

PGIM INVESTMENTS LLC

Form ADV Part 2A

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March 28, 2023

This brochure provides information about the qualifications and business practices of PGIM Investments LLC. If you have any questions about the contents of this brochure or would like a copy, please contact us at 1-888-778-5471 or picompoversightops@prudential.com.

Information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Additional information about PGIM Investments LLC is also available on the SEC’s website at <https://adviserinfo.sec.gov/>.

PGIM Investments LLC is an investment adviser registered with the SEC. Registration of an investment adviser does not imply any level of skill or training.

ITEM 2 – MATERIAL CHANGES

This brochure dated March 28, 2023 serves as an update to the brochure dated March 24, 2022. The following changes have been made to this brochure:

- Item 4 has been updated to reflect changes in our advisory business related to the sale of Prudential Financial's full-service retirement business to Empower. Item 4 has also been updated to reflect the research arrangement between PGIM Investments LLC and PGIM Custom Harvest LLC, an affiliate, pursuant to which PGIM Investments will provide research concerning the ETFs that PGIM Custom Harvest utilizes in managing client accounts.
- Item 8 has been updated to reflect additional risks that can impact our advisory business, including general uncertainty and economic instability or inaction, sanctions and related considerations, recent banking events, recent European events, certain risks related to social media and internet-based information, and certain risks related to data sourcing.

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ITEM 4 – OUR ADVISORY BUSINESS

Overview of Our Firm

PGIM Investments LLC (“PGIM Investments”) is an SEC-registered investment adviser organized as a New York limited liability company. PGIM Investments has been in business since 1996. PGIM Investments is an indirect, wholly-owned subsidiary of Prudential Financial, Inc. (“Prudential”), a publicly held company (NYSE Ticker “PRU”). When we use the terms “we,” “us” and “our” in this brochure, we are referring to PGIM Investments and the functional groups that support PGIM Investments (PGIM Investments Compliance, PGIM Investments Law, and PGIM Investments Finance). In addition, any references to “our employees” or “our officers” mean PGIM Investments’ officers or employees and employees who work in the functional groups.

As of December 31, 2022, PGIM Investments had approximately \$ 311,778,009,814 of regulatory assets under management.

PGIM Investments’ primary business is serving as investment adviser and administering the business affairs of retail, insurance, and alternative funds, all of which are investment companies registered under the Investment Company Act of 1940, as amended (including one fund that intends to elect to be regulated as a business development company under the Investment Company Act of 1940). Our advisory services to these registered investment companies, as well as conflicts of interest and risks, are described in each fund’s prospectus and statement of additional information (“SAI”). The prospectus and SAI for each of our retail funds and alternative funds (upon the commencement of each alternative fund’s public offering) can be found at <https://www.pgim.com/investments>. The prospectuses and SAIs for our insurance mutual funds can be found at <https://www.annuities.prudential.com>.

This brochure provides information about our non-investment company advisory business.

OUR NON-INVESTMENT COMPANY ADVISORY BUSINESS

PGIM Investments’ primary non-investment company advisory business is conducted through the Strategic Investment Research Group (“SIRG”). SIRG is comprised of a team of experienced and specialized professionals who know and understand the participants in the global money management community. Leveraging this knowledge and experience, SIRG provides research to clients with respect to the identification, selection and monitoring of funds and investment advisers (referred to herein collectively as “managers”).

PGIM Investments, through SIRG, also makes available asset allocation models (each a “PGIM Model Portfolio”, and collectively the “PGIM Model Portfolios”), to certain third-party and affiliated investment advisers and other financial services companies (“Third-Party Advisors”).

The underlying allocations in the PGIM Model Portfolios consist of mutual funds and exchange traded funds (“ETFs”), including mutual funds and ETFs managed by PGIM Investments or its affiliates (the “PGIM Funds” and the “PGIM ETFs” respectively). On a periodic basis, SIRG also

publishes market outlooks and economic research reports. These reports are available on PGIM Investments' website (<https://www.pgim.com/investments/sirg>). The reports are also provided to affiliated and unaffiliated third-party sponsors of managed account wrap platforms and mutual fund non-discretionary wrap programs, described in more detail below.

EVALUATION OF MANAGER CANDIDATES

SIRG's manager evaluation philosophy is based on the proposition that skill exists among active managers. Over time and through experience, SIRG's approach to the evaluation of managers has identified major attributes or characteristics that are associated with competitive, ongoing investment performance. Identified attributes are both quantitative and qualitative and are gauged using a variety of tools and techniques.

The following is a description of SIRG's manager evaluation process.

Organizational Infrastructure

SIRG believes that organizational infrastructure as it pertains to investment management is: 1) an assessment of whether the structure of the organization and investment team is optimally designed to develop quality asset forecasts, and 2) an evaluation of the mechanics of how a security name makes its way into the final portfolio and whether its sizing accurately reflects the manager's conviction in that name. SIRG typically evaluates the structure and design of the firm to determine if it is optimal given the investment strategy and seeks to identify any impediments that would prevent or delay ideas from making their way into the final portfolio.

Investment Professionals

SIRG observes that organizations who focus on investment talent and talent management generally have an edge over their peers in generating investment performance. Assessing the talent within an investment organization involves quantitative measures as well as subjective judgments. One measure is the experience of the investment team. A premium is placed on significant relevant investment experience, in the asset class and the style implemented.

Experience alone, however, is not an indication of talent. Judgments around team members' passion, critical thinking, and intellectual diversity provide insights into their ability to add value. Further, understanding how a firm approaches the hiring process, trains and motivates its employees, manages underperformers, and promotes an entrepreneurial spirit, can provide further indications of an ability to develop effective high-performance teams. SIRG typically evaluates an investment team's career histories, both in terms of experience level and quality of previous positions, the firm's approach to hiring/firing investment professionals, the key attributes that the manager looks for in an individual if they are considering adding people to the investment team, and the characteristics of professionals that have left the firm.

Asset Forecasting

SIRG believes asset prices reflect three broad tenets: fundamental valuation, investor behavior, and macroeconomic positioning (top-down views). In essence, an assessment of a manager's asset forecasting methodology measures its ability to create a sustainable, competitive advantage through either a unique source of information, additional resources devoted to research, and/or processing information differently from other investors. Managers possessing these traits may be able to identify assets the market has mispriced, providing them with an alpha-generating advantage.

Portfolio Construction and Risk Management

Managers use the process of portfolio construction to design portfolios that seek to optimize risk adjusted performance and ensure that holdings are deliberate, scaled, and consistent with investment themes. SIRG looks to determine the risk consciousness of the manager, how the portfolio was constructed, and how the manager's views are reflected within the portfolio.

