

Penn Mutual Asset Management, LLC

Part 2A of Form ADV

Firm Brochure

March 31, 2023



This Brochure provides our clients with information about the qualifications and business practices of Penn Mutual Asset Management, LLC (“Penn Mutual Asset Management”, “PMAM”, “we”, “us”, “our” or the “firm”). If you have any questions about the contents of this Brochure, please contact us at PMAMCompliance@pennmutualam.com or 215-956-8114.

Penn Mutual Asset Management is an investment adviser registered with the SEC. Registration as an investment adviser does not imply any level of skill or training. The information in this brochure has not been approved or verified by the U.S. Securities and Exchange Commission (“SEC”), any state securities authority or non-U.S. regulatory authority.

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

Item 2: Material Changes

This section identifies and discusses material changes to the Form ADV Part 2A since the previous version. The last annual update of the Form ADV Part 2A was March 31, 2022. There are no material changes since the last annual update.

If you would like another copy of this Brochure, you can either download it from the SEC website or we will send you a copy by contacting us at PMAMCompliance@pennmutualam.com or 215-956-8114.

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Item 4: Advisory Business

PMAM was organized in June 1989, under the name of Independence Capital Management, Inc. The home office of PMAM is located at 600 Dresher Road, Horsham, Pennsylvania 19044. PMAM is a wholly owned subsidiary of The Penn Mutual Life Insurance Company (“Penn Mutual”), a mutual life insurance company that has been in the insurance and investment business since the mid-1800s.

As of December 31, 2022, Penn Mutual Asset Management is managing approximately \$30.3b in client assets, all of which is managed on a discretionary basis. We offer investment management services to: affiliated insurance company general and separate accounts and other affiliated corporate entities; third-party U.S. institutional clients; registered investment companies; private funds; separately managed portfolios; and other pooled investment vehicles. We generally manage client investment portfolios (on both a discretionary and non-discretionary basis) in a manner consistent with client written investment objectives, guidelines, limitations and restrictions.

PMAM manages client investment portfolios based on various investment strategies. We may perform day-to-day investment management services directly or hire Sub-Advisers to manage a portion or all of client investment portfolios. We also offer a fee-based advisory wrap program (“Wrap Fee Program”) which is a customized discretionary investment advisory program for affiliated insurance company clients seeking to bundle fees for services associated with investment management, custodian fees, proxy fees, brokerage and other transaction costs (including costs related to derivative transactions). For more information on the wrap program, please refer to the PMAM Wrap Fee Program Brochure.

Item 5: Fees and Compensation

PMAM receives fees based on contractually specified percentages of the assets of each client investment portfolio. Fees for advisory services performed by PMAM are negotiable. Our clients are generally large institutional investors or qualified purchasers, as defined in Section 2(a) (51) (A) of the Investment Company Act of 1940. From time to time, we may waive all or a portion of its fee or reimburse a client for adviser expenses, as deemed appropriate, or as negotiated with the client in writing. The rates and conditions of such waivers or reimbursements are set forth in client documents.

In valuing a client’s portfolio for fee billing purposes, PMAM generally utilizes pricing information provided by independent pricing vendors. To the extent a vendor is unable to provide pricing information for a particular security or instrument or when market quotations are not readily available, we may “fair value” such security or instrument to reflect what we believe accurately reflects the value of the security or instrument. When this occurs, a potential conflict of interest may arise as we could have an incentive to value such security or instrument in an effort to generate greater fees or higher investment returns. To mitigate this potential conflict, PMAM has adopted written policies and procedures that are reasonably designed to provide assurance that such security or instrument is properly valued. Cash balances, even if managed by a client’s custodian or invested in third-party investment funds, may be considered as investment portfolio assets for purposes of determining fees payable.

Registered Investment Companies

PMAM may provide investment supervisory services to registered investment companies (or funds). We manage these investment portfolios in accordance with the investment objectives and policies as set forth in their respective registration statements filed with the SEC, and in accordance with the terms and conditions of the investment advisory agreement. PMAM, subject to the supervision and approval of the client, may hire and terminate independent sub-advisers to make the investment decisions without shareholder approval. Fees are payable by each investment portfolio at the end of each calendar month for services rendered during the month. Fees are calculated on the average daily net assets of each Fund. In cases when PMAM uses sub-advisers, we pay the sub-advisory fee out of the investment advisory fee we receive.

