutions that are not subject to similar regimes pose increased risk of loss. Although in recent years governmental intervention has resulted in additional protections for depositors, there can be no assurance that governmental intervention will be successful or avoid the risk of loss, substantial delays, or negative impact on banking or brokerage conditions or markets.

Any Distress Event has a potentially adverse effect on the ability of Panagram to manage the Funds and their investments, and on the ability of Panagram, any Fund, and/or portfolio companies to maintain operations, which in each case could result in significant losses and unconsummated investment acquisitions and dispositions. Such losses have the potential to include a Fund to pay fees and expenses in the event the Fund is not able to close a transaction (whether due to the inability to draw capital on a credit line provided by a Financial Institution experiencing a Distress Event, the inability of investors to make capital contributions, or otherwise), as well the inability of a Fund to acquire or dispose of investments at prices that the relevant General Partner believes reflect the fair value of such investments and/or the inability of portfolio companies to make payroll, fulfill obligations, and maintain operations. Although Panagram expects to exercise contractual remedies under the agreements with Financial Institutions in the event of a Distress Event, there can be no assurance that such remedies will be successful or avoid losses or delays.

Many Financial Institutions require, as a condition to using their services or otherwise, that Panagram and/or the relevant Fund maintain all or a set amount or percentage of their respective accounts or assets with the custodian, which heightens the risks associated with a Distress Event with respect to such custodians. Although Panagram seeks to do business with custodians that it believes are creditworthy and capable of fulfilling their respective

obligations to the Funds, Panagram is under no obligation to use a minimum number of custodians with respect to any Fund, or to maintain account balances at or below the relevant insured amounts.

ITEM 9 – DISCIPLINARY INFORMATION

Panagram and its management persons have not been subject to any material legal or disciplinary events required to be discussed in this Brochure.

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Panagram’s management persons are not registered, nor do they have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

Panagram’s management persons are not registered, nor do they have an application pending to register, as a futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of the forgoing entities.

The organizational, ownership, and investment structure of Panagram creates potential for significant conflicts of interests that could be resolved in a manner that is not always in the best interests of Clients or Investors. As discussed in Item 4, Panagram’s ultimate parent company is Eldridge. Eldridge also indirectly holds or will hold controlling interests in the General Partners of certain Funds. See additional information regarding the General Partners above in Item 4.

Eldridge is a private investment firm that owns, directly or indirectly, businesses that operate within a number of industries, including the financial services industry. Currently, Eldridge and one of these businesses, Security Benefit Life Insurance Company (“SBL”), have material business relationships with Panagram. As discussed earlier in this Brochure, certain members of Panagram’s structured credit team have worked at Eldridge since 2014, and prior to Eldridge’s founding, at SBL. SBL is a Kansas insurance company that specializes in fixed, fixed indexed, and variable annuities. SBL and certain of its affiliates are clients of Panagram and are owners of SMAs managed by Panagram. Panagram serves as investment adviser to SBL through SMAs and fund structures established as investment vehicles for SBL. In addition, Panagram has been and will continue to be engaged in a variety of activities involving Eldridge and SBL, not only with respect to CLO and ABS asset management, but also bespoke structuring activity on behalf of Eldridge and/or SBL, as well as ABS program establishment on behalf of certain Eldridge affiliates.

In addition to SBL, Panagram is also affiliated through common ownership with the following insurance companies and agencies: Clearcover Inc., Clearcover Insurance Company, Everly Life Insurance Company, First Security Benefit Life Assurance and Annuity Company of New York, and Sixth Avenue Reinsurance Corporation. Other than SBL, Panagram does not have material business relationships with these insurance companies and agencies.

Panagram is also affiliated through common ownership with the following investment advisers registered with the SEC: Maranon Capital, L.P. (“Maranon”), and Cain International Advisers Limited (“Cain International” and, together with Cain International Management Limited, an

exempt reporting adviser with the SEC, “Cain”). Maranon offers investment advisory services primarily focused on senior credit, mezzanine investments, and equity co-investments to a variety of institutional clients through separately managed accounts and private funds. Cain is primarily engaged in investment advisory services relating to debt and equity real estate investments.

Panagram is also affiliated with Stonebriar Commercial Finance LLC (“Stonebriar”), a privately held commercial finance company controlled by Eldridge that provides financing to businesses in a wide variety of industries.