Performance Analysis

SIRG seeks to develop a multi-dimensional view of performance results to draw appropriate conclusions regarding the skills brought to bear by the portfolio management team and process governing a given portfolio. SIRG examines performance, utilizing a variety of metrics and analytical tools. SIRG typically measures and analyzes: returns, risk, efficiency, consistency, symmetry, and attribution. Performance measurement is contextual, that is, relative to like managers and benchmarks. Performance measurement is, in all instances possible, based on rolling observations rather than a single period "snap shot".

The advice SIRG provides regarding principles of performance measurement is based upon the theory that investors should: (i) measure the performance of their investments by looking at whether their total performance is on track to meet their specific objectives; and (ii) measure the performance of their managers versus comparable strategies and benchmarks. In doing so, SIRG evaluates managers regularly to assess whether they continue to meet expectations. Quarterly quantitative analysis typically covers performance, risk-adjusted performance, consistency and investment style.

SIRG also monitors for and responds to events that have impacted past performance or could impact future performance. Events considered potentially detrimental to historical or future performance include, but are not limited to: significant organizational changes, portfolio manager changes, or changes to the investment management team. SIRG also monitors for historical underperformance and seeks to identify the causes of such underperformance (for example, poor security selection or style drift). SIRG will implement an increased level of scrutiny on managers

evidencing such factors and seek to further understand the potential impact on portfolio performance.

When practicable, SIRG conducts field office visits at a manager's location ("Field Visits") from time to time that may offer an additional perspective from which to evaluate a firm. Field Visits are designed to, among other things, to verify information received through questionnaires and other sources.

Upon completion of its manager evaluation, SIRG typically presents a report of its findings and recommendations to one or more of the internal and/or external business/investment committees that utilize SIRG's services. Each committee reviews SIRG's research and recommendations, explores any questions or concerns that arise, and then determines whether to accept the addition, termination, reaffirmation, or suspension of a manager with respect to a particular product or program.

DESCRIPTION OF CLIENTS

PGIM Investments' non-investment company clients are comprised of unaffiliated wrap program sponsors; the investment committees of Prudential's variable annuity, variable life, and retirement businesses; and the general account of The Prudential Insurance Company of America ("PICA"). As described below, PGIM Investments also provided services to Empower Retirement from April 1, 2022 to September 30, 2022 after Empower's acquisition of Prudential's full-service retirement business.

SERVICES PROVIDED TO AN UNAFFILIATED FINANCIAL INSTITUTION REGARDING WRAP FEE PROGRAMS

An unaffiliated financial institution has engaged PGIM Investments to provide non-discretionary manager and fund research services directly to one of the unaffiliated financial institution's clients, Pruco Securities LLC ("Pruco"), an affiliate of PGIM Investments. These services are prepared using the various methodologies described in Item 4 of this brochure. The information provided by SIRG to the unaffiliated financial institution is used by Pruco to implement and administer the following wrap fee program:

- **PruChoice** is designed to give investors the ability to select mutual funds and ETFs covering a wide range of asset classes. PruChoice typically offers no-load classes of PGIM Investments' proprietary mutual funds and certain no-load and load-waived classes of unaffiliated mutual funds, as well as non-proprietary ETFs. SIRG provides quantitative mutual fund research (such as peer relative performance and manager tenure) that is used by the unaffiliated financial institution and the institution's client, Pruco, to supplement the factors Pruco considers when adding and removing mutual funds from the PruChoice investment platform. Although SIRG's research plays a role in Pruco's review process, Pruco (not SIRG) ultimately decides on whether a mutual fund should be included or removed from PruChoice.

The unaffiliated financial institution is responsible for its contractual arrangements with its own

clients. PGIM Investments does not contract with the institution's clients. Nothing in the arrangement between PGIM Investments and the unaffiliated financial institution is designed to create or imply any contractual, services or advisory relationship between PGIM Investments and any of the institution's clients.

SERVICES PROVIDED TO THE INVESTMENT COMMITTEES OF AFFILIATED INSURANCE COMPANIES REGARDING MANAGER SELECTION

PGIM Investments, through SIRG, provides manager research and recommendations to various investment committees (each, a "Committee") of our affiliated insurance companies, including PICA. PGIM Investments, through SIRG, also provided such services to our former affiliate, Prudential Retirement Insurance and Annuity Company ("PRIAC") which was acquired by Empower Retirement on April 1, 2022, and as a result PRIAC ceased being an affiliate of Prudential. After the closing of the Empower Transaction, SIRG continued to provide manager research and recommendations to Empower that it had previously provided to PRIAC until September 30, 2022.

The services SIRG provides are prepared using the methodologies described in Item 4 of this brochure. SIRG provided these services on a non-discretionary basis and as inputs for the respective Committee's consideration. Each Committee (and not SIRG) makes a final determination on which manager or strategy to utilize in the particular product or service. The products or services overseen by the respective Committees include:

- Individual and/or group variable life insurance or variable annuity contracts;
- services to retirement plans;
- third party variable insurance trusts ("VITs") offered through group variable annuities sold to retirement plans and IRAs; and
- IRA platforms.

PGIM Investments, through SIRG, also provides the following services regarding VITs to the Group Life Insurance and Individual Annuities Committees: (i) monitoring fund performance, style and market cap consistency, and (ii) monitoring firm stability and composition of the applicable VIT portfolio management team.

SERVICES MADE AVAILABLE ON THIRD-PARTY PLATFORMS AND PROVIDED TO THIRD PARTY ADVISORS RELATED TO MODEL PORTFOLIOS

PGIM Model Portfolios:

PGIM Investments, through SIRG, creates, maintains and makes available PGIM Model Portfolios to Third-Party Advisors. In creating the Model Portfolios, PGIM Investments works with certain affiliates, including PGIM Quantitative Solutions LLC ("PQS"), which may provide asset allocation input and performance tracking services to PGIM Investments. The PGIM Model Portfolios are made available on Third-Party Platforms for Third-Party Advisors to use, at their discretion, with such Third-Party Advisors' own clients.

The PGIM Model Portfolios are designed and balanced such that the risk profiles approximate those of the respective benchmarks chosen, or the desired outcomes, for the PGIM Model Portfolio. PQS, serves as a resource to SIRG with respect to setting the allocations to each asset class. The SIRG team members responsible for Models, will incorporate research, quantitative analysis and capital market assumptions from PQS in the foundation and ongoing management of model portfolios. For additional information about PQS's asset allocation and portfolio construction services and their associated risks, please review PQS's Form ADV brochure.