Insurance Companies

PMAM provides investment management services to insurance company clients, specifically, to manage general account assets. Fees are payable by each insurance company at the end of the month for services rendered during the previous month. Fees are calculated on all assets held in an investment portfolio equal to a determined basis point multiplied by the net asset value of such investment portfolios as of each calendar month-end, adjusted *pro rata* for periods of less than a complete month.

Private Funds or Segregated Portfolios

PMAM provides investment advisory services to unregistered private funds or private segregated portfolios. Fees are payable by each investment portfolio at the end of each calendar quarter in arrears for the services rendered during the month which are accrued monthly. The fees include performance-based fees; therefore, please see Item 6 for additional information regarding performance-based fees.

Separately Managed Portfolios

PMAM provides investment advisory services to separately managed portfolios. Fees are payable by each separately managed portfolio at the end of each calendar quarter in arrears based on the total market value of such assets as of the beginning of each calendar month during the calendar quarter, as determined by the client's custodian bank. The fees include performance-based fees; therefore, please see Item 6 for additional information regarding the performance-based fees.

Additional Advisory Services

PMAM provides investment advice on a non-discretionary basis for a flat annual fee. Fees are paid quarterly in arrears.

Other Fees and Expenses

In addition to the fees for advisory services described above, clients may incur additional fees in connection with the advisory services provided. Clients will be responsible for the fees and expenses charged by the custodian of client assets, as well as brokerage commissions and other transaction costs associated with transactions made on behalf of a client account, which are expensed monthly.

Item 6: Performance-Based Fees and Side-by-Side Management

PMAM charges performance-based ("Incentive Allocation") fees for managing certain investment portfolios, such as private funds, in addition to the fees mentioned in Item 5. Please note such fees are subject to negotiation by client. Incentive Allocation fees are accrued monthly and payable at the end of each calendar year.

Side-by-Side Management and Conflicts

Side-by-side management of investment portfolios with different fee arrangements could incentivize PMAM to favor accounts that pay Incentive Allocation fees, or to choose investments that are riskier or more speculative than might otherwise have been chosen for those portfolios. Similarly, PMAM may also have an incentive to favor portfolios in which it and/or its employees may own a substantial interest. To mitigate these conflicts, we have adopted policies and procedures designed to provide assurance that investment personnel make decisions based on the best interests of clients, without consideration of PMAM's economic or pecuniary interests. Please see Item 12, Brokerage Practices, for additional information about the trade allocation procedures and for handling potential conflicts. Please also see Item 11, Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.

Item 7: Types of Clients

PMAM offers investment advisory services to: affiliated insurance company general and separate accounts and other affiliated corporate entities; third-party U.S. institutional clients (on both a discretionary and non-discretionary basis); registered investment companies; private funds; separately managed portfolios; and other pooled investment vehicles. We may advise clients that are subject to the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). PMAM qualifies as a Qualified Professional Asset Manager as defined by ERISA. Accordingly, certain transactions directed by us may be exempt from certain ERISA prohibited transaction rules.

Item 8: Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

PMAM may receive a wide range of research services from broker-dealers, including information on securities markets, the economy, individual companies, statistical information, accounting and tax law interpretations, technical market action, pricing and appraisal services, and credit analyses. Research services are received primarily in the form of written reports, telephone contacts, personal meetings with security analysts, corporate and industry spokespersons, economists, academicians, and government representatives, and access to various computer-generated data. In making investment decisions, we consider each particular client investment objective. In connection with making its investment decisions, PMAM utilizes research and financial services from major investment banking firms. We also have access to information supplied by Moody’s Investor Services, Credit Sights, Inc., Bloomberg Financial Markets, and other similar services. Relevant topics may influence or change our market outlook, such as Federal Reserve policy, the economy, interest rate behavior and forecasts, inflation, monetary growth and the overall supply of appropriate investments. The result of analysis contributes to investment strategy, which may then be further refined in accordance with relevant policies and needs of each portfolio.

