**Item 1: Introduction.** Federated Investment Counseling is registered with the Securities and Exchange Commission as an investment adviser. Brokerage and investment advisory services and fees differ. It is important for you to understand the differences. Free and simple tools are available to research firms and financial professionals at Investor.gov/CRS, which also provides educational materials about broker-dealers, investment advisers, and investing. This Form CRS references our Form ADV, Part 2A ("Brochure"), which is available here and on our website, FederatedHermes.com. Please refer to our Brochure for additional information.

**Item 2: Relationship and Services**. *What investment services and advice can you provide me?* Federated Investment Counseling offers investment advisory services to high net worth individuals through separate accounts (Separate Accounts) and serves as the investment manager or model provider in certain separately managed account or wrap fee programs (Managed Accounts or Managed Account Programs). [See our Brochure, Items 4-C and 4-D] For Separate Accounts, one or more portfolio manager(s) assigned to a client's account monitor the account through periodic reviews. For Managed Accounts for which we serve as a discretionary investment manager, portfolio manager(s), trader(s) and operations personnel review these accounts on a program level. Managed Account Program Sponsors typically provide performance monitoring and evaluation services to underlying client accounts. [See our Brochure, Item 13-A] We generally have discretionary authority when we provide our advisory services to Separate Accounts and Managed Accounts. We generally discuss the investment strategy and permissible investments with Separate Account clients, Managed Account Sponsors or client representatives during the account set-up process and permit the imposition of reasonable restrictions on our authority. We can also provide our services without discretionary authority, where we maintain an ongoing responsibility to make investment recommendations, but the individual investor makes the ultimate decision regarding the purchase or sale of investments. We do not have discretionary authority when we act as model provider in a Managed Account Program, and we typically do not have discretion over the selection of investment vehicles used for cash management purposes in certain Separate Accounts and Managed Accounts. [See our Brochure, Item 4-C] The accounts we manage typically invest in a wide range of investments, and can invest in funds or other investment products managed by us or our affiliates. We require clients to enter into an investment management agreement, and we provide our services consistent with the terms of these agreements. [See our Brochure, Item 8-A] Managed Account Program clients typically will enter into an investment management agreement with the Managed Account Program Sponsors, and will not enter into any agreement directly with us. [See our Brochure, Item 7-B] Our target minimum account sizes for Separate Accounts are: (1) $500 million for Money Market/Liquidity Accounts; (2) $100 million for Active Cash Fixed Income Accounts; (3) $50 million for Short-Intermediate Duration Fixed Income Accounts; (4) $10 million for Small Cap Accounts; and (5) $25 million for all other strategies. Our target minimum account sizes for Managed Account Program accounts are: (1) $100,000 for equity accounts; (2) $250,000 for taxable fixed income accounts; and (3) $500,000 for municipal fixed income accounts. Our target minimum account sizes for the Federated Hermes CW Henderson division are: (1) $1 million for Separate Accounts; and (2) $500,000 for Managed Accounts. The minimum account sizes for Managed Account Programs can differ based on Sponsor requirements and certain investment strategies or asset classes can require larger account minimums to seek proper diversification. We reserve the right to modify or waive any of our target minimum account sizes. **Please see our Brochure for more detailed information on our organization (Item 4-A), ownership structure (Item 4-B), services (Item 4-C), types of accounts and products offered (Item 4-D), types of clients (Item 7), and assets under management (Item 4-F), as well as related actual or potential conflicts of interest (Item 6).**

***Conversation Starters:*** *Given my financial situation, should I choose an investment advisory service? Why or why not? How will you choose investments to recommend to me? What is your relevant experience, including your licenses, education and other qualifications? What do these qualifications mean?*

**Item 3: Fees, Costs, Conflicts and Standard of Conduct**. *What fees will I pay?* Federated Investment Counseling typically charges asset-based fees, which are based on a percentage of assets under management. The more assets there are in your account, the more you will pay in fees. As a result, we can have a conflict of interest because we have an incentive to encourage you to increase the assets in your account. Separate Account fees generally are payable at or after the end of each quarter for services rendered during the quarter. Managed Account clients typically pay a single "wrapped fee", which covers our services, as well as other services provided by the Managed Account Program Sponsor. These other services typically include portfolio manager selection, performance monitoring and evaluation, custody, brokerage and/or other administrative services. As a result, the total Managed Account Program fees charged under such programs are generally higher than a typical asset-based advisory fee and can be up to 3.00%. Our fees for Managed Accounts generally are paid quarterly by, or through, the Sponsor, as a component of the wrapped fee, and generally equal a percentage of the total assets in the Managed Account Program for which we provide advisory services. Our advisory fees are negotiable, and can differ between clients. For Managed Accounts, unless we enter into a direct investment management agreement with a Managed Account client, our fees typically can be negotiated only between us and the Sponsor, not the client. The Sponsor generally determines how our fees are paid, including the level and frequency of payment. We also offer certain Separate Account strategies to certain eligible clients for which we receive an asset-based fee and a performance-based fee. The investment management agreements for these clients specify how such performance-based fees are calculated and payable. Managing accounts for performance-based fees creates various conflicts of interest since we have an incentive to favor any account for which we receive performance-based fees. [See our Brochure, Item 6-A]

Clients will directly or indirectly incur fees and expenses, other than our investment advisory fees, including, for example: (1) brokerage commissions; (2) markups, mark-downs and other amounts included in the price of a security; (3) custodian fees; (4) interest charges; (5) transfer taxes; (6) wire transfer fees; and (7) expenses assessed to holders of securities or other investments relating to litigation involving that security or investment. [See our Brochure, Item 5-C] Managed Account Program clients can bear additional brokerage expenses in addition to the wrapped fee if we execute trades through a broker/dealer that is not the designated Sponsor. Separate Account and Managed Account clients can also direct us to use a particular broker/dealer to execute portfolio transactions, which can lead to increased brokerage fees. [See our Brochure, Item 12-A] Depending on the investment strategy, we can invest client assets in certain investment vehicles, including investment vehicles that are advised by us or our affiliated investment advisers, which generally have associated fees and expenses such as: (a) management fees; (b) transfer agent

fees; (c) distribution fees; (d) custody fees; (e) shareholder servicing fees; (f) recordkeeping fees; and (g) other administrative expenses. See below for more information about the associated conflicts of interest. [See our Brochure, Items 4-C-1, 5-C, and 6-B-2]

***You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying. Please see our Brochure for more detailed information on our advisory fees (Item 5.A), how we charge and collect our advisory fees (Item 5.B), other fees and expenses clients can incur (Item 5.C) and when we will refund fees paid to us in advance (Item 5.D).***

***Conversation Starter:*** *Help me understand how these fees and costs might affect my investments. If I give you $10,000 to invest, how much will go to fees and costs, and how much will be invested for me?*

*What are your legal obligations to me when acting as my investment adviser? How else does your firm make money and what conflicts of interest do you have? When we act as your investment adviser,* we have to act in your best interest and not put our interests ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the recommendations and investment advice we provide you. Here are some examples to help you understand what this means. Depending on the investment strategy, we invest client assets in affiliated investment vehicles that are advised by us or our affiliates and which generally pay their investment advisers and service providers based on a percentage of average net assets. We have an incentive to invest client assets in these affiliated investment vehicles because it will increase the compensation that will be paid to us or our affiliates by these affiliated investment vehicles. [See our Brochure, Item 6-B-2] When we provide advisory services to Managed Account Program participants, we, and certain of our affiliates, are paid fees by the Sponsors to the Managed Account Programs. To the extent the Sponsor is not considered our client, these payments could be viewed as the receipt of payments from a non-client in connection with advice given to Managed Account Program participants. [See our Brochure, Item 14-A] We also can trade securities between Separate Accounts and affiliated investment vehicles, our own proprietary accounts or Separate Accounts that pay higher advisory fees. We have an incentive to favor these accounts to improve their performance and investment returns, potentially to the detriment of a Separate Account. Our affiliate, Federated Securities Corp., receives distribution-related fees for services relating to the sale of shares of Federated Hermes funds. Some of its employee-representatives also receive compensation based on the sale of mutual fund shares. Employee-representatives of Federated Securities Corp. also serve as sales people for our investment advisory services. [See our Brochure, Item 5-E and Item 14-B]

***When we receive economic benefits in connection with providing our investment advisory services to individual investors, actual or potential conflicts of interest can arise. Please see our Brochure (Item 6) for more detailed information regarding our conflicts.***

***Conversation Starter:*** *How might your conflicts of interest affect me, and how will you address them?*

How do your financial professionals make money? Compensation arrangements for portfolio managers, traders and other supervised persons generally contain a fixed salary component and a variable incentive amount determined primarily on the performance of investment accounts, strategies and/or funds/products. Compensation can be paid in cash or a combination of cash and restricted stock of Federated Hermes, Inc. In certain cases, portfolio managers, traders or other supervised persons can be eligible for certain annual payments based on revenue. Compensation arrangements can create actual and potential conflicts of interest, including, among others, with respect to the amount of time allocated to the accounts, strategies and/or funds/products for which a portfolio manager, trader or other supervised person is responsible and the allocation of investment opportunities among accounts, strategies and/or funds/products managed by our firm. [See our Brochure, Item 6-C] Our employees and supervised persons, as well as the employees and supervised persons of our affiliates, also can receive salaries, bonuses and certain sales awards, such as travel and entertainment, from Federated Hermes, Inc. or other affiliates. Certain of our supervised persons who are also supervised persons of Federated Securities Corp. receive sales compensation related to the distribution of the shares of mutual funds and/or other investment products which are sponsored, managed, serviced and/or distributed by our affiliates. [See our Brochure, Item 14-A]

**Item 4: Disciplinary History.** *Do you or your financial professionals have legal or disciplinary history?* No for our firm. Yes for our financial professionals. Visit Investor.gov/CRS for a free and simple search tool to research our firm and financial professionals.

***Conversation Starters:*** *As a financial professional, do you have any disciplinary history? For what type of conduct?*

**Item 5: Additional Information**. You can find additional information about Federated Investment Counseling's investment advisory services in our Brochure and on our website, FederatedHermes.com. If you have any questions, would like to request a copy of our Form CRS, or would like additional or up-to-date information, please contact us at 1-800-341-7400 (select option 4).

***Conversation Starters:*** *Who is my primary contact person? Is he or she a representative of an investment adviser or a broker-dealer? Who can I talk to if I have concerns about how this person is treating me?*

# FEDERATED INVESTMENT COUNSELING
## (INCLUDING ITS FEDERATED HERMES CW HENDERSON DIVISION)

1001 Liberty Avenue
Pittsburgh, Pennsylvania 15222-3779
1-800-341-7400 (select option 4)
FederatedHermes.com

March 16, 2026

**Federated Investment Counseling (including its Federated Hermes CW Henderson division) is a registered investment adviser. This registration does not imply a certain level of skill or training.**

**This brochure provides information about the qualifications and business practices of Federated Investment Counseling (including its Federated Hermes CW Henderson division). If you have any questions about the content of this brochure, please contact us at 1-800-341-7400 (select option 4). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority.**

**Additional information about Federated Investment Counseling (including its Federated Hermes CW Henderson division) also is available on the SEC's website at www.adviserinfo.sec.gov.**

## Item 2. MATERIAL CHANGES

As required by SEC rules, through this summary, Federated Investment Counseling is identifying and discussing certain changes from the last annual update to its Form ADV, Part 2A brochure.

The discussion immediately below addresses only changes believed to be material from the last annual update of our brochure dated March 14, 2025. We encourage you to use this summary to determine whether to review our amended brochure dated March 16, 2026 in its entirety or to contact Federated Investment Counseling with questions about the changes.

**Item 4 Section B ("Advisory Business – Our Ownership Structure"): This section has been revised to reflect the integration of the FHL Advisory Companies and the Advisory Companies, including with respect to operations. Accordingly, the section has been restated as follows:**

We are an indirect, wholly-owned subsidiary of Federated Hermes, Inc. (Federated Hermes). Federated Hermes is organized as a Pennsylvania corporation and is a publicly owned company (Ticker Symbol: FHI). Federated Hermes owns 100% of the outstanding voting securities of FII Holdings, Inc., a Delaware corporation. FII Holdings owns 100% of the outstanding voting securities of Federated Investment Counseling.

Federated Hermes, a public company, has shares of both Class A Common Stock and Class B Common Stock. The Class B Common Stock is listed on the New York Stock Exchange (NYSE). Except under certain limited circumstances, the entire voting power of Federated Hermes is vested in the holder of the outstanding shares of the Class A Common Stock. All of the outstanding shares of Class A Common Stock are held by a Voting Shares Irrevocable Trust, dated May 31, 1989 (the Voting Trust), the three trustees of which are Federated Hermes's President and Chief Executive Officer and Chairman of its Board of Directors, Mr. J. Christopher Donahue, his brother, Thomas R. Donahue, Federated Hermes's Vice President, Treasurer and Chief Financial Officer and a director, and Ann C. Donahue, the wife of Mr. J. Christopher Donahue, for the benefit of the members of the Donahue family.

Federated Hermes currently owns a number of domestic and foreign advisory subsidiaries that are under common control with, and affiliates of, Federated Investment Counseling. In addition, it is anticipated that at a later date in 2026, Federated Hermes will acquire an 80% equity ownership interest in an additional U.S. investment adviser that will, as a Federated Advisory Company, operate as an affiliate under common control with us and the other Federated Advisory Companies. It is anticipated that the adviser will be subject to the Code of Ethics (described below) but initially maintain its own compliance policies and procedures, subject to certain exceptions for certain policies and procedures of the Federated Advisory Companies that it is expected the adviser will follow. Federated Hermes Limited (FHL), a wholly-owned subsidiary of Federated Hermes based in the United Kingdom, wholly-owns registered investment adviser subsidiaries, including Hermes Investment Management Limited (such investment adviser subsidiaries, the FHL Advisory Companies), as well as, among others, Hermes Equity Ownership Services Limited (EOS), an entity that provides stewardship services, including engagement on corporate governance, environmental, and social matters to seek long-term risk adjusted returns and create long-term value/wealth for clients, consistent with applicable fiduciary duties and the objectives and pecuniary interests of clients, and strategic and financial matters, and research services. EOS is discussed further in Item 10. The FHL Advisory Companies are under common control with, and affiliates of, Federated Investment Counseling and the other Advisory Companies (together with us, each, as applicable, a Federated Advisory Company and, collectively, as applicable, the Federated Advisory Companies). There will generally be integration of operations between the FHL Advisory Companies and the Advisory Companies, but limitations could be imposed on such integrated activities where appropriate. (Please refer to "Other Financial Industry Activities and Affiliations" in Item 10 of this brochure for further information.)

The Federated Advisory Companies collectively provide advisory services to a variety of separately managed accounts or wrap fee accounts (Managed Accounts), institutional, or high net worth individual, separate accounts (Separate Accounts), registered investment companies, including exchange-traded funds (ETFs) and mutual funds (collectively, Investment Companies), investment companies that are registered under the Investment Company Act (as defined below) that offer shares that are not registered under the 1933 Act (as defined below) (Private Investment Companies), other pooled investment vehicles (Pooled Investment Vehicles), and proprietary accounts and funds (Proprietary Accounts). Federated Hermes also owns other companies, both in the United States and in certain other countries, such as broker/dealers, investment advisers, management companies, commodity pool operators, and trust companies.

**Item 5 Section A.1 ("Fees and Compensation – Our Advisory Fees – Advisory Fee Information for Separate Accounts, Managed Accounts, and Model Portfolio Management Services"): The subsections "Our Basic Fee Schedules – Separate Accounts" and "Our Basic Fee Schedules – Managed Accounts and Model Portfolio Management Services" have been revised to reflect the current fee schedules for Separate Accounts, Managed Accounts and Model Portfolio Management Services. Accordingly, the subsections have been restated as follows:**

**Separate Accounts**

Federated Investment Counseling's basic fee schedules for Separate Accounts are as follows:

**Small Cap Accounts**:
75 basis points - first $25 million in AUM
70 basis points - over $25 million to $50 million in AUM
65 basis points - over $50 million to $100 million in AUM
50 basis points - over $100 million in AUM

**Large Cap Accounts; All Cap Value Accounts; Balanced Accounts**:
55 basis points - first $25 million in AUM
45 basis points- over $25 million to $50 million in AUM
35 basis points - over $50 million to $100 million in AUM
30 basis points - over $100 million in AUM

**International Equity Accounts:**
70 basis points - first $25 million in AUM
65 basis points - over $25 million to $50 million in AUM
55 basis points - over $50 million to $100 million in AUM
45 basis points - over $100 million in AUM

**Money Market/Liquidity Accounts:**
6 basis points – on all assets under management

**Active Cash Fixed Income Accounts:**
10 basis points - on all assets under management

**Short-Intermediate Fixed Income Accounts:**
18 basis points - first $50 million in AUM
15 basis points - over $50 million to $100 million in AUM
12 basis points - over $100 million in AUM

**Core Fixed Income Accounts:**
25 basis points - on the first $50 million in AUM
20 basis points - over $50 million to $100 million in AUM
15 basis points - over $100 million in AUM

**Core Plus Fixed Income Accounts:**
30 basis points - first $50 million in AUM
25 basis points - over $50 million to $100 million in AUM
20 basis points - over $100 million in AUM

**Opportunistic Corporate Fixed Income Accounts:**
35 basis points - first $25 million in AUM
30 basis points - over $25 million to $75 million in AUM
25 basis points - over $75 million to $100 million in AUM
20 basis points - over $100 million in AUM

**Opportunistic High Yield Fixed Income Accounts:**
55 basis points - first $50 million in AUM
40 basis points - over $50 million to $100 million in AUM
30 basis points - over $100 million in AUM

**High Yield Fixed Income Accounts:**
50 basis points - first $50 million in AUM
35 basis points - over $50 million to $100 million in AUM
25 basis points - over $100 million in AUM

**International Fixed Income Accounts:**
45 basis points - first $25 million in AUM
40 basis points - over $25 million to $50 million in AUM
35 basis points - over $50 million to $100 million in AUM
30 basis points - over $100 million in AUM

**Trade Finance Fixed Income Accounts:**
85 basis points - first $25 million in AUM
75 basis points - on the next $25 million to $50 million in AUM
65 basis points - on the next $50 million to $75 million in AUM
50 basis points - over $75 million in AUM

**Floating Rate Strategic Multi-Sector Fixed Income Accounts:**
50 basis points - first $50 million in AUM
35 basis points - over $50 million to $100 million in AUM
25 basis points - over $100 million in AUM

**Federated Hermes CW Henderson division Ultrashort-Short Municipal Accounts:**
30 basis points - first $15 million in AUM
25 basis points - over $15 million to $100 million in AUM
20 basis points - over $100 million in AUM

**Federated Hermes CW Henderson division Intermediate-Long Municipal Accounts:**
37.5 basis points – first $15 million in AUM
30 basis points – over $15 million to $100 million in AUM
25 basis points – over $100 million in AUM

Institutional Separate Accounts that Include Project and Trade Finance Investments as Part of Investment Strategy:
For any institutional separate account that could be invested in Project and Trade Finance investments as part of its investment strategy, Federated Investment Counseling reserves the right to increase its standard fee schedule noted above as follows:

- If exposure to project and trade finance investments in the strategy is intended to be at 5% up to 10%, each tier of the applicable standard fee schedule could be raised by 5 basis points (so 35 basis points on the first $25 million becomes 40 basis points, etc.).
- If exposure to project and trade finance investments in the strategy is intended to be at 10% or above, each tier of the standard fee schedule could be raised by 10 basis points.
- This structure applies regardless of whether the actual exposure fluctuates, and regardless of whether the exposure to project and trade finance investments is achieved through investments in individual securities, investments in Investment Companies, Private Investment Companies, or other Pooled Investment Vehicles, or a combination of individual securities and funds.

