

**Item 1—Cover Page**

**Kuvare Insurance Services LP**

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**Form ADV Part 2A: Firm Brochure**

**March 31, 2022**

This Brochure provides information about the qualifications and business practices of Kuvare Insurance Services LP (“KIS” or the “Firm”). If you have any questions about the contents of this Brochure, please contact KIS’s legal department at 312-682-6389 or [kislegal@kuvare.com](mailto:kislegal@kuvare.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.

Additional information about KIS also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

KIS is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training.

## **Item 2—Material Changes**

Not applicable.

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#### **Item 4—Advisory Business**

**A.** KIS is a Delaware limited partnership organized on May 8, 2015. The limited partners of KIS include KIS Holdings Ltd., a Cayman Islands corporation and KIS Participation LP, a Delaware limited partnership. Kuvare Insurance Services LLC, a Delaware limited liability company (“General Partner”), acts as general partner of KIS.

**B.** KIS is a boutique investment management firm that provides investment management and advisory services to institutional clients, with a focus on investors in the insurance industry. KIS manages or supervises investment assets on a discretionary basis for certain subsidiaries and affiliates of Kuvare US Holdings, Inc. (“Kuvare”), as well as offering investment advisory services to unaffiliated clients. The family of Kuvare companies includes Lincoln Benefit Life Company, Guaranty Income Life Insurance Company, United Life Insurance Company, Kuvare Bermuda Re Ltd. and Kuvare Life Re Ltd.

KIS offers investment advisory and management services with respect to a variety of fixed income and equity asset classes, including primarily private asset-backed and structured credit, private corporate credit, and commercial real estate debt.

**C.** KIS may tailor its advisory services to the individual needs of its clients and, as a result, KIS may be instructed by clients to limit or restrict certain investments for a particular client. Any such limitations or restrictions are generally set forth in the applicable investment management agreement for that client.

**D.** As of December 31, 2021, KIS manages or supervises approximately \$19,413,000,000 on a discretionary basis and \$0 on a non-discretionary basis.

## **Item 5—Fees and Compensation**

**A.** KIS is typically compensated for its investment advisory services based on a percentage of assets under management. The Firm tailors its advisory services based on the needs of the client. All advisory and management fees are agreed with the client depending on the scope of services provided and are negotiable. Each potential client should review the relevant investment management agreement for complete information on fees and compensation payable to KIS, which includes specifics concerning calculation and payment methodology.

**B.** Each client's investment management agreement describes how fees are charged by KIS. KIS will typically bill its fees on a monthly or quarterly basis, calculated and paid in arrears. Accounts initiated or terminated during a calendar month are charged a pro-rated fee.

**C.** Clients generally pay for charges imposed by custodians, brokers and other third parties such as brokerage commissions, transaction fees, and other related costs and expenses, custodial fees, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, servicer fees, and other fees and taxes on brokerage accounts and securities transactions. Certain clients may receive custodial coordination services per their investment management agreement, and the associated custodial fees will be paid by the Firm on their behalf.

These charges, fees and commissions are in addition to KIS's investment management fee, and KIS shall not receive any portion of these commissions, fees, and costs except for those additional services provided for in the investment management agreement, as applicable.

Item 12 further describes the factors that KIS considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

**D.** KIS may earn additional fees in the form of structuring, origination or diligence fees in connection with directly sourced investments. Any such fees would be paid to KIS by the applicable borrower/issuer of the investment and not by the client.

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

KIS generally does not charge performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client). To the extent any performance-based or incentive fee arrangements are contemplated in the future, such fees would be subject to individualized negotiations with the client and structured in accordance with Section 205 of the Investment Advisers Act of 1940, as amended (the "Advisers Act") and the rules promulgated thereunder. The valuation methodology, as well as the frequency with which portfolio holdings are valued used to calculate the Firm's fee, is agreed to

between the client and the Firm. For clients where fees are based on market (rather than book) value, gains in the market value of a client's investment will increase the asset base on which KIS's fees are charged. Likewise, declines in investment value will reduce the asset base for purposes of fee calculations.

## **Item 7—Types of Clients**

KIS offers its advisory services to a wide range of institutional clients, which mainly consist of insurance companies but may include corporate entities, pension funds, charitable institutions, foundations and endowments, sovereign funds, and limited partnerships. KIS also serves as investment adviser to the Kuvare-affiliated general and separate accounts, which includes Kuvare's insurance subsidiaries and affiliates (the "Kuvare Accounts").

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

Although KIS invests across public and private fixed income and private equity market sectors, KIS primarily seeks to originate high quality, capital-efficient, specialized private credit investments to augment its clients' core fixed income portfolios. The Firm's team of investment professionals principally focuses on direct originations across the following asset classes: private asset-backed and structured credit, private corporate credit and commercial real estate debt.

KIS tailors its advisory services and investment strategies to the individual needs of each client through separately managed accounts, which are customized to each client's unique circumstances.

### **Method of Analysis**

KIS generally originates investments from the following sources:

- KIS's proprietary database of borrowers/issuers and intermediaries;
- Lending institutions, including agent and investment banks;
- Financial intermediaries; and
- Private equity, real estate and/or other financial sponsors.

KIS's investment team thoroughly analyzes each investment opportunity, taking into consideration a variety of factors, including:

- Client eligibility and suitability;
- Competitive strengths/weaknesses of the borrower/issuer;
- Purpose of the loan/use of funds;
- Financial performance (historical and projected) of the borrower/issuer;
- Overall business of the borrower/issuer, including products, services, management, sponsor, industry and competition;
- Enterprise and collateral value;

- Transaction and corporate structure;
- Exit alternatives; and
- Any other identified weaknesses/risks and potential mitigating factors.

The principal sources of information typically include: annual and interim financial reports, SEC or National Association of Insurance Commissioners (“NAIC”) filings, prospectuses and offering circulars prepared by borrowers/issuers or their agents; information published in newspapers, periodicals and commentaries from investment bankers, engineers and financial advisors; ratings and reviews of securities from services such as Fitch, Moody’s, Standard & Poor’s; and many other sources such as commercial mortgage information providers, appraisal studies, feasibility studies, real property market analyses and materials provided by mortgage bankers. From time to time, KIS may engage third parties, including certain of its affiliates, to assist in the underwriting and due diligence process.

