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Form ADV Part 2A – Disclosure Brochure

Piper Sandler Finance Middle Market Financing Investments

March 31, 2022

This Brochure provides information about the qualifications and business practices of Piper Sandler Finance Management (“PSFM”). If you have any questions about the contents of this Brochure, please contact us at 612-303-6000. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

PSFM is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. Additional information about PSFM also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2 – Material Changes

This is the initial brochure for the Middle Market Financing Investments strategy of Piper Sandler Finance Management, LLC.

Pursuant to SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year (December 31). We will provide other disclosure information about material changes as necessary.

A new Brochure will be provided and/or made available to you as necessary based on changes or new information, without charge.

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## Item 4 – Advisory Business

This disclosure document deals solely with the Piper Sandler Finance Middle Market Financing Investments Strategy (the “**Middle Markets Financing Investments Strategy**” or the “**Strategy**”). This document provides information about Piper Sandler Finance Management LLC (“**PSFM**”) and its Middle Markets Financing Investments Strategy that should be considered by prospective advisory clients. The Strategy seeks to generate attractive risk-adjusted returns and current income primarily through originating direct investments or seeking opportunistically investments on a secondary basis in (i) senior secured term loans, (ii) unsecured credits, and (iii) preferred equity interests. The Strategy focuses primarily on investment opportunities in companies located in the United States and Canada.

### *General Information and Investment Advisory Services Relating to the PSFM Middle Market Financing Investments Strategy*

PSFM is a Delaware limited liability company that was organized in 2020 and is wholly owned by Piper Sandler Investment Group Inc., a direct holding company subsidiary of Piper Sandler Companies, a public company listed on the New York Stock Exchange (symbol: PIPR) (Piper Sandler Companies, together, with its affiliates, “**Piper Sandler**”).

PSFM provides the Strategy to one or more pooled investment vehicles that are offered and managed by other investment advisers.

PSFM tailors the Strategy to the specific investment objectives and directives of the advisory client and/or the investment adviser with which it is working, consistent with the requirements set forth in the applicable advisory agreement. Advisory clients, and their representatives and investment advisers should refer to the applicable advisory agreement for more complete information on the investment objectives and investment restrictions with respect to any specific advisory arrangement. There is no assurance that any advisory client’s investment objectives will be achieved.

### *Assets Under Management*

As of December 31, 2021, PSFM had \$290 million in regulatory assets under management, on a non-discretionary basis.

## Item 5 – Fees and Compensation

All advisory clients and prospective advisory clients, together with their representatives and investment advisers should review their advisory agreements or prospective advisory agreements in conjunction with this Brochure for complete information on the fees and compensation payable in connection with any particular advisory arrangement. Advisory clients and prospective advisory clients and their representatives and investment advisers should note that similar advisory services may (or may not) be available from other investment advisers for similar or lower fees.

PSFM may receive commitment fees, management fees, performance fees, and interest payments (either periodic interest payments or original issue discount) from its advisory clients, as more fully described in the applicable advisory agreement.

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

It is contemplated that PSFM will provide the Strategy to advisory clients and that PSFM may receive performance-based fees or compensation.. Performance-based fees or compensation will typically take the form of a percentage of gains on or appreciation of the assets being managed. Such “carried interest” or “profits interest” arrangements will comply with Rule 205-3 under the Investment Advisers Act of 1940, as amended (together with all rules and regulations promulgated thereunder, the “Advisers Act”) to the extent required by the Advisers Act. Any share of profits allocated or distributed to PSFM or an affiliate is separate and distinct from the advisory fees or management fees charged by PSFM to the client.

Performance-based fee arrangements may create an incentive for PSFM to recommend investments to advisory clients that may be riskier or more speculative than those which would be recommended under a different fee arrangement.

## **Item 7 – Types of Clients**

PSFM provides the Strategy solely to institutional investors. Currently, the Strategy is being provided only to pooled investment vehicles and their registered investment advisers. The pooled investment vehicles are private investment companies exempt from registration as investment companies pursuant to the exemptions provided in Section 3(c)(1) or Section 3(c)(7) of the Investment Company Act of 1940, as amended.