Panagram is also affiliated through common ownership with two registered broker-dealers, Security Distributors, LLC and Johnstone Brokerage Services, LLC. Panagram does not have material business relationships with either of these broker-dealers.

Maranon is a frequent CLO issuer, and Stonebriar is a frequent ABS issuer; and Cain, in its capacity as a real estate manager, engages in frequent dialogue with lenders against its assets.

Panagram is also affiliated through common ownership with Panagram Fund Management (Singapore) Pte. Ltd., a Singapore private limited company, which is currently in the process of registering as a fund management company with the Monetary Authority of Singapore.

Panagram will work with these Panagram Related Parties (as defined below) from time to time and may purchase their securities or arrange financing for their activities. SBL has participated in such activity, and such investment opportunities would be offered to Clients with the appropriate disclosures that such activity is affiliated with Panagram. Notwithstanding the foregoing, such activity results in potential conflicts of interests with Clients, which are further described below.

Panagram may recommend to its Clients investments in CLOs for which it serves as structure advisor and receives fees from the issuer for such structure advisory services. In such instances, however, Panagram would rebate any structure advisory fee attributable to such Client’s investment in the CLO or reduce its investment advisory fee by the amount of the structure advisory fee contemplated pursuant to the CLO.

Conflicts of Interest Relating to Affiliated Industry Participants

Eldridge and its network of direct and indirect subsidiaries and their respective employees, officers, and directors, including those affiliates described above (excluding Panagram) (collectively, the “Panagram Related Parties”), engage in a number of businesses with a broad array of products and services. The business activities of Panagram Related Parties can create conflicts of interests with Clients and Panagram’s activities on behalf of Clients.

The following discussion and the discussion in Item 11—*Code of Ethics, Participation or Interest in Client Transactions and Personal Trading* briefly summarizes some of these conflicts but are not intended to be an exhaustive list of all conflicts. Clients should carefully review the Client Documentation, which may contain further information on conflicts of interest.

- Transactions in Similar or Overlapping Investments. Panagram Related Parties, including

SBL and Eldridge, engage in investment operations that are often substantially similar to, and/or competitive with, opportunities in which Clients have invested or which are appropriate for Clients. Panagram Related Parties may, but are under no obligation to, share any such research or opportunities with Panagram. Moreover, Eldridge, SBL, their respective management personnel and other Panagram Related Parties may invest on behalf of themselves in such opportunities. This may result in financial benefits to such Panagram Related Parties that are not experienced by Panagram or its Clients.

- *Transactions in Which Affiliates Have Interest.* Panagram, from time to time, may recommend transactions with or investments that Panagram Related Parties control, are affiliated with, or have significant economic, financial, or other interests or relationships with. Such an investment may provide a direct or indirect benefit to Panagram Related Parties, in which case the Client investments can indirectly benefit the Panagram Related Parties. In addition, Panagram reserves the right to choose to offer more favorable terms to or refrain from taking actions that potentially would be adverse to companies in which Panagram Related Parties have an interest, subject to Panagram's obligations to its Clients under applicable law and applicable Client Documentation. Interests of non-affiliated Clients therefore have the potential to conflict with the interests of Panagram Related Parties.
- *Shared Personnel and Services Arrangements.* Panagram and certain Panagram Related Parties have entered into a shared services arrangement whereby Panagram Related Parties provide certain administrative services to Panagram. These arrangements are important to the ongoing operations of Panagram, and therefore, any major changes or termination to these arrangements is material. Panagram bears its proportionate share of the cost of such services and does not allocate any related costs to Clients. Although fees incurred and paid to Panagram Related Parties for such services generally are expected to be competitive with the market, there is an incentive for Panagram to utilize Panagram Related Parties rather than third parties even though a third-party may provide the same or higher quality services at similar or reduced rates.
- *Loan Originating and Servicing Fees Payable to Affiliates.* Panagram or Panagram Related Parties, including Eldridge, Maranon, Stonebriar, and SBL, are engaged in loan origination, asset financing, loan servicing, and related businesses. In connection with these activities, these Panagram Related Parties receive certain fees for services rendered (e.g., arranger, syndication, agency, origination, sourcing, structuring, collateral management, advisory, commitment, facility, float, or other fees, discounts, spreads, commissions, and concessions, and other similar fees). Such fees are charged on a cost reimbursement or on a cost-plus basis. When a Client or issuer held by the Client acquires loans that are originated, structured, arranged, or placed by Panagram or Panagram Related Parties that receive such fees, Panagram or Panagram Related Parties will benefit, without expectation to share in any such fees, unless the Client Documentation specifically provides for an offset against management fees or other fees payable by the Client.

