



## ITEM 1: COVER PAGE

TCW ASSET MANAGEMENT COMPANY LLC  
(“We” or “Us”)

Form ADV, Part 2A  
(the “**Brochure**”)

March 29, 2023

TCW Asset Management Company LLC  
865 South Figueroa Street, Suite 1800  
Los Angeles, CA 90017  
[www.tcw.com](http://www.tcw.com)

This Brochure provides information about the qualifications and business practices of TCW Asset Management Company LLC. If you have any questions about the contents of this Brochure, please contact us at [advpart2@tcw.com](mailto:advpart2@tcw.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

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

We may refer to ourselves as a “registered investment adviser” or “**RIA**”. You should be aware that registration with the SEC or a state securities authority does not imply a certain level of skill or training.

For a hard-copy of any of these materials please send your inquiry to [advpart2@tcw.com](mailto:advpart2@tcw.com).



## ITEM 2: MATERIAL CHANGES

See Attachment 1 of this Brochure for a summary of the material changes that we have made to this Brochure since our annual Amendment filed March 29, 2022.

## ITEM 3: TABLE OF CONTENTS

<u>Item</u>		<u>Page</u>
1	Cover Page	1
2	Material Changes	2
3	Table of Contents	2
4	Advisory Business	3
5	Fees and Compensation	4
6	Performance-Based Fees and Side-By-Side Management	16
7	Types of Clients	17
8	Methods of Analysis, Investment Strategies and Risk of Loss	22
9	Disciplinary Information	53
10	Other Financial Industry Activities and Affiliations	53
11	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	56
12	Brokerage Practices	59
13	Review of Accounts	67
14	Client Referrals and Other Compensation	69
15	Custody	69
16	Investment Discretion	71
17	Voting Client Securities	71
18	Financial Information	73
	Attachment 1 – Summary of Material Changes	74

## ITEM 4: ADVISORY BUSINESS

**WHO WE ARE.** We are an investment adviser registered with the SEC under the Investment Advisers Act of 1940, as amended (the “**Advisers Act**”), and have been since 1970. We are a Delaware limited liability company.

We are wholly-owned by The TCW Group, Inc., a Nevada corporation (“**TCW Group**”). In February 2013, TCW management and private investment funds affiliated with alternative asset manager The Carlyle Group (together with such affiliated funds, “**Carlyle**”) acquired TCW Group. On December 27, 2017, Nippon Life Insurance Company acquired a 24.75% minority stake in TCW Group. As a result of the transaction, TCW management and employees have increased their ownership in the firm to approximately 44.07% and Carlyle maintains a 31.18% interest in TCW Group.

**THE SERVICES WE OFFER.** We provide investment management and advice for a wide array of U.S. Equities, U.S. Fixed Income, International and Alternatives investment strategies for institutional and individual investors through investment advisory accounts (“**Accounts**”), private open- and closed-end commingled investment funds (“**Funds**”) and structured investment vehicles such as collateralized debt obligations. We are typically the direct adviser for an Account or Fund, but we sometimes are a sub-adviser. Each Account or Fund in any of our strategies or products is assigned to or managed under either: (i) our Marketable Securities Division, or (ii) our Alternative Investments/Structured Investments Division.

We offer investment management services in a variety of different investment strategies for which we have portfolio managers with an established investment style for which our clients engage us. Our clients include private or government investment funds and institutions, including pension funds, foreign investment companies, high net worth individuals and family offices and others. Those clients are generally sophisticated investors and often have internal and external consultants and advisers to assist them with determinations of their individual needs, such as allocations among types of investments, and do not seek those determinations from us. We may agree with certain clients on investment guidelines that restrict the securities or types of securities that we invest in on their behalf.

**ASSETS UNDER MANAGEMENT.** As of December 31, 2022, we had \$54,236,898,080 in discretionary assets under management and \$0 in non-discretionary assets under management. The TCW Group of Companies, including affiliated entities, had approximately \$205.2 billion in assets under management as of that date.

## IMPORTANT NOTICE

This Brochure may be provided to a prospective investor (“**Investor**”) in one of our Funds, upon request, together with its private placement memorandum and limited partnership agreement or similar agreement (“**Offering Material**”) and other related documents (“**Governing Documents**”), in connection with Investor’s consideration of an investment in the Fund. While this Brochure may include information about the Fund, it does not represent a complete discussion of the features, risks or conflicts associated with the Fund. More complete information about each of our Funds is included in its Governing Documents.

**In no event should this Brochure be considered an offer of interests in a Fund or relied upon in determining to invest in a Fund. It is also not an offer of, or agreement to provide, advisory services directly to any recipient.** Rather, this Brochure is designed only to provide information about us to comply with regulatory requirements under the Advisers Act, which may cause information in this Brochure to differ from the information provided in the Governing Documents. If there is any conflict between the information in this Brochure and similar information in the Fund’s Governing Documents, you should rely on the information in the Governing Documents.

## ITEM 5: FEES AND COMPENSATION

The investment management fees we charge are generally computed as a percentage of the market value of assets under management in the Account or Fund. These fees are billed, rather than deducted from the assets we manage for Accounts, but are typically deducted from the assets we manage for Funds. Our clients typically pay our management fees quarterly in arrears, although some Accounts and Funds pay us monthly. Accounts are generally subject to a minimum account size as shown in Item 7, below. Investment management fees are based on the investment strategy and size of the account. In some cases, the fee schedule applied to an Account for a particular strategy will take into consideration other assets managed by us in other strategies for that Account or that Account’s owner and its affiliates.

**SEPARATE ACCOUNTS.** The current fee schedule for Accounts is given below, stated on a per annum basis. Our fee schedule is generally not negotiable but in some instances the fee may be negotiated. All of the strategies listed in this schedule are part of our Marketable Securities Division.

- **U.S. FIXED INCOME STRATEGIES:**

	<b>Institutional or Individual (High Net Worth)</b>
<b>AlphaTrak</b>	<i>Fixed Fee Schedule:</i>
	.275% on the first \$100 million
We offer alternative fee schedules:	.20% on remaining assets
	<i>Performance Fee Schedule:</i>
	Base Fee: \$0
	Incentive Fee: No fee on first 10 basis points of outperformance; 25% of remaining value added.
	Maximum Fee: 55 basis points
<b>Bank Loans</b>	.40% on the first \$100 million .25% on remaining assets
<b>Conservative Unconstrained</b>	.50% on the first \$100 million .40% on remaining assets
<b>Core Fixed Income</b>	.275% on the first \$100 million .20% on remaining assets
<b>Core Plus Fixed Income</b>	.275% on the first \$100 million .20% on remaining assets
<b>Corporate Bonds</b>	.325% on the first \$100 million .25% on remaining assets
<b>Enhanced Commodity</b>	.375% on the first \$100 million .20% on remaining assets
<b>ESG Securitized</b>	.275% on the first \$100 million .20% on remaining assets
<b>Flexible Income</b>	.50% on the first \$100 million .40% on remaining assets

**Institutional or Individual (High Net Worth)**

<b>Global Fixed Income</b>	.375% on the first \$100 million .25% on remaining assets
<b>Global Mortgage-Backed Securities Plus</b>	.375% on the first \$100 million .25% on remaining assets
<b>Global Securitized</b>	.50% on the first \$100 million .40% on remaining assets
<b>High Yield Fixed Income</b>	.40% on the first \$100 million .25% over \$100 million
<b>Index Plus Mortgage-Backed Securities</b>	.25% on the first \$100 million .20% on remaining assets
<b>Index Tracking Mortgage-Backed Securities</b>	.20% on the first \$100 million .15% on remaining assets
<b>Intermediate Fixed Income</b>	.275% on the first \$100 million .20% on remaining assets
<b>Investment Grade Credit Fixed Income</b>	.275% on the first \$100 million .20% on remaining assets
<b>Long Duration Credit Fixed Income</b>	.275% on the first \$100 million .20% on remaining assets
<b>Long Duration Government-Credit Fixed Income</b>	.275% on the first \$100 million .20% on remaining assets
<b>Low Duration Fixed Income</b>	.22% on the first \$100 million .15% on remaining assets
<b>Mortgage-Backed Securities</b>	.275% on the first \$100 million .20% on remaining assets

**Institutional or Individual (High Net Worth)**

<b>Mortgage-Backed Short-Intermediate</b>	.275% on the first \$100 million .20% on remaining assets
<b>Opportunistic Core Plus Fixed Income</b>	.375% on the first \$100 million .25% on remaining assets
<b>Opportunistic Mortgage-Backed Securities</b>	.70% on the first \$50 million .50% on remaining assets
<b>Securitized Opportunities</b>	Accounts Below \$100 million:  1.00% on the first \$50 million .50% on the next \$50 million  Accounts in Excess of \$100 million:  .50% on the first \$500 million .32% on the next \$500 million .15% on the next \$500 million .10% on remaining assets
<b>Specialized Cash</b>	.20% on the first \$100 million .15% on remaining assets
<b>Strategic Income</b>	.50% on the first \$100 million .40% on remaining assets
We, or our affiliates, also offer the Strategic Income strategy through other investment vehicles, which may have differing fee schedules.	
<b>TIPS Portfolios</b>	.20% on the first \$100 million .15% on remaining assets
<b>Total Return Mortgage-Backed Securities</b>	.275% on the first \$100 million .20% on remaining assets
<b>Ultra Short Fixed Income</b>	.20% on the first \$100 million .15% on remaining assets

**Institutional or Individual (High Net Worth)**

<b>Unconstrained</b>	.50% on the first \$100 million .40% on remaining assets
----------------------	---

- EQUITIES STRATEGIES:**

	<b>Institutional</b>	<b>Individual (High Net Worth)</b>
<b>Concentrated Core</b>	.70% on all assets	1.00% on all assets
<b>Global Artificial Intelligence Equity</b>	.75% on all assets	1.00% on all assets
<b>Global Entertainment Technology Equity</b>	.75% on all assets	1.00% on all assets
<b>Global Green Equity Income</b>	.75% on all assets	1.00% on all assets
<b>Global Healthcare</b>	.75% on all assets	1.00% on all assets
<b>Global Low Volatility Equities</b>	.50% on the first \$100 million .40% on the next \$500 million .30% on remaining assets	1.00% on all assets
<b>Global Premier ESG Equities</b>	.80% on all assets	1.00% on all assets
<b>Global REIT*</b>	.75% on all assets	1.00% on all assets
<b>*Shariah compliant overlay</b>	.90% on all assets	1.00% on all assets
<b>Global Relative Value Dividend Appreciation</b>	.75% on all assets	1.00% on all assets
<b>Global Space Technology Equities</b>	.75% on all assets	1.00% on all assets



	<b>Institutional</b>	<b>Individual (High Net Worth)</b>
<b>Market Neutral Income Equities</b>	1.00% on all assets, plus a performance fee of 15% (subject to a high-water mark)	1.00% on all assets, plus a performance fee of 15% (subject to a high-water mark)
<b>New America Premier Equities</b>	.75% on all assets	1.00% on all assets
<b>Next Generation Mobility Equity</b>	.75% on all assets	1.00% on all assets
<b>Q-Alpha U.S. Equity</b>	.75% on all assets	1.00% on all assets
<b>Relative Value Dividend Appreciation</b>	.70% on the first \$25 million .50% on the next \$75 million .40% on remaining assets	1.00% on all assets
<b>Relative Value Large Cap</b>	.70% on the first \$25 million .50% on the next \$75 million .40% on remaining assets	1.00% on all assets
<b>Relative Value Mid Cap</b>	.80% on the first \$25 million .65% on the next \$25 million .60% on remaining assets	1.00% on all assets
<b>U.S. REIT Total Return</b>	.80% on all assets	1.00% on all assets

- **BALANCED STRATEGY:**

	<b>Institutional or Individual (High Net Worth)</b>
<b>Core Balanced*</b>	.50% on the first \$50 million .40% on the next \$50 million .30% on remaining assets

\* Consists of an Equity component and a Fixed Income component. Concentrated Core and Relative Value Large Cap are the choices for the equity component.

- INTERNATIONAL STRATEGIES:

	<b>Institutional or Individual (High Net Worth)</b>
<b>Concentrated Emerging Markets Equity</b>	1.00% on the first \$100 million .90% on the next \$100 million .80% on remaining assets
<b>Developing Markets Equity</b>	.80% on the first \$25 million .70% on the next \$100 million .60% on remaining assets
<b>EM ECO Centric Opportunities</b>	1.00% on the first \$25 million .90% on the next \$100 million .80% on remaining assets
<b>Emerging Markets Asia High Yield</b>	.50% on the first \$100 million .40% on the next \$400 million .35% on remaining assets
<b>Emerging Markets Fixed Income 50% Hard Currency / 50% Local Currency Blend</b>	.40% on the first \$500 million .35% on remaining assets
<b>Emerging Markets Fixed Income Total Return</b>	.40% on the first \$500 million .35% on remaining assets
<b>Emerging Markets Income Focus</b>	.35% on the first \$500 million .30% on remaining assets
<b>Emerging Markets Local Currency Absolute Return</b>	.75% on all assets
<b>Emerging Markets Local Currency Income</b>	.40% on the first \$500 million .35% on remaining assets
<b>Emerging Markets Opportunistic Credit</b>	.65% on the first \$100 million .50% on remaining assets

	<b>Institutional or Individual (High Net Worth)</b>
<b>Emerging Markets Opportunistic Credit High Yield</b>	.65% on the first \$100 million .50% on remaining assets
<b>Emerging Markets Opportunistic Credit Investment Grade</b>	.65% on the first \$100 million .50% on remaining assets
<b>Emerging Markets Sustainable Income</b>	.40% on the first \$500 million .35% on assets over \$500 million
<b>EMFI Quality Sovereign/Quasi-Sovereign</b>	.435% on the first \$100 million .390% on the next \$200 million .365% on the next \$200 million .350% on remaining assets
<b>Worldwide Opportunities Strategy</b>	.80% on all assets

- **PRIVATE CREDIT STRATEGIES:**

**TCW Direct Lending Strategy.** This strategy offers separate accounts through special purpose vehicles, the terms of which include a management fee and preferred return to us or one of our affiliates. A typical management fee is 1% per annum of the capital that is deployed into portfolio investments on behalf of the client (often including any leverage used), but the management fee is negotiated in each instance and can vary due to a number of factors, including the terms of the preferred return.

- **GLOBAL MULTI-ASSET ALLOCATION**

We also offer asset allocation investment management that combines one or more investment strategies. Allocations may be made to separate accounts, limited partnerships, commingled investment trusts or mutual funds that we or our affiliates manage. Investment management fees are charged with respect to each allocation in accordance with the investment strategy in which each allocation is invested or based on a blended rate applicable to specified investment strategies.

## **PRIVATE FUNDS**

We, or a company that we control, are the general partner or managing member of a number of open-end and closed-end privately-offered Funds (“**Private Funds**”). We generally

offer Private Funds only to institutional and individual investors that qualify as both (i) a “qualified purchaser” as defined for purposes of Section 3(c)(7) of the Investment Company Act of 1940, and (ii), an “accredited investor,” as defined in Regulation D under the Securities Act of 1933. However, some Private Funds are available to investors that meet only the “accredited investor” requirement.

The terms of the Private Fund are described in its Offering Material, which is delivered to each potential investor prior to the time they invest. Investments in open-end Funds generally may be withdrawn periodically as stated in the Offering Material. Closed-end Funds have a term of a stated number of years as discussed in each Fund’s Offering Material. Our fee schedule is generally not negotiable but in some instances the fee may be negotiated. See Item 7, below, for a list of our open-end funds and the minimum investment required for each.

- **MARKETABLE SECURITIES DIVISION.** The following are the fees for the Funds we currently offer that are part of our Marketable Securities Division. All of these are open-end Funds.

FUND	MANAGEMENT FEES
TCW Americas Development Association, L.P. [dba TCW Worldwide Opportunities Fund]	1.25% per annum on each partner’s share of assets if less than \$50 million; 1.00% per annum on assets \$50 million or greater up to \$100 million; and .80% per annum on assets \$100 million or more.
TCW Concentrated Emerging Markets Equity Fund, L.P.	.50% per annum for the capital contributed before 12/31/2018. 1.00% per annum for the capital contributed after 12/31/2018.
TCW Corporate Bond, L.P.	.35% per annum on all assets. Total Expenses: Capped at .60% per annum (Management fee of .35% plus other expenses capped at .25%).
TCW EM ECO Centric Opportunities, L.P.	1.00% per annum of the Net Asset Value of each Capital Account per annum and prior to reduction for the management fee.
TCW EM Equity Healthcare, L.P.	1.00% per annum of the Net Asset Value of each Capital Account per annum and prior to reduction for the management fee.

FUND	MANAGEMENT FEES
TCW EM Local Currency Absolute Return Fund, L.P.	1.00% per annum of the net asset value of each Capital Account.
TCW EM Opportunistic Credit Total Return Fund, L.P.	.50% per annum on capital contributed prior to September 30, 2017 and .75% per annum on capital contributed after September 30, 2017.
TCW Emerging Markets Income Focus Fund, L.P.	.625% per annum of the first \$50 million; .500% per annum over \$50 million to \$100 million; .450% per annum over \$100 million to \$200 million; and .400% per annum over \$200 million.
TCW Liquid Agency Mortgage-Backed Approach Fund, LP	.50% per annum of the month end net asset value of each Capital Account, measured as of the last business day of the applicable calendar quarter.
TCW Market Neutral Income Equities Fund, L.P. (formerly known as TCW High Dividend Focused Fund, L.P.)	1.50% per annum of the month end net asset value of each Capital Account, prior to reduction for performance allocations and or the management fee.
TCW Securitized Opportunities, L.P.	With respect to limited partners with \$100 million or less in the fund:  1.00% on the first \$50 million .50% on the next \$50 million  With respect to limited partners with more than \$100 million in the fund:  .50% on the first \$500 million .32% on the next \$500 million .15% on the next \$500 million .10% on remaining assets

FUND	MANAGEMENT FEES
TCW Securitized Opportunities (Cayman), L.P.	<p>With respect to limited partners with \$100 million or less in the fund:</p> <p>1.00% on the first \$50 million .50% on the next \$50 million</p> <p>With respect to limited partners with more than \$100 million in the fund:</p> <p>.50% on the first \$500 million .32% on the next \$500 million .15% on the next \$500 million .10% on remaining assets</p>

- **PRIVATE CREDIT STRATEGIES:**

We are the investment advisor to TCW Direct Lending, LLC, TCW Direct Lending VII LLC, TCW Direct Lending VIII LLC, TCW Direct Lending VIII LLC Cayman Feeder, L.P., TCW Direct Lending Private Fund VIII, LP, TCW Direct Lending PF VIII Cayman Feeder, L.P., TCW Star Direct Lending LLC, TCW Direct Lending Structured Solutions 2019 LLC, TCW Direct Lending Structured Solutions 2022 LLC (the “Direct Lending Funds”), TCW Rescue Financing Fund LP and TCW Rescue Financing Feeder, LP, all of which are closed-end private funds. While TCW Direct Lending LLC, TCW Direct Lending VII, and TCW Direct Lending Structured Solutions 2019 LLC are closed to new investment, except for TCW Star Direct Lending LLC, the other Direct Lending Funds are currently being marketed to prospective investors. TCW Direct Lending, LLC, TCW Direct Lending VII LLC, TCW Direct Lending VIII LLC, and TCW Star Direct Lending LLC have elected to be treated as business development companies under the Investment Company Act of 1940, as amended (the “40 Act”). The business and affairs of these Funds are under the direction of a Board of Directors, the majority of whom will at all times not be “interested persons” as defined in the 40 Act. Each Fund’s management fees and incentives fees, among other terms of the Funds, are explained in detail in each Fund’s Offering Material, which was provided to each investor in the Fund prior to the time that they made their investment.

