

**Form ADV Part 2A  
Brochure  
Item 1 Cover Page:**

**Van Eck Associates Corporation**

666 Third Avenue

New York, NY 10017

Phone: (212) 293-2000

[www.vaneck.com](http://www.vaneck.com)

Brochure Date: March 28, 2024

This brochure provides information about the qualifications and business practices of Van Eck Associates Corporation (the “Adviser”). If you have any questions about the contents of this brochure, please contact us at (212) 293-2000 or [info@vaneck.com](mailto:info@vaneck.com). The information in this brochure has not been approved or verified by the U.S. Securities and Exchange Commission (“SEC”) or by any state securities authority.

The Adviser is a registered investment adviser. Registration with the SEC does not imply a certain level of skill or training.

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

## **Item 2 Material Changes**

The Adviser's most recent annual update to its brochure was made on March 30, 2023.

Material changes to this brochure since the March 1, 2024 material update include amendments to the following item:

**Item 8 — Methods of Analysis, Investment Strategies and Risk of Loss:** Updated to reflect material changes to the Adviser's investment strategies and risk factors.

## **Important Note about this Brochure**

***This Brochure is not:***

- ***an offer or agreement to provide advisory services to any person***
- ***an offer to sell securities (or a solicitation of an offer to purchase securities)***

*As required by the Investment Advisers Act of 1940, as amended (“Advisers Act”), the Adviser provides this Brochure to current and prospective clients and in its discretion, provides this Brochure to current or prospective investors in a fund, together with other relevant fund documents, such as an offering or private placement memorandum, or, with respect to funds registered under the Investment Company Act of 1940, as amended (the “1940 Act”), a prospectus or registration statement, prior to, or in connection with, such persons’ investment in the fund. Additionally, this Brochure is available through the SEC’s Investment Adviser Public Disclosure website.*

*Although this publicly available Brochure describes investment advisory services and products of the Adviser, persons who receive this Brochure (whether or not from the Adviser) should be aware that it is designed solely to provide information about the Adviser as necessary to respond to certain disclosure obligations under the Advisers Act. As such, the information in this Brochure may differ from information provided in relevant fund documents. More complete information about each fund is included in relevant fund documents. To the extent that there is any conflict between discussions herein and similar or related discussions in any fund documents, the fund documents shall govern and control.*

### Item 3 Table of Contents

The following is the table of contents for this brochure:

Item 1- Cover Page .....	Page 1
Item 2- Material Changes .....	Page 2
Item 3- Table of Contents .....	Page 4
Item 4- Advisory Business.....	Page 5
Item 5- Fees and Compensation.....	Page 7
Item 6- Performance-Based Fees and Side-By-Side Management .....	Page 9
Item 7- Types of Clients .....	Page 10
Item 8- Methods of Analysis, Investment Strategies and Risk of Loss .....	Page 11
Item 9- Disciplinary Information .....	Page 36
Item 10- Other Financial Industry Activities and Affiliations .....	Page 37
Item 11- Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	Page 39
Item 12- Brokerage Practices.....	Page 43
Item 13- Review of Accounts .....	Page 49
Item 14- Client Referrals and Other Compensation.....	Page 50
Item 15- Custody .....	Page 51
Item 16- Investment Discretion .....	Page 52
Item 17- Voting Client Securities .....	Page 53
Item 18- Financial Information.....	Page 54

#### Item 4 Advisory Business

The Adviser is an investment adviser registered with the SEC and has been an investment adviser since 1955. The Adviser provides investment advisory services to registered investment companies, private funds, other pooled investment vehicles and other investment accounts. The Adviser was founded in 1955 by John van Eck to manage an international equity fund. In 1968, the Adviser began offering investments in gold shares and subsequently, provided investor access to areas of the market, including emerging markets and global resources among others.

The Adviser provides investment advisory services to registered investment companies and other pooled investment vehicles based on the investment objectives and restrictions as set forth in each prospectus or each pooled investment vehicle's offering document. In addition, the Adviser provides investment advisory services to institutional investors through investment accounts based on the individual investment objectives, client restrictions and guidelines of each client, as outlined by the client, and other factors deemed relevant by the client and disclosed to the Adviser. In some instances, clients have similar investment objectives but are charged different fees. The variation in fee structure charged to clients is generally reflective of the differing levels of service required to be provided to that client and the complexity of managing the client's account. The Adviser will be paid a fee at a certain annual rate of assets under management within the ranges described below under "Fees and Compensation," and may also charge a performance-based fee.

The Adviser has entered into arrangements with asset management firms or other firms (collectively, "Model Program Sponsors") where the Adviser provides a model securities portfolio (each a "Model Portfolio") to the Model Program Sponsors (the "Model Programs") for use by the Model Program Sponsor or a third-party manager in managing the accounts of participants in the Model Program. In addition, the Adviser provides investment advice to certain asset management or other firms' unified account programs ("UMA Program Sponsors" and together with the Model Program Sponsors, the "Program Sponsors" and participants in such Programs, "Program Participants"). In a Model Program, the Adviser generally is responsible only for providing an updated Model Portfolio to Program Sponsors on a periodic basis. The Model Program Sponsors or third-party managers (and not the Adviser) are responsible for directing that securities transactions will be executed on behalf of the model participant and for effecting trades based on the Model Portfolio as they deem appropriate for each Model Portfolio Program Participant. The Adviser does not control and is not aware of, any restrictions permitted or implemented by Program Sponsors or third-party managers. The Adviser is typically paid a fee based on the amount of assets of the Program Participants' accounts that are managed pursuant to the Adviser's Model Portfolio(s).

Model Portfolios can reflect the same or similar strategies used by the Adviser in managing other advisory accounts or funds. Such a Model Portfolio could include the same or similar holdings as an advisory account or fund managed in the same strategy; however, the manner in which the Adviser executes a strategy through these programs could differ from how that same or a similar strategy is executed for a fund or an advisory client (*e.g.*, by investing in ADRs rather than directly in the securities of an issuer) and Model Portfolios in the same or similar strategy

provided to different Model Program Sponsors could differ based on the circumstances of each Model Program.

The services to be performed by the Program Sponsor, the Adviser and others in these programs, and related fees and expenses charged to Program Participants, are generally detailed in the relevant agreements between or among the participants, the Model Program Sponsor or UMA Program Sponsor, as applicable, the Adviser, and/or any other parties and, where relevant the Program Sponsor's Form ADV, Part 2A, Appendix 1 or other Program brochure for Program Sponsors that are registered as investment advisers (collectively, the "Program Documents"). The Adviser is generally not required (and generally will not) make any recommendation or determination as to the suitability of a Program for any current or prospective Program Participant. Such persons should carefully review the terms of the Program Documents with the Program Sponsor to understand the terms, services, minimum account size and any additional fees or expenses that are associated with their participation in a Program prior to making an investment decision.

The Adviser does not currently participate as a manager in wrap fee programs, though it may do so in the future.

As of December 31, 2023, the Adviser managed approximately \$70.4 billion of client assets on a discretionary basis and no assets on a non-discretionary basis.

## **Item 5 Fees and Compensation**

The Adviser generally charges asset-based fees (which may be on a sliding scale with breakpoints dependent upon the value of assets under management) which generally may range from 0.06% to 2.00% of assets under management for accounts managed on a discretionary basis. The Adviser may choose to waive all or a portion of its fees in its sole discretion.

The Adviser will negotiate fees within these limits or may negotiate higher or lower fees depending on various factors including, the nature of the advisory services or its overall relationship with a client. It is not anticipated that fees will exceed industry norms but will be designed to provide reasonable compensation to the Adviser for its services. Certain related persons of the Adviser may also charge performance-based fees.

The Adviser's advisory fees for its clients are determined prior to commencement of services and depending on the client, are generally billed and paid in arrears or in advance.

The fees that the Adviser is entitled to receive for the investment advisory services provided to registered investment companies, private funds, and other pooled investment vehicles are generally disclosed in each company's or fund's prospectus or offering documents, as applicable. Registered investment company fees are accrued daily and are paid monthly. It is not anticipated that the Adviser will require the payment of fees six months or more in advance. A client contract may be terminated at any time in accordance with the termination provision in the contract.

Investors in registered investment companies, and other pooled investment vehicles managed by the Adviser will generally bear the expenses associated with the operation of such companies and funds, which may include, but are not limited to, advisory, trading, transfer agency, custodial, distribution, administrative, accounting and/or auditing, legal and offering fees or expenses and certain other expenses pursuant to agreements with their service providers and as disclosed in their offering materials.

The investment accounts managed by the Adviser will bear custodial and administrative expenses and other expenses pursuant to agreements with service providers and according to requirements set out in the investment advisory agreements between each client and the Adviser.

The registered investment companies, and other pooled investment vehicles advised by the Adviser will incur brokerage and other transaction costs, as discussed more fully under "Brokerage Practices" below.

At the time of termination of an investment advisory contract for a client who pays fees in advance, the client would be paid a pro rata refund for the portion of the quarter (or other period) for which fees were paid but for which services were not rendered.

The Adviser's compensation pursuant to model portfolio arrangements may be lower than the Adviser's standard fee schedule for client accounts that employ similar investment strategies. The Adviser may be paid a fee at a certain rate of the assets of the Program Sponsor's accounts

managed pursuant to the Adviser's model securities portfolio. Such model securities portfolio may include pooled investment vehicles advised and/or sponsored by the Adviser or its affiliates.



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

The Adviser does not receive performance-based fees from client accounts (“Accounts”) it manages. If the Adviser were to charge performance-based fees, the Adviser will be in compliance with Rule 205-3 under the Advisers Act and with applicable no-action positions taken by the SEC. Certain related persons of the Adviser may also charge performance-based fees.

The Adviser faces a conflict of interest to the extent that it manages an Account for which it receives a performance-based fee at the same time as it manages one or more Accounts for which it does not receive a performance-based fee or receives a different level of performance-based fee. A performance-based fee arrangement generally entitles an investment adviser to additional compensation if the performance of an Account bearing the performance-based fee exceeds an established benchmark. The Adviser has the potential to receive higher compensation from an Account for which it is paid a performance-based fee than for an Account that is not charged a performance-based fee or is charged a lower performance-based fee. The Adviser may have an incentive to favor Accounts or take increased investment risk on behalf of Accounts for which it receives a performance-based fee or a larger performance-based fee because it could receive greater compensation from such Accounts. For example, the Adviser may have an incentive to trade in non-performance-fee-based Accounts to benefit performance-fee-based Accounts. The Adviser has put into place policies and procedures to address these conflicts of interest. These policies and procedures are described in more detail below under “Brokerage Practices.”

## **Item 7           Types of Clients**

Our types of Accounts typically include mutual funds, exchange-traded funds (“ETFs”), other pooled investment vehicles, and institutional investors, including pension plans, advised through investment accounts. These clients may also include Program Sponsors. As a provider of advisory services under a Model or UMA Program, the Adviser is not responsible for determining whether a particular program, investment style or a strategy is suitable or advisable for any particular participant. Such determinations are the responsibility of the Program Sponsor.

The Adviser shall determine from time to time the minimum dollar value of Accounts that shall be accepted for management, since below a certain dollar value the Adviser may be unable to make appropriate investments based on a client’s investment needs. Also, Accounts below a certain asset value may not be economical for the Adviser or the client.

Currently, the Adviser imposes a \$50,000,000 minimum asset criteria for managing certain Accounts which employ an active and/or passive approach primarily through the use of, but not limited to, equity and fixed income instruments. The Adviser evaluates the viability of each Account on an individual basis and may therefore increase or decrease the minimum without notice.

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

The Adviser provides investment advisory services generally following one of several broad investment strategies. Certain Accounts seek capital appreciation over the long term by investing in securities in a particular market sector (the “Managed Accounts”). Each Managed Account generally focuses on a particular market sector according to its investment objective. In advising these Managed Accounts, the Adviser typically utilizes qualitative and quantitative methods of analysis including fundamental analysis and various types of technical analysis such as charting and cyclical analysis. Potential investments for each Managed Account’s portfolio are evaluated based on their absolute and relative desirability using a wide range of criteria and are regularly reviewed to ensure that they continue to offer absolute and relative desirability.

Certain other Managed Accounts use a tactical allocation strategy under which the Adviser adjusts a portfolio’s asset allocation to seek to improve returns and reduce risk. Such Managed Accounts may use a proprietary, rules-based asset allocation model that may consider various inputs to guide asset allocation decisions or an allocation model developed by a third party. The models may use various indicators, such as technical, macroeconomic and sentiment indicators to generate allocation signals.

Certain Managed Accounts advised and/or sponsored by the Adviser may seek total return through direct or indirect exposure to a singular digital asset or baskets of digital assets. The strategy for managing such Managed Accounts is typically long-term buy-and-hold of digital assets, with portfolio weightings primarily determined by market value in order to achieve diversification, or investing in exchange-traded digital asset-linked derivative instruments and pooled investment vehicles and exchange-traded products that provide exposure to one or more digital assets. Specific investments may be made based on the Adviser’s analysis of factors such as price, volume, supply (outstanding, circulating and maximum), platform type, organizational structure, business plan, code source, support community and other traditional and/or digital asset oriented investment valuation metrics.