SIRG is responsible for the selection of and weightings to each of the underlying mutual funds and ETFs. Each PGIM Model Portfolio is built using specific investment strategies and each is designed consistent with a specific risk tolerance level or desired outcome. SIRG may primarily use PGIM Funds and PGIM ETFs in the PGIM Model Portfolios unless there is no PGIM Fund or ETF consistent with the desired asset allocation or investment strategy for the PGIM Model Portfolio or in SIRG's discretion a different mutual fund or ETF is preferred. As a result, PGIM Model Portfolios typically include PGIM Funds and PGIM ETFs notwithstanding the fact that there could be a similar fund with lower costs or better performance. The PGIM Model Portfolios will also include an allocation to cash. The PGIM Model Portfolios will seek to incorporate and follow any model specific constraint(s) imposed upon them by the Third-Party Platform(s) with respect to investment limitations including, fund/ETF usage or allocation constraints.

SIRG selects mutual funds and ETFs for inclusion in the PGIM Model Portfolios using a risk-based approach, selecting mutual funds and ETFs that reflect the intended investment exposure and forward performance expectations. As noted above, SIRG will generally select PGIM Funds and PGIM ETFs when constructing a PGIM Model Portfolio. In so doing, SIRG will generally recommend the PGIM Fund/ETF with the lowest expense ratio available to investors on the Third-Party Platform, in addition to non-proprietary money market and index funds and ETFs as determined appropriate by SIRG. In connection with each fund selection within a PGIM Model Portfolio, SIRG analyzes and reviews, among other things, the investment performance, return expectations, investment style and structure, fees, and risk exposure of the mutual funds and ETFs. SIRG may also use fundamental analysis to monitor/assess each fund based on market outlook and fund management fundamentals seeking to optimize the selection of each mutual fund and ETF for inclusion in a PGIM Model Portfolio.

SIRG maintains the PGIM Model Portfolios in alignment with established allocations, which may be adjusted from time to time. SIRG will adjust the underlying mutual funds and ETFs in the PGIM Model Portfolios in accordance with PGIM Investments' policies and processes.

Once constructed, the PGIM Model Portfolios are provided to an unaffiliated Third-Party Platform Provider, which in turn makes the PGIM Model Portfolios available to Third-Party Advisors on the Third-Party Platform. The Third-Party Advisors access the PGIM Model Portfolios through the Third-Party Platform and use them to provide investment advice to their clients. Certain affiliates, including Pruco, are Third-Party Advisors for certain Model Portfolio platforms.

In offering the PGIM Model Portfolios, neither PGIM Investments nor its investment advisory affiliates are providing advisory services to, or managing assets for or on behalf of, any Third-Party Advisors or any Third-Party Advisor's clients. PGIM Investments and its investment advisory affiliates also do not manage any assets through the Third-Party Platform except that PGIM Investments and its investment advisory affiliates may serve as the investment adviser or, in the case of PQS, the investment subadviser to the underlying mutual funds or ETFs in the PGIM Model Portfolios. PGIM Investments and its investment advisory affiliates do not have trading authority over any client account of any Third-Party Advisor.

The PGIM Model Portfolios are not tailored to meet the needs of the Third-Party Advisor's clients. Each Third-Party Advisor, and not PGIM Investments or its investment advisory affiliates, is responsible for determining whether the applicable PGIM Model Portfolio is suitable and appropriate for such Third-Party Advisor's clients. Accordingly, the PGIM Model Portfolios do not take into account broader investment objectives, risk tolerance or financial circumstances that may be relevant to any Third-Party Advisor's clients and each Third-Party Advisor is responsible for ensuring that its clients' current investment objectives, risk tolerance and financial circumstances are considered before such client invests based on a PGIM Model Portfolio, or rebalances per changes in a PGIM Model Portfolio.

Evaluations of Other Model Portfolio Providers:

PGIM Investments, through SIRG, also performs research services on model portfolios created and maintained by an unaffiliated asset manager for an affiliate. In providing these research services to the affiliate, PGIM Investments is not providing advisory services to, or managing assets for or on behalf of, any of the affiliate's clients.

PGIM Investments, through SIRG, has entered into a research arrangement with PGIM Custom Harvest LLC ("PGIM Custom Harvest"), an affiliate of PGIM Investments which is a SEC-registered investment adviser that creates and manages specialized portfolios that invest in ETFs to maximize after-tax returns using capital loss harvesting strategies. The research arrangement allows PGIM Custom Harvest to supplement its own research and analysis by leveraging SIRG's expertise with respect to the identification, selection, and monitoring of ETF providers. Under the research arrangement, SIRG provides PGIM Custom Harvest with information and research concerning ETFs identified by PGIM Custom Harvest that could be considered and used by PGIM Custom Harvest in selecting ETFs used in managing client accounts. PGIM Custom Harvest retains sole and exclusive responsibility for its management of client accounts, including all decisions regarding the purchase, holding and sale of ETF shares by PGIM Custom Harvest in connection with such management.

ITEM 5 – FEES AND COMPENSATION

PGIM Investments receives the following sources of fees for our non-investment company advisory business:

- We receive fees and/or cost reimbursements for the research and recommendation services provided to our affiliated insurance companies. Further, at the close of the Empower Transaction, SIRG received fees for manager research and recommendation services made to Empower until September 30, 2022, when SIRG stopped providing such services.
- For the recommendations relating to the PGIM Model Portfolios, we receive a management fee for managing the assets of the underlying PGIM mutual funds and PGIM ETFs, if any, that are included in a PGIM Model Portfolio, as disclosed in the prospectus and SAI of each PGIM Fund and PGIM ETF. For the services PQS provides to PGIM Investments related to the Model Portfolios, PQS receives a fee from PGIM Investments out of its revenues. Additionally, to the extent PQS is a subadviser to any mutual fund or ETF included in a Model Portfolio, PQS receives a subadvisory fee for the services the affiliate providers on behalf of the mutual fund/ETF. PGIM Investments does not directly charge a fee to any Third-Party Advisors or the clients of any Third-Party Advisors for accessing the PGIM Model Portfolios on the Platform(s). PGIM Investments also pays installation, maintenance, technology, or other fees to the Platform Provider(s) for making PGIM Model Portfolios available on the Platform. Fees are calculated and billed in accordance with the agreement in place between PGIM Investments and the Platform Provider.
- Each underlying PGIM mutual fund and PGIM ETF, if any, included in a PGIM Model Portfolio incurs advisory, administrative, and/or custodial fees, as well as other fees and expenses that it pays out of its own assets. As a result, such fees and expenses are borne by the clients of the Third-Party Advisor as shareholders of the applicable mutual fund or ETF. More information about the fees and expenses associated with underlying funds and ETFs included in a PGIM Model Portfolio is found in such fund's or ETF's prospectus and SAI. For the Model Portfolio platform(s) in which Pruco Securities is a Third-Party Advisor, Pruco Securities has agreed to waive its platform fee for its clients for which a PGIM Model Portfolio is used in an amount equal to or greater than the management fees of the PGIM Funds and/or PGIM ETFs included in the PGIM Model Portfolio(s) used for such client. Clients of Pruco Securities should refer to Pruco's Form ADV for more detailed information on Pruco Securities' fees and any waiver of such fees for its clients invested in PGIM Model Portfolios. Clients of other Third-Party Advisors should also refer to the Third-Party Advisor's Form ADV for information on additional fees charged by the Third-Party Advisor.