Fee Sharing with Affiliates

Panagram may, from time to time, enter into arrangements with, or establish private investment vehicles for, some Clients, including Panagram Related Parties. Pursuant to these arrangements, Panagram may be compensated through a sharing of fees and remuneration earned by such Clients in connection with specific investment recommendations of Panagram, subject to the terms of the applicable Client Documentation. These arrangements could result in an incentive for Panagram to favor or disfavor Clients participating in these arrangements relative to other Clients. Subject to Client Documentation, Panagram or Panagram Related Parties may retain some or all fees, consideration, or compensation, including fees relating to arranging, syndication, agency, origination, sourcing, structuring, commitment, or other services in connection with investments made on behalf of Clients.

Management Persons

Certain persons who are members of the board of Panagram Holdings, LLC also hold positions with and have responsibility for certain aspects of the business of other Panagram Related Parties, including Eldridge. The overall compensation these persons receive may be based, in part, upon the performance of Panagram and the relevant Panagram Related Parties. Consequently, in fulfilling their directorship responsibilities at Panagram Holdings, LLC and duties at other Panagram Related Parties, such persons, personally and in their official capacities, have the same or similar conflicts of interest as those that relate to Panagram and the relevant Panagram Related Parties.

Identification and Resolution of Conflicts of Interest

In addition to the potential conflicts referenced above and elsewhere in this Brochure, other conflicts of interest are likely to arise from the overall advisory, investment, capital markets, and other activities of Panagram, its Clients, Panagram Related Parties, and other affiliated entities.

Panagram has policies and procedures reasonably designed to monitor, mitigate, and resolve conflicts that may arise in a manner it deems reasonable and equitable under the prevailing facts and circumstances. However, there is no assurance that any specific conflict can or will be identified or resolved in favor of any particular Client or Clients generally.

The potential material conflicts referred to herein and that arise from the activities of Panagram, its Clients, Panagram Related Parties, and other affiliated entities include, but may not be limited to, those discussed above and elsewhere in this Brochure.

ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Panagram has adopted a written code of ethics (the “Code”) that is applicable to all employees in accordance with Rule 204A-1 under the Advisers Act. The Code sets out expected standards of conduct and is designed to address conflicts of interest, including those relating to personal trading. Among other things, the Code requires that Panagram and its employees act in Clients’ best interests, abide by all applicable laws and regulations, adhere to an insider trading policy to prevent the misuse of material non-public information, and pre-clear and report certain personal securities

transactions. Panagram's restrictions on personal securities trading apply to employees, as well as employees' family members living in the same household, unless the employee does not have direct or indirect influence or control over the accounts or if the employee can rebut the presumption of beneficial ownership. A copy of Panagram's Code is available upon request at the phone number or email address on the cover of this brochure.

The Chief Compliance Officer monitors employee trading, relative to Client trading, to guard against employees engaging in improper transactions. The Chief Compliance Officer does not grant preclearance where an employee's trading could disadvantage Clients.

In addition to the Code, Panagram's Compliance Manual addresses outside activities of employees and pre-clearing and reporting of political contributions, and includes provisions relating to handling confidential information, restrictions on the acceptance of significant gifts, reporting certain gifts and business entertainment items, and other conflicts of interest.

All employees will receive periodic training regarding Panagram's personal trading policies and related compliance matters. In addition, employees must confirm annually that they have read, understood, and complied with the policies and procedures set forth in the Code and Panagram's Compliance Manual.