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

The Middle Market Financing Investments Strategy investment process will involve the following steps:

Once an opportunity is identified, the deal team (which may include one investment committee member) will have an initial call with the borrower or financial sponsor to determine if the opportunity meets the establish investment criteria (including size, rate, industry, credit profile, security package, etc.). If the borrower and financing opportunity meet the established investment criteria, the deal team typically will request additional diligence materials from the borrower and have a follow-up call with the company’s management team to discuss initial questions, post-review of the materials. The deal team then may prepare a screening memo, which is discussed with the Advisory client(s) and/or authorized representatives. If the opportunity and proposed term sheet are approved by the Advisory client(s) and/or authorized representatives the deal team will provide an initial term sheet to the company. If the initial term sheet is accepted, PSFM will, on behalf of the Advisory client, generally seek to enter into an exclusive financing agreement with the company and begin more detailed diligence work, including engaging third parties as needed for diligence and documentation.

The targeted company will generally exhibit the following characteristics:

- ☐ Generate recurring and predictable revenue streams;
- ☐ Provide mission-critical or nondiscretionary goods or services;
- ☐ Possess a highly differentiated value proposition with a competitive moat;
- ☐ Operate in industries with favorable conditions and have high barriers to entry;
- ☐ Generate strong free cash flow with limited ongoing maintenance capex needs;
- ☐ Have contracted or entrenched customer relationships;
- ☐ Exhibit a strong operating history; and/or
- ☐ Have experienced management teams and sponsors with a track record of success in the relevant industry(ies).

During the detailed underwriting process, the deal team works closely with the management team in all aspects of diligence, which may include meetings with management and site visits, due diligence calls, analyses of internal company financial and operating data, and the review of third-party diligence reports (e.g., legal, accounting, market study, information technology, actuary reviews, environmental diligence, etc.). The deal team's objective is to conduct an independent evaluation and validation of the business and its value proposition utilizing both internal and external resources. Through the diligence process, the deal team generally seeks to gain a thorough understanding of the following:

- ☐ The borrower's product and services offerings;
- ☐ Industry trends and competitive dynamics, including barriers to entry, pricing power, and growth profile;
- ☐ The credit's ability to generate sufficient free cash flow to service its capital structure;
- ☐ The collateral coverage by assessing the value of the underlying borrower and/or its hard assets;
- ☐ Historical financial statements and operating performance;
- ☐ Achievability of a borrower's projected operating performance;
- ☐ The borrower's customers and suppliers;
- ☐ Management team and track record of performance;
- ☐ If applicable, private equity sponsor background and performance track record in the target industry;
- ☐ Legal, environmental and regulatory issues;
- ☐ Environmental, Social and Governance (ESG) review

### ***Material Risks Associated with the Middle Market Financing Investments Strategy***

#### **Reliance on Portfolio Company Management**

The day-to-day operations of each portfolio company in which Advisory client Investment Vehicle(s) invest will be the responsibility of such portfolio company's management team. While the Investment Vehicle(s) may obtain control positions in some portfolio companies and generally intend to invest in portfolio companies operated by strong management, there can be no assurance that the existing management team

or any successor will be able to operate any such portfolio company in accordance with the Investment Vehicle(s)' expectations.

### **Uncertainty of Financial Projections**

Financial and other information concerning the Advisory client Investment Vehicle(s)' investments may only be available through certain sources, including the portfolio companies themselves. There may be no consistent means, however, of confirming the accuracy of such information. It may also be impractical or undesirable to carry out full time due diligence before an investment is acquired. The portfolio companies may have little or no previous credit histories. The inaccuracy of certain assumptions and general economic conditions, which are unpredictable, can have a materially adverse impact on the reliability of portfolio company projections. There can be no assurance that the projected results will be obtained, and actual results may vary significantly from such projections.

### **Changing Credit Markets**

Any tightening of the credit markets, a decrease in the availability of financing and an increase in the interest cost for leveraged transactions may impair the Investment Vehicle(s)' ability to consummate transactions.