#### **OTHER EXPENSES IN CONNECTION WITH ACCOUNTS AND FUNDS.**

- Our Account clients will typically pay fees to their custodian in addition to our management fees. Depending on the strategy in which the account invests, the Account will incur brokerage fees for most equity trading, and the effect of the difference with respect to the bid/ask spread for trading in fixed income investments. See Item 12, Brokerage Practices, of this Brochure. If the strategy for the Account involves derivatives, the Account may be required to make payments related to the derivatives contracts to counterparties.

- Our Funds will typically incur similar fees as Accounts described above, as well as fees for maintenance of books and records, custody fees, audit expense, tax preparation expense, organizational expense, fees to fund administrators, insurance expense, and annual licensing and registration fees and taxes and other fund operating expenses. If a Fund permits borrowing or other leverage, there may be interest expense and fees for access to such lines of credit. Certain alternative strategies may incur legal expense in connection with the acquisition or disposition of investments and the handling of distressed investments. The Fund Offering Materials describe these fees and expenses in greater detail.
- Expenses are allocated among our Funds and products, including its strategies, and such expenses may be allocated differently depending on the type of product or strategy. Within the specific product or strategy, the allocation of expenses is based on the nature of the expenses and the reasonableness of the allocation, and from time to time TCW will make corrective allocations if it determines that they are necessary or prudent. Generally, fund organizational and administrative expenses may be charged to the respective Fund or account to which they relate in accordance with the offering and governing documents of the respective Fund or accounts. Certain shared administrative expenses may be charged to Funds and products based on an allocation methodology that seeks to fairly and reasonably allocate such administrative expenses among the relevant Funds and products. In these cases, the allocation methodology generally may be based on their respective proportionate share of assets under management, management fee revenues, and other relevant factors, including the applicable offering and governing documents, taken into consideration.

#### **COMPENSATION OF OUR EMPLOYEE MARKETING REPRESENTATIVES.**

Our employees who act as our marketing representatives are not normally paid a sales commission by our Funds for marketing those Funds to our clients. If they were to be paid a sales commission by any of our Funds, we would fully disclose that in the Fund documents provided to potential investors prior to investment.

We do, however, compensate our marketing representatives from the management fees we earn on Accounts that they are responsible for and for their clients who invest in our Funds. This practice presents a conflict of interest and gives our marketing representatives an incentive to recommend our investment strategies and Funds based on the compensation received, rather than on a client's needs. Many of our marketable securities strategies are available through mutual fund and wrap accounts managed by our affiliates, TCW Investment Management Company LLC ("TIMCO") and Metropolitan West Asset Management, LLC ("MWAM"), through brokers and other agents not affiliated with us. For the mutual funds, those brokers and agents are generally compensated through a portion of TIMCO's or MWAM's advisory fees, and in some cases through 12b-1 fees disclosed in the mutual fund documents.

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

We receive investment advisory fees for some of the Accounts and Funds that we manage that are performance fees. For investment strategies invested in marketable securities, the performance fee normally consists of an increased asset-based fee which is tied to the performance of the Account or Fund to a benchmark. For alternative investment strategies, including the private credit strategies described above, and for some marketable securities accounts, the performance fees are based on the Account or Fund achieving net gains over a stated rate of return. Alternative investment strategies may include:

- mezzanine or other forms of privately-placed financing, direct lending, distressed investing, private equity, project finance, real estate investments, leveraged loan strategies and other similar strategies, and
- strategies offered in structured vehicles, such as collateralized loan obligations or collateralized debt obligations, or in private funds (sometimes called “hedge funds”).

Our portfolio managers share in performance fees. In each case the fees are specifically authorized by the Account or Fund documents and disclosed in any Fund Offering Material. For other Accounts and Funds we manage that make the same or similar investments, we receive investment advisory fees based only on a percentage of assets or a fixed fee.

### **Performance fees create a risk that:**

- we have an incentive to allocate more attractive investment opportunities to Accounts or Funds with performance fees; and
- we cause the Account or Fund that has performance fees to make investments that are more speculative than we would for an Account or Fund with similar investment guidelines that does not have performance fees. However, we receive no performance fee or a reduced fee if the Account or Fund has losses, which can align our interest with the client and temper this risk.

Accounts and Funds that make similar investments may have different investment advisory fees from each other because their management and/or performance fees are either discounted or waived. This can create the risk that we allocate more attractive investment opportunities to Accounts and Funds with greater investment advisory fees.

To mitigate these risks, we monitor Accounts and Funds for compliance with investment guidelines and follow investment allocation policies. Under our allocation policies, when a particular investment would be appropriate for several Accounts and Funds we manage, we apportion the investment in a manner that we determine in good faith to be fair and equitable. Our apportionment may not be pro rata depending on our determination of all relevant factors such as differing investment objectives, diversification considerations, and





cash availability. We follow similar good faith apportionment policies when disposing of investments for our Accounts and Funds. These allocation policies could in certain circumstances adversely affect the price paid or received by our Accounts and Funds. See Item 12 of this Brochure, describing our Brokerage Practices, for more information.

## ITEM 7: TYPES OF CLIENTS

Our clients include many of the largest corporate and public pension plans, financial institutions, endowments and foundations in the U.S., as well as a substantial number of foreign investors and high net worth individuals. Our clients also include our Private Funds, as defined in Item 5 of this Brochure.

Accounts in our investment strategies are subject to a minimum account size which is generally not negotiable but in some instances may be negotiated.

### MARKETABLE SECURITIES DIVISION

#### U.S. FIXED INCOME STRATEGIES:

Accounts in our U.S. fixed income investment strategies are generally subject to the minimum account size of \$75 million. Investment strategies that vary from the \$75 million minimum account size are as follows:

- Bank Loans \$100 million
- High Yield Fixed Income \$40 million

#### EQUITIES STRATEGIES:

##### Minimum Account Size

	<b>Institutional</b>	<b>Individual (High Net Worth)</b>
<b>Concentrated Core</b>	\$25 million: U.S \$50 million: International	\$5 million
<b>Global Artificial Intelligence Equity</b>	\$10 million	\$5 million
<b>Global Entertainment Technology Equity</b>	\$10 million	\$5 million
<b>Global Green Equity Income</b>	\$10 million	\$5 million

	<b>Institutional</b>	<b>Individual (High Net Worth)</b>
<b>Global Healthcare</b>	\$10 million	\$5 million
<b>Global Low Volatility Equities</b>	\$10 million	\$5 million
<b>Global Premier ESG Equities</b>	\$10 million	\$5 million
<b>Global REIT*</b>	\$10 million	\$5 million
* Shariah compliant overlay	\$10 million	\$5 million
<b>Global Relative Value Dividend Appreciation</b>	\$10 million	\$5 million
<b>Global Space Technology Equities</b>	\$10 million	\$5 million
<b>Market Neutral Income Equities</b>	\$10 million	\$5 million
<b>New America Premier Equities</b>	\$10 million	\$5 million
<b>Next Generation Mobility Equity</b>	\$10 million	\$5 million
<b>Q-Alpha U.S. Equity</b>	\$10 million	\$5 million
<b>Relative Value Dividend Appreciation</b>	\$10 million	\$5 million
<b>Relative Value Large Cap</b>	\$10 million	\$5 million

	<b>Institutional</b>	<b>Individual (High Net Worth)</b>
<b>Relative Value Mid Cap</b>	\$10 million	\$5 million
<b>U.S. REIT Total Return</b>	\$10 million	\$5 million

**BALANCED STRATEGY:****Minimum Account Size**

	<b>Institutional or Individual (High Net Worth)</b>
<b>Core Balanced</b>	\$50 million

**INTERNATIONAL STRATEGIES:****Minimum Account Size**

	<b>Institutional or Individual (High Net Worth)</b>
<b>Concentrated Emerging Markets Equity</b>	\$25 million
<b>Developing Markets Equity</b>	\$25 million
<b>EM ECO Centric Opportunities</b>	\$100 million
<b>Emerging Markets Asia High Yield</b>	\$100 million
<b>Emerging Markets Fixed Income 50% Hard Currency / 50% Local Currency Blend</b>	\$100 million
<b>Emerging Markets Fixed Income Total Return</b>	\$100 million
<b>Emerging Markets Income Focus</b>	\$100 million
<b>Emerging Markets Local Currency Absolute Return</b>	\$50 million



	<b>Institutional or Individual (High Net Worth)</b>
<b>Emerging Markets Local Currency Income</b>	\$100 million
<b>Emerging Markets Opportunistic Credit</b>	\$25 million
<b>TCW Emerging Markets Opportunistic Corporate Credit High Yield</b>	\$100 million
<b>TCW Emerging Markets Opportunistic Corporate Credit Investment Grade</b>	\$100 million
<b>Emerging Markets Sustainable Income</b>	\$100 million
<b>EMFI Quality Sovereign/Quasi-Sovereign</b>	\$100 million
<b>Worldwide Opportunities Strategy</b>	\$100 million

- **PRIVATE CREDIT STRATEGIES:**

- Minimum Account Size**

	<b>Institutional or Individual (High Net Worth)</b>
<b>TCW Direct Lending Strategy</b>	\$150 million

- **GLOBAL MULTI-ASSET ALLOCATION**

The minimum account size for investments in Comprehensive Asset Allocation is \$50 million.

## **PRIVATE FUNDS**

We, or a company that we control, are the general partner or managing general partner for a number of open-end privately-offered Funds that invest in marketable securities.

- We generally offer the following Funds only to institutional and individual investors that qualify as both (i) a “qualified purchaser” as defined for purposes of

Section 3(c)(7) of the Investment Company Act of 1940, and (ii), an "accredited investor," as defined in Regulation D under the Securities Act of 1933. The minimum initial investment required is shown for each. The minimum investment is generally not negotiable but in some instances it may be negotiated.

<b>FUND</b>	<b>Minimum Investment</b>
TCW Americas Development Association, L.P. [dba TCW Worldwide Opportunities Fund]	\$1 million
TCW Concentrated Emerging Markets Equity Fund, L.P.	\$1 million
TCW EM ECO Centric Opportunities, L.P.	\$1 million
TCW EM Equity Healthcare, L.P.	\$1 million
TCW EM Local Currency Absolute Return Fund, L.P.	\$1 million
TCW EM Opportunistic Credit Total Return Fund, L.P.	\$250,000
TCW Emerging Markets Income Focus Fund, L.P.	\$1 million
TCW Liquid Agency Mortgage-Backed Approach Fund, LP	\$1 million
TCW Market Neutral Income Equities Fund, L.P. (formerly known as TCW High Dividend Focused Fund, L.P.)	\$500,000
TCW Securitized Opportunities, L.P.	\$1 million
TCW Securitized Opportunities (Cayman), L.P.	\$1 million

- We generally offer the following Fund(s) only to institutional and individual "accredited investors," as defined in Regulation D under the Securities Act of 1933. The minimum initial investment required is shown for each. The minimum investment is generally not negotiable but in some instances it may be negotiated.

<b>FUND</b>	<b>Minimum Investment</b>
TCW Corporate Bond, L.P.	\$1 million

- **PRIVATE CREDIT STRATEGIES:**

We are the investment advisor to TCW Direct Lending, LLC, TCW Direct Lending VII LLC, TCW Direct Lending VIII LLC, TCW Direct Lending VIII LLC Cayman Feeder, L.P., TCW Direct Lending Private Fund VIII, LP, TCW Direct Lending PF VIII Cayman Feeder, L.P., TCW Star Direct Lending LLC, TCW Direct Lending Structured Solutions 2019 LLC, TCW Direct Lending Structured Solutions 2022 LLC (the "Direct Lending Funds"), TCW Rescue Financing Fund LP and TCW Rescue Financing Feeder, LP, all of which are closed-end private funds. While TCW Direct Lending LLC, TCW Direct Lending VII, and TCW Direct Lending Structured Solutions 2019 LLC are

closed to new investment, except for TCW Star Direct Lending LLC, the other Direct Lending Funds are currently being marketed to prospective investors. TCW Direct Lending, LLC, TCW Direct Lending VII LLC, TCW Direct Lending VIII LLC, and TCW Star Direct Lending LLC have elected to be treated as business development companies under the 40 Act. The business and affairs of the Direct Lending Funds are under the direction of a Board of Directors, the majority of whom will at all times not be “interested persons” as defined in the 40 Act. The minimum investment required for these Funds, among other terms, are explained in detail in each Fund’s Offering Material.

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

An investment in any of our strategies involves risk, including the risk that an investor can lose money. An investment in any of these strategies by itself is not a balanced investment program for purposes of an investor's portfolio diversification needs. Investors should consult with their investment professional regarding the appropriateness of an investment in any of these strategies for their overall investment program.

### **A. FIXED INCOME STRATEGIES**

**The fixed income strategies we offer are:**

- **AlphaTrak.** We have designed this strategy for investors looking for equity market returns. The portfolios are managed in an effort to produce an investment return that will exceed the total return of the S&P 500 Index. AlphaTrak uses a combination of S&P 500 futures contracts, along with an enhanced cash or low duration fixed income portfolio. (The AlphaTrak strategy also may use S&P 500 swap contracts or exchange-traded funds (ETFs) that track the S&P 500 Index with or in lieu of the S&P index futures.) The actual dollars invested in the enhanced cash portfolio approximately equal the notional value of the S&P futures contracts held. Outperformance relative to the S&P 500 can be obtained provided the enhanced cash portfolio outperforms the implied financing rate of the S&P 500 futures contracts. Hence, the investor achieves his or her equity "alpha" by relying on our fixed income skills to manage an enhanced cash portfolio with the goal of outperforming the short-term implied financing rate embedded in the pricing of the futures contracts.

Outperformance of the short-term financing rate can be achieved by utilizing a strategy which emphasizes investments in short maturity fixed income instruments whose yields exceed the short-term financing rate. These additional yields are achievable by investing in U.S. Treasury securities, corporate bonds, U.S. Government Agency Securities, asset backed securities and mortgage securities, among others, and by utilizing a longer average maturity structure than that embedded in the financing rate.

- Bank Loans.** The strategy seeks primarily to maximize current income, with a secondary objective of long-term capital appreciation. The strategy normally invests primarily in floating rate investments and in investments that are the economic equivalent of floating rate investments. These investments may include, but are not limited to, any combination of the following items: (i) senior secured floating rate loans or debt; (ii) second lien or other subordinated or unsecured floating rate loans or debt; (iii) fixed-rate loans or debt, such as corporate bonds, preferred securities, convertible securities, mezzanine investments, collateralized loan obligations, senior loans, second lien loans, structured products and U.S. government debt securities, with respect to which the strategy has entered into derivative instruments that have the effect of converting the fixed-rate interest payments into floating-rate interest payments; and (iv) writing credit derivatives, which would give the strategy exposure to the credit of a single issuer or an index. The strategy may also purchase, without limitation, participations or assignments in senior floating rate loans or second lien floating rate loans. Debt instruments include convertible or preferred securities that produce income.
- Conservative Unconstrained.** An opportunistic, value driven strategy that invests in all sectors of the global fixed income marketplace with the goal of achieving attractive risk-adjusted total returns (and no traditional benchmark). With broad flexibility in the average duration, sector allocation, quality profile and country exposure (though typically U.S. dollar), the strategy emphasizes capital preservation through in-depth security-level analysis and absolute return via the recognition of market mispricing. The constrained approach to Unconstrained Fixed Income will typically limit less than investment grade exposure to no more than 20% of portfolio market value.
- Core Fixed Income.** With a typical interest rate duration range of 3 to 6 years, this strategy invests across U.S. Fixed Income sectors, seeking to outperform the aggregate bond market by applying specialized management expertise and allocating capital among the U.S. government, corporate, mortgage and asset-backed bond sectors. In addition to the risk factors for all fixed income strategies, see the risk factors for mortgage-backed and asset-backed securities, below.
- Core Plus Fixed Income.** With a typical interest rate duration range of 3 to 6 years, the strategy seeks to outperform the broad bond market by applying specialized management expertise to and allocating capital among the U.S. government, investment grade and high yield corporate, mortgage and asset-backed, and international and emerging markets bond sectors. In addition to the risk factors for all fixed income strategies, see the risk factors for derivatives and mortgage-backed and asset-backed securities, below.
- Corporate Bonds.** A value-oriented strategy capitalizing on our fundamental credit analysis capabilities. The focus is on identifying investment grade corporate

bonds offering attractive yields with a particular emphasis on avoiding deteriorating credits as well as selecting improving credits. In addition to the risk factors for all fixed income strategies, see the risk factor for asset-backed securities, below.

- **Enhanced Commodity.** A strategy that replicates the commodity index return via derivative instruments and then invests the underlying cash in a high quality, short duration fixed income securities to generate incremental alpha over time.
- **ESG Securitized.** This strategy seeks to generate returns in excess of its designated benchmark over a market cycle through a combination of current income and capital preservation (or appreciation). The investment universe from which the strategy draws includes collateralized public market issues from among mortgage-backed securities, commercial mortgage-backed securities and asset-backed securities, with selection criteria favoring positive ESG factors based on TCW's proprietary research and screening.
- **Flexible Income.** This strategy seeks a high level of current income with a secondary objective of long-term capital appreciation through a flexible investment approach that allocates investments across a range of global investment opportunities related to credit, currencies and interest rates.
- **Global Fixed Income.** Drawing on fixed income issues from across the U.S., developed and emerging markets, this value-oriented strategy seeks to outperform its benchmark through active decision making across the dimensions of country weighting, currency exposure, duration management, yield curve positioning, sector allocation and security selection. In addition to the risk factors for all fixed income strategies, see the risk factors for derivatives and mortgage-backed and asset-backed securities, below.
- **High Yield Fixed Income.** For this strategy, we construct portfolios that are primarily invested in securities rated BB+ / Ba1 and below. The High Yield strategy focuses on identifying credits with substantial underlying asset value relative to the market price of their debt. The portfolio managers generally emphasize the debt of companies with hard asset value and resilient operating cash flow and de-emphasize those companies and industries with limited asset value protection. Generally, there is a preference within the strategy for bank loans or bonds that are senior in the capital structure and/or closer to the company's assets.
- **Intermediate Fixed Income.** This strategy constructs portfolios to normally maintain an average interest rate duration of between 2 and 4.5 years. Investments can include U.S. government and corporate debt securities, mortgage and asset-backed securities, money market instruments and derivatives, although other fixed income securities may be used in the portfolio.