**Managed Accounts and Model Portfolio Management Services**

Federated Investment Counseling's basic fee schedules for Managed Accounts and Model Portfolio Management Services are as follows:

**General Fixed Income Accounts:**
35 basis points - first $5 million in AUM
30 basis points - over $5 million to $50 million in AUM
25 basis points - over $50 million to $100 million in AUM
23 basis points - over $100 million in AUM

**Core Plus Fixed Income Accounts:**
35 basis points - first $5 million in AUM
30 basis points - over $5 million to $50 million in AUM
27.5 basis points - over $50 million to $100 million in AUM
25 basis points - over $100 million in AUM

**Treasury Ladders:**
15 basis points – first $25 million in AUM
12.5 basis points – over $25 million to $100 million in AUM
10 basis points - over $100 million in AUM

**Corporate Ladders:**
20 basis points – first $25 million in AUM
17.5 basis points – over $25 million to $100 million in AUM
15 basis points – over $100 million in AUM

**Large Cap Accounts; All Cap Value Accounts; Balanced Accounts:**
70 basis points - first $5 million in AUM
60 basis points - over $5 million to $25 million in AUM
50 basis points - over $25 million to $50 million in AUM
40 basis points - over $50 million to $100 million in AUM
35 basis points - over $100 million in AUM

**International Equity Accounts:**
75 basis points - first $5 million in AUM
65 basis points - over $5 million to $25 million in AUM
55 basis points - over $25 million to $50 million in AUM
45 basis points - over $50 million to $100 million in AUM
40 basis points - over $100 million in AUM

**Small Cap Accounts:**
85 basis points - first $5 million in AUM
80 basis points - over $5 million to $25 million in AUM
75 basis points - over $25 million to $50 million in AUM
70 basis points - over $50 million to $100 million in AUM
60 basis points - over $100 million in AUM

**Federated Hermes CW Henderson division Ultrashort-Short Municipal Accounts:**
30 basis points – first $25 million in AUM
25 basis points – over $25 million to $100 million in AUM
20 basis points – over $100 million in AUM

**Federated Hermes CW Henderson division Intermediate-Long Municipal Accounts:**
35 basis points - first $25 million in AUM
30 basis points - over $25 million to $100 million in AUM
25 basis points - over $100 million in AUM

**Item 5 Section A.2 ("Fees and Compensation – Our Advisory Fees – Advisory Fee Information for Pooled Investment Vehicles, Proprietary Accounts and Subadvised Accounts"): The subsection "Pooled Investment Vehicles" has been revised to reflect the current fee ranges for Pooled Investment Vehicles. Accordingly, the subsection has been restated as follows:**

**Pooled Investment Vehicles**

Federated Investment Counseling's fees for providing Investment Supervisory Services to Pooled Investment Vehicles can be consistent with the basic fee information and terms discussed above but also can vary depending upon the type of Pooled Investment Vehicle (private fund, collective or common fund, local government investment pool, etc.) and the scope of services being provided. The asset-based fees we currently receive generally range from 0.03% to 0.55% (0.05% to 0.37% for current sub-advised Pooled Investment Vehicles). We do not require any Pooled Investment Vehicles to prepay investment advisory fees (therefore, our fees are not refundable).

Federated Investment Counseling's fees for non-U.S. investment companies (*i.e.*, Pooled Investment Vehicles) also are based on the client's average net assets. The fees we currently receive generally range from 0.03% to 1.25% (0.00% to 0.87% for current sub-advised non-U.S. Pooled Investment Vehicles), plus, in certain cases, a performance-based fee, as provided in each client's investment management agreement. Our fees can be payable daily, monthly or quarterly.

In the case of either U.S. or non-U.S. Pooled Investment Vehicles, when Federated Investment Counseling's fee is negotiated, it can vary based on discussions with the governing bodies or managers of such Pooled Investment Vehicles and is specified in our investment management or other agreements for the Pooled Investment Vehicles.

**Item 6 Section C.4 ("Performance-Based Fees and Side by Side Management – Other Actual or Potential Conflicts of Interest – Conflicts of Interest Relating to Information Sharing Among Affiliates"): This section has been revised to reflect the integration of the FHL Advisory Companies and the Advisory Companies, including with respect to information barriers. Accordingly, the section has been restated as follows:**

Actual or potential conflicts of interest could arise to the extent that Federated Investment Counseling, or our affiliates (*e.g.*, the other Federated Advisory Companies and EOS), share material non-public information related to a security (MNPI). At times, under certain circumstances, information barriers could be constructed between or among one or more Federated Advisory Companies, or with EOS, in connection with the sharing of MNPI or to prevent a person from gaining knowledge that gives rise to a conflict of interest. For example, a portfolio manager could be isolated from learning information about a strategic transaction that Federated Hermes is considering, or portfolio managers which focus on private assets may be isolated from those primarily trading in the public markets. The Advisory Companies, the FHL Advisory Companies, and EOS can share internally-generated reports published by the Advisory Companies and FHL Advisory Companies and insights from engagement interactions prepared by EOS that do not contain MNPI or information regarding non-public holdings or trading for client accounts. Engagement is undertaken to seek to improve long-term risk-adjusted returns of issuers or companies, and to create long-term value for clients and investors, consistent with applicable fiduciary duties and fund and investor objectives. The level of engagement with a company can be subject to any limitations required, either explicitly or implicitly, in the jurisdiction in which a company is domiciled in an effort to comply with applicable law and/or to avoid legal or regulatory risk for a fund and/or investors. In addition, certain Federated Advisory Companies manage portfolios of private equity investments, and in connection with conducting assessments of and/or holding control positions in such issuers, could come into possession of MNPI with respect to the issuers and potentially other issuers with which they have material business connections. To the extent that the Federated Advisory Companies elect not to maintain information barriers to compartmentalize such MNPI, Federated Investment Counseling and/or the other Federated Advisory Companies could be prohibited from investing in or selling positions held in such issuers. It is possible that future investment products could be mutually developed by the Federated Advisory Companies or that new business initiatives could be entered into among Federated Advisory Companies. These new products or initiatives will be structured with appropriate information sharing limitations specific to that product or initiative.

**Item 8 Section B ("Methods of Analysis, Investment Strategies and Risk of Loss – Strategy-Specific Disclosure"): This section has been revised to reflect current investment strategies. Accordingly, the section has been restated as follows:**

The following discusses in more detail significant investment strategies that Federated Investment Counseling offers and the risks involved. Clients should review this disclosure carefully and in tandem with the basic information provided above. As noted above, clients also should review any offering documents, presentations, investment guidelines, marketing materials and other documents provided, or discussions held, with the client or any investment guidelines provided by the client (or, in the case of Managed Account Program accounts, provided in the Managed Account Program Sponsor's brochure or other Program documentation).

**EQUITY**

These strategies encompass client objectives for domestic or foreign equity portfolios. Portfolios reflect various investment objectives and styles, including a variety of capitalization targets along with different investment styles including value, growth and/or income.

**DIVIDEND INCOME**

This strategy encompasses client objectives for stock portfolios composed primarily of domestic and foreign large and mid-capitalization stocks, with an orientation toward income and dividend growth. Small capitalization stocks can also be represented in the strategy on a limited basis. Among others, securities held in accounts may include domestic common stock, real estate investment trusts (REITs), including foreign REITs and REIT-like entities, foreign common stocks, ADRs, derivative contracts and ETFs. The strategy could gain exposure to certain asset classes or instruments (*e.g.*, ADRs, foreign common stocks) either by purchasing and holding individual securities or shares of investment companies or other pooled investment vehicles.

The strategy focuses on high dividend yielding stocks with dividend growth potential. From a broad universe, stocks are screened and prioritized based on criteria including dividend yield, dividend and earnings growth, financial condition and performance during periods of market weakness. Companies highly ranked in the screening process are scrutinized to determine whether the company is an attractive investment proposition. This process is driven primarily by bottom-up fundamental proprietary research. Broad macro-economic trends that can influence the outlook of sectors and industries are also taken into account when constructing portfolios. Risk is managed through exposure to multiple sectors and industries and, at the individual stock level, portfolios adhere to position size limits which can be adjusted over time and are designed to further control portfolio risk. Accounts are managed to conform to client-directed parameters which include portfolios consisting solely of domestic securities, international securities or a combination of both.

Risks for this strategy include, among others, risks of the value of equity securities rising and falling, risks of business failure, risks related to investing for dividend income, risks that a particular sector will underperform other sectors, risks related to company size, technology risks, risks of investing in derivative contracts, and risks that a party to a transaction involving the portfolio will fail to meet its obligations. Foreign stocks can be subject to economic or political conditions which are less favorable than those of the United States and can lack financial reporting standards or regulatory requirements comparable to those applicable to U.S. companies. Exchange rates for currencies fluctuate daily. The combination of currency risk and market risk tends to make securities traded in foreign markets more volatile than securities traded exclusively in the United States. Exposure to derivatives and hybrid instruments involves risks in addition to those associated with investing directly in securities and other traditional investments, including leverage, counterparty and liquidity risk.

**U.S. STRATEGIC DIVIDEND**

The strategy invests primarily in high dividend paying stocks of U.S. issuers with dividend growth potential. The strategy intends to invest exclusively in U.S. issuers and generally invests in large-cap or mid-cap stocks. The risks associated with this strategy include but are not limited to: stock market, investing for dividend income, company size, liquidity, and technology.

### INTERNATIONAL EQUITY

This strategy seeks to invest primarily in equity securities of foreign companies located in both developed and emerging market countries. These strategies can gain exposure to certain asset classes or instruments (e.g., ADRs, foreign common stocks) either by purchasing and holding individual securities or shares of investment companies or other pooled investment vehicles. A combination of quantitative screens and/or fundamental analysis can be used to create a portfolio of attractively valued stocks with strong industry positions and solid growth prospects. The strategy can use growth and/or value investment styles and can include market capitalization considerations. Portfolios can employ hedging strategies. Risks for this strategy include, for example, political, economic, market, tax, credit and other risks associated with foreign investing, risks of the value of equity securities and ETFs rising and falling; risks of business failure, risks related to company size, investment style risks, technology risks, risks of investing in derivative contracts, risks that a party to a transaction involving the portfolio will fail to meet its obligations, risks of daily fluctuations in the value of currency, risks of issuer default, and risks that a particular sector will underperform other sectors.

### CLOVER ALL CAP VALUE

This strategy seeks long-term capital appreciation by investing primarily in a portfolio of equity securities – across all capitalization ranges – that the portfolio managers believe to be undervalued and poised for fundamental improvement. Securities are selected based on bottom-up research conducted by an experienced group of fundamental analysts. The analysts seek securities that are trading at prices below their intrinsic values, and that also fit into at least one of three specific situations, which are classified as Crossroads, Coattail, and Competitive Advantage scenarios. This classical value investing strategy utilizes sophisticated quantitative techniques to aid in both idea generation and portfolio management, seeking to deliver the optimal blend of risk and return. Risks for this strategy include, for example, risks of the price of equity securities rising and falling, risks of business failure, risks that value stocks can lag behind growth stocks in an up market, risks related to company size, technology risks, and risks that a party to a transaction involving the portfolio will fail to meet its obligations.

## FIXED INCOME

### TAXABLE FIXED INCOME

This strategy encompasses client objectives for taxable fixed income portfolios with various duration targets and asset class exposures. Accounts can include domestic and foreign fixed and floating rate instruments rated both investment grade and non-investment grade. Among others, securities held in accounts can include U.S. Treasury notes and bonds, government agency securities, foreign sovereign debt, corporate debt, mortgage backed securities, asset backed securities, taxable municipal bonds, derivative contracts, trade-finance related securities, bank loans and currency. The strategy can also hold fixed income mutual funds.

The process concentrates on analysis of sectors, yield curve, and security characteristics along with assessments of major long-term indicators of interest rate direction and volatility. The duration committee determines the cyclical interest rate outlook. For purposes of risk control, portfolios are typically managed within a specified duration range of a given benchmark. The yield curve committee makes recommendations for positioning portfolios along the yield curve. Typically, key rate durations are weighted to specified percent ranges against a given benchmark, depending on relative attractiveness and expectations of future shape changes. The sector allocation committee reviews spread relationships among each of the allowable sectors in search of relative value opportunities, obtaining input from each of the sector teams. Our economic overlay is an important input in determining whether the spread relationships are reasonable. Typically, respective sector exposure limits are targeted to specified percent ranges against a given benchmark. In terms of individual security selection, each sector team is responsible for developing sub-portfolios within each sector designed to outperform a sector-specific benchmark. As an example, the corporate team applies a fundamental analysis approach to determine the best securities within specific credit quality constraints. The mortgage-backed team utilizes sophisticated quantitative models and analysis of pool-specific characteristics to recommend mortgage securities within their sector. Each account is managed to conform to client-directed parameters typically defined through the use of a broad market or custom benchmark. Portfolio Managers utilize model portfolio recommendations provided by each sector team, allocate the portfolio across sectors utilizing sector allocation recommendations provided by the sector allocation committee, and implement modest duration and yield curve management techniques with input from the firm's duration and yield curve committees. The strategy makes active use of futures to efficiently implement portfolio adjustments in reaction to changes in the macro calls.

For certain accounts, to conform to client-directed parameters, portfolios could be structured as ladders which, as a general rule, do not experience active trading.

Risks related to this strategy include, among others, interest rate risk and prepayment and extension risk. Generally, as interest rates rise, prices of fixed income securities fall, with longer duration securities reacting more than shorter duration securities. As interest rates decline, the value of mortgage-backed securities rise, however, they could experience accelerated prepayments. High yield bonds carry increased levels of credit and default risk and are generally less liquid than government and investment-grade bonds. Investments in trade finance-related securities could entail credit, liquidity, currency and market risks, in addition to other risks such as risks of investing in foreign securities and emerging market securities. Investments in less developed or emerging markets generally entail greater political, economic, market, tax, credit and other risks, and generally have greater price volatility, than securities issued or traded in developed markets. Exposure to derivatives and hybrid instruments involves risks in addition to those associated with investing directly in securities and other traditional investments, including leverage, counterparty and liquidity risk. Investments in currency entail risks related to daily fluctuations in the value of currency, which could be more volatile in times of increased market risk.

## FEDERATED HERMES CW HENDERSON DIVISION

### FEDERATED HERMES CW HENDERSON INTERMEDIATE MUNICIPAL

This strategy (formerly named C.W. Henderson Intermediate) is designed for accounts seeking relatively long-term asset allocations to the municipal market. The strategy utilizes actively-managed, barbell structured portfolios to provide the potential for enhanced risk/return characteristics. The barbell construction employed consists of a short component that limits price declines in periods of rising rates but employs strategies that have the potential to provide the returns of longer maturity securities. This portion of the portfolio is complemented with a long bond component (ten to fifteen years depending on the slope of the yield curve) that takes advantage of the positively sloped yield curve and produces capital appreciation in declining rate environments. Tax loss harvesting is a major focus during rising interest rate environments.

Risks related to this strategy include credit risk and volatility risk. Credit risk involves the potential impairment of the timely payment of bond principal and interest when due. Declining tax receipts or user fee collections or rising expenses could impair a municipal entity's ability to make debt service payments to bond holders. Ratings downgrades could result and, in extreme cases, an issuer could default. Volatility risk is the potential for bond principal values to fluctuate as interest rates change. In general, prices of bonds with longer maturities and lower coupons are more sensitive to interest rate changes. This strategy generally has large exposures to securities with effective maturities of two years or less that have limited volatility sensitivity. Exposure to high coupon bonds with four to five year calls have higher, but still limited, volatility risk. Bonds with ten to fifteen year maturities complement the shorter maturity components of these portfolios. These longer-term securities take advantage of the typical steepness of the municipal yield curve and provide the potential for increased returns. These longer-term bonds are subject to increased volatility risk. Volatility risk cannot be eliminated and price erosion can be experienced during periods of rapid interest rate increases. In addition, portfolios can be adversely affected by unexpected calls, reinvestment during low interest rate periods, and purchasing power erosion as inflation increases.

### FEDERATED HERMES CW HENDERSON ULTRASHORT MUNICIPAL

This strategy (formerly named C.W. Henderson Short-Term) seeks to generate attractive tax-exempt income and offer the potential for higher returns than a stable value investment while mitigating principal volatility by limiting duration to a maximum of one year. Portfolios are diversified and comprised of primarily highly rated (AAA and AA-rated) municipal bonds.

Risks related to this strategy include credit risk and volatility risk. Credit risk involves the potential impairment of the timely payment of bond principal and interest when due. Declining tax receipts or user fee collections or rising expenses could impair a municipal entity's ability to make debt service payments to bond holders. Ratings downgrades could result and, in extreme cases, an issuer could default. Volatility risk is the potential for bond principal values to fluctuate as interest rates change. In general, prices of bonds with longer maturities and lower coupons are more sensitive to interest

rate changes. This strategy generally has large exposures to securities with effective maturities of two years or less that have limited volatility sensitivity.

**FEDERATED HERMES CW HENDERSON LONG MUNICIPAL**

This strategy is designed for accounts seeking longer-term asset allocations to the municipal market. The strategy utilizes actively-managed, barbell structured portfolios to provide the potential for enhanced risk/return characteristics. The barbell construction employed consists of a short component that limits price declines in periods of rising rates but employs strategies that have the potential to provide the returns of longer maturity securities. A more significant portion of the portfolio is comprised of longer bonds (ten to fifteen years depending on the slope of the yield curve) that aim to take advantage of the positively sloped yield curve and produce capital appreciation in declining rate environments. Tax loss harvesting is a major focus of this strategy during rising interest rate environments.

Risks related to this strategy include credit risk and volatility risk. Credit risk involves the potential impairment of the timely payment of bond principal and interest when due. Declining tax receipts or user fee collections or rising expenses could impair a municipal entity's ability to make debt service payments to bond holders. Ratings downgrades could result and, in extreme cases, an issuer could default. Volatility risk is the potential for bond principal values to fluctuate as interest rates change. In general, prices of bonds with longer maturities and lower coupons are more sensitive to interest rate changes. This strategy has meaningful exposure to securities with effective maturities of two years or less that have limited volatility sensitivity. Exposure to high coupon bonds with four to five year calls have higher, but still limited, volatility risk. Bonds with ten to fifteen year maturities complement the shorter maturity components of these portfolios. These longer-term securities take advantage of the typical steepness of the municipal yield curve and provide the potential for increased returns. These longer-term bonds are subject to increased volatility risk. Volatility risk cannot be eliminated, and price erosion can be experienced during periods of rapid interest rate increases. In addition, portfolios can be adversely affected by unexpected calls, reinvestment during low interest rate periods, and purchasing power erosion as inflation increases.

**CLOVER BALANCED**

This strategy encompasses client objectives for exposure to equity and fixed income markets in tandem. Accounts include various pre-set or variable target allocations between client-defined equity and fixed income strategies of Federated Investment Counseling. Accounts with pre-set allocations will rebalance to a target percent exposure on a periodic basis, based on the amount of drift from the target. Accounts with variable target allocations will adjust the exposure based on a variety of models tracking relative valuation, growth, and technical factors, along with our macro-economic forecast and stock market outlook. Allocations are established within pre-set percentage limits. The macroeconomic team utilizes both qualitative and quantitative research factors, based on a highly defined asset allocation framework, in combination with inputs from the equity and fixed income teams, to recommend asset class over- or under-weights. Securities held in accounts will be reflective of the equity and fixed income strategies previously noted, along with their associated risks.

**MONEY MARKET/LIQUIDITY**

This strategy invests in any securities, inclusive of commercial paper, variable rate instruments, bank instruments, and asset-backed securities, eligible under the requirements of SEC Rule 2a-7 under the Investment Company Act as well as both direct and indirect obligations of the U.S. government, including U.S. government and government agency-issued securities and repurchase agreements backed by such securities. All securities must have a maturity of not more than 397 days. The average maturity of the portfolio, computed on a dollar-weighted basis, will be 60 days or less. Risks for this strategy include, for example, risks that as interest rates rise and fall the price of the securities will fluctuate, risks of issuer default, risks that a party to a transaction will fail to meet its obligations, risks that the financial services sector will perform poorly, risks of default of a credit enhancement provider, risks that prepayment of principal will cause the portfolio to reinvest proceeds at a less favorable interest rate, and risks of foreign investing.

**Item 10 Section A ("Other Financial Industry Activities and Affiliations – Relationships with Broker/Dealers"): This section has been revised to reflect current and anticipated management persons of**

**Federated Investment Counseling who are also registered representatives of Federated Securities Corp. Accordingly, the section has been restated as follows:**

As discussed under "Sales Compensation" in Item 5 of this brochure, Federated Investment Counseling is an affiliate through common ownership with Federated Securities Corp., a dually-registered investment adviser, municipal securities dealer and broker/dealer.

Federated Securities Corp., 1001 Liberty Avenue, Pittsburgh, PA 15222, acts as distributor of the registered Investment Company and Private Investment Company clients of affiliated advisers (*i.e.*, the other Federated Advisory Companies) and as placement agent for Pooled Investment Vehicle clients of Federated Investment Counseling and other Advisory Companies. Federated Securities Corp.'s employees are registered representatives of Federated Securities Corp. and are salaried employees. As discussed under "Sales Compensation" in Item 5 of this brochure, employee-representatives of Federated Securities Corp. serve as sales people for, and provide certain investment advice on behalf of, Federated Investment Counseling, and are supervised persons of Federated Investment Counseling.

(Please refer to "Sales Compensation" in Item 5 of this brochure for additional information regarding Federated Securities Corp.'s other activities and related arrangements.)

The following management persons of Federated Investment Counseling are registered representatives of Federated Securities Corp.:

- J. Christopher Donahue, Trustee
- Stephen Van Meter, Chief Compliance Officer
- Paul A. Uhlman, CEO and President (from and after April 30, 2026)
- Paul A. Uhlman, Executive Vice President (through April 30, 2026)
- Bryan M. Burke, Executive Vice President (from and after April 30, 2026)
- Jeff D. Aronsohn, Jr., Vice President

The following management persons of Federated Investment Counseling are registered financial and operations principals of Federated Securities Corp.:

- Autumn L. Favero, Assistant Treasurer
- Richard A. Novak, Assistant Treasurer

Federated Investment Counseling also has certain related persons who are general partners, members or trustees of certain family limited partnerships, limited liability companies or trusts or similar family entities. From time to time, these family entities can invest in companies (such as a broker/dealer) that participate in the financial services industry.