Investment Strategies and Investment Philosophy

PMAM’s investment approach centers on the belief that valuation drives decisions to help generate strong performance, and related decision-making may be optimized when executed through the lens of rigorous risk management. The investment approach utilizes an extensive value-based methodology to determine attractive investment opportunities. The relative value view forms the framework used to evaluate investment opportunities and is applied across and within asset classes. This framework is also employed in risk/reward tradeoff considerations. Through a comprehensive, value-driven approach, the technical and fundamental dynamics that impact fixed-income markets can be capitalized upon and market inefficiencies can be exploited.

The three components of the investment process, *Macro View*, *Asset Class Relative Value*, and *Security Selection* are viewed with a relative-value lens and continuously defined and measured by the contribution to expected return and risk.

Macro View: A top-down macroeconomic view drives decisions relating to risk weighting, positioning from a duration and yield curve perspective, and desired strategic asset allocation. Macro risk variables include: Business/Credit Cycle; Commodities; Currencies; Inflation; Interest Rates; Market Volatility; and, Monetary Policy. A full assessment of the global macro economy establishes risk parameters for portfolio construction.

Asset Class Relative Value: Analysis of credit spreads, duration and liquidity helps to establish relative value opportunities across fixed income asset classes. An assessment of fixed income asset classes is conducted in addition to a full assessment of industries and sub-sectors to determine focus areas for strategic allocation. The decision of the most efficient investment vehicle (cash bond or derivative) is also determined.

Security Selection: Based upon the macro view and asset class relative value identification, a full analysis of fundamentals, technicals and valuation is conducted to determine the best total return opportunities for the portfolio.

Fundamentals: Industry view; Company competitive positioning; Growth rates, profitability and capital intensity; and, Covenant review and recovery analysis. **Technicals:** New issue calendar; Mutual fund and ETF flow data; Foreign credit demand; and, Secondary market supply. **Valuation:** Active sector rotation; Proprietary modeling; and, Term structure and yield curve positioning.

The balance of a repeatable, value-driven approach with seasoned investment judgment leads to the construction of an optimal portfolio focused on prudent diversification, downside protection and attractive risk-adjusted returns. High conviction ideas are balanced against prudent risk management and derivatives are utilized as a cost effective way to express conviction in a particular asset class or macroeconomic view. Derivatives also help create value, manage risk and preserve capital for investors.

Investment Strategy - Insurance Company Portfolios

The principal investment strategy for the management of insurance company general account assets may be described as liability-driven investing. Liability-driven investing supports the asset purchases and the construction of a general account investment portfolio that will generate investment earnings to support cash flow needs relating to operational commitments. Specific guidelines and restrictions, for each insurance company investment portfolio, are described in the client investment plan delivered to us at the onset of the relationship.

Investment Strategy - Investment Management Companies

The principal investment strategies and associated risks of registered investment companies are described in fund documents such as the prospectus and Statement of Additional Information. Specific guidelines and restrictions, for each registered investment company portfolio, are described in the fund documents delivered to us at onset of the relationship.

Investment Strategy - Private Funds or Segregated Portfolios

The principal investment strategies and associated risks of private funds or segregated portfolios are described in offering documents delivered to us at onset of the relationship.

Investment Strategy - Separately Managed Portfolios

The principal investment strategies and associated risks of other accounts such as separately managed portfolios are described in Investment Guidelines delivered to us at onset of the relationship.

General Investment Strategies

Regarding fixed-income strategies, PMAM will invest primarily in investment grade, fixed-income securities. We seek to find securities that are undervalued in the marketplace based on both a relative value analysis of individual securities combined with an analysis of macro-economic factors. With this approach, PMAM attempts to identify securities that are under-valued based on their quality, maturity and sector in the marketplace. PMAM will purchase an individual security when doing so is also consistent with its macro-economic outlook, including its forecast of interest rates and its analysis of the yield curve (a measure of interest rates of securities with the same quality, but different maturities). We will seek to opportunistically purchase securities to take advantage of inefficiencies of prices in the securities markets. PMAM will sell a security when it believes that the security has been fully priced. PMAM seeks to reduce credit risk by diversifying among many issuers and different types of securities. Regarding a government money market fund strategy, PMAM will invest no less than 99.5% of the portfolio's assets in government securities, cash or repurchase agreements that are collateralized fully by government securities or cash. Regarding "fund-of-funds" strategies, PMAM will invest in a combination of other funds (each, an "underlying fund" and, collectively, the "underlying funds") in accordance with its target asset allocations. These underlying funds invest their assets directly in equity, fixed income, money market and other securities in accordance with their own investment objectives and policies. The underlying funds are managed using both indexed and active management strategies. The "fund-of-funds," however, has its own distinct target portfolio

