



ALLIANCEBERNSTEIN®

FORM ADV PART 2A

INVESTMENT ADVISER DISCLOSURE STATEMENT
JULY 6, 2021

AB Broadly Syndicated Loan Manager LLC

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This brochure provides information about the qualifications and business practices of AB Broadly Syndicated Loan Manager LLC ("AB CLO Adviser"). The term "registered" refers to our legal status and does not imply a particular level of training. If you have any questions about the contents of this brochure, please contact us at ADVCompliance@alliancebernstein.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the "SEC") or by any state securities authority. An investment adviser's registration with the SEC does not imply any level of skill or training. Additional information about AB CLO Adviser is also available on the SEC's website at: www.adviserinfo.sec.gov.

July 2021

Dear Client,

We are pleased to provide you with our Investment Adviser Brochure ("Brochure"), which is also known as Part 2A of our firm's SEC Form ADV. It contains important information about our business practices as well as a description of potential conflicts of interest relating to our advisory business which could affect your account with us. This Brochure applies to the investment activities of AB Broadly Syndicated Loan Manager LLC ("AB CLO Adviser").

We are providing you with this material in accordance with Rule 204-3 of the Investment Advisers Act of 1940, which requires a registered investment adviser to provide a written disclosure statement upon entering into an advisory relationship. Future updates to this Brochure may be obtained by written request to AB Broadly Syndicated Loan Manager LLC, Attn: Chief Compliance Officer, 501 Commerce Street, Nashville, TN 37203.

Thank you for choosing AB CLO Adviser. If you have any questions about the information in this statement, please contact your AB client service representative.

Respectfully yours,

A handwritten signature in black ink, appearing to read "Mark R. Manley", written in a cursive style.

Mark R. Manley
Chief Compliance Officer
Deputy General Counsel
AllianceBernstein L.P.

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SUMMARY OF MATERIAL CHANGES (ADV ITEM 2)

Not applicable.

A. AB'S INVESTMENT ADVISORY BUSINESS (ADV ITEM 4)

INTRODUCTION

AB CLO Adviser was established in Delaware on January 23, 2020 as a series limited liability company and is registered with the U.S. Securities and Exchange Commission ("SEC") as an investment adviser under the Investment Advisers Act of 1940, as amended ("Advisers Act").

AB CLO Adviser's principal owner and managing member is AllianceBernstein L.P. ("AB"). Please refer to Form ADV Part 2A for AB ("AB Part 2") for more information on corporate history.

ASSETS UNDER MANAGEMENT

As of the date of this brochure, AB CLO Adviser manages \$402 million on a discretionary basis.

OUR APPROACH TO INVESTING

AB CLO Adviser's primary business is to act as the collateral manager to issuers of collateralized loan obligations (including short-term and long-term warehouse credit or repurchase agreement facilities entered into to finance the preliminary accumulation and "ramp-up" of assets comprising the initial asset pool, as well as other warehouse, repurchase or other credit facilities and/or special purpose vehicles, all of which are collectively referred to herein as "CLOs").

AB CLO Adviser will have three separate series (each a "Series") through which it will conduct the following activities: (i) collateral management services for CLOs (the "Management Series"); (ii) EU risk retention "origination" activities including, but not limited to, holding loans on its own account as an "originator" for purposes of the EU Risk Retention Rules (as defined in Item 11, below) (the "Originator Series"); and (iii) owning investments in the CLOs of which AB CLO Adviser is collateral manager including but not limited to EU Retention Interests (as defined in Item 11, below) (the "Investment Series"). Some or all of the interests in each Series will be held by AB CLO Adviser or an affiliate but third parties may be direct or indirect investors in any Series. Except as otherwise stated, the activities of AB CLO Adviser as described herein are activities of the Management Series.

CLIENT INVESTMENT GUIDELINES

CLOs are governed by a variety of documents, including: offering circular; collateral management agreement; indenture; account agreement; note purchase or placement agreement; subscription agreements; and other transaction documents (collectively, the "Governing Documents"), which describe the roles of various persons involved in the CLO, establish AB CLO Adviser's authority to manage the CLO and the limits on that authority and set forth detailed eligibility criteria, specifications and requirements regarding the types of investments made by the CLO and describe the overall composition of the CLO's portfolio (including by imposing, diversification, ratings and concentration tests). AB CLO Adviser's investment advice will generally be limited to managing loans, although certain prospective investors in the CLO Securities (as defined in Item 7, below) will influence the

investment criteria, guidelines, and other terms as set forth in the CLO Governing Documents.

Please refer to AB Part 2: Client Investment Guidelines for additional information.

B. FEES AND COMPENSATION (ADV ITEM 5)

Fees paid to AB CLO Adviser for collateral management services are negotiated on a case-by-case basis but generally will be paid in arrears and include management fees, performance based fees and other fees and expenses. For each CLO these are paid as set forth in the Governing Documents.

AB CLO Adviser expects CLOs to pay the fees charged by AB CLO Adviser as collateral manager, including senior and subordinated asset-based collateral management fees as well as performance-based fees. AB CLO Adviser expects senior collateral management fees will be paid in accordance with the priority of payments after the payment of certain CLO expenses, but prior to principal and interest payments and distributions on the notes (other than notes representing equity in the CLO) issued by the CLO. AB CLO Adviser expects subordinated collateral management fees to be paid in accordance with the priority of payments set forth in the CLO's indenture, after the payment of certain CLO expenses and payments on the secured notes issued by the CLO, but prior to any payments on the CLO's equity.

OTHER CLO EXPENSES

In addition to fees paid to the Management Series of AB CLO Adviser for collateral management services and, as set forth in each CLO's Governing Documents, CLOs pay a variety of other expenses relating to the CLO's operations. These can vary, but typically will include, among other things: (i) fees and out of pocket costs and expenses incurred by AB CLO Adviser or its affiliates in connection with the formation of the CLO and the consummation of its closing, including, without limitation, legal and other expenses incurred in connection with the offer and sale of interests in the CLO; (ii) the charges and expenses of maintaining the CLO's bank accounts or of any banks, custodians or depositories appointed for safekeeping of investments and property of the CLO, including the costs of third party bookkeeping and accounting services; and (iii) all direct costs, fees and expenses incurred by AB CLO Adviser or its affiliates that are related to the CLO's management and operations, including but not limited to: (a) travel costs, spreads or other transaction costs, transfer taxes and other expenses directly related to the investigation of investment opportunities (whether or not consummated) or the acquisition, ownership, management, financing, retention, sale or other disposition of any investment or other asset of the CLO; (b) fees and expenses of third party bookkeeping, accounting services, pricing and valuation services, shadow accounting services and reconciliation services; (c) costs of any in-person special meetings of the CLO's investors that are requested by an investor; (d) federal, state and local taxes and filing fees, as well as costs and expenses related to preparation of tax filings and tax reporting; (e) fees and expenses of third party consultants, accountants, auditors and counsel; (f) an allocable portion of the compensation and overhead expenses of employees of AB CLO Adviser or its affiliates who provide legal services for the CLO; (g) expenses related to compliance with applicable regulatory and/or reporting requirements with respect to the CLO that may be imposed by the SEC, the

U.S. Commodity Futures Trading Commission ("CFTC"), any state securities commission or any other regulatory body (including Section 13 and Section 16 filings under the Securities Exchange Act of 1934 ("Exchange Act") and Form PF filings); (h) expenses related to AB CLO Adviser's or its affiliates' compliance with applicable regulatory and/or reporting requirements with respect to the management and/or sponsorship of the CLO that may be imposed by the SEC, the CFTC, any state securities commission or any other regulatory body (but excluding any initial and ongoing regulatory compliance costs of AB CLO Adviser or its affiliates, including under the Advisers Act); (i) insurance premiums; (j) litigation expenses; (k) expenses associated with the preparation and distribution of reports (including financial statements) to the CLO's investors; (l) costs for forming any subsidiaries of the CLO; (m) any extraordinary expenses; and (n) costs of any third parties and any affiliates of AB CLO Adviser retained to provide services relating to the assets held by the CLO; and (iv) all other expenses not specifically provided for above that are incurred by AB CLO Adviser or its affiliates in connection with the management or operation of the CLO, or performing the duties of AB CLO Adviser under any applicable agreement.

To the extent any such expenses or costs are incurred for the benefit of more than one CLO or for one or more CLOs and other entities affiliated with or advised by AB, AB will make a good faith allocation of such expenses or costs among relevant entities.

Neither AB CLO Adviser nor any of its supervised persons accept compensation (e.g., brokerage commissions) for the sale of securities or other investment products.

See also Item 12: "Brokerage Practices" for more information as to expenses incurred in connection with a CLO's transactions.

C. PERFORMANCE FEES AND SIDE-BY-SIDE MANAGEMENT (ADV ITEM 6)

As discussed above, CLOs generally will pay a performance-based fee to AB CLO Adviser as collateral manager. The performance-based fee will be assessed periodically (generally, quarterly), as provided in each CLO's Governing Documents. The performance-based fee will be payable only after the CLO has achieved a certain return target, typically in the form of an internal rate of return hurdle, which is based on payments received by the equity holders thereunder in relation to their initial investment in the CLO. Additionally, as discussed in Item 11, it is anticipated that certain of the CLOs will issue a Performance Note to the Investment Series.

