



Candriam France S.A.S.

40, rue Washington

75008 Paris, France

00 33 1 53 93 40 00

www.candriam.com

This ADV brochure, dated 31 March 2017, provides information about the qualifications and business practices of Candriam France ("Candriam"). If you have any questions about the content of this brochure please contact:

Simon Marquaire

Chief Compliance Officer, U.S. Affairs

Telephone Number: 0033 1 53 93 42 48

Facsimile Number: 0033 1 45 63 31 04

simon.marquaire@candriam.com

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. In addition, registration as an investment adviser does not imply a certain level of skill or training. Additional information about Candriam is also available on the SEC's website at www.adviserinfo.sec.gov

PURSUANT TO AN EXEMPTION FROM THE COMMODITY FUTURES TRADING COMMISSION IN CONNECTION WITH ACCOUNTS OF QUALIFIED ELIGIBLE PERSONS, THIS BROCHURE IS NOT REQUIRED TO BE, AND HAS NOT BEEN, FILED WITH THE COMMISSION. THE COMMODITY FUTURES TRADING COMMISSION DOES NOT PASS UPON THE MERITS OF PARTICIPATING IN A TRADING PROGRAM OR UPON THE ADEQUACY OR ACCURACY OF COMMODITY TRADING ADVISOR DISCLOSURE. CONSEQUENTLY, THE COMMODITY FUTURES TRADING COMMISSION HAS NOT REVIEWED OR APPROVED THIS TRADING PROGRAM OR THIS BROCHURE.

Item 2 – Material Changes

Candriam became registered with the SEC on December 2, 2014. It does not have any material changes to its brochure to report as of the date set forth on the brochure's cover. Candriam will update its brochure with any material changes as required by applicable law.

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Item 4 – Advisory Business

OWNERSHIP STRUCTURE AND HISTORY

Candriam France S.A.S. (“Candriam”) was organized in 1988 and became a registered investment adviser with the Securities and Exchange Commission (“SEC”) on December 2, 2014. Candriam is a wholly-owned subsidiary of Candriam Luxembourg S.C.A. (“Candriam Investors Group”). Candriam Investors Group (previously part of Dexia SA and named Dexia Asset Management) was acquired by New York Life Investment Management in February 2014. Candriam became a commodity trading adviser (“CTA”) in May 2015 and a commodity pool operator (“CPO”) in August 2016 registered with the U.S. Commodity Futures Trading Commission (“CFTC”).

Candriam Investors Group is a leading pan-European multi-specialist asset manager with a 20-year track record and a team of approximately 500 experienced professionals. Candriam Investors Group has established investment management centers in Brussels, Paris, Luxembourg and an experienced sales force covering Europe and the Middle East.

Candriam Investors Group is wholly-owned by New York Life Investment Management Holdings LLC (“NYLIM Holdings”), which is a wholly-owned subsidiary of New York Life Insurance Company (“New York Life”). Founded in 1845 and headquartered in New York, New York Life is a mutual life insurance company that is one of the largest life insurers in the world.

While Candriam maintains autonomous investment processes, it may leverage the resources and services of its affiliates, Candriam Investors Group Luxembourg, Candriam Investors Group France, and New York Life Investment Management LLC (“New York Life Investments”) for certain functions. In addition, certain officers of New York Life Investments may also serve as officers of Candriam. New York Life Investments, which is also a wholly-owned subsidiary of NYLIM Holdings, is a related investment adviser registered with the SEC.

CANDRIAM’S ADVISORY SERVICES

Candriam provides asset management services to clients globally.

This brochure has been prepared to provide information to Candriam’s US clients that are registered investment companies. Where relevant to a US client, however, this brochure provides additional information about Candriam’s non-US advisory business. Candriam provides discretionary investment advisory services to its clients.

As of December 31, 2016, Candriam managed more than \$15.1 billion on a discretionary basis; it does not generally manage assets on a non-discretionary basis.

Candriam offers a variety of investment strategies that clients can select depending on their investment objectives. Clients can impose reasonable restrictions or limitations on how Candriam manages their accounts. These restrictions or limitations generally appear either in the client's investment management agreement or in other investment guidelines, including a prospectus or other offering document. Additional information about this process can be found under Item 16.

General information about investment strategies offered by Candriam, particularly to its US client, can be found under Item 8.

Candriam does not currently participate in wrap fee programs.

Item 5 – Fees and Compensation

Candriam acts as sub-adviser to two US registered funds for which one of its affiliates serves as the principal investment adviser. For these services, Candriam receives a portion of the advisory fees that its affiliate charges the fund. Specific information about Candriam's fee for providing sub-advisory services to these US registered funds may be found in the funds' registration statements on file with the SEC.

Candriam may enter into different fee arrangements with clients for a variety of reasons, including the type of strategy involved, the nature of any restrictions imposed on managing the account, and other factors relevant to management of the account.

Candriam's fees for advisory services are exclusive of brokerage commissions, other transaction fees, sales charges, taxes, custodial fees, and other costs and expenses that a client incurs in connection with Candriam's management of the client's account. Additional information about Candriam's brokerage practices can be found under Item 12.