- **Investment Grade Credit Fixed Income.** A value-oriented strategy capitalizing on TCW's fundamental credit analysis capabilities. The focus is on identifying investment grade corporate bonds offering attractive risk-adjusted yields. Particular emphasis is placed on recognition of market mispricing and the selection of cheaper, stable to improving credits, and the avoidance of weaker issuers that buyers have overpriced.
- **Long Duration Credit Fixed Income.** Designed for investors seeking to align all or a portion of portfolios with longer dated liabilities such as pension benefits or insurance obligations, TCW's deflation-hedging long duration (10 years or greater) strategies allow for the extension of average portfolio maturities in a diversified corporate-specific account. These strategies blend top down risk control with bottom-up sector/industry allocation and fundamental security analysis to drive outperformance of associated benchmarks. In some instances, client discretion may extend portfolio latitude to a modest allocation of up to 20% of portfolio exposure to sub-investment grade holdings to enhance the yield profile.
- **Long Duration Government-Credit Fixed Income.** Designed for investors seeking to align all or a portion of portfolios with longer dated liabilities such as pension benefits or insurance obligations, TCW's deflation-hedging long duration (10 years or greater) strategies allow for the extension of average portfolio maturities in a diversified government-credit account. These strategies blend top down risk control with bottom-up sector/industry allocation and fundamental security analysis to drive outperformance of associated benchmarks.
- **Low Duration Fixed Income.** For this strategy, we construct portfolios to normally maintain an average interest rate duration of between 1 and 3 years. Investments can include U.S. government and corporate debt securities, mortgage and asset-backed securities, money market instruments and derivatives, although other fixed income securities may be used in the portfolio.
- **Opportunistic Core Plus Fixed Income.** With a typical interest rate duration range of 3 to 6 years, the strategy seeks to outperform the broad bond market by applying specialized management expertise to and allocating capital among the U.S. government, corporate, high yield, international and mortgage and asset-backed bond sectors. In addition to the risk factors for all fixed income strategies, see the risk factors for derivatives and mortgage-backed and asset-backed securities, below.
- **Strategic Income.** This strategy is designed to generate absolute return through bond market investments, while bearing generally low correlation to equity and fixed income performance. Much of the time, this approach will exhibit the profile of an unconstrained fixed income strategy, allocating investments across a range of global opportunities related to credit, currencies and interest rates, with less restrictive constraints than Core Plus portfolio management. Fewer limitations

allows for a broader expression of portfolio duration and off-index exposures. When conditions are suitable, in terms of an attractive return-risk proposition, this strategy may undertake opportunities to exploit market inefficiencies through capital structure arbitrage, inter-sector arbitrage and rating agency arbitrage. These arbitrage strategies can be implemented in both the cash bond and derivative markets (including credit default swaps), both intended to benefit from mean-reverting top-down characteristics of the bond market and a strong value-oriented bottom-up perspective.

- **TIPS Fixed Income.** We invest in securities commonly known as TIPS (Treasury Inflation-Protected Securities). The strategy attempts to select TIPS at various maturities that appear more advantageous while striving to outperform against the chosen index, and providing protection against inflation.
- **Ultra Short Fixed Income.** With this strategy, we attempt to maintain a dollar-weighted average portfolio maturity normally exceeding one year, while normally maintaining an average portfolio interest rate duration of up to one year. Investments can include government and corporate debt securities, mortgage and other asset-backed securities, money market instruments and derivatives, although other fixed income securities may be used in the portfolio.
- **Unconstrained.** This strategy seeks a long term rate of return by utilizing a flexible approach that allocates investments across a range of global investment opportunities related to credit, currencies and interest rates. The use of the term “unconstrained” in the strategy’s name means that it has few limitations with respect to types of investments, is flexible in the use of interest rate duration and is not managed to be compared to an index. The portfolio management team expects to actively evaluate each investment idea based on its potential return, its risk level and how it fits within the Fund’s overall portfolio in determining whether to buy or sell investments.

*Note: In addition to the risks of all our fixed income strategies, the following are subject to the mortgage-backed securities, asset-backed securities and derivatives risks described below.*

- **Global Mortgage-Backed Securities Plus.** A fixed income strategy that seeks high income and total returns in excess of the broad investment grade bond market through investing in mortgage-backed securities across the U.S., developed and emerging markets. Strategy is implemented primarily through investment grade securities, but will be extended when prevailing conditions provide for more opportunistic deployment of capital.
- **Global Securitized.** Drawing on fixed income issues across the U.S., developed and emerging markets, an aggressive, total return fixed income strategy,

emphasizing complex mortgage-backed securities designed to offer high absolute returns. The strategy is not managed within a prescribed duration range, and may vary greatly over time.

- **Index Plus Mortgage-Backed Securities.** A fixed income strategy that seeks high income and total returns in excess of the broad investment grade bond market through investing in U.S. dollar-denominated mortgage-backed securities. This strategy generally involves tighter constraints on the investments it makes, such as non-agency mortgage-backed securities, than our Mortgage-Backed Securities strategy.
- **Index Tracking Mortgage-Backed Securities.** A strategy designed to largely replicate the return of or slightly outperform a designated mortgage-backed securities index with very limited differentiation from the composition of the benchmark.
- **Mortgage-Backed Securities.** A fixed income strategy that seeks high income and total returns in excess of the broad investment grade bond market through investing in U.S. dollar-denominated mortgage-backed securities.
- **Mortgage-Backed Short-Intermediate.** A fixed income strategy investing primarily in mortgage-backed securities of U.S. government agencies. The strategy seeks to capture much of the higher yields of traditional long-term bond portfolios with relatively less volatility.
- **Opportunistic Mortgage-Backed Securities.** The Opportunistic Mortgage-Backed Securities strategy offers investors the opportunity to take advantage of the pockets of inefficiencies that exist due to the significant repricing of mortgage credit risk. With extensive experience in all sectors of the MBS markets, we are well equipped to exploit these opportunities.
- **Securitized Opportunities.** An aggressive, total return fixed income strategy, emphasizing complex mortgage-backed securities designed to offer high absolute returns. The strategy is not managed within a prescribed duration range, and may vary greatly over time.
- **Specialized Cash.** A fixed income strategy investing in adjustable rate and other short-term mortgage-backed securities issued by U.S. government agencies. The strategy seeks to outperform short-term U.S. Treasuries and other “AAA” credits.
- **Total Return Mortgage-Backed Securities.** A fixed income strategy that seeks high income and total returns in excess of the broad investment grade bond market through investing in U.S. dollar-denominated mortgage-backed securities. This strategy generally involves fewer restraints on the investments it makes, such as

non-agency mortgage-backed securities, than our Mortgage-Backed Securities strategy.

### **Our methods and sources for analysis for domestic fixed income strategies:**

We maintain a value-oriented investment approach. As such, our investment process focuses on preserving capital for our clients, while extracting value utilizing deep, fundamental, “bottom-up” research and analysis.

For the credit sector, our research focuses on asset value, seniority in the capital structure, covenant strength, and the ability to generate free cash flow. We utilize several measures to determine a company's asset value (including discounted cash flow analysis, multiples of cash flow, multiples of free cash flow, percentage of replacement cost, required IRR, etc.) and then compare that to the market price of their debt. We conduct a detailed examination of the company's organizational and capital structure to determine seniority. We consider both structural and payment seniority, as well as limitations on the company's ability to incur debt senior to us. In addition, we concentrate on the actual cash flow generated by reconstructing the components that make up the change in cash from period to period. This removes accrual accounting distortions. Other firm specific factors and risks such as liquidity, management, operations, labor relations, the overall competitive position and business environment, or other financially material environmental, social, or governance factors and risks that impact a firm are also considered.

We employ quantitative research that is driven by a number of powerful and dynamic proprietary models that aid in the analysis of fixed income securities. These models assist us in establishing independent criteria for bond valuation. We believe that the process of developing quantitative fixed income tools in-house improves our understanding and knowledge of different securities. These proprietary analytics also help us to understand and focus on how a portfolio is structured relative to the benchmark and how a portfolio will perform across a variety of interest rate, yield curve, and volatility scenarios.

Our proprietary quantitative models assist us in analyzing the following sectors of the fixed income market: Treasury securities, Treasury futures, callable corporate bonds, mortgage pass-throughs, and collateralized mortgage obligations (“CMOs”). In addition, we have a proprietary portfolio management system, which aids in risk management, scenario analysis, portfolio risk metrics, client reporting, and compliance. By having a proprietary portfolio management system rather than vended software, we are able to adapt faster to changes in the market, create analysis and reporting that is specific to our particular portfolios and management style and to do customized reporting or implement risk management projects from clients and consultants.

In the mortgage sector, our loan level database of over 30 million loans provides original and current loan characteristics that are updated monthly. The original information provided includes loan to value (“LTV”), zip code, property type, documentation, loan type, FICO score, etc. Current information is updated monthly to include payment status,

modification details, loss amounts, prepayments and liquidation amounts necessary for us to estimate information and real estate owned or “REO” sale prices. Additionally, utilizing data from external vendors, we analyze climate physical risk for commercial and residential mortgages.

The research and analytics generate deal and zip code level metrics including delinquency roll rates, prepayment rates, REO sales index, mark-to-market LTV, negative/positive equity and many other factors historically critical in the analysis of the complex non-agency MBS sector. In today’s market, the most important factor is the loan-to-value ratio, as it is the primary driver of a borrower’s default decision, a key input to loss severity calculations and a significant indicator of prepayment speeds. Our ability to determine a more accurate LTV than is observable in the broader market statistics is a critical way we add incremental value to portfolio analysis and security selection. The output of this analysis shapes our market analysis/insight and pricing and determines vintage rankings, alt-A vs. subprime vs. prime vs. option-arm comparative analysis, absolute and relative rankings at the deal level as well as security level.

In addition to our proprietary resources, we believe we also utilize the best tools available from external vendors. One example is our utilization of Open-Bloomberg, which allows our proprietary analytics packages to interface directly with real time market data. This includes a database containing over 1,000,000 separate fixed income issues. Another example is our utilization of The Yield Book. This tool enables us to model client indexes with an additional database containing 50,000+ issues. The Yield Book allows us to provide clients, by request, with third-party risk metrics for their portfolio.

The output of our analysis shapes our view of the markets and pricing helps to point out when further in-depth research is needed to determine relative value.

#### **Our methods and sources for analysis for international fixed income strategies:**

We utilize a value-seeking investment approach developed to identify and exploit the best reward-risk opportunities in emerging markets fixed income. Our integrated top-down and bottom-up investment process emphasizes global and multi-sector diversification to generate attractive risk-adjusted returns from income and capital appreciation. Scenario analysis is an important element in the investment process. This probabilistic approach includes the widest range of potential outcomes in the determination of expected returns, allowing us to establish a dynamic link between credit fundamentals, market valuations, and portfolio strategy.

All sovereign and corporate credits are evaluated utilizing proprietary credit models designed and developed by us. This phase of the research process serves three important functions: isolate key credit strengths and weaknesses and other risk factors; analyze the momentum of credit fundamentals; and standardize the framework for comparing credits

Sovereign credits are evaluated using a standardized set of quantitative and qualitative variables falling into seven general categories: exchange rates, fiscal policy, debt service capacity and debt dynamics, financial sector strength, structural reforms, political outlook, and environmental, social and governance (ESG) factors.

Our corporate and quasi sovereign credit research is undertaken utilizing a similar standardized approach. We evaluate corporate credit fundamentals utilizing 24 separate financial and qualitative variables divided into seven categories: operating performance, debt service capacity, management, competitive position, covenant, operating trends and ESG factors.

The integration of ESG considerations into our Emerging Markets (EM) fixed income and process dates back to inception, driven by a view that these considerations can help identify attractive investment opportunities and signal upside potential and downside risks. We incorporate ESG factors in our sovereign and corporate analyses to the extent we believe they will have a material impact on the credit. As the market has developed, the ESG focus lens has broadened from primarily governance and social factors to also include a broader set of sustainability factors, and our ESG evaluation methodology has expanded to reflect this. In analyzing ESG risks, we recognize that relevant factors are not simply static, but rather should be evaluated in the context of momentum to better assess where an issuer is headed. Accordingly, our proprietary Emerging Markets ESG evaluations take into account not only where an issuer is now, but also how its ESG metrics are changing.

In our process, ESG evaluations are an important input in country allocation and security selection decisions. It should be noted that ESG factors are one input into the investment process, along with traditional fundamental economic and political analysis.

In addition to primary research, which comprises 60%-70% of our research inputs, the portfolio managers, sovereign risk analysts, and corporate credit analysts utilize a wide variety of outside research sources. These include sell side banks, local banks and investment banks such as JP Morgan, Deutsche Bank, Citibank, Bank of America Merrill Lynch, and Morgan Stanley; international multilateral organizations such as the IMF, IBRD, IADB, EBRD, and ADB; in-country political and economic consultants; and a variety of outside data services, including Bloomberg and FactSet.

Risk management plays an important role in our portfolio construction process. The first level of our risk management methodology is an elaborate scenario building process that isolates the strengths and weaknesses of each investment and constructs baseline, best, and worst case outcomes from the interplay of investment fundamentals. The aforementioned process is integral to the development of our investment strategy and risk management techniques with explicit probabilities and market valuations assigned to each scenario. For each investment, expected return forecasts are derived that capture the full range of possible outcomes. This scenario framework is utilized to define specific performance benchmarks for each investment. From these benchmarks, we can more easily track the performance of each investment in relation to its baseline, best, and worst case outcomes



through time. Through the scenario analysis, the team creates a dynamic link between investment fundamentals, market valuations, and investment strategy and a robust portfolio strategy that emphasizes maximum global and multi-sector diversification to diffuse and minimize investment risks.

## **RISKS FOR FIXED INCOME STRATEGIES:**

**The principal risks for all fixed income strategies are:**

- **interest rate risk:** the risk that debt securities will decline in value because of changes in interest rates or a decline in interest rates will lower their yield. Interest rate risk also includes the exposure of the portfolio to the outright level of both Treasury and swap rates across the entirety of the maturity curves. It also includes the level of Treasury and swap rates relative to each other and to other market indicators. Interest rate management will encompass all of those factors and will seek to hedge those exposures on an outright basis, relative to the stated benchmark, or relative to other risks in the portfolio.
- **liquidity risk:** the risk that there may be no willing buyer of the portfolio securities and we may have to sell those securities at a lower price, or may not be able to sell the securities at all, each of which would have a negative effect on performance.
- **credit risk:** the risk that an issuer will default in the payment of principal and/or interest on a security.
- **price volatility risk:** the risk that the value of the investment portfolio will change as the prices of its investments go up or down.
- **issuer risk:** the risk that the value of a security may decline for reasons directly related to the issuer such as corporate governance or management performance, earnings, financial leverage, the value of assets and reduced demand for the issuer's goods or services, as well as, other material ESG risks.
- **market risk:** the risk that returns from the securities in which we invest will decline in value due to factors affecting securities markets generally or particular industries represented in the securities markets. Normal markets are generally characterized by a benign credit environment with only isolated idiosyncratic credit events, good liquidity as demonstrated by regular and consistent two way trading across markets, and a risk posture on the part of the managers that is neutral to positive, i.e. not defensive with respect to credit risk.
- **securities selection risk:** the risk that the securities we invest in will underperform others investing in the same asset class or benchmarks that are representative of the asset class because of our choice of securities.
- **portfolio management risk:** the risk that an investment strategy may fail to produce the intended results.

- **non-diversification risk:** the risk that the portfolio we invest in may be subject to wider fluctuations in value than if it were subject to broader diversification requirements.
- **globalization risk:** the risk that the growing inter-relationship of all global economies and financial markets has increased the effect of conditions in one country or region on issuers of securities in a different country or region.
- **market disruptions, geopolitical, and physical/natural risk:** market disruption can be caused by economic, financial or political events and factors, including but not limited to, international wars or conflicts (including Russia's military invasion of Ukraine, and any global consequences), geopolitical developments (including trading and tariff arrangements, sanctions and cybersecurity attacks), instability in regions such as Asia, Eastern Europe and the Middle East, terrorism, natural disasters (including earthquakes and significant hydrometeorological hazards) and other unanticipated events. The extent and duration of such events and resulting market disruptions cannot be predicted, but could be substantial and could magnify the impact of other risks to investors. These and other similar events could adversely affect the U.S. and foreign financial markets and lead to increased market volatility, reduced liquidity in the securities markets, significant negative impacts on issuers and the markets for certain securities and commodities and/or government intervention. They may also cause short- or long-term economic uncertainties in the United States and worldwide. As a result, whether or not an investor invests in securities of issuers located in or with significant exposure to the countries directly affected, the value and liquidity of the investments in an account may be negatively impacted. Further, due to closures of certain markets and restrictions on trading certain securities, the value of certain securities held could be significantly impacted, which could lead to those securities being valued at zero.
- **public health emergency risks:** the risk that pandemics and other public health emergencies, including outbreaks of infectious diseases such as the current outbreak of the novel coronavirus ("COVID-19"), can result, and in the case of COVID-19 is resulting, in market volatility and disruption, and materially and adversely impact economic conditions in ways that cannot be predicted, all of which could result in substantial investment losses. Containment efforts and related restrictive actions by governments and businesses have significantly diminished and disrupted global economic activity across many industries. Less developed countries and their health systems may be more vulnerable to these impacts. The ultimate impact of COVID-19 or other health emergencies on global economic conditions and businesses is impossible to predict accurately. Ongoing and potential additional material adverse economic effects of indeterminate duration and severity are possible. The resulting adverse impact on the value of an investment in the Fund could be significant and prolonged.
- **inflation risk:** the risk that the value of assets or income from investments will be less in the future as inflation decreases the value of money. As inflation increases,



the present value of assets and distributions may decline. Inflation creates uncertainty over the future real value (after inflation) of an investment. Inflation rates may change frequently and drastically as a result of various factors, including unexpected shifts in the domestic or global economy, and investments may not keep pace with inflation, which may result in losses to investors.