Pursuant to a Shared Services Agreement between AB and AB CLO Adviser, investment advisory personnel of AB CLO Adviser are shared with AB or one or more of AB's affiliated investment advisers (each an "Affiliated Adviser"), which manage accounts that pay performance-based fees. When AB or its investment advisory personnel manage accounts that charge only management fees as well as accounts that charge both management fees and performance-based fees, or manage accounts with different performance-based fees, or in which there are otherwise differing pecuniary interests, a variety of conflicts of interest arise. In these cases, there is an incentive to favor those accounts that are expected to offer the potential for higher profitability or in which the pecuniary interests are relatively greater in the devotion of time and resources and the allocation of investment opportunities. Performance fee arrangements also create an incentive to recommend or select investments that are riskier or more

speculative than those that might be recommended under a different fee arrangement. AB seeks to mitigate these risks and conflicts of interest by, among other things, allocating investments among clients with similar investment programs but different incentive structures in a manner consistent with its allocation policy ("Allocation Policy").

Please refer to AB Part 2: Item 6 for additional information.

D. TYPES OF AB CLO ADVISER CLIENTS (ADV ITEM 7)

AB CLO Adviser expects to act as collateral manager to CLO issuers. In general, a CLO is a pooled investment vehicle that has a tiered capital structure, issuing senior and mezzanine notes that are rated by one or more rating agencies (the "Rated Notes") and unrated subordinated notes (the "Equity" and, together with the Rated Notes, the "CLO Securities"). The CLOs are expected to be excepted from the definition of an "investment company" pursuant to Section 3(c)(7) of the Investment Company Act of 1940, as amended (the "1940 Act") and the CLO Securities are expected to be exempt from registration under the Securities Act of 1933, as amended (the "Securities Act") pursuant to Regulation D and/or Regulation S thereunder.

Additional details concerning applicable investor suitability criteria are provided in each CLO's Governing Documents.

E. METHODS OF ANALYSIS, STRATEGIES AND RISK OF LOSS (ADV ITEM 8)

This Item 8 describes certain material risks that are generally applicable to the CLOs. However, investors should also review each CLO's Governing Documents to understand the risks and potential conflicts of interest associated with a CLO.

Once fully invested, and until liquidated, it is expected that substantially all of the collateral supporting each CLO's Notes will consist of loans held directly or to which the CLO is exposed through a participation. Like all investments, the CLOs' investments in loans, and an investor's investments in CLO Securities, involves material risks. Loans can be "senior" loans, which can include term loans, revolving credit facilities, delayed draw credit facilities and unitranche loans or loans that are more junior. Senior loans hold a senior position in the capital structure of the borrower, are typically secured by collateral and have a claim on the assets and/or stock of the borrower that is senior to that held by subordinated debt- and equity-holders of the borrower. Certain senior loans, such as unitranche loans, include inter-creditor arrangements whereby one group of lenders contractually agrees to subordinate its right to receive payments with respect to its interests in such unitranche loan to the rights of one or more other groups of lenders under certain circumstances such as after an event of default under such loan. While the protection offered to a senior loan (by virtue of being in a senior position relative to others with respect claims on the assets of the borrower) can reduce risk, senior loans still present significant credit risk. Senior loans can present greater risks if the investment in is made in connection with highly leveraged transactions such as leveraged buyouts, leveraged recapitalization loans and certain other types of acquisition financing. Loans in these types of transactions are subject to greater credit risk (including default and bankruptcy) than many other investments. Junior, or subordinated loans, are potentially subject to greater risks with fewer protections for the lender.

Each CLO's mandate is expected to be substantially limited to investing in loans. CLOs will be subject to various other requirements and restrictions set-out in the Governing Documents such that the CLOs are not expected to be diversified across a variety of asset classes. AB CLO Adviser's investment approach involves a substantial degree of risk that investors in CLOs must be prepared to bear. AB CLO Adviser's advisory services are not suitable for every investor and are intended only for CLOs and sophisticated investors who can understand and accept the risks associated with investments in CLOs, including the partial or total loss of such investment. AB CLO Adviser advises only the CLO and not any investor therein, including about how an investor can or should structure their overall investment program. Each investor in a CLO is responsible for appropriately diversifying its own assets to guard against the risk of loss.

CLOs involve a variety of material risk, including the risk of loss of an investor's entire investment. Below are descriptions of certain of the risks associated with the investment strategies of the CLOs and the asset classes in which they invest.

THE RISKS OF INVESTING

Investment in a CLO entails a high degree of risk. There can be no assurance that any CLO will be able to generate returns for its investors or that the returns will be commensurate with the risks of investing in the type of investments in which such CLO participates. There can be no assurance that any investment in a CLO will return any distribution from the CLO. Although AB CLO Adviser expects that each CLO will receive current income yields from investments over time, partial or complete sales, transfers or other dispositions of investments which could result in a return of capital or the realization of gains, if any, are generally not expected to occur for a number of years after an investment is made. Accordingly, an investment in a CLO should only be considered by persons for whom a speculative, illiquid and long-term investment is an appropriate component of a larger investment program and who can afford a loss of their entire investment. There can be no assurance that projected or targeted returns for any CLO will be achieved.

The value of your investment in a CLO may be affected by one or more of the following risks, any of which could cause the CLO's return to fluctuate:

- + **Market Risk.** The market value of CLOs will move up or down, sometimes rapidly and unpredictably. These fluctuations may cause a security to be worth less than the price originally paid for it, or less than it was worth at an earlier time. Market risk may affect a single issuer, industry, sector of the economy or the market as a whole. Global economies and financial markets are increasingly interconnected, which increases the probabilities that conditions in one country or region might adversely impact issuers in a different country or region. Conditions affecting the general economy, including political, social, or economic instability at the local, regional, or global level may also affect the market value of a security.
- + **General Economic and Market Conditions.** CLOs are affected by general economic and market conditions and the financial health of corporate borrowers. Negative trends or volatility in economic conditions generally or in particular financial and credit markets are likely to increase the number of non-performing collateral obligations and decrease the value and collectability

of the thereof. It is difficult to predict which markets, products, businesses and assets will be affected by particular economic or business conditions (or to what degree the health of particular markets or industries are dependent on monetary policies by central banks, particularly the Federal Reserve). There is no assurance that conditions in the credit and other financial markets will remain stable and will not deteriorate at any time and there is a material possibility that economic activity will be volatile or will slow over the moderate to long term. Negative economic trends would also increase the likelihood that major financial institutions or other entities having a significant impact on the financial and credit markets could suffer a bankruptcy or insolvency, similar to events that occurred during the recession in the U.S. economy several years ago. Several nations, particularly within the European Union, have recently suffered or are currently suffering from significant economic distress. There can be no assurance as to the resolution of the economic problems in those countries, nor as to whether such problems will spread to other countries or otherwise negatively affect economies or markets. Signs of deteriorating sovereign debt conditions in Europe and concerns of economic slowdown in China create uncertainty that could lead to further disruptions and instability. A debt default by a sovereign nation or other potential consequences of these economic problems could trigger additional crises in the global credit markets and overall economy which could have a significant adverse effect on CLOs. In addition, some obligors of collateral obligations are organized or have a substantial percentage of their revenues or assets in certain of such countries currently suffering from economic distress, or other countries that may begin to suffer economic distress, and the uncertainty and market instability in any such country would increase the likelihood of default by such obligor. In the event of its insolvency, any such obligor, by virtue of being organized in such a jurisdiction or having a substantial percentage of its revenues or assets in such a jurisdiction, would be more likely to be subject to bankruptcy or insolvency proceedings in such jurisdiction at the same time as such jurisdiction is itself potentially unstable. In addition, it is possible that countries that have adopted the Euro could abandon the Euro and return to a national currency and/or that the Euro will cease to exist as a single currency in its current form. The effects on a country of abandonment of the Euro or a country's forced expulsion from the EU are impossible to predict, but are likely to be negative. The exit of any country out of the EU or the abandonment by any country of the Euro would likely have a destabilizing effect on all Euro-zone countries and their economies and a negative effect on the global economy as a whole.

Health crises, such as pandemic and epidemic diseases, as well as other incidents that interrupt the expected course of events, such as natural disasters, war or civil disturbance, acts of terrorism, power outages and other unforeseeable and external events, and the public response to or fear of such diseases or events, have and may in the future lead to increased market volatility and have an adverse effect on your portfolio's value. For example, any preventative or protective actions that governments may take in respect of such diseases or events may result in periods of business disruption, inability to obtain raw materials, supplies and component parts, and reduced or disrupted operations for a Fund's portfolio companies. The occurrence and pendency of

such diseases or events could adversely affect the economies and financial markets either in specific countries or worldwide.

These events could create difficulties in accessing debt and equity capital, and a severe disruption in the global financial markets, deterioration in credit and financing conditions or uncertainty regarding U.S. government spending and deficit levels, European sovereign debt, Chinese economic slowdown or other global economic conditions could have a material adverse effect on the CLOs.