### **Market and Credit Risks of Debt Securities**

Subject to applicable restrictions in the Governing Documents, the Advisory client Investment Vehicle(s) may invest in debt securities. Portfolio companies with debt securities are subject to credit and interest rate risks. "Credit risk" refers to the likelihood that an issuer will default in the payment of principal and/or interest on an instrument. Financial strength and solvency of an issuer are the primary factors influencing credit risk. In addition, lack or inadequacy of collateral or credit enhancement for a debt instrument may affect its credit risk.

Credit risk may change over the life of an instrument. Securities that are rated by rating agencies are often reviewed and may be subject to downgrade, which generally results in a decline in the market value of such security. "Interest rate risk" refers to the risks associated with market changes in interest rates. Interest rate changes may affect the value of a debt instrument indirectly (especially in the case of fixed rate securities) and directly (especially in the case of instruments whose rates are adjustable). In general, rising interest rates will negatively impact the price of a fixed rate debt instrument and falling interest rates will have a positive effect on price. Adjustable rate instruments also react to interest rate changes in a similar manner although generally to a lesser degree (depending, however, on the characteristics of the reset terms, including the index chosen, frequency of reset and reset caps or floors, among other factors). Interest rate sensitivity is generally more pronounced and less predictable in instruments with uncertain payment or prepayment schedules.

### **Investments with Third Parties**

The Advisory client Investment Vehicle(s) may be permitted to co-invest with third parties through joint ventures or other entities, including with private equity Investment Vehicle(s) sponsored by others. The

co-investment commitment to a portfolio company may be substantial. Such investments may involve risks not present in investments where third parties are not involved, including the possibility that a co-venturer of the Investment Vehicle(s) may experience financial, legal or regulatory difficulties, may at any time have economic or business interests or goals which are inconsistent with those of the Investment Vehicle(s), may take a different view from that of the PSFM deal team as to the appropriate strategy for an investment or disposition of an investment, or may be in a position to take action contrary to the Investment Vehicle(s)' investment objectives. In addition, the Advisory client Investment Vehicle(s) may in certain circumstances be liable for the actions of its third party co-venturers. In those circumstances where such third parties involve a management group, such third parties may receive compensation arrangements relating to the investment, including incentive compensation arrangements. Some of the third parties or joint venture partners with which the Advisory client Investment Vehicle(s) may co-invest may have pre-existing investments with target portfolio companies, and the terms of such pre-existing investments may differ from the terms upon which the Investment Vehicle(s) invests in such portfolio companies.

### **Competition for Suitable Investments**

The activity of identifying, completing and realizing attractive investments in general is competitive and involves a high degree of uncertainty. The availability of investment opportunities generally will be subject to market conditions. The Advisory client Investment Vehicle(s) may encounter competition from other similarly focused Investment Vehicle(s) formed before or after the establishment of the Investment Vehicle(s), including potentially other Investment Vehicle(s) formed or sponsored by Piper Sandler. Potential competitors also include other investment partnerships and corporations, business development companies, strategic industry acquirers and other financial investors investing directly or through affiliates. Some of these competitors may have more relevant experience, greater financial resources and more personnel than the Investment Vehicle(s), the PSFM deal teams or their affiliates. It is possible that competition for appropriate investment opportunities may increase, thus reducing the number of investment opportunities available to the Investment Vehicle(s) and adversely affecting the terms upon which investments can be made. There can be no assurance that the PSFM deal teams will be able to locate and consummate investments that satisfy the Investment Vehicle(s)' rate of return objectives or realize their values or that it will be able to invest fully its aggregate capital commitments. To the extent that the PSFM deal teams encounters competition for investments, returns from the Investment Vehicle(s) to investors may decrease.