Other Accounts managed by the Adviser seek to replicate or track the price and yield performance of a particular index (the “Indexed Accounts”). The Indexed Accounts are managed not according to traditional methods of “active” investment management but rather through a “passive” indexing investment approach. Essentially, the indexing investment approach attempts to approximate the investment performance of an Indexed Account’s underlying index by investing in a portfolio of financial instruments or securities that the Adviser believes will track the performance of the underlying index. The indexing investment approach may involve either replication or representative sampling (when replication is impossible or impracticable) of the underlying index. The Adviser manages Indexed Accounts that seek to track underlying indices in areas including, for example, global resources sector, commodity markets, certain emerging or other international markets, international bond markets, certain municipal bond markets, environmental and gaming industries.

For the Adviser’s management of certain Managed Accounts, the analysis of financially material risks and opportunities related to ESG (*i.e.* Environmental, Social and Governance) factors is a component of the overall investment process. ESG considerations can affect the Adviser’s

fundamental assessment of a company or country. Other Managed Accounts advised by the Adviser seek to invest in municipal debt securities that fund issuers with operations or projects helping to promote progress towards sustainable development.

Depending on the particular investment objective, investment strategies, contractual and other restrictions applicable to an Account, the Adviser may employ leverage, short sales, margin transactions, securities lending, and options writing in seeking to achieve the Account's investment objective.

The Adviser may in the future manage Accounts that follow different strategies or track different market sector indices than those described above.

The investment strategies and methodologies employed by the Adviser subject an Account to various risks. An investment in an Account managed by the Adviser involves the risk that the Account may not achieve its investment objective. An Account's value may vary based on market fluctuations caused by such factors as economic and political developments, changes in interest rates, and perceived trends in security prices. The investment performance of an Account utilizing the particular methods of analysis employed by the Adviser, including various methods of technical or fundamental analysis, may result in an Account performing less well than an Account managed by utilizing other methods of analysis or in the Account not meeting its investment objective. Investment in an Account managed by the Adviser involves the risk of losing money. Investing in securities involves the risk of loss that the clients should be prepared to bear.

The investment performance of certain of the Accounts may depend upon the ability of the personnel of the Adviser to develop and implement investment strategies that achieve the Account's investment objective. If the Adviser were to lose the services of certain key personnel, the consequences to the Account could be material.

An Indexed Account's returns may not match the return of its underlying index for a number of reasons. Among other reasons, the Indexed Account may be subject to certain expenses, including operating expenses and the costs associated with buying and selling securities to reflect changes in the composition of the index or with respect to Indexed Accounts that are funds, when raising cash to meet redemptions or deploying cash in connection with newly issued shares, to which the Indexed Account's underlying index will not be subject. In addition, an Indexed Account may not be able to invest in certain securities included in its underlying index due to legal or liquidity restrictions imposed by the governments or by exchanges on which the securities are listed, potential adverse tax consequences or other regulatory reasons. Index tracking risk may be heightened during times of increased market volatility or other unusual market conditions. Changes to the composition of an Indexed Account's underlying index in connection with a rebalancing or reconstitution of the index may cause the Indexed Account to experience increased volatility, during which time the Indexed Account's tracking risk may be heightened.

There may be limitations or delays in the convertibility or repatriation of a currency which would adversely affect the U.S. dollar value and/or liquidity of an Account's investments denominated in that currency, which may impair the Account's ability to achieve its investment objective and/or may impede the Account's ability to satisfy redemption requests in a timely manner.

The Adviser does not "actively" manage the Indexed Accounts; therefore, unless a specific security is removed from an Indexed Account's underlying index, the Adviser would generally not sell a security because the security's issuer was in financial trouble or the security was, or was expected to, underperform. Therefore, an Indexed Account's performance could be lower than an actively managed account that may actively shift their portfolio assets to take advantage of market opportunities or to lessen the impact of a market decline or a decline in the value of one or more issues.

Certain of the Indexed Accounts managed by the Adviser use a representative sampling approach. An Indexed Account's use of a representative sampling approach may result in its holding a smaller number of securities than are in the Indexed Account's underlying index. As a result, an adverse development respecting an issuer of securities held by such Indexed Account could result in a greater decline in net asset value than would be the case if the Indexed Account held all of the securities in its underlying index. Conversely, a positive development relating to an issuer of securities in an Indexed Account's underlying index that is not held by the Indexed Account could cause such Indexed Account to underperform its underlying index. To the extent the assets in such Indexed Account are smaller, these risks may be greater.

Certain Accounts managed by the Adviser may employ leverage in their investment programs. Such leverage may be achieved by purchasing securities on margin, borrowing funds from brokers, banks and other lenders and using options, futures, forward contracts, swaps, and other derivative instruments. The use of margin and short-term borrowings creates additional risks. If the value of an Account's securities falls below the margin level required by a prime broker, additional margin deposits would be required. If the Account was unable to satisfy any margin call by a prime broker, such prime broker could liquidate the Account's position in some or all of the securities that are in that Account with the prime broker and possibly cause the Account to incur significant losses. The failure to satisfy a margin call, or the occurrence of other material defaults under margin or other financing agreements, could trigger cross-defaults under the Account's agreements with other brokers, lenders, clearing firms or other counterparties, multiplying the adverse impact to the Account. In addition, because the use of leverage will allow an Account to control positions worth significantly more than its investment in such positions, the amount that an Account may lose in the event of adverse price movements will be high in relation to the amount of its investment. In the event of a sudden decrease in the value of an Account's assets, the Account might not be able to liquidate assets quickly enough to satisfy its margin requirements. In that event, the Account may become subject to claims of financial intermediaries that extended "margin" loans. Such claims could exceed the value of the assets of the Account, resulting in forced liquidations of positions at disadvantageous prices.

Certain Accounts managed by the Adviser, in particular Accounts that are registered investment companies, may lend their portfolio securities as permitted under the 1940 Act and the particular

Account's investment objectives, investment strategies, and investment restrictions. This may include an Account's participation in securities lending programs managed by broker-dealers or other institutions. Securities lending allows an Account to retain ownership of the securities loaned and, at the same time, earn additional income. The borrowings must be collateralized in full with cash or U.S. government securities. An Account could experience delays and costs in recovering the securities loaned or in gaining access to the securities lending collateral. If an Account is not able to recover the securities loaned, an Account may sell the collateral and purchase a replacement investment in the market. The value of the collateral could decrease below the value of the replacement investment by the time the replacement investment is purchased. Cash received as collateral and that is invested on behalf of an Account is subject to market appreciation and depreciation, which would be borne by the Account.

Certain Accounts managed by the Adviser may take temporary defensive positions in anticipation of, or in an attempt to respond to, adverse market, economic, political or other conditions. Such a position could have the effect of reducing any benefit an Account may receive from a market increase.

While certain Accounts may generate income that is exempt from federal or state taxes, there is no guarantee that an Account's income will be subject to a favorable U.S. federal or state income taxes. Federal or state changes in income or alternative minimum tax rates or in the tax treatment of a security may result in the security being less attractive as an investment and cause it to lose value. Changes in the laws of and government regulation by the United States or other jurisdictions could adversely affect an Account's operations or investments and impair the ability of an Account to achieve its investment objective.

Investment strategies, methodologies and objectives associated with the Accounts that are registered investment companies are discussed in detail in the publicly available offering materials of each such Account. Investment strategies, methodologies and objectives associated with the Accounts that are private funds are discussed in detail in the offering document or operating agreement of each such Account.

The Adviser does not recommend any particular type of security to its Accounts; rather the Adviser recommends securities and other instruments to its Accounts based on the investment objectives and strategies of each Account. All investments in securities and other instruments involve risk, including the risk that the investment will lose value or will perform less well than expected. Each of the Accounts managed by the Adviser is subject to risk associated with the investment strategy and methods of analysis of the Account. Risks associated with the Accounts that are registered investment companies are discussed in detail in the publicly available offering materials of each such Account. Risks associated with the Accounts that are private funds are discussed in detail in the offering document or operating agreement of each such Account.

In certain circumstances where, on behalf of its clients, the Adviser invests in securities issued by companies that operate in certain regulated industries or in certain emerging or international markets, or are subject to corporate or regulatory ownership restrictions, there may be limits on the aggregate amount invested by the Adviser that may not be exceeded without the grant of a

license or other regulatory or corporate consent. As a result, the Adviser, on behalf of its clients, may limit purchases, sell existing investments, or otherwise restrict or limit the exercise of rights (including voting rights) when the Adviser, in its sole discretion, deems it appropriate in light of potential regulatory or other restrictions on ownership or other consequences resulting from reaching investment thresholds. Similar limitations may apply to derivative instruments or other assets or instruments, including futures, options or swaps.

In those circumstances where ownership thresholds or limitations must be observed, the Adviser seeks to equitably allocate limited investment opportunities among its clients, taking into consideration a security's benchmark weight and investment strategy. When ownership in certain securities nears an applicable threshold, the Adviser may limit purchases in such securities. If holdings of an issuer exceed an applicable threshold and the Adviser is unable to obtain relief to enable the continued holding of such investments, it may be necessary to sell down these positions to meet the applicable limitations, possibly during deteriorating market conditions. For additional information regarding the Adviser's allocation policy, please refer to Item 12 of this brochure.

In addition to the foregoing, other ownership thresholds may trigger or require reporting, applications, licenses or other special obligations to governmental and regulatory authorities, and such reports, applications or licenses may entail the disclosure of the identity of the client of an Account or the Adviser's intended strategy with respect to such securities, instruments or assets. Where applicable, the Adviser may elect to forego or limit certain investments or opportunities rather than incur the costs of an application, registration or license.

**Model Portfolio Programs:** The Adviser provides investment advice to Model Program Sponsor where the Adviser provides one or more Model Portfolios. The recommendations made through a Model Portfolios could reflect recommendations being made by the Adviser contemporaneously to, or investment advisory decisions made contemporaneously for, discretionary clients of the Adviser whose accounts employ a similar style or strategy. As such, it is possible that, depending on the particular circumstances surrounding an order, the Adviser's discretionary clients will receive prices that are more favorable than those received by Program Participants, or vice versa. Additionally, because the Program Sponsor or a third-party manager is responsible for implementing the Model Portfolio for Program Participants, the Adviser is generally not in a position to influence the amounts of any holdings or the timing of trades for any particular participant, except insofar as the Adviser might update the Model Portfolio. As a result, Program Participants are subject to risk associated with decisions made by the Program Sponsor or third-party manager with respect to implementation of the Model Portfolio.

The primary types of securities and other instruments the Adviser may recommend to its clients, in each case depending on the investment objectives, investment strategies, and restrictions of a particular Account, are set out below with a description of the primary risks of investments in those types of securities or instruments.

**Index Tracking Risk.** An Account's return may not match the return of the Index for a number of reasons. For example, an Account incurs operating expenses, including taxes, not applicable

to the Index and incurs costs associated with buying and selling securities and entering into derivatives transactions (if applicable), especially when rebalancing an Account's securities holdings to reflect changes in the composition of the Index or (to the extent an Account effects creations and redemptions in cash) raising cash to meet redemptions or deploying cash in connection with newly created Creation Units. Transaction costs, including brokerage costs, will decrease an Account's net asset value to the extent not offset by the transaction fee payable by an Authorized Participant.

Market disruptions and regulatory restrictions could have an adverse effect on an Account's ability to adjust its exposure to the required levels in order to track the Index. Errors in the Index data, the Index computations and/or the construction of the Index in accordance with its methodology may occur from time to time and may not be identified and corrected by the Index provider, which may have an adverse impact on the Account. Clints should understand that any gains from the Index provider's or others' errors will be kept by the Account and its shareholders and any losses or costs resulting from the Index provider's or others' errors will be borne by the Account. Additionally, when the Index is rebalanced and an Account in turn rebalances its portfolio to attempt to increase the correlation between an Account's portfolio and the Index, any transaction costs and market exposure arising from such portfolio rebalancing will be borne directly by the Account. Apart from scheduled rebalances, the Index provider or its agents may carry out additional ad hoc rebalances to the Index. Therefore, errors and additional ad hoc rebalances carried out by the Index provider or its agents to the Index may increase the costs to and the tracking error risk of the Account.

An Account may not be fully invested at times either as a result of cash flows into an Account or reserves of cash held by an Account to pay expenses or to meet redemptions. In addition, an Account may not invest in certain securities included in the Index or invest in them in the exact proportions in which they are represented in the Index. An Account's performance may also deviate from the return of the Index for various reasons, including legal restrictions or limitations imposed by the governments of certain countries, certain exchange listing standards, a lack of liquidity in markets in which such securities trade, potential adverse tax consequences or other regulatory reasons (such as diversification requirements). To the extent an Account utilizes depositary receipts, the purchase of depositary receipts may negatively affect an Account's ability to track the performance of the Index and increase tracking error, which may be exacerbated if the issuer of the depositary receipt discontinues issuing new depositary receipts or withdraws existing depositary receipts.

An Account may value certain of its investments, underlying currencies and/or other assets based on fair value prices. To the extent an Account calculates its net asset value based on fair value prices and the value of the Index is based on securities' closing prices on local foreign markets (i.e., the value of the Index is not based on fair value prices), an Account's ability to track the Index may be adversely affected. In addition, any issues an Account encounters with regard to currency convertibility (including the cost of borrowing funds, if any), repatriation or economic sanctions may also increase the index tracking risk. An Account's performance may also deviate from the performance of the Index due to the impact of withholding taxes, late announcements relating to changes to the Index and high turnover of the Index. When markets are volatile, the



ability to sell securities at fair value prices may be adversely impacted and may result in additional trading costs and/or increase the index tracking risk. An Account may also need to rely on borrowings to meet redemptions, which may lead to increased expenses. For tax efficiency purposes, an Account may sell certain securities, and such sale may cause an Account to realize a loss and deviate from the performance of the Index. In light of the factors discussed above, an Account's return may deviate significantly from the return of the Index. Changes to the composition of the Index in connection with a rebalancing or reconstitution of the Index may cause an Account to experience increased volatility, during which time an Account's index tracking risk may be heightened.

