



INSTITUTIONAL SHAREHOLDER SERVICES

This brochure was updated on March 31, 2022.

This brochure provides information about the qualifications and business practices of Institutional Shareholder Services Inc. (“ISS” or the “Company”). If you have any questions about the contents of this brochure, please contact ISS’ Chief Compliance Officer, Dan Lantz. He can be reached at (301) 556-0466 or at daniel.lantz@issgovernance.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority. ISS is registered with the SEC as an investment adviser; however, please note that such registration does not imply a certain level of skill or training.

Additional information about ISS is available on the SEC’s website at www.adviserinfo.sec.gov.

© 2022 | Institutional Shareholder Services and/or its affiliates

INSTITUTIONAL SHAREHOLDER SERVICES INC.

702 King Farm Boulevard, Suite 400
Rockville, MD 20850
T: 301.556.0500 F: 301.556.0491

ISSGOVERNANCE.COM

TABLE OF CONTENTS*

Contents

ADVISORY BUSINESS	4
Background	4
Services Provided	4
Services Produced by ISS.....	4
Services Produced by Third Parties.....	6
FEES AND COMPENSATION.....	7
PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT	7
TYPES OF CLIENTS	7
METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS	7
DISCIPLINARY INFORMATION	9
OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS	9
Foreign Advisory Affiliates	9
Securities Class Action Services	9
Services for Issuers.....	9
Services for Asset Managers	10
Ownership Structure.....	10
CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING	10
Code of Ethics	10
Standards of Conduct.....	10
Potential Conflicts of Interest	11
Issuers that are clients of ICS	11
Issuers that are clients of ISS	12
Ownership Structure.....	13
Conflicts Generally	13
Participation or Interest in Client Transactions	14
Personal Trading	14
BROKERAGE PRACTICES	14

* A NOTE ABOUT THE FORMAT OF THIS BROCHURE: The SEC requires all investment advisers to organize their disclosure documents according to specific categories, some of which may not pertain to a particular adviser's business. Where a required category is not relevant to its business, ISS will list the category and state that it does not apply.

REVIEW OF ACCOUNTS	14
CLIENT REFERRALS AND OTHER COMPENSATION	14
CUSTODY	15
INVESTMENT DISCRETION	15
VOTING CLIENT SECURITIES	15
FINANCIAL INFORMATION	15

ADVISORY BUSINESS

Background

Founded in 1985, Institutional Shareholder Services ("ISS") seeks to enable investors and companies to build for long-term and sustainable growth by providing data, analytics and insight. To this end, ISS provides corporate governance and responsible investment solutions, market intelligence, fund services, and events and editorial content for institutional investors globally. ISS' parent company, ISS HoldCo Inc., is principally owned by Deutsche Börse AG ("DB"), with the remainder owned by Genstar Capital and ISS management. ISS operates on an arm's length basis from DB and Genstar Capital, and these companies have adopted policies designed to protect the independence and integrity of ISS' research offerings.

Services Provided

Services Produced by ISS

Governance Research and Voting Services

Through its Governance Research and Voting Services, ISS provides research, voting recommendations and voting-related services to help institutional investors understand corporate governance policies and practices and take these into account in their proxy voting and engagement activities. In 2021, ISS provided proxy research and recommendations on approximately 48,000 shareholder meetings in approximately 115 markets worldwide. ISS offers a wide range of voting policy options, including ISS' benchmark policies, along with specialty policies that evaluate proxy voting issues from the perspective of sustainability, socially-responsible investing, public funds, climate, board-aligned, labor unions and mission and faith-based investing. ISS also provides proxy voting recommendations based on a client's specific customized voting guidelines and can assist clients in developing such custom guidelines as well.

ISS' ProxyExchange ("PX") application provides clients with end-to-end management of their proxy voting process. ISS clients can control their voting policy(ies) and final proxy voting decisions while leveraging ISS in the processing and data management elements of the proxy voting process. To this end, ISS receives proxy ballots on behalf of many clients, works with custodian banks, assists clients in executing their proxy votes, maintains vote records, and provides comprehensive reporting.