- + **Governmental Interventions.** Extreme volatility and illiquidity in markets has in the past led to, and could in the future lead to, extensive governmental interventions in equity, credit and currency markets. Generally, such interventions are intended to reduce volatility and precipitous drops in value. In certain cases, governments have intervened on an “emergency” basis, suddenly and substantially eliminating market participants’ ability to continue to implement certain strategies or manage the risk of their outstanding positions. In addition, these interventions have typically been unclear in scope and application, resulting in uncertainty. It is impossible to predict when these restrictions will be imposed, what the interim or permanent restrictions will be and/or the effect of such restrictions on the CLOs’ strategies.
- + **Potential Interest Rate Increases.** The United States is currently experiencing low interest rate levels. However, the continued recovery of the U.S. economy and recent and potential future changes in U.S. government policy, including the tapering of the U.S. Federal Reserve Board’s quantitative easing program, increase the risk that interest rates will rise in the near future. Any future interest rate increases could result in periods of volatility and cause the value of the CLO’s assets to decrease, negatively impacting the performance of the CLOs.
- + **Global Economic, Political and Market Conditions.** The current worldwide financial market situation, as well as various social and political tensions in the U.S. and around the world, have contributed to increased market volatility, and could have long-term effects on the U.S. and worldwide financial markets, and may cause economic uncertainties or deterioration in the U.S. and worldwide. There is continued concern about national-level support for the Euro and the accompanying coordination of fiscal and wage policy among European Economic and Monetary Union member countries. In addition, the political relationships between the United States and foreign nations, such as Russia and China, may have a severe impact on the worldwide and U.S. financial markets. AB CLO Adviser cannot predict the effects of these or similar events in the future on the U.S. economy and securities markets or on a CLO’s investments. We monitor developments and seek to manage our investments in a manner consistent with achieving our investment objective, but there can be no assurance that we will be successful in doing so.
- + **Trade Policy.** Political leaders in the U.S. and certain European nations have recently been elected on protectionist platforms, fueling doubts about the future of global free trade. The U.S. government has indicated its intent to alter its approach to international trade policy and in some cases to renegotiate, or potentially terminate, certain existing bilateral or multi-lateral trade agreements and treaties with foreign countries. In addition, the U.S. government has recently imposed tariffs on certain

foreign goods, including steel and aluminum and has indicated a willingness to impose tariffs on imports of other products. Some foreign governments, including China, have instituted retaliatory tariffs on certain U.S. goods and have indicated a willingness to impose additional tariffs on U.S. products. Global trade disruption, significant introductions of trade barriers and bilateral trade frictions, together with any future downturns in the global economy resulting therefrom, could adversely affect the performance of the CLOs.

- + **Regulatory Risks.** Legal, tax and regulatory changes could occur that could adversely affect the CLOs. Regulatory requirements could impose filing fees and other additional expenses on a CLO and could adversely affect the CLO’s ability to acquire or dispose of investment positions. The CLOs and/or AB CLO Adviser could also be subject to regulation in jurisdictions in which AB CLO Adviser engages in business. The regulatory environment for private investment funds, including CLOs, is evolving, and changes in these regulations could adversely affect the value of investments held by a CLO and the ability of a CLO to effectively employ its investment strategies. Increased scrutiny and legislative changes applicable to private investment funds and their sponsors could also impose significant administrative burdens on AB CLO Adviser and could divert time and attention from investment advisory activities. The effect of any future regulatory change on the CLOs could be substantial and adverse.
- + **Investing in Loans.** CLOs can originate loans or purchase loans through the secondary markets. As secondary-market trading volumes increase, new loans are frequently adopting standardized documentation to facilitate loan trading, which could improve market liquidity. There can be no assurance, however, that future levels of supply and demand in loan trading will provide an adequate degree of liquidity. Because of the provision to holders of such loans of confidential information relating to the borrower, the unique and customized nature of the loan agreement, and the private syndication of the loan, loans are not as easily purchased or sold as a publicly traded security, and historically the trading volume in the loan market has been small relative to other markets.

CLOs invest in loans, either directly (by way of assignment from the selling institution) or indirectly (by purchasing a participation interest in such loan from the selling institution). As described in more detail below, (see “—Participations and Other Indirect Economic Interests”) and other participations like other indirect economic interests, involve additional risks not present when holding a direct interest in a loan.
- + **Participations and Other Indirect Economic Interests.** The CLOs can hold participation interests or other indirect economic interests in loans or other debt obligations. In such circumstances, the CLOs will not directly own the debt obligations underlying such participation or other economic interests and/or have custody thereof. As a result, the CLOs will be exposed to the risk that the assets of the holder/custodian of any such underlying debt obligation may be subject to the claims of third-party creditors or other parties. In addition, as an owner of participation interests or other indirect economic interests (including as a member of a loan syndicate), the CLOs often will not be able to assert any rights against borrowers of the underlying indebtedness, and in these cases would need to rely on the holder/custodian (or other

financial institution) issuing the participation interests or such other entity charged with the responsibility for asserting such rights, if any. Such holders/custodians and financial institutions or other entities could determine not to assert their rights, for such reasons as having to a limited financial interest in the outcome, other relationships with the underlying defaulting borrowers, the concern of potential counterclaims or other reasons, that cause their interests to differ from the interests of the CLOs. The failure of such holders/custodians and financial institutions or other entities to assert their rights (on behalf of the CLOs) or the insolvency of such entities could materially adversely affect the value of the assets of the CLOs.

A participation in a selling institution's portion of a loan typically results in a contractual relationship only with such selling institution, not with the borrower. In the case of a participation interest, a CLO will generally have the right to receive payments of principal, interest and any fees to which it is entitled only from the institution selling the participation and only upon receipt by such selling institution of such payments from the borrower. By holding a participation interest in a loan, the CLO generally will have no right to enforce compliance by the borrower with the terms of the loan agreement, nor any rights of set off against the borrower, and the CLO may not directly benefit from the collateral supporting the loan in which it has purchased the participation. As a result, the CLO will assume the credit risk of both the borrower and the institution selling the participation, which will remain the legal owner of record of the applicable loan. In the event of the insolvency of the selling institution, the CLO, by owning a participation interest, will likely be treated as a general unsecured creditor of the selling institution, and might not benefit from any set off between the selling institution and the borrower. In addition, the Issuer may purchase a participation from a selling institution that does not itself retain any portion of the applicable loan and, therefore, may have limited interest in monitoring the terms of the loan agreement and the continuing creditworthiness of the borrower. When a CLO holds a participation interest in a loan, it will not have the right to vote under the applicable loan agreement with respect to every matter that arises thereunder, and it is expected that each selling institution will reserve the right to administer the loan sold by it as it sees fit and to amend the documentation evidencing such loan in all respects. Selling institutions voting in connection with such matters may have interests different from those of the CLO and may fail to consider the interests of such CLO in connection with their votes.

- + **Priority of Debt Instruments and Loans.** The CLOs can also invest in secured debt issued by companies that have or could thereafter incur additional debt that is senior to the secured debt owned by the CLOs. In the event of insolvency, liquidation, dissolution, reorganization or bankruptcy of any such company, the owners of senior secured debt (i.e., the owners of first priority liens) generally will be entitled to receive proceeds from any realization of the secured collateral until they have been reimbursed. At such time, the owners of junior secured debt (including, in certain circumstances, the CLOs) will be entitled to receive proceeds from the realization of the collateral securing such debt. There can be no assurances that the proceeds, if any, from the sale of such collateral would be sufficient to satisfy the loan obligations secured by subordinate debt instruments. To the extent that

the CLOs own secured debt that is junior to other secured debt, the CLOs would lose the value of its entire investment in such secured debt.

- + **Loan Investments.** A CLO's success in the area of loan investing will depend, in part, on its ability to obtain loans on advantageous terms. In purchasing loans, the CLOs will compete with a broad spectrum of investors and institutions. Increased competition for, or a diminution in the available supply of, qualifying loans could result in lower yields on such loans, which could reduce returns to investors.
- + **Below investment-grade assets.** CLOs can invest in non investment grade loans or interests in non investment grade loans, all of which are subject to liquidity, market value, credit, interest rate, reinvestment and certain other risks. These types of assets generally are subject to greater risks than investment grade corporate obligations. These risks could be exacerbated to the extent that a CLO's portfolio is concentrated in one or more particular types of collateral obligations.

Prices of a CLO's assets can be volatile, and will generally fluctuate due to a variety of factors that are inherently difficult to predict, including but not limited to changes in interest rates, prevailing credit spreads, general economic conditions, financial market conditions, domestic and international economic or political events, developments or trends in any particular industry, and the financial condition of the obligors on the CLO's assets. The current uncertainty affecting the United States economy and the economies of other countries in which obligors on loans are domiciled and the possibility of increased volatility in financial markets could adversely affect the value and performance of such loans. Additionally, loans and interests in loans have significant liquidity and market value risks (including the use of third party appraisals to value the underlying collateral of asset-based loans) since they are not generally traded in organized exchange markets but are traded by banks and other institutional investors engaged in loan syndications. Because loans are privately syndicated and loan agreements are privately negotiated and customized, loans are not purchased or sold as easily as publicly traded securities. In addition, historically the trading volume in the loan market has been small relative to the debt securities market.

Below investment grade investments, including leveraged loans, have historically experienced greater default rates than has been the case for investment grade securities. A non-investment grade loan, or other obligation or an interest in a non-investment grade loan, or other obligation is generally considered speculative in nature and may experience default for a variety of reasons. Upon any such default, the related loan could become subject to either substantial workout negotiations or restructuring, which can entail, among other things, a substantial reduction in the interest rate, a substantial write down of principal, and a substantial change in the terms, conditions and covenants with respect to such loan. In addition, such negotiations or restructuring can be quite extensive and protracted over time, and therefore result in substantial uncertainty with respect to the ultimate recovery on such loan. The liquidity for defaulted loans can be limited, and to the extent that defaulted loans are sold, it is highly unlikely that the proceeds from such sale will be equal to the amount of unpaid principal and interest thereon. Furthermore, there can be no assurance that the

ultimate recovery on any defaulted loan will be at least equal to either the minimum recovery rate assumed by the applicable rating agency, or any recovery rate used in connection with any analysis of the CLO Securities. Non-investment grade leveraged loans have historically experienced greater default rates than investment grade loans.