Investments that satisfy KIS’s highly-selective criteria are submitted for consideration by the Firm’s investment committee, which is charged with approving the acquisition and disposition of client investments in accordance with its charter. The KIS investment committee is chaired by the President of the Firm, and is comprised of other officers of the Firm as appointed by the KIS Management Committee. Once an asset is acquired on behalf of a client, KIS’s investment team reviews and monitors the investment on an ongoing basis, which may include:

- Receipt and review of periodic borrower/issuer financial statements and other deliverables;
- Ongoing communication with borrower’s/issuer’s senior management; and
- Regular review of any “watch list” credits; i.e., those that fall below designated internal and external credit quality ratings.

## **Investment Strategies**

KIS primarily focuses on the following investment strategies, which can be customized to each client’s individual goals, objectives, target markets, and guidelines.

### *Private Asset-Backed Securities and Structured Credit*

KIS offers a private asset-backed securities and structured credit strategy that seeks to invest in primarily investment-grade assets backed by diversified pools of hard and financial assets, in sectors including consumer, corporate, real estate, transportation, and energy/infrastructure. KIS believes this strategy offers risk and return profiles that are differentiated from and can complement other types of private credit, such as corporate and infrastructure private placements.

### *Private Corporate Credit*

KIS offers a private corporate credit strategy that seeks to originate high quality private debt with enhanced yield and diversification characteristics. KIS’s philosophy is to invest in primarily investment grade debt issued by fundamentally strong issuers with proven

management and financial sponsors with a successful, verifiable track record, whose transactions are well structured, and offer significant relative value compared to the public markets.

### *Commercial Real Estate Debt*

KIS offers a commercial real estate debt strategy that seeks to identify and source primarily investment grade commercial real estate loans across a variety of geographic and property sectors, that offer attractive risk-adjusted returns relative to the securitized markets.

In addition to the foregoing, KIS also offers (a) a private equity strategy that seeks to source and originate limited partnership investments in leveraged buyout, venture capital and other funds managed by unaffiliated third parties, as well as opportunistic direct equity investments; and (b) a public fixed income strategy that seeks to invest in asset-backed securities and other structured products, as well as primarily investment grade debt securities issued by public corporations.

### **Risk of Loss**

Investing in securities and other financial instruments involves risk of loss that investors should be prepared to bear. KIS's investment strategies may not achieve their performance objectives and may result in losses. KIS has summarized below certain important risks for clients and prospective clients to consider with respect to its strategies.

#### *Risks Relating to Private Debt Investing*

*Loss of Invested Capital.* Investments in securities and real estate are subject to risk of loss. The value of the assets will fluctuate based upon a multitude of factors, including (i) the financial condition, results of operations and prospects of the issuers/borrowers and/or properties, (ii) governmental intervention, (iii) market conditions and (iv) local, regional, national and global economic conditions. Therefore, clients may lose all or a portion of the assets if the investment strategy pursued on behalf of a client is not successful.

*Credit Risk (Default).* Clients could lose money if the issuer or guarantor of a security (including a security purchased with securities lending collateral), or the counterparty to a derivatives contract, repurchase agreement or a loan of portfolio securities, is unable or unwilling, or is perceived (whether by market participants, rating agencies, pricing services or otherwise) as unable or unwilling, to make timely principal and/or interest payments, or to otherwise honor its obligations. The downgrade of the credit of a security held by a client may decrease its value. Securities are subject to varying degrees of credit risk, which are often reflected in credit ratings.

*Illiquidity.* Clients' investments require a long-term commitment, with no certainty of return. There may be little or no near-term cash flow available. Many investments that KIS recommends to clients will be highly illiquid. Consequently, dispositions of such investments may require a lengthy time period, so there can be no assurance that a client will realize any value on its investments in a timely manner.



*Restricted Securities.* Clients may invest in securities that are not registered under the Securities Act of 1933, as amended, including securities representing interests in private equity, debt and hedge funds (“restricted securities”). Restricted securities may be sold in private placement transactions between issuers and their purchasers and may be neither listed on an exchange nor traded in other established markets. In many cases, privately placed securities may not be freely transferable under the laws of the applicable jurisdiction or due to contractual restrictions on resale. As a result of the absence of a public trading market, privately placed securities are less liquid and more difficult to value than publicly traded securities. To the extent that privately placed securities may be resold in privately negotiated transactions, the prices realized from the sales, due to illiquidity, could be less than those originally paid by a client or less than their fair market value. In addition, issuers whose securities are not publicly traded may not be subject to the disclosure and other investor protection requirements that may be applicable if their securities were publicly traded. If any privately placed securities held as assets are required to be registered under the securities laws of one or more jurisdictions before being resold, clients may be required to bear the expenses of registration.

*Investment Due Diligence and Investment Research.* When conducting due diligence and investment research, KIS may be required to evaluate important and complex business, financial, tax, accounting, environmental and legal issues, often on an expedited basis, to take advantage of an investment opportunity. Detailed information necessary for a full evaluation may not be available, and the financial information available to KIS may not be accurate or provided based upon accepted accounting methods. Outside consultants, legal advisors, accountants and investment banks may be involved in the due diligence and investment research process in varying degrees depending on the type of investment. There can be no assurance that these consultants will evaluate such investments accurately.

*Economic Conditions.* Negative economic trends nationally, in specific geographic areas of the United States and/or outside the United States, could result in an increase in debt or loan defaults and delinquencies. Inability of issuers to obtain refinancing (particularly as high levels of required refinancings approach) may result in an economic decline that could delay or derail an economic recovery and cause deterioration in the performance of debt investments generally.

Additionally, the following factors may disrupt financial markets and have a negative impact on the assets:

- The bankruptcy or insolvency of one or more major financial institutions that results in the disruption of payments with respect to the assets or triggers additional crises in the global credit markets and overall economy;
- Continued deterioration of the sovereign debt of certain countries, together with the risk of contagion to other, more stable, countries;
- Rating agency downgrades (or otherwise negative changes in their ratings outlook) on the sovereign long-term debt ratings of certain countries;
- Reduced liquidity in the fixed income markets as a result of proposed or implemented changes in the laws and/or regulations applicable to financial

- intermediaries;
- Issues affecting the economies of the United States and/or non-U.S. economies; and
- The impact of (i) military operations, (ii) the possibility or actual occurrence of terrorist attacks domestically or abroad (iii) pandemics, such as Covid-19, and/or (iv) political instability in some parts of the world which could have a material adverse effect on general economic conditions, world financial markets, particular business segments, world commodity prices, consumer confidence and/or market liquidity.