### **Portfolio Concentration**

The Advisory client Investment Vehicle(s) may participate in a limited number of investments and may seek to make several investments in one industry or one industry segment. Furthermore, to the extent that the capital raised for the Investment Vehicle(s) is less than the targeted amount, the Middle Market Financing Investments Strategy may seek to invest in fewer portfolio companies and thus be less diversified. If the Investment Vehicle(s)' investments are concentrated in a few issuers or industries, any adverse change in one or more of such issuers or industries could have a material adverse effect on the Investment Vehicle(s)' investments.



### **Bridge Loans**

From time to time, the Advisory client Investment Vehicle(s) may lend to portfolio companies on a short-term, unsecured basis or otherwise invest on an interim basis in portfolio companies in anticipation of a future issuance of equity or long-term debt securities or other refinancing or syndication. Such bridge loans will typically be convertible into a more permanent, long-term security; however, for reasons not always in the Investment Vehicle(s)' control, such long-term securities' issuance or other refinancing or syndication may not occur and such bridge loans and interim investments may remain outstanding. In such event, the interest rate on such loans may not adequately reflect the risk associated with the unsecured position taken by the Investment Vehicle(s).

### **Investments Longer than Term**

The Advisory client Investment Vehicle(s) may invest in investments that may not be advantageously disposed of prior to the date that the Investment Vehicle(s) will be wound-up and dissolved, either by expiration of the Investment Vehicle(s)' term or otherwise. The Advisory client Investment Vehicle(s) may have to sell, distribute or otherwise dispose of investments at a disadvantageous time as a result of dissolution, particularly with respect to an early dissolution of the Investment Vehicle(s) in accordance with the Governing Documents.

### **Non-U.S. Investments**

The Advisory client Investment Vehicle(s) may invest in companies whose principal executive offices, corporate headquarters or activities are outside of the United States. Although the PSFM deal teams believe that investing in non-U.S. jurisdictions offers significant potential for appreciation, prospective investors should recognize that there are risks inherent in investing in any non-U.S. jurisdiction. Risks associated with investment in any non-U.S. jurisdiction may include the following: the unpredictability of international trade patterns; the possibility of governmental actions adverse to business generally or to foreign investors in particular; the imposition or modification of controls on foreign currency exchange, repatriation of proceeds or foreign investment; the imposition or increase of withholding or other taxes on income and gains; potential tax filing requirements in non-U.S. jurisdictions; the imposition of potentially confiscatory levels of taxation; price volatility; the absence of uniform accounting, auditing and financial reporting standards, practices and disclosure requirements; governmental influence on the national and local economies; and fluctuations in currency exchange rates. In addition, investments of the Investment Vehicle(s) in securities or obligations of non-U.S. issuers, if any, may be denominated in currencies other than the U.S. dollar, and hence the value of such investments will depend in part on the relative strength of the U.S. dollar. The Investment Vehicle(s) may be affected favorably or unfavorably by exchange control regulations or changes in the exchange rate between foreign currencies and the U.S. dollar. Changes in foreign currency exchange rates may also affect the value of dividends and interest earned, and the level of gains and losses realized on the sale of securities. The rates of exchange between the U.S. dollar and other currencies are determined by forces of supply and demand in the foreign exchange markets. These rates are affected by the international balance of payments and other economic and financial conditions, government intervention, speculation and other factors.

## *Risks Associated with an Investment in the Investment Vehicle(s)*

### **No Assurance of Investment Return**

There is no assurance that the Advisory client Investment Vehicle(s) will be able to generate returns for its investors or that the returns will be commensurate with the risks of investing in the types of companies and transactions described herein. The marketability and value of any such investment will depend upon many factors beyond the control of PSFM and the Advisory client Investment Vehicle(s). The expenses of the Investment Vehicle(s) may exceed their income. The Investment Vehicle(s) will bear the expenses of transactions that are not consummated. In addition, the Investment Vehicle(s) may enter into agreements to consummate transactions which involve payments, such as reverse break-up fees, by the Investment Vehicle(s) in certain circumstances if the Investment Vehicle(s) do not consummate the transaction. As a result, the Investment Vehicle(s) could incur a substantial cost with no opportunity for a return. An investor could lose the entire amount of its contributed capital, and therefore an investor should only invest in the Investment Vehicle(s) if the investor can withstand a total loss of its investment.