Allocation of Investment Opportunities

Panagram expects to advise multiple Clients with similar investment strategies and overlapping investments, which creates conflicts of interest in allocating investment opportunities. Panagram has policies and procedures reasonably designed to allocate investment opportunities to Clients in a manner it deems to be fair and equitable as a whole over time, consistent with the Client's investment strategy, guidelines, and objectives, but generally expects these allocations to be made pro rata based on available capital, subject to the factors set forth below and as otherwise may be disclosed to Clients. Such factors may include, among others, (1) investment objectives and guidelines of the Client, including target allocations/returns/yields and risk tolerance and limits, (2) fiduciary duties owed by Panagram to the Client, (3) capital available to the Client on a trade date and settlement basis, (3) restrictions applicable to the Client or Panagram, whether through the Client's investment guidelines or by law, regulation, or otherwise (including any applicable orders issued by the SEC including relating to co-investments involving a Registered Fund), (4) size of transaction, (5) whether the Client is recently funded and ramping up, (6) market conditions, (7) internal investment policies, (8) availability of brokers, (9) existing and target issuer and industry exposures, and (10) any other factor, to the extent relevant to each eligible Client, as determined by Panagram in good faith. Panagram has significant discretion in applying and weighing factors it deems relevant when determining which Client accounts, including accounts of Panagram Related Parties, receive particular investment allocations and to what extent. It is possible that a Client may receive no allocation of a particular investment or receive less allocation of an investment than it would have otherwise received if Panagram did not have other Clients eligible to invest or because of regulatory, tax, or other legal requirements.

Clients that have specific investment strategies, investment objectives, or risk parameters ("limited mandates") will have less flexibility to invest across multiple asset classes. In cases where there is a limited offering that Panagram determines, in its reasonable discretion, aligns with such Client's

specific investment objectives, investment guidelines, target returns, or risk parameters, these Clients may receive larger allocations or the entire allocation of an investment opportunity. While Panagram believes that allocating opportunities that are within a limited mandate to such Clients results in more equitable allocations over time, application of these considerations likely will result in a non-pro-rata allocation of an investment opportunity to some Clients.

As a result of these policies and procedures and because different Clients' circumstances can result in Panagram weighing factors differently for each Client, Client portfolios may hold differing proportional amounts of the same investment. Similarly, it is possible that not every eligible Client will receive an allocation of every investment opportunity. Panagram's exercise of such discretion in making allocation decisions will affect Client performance. It is possible that certain Clients will not participate in the gains or losses realized by other Clients with similar investment objectives, and it is unlikely that all Client portfolios will hold the same positions or will perform similarly, even when Clients share the same investment strategy and/or investment objective. In connection with the foregoing activities on behalf of Clients, Panagram is subject to restrictions or limitations imposed by applicable law, internal policy or otherwise from effecting transactions or taking other actions that might have been otherwise been initiated.

Panagram employs allocation methodologies with respect to Clients that are ramping their Client portfolio that may be different from or inconsistent with methodologies used once the Client portfolio is ramped. Panagram has an incentive to favor such new Client portfolios to accelerate or receive additional fees.

Allocations to Panagram and Panagram Related Parties

From time to time, Panagram Related Parties, which Panagram does not control and are not subject to Panagram's Code, may acquire, hold, or sell for their own accounts, investments which are appropriate for Clients. Such Panagram Related Parties have no obligation to present or allocate investment opportunities to Clients. Further, there is the possibility that such Panagram Related Parties will invest in opportunities that Panagram declined to recommend for Client investment. Accordingly, there are instances where all, or substantially all, of an investment opportunity will be allocated to Panagram Related Parties but not to unaffiliated Clients. This can result in the potential for an increased economic benefit to such Panagram Related Parties vis-à-vis Clients.

Cross Trades

Panagram may effect cross trades between and among Clients (i.e., where a Client buys an asset from or sells an asset to another Client) pursuant to the terms contained in Client Documentation. For example, Panagram might arrange for one Client that is liquidating its portfolio or a particular investment to sell all or part of that investment or portfolio to another Client, which Client might be ramping up its investment portfolio. In such cases, Panagram's interest and those of participating Clients may conflict. Transactions between Clients owned directly or indirectly by the same investors are not considered to be cross trades, as there is no change in actual or beneficial ownership. To the extent Panagram effects or recommends a cross trade, it will endeavor to ensure the transaction occurs at a price that is fair to all applicable parties.

Principal Transactions

A transaction constitutes a “principal transaction” within the meaning of Section 206(3) of the Advisers Act if an adviser acts as principal for its own account (or that of an account in which it has, directly or indirectly, a significant interest) with respect to the sale of a security to, or purchase of a security from, its client. If Panagram determines such a transaction is in the best interests of a Client, Panagram may enter into such transaction provided Panagram has met: (1) the Advisers Act requirements with respect to such a transaction, including the relevant disclosure requirements and the requirement to obtain the informed consent of the Client (which may be obtained in accordance with a process set forth in the Client Documentation (e.g., approval of an independent investor committee)); and (2) any requirements imposed by the Client Documentation.