*Pandemic Risk.* Disease outbreaks that affect local economies or the global economy may materially and adversely impact our investment portfolios and/or our business. These types of outbreaks have the potential to cause severe decreases in core business activities such as manufacturing, purchasing, tourism, business conferences and workplace participation, among others. These disruptions also have the potential to lead to instability in the marketplace, including market losses and overall volatility. In the face of such instability, governments may take extreme and unpredictable measures to combat the spread of disease and mitigate the resulting market disruptions and losses. In the event of a pandemic or an outbreak, there can be no assurance that the Firm or its service providers will be able to maintain normal business operations for an extended period of time or will be able to retain the services of key personnel on a temporary or long-term basis due to illness or other reasons. The full impact of a pandemic or disease outbreaks is unknown, which could result in a high degree of uncertainty for potentially extended periods of time.

*Over-the-Counter/Interdealer Markets.* KIS may effect transactions on behalf of its clients in “over-the-counter” or “interdealer” markets. The participants in such markets are typically not subject to the same level of credit evaluation and regulatory oversight as are members of “exchange-based” markets. This exposes clients to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the assets to suffer a loss. Such “counterparty risk” is accentuated for contracts with longer maturities where events may intervene to prevent settlement or where a client has concentrated its transactions with a single or small group of counterparties. Clients may not be restricted from dealing with any particular counterparty or in the size of the exposure that a client may provide to a given counterparty. The inability to make complete and “foolproof” evaluations of the financial capabilities of a client’s counterparties and the absence of a regulated market to facilitate settlement increases the risk to the assets.

*Equity Risk.* Although KIS’s primary investment focus is in fixed income securities, it may hold equity securities from time to time, including as a result of a restructuring of an existing debt investment, and in such instances the client may be subject to the following risks:

- Common and Preferred Stock Risk - Common and preferred stocks represent equity ownership in a company. The price of equity securities will fluctuate and can decline and reduce the value of the assets. The value of equity securities purchased by a

client could decline if the financial condition of the companies that a client invests in declines or if overall market and economic conditions deteriorate. The value of equity securities may also decline due to factors that affect a particular industry or industries, such as labor shortages or an increase in production costs and competitive conditions within an industry. In addition, the value may decline due to general market conditions that are not specifically related to a company or industry, such as real or perceived adverse economic conditions, changes in the general outlook for corporate earnings, changes in interest or currency rates or generally adverse investor sentiment; and

- Preferred Securities Risk - Preferred securities may pay fixed or adjustable rates of return. Preferred securities are subject to issuer-specific and market risks applicable generally to equity securities. In addition, a company's preferred securities generally pay dividends only after the company makes required payments to holders of its bonds and other debt. Unlike interest payments on debt securities, dividends on preferred shares are generally payable at the discretion of the board of directors of the issuer. For this reason, the value of preferred securities will usually react more strongly than bonds and other debt to actual or perceived changes in the company's financial condition or prospects. Preferred securities of smaller companies may be more vulnerable to adverse developments than preferred stock of larger companies.

*Mortgage-Related and Other Asset-Backed Risk.* Mortgage-related and other asset-backed securities often involve risks that are different from or more acute than risks associated with other types of debt instruments. Generally, rising interest rates tend to extend the duration of fixed rate mortgage-related securities, making them more sensitive to changes in interest rates. As a result, in a period of rising interest rates, if a client holds mortgage related securities, it may exhibit additional volatility. This is known as extension risk. In addition, adjustable and fixed rate mortgage-related securities are subject to prepayment risk. When interest rates decline, borrowers may pay off their mortgages sooner than expected. This can reduce the returns of a client because it may have to reinvest that money at the lower prevailing interest rates. Clients' investments in other asset-backed securities are subject to risks similar to those associated with mortgage-related securities, as well as additional risks associated with the nature of the assets and the servicing of those assets.

*Commercial Real Estate Loan Risk.* Investments in commercial mortgage loans include the risks that a borrower may default on the loan and the real estate collateral may decline in value. Defaults can be complicated by borrower bankruptcy and other litigation, including the costs and expenses associated with foreclosure, which can decrease an investor's return. Declines in real estate value can result from changes in rental or occupancy rates, tenant defaults, extended periods of vacancy, increases in property taxes and operational expenses, adverse general and local economic conditions, overbuilding, deterioration in the physical condition of the asset, environmental issues at the mortgaged property, casualty, condemnation, changes in zoning laws, taxation and other governmental rules. The volatility of capital markets can also impact the liquidity and valuation of both mortgages

and the underlying properties through changes in interest rates, the availability and pricing of mortgage capital, and the return requirements used in the valuation of real estate by prospective purchasers. Increases in interest rates can also directly reduce the market value of a fixed rate loan. Commercial mortgage investments are also dependent on the financial health, operational expertise, and management skills of the borrower.

While KIS strives to develop views or opinions on future cash flows across a range of investment types, the future is uncertain and the Firm cannot predict outcomes with a high degree of precision.

Clients should be prepared to bear the risk of loss that may result from adverse developments across the range of investment types.

*Insolvency and Bankruptcy.* Various laws enacted for the protection of creditors may apply to a client's investments. In a lawsuit brought by an unpaid creditor or representative of creditors of an issuer/borrower, such as a trustee in bankruptcy, a court may find that the issuer did not receive fair consideration or reasonably equivalent value for incurring the indebtedness constituting such client's investment. If, after giving effect to such indebtedness, the issuer/borrower (i) is insolvent, (ii) is engaged in a business for which the remaining assets of such issuer constituted unreasonably small capital or (iii) intends to incur, or believes that it will incur, debts beyond its ability to pay such debts as they mature, such court could determine (i) to invalidate, in whole or in part, such indebtedness as a fraudulent conveyance, (ii) to subordinate such indebtedness to existing or future creditors of the issuer or (iii) to recover amounts previously paid by the issuer/borrower in satisfaction of such indebtedness. The issuer/borrower may enter bankruptcy, receivership, insolvency or similar proceedings (collectively, "bankruptcy"). Bankruptcy may result in, among other things, a substantial reduction in the interest rate and a substantial write down of the principal of the client's investments. There are a number of risks inherent in the bankruptcy process, including:

- Rulings in a bankruptcy case are the product of adversarial proceedings determined by a court with equitable powers and are beyond the control of specific creditors;
- A bankruptcy filing may adversely and permanently affect the issuer/borrower making such filing. The issuer/borrower may 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 a Chapter 11 reorganization is converted to or becomes a liquidation, the liquidation value of the issuer/borrower may not equal the liquidation value that was believed to exist at the time of purchase of the client's investment;
- A creditor's return on investment may be adversely affected by delays while a plan of reorganization is being negotiated, approved by parties in interest and confirmed by the bankruptcy court until it ultimately becomes effective. In addition, the administrative costs of the debtor and official committees in connection with the case are frequently high and will be paid out of the debtor's estate prior to any return to general unsecured creditors. Certain claims that have priority by law (for example, claims for taxes) also may be significant;

- If a client purchases an investment for less than its par amount, recovery of the discount (the difference between the purchase price and the par amount) may be disallowed or limited in whole or in part in a bankruptcy; and
- Creditors' claims against bankrupt or insolvent entities may be subject to equitable subordination or re-characterization as equity (particularly where the creditor is an insider or otherwise controls the debtor), and transfers made to creditors may be subject to avoidance and disgorgement as preferences or fraudulent conveyances.