(Please refer to "Performance-Based Fees and Side by Side Management" in Item 6 of this brochure for a discussion of conflicts of interest that arise as a result of these relationships.)

**Item 10 Section C.2 ("Other Financial Industry Activities and Affiliations – Relationships with Certain Related Persons – Other Investment Advisers"): This section has been revised to reflect the integration of the FHL Advisory Companies and the Advisory Companies, including with respect to operations and information barriers. This section has also been revised to reflect services that may be provided by another Federated Advisory Company. Accordingly, the section has been restated as follows:**

As discussed under "Our Ownership Structure" in Item 4 of this brochure, Federated Investment Counseling is an affiliate through common ownership with other SEC-registered investment advisers (*i.e.*, the other Advisory Companies). Registration does not imply a certain level of skill or training. These investment advisers are identified below under "SEC-Registered Advisers."

While operations between the FHL Advisory Companies and the Advisory Companies are integrated, there can be limitations on the integrated activities. Neither entity will exercise investment discretion over accounts managed by the other, except that the FHL Advisory Companies can provide subadvisory services for certain clients of the Advisory Companies, and the Advisory Companies can provide subadvisory services for certain clients of the FHL Advisory

Companies. It is possible that future investment products could be mutually developed by the Federated Advisory Companies or that the Federated Advisory Companies could enter into specific engagements that could alter this arrangement. There can be instances where information barriers will be implemented when deemed appropriate, such as when conflicts of interest are identified.

As discussed under "Our Use of 'Shared Personnel' and Third-Party Service Providers" in Item 4 of this brochure, we share certain directors/trustees and officers with the other Advisory Companies. We also share certain employees and supervised persons with certain other Federated Advisory Companies. We also receive certain shared services from other Federated Advisory Companies. For example, Federated Advisory Services Company provides services exclusively to related persons that are registered investment advisers (*i.e.*, certain of the Federated Advisory Companies). These services vary depending upon whether a Federated Advisory Company manages equity or fixed income assets and consist of equity trading, fixed income trading and settlement, fundamental analysis, quantitative analysis, performance attribution, administration and risk management. Federated Advisory Services Company also provides certain back-office, administrative and other services to Federated Investment Counseling, Federated MDTA LLC and Federated Global Investment Management Corp. in support of their Managed Account and Model Portfolio Management businesses. Federated Hermes (UK) LLP provides certain credit research services to Federated Investment Counseling and another Federated Advisory Company, Federated Investment Management Company. Another Federated Advisory Company could also provide equity trading services. The Federated Advisory Companies also share common compliance policies, procedures and programs.

Federated Investment Counseling also is affiliated through common ownership with certain investment advisers registered with a Foreign Financial Regulatory Authority (foreign adviser) identified below under "Foreign Advisers."

Federated Hermes is the ultimate parent company for the following investment advisers:

SEC-Registered Advisers
(*e.g.*, Federated Investment Counseling and the other Advisory Companies)

- Federated Investment Counseling;
- Federated Advisory Services Company;
- Federated Equity Management Company of Pennsylvania;
- Federated Global Investment Management Corp.;
- Federated Investment Management Company;
- Federated MDTA LLC;
- Federated Securities Corp.;
- Federated Hermes (UK) LLP;
- Hermes Investment Management Limited;
- Hermes GPE LLP;
- Hermes GPE (USA) Inc.; and
- FCP Fund Manager, L.P. (anticipated by the end of the second quarter of 2026)

Foreign Advisers
Federated Hermes (UK) LLP, Federated Investors Australia Services Ltd., Federated Hermes Japan Ltd., and Hermes GPE (Singapore) Pte. Limited.

Hermes Fund Managers Ireland Limited has filed as an exempt reporting adviser with the SEC. Although registered with the SEC, Federated Hermes (UK) LLP, Hermes GPE LLP, and Hermes Investment Management LTD each have a principal place of business outside of the U.S. As of March 1, 2016, Federated Investors Australia Services Ltd. is operationally inactive. (Please refer to "Performance-Based Fees and Side by Side Management" in Item 6 of this brochure for a discussion of conflicts of interest that arise as a result of these relationships.)

**Item 12 Section A.3 ("Brokerage Practices – Selection Criteria for Broker/Dealers – Directed Brokerage"): This section has been revised to reflect updates to the directed brokerage policy and procedures. Accordingly, the section has been restated as follows:**

Federated Investment Counseling generally does not recommend, request or require that a client direct us to execute transactions through a specified broker/dealer. The willingness of Federated Investment Counseling to accept such direction could encourage a broker/dealer to refer business to us or our related persons and could result in other conflicts of interest. Federated Investment Counseling does, however, permit clients to direct brokerage, as discussed in further detail below. When a client directs brokerage, we may be unable to achieve most favorable execution of client transactions, and the cost of execution can exceed the cost of execution for similarly situated accounts that do not direct brokerage. For example, in a directed brokerage account, the client can pay higher brokerage commissions because we may not be able to aggregate the client's orders with those of other clients to reduce transaction costs, or the client could receive less favorable prices. Clients subject to ERISA also must determine that any such direction is for the exclusive purpose of providing benefits to participants and beneficiaries of the plan and will not constitute or cause the plan to engage in a "prohibited transaction" as defined by ERISA.

Federated Investment Counseling has adopted a written policy on directed brokerage arrangements regarding when and how we may execute trades on behalf of a mutual fund or Separate Account client that is approved to apply a portion of the commission dollars to pay custodial, transfer agent or other expenses that the client generating the commission would otherwise pay directly. In such circumstances, each client's commissions are used to offset that client's expenses only and are not used for the benefit of any other client. For example, we could allocate brokerage transactions to a broker/dealer affiliate of a client's custodian, and a portion of commissions paid may be credited toward the payment of the client's custodian expenses. We can allocate transactions in this manner as long as execution quality is comparable to that of other qualified broker/dealers. Additionally, we will comply with our Allocation Policies when performing such allocations. (Please refer to "Trade Aggregation and Allocation Policy" in this section for further information on our Allocation Policies.)

The Federated Hermes CW Henderson division generally does not accept accounts requiring directed brokerage arrangements.

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## Item 4. ADVISORY BUSINESS

This brochure explains Federated Investment Counseling's advisory business, and provides important information about us and, in certain cases, our affiliates and our related persons. As used within this section, "we" shall refer to Federated Investment Counseling, our affiliates and/or our related persons, as appropriate.

We primarily do business under the name "Federated Investment Counseling." We also have an operating division, Federated Hermes CW Henderson, and do business under the names "Federated Hermes CW Henderson, a division of Federated Investment Counseling" and "Federated Hermes CW Henderson." Federated Hermes CW Henderson is not a separate company from Federated Investment Counseling. This division was formed through the acquisition of CW Henderson & Associates, Inc., which was completed in 2022. For purposes of this brochure, we refer to ourselves as "Federated Investment Counseling," unless referring specifically to the Federated Hermes CW Henderson division. To the extent that the policies, procedures or practices of the Federated Hermes CW Henderson division materially differ from Federated Investment Counseling's policies, procedures or practices, such differences are highlighted in the appropriate sections of this brochure.

Thank you for considering Federated Investment Counseling as your investment adviser. We encourage you to read this brochure completely and carefully. You may contact us at the phone number provided on the cover page of this brochure if you have any questions or to request another copy of this brochure. You also may obtain this brochure from our website (FederatedHermes.com) free of charge. Additional information about us, our investment adviser representatives, and our affiliates that are domestic registered investment advisers (together with us, each, as applicable, an Advisory Company and, collectively, as applicable, the Advisory Companies) also is available via the SEC's website at www.adviserinfo.sec.gov.

If you have specific questions concerning the Federated Hermes CW Henderson division, you may contact the division directly by calling 312-222-1401. The Federated Hermes CW Henderson division is located at 20 W. Kinzie Street, Suite 1100, Chicago IL 60654.

### A. How We are Organized

We organized as a Delaware statutory trust on April 11, 1989. We first registered with the SEC as an investment adviser under the Investment Advisers Act of 1940, as amended (the Advisers Act), on June 12, 1989.

### B. Our Ownership Structure

We are an indirect, wholly-owned subsidiary of Federated Hermes, Inc. (Federated Hermes). Federated Hermes is organized as a Pennsylvania corporation and is a publicly owned company (Ticker Symbol: FHI). Federated Hermes owns 100% of the outstanding voting securities of FII Holdings, Inc., a Delaware corporation. FII Holdings owns 100% of the outstanding voting securities of Federated Investment Counseling.

Federated Hermes, a public company, has shares of both Class A Common Stock and Class B Common Stock. The Class B Common Stock is listed on the New York Stock Exchange (NYSE). Except under certain limited circumstances, the entire voting power of Federated Hermes is vested in the holder of the outstanding shares of the Class A Common Stock. All of the outstanding shares of Class A Common Stock are held by a Voting Shares Irrevocable Trust, dated May 31, 1989 (the Voting Trust), the three trustees of which are Federated Hermes's President and Chief Executive Officer and Chairman of its Board of Directors, Mr. J. Christopher Donahue, his brother, Thomas R. Donahue, Federated Hermes's Vice President, Treasurer and Chief Financial Officer and a director, and Ann C. Donahue, the wife of Mr. J. Christopher Donahue, for the benefit of the members of the Donahue family.

Federated Hermes currently owns a number of domestic and foreign advisory subsidiaries that are under common control with, and affiliates of, Federated Investment Counseling. In addition, it is anticipated that at a later date in 2026, Federated Hermes will acquire an 80% equity ownership interest in an additional U.S. investment adviser that will, as a Federated Advisory Company, operate as an affiliate under common control with us and the other Federated Advisory Companies. It is anticipated that the adviser will be subject to the Code of Ethics (described below) but initially maintain

its own compliance policies and procedures, subject to certain exceptions for certain policies and procedures of the Federated Advisory Companies that it is expected the adviser will follow. Federated Hermes Limited (FHL), a wholly-owned subsidiary of Federated Hermes based in the United Kingdom, wholly-owns registered investment adviser subsidiaries, including Hermes Investment Management Limited (such investment adviser subsidiaries, the FHL Advisory Companies), as well as, among others, Hermes Equity Ownership Services Limited (EOS), an entity that provides stewardship services, including engagement on corporate governance, environmental, and social matters to seek long-term risk adjusted returns and create long-term value/wealth for clients, consistent with applicable fiduciary duties and the objectives and pecuniary interests of clients, and strategic and financial matters, and research services. EOS is discussed further in Item 10. The FHL Advisory Companies are under common control with, and affiliates of, Federated Investment Counseling and the other Advisory Companies (together with us, each, as applicable, a Federated Advisory Company and, collectively, as applicable, the Federated Advisory Companies). There will generally be integration of operations between the FHL Advisory Companies and the Advisory Companies, but limitations could be imposed on such integrated activities where appropriate. (Please refer to "Other Financial Industry Activities and Affiliations" in Item 10 of this brochure for further information.)

The Federated Advisory Companies collectively provide advisory services to a variety of separately managed accounts or wrap fee accounts (Managed Accounts), institutional, or high net worth individual, separate accounts (Separate Accounts), registered investment companies, including exchange-traded funds (ETFs) and mutual funds (collectively, Investment Companies), investment companies that are registered under the Investment Company Act (as defined below) that offer shares that are not registered under the 1933 Act (as defined below) (Private Investment Companies), other pooled investment vehicles (Pooled Investment Vehicles), and proprietary accounts and funds (Proprietary Accounts). Federated Hermes also owns other companies, both in the United States and in certain other countries, such as broker/dealers, investment advisers, management companies, commodity pool operators, and trust companies.

## C. Our Advisory Services

Federated Investment Counseling currently provides Investment Supervisory Services (as defined below), Model Portfolio Management Services (as defined below), and other discretionary and non-discretionary investment advisory services as discussed in this brochure.

### 1. Investment Supervisory Services

Federated Investment Counseling provides continuous and regular investment supervisory or management services (Investment Supervisory Services) pursuant to which we have discretionary authority over a client's assets and provide ongoing supervisory or management services with respect to the client's assets. Such discretionary authority generally does not require prior client consultation.

We can also provide Investment Supervisory Services when we do not have discretionary authority over a client's assets, but we have ongoing responsibility to select and make recommendations to a client as to specific securities or other investments that could be purchased or sold for a client's account. Under these arrangements, if our recommendations are accepted by the client, we are responsible for arranging or effecting the purchase or sale of such securities or other investments.

We strive to tailor our Investment Supervisory Services to the individual needs of our clients. We generally discuss investment strategy and permissible investment with clients during the account set-up process. We generally permit clients to impose reasonable restrictions on investment in certain securities or types of securities. A restriction is reasonable if, in our judgment, the restriction does not impose any material or significant impairment on our ability to manage a client's assets in accordance with the investment strategy and guidelines established for that client's account. We review a client's investment guidelines and discuss them with the client. Following approval, relevant rules and restrictions are inputted into our trade management system. We also intend to perform our Investment Supervisory Services in accordance with SEC Rule 3a-4 under the Investment Company Act of 1940 (Investment Company Act) to the extent required under applicable law or the terms of a client's investment management agreement(s). (Please refer to "Methods of Analysis, Investment Strategies and Risk of Loss" in Item 8 and "Investment Discretion" in Item 16 of this brochure for further information on our methods of analysis, investment strategies, and related risks.)

Investment Supervisory Services provided to Managed Accounts and our Model Portfolio Management Services are not intended for use with respect to any collective fund, Investment Company, Private Investment Company, other Pooled Investment Vehicle or unitized accounts/vehicles without written consent of Federated Investment Counseling.

In the case of Managed Accounts and other discretionary investment accounts that we manage, we could invest client assets in certain affiliated Investment Companies advised by Federated Investment Counseling or other Federated Advisory Companies. These affiliated Investment Companies could bear expenses as disclosed in their prospectuses. For example, while these affiliated Investment Companies may not pay certain of the investment management fees or other fees to Federated Investment Counseling or other Federated Advisory Companies or their affiliates, they typically pay (directly or indirectly by investing in other investment companies) third-party expenses (including custodian fees, transfer agency fees, legal expenses and other third-party expenses). In certain cases, however, an affiliated Investment Company could invest in another affiliated Investment Company, Private Investment Company or Pooled Investment Vehicle that pays, or that invests in yet another affiliated Investment Company, Private Investment Company or Pooled Investment Vehicle that pays, management fees or other fees to Federated Investment Counseling or other Federated Advisory Companies or their affiliates, in which case clients could bear those fees indirectly, including as part of the investment return of the affiliated Investment Company, Private Investment Company or Pooled Investment Vehicle. Please refer to "Conflicts of Interest Relating to Affiliated Investment Vehicles" and "Conflicts of Interest Relating to the Selection of Investment Vehicles Used for Cash Management Purposes" in Item 6 of this brochure for further information regarding actual or potential conflicts of interest that could arise in connection with investments in affiliated investment vehicles. Clients also bear expenses charged directly to the Managed Accounts. We could invest client assets in a portfolio of individual securities or investments, or in a combination of individual securities or investments and affiliated Investment Companies. We determine how to invest the client assets based upon several factors, including the type of client account, the investment strategy, and applicable client investment objectives, guidelines and policies, restrictions or instructions, or other relevant factors. In these cases, the affiliated Investment Companies are reasonably believed to be designed to purchase securities required for the fixed income, equity or other investment strategies that cannot be efficiently held individually in client accounts, but can be efficiently held in a pooled vehicle, such as a mutual fund. Affiliated Investment Companies can only be held in Managed Accounts of clients that meet certain conditions to be considered "eligible investors." Unless an affiliated Investment Company determines to accept a purchase order for an investment, an "eligible investor" in the affiliated Investment Company does not include: (i) a non-resident alien within the meaning of the Internal Revenue Code (I.R.C.) § 7701(b)(1)(B) who is a natural person; (ii) a covered expatriate (*i.e.*, a U.S. citizen temporarily residing abroad) within the meaning of I.R.C. § 877A(g)(1)(A); (iii) a foreign institutional investor; or (iv) a fund or investor in the European Union. If a Managed Account client ceases to be an "eligible investor," the affiliated Investment Companies are authorized to redeem shares held by or on behalf of such a client. Dividends paid by affiliated Investment Companies to Managed Accounts are paid in cash; Managed Account clients may not reinvest dividends into affiliated Investment Companies. (Please refer to "Performance-Based Fees and Side by Side Management," in Item 6, "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading" in Item 11 and "Brokerage Practices" in Item 12 of this brochure for further information regarding investments in affiliated Investment Companies.)

In connection with the Investment Supervisory Services that Federated Investment Counseling provides, we generally are responsible for providing investment research and investment evaluation services. We can also provide certain reports to our clients. Additional information, including performance reports prepared in compliance with Global Investment Performance Standards (GIPS®), is available at FederatedHermes.com.

When acting in our capacity as investment adviser to certain Proprietary Accounts, Federated Investment Counseling provides investment research and supervises the investments of our clients and conducts a continuous program of investment evaluation. We also provide advice regarding appropriate sales or other dispositions and reinvestment of such clients' portfolios. In all cases, our advice is subject to the investment objective, policies and limitations of our clients.

From time to time, we could also agree to facilitate the transition of a client's portfolio in connection with the inception or termination of an advisory relationship. We only provide these services when requested by clients and the services are not available in all circumstances.

### 2. Model Portfolio Management Services

Federated Investment Counseling also furnishes investment advice and recommendations through the provision of model portfolios for certain of our investment strategies and provides periodic updates to the model portfolios (Model Portfolio Management Services). We typically provide these services to investment advisory firms, other managers, financial advisers, or other intermediaries (Overlay Managers), either directly or through turn-key asset management providers that operate platforms or programs (Platform Providers) in which Overlay Managers participate. These Overlay Managers utilize our model portfolios and periodic updates, either alone or together with other model portfolios provided by the Overlay Managers or other investment advisers, to manage the assets of the Overlay Manager's clients. We generally do not have investment discretion or trading responsibilities in such arrangements, nor do we have an advisory relationship with the Overlay Manager's clients, and do not manage model portfolios on the basis of the financial situation or investment objectives of individual clients that participate in these programs.

Investment Supervisory Services provided to Managed Accounts and our Model Portfolio Management Services are not intended for use with respect to any collective fund, Investment Company, Private Investment Company, other Pooled Investment Vehicle or unitized accounts/vehicles without written consent of Federated Investment Counseling.

### 3. Other Advisory Services

Federated Investment Counseling provides Investment Supervisory Services to banks, trust companies and other investment advisers (collectively, Other Advisers) and to Private Investment Companies, Pooled Investment Vehicles and Proprietary Accounts. These services (Other Advisory Services) could include:

- Acting as an adviser or a sub-adviser for trust funds, Managed Accounts, Separate Accounts, Private Investment Companies, and Pooled Investment Vehicles, such as collective investment funds, private funds, common trust funds, and other investment accounts or products managed by Other Advisers; and
- Assisting Other Advisers in reviewing and managing investment accounts or products.

The process by which we implement decisions can vary based on type or size of account, restrictions of intermediary firms, applicable investment objectives, guidelines and policies, and, if applicable, client-imposed investment restrictions.

Depending upon our arrangement with our clients, we can make asset allocation decisions along with security selection decisions, and can provide asset allocation recommendations and periodic updates to clients.

We can also directly, or through arrangements with another Advisory Company or FHL Advisory Company, offer some clients certain research or other services, including research and educational services pertaining to strategies that incorporate consideration of corporate governance, environmental and social factors to seek long-term risk adjusted returns and create long-term value/wealth for clients, consistent with applicable fiduciary duties and the objectives and pecuniary interests of clients. Such additional services are offered to only certain clients, such as those for which we manage a minimum amount of assets. We generally do not charge separate fees for these services, but to the extent that a client's assets under management falls below the required minimum amount or otherwise as agreed with the client, we reserve the right to either discontinue the additional service or charge a fee for such service.

## D. The Types of Accounts/Products We Manage

Federated Investment Counseling provides Investment Supervisory Services, Model Portfolio Management Services and Other Advisory Services in connection with Managed Accounts, Separate Accounts, Private Investment Companies, Pooled Investment Vehicles, and Proprietary Accounts. The following further describes each of these types of client accounts or investment products.

### 1. Separate Accounts

Federated Investment Counseling provides Investment Supervisory Services to high net worth and institutional investors. We provide these services pursuant to an investment management agreement with the client that describes or attaches the client's investment policy statement and/or our investment strategy or mandate pursuant to which we will manage the client's account, and the rights and responsibilities of the client in connection with the termination of the agreement. Custody of the client's assets is maintained by a qualified custodian selected by the client.

For certain Separate Account strategies, we could retain a sub-adviser to assist us with the management of the Separate Account. Federated Investment Counseling can have an ownership interest in or be affiliated with such sub-advisers.

### 2. Managed Accounts

Federated Investment Counseling participates as an investment manager or portfolio manager in certain separately managed account or wrap fee programs (Managed Accounts or Managed Account Programs) and provides Investment Supervisory Services to individuals, high net worth individuals, pension plans, charitable organizations and certain small institutional investors. Managed Account Programs generally are investment programs under which a client is charged a single specified fee for investment advisory services (which could include portfolio management or advice concerning the selection of other investment advisers), execution of client transactions by the program's sponsor, and custodial services. However, as described in "Managed Account Programs" in Item 12 of this brochure, with respect to certain Managed Account Programs, the single Managed Account fee does not cover the cost of execution of client transactions. We receive a portion of the fees paid by the Managed Account client for our services.