allocation and is designed to accommodate specific investment goals and risk tolerances. Through its investments in the underlying funds, the “fund-of-funds” target allocation is intended to allocate assets among various asset classes, such as equity securities, fixed-income securities and money market securities. In determining the appropriate asset allocation, PMAM will rely on both experience and evaluation of the overall financial markets; including, but not limited to, information about the economy, interest rates and the long-term absolute and relative returns of various asset classes. Consideration will also be given to the investment styles of the managers of the underlying funds and their historic patterns of performance relative to their asset class and to other underlying funds objective.

Material Risks

Specific material risks associated with investment strategies employed by Penn Mutual Asset Management are discussed with each client and are disclosed as appropriate. The material risks to client portfolios may include:

Corporate Debt Securities Risk: Corporate debt securities are subject to the risk of the issuer’s inability to meet principal and interest payments on the obligation and may also be subject to increased price volatility due to such factors as market interest rates, market perception of the creditworthiness of the issuer and general market liquidity.

Counterparty Risk: The possibility that a party to a transaction may fail to meet its obligations thereby causing a monetary loss or the benefit of the transaction or preventing additional transactions in other securities to implement investment strategies.

Credit Risk: The possibility that an issuer of a debt security, or counterparty to a derivatives contract, defaults on its payment obligations. While PMAM tries to minimize this risk by investing in high-quality securities, the credit quality of such securities may change rapidly in certain market environments and in response to certain market events, such as a decline in the credit quality of an issuer.

Derivatives Risk: The use of derivative instruments such as futures, forwards, options and swaps is subject to (i) market risk, (ii) leverage risk, (iii) correlation risk, and (iv) valuation risk as described as follows: (i) Market risk is the risk that the market value of an investment may move up and down, sometimes rapidly and unpredictably; (ii) Leverage risk is the risk that the use of leverage can amplify the effects of market volatility on the underlying fund’s share price and may also cause the underlying fund to liquidate portfolio positions when it would not be advantageous to do so in order to satisfy its obligations. The use of forwards and swap agreements is also subject to credit risk and valuation risk; (iii) Correlation risk is the risk that changes in the value of the derivative may not correlate perfectly with the underlying asset, rate or index; and, (iv) Valuation risk is the risk that the derivative may be difficult to value and/or valued incorrectly. The use of derivative instruments involves risks different from, or possibly greater than, the risks associated with investing directly in securities and other traditional investments and could cause the underlying portfolio to lose more than the principal amount invested.

Equity Securities Risk: In general, prices of equity securities are more volatile than those of fixed-income securities. The prices of equity securities fluctuate, and sometimes widely fluctuate, in response to activities specific to the issuer of the security as well as factors unrelated to the fundamental condition of the issuer, including general market, economic and political conditions.

Fixed Income Securities Risk. The possibility that the market value of a fixed-income security may decline due to general market conditions that are not specifically related to a particular company, such as real or perceived adverse economic conditions, changes in the outlook for corporate earnings, changes in interest or currency rates or adverse investor sentiment generally. Fixed income securities markets may, in response to governmental intervention, economic or market developments (including potentially a reduction in the number of broker-dealers willing to engage in market-making activity), or other factors, experience periods of increased, and sometimes unpredictable, volatility and reduced

liquidity. During those periods, PMAM may have to sell securities at inopportune times, and at unfavorable prices. Fixed income securities also may be difficult to value during such periods.