CONFLICTS OF INTEREST

Conflicts of interest or potential conflicts of interest commonly refer to activities or relationships in which the interests of PGIM Investments or its affiliates compete with the interests of PGIM Investments' clients. Like other investment advisers, PGIM Investments is subject to various conflicts of interest in the ordinary course of our business. When actual or potential conflicts of interest are identified we seek to address such conflicts through one or more of the following methods:

- Elimination of the conflict;
- Disclosure of the conflict; or
- Management of the conflict through policies, procedures, training or other mitigants.

To address potential conflicts, PGIM Investments follows Prudential Financial's standards on business ethics, personal securities trading, outside business activities, inside information and information barriers. We also follow Prudential's Code of Conduct, "Making the Right Choices," which reflects Prudential's core values and clarifies Prudential's expectations of acceptable behavior.

PGIM Investments also has adopted its own code of ethics, gifts and entertainment policy, and proxy voting policy, among others, and has adopted supervisory procedures to monitor compliance with our policies. We cannot guarantee, however, that our policies and procedures will detect and prevent, or result in the disclosure of, every situation in which a conflict may arise.

Set forth below are certain examples of the types of conflicts that may arise in the context of PGIM Investments' non-investment company related services:

Manager Evaluation and Recommendation: As part of our manager evaluation and recommendation services we have incentives to:

- Recommend that clients hire or retain PGIM Investments' affiliated managers over unaffiliated managers to increase the compensation that PGIM Investments and its affiliates receive;
- Recommend that clients hire or retain PGIM Investments' affiliated managers over unaffiliated managers to increase the personal compensation that employees of PGIM Investments receive through participation in cash and long-term incentive compensation plans tied to the performance of Prudential (our ultimate corporate parent) and/or Prudential's asset management business;
- Recommend that a client merge a portfolio managed by an unaffiliated manager into another portfolio managed by an affiliated manager to increase the compensation that PGIM Investments and its affiliates receive;

- Recommend that a client hire or retain a manager based on distribution relationships that PGIM Investments and/or its affiliates have with that manager in connection with other clients or products;
- Recommend unaffiliated or affiliated managers or mutual funds based on other beneficial relationships that exist between the manager and PGIM Investments and/or its affiliates;
- Recommend managers for whom we provide solicitation services (for our non-mutual fund business);
- Allocate assets among managers based on the profitability or other benefit to PGIM Investments or its affiliates;
- Recommend or not recommend a manager, strategy, or asset class due to a lack of capacity or capability of our affiliated managers within the particular asset class or strategy;
- Recommend a lower cost or higher cost manager to a client where PGIM Investments has the ability to retain a greater portion of the client's overall advisory fee;
- Recommend whether or not a client should participate in litigation based on business relationships and other factors that impact PGIM Investments and/or its affiliates; and
- Recommend service providers and vendors for which PGIM Investments or its affiliates can benefit by leveraging fees or other terms and conditions based on business relationships and other factors.

We believe SIRG's rigorous and disciplined research process as described in Item 4 above combined with management and compliance oversight help to mitigate these conflicts. Furthermore, SIRG personnel are not involved in negotiating any distribution agreements.

Affiliate Relationships: As an indirect wholly-owned subsidiary of Prudential, PGIM Investments is part of a diversified, global financial services organization. We are affiliated with many types of financial service providers, including broker-dealers, insurance companies, and other investment advisers. These relationships could present potential or actual conflicts of interest. For example, our affiliates have an incentive to seek to influence decisions relating to manager selection, asset allocation, client investment strategies, or fund operations in order to, among other things, facilitate our affiliates' investment hedging interests, improve their profit margins, or derive tax benefits. We seek to mitigate the risk from this conflict through policies, procedures, communication protocols, and periodic conflicts training of applicable PGIM Investments personnel.

Client Relationships: PGIM Investments and its affiliates also derive certain "fall out" benefits from their advisory relationships with a client. Fall out benefits are generally benefits that PGIM Investments and its affiliates could receive, other than advisory fees, as a result of their relationship or association with clients. Such fall out benefits create potential conflicts of interest by potentially influencing the manager recommendations that PGIM Investments submits to clients.

Employee Roles: Some PGIM Investments supervised persons, including members of senior management, perform other duties for Prudential affiliates. Conflicts of interests could arise from time to time in connection with these duties with respect to allocating management time, services, or functions among PGIM Investments and other Prudential affiliates. For example, a member of SIRG serves on the investment committee of Pruco which is an advisory affiliate of PGIM Investments. The Pruco investment committee may give investment advice and/or take action in the performance of its Pruco-related duties that differs from, or is inconsistent with, the advice given by SIRG in the performance of its PGIM Investments related duties. This includes giving investment advice and/or taking action regarding investments in unaffiliated mutual funds, SMAs and/or ETFs. In addition, several of PGIM Investments' senior managers also serve as officers of PGIM Custom Harvest LLC, an affiliated investment adviser discussed in Item 4 above.

Outside Business Activities: From time to time, certain of our employees or officers could engage in an outside business activity. Any outside business activity is subject to prior approval pursuant to our personal conflicts of interest and outside business activities policy. Actual and potential conflicts of interest are analyzed during such approval process.