In Managed Account Programs, clients (with or without the assistance of the sponsors (Sponsors) of the Managed Account Program) select or appoint Federated Investment Counseling to manage designated client assets in accordance with one or more of our investment strategies. The Sponsors of the Managed Account Programs typically are broker/dealers, financial institutions or other investment advisory firms which sponsor, operate and administer the Managed Account Programs.

When providing Investment Supervisory Services to Managed Accounts, we typically act as a sub-adviser to the Sponsors of the Managed Account Programs. The Sponsors typically enter into investment management agreements with clients; we typically do not have direct investment management agreements with clients that participate in Managed Account Programs. Managed Account Programs could also be structured as dual contract or unbundled relationships, in which Sponsors (typically broker/dealers) will enter into brokerage agreements with clients and Federated Investment Counseling, will enter into separate investment management agreements directly with the same clients. In all cases, the Sponsors typically provide portfolio manager selection, performance monitoring and evaluation, custody, brokerage and other administrative services (or a combination of these services) to clients. We exclusively provide advisory services to Managed Account Program clients.

In certain cases, Sponsors operate their Managed Account Programs on platforms, or use systems developed and supported by Platform Providers (*i.e.*, technology companies or certain other companies or turn-key asset management providers). In these cases, we could have an agreement with the Platform Provider, and the Platform Provider has agreements with the Sponsors that utilize the Platform Provider's platform or systems.

There are certain differences between how we manage Managed Accounts and how we manage other client accounts. For example, when participating in Managed Account Programs, the Sponsor is typically responsible for determining the suitability of the Managed Account Program, including Federated Investment Counseling and our investment strategy, for the client. We typically are only responsible for managing client assets in accordance with the designated investment strategy. In certain Managed Account Programs, Sponsors and Platform Providers can limit the information that is available to us about the client, the client's other investments or risk tolerance, and other information that would be relevant to determining whether the investment strategy or certain specific investments would be suitable for the client. Likewise, we could be restricted by Sponsors and Platform Providers from communicating directly with clients; all communications, including communications with respect to the clients' investment objectives, financial condition and reasonable investment restrictions, typically must be directed through the Sponsor or Platform Provider.

Federated Investment Counseling also provides Model Portfolio Management Services to Overlay Managers, Sponsors or Platform Providers that participate as managers in, sponsor or operate Managed Account Programs.

### 3. Other Pooled Investment Vehicles

Federated Investment Counseling can provide Investment Supervisory Services to a variety of Pooled Investment Vehicles, including:

- Investment vehicles or funds that are domiciled outside of the United States;
- Collective funds, common funds, common and collective trust funds, or group trusts (collectively, collective or common funds);
- Privately offered investment funds that are available only to certain sophisticated investors (private funds); and
- Local government investment pools.

These Pooled Investment Vehicles typically are exempt from registration under the Investment Company Act, and the interests in such Pooled Investment Vehicles typically are exempt from registration under the Securities Act of 1933, as amended (1933 Act) (although in some cases such interests can be registered under the 1933 Act or similar foreign regulation).

The investment management or other agreements governing our provision of advisory services to Pooled Investment Vehicles typically vary between clients, including with respect to termination provisions. In certain circumstances, Federated Investment Counseling is authorized to select qualified custodians on behalf of Pooled Investment Vehicles. Clients should refer to their investment management or other agreement with us for a complete understanding of their termination and other rights.

### 4. Proprietary Accounts

Federated Investment Counseling can from time to time provide Investment Supervisory Services to Proprietary Accounts. At any given time, we could manage Proprietary Accounts that are Managed Accounts, Separate Accounts, Private Investment Companies or Pooled Investment Vehicles. The clients, account holders, shareholders or investors in these Proprietary Accounts can include: Federated Investment Counseling, another Federated Advisory Company or affiliate, or employees of these entities.

Proprietary Accounts typically are established when we or another Federated Advisory Company are establishing an investment strategy or creating or seeding an Investment Company, Private Investment Company or other Pooled Investment Vehicle, although investment vehicles with unaffiliated investors can also be treated as Proprietary Accounts if we and/or the other Federated Advisory Companies also have a significant ownership interest in the investment vehicle.

## E. Our Use of "Shared Personnel" and Third-Party Service Providers

Federated Investment Counseling shares certain directors/trustees and officers with the other Advisory Companies. We also share certain employees and supervised persons with certain other Federated Advisory Companies. In connection with providing Investment Supervisory Services to our clients, certain service providers, such as providers of proxy voting services (collectively, Service Providers), have been engaged to perform services on our behalf. These Service Providers could be affiliated with us. We receive certain shared services from certain other Federated Advisory Companies. For example, Federated Advisory Services Company and Federated Hermes (UK) LLP, provide performance attribution and corporate action administration services, and another Federated Advisory Company could provide equity trading services. The Advisory Companies also provide certain services to the FHL Advisory Companies, which can include trade execution, account administration, calculation of account performance, trading and transaction settlement, legal services, and sponsor servicing and operations oversight. We also could engage another Federated Advisory Company or an unaffiliated adviser as a sub-adviser in connection with certain investment strategies. In cases where Service Providers have been engaged, we can disclose confidential information, including non-public personal information about clients, to these Service Providers for the purpose of processing transactions for and servicing clients'

accounts. We will typically only make such disclosure when the Service Provider is subject to contractual or other obligations not to misuse or publicly disclose this information.

## F. Our Assets Under Management

As of December 31, 2025, Federated Investment Counseling had $231,442,801,495 in total assets under management. As of such date, our assets under management consisted of $207,209,930,946 of assets that we managed on a discretionary basis. These include assets for which we provided Investment Services and exercised discretionary authority or non-discretionary authority with trading responsibility and accounts over which Federated Investment Counseling shares investment discretion with another affiliated or unaffiliated adviser. As of such date, our assets under management also consisted of $24,232,870,549 of assets that we managed on a non-discretionary basis. These include our Model Portfolio Management Services and other accounts for which we provided non-discretionary services and did not have trading responsibility.

## G. Standard of Care

Investment advisers are permitted to include performance standard provisions in their investment management agreements under certain conditions. These provisions are sometimes referred to as "hedge clauses." Unless Federated Investment Counseling specifically agrees in writing (in an investment management agreement or otherwise) to comply with different performance standards, we provide our Investment Supervisory Services, Model Portfolio Management Services and Other Advisory Services as discussed in this brochure in accordance with the following performance standards. Our responsibility and liability relating to the provision of advisory services also is subject to the following performance standards:*

- Federated Investment Counseling renders advisory services and/or manages client accounts in accordance with our duties and obligations under the Advisers Act, and the rules and regulations of the SEC promulgated under the Advisers Act from time to time, and other applicable law (including, if applicable, ERISA);
- Investment decisions are subject to various market, currency, economic, political and business risks. Investment decisions will not always be profitable and could subject client accounts to overall investment loss. Federated Investment Counseling does not guarantee future performance, any specific level of performance or the success of any particular investment decision or strategy;
- Federated Investment Counseling does not guarantee that any particular person will provide the investment advisory services to be provided by us;
- Federated Investment Counseling shall not be liable for (a) any act or omission of any person or entity other than Federated Investment Counseling and our affiliated companies, or (b) any act or omission taken or made by Federated Investment Counseling at the direction of any client, or Sponsor of a Managed Account Program or Platform Provider or Overlay Manager or based on inaccurate, incomplete or obsolete information provided to Federated Investment Counseling by any person or entity other than our affiliated companies; and
- Absent gross negligence, willful misconduct, bad faith or reckless disregard of our obligations on the part of Federated Investment Counseling, Federated Investment Counseling shall not be liable for any investment decision or other act or omission taken or made by us or our affiliated companies.

**Applicable provisions of state, federal, and, as applicable, foreign securities laws (and certain other non-waivable provisions of state, federal, and, as applicable, foreign, law, including, if applicable, ERISA), may impose liability under certain circumstances on persons or entities that act in good faith. Therefore, these performance standards are not intended to and shall not constitute a waiver or limitation of any liability that Federated Investment Counseling may have, or rights that any client, Sponsor, Platform Provider or Overlay Manager may have, under any such laws.*

As indicated above, it is important to understand that these performance standards (or any different performance standards agreed to by Federated Investment Counseling in writing (in an investment management agreement or otherwise)) do not constitute a waiver of any provision of, or claim or cause of action under, state, federal, and, as applicable, foreign securities or other laws that by its terms, or by judicial or regulatory decisions or authority, cannot be waived. If you have any questions regarding your rights, you should consult with legal counsel or contact us. (Please refer to the cover page of this brochure for our contact information.)

## Item 5. FEES AND COMPENSATION

### A. Our Advisory Fees

When we are providing Investment Supervisory Services and Model Portfolio Management Services to our clients, Federated Investment Counseling typically charges and receives advisory fees determined as a percentage of either assets under management or average net assets, depending upon the type of client or account. We also could receive performance-based fees when rendering Investment Supervisory Services and Other Advisory Services to certain accounts, such as, for example, Pooled Investment Vehicles. Managing accounts for performance-based fees creates various conflicts of interest for us and our employees and supervised persons. (Please refer to "Performance-Based Fees and Side by Side Management" in Item 6 of this brochure for a discussion of these conflicts of interest.)

Our fees also are negotiable and can vary based on investment style and other factors. (Please refer to "Negotiation and Modification of Fees" in Item 5 of this brochure for further information.)

Except when we specifically contract with a client to receive a performance-based fee, our investment management agreements do not provide for us to receive compensation on the basis of a share of capital gains upon or capital appreciation of the assets or any portion of the assets of a client.

The following describes in more detail Federated Investment Counseling's fees and how fees are charged. To the extent that our basic fee schedules vary depending upon the type of service we are providing or the type of client receiving the service, such variations also are discussed below.

#### 1. Advisory Fee Information for Separate Accounts, Managed Accounts, and Model Portfolio Management Services

This section sets forth Federated Investment Counseling's basic fee schedules for Separate Accounts, Managed Accounts, and Model Portfolio Management Services. We typically charge asset-based fees, which are determined as a percentage of assets under management (AUM). Our fee schedules can provide for "breakpoints" at which the percentage is reduced if AUM exceeds certain agreed upon amounts.

Federated Investment Counseling's compensation for Managed Accounts could be higher or lower than our compensation for Separate Accounts. While our compensation for Model Portfolio Management Services could be higher or lower than our compensation for Separate Accounts or for Managed Accounts, in certain cases, given the involvement of an Overlay Manager and the nature of the services that we provide, our compensation for providing Model Portfolio Management Services could be lower than our compensation for Separate Accounts and generally is lower than our compensation for Managed Accounts.

More specific information regarding the fee arrangements applicable to Separate Accounts, Managed Accounts, and Model Portfolio Management Services follows our basic fee schedules.

**Our Basic Fee Schedules --**

**Separate Accounts**

Federated Investment Counseling's basic fee schedules for Separate Accounts are as follows:

**Small Cap Accounts**:
75 basis points - first $25 million in AUM
70 basis points - over $25 million to $50 million in AUM
65 basis points - over $50 million to $100 million in AUM
50 basis points - over $100 million in AUM

**Large Cap Accounts; All Cap Value Accounts; Balanced Accounts**:
55 basis points - first $25 million in AUM
45 basis points- over $25 million to $50 million in AUM
35 basis points - over $50 million to $100 million in AUM
30 basis points - over $100 million in AUM

**International Equity Accounts:**
70 basis points - first $25 million in AUM
65 basis points - over $25 million to $50 million in AUM
55 basis points - over $50 million to $100 million in AUM
45 basis points - over $100 million in AUM

**Money Market/Liquidity Accounts:**
6 basis points - on all assets under management

**Active Cash Fixed Income Accounts:**
10 basis points - on all assets under management

**Short-Intermediate Fixed Income Accounts:**
18 basis points - first $50 million in AUM
15 basis points - over $50 million to $100 million in AUM
12 basis points - over $100 million in AUM

**Core Fixed Income Accounts:**
25 basis points - on the first $50 million in AUM
20 basis points - over $50 million to $100 million in AUM
15 basis points - over $100 million in AUM

**Core Plus Fixed Income Accounts:**
30 basis points - first $50 million in AUM
25 basis points - over $50 million to $100 million in AUM
20 basis points - over $100 million in AUM

**Opportunistic Corporate Fixed Income Accounts:**
35 basis points - first $25 million in AUM
30 basis points - over $25 million to $75 million in AUM
25 basis points - over $75 million to $100 million in AUM
20 basis points - over $100 million in AUM

**Opportunistic High Yield Fixed Income Accounts:**
55 basis points - first $50 million in AUM
40 basis points - over $50 million to $100 million in AUM
30 basis points - over $100 million in AUM

**High Yield Fixed Income Accounts:**
50 basis points - first $50 million in AUM
35 basis points - over $50 million to $100 million in AUM
25 basis points - over $100 million in AUM

**International Fixed Income Accounts:**
45 basis points - first $25 million in AUM
40 basis points - over $25 million to $50 million in AUM
35 basis points - over $50 million to $100 million in AUM
30 basis points - over $100 million in AUM

**Trade Finance Fixed Income Accounts:**
85 basis points - first $25 million in AUM

75 basis points - on the next $25 million to $50 million in AUM
65 basis points - on the next $50 million to $75 million in AUM
50 basis points - over $75 million in AUM

**Floating Rate Strategic Multi-Sector Fixed Income Accounts:**
50 basis points - first $50 million in AUM
35 basis points - over $50 million to $100 million in AUM
25 basis points - over $100 million in AUM

**Federated Hermes CW Henderson division Ultrashort-Short Municipal Accounts:**
30 basis points - first $15 million in AUM
25 basis points - over $15 million to $100 million in AUM
20 basis points - over $100 million in AUM

**Federated Hermes CW Henderson division Intermediate-Long Municipal Accounts:**
37.5 basis points – first $15 million in AUM
30 basis points – over $15 million to $100 million in AUM
25 basis points – over $100 million in AUM

Institutional Separate Accounts that Include Project and Trade Finance Investments as Part of Investment Strategy:
For any institutional separate account that could be invested in Project and Trade Finance investments as part of its investment strategy, Federated Investment Counseling reserves the right to increase its standard fee schedule noted above as follows:

- If exposure to project and trade finance investments in the strategy is intended to be at 5% up to 10%, each tier of the applicable standard fee schedule could be raised by 5 basis points (so 35 basis points on the first $25 million becomes 40 basis points, etc.).
- If exposure to project and trade finance investments in the strategy is intended to be at 10% or above, each tier of the standard fee schedule could be raised by 10 basis points.
- This structure applies regardless of whether the actual exposure fluctuates, and regardless of whether the exposure to project and trade finance investments is achieved through investments in individual securities, investments in Investment Companies, Private Investment Companies, or other Pooled Investment Vehicles, or a combination of individual securities and funds.

**Managed Accounts and Model Portfolio Management Services**

Federated Investment Counseling's basic fee schedules for Managed Accounts and Model Portfolio Management Services are as follows:

**General Fixed Income Accounts:**
35 basis points - first $5 million in AUM
30 basis points - over $5 million to $50 million in AUM
25 basis points - over $50 million to $100 million in AUM
23 basis points - over $100 million in AUM

**Core Plus Fixed Income Accounts:**
35 basis points - first $5 million in AUM
30 basis points - over $5 million to $50 million in AUM
27.5 basis points - over $50 million to $100 million in AUM
25 basis points - over $100 million in AUM

**Treasury Ladders:**
15 basis points – first $25 million in AUM
12.5 basis points – over $25 million to $100 million in AUM
10 basis points - over $100 million in AUM

**Corporate Ladders:**
20 basis points – first $25 million in AUM
17.5 basis points – over $25 million to $100 million in AUM
15 basis points – over $100 million in AUM

**Large Cap Accounts; All Cap Value Accounts; Balanced Accounts:**
70 basis points - first $5 million in AUM
60 basis points - over $5 million to $25 million in AUM
50 basis points - over $25 million to $50 million in AUM
40 basis points - over $50 million to $100 million in AUM
35 basis points - over $100 million in AUM

**International Equity Accounts:**
75 basis points - first $5 million in AUM
65 basis points - over $5 million to $25 million in AUM
55 basis points - over $25 million to $50 million in AUM
45 basis points - over $50 million to $100 million in AUM
40 basis points - over $100 million in AUM

**Small Cap Accounts:**
85 basis points - first $5 million in AUM
80 basis points - over $5 million to $25 million in AUM
75 basis points - over $25 million to $50 million in AUM
70 basis points - over $50 million to $100 million in AUM
60 basis points - over $100 million in AUM

**Federated Hermes CW Henderson division Ultrashort-Short Municipal Accounts:**
30 basis points – first $25 million in AUM
25 basis points – over $25 million to $100 million in AUM
20 basis points – over $100 million in AUM

**Federated Hermes CW Henderson division Intermediate-Long Municipal Accounts:**
35 basis points - first $25 million in AUM
30 basis points - over $25 million to $100 million in AUM
25 basis points - over $100 million in AUM

**Separate Accounts**

For certain of the investment strategies noted above where our basic fee schedule is an asset-based fee schedule based on a percentage of assets under management, we may be willing to accept a performance-based fee, which generally would be calculated as a percentage of excess performance above certain levels and described in the investment management agreement with our client, or a combination of an asset-based fee and a performance-based fee. Performance-based fees can only be charged to qualified clients as and when permitted under Section 205 of the Advisers Act and SEC Rule 205-3 promulgated under the Advisers Act. (Please refer to "Negotiation and Modification of Fees" in Item 5 of this brochure for additional information on the negotiability of our fees. Also, please refer to "Performance-Based Fees and Side by Side Management" in Item 6 of this brochure for a discussion of the conflicts of interest raised by performance-based fees.)

Federated Investment Counseling's fees generally are payable in arrears at or after the end of each quarter for services rendered during the quarter and are not refundable. The value of the client's AUM is determined as and when provided in the client's investment management agreement with us. While not typical, we can agree with a client that the client will pay for advisory services in advance of the quarter in which such services are to be rendered. If paid in advance, our fees typically will be refunded on a pro-rated basis in the event of the early termination of the investment management agreement between such client and us. If provided for in our investment management agreement with a client, we also could refund or pro-rate our fees according to the number of days during a quarterly period if the amount of any new or additional contributions to or withdrawals from the assets in client's account that we are managing since the end of the previous quarterly period exceeds 1% of such assets in the client's account. Any refunding would take place as and when

provided in the client's investment management agreement with us. Federated Investment Counseling generally will continue to charge management fees during any period that a client limits our discretion over the client account.

As permitted under applicable law, we offer certain Separate Account strategies to certain eligible clients for which we receive an asset-based fee and a performance-based fee. Such performance-based fees are calculated and payable as provided in the investment management agreements between the applicable clients and us. Managing accounts for performance-based fees creates various conflicts of interest for us and our employees and supervised persons. (Please refer to "Performance-Based Fees and Side by Side Management" in Item 6 of this brochure for a discussion of these conflicts of interest.)

Federated Hermes CW Henderson Division

The Federated Hermes CW Henderson division can group certain family or other accounts together to determine the annualized fee. Fees are billed quarterly, payable at the end of each calendar quarter for the preceding quarter and calculated based on account assets under management on the last business day of the quarter. Fee adjustments are typically made for contributions to or withdrawals from accounts during a quarter of 10% or greater. In such instances, fees are prorated to adjust for these asset flows.

**Managed Accounts**

As discussed under "Advisory Business" in Item 4 of this brochure, Managed Account clients typically pay a single fee or fees (a "wrapped fee") which cover Federated Investment Counseling's Investment Supervisory Services (including Other Advisory Services), as well as other services provided by the Managed Account Program Sponsor or a Platform Provider. These other services typically include, for example, portfolio manager selection, performance monitoring and evaluation, custody, brokerage and/or other administrative services. The total Managed Account Program fee(s) charged under such programs can be up to 3.00%. Certain Managed Account Program Sponsors or Platform Providers can charge brokerage commission and/or fees separately or as part of the client's overall Managed Account Program fee(s). Certain Managed Account Program Sponsors or Platform Providers also could charge a minimum annual Managed Account Program fee to each client that participates in their Managed Account Program. We are not generally informed of the specific fee arrangements negotiated between each Managed Account Sponsor and each client participating in the Sponsor's Managed Account Program. We receive a portion of the fees paid by the Managed Account client for our services.

Our fees for Managed Accounts generally are asset-based fees that are paid quarterly by, or through, the Managed Account Program Sponsor or Platform Provider as a component of the "wrapped fee." Our fees generally equal a percentage of the total assets in the Managed Account Program for which we provide advisory services. For Managed Accounts, any "breakpoints" at which the percentage charged is reduced generally are measured based on the aggregate AUM that we manage pursuant to a Managed Account Program (rather than on the AUM of any specific client account).

In certain Managed Account Programs, our advisory fees could be limited to the Managed Account Program fees actually collected by the Managed Account Sponsor or Platform Provider.