- **ESG investing risk:** the risk a strategy's ESG strategy may select or exclude securities of certain issuers for non-financial reasons, and that the strategy's performance will differ from accounts that do not utilize an ESG investing strategy. For example, the application of this strategy could affect an account's exposure to certain sectors or types of investments, which could negatively impact the account's performance. ESG investing is qualitative and subjective by nature, and there is no guarantee that the criteria used by us or any judgement exercised by us will reflect the opinions of any particular investor. Accounts with ESG investment strategies are generally suited for long-term rather than short-term investors.

There are no universally agreed upon objective criteria for assessing ESG factors for investments. Rather, these criteria tend to have many subjective characteristics, can be difficult to analyze, and frequently involve a balancing of numerous factors. ESG factors can vary over different periods and evolve over time. They may also be difficult to apply consistently across different types of investments. For these reasons, ESG standards may be aspirational and tend to be stated broadly and applied flexibly. In addition, investors and other bodies may disagree as to whether a certain investment satisfies ESG standards given the absence of mandated or generally accepted criteria.

- **ETF and ETN risk:** the risk that the value of the investment portfolio's investments in these instruments will fluctuate in response to the performance of underlying or reference investments.

*The following are risks of strategies that invest in mortgage-backed securities:*

- **underlying collateral risk:** the risk that the impairment of the value of the collateral underlying the non-agency security in which we invest, such as non-payment of mortgage loans, will result in a reduction in the value of the security.
- **extension risk:** the risk that in times of rising interest rates, mortgage prepayments will slow causing portfolio securities considered short or intermediate term to be long-term securities which fluctuate more widely in response to changes in interest rates than shorter term securities.
- **prepayment risk:** the risk that in times of declining interest rates, the higher yielding securities will be prepaid and we will have to replace them with securities having a lower yield.

*The following are risks of strategies that employ derivatives or leverage:*

- **derivatives risk:** the risk of investing in derivative instruments, including liquidity, interest rate, market and management risks, mispricing or improper value. Changes in the value of a derivative may not correlate perfectly with the underlying asset, reference rate or index and could lose more than the principal amount invested.
- **leveraging risk:** the risk that leverage created from borrowing or certain types of transactions or instruments, including derivatives, may impair the investment portfolio's liquidity, cause it to liquidate positions at an unfavorable time, increase volatility or otherwise not achieve its intended result.
- **counterparty risk:** the risk that the other party to a contract, such as a swap agreement, will not fulfill its contractual obligations.

*The following are risks of strategies that invest in asset-backed securities:*

- **underlying collateral risk:** the risk that the impairment of the value of the collateral underlying a security in which we invest such as non-payment of loans, will result in a reduction in the value of the security. The asset-backed securities (ABS) sector includes not only traditional collateral types such as credit card receivables, auto loans, and home equity lines of credit, but also non-traditional collateral types such as student loans, franchise loans, structured legal settlements, shipping containers, etc. ABS will also include instruments which have collateral that is comprised of other securities, such as collateralized debt/bond/loan obligations (CDOs/CBOs/CLOs). For a variety of reasons, many of these collateral types are not included in the specified benchmark, but may be attractive investments consistent with the desired risk profile of the portfolio.
- **extension risk:** the risk that in times of rising interest rates, prepayments will slow causing portfolio securities considered short or intermediate term to be long-term securities which fluctuate more widely in response to changes in interest rates than shorter term securities.

*The following are special risks for international strategies:*

- **emerging market country risk:** the risk that the value of investments will decline due to the greater degree of economic, political and social instability of emerging market countries as compared to the developed countries.
- **foreign currency risk:** the risk that the value of the investments denominated in foreign currencies will decline in value because the foreign currency has declined in value relative to the U.S. dollar.
- **market disruptions, geopolitical, and physical/natural risk:** please refer to the description above under "Principal Risks".

## B. EQUITIES STRATEGIES

The equity strategies we offer and the principal methods and sources of analysis we use are:

- **Concentrated Core.** A highly-focused approach primarily targeting top large cap companies with strong and enduring business models. An active strategy utilizing proprietary fundamental research focused on identifying companies with improving operating prospects. The strategy also uses macroeconomic risk analysis. Sources of information include financial news, review of corporate activity, internal and third-party research, company reports and press releases, due diligence meetings with management and interviews with suppliers, customers and competitors.
- **Global Artificial Intelligence Equity.** A global strategy that focuses on investing in the equity of growth businesses in information technology, consumer discretionary, industrials, health care, and other sectors. The emphasis is on the technological leaders in position to grow over the medium- and long-term as global industry demand increases. The strategy invests in those businesses expected to benefit from the rising influence of artificial intelligence in analysis, forecasting, efficiency, automation, consistency and scale. The strategy uses fundamental research to identify these companies. Sources of information include financial news, review of corporate activity, internal and third-party research, company reports and press releases, due diligence meetings with management and interviews with suppliers, customers and competitors.
- **Global Healthcare.** A strategy that seeks long term capital appreciation by identifying public-traded healthcare-related equity securities that are trading below fundamental value. The strategy may also invest in equity securities of non-U.S. companies trading on a U.S. exchange, NASDAQ or in the U.S. over-the-counter markets. The strategy uses fundamental research and analysis, including due diligence with company management teams as well as discussions with third parties.
- **Global Relative Value Dividend Appreciation.** A global strategy which employs a highly disciplined, analytically-driven investment process utilizing quantitative and qualitative resources to generate investment ideas. Primarily invests in equities of companies with dividend paying records. There is an option on this strategy to apply a Shariah-compliant overlay. The strategy uses bottom-up, fundamental analysis, proprietary data and analytical systems, discounted cash flows, and discussions with third parties. Sources of information include financial news, inspection of corporate activity, internal and third-party research, company reports and press releases, due diligence meetings with management, court filings, interviews with suppliers, customers and competitors and audited financial reports.

- **Global Space Technology Equities.** In managing the strategy, the portfolio manager seeks to invest in what he considers to be attractively valued equity securities of cash generating businesses that benefit from demand for aerospace/space oriented technology, equipment and tools. Fundamental research is used to identify these companies. The portfolio manager will use both qualitative and quantitative screening criteria to supplement the fundamental research. The portfolio manager's screening focuses on companies whose shares are trading at prices the portfolio manager believes are below their intrinsic values.
- **New America Premier Equities.** In managing the strategy, the portfolio manager seeks to invest in what he considers to be attractively valued equity securities of cash generating businesses with prudently managed environmental, social, and financial resources. Fundamental research is used to identify these companies. The portfolio manager will use both qualitative and quantitative screening criteria to supplement the fundamental research. The portfolio manager's screening focuses on companies whose shares are trading at prices the portfolio manager believes are below their intrinsic values.
- **Next Generation Mobility Equity.** A global strategy that focuses on investing in the equity of businesses providing technology for the next generation of mobility to reduce pollution, improve safety, enable autonomous vehicles, and the connected experience. The emphasis is on the technological leaders in position to grow over the medium- and long-term to benefit from these long term trends. The strategy invests in those businesses expected to benefit from the electrification, active safety, autonomy and connectivity. The strategy uses fundamental research to identify these companies. Sources of information include financial news, review of corporate activity, internal and third-party research, company reports and press releases, due diligence meetings with management and interviews with suppliers, customers and competitors.
- **Q-Alpha US Equity:** A strategy that invests in equity securities in the S&P 500 Index as selected by a proprietary machine-learning quantitative model. Its investment objective is to outperform S&P 500 Index. The machine-learning quantitative model selects 50 names and their respective weights – within certain pre-set limits – among the constituents of the S&P 500 on a monthly basis. The strategy seeks to be fully invested at all times. Sources of information include historical macro-economic data and company related financial metrics.
- **Relative Value Dividend Appreciation.** A strategy which employs a highly disciplined, analytically-driven investment process utilizing quantitative and qualitative resources to generate investment ideas. Primarily invests in equities of companies with dividend paying records. The strategy uses bottom-up, fundamental analysis, proprietary data and analytical systems, discounted cash flows, and discussions with third parties. Sources of information include financial news, inspection of corporate activity, internal and third-party research, company

reports and press releases, due diligence meetings with management, court filings, interviews with suppliers, customers and competitors and audited financial reports.

- **Relative Value Large Cap.** A strategy seeking undervalued, large cap stocks where the company has a fundamental catalyst or competitive advantage which will ultimately be recognized by the market place and appreciate in value. The strategy uses bottom-up, fundamental analysis, proprietary data and analytical systems, discounted cash flows, and discussions with third parties. Sources of information include financial news, inspection of corporate activity, internal and third-party research, company reports and press releases, due diligence meetings with management, court filings, interviews with suppliers, customers and competitors, and audited financial reports.

*Note: In addition to the risks of all our equities strategies, the following are subject to small and mid-capitalization risk described below:*

- **Global Entertainment Technology Equity.** A global strategy that focuses on investing in the equity of businesses that benefit from the growth of demand for entertainment products and services, primarily in the communications services, information technology, and consumer discretionary sectors. The emphasis is on those businesses embracing technological change to disrupt and expand the entertainment industry and provide a better consumer experience. The strategy uses fundamental research to identify these companies. Sources of information include financial news, review of corporate activity, internal and third-party research, company reports and press releases, due diligence meetings with management and interviews with suppliers, customers and competitors.
- **Global Green Equity Income:** A concentrated all-cap equity portfolio of high quality, well managed, global, exchange-listed, dividend-paying renewable energy companies. The strategy seeks to acquire common or preferred shares of high quality dividend-paying renewable energy at a substantial discount to their intrinsic value. To identify opportunities, it employs a disciplined “bottom-up” investment process, with emphasis on asset/cash flow/management quality. Sources of information include financial news, inspection of corporate activity, inspection of assets, internal and third-party research, corporate rating services, company reports and press releases, due diligence meetings with management, court filings, interviews with suppliers, customers and competitors, and audited financial reports.
- **Global Low Volatility Equities.** A global equity portfolio of listed companies who exhibit low share price and business fundamental volatility. The strategy’s investment objective is to outperform the MSCI World Minimum Volatility Index with low tracking error. To identify opportunities, it employs a disciplined “bottom-up” investment process, with emphasis on asset/cash flow/management quality to select top holdings. Factor analysis is used to manage exposures and remove unintended bets. Sources of information include financial news, inspection of

corporate activity, inspection of assets, internal and third-party research, corporate rating services, company reports and press releases, due diligence meetings with management, court filings, interviews with suppliers, customers and competitors, and audited financial reports.

- **Global Premier ESG Equities.** In managing the strategy, the portfolio manager seeks to invest in businesses whose leaders prudently manage their environmental, social, and financial resources and whose shares are attractively valued relative to the free cash flow generated by the businesses. The portfolio manager analyzes such companies through a combination of in-house research performed by TCW and by reviewing data provided by third-party sources, the information is used to develop performance scores and rankings for each company, which are then compared against their peers on their fundamental performance and disclosure performance. The portfolio manager believes that applying this ESG data driven lens at the start of the investment research process helps to eliminate underperforming businesses and identify better managed businesses that are often overlooked or underappreciated by market participants.
- **Global REIT.** A concentrated all-cap global equity portfolio of high quality, well managed real estate companies. The strategy seeks to acquire common or preferred shares of high quality real estate stocks at a substantial discount to their intrinsic value. There is an option on this strategy to apply a Shariah-compliant overlay. To identify opportunities, it employs a disciplined “bottom-up” investment process, with emphasis on asset/cash flow/management quality. Sources of information include financial news, inspection of corporate activity, inspection of assets, internal and third-party research, corporate rating services, company reports and press releases, due diligence meetings with management, court filings, interviews with suppliers, customers and competitors, and audited financial reports.
- **Market Neutral Income Equities.** A concentrated all-cap long/short equity portfolio with a focus on the real estate and financials ecosystems as well as adjacent industries (e.g. retail, consumer, infrastructure, hotels, lending, etc. The strategy seeks to be market neutral, as defined by having a beta of approximately 0 relative to major indices such as the S&P 500 or the Russell 2000. It accomplishes this through a disciplined and focused process of “bottom-up” security selection – both with long and short candidates – and tight beta control. Sources of information include financial news, inspection of corporate activity, inspection of assets, internal and third-party research, corporate rating services, company reports and press releases, due diligence meetings with management, court filings, interviews with suppliers, customers and competitors, and audited financial reports.
- **Relative Value Mid Cap.** An aggressive capital appreciation style that generally invests in small- and medium-sized cap companies deemed to be undervalued relative to the equities market. The strategy uses bottom-up, fundamental analysis, proprietary data and analytical systems, discounted cash flows, and discussions



with third parties. Sources of information include financial news, inspection of corporate activity, internal and third-party research, company reports and press releases, due diligence meetings with management, court filings, interviews with suppliers, customers and competitors and audited financial reports.

- **U.S. REIT Total Return.** A concentrated all-cap equity portfolio of high quality, well managed U.S. listed real estate companies. The strategy seeks to acquire common or preferred shares of high quality U.S. listed real estate stocks at a substantial discount to their intrinsic value. To identify opportunities, it employs a disciplined “bottom-up” investment process, with emphasis on asset/cash flow/management quality. Sources of information include financial news, inspection of corporate activity, inspection of assets, internal and third-party research, corporate rating services, company reports and press releases, due diligence meetings with management, court filings, interviews with suppliers, customers and competitors, and audited financial reports.

## **RISKS FOR EQUITIES STRATEGIES:**

**The principal risks of investing in our equities strategies are:**

- **equity risk:** the risk that stocks and other equity securities generally fluctuate in value more than bonds and may decline in value over short or extended periods based on changes in a company’s financial condition and in overall market economic and political conditions.
- **liquidity risk:** the risk that there may be no willing buyer of the portfolio securities and it may have to sell those securities at a lower price, or may not be able to sell the securities at all, each of which would have a negative effect on performance.
- **price volatility risk:** the risk that the value of the investment portfolio will change as the prices of its investments go up or down.
- **market risk:** the risk that returns from the securities in which we invest will decline in value due to factors affecting securities markets generally or particular industries represented in the securities markets.
- **securities selection risk:** the risk that the securities in the investment portfolio will underperform other accounts or funds investing in the same asset class or benchmarks that are representative of the asset class because of the choice of securities. In addition, security selection for an investment portfolio using machine learning is dependent upon the Advisor’s use of its proprietary machine learning process and, as a result, the Advisor’s skill in utilizing and implementing that process.

- **ETF and ETN risk:** the risk that the value of the investment portfolio's investments in these instruments will fluctuate in response to the performance of underlying or reference investments.
- **portfolio management risk:** the risk that an investment strategy may fail to produce the intended results.
- **issuer risk:** the risk that the value of a security may decline for reasons directly related to the issuer such as corporate governance or management performance, earnings, financial leverage, the value of assets and reduced demand for the issuer's goods or services, as well as, other material ESG risks.
- **investment style risk:** the risk that the particular style or set of styles that we primarily use may be out of favor or may not produce the best results over short or longer time periods and may increase the volatility of the value of the investment portfolio.
- **globalization risk:** the risk that the growing interrelationship of all global economies and financial markets has increased the effect of conditions in one country or region on issuers of securities in a different country or region.
- **non-diversification risk:** the risk that the portfolio in which we invest may be subject to wider fluctuations in value than if it were subject to broader diversification requirements.
- **foreign investing risk:** the risk that the asset prices will fluctuate with market conditions and the economic and political climates where investments are made.
- **foreign currency risk:** the risk that the value of the investments we make that are denominated in foreign currencies will decline in value relative to the U.S. dollar.
- **small and mid-capitalization risk:** for certain of our strategies identified above, the risk that the stock performance of small and mid-capitalization companies can be more volatile than the stock performance of large capitalization companies, and they face the risk of business failure which increase the risk of loss.
- **market disruptions, geopolitical, and physical/natural risk:** market disruption can be caused by economic, financial or political events and factors, including but not limited to, international wars or conflicts (including Russia's military invasion of Ukraine, and any global consequences), geopolitical developments (including trading and tariff arrangements, sanctions and cybersecurity attacks), instability in regions such as Asia, Eastern Europe and the Middle East, terrorism, natural disasters (including earthquakes and significant hydrometeorological hazards) and other unanticipated events. The extent and duration of such events and resulting market disruptions cannot be predicted, but could be substantial and could magnify the impact of other risks to investors. These and other similar events could adversely affect the U.S. and foreign financial markets and lead to increased market volatility, reduced liquidity in the securities markets, significant negative impacts



on issuers and the markets for certain securities and commodities and/or government intervention. They may also cause short- or long-term economic uncertainties in the United States and worldwide. As a result, whether or not an investor invests in securities of issuers located in or with significant exposure to the countries directly affected, the value and liquidity of the investments in an account may be negatively impacted. Further, due to closures of certain markets and restrictions on trading certain securities, the value of certain securities held could be significantly impacted, which could lead to those securities being valued at zero.

- **public health emergency risks:** the risk that pandemics and other public health emergencies, including outbreaks of infectious diseases such as the current outbreak of the novel coronavirus (“**COVID-19**”), can result, and in the case of COVID-19 is resulting, in market volatility and disruption, and materially and adversely impact economic conditions in ways that cannot be predicted, all of which could result in substantial investment losses. Containment efforts and related restrictive actions by governments and businesses have significantly diminished and disrupted global economic activity across many industries. Less developed countries and their health systems may be more vulnerable to these impacts. The ultimate impact of COVID-19 or other health emergencies on global economic conditions and businesses is impossible to predict accurately. Ongoing and potential additional material adverse economic effects of indeterminate duration and severity are possible. The resulting adverse impact on the value of an investment in the Fund could be significant and prolonged.
- **machine learning risk:** the risk that an investment strategy’s proprietary “machine learning” security selection process, as well as data and information supplied by third parties that are utilized in that process, may fail to identify profitable opportunities at any time. To the extent the machine learning process is used and does not perform as designed or as intended, the investment strategy may not be successfully implemented and the investment portfolio may lose value. If the input data is incorrect or incomplete, any decisions made in reliance on those data may lead to the inclusion or exclusion of securities that would have been excluded or included had the data been correct and complete.
- **Inflation risk:** the risk that the value of assets or income from investments will be less in the future as inflation decreases the value of money. As inflation increases, the present value of assets and distributions may decline. Inflation creates uncertainty over the future real value (after inflation) of an investment. Inflation rates may change frequently and drastically as a result of various factors, including unexpected shifts in the domestic or global economy, and investments may not keep pace with inflation, which may result in losses to investors.
- **ESG investing risk:** the risk a strategy’s ESG strategy may select or exclude securities of certain issuers for non-financial reasons, and that the strategy’s performance will differ from accounts that do not utilize an ESG investing strategy.

