

ITEM 1: COVER PAGE

Part 2A of Form ADV: Firm Brochure

**HARTFORD INVESTMENT MANAGEMENT COMPANY
("HIMCO")**

September 16, 2022

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This brochure provides information about the qualifications and business practices of HIMCO. If you have any questions about the contents of this brochure, please contact us at 860-297-6700 or HIMCOADV@himco.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the "SEC") or by any state securities authority.

Additional information about HIMCO also is available on the SEC's website at www.adviserinfo.sec.gov.

Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

ITEM 2: MATERIAL CHANGES

The following is a summary of material changes made to this Brochure since the last annual update on March 26, 2021.

HIMCO has revised:

1. Item 4 to update information on HIMCO's client base, clarify the type of private funds HIMCO manages, and update HIMCO's assets under management
2. Items 4 and 5 to:
 - a. Reflect updates to HIMCO's principal strategies and corresponding fee schedules, including without limitation, the addition of the Sustainable Thematic Investment strategy
 - b. Add information on HIMCO's non-discretionary model portfolio services and related fees
3. Item 6 to remove disclosure of a conflict of interest involving side by side management of long/short portfolios and traditional long only portfolios, as HIMCO no longer manages long/short portfolios
4. Item 7 to:
 - a. Add information on HIMCO's non-discretionary model portfolio services
 - b. Reduce the minimum investment required to start or maintain a discretionary middle market loan (private credit) account
 - c. Clarify the type of private funds HIMCO manages
5. Item 8 to:
 - a. Reflect updates to HIMCO's investment processes and accompanying risks
 - b. Add to HIMCO's statement on environmental, social, and governance (ESG) investing
 - c. Remove references to long/short or "extension" portfolios and related short selling and turnover risks as HIMCO no longer manages long/short or "extension" portfolios
 - d. Remove reference to the AAM/HIMCO Global Enhanced Dividend Fund as it was liquidated in 2021
 - e. Clarify the role of HIMCO's Derivatives Working Group
 - f. Expand HIMCO's cybersecurity risk disclosure
6. Item 10 to:
 - a. Note that certain HIMCO managed persons have applications pending to register with the CFTC/NFA as an associated person and/or principal
 - b. Remove an example of a conflict of interest that involves short selling as HIMCO no longer manages long/short portfolios
 - c. Enhance HIMCO's conflict of interest disclosure around employees serving in multiple roles
 - d. Modify a conflict disclosure in Item 10.D to recognize that HIMCO did not receive economic benefits in the form of gifts and entertainment from the sub-adviser and its affiliates in 2021 but could receive such benefits in the future
7. Item 11 to:
 - a. Remove references to affiliate seeded investment vehicles as HIMCO does not manage affiliate seeded investment vehicles as of the date of this Brochure
 - b. Update conflict of interest and control related disclosures
8. Item 12 to:
 - a. Remove reference to prime brokers as HIMCO does not utilize prime brokers as of the date of this Brochure
 - b. Update conflicts of interest disclosures
 - c. Update information concerning the use of soft dollars
9. Item 13 to:
 - a. Update information on client account review processes, including without limitation, adding language on compliance related controls in HIMCO's internal investment platform
 - b. Add that HIMCO has implemented ESG related reporting at the request of certain clients
10. Item 16 to expand disclosure on limits typically applied to HIMCO's investment discretion

HIMCO will provide you with a new Brochure at any time upon request without charge. You may request a Brochure by email at HIMCOADV@himco.com or by phone at (860) 297-6700. The Brochure is also available on HIMCO's website free of charge at www.himco.com. Additional information about Hartford Investment Management may also be obtained on the SEC's website www.adviserinfo.sec.gov.

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ITEM 4: ADVISORY BUSINESS

A. General Description of Advisory Firm

Hartford Investment Management Company (“HIMCO”) is registered with the Securities and Exchange Commission as an investment adviser and is a wholly owned subsidiary of The Hartford Financial Services Group, Inc. (“The Hartford”), a publicly traded company. HIMCO was organized in 1996 by acquiring the business, personnel and corporate name of an affiliate that had been in operation since 1981 and that performed substantially similar services. Because HIMCO succeeded to the same business and utilized the same personnel as the affiliate prior to the acquisition, the affiliate's historical information is included with HIMCO's.

HIMCO provides investment advisory services primarily to institutional clients and private funds. HIMCO's institutional clients are mainly comprised of affiliated and unaffiliated insurance companies, corporations, and employee benefit and pension plans. The private funds managed by HIMCO are portfolios owned by insurance company separate accounts that meet the definition of private fund.

As of August 31, 2022, HIMCO managed approximately \$113.8 billion in fixed income, equity and alternative assets. (Please see [Section E of this Item 4](#) below for further disclosure regarding assets under management.)

B. Description of Advisory Services

HIMCO provides discretionary and non-discretionary investment advisory services to institutional clients, including its affiliates. HIMCO's institutional clients are mainly comprised of affiliated and unaffiliated insurance companies, corporations, and employee benefit and pension plans. In addition, HIMCO provides:

- Sub-advisory services with respect to a registered investment company, which is sponsored and distributed by entities unaffiliated with HIMCO;
- Advisory services to the private funds described above, which are exempt from registration under the Investment Company Act of 1940 (“1940 Act”) and are sponsored and distributed by entities unaffiliated with HIMCO; and
- Non-discretionary model portfolio services to unaffiliated investment advisers. Non-discretionary model portfolio services involve providing one or more model portfolios of securities to another investment adviser for use in that investment adviser's product(s) or for use by that investment adviser with its clients. The unaffiliated investment advisers decide whether to use the model portfolios as provided by HIMCO or adjust them based on the needs of their clients or products and are responsible for all trade execution. As of the date of this brochure, HIMCO provides non-discretionary model portfolio services in the form of:
 - Portfolio consulting services for unit investment trusts registered under the 1940 Act that are sponsored and distributed by entities unaffiliated with HIMCO; and
 - Model portfolio services for an unaffiliated investment adviser for use with its advisory clients.

HIMCO's principal strategies include the following:

Fixed Income

HIMCO manages fixed income assets by using a disciplined process which is designed to create value from three sources: (i) a macro-economic strategy that considers duration and yield curve, (ii) strategic asset allocation, and (iii) security selection. Please see [Item 8](#) for a description of the fixed income investment process.

- **Core Fixed Income** - The objective of the Core Fixed Income strategy is to actively manage a high quality diversified fixed income portfolio in which accounts are normally comprised of at least 90% U.S. dollar denominated investment grade securities (such as obligations of the U.S. Government,

its agencies and instrumentalities, corporate debt, asset-backed securities and mortgage-backed and other mortgage-related securities) and with duration similar to broad market benchmark indices such as the Bloomberg U.S. Government/Credit Index or the Bloomberg U.S. Aggregate Index. The strategy can use derivatives, such as options, futures and swaps, which can be illiquid, can disproportionately increase losses, and have a potentially large impact on performance.

- Core Plus Fixed Income - The objective of the Core Plus Fixed Income strategy is to actively manage a diversified fixed income portfolio in which accounts are normally comprised of more than 60%, but less than 90% U.S. dollar denominated investment grade securities. The portion invested in U.S. investment grade securities will be multi-sector in nature, including but not exclusively U.S. Treasury, mortgage-related securities, corporate bonds and debt instruments, asset-backed and commercial mortgage-backed securities, among others, and will not generally exclude broad segment(s) included in broad market benchmark indices such as the Bloomberg U.S. Aggregate Index. The portion invested in securities outside the U.S. investment grade sector will be comprised of fixed income, including high yield, emerging market, and non-dollar denominated securities. Investments in high yield securities, and foreign securities, including emerging markets, involve risks beyond those inherent in solely higher rated and domestic investments. The strategies can use derivatives, such as options, futures and swaps, which can be illiquid, can disproportionately increase losses, and have a potentially large impact on performance. The benchmark is the Bloomberg U.S. Aggregate Index.
- High Quality High Yield - The objective of the High Quality High Yield strategy is to actively manage a high or BB quality high yield portfolio in which accounts are normally invested at least 90% in BB tier high yield and emerging market fixed income securities. Investments in high-yielding, lower-rated securities involve risks beyond those inherent in higher-rated investments. Investments in foreign securities, including emerging markets, involve risks beyond those inherent in solely domestic investments. Foreign securities are subject to certain risk of overseas investing, including currency fluctuations and changes in political and economic conditions. These risks are magnified in emerging markets. The strategy can use derivatives, such as options, futures and swaps, which can be illiquid, can disproportionately increase losses, and have a potentially large impact on performance. The benchmark is the Bloomberg Ba U.S. Corporate High Yield Index 2% Issuer Cap-Sector Neutral.
- High Yield - The objective of the High Yield strategy is to actively manage a high yield portfolio in which accounts are normally invested at least 80% in high yield securities. Investments in high-yielding, lower-rated securities involve risks beyond those inherent in higher-rated investments. The strategy can use derivatives, such as options, futures and swaps, which can be illiquid, can disproportionately increase losses, and have a potentially large impact on performance. The benchmark is the Bloomberg U.S. Corporate High Yield Index.
- Intermediate Duration Core Fixed Income - The objective of the Intermediate Duration Core Fixed Income strategy is to actively manage a diversified fixed income portfolio in which accounts are normally comprised of at least 90% U.S. dollar denominated investment grade securities (such as obligations of the U.S. Government, its agencies and instrumentalities, corporate debt, asset-backed securities and mortgage-backed and other mortgage-related securities) and with a duration similar to broad intermediate market benchmark indices that include mortgage securities such as the Bloomberg Intermediate U.S. Aggregate Index. The strategy can use derivatives, such as options, futures and swaps, which can be illiquid, can disproportionately increase losses, and have a potentially large impact on performance.
- Long Duration Corporate Fixed Income - The objective of the Long Duration Corporate Fixed Income strategy is to actively manage a high quality diversified fixed income portfolio in which accounts are predominately comprised of investment grade corporate securities and have a duration similar to long duration benchmark indices, such as the Bloomberg Long U.S. Corporate Index. The strategy can use derivatives, such as options, futures and swaps, which can be illiquid, can disproportionately increase losses, and have a potentially large impact on performance.

- Municipal Fixed Income - The objective of the Municipal Fixed Income strategy is to provide long-term total return while balancing income, price appreciation and capital preservation over a market cycle, by actively managing a high quality diversified fixed income portfolio in which accounts are predominately comprised of at least 90% of investment grade tax-exempt municipal securities across states and sectors with an opportunistic allocation up to 5% in below-investment grade securities and up to 5% in taxable municipal securities. Investments in high-yielding, lower-rated securities involve risks beyond those inherent in higher-rated investments. The strategy can use derivatives, such as options, futures and swaps, which can be illiquid, can disproportionately increase losses, and have a potentially large impact on performance.
- Opportunistic Corporate Fixed Income - The objective of the Opportunistic Corporate Fixed Income strategy is to generate long-term total returns through a market cycle by balancing price appreciation, income generation, and capital preservation. This actively managed and diversified strategy normally invests at least 80% of its total assets in corporate debt securities (as well as bank loans). At least 65% of its total assets will be investment grade rated, and it has the flexibility to hold up to 35% of its total assets in non-investment grade rated securities (as well as bank loans or loan participation interests). The strategy can invest up to 30% of total assets in a combination of securities issued by foreign issuers or denominated in currencies other than the US Dollar. In addition, up to 15% of total assets can be invested in preferred stock, convertible securities, and warrants (including securities carrying warrants), and up to 10% in issues purchased as defaulted securities. The strategy can use derivatives, such as options, futures and swaps, which can be illiquid, can disproportionately increase losses, and have a potentially large impact on performance. The benchmark is the Bloomberg U.S. Corporate Index.
- Passive U.S. Aggregate Bond Index - The objective of the Passive U.S. Aggregate Bond Index strategy is to manage a fixed income portfolio in which accounts are managed to replicate the performance of the Bloomberg U.S. Aggregate Index. The strategy will only invest in bonds which are in the Bloomberg U.S. Aggregate Index or bonds with the same issuer or obligor as those in the Index. The strategy can use derivatives, such as options, futures and swaps, which can be illiquid, can disproportionately increase losses, and have a potentially large impact on performance.
- Short Duration - The objective of the Short Duration strategy is to seek attractive investments considering both yield and total return in which accounts are normally comprised of at least 65% investment grade securities and have the ability to invest up to 35% in non-investment grade securities (as well as bank loans or loan participation interests). The strategy, under normal circumstances, will maintain an average credit quality of at least Baa3 by Moody's and a dollar weighted average duration and average maturity of less than 3 years. Permitted investments include but are not limited to U.S. dollar denominated corporate issues, commercial mortgage-backed securities, asset-backed securities, mortgage-related securities, securities issued or guaranteed by the U.S. Government, and up to 25% of its total assets in securities of foreign issuers. The strategy can use derivatives, such as options, futures and swaps, which can be illiquid, can disproportionately increase losses, and have a potentially large impact on performance. The benchmark is the Bloomberg 1-3 Year U.S. Government/Credit Index.

Equity

HIMCO manages equity assets using quantitative and passive strategies. Please see [Item 8](#) for a description of the equity investment process.

- Indexed Large Cap Equity - The objective of the Indexed Large Cap strategy is to replicate the total return of the S&P 500 Index by investing at least 95% in listed U.S. equity securities. The strategy benchmark is the S&P 500 Index.
- Large Cap Core Quantitative Equity - The objective of the Large Cap Core Quantitative Equity strategy is to seek to maximize long-term capital appreciation by outperforming the S&P 500 Index over full market cycles. The strategy utilizes a quantitative-based investment process within a

universe normally comprised of at least 80% in common stocks of U.S. large-capitalization companies (defined as companies with market capitalizations within the collective range of the Russell 1000 and the S&P 500 Indices). The strategy does have the ability to invest up to 20% in securities of foreign issuers and non-dollar securities. The strategy's benchmark is the S&P 500 Index.