Special Situations Research

This service provides in-depth analyses regarding high-profile mergers and acquisitions, proxy contests and other strategic corporate transactions that are put to a shareholder vote. Through this service, ISS helps clients better understand the strategic rationale for each covered transaction, and its impact on valuation, corporate governance and shareholder rights. Special Situations Research clients typically receive analyses throughout the full lifecycle of the events covered, from deal announcement through the shareholder meeting.

Vote Disclosure Service

ISS offers its Vote Disclosure Service to help investment companies comply with their regulatory disclosure obligations. ISS collects vote history reports and prepares the information the SEC requires investment companies to file on Form N-PX. ISS also offers a comprehensive reporting service that includes daily updates of funds, meetings, and agenda information. The Vote Disclosure Service can also be used by institutional investor clients, whether investment companies or not, to fulfill voluntary or mandatory vote disclosure obligations.

Add-On Workflow Solutions

ISS offers several solutions to help investors increase efficiency in the proxy voting process. For example, ISS Communicator helps investors disseminate information on proxy meetings to internal stakeholders and assists in internal collaboration by the client on its vote decisions. ISS also offers tools to assist investors in their engagement process, such as databasing engagement notes or preparing engagement materials.

Screening & Controversies

ISS ESG, the responsible investment arm of ISS, provides Screening & Controversies solutions that identify corporate involvement in a range of controversial products, business practices and high-risk sectors, allowing clients to screen, monitor and analyze responsible investment performance. ISS ESG's analysts provide on-going monitoring and research on company practices, assessing information gathered from numerous sources complemented by analysis, research, engagement and consultation. Analysts gather information through publicly available sources, conduct interviews with stakeholders, and collect information on the policies and practices of covered companies.

ESG Ratings & Rankings

Through its ESG Ratings & Rankings solutions, ISS ESG provides comparable analyses on companies, countries and bonds, providing investors with the ability to incorporate sustainability into their investment processes, including on a customizable basis. ISS ESG's ratings aim to assist investors to minimize ESG risks, comply with evolving regulatory and stakeholder requirements and capitalize on potential opportunities. ISS ESG's proprietary rating concept places a sector-specific focus on the materiality of non-financial information.

Climate Solutions

ISS ESG provides a suite of climate solutions designed to provide investors with a better understanding of their exposure to climate-related risks in their portfolios. Through its dedicated team, ISS ESG offers a range of data and intelligence on climate change performance and risk and its impact on investments. In addition to carbon footprint data, ISS ESG assesses potential avoided emissions, transitional and physical risk, and future carbon performance - based on nearly 100 sector-specific indicators.

Indices

ISS ESG data is also used in the construction of thematic indices in various ways. ISS ESG and a third-party benchmark administrator work with asset managers, asset owners, investment funds and other clients to create customized indices incorporating ISS ESG data. In addition, ISS ESG supplies its data to third parties who create their own indices or investment products. Finally, ISS ESG licenses certain proprietary indices for the creation of passive financial investment products or for benchmarking. These indices are administered by an authorized benchmark administrator under the European Benchmarks Regulation.

Services Produced by Third Parties

Access to Other Third-Party Research

In addition to providing access to its own Governance Research and Voting recommendations through the PX platform, ISS also provides access through the platform to independent third-party proxy research material to some clients that subscribe directly to such third-party research and pay the third-party directly for that research. ISS does not have a role in producing such research and is not affiliated with the research providers. Additionally, some of ISS' proprietary work products can contain certain summary data supplied by independent providers.

Securities Class Action Services

ISS also sometimes distributes the services of its wholly-owned subsidiary, Securities Class Action Services, LLC ("ISS SCAS"). This company, which is not a registered investment adviser, offers a fully outsourced securities class action claims filing service which involves monitoring securities class and group action litigation and settlements on behalf of mutual fund, investment manager, and pension fund clients. This service provides global coverage. ISS SCAS is available in three levels of service, designed to meet a variety of professional needs. This includes claims filing, portfolio monitoring, and research.

Services for Asset Managers

ISS' wholly-owned subsidiary, Asset International, Inc. (and its subsidiaries, with brands such as ISS Market Intelligence, ISS LiquidMetrix, ISS FWW, and ISS Media), serves the global investment management community by providing products and services related to data, business intelligence, and research. These products and services, which are not investment advisory, include data and market intelligence, such as investment flow data, investment product characteristics, advisor and fund analysis, ratings, events, and editorial content for investment managers, asset owners and custodians.