- + **Second-Lien Loans.** The CLOs can invest a portion of its assets in second lien loans, each of which will be secured by a pledge of collateral, but subordinated to other secured obligations of the obligors secured by all or a portion of the collateral securing such secured loan. Second lien loans are typically subject to intercreditor arrangements, the provisions of which often prohibit or restrict the ability of the holder of a second lien loan to (i) exercise remedies against the collateral with respect to their second liens; (ii) challenge any exercise of remedies against the collateral by the first lien lenders with respect to their first liens; (iii) challenge the enforceability or priority of the first liens on the collateral; and (iv) exercise certain other secured creditor rights, both before and during a bankruptcy of the borrower. In addition, during a bankruptcy of the obligor, such agreements may require the holder of a second lien loan to give advance consent to (i) any use of cash collateral approved by the first lien creditors; (ii) sales of collateral approved by the first lien lenders and the bankruptcy court, so long as the second liens continue to attach to the sale proceeds; and (iii) debtor-in-possession financings.
- + **Unsecured Loans.** Each CLO can invest a portion of its assets in unsecured loans. Unsecured Loans are unsecured obligations of an obligor, can be subordinated to other obligations of such obligor and generally have greater credit, insolvency and liquidity risk than is typically associated with investment grade obligations and secured obligations. Unsecured obligations will generally have lower rates of recovery than secured obligations following a default. Also, in the event of the insolvency of an obligor of any unsecured obligation, the holders of such unsecured obligation will be considered general, unsecured creditors of the obligor and will have fewer rights than secured creditors of the obligor.
- + **Fraud Associated with Loans.** Of paramount concern in loan investments is the possibility of material misrepresentation or omission on the part of the borrower or loan seller. Material inaccuracy or incompleteness could adversely affect the valuation of the collateral underlying the loans or the ability of the CLOs to perfect or effectuate a lien on the collateral securing the loan. In making investment decisions, AB CLO Adviser will rely upon the accuracy and completeness of representations made by borrowers to the extent reasonable, but cannot guarantee such accuracy or completeness. Under certain circumstances, payments to the CLOs could be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance or a preferential payment.

Additionally, the CLOs can invest in debt that is guaranteed by a subsidiary of the issuer. In some circumstances, guarantees of secured debt issued by subsidiaries of a portfolio company and held by the CLOs could be subject to fraudulent conveyance or similar avoidance claims made by other creditors of such subsidiaries under applicable insolvency laws. As a result, such creditors may take priority over the claims of the CLOs under such guarantees. Under Federal or state fraudulent transfer law,

a court may void or otherwise decline to enforce such secured debt and the CLOs would no longer have any claim against such portfolio company or the applicable guarantor. In addition, the court might direct the CLOs to disgorge any amounts already received from the portfolio company or a guarantor. In some cases, significant subsidiaries of a portfolio company will not guarantee the obligations of the portfolio company; in other cases, a portfolio company will have the ability to release subsidiaries as guarantors of the portfolio company's obligations. The repayment of such investments also could depend on cash flow from subsidiaries of a portfolio company that are not themselves guarantors of the portfolio company's obligations.

- + **Dealer Market Making.** The value of a CLO's fixed-income investments will be affected by general fixed income market conditions, such as the volatility and liquidity of the fixed income market, which are affected by the ability of dealers to "make a market" in fixed-income investments. In recent years, the market for bonds has significantly increased while dealer inventories have significantly decreased, relative to market size. This reduction in dealer inventories may be a result of regulatory changes, such as capital requirements, and is expected to continue. As dealers' inventories decrease, so does their ability to make a market (and, therefore, create liquidity) in the fixed income market. Especially during periods of rising interest rates, this could result in greater volatility and illiquidity in the fixed income market, which could impair the CLO's profitability or result in losses.
- + **Interest Rate Risk.** A majority of the collateral obligations held by any CLO will bear interest at floating interest rates. To the extent interest rates increase, periodic interest obligations owed by the related obligors will also increase. As prevailing interest rates increase, some obligors may not be able to make the increased interest payments on their loans or refinance their balloon and bullet loans, resulting in defaults. Conversely if interest rates decline, obligors may refinance their loans at lower interest rates, resulting in prepayments and the risks related thereto, as discussed below under "Prepayment Risk".
- + **Prepayment Risk.** Loans are generally prepayable in whole or in part at any time at the option of the obligor thereof at par plus accrued unpaid interest thereon. Prepayments on loans are caused by a variety of factors making it often difficult to predict whether a particular loan will be prepaid. Consequently, there exists a risk that loans purchased at a price greater than par will experience a capital loss as a result of such a prepayment. In addition, principal proceeds received upon such a prepayment are subject to reinvestment risk. There is no assurance that AB CLO Adviser will be able to reinvest proceeds in assets with comparable interest rates at favorable prices that comply with the eligibility criteria with respect to a CLO, or (if it is able to make such reinvestments) as to the length of any delays before such investments are made. The rate of prepayments, amortization and defaults are influenced by various factors including, among other things: (i) changes in obligor performance and requirements for capital; (ii) the level of interest rates; (iii) lack of credit being extended and/or the tightening of credit underwriting standards in the commercial lending industry; and (iv) the overall economic environment, including any fluctuations in the recovery from the current economic conditions.

Generally, obligors tend to prepay their fixed rate obligations when prevailing interest rates fall below the coupon rates on their obligations. Similarly, floating rate issuers and borrowers tend to prepay their obligations when spreads narrow.

In general, “premium” securities (securities whose market values exceed their principal or par amounts) are adversely affected by faster-than-anticipated prepayments, and “discount” securities (securities whose principal or par amounts exceed their market values) are adversely affected by slower-than-anticipated prepayments. Since many fixed rate obligations will be discount instruments when interest rates and/or spreads are high, and will be premium instruments when interest rates and/or spreads are low, such debt instruments may be adversely affected by changes in prepayments in any interest rate environment.

- + **LIBOR Transition and Associated Risk.** A Fund may invest in debt securities, derivatives or other financial instruments that utilize the London Interbank Offered Rate, or “LIBOR,” as a “benchmark” or “reference rate” for various interest rate calculations. The United Kingdom Financial Conduct Authority, which regulates LIBOR, will cease publishing certain LIBOR benchmarks at the end of 2021. Although certain LIBOR rates are intended to be published until June 2023, banks are strongly encouraged to cease entering into agreements with counterparties referencing LIBOR by the end of 2021. Although financial regulators and industry working groups have suggested alternative reference rates, such as the European Interbank Offer Rate, the Sterling Overnight Interbank Average Rate and the Secured Overnight Financing Rate, global consensus on alternative rates is lacking and the process for amending existing contracts or instruments to transition away from LIBOR is underway but remains incomplete. The elimination of LIBOR or changes to other reference rates or any other changes or reforms to the determination or supervision of reference rates could have an adverse impact on the market for, or value of, any securities or payments linked to those reference rates, which may adversely affect a Fund’s performance and/or net asset value. Uncertainty and risk also remain regarding the willingness and ability of issuers and lenders to include revised provisions in new and existing contracts or instruments. Consequently, the transition away from LIBOR to other reference rates may lead to increased volatility and illiquidity in markets that are tied to LIBOR, fluctuations in values of LIBOR-related investments or investments in issuers that utilize LIBOR, increased difficulty in borrowing or refinancing and diminished effectiveness of hedging strategies, potentially adversely affecting a Fund’s performance. Furthermore, the risks associated with the expected discontinuation of LIBOR and transition may be exacerbated if the work necessary to effect an orderly transition to an alternative reference rate is not completed in a timely manner. Because the usefulness of LIBOR as a benchmark could deteriorate during the transition period, these effects could occur prior to the end of 2021.
- + **Contingent Liabilities.** A CLO will from time to time incur funding obligations or other contingent liabilities that could arise in the future in connection with an investment such as a revolving credit facility that has not yet been fully drawn. If the borrower subsequently draws down on the facility, the CLO would be obligated to fund the amounts due. If a CLO is unable to pay its obligations when due, it could face significant penalties that could materially adversely affect its returns. CLOs sometimes enter into agreements pursuant to which it agrees to assume responsibility for default risk presented by a third party, or on the other hand, enter into agreements through which third parties offer default protection to the CLO.
- + **Corporate Debt.** Bonds, notes and debentures issued by corporations could pay fixed, variable or floating rates of interest, or include zero-coupon obligations. Corporate debt instruments are subject to the possibility of credit ratings downgrades. Some instruments have the lowest quality ratings or are unrated. Some of the investments that AB CLO Adviser could select for the CLOs are PIK instruments, which will pay interest in kind (i.e., the principal owed to the CLOs in connection with a debt investment may be increased by the amount of interest due on such debt investment). PIK instruments often experience greater market value volatility than debt obligations that provide for regular payments of interest in cash and, in the event of a default, the CLOs could experience substantial losses.
- + **Limited Control of Administration and Amendment of Collateral Obligations.** A CLO can invest a substantial proportion of its assets in syndicated loans, which offer limited consent and control rights. Subject to each CLO’s Governing Documents, AB CLO Adviser has discretion to exercise or enforce, or refrain from exercising or enforcing, any or all of its clients’ rights in connection with collateral obligations or any related documents. Additionally, due to the size of the CLOs’ position in certain collateral obligations, AB CLO Adviser expects that it will have limited, if any, influence over amendments, waivers or modifications of the collateral obligations. AB CLO Adviser has discretion subject to the applicable terms of the Governing Documents, whether to determine to accept any offer by the issuer of a security or by any other person made to all of the holders of such security to purchase or otherwise acquire such security or to convert or exchange such security into or for cash, securities or any other type of consideration, or accept a solicitation by the issuer of a collateral obligation to extend or defer the maturity, or to adjust the outstanding balance of, such collateral obligation, or otherwise amend, modify or waive the terms of any related loan agreement, including the payment terms thereunder. The acceptance of any such offer or solicitation will not be considered an acquisition or purchase of a collateral obligation by the CLOs that must comply with the CLOs’ investment criteria.
- + **Cov-Lite Loans.** CLOs can hold significant interests in “Cov-Lite Loans” (i.e., loans which contain limited, if any, financial covenants). Generally, Cov-Lite Loans do not require the borrower to maintain debt service or other financial ratios and do not contain restrictions common on more traditional loans, such as restrictions on the ability of the borrower to incur additional debt, make certain restricted payments, change significantly its operations or to enter into other significant transactions that could affect its ability to repay such loans. Ownership of Cov-Lite Loans can expose a CLO to additional risks, including diminished liquidity, increased price volatility and limited ability to restructure loans than is the case with loans that have such requirements and restrictions. Whether a loan that has no maintenance or incurrence covenant, but contains either a cross-default provision to, or is pari passu with, another loan of the underlying obligor forming part of the same loan facility that requires the obligor to comply with one or more financial

covenants or maintenance covenants is considered to be a Cov-Lite Loan for a particular CLO varies depending on the CLO's Governing Documents.

