

Form ADV Part 2A

Brochure



NNIP Advisors B.V.

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This brochure provides information about the qualifications and business practices of NNIP Advisors B.V. ("NNIP Advisors"). If you have any questions about the contents of this brochure, please contact us at +31 70 378 1835. The information in this brochure has not been approved or verified by the U.S. Securities & Exchange Commission (SEC), Dutch Authority of the Financial Markets (AFM), or by any other securities authority or regulator.

NNIP Advisors is a registered investment adviser. Registration with the SEC or AFM does not imply a certain level of skill or training.

Additional information about NNIP Advisors also is available on the SEC's website at www.adviserinfo.sec.gov. You can reach this site by a unique identifying number, known as a CRD number. NNIP Advisors' CRD number is 107183. In order to make it easy for clients to receive and retain the brochure in the most timely and efficient manner possible, as well as to save needless waste and expense, whenever possible NNIP Advisors would like to provide the brochure to clients electronically.

Item 2

Summary of Material Changes

NNIP Advisors regularly reviews its business and updates its policies, procedures, and disclosures to clients and prospective clients accordingly. NNIP Advisors will amend this brochure at least annually or more frequently when necessary. The previous update of this brochure took place on 1 July 2019, an other-than-annual update of our Form ADV.

The following is only a description of the material and/or other notable changes to this brochure part of this other-than-annual update on since the last annual update.

- Updated Risk Disclosures related to COVID-19 pandemic.

Currently, this brochure may be requested by contacting Bruno van Rooijen, Chief Compliance Officer at +31 70 378 1554 or Bruno.van.rooijen@nnip.com.

This brochure is also available on our web site free of charge:
<https://www.nnip.com/en-INT/non-professional/about/policies-and-governance>

Additional information about NNIP Advisors is also available via the SEC's web site www.adviserinfo.sec.gov. The SEC's web site also provides information about any persons affiliated with NNIP Advisors who are registered, or are required to be registered, as investment adviser

Item 3

Table of Contents

Item 1 Cover Page	1
Item 2 Summary of Material Changes	2
Item 3 Table of Contents	3
Item 4 Advisory Business	4
Item 5 Fees and Compensation	5
Item 6 Performance-Based Fees and Side-By-Side Management	6
Item 7 Type of Clients	6
Item 8 Methods of Analysis, Investment Strategies and Risk of Loss	7
Item 9 Disciplinary Information	9
Item 10 Other Financial Industry Activities and Affiliations Disciplinary	9
Item 11 Code of Ethics	11
Item 12 Brokerage Practices	14
Item 13 Review of Accounts	19
Item 14 Client Referrals and Other Compensation	19
Item 15 Custody	19
Item 16 Investment Discretion	19
Item 17 Voting Client Securities	20
Item 18 Financial Information	20

Item 4

Advisory Business

NNIP Advisors is a wholly-owned subsidiary of NN Investment Partners International Holdings B.V., which is wholly-owned by NN Investment Partners Holdings N.V., which is wholly-owned by NN Insurance EurAsia N.V., which is wholly-owned NN Group N.V.. NN Group N.V. is publicly-listed on Euronext and headquartered in The Hague, The Netherlands. NN Group N.V. was listed on Euronext on July 2, 2014. All the legal entities mentioned above are based in The Netherlands.

NNIP Advisors is based in The Hague, The Netherlands and has a branch office in Brussels, Belgium. It has been registered as an investment adviser with the SEC since 1992.¹

Our Services

NNIP Advisors provides investment advisory services to an SEC-registered investment company (open-end mutual fund), non-U.S. institutional clients, and affiliated European regulated mutual funds. Utilizing global resources provided by our affiliates in the U.S., Europe, and Asia, NNIP Advisors offers a variety of investment advisory and investment management services for equity, fixed income, and multi-asset class strategies. Pursuant to written sub-advisory agreements, NNIP Advisors may provide recommendations and investment advice regarding investment strategies to affiliated and unaffiliated entities. Additional information about our affiliates can be found under Item 10 in this brochure. The investment advice may include model portfolio weightings and other information regarding the construction and maintenance of portfolios, which may be used by these entities in the management of their clients' assets.

NNIP Advisors will tailor its advisory services and investment guidelines to the individual needs of clients for separately managed accounts. In addition, clients generally may impose their own investment restrictions. The types of financial instruments that may be used are outlined in an agreement entered into between NNIP Advisors and the client. For mutual funds and other collective investment vehicles, the types of financial instruments that may be used are generally set forth in the prospectus or other applicable offering documents.

NNIP Advisors generally has the responsibility to monitor investment restrictions. Clients should be aware that their restrictions can limit NNIP Advisors' ability to act and as a result, their performance may differ from and may be less successful than that of other accounts which do not impose such or any restrictions. NNIP Advisors shall not be bound to any amendment to the investment restrictions unless and until the client and NNIP Advisor have agreed in writing on such amendment.

NNIP Advisors also provides trade order transmission and trade order execution services for transactions in fixed income and equity instruments for affiliated insurance and unaffiliated client accounts managed by NNIP Advisors' affiliated investment advisers. The trade order transmission and trade order execution services are ancillary to

the investment management services provided to NNIP Advisors' investment advisory affiliates. NNIP Advisors does not hold itself out as a broker-dealer or offer brokerage services on a stand-alone basis to clients or prospective clients. NNIP Advisors is not registered as a broker-dealer with the SEC or a member of FINRA.

Controversial Weapons

Being based in The Netherlands and Belgium, NNIP Advisors adheres to Dutch and Belgian regulations prohibiting it from investing in securities issued by companies that produce, sell or distribute controversial weapons, such as anti-personnel mines, cluster ammunition, nuclear weapons, or arms trading, for its client accounts, including the US client accounts.

Similarly, NNIP Advisors' ultimate parent entity, NN Group N.V., has developed a Responsible Investment Policy Framework (RI Framework) and Defence Policy. The RI Framework takes factors relating to Environmental, Social and Governance (e.g., human rights violations, environmental damages) into account for investing (in some cases, NNIP Advisors will not invest in certain companies because of their negative record in this area) and the Defence Policy which further restricts NNIP Advisors' ability to invest in securities issued by companies involved in other aspects of the defence or weapons industry (beside the ones listed above). Additional information about these policies can be found on NN Group's website: <https://www.nn-group.com/In-society/Responsible-investment/Responsible-investment-policy-framework.htm>.

Assets under Management

All investment advisory client accounts managed by NNIP Advisors are discretionary in nature, although from time-to-time non-discretionary mandates may be accepted. Please see our Form ADV Part 1A for our assets under management as of December 31, 2018. The assets under management include assets of foreign clients managed by NNIP Advisors, but do not include any assets from NNIP Advisors' trade order execution services for non-U.S. client accounts. The majority of NNIP Advisors' assets under management is comprised of non-U.S. client accounts.

Discretionary Authority

Subject to any contractual terms and/or written guidelines which the advisory client may provide, NNIP Advisors normally has complete discretion and authority to manage client accounts. NNIP Advisors, as the client's agent and attorney-in-fact, generally holds a limited power of attorney to act without prior consultation. Accordingly, NNIP Advisors is generally authorized to perform various functions, at the client's expense, without further approval from a client (unless it is required by law):

- (a) to make all investment decisions;
- (b) to buy, sell, and otherwise trade in securities;
- (c) to issue instructions to the custodian for operational matters of the account for such items as tender offers and reorganizations;
- (d) to select Brokers and Execution Venues (Regulated Markets, Multilateral Trading Facilities (MTF) and Organised Trading Facility (OTF), a Systematic Internaliser (SI), or a market maker or other liquidity provider or an entity that performs a similar function in a third country to the functions performed by any of the foregoing) to

¹ Being registered with the SEC does not imply a certain level of skill or training.

execute securities transactions;

(e) when required by clients, to vote proxies;

(f) and to make similar decisions, except that as a general matter, a fund's or account's custodian rather than NNIP Advisors is responsible for filing class action claims and NNIP Advisors generally does not commence or pursue litigation on behalf of clients or separately managed accounts.

For many clients, NNIP Advisors may enter into swaps and other derivatives and may execute ancillary documents on their behalf. In certain instances, NNIP Advisors may enter into non-discretionary arrangements with its clients where NNIP Advisors obtains client approval prior to execution of a trade or provides the client with investment recommendations which the client, in its sole discretion, may implement.

In some situations, NNIP Advisors and/or its affiliates may provide administrative, trading, marketing and other support services for affiliated or unaffiliated entities, where the entities are responsible for making portfolio management decisions. For example, NNIP Advisors or an affiliate may provide trading desk, research, or similar support services for affiliated or unaffiliated investment advisers. NNIP Advisors' portfolio management, research, and trading teams are part of the larger NN Investment Partners global teams located throughout U.S., Europe, and Asia. Most of the NN Investment Partners global team heads and chief investment officer are based in The Hague, The Netherlands. NNIP Advisors may share portfolio management teams and their support staff with affiliated investment advisers. For instance, NNIP Advisors may share the portfolio management, trading, and back-office operations with its affiliates in U.S., Europe, and Asia. Additional information about sharing of employees and services with affiliates can be found under Item 10 in this brochure.

Item 5

Fees and Compensation

Generally, NNIP Advisors' advisory fees for providing investment management services are being based upon a percentage of the market value of assets under management. As described below, we may also charge performance based fees. Our investment advisory fees are negotiable. In some cases, certain clients may pay lower fees or have other unique arrangements. For instance, we may agree to offer certain clients fees that are lower (for example, the lowest fee available for clients with "most favored-nation rights" in their advisory agreement) than other clients in the same investment strategy or objective. We may also receive fees or reimbursement from individuals or financial institutions, including affiliates, for various services we provide.

The fees for mutual funds and other funds or accounts are set forth in the particular fund's prospectus, offering documents, or in the account's investment advisory agreement. More complete information concerning each such (registered) fund, including advisory and sub-advisory fees, is disclosed in the prospectus and statement of additional information of these affiliated and unaffiliated funds. For its services as a sub-adviser to registered investment companies NNIP Advisors receives a sub-advisory fee as set forth in the aforementioned documents.

The specific manner in which fees are charged by NNIP Advisors is established in a client's investment advisory agreement with NNIP Advisors. Generally, the U.S. clients of NNIP Advisors calculate the fees due to NNIP Advisors and pay them on a monthly or quarterly basis. Clients may elect to pay in advance or arrears each calendar month or quarter. Clients may also elect to authorize NNIP Advisors to directly debit fees from client accounts.