Co-Investments

- *General Co-Investment Conflicts.* Subject to the express terms of the relevant Client Documentation, Panagram may in its discretion give certain persons, including Clients, Panagram Related Parties, and/or third parties (including, without limitation, Investors, potential business partners, and potential Investors), an opportunity to co-invest in a particular portfolio investment and/or portfolio investments alongside a Fund or other Client. There will be circumstances (including, without limitation, where the investment required in a portfolio investment is beyond the reasonable capacity of the specific Client or where Panagram determines it could unreasonably limit diversification) where an amount that would have otherwise been invested by a Client is instead allocated to co-investors, and such co-investment opportunities will not necessarily be offered to every Client or Investor.

The allocation of co-investment opportunities is discretionary, and no Investor or Client has a right to participate in a co-investment opportunity. Being an Investor or Client does not necessarily give an Investor or Client any rights, entitlements, or priority to co-investment opportunities, and decisions regarding whether and to whom to offer co-investment opportunities, the terms on which a co-investment opportunity is made, and the amount of such opportunities, are made in the sole discretion of Panagram or, where applicable, other participants in the applicable transaction, such as co-sponsors. In determining the allocation of discretionary co-investment opportunities, Panagram generally expects to consider various facts and circumstances deemed relevant by Panagram. In addition, Panagram may agree with certain Clients or Investors (as a part of an overall strategic relationship between Panagram and such Client or Investor) to more favorable rights with respect to co-investment opportunities, and to the extent any such arrangements are entered into, they may result in fewer co-investment opportunities being made available to other Clients or Investors.

The allocation of co-investment opportunities will in many or all cases involve a benefit to Panagram, including, without limitation, carried interest or management fees from the co-investment opportunity and commitments to Funds and/or Panagram accounts.

Panagram and/or its affiliates may be incentivized to offer certain potential co-investors

the opportunities to co-invest since the amount of management fee and/or carried interest to which Panagram and/or its affiliates are entitled under the arrangements with such co-investors may depend on, among other things, the extent to which such co-investors participate in co-investments. Such incentives will from time to time give rise to conflicts of interest, and there can be no assurance that any investment opportunities that would have otherwise been offered to an Investor or Client will be made available to such Investor or Client. Co-investments may be offered by Panagram on such terms and conditions (including with respect to management fees, carried interest, and related arrangements) as will be negotiated by Panagram and the potential co-investors on a case-by-case basis in their respective sole and absolute discretion. In connection with any such co-investment by an Investor or other third-party co-investors, Panagram may establish one or more investment vehicles managed or advised by Panagram to facilitate such co-investors' investment alongside Clients.

- *Investments Controlled by Panagram Related Parties.* As discussed in Item 10 above, Panagram may recommend or cause Clients to participate in investments or transactions in which Panagram Related Parties have controlling interests or other financial relationships or interests. Unless otherwise required by the terms of the relevant Client Documentation or applicable law, Panagram Related Persons are generally entitled and expected to pursue their own interest where diverging from Client interests.

In addition, principals, and employees of Panagram and its affiliates generally may, directly or indirectly, own interests in Funds or certain co-investment vehicles.

Capital Structure Conflicts

Clients or Panagram Related Parties may hold certain investments in securities, such as debt tranches, which conflict with the positions held by other Clients in securities such as equity or residual tranches. In such cases, when exercising the rights of each Client with respect to such investments, Panagram will have a conflict of interest, as actions on behalf of one Client may have an adverse effect on another Client managed by Panagram. In such cases, such conflicts may not be resolved in a manner that is always or exclusively in the best interest of all applicable Clients.

Incentive Fees

As discussed above in Item 6, Panagram or an affiliate of Panagram, such as a General Partner, may be entitled to Incentive Fees above a hurdle as detailed in the relevant Client Documentation.

Special Rights of or Relationships with Certain Investors

Panagram may grant certain Investors specific or differing rights that may include the grant of different economic terms, co-investment rights, fee share, fees, redemption terms, additional reporting, or portfolio information. This may result in such Investors having preferential rights over others. An Investor should expect some other Investors to have more favorable rights and terms with respect to the same Private Fund. Panagram has no obligation to offer such additional rights or terms to any other Investor.