### **Illiquidity of Investments**

An investment in the Advisory clients' Investment Vehicle(s) requires a long-term commitment with no certainty of return. It is unlikely there will be near-term cash flow available to the investors. Many of the Investment Vehicle(s)' investments may be illiquid. Illiquidity may result from the absence of an established market for the investments, as well as legal, contractual or other restrictions on their resale by the Investment Vehicle(s). Dispositions of investments may be subject to contractual and other limitations on transfer or other restrictions. There can be no assurance that the Investment Vehicle(s) will be able to realize such investments at attractive prices or otherwise be able to effect a successful realization or exit strategy. Consequently, dispositions of such investments may require a lengthy time period or may result in distributions in kind to the investors. There can be no assurance that private purchasers can be found for the Investment Vehicle(s)' investments.

### **Dependence on Key Personnel**

The PSFM advisory services provided to Advisory clients and Advisory client Investment Vehicle(s) are highly dependent on the diligence, skill and network of business contacts of the principals of PSFM and the information and deal flow generated by such professionals in the course of their investment and portfolio management activities. The departure of one or more of the principals could have a material adverse effect on the advisory services provided to Advisory clients and Advisory client Investment Vehicle(s)' ability to achieve their investment objectives. There can be no assurance that these professionals will continue to be associated with the PSFM deal teams, PSFM or any of their affiliates throughout the life of the any Advisory client Investment Vehicle(s). The principals and the members of the investment advisory committee may spend a substantial portion of their time on matters other than or only tangentially related to the Investment Vehicle(s), including, without limitation, matters related to prior and/or successor investment vehicles and their underlying investments. As a result, the performance by these individuals of their obligations to such other entities could conflict with their responsibilities to the Investment Vehicle(s).

### **Inability to Derive Expected Benefits of Piper Sandler Platform**

The success of the advisory services provided to Advisory clients and Advisory client Investment Vehicle(s) may be in part dependent upon the synergies that are expected to exist between the experience and capabilities of the principals of PSFM and the effective utilization of the resources, relationships and activities inherent in Piper Sandler's global investment banking platform. There is no guarantee that such synergies will exist, be maximized or continue undiminished throughout the entire life of Investment Vehicle(s). In addition, there can be no guarantee that Piper Sandler investment professionals will be properly incentivized to generate investment opportunities for, or otherwise assist, the Investment Vehicle(s) to the extent anticipated.

### **Effect of Fees and Expenses on Returns**

The Advisory client Investment Vehicle(s) will pay management fees and will bear the expenses related to their operations. Such fees and expenses are expected to reduce the actual returns to investors. Most of the fees and expenses will be paid regardless of whether the Investment Vehicle(s) produce positive investment returns. If the Middle Market Financing Investments Strategy does not produce significant positive investment returns, these fees and expenses could reduce the amount of the investment recovered by an investor to an amount less than the amount invested in the Investment Vehicle(s) by such investor.

### **Business, Legal and Regulatory Risks of the Investment Vehicle(s)**

PSFM is part of a larger firm with multiple business lines in multiple jurisdictions that are governed by a multitude of legal systems and regulatory regimes, some of which are new and evolving. As a result, the PSFM deal teams, PSFM and/or their respective affiliates are subject to a number of unusual risks, including changing laws and regulations, developing interpretations of such laws and regulations and increased scrutiny by regulators. Some of this evolution may result in scrutiny or claims against the Advisory client Investment Vehicle(s), the PSFM deal teams or PSFM directly for actions taken or not taken by the Advisory client Investment Vehicle(s), the PSFM deal teams or PSFM. Thus, the Investment Vehicle(s), the PSFM deal teams, PSFM and/or their respective affiliates face the continuing risk of pending and potential litigation and regulatory action. These risks are often difficult or impossible to predict, avoid or mitigate in advance. The effect on the Advisory client Investment Vehicle(s), the PSFM deal teams, PSFM or any affiliate of any such legal risk, litigation or regulatory action could be substantial and adverse.