Futures Contracts Risk: The use of futures is subject to: (i) leverage risk; (ii) correlation or tracking risk; and (iii) liquidity risk. Because futures require only a small initial investment in the form of a deposit or margin, they involve a high degree of leverage. Accordingly, the fluctuation of the value of futures in relation to the underlying assets upon which they are based is magnified. Thus, investment strategies that utilize futures contracts may experience losses that exceed losses experienced by strategies that do not use futures contracts and which may be unlimited, depending on the structure of the contract. There may be imperfect correlation, or even no correlation, between price movements of a futures contract and price movements of investments for which futures are used as a substitute, or which futures are intended to hedge.

High Yield Bond Risk: Investing in debt securities rated below investment grade (high yield or junk bonds) involves additional risks, including greater sensitivity to price volatility, interest rate changes, valuation difficulties, and a potential lack of a liquid secondary or public market for the securities. High-yield securities are considered speculative with respect to their issuers' ability to make timely payments or otherwise honor their obligations.

Interest Rate Risk: The prices of fixed income investments in a portfolio may fall when interest rates rise. Interest rate changes have a greater effect on the price of fixed income securities with longer maturities.

LIBOR Replacement Risk: The transition away from the London Interbank Offered Rate ("LIBOR") may lead to increased volatility and illiquidity in markets that are tied to LIBOR. LIBOR is a benchmark interest rate that is used as a reference rate for financial instruments. The transition away from LIBOR poses a number of risks including changed values of LIBOR-related investments and reduced effectiveness of hedging strategies.

Liquidity Risk: Certain investments may become illiquid under adverse or volatile market or economic conditions, making those investments difficult to sell at an advantageous price, particularly in times of market turmoil. Illiquid securities may also be more difficult to value.

Mortgage- and Asset-Backed Securities Risk: Investments in mortgage- and asset-backed securities may decline in value and become less liquid when defaults on the underlying mortgages or assets occur and may exhibit additional volatility in periods of rising interest rates. Rising interest rates tend to extend the duration of these securities, making them more sensitive to changes in interest rates than instruments with fixed payment schedules. When interest rates decline or are low, the prepayment of mortgages or assets underlying such securities may reduce portfolio returns.

Portfolio Turnover Risk: The portfolio may buy and sell portfolio securities frequently, which may result in increased transaction costs and lower portfolio performance.

Prepayment and Extension Risk: The principal on fixed-income securities may be paid off earlier or later than expected. Either situation could cause the portfolio to hold securities paying lower-than-market rates of interest, which could adversely affect the yield or price.

U.S. Government Securities Risk: Certain U.S. government securities are not backed by the full faith and credit of the U.S. government, which means they are neither issued nor guaranteed by the U.S. Treasury. The U.S. government may not provide financial support of such securities if not obligated to do so. A default by a U.S. government agency or instrumentality could cause underlying prices or yields to fall.

Item 9: Disciplinary Information

PMAM and its leadership are required to disclose all material facts regarding any legal or disciplinary events that would be material to the evaluation of advisory services or the integrity of management by a client or a prospective client. PMAM does not have any legal or disciplinary events to report at this time.

Item 10: Other Financial Industry Activities and Affiliations***Affiliated Insurance Companies***

Penn Mutual, the parent company of PMAM, has an affiliate services agreement with the firm whereby Penn Mutual may provide us with resources and facilities necessary in the conduct of its business. Penn Mutual has established an investment management agreement with PMAM. We have also established investment management agreements with our insurance affiliates. These affiliates include The Penn Insurance and Annuity Company; The Penn Insurance and Annuity Company of New York; PIA Reinsurance Company of Delaware I and Vantis Life Insurance Company.

Affiliated Funds

PMAM serves as investment adviser to each of the funds of Penn Series Funds, Inc. Penn Series Funds is a registered investment company, comprised of assets of variable annuity contracts and variable life insurance policies issued by Penn Mutual. As investment adviser to Penn Series Funds, we have retained independent investment advisers (“Sub-Advisers”) to make the investment decisions for certain individual portfolios (“Funds”) of the Penn Series Funds, subject to our oversight. In these cases, we have also delegated brokerage discretion to the Sub-Advisers, and, therefore, the Sub-Advisers have the discretionary authority to determine which broker-dealers will be used when purchasing and selling securities on behalf of these Funds.