For the (affiliated) European regulated mutual funds, affiliated entities calculate the fees due to NNIP Advisors and pay them to NNIP Advisors.

Unless provided for otherwise in the investment advisory agreement, standard pricing services and/or methodologies generally are used to determine the market value of the account. In this regard, NNIP Advisors and its affiliates will generally use and rely on various services from external vendors for information such as pricing, ratings, type of security (e.g., Rule 144A, Reg S, private placements) and other relevant factors. While these vendors are generally reliable, from time to time the information they provide may be inaccurate or stale; this may impact the pricing or categorization of client portfolio holdings and account market values. NNIP Advisors may invest in securities or instruments on behalf of its clients that have no trading market or are otherwise difficult to value, in which case its affiliates may need to determine a price for a portfolio holding using "fair value" pricing methodologies. In these situations, our affiliates will elicit input from a number of external or internal sources (e.g., "matrix pricing" or other pricing services, portfolio managers, finance, etc.) and determine what it believes to be a representative or "fair" price for the holding. For some investments there may be only one Broker or Execution Venue (Regulated Markets, Multilateral Trading Facilities (MTF) and Organised Trading Facility (OTF), a Systematic Internaliser (SI), or a market maker or other liquidity provider or an entity that performs a similar function in a third country to the functions performed by any of the foregoing, etc., collectively, "Brokers" or "Brokers and Execution Venues") that can provide a reliable price quotation. For these types of securities, NNIP Advisors and its affiliates may determine which Broker or Execution Venue it believes will provide the most reliable price quotations. These determinations may involve a significant amount of judgment and in some cases may differ substantially from prices that are ultimately realized in a transaction. In addition, where different accounts or funds are governed by different pricing policies and/or have different custodians, it is possible that the same security or instrument could be assigned different valuations.

Our advisory fees are exclusive of brokerage commissions, transaction fees, custodial fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, Brokers and Execution Venues, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees and operating expenses, which are disclosed in a fund's prospectus and statement of additional information. Such charges, fees and commissions are in addition to our advisory fees, and we will not receive any portion of these commissions, fees, and costs from the U.S. clients.

For the (affiliated) European regulated mutual funds, NNIP Advisors or its affiliates may receive additional fees, such as security lending fees and/or fixed service fees. Generally, these fees are disclosed in the (sub)fund's prospectus.

Investment advisory agreements between NNIP Advisors and the client may generally be terminated by either party, pursuant to the notice requirements specified in the investment management agreements which are generally equal to thirty days or less. Upon the termination of the agreement, NNIP Advisors will have no obligation to recommend or take any action with regard to the securities, cash or other investments in the account, and, unless directed to the contrary by a client in writing. NNIP Advisors is typically entitled to the pro-rata portion of the earned fee when an agreement has been terminated, generally inclusive of any notice period. Refunds may not typically apply as fees are generally paid in arrears, based on the size of the account on the last day of the preceding quarter.

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

Performance-Based Fees

Although NNIP Advisors currently does not charge performance based fees for any of the client accounts over which it has discretionary authority, NNIP Advisors may be compensated under performance-based fee arrangements in compliance with Rule 205-3 under the Investment Advisers Act of 1940 ("Advisers Act") by qualified clients if the clients propose such arrangements. Such fees are subject to individualized negotiation with each such client. Managing accounts with performance-based fee arrangements and accounts that do not have such an arrangement may result in conflicts of interest. The potential conflicts of interest in these situations could, in theory, incentivise a manager to favour certain funds or accounts over others with respect to allocations and/or trading activities. In order to monitor and address these potential conflicts, NNIP Advisors would implement various processes and procedures when the situation arises. These processes and procedures would be designed to ensure that all funds and accounts will be treated fairly, that any short sales will be conducted in an appropriate manner, and that allocations of offerings or investment opportunities among funds and accounts will be fair and equitable over time and under the circumstances.

NNIP Advisors receives performance based fees for providing non-discretionary investment services to certain clients. This non-discretionary investment service solely consists of providing a model portfolio. NNIP Advisors BV does not initiate or executed transactions for these clients. As this service is not considered investment advice, Rule 205-3 under the Investment Advisers Act of 1940 ("Advisers Act") is not applicable.

These model portfolios may be used for discretionary and non-discretionary clients. The timing of the implementation of such model portfolio may be different between discretionary and non-discretionary clients, as NNIP Advisors has influence on, but does not control the implementation of a model portfolio by non-discretionary clients. As a result, the timing difference of the

implementation may have a positive or negative influence on performance.

Item 7 Type of Clients

NNIP Advisors provides sub-advisory services to an SEC-registered investment company (Voya Fund), through a sub-advisory arrangement. NNIP Advisors also provides investment advisory services to non-U.S. institutional clients and, (affiliated) European regulated mutual funds. Besides sub-advisory services, NNIP Advisors may also provide recommendations and investment advice regarding investment strategies to affiliated and unaffiliated entities, including non-discretionary investment advice to a SEC-registered investment advisor. Besides this SEC-registered investment advisor and the SEC-registered investment company of Voya Funds, all other clients of NNIP Advisors are non-U.S. clients.

NNIP Advisors may provide advisory or brokerage services to non-U.S. individual client accounts.

NNIP Advisors is licensed in The Netherlands to provide brokerage services. Under this license, NNIP Advisors provides these brokerage services to its direct affiliates by executing orders on behalf of these direct affiliates.

Affiliates, such as NN Investment Partners B.V. and NN Investment Partners North America LLC, also provide sub-advisory services to affiliated and non-affiliated clients, including corporate pension and profit-sharing plans, charitable institutions, foundations, endowments, municipalities, private investment funds, commingled trust funds, trust programs, sovereign funds, foreign mutual funds such as UCITS and AIF, and other institutions.

NNIP Advisors is domiciled in The Netherlands and also registered with the AFM. NNIP Advisors is registered as an investment adviser with the SEC and the provisions of the Advisers Act are applicable to NNIP Advisors' dealings with U.S. clients. Because NNIP Advisors is physically located outside the U.S., certain provisions of the Advisers Act are not applicable to NNIP Advisors' non-U.S. clients. For example, NNIP Advisors generally will not apply the following U.S. rules and regulations for its non-U.S. clients or prospective non-U.S. clients:

- Rules and regulations regarding custody and constructive custody of client assets
- Rules and regulations regarding advertisement, marketing, and use of social media for marketing or advertisements
- Rules and regulations on proxy voting for client accounts
- Rules and regulations regarding affiliated and principal transactions, such as, but not limited to
 - Perform cross trades
 - Perform agency cross transactions
 - Invest in affiliates of NN Group N.V., the ultimate parent company of NNIP Advisors
 - Trade with affiliated Brokers
- Rules and regulations on use of solicitors (i.e., receiving compensation for finding or referring client to NNIP Advisors or its affiliates)

- Rules and regulations pertaining to performance fees should a non-U.S. client propose such fee arrangement to NNIP Advisors
- Rules and regulations pertaining to assignment of investment advisory contracts or use of “hedge clauses” in such contracts for non-U.S. clients.

Item 8

Methods of Analysis, Investment Strategies and Risk of Loss

With an emphasis on active management, our investment mission is to find unrecognized value ahead of consensus. To this end, our portfolio management teams seek original insights on markets and securities and a vision of investment potential that differs from the consensus view. We apply our proprietary research and analytics, global resources, portfolio diagnostics and risk management to the development of investment products and solutions in pursuit of our clients’ objectives. For clients and funds seeking more quantitative or model-driven solutions, we seek to bring technical and analytical expertise in developing rigorous and superior solutions. Investing in securities involves risk of loss that clients should be prepared to bear. Clients can lose money on an investment. Any of the following risks, among others, could affect performance or cause an investment to lose money or to underperform market averages.

Equity

Our equity disciplines are organized in teams of portfolio managers and data scientists. We believe we need to anticipate market behavior better than the average investor to generate better returns. We anticipate market behavior by combining insights from fundamental data with insights from behavioral data. In this analysis we combine the machine rigor that is brought by data scientists with the human creativity and domain knowledge, obtained from experience and research, that the portfolio managers bring into the strategy design. In the portfolio construction we implement our insights in a well-diversified manner to benefit our clients.

Fixed Income

NNIP Advisors believes that a disciplined investment process with macro-theme analysis built into every step will capture market changes and guide us to unrecognized value opportunities ahead of consensus. To harness the potential of our global resources, far-reaching and well integrated information sharing is necessary to fully exploit market potential and generate superior returns. The investment process includes a balanced emphasis on quantitative and qualitative inputs that foster strong checks and balances and validation for our investment themes. Top-down macro themes shape over-all strategy and also provide the context for our bottom up security selection. Proprietary risk management tools and processes help to monitor portfolio risk exposures.

Derivatives

Derivatives may be used to hedge certain investments or risks, generate income, such as covered-call strategy, gain market exposure, replicate cash securities, equitize cash, etc. The use of derivatives for non-hedging purposes may be considered speculative and will entail significant risks. Even for hedges, it is very difficult to

completely hedge certain risks because changes in value of derivatives may not always correlate perfectly with the underlying reference.

Environmental, Social, Governance (ESG) Factors

NNIP Advisors understands that environmental, social and governance (ESG) factors can impact the investment risk and return profiles of our investments. We may incorporate relevant factors, including these, into our analysis of the long-term performance outlook of a company and the value of its securities. Depending on the particular situation, as part of our assessment of a company’s value, prospects and financial condition, we may consider information about many factors, including, among others, those that are considered ESG, such as exposure to regulation or litigation, labour relations, human rights, product quality and safety, reputation, governance practices, executive compensation, reporting and disclosure, community relations, energy costs and climate impact. In general, we focus on those factors likely to have a material effect on the value and performance of a company and its securities over time. NNIP Advisors may create dedicated portfolios on behalf of investment funds and separate accounts using these strategies, and, where appropriate, NNIP Advisors also works closely with clients to customize guidelines to meet specific client requirements.

Risks

Investing in securities involves risk of loss that clients should be prepared to bear. Client should understand that investment decisions made for the portfolio by NNIP Advisors are subject to various market, currency, economic, political and business risks, and that those investment decisions will not always be profitable. Set forth below are the key investment risks associated with NNIP Advisors’ significant investment strategies and methods of analysis as well as with many of the investment techniques or instruments that may be used. Any of the following risks, among others, could affect performance or cause an investment to lose money or to underperform market averages. Clients should be aware that not all of the risks listed below will pertain to every account as certain risks may only apply to certain strategies. The risks are placed in alphabetical order, which does not reflect in any way the relative importance of each individual risk.