## **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of PSFM or the integrity of PSFM's management. PSFM and its principals have not been the subject of any material legal proceeding required to be disclosed in response to Item 9.

## Item 10 – Other Financial Industry Activities and Affiliations

As noted in Item 4 above, PSFM is a wholly-owned indirect subsidiary of Piper Sandler Companies. Piper Sandler Companies (NYSE: PIPR) is a leading, international investment bank and asset management firm. Securities brokerage and investment banking services are offered in the United States through Piper Sandler & Co., member SIPC and FINRA; in Europe through Piper Sandler Ltd., authorized and regulated by the U.K. Financial Conduct Authority; in Hong Kong through Piper Sandler Hong Kong Limited, authorized and regulated by the Securities and Futures Commission. Asset management products and services are offered through separate investment advisory affiliates registered with the U.S. Securities and Exchange Commission.

### *Relationships with Related Persons*

As discussed in Item 11 below, PSFM and its related persons are, directly or indirectly, the PSFM deal team, limited partners. PSFM and its related persons may from time to time advise and/or manage multiple Investment Vehicle(s). As referenced above, PSFM related persons engaged in the Middle Market Financing Investments Strategy are also employees of Piper Sandler & Co. (“PS&Co.”). This can create conflicts in the allocation of time, resources and investment opportunities among the Investment Vehicle(s). Please refer to the Advisory Agreement or other Governing Documents of the Investment Vehicle(s) for complete information on the requisite time commitments (if any) of PSFM and its related persons to the Investment Vehicle(s) and the allocation of investment opportunities among the Investment Vehicle(s). Please also refer to the description of PSFM’s investment allocation policy described in Item 6 above.

Related persons of PSFM and its affiliates may provide other services to portfolio companies, and may receive compensation in connection therewith. In connection with such activities, PSFM related persons may be given access to confidential information relating to companies in which the Investment Vehicle(s) invest or may otherwise become subject to legal or contractual restrictions on their ability to effect transactions for the Investment Vehicle(s). As a result, the Investment Vehicle(s) may, under certain circumstances, be prohibited for a period of time from engaging in transactions with respect to the debt or equity securities of certain portfolio companies, which prohibition may have an adverse effect on the Investment Vehicle(s). The above individuals may spend a substantial portion of their time with these related activities.

Piper Sandler may provide financing, investment banking services or other services to third parties and receive fees or commissions in connection with transactions in which those third parties have interests that conflict with those of a portfolio company of an Investment Vehicle. Piper Sandler may give advice to such third parties that may cause them to take actions adverse to an Investment Vehicle or its investments. Without limiting the generality of the foregoing and for example, Piper Sandler may represent a client seeking to acquire or invest in a portfolio company of an Investment Vehicle. In addition, Piper Sandler may represent, or may be providing acquisition financing to, a client looking to

acquire a portfolio company of an Investment Vehicle or a company competing with a portfolio company of an Investment Vehicle for the acquisition of another company.

There may be instances in which securities of one or more portfolio companies are or become publicly traded and Piper Sandler makes a market in such securities for its investing clients and/or engages in proprietary trading of such securities. In such instances, Piper Sandler's market making and/or proprietary trading activities will be carried out generally without reference to positions held by an Investment Vehicle directly or indirectly in such portfolio companies, and may have an adverse impact on the value of the positions so held, or may result in Piper Sandler having an interest in a portfolio company adverse to that of an Investment Vehicle.

## **Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

### *Code of Ethics*

PSFM has adopted a Code of Ethics under Rule 204A-1 of the Advisers Act expressing PSFM's commitment to ethical conduct. PSFM's Code of Ethics describes its fiduciary duties and responsibilities to its clients, and sets forth, among other things, PSFM's practice of monitoring the personal securities transactions of supervised persons with access to client investment recommendations. Under PSFM's Code of Ethics, all supervised persons have a duty to act only in the best interests of the Investment Vehicle(s) and potential conflicts and violations of the Code of Ethics must be promptly reported to PSFM's Chief Compliance Officer ("CCO"). All supervised persons must acknowledge the terms of the Code of Ethics annually, or as amended. It is the expressed policy of PSFM that no person employed by PSFM shall prefer his or her own interest to that of an Investment Vehicle or make personal investment decisions based on the investment decisions of the Investment Vehicle(s).