**Derivatives:** In managing certain of the Accounts, the Adviser may use derivatives. The types of derivatives used by the Adviser may include, among others, futures contracts, swaps, options and repurchase agreements. Futures contracts include security and interest-rate futures, stock and bond index futures contracts and foreign currency or digital asset(s) futures contracts. Swaps are two-party contracts to exchange assets or cash flows in the future according to a prearranged formula. They may be settled by an exchange of assets by the parties or by the payment of one party to the other of the gain resulting from a change in the values of the assets. Among other reasons, derivatives may be used for hedging purposes.

Derivatives present risks different from, and possibly greater than, the risks associated with investing directly in traditional securities. The use of derivatives can lead to losses because of adverse movements in the price or value of the underlying security, asset, index, or reference rate, which may be magnified by certain features of the derivatives. Derivative strategies often involve leverage, which may exaggerate a loss, potentially causing an Account to lose more money than it would have lost had it invested in the underlying security. The values of derivatives may move in unexpected ways, especially in unusual market conditions, and may result in increased volatility, among other consequences. An Account bears the risk of loss of the amount expected to be received under a derivative contract in the event of the default or bankruptcy of the Account's counterparty. The use of derivatives may also increase the amount of taxes payable by a person or entity that uses them. Derivatives positions may be difficult to terminate or sell. A liquid secondary market may not always exist for derivative positions at times when an Account might wish to terminate or sell such positions. Over the counter instruments (investments not traded on an exchange) may be illiquid, and transactions in derivatives traded in the over-the counter market are subject to the risk that the other party will not meet its obligations. The use of derivatives also involves the risk of mispricing or improper valuation and that changes in the value of the derivative may not correlate perfectly with the underlying security, asset, index or reference rate.

**Illiquidity Risk.** Illiquidity risk is the risk that the investments held by an Account may be difficult or impossible to sell at the time that an Account would like without significantly changing the market value of the investment. An Account may invest at the time of purchase up to 15% of its net assets in illiquid securities. Market disruptions or volatility can also make it difficult to transact a position at a reasonable price and sufficient size. Illiquid markets may cause losses, which could be significant.

**Global Resources:** Global resource investments include securities or other instruments of companies that are directly or indirectly engaged in the exploration, development, production, servicing, or distribution of one or more of the following: (i) gas, petroleum, petrochemicals, other hydrocarbons or alternative energies such as solar, wind, biofuels and others; (ii) ferrous and non-ferrous metals; (iii) precious metals; (iv) forest products; and (v) other basic and agricultural commodities. Investments in the global resource sector may involve hard asset commodities, which include traded products (such as futures, swaps, options and other financial instruments related to the industries and investments described above) and commodities in the above areas.

The production and marketing of global resources may be affected by actions and changes in governments. In addition, global resources and global resource investments are cyclical in nature. During periods of economic or financial instability, global resource investments may be subject to broad price fluctuations, reflecting volatility of energy and basic materials prices and possible instability of supply of various global resources. In addition, global resource companies may be subject to the risks generally associated with extraction of natural resources, such as the risks of mining and oil drilling, the risk that the resources are not found in quantities that make their commercial exploitation feasible, and the risks of the hazards associated with natural resources, including but not limited to fire, drought, and increased regulatory and environmental costs. Global resource securities may also experience greater price fluctuations than the relevant global resource securities. In periods of rising global resource prices, such securities may rise at a faster rate; conversely, in time of falling global resource prices, such securities may suffer a greater price decline.

**Energy Securities:** Energy assets and energy-related securities and instruments may be cyclical in nature. During periods of economic or financial instability, energy-related securities and instruments may be subject to broad price fluctuations, reflecting volatility of energy and basic materials prices and possible instability of supply of various energy commodities. Energy-related securities and instruments may also experience greater price fluctuations than the relevant underlying commodity. In periods of rising energy asset prices, such securities may rise at a faster rate, and conversely, in time of falling energy asset prices, such securities may suffer a greater price decline.

**Equity Securities:** Certain Accounts invest in equity and equity derivative securities. The value of these securities generally will vary with the performance of the issuer and movements in the equity markets. As a result, the Account may suffer losses if it invests in equity securities of issuers whose performance diverges from the Adviser's expectations or if equity markets generally move in a single direction and the Account has not hedged against such a general move.

**Foreign Securities:** The Adviser may invest in foreign securities, including emerging market securities, on behalf of certain Accounts. Foreign investments may be subject to greater risks than U.S. domestic investments. These additional risks may include exchange rate fluctuations and exchange controls; less publicly available information; more volatile or less liquid securities markets; and the possibility of arbitrary action by foreign governments, including the takeover of property without adequate compensation or imposition of prohibitive taxation; or political,

economic or social instability. Foreign companies also may be subject to significantly higher levels of taxation than U.S. companies, including potentially confiscatory levels of taxation, thereby reducing the earnings potential of such foreign companies. Some of the risks of investing in foreign securities may be reduced by investing indirectly in foreign securities through American Depositary Receipts (ADRs), European Depositary Receipts (EDRs), Global Depositary Receipts (GDRs), American Depositary Shares (ADSs), Global Depositary Shares (GDSs), and other securities which are traded on larger, recognized exchanges and in stronger, more recognized currencies.

**Risk of Investing in Depositary Receipts.** An Account may invest in depositary receipts which involve similar risks to those associated with investments in foreign securities. Depositary receipts are receipts listed on U.S. or foreign exchanges issued by banks or trust companies that entitle the holder to all dividends and capital gains that are paid out on the underlying foreign shares. Investments in depositary receipts may be less liquid than the underlying shares in their primary trading market and, if not included in the Index an Account tracks, may negatively affect the Account's ability to replicate the performance of the Index. The issuers of depositary receipts may discontinue issuing new depositary receipts and withdraw existing depositary receipts at any time, which may result in costs and delays in the distribution of the underlying assets to the Account and may negatively impact the Account's performance and, as applicable, the Account's ability to replicate/track the performance of its Index.

**Emerging Markets Securities:** Emerging markets securities typically present even greater exposure to the risks described under "Foreign Securities" and may be particularly sensitive to certain economic changes. Emerging markets securities are exposed to a number of risks that may make these investments volatile in price or difficult to trade. Emerging markets are more likely than developed markets to experience problems with the clearing and settling of trades, as well as the holding of securities by local banks, agents and depositories. Political risks may include unstable governments, nationalization, restrictions on foreign ownership, laws that prevent investors from getting their money out of a country and legal systems that do not protect property rights as well as the laws of the United States. Market risks may include economies that concentrate in only a few industries, securities issued that are held by only a few investors, limited trading capacity in local exchanges and the possibility that markets or issues may be manipulated by foreign nationals who have inside information.

**Foreign Currency Risk.** Because the assets of certain Accounts may be invested in securities denominated in foreign currencies, the income received by such Accounts from these investments will generally be in foreign currencies. Such Accounts' exposure to foreign currencies and changes in the value of foreign currencies versus the U.S. dollar may result in reduced returns for the Accounts. Moreover, the Accounts may incur costs in connection with conversions between U.S. dollars and foreign currencies. The value of certain foreign countries' currencies may be subject to a high degree of fluctuation. This fluctuation may be due to changes in interest rates, investors' expectations concerning inflation and interest rates, the country's debt levels and trade deficit, the effects of monetary policies issued by the United States, foreign governments, central banks or supranational entities, the imposition of currency controls or other national or global political or economic developments. The economies of certain emerging

market countries can be significantly affected by currency devaluations. Certain emerging market countries may also have managed currencies which are maintained at artificial levels relative to the U.S. dollar rather than at levels determined by the market. This type of system could lead to sudden and large adjustments in the currency, which in turn, can have a negative effect on the Accounts and their investments.

**Chinese Issuers:** Investing in securities of Chinese companies involves certain risks and considerations not typically associated with investing in securities of U.S. issuers, including, among others, (i) more frequent (and potentially widespread) trading suspensions and government interventions with respect to Chinese issuers resulting in lack of liquidity and in price volatility, (ii) currency revaluations and other currency exchange rate fluctuations or blockage, (iii) the nature and extent of intervention by the Chinese government in the Chinese securities markets, whether such intervention will continue and the impact of such intervention or its discontinuation, (iv) the risk of nationalization or expropriation of assets, (v) the risk that the Chinese government may decide not to continue to support economic reform programs, (vi) limitations on the use of brokers, (vii) higher rates of inflation, (viii) the unavailability of consistently-reliable economic data, (ix) the relatively small size and absence of operating history of many Chinese companies, (x) accounting, auditing and financial reporting standards in China are different from U.S. standards and, therefore, disclosure of certain material information may not be available, (xi) greater political, economic, social, legal and tax-related uncertainty, (xii) market volatility caused by any potential regional or territorial conflicts or natural disasters, (xiii) higher dependence on exports and international trade, (xiv) the risk of increased trade tariffs, embargoes, sanctions, investment restrictions and other trade limitations, (xv) restrictions on foreign ownership, and (xvi) custody risks associated with investing through programs to access Chinese securities. Certain securities are, or may in future become restricted, and an Account may be forced to sell such restricted securities and incur a loss as a result. In addition, the economy of China differs, often unfavorably, from the U.S. economy in such respects as structure, general development, government involvement, wealth distribution, rate of inflation, growth rate, interest rates, allocation of resources and capital reinvestment, among others. The Chinese central government has historically exercised substantial control over virtually every sector of the Chinese economy through administrative regulation and/or state ownership and actions of the Chinese central and local government authorities continue to have a substantial effect on economic conditions in China. In addition, previously the Chinese government has from time to time taken actions that influence the prices at which certain goods may be sold, encourage companies to invest or concentrate in particular industries, induce mergers between companies in certain industries and induce private companies to publicly offer their securities to increase or continue the rate of economic growth, control the rate of inflation or otherwise regulate economic expansion. The Chinese government may take such actions in the future as well, potentially having a significant adverse effect on economic conditions in China and the economic prospects for, and the market prices and liquidity of, securities issued by Chinese issuers.

**Indian Issuers:** Investments in securities of Indian issuers involve risks and special considerations not typically associated with investments in the U.S. securities markets. Such heightened risks include, among others, greater government control over the economy, including

the risk that the Indian government may decide not to continue to support economic reform programs, political and legal uncertainty, competition from low-cost issuers of other emerging economies in Asia, currency fluctuations or blockage of foreign currency exchanges and the risk of nationalization or expropriation of assets. Issuers in India are subject to less stringent requirements regarding accounting, auditing, financial reporting, and record keeping than are issuers in more developed markets, and therefore, all material information may not be available or reliable. India is also located in a part of the world that has historically been prone to natural disasters, such as earthquakes and tsunamis. Any such natural disaster could cause a significant impact on the Indian economy, causing an adverse impact on an Account. In addition, religious and border disputes persist in India. Moreover, India has experienced civil unrest and hostilities with neighboring countries, including Pakistan, and the Indian government has confronted separatist movements in several Indian states. India has experienced acts of terrorism that targeted foreigners. Such acts of terrorism have had a negative impact on tourism, an important sector of the Indian economy.

The securities market of India is considered an emerging market characterized by a small number of listed companies with significantly smaller market capitalizations, greater price volatility and substantially less liquidity than developed markets, such as the United States. These factors, coupled with restrictions on foreign investment and other factors, limit the supply of securities available for investment. This will affect the rate at an Account is able to invest in India, the purchase and sale prices for such securities and the timing of purchases and sales. Emerging markets can experience high rates of inflation, deflation, and currency devaluation. Certain restrictions on foreign investment may decrease the liquidity of an Account. In addition, the Reserve Bank of India (“RBI”), the Indian counterpart of the Federal Reserve Bank in the United States, imposes certain limits on the foreign ownership of Indian securities. These restrictions and/or controls may at times limit or prevent foreign investment in securities of issuers located or operating in India.

**Russian Issuers:** Investment in securities of Russian issuers involves risks not typically associated with investments in securities of issuers in more developed countries that may negatively affect the value an Account. Such heightened risks include, among others, expropriation and/or nationalization of assets, restrictions on and government intervention in international trade, confiscatory or punitive taxation, regional conflict, political instability, including authoritarian and/or military involvement in governmental decision making, armed conflict, the imposition of economic sanctions by other nations, the impact on the economy as a result of civil war, and social instability as a result of religious, ethnic and/or socioeconomic unrest. As a result of recent events involving Ukraine and the Russian Federation, the United States and the European Union have imposed sanctions on certain Russian individuals and certain sectors of Russia’s economy.

**Russian Invasion of Ukraine:** Russia’s invasion of Ukraine and corresponding events which began in February 2022, have had, and could continue to have, severe adverse effects on regional and global economic markets. Following Russia's actions, various governments, including the United States, have issued broad ranging economic sanctions against Russia, including, among other actions, a prohibition on doing business with certain Russian companies, large financial

institutions, officials and oligarchs; a commitment by certain countries and the European Union to remove selected Russian banks from the Society for Worldwide Interbank Financial Telecommunications, the electronic banking network that connects banks globally; and restrictive measures to prevent the Russian Central Bank from undermining the impact of the sanctions. The duration of ongoing hostilities and the vast array of sanctions and related events cannot be predicted. Those events present material uncertainty and risk with respect to markets globally, which pose potential adverse risks to an Account and the performance of their investments and operations.