The below described risks may materialize independently or jointly, as we currently see with the global outbreak of COVID-19. COVID-19 has resulted in a great deal of uncertainty on financial markets. This is reflected in elevated market volatility, accompanied by meaningful price corrections.

General Investment Risks

Company. The price of a given company’s stock could decline or underperform for many reasons including, among others, poor management, financial problems, or business challenges. If a company declares bankruptcy or becomes insolvent, its stock could become worthless. For investments in initial public offerings (“IPOs”), the risk is even higher as these companies have limited or no operating history as publicly-traded companies.

Convertible Securities. Convertible securities are securities that are convertible into or exercisable for common stock at a stated price or rate. Convertible securities are subject to the usual risks associated with debt securities, such as interest rate and credit risk. In addition,

because convertible securities react to changes in the value of the stocks into which they convert, they are subject to market risk.

Credit & Counterparty. Credit risk is the risk that the issuer of a security, or the counterparty to an agreement or contract, such as OTC derivatives, may be unable or unwilling to meet its financial obligations.

Currency. To the extent that a client invests directly in foreign currencies or in securities denominated in or that trade in foreign (non-U.S.) currencies, it is subject to the risk that those currencies will decline in value relative to the U.S. dollar or, in the case of hedging positions, that the U.S. dollar will decline in value relative to the currency being hedged.

Derivative Instruments. Derivative instruments are subject to a number of risks, including the risk of changes in the market price of the underlying securities, credit risk with respect to the counterparty, risk of loss due to changes in interest rates and liquidity risk. The use of certain derivatives may also have a leveraging effect which may increase volatility and reduce returns. When derivatives are used for hedging, which is designed to reduce or mitigate losses, it also can reduce or eliminate gains. The use of derivatives for non-hedging purposes may be considered more speculative than other types of Investments due to its leveraging effects.

Foreign Investments. Investing in foreign (non-U.S.) securities may result in more rapid and extreme changes in value than an investment exclusively in securities of U.S. companies due to smaller markets, differing reporting, accounting and auditing standards, and nationalization, expropriation or confiscatory taxation, foreign currency fluctuations, currency blockage, or political changes or diplomatic developments. For some foreign countries, there are additional risks with the settlement of trades. For instance, in Russia, some local counterparties trade on a “free-of-payment” (“FOP”) basis instead of a delivery-versus-payment/receipt-versus-payment (“DVP/RVP”) basis, the standard practice found in the U.S. and Western Europe. The FOP transactions expose the client accounts to greater counterparty risk because the counterparty, for any reason, could fail to complete the transaction in which case the client accounts would not receive their monies or ownership rights to the securities. This risk is higher for certain client accounts that invest in Russian securities. Another risk that the clients may face is the registration of securities. For instance, the ownership of Russian company securities is recorded by the companies themselves and/or by the registrars instead of through a central registration system. It is possible that the client’s ownership rights could be lost through fraud or negligence by the counterparty.

Interest Rate. Fixed income securities are subject to interest rate risk because the prices of fixed income securities and interest rates are inversely correlated. When interest rates rise, fixed income security prices fall. When interest rates fall, fixed income security prices rise. Generally, fixed income securities with longer maturities are more sensitive to these price changes. In addition, falling interest rates may cause the income for client accounts to decline.

Liquidity. If a security is illiquid, NNIP Advisors might be unable to sell the security at a time when desired, and the security could have the effect of decreasing the overall level of a client account’s

liquidity. Further, the lack of an established secondary market may make it more difficult to value illiquid securities, which could vary from the amount realized upon disposition. NNIP Advisors may make investments that become less liquid in response to market developments or adverse investor perception. A client could lose money if it cannot sell a security at the time and price that would be most beneficial to it. Liquidity risk is even higher for investments in private placements and restricted securities because they are not publicly traded and the level of investor protection is generally lower than for publicly-traded securities.

Market. Stock prices are volatile and are affected by the real or perceived impacts of such factors as economic conditions and political events. The stock market tends to be cyclical, with periods when stock prices generally rise and periods when stock prices generally decline. Any given stock market segment may remain out of favor with investors for a short or long period of time, and stocks as an asset class may underperform bonds or other asset classes during some periods.

Market Capitalization. At a high level, stocks can be classified into three broad market capitalization categories - large, mid and small. Investing primarily in one category carries the risk that, due to current market conditions, that category may be out of favor with investors. If valuations of large-capitalization companies appear to be greatly out of proportion to the valuations of mid- or small-capitalization companies, investors may migrate to the stock of mid- and small-sized companies causing an investment in these companies to increase in value more rapidly than an investment in larger, fully-valued companies. Investing in mid- and small-capitalization companies may be subject to special risks associated with narrower product lines, more limited financial resources, smaller management groups, and a more limited trading market for their stock as compared with larger companies. As a result, stock of mid- and small-capitalization companies may decline significantly in market downturns.

Portfolio Management. Each client is subject to management risk. NNIP Advisors will apply investment techniques and risk analyses in making investment decisions for a client, but there can be no guarantee that these decisions will produce the desired results. NNIP Advisors does not guarantee that a client account will achieve its performance return or investment objective expectations/targets.

Key Man Risk. A specific investment strategy may be dependent significantly on one or more portfolio managers. Losing one or more of these portfolio managers may significantly impact NNIP Advisors’ (short term) ability to appropriately manage the client’s assets.

Securities Lending. NNIP Advisors does not offer securities lending services to its U.S. client accounts. The U.S. client accounts that have retained their custodian to engage in securities lending activities should note two primary risks: “investment risk” and “borrower default risk.” Investment risk is the risk of loss of the cash collateral received from the borrower. Borrower default risk is the risk that an investment will lose money due to the failure of a borrower to return a borrowed security in a timely manner. Securities lending activities may incur negative tax consequences for a client.

For the non-U.S. client accounts, NNIP Advisors and/or its affiliates may offer securities lending services to these clients and NNIP Advisors and/or its affiliates will be compensated for its services. The investment and borrower default risks described above also apply to these non-U.S. client accounts.

Timing of Implementation Risk. NNIP Advisors can give no assurances as to the timing of the investment of client accounts or funds generally and/or any changes to client accounts or funds over time, including with respect to asset allocation and investments, the performance or profitability of the client account or fund, nor any guarantee that any investment objectives, expectations or targets will be achieved, including, without limitation, any risk control, risk management or return objectives, expectations or targets.

Investment Strategy Risks

In addition to the risks involved with various instruments and markets noted above, various investment strategies also may entail unique risks. Several of these are set forth below. In all cases, a client should review applicable offering documents and/or other materials, which will generally have more detailed information about relevant risks.

Equities. Most of NNIP Advisors' investment strategies focus mainly or in part on equities. Equities can be of various types, such as common stock or preferred stock, and generally are subject to market, company-specific and liquidity risks.

Fixed Income. Part of our investment strategies focus on fixed income securities, which can include a wide array of debt instruments, including investment grade debt, government securities, corporate debt, money market instruments, mortgage-backed securities, non-investment grade (or "high yield") debt, credit-linked notes, structured securities, emerging market debt, and others. To varying degrees—and depending on the particular instruments—fixed income securities are subject to interest rate, credit, liquidity, counterparty, and geopolitical risks among others. High-yield securities (e.g., junk bonds) are subject to greater levels of credit and liquidity risks. High-yield securities are considered primarily speculative with respect to the issuer's continuing ability to make principal and interest payments.

Quantitative Strategies. A number of our strategies are quantitative based, meaning that they employ mathematical or analytical tools in determining portfolio decisions. These strategies may involve the risk of software being inaccurately programmed or flaws in the applicable model or analysis.

Emerging Markets. NNIP Advisors has a number of funds or accounts that invest in emerging market debt or equity. The emerging markets are often in less-developed countries and tend to be more volatile and riskier than more developed countries with established trading markets. In addition, the instruments and investments of emerging markets often carry higher credit, company, liquidity, and geopolitical risks. For instance, during the financial crisis of 2008, the emerging markets became very illiquid as counterparties were unable or unwilling to trade such securities.

Other Risks

Other potential risks include the following.

Government Investment Restrictions. Government regulations and restrictions may limit the amount and type of securities that may be purchased or sold by NNIP Advisors on behalf of its clients. Also governmental bodies (e.g. OFAC, the European Union of local governmental bodies may impose sanctions affecting the investment universe or liquidity of securities NNIP Advisors can invest in on behalf of its clients.

Model risk. Certain products and investment strategies may rely on signals and data from various analytical models or software, including the use of artificial intelligence and robotics, which may be proprietary property or from third parties. These models and software can be adversely impacted by human or system errors in the mathematical foundations of the model, programming, quality of data and other factors.

Technology risk. Software and hardware malfunctions or problems may impact certain investment strategies and products. For example, certain client transactions may be carried out using electronic trading and order routing systems which are subject to various risks associated with system failure, inaccessibility, and other factors.

Cybersecurity Risk. The digital and network technologies used by NNIP Advisors to conduct its business may be subject to possible cybersecurity incidents that could potentially result in the inadvertent disclosure of confidential or sensitive data about NNIP Advisors or its clients to unauthorized parties. Furthermore, due to NNIP Advisors' interconnectivity with third party vendors, service providers, counterparties and other financial institutions, NNIP Advisors and its clients could be adversely impacted if any of them were subject to a cybersecurity event. NNIP Advisors has implemented a program to safeguard the confidentiality, integrity and availability of its internal data.

Item 9 Disciplinary Information

As part of a large, global financial services company, NNIP Advisors' affiliates may be involved in disciplinary, regulatory or other legal matters from time to time, as well as being subject to examinations, investigations and inquiries from governmental and regulatory authorities.

Neither NNIP Advisors nor its management has been involved in any legal or disciplinary events in the past ten years that would be material to a client's evaluation of NNIP Advisors or the integrity of NNIP Advisors' management.

For more information on disciplinary and legal matters that may involve NNIP Advisors or certain of its related companies, see Item 11 of NNIP Advisors' Form ADV-Part 1A, available at www.adviserinfo.sec.gov.