Clients will indirectly bear the fees and expenses charged for investments in shares of investments funds in which their accounts may be invested (e.g., fees and expenses of underlying mutual funds and exchange traded funds).

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

Candriam's portfolio managers may manage multiple accounts, including separate accounts, unregistered funds and registered funds, according to the same or similar investment strategies. The fee arrangements may vary among these accounts. For instance,

Candriam's fee for providing sub-advisory services to its US-registered fund clients is typically calculated as a percentage of assets under management. In other cases, in addition to management fees, Candriam has entered into performance fee arrangements with separately managed accounts and certain non-US funds, including funds that have substantially the same strategies as the strategies that are employed by the US registered funds that Candriam currently sub-advises. These performance fees are generally calculated as a percentage of the outperformance of the account or fund tied to a benchmark or specific hurdle rate.

Managing accounts that have a performance-based fee at the same time as managing accounts that only have an asset-based fee is commonly referred to as "side-by-side management."

Side-by-side management creates the potential for conflicts of interest by giving Candriam an incentive to favor – in making investment allocations – those accounts for which Candriam receives a performance-based fee, because Candriam will receive a higher fee if those accounts perform favorably in relation to the applicable benchmark or specific hurdle rate.

In order to address the potential for such a conflict of interest, Candriam has designed and implemented procedures that it believes are reasonably designed to ensure that all clients are treated fairly and equally, and to prevent these kinds of conflicts from influencing the allocation of investment opportunities among clients.

Candriam's Risk Management department mitigates potential conflicts of interest by monitoring investment strategy and portfolio construction as well as the correct implementation of the investment strategy, risk parameters and performance attribution reports. Candriam's Compliance department also monitors fair and equitable allocations of transactions.

Candriam has also implemented dedicated procedures to identify potential conflicts of interest, such as:

- A conflicts of interest policy that defines the identification, prevention and management of conflicts of interest that could arise between Candriam and its clients or counterparties. This policy requires Candriam to take all reasonable measures to detect any conflict-of-interest situations that may arise and to take the appropriate measures should such situations occur.
- An order placement procedure designed to ensure that all clients are treated equitably and fairly over time with respect to the allocation of orders, as described in Item 12 under the heading "aggregation and allocation". This policy requires Candriam to act in the best interests of its clients and provides

that transactions carried out for portfolio management purposes, as well as their frequency of execution, must be exclusively motivated by the interests of Candriam's clients. Before placing an order for several client accounts, the portfolio manager must define the rules governing the order's allocation. In the event the total amount of the allocable investment available is less than the originally desired amount, each account will receive a pro-rated distribution based on respective account funding availability, which is subject to adjustments in order to avoid *de minimis* allocations.

Item 7 – Types of Clients

Candriam provides discretionary investment advisory services to institutions such as pooled investment vehicles, pension plans, insurance companies, banking institutions, corporations, . Candriam also provides discretionary investment advisory services as a sub-adviser to two US registered funds and to a limited number of US persons.

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

The information provided in this Item relates principally to the investment strategies that Candriam employs to manage the US registered funds it advises.

As a result, this section does not address all methods of analysis and investment strategies that Candriam may apply in managing client accounts across its business. Additional information concerning this US client's principal investment strategies and risks is available in its prospectus and statement of additional information on file with the SEC. To the extent necessary, Candriam will update this brochure, or prepare a separate brochure, to address other investment strategies it makes or may make available to other US clients.

INVESTMENT PROCESS

Candriam employs four strategies in connection with advising the US registered funds: the High-Yield and Credit Arbitrage ("HYCA") Strategy, the Managed Futures Strategy, the Risk Arbitrage Strategy and the Global Macro Strategy. In connection with these strategies, Candriam may invest in a broad range of instruments including, but not limited to, equity securities, depositary receipts, fixed-income instruments, commodities, currencies, and convertible securities. Candriam may also invest in derivatives, such as futures, forwards, options and swaps (including, for example, credit default, total return, interest rate, and currency swaps), to gain investment exposures and to try to enhance returns and/or reduce the risk of loss, including losses due to fluctuation in currency exchange rates by hedging certain of its holdings.

Candriam may also take long and/or short positions in a wide range of asset classes, including equity securities and fixed-income instruments, among others.

The HYCA Strategy is managed with a discretionary approach and seeks to exploit credit opportunities through the credit corporate bond markets with a high-conviction active management based on bottom-up bond selection. The Managed Futures Strategy is managed with a 100% quantitative approach and seeks to take long and short positions in the major asset classes (e.g., equity indices, short term rates, long term rates, currencies, energy, agriculture, metals), based on signals generated by the three main sub-strategies implemented: trend following, contrarian and pattern recognition. The Risk Arbitrage Strategy is managed with a 100% discretionary approach; its investment philosophy is based on arbitraging specific inefficiencies impacting the capital structure of a company such as announced M&A, spin-offs, share class or holding discounts. The Global Macro Strategy seeks to obtain exposure to a broad spectrum of investments and countries or regions, based on discrete strategies that employ a variety of techniques, both discretionary and systematic analysis, combinations of top down and bottom up theses, and quantitative and fundamental approaches, designed to effectively identify and assess factors that affect businesses and economies broadly (e.g., monetary and fiscal policy, regulatory changes, demographics) and their impact on securities markets.