- Minimum Volatility Equity Income - The objective of the Minimum Volatility Equity Income strategy is to seek less volatility and greater yield than the broad U.S. equity market, while still capturing the equity risk premium over the long term. The strategy utilizes a quantitative-based investment process with portfolios normally comprised of at least 80% in common stock of U.S. large-capitalization companies and has the ability to invest up to 20% in securities of foreign issuers and non-dollar securities. The strategy benchmark is the S&P 500 Minimum Volatility Index.
- Small/Mid Cap Quantitative Equity - The objective of the Small/Mid Cap Quantitative Equity strategy is to seek to maximize long-term capital appreciation. The strategy utilizes a quantitative-based investment process within a universe normally consisting of at least 80% in common stock of small-capitalization and mid-capitalization companies (as defined by the market capitalization range of companies in the Russell 2500 Index) and has the ability to invest up to 20% in securities of foreign issuers and non-dollar securities. Investing in small and mid-sized companies generally involves higher risk than a strategy that invests in larger, more established companies. The strategy's benchmark is the Russell 2500 Index.
- Sustainable Thematic Investment - The objective of the Sustainable Thematic Investment strategy is to seek to maximize long-term capital appreciation. The strategy utilizes a quantitative-based investment process that seeks to invest in common stocks of companies involved in themes that have favorable ESG (environmental, social and governance) ratings from third party ESG ratings providers and attractive business fundamentals. The strategy selects the portfolio of common stocks from a broad universe of domestic and international securities across market capitalizations. In choosing securities for the portfolio, HIMCO seeks companies with attractive third party ESG ratings that also have business models that fit within one or more of three main themes - based on HIMCO's qualitative assessment: people, planet and progress. Final stock selection is based on the company's positioning in one of the three themes, its third party ESG ratings, and the fundamental quality of the company as determined by HIMCO. Certain instruments and funds utilized by this strategy may not have a third party ESG rating. The strategy's benchmark is the MSCI World Index.

Alternative Assets

HIMCO also manages alternative asset strategies. Please see [Item 8](#) for a description of the investment processes associated with these strategies.

- Commercial Mortgage Loans - The objective of the Commercial Mortgage Loan strategy is to capture the spread premium over single A-rated public corporate industrials to compensate the investor for liquidity risk while providing enhanced structural protections through negotiated covenants, security or priority of payment. HIMCO seeks to achieve this objective by originating commercial mortgage loans on a non-recourse, permanent-financing, fixed and/or floating-rate basis. The strategy targets investments in property types, such as industrial/warehouse, multifamily, retail, and office, with a loan-to-value ("LTV") ratio that generally falls within the range of 50%-70% with typical deal sizes ranging from \$20 to \$50 million. The strategy seeks to provide a well-constructed portfolio that delivers to our clients enhanced credit diversification due to access to issuers not available in the public markets and whose performance dynamics differ substantially from corporate credit risk. The process employed relative to this strategy enforces disciplined

underwriting standards, utilizing specific criteria for each investment to build a diversified portfolio of loans in terms of borrowers, geography, and asset class.

- **Middle Market Loans (Private Credit)** - The objective of the Middle Market Loan (Private Credit) strategy is to seek attractive risk-adjusted returns by capturing a spread premium over public fixed income assets, particularly similarly rated high yield corporates, by investing in senior secured loans and related equity investments that support middle market buyout transactions. The Private Credit Group targets the lower end of the middle market, a segment that generally includes companies with less than \$50 million of EBITDA. The loan investments can include senior term loans, revolvers, delayed draw term loans, unitranche, and second lien debt. The equity investments can include preferred stock and equity co-investments alongside a private equity sponsor. The strategy focuses on the lower end of the middle market in order to benefit from historical differences in yields, structure, leverage, covenants, and documentation terms compared to other fixed income strategies. The process employed uses a combination of fundamental analysis of the specific company, sponsor evaluation and capital structure review. In addition, the team conducts a comprehensive due diligence process for each company consisting of both qualitative and quantitative analyses.
- **Private Equity (Funds, Subordinated Debt and Equity Co-Investments)** - The Private Equity Group participates in the private equity market through a variety of strategies. The three primary strategies consist of: 1) investing in domestic lower middle market private equity buyout funds; 2) investing in private equity funds that offer diversification and high return expectations, outside of the lower middle market; and 3) investing in direct subordinated debt and equity co-investments, alongside of a fund, in their portfolio companies. The core strategy is to invest in lower middle market or middle market U.S.-focused buyout firms. The U.S. middle market segment offers potential value relative to other private equity strategies due to its potentially greater transaction inefficiencies, lower purchase multiples, lower leverage, and greater number of companies and transactions. However, the strategy does opportunistically invest in fund strategies outside the middle market buyout space. These non-core investments are targeted for their potential return, diversification or risk mitigating characteristics. The subordinated debt and equity co-invest programs leverage general partner relationships developed through fund investing and these general partners largely represent the origination platform of the direct subordinated debt and equity co-invest programs. Across all areas (funds, subordinated debt and equity co-investments), the objective of the private equity strategy is to seek strong absolute and risk-adjusted return opportunities that balance the potential for gains with the probability of capital loss.
- **Private Placements** - The objective of the Private Placement Fixed Income strategy is to seek relative value debt investment opportunities with the objective of capturing a premium relative to comparable public bonds. This is carried out by investing across the investment grade private credit market, while structuring the portfolio to effectively manage risk. The strategy focuses on both current income generation and capital appreciation with a priority on income generation. The strategy is multi-dimensional, considering credit risk, long-term nominal and relative spreads, as well as select return opportunities. The Private Placement strategy starts with the premise that private placements are less liquid than publicly traded bonds. Based on this premise, we take a long-term view in our security selection, portfolio construction and value metrics. The process employed in this strategy is built upon fundamental credit and relative value analysis and follows a disciplined and consistent approach in an effort to fully understand and adequately price the risks inherent in each transaction.

Conflicts Inherent in Agreement to Provide Advisory Services

In addition to the specific conflicts of interest noted elsewhere in this document, there are conflicts of interest inherent to entering into HIMCO's standard investment management agreement ("IMA"). For example, HIMCO includes an indemnification and exculpation provision (a "hedge clause") in its IMA. The hedge clause exculpates HIMCO from liability and imposes indemnification obligations on the client with respect to losses, liabilities and other damages incurred unless HIMCO has failed to

abide by the standard of care set out in its IMA. HIMCO's standard IMA also includes a non-waiver provision which states that certain laws, including federal securities laws, impose liabilities (under certain circumstances) on persons who act in good faith, and therefore the hedge clause does not waive any rights a client has under such laws. For example, a client cannot waive HIMCO's fiduciary duty as a registered investment adviser under federal law via contract. Such a hedge clause creates a conflict of interest between HIMCO and its client as it contractually limits HIMCO's liability to its client and subjects the client to the risk of having to indemnify HIMCO under certain circumstances. This conflict of interest is characteristic of the conflict of interest that exists with respect to all aspects of any agreement to provide services because the provider of the service (here, HIMCO) and the recipient of the service (here, the client) are on "opposite sides" of the contract resulting in their interests being adverse with respect to each term of the contract.

C. Availability of Customized Services for Individual Clients

As a general rule, HIMCO will tailor its advisory services for separately managed client accounts based on a client's particular needs, including the client's overall financial condition, goals, risk tolerance and other factors unique to a client's particular circumstances. In addition, HIMCO typically will tailor investment guidelines for separately managed client accounts in order to restrict investments in certain securities or asset classes as requested by the client.

D. Wrap Fee Programs

HIMCO does not participate in a wrap fee program.

E. Assets Under Management

As of August 31, 2022, HIMCO had approximately \$113.8 billion of assets under management:

	<u>U.S. Dollar Amount</u>
Discretionary	\$111,642,847,094
Non-Discretionary	\$2,146,652,883
Total	\$113,789,499,977

ITEM 5: FEES AND COMPENSATION

A. Advisory Fees and Compensation

HIMCO typically receives a percentage of assets under management as compensation for its advisory services. HIMCO's standard fee schedules for unaffiliated clients in principal strategies are provided below. Fee schedules for different styles of investment management will vary depending on research intensity, degree of active management and size of the account. HIMCO, from time to time, negotiates terms and charges different fees for certain accounts based on a client's particular needs, goals, risk tolerance, servicing requirements, and other factors unique to the client. Fee schedules change over time and thus accounts with differing inception dates can have different fee schedules. HIMCO retains the right to enter into agreements where the fees charged for a particular account will be the lowest fees charged for a given strategy. Clients that negotiate fees with differing breakpoints than those outlined in the standard fee schedules below could end up paying a higher or lower fee than that set forth below due to fluctuations in the client's assets under management and/or account performance.

HIMCO's standard fee schedules for unaffiliated clients in principal strategies are as follows. See [Item 7](#) for minimum account sizes.

FIXED INCOME

Core Fixed Income

<u>Assets</u>	<u>Basis Points</u>
First \$75 Million	25
Next \$100 Million	20
Next \$300 Million	18.5

Core Plus Fixed Income

<u>Assets</u>	<u>Basis Points</u>
First \$75 Million	30
Next \$100 Million	25
Next \$300 Million	20

High Quality High Yield

<u>Assets</u>	<u>Basis Points</u>
First \$25 Million	50
Next \$75 Million	40
Next \$100 Million	35
Over \$200 Million	Negotiable

High Yield

<u>Assets</u>	<u>Basis Points</u>
First \$25 Million	50
Next \$75 Million	40
Next \$100 Million	35
Over \$200 Million	Negotiable

Intermediate Duration Core Fixed Income

<u>Assets</u>	<u>Basis Points</u>
First \$75 Million	25
Next \$100 Million	20
Next \$300 Million	18.5

Long Duration Corporate Fixed Income

<u>Assets</u>	<u>Basis Points</u>
First \$25 Million	30
Next \$75 Million	25
Over \$100 million	20

Municipal Fixed Income

<u>Assets</u>	<u>Basis Points</u>
First \$25 Million	30
Next \$75 Million	25
Next \$100 Million	20
Over \$200 Million	Negotiable

Opportunistic Corporate Fixed Income

<u>Assets</u>	<u>Basis Points</u>
First \$25 Million	30
Next \$75 Million	25
Over \$100 Million	20

Passive U.S. Aggregate Bond Index

<u>Assets</u>	<u>Basis Points</u>
First \$100 Million	15
Next \$400 Million	7
Over \$500 Million	5

Short Duration

<u>Assets</u>	<u>Basis Points</u>
First \$75 Million	20
Next \$100 Million	15

EQUITY

Indexed Large Cap Equity

Highest management fee for this product is 0.125%

Minimum Volatility Equity Income

Highest management fee for this product is 0.40%

Sustainable Thematic Investment

Highest management fee for this product is 0.50%

Large Cap Core Quantitative Equity

Highest management fee for this product is 0.50%

Small/Mid Cap Quantitative Equity

Highest management fee for this product is 0.85%

ALTERNATIVE ASSETS

Commercial Mortgage Loans

25 basis points

Middle Market Loans (Private Credit)

Fees for middle market loan (private credit) services are dependent on the structure and nature of the investment (e.g. senior term loan, revolver, delayed draw term loan, unitranche, second lien debt). Fees are negotiable based on factors including but not limited to type of investment, size of account, and other relationships with HIMCO. Total investment management fees can be comprised of various components including, but not limited to, asset-based management fees and carried interest or other performance-based fees.

Private Equity (Funds, Subordinated Debt and Equity Co-Investments)

Fees for private equity investment services are dependent on the structure and nature of the investment (fund, subordinated debt, equity co-investment, etc.). Fees are negotiable based on factors including but not limited to type of investment, size of account and other relationships with HIMCO. Total investment management fees can be comprised of various components including, but not limited to, asset-based management fees and carried interest or other performance-based fees.

Private Placements

25 basis points

In addition to the standard fee schedules for unaffiliated clients in principal strategies outlined above:

- HIMCO, at its discretion, offers alternative fee schedules for broader asset management mandates covering multiple strategies and asset classes whereby the client pays a negotiated annual rate (in basis points) by asset class.
- With respect to its role as sub-adviser to a 1940 Act registered investment company sponsored by an unaffiliated entity, the adviser to the fund pays HIMCO a monthly management fee based on an annual rate calculated as a stated percentage of the fund's average daily net assets. The annual rate is tiered based on the size of the fund.
- With respect to its portfolio consulting services to unit investment trusts registered under the 1940 Act, HIMCO receives an initial fee based on a percentage of the net asset value of the unit investment trust as of the end of its initial offering period. In addition, HIMCO receives an annual fee based on a percentage of the net asset value of the unit investment trust as of the end of each calendar year during the life of the trust.
- With respect to its role as a model portfolio provider to an unaffiliated investment adviser, on a quarterly basis the unaffiliated investment adviser pays HIMCO a portion of the management fees that it charges its clients for the investment strategies provided through HIMCO's model portfolios. The management fees are calculated based on the average monthly aggregate assets in such investment strategies. Management fees are subject to reduction by platform provider fees and are subject to adjustment as agreed upon by HIMCO and the unaffiliated investment adviser.
- HIMCO is reimbursed for costs incurred for providing investment advisory services to its affiliates. In addition, HIMCO is a wholly owned subsidiary of The Hartford and HIMCO's employees are compensated by The Hartford (please refer to [Item 6](#) for additional information).

B. Payment of Fees

Fees are generally payable to HIMCO quarterly in arrears based on the quarter-end market value or average market value for the quarter. HIMCO sends a quarterly invoice to each unaffiliated institutional client or their designee for the amount due that states both the value of the account on which the fee was based and the manner in which the fee was calculated. If a client terminates the relationship prior to the end of a period, the fee is prorated for the number of days in the period prior to termination.

Monthly management fees associated with sub-advising a 1940 Act registered investment company are generally paid by the fund's adviser to HIMCO monthly in arrears. The initial and annual fees paid to HIMCO for serving as portfolio consultant to 1940 Act registered unit investment trusts are invoiced to and paid by the sponsor of the unit investment trusts. Model provider fees associated with providing model portfolios to an unaffiliated investment adviser are generally paid to HIMCO by the unaffiliated investment adviser quarterly in arrears.

HIMCO is reimbursed through an internal expense allocation process for the costs incurred for providing investment advisory services to its affiliates and HIMCO's employees are compensated through The Hartford's payroll process.

C. Additional Fees and Expenses

Clients pay all interest, charges, taxes, fees, commissions, brokerage costs and expenses of every kind related to their account. HIMCO, in its discretion, also passes expenses through to clients from third parties performing certain services related to their account(s). In addition, clients whose uninvested assets are swept into money market mutual funds for short-term cash management purposes either by HIMCO or by their custodian will also bear the additional fees and expenses assessed by such money market mutual funds to the extent of their investment in such funds. To the extent that the investment guidelines for an account permit the investment of account assets in mutual funds or other collective investment vehicles, the account will bear any fees and costs associated with such collective investment vehicles, as well as the investment advisory fee of HIMCO. Clients investing directly in a mutual fund sub-advised by HIMCO will bear the fees and expenses disclosed in such mutual fund's prospectus.