A COMPLETE LIST OF ISS' PRODUCT OFFERINGS CAN BE FOUND ON ISS' WEBSITE AT:
www.issgovernance.com.

FEES AND COMPENSATION

ISS clients may purchase different elements of the Governance Solutions and ISS ESG products and services described above. Fees charged for products and services generally range from \$5,000 to above \$1m depending on several factors including the types of products purchased, the volume of products consumed, coverage universes, delivery mechanisms, and individual client use cases which will determine the final price for each client. Please note that these fees are sometimes negotiable. Most services are offered on an annual subscription basis and are generally paid for in advance. In view of the nature of ISS' services, refunds generally are not available in the event of early termination of a subscription. Fees for ISS ESG's offerings may be based, in part, on assets invested in products utilizing ISS ESG data.

PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

This item does not apply to ISS' business.

TYPES OF CLIENTS

ISS' clients generally include other investment advisers, including investment advisers to investment companies, pension and profit-sharing plans, broker-dealers, asset owners, asset managers, banks or thrift institutions, hedge funds, charitable organizations and other institutional investors, as well as law firms, and universities. ISS also provides data to third parties for use in thematic based indices. ISS does not directly serve a retail clientele.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

In rendering proxy voting advice, ISS uses publicly available information to analyze the terms of proposals presented to shareholders for a vote. While analysts consider company- and market-specific factors in generating voting recommendations, all proxy analyses are undertaken in accordance with a published analytical framework comprised of voting policy guidelines chosen by clients. In some cases, these are guidelines that ISS develops and maintains, and clients have elected to adopt; in other cases, they are the clients' own guidelines (prepared in some cases with ISS' assistance and which are not published by ISS). Each proxy research report under ISS benchmark and specialty policies includes a URL for a direct hyperlink to ISS' summary voting guidelines for easy access by users of ISS' Governance Research.

ISS has an annual policy review process for its ISS benchmark and specialty voting policies, to help ensure that the voting policy guidelines are reviewed and updated to reflect investor and market views, accepted good governance practices, the inclusion of relevant regulatory changes and practical implementation matters. All of ISS' benchmark and specialty voting policies are reviewed annually, taking into account evolving perspectives, best practices, and related legal and market-specific developments. The annual review and development process starts in the summer each year and generally ends in November when policy updates for the following year are released publicly, with transparency to clients, to companies and to the market generally.

This inclusive approach to policy formulation and development is designed to ensure that ISS policies are informed by a broad set of relevant inputs and expertise, combining ISS' expertise with views and feedback from a diverse range of market participants through multiple channels, including:

- › Ongoing dialogue with and feedback from investor clients, and other participants in the capital markets, including companies, regulatory agencies, and the academic community.
- › Periodic policy roundtables and other similar sessions with clients and relevant industry groups.
- › An annual policy survey is open to all interested parties and designed to obtain a variety of input from institutional investors, companies, and from other stakeholder groups to test policy development ideas and elicit feedback.

The ISS Global Policy Board uses this input to consider draft policy updates on key emerging governance issues each year. Before finalizing material policy changes, ISS also publishes draft updates for an open review and comment period. Comments received during the open comment period are considered and are also posted to ISS' Policy Gateway at www.issgovernance.com/policy, in order to provide the highest level of transparency into the feedback received. Final policy guidelines for most markets globally are published in the fourth quarter of each year to apply to meetings held on or after February 1st of the following year.

In addition to this process, ISS has established a Feedback Review Board, an ISS body that considers comments from market constituents regarding accuracy of research, accuracy of data, policy application and general fairness of ISS policies, research and recommendations.

Through ISS ESG, ISS also provides issue screens, assessments, and ratings based on ESG criteria, sometimes defined by the client and sometimes by other generally accepted (inter)national norms, normative frameworks, and recognized ESG standards.