- + **Balloon Loans and Bullet Loans.** CLOs can hold substantial amounts of balloon loans and/or bullet loans. Balloon and bullet loans involve a greater degree of risk because they are structured to allow for either small (balloon) or no (bullet) principal payments over the term of the loan, requiring the obligor to make a large final payment upon the maturity of the loan. The ability of an obligor to make this final payment upon the maturity of the loan typically depends upon its ability either to refinance the loan prior to maturity or to generate sufficient cash flow to repay the loan at maturity, which, in turn, will be affected by many factors, including the availability of financing at acceptable rates to such obligor, the financial condition of such obligor, the marketability of the collateral (if any) securing such loan, the operating history of the related business, tax laws and the prevailing general economic conditions. Consequently, an obligor might not have the ability to repay the loan at maturity, and the CLO could lose all or most of the principal of the loan. Given their often smaller size, more limited resources and lesser access to capital, it is to be expected that some obligors will have difficulty in repaying or refinancing their balloon and bullet loans on a timely basis or at all.

- + **Illiquidity of Collateral Obligations.** The CLOs will invest in assets that have no, or only a limited, trading market, and any such trading market could be even further limited as a result of a market disruption or distress. Investments in illiquid assets can hinder a CLO in disposing of investments in a timely fashion and for a fair price taking advantage of market opportunities. Illiquid assets generally trade at a discount to ones that are comparable, but more liquid. In addition, the CLOs invest in private placements some but not all of which are not freely transferable by law or due to contractual restrictions. Even if transferable, the prices realized from sale of a private placement could be less than what the CLO originally paid or what could be considered the fair value.

A liquidity crisis in the global credit markets would adversely affect AB CLO Adviser's flexibility in managing a CLO's portfolio. Adverse developments in the primary market for leveraged loans may reduce opportunities for the CLOs to purchase new issuances of collateral obligations. More particularly, the ability of private equity sponsors and leveraged loan arrangers to effectuate new leveraged buy-outs and the ability of the CLOs to purchase loans referred to leveraged buy-outs could be partially or significantly limited.

- + **Credit Ratings of Debt Obligations.** Credit ratings of debt obligations represent the rating agencies' opinions regarding their credit quality but are not a guarantee of quality. Rating agencies attempt to evaluate the safety of principal and interest payments and do not evaluate the risks of fluctuations in market value; therefore, will not always reflect the true risks of an investment in a rated instrument or issuer. Also, a rating agency could fail to make timely changes in credit ratings in response to subsequent events, so an issuer's current financial condition could be better or worse than a rating indicates. Investments in non-investment grade and comparable unrated obligations will be more dependent on AB CLO Adviser's credit analysis than would be the case with investments in investment-grade debt obligations. A failure of the

collateral quality tests applicable to a CLO could prevent the CLO from reinvesting in new collateral obligations, and any failure of the coverage tests or the interest diversion tests applicable to a CLO could result in the redemption of certain classes of securities of the CLO. A change in rating methodology by a rating agency could have a material adverse effect on the ability of CLO to reinvest in new collateral obligations.

- + **Concentration Risk.** It is expected that a limited amount of concentration in the initial portfolio of each CLO with respect to any particular obligor, region (other than the United States) or industry is expected to exist. However, redemptions of collateral obligations and reinvestment could result in a greater concentration in any one obligor, region or industry and such concentration would subject the applicable CLO portfolio to a greater degree of risk with respect to collateral defaults by such obligor, and the concentration of such portfolio in any one industry or region would subject the portfolio to a greater degree of risk with respect to economic downturns relating to such industry or regions.

Likewise, although the Governing Documents with respect to each CLO will generally require that certain levels of diversification are satisfied, maintained or improved in connection with reinvestments therein, there is no such restriction on non-investment grade loans and, in fact, the assets comprising each CLO are expected to consist primarily of below investment-grade debt obligations. To the extent that below investment grade debt obligations as an asset class generally underperform or experience increased levels of credit losses, liquidity or market volatility, the CLOs will likely experience credit and trading losses even with significant obligor and industry diversification.

- + **Weak Economy Could Trigger Defaults.** Any substantial economic slowdown could increase delinquencies, defaults and foreclosures, and adversely affect a CLOs' portfolio of loans and/or the ability to originate loans. Periods of economic slowdown or recession are often accompanied by decreased demand for consumer credit, decreased asset values (including real estate values) and an increased rate of delinquencies, defaults and foreclosures. Any material decline in asset values would increase the loan-to-value ratios on loans that the CLOs hold, weaken the CLOs' collateral coverage and increase the possibility and severity of a loss if a borrower defaults. A lack of equity in a property reduces the incentive a borrower has to meet its payment obligations during periods of financial hardship, which might result in higher delinquencies, defaults and foreclosures. These factors reduce the CLOs' ability to originate loans and increase its losses on loans.
- + **International Investing.** Investing outside the United States can involve greater risks than investing in the United States. The CLOs will generally be permitted, to a limited extent, to invest in obligations of obligors located in non-U.S. jurisdictions, including certain tax advantaged jurisdictions. As a result, certain of the loans or participation interests therein could be governed by non-U.S. law, which can create difficulties in enforcing legal rights and uncertainties as to the status, interpretation and application of laws in the obligor's jurisdiction.

Obligations of non-U.S. issuers are subject to any laws enacted in their home countries for the protection of debtors or creditors, which could adversely affect a CLO's ability to recover amounts

owed. Limited, if any, information, is or will be provided generally informing the risks associated with purchasing a loan or a participation interest under an agreement governed by non-U.S. laws including consequences of holding such a participation interest or sub-participation interest in the event of the insolvency of the institution from whom a CLO intends to purchase such participation interest or sub-participation interest or the insolvency of the institution from whom the grantor of the sub-participation interest purchased its participation interest.

There is often less publicly available information about non-U.S. obligors. Foreign companies often are not subject to uniform accounting, auditing and financial reporting standards, practices and requirements comparable to those applicable to United States companies. Additionally, foreign jurisdictions have varying levels of governmental regulation and supervision; and the economies of individual non-U.S. countries could differ from the U.S. economy in such respects as growth of gross domestic product, rate of inflation, volatility of currency exchange rates, depreciation, capital reinvestment, resources self-sufficiency and balance of payments position.

Foreign markets also have different clearance and settlement procedures, and in certain markets there have been times when settlements have failed to keep pace with the volume of transactions, making it difficult to conduct such transactions. Delays in settlement could result in periods when a CLO will hold assets uninvested, reducing or eliminating returns. The inability of a CLO to make intended asset purchases due to settlement problems or the risk of intermediary counterparty failures could cause such CLO to miss investment opportunities. The inability to dispose of a collateral obligation due to settlement problems could result in losses to the CLO due to subsequent declines in the value of such collateral obligation or, if the CLO has entered into a contract to sell the collateral obligation, liability to the purchaser. Transaction costs for foreign transactions, including brokerage, tax and custody costs, also are generally higher than for domestic transactions. Furthermore, foreign financial markets, while generally growing in volume, have, for the most part, substantially less volume than U.S. markets, and securities of many foreign companies are less liquid and their prices more volatile than those of comparable domestic companies.

- + **Insolvency Considerations.** Various laws enacted for the protection of creditors in the U.S. will apply to obligations of U.S. obligors held by a CLO. If a court in a lawsuit brought by an unpaid creditor or representative of creditors of an obligor, such as a trustee in bankruptcy, were to find that the obligor did not receive fair consideration or reasonably equivalent value for incurring the related indebtedness and, after giving effect to such indebtedness, the obligor (i) was insolvent, (ii) was engaged in a business for which the remaining assets of such obligor constituted unreasonably small capital or (iii) intended to incur, or believed that it would incur, debts beyond its ability to pay such debts as they mature, such court could determine to invalidate, in whole or in part, such indebtedness as a fraudulent conveyance, to subordinate such indebtedness to existing or future creditors of the obligor or to recover amounts previously paid by the obligor in satisfaction of such indebtedness. The measure of insolvency for purposes of the foregoing will vary. Generally, an obligor would be considered insolvent at a particular time if the sum of its debts

were then greater than the fair value of all of its assets or if the present fair salable value of its assets were then less than the amount that would be required to pay its probable liabilities on its existing debts as they became absolute and matured. However, there can be no assurance as to what standard a court would apply in order to determine whether the obligor was “insolvent” after giving effect to the incurrence of the indebtedness constituting the Collateral Obligations or that, regardless of the method of valuation, a court would not determine that the obligor was “insolvent” upon giving effect to such incurrence. In addition, in the event of the insolvency of an obligor of a collateral obligation, payments made on such collateral obligations could be subject to avoidance as a “preference” if made within a certain period of time (which can be as long as one year under federal bankruptcy law or even longer under state laws) before insolvency.

In general, if payments on obligations owned by the CLO are avoidable, whether as fraudulent conveyances or preferences, such payments can be recaptured, either from the initial recipient (such as the CLO) or from subsequent transferees of such payments (such as the holders of CLO Securities). To the extent that any such payments are recaptured from a CLO, the resulting loss will have a material adverse effect on the ability of the CLO to fulfill its debt obligations on its CLO Securities.