RISK OF LOSS

In managing client accounts, Candriam utilizes various investment strategies and methods of analysis. While Candriam seeks to manage client accounts so that risks are appropriate to the return potential for respective strategies, it is often not possible or desirable to fully mitigate all risks. Any investment includes the risk of loss and there can be no guarantee that a particular level of return will be achieved. The following considerations, which principally relate to Candriam's US registered fund clients, should be carefully evaluated before making an investment. Additional information on risks specific to a particular investment strategy may be available through means other than this brochure (including the offering documents or other materials for an investment fund in which an account invests) and should be consulted for further background on these matters.

- **Common Stock Risk:** Investments in common stocks and other equity securities are particularly subject to the risk of changing economic, stock market, industry and company conditions and the risks inherent in the portfolio managers' ability to anticipate future market movements that can adversely affect the value of the strategy's holdings.
- **Credit Risk:** If an issuer or guarantor of a security held in a client account defaults on its obligation to pay principal or interest, has its credit rating downgraded or is

perceived to be less creditworthy, or the credit quality or value of any underlying assets declines, the value of the account's investment will decline.

- **Interest Rate Risk:** Interest rates may go up, causing the value of fixed income investments to decline. This risk generally will be greater for securities with longer maturities or durations. Interest rates in many countries have been historically low in many cases and are expected to rise in the future.
- **High-Yield Securities Risk:** Investments in high-yield securities or non-investment grade securities (commonly referred to as "junk bonds") are sometimes considered speculative because they present a greater risk of loss than higher quality securities. Such securities may, under certain circumstances, be less liquid than higher rated securities. These securities pay investors a premium (a high interest rate or yield) because of the increased risk of loss. These securities can also be subject to greater price volatility. In times of unusual or adverse market, economic or political conditions, these securities may experience higher than normal default rates.
- **Event-Driven Arbitrage Risk:** Investments in securities and companies in anticipation of a "special situation" (e.g., a merger) carry the risk that the special situation does not occur as anticipated, when anticipated, or at all, or if it is perceived to be less likely to occur. The market price of the security purchased may decline sharply and result in losses if, for example, such securities are ultimately sold, transferred or exchanged for securities or cash, the value of which is less than the purchase price.
- **Futures Risk:** Futures may be more volatile than direct investments in the instrument underlying the futures, and may not correlate perfectly to the underlying instrument. Futures also may involve a small initial investment relative to the risk assumed, which could result in losses greater than if they had not been used. Due to fluctuations in the price of the underlying security, the account may not be able to profitably exercise an option and may lose its entire investment in an option. Forward commitments entail the risk that the instrument may be worth less when it is issued or received than the price the account agreed to pay when it made the commitment. The use of foreign currency forwards may result in currency exchange losses due to fluctuations in currency exchange rates or an imperfect correlation between portfolio holdings denominated in a particular currency and the forward contracts entered into by the account.
- **Short Selling Risk:** Candriam may take a short position in a security, either directly or by using a derivative. If a security sold short increases in price, the account may have to cover its short position at a higher price than the short sale price, resulting in a loss. The account may have substantial short positions and must borrow those securities to make delivery to the buyer. The account may not be able to borrow a

security that it needs to deliver or it may not be able to close out a short position at an acceptable price and may have to sell related long positions before it had intended to do so. Thus, the account may not be able to successfully implement its short sale strategy due to limited availability of desired securities or for other reasons, including transaction costs and collateral requirements.

- **Debt or Fixed-Income Securities Risk:** The risks of investing in debt or fixed-income securities include (without limitation): (i) credit risk, i.e., the issuer may not repay the loan created by the issuance of that debt security; (ii) maturity risk, i.e., a debt security with a longer maturity may fluctuate in value more than one with a shorter maturity; (iii) market risk, i.e., low demand for debt securities may negatively impact their price; (iv) interest rate risk, i.e., when interest rates go up, the value of a debt security goes down, and when interest rates go down, the value of a debt security goes up; (v) selection risk, i.e., the securities selected by Candriam may underperform the market or other securities selected by other funds; and (vi) call risk, i.e., during a period of falling interest rates, the issuer may redeem a security by repaying it early, which may reduce the account's income if the proceeds are reinvested at lower interest rates.
- **Liquidity and Valuation Risk:** Securities purchased by the account may be illiquid at the time of purchase or liquid at the time of purchase and subsequently become illiquid due to, among other things, events relating to the issuer of the securities, market events, economic conditions, investor perceptions or lack of market participants. The lack of an active trading market may make it difficult to obtain an accurate price for a security. If market conditions make it difficult to value securities, the account may value these securities using more subjective methods, such as fair value pricing. In such cases, the value determined for a security could be different than the value realized upon such security's sale. As a result, an investor could pay more than the market value when buying account shares or receive less than the market value when selling account shares. Liquidity risk may also refer to the risk that the account may not be able to pay redemption proceeds within the allowable time period because of unusual market conditions, unusually high volume of redemptions, or other reasons. To meet redemption requests, the account may be forced to sell securities at an unfavorable time and/or under unfavorable conditions.
- **Commodities and Commodity-Linked Derivatives Risk:** Exposure to the commodities markets, such as precious metals, industrial metals, gas and other energy products and natural resources, may subject the account to greater volatility than investments in traditional securities. The commodities markets may fluctuate widely based on a variety of factors including changes in overall market movements, political and economic events and policies, war, acts of terrorism and changes in

interest rates or inflation rates. Because the value of a commodity-linked derivative instrument and structured note typically are based upon the price movements of physical commodities, the value of these securities will rise or fall in response to changes in the underlying commodities or related index of investment.