PGIM Model Portfolios – Fund Selection: Unless otherwise agreed to with a Third-Party Platform Provider or Third-Party Advisor, PGIM Investment may use PGIM Funds and PGIM ETFs in the PGIM Model Portfolios. This means that SIRG could utilize a PGIM Fund unless there is no PGIM Fund meeting the desired asset allocation or investment strategy, or in SIRG's discretion, a different mutual fund is preferred for the PGIM Model Portfolio. PGIM Model Portfolios could include primarily PGIM Funds and PGIM ETFs notwithstanding the fact that there could be a similar unaffiliated fund with lower costs or better performance. Additionally, PGIM Investments and its affiliates will benefit from investments in the PGIM Funds and PGIM ETFs that are included in the PGIM Model Portfolios through fees paid by such PGIM Funds and PGIM ETFs to PGIM Investments and its affiliates for advisory, administrative and other services as described in the fund's prospectus and SAI. As noted above, SIRG's process for selecting underlying funds includes both quantitative and qualitative factors. As part of its qualitative process, SIRG monitors each fund's investment philosophy and process, investment style and adviser(s). As part of its quantitative process, SIRG reviews returns-based performance which includes index, peer relative, and risk adjusted performance.

Evaluation of Third-Party Model Portfolios: In connection with an affiliated client relationship, SIRG performs research services on model portfolios created and maintained by a unit of Envestnet Inc. (the "PMC Model Portfolios"). Envestnet Inc. ("Envestnet") is a Platform

Provider for the PGIM Model Portfolios and, as part of its process for including the PGIM Model Portfolios on Envestnet's Platform, PMC performs due diligence on the PGIM Model Portfolios. SIRG's research services on the PMC Model Portfolios coupled with PMC's due diligence on the PGIM Model Portfolios creates a conflict of interest. With respect to the PMC Model Portfolios, this conflict is mitigated by SIRG's quantitative research process, which focuses on reviewing the Third-Party Model Portfolios' investment performance and selection of underlying investments without taking into consideration the model provider's due diligence activities with regards to the PGIM Model Portfolios.

With respect to the PGIM Model Portfolios, this conflict is mitigated by SIRG's selection and weightings process for the underlying investments in the PGIM Model Portfolios, which does not take into account any information, consideration or recommendation from Envestnet. You should review Envestnet's Form ADV brochure to learn how it conducts research and due diligence for models on its platform, including how it addresses conflicts related to such services.

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

We do not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

ITEM 7 – TYPES OF CLIENTS

Our clients are described above in Item 4 of this brochure. We do not have any requirements for opening or maintaining an account, such as minimum account size.

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

Our non-investment company advisory business is described in Item 4 of this brochure. It consists of providing manager research and recommendation services on managers, mutual funds, and ETFs, and providing asset allocation models to certain third- party investment advisers and other financial services companies. With respect to our non-investment company business, we do not provide portfolio investment management services (i.e., determining the investments or securities that are purchased, sold, or retained) that could subject clients to risk of loss.

Certain Risks Related to PGIM Model Portfolios

Each PGIM Model Portfolio bears the risks of the underlying mutual funds and ETFs that are included in such PGIM Model Portfolio, as described in the prospectus and SAI for such mutual fund and ETF. As a general matter, strategies that pursue investments in equities will be subject to stock market volatility, and strategies that pursue fixed-income investments (such as bond or money market funds) will see values fluctuate in response to changes in interest rates.

Additionally, those mutual funds and ETFs included in the PGIM Model Portfolios that pursue

debt investments are subject to risks of prepayment or default, and those that pursue strategies that concentrate in particular industries or are otherwise subject to particular segments of the market could be significantly impacted by events affecting those industries or markets. Strategies that pursue leverage, including investment in derivatives, magnify market exposure and potential losses. The mutual funds and ETFs included in the PGIM Model Portfolios could also be subject to operational risks, which can include risks of loss arising from failures in internal processes, people or systems, such as routine processing errors or major systems failures, or from external events, such as securities exchange outages or climate or pandemic-related business continuity disruptions.

The PGIM Model Portfolios may also have limitations on their ability to optimize tax, diversification and other factors or otherwise hedge risk. Third-Party Advisors who use the PGIM Model Portfolios in providing investment advice to their clients are responsible for any tax optimization, diversification, risk hedging, or other tax considerations or consequences to a particular client of such Third-Party Advisor. To the extent a Third-Party Advisor or its client determines in its discretion to rebalance a client's account based on a corresponding change to a PGIM Model Portfolio, tax consequences could occur.

There is no assurance that positive investment results will be achieved by use of a PGIM Model Portfolio. Past performance of the PGIM Model Portfolios and any of the mutual funds and ETFs in the PGIM Model Portfolios is no guarantee of future results. Asset allocation does not guarantee profit or diversification and may not protect against loss. Please consult the applicable fund or ETF prospectus and SAI for more information about specific risks associated with such fund or ETF, and the Form ADV of the Third-Party Advisors for more information about the risks associated with the services provided by such Third-Party Advisors to their clients.

Trading Halt Risk Disclosure

An exchange or market may close or issue trading halts on specific securities, or the ability to buy or sell certain securities or financial instruments may be restricted, which could result in a client's account being unable to buy or sell certain securities or financial instruments. In such circumstances a client's account could incur trading losses and there could be increased volatility and illiquidity. In addition, in such cases the value of account holdings may decrease and the accuracy of valuations could be impacted.

Certain Risks Related to Regulation

Laws and regulations affecting our business change from time to time, and we are currently operating in an environment of significant global regulatory reform. We cannot predict the effects, if any, of future legal and regulatory changes on our business or the services we provide.

General Uncertainty and Economic Inability or Inaction

Social, political, economic, and other conditions and events (such as natural disasters,

epidemics and pandemics, terrorism, conflicts and social unrest) will occur that have significant impacts on issuers, industries, governments and other systems, including the financial markets. As global systems, economies and financial markets are increasingly interconnected, events that once had only local impact are now more likely to have regional or even global effects. Events that occur in one country, region or financial market will, more frequently, adversely impact issuers in other countries, regions or markets. These impacts can be exacerbated by failures of governments and societies to adequately respond to an emerging event or threat.