PMAM serves as investment adviser to the Penn Mutual AM Strategic Income Fund and Penn Mutual AM 1847 Income Fund, which are the series of The Advisors’ Inner Circle Fund III distributed by SEI Investments Distribution Co., which is not affiliated with PMAM. We have an indirect interest in the Penn Mutual AM Strategic Income Fund and Penn Mutual AM 1847 Income Fund.

PMAM is a managing member and investment adviser to Penn Mutual Asset Management Credit Opportunities Series consisting of Penn Mutual Asset Management Multi-Series (Master), LLC – Series B (“Master Fund”); Penn Mutual Asset Management Multi-Series Fund, LLC – Series B (“U.S. Feeder”); and Penn Mutual Asset Management Multi-Series Fund (Cayman), SPC – SP-B, a private series consisting of an onshore feeder fund and an offshore segregated portfolio (“Cayman Feeder”). We are the managing member and investment adviser and seeded the U.S. feeder and thus have an indirect interest in the Master Fund.

Affiliated Broker Dealer

Hornor, Townsend & Kent, LLC (“HTK”) is a direct subsidiary of Penn Mutual and an affiliated entity of PMAM. Certain employees of ours are registered representatives of HTK including: Keith Huckerby, Senior Managing Director & Chief Operating Officer; Christopher Fanelli, Managing Director of Business Development; and, Victoria Robinson, Chief Compliance Officer. Victoria Robinson also serves as Chief Compliance Officer of HTK. Employees of PMAM who are registered with HTK are subject to PMAM and HTK policies and procedures, as applicable. Janney Montgomery Scott, LLC (“Janney”) is an indirect subsidiary of Penn Mutual and an affiliated entity of PMAM. HTK and Janney are not approved brokers for PMAM.

Conflicts of Interest

Certain employees of PMAM may serve as officers or directors or members of committees or boards of our affiliates; conversely, certain employees of our affiliates may serve as officer or members of committees of our board (“Shared Employees”). As a result, the businesses and interests of PMAM and its affiliates may give rise to potential conflicts of interest as between the business interests of our clients and PMAM and those of its affiliates. As such, we have adopted policies and procedures to

provide assurance that any potential conflicts of interests with clients are disclosed and resolved fairly. We may utilize expert network services to obtain market, sector, company and/or other information. There may be an inherent conflict of interest in such arrangements as the experts are financially incented to provide information to justify their position within the network. We have adopted policies and procedures to provide assurance that such conflicts, as well as risk of receiving inside information via the use of expert network services, is mitigated.

Selection of Other Investment Advisers

PMAM may recommend Sub-Advisers to clients to manage client assets. Conflicts associated with such recommendations are mitigated by written agreements that are reviewed and approved by all clients. When we recommend the use of Sub-Advisers, we perform due diligence on Sub-Adviser candidates prior to recommendation, including but not limited to, analysis of each Sub-Adviser investment process and results, including the length of its track record, consideration of the assets under management, and interviews with members of the Sub-Adviser senior management and investment teams and their Legal, Compliance, Risk and Operations professionals. The decision to continue to use a Sub-Adviser depends upon various factors which may include but not be limited to, performance record, management style, number and continuity of investment professionals, operational controls and processes and client servicing capabilities. Our due diligence efforts surrounding Sub-Advisers are formalized in written procedures.

Commodity Trading Advisor (“CTA”) and Commodity Pool Operator (“CPO”)

PMAM is registered as a CTA and CPO with the U.S. Commodity Futures Trading Commission (“CFTC”) and is a member of the National Futures Association. However, PMAM currently claims an exclusion from the definition of CPO pursuant to CFTC Regulation 4.5 with respect to each of the registered investment companies managed by PMAM. PMAM also operates the Penn Mutual Asset Management Multi-Series Fund (Master), LLC – Series B, Penn Mutual Asset Management Multi-Series Fund, LLC – Series B (“U.S. Feeder”), and Penn Mutual Asset Management Multi-Series Fund (Cayman), SPC – SP-B (“Cayman Feeder”) as a registered CPO. Because investors to these funds are limited to qualified eligible persons, we have filed a claim of exemption pursuant to CFTC Regulation 4.7, which exempts us from certain disclosure, reporting and recordkeeping requirements of Part 4 of the CFTC Regulations. We do not manage any accounts in which we serve as a registered CTA.