Unless Federated Investment Counseling enters into a direct investment management agreement with a Managed Account client in connection with a dual contract or unbundled Managed Account Program, our fees typically can be negotiated only between us and the Managed Account Sponsor or Platform Provider.

Our fees could either be payable in arrears at or after the end of each quarter (in which case they are not refundable) or payable in advance of the quarter in which such services are to be rendered. If paid in advance, our fees typically will be refunded on a pro-rated basis in the event that we are terminated from managing the client's Managed Account or the Sponsor or Platform Provider terminates its agreement with us. The Sponsor or Platform Provider also can pro rate fees if a certain amount of assets are contributed to or withdrawn from a client's account during an applicable period. In any case, any refunding would take place as and when provided in the Managed Account Program agreements between us and the Sponsor or Platform Provider. Federated Investment Counseling generally will continue to charge management fees during any period that a client, Sponsor, or Platform Provider limits our discretion over the Managed Account. In certain Managed Account Programs, our fees can be billed separately from brokerage, custody and other fees. The Sponsors or Platform Providers that operate the Managed Account Program in which clients participate generally determine:

- Whether Federated Investment Counseling's fees for Managed Accounts are payable in advance or in arrears;
- Whether and when a client will receive a refund;
- Whether our fees are bundled or unbundled;
- Whether brokerage fees will be commission-based; and
- The level and frequency of payment of advisory fees generally.

Reference should be made to the Sponsor's Managed Account Program brochures and related Managed Account Program documentation, including the client's account documentation, for the specific terms and conditions applicable in connection with the Managed Account Programs in which we participate.

Clients that participate in Managed Account Programs should be aware that services similar or comparable to those provided to them as a participant in a Managed Account Program could be available at a higher or lower aggregate cost elsewhere separately or on an unbundled basis. The overall cost to a client that participates in a Managed Account Program could be higher than paying Federated Investment Counseling's standard advisory fee for a Separate Account, negotiating custody fees with a custodian and negotiating transaction charges with a broker/dealer payable on a per-transaction basis, depending upon the level of custody fees and the number of securities transactions in the client's account. However, most clients that participate in Managed Account Programs would not be eligible (due to the size of the client's accounts) for our Separate Account management services and, therefore, could not otherwise become our clients. Other than in connection with our obligations to seek to obtain best execution for securities transactions as provided under applicable law and the client's Managed Account documentation, we do not undertake any ongoing responsibility to assess for any client that participates in a Managed Account Program the value of the services provided by the Managed Account Program Sponsor or Platform Provider.

**Model Portfolio Management Services**

The fees Federated Investment Counseling charges and receives for providing Model Portfolio Management Services generally are asset-based fees that are paid quarterly by, or through, an Overlay Manager (which, in the case of Managed Account Programs, could be the Managed Account Program Sponsor or Platform Provider), and generally equal a percentage of the total assets (or a portion of the assets) invested by the Overlay Manager in the Overlay Manager's investment strategy derived from our model portfolio. For Model Portfolio Management Services, any "breakpoints" at which the percentage charged is reduced generally are measured based on the aggregate AUM managed by the Overlay Manager using our model portfolio(s) (rather than the AUM of any specific Overlay Manager client account).

Federated Investment Counseling's fees typically can be negotiated only between the Overlay Manager and us. A client of the Overlay Manager typically pays an advisory fee to the Overlay Manager for the Overlay Manager's discretionary management. In such cases, the client does not pay a separate fee to us for the Model Portfolio Management Services we provide to the Overlay Manager. We receive from the Overlay Manager a portion of the fees paid by the Overlay Manager's client for our services. We are not generally informed of the specific fee arrangements negotiated between each Overlay Manager and the Overlay Manager's clients.

Federated Investment Counseling's fee for Model Portfolio Management Services could either be payable by the Overlay Managers in arrears at or after the end of each quarter for services rendered during the quarter (in which case they are not refundable) or payable in advance of the quarter in which such services are to be rendered. If paid in advance, the Overlay Manager would receive a pro-rated refund in the event that we are terminated. The Overlay Manager also can pro rate fees if a certain amount of assets are contributed to or withdrawn from a client's account during an applicable period. In any case, any refunding would take place as and when provided in the Overlay Manager's agreement with us. Clients of an Overlay Manager (or, as applicable, Sponsor or Platform Provider) should reference their agreements with, and related documentation from, the Overlay Manager (or, as applicable, Sponsor or Platform Provider) for the specific terms and conditions applicable in connection with the refunding of fees charged by the Overlay Manager (or, as applicable, Sponsor or Platform Provider).

### 2. Advisory Fee Information for Pooled Investment Vehicles, Proprietary Accounts and Subadvised Accounts

This section sets forth information regarding Federated Investment Counseling's fees for Pooled Investment Vehicles, Proprietary Accounts and Subadvised Accounts. We charge asset-based fees, which are determined as a percentage of AUM or average net assets. We also can charge performance-based fees. Managing accounts for performance-based fees creates various conflicts of interest for us and our employees and supervised persons. (Please refer to "Performance-Based Fees and Side by Side Management" in Item 6 of this brochure for a discussion of these conflicts of interest.)

**Pooled Investment Vehicles**

Federated Investment Counseling's fees for providing Investment Supervisory Services to Pooled Investment Vehicles can be consistent with the basic fee information and terms discussed above but also can vary depending upon the type of Pooled Investment Vehicle (private fund, collective or common fund, local government investment pool, etc.) and the scope of services being provided. The asset-based fees we currently receive generally range from 0.03% to 0.55% (0.05% to 0.37% for current sub-advised Pooled Investment Vehicles). We do not require any Pooled Investment Vehicles to prepay investment advisory fees (therefore, our fees are not refundable).

Federated Investment Counseling's fees for non-U.S. investment companies (*i.e.*, Pooled Investment Vehicles) also are based on the client's average net assets. The fees we currently receive generally range from 0.03% to 1.25% (0.00% to 0.87% for current sub-advised non-U.S. Pooled Investment Vehicles), plus, in certain cases, a performance-based fee, as provided in each client's investment management agreement. Our fees can be payable daily, monthly or quarterly.

In the case of either U.S. or non-U.S. Pooled Investment Vehicles, when Federated Investment Counseling's fee is negotiated, it can vary based on discussions with the governing bodies or managers of such Pooled Investment Vehicles and is specified in our investment management or other agreements for the Pooled Investment Vehicles.

**Proprietary Accounts**

When Federated Investment Counseling provides Investment Supervisory Services with respect to Proprietary Accounts, we may not charge an advisory fee. If we charge an advisory fee, our fees generally are consistent with the basic fee information and terms discussed above for the type of investment product that constitutes the Proprietary Account (*e.g.*, Separate Accounts, Managed Accounts, or other Pooled Investment Vehicles). This includes regarding whether our fees could be charged in advance and are refundable. Our fees, however, can vary (and could be lower or higher) depending upon the investment strategy or style, types of investment securities and number of portfolios or accounts for which services are provided, the purpose for which the Proprietary Account is established and maintained and other relevant factors.

**Subadvised Accounts**

When Federated Investment Counseling provides Investment Supervisory Services as a sub-adviser or in another capacity to Other Advisers, our fees generally are consistent with the basic fee information and terms discussed above for the type of client (*e.g.*, Separate Accounts, Managed Accounts, or other Pooled Investment Vehicles). This includes regarding whether our fees could be charged in advance and are refundable. Our fees could be payable daily, monthly or quarterly. When our fee is negotiated, it could vary based on discussions with an Other Adviser or the governing bodies or managers of the client.

### 3. Negotiation and Modification of Fees

The fee information presented above describes Federated Investment Counseling's basic fee schedules and practices; however, we reserve the right, in our sole discretion, to negotiate and to modify our fees (either up or down) for any client to reflect among other things:

- The number and type of services provided;

- The investment strategy or style, types of investment securities and number of portfolios or accounts for which services are provided;
- The level of reporting and administrative operations required to service an account;
- The terms of the investment management agreement; and
- Other circumstances concerning our relationship with the client.

Because our fees are negotiable, the actual fee paid by any client or group of clients, including any investors in non-U.S. domiciled or organized Pooled Investment Vehicles, can be different than the fees reflected in our basic fee schedules or otherwise discussed above in this brochure. Clients should refer to the investment management agreement with us and/or, in the case of Managed Accounts, their account documentation, for the specific level of fees payable by the client. Once we enter into an investment management or other agreement with a client, we will only modify our fees as permitted under that agreement and applicable law.

### B. How We Charge and Collect Our Advisory Fees

The manner by which Federated Investment Counseling charges and collects our fees varies by the type of client account (*e.g.*, Separate Accounts, Managed Accounts, Pooled Investment Vehicles, Proprietary Accounts and Subadvised Accounts). For example:

- We can invoice a client directly and the client will pay us directly;
- We can invoice a client's custodian or other intermediary and the custodian or other intermediary will deduct our fees from the client's account and remit them to us (Please refer to "Custody" in Item 15 of this brochure for a discussion of the implications of having arrangements in place for the deduction of fees from client accounts.); or
- A client's intermediary (*e.g.*, for Managed Accounts, a Managed Account Program Sponsor or Platform Provider) could calculate our fees, deduct our fees from the client's account and remit them to us.

We are open to discussing with any client the manner in which the client would like to be charged and pay our fees. For certain types of accounts (*e.g.*, Managed Accounts), there could be restrictions or other factors that limit the flexibility we have regarding how our fees are charged to and paid by our clients.

The following provides additional information regarding how we charge and collect our fees based on the type of client account that we are managing.

#### 1. Separate Accounts

Federated Investment Counseling generally invoices Separate Account clients directly, and the Separate Account clients generally remit payment directly to us or instruct their custodians to pay us. If a client requests, and if certain operational matters can be addressed, we could submit our invoice to the client's custodian and the client's custodian could deduct our fees from the client's Separate Account and remit them to us. Clients should refer to their investment management agreement with us for additional information regarding how we charge and collect our fees.

<u>Federated Hermes CW Henderson Division</u>

For the Federated Hermes CW Henderson division, fees are typically deducted directly from the client custodial account, but if a client prefers, the client can be billed for the division's investment management services. In instances where a client terminates the relationship in the middle of the quarter, a prorated fee for the quarter is calculated and deducted from the client custodial account or billed directly to the client.

#### 2. Managed Accounts

In the case of Managed Accounts, the Sponsor or Platform Provider for the Managed Account Program generally calculates Federated Investment Counseling's fees, deducts them from clients' accounts, and remits them to us. If a

Managed Account Program is structured as a dual contract or unbundled relationship, in most cases, we submit invoices to the Sponsor or Platform Provider and the Sponsor or Platform Provider deducts our fees from the clients' accounts, and remits them to us. In certain cases, we can invoice a client directly, and the client can pay us directly, in a dual contract or unbundled relationship.

The terms of the Managed Account Programs in which we participate as a portfolio manager generally prescribe how our fees are charged and collected. Clients should refer to their account documentation for additional information regarding how our fees are charged and collected.

#### 3. Pooled Investment Vehicles

The custodian, fund accountant or administrator for a Pooled Investment Vehicle generally calculates our fees. The custodian then deducts them from the Pooled Investment Vehicle's assets. The fees are then remitted to us. Clients should refer to the Pooled Investment Vehicle's offering statement or to their investment management agreement with us, as applicable, for additional information regarding how we charge and collect our fees.

#### 4. Proprietary Accounts

If fees are charged in connection with a proprietary account, our fees generally are charged and paid consistent with the type of Proprietary Account (*i.e.*, Separate Account, Managed Account or Pooled Investment Vehicle). Our investment management agreements for these accounts contain additional information regarding how we charge and collect any fees.

#### 5. Subadvised Accounts

For sub-advised accounts or investment products, our fees are charged or collected in one of the following ways:

- We either invoice the primary Other Adviser or the primary Other Adviser calculates our fees. In this case, the primary Other Adviser generally pays our fees out of the investment advisory fees that the primary Other Adviser receives from the client;
- In the case of a Pooled Investment Vehicle, the custodian, fund accountant or administrator calculates our fees, which are then deducted by the custodian from the Pooled Investment Vehicle's assets, and remitted to us; or
- In the case of a Pooled Investment Vehicle, the custodian, fund accountant or administrator calculates the primary Other Adviser's fees, which are then deducted by the custodian from the Pooled Investment Vehicle's assets, and remitted to the primary Other Adviser, and the primary Other Adviser then calculates our fees and remits them to us out of the fees it received.

Clients or primary Other Advisers should refer to their investment management agreement with us for additional information regarding how we charge and collect our fees.

### C. Fees and Expenses, Other Than Our Advisory Fees

As with other investment accounts, clients will incur fees and expenses, other than our investment advisory fees, when Federated Investment Counseling manages clients' assets. Clients will incur brokerage costs, other transaction costs and other related costs and expenses. Also, if an Other Adviser is involved, any investment advisory fees of the Other Adviser will be incurred if charged separately. Examples of these other costs and expenses can include:

- Brokerage commissions;
- Markups, mark-downs and other amounts included in the price of a security;
- Custodian fees;
- Administrative fees;
- Interest charges;

- Odd-lot differentials;
- Transfer taxes;
- Wire transfer fees;
- Electronic fund fees;
- Exchange and SEC fees;
- Sponsor or platform advisory fees; and
- Expenses assessed to holders of securities or other investments relating to litigation involving that security or investment.

In addition to the potential fees and expenses listed above, some registered Investment Companies can be subject to fees and expenses associated with their committed, revolving line of credit agreement. Investments in Private Investment Companies, Investment Companies (*e.g.*, mutual funds and ETFs), and other Pooled Investment Vehicles also can be subject to sales charges (*e.g.*, front-end or contingent deferred sales charges), redemption fees and exchange fees. Private Investment Companies, Investment Companies and other Pooled Investment Vehicles also generally have internal fees and expenses that will be borne by clients whose assets are invested in these investment products. These internal fees and expenses include, for example:

- Management fees (including Other Adviser investment advisory fees);
- Transfer agent fees;
- Distribution fees;
- Custody fees;
- Administration fees;
- Shareholder servicing fees;
- Networking fees;
- Recordkeeping fees;
- Costs of registering shares;
- Acquired funds fees and expenses;
- Dividends on short positions and other expenses related to short positions;
- Extraordinary expenses (such as litigation-related expenses);
- Mailing and printing of prospectuses or other offering documents; and
- Other administrative expenses.

In most Managed Account Programs, the "wrapped fee" charged to clients covers portfolio manager selection, performance monitoring and evaluation, custody, investment advice, brokerage and/or other administrative services. In some cases, brokerage commissions and/or our fees for providing investment advice can be charged separately. Situations in which Managed Account Program clients could bear additional brokerage expenses are further described in "Managed Account Programs" in Item 12 of this brochure. In certain Managed Account Programs, the Sponsors or Platform Providers could impose a minimum annual fee. In certain Managed Account Programs, the Sponsors or Platform Providers also could impose a separate fee if, in seeking best execution, Federated Investment Counseling executes trades through a broker/dealer or other securities intermediary other than the Sponsor or Platform Provider (or their affiliated broker/dealer). In these cases, this additional fee can cause us to determine that better execution (in terms of price) could be obtained by executing the trade through the Sponsor or Platform Provider (or their affiliated broker/dealer).

(Please refer to "Brokerage Practices" in Item 12 of this brochure for a discussion of Federated Investment Counseling's brokerage practices, including the factors that we consider when selecting broker/dealers or other securities intermediaries for client transactions.)

**D. Obtaining a Refund for Fees Paid in Advance**

As discussed in more detail above, Federated Investment Counseling's fees can either be payable in arrears at or after the end of each quarter (in which case they are not refundable) or payable in advance of the quarter in which such services are to be rendered. (Please refer to "Our Advisory Fees" in Item 5 of this brochure for further information regarding

when clients could be entitled to a refund of Federated Investment Counseling's investment advisory fees.) If paid in advance, our fees typically will be refunded on a pro-rated basis in the event of the early termination of the client's investment management agreement or account. Typically, refunds of prepaid investment advisory fees are pro-rated based on the number of days remaining in the applicable billing period when the client's investment management agreement or account is terminated. Any refunding would take place as and when provided in the client's investment management agreement with us or, in the case of Managed Accounts, the account documentation with the Sponsor or Platform Provider of the Managed Account Program. Clients should refer to their investment management agreement with us or, in the case of Managed Accounts, their account documentation for a complete understanding of when and how refunds are determined. If you have any questions regarding a refund, you can contact your client service representative or you can contact us at the telephone number provided on the cover page to this brochure.

## E. Sales Compensation

Federated Securities Corp. is an affiliate of Federated Investment Counseling. Federated Securities Corp. serves as distributor of the Federated Hermes family of Investment Companies (*i.e.*, mutual funds and ETFs), Private Investment Companies, and of certain other Pooled Investment Vehicles. Federated Securities Corp. is a registered broker/dealer, municipal securities dealer, and investment adviser. Federated Securities Corp. receives distribution-related fees for services relating to the sale of shares of Federated Hermes funds. Some of its employee-representatives also receive compensation based on the sale of mutual fund and ETF shares.

Federated Securities Corp. also:

- Provides services to banks, financial institutions or Other Advisers in connection with Federated Securities Corp. locating purchasers for assets held in pooled investment vehicles for which such entities serve as trustees;
- Sells units of collective investment trust(s)/fund(s) for which (i) Federated Investors Trust Company, an affiliate of Federated Investment Counseling, serves as trustee and (ii) an entity unaffiliated with the Federated Advisory Companies, including Federated Investment Counseling, serves as trustee;
- Sells shares of private funds for which Federated Investment Counseling or another Federated Advisory Company can serve as trustee, managing member or investment adviser; and
- Engages in sales-related activities relating to local government investment pools.

Federated Securities Corp. receives, and its employee-representatives receive, compensation for these placement agent, sales-related, and other activities.

Employee-representatives of Federated Securities Corp. also serve as sales people for the investment services and products sponsored by Federated Hermes and investment advisory services offered by Federated Investment Counseling and certain of the other Federated Advisory Companies. Federated Securities Corp. and its employee-representatives, act in the capacity of promoters for Federated Investment Counseling and certain other Federated Advisory Companies and, in certain cases, also provide advice on behalf of us and other Federated Advisory Companies to the institutional, separately managed account/wrap-fee account and other clients of Federated Investment Counseling and other Federated Advisory Companies.

Federated Securities Corp.'s services, and its employee-representatives' services, are provided to Federated Investment Counseling, and certain other Federated Advisory Companies, pursuant to one or more written agreements with Federated Investment Counseling, and the other relevant Federated Advisory Companies. These written agreements:

- Describe the sales activities to be engaged in by Federated Securities Corp.'s employee-representatives on behalf of Federated Investment Counseling and the other relevant Federated Advisory Companies;
- Describe the compensation to be received for such services;
- Require that Federated Securities Corp.'s and its employee-representatives' status as employee-representatives, be disclosed to the client or potential client of Federated Investment Counseling or the other relevant Federated Advisory Companies at the time of the solicitation or referral; and
- Require that the affiliation between Federated Securities Corp. and its employee-representatives, and Federated Investment Counseling, or the other relevant Federated Advisory Companies, be disclosed to the client or potential client of Federated Investment Counseling or the other relevant Federated Advisory Companies.

Pursuant to applicable SEC guidance, these written agreements also require that Federated Securities Corp.'s relevant regulatory history, if any, be disclosed to clients and potential clients of Federated Investment Counseling and the other relevant Federated Advisory Companies. As permitted by applicable SEC guidance, this disclosure can be provided to clients or potential clients by including it in our brochure (or the brochures of the other relevant Federated Advisory Companies) or by including it in a separate document.

These written agreements, among other things, are designed to enable Federated Investment Counseling to develop a reasonable basis for believing that communications to clients and potential clients of Federated Investment Counseling comply with the requirements of Rule 206(4)-1, including that they contain certain disclosures required by the Rule regarding the promoter's status as an affiliate, compensation paid to the promoter, and any material conflicts associated with the promoter's activities on behalf of Federated Investment Counseling.

Federated Securities Corp. receives compensation from us and such other Federated Advisory Companies (in the form of an intercompany credit) for performing these activities on our and their behalf. Federated Securities Corp.'s employee-representatives also can receive compensation from Federated Securities Corp. for performing such solicitation and other functions.

Federated Securities Corp.'s employee-representatives are salaried employees of Federated Securities Corp. and receive no commission, fees or other remuneration in connection with individual securities transactions. Bonuses are discretionary and can be based on a number of factors, including mutual fund, ETF, private fund, and/or account sales, net sales, increase in average annual assets and/or revenue of assigned accounts/investment products or territories, and, for certain sales managers, Federated Hermes's overall financial results. Certain employee-representatives are also eligible to receive a portion of their annual bonus in cash or a combination of cash and restricted stock of Federated Hermes.