Item 10 Other Financial Industry Activities and Affiliations Disciplinary

NNIP Advisors is part of a large, global financial services company and, as such, has relationships and affiliations with many other entities engaged in the financial industry. NNIP Advisors' ownership structure is explained more fully in Item 4. Aside from being registered as an investment adviser with the SEC, NNIP Advisors is also licensed to offer investment advisory services in Europe by the Dutch securities regulator AFM (Autoriteit Financiële Markten – The Dutch Authority for the Financial Markets) and may also determine to register in various non-U.S. jurisdictions depending on business needs and regulatory requirements.

Being registered with the SEC or licensed by the AFM does not necessarily imply a certain level of skill or training.

Sub-Adviser and Other Services

NNIP Advisors acts as adviser, consultant, or subadviser to many registered investment companies advised by Voya Investments LLC, generally known as "Voya Funds," as well as providing model portfolios to Voya Investment Management. More complete information concerning each such investment company or fund is set forth in the fund's respective prospectus and statement of additional information, or other applicable offering documents. In addition, NNIP Advisors may engage in sub-advising, marketing, consulting, product development or other initiatives on behalf of insurance company affiliates of NN Group N.V., a publicly-listed company.

Affiliated Investment Advisers and Broker-Dealers

NNIP Advisors, through a common parent, NN Group N.V., is affiliated with an SEC-registered investment adviser, non-SEC registered investment advisers, broker-dealers, sharing officers and personnel. NNIP Advisors has material business relationships with these affiliated investment advisers:

- NN Investment Partners North America LLC (SEC number: 801-77329) – based in New York, NY USA and registered as an investment adviser with the SEC and acts as investment adviser to various types of clients. NN Investment Partners North America LLC is part of the global NN Investment Partners organization. Part of our global fixed income teams (e.g., investment grade debt, high yield debt, and emerging market debt) are based in this office. These portfolio management and trading teams help manage and trade for clients of NNIP Advisors and its affiliates in Europe and Asia.
- NN Investment Partners B.V. – based in The Hague, The Netherlands, and licensed by the AFM and provides investment advisory services to affiliated Dutch and Luxembourg mutual funds, institutional clients globally and affiliated NN Group insurance companies. NNIP Advisors acts as a sub-advisor for several mutual funds of NN Investment Partners B.V. NN Investment Partners B.V. is part of the global NN Investment Partners organization. NNIP Advisors shares office space, equipment, and some personnel with this investment adviser.
- NN Investment Partners Belgium S.A. – based in Brussels, Belgium, and licensed by Financial Services and Markets Authority (FSMA) and provides investment advisory services to Belgian mutual funds and institutional clients. NN Investment partners Belgium S.A. is part of the global NN Investment Partners organization. NN

Investment Partners Belgium S.A. shares its office space with NNIP Advisors, which has a branch office in Brussels, Belgium. Part of our global value equity team is based in Brussels and manages the value and high dividend strategies. The trading is performed by the Trading team in The Hague, The Netherlands.

- NN Investment Partners (Singapore) Ltd. – based in Singapore and licensed by Monetary Authority of Singapore (MAS) and provides investment advisory services to mutual funds and institutional clients. NN Investment Partners (Singapore) Ltd. is part of the NN Investment Partners organization. Some of our global fixed income and equity teams (e.g., investment grade debt, high yield debt, emerging market debt, and emerging market equity) are based in this office. These portfolio management and trading teams help manage and trade for clients of NNIP Advisors and its affiliates in U.S. and Europe.

In addition, more broadly through various parent entities, NNIP Advisors is also affiliated with many other legal entities engaged in the business of providing banking and insurance, products and services to customers throughout the world.

Unaffiliated Investment Advisers and Broker-Dealer

NNIP Advisors has material business relationships with these four unaffiliated investment advisers and broker-dealer:

- Voya Investments LLC (dba Voya Funds) (SEC number: 801-48282) – based in Scottsdale, AZ, USA and registered as an investment adviser with the SEC, acts as investment adviser to the Voya Funds funds. NNIP Advisors subadvises a Voya Funds fund (open end fund). Voya Investments LLC is affiliated with Voya Investment Management.
- Voya Investment Management Co., LLC (dba Voya Investment Management) (SEC number: 801-9046) – based in New York, NY, USA and registered as an investment adviser with the SEC and provides investment advisory services to various types of clients. NNIP Advisors provides model portfolios and its affiliate also has a solicitation agreement with this investment adviser.
- Voya Investment Trust Co. – based in Windsor, Connecticut, USA and registered with the Connecticut Department of Banking as a trust company. Voya Investment Trust Co. is affiliated with Voya Investment Management. NNIP Advisors provides model portfolios to this trust company and may in the future acts as subadviser to the collective trust funds for several selected strategies.
- Voya Investments Distributor, LLC (SEC number: 8-48020) - distributor for the Voya Funds that NNIP Advisors subadvises and also, may serve as the placement agent for various private funds. NNIP Advisors has a solicitation agreement with Voya Investments Distributor LLC.
- American Century Investments (ACI) (SEC number: 801-8174) – based in Kansas City, Missouri, USA and registered as an investment adviser with the SEC and provides research and model portfolios to NNIP Advisors.

Employee, Equipment, and Office Sharing

As noted elsewhere, NN Investment Partners comprises several advisory and other entities operating as the asset management arm of NN Group N.V.. in connection with these activities, management persons and other senior executives of NNIP Advisors serve as officers and/ or directors of affiliated entities. Within the NN Investment Partners organization in Europe, NNIP Advisors shares employees, IT, infrastructure, equipment and programs, operational and investment related systems, and office space, service contracts, software licenses, global policies and procedures with its affiliates in Belgium and The Netherlands. NNIP Advisors may also share employees with other affiliates in U.S., Europe, and Asia to provide portfolio management and trading activities to help manage these funds. For instance, part of the emerging market debt team is based in New York and Singapore. The employees in those offices are employed by the local legal entities (NN Investment Partners North America LLC in U.S. and NN Investment Partners (Singapore) Ltd in Singapore). NNIP Advisors may receive various products and services from affiliates for its advisory clients. Such affiliates include U.S. as well as non-U.S. registered and non-registered investment advisers and other financial services providers. In addition, NNIP Advisors may provide or receive investment advice or engage in sub-advisory, marketing, product development or other initiatives with affiliates or unaffiliated entities. Most notably, NNIP Advisors has entered into servicing, solicitation, and employee-sharing agreements with affiliated investment advisers relating to portfolio management, research, trading, and operational support. For example, in certain cases, the trading desk of NNIP Advisors, or an affiliate, may handle orders for multiple affiliated investment advisers across multiple locations in Asia, Europe, and U.S. Likewise, trading desks or portfolio managers/traders of affiliates may handle orders for NNIP Advisors. Similarly, NNIP Advisors shares employees that work on trade processing, settlement, accounting, corporate actions, valuation, ISDA contract negotiation, fee calculation (if necessary), calculating and publishing NAVs (if applicable), performance data calculation, marketing, and client servicing for its affiliated and unaffiliated client accounts. In addition, NNIP Advisors' also shares portfolio management, trading, risk management, internal audit, legal, and compliance systems. The affiliates provide daily risk management oversight, such as monitoring of client account investment guidelines and restrictions and counterparty exposure for derivatives and reviewing and approving counterparties, for NNIP Advisors' client accounts. In arrangements with affiliates, the amount of revenue shared varies depending upon the nature of the services provided by each entity. NNIP Advisors' clients do not pay any additional fees to us or our affiliates for sharing employees and office space.

Allocation and similar investment and trading decisions, including those on behalf of clients are made in a manner consistent with applicable policies designed to treat all clients (except affiliated client such as NN Group insurance accounts under certain conditions as required by certain Dutch regulations) fair and equitable over time and under the circumstances.

NNIP Advisors and/or its affiliates have solicitation arrangements in place with Voya Investment Management. Under these arrangements, the client does not pay higher fees than each adviser's typical advisory fees. In this relationship, NNIP Advisors or its affiliates generally shares the fees received from the clients with the involved entities.

Item 11 Code of Ethics

Overview

NNIP Advisors has implemented a Code of Ethics ("Code"). The Code is integrated in the NNIP Insiders Regulations, as required by Dutch securities regulations. The Code is designed to prohibit internal employees from engaging in personal investment activities which could compete with or may attempt to take advantage of certain planned portfolio transactions and to prevent violations of applicable law. Subject to certain exceptions, such as non-NN managed open-end investment companies, the Code requires internal employees to receive pre-clearance from NN Group N.V.'s Corporate Compliance Department before executing personal securities transactions. Dutch employees are required to hold their securities accounts at ING Private Bank, an unaffiliated bank, to allow NN Group N.V.'s Corporate Compliance Department to receive regularly reports of their personal securities transactions and holdings. In addition, employees are required to certify at least annually in writing regarding compliance with the Code. The Code also establishes minimum holding periods (purchase and sale or sale and purchase) in the same or related securities, maximum order sizes per trading day and limits the company's employees can invest in to companies that are members of the MSCI World Index and MSCI Emerging Markets Free indices (with a market capitalization of at least €1 billion at the beginning of each calendar month) without checking against clients' (pending) transactions or holdings as they have large capitalization and are less likely to be affected by NNIP Advisors' trading. NNIP Advisors performs post-trade conflicts reviews to make sure its employees are abiding by the letter and spirit of its Code.

Employees may sell their legacy holdings that are not members of the MSCI World Index and MSCI Emerging Markets Free indices after receiving pre-approval from NNIP Compliance and NN Group N.V.'s Corporate Compliance. These transactions are checked against potential client transactions.

The Code further prohibits employees from purchasing IPOs.

Employees are also required to submit, on a quarterly basis, a summary of their personal securities transactions and on an annual basis, a list of their personal securities holdings, along with certifying compliance with relevant policies and procedures. The internal employees are prohibited from using the influence of their position to obtain a personal trading advantage.

NNIP Advisors reports material violations of the Code to certain clients (such as Voya Funds), quarterly. NNIP Advisors deems certain violations to be material, such as employees not obtaining pre-approval from NN Group N.V.'s Compliance and/or NNIP Compliance for personal securities transactions, and other violations to be non-material, such as first-time late reportings of personal securities transactions by employees or instances in which the employees were not fully responsible for the violations. For non-material violations, employees may still receive written warnings from NNIP Compliance; however, these violations are generally not reported to clients. At year end, material violations are reported to the NNIP Compensation Committee and employees may be penalized through the upcoming variable compensation (i.e., a reduction in the annual bonus).