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

PMAM has established a Code of Ethics (“Code”) to establish expectations of conduct for our employees and to assist employees when making decisions. Our code is written to comply with requirements of Rule 204A-1 under the Investment Advisers Act of 1940. The Code reflects the fiduciary obligation of PMAM and our employees to conduct their business and personal affairs in a manner that serves the interests of clients ahead of their own interests, avoids taking advantage of their fiduciary position for personal gain, and addresses actual or potential conflicts of interests. Specifically, our code: (i) sets out standards of conduct expected of our employees; (ii) requires the reporting of personal securities transactions, including transactions in any funds managed by PMAM; and (iii) safeguards material nonpublic information about client transactions. The Code requires our employees to submit personal trading reports on a quarterly and annual basis. Employees are prohibited from acquiring any securities as part of an initial public offering and may not profit from “short-term” trading and market timing of mutual funds. We will provide a copy of the Code to any client or prospective client upon request.

Item 12: Brokerage Practices

Brokers and Execution Quality

PMAM views best execution as referring to the best net results from a trade, taking into account all circumstances relevant at the time the trade is placed. With respect to determining the broker or dealer to be used and the commission rates to be paid in connection with purchasing and selling securities for clients, we seek to obtain the best price and the most favorable execution of its orders, taking into consideration the experience and skill of the broker-dealer and the broker-dealer financial responsibility

and administrative efficiency. We also consider such factors as the price of the security, the rate of the commission, the size and difficulty of the order, the reliability, integrity, financial condition, general execution and operational capabilities of the broker-dealer and competing broker-dealers and the brokerage and research services they provide. We utilizes different methods to gain competitive bond quotes depending on the liquidity and price transparency of the security. For highly liquid securities, an electronic trading platform may be used, where several market bids are sought and market levels are readily available, or a competitive bid /offer process whereby multiple dealers are able to participate. For less liquid securities, a negotiated process may be used due to the nature of the transaction. The negotiated bid process may depend on factors such as size and distribution of the issue, credit history and outlook of the security and the ability to provide anonymity. In an effort to oversee brokerage activity, we evaluate each trade for best execution. On a periodic basis, PMAM reviews and discusses various reports detailing portfolio transactions, broker commission expenditures, service levels, and portfolio performance for each mutual fund. PMAM has established an Investment Management Committee, which is responsible for, among other, the approval of brokers and counterparties with whom we trade. When there is interest in trading with a new broker or firm, a member of the Investment Management Committee will recommend the approval of a broker, based on review of various available data including, but not limited to, annual reports, market intelligence, expertise, stock price movements, experience, credit worthiness and arbitration awards, disciplinary, financial, and/or regulatory events.

Soft dollars

PMAM does not engage in soft dollar arrangements.

Brokerage Arrangements

PMAM does not engage in directed brokerage.

Affiliate Brokerage Transactions

PMAM does not engage in the use of affiliated brokers.

Allocation and Aggregation of Securities

PMAM has established a policy designed to provide assurance that investment opportunities are allocated equitably among different clients. Because PMAM has discretionary authority to purchase and sell securities for each client portfolio in accordance with client investment objectives, policies and limitations and may manage portfolios for multiple client accounts with similar investment objectives, purchases and sales may be made for a number of the portfolios simultaneously and, as such, we will generally average the price of the transactions and allocate the average among its clients participating in the transaction. At times, however, investment opportunities may be allocated differently among accounts due to the particular characteristics of an account, such as size of the account, cash position, tax status, risk tolerance and investment restrictions or for other reasons. Notwithstanding, no one portfolio will be treated more or less advantageously than the other portfolios involved.

Item 13: Review of Accounts

PMAM client accounts are reviewed on an ongoing basis to provide assurance that investment activity adheres with investment policy and invested securities comply with investment guidelines. Portfolio Managers review account reporting, no less frequently than monthly, to evaluate whether portfolio performance, diversification, and risk levels are appropriate considering the transactions costs involved in any changes. Financial, operations and compliance professionals also review accounts to monitor fee calculations, holdings and compliance with firm policy. Results of review in any one account can prompt a review of all accounts, if there is a change in the performance of certain types of assets that we know to be commonly held. Some accounts require specific activities in accordance with regulatory requirements, including money market funds.