Insolvency considerations for obligations of non-U.S. obligors will differ from the foregoing.

- + **Bankruptcy.** There is a significant risk that an obligor on one or more loans held by a CLO will enter bankruptcy proceedings. Such proceedings could result in, among other things, a substantial reduction in the interest rate and a substantial write down of the principal of the related loans. There are a number of significant risks inherent in the bankruptcy process for creditors.

First, rulings in a bankruptcy case are the product of adversarial proceedings determined by a court with both legal and equitable powers, so the outcome is beyond the control of specific creditors.

Second, a bankruptcy filing can adversely and permanently affect the obligor making such filing. The obligor could lose its market position, key employees, relationships with important suppliers, access to the capital markets or other sources of liquidity and otherwise become incapable of restoring itself as a viable entity. If for this or any other reason, a reorganization under the [Bankruptcy Code] is converted to or becomes a liquidation, the liquidation value of the obligor might not equal the liquidation value that was believed to exist at the time of acquisition of the loan.

Third, the duration of a bankruptcy case is difficult to predict. A creditor's return on investment can be adversely affected by delays while a plan of reorganization is being negotiated, approved by parties in interest and ultimately confirmed by the bankruptcy court before it can become effective. For example, in general, unsecured creditors' claims for interest accrued between the bankruptcy filing and a reorganization plan's consummation are not allowed. Fourth, the administrative costs of the debtor and any official committees appointed in connection with the bankruptcy case (for example, the fees and expenses of the debtor's and committee's legal, financial and other advisors) are frequently high and will be paid out of the debtor's estate prior to any return to general unsecured creditors. If a CLO or AB CLO Adviser on its

behalf were to participate in such committees (including creditors' committees), the CLO could be deemed to have duties to other creditors represented by the committees, which might thereby expose the CLO to liability to any other creditors who disagree with AB CLO Adviser's or the CLO's actions. Additionally, participation on a committee often exposes members to material non-public information about a company which could hinder AB CLO Adviser's ability to invest a CLO in, or divest a CLO of, securities of the company. Participation on such committees also creates a risk of litigation and liability that could cause the CLO to incur significant legal fees and potential losses. Further, if the bankruptcy case involves protracted or difficult litigation, or turns into a liquidation, substantial assets could be devoted to such administrative costs; and the CLO's costs in monitoring and enforcing its investment also could substantially increase. Certain claims that have priority by law (for example, claims for taxes) also could significantly reduce or eliminate any partial recovery.

Finally, under certain circumstances, creditors' claims against bankrupt or insolvent entities are subject to equitable subordination or recharacterization as equity, and transfers made to creditors may be subject to avoidance and disgorgement as preferences or fraudulent transfers.

- + **Lender Liability.** A CLO could incur liability as a result of its lending activities or the lending activities of the sellers that have originated the loans. A number of judicial decisions have upheld the right of borrowers to sue on the basis of various evolving legal theories, collectively termed "lender liability." Generally, lender liability is founded on the premise that a lender has either violated a duty, whether implied or contractual, of good faith and fair dealing owed to the borrower or has assumed a degree of control over the borrower resulting in the creation of a fiduciary duty owed to the borrower, its other creditors or shareholders, or third parties harmed by the borrower. Even if the CLO purchases its loans in the ordinary course of its investment activities, the CLO could be subject to allegations of lender liability by reason of the actions of the sellers that originated those loans. AB CLO Adviser cannot be certain that these claims against a CLO will not arise, or that the CLO will not be subject to significant liability from such a claim.
- + **Litigation and Collection Costs.** Should a CLO be unable to otherwise collect on a defaulted loan, litigation could result. There is a high cost associated with any litigation and the results of litigation are always uncertain. Even before litigation is commenced, the CLO could experience substantial costs in trying to collect on defaulted investments, such as legal fees, collection agency fees, or discounts related to the assignment of a defaulted loan to a third party
- + **Information Technology Risks.** AB CLO Adviser is heavily reliant on its information technology infrastructure, processes and procedures and those of its service providers, and it has devoted significant resources to achieving competitive informational technology systems. Information technology changes rapidly, however, and AB CLO Adviser might not be able to stay ahead of such advances. Moreover, AB CLO Adviser or its service providers could find themselves a target of cybersecurity attacks. While steps have been taken to mitigate the risk of such attacks, no system is fully attack-proof, and a cybersecurity attack could have an impact on AB CLO Adviser and the CLOs.

- + **Valuation.** Loans are not publicly traded. The fair value of loans therefore are often not easy to determine. Valuations of illiquid loans require judgment, are inherently uncertain, can fluctuate and are generally based on estimates. It is possible that AB CLO Adviser's determinations of fair value will differ materially from the values that would have been used if an active market for these loans existed. If AB CLO Adviser's determinations regarding the fair value of such loans are materially higher than the values that are ultimately realized upon the sale of such loans, returns would be adversely affected.

AB CLO Adviser has adopted valuation policies and procedures (the "Valuation Procedures") for use in the valuation of loans and other assets held by the CLOs. AB CLO Adviser has also established a Valuation Committee to oversee the Valuation Procedures. AB CLO Adviser values such loans at fair value generally in accordance with U.S. generally accepted accounting principles ("GAAP") and as more fully described below. Where AB CLO Adviser believes a reliable market price is readily ascertainable for an asset, AB CLO Adviser will value such asset at such current market price. Assets for which AB CLO Adviser believes reliable market prices are not readily ascertainable are fair valued by AB CLO Adviser in good faith and in accordance with the policies and procedures set forth below.

AB CLO Adviser's fair value methodology generally is consistent with the fair value principles established by FASB Accounting Standards Codification (ASC) Topic 820-10, Fair Value Measurements and Disclosures ("ASC Topic 820-10"). ASC Topic 820-10 specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. ASC Topic 820-10 also provides guidance regarding a fair value hierarchy, which prioritizes information used to measure fair value and the effect of fair value measurements on earnings and provides for enhanced disclosures determined by the level within the hierarchy of information used in the valuation.

Generally, it is expected that assets held by CLOs will consist principally of loans, which will be valued by AB CLO Adviser quarterly (or more frequently, as deemed necessary or appropriate) using both observable and unobservable inputs. AB CLO Adviser will determine the fair value of a loan by taking into consideration the following information and inputs, to the extent reasonably available to AB CLO Adviser: (i) current pricing data, which includes: the price at which the loan or similar loans are trading in the secondary market within a sufficiently recent period, such that the price is meaningful in the view of AB CLO Adviser; the most recent price for the loan, as published by a third-party pricing service deemed reputable by AB CLO Adviser within a sufficiently recent period, such that the price is meaningful in the view of AB CLO Adviser, taking into account, among other factors, the number and identity of the market participants whose bid and ask prices have contributed to that price; any relevant third-party information (e.g., indicative broker quotes or any other third-party pricing or valuation information) on such asset to the extent available and deemed reliable by AB CLO Adviser; and the price at which the loan was sold to third party investors in the loan's primary syndication if such primary syndication has occurred in a sufficiently recent period, such that the price is meaningful in the view of AB CLO Adviser; (ii) the fair value of such loan based on a valuation model; and (iii) in any such valuation, in addition to

the foregoing, such other information and considerations that AB CLO Adviser deems material to such determination. AB CLO Adviser may also, at its discretion, solicit a fair market valuation from an independent third-party valuation firm selected by AB CLO Adviser.

Please note that there are many other circumstances not described here that could adversely affect your investment in a CLO.

INVESTMENTS WITH THIRD PARTIES

AB CLO Adviser and its affiliates, from time to time incur expenses jointly on behalf of a CLO or another investment and one or more other entities established or advised by AB or an affiliate (any such entity, including any CLO, an "Other Account"). AB will seek to fairly allocate such expenses among the applicable Other Accounts and any co-investors. Generally, Other Accounts and co-investors that own a common investment will share in expenses related to such investment, including expenses originally charged solely to any Other Account. However, it is not always possible or reasonable to allocate or re-allocate expenses to a co-investor, depending upon the circumstances surrounding the applicable investment (including the timing of the investment) and the financial and other terms governing the relationship of the co-investor to the Other Accounts with respect to the investment, and, as a result, there could be occasions where co-investors do not bear a proportionate share of such expenses. In addition, where a potential investment is contemplated but ultimately not consummated, potential co-investors generally will not share in any expenses related to such potential investment, including expenses borne by any Other Account with respect to such potential investment.

Please refer to AB Part 2: Item 8 for more information.

F. DISCIPLINARY INFORMATION (ADV ITEM 9)

AB CLO Adviser and its management have no material disciplinary information to report.

Please refer to AB Part 2: Item 9 for more information on its disciplinary history.

G. OTHER FINANCIAL INDUSTRY AFFILIATIONS (ADV ITEM 10)

Neither AB CLO Adviser nor its executive officers are actively engaged in any business other than providing investment advice. AB's controlling shareholder, and our broker-dealer affiliates, are involved in other financial services businesses.

OUR CONTROLLING SHAREHOLDER

As controlling shareholder of AB, EQH has the ability to influence AB's business. However, when conducting our investment activities, we allocate investment opportunities to all of our clients in a particular strategy in the same way, including EQH. Further, as a matter of policy and practice, we do not collaborate with EQH on any investment decisions, and we do not involve EQH personnel in any of our research processes. We also are financially independent of EQH.

OUR AFFILIATES

AB is an investment adviser registered with the SEC under the Advisers Act.

Please refer to AB Part 2: Item 10 for more information on our financial industry affiliations.