If so authorized by a client, HIMCO will include the client in its process for filing class action claims involving issuers of securities or other assets held in advisory accounts managed by HIMCO. HIMCO reserves the right, in its discretion, to pass through to participating clients the pro-rata costs of participating in such legal actions.

D. Prepayment of Fees

Clients of HIMCO are not required to pre-pay fees.

E. Additional Compensation and Conflicts of Interest

HIMCO's supervised persons do not receive compensation for the sale of securities or other investment products. HIMCO does charge higher fees for advisory services associated with certain investment strategies as evidenced in its standard fee schedules above. This creates a conflict of interest in that HIMCO has the incentive to recommend certain investment strategies to clients to increase HIMCO's fee income, rather than basing its recommendation on a client's investment needs. This conflict is mitigated by: (i) the fact that HIMCO supervised persons do not receive compensation for the sale of certain investment strategies; (ii) HIMCO's practice of seeking to understand its clients' investment objectives and risk tolerances and provide appropriate investment options tailored to their preferences; and (iii) HIMCO's Code of Ethics that requires that supervised persons, at all times, put the interests of HIMCO's clients above HIMCO's interests and minimize or manage any conflict or appearance of conflict between the self-interest of the supervised person, HIMCO, The Hartford, its shareholders, and/or any of HIMCO's clients.

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

While HIMCO does not receive traditional performance-based fees on the accounts it manages as of the date of this Brochure, HIMCO is a wholly owned subsidiary of The Hartford and HIMCO's employees are compensated by The Hartford. Such compensation includes, without limitation, salary and variable compensation that is based, in part, on HIMCO's success in meeting its objectives, including the performance objectives of its affiliated clients. Certain HIMCO investment professionals manage both affiliated and unaffiliated client accounts. Side-by-side management of client portfolios with varying investment objectives, strategies, risk profiles, affiliations, and/or fee structures raises conflicts of interest for HIMCO and its personnel, including:

- Performance-based fees provide an incentive for HIMCO to purchase investments that are more speculative and/or involve a higher degree of risk than might otherwise be the case in the absence of such performance-based compensation. The prospect of earning higher compensation from a portfolio with a higher fee structure also creates an incentive for the portfolio manager to favor the portfolio with the higher fee structure when it comes to allocating his or her time across portfolios or allocating securities transactions expected to result in favorable performance.
- The fact that HIMCO provides investment advisory services to affiliated and unaffiliated clients creates the incentive to favor affiliated clients when allocating investment opportunities.
- Where HIMCO's fees are based on account values, HIMCO benefits from the increased value of assets in an account. If a security held in an account does not have a readily available market value, a conflict arises in that HIMCO's interests would be served by placing the highest possible value on that security.
- If HIMCO pursues or enforces the rights of certain HIMCO clients with respect to an issuer it could have a negative impact on the investments of other clients in the same issuer. For example, if certain HIMCO clients hold investments in the debt securities of an issuer which has become financially impaired and other clients hold the equity securities of the same issuer, or if multiple clients hold investments in different tranches of an issuer's debt securities, the prices, liquidity, availability and terms of certain clients' investments could be adversely affected by actions taken on behalf of other clients.
- Portfolio managers manage portfolios for multiple clients. Portfolio managers make investment decisions for each client based on the investment objectives, strategies, risk tolerance, practices and other relevant investment considerations applicable to that client. Consequently, a portfolio manager can (i) purchase or sell securities for one client and not another; (ii) purchase or sell the same security for different clients at different times; (iii) place transactions on behalf of one client that are directly or indirectly contrary to investment decisions made on behalf of other clients; or (iv) make investment decisions for one client that are similar to those made for other clients, all of which have the potential to positively or negatively impact one client and not another, depending on market conditions.
- Certain portfolio managers manage portfolios for both discretionary and non-discretionary clients. If non-discretionary clients decline recommendations to add to or modify an existing investment, a portfolio manager could face the conflict of having to manage portfolios that have conflicting, differing, or misaligned interests in one or more existing investments.

HIMCO's goal is to provide high quality investment advisory services to all of its clients and meet its fiduciary obligation to treat all clients fairly. HIMCO has adopted and implemented policies and procedures to address the conflicts noted above. These include, but are not limited to:

- Side-by-Side Client Portfolio Management Policy and Procedures that require surveillance of trade allocation, investment style dispersion and performance dispersion.

- Trade Allocation Policy and Procedures that establish requirements for the fair and equitable allocation of investment opportunities across client accounts. The Trade Allocation Policy and Procedures include controls designed to:
 - Facilitate sharing of investment ideas by investment personnel for the benefit of applicable client accounts, subject to certain documented exclusions;
 - Require the use of allocation statements for aggregated orders; and
 - Establish allocation and reallocation protocols under various scenarios.

Please refer to [Item 12](#) for additional information on HIMCO's Trade Allocation Policy and Procedures.

- The Code of Ethics requires that covered persons at all times put the interests of HIMCO's clients above HIMCO's interests and minimize or manage any conflict of interest or the appearance of a conflict of interest between the self-interest of the covered person, HIMCO, The Hartford, its shareholders and/or any of HIMCO's clients.
- Pricing Policy and Procedures that establish controls to manage the conflict posed by pricing securities for which there is no readily available market value, including but not limited to requiring the appropriate segregation of duties within the valuation process.

ITEM 7: TYPES OF CLIENTS

HIMCO provides discretionary and non-discretionary investment advisory services to institutional clients, including its affiliates. HIMCO's institutional clients are mainly comprised of affiliated and unaffiliated insurance companies, corporations, and employee benefit and pension plans. In addition, HIMCO provides:

- Sub-advisory services with respect to a registered investment company, which is sponsored and distributed by entities unaffiliated with HIMCO;
- Advisory services to private funds exempt from registration under the 1940 Act, which are sponsored and distributed by entities unaffiliated with HIMCO. The private funds managed by HIMCO are portfolios owned by insurance company separate accounts that meet the definition of private fund.
- Non-discretionary model portfolio services to unaffiliated investment advisers, which include:
 - Portfolio consulting services for unit investment trusts that are sponsored and distributed by entities unaffiliated with HIMCO; and
 - Model portfolio services for an unaffiliated investment adviser for use with its advisory clients.

As a general rule:

- HIMCO requires: (i) a minimum of \$40 million for starting or maintaining a fixed income mandate in an active strategy; (ii) a minimum of \$100 million for starting or maintaining a fixed income mandate in a passive strategy.
- HIMCO requires a minimum of \$1 million for starting or maintaining an equity mandate.
- HIMCO requires a minimum of \$100 to \$150 million for starting or maintaining a discretionary commercial mortgage loan or private placement account. Non-discretionary commercial mortgage loan and private placement accounts do not have an investment minimum.
- HIMCO requires a minimum of \$50 million for starting or maintaining a discretionary private equity/subordinated debt and equity co-investment account.
- HIMCO requires a minimum of \$50 million for starting or maintaining a discretionary middle market loan (private credit) account.

HIMCO retains the right to negotiate or waive its investment minimums based on a number of factors including, without limitation:

- Whether the strategy is investable at a certain size considering market liquidity, applicable regulatory constraints, and other factors;
- Whether appropriate diversification is achievable at a certain size; and
- Whether managing the strategy at a certain size would be profitable to HIMCO.

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Investing in securities involves the risk of loss including possible loss of principal that clients should be prepared to bear.

INVESTMENT PROCESS

HIMCO manages investment portfolios using a top-down and bottom-up investment process, with multiple levels of investment input, within a governance framework that is designed to ensure thematic consistency (to the extent mandates are similar). Ultimately, portfolio managers are responsible for portfolio construction that draws upon the resources of HIMCO and pursues client objectives within the constraints set by the client. The investment process, inputs and governance structure are outlined below.

In addition to individual portfolio managers and various functional specialists (sector and industry analysts, traders, and macroeconomic and quantitative analysts), there are two groups exerting significant influence over HIMCO's investment process. HIMCO's Investment Strategy Committee ("ISC") has overall responsibility for all aspects of the investment process. The ISC is chaired by HIMCO's President and is comprised of senior investment professionals. Many ISC responsibilities are performed through the Portfolio Strategy Group ("PSG"). A formal outlook is presented to the ISC for discussion on at least a quarterly basis. Various economic and capital market scenarios are outlined and sector specialists offer their view on their asset class/sector's likely performance in each of the defined scenarios. Through the quarterly ISC process, a HIMCO view is developed for an intermediate term outlook on growth, rates, inflation and overall portfolio risk appetite.

The PSG is a cross-functional team comprised of key consumers and providers of investment information including representation from the portfolio management, credit research, macroeconomic, and sector teams. The primary role of the PSG is to make regular recommendations on broad portfolio strategy issues, such as tactical asset allocation and risk taking, for an abstract, unconstrained theoretical portfolio. The PSG meets regularly to discuss developments across three main areas (1) economic data releases and overall economic trends, (2) market pricing vs. economic fundamentals and (3) recommended asset allocation positioning of portfolios. The PSG coordinates the input of macroeconomists, senior portfolio managers, sector heads, research analysts, and traders, in examining critical structural drivers of the U.S. and global economies. This includes fiscal and monetary conditions, growth and inflation data and trends, geo-political events and policy initiatives.

Portfolio managers are responsible for the ultimate investment decision and the construction of their assigned portfolios. Portfolio managers synthesize the array of analyses provided by the PSG, sector teams and others in formalizing and implementing portfolio-level decisions. Portfolio managers also engage the PSG as needed in ad hoc scenario and portfolio optimization analysis as economic conditions, market technicals, or price or volatility relationships evolve.

HIMCO believes that environmental, social and governance (ESG) factors are among the important considerations that can influence an investment's risk and return profile over time. HIMCO incorporates ESG considerations into the portfolio construction process in alignment with client objectives and limitations. The incorporation of ESG factors into the investment analysis and decision-making process provides a robust assessment of risks associated with investment decisions. HIMCO research analysts and portfolio managers consider ESG factors such as climate change, natural resources, pollution and waste, human capital, product safety, social opportunity, corporate governance and ethics along with a range of other potential business and financial risk factors when assessing the probability of an impact on the value and performance of investments over time. HIMCO's ESG Investment Policy and Procedures impose controls to foster consistency across the ESG investment process, ESG-related disclosures, and corresponding marketing efforts.

FIXED INCOME

Methods of Analysis

HIMCO manages fixed income portfolios using a disciplined process designed to generate value from three sources: (i) a macro-economic strategy that considers duration and yield curve (ii) strategic asset allocation and (iii) security selection. Each of these three value levers is analyzed within a three-pronged framework: fundamentals, market pricing, and market technicals. Fundamental analysis encompasses the review of profitability, issuer liquidity, structural characteristics, and leverage metrics, along with an assessment of the trajectory of key drivers that will impact an issuer's future credit profile. Analysis focuses on industry and macro trends that impact an issuer, as well as examining the state of financial markets and issuers' access to capital. Attention to event risk and risk rating migration are also a critical part of the analysis. Fundamental analysis includes an assessment of the structural aspects of an issuer's debt profile, including without limitation, relative priority in the capital structure and financial covenants. Market pricing of securities is examined, and an evaluation is made by various specialist teams to determine if market prices accurately reflect fundamentals and relative value within industry, risk ratings and sector constructs. Market technicals are assessed by reviewing fund flows, supply, deal activity and synthetic activity. Dislocations in pricing present opportunities to buy or sell in the markets or securities examined. HIMCO implements buy and sell decisions leveraging in-house market expertise and execution capabilities.

Risks

Fixed income investments are subject to the following primary risks:

- Credit Risk - The risk that the issuer of a security will not be able to make timely principal and interest payments.
- Interest Rate Risk - The risk that investments go down in value when interest rates rise because when interest rates rise the prices of bonds and fixed rate loans fall. Generally, the longer the maturity of a bond or fixed rate loan, the more sensitive it is to this risk. These risks are greater during periods of inflation. Falling interest rates also create the potential for a decline in a fixed income portfolio's income.
- Prepayment Risk - The risk that when interest rates decline, borrowers will pay off their obligations sooner than expected. This can reduce the returns of a portfolio because HIMCO will have to reinvest that money at lower prevailing interest rates.
- Recovery Risk - The risk that a security holder will not recover some or all of its principal after a security has defaulted.

In addition, certain fixed income investments are subject to additional primary risks:

- Below Investment Grade Risk - Securities rated below investment grade (also referred to as "high yield" or "junk" bonds) are subject to heightened credit risk as these securities are typically issued by entities with higher leverage and/or lesser scale. Lower rated securities generally involve greater risk of default or price changes due to changes in the issuer's creditworthiness than higher rated debt securities. The market prices of these securities generally fluctuate more than higher quality securities and may decline significantly in periods of general economic difficulty.
- Call Risk - The risk that an issuer, during a period of falling interest rates, will redeem a security by repaying it prior to maturity. Income to the portfolio will be reduced if the proceeds from the redemption are reinvested at lower interest rates.
- Collateral Risk - The risk that the value of collateral will be insufficient to cover payment obligations.
- Currency Risk - The risk that changes in the exchange rate between currencies will adversely affect the value of an investment or an issuer's credit profile.

- Extension Risk - The risk that, generally, rising interest rates tend to extend the duration of fixed rate mortgage-backed securities, making them more sensitive to changes in interest rates causing the potential for additional volatility.
- Liquidity Risk - The risk that certain securities are difficult or impossible to sell at the time that the seller would like or at the price that the seller believes the security is currently worth. Such fixed income securities may also be difficult to value. Alternative assets are generally less liquid than other types of fixed income securities. The liquidity of fixed income securities can also be negatively impacted by rising interest rates and decreases in fixed income dealer market making capacity.

For information on the principal investment strategy and complete set of risks applicable to the AAM/HIMCO Short Duration Fund please refer to the fund's prospectus and statement of additional information.

EQUITY

Methods of Analysis

HIMCO manages equity assets using quantitative and passive strategies.

- Quantitative Equity
HIMCO manages equity assets by using quantitative analysis, which begins with the daily collection of company fundamental and stock price data. Portfolio managers then use this data to identify companies with the most attractive fundamentals relative to their peers using custom defined industries. For this analysis, portfolio managers use proprietary industry specific models that analyze multiple fundamentals to score each stock within its respective industry.