For example, the application of this strategy could affect an account's exposure to certain sectors or types of investments, which could negatively impact the account's performance. ESG investing is qualitative and subjective by nature, and there is no guarantee that the criteria used by us or any judgement exercised by us will reflect the opinions of any particular investor. Accounts with ESG investment strategies are generally suited for long-term rather than short-term investors.

There are no universally agreed upon objective criteria for assessing ESG factors for investments. Rather, these criteria tend to have many subjective characteristics, can be difficult to analyze, and frequently involve a balancing of numerous factors. ESG factors can vary over different periods and evolve over time. They may also be difficult to apply consistently across different types of investments. For these reasons, ESG standards may be aspirational and tend to be stated broadly and applied flexibly. In addition, investors and other bodies may disagree as to whether a certain investment satisfies ESG standards given the absence of mandated or generally accepted criteria.

*The following are special risks for real estate and income-related strategies:*

- **REIT and real estate company risk:** the risk that the value of the investments in REITs and real estate companies may generally be affected by factors affecting the value of real estate and the earnings of companies engaged in the real estate industry. REITs are also subject to heavy cash flow dependency, self-liquidation and the possibility of failing to qualify for tax-free "pass-through" of income under the federal tax law.
- **real estate industry concentration risk:** the risk that the investments may be susceptible to the impact of market, economic, regulatory, and other factors affecting the real estate industry and/or the local or regional real estate markets because of its concentrated investments in the real estate industry. At times of such impact, the value of the investments may fluctuate more widely than it would for a strategy that invests more broadly across varying industries and sectors.
- **mortgage/loan REIT risk:** the risk that REITs that invest in mortgages or loans may also be indirectly subject to various risks associated with those investments, including, but not limited to: interest rate risk, credit risk and distressed and defaulted securities risk as discussed below:
  - **interest rate risk:** the risk that debt securities will decline in value because of changes in interest rates.
  - **credit risk:** the risk that an issuer will default in the payment of principal and/or interest on a security.

- **distressed and defaulted securities risk:** the risk that the repayment of defaulted securities and obligations of distressed issuers is subject to significant uncertainties.
- **frequent trading risk:** the risk that frequent trading will lead to increased portfolio turnover and higher transaction costs, which may reduce the portfolio's performance and may cause higher levels of current tax liability clients of the portfolio.
- **derivatives risk:** the risk of investing in derivative instruments, which include liquidity, interest rate, market, credit and management risks as well as risks related to mispricing or improper valuation. Changes in the value of a derivative may not correlate perfectly with the underlying asset, reference rate or index and could lose more than the principal amount invested.
- **leverage risk:** the risk that leverage created from borrowing or certain types of transactions or instruments, including derivatives, may impair the investment portfolio's liquidity, cause it to liquidate positions at an unfavorable time, increase its volatility or otherwise cause it not to achieve its intended result.
- **counterparty risk:** the risk that the other party to a contract, such as a derivatives contract, will not fulfill its contractual obligations.
- **options strategy risk:** the risk that the investment portfolio's opportunity to profit from an increase in the market value of its investments may be limited by writing call options.
- **other investment company risk:** the risk that investments in the shares of other investment companies, including exchange-traded funds and REITs, are subject to the risks associated with such investment companies' portfolio securities. Accordingly, investments in shares of another investment company will fluctuate based on the performance of such investment company's portfolio securities.

## C. INTERNATIONAL STRATEGIES:

### The international strategies we offer are:

- **Concentrated Emerging Markets Equity.** The objective of the TCW EM Concentrated Equity strategy is to invest in a concentrated portfolio of the best investment equity ideas in Emerging Markets ("EM") with a focus on long-term sustainable growth. Ideas are generated by fundamental bottom up equity research with macro input from the TCW EM sovereign research group.

The strategy is a long-only actively managed Emerging Markets all-cap strategy. The strategy invests in emerging markets equities or developed market equities with

a majority of revenue, net income or assets in EM with certain exceptions. These securities may be denominated in either U.S dollars or local currencies. There are no country or regional constraints in this strategy. ESG factors are considered in the investment process.

Fundamental research is conducted on the identified growth themes and results in the equity team's monitored focus list of securities, which serves as a foundation for stocks entering the portfolio. The process includes periodic reviews to reflect any changes in fundamentals and/or valuation metrics. As part of this process, under normal circumstances, EM equity analysts meet companies under their respective coverage at conferences, non-deal roadshows and during regional visits. The industry focus of the equity team allows the analysts to generate a global perspective for their sectors, glean insights into the supply chain and end market dynamics, and generate a comprehensive picture of the competitive landscape.

- **Developing Markets Equity.** This strategy seeks long-term capital appreciation by investing in equity securities issued by companies and financial institutions domiciled or with primary business operations in, or with the majority of their net assets in or revenues or net income deriving from, Developing Market Countries. Developing Market Countries are defined as a country that has a developing economy or market and is considered a developing country by the International Bank of Reconstruction and Development (IBRD) or any affiliate thereof as well as additional countries not on the IBRD list. The strategy focuses on fundamental analysis to build the portfolio, supplemented by quantitative techniques. Top down macro-economic inputs based on country level and aggregate economic and trade data, country and political risk outlook, credit metrics etc. are incorporated into this strategy. Primary sources of information include company reports prepared by third parties, company annual reports and press releases, due diligence meetings with management, and interviews with suppliers, customers and competitors. Quantitative models rely on publicly available databases as well as data sourced from paid services. This strategy is subject to the same risks as U.S. equities described above, including derivatives, leveraging and counterparty risk. In addition it is subject to the special risks for international strategies described below, and the risk that the stock performance of emerging market companies can be more volatile than the stock performance of developed market equities, and they face the risk of business failure which increases the risk of loss.
- **EM ECO Centric Opportunities.** This strategy seeks long term capital appreciation in a concentrated portfolio of the best equity ideas in emerging markets with a focus on long-term structural growth companies are leading environmental transformation through superior technology, better industrial scale, regulatory benefit, or natural resource endowment.

Fundamental research is conducted on the identified environmental transformation themes and results in the equity team's monitored focus list of securities, which

serves as a foundation for stocks entering the portfolio. The process includes periodic reviews to reflect any changes in fundamentals and/or valuation metrics. As part of this process, under normal circumstances, EM equity analysts meet companies under their respective coverage at conferences, non-deal roadshows and during regional visits. The industry focus of the equity team allows the analysts to generate a global perspective for their sectors, glean insights into the supply chain and end market dynamics, and generate a comprehensive picture of the competitive landscape

- **Emerging Markets Asia High Yield.** The objective of this strategy is to outperform the benchmark over the long term by investing primarily in high yield Asia ex-Japan corporate credit, primarily denominated in U.S. dollars and opportunistically in local currency. The strategy uses top-down and bottom-up fundamental analysis, including analysis of security structure, country and political risk, credit, discounted cash flows, and discussions with third parties. Sources of information include primary research, financial news, inspection of corporate activity, research from secondary sources, corporate rating services, company reports and press releases, due diligence meetings with management, court filings, independently prepared engineering and technical reports, interviews with suppliers, customers and competitors, third party analytical systems and audited financial reports. This strategy is subject to the same risks as U.S. fixed income strategies described above, including derivatives and counterparty risk. In addition, it is subject to the special risks for international strategies described below
- **Emerging Markets Fixed Income 50% Hard Currency / 50% Local Currency Blend.** This strategy seeks high current income and total returns by investing in emerging market fixed income securities, including the debt obligations of public and private sector issuers. The strategy uses fundamental, technical, and relative value analysis, including analysis of security structure, country and political risk, credit, discounted cash flows, and discussions with third parties. Sources of information include primary research, financial news, inspection of corporate activity, research from secondary sources, corporate rating services, company reports and press releases, due diligence meetings with management, court filings, independently prepared engineering and technical reports, interviews with suppliers, customers and competitors, third party analytical systems and audited financial reports. This strategy is subject to the same risks as U.S. fixed income strategies described above, including derivatives, and counterparty risk. In addition, it is subject to the special risks for international strategies described below.
- **Emerging Markets Fixed Income Total Return.** This strategy seeks high current income and total returns by investing in emerging market fixed income securities, including the debt obligations of public and private sector issuers. The strategy uses fundamental, technical, and relative value analysis, including analysis of security structure, country and political risk, credit, discounted cash flows, and discussions with third parties. Sources of information include primary research,

financial news, inspection of corporate activity, research from secondary sources, corporate rating services, company reports and press releases, due diligence meetings with management, court filings, independently prepared engineering and technical reports, interviews with suppliers, customers and competitors, third party analytical systems and audited financial reports. This strategy is subject to the same risks as U.S. fixed income strategies described above, including derivatives and counterparty risk. In addition, it is subject to the special risks for international strategies described below.

- **Emerging Markets Income Focus.** The objective of this strategy is to seek current income and long term capital appreciation by investing in emerging markets hard currency sovereign, quasi-sovereign and corporate debt, all with an emphasis on investment grade. The strategy uses top-down and bottom-up fundamental analysis, including analysis of security structure, country and political risk, credit, discounted cash flows, and discussions with third parties. Sources of information include primary research, financial news, inspection of corporate activity, research from secondary sources, corporate rating services, company reports and press releases, due diligence meetings with management, court filings, independently prepared engineering and technical reports, interviews with suppliers, customers and competitors, third party analytical systems and audited financial reports. This strategy is subject to the same risks as U.S. fixed income strategies described above, including derivatives and counterparty risk. In addition, it is subject to the special risks for international strategies described below.
- **Emerging Markets Local Currency Absolute Return.** This strategy seeks an absolute return with reduced volatility in the emerging market local currency markets. The strategy employs a rules-based investment approach through a combination of high risk-adjusted carry, diversification and systematic downside risk management. Investments include high-yielding low duration local currency bonds, medium-duration local currency bonds and foreign exchange.
- **Emerging Markets Local Currency Income.** This strategy seeks high current income and total returns by investing in emerging market fixed income securities, including the debt obligations of public and private sector issuers, denominated in local currency. For this strategy our managers employ fundamental, technical and relative value analysis, as well as analysis of security structures, country and political risks, proprietary data and analytical systems, credit, discounted cash flows and discussions with third parties.
- **Emerging Markets Opportunistic Credit.** This strategy seeks current income and long-term capital appreciation primarily by investing in corporate and quasi-sovereign emerging markets fixed income assets, including bonds, bank loans, floating rate notes and inflation linked bonds. The strategy uses top-down and bottom-up fundamental analysis, including analysis of security structure, country and political risk, credit, discounted cash flows, and discussions with third parties.



Sources of information include primary research, financial news, inspection of corporate activity, research from secondary sources, corporate rating services, company reports and press releases, due diligence meetings with management, court filings, independently prepared engineering and technical reports, interviews with suppliers, customers and competitors, third party analytical systems and audited financial reports. This strategy is subject to the same risks as U.S. fixed income strategies described above, including derivatives and counterparty risk. In addition, it is subject to the special risks for international strategies described below.

- **Emerging Markets Opportunistic Credit High Yield.** This strategy is a dedicated High Yield version of the TCW Emerging Markets Opportunistic Credit strategy.
- **Emerging Markets Opportunistic Credit Investment Grade.** This strategy is a dedicated investment grade version of the TCW Emerging Markets Opportunistic Credit strategy.
- **Emerging Markets Sustainable Income.** The strategy seeks high total return provided by current income and capital appreciation by investing mainly in Emerging Markets sovereign and corporate debt within the guidelines of Article 9 of the Sustainable Finance Disclosure Regulation (SFDR). The strategy targets a 30% lower carbon intensity of the quasi-sovereign/corporate issuers in the portfolio relative to the broad EM quasi-sovereign and corporate universe. The strategy employs a proprietary ESG research framework to evaluate and score EM sovereigns, quasi-sovereigns and corporates. Factors in the proprietary scores include indicators linked to the United Nations' Sustainable Development Goals ("SDGs"), such as governance, transparency, corruption, rule of law, climate policies, civil liberties, natural resource protection, and gender equality. The strategy actively invests in green/social/sustainable bonds to help support the transition to a low carbon economy and promote progress toward achieving the SDGs.

In addition, the strategy uses top-down and bottom-up fundamental analysis, including analysis of security structure, country and political risk, credit, discounted cash flows, and discussions with third parties. Sources of information include primary research, financial news, inspection of corporate activity, research from secondary sources, corporate rating services, company reports and press releases, due diligence meetings with management, court filings, independently prepared engineering and technical reports, interviews with suppliers, customers and competitors, third party analytical systems and audited financial reports. This strategy is subject to the same risks as U.S. fixed income strategies described above, including derivatives and counterparty risk. In addition, it is subject to the special risks for international strategies described below.

- EMFI Quality Sovereign/Quasi Sovereign.** This strategy seeks to outperform its benchmark over the long term by investing primarily in dollar-denominated sovereign and quasi-sovereign debt. The investible universe is limited to a subset of countries in the EMBI Global Diversified Index rated BB- and above and limits quasi-sovereigns to a maximum of 10% of the portfolio. . The strategy uses top-down and bottom-up fundamental analysis, including analysis of security structure, country and political risk, credit, discounted cash flows, and discussions with third parties. Sources of information include primary research, financial news, inspection of corporate activity, research from secondary sources, corporate rating services, company reports and press releases, due diligence meetings with management, court filings, independently prepared engineering and technical reports, interviews with suppliers, customers and competitors, third party analytical systems and audited financial reports. This strategy is subject to the same risks as U.S. fixed income strategies described above, including derivatives and counterparty risk. In addition, it is subject to the special risks for international strategies described below.
- Worldwide Opportunities Strategy.** This strategy seeks high current income, total returns and long-term capital appreciation by investing in emerging market fixed income and equity securities. The strategy uses fundamental, technical, and quantitative techniques, including analysis of security structure, country and political risk, credit, discounted cash flows, and discussions with third parties. Top down macro-economic inputs based on country level and aggregate economic and trade data, country and political risk outlook, credit metrics etc. are incorporated into this strategy. Sources for the strategy as a whole include primary research, financial news, inspection of corporate activity, research from secondary sources, corporate rating services, company reports, and press releases, due diligence meetings with management, court filings, independently prepared engineering and technical reports, interviews with suppliers, customers and competitors, third party analytical systems and audited financial reports. Quantitative models rely on publicly available databases as well as data sourced from paid services. This strategy is subject to the same risks as U.S. fixed income and U.S. equities strategies described above, including derivatives, leveraging and counterparty risk. In addition it is subject to the special risks for international strategies described below, and the risk that the stock performance of emerging market companies can be more volatile than the stock performance of developed market equities, and they face the risk of business failure which increases the risk of loss.

## **RISKS FOR INTERNATIONAL STRATEGIES:**

*The following are special risks for international strategies in addition to the risks above for fixed income and equity strategies, excepting those risks related to using leverage or investing in mortgage-backed securities which are not applicable:*



- **emerging market country risk:** the risk that the value of investments will decline due to the greater degree of economic, political and social instability of emerging market countries as compared to the developed countries.
- **foreign currency risk:** the risk that the value of the investments denominated in foreign currencies will decline in value because the foreign currency has declined in value relative to the U.S. dollar.
- **market disruptions, geopolitical, and physical/natural risk:** market disruption can be caused by economic, financial or political events and factors, including but not limited to, international wars or conflicts (including Russia's military invasion of Ukraine, and any global consequences), geopolitical developments (including trading and tariff arrangements, sanctions and cybersecurity attacks), instability in regions such as Asia, Eastern Europe and the Middle East, terrorism, natural disasters (including earthquakes and significant hydrometeorological hazards) and other unanticipated events. The extent and duration of such events and resulting market disruptions cannot be predicted, but could be substantial and could magnify the impact of other risks to investors. These and other similar events could adversely affect the U.S. and foreign financial markets and lead to increased market volatility, reduced liquidity in the securities markets, significant negative impacts on issuers and the markets for certain securities and commodities and/or government intervention. They may also cause short- or long-term economic uncertainties in the United States and worldwide. As a result, whether or not an investor invests in securities of issuers located in or with significant exposure to the countries directly affected, the value and liquidity of the investments in an account may be negatively impacted. Further, due to closures of certain markets and restrictions on trading certain securities, the value of certain securities held could be significantly impacted, which could lead to those securities being valued at zero.

#### D. BALANCED STRATEGY:

- **Core Balanced.** A strategy which consists of an equity component, either the TCW Concentrated Core Equity Strategy or the TCW Relative Value Large Cap Strategy and a fixed income component and seeks to provide high total return from equity and fixed income markets by investing in a managed asset allocation portfolio of high quality stocks and bonds. The risks for the Core Balanced strategy include the principal risks noted above for the fixed income and equities strategies.

#### E. PRIVATE CREDIT STRATEGIES:

- **TCW Direct Lending Strategy.** A strategy which seeks to generate attractive risk-adjusted returns primarily through direct investments in senior secured loans to middle market companies or other issuers. Other direct investments may include unsecured senior loans, subordinated and mezzanine loans, convertible securities,

equity securities, and equity-linked securities such as options and warrants. The strategy focuses on portfolio companies in a variety of industries and considers financings for many different purposes, including corporate acquisitions, growth opportunities, liquidity needs, rescue situations, recapitalizations, debtor-in-possession (DIP) loans, bridge loans and Chapter 11 exits. Investments are normally structured as first- or second-lien secured financings.

- **TCW Rescue Financing Strategy.** A strategy that seeks to make investments primarily in non-distressed and distressed issuers and companies requiring complex capital structure solutions or with difficulty accessing traditional capital markets or financing opportunities. This strategy is offered through TCW Rescue Financing Fund LP, an unregistered private fund. The fund will seek to invest primarily in the United States and Canada across the capital structure of issuers operating in a variety of industries and sectors, with a focus on the senior secured debt obligations of portfolio companies, but also including, without limitation, private rescue debt financings, control-oriented structured equity, common equity investments, select public debt securities, loans, bonds, convertible and asset-backed securities, trade claims and post-reorganization and other equity securities, including preferred stock, options and warrants, and related derivatives, with a focus on investments which its general partner (one of our affiliates) believes can produce attractive risk-adjusted returns.

### **Our methods and sources for analysis for TCW Private Credit Strategies:**

Our investment professionals will typically be in a position to be directly involved with each step of the investment process, beginning with due diligence. The strategy's investment philosophy is to perform a rigorous due diligence investigation designed to better understand a potential portfolio company's risks and opportunities. This investigation will typically include comprehensive quantitative and qualitative analyses to identify and address risks.

The elements of the quantitative analysis may include: examination of financial statements as well as margin trends, financial ratios and other applicable performance metrics; review of financial projections and the impact of certain variables on a portfolio company's performance and ability to service its obligations; analysis of capital required for operations; comparable analysis relative to companies and transactions in similar industries; valuations reflecting a range of enterprise and asset values, the appraisal of working capital, real property, machinery, equipment, intellectual property and trademarks; and identification of exit alternatives.