- **Regulatory Risk:** Regulatory authorities in the United States or other countries may prohibit or restrict the ability of the account to fully implement its strategy, either generally or with respect to certain industries or countries, which may impact the account's ability to fully implement its investment strategies. Certain foreign countries, especially emerging countries, may adopt such rules.
- **Emerging Markets Risk:** The risks related to investing in foreign securities are generally greater with respect to securities of companies that conduct their business activities in emerging markets or whose securities are traded principally in emerging markets. The risks of investing in emerging markets include the risks of illiquidity, increased price volatility, smaller market capitalizations, less government regulation, less extensive and less frequent accounting, financial and other reporting requirements, risk of loss resulting from problems in share registration and custody, substantial economic and political disruptions and the nationalization of foreign deposits or assets.
- **Counterparty Risk:** The account may use OTC derivative products and/or efficient portfolio management techniques. These transactions may cause counterparty risk, i.e., losses incurred in connection with commitments contracted with a defaulting counterparty.
- **Equity Securities Risk:** Investments in common stocks and other equity securities are particularly subject to the risk of changing economic, stock market, industry and company conditions and the risks inherent in the portfolio manager's ability to anticipate such changes that can adversely affect the value of the account's holdings. Opportunity for greater gain often comes with greater risk of loss.
- **Leverage Risk:** To the extent the account employs certain strategies and instruments (e.g., derivatives) that result in economic leverage, the account may be more volatile and sensitive to market movements than an account that does not employ leverage. The use of leverage creates additional investment exposure as well as the potential for greater loss and may require the account to liquidate investments when it may be disadvantageous to do so.
- **Currency Risk:** Changes in the value of foreign (non-U.S.) currencies relative to the U.S. dollar may adversely affect the account's investments in foreign currencies or in securities that trade in, and receive revenues in, or in derivatives that provide

exposure to, foreign currencies. Candriam seeks to reduce currency risk by hedging all or part of the exposure to various foreign currencies of the account's assets allocated to Candriam by engaging in hedging transactions, including swaps, futures, forward currency contracts and other derivatives. Candriam may from time to time attempt to hedge all or a portion of the perceived currency risk by engaging in similar hedging transactions. However, these transactions and techniques may not always work as intended, and in certain cases the account may be worse off than if it had not engaged in such hedging practices. In addition, certain market conditions may make it impossible or uneconomical to hedge against currency risk.

- **Derivatives Risk:** Derivatives may be defined as financial instruments whose performance is derived, at least in part, from the performance of another asset (such as a security, currency or an index of securities). Using swaps, futures and other derivatives can increase the potential for losses and reduce the opportunities for gains when market prices, interest rates or the derivative instruments themselves behave in a way not anticipated by Candriam. Using derivatives may increase the volatility of an account's performance and may not provide the result intended. Derivatives may have a leveraging effect on a client account. Some derivatives have the potential for unlimited loss, regardless of the size of the account's initial investment. Changes in a derivative's value may not correlate well with the referenced asset or metric. Candriam also may have to sell assets at inopportune times to satisfy obligations on a derivative contract held by in a client's account. Derivatives may be difficult to sell, unwind or value, and there is a risk that, for any over-the-counter or bilateral derivative contract, the counterparty to a client may default on its obligations. New regulations are changing the derivatives markets. The regulations may make using derivatives more costly, may limit their availability, or may otherwise adversely affect their value or performance. For derivatives that are required to be traded through a clearinghouse or exchange, an account also will be exposed to the credit risk of the clearinghouse and the broker that submits trades for the account. It is possible that certain derivatives that are required to be cleared, such as certain swap contracts, will not be accepted for clearing. In addition, regulated trading facilities for swap contracts are relatively new; they may not function as intended, which could impair the ability to enter into swap contracts. The extent and impact of the new regulations are not yet fully known and may not be for some time.
- **Swap Contract Risk:** Candriam may directly or indirectly use various different types of swaps in relation to the US registered funds that it advises, such as credit default swaps, total return swaps, interest rate swaps and currency swaps. Swap contracts are two-party contracts entered into primarily by institutional investors for periods ranging from a few weeks to a number of years. For example, under a typical interest

rate swap, one party may agree to pay a fixed rate or a floating rate determined by reference to a specified instrument, rate, or index, multiplied in each case by a specified amount (known as a “notional amount”), while the other party agrees to pay an amount equal to a different floating rate multiplied by the same notional amount. On each payment date, the parties’ obligations are netted, with only the net amount paid by one party to the other. Swap contracts are typically individually negotiated and structured to provide exposure to a variety of different types of investments or market factors. Swap contracts may be entered into for hedging or non-hedging purposes and therefore may increase or decrease the account’s exposure to the underlying instrument, rate, asset or index.