To supervise compliance with its Code of Ethics, PSFM requires that anyone associated with its advisory practices with access to advisory recommendations provide annual securities holdings reports and quarterly brokerage statements (or equivalent quarterly transaction reports) to the CCO. PSFM requires such "access persons" to also receive approval from the CCO prior to investing in any initial public offerings or private placements.

In an effort to prevent inappropriate securities transactions by PSFM's personnel, Piper Sandler Compliance maintains and makes available a list of restricted securities. Access persons are strictly prohibited from trading on their own behalf in restricted securities without obtaining prior written approval.

PSFM requires that all individuals act in accordance with all applicable federal and state regulations governing investment advisory practices. PSFM also has a policy prohibiting the use of material non-public information. Any individual not in observance of the above may be subject to discipline or termination.

PSFM's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting the Chief Compliance Officer at PSFM, 800 Nicollet Mall, Suite 1000 Minneapolis, MN 55402.

***Participation or Interest in Client Transactions; Proprietary and Personal Trading***

PSFM and its related persons may have indirect beneficial interests in the securities owned by Advisory client Investment Vehicle(s) and may share in any profits and losses generated by the Investment Vehicle(s)' investments. In particular, portfolio managers of PSFM may also manage proprietary accounts of PS&Co. that follow investment strategies substantially similar that of the Middle Market Financing Investments Strategy and, in connection therewith may buy or sell interests in portfolio companies held by the Investment Vehicle(s) or otherwise within the Middle Market Financing Investments Strategy.

PS&Co., in its capacity as a securities broker-dealer affiliated with PSFM, is routinely engaged in various securities transactions and trading activities for various clients which could create conflicts of interest.

As a full service broker-dealer, on an ongoing basis and as permitted by applicable law, PS&Co. may when appropriate:

- Act as an investment banker to both corporate and financial sponsor clients;
- Act as a principal, buy securities from, or sell securities to other clients;
- Act as broker or agent, effect securities transactions for compensation for other clients;
- Act as a broker or agent for any person other than a client or effect transactions in which client securities are sold to or bought from a client;
- Recommend to clients that they buy or sell securities or investment products in which PS&Co. or a related person has some financial interest; or
- Buy or sell for itself securities that it also recommends to clients.

In addition, in connection with selling investments by way of a public offering, Piper Sandler may act as the managing underwriter or a member of the underwriting syndicate and purchase securities from Advisory client Investment Vehicle(s) or one of their portfolio companies. Such "principal transactions" will be fully disclosed and the written consent of the appropriate Investment Vehicle (which, in certain circumstances, may be provided by the Investment Vehicle's advisory committee) will be obtained prior to the consummation of each such transaction in accordance with Section 206(3) of the Advisers Act.

In the normal course of its investment banking business, Piper Sandler maintains client relationships with both corporate clients and financial sponsor clients, as well as certain individuals who may currently serve, or have in the past served, as officers and directors of corporate clients and financial sponsor clients. As a result and in furtherance of these relationships, Piper Sandler's investment bankers may be incented to present and advocate investment opportunities to the Investment Vehicle(s) that are in the best interests of their relationships and their investment banking business, and not in the best interest of the Investment Vehicle(s).

While PSFM endeavors at all times to act in the best interests of its Advisory clients, investors should be aware that the transactions described in this sub-section create a potential conflict of interest. All such transactions are subject to compliance with Piper Sandler's internal policies and procedures as well as PSFM's Code of Ethics as described above and the governing documents of the applicable Investment Vehicle(s).