**Sanctions Risks:** The United States and other nations or international organizations may impose economic sanctions or take other actions that may adversely affect companies. These sanctions, any future sanctions or other actions, or even the threat of further sanctions or other actions, may negatively affect the value and liquidity of securities in an Account's portfolio. For example, the Adviser may be prohibited from investing in securities issued by companies subject to such sanctions. In addition, the sanctions may require the Adviser to freeze an Account's existing investments in securities of issuers from sanctioned countries, prohibiting it from buying, selling or otherwise transacting in these investments. Countries may undertake additional countermeasures or retaliatory actions which may further impair the value and liquidity of securities in an Account's portfolio and, consequentially, potentially disrupt an Account's operations. Such events or any future events may have an adverse impact on the economies and debts of other emerging markets as well.

**Foreign Currency Transactions:** An investment transacted in a foreign currency may lose value due to fluctuations in the rate of exchange. These fluctuations can make the return on an investment go up or down, entirely apart from the quality or performance of the investment itself. The Adviser may enter into foreign currency transactions on behalf of certain Accounts either to facilitate settlement transactions or for purposes of hedging exposure to underlying currencies. To manage currency exposure, the Adviser may enter into forward currency contracts on behalf of an Account to "lock in" the U.S. dollar price of the security. A forward currency contract involves an agreement to purchase or sell a specified currency at a specified future price set at the time of the contract.

**Fixed Income Securities:** Fixed income securities are subject to credit risk and interest rate risk. Credit risk refers to the possibility that the issuer of a security will be unable or unwilling to make timely interest payments or repay the principal on its debt. Debt instruments are subject to varying degrees of credit risk which may be reflected in credit ratings. There is a possibility that the credit rating of a fixed income security may be downgraded after purchase, which may adversely affect the value of the security. Interest rate risk refers to fluctuations in the value of a fixed income security resulting from changes in the general level of interest rates. When the general level of interest rates goes up, the prices of most fixed income securities go down. When the general level of interest rates goes down, the prices of most fixed income securities go up. An Account may hold securities that are insured by a bond insurer. A downgrade of the credit rating of such bond insurer may cause the value of the insured security to decline.

**Municipal Securities:** Municipal securities are subject to the risk that litigation, legislation or other political events, local business or economic conditions, credit rating downgrades, or the bankruptcy of the issuer could have a significant effect on an issuer's ability to make payments of principal and/or interest or otherwise affect the value of such securities. Certain municipalities may have difficulty meeting their obligations due to, among other reasons, changes in underlying demographics. Municipal securities can be significantly affected by political changes as well as uncertainties in the municipal market related to government regulation, taxation, legislative changes or the rights of municipal security holders. Because many municipal securities are issued to finance similar projects, especially those relating to education, health care, transportation, utilities and water and sewer, conditions in those sectors can affect the overall municipal market. Municipal securities include general obligation bonds, which are backed by the "full faith and credit" of the issuer, which has the power to tax residents to pay bondholders. Timely payments depend on the issuer's credit quality, ability to raise tax revenues and ability to maintain an adequate tax base. General obligation bonds generally are not backed by revenues from a specific project or source. Municipal securities also include revenue bonds, which are generally backed by revenue from a specific project or tax. The issuer of a revenue bond makes interest and principal payments from revenues generated from a particular source or facility, such as a tax on particular property or revenues generated from a municipal water or sewer utility or an airport. Revenue bonds generally are not backed by the full faith and credit and general taxing power of the issuer. The market for municipal bonds may be less liquid than for taxable bonds. There may be less information available on the financial condition of issuers of municipal securities than for public corporations. Municipal instruments may be susceptible to periods of economic stress, which could affect the market values and marketability of many or all municipal obligations of issuers in a state, U.S. territory, or possession. For example, the COVID-19 pandemic has significantly stressed the financial resources of many municipal issuers, which may impair a municipal issuer's ability to meet its financial obligations when due and could adversely impact the value of its bonds, which could negatively impact the performance of an Account.

**High Yield Securities Risk:** Securities rated below investment grade are commonly referred to as high yield securities or "junk bonds." Junk bonds are often issued by issuers that are restructuring, are smaller or less creditworthy than other issuers, or are more highly indebted than other issuers. Junk bonds are subject to greater risk of loss of income and principal than higher rated securities and are considered speculative. The prices of junk bonds are likely to be more sensitive to adverse economic changes or individual issuer developments than higher rated securities. During an economic downturn or substantial period of rising interest rates, junk bond issuers may experience financial stress that would adversely affect their ability to service their principal and interest payment obligations, to meet their projected business goals or to obtain additional financing. In the event of a default, an Account may incur additional expenses to seek recovery. The secondary market for securities that are junk bonds may be less liquid than the markets for higher quality securities and, as such, may have an adverse effect on the market prices of and an Account's ability to arrive at a fair value for certain securities. The illiquidity of the market also could make it difficult for an Account to sell certain securities. In addition, periods of economic uncertainty and change may result in an increased volatility of market prices of such securities.

**Collateralized Loan Obligations:** An investment in a Collateralized Loan Obligation (CLO) may be subject to risks which include, among others, debt securities, LIBOR Replacement, foreign currency, foreign securities, investment focus, newly issued securities, extended settlement, management, derivatives, cash transactions, market, operational, trading issues, and non-diversified risks. CLOs may also be subject to liquidity, interest rate, floating rate obligations, credit, call, extension, high yield securities, income, valuation, privately issued securities, covenant lite loans, default of the underlying asset and CLO manager risks, all of which may adversely affect the value of the investment.

**Callable Bonds:** Certain Accounts managed by the Adviser may invest in callable bonds, and such issuers may “call” or repay these securities with higher coupon or interest rates before the security’s maturity date. If interest rates are falling, an Account may have to reinvest the unanticipated proceeds at lower interest rates, resulting in a decline in an Account’s income.

**Investments in Other Investment Companies:** An Account’s investment in another investment company may subject an Account indirectly to the underlying risks of the investment company. The Account also will bear its share of the underlying investment company’s fees and expenses, which are in addition to the Account’s own fees and expenses. Shares of closed-end funds and ETFs may trade at prices that reflect a premium above or a discount below the investment company’s net asset value, which may be substantial in the case of closed-end funds. If investment company securities are purchased at a premium to net asset value, the premium may not exist when those securities are sold, and the Account could incur a loss.

**Small- and Medium-Capitalization Companies:** Securities of small- and medium-sized companies are often subject to less analyst coverage and may be in early and less predictable periods of their corporate existences. In addition, these companies often have greater price volatility, lower trading volume and less liquidity than larger, more established companies. These companies tend to have smaller revenues, narrower product lines, less management depth and experience, smaller shares of their product or service markets, fewer financial resources and less competitive strength than larger companies. The stocks of small and medium-sized companies may have returns that vary, sometimes significantly, from the overall stock market.

**Growth Equity Risk:** An Account may be subject to growth style investing. Due to the relatively high valuations of growth stocks which are generally a function of expected earnings growth, investments in growth stocks may be more volatile than value stocks and such earnings growth may not occur or be sustained.

**Value Equity Risk:** An Account may be subject to value style investing. Investments in value stocks may grow more slowly than the overall market. Value stocks may perform differently from the market as a whole and may be undervalued by the market for a long period of time.

**“Green” Bonds:** Investments in “green” bonds includes bonds whose proceeds are used principally for climate mitigation, climate adaptation or other environmentally beneficial projects, such as, but not limited to, the development of clean, sustainable or renewal energy sources, commercial and industrial energy efficiency, or conservation of natural resources.



Investing in “green” bonds carries the risk that, under certain market conditions, the applicable Account may underperform as compared to accounts that invest in a broader range of investments. In addition, some “green” investments may be dependent on government tax incentives and subsidies and on political support for certain environmental technologies and companies. Investing primarily in “green” investments may affect an Account’s exposure to certain sectors or types of investments and will impact the Account’s relative investment performance depending on whether such sectors or investments are in or out of favor in the market. The “green” sector may also have challenges such as a limited number of issuers and limited liquidity in the market.

Additionally, there may also be a limited supply of bonds that merit “green” status, which may adversely affect the applicable Accounts.

**ESG Investing Risk.** The Adviser's consideration of ESG risks and opportunities in an Account's investment process could result in the Account performing differently compared to Accounts that do not take into account ESG considerations. The Adviser's consideration of ESG risks and opportunities may result in the Account investing in securities, industries, or sectors that underperform other securities, industries, or sectors, or underperform the market as a whole. An Account is also subject to the risk that the companies identified by the Adviser do not operate as expected when addressing ESG issues. Regulatory changes or interpretations regarding the definitions and/or use of ESG criteria could have a material adverse effect on the Account's ability to invest in accordance with its ESG considerations.

**Commodities and Commodity-Linked Derivatives:** Subject to each Account’s investment objectives and restrictions and the Commodity Exchange Act, the Adviser may facilitate investments in commodities and commodities futures contracts. A commodity futures contract is an agreement to take or make delivery of a specified amount of a commodity, such as gold, at a set price on a future date. Investments in commodities futures may also include futures on natural resources and natural resources indices. Among other reasons, this strategy may be used for hedging purposes.

Exposure to the commodities markets may subject an Account to greater volatility than investments in traditional securities. The commodities markets may fluctuate widely based on a variety of factors including changes in overall market movements, political and economic events and policies, war, acts of terrorism and changes in interest rates or inflation rates. Prices of various commodities may also be affected by factors such as drought, floods, weather, embargoes, tariffs and other regulatory developments. The prices of commodities can also fluctuate widely due to supply and demand disruptions in major producing or consuming regions. Certain commodities may be produced in a limited number of countries and may be controlled by a small number of producers. As a result, political, economic and supply-related events in such countries could have a disproportionate impact on the prices of such commodities.

**Commodities and Commodity-Linked Instruments Tax Risk.** The tax treatment of commodity-linked derivative instruments may be adversely affected by changes in legislation, regulations or other legally binding authority. If, as a result of any such adverse action, the

income of an Account from certain commodity-linked derivatives were treated as non-qualifying income, an Account might fail to qualify as a regulated investment company (“RIC”) and/or be subject to federal income tax at the Account level. The uncertainty surrounding the treatment of certain derivative instruments under the qualification tests for a RIC may limit an Account’s use of such derivative instruments.

**Derivatives Counterparty Risk.** A loss may be sustained as a result of the failure of another party to a contract (usually referred to as a “counterparty”) to make required payments, fulfill its contractual obligations or otherwise comply with a contract’s terms because of the financial condition of the counterparty (i.e., financial difficulties or insolvency), market activities and developments, the counterparty being unable or unwilling to perform under the contract or other reasons. In a swap agreement, an Account bears the risk of loss of the amount expected to be received under the agreement in the event of the default or bankruptcy of a counterparty. These risks are heightened and may materially impact an Account’s ability to achieve its investment objective given that an Account may enter into swap agreements with one or a limited number of counterparties, and as of the date of this prospectus, UBS was the only available counterparty with which an Account may enter into such swap contracts on the Index. An Account may also invest in commodity-linked structured notes issued by a limited number of issuers that will act as counterparties. An Account’s use of one or a limited number of counterparties and its investments in commodity-linked structured notes issued by only a limited number of issuers increases an Account’s exposure to counterparty credit risk. Credit risk refers to the possibility that the counterparty will be unable and/or unwilling to honor its obligations and/or default completely on the derivative transaction. Swap agreements also may be considered to be illiquid. Further, there is a risk that no suitable counterparties are willing to enter into, or continue to enter into, transactions with an Account and, as a result, an Account may not be able to achieve its investment objective.

**Commodity-Linked “Structured” Securities:** Because the value of a commodity-linked derivative instrument typically is based upon the price movements of a physical commodity, the value of the commodity-linked derivative instrument may be affected by changes in overall market movements, commodity index volatility, changes in interest rates, or factors affecting a particular industry. The value of these securities will rise or fall in response to changes in the underlying commodity or related index of investment.

**Structured Notes:** The Adviser may facilitate investments in structured notes. Structured notes are two-party agreements for indexed securities purchases and sales. When a structured note is purchased, payment of principal will be made to the counterparty. Some structured notes have a guaranteed repayment of principal while others place a portion (or all) of the principal at risk. The Adviser monitors the liquidity of structured notes. If determined to be illiquid, structured notes are aggregated with other illiquid securities for purposes of an Account’s limitations on illiquid securities. Structured notes expose an Account economically to movements in commodity prices. The performance of a structured note is determined by the price movement of the commodity underlying the note. A highly liquid secondary market may not exist for structured notes, and there can be no assurance that one will develop. These notes are often leveraged, increasing the volatility of each note’s market value relative to changes in the

underlying commodity, commodity futures contract or commodity index.

The use of structured notes, including a commodity-linked structured note, involves risks that are different from those associated with ordinary portfolio securities transactions. An Account's use of one or a limited number of counterparties and its investments in commodity-linked structured notes issued by only a limited number of issuers increases an Account's exposure to counterparty credit risk. Structured notes also may be considered to be illiquid.

**Repurchase and Reverse Repurchase Agreements:** A repurchase agreement exposes an Account to the risk that the party that sells the security may default on its obligation to repurchase it. The Account may lose money if it cannot sell the security at the agreed-upon time and price or the security loses value before it can be sold. A reverse repurchase agreement involves the risk that the market value of the securities an Account is obligated to repurchase under the agreement may decline below the repurchase price. In the event the buyer of securities under a reverse repurchase agreement files for bankruptcy or becomes insolvent, an Account's use of proceeds of the agreement may be restricted pending a determination by the other party, or its trustee or receiver, whether to enforce an Account's obligation to repurchase the securities.