CONFLICTS OF INTEREST ASSOCIATED WITH OVERLAPPING, COMPETING OR CONFLICTING INVESTMENTS

As noted above, the CLOs and other clients will invest in different, similar or the same assets and, as a result, AB CLO Adviser is presented with a variety of conflicts of interests. In particular, it is likely that investments that are suitable for the CLOs will also be suitable for other clients. Opportunities that are suitable for more than one client are allocated among eligible clients in accordance with AB CLO Adviser's Allocation Policy. While the Allocation Policy has been designed to reasonably assure that clients are treated fairly and equitably over time, the Allocation Policy does not guarantee that any client will participate in each or every investment. A CLO could be unable to invest in a particular opportunity, even if AB CLO Adviser believes that it would be in the CLO's interests to invest. For registered investment company and business development company ("BDC") clients (collectively, "Regulated Funds"), the 1940 Act ordinarily restricts joint transactions, which can include common investments between one or more Regulated Funds and other accounts advised by the BDC's investment adviser.

From time to time, AB CLO Adviser expects to invest in securities or other financial instruments of an issuer for one Client that are senior or junior to securities or financial instruments of the same issuer that are bought for or held by another client or account. For example, one Client could acquire senior debt securities of an issuer while another client or account could acquire equity securities or subordinated debt of the same issuer. This creates the potential for conflicts of interests. Conflicts of interest that can arise in such circumstances include, for example, if an issuer enters bankruptcy or undergoes a capital restructuring, the client holding securities that are senior in preference might have the right to pursue the issuer's assets to fully satisfy the issuer's indebtedness to the client, and as a fiduciary, AB CLO Adviser could have an obligation to pursue aggressive remedies on behalf of such client. Another Client or account that holds securities of the same issuer that are more junior in the capital structure might not have the same rights as the client holding senior securities. A client holding junior securities also might not have access to sufficient assets of the issuer to completely satisfy its bankruptcy claim against the issuer and may suffer loss. AB CLO Adviser will endeavor to treat all Client fairly and equitably over time and will take steps to address the foregoing conflicts of interest resulting from multiple investments in the capital structure of the same issuer.

AB CLO Adviser's Allocation Policy is intended to address conflicts of interest associated with the allocation of investment opportunities and to promote the allocation of opportunities among clients in a manner that is fair and equitable over time. Pursuant to the Allocation Policy, when presented with an investment opportunity which is appropriate for more than one client, AB will first consider any provisions in each client's Governing Documents. Subject to compliance with such provisions, AB will then determine the allocation by considering and weighting, a variety of factors to determine which accounts will participate in a common opportunity and the amount of a security each participating account will purchase or sell. If AB acquires or disposes of less than the entire amount of the opportunity (as represented by the sum of each account's intended participation as set forth on the pre-trade allocation statement), AB will, in most cases, allocate the amount filled pro rata to the amounts set forth on a pre-trade allocation statement. However, there will be

some cases where the portfolio manager determines, based on his or her reasonable business judgment and in accordance with the Allocation Policy, that pro rata allocation would be inappropriate, unfair or otherwise not in the best interest of the participating clients. In these cases, a non-pro rata allocation methodology, such as randomly selecting participating accounts or rotating allocations among clients, may be employed. In these cases, the portfolio manager will document a brief description of how the position was allocated and the reasoning therefor. AB may also adjust allocations for other reasons such as maintaining round lot holdings or avoiding de minimis allocations.

AB CLO Adviser, its affiliates, and their personnel will encounter a variety of conflicts of interest in connection with AB CLO Adviser's role as collateral manager to the CLOs including (without limitation) conflicts related to CLO Securities being issued in tranches with different rights and risk return profiles and being held by a diverse investor group whose interests are likely to diverge. Any conflicts of interest could adversely impact the CLOs and there can be no assurance that AB CLO Adviser will resolve all conflicts of interest in a manner that is favorable to the CLOs.

Investors should review the offering documents of the applicable CLO, as well as the disclosures contained herein, to understand certain conflicts of interest that AB CLO Adviser reasonably expects could arise in connection with that CLO and how AB CLO Adviser seeks to resolve or mitigate them. In the event of a conflict of interest not provided for in a CLO's Governing Documents, AB CLO Adviser will take actions as in its good faith judgment are necessary or appropriate to ameliorate such conflicts of interest, which can but are not required to include (i) disposing of the investment giving rise to the conflict of interest; (ii) appointing an independent fiduciary to act or provide consent with respect to the matter giving rise to the conflict of interest; (iii) in connection with a matter giving rise to a conflict of interest with respect to an investment, consulting with the board of directors ("Board") of the applicable CLO regarding the conflict of interest and either obtaining consent of the Board to the conflict of interest or acting in a manner, or pursuant to standards or procedures, approved by the Board with respect to such conflict of interest; (iv) disclosing the conflict to the Board or to investors; or (v) implementing certain policies and procedures designed to ameliorate such conflicts of interest.

H. CODE OF ETHICS, PERSONAL TRADING, AND CLIENT TRANSACTIONS (ADV ITEM 11)

OUR CODE OF ETHICS

All AB CLO Adviser employees are required to follow our Code of Business Conduct and Ethics (the "Code" or "Code of Ethics").

The Code summarizes the firm's values, ethical standards, and commitment to address potential conflicts of interest that arise from its activities. Policies and procedures have been designed to implement the principles in the Code.

The Code can be viewed at www.alliancebernstein.com or a copy may be obtained from AB CLO Adviser by writing to the Chief Compliance Officer, 501 Commerce Street, Nashville, TN 37203.

OUR INTERESTS IN CLIENT TRANSACTIONS

AB may participate or have an interest in client transactions in several ways, which are described below.

PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS

Principal and Cross Transactions

Due to EU Securitization Laws (discussed below), AB CLO Adviser expects that each CLO that has elected to comply with the EU Securitization Laws will regularly engage in principal transactions, as AB CLO Adviser currently interprets the EU Securitization Laws to require, for transaction where securities are issued and sold to EU Affected Investors (as defined below), that AB CLO Adviser originate at least five percent of the nominal value of the target par amount of loans to be acquired by these CLOs by the effective date of the CLO. As discussed below, consistent with EU Securitization Laws, AB CLO Adviser's Origination Series will either originate a loan or, where AB CLO Adviser identifies a loan in the secondary market that it believes might be appropriate for the CLO and for which origination treatment could ultimately be desired, acquiring the loan through AB CLO Adviser's Originator Series, holding the loan in the Originator Series for a period of time and, if approved, then transferring the loan to the CLO through a principal transaction. CLOs could also engage in principal transactions even if not subject to EU Securitization Laws as principal transactions can be appropriate for other reasons (although principal transactions are expected to be less frequent for any CLO not intended to comply with the EU Securitization Laws). Although principal transactions can have certain advantages for a CLO, they also present significant conflicts of interest. As a result, pursuant to Section 206(3) of the Advisers Act an adviser cannot engage in a principal transaction unless it provides the client with prior written disclosure of the terms of the transaction, and conflicts associated therewith, and obtains the client's consent prior to settlement. A CLO's Governing Documents can include additional requirements related to principal transactions and will generally provide that disclosure with respect to a CLO principal transaction will be provided to the CLO's board or a designated party and their approval granted prior to settlement of the principal trade.

A principal transaction could also arise if a CLO buys a security from, or sells a security to, AB or a AB fund of which 25% or more of the ownership interests (by value) are held by AB or its personnel and related persons (a "principal fund"). As a result, to the extent that AB were to determine to enter into a cross trade and a principal fund (i.e., a transaction whereby the principal fund sells a security to, or buys a security from, a CLO), similar notice will be provided to and consent sought from the CLO. Cross-trades among CLOs or between a CLO and a AB fund, where neither is a principal fund are not principal transactions, but still could represent a conflict of interest due to, for example, different compensatory or pecuniary interests. As a result, for both principal trades and cross-trades, AB CLO Adviser will first determine that the trade is fair and equitable to each participating client and not contrary to the interests of either client.

Principal and cross trades involving loans are executed at fair market value, as determined by AB and, in the case of principal trades, disclosed to the CLO's board or other representative designated by the CLO or the board for this purpose, which will be independent of AB. Because most of the assets in which the CLOs can be expected to invest are not publicly traded, values can be difficult to determine. AB CLO Adviser seeks to value such assets in good faith and in accordance with its valuation procedures. However, investors should understand that, even though determined in good faith, valuations require the application of a significant amount of judgment, are

inherently uncertain, will fluctuate and are often based on estimates and assumptions. AB CLO Adviser's determination of the fair value of an asset could differ materially from the values that would have been applied if an active market for the asset existed and from the price at which such asset may ultimately be sold. Differences in fair value and actual sale value could adversely impact a CLO.

Financial Interests in CLO Transactions

In accordance with the risk retention requirements promulgated under Regulation (EU) 2017/2402 (the "EU Securitisation Regulation", and together with any supplementary regulatory technical standards, implementing technical standards and any guidance adopted in relation thereto by the European supervisory authorities, each as in force from time to time, the "EU Securitization Laws"), AB CLO Adviser may decide to hold EU Retention Interests in the CLOs and CLO warehouses it manages in order for such CLOs and CLO warehouses to satisfy the EU Securitization Laws where securities issued in a securitization transaction are sold to certain specified types of European Union investors such as credit institutions and investment firms (including consolidated affiliates thereof, wherever located), authorized alternative investment fund managers who manage and/or market their alternative investment funds in the European Union, insurance and reinsurance undertakings UCITS funds (internally managed) and management companies thereof, and institutions for occupational retirement provisions (subject to some exceptions), each as set out in the EU Securitisation Regulation (the "EU Affected Investors").