## **Item 12 – Brokerage Practices**

Subject to the investment objectives, policies and restrictions of each Advisory client Investment Vehicle, as set forth in such Investment Vehicle's Governing Documents, PSFM may have discretionary authority to select the financial institution, including broker or dealer to be used to execute transactions in investments on behalf of the Investment Vehicle(s) and negotiate the fees/commission to be paid.

In the limited instances where PSFM selects a broker-dealer to execute a trade, PSFM's primary consideration will be to obtain the most favorable net result for the Advisory client Investment Vehicle(s) under the circumstances, which may not involve the lowest possible commission cost. The applicability of specific criteria will vary depending upon the nature of the transaction, the market in which it is executed, and the extent to which it is possible to select from among multiple brokers or dealers. PSFM and/or Advisory client Investment Vehicle(s) may, but is not required to, place trades on behalf of an Investment Vehicle through PS&Co. or other affiliated broker-dealers, subject to the best execution principles described above. In such selecting of affiliated broker-dealers, PSFM will not consider factors that benefit PSFM such as the referral of prospective investors and clients to PSFM.

### ***Research and Soft Dollar Benefits***

PSFM does not engage in soft dollar arrangements with respect to securities transactions for the Investment Vehicle(s).

### ***Brokerage and Client Referrals***

PSFM does not consider referrals of investors to the Investment Vehicle(s) in determining its selection of broker dealers or other third parties.

### ***Trade Aggregation***

Although the Middle Market Financing Investments Strategy does not contemplate trading in public securities, in such circumstances where more than one Advisory client Investment Vehicle is either selling (or buying) the same security, PSFM will combine the orders into one order and place one order with the executing broker-dealer if, in its good faith determination, joint execution would be consistent with its duty to seek best execution, consistent with the terms of the participating Investment Vehicle(s)' Governing Documents, and otherwise in the best interest of the Investment Vehicle(s).

## **Item 13 – Review of Accounts**

PSFM will continuously monitor portfolio investments on behalf of the Advisory client Investment Vehicle(s). Investments are reviewed in the context of each Investment Vehicle's stated investment objectives and guidelines as set forth in the Governing Documents of each Investment Vehicle.

## **Item 14 – Client Referrals and Other Compensation**

### **Economic Benefits Received from Third Parties**

From time to time, in connection with investments made by Advisory client Investment Vehicle(s), PSFM or its affiliates or supervised persons may receive closing fees, commitment fees, monitoring fees, director's fees, break-up fees, consulting fees, managing fees and/or similar fees or other remuneration from portfolio companies in which one or more of the Investment Vehicle(s) may invest or propose to invest. To mitigate potential conflicts of interest, except as noted below, PSFM will generally offset some or all of such fees or other remuneration against management fees payable by the Investment Vehicle or otherwise remit such fees or other remuneration to the limited partners in accordance with the Governing Documents.

Notwithstanding the foregoing, as part of Piper Sandler's investment banking business, Piper Sandler may receive advisory, underwriting or other fees from or in connection with transactions for or by clients that are also portfolio investments of the Investment Vehicle(s). Investment banking services for which advisory fees may be received by Piper Sandler include, but are not limited to, general corporate financial advice, restructuring advice and merger and acquisition representation.

Investors are requested to refer to the Governing Documents of each Investment Vehicle for complete information on the additional compensation received by PSFM or its affiliates or supervised persons in connection with investments and the amount of the applicable management fee offset.

## **Item 15 – Custody**

PSFM will not have physical possession of any client assets.

## **Item 16 – Investment Discretion**

PSFM does not manage assets on a discretionary basis.

## **Item 17 – Voting Client Securities**

If such circumstance should arise, it is intended that PSFM will accept authority to vote securities held by an Advisory client Investment Vehicle, and as such it has adopted policies and procedures (the "Proxy Voting



Policies and Procedures”) that have been designed to ensure that PSFM complies with the requirements of the Advisers Act and reflect PSFM’s commitment to vote all securities held by an Advisory client Investment Vehicle for which it exercises voting authority in a manner consistent with the best interest of the applicable Investment Vehicle.

## **Item 18 – Financial Information**

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