In all the above cases, Panagram may have an incentive to act, or refrain from acting, on behalf of its Clients to advance the pecuniary or other interests of Panagram Related Parties. Panagram seeks to act consistent with its fiduciary duties to Clients, including affiliated Clients, and to treat Clients equitably and consistent with applicable law.

Valuation

Where consistent with Client Documentation, Panagram expects to be responsible for valuing certain Client assets. Panagram expects to use independent pricing sources when available and dependable. Panagram will seek, in good faith, to value investments when a market price is not readily available or if any third-party valuations are deemed by Panagram in good faith to be unavailable or unreliable. In such instances, Panagram valuations will not be based on third-party, independent determinations, and the values assigned by Panagram to any such asset or investment might not correspond, to an amount at which an investment could be or is purchased or sold. The difference between the value assigned to an investment at any particular time and the ultimate price for which such investment could be sold could be material. Panagram's role in determining the fair value to be assigned to any investment poses a conflict of interest with its Clients because Panagram has an incentive to value investments in a manner that would increase Client performance and generate increased management or performance fees. Investments that are valued by Panagram generally will not have reliable market values. The fair value assigned to such investments, as determined in good faith by Panagram in accordance with its valuation policies and procedures, will likely not correspond to the next available and reliable market price or empirical value. In retrospect, it could be that the price at which Panagram valued the investment was not the price at which the investment could have been purchased or sold.

Panagram Personnel Outside Activities

Certain Panagram personnel may have business interests in which Clients will have no interest. Such personnel have a conflict with respect to allocating time and services between Clients and outside activities. Panagram personnel expect to devote sufficient time to the management of Client portfolios as Panagram deems appropriate to perform its obligations in accordance with its duties and responsibilities under Client Documentation.

ITEM 12 – BROKERAGE PRACTICES

Panagram may make privately structured investments that are not offered publicly and are often sold through only a single broker-dealer at any given time.

For liquid strategies where Panagram is executing in the secondary market for CLO and ABS securities, Panagram will seek "best execution" for a Client in light of the circumstances of a transaction. In selecting a broker for any transaction, Panagram may consider a number of factors, including, for example, the broker's reputation, net price or spread, financial strength and stability, market access, efficiency of execution, error resolution, and the size of the transaction. Panagram is not obligated to obtain the lowest commission or best net price for a Client on any particular transaction.

Panagram does not have any formal or informal soft dollar arrangements, nor does Panagram receive any soft dollar benefits from any broker, dealer, or other counterparty. However, Panagram receives research available to other similar institutional investors.

Panagram considers placing transactions with counterparties who provide research and other services to Clients or Panagram. Research published by counterparties is often provided to and used by Panagram in providing its advisory services to Clients. Such research and information are often provided free of charge and not available for sale. Research can include written or verbal information about specific borrowers/issuers, sectors, market and financial commentary, economic studies, forecasts, and pricing services, as well as discussions with research personnel and issuer management. These benefits and services are not necessarily used for the exclusive benefit of the Client to whose transaction the research relates. The receipt of research benefits Panagram as doing so saves Panagram the time and expense of developing such research internally or paying for such research with “hard dollars.” Accordingly, Panagram has an incentive to select counterparties based on a desire to continue receiving such information and services. Some broker-dealers, banks, or other counterparties Panagram selects have (or are affiliates of entities that have) other material business relationships with or provide services to Panagram Related Parties. This includes certain broker-dealers who serve as Authorized Participants in the Panagram-issued exchange-traded funds and have provided initial seed funding.

Additionally, Panagram does not permit Clients to direct brokerage to any particular broker.

ITEM 13 – REVIEW OF ACCOUNTS

Panagram’s investment team reviews Client portfolios on an ongoing basis to monitor performance and compliance with investment guidelines.

Investment personnel discuss investment ideas, implement investment decisions, and review investments held by Clients through regular weekly meetings among Panagram’s investment team and on a more informal basis in the ordinary course. These discussions and reviews are designed in part to monitor and analyze transactions, investment positions, investment levels, and overall portfolio risk, as well as global market conditions, risks, and potential risks in the capital markets. In general, Panagram’s Chief Investment Officer retains authority to approve investment decisions for Clients.