ISS ESG recognizes that the sustainable investment landscape is highly dynamic and as such, investors require flexible and forward-looking solutions to meet ever-evolving global market demands. ISS ESG's approach to global ESG methodology governance consists of three cross-functional teams:

- › Global ESG Methodology Team – mandate to stay abreast of trends, developments and existing and emerging client and prospect needs, while leading ISS ESG's research quality program. More information on ISS ESG's approach to methodology, quality, and research processes can be found [here](#).
- › Methodology Review Board – internal body designed to independently guide, steer and vet the methodology development strategy and process, setting and agreeing upon overall objectives and strategic targets, clarifying, reviewing and reassessing priorities as well as initiating and confirming specific new methodology developments or adjustments.
- › Market Input Steering Committee – tasked with adequately prioritizing dynamically evolving global market demands and regularly informing methodology development.

ISS does not manage investment accounts or make buy, sell or hold investment recommendations to clients, other than indirect purchase or sale recommendations that might be implicit in a proxy voting recommendation, such as a recommendation on a vote on whether or not to approve a proposed merger transaction. Nevertheless, clients should be advised that investing in securities involves risk of loss that clients should be prepared to bear. ISS does not guarantee that its advice will produce any particular investment return or other results for clients.

DISCIPLINARY INFORMATION

On May 23, 2013, pursuant to an offer of settlement by ISS, the SEC entered an order against ISS (the "Order") making findings -- which ISS neither admitted nor denied -- and imposing sanctions, including a cease-and-desist order, censure, civil money penalty and direction to retain and implement the recommendations of an independent compliance consultant. The Order relates to a former ISS employee who used his personal email account to communicate confidential client proxy voting information to a proxy solicitor in exchange for meals, travel and tickets to concerts and sporting events. The Order indicates that ISS violated Section 204A of the Investment Advisers Act of 1940 by not enforcing sufficient policies and procedures to prevent this conduct, but notes that once ISS discovered this conduct, the Company took a number of remedial actions to strengthen its policies, procedures and compliance training.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Foreign Advisory Affiliates

ISS has entered into arrangements with the following foreign affiliates: Institutional Shareholder Services Canada Inc., Institutional Shareholder Services Europe S.A. (Belgium), ISS Europe Limited (UK), Institutional Shareholder Services France S.A.R.L., Institutional Shareholder Services K.K. (Japan), Institutional Shareholder Services (Australia) Pty. Ltd., Institutional Shareholder Services India Private Limited, Institutional Shareholder Services (Singapore) Private Limited, Institutional Shareholder Services (Hong Kong) Ltd, Institutional Shareholder Services Philippines Inc., Institutional Shareholder Services UK Limited, ISS-Ethix AB (Sweden), Institutional Shareholder Services Switzerland AG, and Institutional Shareholder Services Germany AG, whereby designated employees of the foreign affiliates render investment advice to ISS' clients, solely under ISS' auspices. The foreign affiliates, which share personnel with ISS under such arrangements, are not registered as investment advisers in the United States. Each individual foreign employee who renders investment advice to ISS' clients is subject to the same Code of Ethics which governs the activities of ISS' own employees.

Each of ISS' foreign affiliates whose employees render investment advice to ISS' clients have agreed to maintain certain books and records in accordance with the Investment Advisers Act of 1940 and to submit to the jurisdiction of the U.S. regulatory authorities and courts with regard to the investment advice rendered to U.S. clients by its employees.

Securities Class Action Services

As explained in Section A above, ISS sometimes distributes the services of its wholly owned subsidiary, ISS SCAS. Please note that this is not an investment advisory service and ISS SCAS is not registered as an investment adviser.

Services for Issuers

ISS' wholly owned subsidiary, ISS Corporate Solutions, Inc. ("ICS"), helps companies design and manage their corporate governance, executive compensation, sustainability, and financial programs to align with company goals, reduce risk, and manage the needs of a diverse shareholder base by delivering data, tools,

and advisory services. Products and services include web-based tools, advisory services and publications that assist issuers with executive and director compensation modeling, capital structure planning and ESG issues. These are not investment advisory products and services, and ICS is not registered as an investment adviser.

ISS is aware that the existence of the relationship between ICS and its corporate issuer clients presents a potential conflict of interest for ISS. ISS has taken a number of steps, which are discussed in Section H below, designed to ensure that its clients' interests are protected at all times.