Recent Banking Events

Recent economic events in the U.S., such as increases in inflation and interest rates, have led to concerns regarding the solvency of certain banking institutions, particularly small and mid-sized regional banks. Two such banks were placed in receivership under the Federal Deposit Insurance Corporation in March 2023. Market concern with respect to these banks, as well as the risks posed to other similar-profile banks, created the potential for a domino effect across the U.S. banking sector. Despite government efforts to curtail the effects of this situation, concerns about the overall financial health and stability of the U.S. banking sector remain high, with many bank stocks trading at significantly lower prices than they did before the crisis began. Further governmental intervention may be required to stabilize the U.S. banking sector in the future if additional U.S. banks, particularly larger banks, appear to be at a risk of failure; it is unclear, however, whether the government would intervene in such circumstances and, if it did, whether such governmental intervention would be sufficient to forestall a full-blown banking crisis. It is also possible that further government intervention could result in other unforeseen adverse impacts on the economy over the short or long term. Relatedly, these events may cause the Federal Reserve Board to slow down future increases in interest rates, making it more difficult to combat inflation. Even if, ultimately, market concerns about the financial health and stability of the U.S. banking sector are successfully addressed, these events may increase the risk of a recession in the U.S.

Sanctions and Related Considerations

Economic sanction laws in the United States and other jurisdictions prohibit us, our personnel and accounts we manage from dealing or transacting with certain countries, organizations, companies, issuers, individuals and investments. Economic sanctions, and other similar and related laws and regulations, could make it difficult for an account to pursue certain investment opportunities and for portfolio investments to obtain or retain certain business, which could adversely impact an account, cause increased volatility and illiquidity and impact the accuracy of valuations.

In the United States, the U.S. Department of the Treasury's Office of Foreign Assets Control ("OFAC") administers and enforces laws, executive orders and regulations establishing U.S. economic and trade sanctions, which restrict or prohibit, among other things, direct and indirect transactions with, and the provision of services to, certain non-U.S. countries, territories, individuals, and entities. These types of sanctions could significantly restrict or completely prohibit investment activities in certain jurisdictions, and violation of any such laws

or regulations, could result in significant legal and monetary penalties, as well as reputational damage. OFAC sanctions programs change frequently, which could make it more difficult for us, our affiliates or our clients to ensure compliance. Moreover, OFAC enforcement is increasing, which could increase the risk that we, our affiliates or our clients become the subject of such actual or threatened enforcement.

In February 2022, Russian troops invaded Ukraine, and the two countries remain engaged in a full-scale military conflict. Shortly after the invasion, the U.S., Canada and the European Union, among other jurisdictions and regulatory bodies, imposed economic sanctions related to this conflict, many of which remain in effect. Among other things, these sanctions consist of prohibiting certain securities trades, asset freezes and prohibition of certain business. Such sanctions could impair our ability to buy, sell, hold, receive or deliver impacted holdings, and could impact our relationship with, and/or business operations of, third parties with whom we conduct business and/or have invested client assets. There is no guarantee that any steps taken by us to mitigate any adverse impact of these sanctions will be successful, and your account could be impacted by, among other things, significantly decreased valuations, creditor default and illiquidity. It is impossible to predict the length, severity, and outcome of this conflict.

Recent European Events

Recently in Europe, many non-governmental issuers, and even certain governments, have defaulted on, or been forced to restructure, their debts; many other issuers have faced difficulties obtaining credit or refinancing existing obligations; financial institutions have in many cases required government or central bank support, have needed to raise capital, and/or have been impaired in their ability to extend credit; and financial markets in Europe and elsewhere have experienced extreme volatility and declines in asset values and liquidity. Further, related to the banking issues discussed herein, global markets are being adversely impacted by financial uncertainties surrounding at least one major European banking institution. Responses to these financial problems by European governments, central banks and others, including austerity measures and reforms, may not be effective in addressing these issues.

Certain Risks Related to Public Health

Occurrences of epidemics and pandemics, depending on their scale, could cause different degrees of damage to the national and local economies. Global economic conditions could be disrupted by widespread outbreaks of infectious or contagious diseases, and such disruption could adversely affect investment returns. Since March of 2020, the global economy has grappled with the negative impact of the strain of coronavirus now commonly known as COVID-19. Despite advances in vaccinations against, and treatments for, COVID-19, global markets continue to feel the pandemic's effects. There can be no certainty as to how long those effects will continue, particularly as markets grapple with unintended consequences of fiscal and monetary policies designed to curb the COVID-19 pandemic's economic impact (such as inflation following interest rate reductions). Further, there can be no assurances that outbreaks of other diseases will not occur in the future and have similar negative effects on

the global economy. These economic disruptions have negatively impacted the value and performance of investments in funds and accounts, and there is no way to predict the extent of any such future consequences for clients.

Certain Risks Related to Cybersecurity and Technology

Investment advisers, including PGIM Investments, must rely in part on digital and network technologies to conduct their businesses and to maintain substantial computerized data relating to client account activities. These technologies include those owned or managed by us as well as those owned or managed by others, such as custodians, financial intermediaries, transfer agents, and other parties to which we or they outsource the provision of services or business operations.

Like all businesses that use computerized data, we, our affiliates, our third-party service providers, and the systems we use are, under some circumstances, subject to a variety of cybersecurity incidents or similar events that lead to the inadvertent disclosure of data to unintended parties or are subject to the intentional misappropriation or destruction of data by malicious hackers mounting an attack on computer systems. Various actors, such as for-profit criminal hackers, engage in cyberattacks against the financial services sector. We could experience cybersecurity attacks from numerous sources. These attacks would likely be aimed at our computers, systems, networks, and cloud operations.

We and our affiliates have implemented and maintain an information technology security policy and program that includes certain technical and physical safeguards intended to protect the integrity, availability, and confidentiality of the data we have and the systems that store it. We take other commercially reasonable precautions to limit the potential for cybersecurity incidents, and to protect data from inadvertent disclosure or wrongful misappropriation or destruction.

Nevertheless, despite reasonable precautions, cybersecurity incidents occur, and in some circumstances could result in unauthorized access to sensitive information about us or our clients. In addition, such incidents might cause damage to client accounts, data or systems or affect account management.

Furthermore, our systems could fail to operate properly or become disabled as a result of events or circumstances wholly or partly beyond our or others' control. Technology failures, whether deliberate or not, including those arising from use of third-party service providers or client usage of systems to access accounts, could have a material adverse effect on our business or our clients and could result in, among other things, financial loss, reputational damage, regulatory penalties, or the inability to transact business.

Certain Risks Related to Social Media and Internet-Based Information

In recent years, social media platforms have become a means for instantaneous information sharing. Given the relative lack of regulation of these platforms, they can be used as vehicles

for dissemination of inaccurate information. Any such information related to issuers could negatively impact the value of their securities.