Investors will receive regular reports relating to the management of the Private Funds, including periodic portfolio updates, financial statements, and capital account statements on a quarterly basis. SMA clients will receive reporting in accordance with any applicable Client Documentation or other agreements between Panagram and such Client. Registered Fund investors will receive reporting as described in the prospectus and as required under the Investment Company Act.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

Panagram does not receive any economic benefit for providing investment advice or other advisory services from any person who is not a Client.

Panagram may compensate third parties for Client or Investor referrals and may use Placement agents in connection with the marketing and sale of interests in Private Funds sponsored or managed by Panagram. If Panagram compensates any person or third-party for client referrals or placement agent services, it will structure such arrangements in a manner reasonably designed to comply with the applicable requirements of the Advisers Act.

ITEM 15 – CUSTODY

Client securities are held in custody by unaffiliated custodians.

To the extent Panagram enters into any investment advisory agreements with Private Funds that are offered to third-party investors, Panagram will be deemed to have custody in accordance with Rule 206(4)-2 under the Advisers Act (the “Custody Rule”) because of Panagram or its affiliates serving as General Partners of the Funds or otherwise having authority to instruct custodians. Panagram will comply with the Custody Rule requirements by subjecting the Private Funds to an annual audit and distributing the audited financial statements to each Private Fund’s Investors. The audits will be performed by an independent public accountant that is registered with, and subject to inspection by, the Public Company Accounting Oversight Board. The audited financial statements will be prepared in accordance with U.S. Generally Accepted Accounting Principles and will be distributed to Investors within 120 days of each Fund’s fiscal year end.

For any SMA client over which Panagram maintains custody, such Client will receive statements directly from the Client’s qualified custodian on at least a quarterly basis. Such Clients should carefully review the custodian statements and, to the extent such Clients also receive account statements from Panagram, should compare the Panagram statements with the statements received by the qualified custodian and contact Panagram if they see any discrepancy. Clients who fail to receive statements from the qualified custodian, who have any questions about the statements from the qualified custodian, or who have any questions about the statements they receive should promptly contact Panagram using the contact information provided on the cover of this Brochure. Panagram will seek to ensure that Panagram complies with any additional requirements of the Custody Rule applicable to such Clients.

ITEM 16 – INVESTMENT DISCRETION

In connection with its provision of investment advisory services to Clients, Panagram accepts discretionary authority to manage securities accounts on behalf of Clients through an investment management or advisory agreement or other Client Documentation. Client Documentation may include investment limitations and restrictions. Such discretionary authority includes decision making with respect to which securities to buy or sell, as well as the amount, price, and counterparties (pursuant to, and subject to the terms and conditions set forth in, the Client Documentation).

As a general policy, with respect to the Funds, Panagram will not allow Investors to place limitations on Panagram’s discretionary authority. However, such discretionary authority will be subject to the investment guidelines and other terms and conditions contained in the applicable Client Documentation.

In providing structure advisory services to CLOs, Panagram does not have any discretionary authority to take any actions on behalf of the CLOs or any investors therein (other than in its separate capacity as investment adviser to certain investors who may hold control equity positions in the CLO).

ITEM 17 – VOTING CLIENT SECURITIES

Panagram has adopted and implemented written policies and procedures governing the voting of Client securities in accordance with its fiduciary duty to Clients and Rule 206(4)-6 of the Advisers Act. Based on the nature of the Clients' investment strategy, Panagram does not expect to receive proxy proposals relating to securities held by the Clients. However, Panagram may, from time to time, receive amendments, consents, or resolutions applicable to such securities. It is Panagram's general policy to exercise a Client's voting or consent rights in a manner that serves the best interests of the Client. Panagram may occasionally be subject to material conflicts of interest in exercising these rights due to business or personal relationships Panagram maintains with persons having an interest in the outcome of certain matters. If at any time Panagram becomes aware of a material conflict of interest relating to a particular proposal, Panagram's Chief Compliance Officer will review the proposal and determine how to act with respect to the proposal in a manner consistent with interests of the applicable Clients.

Clients or Investors who wish to obtain a copy of Panagram's proxy voting policies and procedures, or information on how Panagram voted a Client's or Investor's proxies, can submit their request to Panagram's Chief Compliance Officer at the address on the front cover of this Brochure.

ITEM 18 – FINANCIAL INFORMATION

Panagram does not require prepayment of Management Fees more than six months in advance or have any other events requiring disclosure under this item of the Brochure.

Panagram is not required to include a balance sheet for its most recent fiscal year and is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to Clients.

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