**Digital Asset Risks:** The Adviser may invest directly or indirectly in digital assets on behalf of certain Accounts, and such Accounts will be subject to the below risks.

- Digital asset regulation is in its infancy and future regulatory change is unpredictable.
- Investments in digital assets are exceptionally risky and volatile and the digital asset market could be in a bubble.
- An investment in digital assets may be illiquid.
- Digital assets are subject to volatile price fluctuations.
- There exists shallow trade volume, extreme hoarding, low liquidity and high bankruptcy risk in the market for digital assets.
- Digital assets can be subject to permanent loss due to unsecure local storage sites, malware and data loss.
- The loss or destruction of a private key required to access an Account may be irreversible.
- The value of digital assets may be subject to momentum pricing and therefore, an inaccurate valuation.
- The value of digital assets are dependent, directly or indirectly, on prices established by digital asset exchanges and other digital asset trading venues, which are new and, in most cases, largely unregulated, and therefore, may be more exposed to fraud and failure than established, regulated exchanges for other assets.
- Digital assets have vulnerabilities which may adversely affect their value. Instability in the digital asset exchange market and the closure or temporary shutdown of digital asset exchanges due to fraud, business failure, hackers, malware, or government-mandated regulation may reduce confidence in the digital asset exchange market and result in greater volatility in digital asset prices.
- Banks may not provide banking services, or may cut off banking services, to businesses that provide digital asset-related services or that accept digital assets as payment.
- The impact of geopolitical events on the supply and demand for digital assets is uncertain.
- The further development and acceptance of the cryptographic and algorithmic protocols

governing the issuance of and transactions in digital assets, which represents a new and rapidly changing industry, is subject to a variety of factors that are difficult to evaluate.

- Unlike bank deposits or securities accounts respectively, digital assets are not subject to U.S. Federal Deposit Insurance Corporation (“FDIC”) or U.S. Securities Investor Protection Corporation (“SIPC”) protections.
- The potential for the company holding digital assets to fail or go bankrupt.
- Unpredictability, including that the market for a particular digital asset may disappear altogether or the digital asset may no longer be tradeable anywhere.
- Enforcement of laws and regulations by federal, state or foreign governments may restrict the use and exchange of digital assets.
- Unauthorized lending or transfers of customers' digital assets or halting of customer withdrawals.
- The inability for an investor in digital assets to be made whole should fraud, default or a mistake occur.
- Technical glitches, hacking or malware; and
- Lack of investor protections due to digital asset entities not acting in compliance with applicable law.

**Options:** Purchasing put and call options, as well as writing such options, are highly specialized activities and entail greater than ordinary investment risks especially when such options are not used as a hedge or are uncovered.

Because option premiums paid or received by an Account will be small in relation to the market value of the investments underlying the options, buying and selling put and call options can result in large amounts of leverage. As a result, the leverage offered by trading in options could cause an Account’s asset value to be subject to more frequent and wider fluctuations than would be the case if an Account did not invest in options.

**Position Limits.** “Position limits” imposed by various regulators may also limit an Account’s ability to effect desired trades. Position limits are the maximum amounts of gross, net long or net short positions that any one person or entity may own or control in a particular financial instrument. All positions owned or controlled by the same person or entity, even if in different Accounts, may be aggregated for purposes of determining whether the applicable position limits have been exceeded. Thus, even if the Account does not intend to exceed applicable position limits, it is possible that different Accounts managed by the Adviser or its affiliates may be aggregated. If at any time positions managed by the Adviser were to exceed applicable position limits, the Adviser would be required to liquidate positions, which might include positions of the Account, to the extent necessary to come within those limits. Further, to avoid exceeding the position limits, the Account might have to forego or modify certain of its contemplated trades.

**Models and Data Risk:** Given the complexity of the investments and strategies of certain Accounts, with respect to such Accounts the Adviser relies heavily on proprietary quantitative models and information and data supplied by third parties (“Models and Data”). Models and Data are used to construct sets of transactions and investments, to provide risk management insights, and to assist in hedging the Account’s investments. When Models and Data prove to be incorrect or incomplete, any decisions made in reliance thereon expose the Account to potential

risks. Similarly, any hedging based on faulty Models and Data may prove to be unsuccessful. Some of the models used by the Adviser for such Accounts are predictive in nature. The use of predictive models has inherent risks. Because predictive models are usually constructed based on historical data supplied by third parties, the success of relying on such models may depend heavily on the accuracy and reliability of the supplied historical data.

**Active Management Risk:** Investment decisions made by the Adviser in seeking to achieve a Managed Account's investment objective(s) may not produce the returns expected by the Adviser, may cause a decline in the value of the securities held by the Managed Account and, in turn, cause the Managed Account or its shares to lose value or underperform other accounts with similar investment objective(s). In managing the Managed Account's portfolio, the Adviser will apply investment techniques and risk analyses in making investment decisions for the Managed Account, but there can be no guarantee that these will produce the desired results.

**Portfolio Turnover:** Certain Accounts may engage in active and frequent trading of portfolio securities and thus may experience a high portfolio turnover rate. This may result in significant taxable capital gains as a result of the frequent trading of the Account's portfolio securities and the Account will incur transaction costs in connection with buying and selling the securities, which may lower such Account's return.

**Exchange Traded Products:** While the risks of owning shares of exchange traded products, including exchange traded funds and exchange traded notes ("Exchange Traded Products") generally reflect the risks of owning the underlying investments of the Exchange Traded Product, lack of liquidity in the Exchange Traded Product can result in its value being more volatile than its underlying portfolio investments. An Exchange Traded Product can trade at prices higher or lower than the value of its underlying assets. In addition, trading in an Exchange Traded Product may be halted by the exchange on which it trades.

**Exchange Traded Products' Underlying Investments:** Through its investment in an Exchange Traded Product, an Account is subject to the risks associated with the Exchange Traded Product's underlying investments, including the possibility that the value of the securities or other assets held by the Exchange Traded Product could decrease. These risks include any combination of the risks described below, although an Account's exposure to a particular risk will be proportionate to such Account's overall allocation and an Exchange Traded Product's asset allocation.

Additionally, an Account will bear additional expenses based on its pro rata share of the Exchange Traded Product's operating expenses. Consequently, an investment in such an Account entails more direct and indirect expenses than a direct investment in an Exchange Traded Product.

**Affiliated Fund Risk.** In managing certain Managed Accounts, the Adviser will have the ability to select underlying funds which it believes will achieve the Managed Account's investment objective. The Adviser may be subject to potential conflicts of interest in selecting underlying funds because the Adviser may, due to its own financial interest or other business considerations, have had an incentive to invest in funds managed by the Adviser or its affiliates in lieu of investing in funds managed or sponsored by others.

**Market:** Market risks refers to the risk that the market prices of securities that an Account or Exchange Traded Product holds are subject to the risks associated with investing in the securities market, including general economic conditions sudden and unpredictable drops in value, exchange trading suspensions and closures and public health risks (e.g., pandemics). These risks may be magnified if certain social, political, economic, and other conditions and events (such as natural disasters, epidemics and pandemics, terrorism, conflicts and social unrest) adversely interrupt the global economy; in these and other circumstances, such events or developments might affect companies world-wide. The Exchange Traded Products, including exchange traded funds and exchange traded notes, may trade at a premium or discount to their net asset values.

**Leveraged Assets:** The Adviser may invest in assets that have a highly leveraged capital structure. Investments in leveraged assets offer the opportunity to appreciate capital; however, such investments may involve higher risks.

The leveraged capital structure of assets would increase the exposure of such investments in infrastructure to adverse economic factors, such as increased interest rates, exchange rate fluctuations, recessions in the economy or deteriorating conditions of infrastructure investments, which could affect the capacity of such investments to finance their future operations and capital needs. Moreover, the leveraged capital structure of assets may restrict the form of operating the asset such that the cash flow or profitability is maximized.

**Risk of Investing in BDCs.** Business development companies (each, a “BDC” and together, “BDCs”) generally invest in less mature private companies or thinly traded U.S. public companies which involve greater risk than well- established publicly traded companies. While the BDCs that comprise the index whose price and yield performance an Account seeks to replicate as closely as possible, before fees and expenses, are expected to generate income in the form of dividends, certain BDCs during certain periods of time may not generate such income. An Account will indirectly bear its proportionate share of any management and other operating expenses and of any performance- based or incentive fees charged by the BDCs in which it invests, in addition to the expenses paid by the Account.

The 1940 Act imposes certain constraints upon the operations of a BDC. For example, BDCs are required to invest at least 70% of their total assets primarily in securities of private companies or thinly traded U.S. public companies, cash, cash equivalents, U.S. government securities and high-quality debt investments that mature in one year or less. Generally, little public information exists for private and thinly traded companies in which a BDC may invest and there is a risk that investors may not be able to make a fully informed evaluation of a BDC and its portfolio of investments. With respect to investments in debt instruments, there is a risk that the issuers of such instruments may default on their payments or declare bankruptcy. Many debt investments in which a BDC may invest will not be rated by a credit rating agency and will be below investment grade quality. These investments are commonly referred to as “junk bonds” and have predominantly speculative characteristics with respect to an issuer’s capacity to make payments of interest and principal. Although lower grade securities are higher yielding, they are also characterized by high risk. In addition, the secondary market for lower grade securities may be less liquid than that of higher rated securities. Additionally, a BDC may only incur indebtedness

in amounts such that the BDC's coverage ratio of total assets to total senior securities equals at least 200% after such incurrence. These limitations on asset mix and leverage may affect the way that the BDC raises capital. BDCs compete with other entities for the types of investments they make, and such entities are not necessarily subject to the same investment constraints as BDCs. To comply with provisions of the 1940 Act and the exemptive relief from the SEC applicable to an Account permitting it to invest in BDCs, the Adviser may be required to vote BDC shares in the same general proportion as shares held by other shareholders of the BDC. To qualify and remain eligible for the special tax treatment accorded to regulated investment companies and their shareholders under the Internal Revenue Code of 1986, as amended, the BDCs in which an Account invests must meet certain source-of-income, asset diversification and annual distribution requirements. If a BDC in which an Account invests fails to qualify as a regulated investment company, such BDC would be liable for federal, and possibly state, corporate taxes on its taxable income and gains. Such failure by a BDC could substantially reduce the BDC's net assets and the amount of income available for distribution to an Account, which would in turn decrease the total return of such Account in respect of such investment.

**Real Estate Sector Risk.** Companies in the real estate sector include companies that invest in real estate, such as REITs and real estate management and development companies. An Account will be sensitive to changes in, and its performance will depend to a greater extent on, the overall condition of the real estate sector. Companies that invest in real estate are subject to the risks of owning real estate directly as well as to risks that relate specifically to the way that such companies operate, including management risk (such companies are dependent upon the management skills of a few key individuals and may have limited financial resources). Adverse economic, business or political developments affecting real estate could have a major effect on the values of an Account's investments. Investing in real estate is subject to such risks as decreases in real estate values, overbuilding, increased competition and other risks related to local or general economic conditions, increases in operating costs and property taxes, changes in zoning laws, casualty or condemnation losses, possible environmental liabilities, regulatory limitations on rent, possible lack of availability of mortgage financing, market saturation, fluctuations in rental income and the value of underlying properties and extended vacancies of properties. Certain real estate securities have a relatively small market capitalization, which may tend to increase the volatility of the market price of these securities. Real estate securities have limited diversification and are, therefore, subject to risks inherent in operating and financing a limited number of projects. Real estate securities are also subject to heavy cash flow dependency and defaults by borrowers or tenants.

**REITs Risk.** Investing in REITs exposes investors to the risks of owning real estate directly, as well as to risks that relate specifically to the way in which REITs are organized and operated. REITs generally invest directly in real estate, in mortgages or in some combination of the two. Operating REITs requires specialized management skills and an Account indirectly bears management expenses along with the direct expenses of an Account. Individual REITs may own a limited number of properties and may concentrate in a particular region or property type. REITs may also be subject to heavy cash flow dependency, default by borrowers or tenants and self-liquidation. REITs also must satisfy specific requirements of the Internal Revenue Code in order to qualify for tax-free pass-through income. The failure of a company to qualify as a REIT

could have adverse consequences for an Account, including significantly reducing the return to an Account on its investment in such company. As a result, an Account will absorb their proportionate share of duplicate levels of fees when an Account invests in REITs. Equity REITs that invest in commercial real estate may be adversely affected by conditions in the real estate market, failure of tenants to renew leases and decline in rental values.

**Return of Capital Risk.** A portion of an Account's distributions are expected to be treated as a return of capital for tax purposes. Return of capital distributions are not taxable income to you but reduce your tax basis in your Account. An Account's return of capital distributions are not derived from the net income or earnings and profits of an Account.

**Risk of Investing in "Green" Metals.** Investments in companies involved in the production, refining, processing and recycling of green metals used to facilitate the energy transition from fossil fuels to cleaner energy sources and technologies are subject to a variety of risks. Under certain market conditions, an Account may underperform as compared to Accounts that invest in a broader range of investments. There may be significant differences in interpretations of what is considered a "green" metal and the definition used by the Index provider may differ with those used by other investors, investment advisers or index providers. In addition, some companies that rely on green metals may be dependent on government tax incentives and subsidies and on political support for certain environmental technologies and companies. The "green" sector may also have challenges such as a limited number of issuers and limited liquidity in the market. Additionally, there may also be a limited supply of companies involved in green metals, which may adversely affect the Account.