An "EU Retention Interest" is a material net economic interest (within the meaning of the EU Securitization Laws), which may be held in a number of prescribed forms, most typically through (i) a "vertical slice" of not less than 5% of the nominal value of each tranche of securities issued to investors on the related closing date, or (ii) a "horizontal slice" of not less than 5% of the nominal value of the first loss or "equity" tranche.

The EU Securitization Laws generally require an "originator" to originate a portion of the loans acquired by a CLO and to acquire and retain an EU Retention Interest as described above. The EU Securitization Laws currently do not specify the percentage of loans which an originator who is also acting as the collateral manager must originate; however, industry practice is that a manager-originator should originate at least 5% of the target par amount of loans to be acquired by the CLO by the effective date for such CLO. To satisfy the EU Securitization Laws (as required where securities are issued to the EU Affected Investors), AB CLO Adviser intends to: (i) hold the EU Retention Interest of each CLO in its Investment Series; (ii) through its Management Series, act as the collateral manager for such CLO; and (iii) through its Originator Series, originate a portion of the loans to be held by such CLO.

There has been no explicit guidance regarding whether entities may be structured for this purpose and therefore the regulatory environment in which any such structure intends to operate is highly uncertain. There can be no assurance that applicable governmental authorities will agree that any of the transactions, structures or arrangements entered into by AB CLO Adviser and its affiliates, and the manner in which they expect to hold retention interests, will satisfy the EU Securitization Laws. The EU Securitization Laws are subject to changes, clarifications and interpretations by governmental authorities that may have an adverse effect on AB CLO Adviser and its affiliates.

The EU Securitization Laws also include transparency and reporting requirements for the originators, "sponsors" (as defined in the EU Securitisation Regulation) and issuers established in the European Union. Details of these requirements are subject to the adoption of secondary legislation that has yet to be finalized. EU Affected Investors are subject to a number of their own due diligence obligations under the EU Securitisation Regulation and they must determine for themselves that any investment they make in a securitisation satisfies such obligations. There are ongoing discussions at the EU regulatory level as well as between the market participants about the full jurisdictional scope of these requirements.

It is a requirement of the EU Securitization Laws that the "originator" not transfer its EU Retention Interest until the final maturity of the applicable CLO securities. Accordingly, AB CLO Adviser expects to covenant and agree with the issuer of each CLO it manages that it will not transfer the EU Retention Interest of such CLO other than in accordance with the EU Securitization Laws, as applicable.

In addition to the EU Retention Interest that AB CLO Adviser holds through its Investment Series, it intends to purchase from each CLO it manages, and hold in its Investment Series: (i) one or more notes entitling AB CLO Adviser to a preferred return calculated as a percentage of the overall assets of such CLO, payable on a quarterly basis immediately prior to direct payments of interest and principal proceeds on the Equity of such CLO (each a "Preferred Return Note") and (ii) a note entitling AB CLO Adviser to a performance return, payable on a quarterly basis immediately prior to distributions on the Equity of such CLO, expected to equal a certain percentage of amounts remaining that would otherwise be available to be paid to the holders of the CLO's equity, once the cumulative distributions by the CLO to the holders of its equity are sufficient to generate an annual internal rate of return of a certain percentage, compounded annually, on such holders' aggregate investment in the CLO (the "Performance Note").

Please refer to AllianceBernstein L.P.'s Part 2: Item 11 for more information.

I. BROKERAGE PRACTICES (ADV ITEM 12)

AB CLO Adviser has a duty to seek best execution when purchasing or selling loans or other assets on behalf of a CLO. However, unlike public securities, the CLOs generally are limited to acquiring and holding or selling loans which generally does not require the engagement of a broker-dealer. Nonetheless, AB CLO Adviser seeks to execute transactions in a manner that total costs or proceeds can be maximized while valuing the quality of execution as well as costs. The market for loans does not involve an exchange where current asset prices are readily available; instead it is a private market and the level of information known by dealers and investors varies. As a result, AB CLO Adviser seeks to maintain its relationships with active and knowledgeable dealers. Additionally, because loans are highly illiquid, relatively few dealers are market makers and do not have a bid and offer for a particular loan. Where a CLO acquires an interest in a loan by way of assignment, the CLO will pay assignment fees to the administrative agent for the loan, which can be significant. Additionally, in some cases, AB CLO Adviser can reduce costs by trading with the agent bank. In these cases, there can be greater liquidity and, by maintaining strong relationships with agent banks, AB CLO Adviser could have more opportunities to acquire a loan in a primary transaction. Agent banks also are often more knowledgeable

regarding potential buyers or sellers for a loan. Given the nature of trading in loans, AB CLO Adviser does not maintain any soft dollar arrangements.

In the event that a CLO were to acquire marketable securities (for example, in connection with a workout or restructuring) and AB CLO Adviser were required to dispose of such securities on behalf of a CLO, AB CLO Adviser would seek to obtain best execution for such transactions by selecting broker-dealers or other intermediaries that AB CLO Adviser believes would provide quality executions at acceptable costs, but would not be required to execute based solely on which broker offered the most favorable spread or lowest commissions and trading expenses. Rather, AB CLO Adviser would take into account a variety of quantitative and qualitative factors including, as relevant under the circumstances, price, transaction costs, experience of the broker, anticipated speed of execution, as well as any research provided to AB CLO Adviser to assist it in connection with that transaction or other holdings of the CLOs. However, AB CLO Adviser does not currently expect to receive research or other products or services from a broker-dealer or a third party in connection with these transactions.

As discussed in Item 11 above, and consistent with AB CLO Adviser's Allocation Policy, if more than one CLO seeks to purchase or sell the same asset contemporaneously, such orders will generally be aggregated in a single transaction unless AB CLO Adviser determines that aggregation is not the best interests of the relevant client or clients.

Please refer to AB Part 2: Item 12 with respect to the process by which AB-PCI would select and engage with a broker-dealer, should one be required, to ensure best execution for its clients.

J. REVIEW OF ACCOUNTS (ADV ITEM 13)

Each CLO will have at least one assigned portfolio manager. On a daily basis, the portfolio manager(s) and analysts monitor events relating to the investments held by the CLOs, including their performance and credit quality. Each CLO's Governing Documents contain certain investment restrictions and other tests, such as detailed coverage tests, portfolio profile tests, and/or collateral quality tests, that are monitored. For the CLOs, the trustee prepares schedules of fees and expenses, distributions and dividends (the "priority of payment waterfalls"), which are reviewed and agreed to by AB CLO Adviser. On at least a monthly and quarterly basis (as applicable), the AB CLO Adviser reviews investment holdings for compliance with their respective investment guidelines as set forth in the CLO's governing documents.

As a general matter, investors in a CLO will receive from the trustee monthly reports detailing the CLO's portfolio and all related portfolio metrics and guidelines and quarterly reports detailing all cash flows which AB CLO Adviser reviews for accuracy and completeness.

Certain investors in a CLO request additional information relating to the CLO or AB CLO Adviser's services, which AB CLO Adviser can elect to provide subject to limitations imposed by confidentiality agreements.

K. CLIENT REFERRALS AND OTHER COMPENSATION (ADV ITEM 14)

SOLICITOR AGREEMENTS

Please refer to AllianceBernstein L.P. Part 2: Item 14 for additional information on Solicitor Agreements.

PAYMENTS TO VENDORS AND CONSULTANTS

On occasion, certain business units of AB purchase data, research, conference attendance and other services or products from institutional asset management consultants who conduct searches and recommend money managers to prospective clients. The sale of such products and services may be profitable to consultants, which may indirectly reduce the cost of the consulting services to prospective institutional clients. In order to mitigate potential conflicts for the consultants, we do not purchase such services and products unless we have determined in good faith that they will provide AB with industry data and/or proper assistance in marketing our services.

Please refer to AB Part 2: Item 14 for additional information on Payments to Consultants.

EMPLOYEE REFERRALS

Please refer to AllianceBernstein L.P. Part 2: Item 14 for additional information on Employee Referrals.

L. CUSTODY (ADV ITEM 15)

AB CLO Adviser does not have "custody" of client assets.

Please refer to AB Part 2: Item 15 for additional information.

M. INVESTMENT DISCRETION (ADV ITEM 16)

Each CLO will grant AB CLO Adviser discretion to manage the CLO's portfolios, subject to the detailed description of such CLO's specific investment objectives, eligibility criteria and investment guidelines, policies, and restrictions set forth in the Governing Documents. While AB CLO Adviser has sole discretion to pursue any investment strategy on behalf of a CLO that is not prohibited by the applicable Governing Documents, and to modify the strategy from time to time in the future without the approval of or prior consultation with any other person, Governing Documents typically place significant restrictions on AB CLO Adviser's ability to buy and sell assets on behalf of a CLO. Accordingly, as a result of such restrictions, AB CLO Adviser may be unable to buy or sell assets on behalf of a CLO or to take other actions which it might otherwise consider in the best interests of such CLO and the holders of the CLO Securities.

N. VOTING CLIENT SECURITIES (ADV ITEM 17)

CLOs do not typically hold securities which solicit proxies, however, AB CLO Adviser could be called upon to provide (or withhold) consent to proposed modifications to loan terms and covenants. AB CLO Adviser's authority to provide or withhold consents will be granted or limited by the CLO's Governing Documents.

FURTHER INFORMATION AVAILABLE

Clients may obtain a copy of AB CLO Adviser's relevant policies and procedures or information regarding how AB CLO Adviser exercised consent rights on their behalf by writing to:

AB Broadly Syndicated Loan Manager LLC
Attn: Chief Compliance Officer
150 4th Avenue N.
Nashville, TN 37219

O. FINANCIAL INFORMATION (ADV ITEM 18)

AB CLO Adviser has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts.

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