In addition, portfolio managers employ a qualitative overlay that looks for potential anomalies that would impact the investment decision either because the anomaly calls into question the company's fundamentals or because it causes portfolio management to believe the company's stock price is not reflective of its fundamentals.

- Passive Equity
For passive equity strategies, HIMCO seeks to match the attributes of the underlying index in order to deliver comparable performance. Portfolio managers seek to keep each portfolio fully invested, minimizing unexposed cash. Each portfolio's active risk, as well as security, sector, and country exposures are assessed utilizing portfolio management software. Exposure to domestic and international currencies, where applicable, are also reviewed.

Managing tightly to an index requires in-depth knowledge of each index provider's methodology. Most indexes add, delete, and/or modify the weight of its constituents through a quarterly rebalance process. The Equity Team's portfolio management software incorporates the new index security weights as a forward-looking benchmark. Portfolio managers utilize this software to reposition the portfolio from the current index weights to the new index weights. An optimization is typically employed to minimize tracking error and minimize security active weights between the portfolio and index.

There are also situations where material events require ad hoc changes to the index outside of the quarterly rebalance process. Portfolio managers buy and sell securities when necessary to stay in line with the index. In these situations, portfolio managers model the index event in the portfolio management software to assess the impact on the index. Portfolio managers then enter any transactions necessary to bring the security's weight closer to the index weight.

For certain passive index strategies, portfolio managers also manage currency forward contracts in a manner consistent with that of the relevant index providers in order to minimize tracking error in the applicable portfolios.

Risks

HIMCO's equity strategies involve the following primary risks:

- Foreign Investment Risk - Certain HIMCO equity strategies invest in American Depositary Receipts (certificates that represent a specified number of shares of a foreign stock) and foreign securities (including emerging market securities). These securities are subject to the risks associated with overseas investing, including:
 - The risk that changes in the exchange rate between currencies will adversely affect the value of an investment.
 - The risk that changes in political and economic conditions will adversely affect the value of an investment.
 - Securities markets in emerging market countries are generally less liquid, subject to greater price volatility, have smaller market capitalizations, have less government regulation and are not subject to as extensive and frequent accounting, financial and other reporting requirements as the securities markets of more developed countries.
- Market Risk - The risk that one or more securities in which a strategy invests will go down in value, including the possibility that the securities will go down sharply and unpredictably. Equity securities may decline in value due to the activities and financial prospects of individual companies or due to general market and economic movements and trends.
- Passive Management Risk - Passive equity strategies, by definition, are not actively managed. Instead they are designed to match the components of a reference index. Therefore, the adverse performance of a particular stock ordinarily will not result in the elimination of the stock from a passive equity portfolio. The portfolio will generally remain invested in a stock even when its price is falling, provided it continues to be a component of the portfolio's reference index.
- Quantitative Management Risks:
 - The risk that the value of securities selected using quantitative analysis reacts differently to issuer, political, market, and economic developments than the market as a whole or securities selected using only fundamental analysis.
 - The risk that the factors used in quantitative analysis and the weight placed on those factors will not be predictive of a security's value.
 - The risk that the factors affecting a security's value change over time and that such changes are not properly reflected in the quantitative model.
- Small and Mid-Cap Company Risks - Equity strategies that invest in small or mid-sized companies involve higher risk than a strategy that invests in larger, more established companies. Small and mid-sized companies often have limited operating or business history. They also frequently rely on narrower product lines and niche markets, and thus, can suffer severely from isolated business setbacks. Small capitalization stocks are often more difficult to value or dispose of, more difficult to obtain information about and more volatile than stocks of larger, more established companies.
- Tracking Error Risk - Passive equity strategies are also subject to the risk of tracking error. Tracking error causes a passive equity strategy's performance to diverge from that of its reference index, either on a daily or aggregate basis. Factors such as cash flows, transaction costs, imperfect correlation between the portfolio's securities and those in the index, asset valuation, timing variances, changes to the composition of the reference index, and regulatory requirements are all potential causes of tracking error.
- Warrants Risk - Investing in warrants involves greater risk than investments in common stock. If the price of stock underlying a warrant does not rise above the exercise price before the warrant expires, the warrant generally expires without any value and the portfolio loses any amount it paid for the warrant. Warrants generally trade in the same markets as their underlying stock. However, the price of the warrant does not necessarily move with the price of the underlying stock.

ALTERNATIVE ASSETS

Commercial Mortgage Loans (“CMLs”)

Methods of Analysis

HIMCO originates CMLs in order to obtain a durable income stream while diversifying from public income credits (e.g. corporate bonds). CMLs are private investments with low liquidity that are typically held for the life of the CML (weighted average life at origination of approximately 7 years). In return for this lack of liquidity, CMLs seek to achieve a “liquidity premium” over like-rated public income credits. In addition, HIMCO seeks to minimize its CML losses to be consistent with or better than like-rated public income credit. To achieve its CML objectives, HIMCO employs a top-down strategic approach to seek investments with characteristics (property type, market, and specific asset characteristics) that meet the desired client objectives. HIMCO also employs an in-house origination team utilizing a bottom-up strategy to create the CML opportunities to meet those objectives. HIMCO's CML underwriters are assigned to geographic regions across the continental U.S. after they have developed market expertise as well as strong relationships with brokers and sponsors/borrowers in their designated region. CML opportunities are primarily sourced by a network of independent mortgage brokers representing borrowers, and HIMCO also deals directly with potential borrowers. HIMCO will periodically update the broker network on deal parameters of particular interest to HIMCO's clients, including loan size and duration, property type, geographic location, and spread/coupon requirements. Underwriters conduct a detailed analysis of a loan opportunity considering a number of factors, such as collateral cash flows, occupancy/tenancy characteristics, market strengths and challenges, collateral value, quality and location, and the strength of the proposed sponsor/borrower. If the underwriter determines that a loan opportunity satisfies preliminary underwriting criteria and other portfolio/client requirements, the underwriter will review the proposed terms with the Executive Vice President/Senior Portfolio Manager (Private Real Estate Group) (“EVP/SPM”). Assuming that the EVP/SPM concurs with the underwriter's proposed deal terms, the underwriter circulates a proposal to the potential sponsor/borrower, which is then converted into an application after conceptual agreement by the proposed sponsor/borrower.

Risks

CML investments are subject to the following primary risks:

- **Real Estate Investment Risk** - Commercial mortgage loans are subject to the uncertainty of cash flow of the borrowers to meet fixed or variable obligations due to the risks incident to development and ownership of real estate, including risks associated with changes in the general economic climate, changes in the overall real estate market, local real estate conditions, the financial condition of buyers and sellers of properties, supply of or demand for competing rental space or properties in an area and variation of rental rates based on supply/demand factors, accelerated construction activity, technological innovations that alter space requirements, the availability of financing, changes in interest rates, competition based on sale prices, energy and supply shortages, various uninsured and uninsurable risks, deterioration of tenant credit, and government regulations.
- **Risk of Environmental Matters** - The real properties which secure commercial mortgage loans are subject to U.S. federal and state environmental laws, regulations and administrative rulings which, among other things, establish standards for the treatment, storage and disposal of solid and hazardous waste. Real property owners are subject to U.S. federal and state environmental laws which impose joint and several liability on past and present owners and users, and in some cases, lenders of real property for hazardous substance remediation and removal costs. To the extent it becomes an owner of property serving as collateral for a mortgage loan, a lender is exposed to risk of loss from environmental claims arising in respect of undisclosed or unknown environmental problems or as to which adequate reserves have not been established. It is anticipated that the lender will not take title to a property unless said property is free of unacceptable environmental risks as established by an industry standard environmental study, and that if the lender takes title, it would be taken in the name of a separate legal entity.

- Creditor Risks - As debt, commercial mortgage loans generally are subject to various creditor risks, including (i) the possible invalidation of an investment transaction as a “fraudulent conveyance” under the relevant creditors’ rights laws, (ii) so-called lender liability claims by the borrower, and (iii) as noted above, environmental liabilities that arise with respect to collateral securing the obligations. Additionally, adverse credit events with respect to any underlying real property or owner, such as missed or delayed payment of interest and/or principal, bankruptcy, receivership or credit issues suffered by tenants, can significantly diminish or adversely impact the collectability of commercial mortgage loans.
- Risk of Uninsured Losses - The lender will require borrowers to maintain insurance coverage against liability to third parties and property damage as is customary for similarly situated real property. However, there can be no assurance that insurance will be available or sufficient to cover any or all such risks. Insurance against certain risks, such as earthquakes, floods, or acts of terrorism may be unavailable, available in amounts that are less than the full market value or replacement cost of real property securing the commercial mortgage loan, or subject to a large deductible or not economically insurable. In addition, there can be no assurance that the particular risks that are currently insurable will continue to be insurable on an economic basis.
- Prepayment Risks - Despite a stated maturity date, commercial mortgage loans are subject to the risk of being prepaid prior to such maturity date. Borrowers on commercial mortgage loans typically have a right pursuant to the applicable loan documents to pre-pay their loan. Due to these pre-payments, market participants generally refer to a commercial mortgage loan’s estimated average life. An average life estimate is a function of an assumption regarding anticipated prepayment patterns, which are based upon current interest rates, current conditions in the relevant end-use markets and other factors. The assumption is necessarily subjective, and there can be no assurance that estimated average life will correspond to a loan’s actual life. To help mitigate this risk, in the event of an early payoff of the loan, a borrower is typically required to pay an additional sum (e.g. a fixed percentage of the amount of the loan being paid off or yield maintenance) to compensate the lender for its losses due to the lender having to re-invest the proceeds into a potentially lower yielding investment.
- Risk of Troubled Assets - Defaulted commercial mortgage loans operating in work-out mode or under bankruptcy protection laws are, in certain circumstances, subject to potential liabilities that could exceed the value of the original investment, including disallowance of claims or lender liability. In addition, under certain circumstances, payments to a lender may be reclaimed if any such payments or distributions are later determined to have been fraudulent conveyances or preferential payments under applicable law.
- Risk Related to Usury Limitations - Interest charged on commercial mortgage loan investments in certain jurisdictions is subject to usury laws imposing maximum interest rates and penalties for violation, including restitution of excess interest and unenforceability of debt.
- Risk Related to Uncertainty of Projections - The lender’s determination to make a particular commercial mortgage loan will be based on a variety of projections, including projections regarding future growth rates and demand in the applicable market, construction costs, market prices and disposition timing and proceeds, all of which are inherently uncertain. To the extent that the actual outcome of any of such matters differs from that assumed by the lender, actual net income and cash flow from the real property could be materially affected and could be materially lower than those projected.

Middle Market Loans (Private Credit)

Methods of Analysis

HIMCO's Private Credit Group invests in senior secured loans and related equity investments that support middle market buyout transactions. This market segment generally includes companies with less than \$50 million of EBITDA (earnings before interest, taxes, depreciation, and amortization). The loan investments include senior term loans, revolvers, delayed draw term loans (DDTLs), unitranche, and second lien debt. The equity investments include preferred stock and equity co-investments alongside a private equity sponsor.

The Private Credit Group seeks to generate attractive risk-adjusted returns by taking advantage of its network of private equity sponsor relationships built over the past 30 years. These relationships help the group source deals in an efficient manner and target companies that fit with its investment strategy. The Private Credit Group focuses on the middle market segment in order to benefit from historical differences in yields, structure, leverage, covenants, and documentation terms compared to other fixed and/or floating income strategies.

The Private Credit Group uses a combination of analysis methods including:

- Fundamental analysis based on a company's competitive position, value proposition for customers, technological advantages, growth potential, order backlog, management capability, and industry sector tailwinds;
- Financial analysis including sales growth, margin profile, consistency of performance, sensitivity analysis based on a decline in sales or margins due to competition or overall economic cycle;
- Evaluation of an equity sponsor's capabilities including historical track record, resources to support growth, industry experience and contacts, and history of supporting underperforming investments;
- Review of proposed capital structure including leverage and loan-to-value ratios, ability to repay fixed charges including interest and taxes, covenant restrictions, and limitations on future borrowings.

For each investment, HIMCO conducts a comprehensive due diligence process consisting of both qualitative and quantitative analyses; including:

- Review of offering materials prepared by management or an intermediary
- Discussions with private equity sponsor to review due diligence, investment thesis and value creation plans
- Meeting with management and visiting them at the company's facilities or offices when possible
- Review of financial information including audited statements and internal monthly financials
- Review of third-party diligence reports including quality of earnings, tax, market research and competitive position, environmental risk, product liability, and management background checks
- Discussions with industry experts arranged either by a third party or existing HIMCO relationships
- Review and negotiation of legal documentation

The underwriting and diligence processes culminate with written material and a verbal presentation to the Private Credit Investment Committee in a formal investment approval session. The Private Credit Investment Committee is a forum for a robust discussion of the merits and risks of a proposed investment.

Risks

The Private Credit Group seeks to manage risks associated with each investment by employing the detailed analysis and process discussed above. However, it is not possible to fully mitigate all risks, and all investments in middle market senior loans and associated equity co-investments are subject to the risk of loss. In addition to the risks inherent in each portfolio company, the Private Credit Group's investments are subject to the following primary risks:

- **Financial Market Risk** - Financial markets have experienced substantial fluctuations in prices and liquidity for levered loans in the past. Disruption in credit markets has negative effects on the

availability of capital for middle market companies, and these conditions may lead to systematic decline in performance across the middle market.

- Leverage Risk - Levered companies have a higher level of interest expense and therefore fixed costs. As a result, the companies and management have less flexibility and fewer options when entering a decline, which leads to higher likelihood of default and risk of loss compared to companies with lower leverage.
- Liquidity Risk - Middle market senior loans and related equity co-investments are illiquid investments. Most investors choose to buy and hold these investments to maturity or until a private equity sponsor sells a portfolio company. Middle market loans and related equity co-investments should be considered only by clients who are able to maintain their investment for a prolonged period of time.
- Risk Associated with Availability of Transactions in the Middle Market - There are multiple providers of capital serving middle market private equity sponsors, each of which provide financing solutions similar to those of HIMCO's Private Credit Group. There is a large amount of uncertainty around the timing and volume of suitable opportunities that match the Private Credit Group's investment strategy and philosophy.