Certain Risks Related to Data Sourcing

We use a variety of proprietary and non-proprietary data to evaluate securities and formulate investment advice. If a data source is incorrect or unexpectedly becomes unavailable or unreliable, client accounts could be negatively impacted. We also subscribe to external data sources for various purposes and functions, including in making investment decisions. While we believe those third-party data sources to be generally reliable, we do not guarantee that the data received will be accurate or complete and is not responsible for errors by these sources.

LIBOR Discontinuation Risk

The London Interbank Offered Rate ("LIBOR") is an estimate of the rate at which a sub-set of banks (known as the panel banks) could borrow money on an uncollateralized basis from other banks. On March 5, 2021, the U.K. Financial Conduct Authority ("FCA") confirmed that the publication of the principal tenors of the U.S. dollar LIBOR (i.e., overnight, one-month, three-month, six-month and 12-month LIBOR) will cease immediately following a final publication on June 30, 2023. The scheduled cessation date for U.K. pound sterling, Japanese yen, Swiss franc and Euro LIBOR, and the one-week and two-month tenors of U.S. dollar LIBOR, was December 31, 2021. Actions by regulators have resulted in the establishment of alternative reference rates to LIBOR in all major currencies. The effect of any changes or reforms to LIBOR or discontinuation of LIBOR on new or existing financial instruments will vary depending on (1) existing fallback provisions in individual contracts, (2) the adoption of fallback provisions through the Inter-Bank Offered Rate ("IBOR"), Fallbacks Protocol produced by the International Swaps and Derivatives Association, and (3) whether, how, and when industry participants develop and widely adopt new reference rates and fallbacks for both legacy and new products or instruments, and (4) the timing of transitions to alternative reference rates. Since January 1, 2022, as a result of supervisory guidance from U.S. regulators, some U.S. regulated entities have ceased to enter into new LIBOR contracts. As a result, accounts that procure debt financings or make investments in debt products that continue to use LIBOR rates or other interbank offered rates to determine interest rate obligations could be adversely affected in terms of liquidity and pricing. The adoption of alternative rates could increase market certainty in newly issued products, although at this time, no consensus exists as to what rate or rates will become the generally accepted alternative to LIBOR. It is possible that Existing LIBOR instruments will need to transition to alternative reference rates, although some legacy LIBOR instruments do not have mechanisms to efficiently allow for revising fallback language for such a transition or will be difficult to amend as amendments require consent from bondholders. On March 15, 2022, U.S. federal legislation was enacted to address, among other things, these sorts of issues in legacy LIBOR instruments but the effect of this legislation is uncertain. Furthermore, changes to reference rates or any other changes or reforms to the determination or supervision of reference rates could have an adverse impact on the market for, or value of, any securities or payments linked to those reference rates, which could adversely affect a client account's

performance. Consequently, the transition away from LIBOR to other reference rates could lead to increased volatility and illiquidity in markets that are tied to LIBOR, fluctuations in values of LIBOR-related investments or investments in issuers that utilize LIBOR, increased difficulty in borrowing or refinancing and diminished effectiveness of hedging strategies, thereby adversely affecting a client account's performance.

ITEM 9 – DISCIPLINARY INFORMATION

On September 16, 2019, it was announced that PGIM Investments and an affiliate entered into an agreement with the SEC relating to certain securities lending and foreign tax reclaim practices (the "Order"). PGIM Investments self-reported the practices to the SEC, revised its procedures, and made restitution payments to affected funds. Pursuant to the Order, PGIM Investments agreed to a censure and to pay the SEC disgorgement of fees of \$27.6 million and a civil penalty of \$5 million. PGIM Investments has enhanced its securities lending and foreign tax reclaim policies and procedures to address the findings described in the Order. The Order does not materially impact PGIM Investments' ability to provide investment advisory services.

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

OTHER FINANCIAL INDUSTRY ACTIVITIES

Commodity Pool Operator ("CPO") Activities

PGIM Investments is registered as a commodity pool operator with the National Futures Association ("NFA") pursuant to applicable rules issued by the Commodities Futures Trading Commission under the Commodity Exchange Act. PGIM Investments is also registered as a swap firm with the NFA. PGIM Investments' CPO and swap activities relate solely to its investment company advisory business.

Undertakings for Collective Investment in Transferable Securities ("UCITS") Activities

PGIM Investments personnel provides certain ancillary services to PGIM Funds plc ("PGIM Funds"), an umbrella fund consisting of various sub-funds constituted as an Irish domiciled investment company that is compliant with UCITS directives and managed by an Irish Management Company (PGIM Investments (Ireland) Limited). Services include supporting the following, as applicable: fund structuring and launches, registrations, product and risk management, portfolio oversight, operations, legal, compliance, marketing support, and oversight of certain external providers. PGIM, Inc., an affiliate of PGIM Investments, acts as investment manager of PGIM Funds.

Qualifying Investor Fund ("QIF") Activities

PGIM Investments personnel provides certain ancillary services to PGIM Qualifying Investor Fund plc ("PGIM QIF Funds"), an umbrella fund consisting of various sub-funds constituted as an Irish domiciled investment company and is a qualifying investor scheme under the rules of the Central Bank of Ireland's Alternative Investment Fund Rulebook. Services include supporting

the following, as applicable: fund structuring and launches, registrations, product and risk management, portfolio oversight, operations, legal, compliance, marketing support, and oversight of certain external providers. PGIM, Inc., an affiliate of PGIM Investments, acts as investment manager of PGIM QIF Funds.

OTHER FINANCIAL INDUSTRY AFFILIATIONS

Affiliated Wrap Program Sponsor / Affiliated Dual Registrant

PGIM Investments is affiliated with Pruco (file number 801-52208), which is dually registered with the SEC as an investment adviser and a broker-dealer. As an investment adviser, Pruco conducts business through its Prudential Financial Planning Services unit and acts as the sponsor of a wrap fee advisory program, PruChoice, as well as offering fee-based financial planning services. As described in Item 4 of this brochure, we provide manager research and recommendation services to an unaffiliated financial institution for the benefit of Pruco.

Other Broker/Dealer Affiliates

PGIM Investments is affiliated with Prudential Investment Management Services LLC (“PIMS”) a registered broker-dealer (CRD-18353). PIMS is the distributor to certain PGIM Investments-sponsored funds and the Prudential Series Fund. Certain of our management personnel and other employees are registered representatives of PIMS. PIMS does not execute securities transactions on behalf of PGIM Investments’ sponsored funds or PGIM Investments’ other clients.