Qualitative analysis may include a review of: quality and depth of the management team; product and/or service quality; industry fundamentals; competitive position; performance throughout the economic cycle; production cost drivers and sourcing alternatives; quality of information systems and financial infrastructure; diversity of customers and suppliers; and competition, including the impact of alternate technology.

**The principal risks of investing in our TCW Private Credit Strategies are:**

- **liquidity risk:** the risk that there may be no willing buyer of the portfolio investments and we may have to sell those at a lower price, or may not be able to sell the investments at all, each of which would have a negative effect on performance. The strategy's investments are generally heavily negotiated and, accordingly, do not have the liquidity of conventional securities.
- **credit risk:** the risk that an issuer will default in the payment of principal and/or interest on a security.
- **price volatility risk:** the risk that the value of the investment portfolio will change as the prices of its investments go up or down.
- **interest rate risk:** the risk that debt securities will decline in value because of changes in interest rates.
- **reliance upon unaffiliated co-lender risk:** We may co-invest with an unaffiliated lender, who will sometimes be responsible for performing some of the legal due diligence on the borrower and for negotiating some of the terms of the loan agreement. We may rely in part on the quality of the due diligence performed by the co-lender and will be bound by the negotiated terms of the loan documentation. There can be no assurance that the unaffiliated co-lender will perform the same level of due diligence as we would perform or that the co-lender will negotiate terms that are consistent with the terms generally negotiated and obtained by us.
- **market risk:** the risk that returns from the loans and securities in which we invest will decline in value due to factors affecting securities markets generally or particular industries represented in the securities markets.
- **non-diversification risk:** the risk that the portfolio we invest in may be subject to wider fluctuations in value than if it were subject to broader diversification requirements.
- **securities selection risk:** the risk that the loans and securities we invest in will underperform others investing in the same asset class or benchmarks that are representative of the asset class because of our choice of borrowers or securities.
- **portfolio management risk:** the risk that an investment strategy may fail to produce the intended results.
- **globalization risk:** the risk that the growing inter-relationship of all global economies and financial markets has increased the effect of conditions in one

country or region on borrowers and issuers of securities in a different country or region.

- **market disruptions, geopolitical, and physical/natural risk:** Market disruption can be caused by economic, financial or political events and factors, including but not limited to, international wars or conflicts (including Russia's military invasion of Ukraine, and any global consequences), geopolitical developments (including trading and tariff arrangements, sanctions and cybersecurity attacks), instability in regions such as Asia, Eastern Europe and the Middle East, terrorism, natural disasters (including earthquakes and significant hydrometeorological hazards) and other unanticipated events. The extent and duration of such events and resulting market disruptions cannot be predicted, but could be substantial and could magnify the impact of other risks to investors. These and other similar events could adversely affect the U.S. and foreign financial markets and lead to increased market volatility, reduced liquidity in the securities markets, significant negative impacts on issuers and the markets for certain securities and commodities and/or government intervention. They may also cause short- or long-term economic uncertainties in the United States and worldwide. As a result, whether or not an investor invests in securities of issuers located in or with significant exposure to the countries directly affected, the value and liquidity of the investments in an account may be negatively impacted. Further, due to closures of certain markets and restrictions on trading certain securities, the value of certain securities held could be significantly impacted, which could lead to those securities being valued at zero.
- **public health emergency risks:** the risk that pandemics and other public health emergencies, including outbreaks of infectious diseases such as the current outbreak of the novel coronavirus ("**COVID-19**"), can result, and in the case of COVID-19 is resulting, in market volatility and disruption, and materially and adversely impact economic conditions in ways that cannot be predicted, all of which could result in substantial investment losses. Containment efforts and related restrictive actions by governments and businesses have significantly diminished and disrupted global economic activity across many industries. Less developed countries and their health systems may be more vulnerable to these impacts. The ultimate impact of COVID-19 or other health emergencies on global economic conditions and businesses is impossible to predict accurately. Ongoing and potential additional material adverse economic effects of indeterminate duration and severity are possible. The resulting adverse impact on the value of an investment in the Fund could be significant and prolonged.
- **lender liability risk:** in recent years, a number of judicial decisions in the United States have upheld the right of borrowers to sue lending institutions on the basis of various evolving legal theories (collectively termed "Lender Liability"). Generally, Lender Liability is founded upon the premise that an institutional lender has violated a duty (whether implied or contractual) of good faith and fair dealing owed to the borrower or has assumed a degree of control over the borrower resulting in

the creation of a fiduciary duty owed to the borrower or its other creditors or shareholders. The strategy could be subject to allegations of Lender Liability because of the nature of certain of the strategy's investments.

- **special risks of highly-leveraged or other risky portfolio companies:** the strategy may invest up to 100% of its total assets in debt and equity securities of portfolio companies that are highly leveraged and whose debt securities would be considered well below investment grade. The strategy may also invest in obligations of portfolio companies in connection with a restructuring under Chapter 11 of the U.S. Bankruptcy Code (i.e., a "DIP Financing") if the obligations meet the credit standards of the Adviser. These debt obligations tend to offer higher yields than investment grade securities to compensate investors for the higher risk, and are commonly referred to as "high risk securities" or, in the case of bonds, "junk bonds." Lending to highly-leveraged or other risky borrowers is highly speculative. These investments may expose the strategy to financial market risks, interest rate risks and credit risks that are significantly greater than the risks associated with other securities in which the strategy may invest.
- **distressed or defaulted securities:** investments in the securities of companies involved in bankruptcy proceedings, reorganizations and/or financial restructurings, and that are facing pending covenant violations or significant debt maturities are inherently risky, and may involve the adviser taking a more active participation in the affairs of such issuers than is generally assumed by an investor. In certain circumstances, additional potential liabilities arise, which may exceed the value of the original investment therein. For example, a lender who has inappropriately exercised control over the management and policies of a debtor may have its claims subordinated or disallowed or may be found liable for damages suffered by other parties. Additionally payments and distributions to investors may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance, preferential payment, or similar transaction under applicable bankruptcy and insolvency laws.

## ITEM 9: DISCIPLINARY INFORMATION

Not Applicable.

## ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

As a global asset manager with personnel operating out of multiple offices worldwide, we may conduct operations through affiliates that are also subsidiaries of our parent company, The TCW Group, Inc., in other jurisdictions. Some of the services provided to our clients in our Accounts and Funds may from time to time be conducted by, or in conjunction with, TCW Europe Limited ("TCW UK"). TCW UK's investment personnel report to portfolio management teams based in the U.S., are subject to direct oversight by us, and must comply

with all of our applicable policies and compliance rules, in addition to local rules and policies. Regardless of where services are conducted, we remain fully responsible to our clients for all of our obligations and for all actions of TCW UK's personnel to the same extent we are responsible for our own actions. There are no additional costs to our clients for advisory services provided by personnel of TCW UK.

**Broker-Dealer.** TCW Funds Distributors LLC ("TFD") is a registered broker-dealer that is affiliated with us. Some of our employees are registered representatives or principals of TFD. These registered representatives and principals may receive compensation from us for selling interests in open- and closed-end commingled investment vehicles that we manage. They do not receive sales commissions from those investment vehicles, unless specifically disclosed.

**Commodities Registrations.** We are registered as a commodity pool operator ("CPO") and a commodity trading adviser ("CTA"). TCW Investment Management Company LLC ("TIMCO") and Metropolitan West Asset Management, LLC ("MetWest") are registered investment advisers that are affiliated with us. TIMCO is registered as a CPO and MetWest is registered as a CTA. Some of our officers are in turn registered as 'associated persons' of those affiliates that are registered as a CPO or CTA. These associated persons may receive compensation from those affiliates for selling interests in funds or for accounts those affiliates manage. They do not receive sales commissions or other compensation from those funds or accounts, unless specifically disclosed.

**Investment Advisers.** For certain investment strategies, we may retain related registered investment advisers on a fully-disclosed basis. See the Brochure of each of these related investment advisers for additional information about their investment management services.

- Buchanan Street Partners, L.P. (SEC Number: 801-78627; CRD Number: 169052)
- Metropolitan West Asset Management, LLC (SEC Number: 801-53332; CRD Number: 104571)
- Sepulveda Management LLC (SEC Number: 801-108097; CRD Number 284290)
- TCW Investment Management Company LLC (SEC Number: 801-29075; CRD Number: 106546 )
- TCW-WLA JV Venture LLC (SEC Number: 801-71746; CRD Number: 154760)
- TCW Special Situations, LLC (SEC Number: 801-77428; CRD Number: 166286)

**Private Funds.** We, or one of our affiliates, is the general partner or managing member of the limited partnerships and limited liability companies listed below, each of which is a private commingled investment Fund to which we provide investment management services.

- Medley Opportunity Fund III LP
- Medley Opportunity Fund Offshore III LP
- NJ/TCW Direct Lending LLC
- TCW Americas Development Association, L.P. (dba TCW Worldwide Opportunities Fund)
- TCW Brazos LLC
- TCW Concentrated Emerging Markets Equity, L.P.
- TCW Corporate Bond LP
- TCW Craton Equity Investors II, L.P.
- TCW Direct Lending LLC
- TCW Direct Lending VII LLC
- TCW Direct Lending VIII LLC
- TCW Direct Lending VIII LLC Cayman Feeder, L.P.
- TCW Direct Lending Private Fund VIII, LP
- TCW Direct Lending PF VIII Cayman Feeder, L.P.
- TCW Direct Lending Structured Solutions 2019 LLC
- TCW Direct Lending Structured Solutions 2022 LLC
- TCW EM ECO Centric Opportunities, L.P.
- TCW EM Equity Healthcare, L.P.
- TCW EM Local Currency Absolute Return Fund, L.P.
- TCW EM Opportunistic Credit Total Return Fund, L.P.
- TCW Emerging Markets Income Focus Fund, L.P.
- TCW Liquid Agency Mortgage-Backed Approach Fund LP
- TCW Market Neutral Income Equities Fund, L.P.
- TCW Minnesota Securitized Opportunities Fund LP
- TCW Rescue Financing Fund, LP
- TCW Rescue Financing Feeder, LP
- TCW Securitized Opportunities, L.P.
- TCW Securitized Opportunities (Cayman), L.P.
- TCW Skyline Lending, L.P.
- TCW Star Direct Lending LLC
- West Virginia Direct Lending LLC

### **Other Advisers We May Recommend to Clients.**

We from time to time recommend to our clients unaffiliated investment advisers that are not subsidiaries of The TCW Group, Inc. (together “**Non-TCW Advisers**”). The Non-TCW Advisers pay us compensation, including a portion of the management and performance fees that they receive, for any of our clients that invest with the Non-TCW adviser. This could create the risk that we refer our clients to the Non-TCW Advisers solely to receive the compensation, without consideration of the interests of the client. However, we review each Non-TCW Adviser, as well as their investment strategies and funds that we recommend, to determine that the adviser has appropriate business capability and capacity and that they offer investment alternatives that may not be available from us. We disclose to the clients we refer to Non-TCW Advisers that we are compensated if the client establishes an Account or invests in a Fund of the Non-TCW Adviser.

The following are Non-TCW Advisers we refer our clients to:

- Amundi Group and its subsidiaries



## Investments By Affiliated Investors.

We, our affiliates and some of their personnel, from time to time, invest in the Funds and/or have an interest in the underlying securities of the Funds. These related persons are not charged any management fee or performance-based compensation with respect to their investment. We disclose this potential conflict to Fund investors.

**SPAC.** TCW Special Purpose Sponsor LLC served as a sponsor of a special purpose acquisition company, commonly known as a “SPAC.” The CEO of that SPAC was Joseph Shaposhnik, who also serves as a portfolio manager for certain mutual funds and separate accounts that are managed according to the New America Premier Equities strategy. As of December 15, 2022, the SPAC filed a certificate of dissolution with the Secretary of State of the State of Delaware.

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

### SUMMARY OF OUR CODE OF ETHICS

Our officers, directors and employees are generally subject to our Code of Ethics (the “Code”). We will provide a copy of our Code of Ethics to any client or prospective client upon request. Our contact information appears on the first page of this Brochure.

The Code includes:

- **Conduct Principles.** General principles of conduct for all employees.
- **Restrictions on Personal Investment.** We maintain restrictions on investment transactions in which our officers, directors and certain other persons have a beneficial interest to avoid any actual or potential conflict or abuse of their fiduciary position. The Code permits personnel subject to the Code to invest in securities, but contains restrictions and procedures designed to eliminate conflicts of interest including: (a) pre-clearance of non-exempt personal investment transactions; (b) quarterly reporting of personal investment transactions and initial and annual reporting of securities holdings; (c) a prohibition against personally acquiring securities in initial public offerings; (d) a five day “black out period” prior or subsequent to a client transaction during which investment personnel are prohibited from making certain transactions in securities which are being purchased or sold by a client of the firm; (e) a prohibition, with respect to certain investment personnel, from profiting in the purchase and sale, or sale and purchase, of the same (or equivalent) securities, within 60 calendar days; (f) a prohibition against buying or selling any security that we are trading for our clients at the time a pre-clearance request is made; and (g) a prohibition on acquiring any shares of a third party, non-exchange traded, mutual fund we advise or sub-advise.



- **Insider Trading Rules.** A policy statement on insider trading that provides generally that none of our officers, directors or employees (a) may buy or sell a security either for themselves or others while in possession of material non-public information about the company, or (b) communicate material, non-public information to others who have no official need to know. The policy statement provides guidance about what is material non-public information, lists common examples of situations in which our personnel could obtain that information, and describes our procedures regarding securities maintained on its "Restricted Securities List" and for establishing ethical walls. It also identifies parties to contact for questions in connection with the requirements of the policy statement.
- **Gifts & Entertainment: Anti-Corruption Policy.** A policy statement requiring compliance with our gifts and entertainment rules and applicable anti-corruption laws and rules, including the Foreign Corrupt Practices Act. The policy also prohibits any of our employees from making any gift, payment or other inducement for the benefit of any person, including a foreign or domestic official, with the intent that the recipient misuse their position to aid our firm in obtaining, retaining or directing business. The policy explains the process by which our personnel may provide or accept gifts and entertainment. It also describes the approval process to engage third-party representatives to act on behalf of our firm. The statement identifies possible anti-corruption compliance "red flags" and requires our personnel and third-party representatives to report to our firm any potential violation of this policy of which they may become aware.
- **Restrictions on Employee Outside Activities.** A policy governing an employee's activities outside of their employment with us, including outside employment, service in any capacity for any non-affiliated company or institution, fiduciary appointments, and serving in any ongoing capacity for any non-investment related organization that is exclusively charitable, fraternal, religious, or civic and is recognized as tax exempt. The policy provides guidance on the approval and reporting of such outside business activities.
- **Restrictions on Political Contributions and Activities.** A policy on political activities and contributions, containing general rules governing contributions and solicitation, responsibility of individuals for personal contribution limits, quarterly reporting of political activities by certain employees and rules for political activities on our premises and for using our resources. The policy further requires employees and certain of their related parties to obtain pre-clearance of political contributions, solicitations and volunteer activity.
- **Confidentiality Requirements.** Policies governing the confidentiality of our client and business information.
- **Whistleblower Provisions.** A policy stating it is our practice that employees report illegal activity or activities not in compliance with our written policies and procedures, including the Code.

## PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS

**Transactions Involving Related Persons.** There are broker-dealers and other financial intermediaries and institutions that are controlled by or under common control with TCW. With respect to those related persons:

- We will enter into transactions or services involving related persons only in accordance with applicable laws and where we determine that the transactions or services are being done on an arm's length basis at fees or rates comparable to: (i) those generally available to the related person's other clients and (ii) those available to us in the marketplace from unrelated parties.
- Where required under Section 206(3) of the Advisers Act, and related rules, or Section 17(e) of the Investment Company Act, and related rules, we will obtain client consent prior to effecting transactions with related parties, either on a case-by-case basis or on a blanket basis, as required or permitted by law. Certain funds we manage specifically authorize transactions with related parties and us, or an affiliate consents to those on behalf of those funds.
- From time to time, we take the following actions on behalf of our clients, or recommend to our clients that they take such actions:
  - buy or sell securities in which persons related to us have a financial interest;
  - effect transactions through related persons, including broker-dealers acting as principal or as agent for non-clients;
  - buy or sell securities to or from related persons who are broker-dealers;
  - buy or sell securities in which we, parties related to us or our other client's accounts are at the same time effecting a sale or purchase; and
  - effect transactions with brokers that have clearing relationships with related persons who are broker-dealers.

In any transaction with a related party, the related party may receive compensation. Furthermore, we may act as investment adviser for related persons and may act as investment adviser for pension vehicles of related persons. We are restricted under certain circumstances from entering into principal and agency and other transactions with affiliates. We have adopted procedures to identify affiliated brokers, and such procedures are designed generally to prevent the purchase for certain clients of securities issued by certain affiliates. We have also adopted policies and procedures with respect to permitted transactions with our affiliates designed to assure that client interests are not adversely affected.

**Investment Products.** We, from time to time, recommend to or purchase or sell on behalf of clients, securities or other investment products ("**Investment Products**") in which we,

our affiliates or other related persons have a financial interest as the investment manager, general partner or trustee or as a co-investor in such Investment Products.

**Consulting and Structuring Fees.** We and our affiliates receive fees from third parties for performing consulting, merger and acquisition structuring or other financial advisory services or acting as directors, officers or creditors' committee members. These fees can relate to actual, contemplated or potential investments of our clients. Such fees are retained entirely by our affiliates or us.

**Transactions by Different Accounts, Funds and Strategies.** We, from time to time, recommend or enter into for clients of any investment strategy:

- sales of or short positions (if allowed) in securities of an issuer, at the same time other of our or our related investment strategies purchase securities of the same issuer for their clients; or
- investments in securities in the same and/or different parts of the capital structure of an issuer than other of our, or our related, strategies.

In the above circumstances, investment opportunities in the same security may be pursued or held by both investment strategies so long as either (i) the investment issuer is a marketable security, or (ii) in the event of a non-marketable security an independent decision-making process is followed.

**Securities We Purchase, Hold or Sell.** We, from time to time, recommend, buy or sell securities of issuers in which we or related persons also purchase, hold or sell securities. These securities are either publicly traded or private placements. Our Code of Ethics described above establishes various procedures with respect to investment transactions in which our related persons have a beneficial interest that are designed to reduce the potential for conflicts of interest.

**Board of Director Memberships.** Our officers or employees from time to time serve as members of the boards of directors of publicly or privately held companies which may be permitted investments of various investment strategies we offer. In these cases, we take steps, such as establishing appropriate “ethical wall” procedures or placing the security in question on a restricted list, which may limit or preclude us from purchasing or selling such securities for our clients.