Private Equity (Funds, Subordinated Debt and Equity Co-Investments)

Methods of Analysis

The Private Equity Group participates in the private equity market through a variety of strategies. The three primary strategies consist of the following: 1) investing in domestic lower middle market private equity buyout funds; 2) investing in private equity funds that offer diversification and high return expectations, outside of the lower middle market; and 3) investing in direct subordinated debt and equity co-investments, alongside of a fund, in their portfolio company.

The Private Equity Group's core strategy is to invest in lower middle market or middle market United States focused buyout funds. The Group seeks fund managers with sector domain expertise, differentiated and repeatable investment strategies and the demonstrated ability to create portfolio company value, and a history of generating strong returns with strong team continuity. The underwriting process typically begins with a manager presenting to the entire Private Equity Group. If warranted, a smaller team will conduct on-site due diligence where the fund's strategy, team, operations and back office, performance and pipeline are analyzed. Significant time is spent underwriting the performance and prospects of the unrealized portfolio, the drivers of past performance, as well as lessons learned from underperforming investments. Extensive reference checks are conducted on the fund and partners. In addition, select fund strategies outside of the Group's core middle market strategy can be pursued for their return, diversification or risk mitigating characteristics.

In the case of direct equity and subordinated debt investments, the diligence process focuses on a variety of issues, including the quality of management, the historical and projected financial performance of the business, the volatility of the industry and the company's cash flows, the competitive positioning of the target businesses, the strength of the sponsor and value creation opportunities, and the company's valuation and capital structure. Significant third-party diligence is conducted and reviewed, including background checks, market studies, quality of earnings, environmental, legal, and information technology, among other diligence.

The underwriting and diligence processes culminate with written material and a verbal presentation to the Private Equity Investment Committee ("PE Investment Committee") in a formal investment approval session. The PE Investment Committee is a forum for a robust discussion of the merits and risks of a proposed investment.

Risks

Private Equity investments are subject to the following primary risks:

- General Risks
 - Companies in which HIMCO makes private equity investments are generally lower middle market and middle market companies that are not candidates for the public markets. These companies are often smaller businesses with less developed management teams and fewer financial resources than public companies and thus pose greater risk to the investor than equity investments in public companies.
 - HIMCO's private equity investments will generally be highly illiquid investments.
 - Investments in securities of certain companies that have substantial amounts of indebtedness involve a high degree of risk. Companies with substantial amounts of indebtedness are inherently more sensitive to adverse business or financial developments or economic factors, including declines in company revenues, increases in company expenses, rising interest rates, downturns in the economy, increasing competition and deteriorating industry conditions. There can be no assurance that a company will generate sufficient cash flow to service its debt obligations.
- Risks Associated with Private Equity Fund Investments
 - The success of HIMCO's private equity fund investments depends significantly upon the ability of the funds and their investment advisors to identify attractive investment opportunities, provide high quality deal flow to the funds, add value to improve performance and successfully exit these investments.
 - Investors in private equity funds do not participate in the funds' day-to-day operations, including investment and disposition decisions. In order to safeguard their limited liability from the liabilities and obligations of the private investment funds in which they invest, investors must rely entirely on the general partner to manage the affairs of the funds.
 - While HIMCO actively monitors each private equity investment in a private equity fund, the management team of each underlying portfolio company is primarily responsible for handling its day-to-day operations, and HIMCO does not have the right to intervene unless HIMCO also has a direct co-investment in the portfolio company and only under certain limited circumstances. As a result, the success of HIMCO's private equity fund investments is reliant on the private equity fund owner and the management and board of directors of such portfolio companies.
 - Private equity funds in which HIMCO invests participate in a limited number of investments (generally in the 10-12 company range) and, as a result, the unfavorable performance of a few investments could have a significant adverse effect on the performance of a particular fund.
 - Distributions from portfolio companies to private equity funds are available only after satisfaction of claims of senior and subordinated creditors and any other securities senior to the equity securities purchased. Therefore, if a portfolio company of a fund in which HIMCO invests does not generate adequate cash flow to service its debt obligations, HIMCO's investment in such fund will suffer a partial or total loss of invested capital.
- Risks Associated with Direct Private Equity Investments (Subordinated Debt and Equity Co-Investments)
 - Investors in subordinated debt and equity co-investments do not participate in the day-to-day operations of the issuing company. In order to safeguard their limited liability from the liabilities and obligations of the issuing company in which they invest, investors must rely on the private equity fund owner and the management of such company to manage its affairs.
 - While HIMCO actively monitors each private equity investment, the private equity fund owner and the management team of the issuing company is primarily responsible for handling its day-to-day operations, and HIMCO generally does not have the right to intervene with the exception of certain limited circumstances. As a result, HIMCO's private equity investments are reliant on the private equity fund owner and the management and board of directors of such companies, which may include representation of other unaffiliated investors whose interests conflict with HIMCO's.

- Distributions to direct equity holders are available only after satisfaction of claims of senior and subordinated creditors and any other securities senior to the equity securities purchased. Therefore, if a company in which HIMCO has a direct equity co-investment does not generate adequate cash flow to service its debt obligations, HIMCO's investment in that company's equity securities will suffer a partial or total loss of invested capital.
- Subordinated debt securities typically are subordinated to senior debt, all or a significant portion of which may be secured. As a result, distributions to subordinated holders are available only after all senior creditors' claims have been satisfied.
- If a company in which HIMCO has a subordinated debt investment becomes insolvent or files for bankruptcy protection, there is a risk of equitable subordination of HIMCO's investment to other creditors, or a court requiring investors to return amounts previously paid to it by such company. An investor's exercise of management rights in such company may also lead creditors of the company or other parties to assert claims against the investor.
- Investment alongside third parties involves risks, including (i) the possibility that a third party investor has economic or business interests that are inconsistent with HIMCO's; (ii) that a third party investor is in a position to take (or prevent) actions in a manner contrary to HIMCO's investment objectives; and (iii) the possibility that a third party investor fails to make its capital contributions when due which could cause injury to the other investors and require the other investors to make additional capital contributions to cover the shortfall.

Private Placement Debt

Methods of Analysis

HIMCO employs a fundamentally driven, research-intensive investment process to manage private placement investments. Private placement analysts, traders, and portfolio managers work under the direction of the Head of Private Placements, who is ultimately responsible for strategy recommendations and performance within the sector. Private placement analysts incorporate a holistic review of an issuer's industry and competitive position, business strategy, operating profile, financial condition, and management. Financial analysis includes a detailed review of historical and projected metrics, including (but not limited to) revenue and profitability, financial and operating leverage, liquidity, and asset valuations (book and market). Particular emphasis is placed on each issuer's cash flow profile and outlook (generation and utilization). Private placement analysts also conduct structural analysis by reviewing bond indentures, note purchase agreements, other legal documents and private placement memoranda that are relevant to a particular investment opportunity. This aspect of the analysis process is done in collaboration with HIMCO's legal team (where appropriate) and it enables HIMCO to identify specific characteristics including the level of covenant protection, and security-level relationships within an issuer's capital structure. As part of the process of assessing an investment opportunity, private placement analysts typically seek public market information from public fixed income traders to obtain a perspective concerning current market conditions and trading levels of public market comparable securities. The process culminates with written material and a verbal presentation to the Private Placement Deal Review Committee in a formal investment approval session. The Deal Review Committee is a forum for a robust discussion of the merits and risks of a proposed private placement investment. This investment process provides the Private Placement Group with a consistent framework for determining relative value, risk, and performance potential across industries, issuers, and securities.

Risks

Please refer to the risks outlined above for [fixed income investments](#).

DERIVATIVES

Methods of Analysis

Derivatives are financial contracts whose value depends on, or is derived from, the value of an underlying asset, reference rate or index. Depending on the type of account, governing account documents (including investment guidelines), and regulatory constraints, derivative transactions may or may not be appropriate for a given client. HIMCO generally uses derivatives as part of a broader investment strategy and designs each derivative transaction to meet a specific client need or address a specific risk related to a given security or a portfolio. Generally, HIMCO uses derivatives for the following purposes:

- **Hedging** – Using a derivative to reduce or control exposure to certain risks, such as currency risk, credit risk, or interest rate risk. Hedging seeks to offset the risk of adverse price movements in the market.
- **Replication** – Using a derivative or combination of derivatives alone or in conjunction with other investments to replicate the investment characteristic of another investment. In certain circumstances, replication transactions can provide a more cost-effective means of investing in a given asset, in effect, by synthetically replicating the characteristics and performance of the asset.
- **Income generation** – Selling derivatives to collect premiums.

As required by the derivative use plans of multiple HIMCO insurance company clients, HIMCO has a Derivatives Working Group that creates, approves and monitors derivative strategies and serves as a forum to discuss new uses for derivatives, initiatives impacting derivative usage, and emerging issues with respect to derivatives more broadly.

Risks

Derivatives involve significant risks and can be volatile. Derivatives are subject to the following primary risks:

- **Counterparty Risk** - The risk that the counterparty to a derivatives contract is unable or unwilling to honor its obligations under the contract. This risk is mitigated to a degree due to the exchange of collateral and the use of cleared derivatives.
- **Credit Risk** - The risk that the issuer of a security will not be able to make timely principal and interest payments. Changes in an issuer's credit rating or the market's perception of the issuer's creditworthiness can affect the value of any derivative exposure to that issuer.
- **Currency Risk** - The risk that changes in the exchange rate between currencies will adversely affect the value of a derivative contract.
- **Hedging Risk** - Hedging is a strategy that uses a derivative to offset the risks associated with another security. While hedging can reduce losses it can also reduce or eliminate gains or create losses if the market moves in a manner different than that anticipated by HIMCO or if the cost of the derivative outweighs the benefit of the hedge. HIMCO is not required to hedge and may choose not to do so.
- **Index Risk** - The risk that if the derivative is linked to the performance of an index, it will be subject to the risks associated with changes in that index. If the index changes, the portfolio could receive lower interest payments or experience a reduction in the value of the derivative to below what the portfolio paid. Certain indexed securities, including inverse securities (which move in an opposite direction to the index), create leverage, to the extent that they increase or decrease in value at a rate that is a multiple of the changes in the applicable index.
- **Leverage Risk** - The risk that relatively small market movements will result in large changes in the value of the derivative. Certain investments that involve leverage can result in losses that greatly exceed the amount originally invested.
- **Liquidity and Valuation Risk** - The potential lack of a liquid secondary market for derivatives could result in being unable to sell or close a derivatives position at the time or price desired thereby

resulting in losses. The lack of a liquid secondary market for derivatives could also make derivatives more difficult to value accurately. Valuation of derivatives is more difficult in times of market turmoil when many investors and market makers are reluctant to transact in complex instruments or publish prices for them.

- Volatility Risk - Use of derivatives in an account may increase its volatility. Volatility is the characteristic of a security, an index or a market to undergo significant price fluctuations within a short period of time. Such fluctuations in value of derivatives may not correlate perfectly with the overall securities market.

OTHER GENERAL RISKS

Investment Adviser Cybersecurity Risk - As with any entity that conducts business through electronic means in the modern marketplace, HIMCO is susceptible to potential risks resulting from cyber-attacks and data loss incidents (collectively, “cyber-events”). Cyber-events include but are not limited to:

- Illegally accessing or corrupting data maintained online or digitally;
- Denial of service attacks on websites;
- Unauthorized monitoring, release, misuse, loss, destruction or corruption of confidential information;
- Infection from computer viruses or other malicious software code;
- Unauthorized access to (or compromise of) relevant systems, networks or devices; and
- Operational disruption or failures in physical infrastructure or operating systems.

Cyber-events affecting HIMCO or its service providers could result in disruptions to normal business operations (including the inability to trade, which could result in financial losses), destruction to equipment and systems, violations of applicable privacy and other laws, regulatory fines, reputational damage, and/or reimbursement or other compensation costs. HIMCO incurs costs for cybersecurity risk management. Such costs are ongoing as cybersecurity threats are constantly evolving as cyber attackers become more sophisticated and their techniques become more complex. Similar types of cybersecurity risks are also present for issuers of securities in which HIMCO invests for its clients. Cyber-events impacting issuers can result in material adverse consequences for such issuers including causing investments in such companies to lose value.

In addition to leveraging the resources and support of The Hartford’s robust enterprise-wide information protection program, HIMCO maintains its own Cybersecurity, Privacy and Identity Theft Prevention Policy and Procedures (“Cybersecurity Policy”). The Cybersecurity Policy details HIMCO’s cybersecurity, privacy and information protection program and the controls and risk management protocols that are tailored to address the cybersecurity, privacy and information protection risks applicable to HIMCO’s business, operations and client base.

As part of HIMCO’s cybersecurity, privacy and information protection program, HIMCO has a Technology and Cybersecurity Committee (“TaCC”) that fulfills the firm’s cybersecurity oversight responsibilities. TaCC monitors cybersecurity matters related to client information, material non-public information and other sensitive information contained in HIMCO’s systems, applications, networks and otherwise within the company; focuses on key factors such as access rights and controls, data loss prevention, vendor management, training and incident response. TaCC reports up to HIMCO’s Governance Oversight Committee and its membership includes, among others, business representatives, HIMCO’s functional Head of Technology, Chief Compliance Officer (“CCO”) and Chief Legal Officer. TaCC meetings also include non-voting invited guests, which include representation from the broader Hartford enterprise, such as representatives from The Hartford’s Information Protection Program (“THIP”) and Enterprise Risk Management (“ERM”). In addition, HIMCO partners with The Hartford’s Chief Information Security Officer and participates in The Hartford’s Privacy and Security Council with the CCO and a Compliance Director serving as Information Protection Managers. Likewise, as part of its governance responsibilities to monitor cybersecurity matters pertaining to HIMCO’s technology and data, HIMCO’s President and CCO also represent the firm on The Hartford’s Executive Privacy and Security Council.

Market Risk Associated with COVID-19 - Beginning in January 2020, global financial markets have experienced and may continue to experience significant volatility resulting from the spread of a novel coronavirus known as COVID-19. The outbreak of COVID-19 has resulted in travel and border restrictions, quarantines, supply chain disruptions, lower consumer demand and general market uncertainty. The effects of COVID-19 have and may continue to adversely affect the global economy, the economies of certain nations and individual issuers, all of which may negatively impact the performance of client accounts.