*Lender Liability Risk.* U.S. courts have upheld the right of borrowers to sue lenders or bondholders based on a variety of evolving legal theories (sometimes referred to as "lender liability"). Generally, lender liability is founded on the premise that an institutional lender or bondholder has violated a duty (whether implied or contractual) of good faith and fair dealing owed to the borrower or issuer or has assumed a degree of control over the borrower or issuer resulting in the creation of a fiduciary duty owed to the borrower or issuer or its other creditors or stockholders. The assets also may be subject to claims from creditors of an obligor that debt obligations issued by such obligor should be equitably subordinated. For example, because clients may hold equity or other interests in an issuer, the assets could be exposed to claims for equitable subordination or lender liability or both based on such equity or other holdings.

*Call and Prepayment Risk.* The ability of issuers/borrowers to prepay assets will vary. The assets will experience a loss if a client investment was purchased at a price greater than par and is prepaid at par or at a price lower than the purchase price. The rate of prepayments, amortization, delinquencies and defaults may be influenced by various factors including:

- Changes in issuer/borrower performance and requirements for capital;
- Interest rate movements;
- Unavailability of credit or a decline in credit underwriting standards; and
- The overall economic environment.

Further, in the case of prepayment, the client bears reinvestment risk, because the client may be required to invest the proceeds at a lower rate than the original investment. The assets may pay floating interest rates. To the extent interest rates increase, periodic interest obligations owed by the related issuer also will increase. As prevailing interest rates increase, some issuers may not be able to make the increased interest payments on assets or refinance their balloon and bullet loans, resulting in payment defaults.

*Spread Widening Risk.* For various reasons, the prices of the assets may decline substantially. In particular, purchasing debt instruments or other assets at what may appear to be "undervalued" or "discounted" levels is no guarantee that these assets will not be trading at even lower levels at a time of valuation or at the time of sale. It may not be possible to predict, or to hedge against, such "spread widening" risk. Additionally, the perceived discount in pricing from previous environments described herein may still not reflect the true value of the assets underlying debt instruments in which a client invests.

*Leveraged Loans and High Yield Instruments.* A severe liquidity crisis in the global credit markets has in the past resulted in, and may again result in, substantial fluctuations in

prices for leveraged loans and high yield debt securities and limited liquidity for such instruments. Although certain sectors may recover in such times, the conditions giving rise to such price fluctuations and limited liquidity may continue and may become more acute. During periods of limited liquidity and higher price volatility, KIS's ability to acquire or dispose of assets at a price and time that KIS deems advantageous may be severely impaired. In addition, a broad credit crisis may adversely affect the primary market for a number of financial products, which may reduce opportunities for client to purchase new issuances of investments.

*Unsecured Loans; Unsecured Bonds.* Unsecured loans are not secured obligations and do not have the benefit of a pledge of specified property. The absence of a security interest may make unsecured loans more illiquid investments than senior secured loans, second lien loans or secured bonds. In addition, unsecured bonds are subordinate in right of payment to one or more other obligations of the related issuer and therefore are subject to additional risks that the cash flows of the related issuer may be insufficient to make the scheduled payments on the subordinated bonds after giving effect to any senior obligations of the issuer. Subordination is also expected to cause subordinated bonds to be more illiquid investments than senior obligations.

*Syndicated Debt and Secondary Market Investments.* Client may acquire investments in primary transactions and also buy secondary market investments. To the extent client trades in any syndicated debt, it may be subject to certain additional risks as a result of having no direct contractual relationship with the borrower of the underlying loan. In such circumstances, client generally will be dependent on the lender to enforce its rights and obligations under the loan arrangements. Such investments will be subject to the credit risk of both the borrower and the lender, because they depend on the lender to make payments of principal and interest received on the underlying loan.

*Investment Grade Debt.* Investment grade debt obligations are obligations that have credit ratings that are intended to reflect (but will not necessarily reflect) relatively less credit and liquidity risk than those for high yield and mezzanine debt securities. A higher credit rating is not necessarily an indication or a guarantee of actual higher credit quality.

*Balloon Loans and Bullet Loans.* Balloon and bullet loans involve a greater degree of risk than other types of transactions because they are structured to allow for either small (balloon) or no (bullet) principal payments over the term of the loan, requiring the issuer to make a large final payment upon the maturity of the investment. The ability of such issuer to make this final payment upon the maturity of the investment typically depends upon its ability either to refinance the investment prior to maturity or to generate sufficient cash flow to repay the investment at maturity. The ability of any issuer to accomplish any of these goals will be affected by many factors, including (i) the availability of financing at acceptable rates to such issuer, (ii) the financial condition of such issuer, (iii) the marketability of the collateral (if any) securing such investment, (iv) the operating history of the related business, (v) tax laws and (vi) the prevailing general economic conditions. Consequently, such issuer may not have the ability to repay the investment at maturity, and client could lose all or most of the principal of the investment. Given their relative size and limited resources and access to capital, some issuers may have difficulty

repaying or refinancing their balloon and bullet loans on a timely basis or at all.

*Limited Control of Administration and Amendment of Investments.* Client may have limited consent and control rights with respect to an investment, and such rights may not be effective in view of the expected proportion of such obligations held by a client. Clients may exercise or enforce, or refrain from exercising or enforcing, any or all of client's rights in connection with the assets or any related documents or will refuse amendments or waivers of the terms of any assets and related documents in accordance with its portfolio management practices. Client will not have any right to compel client to take or refrain from taking any actions other than in accordance with its portfolio management practices.