Even though Federated Securities Corp.'s employee-representatives are not employees of Federated Investment Counseling or the other Federated Advisory Companies for which Federated Securities Corp.'s employee-representatives serve as sales people, Federated Securities Corp. and its employee-representatives, are supervised persons of Federated Investment Counseling and such other Federated Advisory Companies. They also are deemed to be "persons associated with" us and such other Federated Advisory Companies. Federated Securities Corp.'s employee-representatives also are registered as investment adviser representatives of Federated Investment Counseling and such other Federated Advisory Companies, as and to the extent required under applicable law. Federated Securities Corp. and its employee-representatives are subject to the supervision and control of Federated Investment Counseling and such other Federated Advisory Companies. As such, they are subject to the compliance programs of Federated Investment Counseling and such other Federated Advisory Companies when soliciting clients or potential clients for them or providing advice on their behalf.

Federated Investment Counseling does not receive commissions or other compensation for the sale of investment products. Since we do not receive commissions, we do not charge our investment advisory fees in addition to commissions or markups. Under appropriate circumstances, we can advise our clients to invest assets in certain Investment Companies, including no-load funds, Private Investment Companies, or Pooled Investment Vehicles advised by us or other Federated Advisory Companies or distributed by Federated Securities Corp. (Affiliated Investment Vehicles). Federated Investment Counseling, or our affiliated companies (including Federated Securities Corp.), can receive investment advisory, administrative, distribution or other fees and compensation from such Affiliated Investment Vehicles.

The practices discussed above create actual and potential conflicts of interest because Federated Securities Corp., its employee-representatives, and Federated Investment Counseling (or other Federated Advisory Companies) have an incentive to recommend investment services or products based on the compensation received rather than a client's needs. (Please refer to "Performance-Based Fees and Side by Side Management" in Item 6 of this brochure for a discussion of these conflicts of interest.)

Clients always have the option to purchase investment products that Federated Securities Corp., its employee-representatives, or Federated Investment Counseling (or any of our affiliates) recommend, or to preclude investment in any investment product (including Affiliated Investment Vehicles). If a client desires to preclude investment in a particular investment product, the client should impose a restriction on the client's account by instructing us in writing. (Please refer to "Investment Discretion" in Item 16 of this brochure for further information.) Clients also have the

option to purchase any investment products through any broker/dealer or other securities intermediary that is not affiliated with Federated Investment Counseling.

## Item 6. PERFORMANCE-BASED FEES AND SIDE BY SIDE MANAGEMENT

The following disclosures relate to performance-based fees and side by side management of client accounts, and the actual or potential conflicts of interest that they present for Federated Investment Counseling and our employees and supervised persons. In addition to these conflicts, other actual or potential conflicts of interest arise from Federated Investment Counseling's common economic interests with our affiliates (including the other Federated Advisory Companies), our relationships with our affiliates and other persons or entities in the financial industry, and our, and our related persons', self-interests. We share certain directors/trustees, officers, employees and supervised persons with certain other Federated Advisory Companies, and receive shared services from certain other Federated Advisory Companies. As used within this section, "we" shall refer to Federated Investment Counseling, our employees and supervised persons, and/or our related persons, as appropriate.

Given these relationships, as described in further detail below:

- We have an incentive to act in ways that benefit our affiliates and others in the financial industry with which we have relationships rather than in the best interests of our clients; and
- It is possible that our shared directors/trustees, officers, employees or supervised persons and affiliated service providers, and the other Federated Advisory Companies, face similar incentives.

We generally address actual and potential conflicts of interest in one of the following ways:

- Prohibition – we prohibit the conduct that gives rise to the conflict of interest (*e.g.*, insider trading is prohibited under our Code of Ethics);
- Disgorgement – we give the benefit received to the client (*e.g.*, we will waive or reimburse a Separate Account client for the client's share of the advisory fees, if any, paid to us or the other Federated Advisory Companies by an Affiliated Investment Vehicle into which we invest client assets);
- Deference – we defer to third parties to act or make decisions (*e.g.*, we will review a matter with the Board of an Investment Company or a client or sub-advised client);
- Isolation – we construct information barriers to prevent a person from gaining knowledge that gives rise to a conflict of interest (*e.g.*, we could isolate a portfolio manager from knowing information about a strategic transaction that Federated Hermes is considering);
- Validation – we establish a benchmark for conduct that is designed to protect client interests or impose limitations on activities that create the conflict of interest (*e.g.*, we follow SEC Rule 17a-7 under the Investment Company Act to obtain a reasonable value for securities in cross-trades involving Investment Companies advised by us or other Federated Advisory Companies);
- Disclosure/ Consent – we disclose the conflict of interest to our clients (*e.g.*, we disclose the solicitation arrangement with our affiliate, Federated Securities Corp. and its employee-representatives); or
- Setting a De Minimis Threshold – we set a threshold for a benefit that is considered too small to influence conduct, and is therefore permitted (*e.g.*, we set limits on entertainment and gifts under our Code of Ethics, and permit de minimis political contributions as permitted under SEC Rule 206(4)-5 under the Advisers Act).

We have adopted a Code of Ethics and written compliance policies and procedures that we believe are reasonably designed to prevent, detect and cure violations by us and our employees and supervised persons of the Advisers Act and other applicable federal securities laws. Our compliance policies and procedures also provide for various auditing and testing of our policies and procedures, which are reviewed no less frequently than annually as required by SEC rules. Our policy is to manage client accounts and investment products consistent with applicable law and with the other client accounts and investment products that we manage. The other Federated Advisory Companies have adopted the same Code of Ethics and written policies and procedures. (Please refer to "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading" in Item 11 of this brochure for further information regarding our Code of Ethics.)

The following is a further discussion of certain actual or potential conflicts of interest relating to (A) performance-based fees, (B) side by side management and (C) other aspects of our business, and how we seek to address these conflicts of interest.

**A. Conflicts of Interest Relating to Performance-Based Fees**

Federated Investment Counseling and certain of the other Federated Advisory Companies manage client accounts subject to performance-based fee arrangements, or subject to a performance-based fee in addition to another type of fee (*e.g.*, asset-based fees or flat fees).

Actual or potential conflicts of interest arise in connection with charging performance-based fees on certain client accounts while managing other client accounts at the same time for asset-based fees or flat fees. We have an incentive to favor any account for which we or other Federated Advisory Companies receive performance-based fees. For example, when offering investment advisory services to eligible clients for an asset-based fee and a performance-based fee, we could have an opportunity to receive greater fees or compensation from the client accounts or investment products that we charge performance-based fees as opposed to the client accounts that we do not charge performance-based fees (*e.g.*, asset-based fees). As a result, we have an incentive to direct the best investment ideas to, or to allocate, aggregate or sequence trades in favor of, or to otherwise favor (whether in terms of better execution, brokerage commissions, directed brokerage/trading or otherwise), a client account or investment product that pays a performance-based fee.

To address these actual or potential conflicts of interest, Federated Investment Counseling's trade allocation policies prohibit the consideration of the compensation or other benefits received by us or our affiliates, or by any of our officers or employees, when allocating trades among participating client accounts or investment products. Our Compliance Department reviews and reaffirms these allocation policies annually as well as the procedures adopted by our Trading Department and portfolio managers to comply with these policies. Our Compliance Department also monitors for favoring an account or product, front running and inconsistencies among similarly managed accounts or products.

**B. Conflicts of Interest Relating to Side by Side Management**

"Side by side management" refers to an investment adviser's practice of managing different types of client accounts and/or investment products simultaneously. Federated Investment Counseling and our employees and supervised persons could have conflicts of interest in allocating their time and services among clients. To address these conflicts, Federated Investment Counseling will endeavor to devote such time to each client as Federated Investment Counseling deems appropriate under the circumstances to perform our duties and obligations to each such client in accordance with applicable law and our investment management agreement(s) with each such client.

Certain actual or potential conflicts of interest can arise in connection with a portfolio manager's management of an account's investments and the investments of other accounts for which the portfolio manager is responsible. To the extent that the same investment opportunities might be desirable for more than one account, possible conflicts could arise in determining how to allocate them. Federated Investment Counseling or other Federated Advisory Companies could give advice or take action with respect to investments of one or more clients that may not be given or taken with respect to other clients with similar investment strategies or objectives. Accordingly, clients with similar strategies or objectives may not hold the same securities or instruments or achieve the same performance. In addition, legal restrictions on the combined size of positions which could be taken for all assets managed by Federated Investment Counseling and/or some or all of the other Federated Advisory Companies, and the difficulty of liquidating an investment for more than one client where the market cannot absorb the sale of the combined positions, could affect (including in an adverse manner) the prices and availability of certain securities or other investments held by or considered for one or more clients. There also are times when the same portfolio manager manages an Investment Company (*i.e.*, mutual fund or ETF), Managed Account and other client assets, and/or provides Model Portfolio Management Services, all with the same investment style or strategy. This includes, for example, mutual funds and ETFs managed in the same style and/or other institutional investment accounts (*e.g.*, Separate Accounts, Private Investment Companies, or Pooled Investment Vehicles) managed in the same style, or to the same model portfolio, as Managed Accounts. In certain cases, however, an affiliated Investment Company can invest in another affiliated Investment

Company, Private Investment Company or Pooled Investment Vehicle that pays, or that invests in yet another affiliated Investment Company, Private Investment Company or Pooled Investment Vehicle that pays, management fees or other fees to Federated Investment Counseling or other Federated Advisory Companies or their affiliates, in which case clients could bear those fees indirectly, including as part of the investment return of the affiliated Investment Company, Private Investment Company or Pooled Investment Vehicle. Please refer to "Conflicts of Interest Relating to Affiliated Investment Vehicles" and "Conflicts of Interest Relating to the Selection of Investment Vehicles Used for Cash Management Purposes" in Item 6 of this brochure for further information regarding actual or potential conflicts of interest that can arise in connection with investments in affiliated investment vehicles.

The following discusses certain more specific examples of actual or potential conflicts of interest relating to side by side management.

### 1. Conflicts of Interest Relating to Management of Different Investment Strategies and Certain Pooled Investment Vehicles

Federated Investment Counseling provides investment advisory services to Pooled Investment Vehicles, including private funds. We manage client assets according to different investment objectives, policies, strategies, and limitations/restrictions. In addition to conflicts of interest relating to performance-based fees, actual and potential conflicts of interest arise from managing client accounts with different investment approaches. For example, it is possible that the various investment approaches could have different investment strategies that, at times, might conflict with one another to the possible detriment of a client's account. One account could seek to participate in a transaction in which another account could have made (or could seek to make) an investment. The two accounts could have conflicting interests and objectives in connection with the transactions, including how they view the operations or activities of the portfolio or issuer, the targeted returns from the transaction, and the timeframe for, and method of, executing the transaction. Client accounts also can be invested in different parts of an issuer's capital structure which have different preferences and rights, and thus, disparate interests (*e.g.*, credit quality versus growth potential). Some accounts managed by Federated Investment Counseling and/or the other Federated Advisory Companies could short securities which we have purchased in other accounts. A concurrent long/short position between one account and another account can result in a loss to one account based on a decision to take a gain in the other account. Taking concurrent conflicting positions in certain derivative instruments also can result in a loss to one client and a gain for another client. Uncovered option strategies, portfolio leveraging and significant positions in illiquid securities also can result in conflicts of interest for us when managing certain client assets side by side with other client accounts and investment products.

To address these actual or potential conflicts of interest, records are maintained regarding the investment and allocation decisions made by our portfolio managers, and our Compliance Department periodically reviews documentation of allocations in an effort to confirm compliance with allocation policies and procedures. The Compliance Department also periodically monitors against limits or other guidance amounts imposed on short sales, derivatives usage, options strategies, leverage and liquidity.

### 2. Conflicts of Interest Relating to Affiliated Investment Vehicles

Federated Investment Counseling could invest client assets in Affiliated Investment Vehicles (*i.e.*, Investment Companies, Private Investment Companies or other Pooled Investment Vehicles) that are advised by us or other Federated Advisory Companies. These Affiliated Investment Vehicles generally pay their investment advisers and service providers based on a percentage of their average net assets. Accordingly, we have an incentive to invest client assets in these Affiliated Investment Vehicles in order to increase the compensation that will be paid to us, other Federated Advisory Companies and/or our other affiliates by these Affiliated Investment Vehicles.

To address these actual or potential conflicts of interest, we invest client assets in Affiliated Investment Vehicles only when such investments are consistent with a client's investment objectives, policies, guidelines and restrictions, and applicable law. To the extent required by applicable law, prior to recommending or making investments in Affiliated Investment Vehicles, Federated Investment Counseling or our related persons will:

- Disclose to the client (or, as applicable, the client's Board of Trustees or Directors) the nature of the affiliation;

- Obtain the client's authorization to invest in Affiliated Investment Vehicles; and
- Specify in the client's authorization whether: (a) we or our related persons will charge, waive or reimburse the client for advisory fees attributable to investments in Affiliated Investment Vehicles; or (b) we or our related persons will waive or reimburse the client for the client's share of the advisory fees, if any, paid by the Affiliated Investment Vehicle to us or our related persons.

Any client authorization will be in writing (which can include Board minutes) and could, to the extent permitted by law, authorize investments in Affiliated Investment Vehicles generally. With respect to certain accounts (*e.g.,* Managed Accounts) where written authorization is impracticable, we address this conflict of interest through disclosure. This authorization or disclosure could apply, for example as required by applicable law, where advisory fees would be paid twice for duplicative services rendered by Federated Investment Counseling or our affiliates.

In certain cases when Federated Investment Counseling is providing Investment Supervisory Services, Model Portfolio Management Services or Other Advisory Services, we can invest (or recommend investment) in an Affiliated Investment Vehicle (such as, for example, to obtain exposure to a particular asset class), and that Affiliated Investment Vehicle could in turn invest its cash in another Affiliated Investment Vehicle for cash management purposes; in that case, Clients could bear advisory and other fees paid by such Affiliated Investment Vehicles to Federated Investment Counseling or other Federated Advisory Companies or their affiliates, either indirectly or as part of the investment return of the Affiliated Investment Vehicle, subject to a client's investment policies, guidelines and restrictions and applicable law. We and our related persons will also comply with the conditions of any applicable law, rule or exemptive order regulating investments in Affiliated Investment Vehicles.

### 3. Conflicts of Interest Relating to the Selection of Investment Vehicles Used for Cash Management Purposes

When Federated Investment Counseling is providing Investment Supervisory Services with respect to Managed Accounts, Model Portfolio Management Services and certain other accounts, we generally do not have discretion over the selection of investment vehicles used for cash management purposes. In certain instances, Federated Hermes CW Henderson division can have discretion over the selection of investment vehicles used for cash management purposes with respect to certain Managed Accounts. The selection of investment vehicles used for cash management purposes will typically be made by, or by an agent appointed by, the client or the Sponsor, Platform Provider or Overlay Manager. Outside of Managed Accounts and Model Portfolio Management Services, we can, in certain cases, be responsible for the selection of investment vehicles used for cash management purposes in a client's portfolio, or for recommending investment vehicle options to the client, the client's custodian, or another agent of the client, subject to the client's investment policies, guidelines and restrictions, and applicable law.

Actual and potential conflicts of interest arise for Federated Investment Counseling in connection with the selection of investment vehicles used for cash management purposes. Cash is typically invested in money market mutual funds or other liquid investments or cash management vehicles, which could include, in certain cases, Affiliated Investment Vehicles. For example, since Federated Investment Counseling or our affiliates can receive investment advisory fees, other service fees, or other compensation from Affiliated Investment Vehicles, we have an incentive to leave larger cash balances in client accounts because the cash balances can be invested in Affiliated Investment Vehicles. However, in connection with Managed Accounts and Model Portfolio Management Services, we generally do not have discretion over the selection of or know the investment vehicles selected for cash management purposes (as noted above), including whether such cash will be invested in an Affiliated Investment Vehicle. The same is true outside of Managed Accounts and our Model Portfolio Management Services when a client's custodian invests the cash.

To address these actual or potential conflicts of interest, we could set parameters around the amount of cash that remains uninvested for a particular Managed Account Program or client account, or our client could establish such parameters in its investment policies, guidelines and restrictions. With respect to accounts where we have discretion over the selection of investment vehicles used for cash management purposes, we will invest client assets in Affiliated Investment Vehicles only when such investments are consistent with a client's investment objectives, policies, guidelines and restrictions, and applicable law, and we are able to waive or reimburse the client's share of the advisory fee. In instances where Federated Hermes CW Henderson division can have discretion over the selection of the investment vehicles used for cash management purposes, we will not invest client assets in Affiliated Investment Vehicles, as we are not able to waive or reimburse the client's share of the advisory fee. With respect to certain accounts (*e.g.,* Managed

Accounts) where we do not have discretion to select the investment vehicles used for cash management purposes and written authorization is impracticable, we address this conflict of interest through disclosure (as noted above). This authorization or disclosure could apply, for example as required by applicable law, where advisory fees would be paid twice for duplicative services rendered by Federated Investment Counseling or our affiliates.

### 4. Conflicts of Interest Relating to Proprietary Accounts

Federated Investment Counseling manages Proprietary Accounts (*e.g.*, Separate Accounts, Managed Accounts, and other Pooled Investment Vehicles). Federated Investment Counseling can, from time to time, also manage Private Investment Companies. As a result, we have an incentive to devote more time to Proprietary Accounts or direct the best investment ideas to, or to allocate, aggregate or sequence trades in favor of, or to otherwise favor (whether in terms of better execution, brokerage commissions, directed brokerage/trading or otherwise), a Proprietary Account over other client accounts. For example, we could have an incentive to cause client accounts to participate in an offering because:

- We desire to participate in the offering on behalf of our Proprietary Account and the account would otherwise be unable to meet minimum purchase requirements; or
- We desire to increase our overall allocation of securities in that offering, or to increase our ability to participate in future offerings by the same underwriter or issuer.

When we, or the other Federated Advisory Companies, hold for our own benefit through a Proprietary Account the same securities as another client account, we could be seen as potentially harming the performance of a client's account for our own benefit if we sell (or short-sell) the securities in our Proprietary Account while holding the same securities long in the client's account, which could cause the market value of the securities to move lower. We also could be viewed as having an actual or potential conflict of interest if a transaction for a Proprietary Account closely precedes a transaction in related securities in a client account, such as when a subsequent purchase by a client account increases the value of securities that were previously purchased for a Proprietary Account.

To address these actual or potential conflicts of interest, Federated Investment Counseling's allocation policies establish that, as a general matter, trade allocations are to be guided by the relative interests of the participating accounts, which includes all client accounts managed pursuant to the same strategy by Federated Investment Counseling (which include Proprietary Accounts). Our trade allocation policies prohibit the consideration of the compensation or other benefits received by us or our affiliates, or by any of our officers or employees, when allocating trades among participating client accounts, and Proprietary Accounts are treated the same as any other accounts pursuant to these policies. We maintain records regarding the investment and allocation decisions made by our portfolio managers, and our Compliance Department periodically reviews documentation of allocations in an effort to confirm compliance with allocation policies and procedures, and identify any other activity that could favor Proprietary Accounts.

### 5. Conflicts of Interest Relating to Certain Cross Transactions

Trades can be recommended between client accounts (including Proprietary Accounts) for various reasons. Such reasons can include an opportunity to reduce transaction fees or ability to fill sell and purchase orders, when the trade will not disadvantage either client. (Please refer to "Principal and Cross Transactions" in Item 11 of this brochure for further information regarding our cross transaction practices.) Such cross transactions create actual or potential conflicts of interest between clients, and for Federated Investment Counseling and other Federated Advisory Companies. For example, it is possible that we could seek to effect a cross trade to create a market to aid the selling account, to the detriment of the purchasing account.

To address these actual or potential conflicts of interest, neither Federated Investment Counseling nor our affiliates can receive any compensation for acting as a broker/dealer when we engage in cross transactions. For cross trades involving Investment Companies or Private Investment Companies, we follow procedures that comply with SEC Rule 17a-7 under the Investment Company Act, and we typically follow similar procedures for cross trades between client accounts that do not involve an Investment Company or a Private Investment Company, subject to other applicable regulatory requirements (*e.g.*, cross trades involving a UCITS fund). When we engage in cross transactions, we maintain records regarding each cross transaction, including the price at which the transactions are effected. Given the monitoring obligations involved, we generally do not allow client accounts that are "plan assets" subject to the Employee Retirement

Income Securities Act of 1974 (ERISA) to participate in cross trades. To ensure compliance with this requirement, we also maintain a list of accounts that are prohibited from participating in cross trades.

Federated Hermes CW Henderson Division

In certain market environments the Federated Hermes CW Henderson division can harvest tax losses for clients by swapping securities across portfolios with similar holdings, and where the swaps would not materially change portfolio structures. Bonds involved in tax loss harvesting transactions trade in a similar fashion, and have similar duration and credit profiles, but material differences in characteristics, including, but not limited to: maturity, coupon, and issuer. Tax swaps must be deemed equitable, in the best interest of both parties, and reflective of market conditions by the Federated Hermes CW Henderson division's traders and executing brokers. Tax swaps are priced at an average or "mid" level that is determined based on available market inputs. The market inputs could include the average or "mid" level price, as determined based on either an average bid and offer price published intraday by a third-party independent pricing service or could be based on available market inputs with the "mid" calculated in accordance with an internal pricing methodology. The executing broker is compensated for the transaction through a predetermined markup agreed upon by the Federated Hermes CW Henderson division and the broker. Depending on the availability of market data that reflects both bid and ask pricing, particularly as ask pricing is generally not readily available in the market for securities subject to tax swaps, the use of average or "mid" pricing for tax swaps could cause tax swaps to occur at prices that favor one side of the transaction. However, the Federated Hermes CW Henderson division mitigates this potential conflict by assessing whether the average or "mid" price is representative of the current market for each transaction; only entering into these transactions when the securities trade similarly, and have similar duration and credit profiles; subjecting the tax swap pricing process and methodology to oversight and approval by the Brokerage Practices Committee (as defined below), and also by utilizing this process only where both sides of the transaction are both buyers and sellers, which balances the potential benefits and drawbacks of the pricing process. Clients can elect to prohibit tax loss harvesting through security swaps. (Please refer to "Brokerage Practices" in Item 12 of this brochure for further information regarding the Brokerage Practices Committee.)