Item 14: Client Referrals and Other Compensation

PMAM may utilize the services of broker-dealers, other financial intermediaries, and other entities or individuals permitted by law (each, a “Third-Party Solicitor”), for client referrals. Each such Third-Party Solicitor typically will be compensated based upon a percentage of the investment advisory fee actually received by PMAM from the referred advisory client and/or by a flat fee. Generally, the clients referred pay an advisory fee that is no higher as a result of the referral arrangement than PMAM’s regular advisory fee as set forth in Fees and Compensation above. Notwithstanding, PMAM may enter into a referral agreement with a Third-Party Solicitor whereby the annual advisory fee paid by the client is higher than the customary advisory fee charged by PMAM by reason of the compensation paid to the Third-Party Solicitor. In such cases, PMAM will notify the referred client and obtain a written disclosure statement executed by the client which acknowledges the higher fee payment. All advisory clients referred by a Third-Party Solicitor will receive a PMAM Brochure and Brochure Supplement, and a separate written disclosure statement describing the Third-Party Solicitor’s referral arrangement with Penn Mutual Asset Management, including the compensation paid and any additional amounts that may be charged to the client’s advisory fee and the amount attributable to the referral arrangement. PMAM may also enter into written agreements with individuals whom are registered representatives of or associated with affiliates of PMAM.

Item 15: Custody

With respect to client accounts for which PMAM is deemed to have custody for purposes of Rule 206(4)-2 under the Advisers Act, clients will receive account statements from the client-directed bank custodian or other qualified custodian that hold and maintain their investment assets. PMAM encourages clients to carefully review such statements and compare such custodial records to any transaction reporting provided by us.

Item 16: Investment Discretion

At the outset of our relationship with every client, we enter into an investment management or advisory agreement where clients determine if PMAM is granted discretionary investment authority to select the securities and amount of securities to be bought or sold for the client’s investment portfolio. We exercise such discretionary investment authority in a manner consistent with the client’s investment objectives, guidelines, limitations and restrictions. For our clients that are registered investment companies, our authority to select and trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made. For our clients that are insurance companies, our authority to trade securities may also be limited to certain state requirements or laws.

Item 17: Voting of Client Securities

PMAM provides day-to-day investment management services to clients, which may include the voting of securities held in their accounts (proxy voting). We have adopted related procedures to address proxy voting. The procedures are reasonably designed to provide assurance that we vote securities held in those client accounts in the best interest of the client. Proxy procedures may be amended as deemed appropriate. PMAM has also retained an independent firm (“Proxy Service Provider”) to assist in voting the securities for certain client accounts, as applicable. These services include in-depth research, analysis, voting recommendations, as well as vote execution, reporting, auditing and consulting assistance for the handling of proxy voting responsibilities and corporate governance. Securities generally will be voted in accordance with the guidelines set forth by the Proxy Service Provider. In addition, we monitor the voting of securities that may present a conflict between the interests of a client and the interest of PMAM and its affiliates. We are sensitized to the fact that any business or other relationship between PMAM (or any of its affiliates) and a company whose securities are to be voted could improperly influence a manager’s determination to vote the securities differently than recommended by the Proxy Service Provider. Except with respect to proxies of affiliated mutual funds, any potential conflict of interest identified is immediately referred to the Chief Compliance Officer for immediate resolution. With respect to proxies of an affiliated fund, PMAM will vote such proxies in the same proportion as the vote of all other shareholders of the fund (i.e., “echo vote”), unless otherwise required by law.

We will provide a copy of our proxy voting policies and procedures to clients upon request. Clients may obtain information on how we voted our securities by calling or e-mailing us.

Item 18: Financial Information

PMAM has no financial condition that would impair our ability to meet any contractual commitments to our clients. PMAM has not been the subject of a bankruptcy petition at any time in the last ten years.

Item 19: Requirements for State-Registered Advisers

Not applicable.