ITEM 9: DISCIPLINARY INFORMATION

A. Criminal or Civil Proceedings

None

B. Administrative Proceedings Before Regulatory Authorities

None

C. Self-Regulatory Organization (SRO) Proceedings

None

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. Broker-Dealer Registration Status

HIMCO is not a registered broker-dealer.

B. Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Adviser Registration Status

HIMCO has been registered with the Commodity Futures Trading Commission ("CFTC") as a Commodity Trading Adviser ("CTA") since February 18, 2009, and as a Commodity Pool Operator ("CPO") since January 1, 2013. Certain of HIMCO's management persons are registered as an associated person and/or principal of HIMCO (as the CPO/CTA), while other of HIMCO's management persons have their applications pending to register as an associated person and/or principal.

C. Material Relationships or Arrangements with Affiliated Industry Participants

HIMCO has relationships or arrangements material to its advisory business and/or its advisory clients with the following affiliated industry participants.

- ***Broker-dealers***

HIMCO is affiliated with Hartford Funds Distributors, LLC ("HFD"), a registered broker-dealer. HIMCO employees are not registered representatives of, or associated with, HFD. HIMCO serves as an investment manager for HFD. HFD is a limited purpose broker-dealer through which HIMCO is not able to execute trades. However to further mitigate any actual or perceived conflict of interest related to use of an affiliated broker/dealer for advisory client trades, HIMCO's Prohibited Brokerage Arrangements Policy and Procedures prohibit HIMCO from executing transactions on behalf of its advisory clients through affiliated broker-dealers or other affiliated financial intermediaries.

- ***Insurance companies and insurance agencies***

HIMCO is an investment manager for certain affiliated insurance companies including First State Insurance Company, Hartford Accident and Indemnity Company, Hartford Casualty Insurance Company, Hartford Fire Insurance Company, Hartford Insurance Company of Illinois, Hartford Insurance Company of the Midwest, Hartford Insurance Company of the Southeast, Hartford Life and Accident Insurance Company, Hartford Lloyds Insurance Company, Hartford Underwriters Insurance Company, Heritage Reinsurance Company, Ltd., Maxum Casualty Insurance Company, Maxum Indemnity Company, Navigators Insurance Company, Navigators Specialty Insurance Company, New England Insurance Company, New England Reinsurance Corporation, New Ocean Insurance Company, Ltd., Nutmeg Insurance Company, Pacific Insurance Company, Limited, Property and Casualty Insurance Company of Hartford, Sentinel Insurance Company, Ltd., Trumbull Insurance Company, and Twin City Fire Insurance Company. Through its affiliation with The Hartford, HIMCO is also affiliated with other insurance companies and insurance agencies, but HIMCO's relationship with such other affiliates is not material to its advisory business or clients.

HIMCO is a wholly owned subsidiary of The Hartford and, as noted above, HIMCO manages assets for a number of its affiliated entities. In addition, certain HIMCO employees (including HIMCO's President) serve in multiple roles both at HIMCO and across the broader Hartford enterprise. There are certain conflicts of interest inherent to such arrangements including, without limitation: (a) the incentive for HIMCO to favor affiliated clients when allocating investment opportunities (see [Item 6](#) for additional information); (b) the potential for an employee to improperly benefit themselves (or others) in one HIMCO role by engaging in certain acts as part of another HIMCO role; (c) the potential for a HIMCO employee to allow HIMCO's interests to influence their judgment when serving in an enterprise role; (d) the potential for a HIMCO employee to allow The Hartford's interests to influence their judgment when

serving in their HIMCO role; and (e) the potential for information received while acting in an enterprise role to restrict HIMCO's ability to trade in certain issuers for its affiliated and unaffiliated clients (as discussed in greater detail in [Item 11](#)). Such conflicts are primarily mitigated through the controls imposed by HIMCO's policies and procedures, including the Trade Allocation Policy and Procedures, Code of Ethics and Material Non-Public Information Policy and Procedures as discussed in [Item 6](#) and [Item 11](#).

Portfolio managers at HIMCO manage portfolios for multiple clients and in doing so make investment decisions for each client based on the investment objectives, strategies, risk tolerance, practices and other relevant investment considerations applicable to that client. Consequently, portfolio managers can: (i) purchase or sell securities for one client and not another; (ii) purchase or sell the same security for different clients at different times; (iii) place transactions on behalf of one client that are directly or indirectly contrary to investment decisions made on behalf of other clients; or (iv) make investment decisions for one client that are similar to those made for other clients, all of which have the potential to positively or negatively impact one client and not another, depending on market conditions. Accordingly, transactions in investments by one or more HIMCO clients could have the effect of diluting or otherwise negatively impacting the values, prices or investment strategies of other HIMCO clients, particularly (but not necessarily limited to) those in less liquid strategies. Please see additional disclosure under [Item 6](#).

HIMCO is not obligated to transact (or refrain from transacting) in any security that HIMCO, its affiliates or their respective access persons transact in for their own account or for the accounts of any other client. In addition, HIMCO is not obligated to share with any client, information or investment strategies developed for or used in connection with other clients.

D. Material Conflicts of Interest Relating to Sub-Advisers

HIMCO does, on occasion, select or recommend sub-advisers for its clients and currently has one such sub-advisory relationship in place. The sub-adviser is affiliated with a large financial institution and thus HIMCO also has trading/counterparty relationships with the sub-adviser's affiliates. In connection with these counterparty relationships HIMCO could receive economic benefits from the sub-adviser and its affiliates in the form of gifts and entertainment. Receipt of gifts and entertainment creates a conflict of interest because HIMCO could be incentivized to select or continue to retain the sub-adviser based on such economic benefits. This conflict is mitigated in the following ways:

- HIMCO's Gift and Business Entertainment Policy and Procedures impose limits and restrictions on the receipt of gifts and entertainment in order to prevent gifts and entertainment from unduly and improperly influencing HIMCO's decision making and objectivity. Compliance conducts surveillance activities to monitor compliance with the Gift and Business Entertainment Policy and Procedures.
- HIMCO's Strategic Opportunities Group has an established due diligence process that HIMCO uses to evaluate sub-advisory relationships. The due diligence process is a multi-stage process that involves review of key documents, on site due diligence meetings, and an assessment of operational risks and controls, to determine whether the sub-adviser is appropriate to recommend to a client.

ITEM 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics

HIMCO has adopted a Code of Ethics (the “Code”) that applies to all of its Covered Persons in accordance with applicable law. Covered Persons refers to all supervised, access and investment personnel and includes all employees of HIMCO, Hartford employees whose offices are in HIMCO space, Hartford employees with badge access to HIMCO space, and other individuals who have access to HIMCO systems. The Code is designed to make sure that Covered Persons act in accordance with HIMCO’s fiduciary obligations to its clients. The Code requires that Covered Persons conduct their business and personal affairs in a manner that minimizes or manages conflicts of interest or the appearance thereof, places HIMCO’s clients’ interests above their own, prohibits improper use of their position at HIMCO (or The Hartford) for personal or private gain, and requires that all personal securities transactions be conducted consistent with the Code and applicable law. Additional detail on some of the Code’s substantive requirements/controls is provided below.

Access and investment personnel are required to submit certain documentation to Compliance, including:

- Initial disclosure and annual affirmation of personal securities accounts in which they and certain family members that reside with them have an ownership interest or exercise investment discretion or control over;
- Initial disclosure and annual affirmation of securities holdings for certain accounts;
- Quarterly transaction reporting for certain accounts; and
- Pre-clearance of certain investments.

Some examples of personal trading restrictions and requirements imposed by the Code are as follows:

- Prohibition of trading on material non-public information (“MNPI”), advising any other person to trade based on MNPI or spreading rumors or misinformation that they know to be false or misleading.
- Prohibition from trading securities on HIMCO’s MNPI restricted list;
- Sixty-day holding period requirement;
- Prohibitions on short sales, front running, market manipulation, market timing and late day trading;
- Prohibition on trading options on Hartford stock;
- Blackout period restrictions;
- Requirement to maintain certain personal accounts with designated broker-dealers that send a transaction feed to HIMCO’s personal trading system for monitoring purposes; and
- Prohibition from engaging in excessive personal trading (generally more than 10 pre-cleared trades in a quarter).

As part of managing conflicts of interest, such as allowing an outside business activity to improperly influence an employee’s work at HIMCO (or vice versa), the Code requires that all access persons and investment personnel disclose and seek approval of their outside business activities, including those for which they receive compensation, as well as non-compensated roles such as board and officer positions, forming or participating in any stockholders’ or creditors’ committee, monetary investments in non-publicly traded businesses, and participation in investment clubs. The Code prohibits Covered Persons from accepting or providing gifts and entertainment that would create or appear to create a conflict with the interests of HIMCO’s clients or have a detrimental impact on the firm’s reputation. Access persons and investment personnel must report certain gifts and entertainment. In addition, the Code prohibits Covered Persons from making political contributions that could have the perceived effect of influencing whether a government entity, official or candidate:

- Hires or retains HIMCO to manage assets of a public plan associated with that entity, candidate or official;
- Invests or maintains an investment in any fund advised or sub-advised by HIMCO; or
- Influences HIMCO’s access to or allocation of securities issued by that government entity.

A copy of the Code will be provided to any client or prospective client upon request.

Participation or Interest in Client Transactions or Personal Trading

HIMCO transacts in securities for client accounts (including affiliated client accounts) in which it, its employees, and/or its related persons have a material financial interest. Such instances include without limitation: (a) transactions in a mutual fund sub-advised by HIMCO; (b) transactions in the stock of The Hartford for portfolios that track an index in which The Hartford's stock is a component; and (c) transactions in securities that could be held by employees in their personal accounts. These types of situations give rise to potential conflicts of interest because HIMCO's investment personnel have an incentive to engage in such transactions in client accounts for reasons unrelated to the client's mandate, including an economic interest in maximizing the performance of a security or an investment vehicle in which he or she is invested. HIMCO employees or investment personnel also have an incentive to time their personal trades and/or HIMCO client trades in a way that maximizes their economic interest over the client's.

As part of its Code of Ethics and other Compliance policies HIMCO has implemented controls to mitigate the conflicts of interest described above. These controls include but are not limited to:

- Compliance restrictions in HIMCO's trade order management system that:
 - Prevent the purchase by HIMCO of The Hartford's stock in portfolios other than passive index portfolios that track an index in which The Hartford's stock is a component. In addition, Compliance monitors HIMCO's passive index portfolios to ensure that the percentage of The Hartford's stock in the portfolio remains aligned (within a range) to the percentage it represents in the applicable index.
 - Restrict HIMCO's purchase of HIMCO managed investment vehicles for unaffiliated HIMCO clients until the investment rationale can be discussed with Compliance.
- Various controls within the Code of Ethics that require:
 - Disclosure of specific types of personal securities accounts and the holdings therein;
 - Specific types of personal securities be held at designated broker-dealers;
 - Preclearance of investments in specific types of securities, including but not limited to any HIMCO managed mutual fund and The Hartford stock;
 - Blackout restrictions for access persons and investment personnel. The Code of Ethics does exclude certain securities and trading in certain types of personal securities accounts from the blackout restrictions. These exclusions generally involve highly liquid securities (such as S&P 100 equities or U.S. Treasuries) and situations where the conflicts are otherwise mitigated (such as accounts over which investment personnel do not have discretion).

Additionally:

- HIMCO manages a large portfolio of securities for its affiliates which, in the ordinary course of business, could compete with HIMCO's unaffiliated clients in the market for securities. Please see [Item 6](#) for a discussion of the measures HIMCO uses to address the resulting conflicts of interest.
- HIMCO investment personnel receive MNPI as part of investing for clients in various private asset classes. Receipt of MNPI creates certain conflicts of interest as follows:
 - Receipt of MNPI restricts HIMCO's ability to transact in (and/or otherwise advise clients on) the securities of issuers for whom the firm has MNPI. Thus, MNPI received while analyzing investments for certain client accounts will restrict HIMCO's ability to transact in certain securities for other client accounts.
 - Receipt of MNPI could provide employees with an improper incentive to use the MNPI (or other confidential information) to benefit themselves to the detriment of HIMCO clients.If HIMCO's personnel receive MNPI, the issuer of that security is placed on HIMCO's MNPI restricted list and public transactions in that issuer are restricted until the MNPI has been publicly disclosed or becomes stale. HIMCO's MNPI Policy and Procedures prohibit Covered Persons from disseminating MNPI in violation of law and from engaging in insider trading either personally or on behalf of clients or others.
- Certain HIMCO personnel (including HIMCO's President) receive information related to transactions being considered by HIMCO's affiliates. Compliance tracks all such instances and has

controls in place to ring fence impacted personnel as appropriate. Compliance implements specific or firm-wide restrictions on personal and firm trading in affected issuers as necessary.

Principal Transactions and Cross Trades

HIMCO engages in principal transactions and cross trades in accordance with, and only to the extent permitted by, applicable law. A cross trade is a pre-arranged transaction between the accounts of two or more clients, each of which is managed by the same investment adviser. A principal transaction occurs when an investment adviser causes a client to engage in a transaction either with the adviser itself or with the adviser's affiliate(s). In HIMCO's case:

- A cross trade occurs when HIMCO prearranges a securities transaction between the accounts of two or more of its clients.
- A principal transaction arises whenever the accounts of HIMCO affiliates are party to a cross trade (whether on one or both sides of the transaction).

While clients can benefit from cross trades and principal transactions by obtaining a more favorable price or access to a security, such transactions also create the potential for HIMCO to engage in self-dealing, price manipulation or the placing of unwanted securities in client accounts. In addition, HIMCO has a conflict of interest where it represents advisory accounts on both sides of the transaction and at least one account is an affiliated account as HIMCO has an incentive to favor the affiliated client.

HIMCO's Cross Trade and Principal Transactions Policy and Procedures impose controls intended to address the conflicts of interest described above. Such controls include without limitation:

- Required consultation with Compliance in advance of any principal transaction or cross trade
- A prohibition on engaging in agency cross trades and netted transactions
- Principal transaction procedures that do not permit the processing of a principal transaction by HIMCO's Operations Department without a completed principal transaction consent form that has been signed by HIMCO and the clients involved. The consent form discloses the capacity in which HIMCO is acting, HIMCO's conflicts of interest, and the material terms of the transaction.
- Pricing controls for cross trades and principal transactions
- Rule 17a-7 procedures that must be followed for any cross trade involving a mutual fund or other registered investment company.
- A prohibition on engaging in principal transactions involving mutual funds or other registered investment companies.
- A prohibition on engaging in cross trades or principal transactions involving ERISA plan accounts
- Compliance surveillance controls

ITEM 12: BROKERAGE PRACTICES

Best Execution

As a SEC registered investment adviser, HIMCO has a duty to seek best execution when selecting counterparties to execute client trades. HIMCO fulfills this duty by seeking to execute transactions with the goal of maximizing value for the client under the particular circumstances occurring at the time of the transaction. Maximizing value encompasses more than just minimizing cost or maximizing proceeds. The determinative factor is whether the transaction represents the best qualitative execution. When seeking best execution, HIMCO takes into consideration the range and quality of a counterparty's services as outlined below.