## 6. Other Conflicts of Interest Relating to Certain Investment and Brokerage Practices

There will be times when the same security is being purchased or sold concurrently for multiple client accounts or portfolios. In these situations, except as discussed below, Federated Investment Counseling, and the other Federated Advisory Companies, have policies in place which we believe are reasonably designed to commence trade execution as concurrently as practicable, or otherwise in a fair and equitable manner, address potential conflicts of interest and protect client interests. Various factors, however, can result in trades for a client not being aggregated with batched trades for other clients of Federated Investment Counseling or another Federated Advisory Company and clients receiving a different price, either higher or lower, for the same security. For example, certain operational differences inherent in the trade execution process result in trades for certain clients (such as Managed Accounts and other accounts managed to the same model portfolio as Managed Accounts) being effected either before or after trades for other clients. Also, for example and except as discussed below, when providing discretionary advisory services to Managed Account clients, purchases and sales of securities generally are processed on a rotational basis through the Managed Account Program Sponsor. With respect to our equity investment strategies utilized in providing our non-discretionary Model Portfolio Management Services, we include the Overlay Managers in the trade rotation process for our discretionary Managed Accounts and we currently communicate model changes to the Overlay Managers during the Overlay Manager's turn in the trading rotation. In implementing our trade rotation process, Federated Investment Counseling could allot a period of time, which can be adjusted periodically, for a Sponsor or Overlay Manager to arrange executions for accounts before moving to the next Sponsor's or Overlay Manager's turn in the rotation process. Trades relating to our equity investment strategies could be effected by another Federated Advisory Company. With respect to our fixed income investment strategies utilized in providing our non-discretionary Model Portfolio Management Services, given the operational aspects inherent in trading fixed income securities, decisions with respect to changes in fixed income model portfolios depend upon the availability of fixed income securities in the market; as a result, we communicate fixed income model changes to Overlay Managers as concurrently as practicable (outside of our trade rotation process) to commencing trading with respect to the Managed Accounts we manage on a discretionary basis. The Overlay Managers have discretion to accept or reject our recommended model portfolio changes and trades will be executed in accordance with the Overlay Manager's policies and procedures, which could result in trades for Overlay Manager clients being effected before, after or at the same time as trades for other Federated Investment Counseling clients. Managed Account Programs that require directed brokerage/trading (and other clients who direct

brokerage/trading) can instruct that client transactions be executed through specific broker/dealers. Except as discussed below, the other Federated Advisory Companies have adopted similar policies. Taking these scenarios and factors into account, Federated Investment Counseling and the other Federated Advisory Companies have procedures in place which we believe are consistent with our duty to seek to obtain best execution of client trades and designed to treat clients fairly and prevent clients from being systematically favored or disadvantaged.

Federated Hermes CW Henderson Division

With respect to certain Separate Account and Managed Account strategies, including the intermediate municipal fixed income strategy and the ultrashort municipal fixed income strategy of the Federated Hermes CW Henderson division, Federated Investment Counseling trades, rebalances or optimizes portfolios on a periodic basis, on schedules that generally differ by strategy. Based on market or other events or circumstances, securities could also be bought or sold outside of the scheduled rebalancing. Trading for these strategies is performed by personnel who do not coordinate trading with personnel responsible for trading other client accounts. Consequently, Federated Investment Counseling (including its Federated Hermes CW Henderson division) can purchase or sell securities for Separate Accounts and/or Managed Accounts on different days than it does for other accounts and, in certain circumstances, on the same day before or after trades for such other accounts. Federated Investment Counseling (including its Federated Hermes CW Henderson division) will periodically review trading to seek to identify, and if necessary address, any material impact on performance created by these trading practices.

The Federated Hermes CW Henderson division will be eligible for trade aggregation solely amongst accounts managed by that division themselves. There can be no assurance that each client will receive the same price for a security, and, depending upon the circumstances, different clients could receive different prices, either higher or lower, for the same security.

Federated Global Investment Management Corp.

With respect to most investment strategies, Federated Global Investment Management Corp. has policies in place which it believes are reasonably designed to commence trade execution as concurrently as practicable, or otherwise in a fair and equitable manner, for Managed Accounts and other client accounts (*e.g.*, institutional and high net worth Separate Accounts and Investment Companies) at different trading desks.

With respect to certain Managed Account strategies, including its large cap growth equity strategy, Federated Global Investment Management Corp. rebalances or optimizes portfolios on a periodic basis, on schedules that generally differ by strategy. Based on market or other events or circumstances, securities can also be bought or sold prior to a scheduled rebalancing. Trading for these strategies is performed by personnel who do not coordinate trading with personnel responsible for trading other client accounts. Consequently, Federated Global Investment Management Corp. can purchase or sell securities for Managed Accounts on different days than it does for other accounts and, in certain circumstances, on the same day before or after trades for such other accounts. Federated Global Investment Management Corp. will periodically review trading to seek to identify, and if necessary address, any material impact on performance created by these trading practices.

Trades for a client that has directed use of a particular broker/dealer are typically placed at the end of aggregated trading activity. There can be no assurance that each client will receive the same price for a security, and, depending upon the circumstances, different clients can receive different prices, either higher or lower, for the same security.

Federated MDTA LLC

Due to operational, technological and other reasons, Federated MDTA LLC, another Federated Advisory Company, also has adopted a rotation policy whereby purchases and sales of securities are processed on a rotational basis. Federated Investment Counseling clients do not participate in the trading rotation of Federated MDTA LLC accounts. When providing nondiscretionary Model Portfolio Management Services, Federated MDTA LLC currently communicates model changes to Overlay Managers as concurrently as practicable with commencing trading with respect to the Managed Accounts Federated MDTA LLC manages on a discretionary basis.

Clients also should be aware that conflicts of interest arise because portfolio decisions regarding one client's account can impact the accounts of the other clients. If authorized under an investment management agreement, Federated

Investment Counseling or other Federated Advisory Companies can (a) participate in bankruptcy proceedings or join creditor committees on behalf of some or all of our or their clients with respect to securities or other assets held in client accounts, (b) participate in other litigation, actions or decisions involving securities or other assets held in client accounts, or (c) otherwise pursue or enforce rights available to creditors with respect to a security held in a client's account. For example, we could seek to enforce rights with respect to a security of an issuer in which a client's assets have been invested, and those activities can potentially have an adverse effect on that or other securities of that issuer held in client accounts. As a result, prices, availability, liquidity and other investment terms can be negatively impacted by such activities, and transactions for client accounts can be impaired or effected at prices or on terms that can be different (including less favorable) than would otherwise have been the case.

## C. Other Actual or Potential Conflicts of Interest

### 1. Conflicts of Interest Relating to Receipt of Compensation or Benefits, Other Than Advisory Fees

Actual or potential conflicts of interest arise to the extent that Federated Investment Counseling, or our affiliates (*e.g.*, the other Federated Advisory Companies), or any of their respective employees, supervised persons or other representatives, receive compensation or benefits other than advisory fees. Additional compensation or benefits could be received by us or our affiliates, for example, for:

- Soliciting business for other Federated Advisory Companies;
- Providing investment advice on behalf of another investment adviser;
- Providing services to another investment adviser or investment product;
- Selling, marketing or distributing mutual fund or ETF shares or other investment products or services or acting as a placement agent;
- Directing brokerage/trades to a particular broker/dealer;
- Specific uses of commissions from client account portfolio trades (for example, soft dollar benefits); or
- Providing stewardship services, including engagement on corporate governance, environmental, social, strategic and financial matters.

We, or our affiliates, also could have other relationships with broker/dealers, commodity pool operators, commodity trading advisors, trust companies, other investment advisers and others in the financial industry that benefit us or our affiliates. (Please refer to "Relationships with Broker/Dealers" in Item 10, "Research and Other Soft Dollar Benefits" in Item 12, and "Client Referrals and Other Compensation" in Item 14 of this brochure for further information.)

Additional compensation or other benefits create an incentive to recommend or favor our interests, and the interests of our affiliates, Affiliated Investment Vehicles (*e.g.*, the Federated Hermes Investment Companies), and other products or services, based on the compensation that will be received. For example, certain of our directors/trustees, officers or supervised persons could be officers of the Federated Hermes Investment Companies, Private Investment Companies, or Pooled Investment Vehicles sponsored by Federated Hermes, our ultimate parent company. Federated Securities Corp. can receive compensation for the sale of fund shares or other services or products. If an intermediary's (such as a broker/dealer's) customers represent a significant number of the shareholders of, and assets in, a Federated Hermes fund, we can have an incentive to favor that intermediary. We would have a similar incentive with respect to a solicitor or promoter who referred clients to us or another Federated Advisory Company, or any other intermediary or service provider that otherwise provides a material source of revenue for us or our related persons. We can have an incentive to execute brokerage transactions through the Managed Account Program Sponsor or Platform Provider (or an affiliated broker/dealer), which in turn has the power to recommend us to Managed Account Program clients. Outside of Managed Accounts, our willingness to direct brokerage/trades to a particular broker/dealer when instructed to do so by clients likewise can encourage a broker/dealer to refer business to us or our related persons, resulting in higher advisory, servicing or other compensation or other benefits. The Advisory Companies also could receive "soft dollar benefits" from certain broker/dealers. The receipt and use of brokerage and research services also creates various conflicts of interest for Federated Investment Counseling and our related persons. For example, we could have an incentive to select broker/dealers based on our interest in receiving research or other products or services, rather than on our clients' interest in receiving most favorable execution. (Please refer to "Sales Compensation" in Item 5, "Relationships with

Broker/Dealers" in Item 10 and "Research and Other Soft Dollar Benefits" in Item 12 of this brochure for further information.) Given the differences in the structure of certain accounts, Investment Companies, Private Investment Companies and other Pooled Investment Vehicles, as well as the terms of applicable investment management and other service agreements, Federated Investment Counseling and our affiliates could be able to charge or pass through to certain clients certain out of pocket expenses, or other fees and expenses, that cannot be charged to or passed through to other clients, which gives us and our affiliates an incentive to favor the clients to whom such expenses and fees could be charged or passed through.

To address these actual or potential conflicts of interest, we will invest (or recommend the investment of) client assets in Affiliated Investment Vehicles only when such investments are consistent with a client's investment objectives, policies, guidelines and restrictions. Also, we will waive or reimburse a Separate Account client for the client's share of the advisory fees, if any, paid to us or the other Federated Advisory Companies by an Affiliated Investment Vehicle into which we invest the client's assets as required by our policies and applicable law. (Please refer to "Conflicts of Interest Relating to the Selection of Investment Vehicles Used for Cash Management Purposes" and "Conflicts of Interest Relating to Affiliated Investment Vehicles" in this section for further information.) Federated Investment Counseling's trade allocation and directed brokerage policies prohibit the consideration of the compensation or other benefits received by us or our affiliates, or by any of our officers or employees, when allocating trades among participating client accounts. This includes a prohibition on investment personnel from considering an intermediary's sale of Federated Hermes mutual fund or ETF shares when allocating trades to broker/dealers.

### 2. Conflicts of Interest Relating to Personal Trading

Federated Investment Counseling, and/or our employees, supervised persons and related persons (*e.g.*, the other Federated Advisory Companies), can invest in the same securities, or related securities, that we or our related persons invest in on behalf of, or recommend to, clients, including at or around the same time, which can create conflicts of interest. These practices can create actual or potential conflicts of interest for Federated Investment Counseling and our employees, supervised persons and other related persons. For example, our portfolio managers could make a personal investment in a thinly-traded security and then invest large quantities of client assets in that same security in order to drive up the value of that security or our portfolio managers could sell a personal investment in a security in advance of selling clients' positions in such security if the selling of clients' positions in such security would drive the value of the security down.

To address these actual or potential conflicts of interest, internal controls, including our Code of Ethics, are designed to prevent Federated Investment Counseling from buying or selling securities contemporaneously with client transactions in a manner likely to disadvantage the client. For example, although our Code of Ethics permits investment personnel to trade in securities, including those that could be recommended to clients, it contains safeguards designed to protect clients from abuses in this area, such as requirements to obtain prior approval for (*i.e.*, preclearance), and to report, particular transactions. No access person (*e.g.*, portfolio managers and research analysts) can execute a personal transaction, directly or indirectly, in any covered security and no preclearance will be granted, when he or she knows, or should have known, that the covered security is being considered for purchase or sale, or purchased or sold, by or for a client account. In addition, portfolio managers and research analysts identified as serving a client or group of clients are prohibited from purchasing or selling any covered security for which there is an open "buy" or "sell" order or any covered security that has been purchased or sold by or for those client accounts within fifteen (15) calendar days before or after the security is purchased or sold if the aggregate related open "buy" or "sell" orders and/or purchases or sells of that covered security by those accounts are thereafter determined to have been of an amount sufficient to trigger a blackout period. All such transactions will trigger a blackout period, and this provision supersedes any prior preclearance. Investment personnel who are not among the portfolio managers and research analysts identified as serving client accounts, as provided above, may not purchase or sell a covered security within seven (7) calendar days after one or more open "buy" or "sell" orders are placed and/or purchases or sales are made for the client accounts in the same covered security in an amount sufficient to trigger a blackout period, subject to any prior preclearance. All other access persons may not purchase or sell a covered security on any day during which one or more open "buy" or "sell" orders are placed and/or purchases or sales are made for the client accounts in the same covered security in an amount sufficient to trigger a blackout period, subject to any prior preclearance. The Code of Ethics and other compliance procedures also contain certain restrictions on insider trading and misuse of customer information.

### 3. Conflicts of Interest Relating to Voting Securities Held in Client Accounts

As discussed under "Voting Client Securities" in Item 17 of this brochure, Federated Investment Counseling will accept the authority to vote securities held in client accounts. Conflicts of interest arise from time to time between the interests of Federated Investment Counseling, and our affiliates (*e.g.*, the other Federated Advisory Companies), and the interests of our clients. Federated Investment Counseling has adopted procedures to address situations where a matter on which a proxy is sought can present a potential conflict between the interests of the client and those of Federated Investment Counseling or our affiliates. (Please refer to "Voting Client Securities" in Item 17 of this brochure for a discussion of these conflicts of interest and how they are addressed.) (Please also refer to "Conflicts of Interest Relating to EOS" in this section for further information.)

### 4. Conflicts of Interest Relating to Information Sharing Among Affiliates

Actual or potential conflicts of interest could arise to the extent that Federated Investment Counseling, or our affiliates (*e.g.*, the other Federated Advisory Companies and EOS), share material non-public information related to a security (MNPI). At times, under certain circumstances, information barriers could be constructed between or among one or more Federated Advisory Companies, or with EOS, in connection with the sharing of MNPI or to prevent a person from gaining knowledge that gives rise to a conflict of interest. For example, a portfolio manager could be isolated from learning information about a strategic transaction that Federated Hermes is considering, or portfolio managers which focus on private assets may be isolated from those primarily trading in the public markets. The Advisory Companies, the FHL Advisory Companies, and EOS can share internally-generated reports published by the Advisory Companies and FHL Advisory Companies and insights from engagement interactions prepared by EOS that do not contain MNPI or information regarding non-public holdings or trading for client accounts. Engagement is undertaken to seek to improve long-term risk-adjusted returns of issuers or companies, and to create long-term value for clients and investors, consistent with applicable fiduciary duties and fund and investor objectives. The level of engagement with a company can be subject to any limitations required, either explicitly or implicitly, in the jurisdiction in which a company is domiciled in an effort to comply with applicable law and/or to avoid legal or regulatory risk for a fund and/or investors. In addition, certain Federated Advisory Companies manage portfolios of private equity investments, and in connection with conducting assessments of and/or holding control positions in such issuers, could come into possession of MNPI with respect to the issuers and potentially other issuers with which they have material business connections. To the extent that the Federated Advisory Companies elect not to maintain information barriers to compartmentalize such MNPI, Federated Investment Counseling and/or the other Federated Advisory Companies could be prohibited from investing in or selling positions held in such issuers. It is possible that future investment products could be mutually developed by the Federated Advisory Companies or that new business initiatives could be entered into among Federated Advisory Companies. These new products or initiatives will be structured with appropriate information sharing limitations specific to that product or initiative.

### 5. Conflicts of Interest Relating to EOS

Actual or potential conflicts of interest can arise to the extent that the Federated Advisory Companies engage EOS to provide some or all of its stewardship and engagement services in connection with Investment Supervisory Services provided by the Federated Advisory Companies. Engagement is undertaken to seek to improve long-term risk-adjusted returns of issuers or companies, and to create long-term value for clients and investors, consistent with applicable fiduciary duties and fund and investor objectives. The level of engagement with a company can be subject to any limitations required, either explicitly or implicitly, in the jurisdiction in which a company is domiciled in an effort to comply with applicable law and/or to avoid legal or regulatory risk for a fund and/or investors. For example, to the extent that the Federated Advisory Companies retain EOS to provide stewardship services, EOS could benefit from the opportunity to represent the Federated Advisory Companies, with respect to these services in the aggregate, and consequently broaden the scope of its business. From time to time, certain Federated Advisory Company clients could receive a discount if they also engage EOS to provide services. For example, certain Federated Advisory Company clients could engage EOS to provide services at a discount. The cost of these services could increase if such a client were to terminate its arrangement with the Federated Advisory Company, or if the Federated Advisory Company were to terminate its services to the client. In addition, while Federated Advisory Companies obtain proxy voting reports from EOS as part of its stewardship services, unless requested otherwise by the client or disclosed in fund disclosure

documents, the voting of proxies is subject to the Federated Advisory Companies' Proxy Voting Policy. (Please refer to "Voting Client Securities" in Item 17 of this brochure for additional information.) The Federated Advisory Companies can request that some or all of their holdings not be included in any EOS advocacy with an issuer, such as when the advocacy is not consistent with a particular mandate, investment policy or strategy. (Please refer to "Corporate Governance, Environmental, and Social Characteristics" in Item 8 of this brochure for additional information.) While there is no intent on the part of the Federated Advisory Companies to act jointly with other EOS clients to influence or control the management or policies of an issuer, it is also possible that certain stewardship services entered into by EOS could be viewed as joint action by EOS and/or its clients, including the Federated Advisory Companies, which could impose certain reporting and other requirements under applicable securities laws. EOS and the Federated Advisory Companies seek to mitigate this potential conflict of interest through policies that provide that the Federated Advisory Companies generally will not direct EOS with respect to the companies with which it engages or specific positions that inform its engagement. EOS also maintains policies and procedures related to client engagement and proxy voting that are intended, in part, to limit the reporting obligations of EOS and its clients under U.S. securities laws.

### 6. Other Conflicts of Interest

In addition to the above described conflicts of interest, actual or potential conflicts of interest can arise in the following areas, among others:

- Portfolio managers', traders' and other supervised persons' relationships with counterparties, issuers, and obligors, including entertainment and gifts received from counterparties, issuers or obligors, political and charitable contributions, and positions on boards of directors/trustees; and
- Specific compensation arrangements relating to portfolio managers, traders and other supervised persons.

Portfolio manager and trader relationships with counterparties must be disclosed to our Compliance Department and they are monitored on an ongoing basis. Our Code of Ethics addresses entertainment and gifts, as well as when portfolio managers, traders and other supervised persons can make or solicit political or charitable contributions or serve on boards of directors/trustees. (Please refer to "Our Code of Ethics" in Item 11 of this brochure for further information.)

Regarding specific compensation arrangements for portfolio managers, traders and other supervised persons, compensation arrangements generally can contain a fixed salary component and a variable incentive amount determined primarily on the performance of investment accounts, strategies and/or funds/products (accounts), which can be paid in cash or a combination of cash and restricted stock of Federated Hermes. In certain cases, certain portfolio managers, traders or other supervised persons can be eligible for certain annual payments based on revenue. Compensation arrangements can create actual and potential conflicts of interest, including, among others, with respect to the amount of time allocated to the accounts for which a portfolio manager, trader or other supervised person is responsible and the allocation of investment opportunities among accounts managed by Federated Investment Counseling and the other Federated Advisory Companies. Other potential conflicts relating to compensation can include, for example, conflicts created by calculations within specific investment professional compensation arrangements. Under certain compensation arrangements, the treatment of the accounts (or other activities) for which a portfolio manager, trader or other supervised person is responsible can vary (and can be adjusted periodically). This includes, for example, the weighting that is given to the performance of each account (or other activity) for which a portfolio manager, trader or other supervised person is responsible when compensation is calculated; the weighting assigned to the performance of an account (or other activity) can be greater than, equal to and/or lesser than the weighting assigned to the performance of other accounts (or other activities), and can be adjusted periodically. The conflicts that can result from these compensation considerations generally are addressed by the written compliance policies and procedures and the Code of Ethics implemented by Federated Investment Counseling and the other Federated Advisory Companies and through the structuring of compensation arrangements.