Employees who are shared with affiliates of NNIP Advisors (or vice versa) are required to comply with the policies and procedures of the local NNIP offices that they are employed by. As such, shared employees are generally not required to comply with NNIP Advisors' preclearance, reporting, and certification requirements as long as they are subject to an affiliate's policies and procedures and the NNIP Compliance Department has access to the books and records of the shared employees' personal securities transactions maintained by our affiliates.

A copy of our Code is available to clients upon request and is available on www.nnip.com.

Trading by NNIP Advisors' Affiliates

NNIP Advisors or its affiliates may give advice and take action with respect to their own investments that may involve the same or similar investments, or alternatively may differ from the advice, timing or nature of action taken with respect to other clients.

NNIP Advisors, its affiliates and/or its or their employees may in some cases personally invest in the same securities that are purchased for or recommended to clients, or they may own securities of issuers that are subsequently purchased for or recommended to clients. In some instances, NNIP Advisors, its affiliates, or either of their employees may also be investors in the mutual funds subadvised or managed by NNIP Advisors or its affiliates. Such funds will generally be treated as client accounts, and are neither given preferential nor inferior treatment versus other client accounts in terms of investment or trade allocations. From time to time, conditions may arise in which shares may be purchased or sold for clients that are already owned by the principals or employees of a broker-dealer affiliate. In order to mitigate this conflict of interest NNIP Advisors permits employees to invest only in companies in the MSCI World and MSCI Emerging Markets Free indices (with a market capitalization of at least €1 billion at the beginning of each calendar month) without checking against client transactions as they have large capitalization and are less likely to be affected by NNIP Advisors' trading.

NNIP Advisors is part of a large, global financial services company and as such there may be numerous proprietary, employee and employee-related accounts with varying differences and considerations such as liquidity needs, realized and unrealized gains and losses, other tax consequences and differing assessments of market conditions; thus investment decisions for some proprietary, employee and employee-related accounts may not always be consistent with decisions made for clients or funds. For the same reasons, investment decisions made on behalf of one client or fund may not always be consistent with investment decisions made on behalf of another client or fund.

Together with its direct affiliates, NNIP Advisors manages many funds, accounts and other investment vehicles. NNIP Advisors and/or its affiliates may have an economic interest in various accounts. Accounts, funds and other persons advised by NNIP Advisors may have different investment objectives or considerations. Decisions as to purchases and sales for each fund or account are made separately and independently in light of their respective objectives and purposes and may differ, depending on the fund or account.

Regulatory Restrictions

The ability of NNIP Advisors or its affiliates to effect and/or recommend certain transactions may be restricted by applicable regulatory requirements in the U.S. and/or other countries or jurisdictions. In particular, activities of NNIP Advisors' affiliates involving investment banking, trade financing, substantial investing by our affiliated NN Group insurance companies and other financial services may impose limitations on the advice or recommendations NNIP Advisors or its affiliates may give. For instance, our affiliated NN Group insurance companies, as advised by affiliated investment advisers, may invest and own more than 5% of the outstanding equity interest or control more than 5% of the voting rights of publicly-traded companies domiciled in Europe for favorable Dutch tax reasons. Because of the relatively large holdings in such companies by our affiliated NN Group insurance companies, NNIP Advisors could be deemed to be an affiliate of these companies under SEC rules and regulations. NNIP Advisors has established policies and procedures to mitigate some of the potential conflicts of interest (e.g., placing one team "behind the wall," segregating duties and responsibilities, separating reporting lines, etc.) to enable NNIP Advisors to invest in these companies for its U.S. client accounts, when our affiliated NN Group insurance companies' ownership does not exceed a certain threshold in such companies. For clarity, NNIP Advisors considers a company to be an affiliate of NNIP Advisors when our affiliated NN Group insurance companies' equity ownership exceeds 10% or when they control more than 10% of the voting rights of the company that they invest in, and NNIP Advisors will not invest in such company for its U.S. client accounts. Not investing in such companies could have positive or negative performance impact to the U.S. client accounts.

Additionally, in situations where an affiliate of NNIP Advisors is involved in an underwriting, selling, or distribution of a company's securities, NNIP Advisors or its affiliates may be precluded from purchasing or recommending the purchase of certain securities of the company for clients. However, NNIP Advisors may purchase securities for its client accounts, generally from an unaffiliated Broker, during an underwriting or other offering of such securities in the primary market (e.g., IPO or new issue) in which an affiliated Broker is a member of the offering/selling syndicate. The affiliated Broker may be a lead manager, co-manager, placement agent, adviser, or member of the syndicate group. NNIP Advisors may not receive fees for effecting this transaction for our client accounts; however, our affiliated Broker may receive management, underwriting, selling concession, and other fees relating to this offering. This could give rise to a conflict of interest or the appearance of a conflict of interest in that our affiliated Broker will profit from such transactions. For SEC-registered investment companies, NNIP Advisors will report such transactions (e.g., Rule 10f-3 transaction) to the board of trustees of the investment companies.

The above regulatory restrictions do not apply to non-U.S. clients managed by NNIP Advisors as they have their own rules, regulations, and investment guidelines governing the management of their accounts.

Compliance Policies and Procedures

In order to monitor and address any potential conflicts of interest, NNIP Advisors has implemented various processes and procedures, including policies governing trading and allocations. These processes

and procedures are designed to ensure that all funds and accounts are treated fairly, and that allocations of offerings or investment opportunities among funds and accounts are equitable.

NNIP Advisors has numerous other policies designed to address various potential conflicts of interest, such as receipt of gifts or entertainment, personal securities transaction, outside affiliations, and others. Some of our compliance policies and procedures, including our abbreviated compliance handbook, are available on our website at: <https://www.nnip.com/en-INT/non-professional/about/policies-and-governance>.

Cross Trades

It is NNIP Advisors' policy not to cross any transactions for U.S. client accounts. For non-U.S. client accounts, in certain situations, where in the interests of clients or funds and permitted by law and by the relevant client or fund documents, NNIP Advisors may direct one client account or fund to purchase or sell an investment from or to another affiliated or unaffiliated client account or fund. For example, funds and/or accounts following similar investment strategies may need to "rebalance" their portfolios periodically. These "cross trade" transactions will be done only where the trader can obtain best execution for all parties involved.

Gifts, Entertainment and Anti-Bribery

Our gifts, events and business meals policy outlines what gifts and events (incl. entertainment) are typically appropriate and permissible. Aside from reporting requirements, employees of NNIP Advisors must also request approval from their managers and the Compliance Department for offering or receiving gifts and events over certain limits and to certain individuals (e.g., public officials).

Pay-to-Play

U.S. federal campaign laws prohibit foreign businesses and persons, which include NNIP Advisors and its employees, from contributing or engaging in political activities, such as lobbying, in the U.S. Accordingly, NNIP Advisors does not contribute to political parties/candidates in the U.S. and prohibits its employees who are not U.S. citizens or "green card holders" from contributing to U.S. political parties/candidates or engaging in political activities. Employees who hold U.S. citizenship or green cards should obtain approval from NNIP Compliance Department before making contributions to U.S. state and local political parties/candidates or engage in political activities.

Principal Transactions

In general, NNIP Advisors and its affiliates will not, acting as principal, buy securities from or sell securities to U.S. client accounts. However, we reserve the right to engage in such principal transactions where conducted in accordance with Section 206(3) of the Advisers Act and other applicable legal, regulatory and contractual provisions. NNIP Advisors and its affiliates may act as principal, buy securities from or sell securities to its non-U.S. client accounts, in accordance with EU regulations and client investment guidelines.

Managing Proprietary Capital

NNIP Advisors generally does not manage proprietary assets; although in some instances, NNIP Advisors or its affiliates may be the sole investor in a fund or account that NNIP Advisors manages in order to build a track record. NNIP Advisors or its affiliates may

withdraw capital from a fund or close its account at any time as long as it complies with applicable laws. As noted above in Item 4, NNIP Advisors may provide trade order transmission and trade order execution services for our affiliate, NN Group insurance accounts, as well as unaffiliated client accounts. NNIP Advisors may also serve as investment adviser to certain clients where affiliates provide the initial investments.

Procedures Governing Material, Non-Public Information

In the course of its business, NNIP Advisors, its affiliates and their respective employees may come into possession of material, non-public information. NNIP Advisors and affiliates have adopted written procedures to prevent the use of material non-public information for trading and investment decisions and to minimize any conflict of interest which might otherwise result from such circumstances. Such procedures may require that NNIP Advisors and/or its employees be restricted from engaging in transactions in certain securities until such time as NNIP Advisors is no longer restricted. For legal, regulatory and other reasons, NNIP Advisors may determine to restrict investments in securities or instruments of companies in which a client or an employee of NNIP Advisors is an officer or director or with which such person has other material relationships, or where other potential conflicts of interest are present.

Privacy Policy

NNIP Advisors does not manage or provide advisory services to U.S. retail clients. The policy below applies only to U.S. institutional clients.

Other than as required by law (e.g., regulatory audits or requests or audits by external auditors for the clients) we will generally not reveal client or former client information to any unaffiliated third party. In case it is deemed necessary and permitted by law to share client information with any unaffiliated party, NNIP Advisors will request permission from its clients. Client and former client information may be shared with our affiliates as necessary to administer, service or otherwise maintain accounts and generally as permitted by law. Below are our terms and conditions to our privacy policy.

1. What information may be collected? How could it be used?
We generally collect and use information about clients and customers in order to deliver quality service to them. Information may be obtained through applications, new account or other forms submitted directly to us or through unaffiliated third parties, transactions with us or our affiliates and meetings between clients and our employees, such as portfolio and/or account managers. This information might include a client's name, address, tax ID number, assets, income, credit and investment history or other client-specific information. We collect this information in order to advise clients about our products, services and other opportunities, and to operate our business.
2. Will any of the collected information be disclosed to others?
Other than as required or permitted by law, we will not reveal client or former client information to any unaffiliated third parties unless we have previously informed the client, have provided disclosure to the client or have otherwise been authorized by the client. Client and former client information may be shared with our affiliates as necessary to administer, service or otherwise maintain accounts and

generally as permitted by law. The types of persons to whom such information may be disclosed include the employees of NNIP Advisors and its related legal entities, agents, sub-advisors, and authorized representatives.