- **Model Risk:** The management process of the account relies on establishing a model which is used to identify signals based on past statistical results. There is a risk that the model is inefficient and that the strategies used will produce a poor performance. There is no guarantee that past market situations will be reproduced in the future.
- **Arbitrage Risk:** Arbitrage is a technique which consists of benefiting from differences in recorded or anticipated prices between markets and/or sectors and/or securities and/or currencies and/or instruments. If these arbitrage transactions perform unfavorably (a rise in selling transactions and/or fall in buying transactions), the net asset value of the account may fall.
- **Risk of Loss of Capital:** There is no guarantee for investors relating to the capital invested, and investors may not receive back the full amount invested.

This brochure does not constitute an offer to sell, or a solicitation of an offer to buy, securities issued by any company, including the shares of the funds discussed herein. Rather, it is intended only to provide an overview of these strategies and certain related risks in satisfaction of applicable disclosure requirements under the Investment Advisers Act of 1940.

Item 9 – Disciplinary Information

Candriam is required to disclose all material facts regarding any legal or disciplinary events that would be material to your decision to hire Candriam for advisory services. There are no legal or disciplinary events involving Candriam that are material to its advisory business or to the management of your account to report at this time.

To Candriam’s knowledge, as of the date of this brochure, neither Candriam nor any of its management persons has been involved in any legal or disciplinary event that, in Candriam’s

judgment, would be material to a client's or prospective client's evaluation of the firm's advisory business or the integrity of its management.

Item 10 – Other Financial Industry Activities and Affiliations

Candriam is part of a group of affiliated companies engaged in various financial businesses. In certain cases, Candriam has business arrangements with its related companies that are material to its advisory business or to its clients.

As noted in Item 4, Candriam Investors Group is wholly-owned by New York Life Investment Management Global Holdings, which is a wholly-owned subsidiary of New York Life.

Candriam became a CTA in May 2015 and a CPO in August 2016 registered with the U.S. CFTC. In connection with Candriam's registration, certain Candriam employees are listed/registered with the NFA as Principals and/or Associated Persons of Candriam.

While Candriam maintains autonomous investment processes, it may leverage the resources and services of its advisory affiliate, New York Life Investments, for certain functions. In addition, certain officers of New York Life Investments may also serve as officers of Candriam.

Under this structure, certain compliance and other support functions within Candriam are supported by the infrastructure within New York Life Investments, including the implementation of certain aspects of Candriam's compliance program.

Candriam and its affiliates in Candriam Investors Group are engaged in advisory businesses that service a variety of different clients, including pooled investment vehicles in the United States and in other countries. Candriam is also affiliated with other registered investment advisers as a result of its ownership by New York Life. Candriam has developed procedures that are designed to monitor and manage potential conflicts of interest that may arise in the operation of its business as part of Candriam Investors Group and from relationships with other advisers affiliated with New York Life Investments. In addition, Candriam has developed procedures that are designed to monitor and manage potential conflicts of interest that may arise as a result of its sub-advisory relationship with New York Life Investments. Candriam will continue to evaluate this relationship – as well as other developments in its business and any future advisory relationships with New York Life and affiliated companies – for potential conflicts of interest that may arise with respect to the management of client accounts.

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

Under the Advisers Act, Candriam is required to adopt and implement a Code of Ethics with respect to its business as a registered investment adviser. Candriam has a fiduciary responsibility to place the interests of its clients first and foremost.

The Candriam Code of Conduct (the “Code of Conduct”) sets forth guidelines that promote ethical conduct generally and the Candriam Code of Ethics (the “Code of Ethics” and together with the Code of Conduct, the “Codes”) governs Candriam employees’ obligations relating to personal securities transactions.

Copies of the Codes are available upon request. Contact information appears on the cover page of this brochure.

The Codes reflect the following principles:

- Candriam requires its employees, in their dealings with or on behalf of advisory clients, to act in accordance with the duty of care and duty of loyalty to which the firm is subject as a fiduciary of its clients;
- Candriam personnel are required to comply with provisions of the US federal securities laws applicable to its US business;
- Candriam personnel may not trade while in possession of material, non-public information; and
- Candriam personnel must adhere to restrictions regarding the receipt and giving of gifts and entertainment.

In addition, employees are required to report any violations of the Codes promptly to the Chief Compliance Officer.

The Code of Ethics also imposes additional requirements on “access persons”¹:

- access persons are required to report quarterly, and Candriam must review, their personal securities transactions and annually their securities holdings;

¹ “Access persons” are defined as employees who either (i) have access to non-public information regarding any client’s purchase or sale of securities, or non-public information regarding the portfolio holdings of any “reportable fund,” or (ii) who are involved in making securities recommendations to clients, or who have access to such recommendations that are non-public.