*Reliance on Corporate Management and Financial Reporting.* Clients may trade various corporate debt instruments and collateralized debt securities. KIS may select investments for client in part on the basis of information and data filed by issuers of securities with various government regulators or made directly available to KIS by the issuers of securities or through sources other than the issuers such as collateral pool servicers. Although KIS will evaluate all such information and data and seek independent corroboration when it considers it appropriate and reasonably available, KIS will not be in a position to confirm the completeness, genuineness or accuracy of such information and data, and in some cases, complete and accurate information will not be readily available. KIS is dependent upon the integrity of the management of these issuers and of such servicers and the financial and collateral performance reporting processes in general. Corporate mismanagement, fraud and accounting irregularities on the part of any such issuers may result in material losses to investors such as client.

*Mortgage Loans Generally.* A client may invest in mortgage loans and may be subject to all of the risks inherent in mortgage loan investments, including:

- The client is at risk of defaults by the borrowers on those mortgage loans. These defaults may be caused by many conditions beyond KIS's control, including interest rate levels and local and other economic conditions affecting real estate values. KIS will not know whether the values of the properties securing the mortgage loans will remain at the levels existing on the dates of origination of those mortgage loans. If the values of the underlying properties drop, the risk to the client will increase;
- A defaulted mortgage loan may also become subject to workout negotiations or restructuring, which may 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 the loan. Such negotiations or restructuring may be extensive and protracted over time and may result in substantial uncertainty with respect to the ultimate recovery on a client's investment in the loan;
- Fixed-rate, long-term mortgage loans could yield a return that is lower than the then-current market rates if interest rates rise. If interest rates decrease, a client could be adversely affected to the extent that mortgage loans are prepaid because a client may not be able to generate equivalent returns upon reinvestment of the funds;
- Declines in real estate values may induce mortgagors to voluntarily default on their

- loans, increasing the risk of foreclosure and loss of capital; and
- Delays in liquidating defaulted mortgage loans could reduce a client's investment returns. If there are defaults under those mortgage loans, lenders may not be able to repossess and sell the underlying properties quickly. The resulting time delay could reduce the value of the client's investment in the defaulted mortgage loans. An action to foreclose on a property securing a mortgage loan is regulated by state statutes and regulations and is subject to many of the delays and expenses of other lawsuits if the defendant raises defenses or counterclaims.

*Commercial Mortgage Loan Risk.* Clients may invest in or originate commercial mortgage loans. The value of a client's commercial mortgage loans may be influenced by the historical rate of delinquencies and defaults experienced on the commercial mortgage loans and by the severity of loss incurred as a result of such defaults. The factors influencing delinquencies, defaults and loss severity include:

- economic and real estate market conditions by industry sectors (e.g., multifamily, retail, office);
- the terms and structure of the mortgage loans; and
- any specific limits to legal and financial recourse upon a default under the terms of the mortgage loan.

The ability of a borrower to repay a commercial mortgage loan secured by income-producing property typically is dependent primarily upon the successful operation and operating income of such property (i.e., the ability of tenants to make lease payments, the ability of a property to attract and retain tenants, and the ability of the owner to maintain the property, minimize operating expenses, and comply with applicable zoning and other laws) rather than upon the existence of independent income or assets of the borrower and many commercial mortgage loans may provide recourse only to specific assets, such as the property, and not against the borrower's other assets or personal guarantees.

Commercial mortgage loans generally do not fully amortize, which can necessitate a sale of the property or refinancing of the remaining "balloon" amount at or prior to maturity of the mortgage loan. Accordingly, investors in and originators of commercial mortgage loans bear the risk that the borrower will be unable to refinance or otherwise repay the mortgage at maturity, thereby increasing the likelihood of a default on the borrower's obligation.

Exercise of foreclosure and other remedies may involve lengthy delays and additional legal and other related expenses, including transfer taxes, in addition to potentially declining property values. In certain circumstances, the creditors may also become liable upon taking title to an asset for environmental or structural damage existing at the property.

#### *Risks Relating to Conflicts of Interest*

Client should be aware that there will be occasions when KIS and its affiliates will encounter potential conflicts of interest in connection with activities relating to investments on behalf of a client.



*Allocations.* KIS currently serves as the investment manager for the Kuvare Accounts and intends to serve as the investment manager for third party accounts in the future. Accordingly, conflicting interests or duties will likely arise over time because KIS undertakes investment management activities for another account or accounts, including a Kuvare Account, investing in the same assets or the same issuers as a client. There will likely be times during which KIS will give advice and take action with respect to any of the Kuvare Accounts or third party accounts that will differ from the advice given, or the timing or nature of action taken, with respect to the client's portfolio, although these situations are likely to be rare and isolated. For example, KIS could cause a Kuvare Account and other client accounts to co-invest in an investment and later decide to dispose of the investment owned by the Kuvare Account, but not client's account. The value of the investment retained by the client might be negatively impacted as a result of the sale of the same investment by the Kuvare Account. In addition, investment opportunities will likely be appropriate for more than one client account. This presents a potential conflict of interest for KIS as there are competing benefits it derives depending upon which account is allocated a specific investment opportunity. Those competing benefits include different management fee arrangements and different levels of ownership by Kuvare Accounts. Consistent with its fiduciary duties to its clients, in addition to disclosing this conflict, KIS has adopted policies and procedures designed to appropriately mitigate this conflict, including its allocation policy (as discussed in greater detail in response to Item 10 below). However, while diligent efforts will be made to allocate opportunities where appropriate to each account in a fair and equitable manner over time and in accordance with the applicable investment allocation policy, a client will not receive an allocation of every investment opportunity each time one is sourced and a client may be disadvantaged or harmed by the manner or timing of allocated investment opportunities and decisions to sell these investments. For example, effecting a transaction in a security for one account may adversely affect the price at which a transaction in the same instrument can be effected for client.