3. How is the collected information protected?

We have several internal controls in place to protect the collected information. We consider the information confidential and proprietary, and as such, we restrict access to such information.

4. Will these terms and conditions change in the future?

The terms and conditions above are current as of the date of this brochure, but as circumstances or legal requirements change, NNIP Advisors may need to amend these terms and conditions.

Item 12 Brokerage Practices

Factors in Selecting Brokers and Execution Venues and Executing Orders

NNIP Advisors and its affiliates have a duty to act honestly, fairly, professionally and in the best interests of its clients. When executing orders, NNIP Advisors takes all reasonable steps to obtain the best result for its clients. NNIP Advisors has a duty to ensure that, when executing transactions directly with Brokers or on/with Execution venues, it obtains “best execution”.

In general, to meet the duty of “best execution”, each trader must ensure the execution of transactions is most favorable under the prevailing circumstances. The concept of best execution is not limited to solely obtaining the best price and lowest transaction costs; the full range of a Broker and Execution Venue’s services, including among others, price, execution capabilities, speed and likelihood of execution, quality of execution, speed and likelihood of settlement, financial responsibility, administrative resources, proprietary risk criteria, size and nature of the order and responsiveness to enhance the overall value of a client account for both short term and long term, may be considered.

The Broker and Execution Venues selection and evaluation are monitored by the Trading Review Committee and the Enterprise Risk Management Committee (the “Committees”). These committees are organized and governed by NNIP Advisors and its affiliates in The Hague, The Netherlands and oversee trading practices for NNIP Advisors as well as its affiliates on a global basis.

A copy of our most recent “best execution policy” is available on our website at: <https://www.nnip.com/en-INT/non-professional/about/policies-and-governance>.

Broker and Execution Venue Selection

The selection procedure described below indicates if and when transactions are executed on the book of a Broker or if and when transactions are transmitted (to a Broker) for execution on a regulated market, multilateral trading platform or other execution venue. The Brokers with whom NNIP Advisors and its affiliates do regular business may execute NNIP Advisors’ orders on regulated markets, on multilateral trading facilities (MTF’s), with systemic

internalisers or on their own book. NNIP Advisor may execute orders outside a Execution Venue. Within the scope of execution instructions, NNIP may exercise discretion as to whether and when NNIP Advisor considers it is to your benefit to post some or all unexecuted limit orders in shares on behalf our clients to a regulated market or multilateral trading facility order book.

Approved Broker and Execution Venue List

Client transactions may be executed only with or through Broker and Execution Venues that meet prescribed minimum requirements applied by NNIP Advisors. A detailed Broker and Execution Venue approval process is described in the credit risk policy. The approval process involves amongst others Trading, Credit Risk Management, Compliance and NNIP Advisors’ Legal Department.

Exceptions

In exceptional circumstances, NNIP Advisors may use a Broker or Execution Venue which is currently not listed in this policy (e.g., in case a Broker or Execution Venue can provide big liquidity in a certain instrument, to accommodate execution in an unusual instrument or a new issue). This is permitted if this is in line NNIP Advisors’ relevant policies and these trades need to be reported to the Trading Review Committee (TRC).

Broker and Execution Venue Selection Criteria

NNIP Advisors is expected to execute trades only with Brokers or on Execution Venues which are included on the approved list. In selecting a Broker or Execution Venue, the Trading team and NNIP Advisors, to the extent that our portfolio managers execute trades, consider a number of factors when deciding on which executing Broker or Execution Venue to use.

For each execution of a transaction, a Broker or Execution Venue will be selected on the basis of (a selection of) the above mentioned factors. In addition, when selecting the Broker or Execution Venue for execution of the trade, NNIP Advisors will take into account criteria specific for the transaction, which will include the price and costs, speed and likelihood of execution and settlement of the trade, the size and nature of the trade order, impact on the market and proprietary risk criteria. Within that context, the client’s classification as professional/institutional, characteristics of the trade order and the relevant financial instruments can also play an important role in selecting a Broker or Execution Venue.

Price will generally have a high relative importance in obtaining the best possible result. However, NNIP Advisors may nevertheless decide not to execute a trade order through such Broker or on such Execution Venue if it, in assessing all other remaining factors, decides that such other factors outweigh the price and costs of the transaction.

Broker and Execution Venue Evaluation

The Brokers and Execution Venues will be formally reviewed on a semi-annual basis. In this review, any of the criteria below can be rated:

- 1) General execution capabilities of Brokers and Execution Venues:
 - a. the quality and effectiveness of a Broker’s or Execution Venue’s execution policy, in order for a Broker or Execution Venue to

- reach the best possible result for NN IP's client including breadth and depth of market access, connectivity to platforms and or access to specific markets.
- b. the Broker's or Execution Venue's evaluation capabilities (pre and post trade) and the timely and accurate provision of execution reports.
 - c. the Broker's or Execution Venue's ability to adhere to the waivers and deferrals as further defined by relevant regulators.
 - d. the Broker's or Execution Venue's regulatory regime and status.
- 2) Trade analysis such as Transaction Cost Analysis (TCA):
- a. the Broker's or Execution Venue's ability to provide the best price and/or competitiveness of all expenses incurred for the transaction, such as commission rates.
 - b. the Broker's or Execution Venue's ability to commit adequate capital when necessary.
 - c. the Broker's or Execution Venue's ability to search for and obtain liquidity to minimize market impact and accommodate unusual market conditions and Execution Venue's ability to maintain the confidentiality of an order and prevent information leakage.
 - d. quality, offering, speed of electronic execution methods and program trading (ability to execute multiple transactions).
 - e. efficiency and accuracy of the Broker's or Execution Venue's clearance and settlement process, including splits across clients.
 - f. the level of efforts exercised by the Broker or Execution Venue, to satisfy trading needs in a consistent manner and a proven track-record of the Broker or Execution Venue.
- 3) Qualitative:
- a. flexibility: is the Broker or Execution Venue able to execute unique trading strategies/execute and settle difficult trades as well as unusual trading volumes.
 - b. the level to which the Broker or Execution Venue is responsive to comments or to complaints from NN IP.
 - c. the Broker's or Execution Venue's ability to engage in after-hours and cross-border trading.
 - d. availability and quality of Execution Venue's Traders and sales-Traders etc..
 - e. Brokers or Execution Venues are expected to behave in an ethical and professional manner to promote the fairness and integrity of the markets they are active in, supported by acceptance of codes of conduct when relevant.
 - f. response time and adequate lines of communication with Broker's or Execution Venue's staff and NN IP.
 - g. a Brokers or Execution Venue's ability to anticipate on, adopt and have access to alternative trading options with a view on achieving higher quality execution.
 - h. Risk management: limit observation and Execution Venue diversification considerations.
- 4) Other factor(s) NN IP deems relevant in selection of a Broker or Execution Venue.

The periodical review process will be governed by the TRC. The evaluation process and outcome is documented and maintained by NNIP Advisors for at least ten years.

Order Execution

When selecting a Broker or Execution Venue and choosing the method of trading for executing an order, the most important factors are price, speed, explicit cost and liquidity. The relative importance of these factors will alter for each trade depending on market circumstances, instrument specific considerations, portfolio objectives, traders' and portfolio managers' assessment of the market, size and nature of the order, the risk appetite of Execution Venues and availability of inventory.

For certain transactions it may not always be possible or appropriate to request comparable price information from Execution Venues. Approaching multiple venues or Execution Venues for a competing quote is likely to have a negative effect on a transaction because of possible information leakage. Execution Venues can be specialised in the specific instrument, specific market, have inventory or have special abilities in these products or markets. On a daily basis there is intensive contact between the Execution Venues and NNIP Advisors about market developments, flows or special demand or offers in the different markets.

Listed derivatives

Orders in listed derivatives can be transmitted for execution to NNIP Advisors' Brokers for further order handling (1) or by using algorithmic facilities provided by Brokers (2). Depending on the size and the instrument NNIP Advisors can also select to execute Listed derivatives directly with an Execution Venue, on an MTF or OTF (3). The execution fees charged by for these three methods may differ.

Equities

Orders in equity instruments can be transmitted for execution to our Brokers. Depending on the size, market circumstances, number of transactions and stock specific news, NNIP Advisors will use its own judgment and experience in determining which execution method it will use; such as Program trades, Algorithmic trades or other trades. Each of the execution method might have different commission rates charged by Brokers; higher rates may justify favourable pricing and access to liquidity, lower rates are usually charged in case of highly efficient trading methods such as algorithmic trading or program trading. Execution of the order can be done outside a regulated market or MTF or OTF.

Exchange traded mutual funds

There are different ways of executing listed mutual funds:

- Orders in exchange traded mutual funds can be transmitted for execution to our Brokers.
- NNIP Advisors may conclude transactions in listed mutual funds with the fund provider at official prices, because NNIP Advisors may believe that there is no sufficient liquidity available on other Execution Venues.
- NNIP Advisors also engages in executing orders on Execution Venues such as MTFs or OTFs. NNIP Advisors then executes the order on the most favourable conditions.

The transaction costs charged by the Brokers and Execution Venues for these methods may differ. Execution of the order can be done outside a regulated market or MTF or OTF.

Fixed Income

A relatively large part of the fixed income instruments that are traded may have limited price transparency, or may only to a limited extent be available in the market.

Depending on the transparency of pricing and the perceived liquidity of the instruments the orders may be placed in competition. Some larger size bond orders and orders in illiquid bonds or illiquid markets may be executed through bilateral negotiations with one Execution Venue. Orders can also be transmitted for execution to NNIP Advisors' Brokers. Execution of the order can be done outside a regulated market or MTF or OTF.

Bilateral OTC derivatives (incl Foreign Exchange)

In pursuing the best possible result for its clients, NNIP Advisors will take the criteria mentioned above into account and additionally will take into account other criteria such as quality and negotiability of the legal documentation and agreements with the Execution Venues, including any risk criteria. Transactions in these instruments can only be carried out with Execution Venues which have legal documentation and agreements set-up (ISDA/CSA or comparable) and signed with NNIP Advisors.

Depending on the transparency of pricing and the perceived liquidity of the instruments the orders may be placed in competition. Spot FX can be executed without above mentioned documentation. NNIP Advisors accepts the FX Global Code, a set of global principles of good practice in the foreign exchange market.