- portfolio managers are prohibited from investing in any financial instrument issued by an issuer in which the fund or the discretionary portfolio mandate he/she manages is currently invested and strongly discouraged from investing in an instrument in which he/she could invest in accordance with the investment guidelines of such fund or mandate; and
- access persons may not purchase securities in initial public offerings or in connection with private placements except with the express written prior approval of the Chief Compliance Officer (preclearance requirement).

Candriam has provided copies of its Codes to its employees. Candriam will provide employees with updated copies of the Code as necessary. Employees must provide written acknowledgment of receipt of the Code of Ethics and of any amendments, as applicable.

While Candriam permits its officers and employees to engage in personal securities transactions, as a company Candriam recognizes that these transactions may raise potential conflicts of interests. This is particularly true when they involve securities owned by, or considered for purchase or sale for, a client account.

With regard to investments and investment opportunities, Candriam addresses potential conflicts of interests in both Codes by requiring that Candriam's officers and employees' first obligation be to Candriam's clients. These Codes require that all of Candriam's officers and employees adhere to the highest duty of trust and fair dealing. In addition, all officers and employees must conduct their personal securities transactions in a manner that does not interfere with any client's portfolio transactions, or take inappropriate advantage of an officer's or employee's relationship with a client.

PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS

In the ordinary course of providing its investment advisory services, Candriam may invest client assets in securities or other investments that are also held by Candriam and other New York Life affiliates, other Candriam advisory accounts, or separately managed accounts in which Candriam or its affiliates or their respective officers and employees have an ownership or economic interest.

Candriam may also invest, on behalf of its advisory clients, in the same or different securities or instruments of issuers in which these same entities have a financial interest as a holder of the debt, equity or other instruments of the issuer.

Candriam has a conflict of interest in connection with these transactions since investments by its advisory clients may benefit Candriam and its affiliates, officers and employees by potentially increasing the value of the investments held in the issuer. In addition, if the value of such assets increases, the asset based fees charged by Candriam will also increase.

Candriam will seek to ensure that any investment it makes on behalf of an advisory client is consistent with applicable law, Candriam's fiduciary obligations to act in the best interests of the client, and such client's investment objectives.

Portfolio managers for Candriam or its affiliates are often responsible for the day-to-day management of multiple accounts, including separately managed accounts and private investment funds. The potential for conflicts of interest exist whenever a portfolio manager has responsibility for the day-to-day management of multiple advisory accounts.

These conflicts may be greater when Candriam and/or an affiliate has an investment in one or more of such accounts or an interest in the performance of one or more of such accounts through the receipt of a fee.

To help seek to mitigate these potential conflicts of interest, Candriam has adopted order placement procedures that govern allocations across client accounts. These procedures require Candriam to maintain specific allocation procedures that are intended to result in fair and equitable allocations so that no account or group of accounts receives consistently favorable or unfavorable treatment. These procedures apply across Candriam and to trades involving accounts of US clients and accounts of non-US clients. More information about Candriam's allocation procedures can be found in Item 6.

Candriam has set up a Code of Ethics (discussed further above) to manage situations in which a supervised person invests in the same securities as a client account. These procedures require pre-approval of certain transactions and otherwise address the potential for conflicts to arise from personal securities transactions undertaken by Candriam's employees.

Item 12 – Brokerage Practices

Candriam has adopted a policy for the selection of entities to which Candriam transmits orders for execution.

Candriam regularly monitors the effectiveness of the policy by reviewing the quality of execution by the entities selected under that policy. Where appropriate, Candriam will correct any shortcomings and deficiencies.

When Candriam selects or recommends a broker-dealer for transactions in the clients' accounts, Candriam considers a number of factors regarding the broker-dealer and the reasonableness of its compensation. Candriam will consider several factors in selecting a broker-dealer and determining the reasonableness of its compensation, such as:

- Ability of the broker-dealer to find liquidity.

- Willingness and ability of the broker-dealer to commit capital to a particular transaction.
- Ability of the broker-dealer to act on a confidential basis.
- Ability of the broker-dealer to execute difficult transactions in complex securities or large size orders.
- Ability of the broker-dealer to trade in a timely manner, to confirm and settle trades and to resolve operational issues quickly and efficiently.

Financial profile of the broker-dealer in order to limit credit risk, i.e., the potential for a failure to meet its commitments.

Candriam has a list of authorized brokers for each asset class. They are reviewed at least once a year by the Broker Review Committee. Different criteria with regard to research, investment ideas and execution quality are evaluated. Risk management teams analyze the credit profile of these brokers and Candriam's middle office conducts reviews of post-execution quality.

The adoption of any new authorized broker is subject to the validation of Candriam's Risk Management, Compliance, Legal and Operations departments. These decisions are also subject to other reviews, including by Candriam's Chief Investment Officer.

DIRECTED BROKERAGE

Candriam does not currently have any US clients with directed brokerage arrangements.

SOFT DOLLARS

Candriam receives brokerage and research services from broker-dealers that execute portfolio transactions for clients. The brokerage commissions that are used to acquire research in these types of arrangements are known as "soft dollars." Soft dollar arrangements allow the firm to obtain high-quality research from these broker-dealers that, in Candriam's view, enhances its ability to provide advisory services to clients. Candriam has adopted policies and procedures concerning soft dollars, which address its use of client commissions and requires that soft dollar arrangements provide lawful and appropriate assistance to Candriam in its investment decision-making process, and that Candriam determines that the value of the research or brokerage service obtained be reasonable in relation to the commissions paid.