Services for Asset Managers

As explained in Section A above, ISS' wholly owned subsidiary, Asset International, Inc. (and its subsidiaries), serves the global investment management community by providing products and services related to data, business intelligence, and research. These are not investment advisory products and services and neither Asset International, Inc. nor any of its subsidiaries are registered as an investment adviser.

Ownership Structure

As noted above, ISS is principally owned by DB with the remainder owned by a combination of limited partnerships controlled by Genstar Capital and ISS management.

ISS continues to have complete independence in the application of its research, recommendations, ratings and other analytical offerings (collectively referred to hereafter as "Research Offerings"). Procedures for maintaining this independence are described in the Code of Ethics, Participation or Interest in Client Transactions and Personal Trading section below.

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

Code of Ethics

In accordance with SEC Rule 204A-1, ISS has adopted a Code of Ethics that describes certain standards of conduct that the company's employees must follow.

A copy of the Code of Ethics is available on ISS' website at [here](#). A paper copy will be supplied upon written request directed to ISS' Chief Compliance Officer. Contact information can be found on the cover of this brochure.

Standards of Conduct

The Code of Ethics affirms ISS' fiduciary relationship with its clients and obligates the company to carry out its duties solely in the best interests of clients and free from all compromising influences and loyalties. With this goal in mind, the Code of Ethics devotes special attention to conflicts of interest, including potential conflicts between ISS' teams and the work of ICS with corporate issuers, conflicts within the institutional advisory business, conflicts with ISS' ownership structure, and conflicts generally. In each case, the goal of the Code of Ethics is to eliminate conflicts wherever possible, and

to manage and disclose those conflicts that cannot be eliminated. In this way, ISS ensures that it can fulfill its important role in the dialogue between corporations and their shareholders. In order to ensure compliance with the Code of Ethics, ISS conducts periodic training sessions for employees and requires employees to affirm their commitment to adhere to the Code of Ethics upon hire and on an annual basis. Furthermore, ISS regularly monitors the sufficiency of the Code of Ethics and the effectiveness of its implementation.

Potential Conflicts of Interest

ISS has identified three primary potential conflicts of interest. These are:

- › a client relationship between a corporate issuer and ICS;
- › a client relationship between ISS and a client that is (or is affiliated with) a corporate issuer or acts as the primary shareholder proponent seeking to have a specific proposal acted on by shareholders; and
- › the relationship between ISS and its majority owner, Deutsche Börse AG, a public company whose shares are traded on the Frankfurt Stock Exchange.

Issuers that are clients of ICS

ICS provides corporate issuers with analytical tools, data, and advisory services to enable them, in part, to improve shareholder value and reduce risk through the adoption of improved corporate governance and executive compensation practices. Some of the products and services offered by ICS are closely related to some of the proxy voting matters which will ultimately be analyzed by ISS during its review of an issuer's proxy statement. For example, subscribers to certain ExecComp services offered by ICS receive web-based tools and, in some cases, advisory services that rely upon the analytical framework developed by ISS to assess and make vote recommendations with respect to equity compensation plans that are put to a shareholder vote.

A critical component of ISS' approach to managing this potential conflict of interest is the firewall it maintains between its business for institutional investors and the services offered by ICS to corporations. This firewall includes the physical, functional, and technological separation between ICS and ISS, with a particular focus on the separation of ICS from the ISS business units that prepare Research Offerings. A key goal of the firewall is to keep the teams preparing Research Offerings from learning the identity of ICS' clients, thereby helping to ensure the objectivity and independence of ISS' Research Offerings.

The firewall mitigates potential conflicts via several layers of separation:

- › ICS is a separate legal entity from ISS.
- › ICS is physically separated from ISS and its day-to-day operations are separately managed.
- › ISS' Research teams responsible for its Research Offerings work independently from ICS.
- › ICS and ISS staff members are prohibited from discussing a range of matters, including the identity of ICS clients.
- › ISS employees' salaries, bonuses and other forms of compensation are not linked to any specific ICS activity or sale.



ICS explicitly informs its corporate clients that ISS will not give preferential treatment and is under no obligation to i) support any proxy proposal of a corporate issuer or ii) provide a favorable rating, assessment and/or any other favorable result to a corporate issuer, whether or not that corporate issuer has purchased products or services from ICS.