Foreign Exchange: In some specific cases, mostly when NNIP Advisors executes securities in instruments that denominate in Non-Deliverable Currencies, or in case of shareclass hedging NNIP Advisors relies on custodians for execution. Execution of the order can be done outside a regulated market or MTF or OTF.

Cleared OTC derivatives

For Cleared OTC derivatives NNIP Advisors takes into account the MiFID trading obligation, the clearing agreements, clearing limits and CDEA's (Counterparty Derivatives Execution Agreements). Execution of the order can be done outside a regulated market or MTF or OTF when permitted by the trading obligation requirement.

Brokerage and Research Services

NNIP Advisors generally only trades on an Execution Only basis. NNIP Advisors does not execute orders with bundled brokerage fees and does not use commission sharing agreements or other soft dollar agreements.

NNIP Advisors has set an annual budget to purchase research. NNIP Advisors' clients do not directly or indirectly pay for this research.

Aggregation and Allocation

General Rules

The Trading team and, as applicable, NNIP Advisors place trade orders for client accounts in reliance upon the Trade Aggregation and Allocation Policy of NNIP Advisors and its affiliates. The Trade Aggregation and Allocation Policy considers three stages in the trade/investment process which have been identified as containing potential conflicts of interest. These stages are as follows:

- Pre-allocation
- Aggregation of trade orders
- Allocation of transactions

Pre-allocation

By placing a trade order in the relevant portfolio management system, the portfolio manager, who is separate from the Trading team, indicates which clients he/she wants to trade for including the target quantities per client, whereby clients with equal mandates are generally treated equally. The portfolio manager may consider many factors in determining which specific investments are appropriate and suitable for allocation to a client's investment portfolios.

These factors include, but are not limited to:

- The potential investment needs of the portfolios
- The appropriateness of the investment to the portfolio's performance, time horizon, risk objectives and mandate restrictions
- Existing levels of portfolio ownership in the intended investment and in similar types of companies
- The immediate availability of cash in a portfolio to fund an investment
- And amongst others factors, minimum size, round lots, size of the accounts and benchmark

When the Trading team receives the trade orders, it may aggregate trade orders for the same security on behalf of multiple clients in a block transaction.

Aggregation of Trade Orders

In general, trade orders for the same security with the same trading parameters (e.g. same price limits or other limiting instructions) on behalf of multiple clients are aggregated into a block transaction. Subsequent trade orders for the same security that are entered during the same trading day may be aggregated with any unfilled portions of trade orders that may be outstanding at that time. The part of the original trade order that is already filled (partial fill) will generally be allocated separately from subsequent trade orders subject to the following criteria: market circumstance, price movement, liquidity, expected price movements, percentage already filled.

Factors Hindering the Aggregation of Trade Orders

Circumstances in which trade orders may not be aggregated include but are not limited to:

- When a client account could reasonably be expected to be materially disadvantaged
- When mandatory or regulatory restrictions prevent aggregation of trade orders (e.g. counterparty restriction, specified cut off time or a trade order approval requirement)
- When regulatory restrictions prevent or hamper aggregation of trade orders
- When the trade orders for the same security have different parameters (e.g. limiting instructions)
- When trade orders include third party and proprietary portfolios (see below for more detail)

If trade orders are not aggregated, client accounts will not receive an average execution price or an average of the transaction costs paid for all similar trade orders. Instead, transactions may be executed separately and priced accordingly.

Aggregation of Third Party and Proprietary Trade Orders

Trade orders initiated by or on behalf of proprietary portfolios (e.g., affiliated NN Group insurance accounts) shall in general not be aggregated with trade orders for third party portfolios. When such trade orders are not aggregated, third party trade orders will generally receive priority over proprietary trade orders, unless certain conditions are met.

An exception may be made for the aggregation of trade orders for those third party and proprietary portfolios that are managed by the same investment boutique. In this specific case aggregation of trade orders for third party and proprietary portfolios is generally only allowed when certain conditions are met.

Allocation of transactions

In general, fully or partially executed trade orders for multiple clients are allocated on a prorata basis, based on the target quantity.

Exceptions to the Trade Aggregation and Allocation Policy

Generally, the Trading team and NNIP Advisors do not act on the basis of specific client instructions to place trades through a specific Execution Venue or execute specific instructions. However, to the extent that NNIP Advisors acts on the basis of clients' specific brokerage instructions, such specific instructions may prevent the Trading team and NNIP Advisors from taking the steps set out in our policies.

In general, but only when permitted under relevant rules and regulations and without harming or causing disadvantage to other NNIP Advisors' clients, NNIP Advisors permits clients to establish directed brokerage arrangements with certain Brokers if they desire, although NNIP Advisors may limit the circumstances under which it will participate in these arrangements.

In addition, the Order Execution Policy will generally not apply to transactions with respect to highly customized financial products, which are tailored to circumstances specific for a client and its account or if a transaction, regards a financial instrument relating to one particular execution venue only.

Other exceptions to the Trade Aggregation and Allocation Policy apply in the case of partially filled orders. The following deviations from the standard allocation method may be permitted if NNIP Advisors or the Trading team determines in its sole discretion that clients would not be materially negatively impacted:

- Random Trade Allocation- trade orders may be randomly allocated among accounts in an allocation by using a trading program which randomly allocates among the participating accounts.
- Rotation- all accounts of a similar type may be placed on a list and a partially filled trade order is allocated starting from the top of the list. On the next trade order for a different security, the trade order is filled beginning with the next in line on the list.
- Non-pro rata allocation may be allowed for the following reasons:
 - Potential investment needs of the clients (e.g. weight in issuer, region, industry, etc. is above/below the average of clients with similar mandates, participating in the same trade order, or cash level is above/below the average of clients with similar mandates, participating in the same trade order)

- Security trading / market rules (e.g. round lot requirements, minimum order size requirements, incremental amounts, or unobtainable trade order sizes)
- Appropriateness of the investment to the client(s) portfolio, based on the benchmark, risk objectives, etc.
- Immediately required cash availability due to outflows
- Trade order to avoid a mandatory or regulatory breach
- Other exceptions.

Allocation of Third Party and Proprietary Trade Orders

Aggregated trade orders for both third party and proprietary portfolios which are partially filled will be allocated to third party first unless certain conditions are met as required by Dutch securities regulations. In such cases, pro rata allocation is generally only permitted if the third party client could not have been executed or would not have received the same favorable conditions had the trade order not been aggregated (e.g. some new issues).

Program Trading for Equity Securities

Periodically, the Trading team may effect program trades so that the portfolio managers can rebalance multiple accounts. The rebalancing may require the buying and/or selling of numerous securities, generally stocks, in an account to bring the positions to a desired level. Program trading can also be used to initiate trade orders to adjust for cash inflows or outflows from multiple accounts. The trade orders from one or more portfolio managers for all stocks and accounts involved can be combined to make a program trade and sent to a Counterparty. A program trade contains a basket of different stocks with specific execution instructions (i.e., volume weighted average price). The primary advantages of placing program trades are much lower transaction costs and efficiency in handling multiple trade orders.

Program trading may give the appearance that the Trading team may be engaging in cross trading, particularly when the same portfolio manager(s) initiates the rebalancing program trade for different accounts on the same day and the trader(s) places the trade orders with the same Counterparty. In any program trade, one account may be selling a security while another account may be purchasing the same security on the same day through the same Counterparty, or sometimes, a different Counterparty. When the trade orders are placed with one Counterparty, the Counterparty may on its own, or on the request of NNIP Advisors, net the buy and sell trade orders for ease of settlement. This netting process could result in the same execution price for accounts that are selling and accounts that are buying. Although the Counterparty is netting the positions, it will still assess commission charges for all accounts involved.

Initial Public Offerings

The Trading team treats IPO's in accordance with NNIP Advisors' Trade Aggregation and Allocation Policy. In general, allocations of IPO's and other public offerings are made on the basis of pre-established criteria across those eligible accounts seeking to purchase the securities and for which the securities are appropriate and suitable. Where the portfolio managers determine that the security will likely not be sold in the near term, managers of accounts receiving IPO's may determine to sell the securities on the secondary market (thereby realizing gains) and subsequently purchase them for a broader universe of accounts or, where and when permitted, "cross" them with other managed accounts. IPO's may be restricted

to certain funds or accounts based on their investment objectives, investment restrictions or trading strategies. Portfolio managers may also determine that based upon their understanding of the clients' investment parameters, certain transactions in IPO's may be inappropriate for their clients. Funds or accounts which are not prohibited from purchasing and/or selling IPO's may participate in such transactions if to do so would be consistent with their historical or expected trading patterns. Subject to investment restrictions, IPO's will generally be allocated on a pro-rata basis to all eligible, participating funds or accounts based on the asset size of each participating fund or account unless quantities available are too small to be allocated pro-rata. As a result, certain client accounts of NNIP Advisors and its affiliates may have greater opportunities than others to invest in IPO's. Funds or accounts with an investment policy or style that emphasizes investment in a specific category of securities may be given priority over other clients in allocating such securities. In addition, managers' relationships with the underwriters, brokerage commissions generated, and analysis and commitment to the security may also be factors in allocation decisions.

NNIP Advisors and its affiliates may sell an IPO or a new issue immediately after. Generally, the decision to sell rests with the portfolio manager, who determines that it is in the best financial interest of the account. However, such sales may cause the portfolio turnover rate for client accounts to increase significantly and may incur tax consequences for the client.

Client Directed Brokerage

A potential conflict of interest could arise when a client directs NNIP Advisors to use certain Brokers or Execution Venues (e.g., to receive discounts, rebates, reimbursements, or other financial benefits as in commission recapture programs) or requires NNIP Advisors to use only specific trading methods. NNIP Advisors is generally unable to adhere to its policies and procedures to achieve best execution. NNIP Advisors may deviate from our policies and as mentioned above, NNIP Advisors may not be able to obtain the best possible results, primarily because we may not be able to aggregate this client's trade order with trade orders for our other client accounts. As a result, the trade order may or may not be placed at the same time as trade orders for our other client accounts. NNIP Advisors is also dependent on the Brokers for executing our orders, so in the case when we send two orders to the Brokers, they may execute the orders independently. As a result, the client with specific instructions could experience a negative (or positive) effect on its overall performance. Additionally, this trading strategy increases the operational risks of making mistakes in this account as it becomes an exception to our normal process. NNIP Advisors has the right to refuse client's requests if NNIP Advisors reasonably expects that other client accounts will be materially disadvantaged.