HIMCO's traders evaluate each transaction to determine what markets, platforms, and/or counterparties offer the most favorable execution. Traders are not necessarily required to choose the counterparty offering the best price if, in their reasonable judgment, there is a material risk that the overall qualitative level of execution provided by such counterparty is less favorable than can be obtained elsewhere. Further, traders do not have to solicit competitive bids for a particular transaction if in their judgment doing so will harm the overall quality of execution.

In selecting counterparties to execute a trade, HIMCO's traders consider the following factors (as applicable) when making the best execution determination. Different factors will have varying levels of importance for each transaction, as each transaction is unique:

- Ability to access other markets, and the cost/difficulty associated with achieving such access
- Ability to limit market impact
- Availability of accurate information to assess execution quality
- Counterparty generated or provided research
- Counterparty's ability and willingness to commit capital
- Counterparty's block trading and arbitrage capabilities
- Counterparty's overall responsiveness and willingness to work with HIMCO
- Counterparty's participation in a given offering or underwriting
- Counterparty's reputation, integrity and execution quality
- Counterparty's track record for errors and its willingness to correct errors for which it was at fault
- Execution speed relative to other markets
- Level of anonymity available through a particular counterparty
- Liquidity of the market for the security in question
- Price (including commission rates or spreads)
- Security characteristics
- Size and difficulty of the order

In addition, trades must be executed with counterparties that are on HIMCO's list of approved counterparties.

When multiple bids are sought to sell a security, there are times when certain qualitative factors will cause HIMCO to accept a lower bid than initially offered. In these situations, HIMCO's traders must be comfortable that taking the lower bid is consistent with long term best execution and that the winning bid is still higher than the second highest bid.

HIMCO encounters situations (typically when funding or liquidating a client portfolio) where it is advisable to trade an entire portfolio, as opposed to buying or selling each security in the portfolio individually. The objective of trading in this fashion is to minimize the amount of market risk taken by the client in liquidating or funding the portfolio. Such trading can, however, involve a liquidity premium. HIMCO permits trading in this fashion provided it involves a single client account (not permitted for pools or other commingled investment vehicles), the portfolio manager believes trading the entire portfolio in this fashion is beneficial to the client, and the trader is comfortable that the pricing level on the portfolio as a whole (as opposed to security by security) is consistent with best execution.

HIMCO's relationships with counterparties are complex, particularly with those counterparties that are affiliated with large financial institutions. For certain counterparties, in addition to its trading relationship, HIMCO also has other relationships, including without limitation:

- Investing client assets in securities issued by counterparties or their affiliates;
- Utilizing such counterparties or their affiliates as counterparties for derivatives transactions;
- Utilizing such counterparties or their affiliates as sub-advisers for HIMCO clients; and
- Acting as a sub-adviser for such counterparties or their affiliates.

HIMCO is mindful of the potential conflicts of interest that arise from these complex relationships, such as the potential for trades to be directed to certain counterparties for inappropriate reasons or the potential of certain gifts, entertainment, or donations to give the appearance of undue influence. Accordingly, HIMCO has implemented a number of controls to mitigate such conflicts, including without limitation:

- Pursuant to HIMCO's Best Execution Policy and Procedures:
 - Trades may not be directed to a counterparty in return for: (a) error corrections; (b) suggested preferential treatment in new issues, equity initial public offerings (IPOs), or other offerings; (c) gifts and/or entertainment; or (d) client referrals.
 - Investment personnel must not be influenced by any personal conflicts of interest, such as having a family member or close personal friend who works for or is affiliated with a counterparty. The existence of any such relationship must be disclosed to Compliance and the Head of Trading.
- HIMCO's Prohibited Brokerage Arrangements Policy and Procedures and Best Execution Policy and Procedures prohibit HIMCO from executing transactions on behalf of its advisory clients through affiliated counterparties.
- HIMCO's Gifts and Business Entertainment Policy and Procedures:
 - Impose limits on and surveillance around the receipt of gifts and entertainment from counterparties; and
 - Impose limits on donations made by a business partner in a HIMCO employee's name (or vice versa) and requires disclosure of such donations to Compliance.

Soft Dollars

Counterparties often provide products and services to investment advisers in order to give the adviser additional incentives to direct client brokerage transactions to the counterparty. These arrangements are often referred to as "soft dollar" arrangements. The SEC defines soft dollar practices as arrangements under which products or services other than execution of securities transactions are obtained by an adviser from or through a counterparty in exchange for the direction of client brokerage transactions to the counterparty. Typically, an adviser receives brokerage or research products or services ("brokerage or research") from a counterparty and pays for the brokerage or research with commissions from transactions for advisory accounts. The commissions used to pay for the brokerage or research are referred to as soft dollars. Advisers also receive brokerage or research which is provided on a "bundled" basis with trade execution. Even if an adviser does not pay a separately identifiable fee for the "bundled" brokerage or research, the receipt of "bundled" brokerage or research may under certain circumstances be characterized as soft dollar benefits.

When HIMCO obtains soft dollar benefits, it receives a benefit because it does not need to produce or pay for the brokerage or research itself. Moreover, HIMCO generally does not limit the application of soft dollar benefits to the client accounts whose commissions paid for the benefits. Additionally, when transactions involving soft dollars involve paying higher commission rates (sometimes referred to as "paying up"), HIMCO faces a conflict of interest between the desire to obtain brokerage or research and its obligation to seek best execution for its clients. As such, HIMCO's receipt of soft dollar benefits creates the incentive for HIMCO to: (i) disregard its best execution obligations when executing transactions (in order to obtain brokerage and research); and (ii) trade client securities inappropriately in order to generate soft dollar

benefits. HIMCO has adopted and implemented a number of policies and procedures that it believes address this conflict:

- HIMCO's Gift and Business Entertainment Policy and Procedures impose limits on and surveillance around the receipt of gifts and entertainment from counterparties.
- HIMCO's Soft Dollar Policy and Procedures impose limitations on the soft dollar arrangements that HIMCO enters into and the types of soft dollar benefits that can be utilized.
- HIMCO's Best Execution Policy and Procedures impose a number of controls designed to monitor HIMCO's compliance with its best execution responsibilities.

Commission Sharing Arrangements ("CSAs")

Other than Commission Sharing Arrangements ("CSAs") approved by HIMCO's Brokerage Review Committee, HIMCO's investment personnel are prohibited from entering into formal soft dollar arrangements on HIMCO's behalf. A formal soft dollar arrangement is any agreement with a counterparty, either oral or written, whereby soft dollar credits or brokerage or research are provided to HIMCO in exchange for directing client brokerage transactions to the counterparty. HIMCO did not have any CSAs in place during 2021.

Use of Bundled Products and Services

HIMCO receives brokerage and research products and services from some of its approved counterparties, which are "bundled" with the trade execution services provided by the counterparties. Such products and services are referred to as "Bundled Products and Services". So long as they are proprietary in nature (i.e. are produced by the counterparty providing them and not by a third-party), then HIMCO's investment personnel are permitted to utilize Bundled Products and Services.

HIMCO's investment personnel are not permitted to accept Bundled Products and Services from a counterparty if those Bundled Products and Services are produced by an entity other than such counterparty ("Third Party Bundled Products and Services") unless:

- Such Third Party Bundled Products and Services are obtained through a CSA that has been approved by HIMCO's Brokerage Review Committee; or
- Such Third Party Bundled Products and Services have been disclosed to and pre-approved by the Chief Compliance Officer and the Chief Legal Officer (or their respective designees).

During 2021, HIMCO received bundled products and services from approved counterparties, which include, without limitation, access to: (i) research reports; (ii) research analysts; (iii) issuer management; (iv) algorithmic trading software; (iv) analytical tools (such as modeling tools); (v) research websites; (vi) advice on order execution; (vii) on-site and virtual research presentations; and (viii) seminars and conferences.

Brokerage for Client Referrals

HIMCO's Best Execution Policy and Procedures and Prohibited Brokerage Arrangements Policy and Procedures prohibit staff from directing trades to a counterparty in return for client referrals.

Client Directed Brokerage

A client directed brokerage arrangement is an arrangement whereby the client directs its investment adviser to execute some or all of the client's transactions with one or more specific counterparties. Client directed brokerage arrangements can take numerous forms, including without limitation: (i) statutory mandates in certain jurisdiction(s) that require investment advisers to use best efforts to direct securities transactions for particular accounts domiciled in that jurisdiction to a specific type of counterparty; and (ii) client requests that investment advisers direct a certain portion of trades for their accounts to counterparties owned by minorities, women, veterans and other groups.

HIMCO generally selects counterparties based on its assessment of the counterparty's quality and execution capabilities, and its obligation to seek best execution. However, HIMCO will consider transacting through counterparties identified by the client if the client submits their request in writing and certain conditions are met. HIMCO advises clients making such a request that directed brokerage can result in disadvantages, including but not limited to:

- Higher transaction costs for the client stemming from, among other things, missing out on any savings that HIMCO obtains through negotiating volume discounts on aggregated transactions;
- A reduction in HIMCO's flexibility in securing best execution;
- Inability to participate in a new issue if that new issue is provided by another counterparty;
- Account(s) not generating returns equal to clients that do not direct brokerage; and
- When discretionary orders and orders placed pursuant to client directed brokerage arrangements cannot be executed simultaneously, discretionary orders and orders placed pursuant to client directed brokerage arrangements that are subject to best execution will generally be executed before orders placed pursuant to client directed brokerage arrangements that are not subject to best execution.

HIMCO will not direct trades to counterparties as compensation for, or in recognition of, any promotion or sale of shares of or interests in HIMCO managed mutual funds, private funds, or separately managed accounts.

Aggregated Orders and Trade Allocation

HIMCO, in its discretion, aggregates orders (absent specific client direction to the contrary) when it determines that it is consistent with best execution and in the best interests of its clients. When a decision is made to aggregate orders on behalf of more than one account, such transactions must be allocated in a fair and equitable manner. Such aggregated trades may be used to facilitate best execution including negotiating more favorable prices, obtaining more timely or equitable execution, or reducing overall transactions costs. HIMCO affiliated accounts are permitted to be included in aggregated trades.

Equity trades will carry the average dollar weighted execution price. The over the counter ("OTC") fixed income market has limited liquidity among different counterparties and no centralized exchange, so the concept of average dollar weighted execution price does not apply to aggregated fixed income trades. HIMCO does not receive additional compensation as a result of aggregated trades.

To mitigate conflicts of interest such as favoring certain clients over others when it comes to trade aggregation and allocation, HIMCO's Trade Allocation Policy and Procedures require HIMCO portfolio managers to prepare a written allocation statement specifying the participating client accounts and how the order is intended to be allocated before the trade is executed. Infrequently exigent circumstances require the order and the execution to occur simultaneously. In those instances, the written allocation statement must be completed immediately after the transaction is completed. If the order is filled in its entirety it is allocated to client accounts in accordance with the allocation statement. If the order cannot be filled in its entirety, subject to certain documented exceptions, the order is allocated according to the pro rata algorithm of HIMCO's trade order management system based on the written allocation statement. There are a number of documented exceptions to the pro rata methodology described above. Such exceptions include, without limitation:

- Where applying the pro rata algorithm would result in accounts being left with amounts that are below the minimum trade size for the security being traded. In this situation the Trade Allocation Policy and Procedures require that investment personnel follow a specific alternative allocation process.
- Situations where investment personnel determine a pro rata allocation is not appropriate or otherwise request an exception (subject to the prior approval of members of senior management, including the Chief Compliance Officer (or designee)).
- HIMCO's alternative asset classes have alternative allocation policies which incorporate nuances of their individual markets and utilize different allocation methodologies than the pro rata algorithm.

More information on these alternate methodologies is available upon request to HIMCO clients that invest in alternative asset classes and prospective clients interested in an alternative asset mandate.

Once trades are executed, they are only reallocated in limited circumstances and, other than for certain documented exceptions set out in the Trade Allocation Policy and Procedures, only upon the review and approval of senior management and the Chief Compliance Officer (or designee).

In certain alternative asset classes a number of unaffiliated HIMCO clients require co-investment alongside at least one HIMCO affiliate. In those circumstances HIMCO affiliates generally need to receive an allocation in order for the unaffiliated client to receive an allocation (unless the HIMCO affiliate already has exposure to the issuer).

For information on allocation related conflicts of interest please refer to [Item 6](#) and [Item 10](#).

Trade Errors

It is HIMCO's policy to treat its clients fairly and equitably. In accordance with its Trade Error Correction Policy and Procedures, HIMCO will assess and determine when a trade error has occurred. For trade errors involving bundled or package trades that result in both realized gains and losses for a client, subject to certain exceptions, HIMCO nets the realized gains and losses on a client-by-client basis as appropriate and reimburses net losses in a timely manner (except for certain affiliated clients). For trade errors where the corrective action results in a realized gain for a client, the client retains the gain. For trade errors where the corrective action results in a realized loss for a client, HIMCO reimburses the client for the loss incurred (except for certain affiliated clients) in a timely manner. The amount and methodology used to calculate reimbursements are based on a variety of factors including but not limited to benchmarks and other market factors. Pursuant to HIMCO's Trade Error Correction Policy and Procedures all trade errors must be reported and documented as soon as practicable after discovery of the error and, if necessary, corrective action must be taken in a timely and prudent manner.

ITEM 13: REVIEW OF ACCOUNTS

Review of Client Accounts

Each client account is assigned to one or more portfolio managers who are responsible for ensuring that transactions and holdings are aligned with the account's investment mandate, objectives and risk tolerance, and comply with the account's investment guidelines and applicable regulatory requirements. Portfolio manager monitoring of client accounts occurs on an ongoing basis as they make investment decisions and evaluate investment opportunities for each account. External events impacting the account are also incorporated into this ongoing review and can include, but are not limited to:

- Changes to a client's investment mandate (such as modifications to investment guidelines, risk tolerance, and income or cash needs);
- Additions to or withdrawals from an account;
- The evolution of new security types in the marketplace; or
- Material market events impacting the account.