*Other Relationships.* KIS and Kuvare affiliates have existing and potential relationships with a significant number of corporations, institutions and individuals in matters related to their other businesses and investments, including through the provision of asset servicing, origination, insurance, and reinsurance services. As a result of these relationships, KIS faces conflicts of interest in connection with transactions involving an investment by client with such persons, including with respect to the consideration offered by, and the obligations of, such persons. For example, the issuer of an investment may enter into transactions with certain Kuvare affiliates engaged in the insurance business; if a KIS client's investment in such issuer becomes distressed or the issuer enters into bankruptcy, KIS or a Kuvare affiliate may desire to take action that could be viewed as adverse to such issuer, but, subject to applicable law and internal policies, KIS or such Kuvare affiliate may decline to take such action as a result of the relationship between KIS or such Kuvare affiliate and such issuer. In determining whether to pursue a particular investment on behalf of client, these relationships could be considered by KIS, and there may be certain potential investments that will not be pursued on behalf of client in view of such relationships. As a result, there can be no assurance that (i) subject to applicable law and internal policies, KIS will take an action that it believes is in the best of interest of its clients, if such action is

adverse to the interests of Kuvare affiliates and (ii) all potentially suitable investment opportunities that come to the attention of KIS will be made available to client.

In certain cases, KIS's investment personnel may provide significant guidance and counsel concerning the management, operations or business objectives and policies of a borrower and may, as necessary, participate as board members or observers, or in other managerial roles with respect to the investments in which KIS's clients invest. These relationships could give rise to a potentially conflicting division of loyalties and/or responsibilities, which could have an adverse effect on KIS clients and could benefit KIS and/or Kuvare affiliates.

*Use of Material, Non-Public Information.* From time to time, employees of KIS may come into possession of confidential, non-public information in connection with other activities, including those described above. As such, KIS would be restricted from investing in certain transactions it otherwise may have initiated or from selling an investment it otherwise may have sold.

## **Item 9—Disciplinary Information**

KIS has no reportable disciplinary history.

## **Item 10—Other Financial Industry Activities and Affiliations**

KIS derives a large amount of its revenue from its advisory relationships with its affiliates, which are life insurance, annuity, and reinsurance companies and related businesses. The largest affiliates are Guaranty Income Life Insurance Company, United Life Insurance Company, Lincoln Benefit Life Company, Kuvare Bermuda Re Ltd. and Kuvare Life Re Ltd. These relationships create a potential for conflict with unaffiliated clients in terms of competing for management's time as well as investments. KIS management, including its investment professionals, will devote as much of their time as is reasonably required to fulfill its fiduciary duties to its clients and perform its duties to its clients pursuant to each investment management agreement and in accordance with reasonable commercial standards. Additionally, KIS has a procedure governing allocation of investments that might be appropriate for multiple clients. That procedure calls for, among other things, the sharing of investments on a pro-rata basis if KIS cannot purchase sufficient quantity of the investment to satisfy the desired amount of each affected client. A portfolio manager may depart from a strictly pro rata allocation: (1) to avoid creating odd lot positions in any account; (2) to allocate a smaller portion to those accounts for which the purchased security would be a peripheral investment and a larger portion to those accounts for which the security would be a core investment; or (3) to the extent that the purchased security is especially appropriate for accounts with certain investment goals or risk tolerances.

In certain investments, there may be instances where a pro-rata allocation scheme is not achievable. As such, in order to ensure that such investments are allocated fairly and

equitably and no client is disadvantaged, KIS will allocate such investments on a rotational basis, in accordance with its investment allocation policy.

The factors KIS considers in determining whether an investment is appropriate for multiple client accounts may include:

- Each client's investment objectives and investment focus;
- Each client's liquidity, reserves, and surplus, if applicable;
- Each client's diversification;
- Amount of capital available for investment by each client as well as each client's projected future capacity for investment;
- Each client's overall risk tolerance;
- Composition of each client's portfolio;
- The availability of other suitable investments for each client;
- Issuer/lender covenants and other limitations;
- Risk considerations;
- Cash flow considerations;
- Asset class restrictions;
- Industry and other allocation targets;
- Minimum and maximum investment size requirements;
- Tax implications;
- Legal, contractual or regulatory constraints; and
- Any other relevant limitations imposed by or conditions set forth in the applicable client investment guidelines.

KIS's investment professionals are not solely dedicated to its current clients and may in the future manage other separately managed accounts with investment objectives similar to or different from those of current clients, which may compete with current clients for investments or take opposing investment positions, or serve or may serve as officers, directors, or principals of entities that operate in the same, or a related, line of business as current clients.

KIS anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which KIS has management authority to effect the purchase or sale of securities in which KIS, its affiliates and/or clients, directly or indirectly, have a position or interest. In doing so, KIS's employees are required to follow KIS's Code of Ethics. Subject to satisfying the Code of Ethics and applicable laws, officers, directors and employees of KIS may trade for their own accounts in securities which are purchased for KIS's clients.

KIS has adopted various policies and procedures (the "Conflicts Procedures"), including the Code of Ethics, described in detail in "Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading", to address potential conflicts among KIS and its clients. These policies and procedures, which may be modified from time to time at KIS's sole discretion, may require prior review or approval of certain transactions by KIS's Chief

Compliance Officer or members of senior management. Relevant policies and procedures for addressing conflicts with respect to a particular client may be described in greater detail in the investment management agreement for such client. With respect to affiliate transactions or other matters giving rise to conflicts of interest, the relevant investment management agreements may provide for, among other things, consultation regarding or approval of such transactions by a person or body such as a trustee, a board of directors or an advisory committee comprised of certain of the underlying investors in a pooled investment vehicle. The Conflict Procedures, together with the provisions of relevant investment management agreements concerning such potential conflicts, may limit KIS's ability to buy or sell a security for a client or otherwise participate in an investment opportunity for a client, or to take other actions that KIS might consider in the best interests of a client and its investors.

*Conflicts Related to the Financial Interests of Affiliates.* Given the broad nature of KIS's business, affiliation with Kuvare or other affiliates, there will be times during which affiliates of KIS will have financial interests in, or relationships with, companies whose securities KIS purchases or sells for its unaffiliated clients. At any time, these affiliates' interests and relationships could be inconsistent or in potential or actual conflict with positions held or actions taken by KIS on behalf of its' unaffiliated clients. For example: (1) due to the fact that KIS affiliates hold public and private debt and equity securities of a large number of issuers, KIS's unaffiliated clients may invest in some of the same issuers, but at different levels in the capital structure, and (2) it is possible that a KIS affiliate will hold the senior debt of an issuer whose subordinated debt is held by KIS's unaffiliated clients or hold secured debt of an issuer whose public unsecured debt is held by KIS's unaffiliated clients or vice versa. In the event of restructuring or insolvency, the KIS affiliates as holders of senior debt will exercise remedies and take other actions to the possible disadvantage of unaffiliated clients of KIS that are the holders of junior debt. In addition, KIS affiliates sell various products and/or services to certain companies whose securities KIS may purchase and sell on behalf of clients or who may have other relationships with KIS, Kuvare or other affiliates. While KIS makes investment decisions for each client independently, in consideration of the best interests of such client, there can be no guarantee that any actual or potential conflicts will be resolved in favor of such client or that actions taken by an affiliate will not adversely affect the value of a client investment.