As outlined in the ISS Policy Regarding Disclosure of Significant Relationships, ISS takes the view that in light of the products and services provided by ICS, any paying-client relationship between ICS and a corporate issuer, where ISS provides proxy vote recommendations and research regarding that issuer, is significant.

ISS' proprietary platform for Governance Research & Voting clients, PX, allows for proactive visibility regarding the disclosure of applicable clients of ICS and ISS described in this Policy in a manner that can be seamlessly integrated within a client's workflow.

Within both the "Meetings" and "Research Materials" views in PX, there is a column indicating in Yes/No fashion whether there is a significant relationship associated with that meeting/research report. If there is, the user will be able to click a link to get more information about that relationship. In addition, users of PX's onscreen and/or email alerts for notification of the publication of new benchmark or custom research have a column on those notifications indicating whether there is a significant relationship associated with the report. PX also provides users with a tab labeled "Disclosure of Significant ISS Relationships" within which a user can use a look-up box to search for entities with which ISS has a significant relationship.

ISS also maintains a long-standing process for providing its clients with disclosure regarding its significant relationships through its Compliance department via the disclosure@issgovernance.com email address. That disclosure mechanism remains in place for all institutional clients subscribing to ISS' Research Offerings.

Issuers that are clients of ISS

Within ISS' client base, there are a subset of clients who are themselves corporate issuers (or have a parent or affiliated company that is a corporate issuer) or who may act as the primary shareholder proponent seeking to have a specific proposal acted on by shareholders. These clients, in their capacity as institutional investors, may buy any number of ISS' Research Offerings. The products and services offered to these clients are the same as the products and services available to all of ISS' clients, and the nature of ISS' relationships with these clients is not directly related to the subjects covered in ISS' Research Offerings.

ISS has a broad base of institutional clients with a broad range of portfolio holdings on which ISS provides coverage through its Research Offerings. Thus, in the ordinary course of its business, ISS will inevitably provide research coverage on (a) this subset of clients who are themselves corporate issuers (or have a parent or affiliated company that is a corporate issuer) or (b) issuers at which an ISS client may have put forth a shareholder proposal.

ISS views the potential significance of its relationships with these types of clients as a function of the dollar value of the client relationship and the potential that a client might use its client relationship with ISS as a lever to exert influence on ISS' Research Offerings (whether in their capacity as a corporate issuer, shareholder proponent or otherwise). After considering ISS' business operations and other benchmarks for significance/materiality, including measures used

in different contexts under SEC laws and rules, ISS has determined it appropriate to adopt a 5% threshold, so that ISS will view a relationship with an institutional client as significant if the annual revenues from that client are in excess of five percent of ISS' total, consolidated revenues for the most recently completed fiscal year. Any client relationship in excess of this threshold will be disclosed via the mechanism described directly above.

Ownership Structure

ISS has formally adopted policies on non-interference and potential conflicts of interest related to DB, Genstar Capital, and the ISS HoldCo board of directors. Among other things, these policies are intended to establish appropriate standards and procedures to protect the integrity and independence of the Research Offerings produced by ISS and to safeguard the reputations of ISS and its owners. The policy also identifies situations that exist or give rise to actual or potential conflicts of interest, or to the appearance of conflicts of interest, in connection with the Research Offerings of ISS relating to certain publicly-traded companies with which its owners might have a connection and the steps taken to mitigate any actual or potential conflicts.

ISS maintains a number of different mechanisms (in addition to this Form ADV) alerting clients to the relationship ISS maintains with DB. This includes, for example, disclosures within ISS' website and within its Research Offerings related to DB.

Conflicts Generally

In addition to the organizational conflicts of interest provided above, ISS maintains policies and procedures within its Code of Ethics related to potential conflicts of interest at the employee level (e.g. limitations on personal securities trading, outside business activities, and the giving and receipt of gifts and entertainment).

ISS provides its clients with an extensive array of information designed to ensure that they are fully informed of potential conflicts of interest and the steps ISS has taken to address them. Among other things, ISS supplies a comprehensive due diligence compliance package on its website¹ to assist clients and prospective clients in fulfilling their own obligations regarding the use of independent, third-party proxy advisory firms. This package includes an overview of the ISS organization, information related to Governance Research & Voting, as well as information related to ISS ESG. A copy of ISS' Code of Ethics is also available on the website.