**Clean Energy Companies Risk.** Companies involved with green metals may be dependent upon renewable and alternative energy companies. Renewable and alternative energy companies can be significantly affected by the following factors: obsolescence of existing technology, short product cycles, legislation resulting in more strict government regulations and enforcement policies, fluctuations in energy prices and supply and demand of alternative energy fuels, energy conservation, the success of exploration projects, the supply of and demand for oil and gas, world events and economic conditions. In addition, shares of clean energy companies have been significantly more volatile than shares of companies operating in other more established industries and the securities included in an Account may be subject to sharp price declines. This industry is relatively nascent and under-researched in comparison to more established and mature sectors, and should therefore be regarded as having greater investment risk.

**Green Infrastructure Companies Risk.** An Account will be sensitive to, and its performance will depend to a greater extent on, the overall condition of the green infrastructure companies. Green infrastructure-related companies are subject to a variety of factors that may adversely affect their business or operations including high interest costs, costs associated with compliance with and changes in environmental and other regulations, zoning laws, difficulty in raising capital, increased competition, uncertainty concerning the availability of energy, including renewable energy, at reasonable prices, economic conditions and world events, taxation, real estate values, overbuilding and labor relations. Infrastructure-related securities may be issued by companies that are highly leveraged, less creditworthy or financially distressed. These



investments are considered to be speculative and are subject to greater risk of loss, greater sensitivity to interest rate and economic changes, valuation difficulties, and potential illiquidity. An Account's investments may be dependent on supportive government policies, including tax incentives and subsidies, and the support for such policies may fluctuate over time.

**Sustainable Impact Investing Strategy Risk.** An Account's strategy of investing in municipal debt securities of issuers promoting sustainable development may limit the types and number of investments available to the Account or cause the Account to invest in securities that underperform the market as a whole. As a result, an Account may underperform other Accounts that do not have a sustainable investing strategy or Accounts with sustainable investing strategies that do not employ certain ratings. In addition, the Account relies on the data provider for the identification of issuers that promote sustainable development based on their ratings; however, there can be no guarantee that the data provider's methodology will align with the Account's investment strategy or desirable issuers can be correctly identified. Moreover, Sustainable Development Goals 9, 11 and 12 may be modified or abandoned in the future and there can be no guarantee that the Account will be able to continue to use the ratings or find an appropriate substitute ratings system.

**Concentration Risk.** Certain Accounts may be concentrated in a particular sector or sectors or industry or group of industries. To the extent an Account is concentrated in a particular sector or sectors or industry or group of industries, the Account will be subject to the risk that economic, political or other conditions that have a negative effect on that sector or sectors or industry or group of industries will negatively impact the Account to a greater extent than if the Account's assets were invested in a wider variety of sectors or industries.

**Operational Risk:** An Account is exposed to operational risk arising from a number of factors, including, but not limited to, human error, processing and communication errors, errors of the Account's service providers, counterparties or other third-parties, failed or inadequate processes and technology or system failures.

**Cyber Security, Other Breaches and Identity Theft.** Cyber security incidents and cyberattacks have been occurring globally at a more frequent and severe level and will likely continue to increase in frequency in the future. The Adviser's and its service providers' information and technology systems may be vulnerable to damage or interruption from computer viruses and other malicious code, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches (by physical or electronic means), usage errors by their respective users or service providers, power, communications or other service outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. If unauthorized parties gain access to such information and technology systems, they may be able to steal, publish, delete or modify private and sensitive information. Although the Adviser has implemented, and service providers may implement, various measures to manage risks relating to these types of events, such systems could be inadequate and, if compromised, could become inoperable for extended periods of time, or cease to function properly or fail to adequately secure private information. Breaches such as those involving covertly introduced malware, impersonation of authorized users and industrial or other espionage may not be identified even with sophisticated prevention and detection systems, potentially resulting in further harm and

preventing it from being addressed appropriately. The Adviser may have to make a significant investment to fix or replace any inoperable or compromised systems. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in the Adviser's operations and result in a failure to maintain the security, confidentiality, or privacy of sensitive data, including personal information relating to investors (and the beneficial owners of investors) and the intellectual property and trade secrets of the Adviser. Such a failure could harm the Adviser's reputation, subject the Adviser and its affiliates (including a client) to legal claims and otherwise affect their business and financial performance.

**Floating Rate Risk.** A floating-rate security is an instrument in which the interest rate payable on the obligation fluctuates on a periodic basis based upon changes in an interest rate benchmark. As a result, the yield on such a security will generally decline in a falling interest rate environment, causing an Account to experience a reduction in the income it receives from such securities.

**Private Investment in Public Equity.** Certain Accounts may acquire equity securities of an issuer that are issued through a private investment in public equity (PIPE) transaction, including on a when-issued basis. An Account will generally earmark an amount of cash or high-quality securities equal (on a daily mark to market basis) to the amount of its commitment to purchase the when-issued securities. PIPE transactions typically involve the purchase of securities directly from a publicly traded company or its affiliates in a private placement transaction, typically at a discount to the market price of the company's securities. There is a risk that if the market price of the securities drops below a set threshold, the company may have to issue additional stock at a significantly reduced price, which may dilute the value of an Account's investment. Shares in PIPEs generally are not registered with the SEC until after a certain time period from the date the private sale is completed. This restricted period can last many months. Until the public registration process is completed, PIPEs are restricted as to resale and an Account cannot freely trade the securities. Generally, such restrictions cause the PIPEs to be illiquid during this time. PIPEs may contain provisions that the issuer will pay specified financial penalties to the holder if the issuer does not publicly register the restricted equity securities within a specified period of time, but there is no assurance that the restricted equity securities will be publicly registered, or that the registration will remain in effect.

**Risks of Investing through Stock Connect.** An Account may invest in A-shares listed and traded on the Shanghai Stock Exchange and the Shenzhen Stock Exchange through Stock Connect, or on such other stock exchanges in China which participate in Stock Connect from time to time or in the future. Trading through Stock Connect is subject to a number of restrictions that may affect an Account's investments and returns.

The Stock Connect program may be subject to further interpretation and guidance. There can be no assurance as to the program's continued existence or whether future developments regarding the program may restrict or adversely affect an Account's investments or returns. In addition, the application and interpretation of the laws and regulations of Hong Kong and the PRC, and the rules, policies or guidelines published or applied by relevant regulators and exchanges in respect of the Stock Connect program are uncertain, and they may have a detrimental effect on an Account's investments and returns.

**Risk of Investing via the Bond Connect and the CIBM Direct Access Program.** Laws, rules, regulations, policies, notices, circulars or guidelines relating to the programs as published or applied by the relevant authorities of the PRC are untested and are subject to change from time to time. There can be no assurance that the Bond Connect program and/or the CIBM Direct Access Program will not be restricted, suspended or abolished. If such event occurs, an Account's ability to invest in the CIBM through the CIBM Direct Access Program or Bond Connect will be adversely affected, and if the Account is unable to adequately access the CIBM through other means, the Account's ability to achieve its investment objective will be adversely affected.

## **Item 9            Disciplinary Information**

On February 16, 2024, Van Eck Associates Corporation (“VEAC”), without admitting or denying the allegations, resolved an U.S. Securities & Exchange Commission (the “SEC”) proceeding with respect to certain alleged violations by VEAC of Sections 206(2) and 206(4) of the Investment Advisers Act of 1940 and Rule 206(4)-7 thereunder, and Section 15(c) of the Investment Company Act of 1940 (the “Order”).

These allegations relate to the launch of the VanEck Social Sentiment ETF (the “BUZZ ETF”). The SEC alleged that from 2020 through 2021, VEAC did not disclose to the BUZZ ETF’S Board of Trustees (the “Board”) a social media influencer’s (the “Influencer”) planned involvement in promoting the BUZZ NextGen AI US Sentiment Leaders Index (the “BUZZ Index”), the tracking index for the BUZZ ETF, and his related compensation through the licensing agreement with VEAC. The SEC further alleged that from 2020 until 2021, VEAC did not inform the Board of the details of the Influencer's arrangements with the BUZZ Index in connection with the Board’s review and approval of the VEAC advisory contract for the BUZZ ETF, including the economic terms of the licensing agreement VEAC had reached with the index provider. The SEC also alleged that VEAC did not have adequate written policies and procedures about furnishing the Board with accurate information reasonably necessary for the Board to evaluate the terms of the advisory contract, as well as material information related to the proposed launch of the BUZZ ETF.

Under the terms of the Order, VEAC was censured and ordered to cease and desist from violations or future violations of Section 15(c) of the Investment Company Act and Sections 206(2) and 206(4) of the Investment Advisers Act of 1940 and Rule 206(4)-7 thereunder. VEAC agreed to pay \$1.75 million in a civil penalty.

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

The Adviser provides investment advisory services pursuant to investment advisory agreements to (i) registered investment companies; (ii) other pooled investment vehicles; and (iii) investment accounts. The Adviser's investment advisory services to each of these types of clients are material to its advisory business.

The Adviser owns 100% of the voting common stock of Van Eck Absolute Return Advisers Corp. (“VEARA”), an entity providing investment advisory services to registered investment companies and other pooled investment vehicles. VEARA is registered with the Commodities Futures Trading Commission as a commodity pool operator and commodity trading adviser and is registered with the SEC as an investment adviser. VEARA serves as trust manager and/or may serve as general partner to certain private funds. VEARA also serves as investment adviser to registered investment companies and other pooled investment vehicles.

VEARA receives performance-based fees for certain Accounts, including Accounts that it manages and private funds for which it serves as investment adviser. The Adviser’s investment advisory services to each of these types of clients are material to its advisory business. For a discussion on conflicts of interests related to performance-based fees, see the discussion in “Performance-Based Fees and Side-By-Side Management” in VEARA’s Brochure.

The Adviser owns 100% of the common stock of Van Eck Securities Corporation. Van Eck Securities Corporation’s principal business is acting as the principal underwriter of registered investment companies and other pooled investment vehicles for which the Adviser serves as investment adviser.

Van Eck Securities Corporation does not intend to act as broker or effect a transaction for any Account managed by the Adviser. If Van Eck Securities Corporation were to so act or effect transactions, it would do so in accordance with procedures adopted pursuant to Rule 17e-1 adopted under the 1940 Act with respect to investment companies registered under the 1940 Act, and after disclosure to and consent from non-investment company Accounts. It is not currently engaged in any other business. Furthermore, Van Eck Securities Corporation acts as the distributor/ marketing agent for various pooled investment vehicles.

The Adviser indirectly wholly owns VanEck Investments Limited (“VanEck Australia”), an entity providing investment advisory services to passively managed index funds listed on the Australian Securities Exchange. VanEck Australia is registered with the Australian Securities and Investments Commission. VanEck Australia is wholly owned by VanEck Australia Pty Ltd., a wholly-owned subsidiary of the Adviser.

The Adviser wholly owns VanEck (Europe) GmbH which has a MiFiD license from the German Federal Financial Supervisory Agency to conduct financial brokerage and advisory services.

The Adviser owns 99% of VanEck Asset Management B.V. (“VanEck Netherlands”), an entity providing investment advisory services to passively managed index funds listed on various European stock exchanges. VanEck Netherlands is registered with the Netherlands Authority for

the Financial Markets as a management company.

The Adviser also wholly owns VanEck Investment Management (Shanghai) Co., Ltd., an entity registered with the Shanghai Municipal Administration of Market Regulation in Free Trade Zone.

The Adviser also wholly owns VanEck Singapore Pte. Ltd., an entity registered with the Accounting & Corporate Regulatory Authority.

VanEck wholly owns VanEck Switzerland AG, an entity that markets VanEck products to professional and institutional clients in Switzerland.

The Adviser indirectly wholly owns MarketVectors Indexes GmbH, an entity authorized by the German Regulator BaFin as a Benchmark Administrator.

The Adviser indirectly wholly owns VanEck ETP AG, an entity serving as manager and issuer of VanEck Digital Asset ETNs.

The Adviser wholly owns VanEck Private Fund Management (Shanghai) Co., Ltd, an entity that markets VanEck products to professional and institutional clients.

The Adviser wholly owns VanEck Digital Assets Alpha GP, LLC, the General Partner of VanEck Digital Assets Alpha Onshore, LP and VanEck Digital Assets Alpha Fund, Ltd.

The Adviser wholly owns VanEck Digital Assets, LLC, the Sponsor to VanEck Bitcoin Trust.

The Adviser wholly owns VanEck Digital Assets GP, LLC, the General Partner of VanEck New Finance Income Fund, LP.

The Adviser indirectly wholly owns VanEck Securities UK Limited, an entity serving as the marketing agent for VanEck products in the United Kingdom.

The Adviser owns an indirect controlling interest in FG Advisory Services, LLC, an SEC registered investment adviser.

The Adviser owns an indirect controlling interest in Investo Gestão de Recursos Ltda., an entity registered as an asset manager with the Securities and Exchange Commission of Brazil (CVM).

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

The Adviser has adopted a Code of Ethics (the “Code”) in accordance with Rule 17j-1 under the 1940 Act and 204A-1 under the Advisers Act. The Code is based on the Adviser’s fiduciary duty to its clients. The fundamental tenets of the Code include: (1) place the interests of clients first at all times; (2) conduct their personal securities transactions in a manner so as to be consistent with the Code and avoid any actual or potential conflict of interest or any abuse of an employee’s position of trust and responsibility; (3) refrain from taking inappropriate advantage of the relationship with the clients; (4) maintain the confidentiality of security holdings and financial circumstances of clients; and (5) maintain independence in the investment decision making process.