When Candriam uses client brokerage commissions to obtain research from a broker-dealer, Candriam receives a benefit because it does not have to produce or to pay for this research separately. As a result, Candriam may have an incentive to select or recommend a broker-

dealer based on its interest in receiving such benefits. Thus, Candriam has an incentive to disregard its best execution obligation when directing transactions and an incentive to generate more trades to earn soft dollar credits for services.

To manage these potential conflicts of interest, Candriam reviews all soft dollar arrangements and seeks to determine, in good faith, that the amount of commissions paid is reasonable in relation to the value of the brokerage and research services provided. In addition, research products and services provided by brokers through which transactions are effected on behalf of particular client accounts are often used for the benefit of all clients collectively. Candriam also seeks to allocate soft dollar benefits to client accounts in proportion to the soft dollar credits that are generated by the account.

During the last year Candriam received the following types of research services, as prepared by broker-dealers that execute client transactions (“proprietary research”): information on the economy, industries, groups of securities, individual companies, technical market information, stock quotes, analytical tools, risk measurement analyses, performance analyses and analyses of corporate responsibility issues, index holdings and data, and earnings and revenue estimates. Such research services were received in the form of written reports, telephone contacts and personal meetings with securities analysts.

As a result of its soft dollar practices, Candriam may cause clients to pay commissions or mark-ups or mark-downs higher than those charged by other broker-dealers in return for soft dollar benefits. Candriam uses soft dollar benefits to service all of its clients’ accounts, not just those clients whose brokerage commissions or mark-ups or mark-downs paid for those benefits. Nonetheless, Candriam seeks to generally correlate services paid with soft dollar commissions with those services that are applicable to the specific strategies. Candriam monitors soft dollar commission amounts to make sure they do not exceed a certain percentage of the total commissions paid to brokers and requires its traders to adhere to best execution principles regardless of whether there is a soft dollar arrangement in place.

MIXED-USE SERVICES

Candriam may enter into arrangements that involve payments for brokerage and research services that are eligible for the safe harbor provided by Section 28(e) and products or services that are not so eligible. In those “mixed used” arrangements, Candriam will review the costs of all products and services. As part of this review, Candriam will seek to ensure that soft dollar credits generated from any participating US client accounts are not used to pay for products or services that are ineligible for the safe harbor. Candriam may also exclude US clients from transactions with brokers for which mixed used arrangements have been put in place, to the extent doing so is consistent with Candriam’s policies relating to best execution.

BROKERAGE FOR CLIENT REFERRALS

When selecting a broker-dealer, Candriam does not take referral of clients into consideration. Candriam also does not consider its sale of shares of any private funds that Candriam or any of its affiliates advise. In no case will Candriam make binding commitments as to the level of the brokerage commissions it will allocate to a broker. Candriam has trading relationships with broker-dealers that have consulting divisions, which might decide to refer clients or investors to Candriam on their own accord. Candriam does not consider these referrals when selecting a broker-dealer for executing trades for its client accounts. Candriam has policies and procedures in place that are designed to ensure that referrals are not taken into consideration in making brokerage decisions. Candriam's Broker Review Committee reviews Candriam's brokerage practices at least once a year.

AGGREGATION AND ALLOCATION

If Candriam believes that the purchase or sale of the same security is in the best interest of more than one client, it may aggregate the securities to be sold or purchased in the best interest of clients and consistent with Candriam's fiduciary duties. Candriam will not aggregate trades unless it believes that doing so is consistent with its duty to seek best execution for its clients.

Candriam provides investment management services to a wide variety of accounts, including institutional clients, two US registered funds, and other investment funds (including pooled investment vehicles). This presents the potential for conflicts of interest to arise, including the potential to favor the following accounts: affiliated accounts over non-affiliated accounts due to economic incentives, higher fee paying accounts over lower fee paying accounts due to economic incentives, and new investment strategies over existing investment strategies due to marketing incentives. This may result in an incentive to manage one type of an account in a manner that harms or has the potential to harm the interests of other accounts being managed.

It is Candriam's policy to allocate suitable investment opportunities fairly and equitably to clients with the same or similar investment policies over time. A security will be considered suitable for an account if it is consistent with the investment policy, strategies and risk tolerance of the account and permitted by the investment restrictions and limitations applicable to the account. Where an investment opportunity is suitable for multiple accounts, it is Candriam's policy that all such accounts shall participate in the transaction, subject to Candriam's determination that participating in the transaction is not in the account's best interest for reasons such as: lack of available cash, net exposure to holding, industry or sector is higher than desired, or specific client restrictions, e.g., industry or sector limits. There can be no assurance that the application of the foregoing allocation policies will result in the allocation of a specific investment opportunity to a Client or that a

Client will participate in all investment opportunities falling within its investment objective. If Candriam believes that the purchase or sale of the same security is in the best interest of more than one client, it may aggregate the securities to be sold or purchased consistent with its order allocation policy for the grouping of orders. This policy seeks to ensure the fair allocation of orders and grouped transactions over time and requires the portfolio manager to define the rules governing the order's allocation before placing an order for several client accounts. Upon execution, the allocation is proportional to the pre-allocation.