Moreover, Research Offerings contain a legend indicating that the subject of the analysis or report may be a client of or affiliated with a client of ISS or ICS. Proxy research reports also note that one or more proponents of a shareholder proposal may be a client of ISS or ICS, or may be affiliated with such a party. Clients who wish to learn more about the relationship, if any, between ICS and the subject of an analysis or report have the ability to review such relationships in PX for relevant details. Institutional clients can also obtain lists of all ICS clients. These processes allow ISS' clients to receive the information they need without revealing the identity of ICS clients to those ISS employees preparing Research Offerings.

¹ <http://www.issgovernance.com/compliance/due-diligence-materials/>

ISS believes that these extensive measures provide clients with a high degree of comfort that ISS has eliminated or is effectively managing the potential conflicts of interest its business entails. ISS welcomes questions from its clients and prospective clients on these matters and encourages clients and prospective clients to incorporate a review of our conflict management procedures and practices in their own due diligence endeavors.

In addition, all ISS employees are required to perform their duties in accordance with the standards set forth in the Code of Ethics.

Participation or Interest in Client Transactions

This item does not pertain to ISS' business.

Personal Trading

ISS, from time to time, renders advice to clients that could lead clients to buy or sell securities in which employees of ISS or of its affiliated companies have a financial interest. Or, ISS' employees or those of its affiliated companies could buy for their own accounts securities that are the subject of advice rendered to clients. As described below, ISS has adopted internal procedures which it believes will protect its clients' interests. At all times, advice to clients will be rendered independently of the securities holdings of ISS' employees.

With regard to personal trading, the Code of Ethics obligates Access Persons to report their trading activity to the company's Compliance department on a quarterly basis. They also must receive the Compliance department's permission before investing in initial public offerings, private placements or other limited offerings. ISS has also adopted restrictions on personal trading designed to prevent employees from improperly trading on, or benefiting from, material, non-public information. In this last regard, ISS maintains a restricted list of issuers whose proxies are currently being analyzed or acted upon by ISS and prohibits Access Persons from buying or selling the securities of any issuer on that list. ISS may also impose restrictions on personal trading in issuers who are the subject of Special Situations Research Notes.

BROKERAGE PRACTICES

This item does not apply to ISS' business.

REVIEW OF ACCOUNTS

Please refer to the Voting Client Securities section below for information about reports regarding the proxy votes ISS casts on behalf of clients. Otherwise, this item does not apply to ISS' business.

CLIENT REFERRALS AND OTHER COMPENSATION

At a client's election, ISS could receive cash payments from one or more broker-dealers in consideration for providing services to the client. In such a situation, ISS acts as a third-party research vendor to the client's soft-dollar arrangement with its broker-dealer. ISS does not believe such situations involve any conflicts between ISS' interests and those of ISS' clients who choose to pay by this method.

From time to time, ISS pays a cash fee to parties who refer advisory clients. Such solicitation fees are typically a portion of the fees ISS receives from the referred clients. Any such payments will be made in accordance with Rule 206(4)-3 under the Investment Advisers Act of 1940.

CUSTODY

This item does not apply to ISS' business.

INVESTMENT DISCRETION

This item does not apply to ISS' business.

VOTING CLIENT SECURITIES

As noted in the Advisory Business section, ISS' Governance Research and Voting Services involves analyzing shareholder proposals and providing voting recommendations to clients in accordance with a benchmark, specialty or custom proxy voting policy(ies) chosen by the client. Clients retain the right to override ISS' recommendations and direct their voting as they determine. The many steps ISS takes to address potential conflicts of interest that could arise in connection with its Governance Research and Voting Services are described in the Code of Ethics, Participation or Interest in Client Transactions and Personal Trading section above.

All subscribers to ISS' Governance Research and Voting Services have access to the proxy voting policies and procedures applicable to their accounts, as well as information about how ISS assisted clients in executing proxy votes on their behalf.

FINANCIAL INFORMATION

There is no financial condition that is reasonably likely to impair ISS' ability to meet its contractual commitments to clients.