As a fiduciary, the Adviser and its employees owe an affirmative duty of care, loyalty, honesty, and good faith to act in the best interests of its clients. Generally, the Code imposes the following five basic requirements on the Adviser and its employees: (1) they must comply with all applicable federal law; (2) they must avoid all conflicts of interest and disclose all material facts concerning any conflict that may arise with respect to any client; (3) their conduct must conform with the ethical standards set forth in the Code; (4) their personal securities transactions must comply with the Code; and (5) they must obtain prior approval for securities transactions as required under the Code.

In addition, at the commencement of employment and quarterly thereafter, access persons certify that they have received, read and understand all provisions of the Code and agree to be subject to the Code, and any amendments thereto. Access persons are supervised persons who have access to non-public information regarding a client’s purchase or sale of securities or to non-public information regarding portfolio holdings, who are involved in making securities recommendations to clients, or who may have access to such recommendations that are non-public.

Generally, the Code requires access persons to obtain pre-clearance of all covered transactions (including personal trading in certain crypto currencies and related futures contracts) in their own personal accounts, as well as accounts held by relatives that are members of their household. In addition, access persons must report all investment holdings in these accounts. The Code also requires that access persons report all transactions in securities, with limited exceptions, to the Chief Compliance Officer no later than 30 days after the end of the calendar quarter. The Code exempts non-interested board members from pre-clearance requirements on personal securities transactions, and the reporting of transactions and holdings.

In addition, the Code prohibits access persons from buying or selling any security for his or her account if he or she knows at the time of the transaction that the security is being purchased or sold or is being considered for purchase or sale by an Adviser’s client or account unless such transaction falls within the de minimis exception.

The Code enables access persons to purchase securities in a private placement, provided that he or she makes certain representations on a pre-clearance form and obtains pre-approval for the

purchase.

In addition, no access person may engage in short-term trading, as defined in the Code, of any covered security.

A copy of the Adviser's Code of Ethics will be provided upon request.

From time to time, the Adviser, the accounts of which the Adviser is the sole limited partner, of which an affiliate of the Adviser is the general partner and in which the Adviser or affiliated or owner or related persons may have a material economic interest, as well as the pooled investment vehicles advised by VEARA or other related parties, may buy or sell securities which are recommended to other clients for purchase or sale. The Adviser recognizes that this practice may result in conflicts of interest. However, to minimize or eliminate such conflicts, certain procedures have been instituted, which provide that transactions in securities of limited availability, sequential transactions for different Accounts, and opposing transactions in the same security are reviewed by the Adviser's compliance personnel for evidence of abusive practices. When securities of limited availability are purchased, the Adviser documents the reason for the allocation.

The Adviser may from time to time recommend to clients the purchase of securities of issuers to which it or an affiliate of the Adviser acts as adviser or broker-dealer, and for which it receives advisory or other fees. While this practice may create conflicts of interest, the Adviser has adopted procedures to minimize such conflicts. While the Adviser does not expect to, for its own account, buy a security from, or sell a security to, the account of a client (*i.e.*, engage in principal transactions) in its normal course of business, the Adviser may act as principal in a securities transaction with a client. However, to minimize or eliminate such conflicts, the Adviser has instituted procedures that provide that the Adviser will not act as principal in a transaction without providing written disclosure to the client, as specified in Section 206(3) of the Advisers Act. The Adviser will act as principal only to the extent acting in such capacity is consistent with its duty to obtain best execution for the client.

Various Accounts advised by the Adviser may rely on Section 12(d)(1)(F) of the 1940 Act to invest in an investment company, which requires the Account, among other things, to vote shares of an acquired investment company in the same proportion as the vote of all other shareholders of the acquired investment company, which is referred to as echo voting.

The Adviser, its affiliates and related persons may hold securities or other investments which are purchased or recommended for purchase by Accounts in the open market, as part of initial public or secondary offerings. If these holdings entitle the Adviser, its affiliates and related persons to participate in initial public or secondary offerings, these persons will, at their discretion, participate in such offerings on terms deemed by the Adviser equitable to other Accounts advised by the Adviser.

Generally, the Adviser, its officers, directors, employees, and related persons are prohibited from buying or selling any security for his or her account if he or she knows at the time of the



transaction that the security is being purchased or sold, or is being considered for purchase or sale, for an Account. A security is “considered for purchase or sale” when a recommendation to purchase or sell a security is being made or has been made and communicated and is “recommended” when the person making the recommendation seriously considered making the recommendation. However, the Adviser or its affiliates or the Accounts (including funds) that it manages may buy, sell or recommend the purchase or sale of a security or other instruments if the Adviser or an employee, affiliate or related person owns an interest in the Account or receives a performance fee. The Adviser or its affiliates may buy or sell securities for their own account which are recommended to clients for purchase or sale. In order to minimize or eliminate potential conflicts, certain procedures have been instituted. In some circumstances, the Adviser, an affiliate, or an employee may be deemed to be a principal for those transactions because of that ownership interest. The Adviser seeks to fairly allocate opportunities and monitors the Accounts that it manages with respect to allocation. For more details on the Adviser, its affiliates, employees and related personal trading, see the discussion of the Code of Ethics above.

#### Other Potential Conflicts of Interest

The Adviser (and their principals, affiliates or employees) may serve as investment adviser to other client accounts and conduct investment activities for their own accounts. Such “Other Clients” may have investment objectives or may implement investment strategies similar to those of the Funds. When an Adviser implements investment strategies for Other Clients that are similar or directly contrary to the positions taken by a Fund, the prices of the Fund’s securities may be negatively affected. For example, when purchase or sales orders for a Fund are aggregated with those of other funds and/or Other Clients and allocated among them, the price that the Fund pays or receives may be more in the case of a purchase or less in a sale than if the Adviser served as adviser to only the Fund. When Other Clients are selling a security that a Fund owns, the price of that security may decline as a result of the sales.

The compensation that each Adviser receives from Other Clients may be higher than the compensation paid by a Fund to the Adviser. The Adviser has implemented procedures to monitor trading across the Funds and their Other Clients. Furthermore, an Adviser may recommend a Fund purchase securities of issuers to which it, or its affiliate, acts as adviser, manager, sponsor, distributor, marketing agent, or in another capacity and for which it receives advisory or other fees. While this practice may create conflicts of interest, the Adviser has adopted procedures to minimize such conflicts.

The Adviser and its related companies may pay broker-dealers or other financial intermediaries (such as a bank) for the sale of the shares of an Account and related services. These payments may create a conflict of interest by influencing your broker-dealer or other intermediary or its employees or associated persons to recommend an Account over another investment.

The Adviser and/or its affiliates may, subject to compliance with applicable law, enter into one or more cornerstone investment agreements with certain cornerstone investors in a pooled investment vehicle (collectively, the “Cornerstone Investors”), pursuant to which the Cornerstone Investors have agreed or shall agree, subject to certain conditions, to make an

investment in such vehicle of a certain size (the “Cornerstone Investment”). The Adviser is of the view that, leveraging on the Cornerstone Investors' investment experience, such Cornerstone Investment(s) will help to raise the profile of the investment vehicle and the strategy. In return for such Cornerstone Investment(s), the Adviser and/or its affiliates, as applicable (but not the investment vehicle) will, from their own assets, make payments to such Cornerstone Investors, which payments may be based on total management fees received by the Adviser or its affiliates in connection with its management of the investment vehicle. Any such arrangements entered into with one or more Cornerstone Investors shall be done at the sole discretion of the Adviser and/or its affiliates, as applicable.

## Item 12 Brokerage Practices

Generally, the Adviser has discretionary authority to determine the amount of securities or other instruments to be bought and sold and the specific securities or other instruments to be bought and sold. Limitations on the ability of an Account to engage in transactions may include restrictions in the registration statement, offering material or contract agreement applicable to the Account and regulatory diversification, concentration or other limitations. In transactions on stock and commodity exchanges in the United States, brokerage commissions are negotiated and a particular broker-dealer may charge different commissions according to such factors as the difficulty and size of the transaction and the volume of business done with such broker-dealer, whereas on foreign stock and commodity exchanges, these commissions are generally negotiable as well, but in some instances may be fixed. Brokerage commissions in emerging or frontier markets are generally higher than brokerage commissions in the United States or other developed markets. In the case of securities traded on the over-the-counter markets, there are generally no stated commissions, but the price usually includes an undisclosed commission or markup. In underwritten offerings, the price often includes a disclosed fixed commission or discount retained by the underwriter or dealer.

In determining the broker-dealers through which to effectuate securities transactions for Accounts, it is the Adviser's policy to obtain quality execution at the most favorable terms. In selecting a broker-dealer, the Adviser may consider various relevant factors, although no one factor is determinative in the Adviser's decision-making process. These factors include one or more, but are not limited to, best price, current market conditions, time constraints, liquidity, volatility in the markets, volatility in the particular type of security or asset, size and type of transaction, the nature and character of the market for the security or asset in the transaction, confidentiality, execution efficiency, settlement capabilities, financial condition of the broker-dealer, full range and quality of the broker-dealer's services, the responsiveness, reputation, reliability and experience of the broker-dealer, the reasonableness of any commissions or spreads, difficulty of execution, ability and willingness to commit capital to the transaction, past effectiveness in executing illiquid or difficult types of securities or assets or difficult types of orders and the value of brokerage and research services provided.

Subject to applicable law and when otherwise in the best interest of all participating client accounts, the Adviser will effect "cross" transactions between client accounts, including registered investment companies. In these cases, one client account will purchase securities held by another client account. The Adviser effects these transactions only (1) when it deems the transaction to be in the best interests of both client accounts and (2) at a price that the Adviser has determined by reference to independent market indicators, which the Adviser believes to constitute "best execution" for both accounts. Neither the Adviser nor any related party receives any compensation in connection with "cross" transactions. The Adviser is not obligated to seek to effect "cross" transactions and may be prohibited by legal or regulatory considerations from doing so with respect to certain types of client accounts.

Agency cross transactions (i.e., a transaction in which the Adviser or an affiliate of the Adviser acts as agent for the parties on both sides of the transaction) may be effected for an Account to the extent permitted by law. Client consent to agency cross transactions may be revoked at any

time.

Agency cross transactions on behalf of clients that are employee benefit plans subject to the Employee Retirement Income Security Act of 1974 (“ERISA”) are effected only in accordance with the restrictions and conditions contained in ERISA and rules, regulations, and exemptions promulgated by the U.S. Department of Labor.

The Adviser may effect transactions through a broker-dealer who furnishes brokerage and/or research services that result in the payment of a commission in excess of the commission another broker-dealer would have received for executing the transaction. The use of client brokerage commissions to obtain research or other products or services benefits the Adviser because the Adviser does not have to produce or pay for the research, products or services received in exchange for the commissions. The Adviser may have an incentive to select or recommend a broker-dealer based on its interest in receiving the research or other products or services, rather than on its clients’ interest in receiving most favorable execution.

Any research service received through a broker-dealer may be used by the Adviser in connection with Accounts other than those Accounts that pay commissions to such broker-dealer. The research service received by the Adviser, through a soft dollar arrangement, may benefit an Account, regardless of whether such Account paid commissions to the broker-dealer through which such research service was received. The Adviser does not seek to allocate soft dollar benefits to Accounts proportionately to the soft dollar credits that the Accounts generate.

The payment of a commission to a broker-dealer for research services as described above will occur when the Adviser determines in good faith that such commission is reasonable in relation to the value of the brokerage and/or research services, as defined in Section 28(e) of the Securities Exchange Act of 1934, which have been or will be provided by the effectuating broker-dealer. In making any such determination, the Adviser will not attempt to place a specific dollar value on the brokerage and research services provided or to determine what portion of the commission should be related to such services. Such research services may include, but are not limited to, the following: computer analyses of securities portfolios, performance measurement services used in making investment decisions, stock price quotation services, computerized historical financial databases and equipment to retrieve such data, brokerage analysts’ earnings estimates, publications concerning performance of various investment portfolios, charts or statistical analysis of individual portfolio securities versus other securities in the same industry, including stock history, volatility and performance, software dedicated to research, conference calls and seminars (not including airfare and living expenses), political analyses, and specialized political or economic analyses. Such services may be provided by broker-dealers which execute portfolio transactions for the clients of the Adviser or by third parties with whom these broker-dealers have arrangements. All soft dollar arrangements providing nonproprietary research requires approval from the Compliance Department.

All other services obtained by the use of commissions arising from clients’ investment transactions will be limited to services that would otherwise be an Account expense. The use of commissions to obtain such other services may be outside the parameters of Section 28(e).

Soft dollar arrangements may also include services which are subject to “mixed use” both for research purposes as well as for non-research purposes. In such cases, the Adviser will make a good faith determination of such allocation based upon its review of the usage of each product. The Adviser reimburses the soft dollar broker for the non- research portion of the product or service.

It is the Adviser’s policy that no soft dollar transactions will be placed for the ETFs it manages. In accordance with Rule 12b-1(h)(1) of the 1940 Act, the Adviser prohibits the direction of brokerage as compensation to broker-dealers for the promotion and/or sale of shares of investment companies advised by the Adviser (“Fund Shares”).