## ITEM 12: BROKERAGE PRACTICES

**GENERAL.** We and our affiliates seek to achieve best execution when selecting broker-dealers to execute securities transactions. Generally, this means seeking to achieve the best overall terms for a transaction available under the circumstances by employing an efficient trading process, and does not necessarily result in the lowest available price or commission for any particular transaction. Best execution is not easily quantifiable, or definable, because it encompasses many potential factors such as: (i) price; (ii) commission; (iii)

speed of execution; (iv) confidentiality/transparency; (v) market depth; (vi) market volatility; (vii) capital commitment; (viii) relationship with broker (including: responsiveness, accuracy, reputation, timeliness, credit strength); (ix) services offered by the broker; (x) access to company information; and (xi) recent order flow. Some or all of these factors may play a role in determining what constitutes best execution. We do not necessarily measure best execution by the circumstances surrounding a single transaction and may seek best execution over time across multiple transactions. Other goals include execution of trades on behalf of clients in a timely and cost effective manner, fairness to clients, both in priority of order execution and in the allocation of the price obtained in execution of trades, and compliance with client trading related mandates and investment restrictions.

In addition to the general factors that may impact best execution for any security, best execution for fixed income securities is complicated by the unique profile of each individual CUSIP. Accordingly, the approach to best execution for fixed income securities typically depends on an assessment of a number of factors that may include broker activity in the security and comparable securities, market conditions for comparable securities, the overall liquidity of the security, taking into consideration potential variance of that liquidity in the future, the security's sector, type, structure, tenor/maturity, priority, amortization, coupon, covenants, collateral if any, trading restrictions if any, issue size, and other characteristics, and the issuer's creditworthiness and stability. Fixed income securities may be traded as individual securities or as portfolios. For less liquid fixed income securities, traders may also need to consider potential market or price impact, particularly if the order size is significant relative to the market or a limited number of brokers are making markets in the security.

**EQUITIES.** Transactions in equities are not always executed at the lowest available commission, and we may effect transactions which cause the client to pay a commission in excess of a commission that another broker-dealer would have charged. We do that if we determine that such commission is reasonable in relation to the value of the brokerage and research services we or any client accounts receive.

- **Block Trades.** In an effort to achieve efficiencies in execution and reduce trading costs, we and our affiliates frequently aggregate securities transactions on behalf of a number of accounts at the same time, generally referred to as "*block trades*." When executing block trades, trades will be allocated among accounts using procedures that we consider fair and equitable. Participation of an account in the allocation is based on such considerations as investment objectives, guidelines and restrictions, availability of cash, amount of existing holdings (or substitutes) of the security in the accounts, investment horizon and directed brokerage instructions, if applicable. We may execute securities transactions alongside or interspersed between block orders when we expect that such execution will not interfere with our ability to execute the order in a manner believed to be most favorable to our clients as a whole. We may exclude trades for accounts that direct brokerage or that are managed in part for tax considerations from block trades.

In some cases, various forms of pro rata allocation are used, and in other cases, random allocation processes are used. However, considerations such as lot size, existing or targeted account weightings in particular securities, account size, cash availability, diversification requirements and investment objectives, restrictions and time horizons may result in more particularized allocations. In connection with multi-account purchase or sale programs, and in other circumstances, if practicable, if multiple trades for a specific security are made with the same broker in a single day, those securities are allocated to accounts based on a weighted average purchase or sale price.

- Order Sequencing.** Regardless of the liquidity level of a security proposed to be traded, all equity accounts (including fully directed and non-directed equity accounts and wrap accounts), except those that have chosen to Opt Out as described below, will generally be queued in a random process over the course of the full order, which for any particular account may be either closer to the beginning or the end of the order (“Random Sequencing Methodology”). Institutional orders (including those from institutional clients who have provided institutional grade algorithmic trading equipment and tools) and non-institutional orders will be treated as concurrent orders that may be executed at any point in any given sequence. In the event that a portfolio management team determines it is in the best interest of accounts within a particular strategy to trade employing a tiered sequencing methodology other than Random Sequencing Methodology, the portfolio management team may request an “Opt Out” from the Random Sequencing Methodology. Reasons for the Opt Out might include, for example, trading in equity securities with smaller market capitalization, or concerns that trades may generally be less liquid. Subject to our internal review, our equity trading desk will give effect to the Opt Out by employing a Tiered Sequencing Methodology designed to determine the trading order of these equity accounts. The Tiered Sequencing Methodology takes into account the liquidity of the security being purchased or sold, the size of the order, and the potential market impact. The Tiered Sequencing Methodology is designed to produce overall better net execution for certain types of trades, but not to ensure (nor to expect) that all clients will receive the same execution terms with respect to orders placed pursuant to this methodology.

In the event that more than one strategy intends to trade in a particular security at the same time, and at least one of the strategies trades in the Random Sequencing Methodology, or in the event of another potential conflict relating to the Tiered Sequencing Methodology, all trades will use the Random Sequencing Methodology. Additionally, we may trade in a manner not dictated by the sequencing methodology if we determine, at our discretion, that to do so will improve the overall quality of execution, considering all of the potential factors for best execution enumerated above.

- Allocation of Public Offerings.** We generally share allocations of equity securities in a pro rata fashion based upon assets under management of those accounts eligible to participate in the initial public offering. We may, however, determine not to allocate shares to Accounts or Funds below a certain minimum threshold. Portfolio managers are also required to designate whether their interest in an equity new issue allocation is to establish a long-term position or is for trading purposes, and priority is given to allocations for long-term positions. Our CIO of Equities may make a determination that the New Issue should be allocated to the Accounts managed by the portfolio manager or team that has been researching the New Issue most extensively. In all other cases, the share allocation among “Position” Equity Accounts and, separately, among “Trade” Equity Accounts will be pro rata based on the AUM of each Equity Account within the two respective groups; provided, however, that the Head of U.S. Equity Trading may determine not to allocate shares to Equity Accounts below a certain de minimis threshold. In that event, such Equity Accounts will not receive any allocations from the New Issue. In addition, fully directed equity accounts will not be allocated shares in initial public offerings.
- Client Directed Brokerage.** Clients may expressly direct us to place, or set expectations that we place, some or all of the transactions for their accounts with one or more broker-dealers they specify. Clients may do so for several reasons, including offsetting consulting and other fees or participating in a bundled services program. In such circumstances, we may not be able to negotiate commissions, obtain volume discounts or select a broker based on the most favorable price and execution for the transaction. Because of that, such accounts may pay higher commissions than those that do not direct brokerage and may not get best execution. Depending upon the amount of directed brokerage, accounts with directed brokerage instructions may be excluded from block trades and their directed orders will generally be executed following completion of any non-directed trades. As a result, performance results for these accounts may vary from other client accounts we manage in the same strategy. In some instances, the client may direct us to make all or substantially all of their account trades with specific broker-dealers (“*fully directed*” accounts). Fully directed account clients may be required to sign certain acknowledgments, including the fact that such direction regarding brokerage may compromise best execution and that the client’s account may trade after other accounts. Clients may also prohibit us from placing transactions for their accounts with certain broker-dealers. This may prevent us from selecting a restricted broker-dealer even though such broker-dealer may offer a more favorable price and execution for the transaction. Clients should understand that for any amount directed by the Client, it may not be feasible to meet all of the above factors of best execution, as we may be limited in our ability to negotiate/obtain some or all of these factors. In addition, the client may lose the possible advantage that non-designating and unrestricted clients may derive from block trades, utilizing alternative trading venues, or alternative trading techniques for the purchase or sale of a particular security. We require all requests for directed brokerage to be in writing and originate from the client. Generally, we limit directed brokerage to 20%



of total commissions for any Account (except wrap and similar Accounts) but Clients may request directed brokerage in excess of 20%. Any such request must be reviewed and approved by both our Equity Trade Review Committee and our Legal Department, and may be subject to additional conditions if approved.

- **Client Commissions Used for Research.** When appropriate under its discretionary authority and consistent with its duty to seek best execution, we, from time to time, direct brokerage transactions for accounts to broker-dealers who provide brokerage and research services. In some cases, research is provided directly by an executing broker-dealer ("*direct research providers*") and in other cases, research may be provided by third party research providers such as a non-executing third party broker-dealer or other third party research service ("*third party research providers*"). Research services furnished by direct research providers or third party research providers generally may be used for any or all of our clients, as well as clients of affiliated entities, and in some instances may be used for specialty research that benefits only certain of our clients. In addition, research services generally may be used in connection with accounts other than those whose commissions were used to pay for such research services. This may occur for various reasons, including the restrictions or prohibitions applicable to certain clients on the payment of commissions for soft dollars by their accounts, such as those imposed in the European Union by the "Markets in Financial Instruments Directive" and related requirements.

We use an internal allocation procedure to identify those direct research providers who provide us with research services and endeavor to place sufficient transactions with them to ensure the continued receipt of research services we believe are useful. Our procedures also seek to compensate third party research providers that provide us with research by directing executing broker-dealers to cause payments to be made to third party research providers, through cash payments from the executing broker, commission sharing arrangements between the executing broker and a research provider broker or through the use of stepout transactions. A "*stepout transaction*" is a securities trade executed by the executing broker-dealer, but settled by the non-executing research broker-dealer permitting the non-executing research broker-dealer to share in the commission. The determination of the broker-dealers to whom commissions are directed generally is made using a system involving the Director of Equity Research, the portfolio managers and/or the research analysts and is periodically reviewed by the Trading Committee. The Director of Equity Research coordinates the evaluation of broker-dealer research services in most instances, taking into account the views of TCW's portfolio managers and analysts.

Research services include items such as reports on industries and companies, economic analyses, review of business conditions and portfolio strategy, and various trading and quotation services. They also include advice from broker-dealers as to the value of securities, availability of securities, availability of buyers,

and availability of sellers. In addition, they include recommendations as to purchase and sale of individual securities and timing of transactions.

We maintain records of all services that are provided under client commission arrangements or directly for third-party research. The records include descriptions of research services and products, the costs of these services, and the brokers with whom we have these arrangements. We may receive products or services from broker-dealers that are used for both research services and other purposes, such as corporate administration or marketing (*"mixed-use products or services"*). We make a good faith effort to determine the relative proportions of mixed-use products or services that may be attributable to research services. The portion attributable to research services may be paid through the allocation of brokerage commissions, and we pay the non-research service portion in cash.

Upon request, we may provide clients with commission reports that show commissions paid to brokers with whom the client's account has traded in a given period. In addition, upon request, we may provide clients with reports that disclose the extent to which commissions paid on a client's account have been used to pay for research services.

We use client brokerage commissions to obtain research or other products or services and receive a benefit because we do not have to pay for the research, products or services. We have a conflict of interest in that regard because of our incentive to select or recommend a broker-dealer based on our interest in receiving the research or other products and services, rather than on our clients' interest in trading at the most favorable prices.

- **Commission Rates.** The head of our Equity Trading Department, with the approval of senior management, determines the guidelines for commission rates paid to broker-dealers for equities (other than for directed brokerage orders, discussed above). Both fixed income securities and equity securities may also be purchased from underwriters at prices that include underwriting fees. Because commission rates are fixed in some international markets, we may be unable to negotiate commissions to any meaningful degree in such markets.

**FIXED INCOME.** We take into account such factors as price (including the applicable dealer spread), size of order, and difficulty of execution when executing fixed income trades. Transactions are not always executed at the best available price. Other goals include execution of trades on behalf of clients in a timely and cost effective manner, fairness to clients, both in priority of order execution and in the allocation of the price obtained in execution of trades, and compliance with client trading related mandates and investment restrictions.

Fixed income securities are generally purchased from the issuer or purchased from/sold through a market maker acting as a principal. Pricing is on a net basis, reflecting a dealer



spread within the quote, without an explicitly stated and charged commission. Fixed income securities may also be purchased from underwriters at prices that include underwriting fees. Because of this pricing structure, research, and products and other services are not paid for from trades in fixed income securities.

- **Block Trades.** In an effort to achieve efficiencies in execution and reduce trading costs, we and our affiliates frequently aggregate securities transactions on behalf of a number of accounts at the same time, generally referred to as "*block trades*." When executing block trades, trades will be allocated among accounts using procedures that we consider fair and equitable. Participation of an account in the allocation is based on such considerations as investment objectives, guidelines and restrictions, availability of cash, amount of existing holdings (or substitutes) of the security in the accounts, investment horizon and directed brokerage instructions, if applicable. We may execute securities transactions alongside or interspersed between block orders when we expect that such execution will not interfere with our ability to execute the order in a manner believed to be most favorable to our clients as a whole. We may exclude trades for accounts that direct brokerage or that are managed in part for tax considerations from block trades.

In some cases, various forms of pro rata allocation are used, and in other cases, random allocation processes are used. However, considerations such as lot size, relative liquidity of the position, existing or targeted account weightings in particular securities, account size, cash availability, diversification requirements and investment objectives, restrictions and time horizons may result in more particularized allocations. In connection with multi-account purchase or sale programs, and in other circumstances, if practicable, if multiple trades for a specific security are made with the same broker in a single day, those securities are allocated to accounts based on a weighted average purchase or sale price.

- **Allocation of New Issues.** For new issues of fixed income securities, various forms of pro rata allocations among eligible accounts are generally used, and in other cases, other allocation processes that we consider appropriate, including random allocation processes are used. If a small amount of par value is allocated to us, we may allocate disproportionately, taking into consideration lot size, existing or targeted account weightings in particular securities and/or sectors, account size, diversification requirements and investment objectives/restrictions.
- **Client Directed Brokerage.** We may not be able to obtain volume discounts or negotiate price with a broker for accounts that direct brokerage. Because of that, such accounts may not get best execution. Accounts with directed brokerage instructions may be excluded from block trades and their directed orders will generally be executed following completion of any non-directed trades. As a result, performance results for these accounts may vary from other client accounts we manage in the same strategy. In some instances, the client may direct us to make

all or substantially all of their account trades with specific broker-dealers (“*fully directed*” accounts). Fully directed account clients may be required to sign certain acknowledgments, including the fact that such direction regarding brokerage may compromise best execution and that the client’s account may trade after other accounts. Our fixed income strategies typically do not participate in directed brokerage.

**CROSS-TRADES.** We may seek to adjust or rebalance Account and Fund portfolios by effecting transactions between or among those portfolios, which are commonly referred to as “cross-trades,” (for example, by causing an Account to sell securities to one or more other Accounts). We will effect a cross-trade for an Account or Fund only if we believe that the transaction would be in the best interests of all participating clients, and the cross-trade would not be prohibited by the Account or Fund agreements, firm policy or applicable law. As of September 8, 2022, effecting cross trades in fixed income securities on behalf of a Mutual Fund is expressly prohibited. Nevertheless, for cross-trades involving equity securities or cross-trades of fixed income securities between Accounts and Funds, in effecting these cross-trades, we seek to improve the overall quality of the transaction for participating Accounts and Funds compared to what we believe could be achieved through a transaction with the market. Improvements could include reduced transaction costs, lower market impact or improved execution certainty and quality. All such cross-trades will be consistent with the investment objectives and policies of each Account or Fund involved in the trades in addition to our firm policies. However, cross-trades present an inherent potential conflict of interest because we or an affiliate represent the interests of both the selling party and the buying party in the same transaction. As a result, Account portfolios for whom we execute cross-trades bear the risk that one participating client in the cross-trade is treated more favorably by us than another participating client, particularly in cases where the participating client pays us a higher management or performance-based fee. Additionally, there is a risk that the price of a security or other instrument bought or sold through the cross-trade is not as favorable as it might have been had the trade been executed in the open market or that a participating client receives a security that is difficult to dispose of in a market transaction. This could happen, for example, if market quotations used to determine the cross-trade price do not reflect the price that would be obtained in an actual market transaction. To address these and other concerns with cross-trades, we require that cross-trades to be effected at the independent current market price.

For securities that trade on an exchange, the independent current market price is the last reported sales price on the principal exchange on which the security trades or, if no sales were reported on that day, the average of the highest current independent bid and lowest current independent offer for such security. For securities and other investments that do not trade on an exchange (excluding municipal securities), the independent current market price is determined by taking the average of the highest bid and the lowest offer obtained from three brokers. Municipal securities are priced at the current vendor price.

If a Mutual Fund is one of the participants, then the price and other terms would comply with additional requirements under Rule 17a-7 adopted under the Investment Company

Act of 1940, as amended. The Accounts or Funds involved in cross-trades will not pay any brokerage commissions or mark-ups in connection with the trades, but may reimburse their custodian or broker-dealer for any customary costs and/or transfer fees. Effective September 8, 2022, no fixed-income securities, with the exception of municipal securities (or any other securities for which we can obtain readily available price quotations), are permitted in a cross-trade between Mutual Funds, or between a Mutual Fund and any other Account or Fund.

We prohibit broker-dealer interposed cross trades (i.e. the selling of a security to a broker-dealer followed by the repurchase of the security from the same broker-dealer for another client account).

We can effect securities transactions for a client with another party, which are commonly referred to as “agency cross-trades,” in accordance with Section 206(3) under the Advisers Act and Rule 206(3)-2. We receive compensation from the other party to execute the agency cross-trade. We have duties and obligations to both our client and the other party and a conflicting division of loyalty exists on our part in such transactions. At the time a client enters into an investment advisory agreement with us, the client will be asked whether it authorizes us to effect agency cross-trades on its behalf. If the client does authorize us to enter into agency cross-trades, the client may terminate such authorization at any time. In certain limited circumstances, we may sell securities to or purchase securities from our clients’ Account as principal, which are commonly referred to as “principal trades.” We will only engage in principal trades with client consent and if permitted by and in accordance with the applicable laws and the rules and regulations promulgated by the SEC.

**AFFILIATED BROKER-DEALERS.** Broker-dealers selected may include broker-dealers in which clients or their affiliates, or, indirectly we or our affiliates, have some financial interest.

**WOMEN-OWNED/MINORITY-OWNED BROKERS.** We may, subject to our duty to seek best execution, select broker-dealers for the execution of portfolio transactions that are majority-owned or operated by women and/or members of minority groups. We will select such a broker-dealer only if the broker-dealer can achieve best execution for the account and if selecting the broker-dealer will not cause our clients to pay brokerage commissions or incur portfolio transaction costs in an amount greater than would have been incurred if we had not used such firm.

## **ITEM 13: REVIEW OF ACCOUNTS**

Our Accounts and Funds are divided among investment professionals according to the investment strategy of the portfolio. Portfolios are typically monitored and reviewed by the investment personnel who handle the strategy on an ongoing basis. The details of the monitoring vary based on the nature of the investment strategy.