PGIM Investments is affiliated with Prudential Annuities Distributors, Inc. (“PAD”), a registered broker-dealer (CRD-21570). PAD serves as the distributor for the portfolios of the Advanced Series Trust, a registered investment company. PAD also serves as distributor for variable insurance products that invest in funds managed or co-managed by PGIM Investments. PAD does not execute securities transactions on behalf of PGIM Investments’-sponsored funds or PGIM Investments’ other clients.

Insurance Company Affiliates

We provide manager research and recommendation services to affiliated insurance companies, as identified in Item 4 of this brochure.

Investment Adviser Affiliates

Our advisory affiliates with whom we have a material relationship or arrangement are identified in Part 1A of our Form ADV.

We provide research and recommendations with respect to the identification, selection and monitoring of (i) managers that may be affiliated with us; and (ii) mutual funds that may be managed and/or advised by us or our affiliates. We have a potential conflict of interest in recommending or issuing research reports on managers that are affiliated with us and on

mutual funds managed and/or advised by us or our affiliates. Please see the conflicts of interest discussion in Item 5 of this brochure.

ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS, AND PERSONAL TRADING

Code of Ethics

PGIM Investments has adopted an Investment Adviser Code of Ethics (the “Code”) pursuant to Rule 204A-1 under the Advisers Act. The Code applies to directors, officers, and employees acting in an investment advisory capacity who are known as Supervised Persons and, in some cases, also as Access Persons of the adviser. The Code requires employees to conduct business in an honest and forthright manner in accordance with the highest of ethical standards. In addition, the Code requires employees to put client interests ahead of our own and disclose actual and potential meaningful conflicts of interest. Our employees are required to report any Code violations to our Chief Compliance Officer.

Certain employees have access to transactions and holdings information regarding certain client accounts. This information represents a potential conflict of interest because employees could take advantage of this information as they trade in their personal accounts. These risks are mitigated through the procedures set forth in the Code, which includes Prudential’s Personal Securities Trading Standards and Prudential’s U.S. Information Barrier Standards. These standards and procedures are further described below.

We will provide a copy of our Code to clients or prospective clients upon request and without charge.

Prudential Financial Information Barrier Standards and Personal Securities Trading Standards

The Code incorporates the Prudential Financial Information Barrier Standards and Personal Securities Trading Standards, which are intended, among other things, to deter and prevent insider trading and contain detailed requirements with respect to information barriers pertaining to material nonpublic information, as well as restrictions on and reporting and monitoring of employees’ personal securities trading.

Participation or Interest in Client Transactions

We have certain potential conflicts of interest with respect to participation and/or interest in client transactions. We may recommend that our clients consider investment advisers that are affiliated with us, or consider funds managed and/or advised by us or our affiliates. Please see the conflicts of interest discussion in Item 5 of this brochure.

Outside Activities

From time to time, certain of our employees or officers may engage in outside business activities, including outside directorships of issuers for which our mutual funds or portfolios

may invest. Any outside business activity is subject to prior approval pursuant to the relevant personal conflicts of interest and outside business activities policy. Actual and potential conflicts of interest are analyzed during the approval process.

Gifts and Entertainment

Our employees may occasionally give or receive gifts, meals or entertainment of moderate value, subject to compliance with applicable laws and regulations and rules of self-regulatory organizations. PGIM Investments has policies to address conflicts of interest related to gifts and entertainment, such as the appearance of having given or received something of value that influenced our business decisions or the business decisions of our clients. Our policies require the reporting and preclearance of gifts, meals and entertainment given or received which exceed certain thresholds. Additionally, our employees are prohibited from soliciting the receipt of gifts, meals or entertainment. PGIM Investments Compliance reviews summaries of gifts and entertainment activity to detect trends of abuse, conflicts of interest, or possible violations of the relevant policies.

ITEM 12 – BROKERAGE PRACTICES

We do not engage in brokerage practices on behalf of non-investment company clients. For example, we do not: select or recommend broker/dealers for client transactions; permit clients to engage in direct brokerage transactions; or purchase or sell securities for clients. PGIM Investments also does not have trading authority over any client account of any Third-Party Advisor, including any such client account which is based on a PGIM Model Portfolio.

ITEM 13 – REVIEW OF ACCOUNTS

PGIM Investments continually reviews its non-investment company clients' accounts through SIRG's ongoing monitoring and evaluation of manager and fund performance, as described in Item 4 of this brochure. SIRG has a rigorous and disciplined research and recommendation process that provides for the selection, termination, and replacement of managers and funds as appropriate. SIRG presents its recommendations to various client investment committees on a regular basis.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

We do not receive any economic benefits from non-clients for providing investment advice or other advisory services to our clients. We also do not pay compensation to others for client referrals.

ITEM 15 – CUSTODY

PGIM Investments does not maintain physical custody of client accounts or assets.

ITEM 16 – INVESTMENT DISCRETION

SIRG's research and recommendations are provided on a non-discretionary basis and the client (and not SIRG) makes the ultimate decision to accept or reject SIRG's recommendation.

While PGIM Investments is responsible for establishing and updating each PGIM Model Portfolio, neither PGIM Investments nor its affiliates have investment discretion with respect to the implementation or use of any PGIM Model Portfolio, including for the avoidance of doubt, for any clients of any Third-Party Advisors.

ITEM 17 – VOTING CLIENT SECURITIES

PGIM Investments does not vote proxies on behalf of non-investment company clients. In the unlikely event that SIRG would need to vote a proxy for a non-investment company client, PGIM Investments maintains a proxy voting policy that provides a general framework for our proxy voting process and provides pre-determined voting definitions to address the most significant and frequent voting issues that arise. Our policy is to vote in the best long-term interests of our clients. When proxies are received which contain proposal(s) that do not fall within pre-determined voting definitions, a proxy committee is convened to determine how to vote the proposal(s). It is important to note that the procedures are not intended to be rigid rules, and the merits of a particular proposal could cause us to vote in a manner that deviates from the approach set forth in such procedures. SIRG maintains a record of each proxy voted.

There may be instances where PGIM Investments does not receive ballots in advance of voting deadlines. Therefore, we cannot guarantee that every proxy will be voted prior to the respective deadline.

PGIM Investments' proxy voting policy will apply to any future securities and clients for which it may have direct proxy voting responsibilities. The policy will be amended as needed to accommodate such activities.

We will provide a copy of our proxy voting policy to clients or prospective clients upon request and without charge.

ITEM 18 – FINANCIAL INFORMATION

We do not require or solicit prepayment of fees. We are not subject to any financial commitment that impairs our ability to meet contractual and fiduciary commitments to clients, nor have we been the subject of a bankruptcy petition.