*Conflicts Related to Overlapping Client Investments.* Where clients hold the same investment, the differing investment objectives of such clients, as well as other factors applicable to the specific situation, may result in a determination to dispose of, or retain, all or a portion of an investment on behalf of a client at different times as such investment or portion thereof is being disposed of, or retained, by other clients. In addition, particularly with respect to illiquid or private investments, conflicts of interest can arise when disposing of a particular investment would be beneficial for one client while retaining such investment would be beneficial for another client. KIS may also recommend investments to or purchase securities for the account of one client (or supervised persons may purchase such securities) that may differ from investments recommended or purchased for other clients, even though the investment objectives of other these clients may be similar. Moreover, KIS and its affiliates may make investments or engage in other activities that express

inconsistent views with respect to an entity in which KIS has invested client assets, a particular security or relevant market conditions. For example, if KIS makes an investment on behalf of one client that expresses a negative outlook on a particular investment in which other clients are invested, this may reduce the value of other clients' investments. The performance of a client's account will usually differ from the performance of other accounts that are also managed or advised by KIS even in cases where the investment objectives and strategies of the relevant accounts are similar. In addition, when KIS and/or a Kuvare affiliate seek to buy or sell the same security or instrument on behalf of more than one client account, KIS may have an incentive to allocate more favorable trades to certain accounts. (For additional information about KIS's allocation policies, please see Item 10.) It is possible that a client could sustain losses during periods in which one or more other client accounts that are managed or advised by KIS achieve significant gains. The opposite result is also possible.

KIS may invest in the same issuers for client accounts, but at different levels in the capital structure. For example, one client may hold securities in an entity that are senior or junior to the debt securities held by another client, and in the event of restructuring or insolvency clients will be entitled to different payment or other rights. In a workout or other distressed scenario, the interests of one client might be adverse to those of other clients so that some clients might recover all or part of its investment while the other clients might not.

*Conflicts Relating to Performance Fees.* Performance-based fee arrangements may create an incentive for the KIS to recommend investments that may be riskier or more speculative than those that it may otherwise recommend under a different fee arrangement. In the allocation of investment opportunities among clients, performance-based fee arrangements may also create an incentive for KIS to favor clients with performance or incentive fee arrangements over clients that are not charged a performance fee, or even to favor one client with incentive fee arrangements over another client with similar arrangements, depending on the relative performance of such clients' investment portfolios. To the extent these issues become applicable, KIS will promulgate policies and procedures to address these conflicts, including policies and procedures designed to ensure allocation of trades and securities to clients on a fair and equitable basis, taking into account the client's investment objectives and strategies as well as other relevant factors including applicable law.

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

### **Code of Ethics**

KIS and persons associated with KIS are permitted to buy or sell securities that KIS also recommends to clients consistent with the KIS's policies and procedures. KIS operates under a Code of Ethics (the "Code of Ethics") that complies with Rule 204A-1 of the Advisers Act.

The Code of Ethics for all Access Persons (as defined in the Advisers Act and other applicable rules) describes KIS's high standard of business conduct and fiduciary duty to its clients. The Code of Ethics includes sections relating to (i) the confidentiality of client information, (ii) a prohibition on insider trading, (iii) restrictions and reporting related to the giving and acceptance of gifts and entertainment, (iv) outside business activities, (v) reporting of brokerage accounts and securities holdings, and (vi) personal securities preclearance and trading procedures, among other things. All Access Persons at KIS must acknowledge the terms of the Code of Ethics at least annually.

Access Persons subject to the Code of Ethics include any employee, officer, partner, or director of KIS who has access to non-public information regarding a client's purchase or sale of a Covered Security (as defined in Section 2(a)(36) of the Investment Company Act of 1940, as amended), or non-public information regarding the portfolio holdings of any client, or who is involved in making securities recommendations to clients, or who has access to such recommendations that are non-public.

As discussed above, KIS anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which KIS has management authority to affect the purchase or sale of securities in which KIS, its affiliates and/or clients, directly or indirectly, have a position or interest. KIS and its affiliates face a potentially conflicting division of loyalties and responsibilities to the parties in such transactions, including with respect to a decision to enter into such transactions, as well as with respect to valuation, pricing, and other terms. In engaging in these transactions, KIS's employees are required to follow KIS's Code of Ethics. Subject to satisfying the Code of Ethics and applicable laws, officers, directors and employees of KIS may trade for their own accounts in securities which are purchased for KIS's clients.

The policies set forth in the Code of Ethics and are subject to annual certification and to ongoing oversight by KIS's Chief Compliance Officer.

All Access Persons are subject to additional trading and reporting restrictions. These restrictions include a requirement to pre-clear personal transactions in initial public offerings, private securities transactions and restricted securities, subject to certain exceptions.

KIS will provide a copy of the Code of Ethics, free of charge, to any client or investor or any prospective client or prospective investor upon request. The Code of Ethics may be requested by contacting KIS's legal department at [kislegal@kuvare.com](mailto:kislegal@kuvare.com).

## **Cross Transactions**

From time to time, the Firm may sell a security from a client account and purchase the same security in another client account through a so called "cross transaction" in accordance with the Firm's procedures if the Firm deems the transaction to be in the best interest of each participating client and is permitted by applicable client's investment management agreement and regulatory requirements.

## Prohibited Activities

No Access Person, in connection with the purchase or sale of a security, directly or indirectly, by that Access Person may:

- employ any device, scheme or artifice to defraud;
- make any untrue statement of a material fact or omit to state a material fact necessary to make the statement made, in light of the circumstances under which it was made, not misleading;
- engage in any act, practice or course of business which operates or would operate as a fraud or deceit;
- engage in any manipulative practice; or
- make any misrepresentations or providing false information in connection with any securities transactions including the sale of securities.

*Improper Use of Information.* No Access Person may use his or her knowledge about the securities transactions or holdings of a client in trading for any account that is directly or indirectly beneficially owned, controlled or influenced by, or any fiduciary account of, the Access Person. Any investment ideas developed by an Access Person must be made available to the clients before the Access Person may engage in personal transactions based on these ideas.