TRADE ERRORS

On occasion, a mistake may occur in the execution of a trade. As a fiduciary, Candriam owes clients duties of loyalty and trust, and as such must address trade errors in a fair and equitable manner. Errors may occur for a number of reasons, including human input error, systems error, communications error or incorrect application or understanding of a guideline or restriction. Examples of errors include, but are not limited to the following: buying securities not authorized for a client's account; buying or selling incorrect securities; buying or selling incorrect amounts of securities; and buying or selling in violation of one of Candriam's policies. In correcting trade errors, Candriam seeks to ensure that the affected client account does not absorb any financial loss due to the trade error; does not use soft dollars or directed trades to fix the error; or does not attempt to fix the error using another client account. To the extent correction of the error results in a loss to the client's account, Candriam reimburses the account. To the extent correction of the error results in a gain to the client's account, Candriam allows the client to keep the benefit.

OVERSIGHT OF TRADING PRACTICES

The review of trading practices, as well as reviews of the soft dollar program, are done:

- On an ongoing basis, by the Compliance department;
- On a periodic basis, by Candriam's Broker Review Committee.

Item 13 – Review of Accounts

MONITORING

Candriam monitors and reviews client accounts:

- Continuously, through a compliance server system that incorporates post-trade compliance testing against account restrictions. Rules parameterized include regulatory, contractual and prudential constraints. Candriam's Risk Management

personnel review and investigate any alerts or breaches identified by the system and take necessary actions with the portfolio managers to solve the potential breaches.

- Via the Portfolio Risk-Compliance Committee (meeting every two months), which reviews transaction activity, breaches, best execution, OTC monitoring and new instrument requests and other matters.
- Via the Market and Liquidity Risk Committee (generally meeting every month), which is responsible for:
 - Validation and periodic review of the internal rules governing the various investment processes, and implementation of new rules where necessary;
 - Review of breaches of internal rules and definition of corrective action plans;
 - Review of the main market risks identified and decision on how to reduce/supervise these risks (initiation of specific analysis, implementation of new internal rules, reduced exposure, etc.);
 - Monitoring of market risk indicators and fund performance; and
 - Monitoring of liquidity risk.
- Via the Operational Risk Committee (meeting every quarter), which is responsible for:
 - Review of any operating incidents observed and verification of the proper implementation of the subsequent action plan;
 - Monitoring of valuation prices;
 - Monitoring of regulatory changes; and
 - Review and monitoring of risk and control self-assessments and key risk indicators.

CLIENT REPORTING

Candriam generally provides comprehensive reports to its clients, and may supplement these reports with more frequent reports or conference calls. Such reports generally contain information with respect to portfolio holdings, transactions and performance.

Item 14 – Client Referrals and Other Compensation

Candriam does not have any referral arrangements in place at this time.

Item 15 – Custody

Candriam does not have physical custody of client funds or securities. All client accounts are maintained at qualified custodians – such as banks or broker-dealers – that are chosen by the client. Clients receive account statements directly from their custodians.

Item 16 – Investment Discretion

For certain client accounts, Candriam may have investment discretion to manage securities on behalf of a client. Clients may impose restrictions on this discretion by, among other things, prohibiting the purchase of specific securities or other investments, or prohibiting investments within a specific industry. Clients may also restrict the use of certain broker-dealers to execute trades, or may restrict the amount of securities that can be bought or sold within the account.

Client-imposed restrictions are detailed in the client’s investment advisory agreement or other relevant documentation. Prior to commencing management of a new client account, Candriam seeks to obtain all necessary information to ensure that the account, including any relevant restrictions, is properly established.

Item 17 – Voting Client Securities

Candriam has adopted a Proxy Voting Policy. This Policy is designed to ensure that all proxies are voted in the best interest of its clients without regard to Candriam’s own interests or the interests of its affiliates. Candriam takes care to prevent and manage any conflicts of interest arising from the exercise of the voting rights.

Should a conflict of interest arise, Candriam could abstain from casting a vote or strictly following a proxy provider’s recommendation. Candriam defines a conflict of interest as a situation whereby the management company or one of its staff has an interest of a material, professional, commercial or financial nature that clashes with the interest of one or more clients. When a conflict arises, the Proxy Voting Committee determines the appropriate action.

Candriam’s proxy voting policy is defined by the Proxy Voting Committee. The voting rights are monitored by the Proxy Voting Committee. Candriam’s proxy voting policy is based on four principles:

- The rights of shareholders;

- The equal treatment of shareholders;
- The accountability of the issuer's board of directors; and
- The transparency and integrity of the issuer's financial statements.

A copy of the Proxy Voting Policy and information as to how proxies, if any, were voted is available upon request. Candriam's contact information appears on the cover page of this brochure.

Item 18 – Financial Information

Candriam has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

At this time, Candriam is not required to file a balance sheet for its most recent fiscal year because it does not require or solicit prepayment of more than \$1,200 in fees per client six months or more in advance.