Separately, our investment operations and investment compliance functions perform account monitoring and review. Such review may include daily, monthly, or quarterly reviews of transactions and guidelines. In addition, our client services, investment compliance, compliance and legal groups periodically review client guidelines, discuss modifications to guidelines, and agree on guideline interpretation.

Our Portfolio Analytics Committee, a combined team including senior members of our portfolio analytics group, investment, legal, and compliance personnel, review quarterly and as needed, on an exception basis, the performance and risk analytics for each marketable security investment strategy. This Committee focuses on changes or shifts to investment style and anomalous results, as well as quantitative metrics, including performance, historical trends, and risk profiles. If necessary, the team holds additional formal or informal meetings with individual investment professionals to further review their respective strategy in order to gain a deeper understanding of the fundamental drivers of the performance metrics. Our Portfolio Analytics Committee also convenes for the purpose of approving changes to investment composites, benchmarks, portfolio management teams, and substantive changes which may have an impact on investment composites and maintaining compliance with GIPS Standards.

Separately, the Fixed Income Trading and Allocation Committee and the Equity Trading and Allocation Committee provide a formal periodic forum for the review of the equity and fixed income trading activities on behalf of client accounts. These Committees meet quarterly and more frequently as needed. Relevant topics may include broker concentrations; broker commissions; new approved brokers and suspension of brokers; directed brokerage; trade analysis; performance dispersion; allocation of new issues; trade exceptions, broker fails, best execution and the use of commissions for research. Committee members include certain portfolio managers, one or more representatives of the trading desks and senior members of our operations, compliance, and legal departments. Equity trading and allocation issues are also monitored by independent consultant, Abel Noser.

In addition, investment activities for certain alternative investment strategies are reviewed quarterly and more frequently as needed. Participants in the review may include members of the investment committee for the strategy, senior portfolio management personnel from the investment strategy, members of legal and compliance teams and/or other personnel as appropriate.

In addition to our review of Accounts and Funds, we have implemented an enterprise-wide risk management process to assess, monitor, mitigate, and manage enterprise risk. We maintain an enterprise-wide risk matrix, and have identified over 250 business risks, which we monitor by reviewing and rating the probability and severity of the risk. We then identify steps that can be taken to mitigate the risks, and review the implementation and effectiveness of the mitigation. We update our internal index of risks annually.

We employ a combination of decentralized and centralized risk controls. The fundamental risk analysis is decentralized, so that dedicated personnel are primarily responsible for addressing risks within their area of expertise. The key risk areas are also subject to the review of oversight committees. For example, a designated Cybersecurity team is directly responsible for cybersecurity risk, which is further reviewed by our Cybersecurity Committee. Similarly, the Portfolio Analytics Group monitors portfolio data including GIPS compliance, performance against benchmark, VaR, tracking error, and other metrics, subject to the review of the Portfolio Analytics Committee. Unresolved issues from these and our other oversight committees are escalated to the Enterprise Risk Management Committee. This committee consists of department heads throughout the firm, and meets quarterly and as needed to review and address risks arising in any part of TCW's business. The key departments and groups provide reporting at least quarterly to the Enterprise Risk Management Committee. The Board of Directors of The TCW Group, Inc. has ultimate oversight over any significant business risks.

## ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

**Referrals.** From time to time, we pay a non-affiliated third-party ("Solicitor") a fee or compensation for referral to us of a prospective client in a separate account or prospective investor in a private fund. The Solicitor is required to provide prospective clients and investors with certain information at the time of the referral. The Solicitor must clearly and prominently state that compensation was provided for the referral and identify the conflicts of interest associated with the referral relationship. In addition, the Solicitor must direct prospective clients and investors where they can find additional disclosures regarding the material terms of any compensation arrangement, including a description of the compensation provided for the referral and a description of the conflicts of interest on the part of the Solicitor. We oversee these referral arrangements to ensure that they meet the requirements of Rule 206(4)-1 under the Investment Advisers Act of 1940.

At times we pay persons affiliated with us a fee or compensation for referring to us a prospective client in a separate account or a prospective investor in a private fund. Those persons are not required to provide the disclosures referenced above, but are still subject to oversight by us. Such persons will disclose the nature of their affiliation with us at the time they solicit a prospective client or investor.

**Other Compensation.** We pay from time to time a portion of the cost of conferences, seminars and other activities we attend that are sponsored by consultants.

## ITEM 15: CUSTODY

**Accounts.** Due to certain arrangements, we may be deemed to have "custody" of client accounts within the meaning of Rule 206(4)-2 under the Advisers Act because we may have access to or authority over client funds and securities for purposes other than issuing trading instructions. If we are deemed to have custody over an account, the custodian will send the client investor periodic account statements (generally on a quarterly basis)

indicating the amounts of any funds or securities in the account as of the end of the statement period and any transactions in the account during the statement period. Clients should review these statements carefully. Additionally, a client should contact us immediately if he or she does not receive account statements from the custodian on at least a quarterly basis. As noted in Item 13, above, we may provide a client, separately, with reports or account statements providing information about the account. A client should compare these carefully to the account statements received from the custodian. If a client should discover any discrepancy between the account statements, please contact us immediately.

Except in very limited circumstances where we agree otherwise, we will not be considered to have custody of a client's cash or assets for purposes of the custody rule specified above. Our authority under a client agreement to transfer cash or assets to a client's own account(s) pre-authorized by the client with its custodian would not be regarded as custody. Also, our authority under a client agreement to transfer cash or assets for settlement of transactions or to post collateral for transactions would not be regarded as custody. If, notwithstanding our absence of authority in our client agreement to make those transfers, the client's custody agreement with its broker or bank gives us greater authority that may result in custody, we may send a letter to the custodian disclaiming that additional authority, which we would regard as effective to limit our authority and to avoid our being deemed to have custody of a client's account assets for regulatory purposes.

**Private Funds.** Because we or an affiliate serves as general partner or managing member of certain private Funds, we are deemed to have "custody" of the private funds within the meaning of Rule 206(4)-2 under the Advisers Act. For most of these funds, we provide each investor in the fund with audited financial statements that comply with U.S. generally accepted accounting practices ("**GAAP Audits**") within 120 days following the Fund's fiscal year end. For some private Funds, we follow the procedure outlined for Accounts, above, and do not provide GAAP Audits.

**Private Credit Strategies.** The loans held in clients' portfolios under TCW Direct Lending Strategy, and TCW Rescue Financing Strategy that are originated or otherwise sourced by us are typically funded by a loan syndicate organized by us ("Loan Syndicate"). The participants in a Loan Syndicate (the "Loan Syndicate Participants") generally include us and our affiliates, our clients, other lenders, and various institutional and sophisticated investors (through private investment vehicles in which they invest).

As the administrative agent to the Loan Syndicates, we have delegated the duties and responsibilities typically assigned to an administrative agent, including the opening and management of a bank account for and on behalf of each Loan Syndicate to an unrelated third-party; however, we retain oversight and responsibility for the functions of the third-party's administrative agent. Like the credit agreements for most syndicated loans, each Loan Syndicate's credit agreement requires us to follow negotiated guidelines or formulas regarding the movement of cash to and from the lenders and the borrower, as applicable, for the Loan Syndicate (e.g., the collection of loan proceeds from lenders and their



disbursement to the borrower, as well as the use and distribution of payments received from the borrower). Accordingly, the third-party vendor, in its capacity as the administrative agent, applies the terms of each credit agreement. The only account related to our Private Credit advisory services where we have authority over the cash funds are temporary and with respect to diligence fees paid to us by third parties related to particular transactions and overpayment of administrative fees pending refund or credit.

## **ITEM 16: INVESTMENT DISCRETION**

We enter into written agreements for each Account and Fund that we manage that state our discretion to manage the Account or Fund. We typically have discretionary authority for the investments of these Accounts and Funds, subject to specific investment guidelines and restrictions of those agreements. We enter into these agreements after legal and compliance review on our behalf.

## **ITEM 17: VOTING CLIENT SECURITIES**

The following is a summary of our Global Portfolio Proxy Voting Guidelines and procedures (the “**Guidelines**”). A copy of our Guidelines are available on our website at [tcw.com](http://tcw.com). We will also provide a copy our Guidelines to any client or prospective client upon request. Engagement and stewardship are integral components of our research and investment processes, as we seek to deliver on our clients’ financial objectives. We are guided by our role as fiduciaries and have implemented our stewardship practices in pursuit of strong financial performance. This policy applies to all discretionary accounts over which we have proxy voting responsibility or an obligation to provide proxy voting guidance with respect to the holdings we advise.

### **Proxy Voting Procedures**

We will make every reasonable effort to execute on proxy votes on behalf of our clients prior to the applicable deadlines. However, we often rely on third parties, including custodians and clients, for the timely provision of proxy ballots. We may be unable to execute on proxy votes if we do not receive requisite materials with sufficient time to review and process them. For proxies of non-U.S. companies, although it may be both difficult and costly to vote proxies, we make every reasonable effort to vote such proxies.

**Proxy Committee.** In order to carry out its fiduciary responsibilities in the voting of proxies for our clients, we have established a proxy voting committee (the “**Proxy Committee**”). The Proxy Committee generally meets quarterly (or at such other frequency as determined by the Proxy Committee), and its duties include establishing and maintaining the Guidelines, overseeing the internal proxy voting process, and reviewing proxy voting proposals and issues that may not be covered by the Guidelines.

**Proxy Voting Services.** We also use outside proxy voting services (each an “**Outside Service**”) to help manage the proxy voting process. An Outside Service facilitates our voting according to the Guidelines (or, if applicable, according to guidelines submitted by

our clients) by providing proxy research, an enhanced voting technology solution, and record keeping and reporting system(s). To supplement our own research and analysis in determining how best to vote a particular proxy proposal, we may utilize research, analysis or recommendations provided by the proxy voting service on a case-by-case basis. We do not as a policy follow the assessments or recommendations provided by the proxy voting service without our own determination and review. Under specified circumstances described below involving potential conflicts of interest, an Outside Service may also be requested to help decide certain proxy votes. In those instances, the Proxy Committee shall review and evaluate the voting recommendations of such Outside Service to ensure that recommendations are consistent with our clients' best interests.

**Sub-Adviser.** If we have retained the services of a Sub-adviser to provide day-to-day portfolio management for a portfolio, we may delegate proxy voting authority to the Sub-Adviser; provided that the Sub-Adviser either (1) follows our Guidelines and procedures; or (2) has demonstrated that its proxy voting policies and procedures are in the best interests of our clients and appear to comply with governing regulations. We also shall be provided the opportunity to review a Sub-Adviser's proxy voting policies and procedures as deemed necessary or appropriate by us.

**Conflicts of Interest.** In the event a potential conflict of interest arises in the context of voting proxies for our clients, we will cast our votes according to the Guidelines or any applicable guidelines provided by our clients. In cases where a conflict of interest exists and there is no predetermined vote, the Proxy Committee will vote the proposals in a manner consistent with established conflict of interest procedures.

**Proxy Voting Information and Recordkeeping.** Upon request, we provide proxy voting records to our clients (including, among others, the way we have voted) on our website in accordance with applicable law. In general, we will comply with voting transparency requirements applicable to asset managers provided by the applicable law. We or an Outside Service will keep records of the following items: (i) the Guidelines and any other proxy voting procedures; (ii) proxy statements received regarding client securities (unless such statements are available on the SEC's Electronic Data Gathering, Analysis, and Retrieval (EDGAR) system); (iii) records of votes cast on behalf of clients (if maintained by an Outside Service, that Outside Service will provide copies of those records promptly upon request); (iv) records of written requests for proxy voting information and our response; and (v) any documents prepared by us that were material to making a decision how to vote, or that memorialized the basis for the decision. Additionally, we or an Outside Service will maintain any documentation related to an identified material conflict of interest.

We or an Outside Service will maintain these records in an easily accessible place for at least five years from the end of the fiscal year during which the last entry was made on such record. For the most recent two years, we or an Outside Service will store such records at our or its principal office.





## **CLASS ACTION NOTICES AND PROOFS OF CLAIM**

From time to time, securities that our clients have owned are the subject of class action lawsuits. Generally, holders of securities within a given class period are entitled to participate in the recovery or settlement in a class action lawsuit by filing a proof of claim. All class members normally are bound by a court-approved settlement or judgment in a class action unless they have filed with the court or claims administrator a timely notice choosing to opt-out of the settlement.

We view the decision to file of a proof of claim in class actions as a corporate action that normally is to be performed by the custodian for our client. In addition, the decision to elect to opt out of a settlement is an individual decision to be made by our client.

Normally, custodians will receive notices of rights to participate in, or opt out of class action settlements. We sometimes receive such notices and have adopted procedures to assist our clients in the performance of class action processing functions. Our actions and responsibilities with respect to class action matters will depend on the role we have with respect to the client.

## **ITEM 18: FINANCIAL INFORMATION**

Not applicable.

## ATTACHMENT 1 MATERIAL CHANGES

We have made the following material changes to this Brochure since our annual Amendment filed March 29, 2022.

### ITEM 4: ADVISORY BUSINESS

**Assets Under Management.** We have updated our assets under management to December 31, 2022. At that time, we had \$54,236,898,080 in discretionary assets under management and \$0 in non-discretionary assets under management.

### ITEM 5: FEES AND COMPENSATION

**Separate Accounts. Fixed Income Strategies.** We have added the ESG Securitized strategy and its fee schedule. **Equities.** We have removed the Global Technology strategy as we no longer offer it. We have added the following strategies and their fee schedules: Global Entertainment Technology Equity; and Market Neutral Income Equities. **International Strategies.** We have added the following strategies and their fee schedules: EM ECO Centric Opportunities; Emerging Markets Asia High Yield; Emerging Markets Income Focus; Emerging Markets Opportunistic Credit High Yield; Emerging Markets Opportunistic Credit Investment Grade; Emerging Markets Sustainable Income; and EMFI Quality Sovereign/Quasi-Sovereign. We removed the Emerging Markets Blended Debt strategy as we no longer it.

**Private Funds. Marketable Securities Division.** We have renamed the open-ended private fund TCW High Dividend Focused Fund, L.P. to the TCW Market Neutral Income Equities Fund, L.P. **Private Credit Strategies.** We have added the following Private Credit funds: TCW Direct Lending VIII LLC Cayman Feeder, L.P.; TCW Direct Lending Private Fund VIII, LP; TCW Direct Lending PF VIII Cayman Feeder, L.P., TCW Star Direct Lending LLC; TCW Rescue Financing Feeder, LP; and TCW Direct Lending Structured Solutions 2022. We have noted that TCW Star Direct Lending LLC has elected to be treated as a business development company.

### ITEM 7: TYPES OF CLIENTS

**Separate Accounts. Equities.** We removed the Global Technology strategy as we no longer offer it. We have added the following strategies and their minimum account sizes: Global Entertainment Technology Equity; and Market Neutral Income Equities. We added the Q-Alpha U.S. Equity strategy as it was missing the requirements for the minimum amount. **International Strategies.** We have added the following strategies and their minimum account sizes: EM ECO Centric Opportunities; Emerging Markets Asia High Yield; Emerging Markets Income Focus; Emerging Markets Opportunistic Credit High Yield; Emerging Markets Opportunistic Credit Investment Grade; Emerging Markets Sustainable Income; and EMFI Quality Sovereign/Quasi-Sovereign. We removed the Emerging Markets Blended Debt strategy as we no longer it.

**Private Funds. Marketable Securities Division.** We have renamed the open-ended private fund TCW High Dividend Focused Fund, L.P. to the TCW Market Neutral Income Equities Fund, L.P. **Private Credit Strategies.** We have added the following Private Credit funds: TCW Direct Lending VIII LLC Cayman Feeder, L.P.; TCW Direct Lending Private Fund VIII, LP; TCW Direct Lending PF VIII Cayman Feeder, L.P., TCW Star Direct Lending LLC; TCW Rescue Financing



Feeder, LP; and TCW Direct Lending Structured Solutions 2022. We have noted that TCW Star Direct Lending LLC has elected to be treated as a business development company.

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

**Separate Accounts. Fixed Income Strategies.** We have added a summary for the ESG Securitized strategy and we have revised our summary for the Alpha Trak strategy. We have elaborated on our methods and sources for analysis, including: specific factors and risks considerations; benefits of our proprietary analytics and portfolio management system; utilization and analysis of external vendor data for climate physical risk for the mortgage sector; our corporate and quasi sovereign credit research; expansion of our ESG evaluation methodology and risk analysis; and the use of scenario analysis in risk management. We have made updates to these risk factors: issuer risk; market disruptions, geopolitical, and physical/natural risk. We have added these risks: inflation risk; ESG investing risk; and ETF and ETN risk. **Equities.** We removed the Global Technology strategy as we no longer offer it. We have added summaries for the following strategies: Global Entertainment Technology Equity; and Market Neutral Income Equities. We have made updates to these risk factors: issuer risk; market disruptions, geopolitical, and physical/natural risk. We have added these risks: inflation risk; and ESG investing risk. **International Strategies.** We have added summaries for the following strategies: EM ECO Centric Opportunities; Emerging Markets Asia High Yield; Emerging Markets Income Focus; Emerging Markets Opportunistic Credit High Yield; Emerging Markets Opportunistic Credit Investment Grade; Emerging Markets Sustainable Income; and EMFI Quality Sovereign/Quasi-Sovereign. We removed the summary for the Emerging Markets Blended Debt strategy as we no longer offer it. We made updates to the market disruptions, geopolitical, and physical/natural risk. **Private Credit Strategies.** We made updates to the market disruptions, geopolitical, and physical/natural risk.

## **ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

We have noted that as a global asset manager some our services provided to our clients may from time to time be conducted by, or in conjunction with our affiliate TCW Europe Limited.

**Private Funds.** We have updated the list of private funds for which we, or one of affiliates, is the general partner or managing member.

**SPAC.** We noted we have filed a certificate of dissolution for the SPAC.

## **ITEM 12: BROKERAGE PRACTICES**

**Cross-Trades.** We have described the prohibition on effecting cross-trades in fixed income securities on behalf of a Mutual Fund.

## **ITEM 13: REVIEW OF ACCOUNTS**

We have noted that our combination of decentralized and centralized risk controls involves key risk areas as being subject to the review of the oversight committees.



#### **ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION**

We have revised this section to describe disclosures a non-affiliated third party (“Solicitor”) must provide to a prospective client or investor in a private fund when making a referral to us. We also note that we may pay an affiliated person for a referral and that although they are not required to provide the disclosures a Solicitor must make, the affiliated person is still subject to our oversight.

#### **ITEM 17: VOTING CLIENT SECURITIES**

We made material changes to our Global Portfolio Proxy Voting Guidelines to reflect amendments to our policy. These changes are to our proxy voting procedures, proxy voting services, use of a sub-advisor, conflicts of interest, and proxy voting information and recordkeeping.