*Front-Running.* No Access Person may engage in front-running an order or recommendation for a client. Front-running means purchasing or selling the same or underlying securities or derivatives based on these securities ahead of and based on knowledge of client securities transactions that are likely to affect the value of these securities.

*Personal Trading While Client Trades are Pending.* No Access Person may execute a personal securities transaction (which includes any purchase or sale of a Covered Security by any Access Person in an account in which said Access Person has any beneficial ownership, discretion or provides investment advice) on a day during which any client has a pending “buy” or “sell” order in that same security until that order is executed or withdrawn. Any personal securities transactions by an Access Person in violation of this same day trading restriction will be required to be reversed and any resulting profits will be subject to disgorgement.

*Restrictions on Disclosures.* Access Persons may not disclose any non-public information (whether or not it is material) relating to KIS or securities transactions on behalf of clients to any person outside KIS unless such disclosure has been authorized by KIS. Covered Persons may not communicate material non-public information to anyone, including persons within KIS, except to other employees or agents of KIS or its affiliates who need to know about such information in connection with work being performed on behalf of KIS or as otherwise permitted by the Code of Ethics or KIS’s compliance manual. For example,

access to files containing material non-public information and computer files containing such information should be restricted, and conversations containing such information, if appropriate at all, should be conducted in private.

## **Item 12—Brokerage Practices**

To the extent KIS transacts in public securities or other securities which are customarily transacted through broker-dealers, KIS maintains an approved list of broker-dealers and considers certain factors when placing a trade on behalf of clients, including, but not limited to, speed of execution, pricing, liquidity, commission, quality of overall execution of services, expertise, financial condition and skill. The commissions and/or transaction fees charged by a particular broker-dealer may be higher or lower than those charged by other broker-dealers.

If KIS selects a particular broker-dealer to execute transactions, it will confirm that any commission paid complies with its duty to obtain “best execution.” In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a financial institution’s services, including among others, the value of research provided, if any, execution capability, commission rates, and responsiveness. KIS seeks competitive rates but may not necessarily obtain the lowest possible commission rates for transactions.

Consistent with obtaining best execution, brokerage transactions may be directed to certain broker-dealers who provide investment research products and/or services which assist KIS in its investment decision-making process. Such research generally will be used to service all of KIS’s clients, but not all research will be applicable to each client. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest because KIS does not have to produce or pay for the products or services and it could appear to select brokers based on its interest in receiving research and other benefits, rather than its clients’ best interest in receiving most favorable execution.

KIS receives no soft dollar benefits for placing client trades with any particular broker-dealer. KIS pays for third party research from various sources with hard dollars. KIS receives unsolicited research from some broker-dealers, but that research is not predicated on any particular volume of business.

KIS permits, upon request, that certain brokers be included when the Firm solicits bids, subject to most favorable execution of client transactions.

## **Item 13—Review of Accounts**

KIS monitors account portfolios on an ongoing basis and conducts regular account reviews on at least a quarterly basis. Such reviews are conducted by investment professionals within KIS. KIS contacts clients at least annually to review its previous services and/or



recommendations and to discuss the impact resulting from any changes in the client's investment guidelines and objectives.

KIS provides clients with supplemental written reports that may include such relevant account and/or market-related information. The content of those reports, as well as the frequency with which they are delivered by KIS, are set forth in the applicable agreement between KIS and the client.

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

KIS currently does not engage, or pay referral fees to, any affiliated or unaffiliated solicitors for client introductions. Should KIS decide to engage any such solicitors in the future it will do so in accordance with the requirements of the Advisers Act.

#### **Item 15—Custody**

The Firm does not take physical custody of client funds or securities. Client assets are generally held in custodial accounts with banks, broker-dealers or other qualified custodians retained by our clients under arrangements negotiated by them. While the Firm does not accept physical custody of client funds or securities, if in the future it is authorized to carry out certain actions on behalf of the client that could be deemed to constitute custody, the Firm will adopt policies and procedures to comply with applicable custody rules, including Rule 206(4)-2 under the Advisers Act.

A client's custody agreement with its custodian may contain authorizations with respect to the transfer of client funds or securities broader than those in the client's written investment management agreement with us. In these circumstances, our authority is limited to the authority set forth in the client's written investment management agreement with us regardless of any broader authorization in the client's custody agreement with its custodian. Clients should receive statements at least quarterly from the broker dealer, bank or other qualified custodian that holds and maintains their investment assets. Clients receive custody statements directly from the custodian and KIS urges clients to carefully review such statements and compare the official custodial records to the account statements or any periodic supplemental reports that KIS may provide as discussed in Item 13.

#### **Item 16—Investment Discretion**

KIS usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives and guidelines for the particular client.

When purchasing and selling investments, KIS observes the investment guidelines, limitations and restrictions of its clients.

Investment guidelines and restrictions must be provided to KIS in writing and are usually included as part of the investment management agreement, which grants KIS discretionary authority to buy and sell investments on behalf of the client.

### **Item 17—Voting Client Securities**

KIS generally does not provide investment management services on the type of investments that generate proxies. However, KIS is typically authorized pursuant to a client's investment advisory or management agreement to make elections with respect to corporate actions, including the authority to exercise rights, options, warrants, conversion privileges, and redemption privileges, and to tender securities pursuant to a tender offer. In such instances, KIS will vote in the best interest of each client based on the individual facts and circumstances.

To the extent that KIS does vote proxies on behalf of its clients, it will vote in accordance with policies and procedures that it has implemented (the "Proxy Policies") pursuant to Rule 206(4)-6 of the Advisers Act. The Proxy Policies have been designed to allow client securities to be voted in the best interests of clients in accordance with applicable rules.

The Proxy Policies are based on the guiding principle of maximization of economic value of client holdings. KIS does not permit voting decisions to be influenced in any manner that is contrary to, or dilutive of, this guiding principle. The Proxy Policies are designed to prevent material conflicts of interest on the part of KIS or its affiliates to affect voting decisions on behalf of clients.

Clients may obtain a copy of the Proxy Policies and information regarding how KIS voted securities held in their accounts upon request, by contacting the KIS legal department at 312-682-6389 or at [kislegal@kuvare.com](mailto:kislegal@kuvare.com).

### **Item 18—Financial Information**

KIS does not require or solicit any prepayment of fees six months or more in advance and, therefore, is not required to provide a balance sheet for its most recent fiscal year. KIS does not have any financial condition that is reasonably likely to impair its ability to meet contractual and fiduciary commitments to clients. KIS has not been the subject of a bankruptcy petition.