Compliance supports the portfolio managers' efforts by conducting periodic account reviews and performing ongoing surveillance activities to monitor and assess adherence to investment guidelines and applicable regulatory requirements:

- Compliance surveillance monitors whether transactions and holdings are appropriate for a particular portfolio (or group of portfolios) based upon the applicable investment guidelines and regulatory requirements. Surveillance occurs within HIMCO's trade order management system on both a pre-trade and post-trade basis and integrated tools provide timely notification to Compliance and Portfolio Management when an order, trade or holding approaches or breaches constraints imposed by the applicable investment guidelines or regulatory requirements. In addition automated post-trade surveillance is performed in HIMCO's internal investment platform for limits that are based on accounting values, and manual surveillance is used for constraints that cannot be tested effectively on an automated basis. Compliance is responsible for researching and determining the validity of each violation notification. If validated, Compliance documents the violation and notifies Portfolio Management and other internal stakeholders as appropriate. At the client's request, Compliance will produce compliance certifications on a stated frequency that include any validated violations.
- As part of new account set up and on an as-needed basis thereafter, Compliance reviews the account's controlling documents with Portfolio Management and other internal stakeholders, as appropriate, and codes applicable constraints into HIMCO's trade order management system or internal investment platform. Factors that can prompt Compliance to review a client account on an ad hoc basis include without limitation:
 - Changes to investment guidelines;
 - Regulatory changes that impact management of the account;
 - A trade error (to determine if a particular security was eligible for the account); and
 - Enhanced functionality in the trade order management system or internal investment platform.

Client Reporting

Client reports can be tailored to meet the needs of the respective client, and vary in scope, format, approach and timing in accordance with each client's requirements, as well as the products, strategies and asset classes in which they invest. Typically, clients receive formal written reports on either a quarterly or monthly basis. These reports include various components as agreed upon by HIMCO and the client, including without limitation, absolute performance, benchmark-relative performance, income metrics, market commentary, portfolio commentary, contributions/withdrawals, credit losses/watch lists, portfolio characteristics (e.g. sector, quality, duration, maturity, etc.) and portfolio holdings. HIMCO has also implemented ESG related reporting at the request of certain clients. Ad hoc reporting is also used to supplement formal reporting and can include components such as a performance snapshot, credit updates, and topical risk exposures.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

A. Economic Benefits for Providing Services to Clients

HIMCO receives economic benefits from persons who are not clients in connection with providing advisory services to its clients as follows: (i) through certain Bundled Products and Services described in [Item 12](#); and (ii) in the form of gifts and entertainment from counterparties through which HIMCO executes trades. These practices give rise to a conflict of interest by creating an incentive for HIMCO to disregard its best execution obligations when placing client trades. HIMCO has adopted and implemented a number of policies and procedures that it believes address this conflict:

- HIMCO's Gift and Business Entertainment Policy and Procedures impose limits on and surveillance around the receipt of gifts and entertainment from counterparties.
- HIMCO's Soft Dollar Policy and Procedures impose limitations on the soft dollar arrangements that HIMCO enters into and the types of soft dollar benefits that are utilized.
- HIMCO's Best Execution Policy and Procedures impose a number of controls designed to monitor HIMCO's compliance with its best execution responsibilities.

B. Compensation to Non-Supervised Persons for Client Referrals

As of the date of this Brochure, HIMCO does not pay non-supervised persons for client referrals. HIMCO does reserve the right in the future to enter into arrangements pursuant to which non-supervised persons would be compensated, directly or indirectly, for referring clients to HIMCO. To the extent deemed applicable, such arrangements would be entered into in accordance with applicable law and internal policies, which among other things requires appropriate disclosure to prospective clients.

HIMCO's affiliates do retain and pay certain investment consulting organizations to provide services to other areas of The Hartford enterprise that oversee investments, some of which are managed by HIMCO. These investment consultants could, in the ordinary course of their business, recommend HIMCO's services to their clients.

ITEM 15: CUSTODY

HIMCO does not have custody of client funds or securities.

ITEM 16: INVESTMENT DISCRETION

HIMCO accepts discretionary authority to manage advisory accounts on behalf of clients. Clients authorize HIMCO to manage advisory accounts on a discretionary basis through the written agreement applicable to the account. Such agreements include, without limitation, investment management agreements and sub-advisory agreements. In exercising its discretionary authority HIMCO is typically limited by client-imposed investment policies and guidelines that vary by client. In addition, HIMCO's discretionary authority over certain accounts is limited by various securities, tax, and other laws that, for example, require diversification of investments or impose other limitations.

As noted in Item 4, HIMCO also furnishes advisory services to clients on a non-discretionary basis.

Please refer to [Item 4](#) for additional information.

ITEM 17: VOTING CLIENT SECURITIES

As a general matter, HIMCO votes proxies on behalf of advisory accounts for which it has voting discretion, including clients who have explicitly authorized HIMCO to vote proxies, as well as clients that have not expressly reserved proxy-voting responsibility for themselves or a designated third party.

Policies and Procedures

HIMCO has written proxy voting policy and procedures in place as required by Advisers Act Rule 206(4)-6. HIMCO's Proxy Voting Policy and Procedures are designed to ensure that proxies are voted in the best interest of HIMCO's clients and to prevent conflicts of interest from improperly affecting the manner in which HIMCO votes its clients' proxies. The Proxy Voting Policy and Procedures include, among other things:

- Establishment of a Proxy Voting Committee;
- Utilization of an independent proxy voting advisory firm;
- Periodic reviews of the proxy voting guidelines used for HIMCO clients;
- Processes to consider additional information from securities issuers that is provided sufficiently in advance of the submission deadline;
- Controls to mitigate potential conflicts of interest related to proxy voting; and
- Compliance surveillance processes to monitor the votes cast by the independent proxy voting advisory firm for HIMCO clients.

Proxy Voting Committee

HIMCO has established a Proxy Voting Committee that is charged with oversight of HIMCO's proxy voting practices. The Proxy Voting Committee is a multi-disciplinary committee that is primarily responsible for:

- Approving HIMCO's Proxy Voting Policy and Procedures;
- Approving the proxy voting guidelines that the independent proxy voting advisory firm uses to vote proxies for HIMCO's clients;
- Evaluating conflicts of interest related to specific proxy votes;
- Annually reviewing the performance of the independent proxy voting advisory firm; and
- Evaluating and making decisions with respect to recommendations made by HIMCO's Proxy Voting Working Group.

Use of an Independent Proxy Voting Advisory Firm

HIMCO's portfolio managers invest in a diverse and substantial number of securities. To assist them in proxy voting and to prevent potential or actual HIMCO conflicts of interest from improperly impacting proxy voting, HIMCO has retained the research and automated voting services of an independent proxy voting advisory firm, Glass Lewis & Co, LLC ("Glass Lewis"). Glass Lewis is an established independent research firm that provides proxy advisory and automated voting services to institutional investors and investment advisers.

Glass Lewis's voting recommendations are accessible to HIMCO through Glass Lewis's web-based electronic voting platform ("ViewPoint"). Glass Lewis pre-populates votes for HIMCO clients based on the proxy voting guidelines that HIMCO's Proxy Voting Committee has approved for the strategy in which the client is invested. HIMCO has the ability to change the pre-populated votes at any time prior to vote submission through ViewPoint. ViewPoint also allows HIMCO to change a vote at any time before the meeting's submission deadline, even after a vote has already been auto submitted. Glass Lewis processes and submits the proxy votes on behalf of HIMCO clients in an automated fashion and provides operational, recordkeeping and reporting services related to proxy voting for HIMCO clients.

As a general matter, all proxies are voted in accordance with the applicable set of Glass Lewis proxy voting guidelines that are determined by HIMCO's Proxy Voting Committee to be in the best interest of investors in a given HIMCO strategy unless a HIMCO portfolio manager objects (as described in greater detail below) or a client dictates otherwise. If a client would like to vote a proxy in a particular manner the client must

submit their request in writing to their HIMCO client service representative. HIMCO will vote the proxy in accordance with the client's written instructions, provided such instructions are received sufficiently in advance of the vote submission deadline.

Evaluation of Proxy Voting Guidelines

On at least an annual basis, the Proxy Voting Working Group (comprised of representatives from Equity Portfolio Management, Compliance and Investment Law) convenes to conduct a review of HIMCO's equity strategies to determine whether voting client proxies in accordance with certain proxy voting guidelines for the upcoming year is in the best interest of the clients in each equity strategy. The Proxy Voting Working Group notifies the Proxy Voting Committee of the outcome of this review at its annual meeting. If changes are recommended as a result of the review, the Proxy Voting Working Group provides its recommendations to the Proxy Voting Committee for review and approval. The Proxy Voting Working Group also conducts similar ad hoc reviews as necessary if new equity strategies are launched or existing equity strategies are materially modified.

Consideration of Additional Issuer Information

Situations do arise where an issuer provides additional information concerning a proxy matter after Glass Lewis has already issued its voting recommendation, but before the submission deadline. In circumstances where the issuer provides such information sufficiently in advance of the deadline and HIMCO becomes aware of such information, HIMCO will consider it prior to exercising its voting authority on that particular proxy matter.

Glass Lewis makes its clients aware of additional issuer information through Report Feedback Statements ("RFS"). The RFS allows issuers to submit feedback about Glass Lewis analysis and have their comments delivered directly to Glass Lewis's investor clients. When an issuer chooses to submit an RFS, Glass Lewis reviews the feedback and determines whether a change to its proxy research and recommendation is warranted. Glass Lewis clients then receive the RFS as part of a reissued proxy research report along with a clear indication of whether the issuer's feedback caused Glass Lewis to revise its report in any respect.

Members of Portfolio Management and Compliance receive RFS's for HIMCO. Upon receipt, Portfolio Management reviews each RFS and determines whether, given the additional information, voting in accordance with the Glass Lewis recommendation remains in the best interest of HIMCO's impacted clients. If Portfolio Management determines that voting in accordance with the Glass Lewis recommendation is not in the best interest of impacted clients, they must promptly notify Compliance of their desire to vote differently. Compliance then initiates a conflicts check (as described in greater detail below). Once the conflicts check is complete, Portfolio Management is notified whether the vote may be changed in ViewPoint.

Conflict Management Procedures

Glass Lewis has adopted and implemented Policies and Procedures for Managing and Disclosing Conflicts of Interest ("Glass Lewis Conflict Policy and Procedures") that are intended to ensure that conflicts of interest do not impact the preparation of proxy voting recommendations. The Glass Lewis Conflict Policy and Procedures are available to the public on the Glass Lewis website (<https://www.glasslewis.com/conflict-of-interest/>). On an annual basis Compliance obtains the Glass Lewis Conflict Policy and Procedures, reviews them and briefs the Proxy Voting Committee on any changes during its next regularly scheduled meeting.

While it is HIMCO's general policy to follow the proxy voting guidelines and recommendations of Glass Lewis, HIMCO retains the authority on any particular proxy to vote differently from the proxy voting guidelines or a related Glass Lewis recommendation. However, such decisions are subject to review and approval to ensure that the decision is not influenced by conflicts of interest. When a portfolio manager wishes to vote a proxy differently from the proxy voting guidelines or a Glass Lewis recommendation the portfolio manager must first notify HIMCO's Chief Compliance Officer (or designee) of such fact and provide

a recommendation on how the proxy should be voted. The Chief Compliance Officer (or designee) must then conduct a conflicts investigation on behalf of the Proxy Voting Committee and report the findings to the Proxy Voting Committee.

- If the Proxy Voting Committee determines that no conflict of interest exists, the portfolio manager may vote the proxy as requested.
- If the Proxy Voting Committee determines that a conflict of interest exists, the portfolio manager is not permitted to vote the proxy as requested and must either vote the proxy in accordance with the Glass Lewis recommendation or contact the client to recommend that the client vote the proxy.

In situations where a proxy contains multiple proposals, the existence of a portfolio manager conflict of interest with respect to one proposal will not necessarily prevent the portfolio manager from voting on the other proposal(s) where a conflict of interest does not exist.

Compliance Surveillance

Compliance conducts multiple types of surveillance related to proxy voting including:

- Sampling proxy recommendations for which Glass Lewis has included a precautionary conflicts disclosure to confirm that the recommendation and resulting vote were cast consistent with the applicable proxy voting guidelines.
- Sampling pre-populated votes for HIMCO clients through ViewPoint to confirm that the proposed vote is consistent with the applicable proxy voting guidelines.
- Reviewing situations where additional information was received from a securities issuer to ensure it was handled in accordance with HIMCO's Proxy Voting Policy and Procedures.
- Reviewing the Glass Lewis voting summary report to identify votes contrary to the Glass Lewis recommendation to ensure certain processes in HIMCO's Proxy Voting Policy and Procedures were followed.

Refraining from Casting Proxy Votes

HIMCO or Glass Lewis (on behalf of HIMCO) could be prevented from casting a proxy vote or could decide not to cast a proxy vote under certain circumstances, such as:

- a. When the security associated with the proxy has been loaned out as part of a client's securities lending program;
- b. Situations where proxy materials are not delivered in a timely fashion;
- c. Situations where HIMCO does not have the requisite authority needed to cast the vote (e.g. where a formal power of attorney is required, and such formal power of attorney is not in place); or
- d. Situations where HIMCO determines that refraining from voting is in the best interest of the client.

When deciding if abstaining from a vote is in the best interest of the client, HIMCO's portfolio managers consider numerous factors such as the cost and benefit of casting the vote, the materiality of the client's position size, and whether there is sufficient information available to cast a well-informed vote.

HIMCO's Proxy Voting Policy and Procedures are available to clients upon request. Clients may also obtain information on how their proxies were voted by contacting their HIMCO client service representative. The proxy records for the registered investment company sub-advised by HIMCO are disclosed to shareholders via publicly available annual filings.

ITEM 18: FINANCIAL INFORMATION

A. Prepayment of Client Fees

HIMCO does not require or solicit prepayment of client fees.

B. Financial Conditions Likely to Impair Ability to Meet Contractual Commitments to Clients

HIMCO is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.

C. Bankruptcy Filings

HIMCO has not been the subject of a bankruptcy petition at any time during the past ten years.