Trading by Affiliates

Trading activities may be conducted by an affiliated investment adviser located in Asia or Europe. Likewise, NNIP Advisors may place trades on behalf of affiliated investment advisers. For instance, NNIP Advisors may place trade orders for affiliated NN Group insurance accounts or unaffiliated client accounts managed by NN Investment Partners B.V. or another affiliate. Depending upon the intended strategy and market conditions, allocations and investment decisions may be made across multiple trading desks in a manner deemed most favorable by the portfolio managers or traders at that location.

For instance, a trader working for an affiliated investment adviser in Europe may aggregate several trade orders that could include trade orders for clients of NNIP Advisors as well as clients of the affiliated investment advisers. As a result, a block trade may include trades for accounts that are not managed by NNIP Advisors. The purpose for NNIP Advisors and its affiliated investment advisers is to use affiliated trading desks and personnel to leverage expertise and skills. Location of the relevant market is also a critical factor.

Errors

On occasion, an error may be made in a client account. For example, a security may be erroneously purchased for the account instead of sold. In these situations, NNIP Advisors generally will seek to rectify the error by placing the account in a similar position as if the erroneous transaction had not occurred. Depending on the circumstances and subject to applicable legal and contractual requirements, various corrective steps may be taken, including, among others, cancelling the trade, correcting an allocation, reimbursing the account for realized or actual losses, or taking the trade onto our affiliate's error account. Generally, NNIP Advisors and its affiliates will not reimburse clients for opportunity, indirect, or hypothetical losses. Unless directed by clients to do otherwise, NNIP Advisors will also not reimburse for a loss of less than €500 per client account. This is to avoid unnecessary accounting and operational work for NNIP Advisors, client's custodians, and accountants.

The error account will be utilized in most instances when trade errors are detected before they have settled. The error account was setup to take erroneous trades that have yet to settle so that there would be no realized gains or losses in the client accounts. The error account may have a positive (financial gain for the error account and NNIP Advisors and its affiliates) and negative (financial loss for the error account and NNIP Advisors and its affiliates) impact as a result of trade errors. Once the trade has settled in an account, the other corrective steps mentioned above would have to be evaluated on a case-by-case basis. However, if the client account experiences a gain from a trade error that has settled, NNIP Advisors proposes to the client to keep the gain.

Passive Breaches

In the event that the investment limits and constraints will be exceeded as a result of market appreciation, which are commonly referred to as "passive breaches," NNIP Advisors will make the necessary adjustments, taking into account the liquidity of the market and the financial impact on the account, to bring the account within the investment limits and constraints. NNIP Advisors will generally not reimburse clients for passive breaches or report them to clients unless clients request us to do so pursuant to the written advisory agreement.

Errors Caused by Third Parties

NNIP Advisors will not be responsible and will not reimburse for errors and/or losses to client accounts that occur where NNIP Advisors has used its best efforts to execute trades in a timely and efficient manner. NNIP Advisors is not responsible for trades that are not properly executed by any Brokers, Execution Venues, custodians, mutual fund company, or insurance company, when a trade order has been properly submitted by NNIP Advisors. For instance, when a custodian fails to act in accordance with instructions provided by NNIP Advisors or client or when a trade or some portion of a trade is

not effected or an electronic “glitch” occurs which results in the client account not being traded at the same time or at the same price as others, and such occurrence is not a result of NNIP Advisors’ failure to execute or follow its trade procedures, the resulting loss will not be reimbursed by NNIP Advisors.

NNIP Advisors will also not be responsible for errors caused by services provided by or market data purchased from third party.

For incidents in which NNIP Advisors and a third party are both responsible, NNIP Advisors may wish to reimburse its client for the total amount (for business relationship reasons) and then seek contribution from the third party afterwards.

Item 13 Review of Accounts

Generally, the primary responsibility for the investment management services provided to each client or fund resides with the portfolio managers who are assigned to manage that client's account or fund. Portfolio managers are responsible for the appropriateness of the investments pursuant to the account or fund's investment objectives, guidelines and restrictions.

NNIP Advisors’ investment teams are generally organized as global investment boutiques. Each boutique is headed by one or more lead portfolio managers. In addition to the lead portfolio manager(s), the group may consist of other portfolio managers, traders, and analysts, who could be based in the U.S., Europe, or Asia. The lead portfolio manager is responsible for establishing and implementing the overall investment strategy that the other members of the group will effect. The number of accounts assigned to each portfolio manager will vary according to the size and complexity of the accounts. In general, portfolios are reviewed by the traders, investment teams and/or lead portfolio managers. The number of accounts reviewed by each reviewer varies depending upon the nature and size of the accounts under management.

Client Reports

NNIP Advisors periodically furnishes reports to clients, as agreed upon in the advisory agreement and/or required by applicable law. These reports may contain information regarding their portfolio assets, positions, costs, valuation, performance, transactions and narrative information about the investments, market and economic conditions. With respect to registered investment companies and other regulated investment vehicles, investors are typically provided with reports as required by applicable law. Clients may also receive monthly statements and confirmations of transactions from the custodian bank for the clients’ accounts.

Item 14 Client Referrals and Other Compensation

Additional Compensation

From time to time, NNIP Advisors or its affiliates may have referral or solicitation arrangements with affiliated and non-affiliated persons or

entities from which NNIP Advisors or its affiliates may receive or to which NNIP Advisors or its affiliates may pay compensation for the referral of business. Generally, any such arrangements for U.S. clients are pursuant to agreements consistent with Rule 206(4)-3 under the Advisers Act. These arrangements may raise potential conflicts of interest insofar as because the person providing the referral or solicitation is either an affiliate of NNIP Advisors or is otherwise being compensated and, therefore, may not be objective. Disclosures of the arrangement or affiliation are made to the client and the client does not bear the cost of referral fees or solicitation fees which may vary on a case-by-case basis.

Further, NNIP Advisors or its affiliates may participate in conferences and other functions sponsored by consultants and may purchase research or other services from such consultants. From time to time, these consultants may recommend NNIP Advisors or affiliates to clients. These recommendations are not based on, or related to, the purchase of research or services, or the participation in conferences or other functions.

Item 15 Custody

NNIP Advisors generally does not have custody of its U.S. clients’ funds or securities. However, when our clients permit us to deduct our advisory fees directly from their custodial accounts, the SEC may deem us to have custody over the assets in the account. Such clients should receive account statements from directly the custodial bank, Brokers, or other qualified custodian at least quarterly and should review them carefully.

Affiliated entities within the NN Investment Partners organisation do have custody or constructive custody of affiliated European regulated mutual funds, for which NNIP Advisors is the sub advisor.

Review of Custodial Statements

Our clients should receive at least quarterly statements from the Brokers, banks or other qualified custodians that hold and maintain clients’ investment assets. NNIP Advisors urges clients to carefully review such statements and compare such official custodial records to the account statements that NNIP Advisors may provide and inform NNIP Advisors as soon as possible of any discrepancies. NNIP Advisors statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities so clients are advised to contact NNIP Advisors and their custodians with questions.

Item 16 Investment Discretion

NNIP Advisors typically receives complete discretionary authority from the client at the outset of an advisory relationship through an investment management agreement or other documents to select the identity and amount of securities to be bought and sold, select the Brokers and Execution Venues and other service providers that will service and support the operation of the account, execute trade orders on behalf of the client and generally engage in all activities

that are essential or incidental to the investment management services NNIP Advisors provides. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account or fund. While NNIP Advisors generally does not select other advisers for clients, as part of asset allocation or similar products it may do so; in addition, as part of these products, NNIP Advisors may select funds or investment vehicles that are advised or sub-advised by other entities. Generally, these consist of money market funds or exchange traded funds (ETFs). These investment companies will have their own fees and expenses that are in addition to NNIP Advisors' advisory fees. Our clients will bear the cost associated with investing in these investment companies.

In managing its clients' accounts, NNIP Advisors observes the investment policies, limitations and restrictions of the clients for which it advises. In the event that the investment limits and constraints are exceeded as a result of market appreciation, NNIP Advisors shall make the necessary adjustments, taking into account the liquidity of the market and the financial impact on the account, to bring the account within the investment limits and constraints. NNIP Advisors' authority to manage the accounts may also be limited by securities, tax and other applicable laws. Investment guidelines and restrictions must be provided to NNIP Advisors in writing.

Item 17

Voting Client Securities

NNIP Advisors currently does not vote proxies for its clients, because the relevant clients have chosen to vote proxies themselves. However, as part of the investment management services NNIP Advisors provides to the Voya Funds funds, NNIP Advisors may be asked to provide advice on proposed corporate actions for company securities in which the Voya Funds funds are the beneficial owners. Voya Investments, LLC holds the proxy voting authority, but may seek advice from NNIP Advisors' portfolio managers regarding the proxy votes. NNIP Advisors is committed to managing the Voya Funds funds' assets in their best interests. Accordingly, in advising such proxies, NNIP Advisors will act prudently, taking into consideration those factors that may affect the value of the security and will vote proxies and make decisions in a manner which, in its opinion, will add economic value to Voya Funds funds' investments over the long term.

When NNIP Advisors is required to vote proxies by its clients, NNIP Advisors may join our affiliates' proxy voting committee to increase its influence and reduce operational costs and complexity. Our affiliates have established a committee to oversee its proxy voting for its Benelux-based mutual funds. The affiliates have hired Institutional Shareholder Services (ISS) to help them vote proxies.

The proxy voting policies of NNIP Advisors' affiliates can be found on our website at www.nnip.com.

Corporate Actions

From time to time, NNIP Advisors may need to make decisions with respect to various types of corporate actions (e.g., tender offers, restructurings, waivers of covenants, etc.) on behalf of client

accounts. These situations are often highly fact-specific and can occur in all types of portfolios, such as fixed income strategies.

Class actions and Litigation

As a general matter, a client account's custodian, rather than NNIP Advisors, is responsible for filing class action claims. NNIP Advisors generally does not commence or pursue litigation on behalf of clients. Any recoveries achieved from these activities inure to the benefit of, and expenses incurred in these efforts are borne by, those accounts holding the investments.

Item 18

Financial Information

NNIP Advisors is required in this Item to provide clients with certain material financial information or disclosures about its financial condition. To the best of our knowledge and belief, NNIP Advisors has no financial commitment that is reasonably likely to materially adversely affect its ability to provide investment management services to its clients, and has not been the subject of a bankruptcy petition.