In addition, the Adviser prohibits indirectly compensating a broker-dealer through a step-out transaction, mark-up, mark-down, or other fee (or portion thereof) received or to be received through any other arrangement to share a commission from the portfolio transactions effected through any other broker-dealer. Nonetheless, in satisfying its fiduciary responsibility to seek best execution for its clients, the Adviser may select a broker-dealer that sells and/or promotes interests in private funds managed by the Adviser or Fund Shares or that refers investment account clients to the Adviser (“Selling Broker-Dealer”). Selection of a Selling Broker-Dealer to execute portfolio transactions will only occur under the following conditions: (1) when selecting an executing broker-dealer for portfolio transactions, the persons responsible for the selection shall not consider whether the executing broker-dealer promotes and/or sells interests in private funds managed by the Adviser or Fund Shares or refers clients to the Adviser; (2) under no circumstances will any person employed by the Adviser or an affiliate of the Adviser attempt to influence, directly or indirectly, the selection of the broker-dealer firms for the execution of portfolio transactions to compensate such firms for the promotion and/or sale of interests in private funds managed by the Adviser or Fund Shares or referrals of clients; and (3) neither the Adviser, funds managed by the Adviser, nor any affiliate of the Adviser enter into any agreement (whether written or oral) or other direct or indirect understanding or arrangement under which the Adviser directs (or is expected to direct) brokerage transactions (or revenue derived from such transactions), or any remuneration, including but not limited to any commission, mark-up or mark-down, or other fee (or portion thereof) received or to be received from portfolio transactions effected through any other broker-dealer firm, to a broker- dealer firm in consideration for the promotion or sale of interests in private funds managed by the Adviser or Fund Shares or for referral of clients to the Adviser.

Some separately managed or sub-advised accounts have negotiated commission recapture programs which we are encouraged to utilize subject to our obligation to achieve best execution.

For UMA Programs and Model Portfolio Programs, the Adviser typically does not have trading authority. Rather, the Adviser sends an updated Model Portfolio to the Program Sponsors when and as required by the relevant Program Documents, which can vary from Program Sponsor to Program Sponsor. Upon receipt of a Model Portfolio or update, each Program Sponsor (or, in some cases, a third-party manager) must determine independently whether and how to place orders for each Program Participant in light of the Model Portfolio provided by the Adviser. Delivery of Model Portfolios and updates typically are made contemporaneously with the

implementation of investment decisions by the Adviser for its discretionary clients. As a result, a Program Sponsor (or third party manager) could be placing trades for Program Participants as similar changes are being executed or are in the process of being executed for accounts and Funds for which the Adviser executes orders directly. As a result, orders placed on behalf of Program Participants by a Model Program Sponsor, UMA Program Sponsor or third-party manager in response to the Adviser's investment advice, including a Model Portfolio change, could be in the market at the same or similar times as each other as well as orders executed by the Adviser. The cost and quality of execution of these orders could vary depending on the size of each order, the brokers utilized by the trading desk placing the order, when the orders were placed, and market changes caused by multiple orders – which could impact relative performance. In an effort to promote fair and equitable treatment of orders, changes to Model Portfolios [and orders resulting from changes to model portfolios] are transmitted to relevant Program Sponsors on a rotational basis. The Program Sponsors then execute the trades recommended in the model at their own discretion and in accordance with their own policies and procedures.

The Adviser or its affiliates may receive certain other services from brokers that are beneficial to the Adviser or its affiliates, but not necessarily beneficial to the Accounts managed by the Adviser, including, without limitation, capital introduction services. Such services may present conflicts of interest for the Adviser, which is responsible for negotiating with brokers for margin, brokerage, or other fees. To address potential conflicts of interest associated with capital introduction services, the Adviser's investment committee reviews all brokerage quarterly to ensure compliance with the Adviser's policies and procedures as discussed above.

When more than one of the Accounts or an account of an affiliate, including a fund, trades in the same security at the same time, to the extent permissible, the Adviser will aggregate the orders if the Adviser believes it is in the best interest of its clients. The Adviser and its affiliate will aggregate orders of mutual funds, private funds, other pooled investment vehicles and investment accounts whether or not within the same family of funds or with the same client as long as no party is favored to the detriment of another party, and it does not breach the Adviser's fiduciary duties to its clients.

In general, all contemporaneous trades for Accounts managed using the same strategy would typically be aggregated in a single order to the extent permitted by the particular market. Additionally, other trades may be aggregated if the trader believes the aggregated trade would provide each client an opportunity to achieve a more favorable execution or a potentially lower execution cost. The costs associated with an aggregated order will be shared pro rata among the Accounts in the aggregated order. Generally, if an order is filled at several different prices through multiple trades, all Accounts participating in the aggregated order will receive the average price except in the case of certain international markets where average pricing is not permitted.

Generally, aggregating of orders will occur only when the same investment decision is made for more than one Account. In this event the executed portion of combined transaction orders for two or more Accounts will be allocated, when possible, on a pro rata basis (to the nearest round

lot), with each Account receiving a percentage of the executed portion of the order based upon each Account's percentage of the original order. The Adviser may decide, in its discretion, that de minimis allocations are not appropriate. This policy will apply to all Accounts participating in the execution under the same trading circumstances (price limits, time of entry, etc.). The allocation will be made at the average price except in the case of certain international markets where average pricing is not permitted. The trader will give the aggregated order to the executing broker that the trader has identified as being able to provide the best execution for the order. Orders for the purchase or sale of securities will be placed within a reasonable amount of time of the order receipt and aggregated orders will be kept aggregated only long enough to execute the order.

Generally, allocation of trades should be pro rata across similar Accounts. When allocating trades among clients, the Adviser will consider an Account's restrictions and liquidity. The Adviser will not allocate opportunities to favor Accounts (such as Accounts paying performance fees) or in order to level performance among multiple Accounts. Non pro-rata post-execution allocations are reviewed by the Compliance Department on a selective basis.

For the Adviser's Model Program Sponsors, the Adviser follows a fair and equitable trade rotation policy. The Adviser's trade rotation procedures are generally designed to treat clients equitably and fairly over time.

Normally, new issues and secondary offerings (i.e., "limited opportunity securities") will be allocated pro rata across similar Accounts (see above). Any divergence from this rule (i.e., a non-pro rata allocation) must be explained. Non- pro rata allocations may be made for a variety of reasons, such as issuer, sector, geographic diversification, risk management, etc. However, if the size of the combined order appears to be unobtainable, the Adviser's employees responsible for the allocation (traders & portfolio managers) will allocate the executed portion of the transaction in a fair and reasonable manner across all interested Accounts, which may include Accounts managed by affiliates. Generally, orders will be allocated on a pro rata basis, with consideration given to maintain round lots. The Adviser may decide, in its discretion, that de minimis allocations are not appropriate. Non-pro rata post-execution allocations will be documented by the Adviser's employee responsible for the allocation with a brief notation as to the reason.

If an Account has provided information to the Adviser or an affiliate that the Account is not permitted by FINRA Rules 5130 and 5131 to participate in a new issue, then the Adviser will only make the security available when a reasonable period has passed after the offering in accordance with Rules 5130 and 5131 and related guidance.

The Adviser may from time to time allocate securities it holds to Accounts on a pro rata or other equitable basis in conformity with Section 206(3) of the Advisers Act and the applicable rules thereunder.

Because the Adviser has no authority to place trades for Program Participants, such trades will not be aggregated with trades for the Adviser's discretionary clients.

The Adviser may invest in China A shares through the Shanghai Stock Connect and Shenzhen Stock Connect programs (“Stock Connect”), to the extent such program is available for an Account. Stock Connect is a securities trading and clearing program between the Shanghai Stock Exchange, Shenzhen Stock Exchange, the Stock Exchange of Hong Kong Limited, China Securities Depository and Clearing Corporation Limited and Hong Kong Securities Clearing Company Limited designed to permit mutual stock market access between mainland China and Hong Kong by allowing investors to trade and settle shares on each market via their local exchanges. Trading through Stock Connect is subject to aggregate investment quotas that limit total purchases and sales through Stock Connect as well as daily quotas that limit the maximum daily net purchases on any particular day.

The Adviser may invest in onshore China bonds through the Bond Connect program, to the extent such program is available for an Account. Bond Connect is a securities trading and clearing program between China Foreign Exchange Trade System & National Interbank Funding Center, China Central Depository & Clearing Co., Ltd., Shanghai Clearing House, Hong Kong Exchanges and Clearing Limited, and Central Moneymarkets Unit of the Hong Kong Monetary Authority.



### **Item 13      Review of Accounts**

For investment management purposes, each Account is assigned to a portfolio manager or to a team of managers who has primary responsibility for the Account. The frequency of reviews varies and is dependent on various factors such as relevant market, economic, political, social, and monetary events. Generally, each Account is reviewed by the portfolio manager at least quarterly.

The overall portfolio strategy and implementation is the responsibility of the portfolio manager(s) assigned to the Account. Generally, when constructing portfolio strategy, the portfolio manager(s) works in conjunction with internal analysts, other portfolio managers and outside research sources. Regular investment meetings are held, which include portfolio managers, analysts and traders. Investment strategy and tactics are discussed at monthly meetings. Major changes in investment strategy are then communicated to Accounts.

Investors in the private funds receive written unaudited statements of capital accounts monthly, letters regarding performance at least quarterly and audited year-end financial statements annually. Non-investment company advisory clients receive written statements on a monthly, quarterly or semi-annual basis, listing investments in the Account, and showing cost, current market value, yield or income information as may be required or requested by a client.

The Adviser does not review individual accounts of Program Participants.

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

The Adviser may have arrangements with companies and individuals who act as solicitors in obtaining new advisory business. The solicitors may be compensated by the Adviser under differing schedules. In addition to a possible monthly fee, the solicitor may receive a percentage of the investment management fee received by the Adviser with respect to such new business. In the event of a solicitor's termination, a solicitor may receive a continuing payment from the Adviser for one year thereafter. The advisory fees charged to a client or investor are not affected because of such payments to the solicitor.

## Item 15      Custody

Certain clients of the Adviser will receive account statements from broker-dealers, banks, or other qualified custodians with respect to their assets managed by the Adviser. Clients should carefully review the account statements they receive from qualified custodians. As these clients may also receive account statements from the Adviser, they should compare those statements with the account statements they receive from the qualified custodian.

As to digital assets, depending on the asset in question, custody and security services will be provided by third party wallet providers and other service providers, exchanges, trust companies and other custodial or security service providers or, if the Adviser determines that a suitable third party is not available, by the Adviser or its affiliates subject to the policies and procedures of the Adviser and/or its affiliates. When determining whether a third party is suitable to provide custody and security services for digital assets, the Adviser considers, among other factors, whether such third party can provide appropriately secure custody solutions and appropriate risk-mitigating and reward-optimizing custody arrangements. In determining the appropriate custody and security arrangements for a particular digital asset, the Adviser will consider the relative ability of such persons to securely safeguard such digital assets. A single type of digital asset held by Accounts may be custodied or secured in different ways and different types of digital assets may have different custody or security arrangements. Custodial service providers for digital assets may not be able or willing to hold all of the digital assets in which a client may invest, including digital assets received through a fork in a blockchain or an air drop.

## **Item 16      Investment Discretion**

Generally, the Adviser has discretionary authority to manage securities accounts on behalf of its clients. The Adviser's authority to take actions on behalf of each Account is described and agreed to by each client in the investment management agreement between the Adviser and the client. The investment management agreement may include limited powers of attorney granted to the Adviser in connection with its investment management services to the client.

The Adviser has neither investment nor brokerage discretion for those clients to whom it provides nondiscretionary investment advice or with respect to certain Program Participants.

## **Item 17      Voting Client Securities**

In accordance with Rule 206(4)-6 under the Advisers Act, the Adviser has adopted and implemented written policies and procedures for voting client proxies it receives. Generally, the Adviser, when granted proxy voting authority by a client, will fulfill its obligations by voting in a manner that is in the best interest of its client. The Adviser may abstain from voting, but only if the Adviser determines that it is in the client's best interest. The Adviser will vote proxies on behalf of clients, unless otherwise instructed by the client. The Adviser intends to vote all proxies in accordance with applicable rules and regulations, and in the best interests of clients without influence by real or apparent conflicts of interest. To assist in its responsibility for voting proxies and the overall voting process, the Adviser has engaged an independent third-party proxy voting specialist, Glass Lewis & Co., LLC. The services provided by Glass Lewis include in-depth research, global issuer analysis, voting recommendations, and vote execution, reporting and recordkeeping.

The Adviser will maintain records for each matter relating to a portfolio security with respect to which a client was entitled to vote.

While it is the Adviser's policy to generally follow the Glass Lewis guidelines, the Adviser retains the right, on any specific proxy, to vote differently from the Glass Lewis guidelines, if the Adviser believes it is in the best interests of its clients. Any such exceptions will be documented by the Adviser and reviewed by the Chief Compliance Officer.

With respect to Program Participants, the Adviser will vote proxies of the securities held in the Model Portfolios unless a Program Participant elects to vote proxies for their own account.

### **Pre-Population of Votes**

The Adviser pre-populates votes with Glass Lewis to help ensure all proxies are voted and such proxies are voted consistent with Glass Lewis' recommendations. The Adviser has the right to change or override the vote up until the vote deadline and in some instances up until the time of the meeting. In the absence of intervention by the Adviser, Glass Lewis will submit votes prior to the vote deadline. The Adviser has established procedures to access and review additional information provided by the issuer of a proxy that may become available before the Adviser casts its vote.

A copy of the Adviser's proxy voting policies and its voting record will be provided upon request.

**Item 18      Financial Information**

The Adviser is not required to include a balance sheet for its most recent fiscal year, is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to clients and has not been the subject of a bankruptcy petition at any time during the past ten years.