## Item 7. TYPES OF CLIENTS

### A. Types of Clients

Federated Investment Counseling generally provides investment advisory services to:

- Individuals;
- High net worth individuals (including family offices);
- Corporations, business entities and other institutional investors;
- Banks, thrift institutions and other financial institutions;
- Private, federal, state or government pension and profit sharing plans, including pension plans subject to the Employee Retirement Income Security Act of 1974 (ERISA);
- Trusts (including group trusts);
- Estates;
- Charitable foundations and organizations;
- Federal, state and municipal government entities;
- Foreign accounts; and
- Collective or common funds, private funds, and Pooled Investment Vehicles.

Federated Investment Counseling also can from time to time provide investment advisory services to Private Investment Companies and investment vehicles formed for the benefit of a single investor.

(Please refer to "The Types of Accounts/Products We Manage" in Item 4 of this brochure for further information on the Private Investment Companies and Pooled Investment Vehicles to which we provide investment advisory services.)

We also manage, from time to time, Proprietary Accounts. The clients, account holders, shareholders or investors in these Proprietary Accounts can include:

- Federated Investment Counseling;
- Another Federated Advisory Company;
- Another one of our affiliates; or
- Employees of Federated Investment Counseling or our affiliates.

(Please refer to "The Types of Accounts/Products We Manage" in Item 4 of this brochure for further information on the Proprietary Accounts to which we provide investment advice.) Advising Proprietary Accounts raises various conflicts of interest for us and our employees and supervised persons. (Please refer to "Conflicts of Interest Relating to Proprietary Accounts" in Item 6 of this brochure for a discussion of these conflicts of interest.)

**B. Requirements for Accounts**

Federated Investment Counseling requires clients to enter into an investment management agreement. Our investment management agreements contain grants of authority from our clients that allow us to manage client assets and, in certain cases, we can request clients to execute and deliver a separate, stand-alone power of attorney. Except in the case of a dual contract or unbundled Managed Account Program, Managed Account clients typically will not enter into an investment management agreement directly with us. In that case, Managed Account clients will enter into investment management and/or other agreements with the Sponsors or Platform Providers for the Managed Account Program.

Federated Investment Counseling's target minimum account sizes are as follows:

Our target minimum account size for Separate Accounts other than Managed Account Program accounts is $500 million for Money Market/Liquidity Accounts, $100 million for Active Cash Fixed Income Accounts, $50 million for Short-Intermediate Duration Fixed Income Accounts, $10 million for Small Cap Accounts, and $25 million for all other strategies.

Our target minimum account size for Managed Account Program accounts is $100,000 for Equity Accounts and $250,000 for Taxable Fixed Income Accounts.

Our target minimum account size for the Federated Hermes CW Henderson division is $1 million for accounts other than Managed Account Program accounts, and $500,000 for Managed Account Program accounts.

Accounts (including accounts below the relevant investment minimums) could utilize Investment Companies, Private Investment Companies and certain Pooled Investment Vehicles managed by Federated Investment Counseling or other Federated Advisory Companies that meet the objectives of the client.

Certain asset classes can require larger account minimums to seek proper diversification. The minimum account sizes for Managed Account Programs also could differ based on the requirements of the Program Sponsors, Platform Providers or Overlay Managers.

Federated Investment Counseling reserves the right to modify or waive any of our target minimum account sizes.

Federated Investment Counseling can request clients to provide proof of authority, directed trading letters, qualified purchaser or accredited investor letters/certifications, or other information to allow us to manage client assets.

We provide investment advisory services for our Managed Account and other clients in accordance with the performance standards and limitations of liability as discussed in this brochure. (Please refer to "Standard of Care" in Item 4 of this brochure for further information.)

Federated Investment Counseling also can be restricted by the securities laws of jurisdictions outside of the U.S. from managing the assets of certain clients located in such jurisdictions.

## Item 8. METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Investing in securities involves risk of loss that clients should be prepared to bear. Investment decisions are subject to various market, currency, economic, political and business risks. Investment decisions will not always be profitable and can subject client accounts to overall investment loss. Past performance is not necessarily an indication of future results. Federated Investment Counseling does not guarantee future performance, any specific level of performance or the success of any particular investment decision or strategy.

The following discussion is a general discussion of our methods of analysis, investment strategies and risks. Federated Investment Counseling is a multi-strategy investment adviser, so it is possible that certain methods of analysis, investment strategies and risks may not apply to our management of any particular client's account or investment product. The specific investment strategies and risks relating to our management of a specific client's account or investment product could be described in more detail in presentations, investment guidelines, marketing materials and other documents provided, or discussions held, with that client or investment guidelines provided by the client (or, in the case of Managed Account Program accounts, provided in the Managed Account Program Sponsor's brochure or other Program documentation).

Clients that are Private Investment Companies or Pooled Investment Vehicles should refer to the registration statements (*e.g.,* prospectuses and statements of additional information) or similar offering documents for the Private Investment Companies or Pooled Investment Vehicles.

### A. Basic Information

Federated Investment Counseling employs one or more of the following methods of analysis in providing our advisory services:

- Fundamental analysis;
- Technical analysis;
- Cyclical analysis;
- Quantitative security selection models; and
- Subjective evaluation of non-quantifiable factors (*e.g.*, quality of management or corporate governance, environmental, and social characteristics) and judgment decisions.

There are risks associated with the above methods of analysis. For example, the price of an investment can change regardless of the economic and financial factors we consider when using fundamental analysis to evaluate an investment and a poorly managed issuer can underperform regardless of market movements identified through technical analysis. Quantitative models examine multiple economic and market factors using large data sets. The results generated by quantitative analysis can be different than expected and can negatively affect investment performance for a variety of reasons. For example, human judgment plays a role in building, utilizing, testing and modifying the financial algorithms and formulas used in these models. Additionally, the data, which is typically supplied by third parties, can be imprecise or become stale due to new events or changing circumstances. Market performance can be affected by non-quantitative factors (for example, investor fear or over-reaction or other emotional considerations) that are not easily integrated into quantitative analysis. There can also be technical issues with the construction and implementation of quantitative models (for example, software or other technology malfunctions, or programming inaccuracies).

Federated Investment Counseling provides our advisory services consistent with:

- The terms of the relevant investment management agreement(s) applicable to the management of a client's assets;
- Any information provided to us regarding a client's investment objectives or guidelines, or a client's financial condition;
- Any reasonable investment restrictions imposed by a client;
- The investment objectives, strategies, policies and limitations of clients provided to us; and/or
- Our knowledge of restrictions imposed under applicable law on the management of a client's assets.

Subject to the considerations identified in the above bullet points, we can recommend, invest and reinvest a client's assets in a variety of securities and other investments and we can take into consideration certain corporate governance, environmental, and social characteristics to seek long-term risk adjusted returns and create long-term value/wealth for clients, consistent with applicable fiduciary duties and the objectives and pecuniary interests of clients. These securities and other investments can include, among other securities or other investments permitted under client investment guidelines, as applicable:

- Equity securities;
- Fixed income securities or bonds;
- Tax-exempt or municipal securities or bonds;
- Money market securities;
- Derivative contracts and hybrid instruments (including, for example, (1) for yield curve, duration and/or volatility management, (2) for performance enhancement through the purchase of options, and (3) for offsetting changes in securities value caused by currency movement by use of currency hedges);
- Foreign securities;
- Repurchase agreements;
- Reverse repurchase agreements;
- Mutual fund shares (including shares of Investment Companies, Private Investment Companies and Pooled Investment Vehicles advised or sub-advised by Federated Investment Counseling or other Federated Advisory Companies and distributed by Federated Securities Corp.);
- ETFs; and/or
- Initial public offerings.

We provide advice with respect to various types of securities, and our advice is not limited to any particular securities or investments. For example, in addition to long term purchases, short term purchases, trading, short sales, option writing, and investments in the securities and other investments identified above, other investment techniques that Federated Investment Counseling can employ include, for example: (1) firm or standby commitments to purchase securities on a when-issued or other delayed delivery basis, (2) asset coverage, (3) the purchase of market discount bonds and the use of credit default swaps or other permissible activities which are likely to result in a limited amount of ordinary income and/or capital gains in an effort to seek to enhance total return in certain tax-exempt municipal bonds funds or accounts; and (4) purchasing trade finance investments. We also can effect certain other types of investment-related transactions involving a client's assets, such as securities lending. In addition, we can invest in securities of companies which are subject to legal or other restrictions on transfer or for which no liquid market exists (*e.g.*, private placements).

The market prices, if any, of such investments can be more volatile and it can be impossible to sell such securities when desired or to realize their fair value in the event of a sale.

**Equity Securities**

Equity securities represent a share of an issuer's earnings and assets, after the issuer pays its liabilities. The income an account will receive from equity securities cannot be predicted because issuers generally have discretion as to the payment of any dividends or distributions. However, equity securities offer greater potential for appreciation than many other types of securities, because their value increases directly with the value of the issuer's business. Types of equity securities include, for example, common stocks, preferred stocks, interests in limited liability companies or master limited partnerships, real estate investment trusts (REITs), including foreign REITs and REIT-like entities, and warrants. Equity securities can be subject to, for example, technology risk, stock market risks, sector risks, liquidity risks, risks related to investing for growth, risks related to investing for value, risks related to company size, currency risks (including Euro risks), risks of investing in a specific country or region, Eurozone risks, risks of foreign investing, risks of investing in emerging market countries, leverage risks, credit risks, exchange-traded funds risk, risks related to custodial services and related investment costs, REIT risks and share ownership concentration risk.

Investments in equity securities of small-capitalization (small-cap) or mid-capitalization (mid-cap) companies can become subject to capacity constraints. The Federated Advisory Companies can manage funds and accounts that use small-cap, mid-cap or similar investment strategies, and investments in small-cap or mid-cap securities by multiple funds and accounts, including those managed by the Federated Advisory Companies, could impact the availability of suitable small-cap or mid-cap securities and cause a capacity constraint associated with a fund's or account's small-cap or mid-cap investment strategy. The capacity-analysis process comprises a broad array of factors, including, but not limited to, the liquidity of individual holdings, concentration in holdings, target universe of available securities, availability of close substitutes, average daily volume, bid-ask spreads, market depth, trading methodology, momentum and overall market conditions.

**Fixed Income Securities**

Fixed income securities pay interest, dividends or distributions at a specified rate. The rate could be a fixed percentage of the principal or could be adjusted periodically. In addition, the issuer of a fixed income security must repay the principal amount of the security, normally within a specified time. Fixed income securities provide more regular income than equity securities. However, the returns on fixed income securities are limited and normally do not increase with the issuer's earnings. This limits the potential appreciation of fixed income securities as compared to equity securities. Types of fixed income securities include, for example, treasury securities, government securities, corporate debt securities, commercial paper, demand instruments, municipal securities, tax-exempt securities, mortgage-backed securities (MBS), collateralized mortgage obligations (CMOs), sequential CMOs, planned amortization classes and targeted amortization classes and companion classes, interest only and principal only CMOs, floaters, inverse floaters, Z classes and residual classes, non-government mortgage-backed securities, commercial mortgage-backed securities (CMBS), municipal mortgage-backed securities, inflation protected securities, other asset-backed securities (ABS), bank instruments, insurance contracts, zero coupon securities, callable securities, loan instruments, assignments and participations, and convertible securities. Fixed income securities can be subject to, for example, technology risk, credit risk, call risks, prepayment and extension risks, asset-backed securities risk, liquidity risk, sector risks, risks associated with non-investment grade securities or junk bonds, risks related to the economy, risks associated with complex CMOs, currency risks (including Euro risks), risks of investing in a specific country or region, risks of foreign investing, risks of investing in emerging market countries, leverage risks, tax risks, risks of inflation-protected securities, risks associated with investment share proceeds, credit enhancement risk, and risks associated with investment activities of other accounts. The value of MBS, CMBS, CMOs and other ABS can be affected by certain factors such as interest rate risk, credit risk, prepayment risk and the availability of information concerning the pool of underlying assets and its structure. These securities can have exposure to borrowers with weakened credit histories, increasing the potential for default (subprime risk). Under certain market conditions, ABS can be less liquid and can be difficult to value. Movements in interest rates (both increases and decreases) can quickly and significantly reduce the value of certain types of ABS.

**Tax-Exempt or Municipal Securities or Bonds**

Tax-exempt or municipal securities or bonds (tax-exempt securities) are fixed income securities that, in the opinion of bond counsel to the issuer or on the basis of another authority believed to be reliable, pay interest that is not subject to

federal regular income taxes. Typically, states, counties, cities and other political subdivisions and authorities issue tax-exempt securities. The market categorizes tax-exempt securities by their source of repayment. Certain tax-exempt securities can be subject to credit enhancement. Types of tax exempt securities include, for example, general obligation bonds, special revenue bonds, private activity bonds, tax-increment financing bonds, municipal notes, municipal auction rate securities, variable rate demand instruments, demand instruments, municipal leases and tax-exempt commercial paper. Tax-exempt securities can be subject to the same risks as fixed income securities.

Although many municipal securities are tax-exempt securities, there are municipal securities that are taxable municipal securities. Taxable municipal securities also are issued by states, counties, cities and other political subdivisions and authorities. The amount of public information available about tax-exempt securities is generally less than for corporate equities or bonds. The secondary market for tax-exempt securities also tends to be less well-developed and less liquid than many other securities markets, which can limit the client account's ability to sell its tax-exempt securities at attractive prices. Taxable municipal securities also can be subject to the same risks as fixed income securities.

**Money Market Securities**

Money market securities are short-term, liquid, high-quality securities that are eligible for investment by money market Investment Companies under SEC Rule 2a-7, and other Pooled Investment Vehicles that invest in a manner similar to the requirements of SEC Rule 2a-7, under the Investment Company Act. Money market securities can be subject to, for example, interest rate, credit, liquidity fees and other risks.

**Derivative Contracts and Hybrid Instruments**

Derivative contracts are financial instruments that require payments based upon changes in the values of designated securities, commodities, currencies, indices, or other assets or instruments including other derivative contracts (each a Reference Instrument and, collectively, Reference Instruments). Each party to a derivative contract is referred to as a counterparty. Some derivative contracts require actual delivery of a specified amount of the Reference Instrument on the settlement date. These types of derivatives are referred to as "physically settled" derivatives. Other derivative contracts require a payment relating to the value of the Reference Instrument on the settlement date. These types of derivatives are known as "cash settled" derivatives, since they require cash payments in lieu of delivery of the Reference Instrument.

Many derivative contracts are traded on derivatives exchanges. In this case, the exchanges have standardized terms for each type of contract except for the price, which is typically determined through a bidding and offering process on the exchange's central limit order book. Exchange customers generally have accounts with brokers known as "futures commission merchants" (FCMs), which are clearing members at the exchanges. FCMs take customer orders and handle order execution, margin and customer funds in accordance with the terms of a brokerage agreement and the rules and regulations of the U.S. Commodity Futures Trading Commission (CFTC) and National Futures Association. Exchange customers are required to maintain a certain amount of margin in their FCM accounts, as calculated by the FCM to cover potential losses from derivatives contracts traded on an exchange. Trading contracts on an exchange also allows customers to close out their contracts by entering into offsetting contracts.

Federated Investment Counseling can also trade derivative contracts over-the-counter (OTC) in transactions negotiated directly between a client account and the counterparty. OTC contracts do not necessarily have standard terms, so they can be less liquid and more difficult to close out than exchange-traded contracts. In addition, OTC contracts with more specialized terms can be more difficult to value than exchange-traded contracts, especially in times of financial stress.

The market for swaps and other OTC derivatives was largely unregulated prior to the enactment of federal legislation known as the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act), and the ensuing regulatory regime implemented by the CFTC and the SEC.

Regulations enacted by the CFTC under the Dodd-Frank Act require the clearing of certain swap contracts through a clearing house or central counterparty known as a derivatives clearing organization (DCO). Central clearing is presently required only for certain interest rate and credit default swaps; and the CFTC can impose a mandatory central clearing requirement for additional derivative instruments over time. To clear a swap through the DCO, a contract is typically submitted to, and margin posted with, an FCM that is a clearing member. If a transaction must be centrally cleared, the CFTC's regulations also generally require that the swap be executed on a registered exchange that is a swap execution facility (SEF) or designated contract market (DCM). DCOs, SEFs, DCMs and FCMs are all subject to regulatory

oversight by the CFTC. In addition, many derivative market participants are now regulated as swap dealers and are subject to certain minimum capital and margin requirements and business conduct standards. The SEC has adopted similar regulatory requirements for security-based swap dealers.

A counterparty's exposure under a derivative contract is frequently required to be secured with margin. The CFTC, SEC and prudential regulators' variation and initial margin requirements for uncleared swaps set parameters for the amount of variation and initial margin necessary to conduct uncleared swap transactions with registered swap dealers and security-based swap dealers, and limit the types of assets that can be used as collateral for such transactions. These margin requirements can affect the ability of a client account to use swap agreements to implement its investment strategies and can substantially increase regulatory, compliance and transaction costs. These requirements could adversely affect Federated Investment Counseling's ability to enter into swaps in the OTC market by making it potentially more expensive and otherwise challenging to transact in these swaps. To the extent necessary to meet such margin or collateral requirements, we can purchase U.S. Treasury and/or government agency securities for an account.

We can invest in a derivative contract if an account is permitted to own, invest in, or otherwise have economic exposure to the Reference Instrument. Depending on how an account permits use of derivative contracts and the relationships between the market value of a derivative contract and the Reference Instrument, derivative contracts can increase or decrease the account's exposure to the risks of the Reference Instrument, and may also expose the fund to liquidity and leverage risks. An account may not be required to own a Reference Instrument in order to buy or sell a derivative contract relating to that Reference Instrument. We also can trade, for example, in the following specific types and/or combinations of derivative contracts to the extent permitted for a client account: futures contracts (including interest rate futures, index futures, security futures and currency futures), currency forward contracts, option contracts (including put options and call options), and swap contracts (including interest rate swaps, caps and floors, credit default swaps, currency swaps, volatility swaps and total return swaps).

Hybrid instruments combine elements of two different kinds of securities or financial instruments (such as a derivative contract). Frequently, the value of a hybrid instrument is determined by reference to changes in the value of a Reference Instrument (that is a designated security, commodity, currency, index, or other asset or instrument including a derivative contract). To the extent permitted for a client account, we can use hybrid instruments in connection with permissible investment activities. Hybrid instruments can take on many forms including, for example, the following forms. First, a common form of a hybrid instrument combines elements of a derivative contract with those of another security (typically a fixed income security). In this case all or a portion of the interest or principal payable on a hybrid security is determined by reference to changes in the price of a Reference Instrument. Second, a hybrid instrument can also combine elements of a fixed income security and an equity security. Third, hybrid instruments can include convertible securities with conversion terms related to a Reference Instrument. Depending on the type and terms of the hybrid instrument, its risks can reflect a combination of the risks of investing in the Reference Instrument with the risks of investing in other securities, currencies, and derivative contracts. Thus, an investment in a hybrid instrument can entail significant risks in addition to those associated with traditional investments or the Reference Instrument. Hybrid instruments are also potentially more volatile than traditional securities or the Reference Instrument. Moreover, depending on the structure of the particular hybrid, it can expose the account to leverage risks or carry liquidity risks. Types of hybrid instruments include, for example, credit linked notes and equity linked notes.

A client account's exposure to derivative contracts and hybrid instruments (either directly or through an investment in an Investment Company or Private Investment Company) involves risks different from, or possibly greater than, the risks associated with investing directly in securities and other traditional investments. First, changes in the value of the derivative contracts and hybrid instruments in which an account can be invested may not be correlated with changes in the value of the underlying Reference Instruments or, if they are correlated, may move in the opposite direction than originally anticipated. Second, while some strategies involving derivatives can reduce the risk of loss, they can also reduce potential gains or, in some cases, result in losses by offsetting favorable price movements in portfolio holdings. Third, there is a risk that derivative contracts and hybrid instruments can be erroneously priced or improperly valued and, as a result, a client's account may need to make increased cash payments to the counterparty. Fourth, exposure to derivative contracts and hybrid instruments can have tax consequences to a client's account (and, in the case of an Investment Company or Private Investment Company, its interest holders or shareholders). Fifth, a common provision in OTC derivative contracts permits the counterparty to terminate any such contract between it and an account, if the value of an account's total net assets declines below a specified level over a given time period. Factors that can contribute to such a decline (which usually must be substantial) include significant redemptions and/or a marked decrease in the market value of the account's investments. Any such termination of OTC derivative contracts can adversely affect an account (for

example, by increasing losses and/or costs, and/or preventing a full implementation of investment strategies). Sixth, regulations adopted by prudential regulators require certain banks to include in a range of financial contracts, including derivative contracts, terms delaying or restricting a counterparty's default, termination or rights in the event a bank, or its affiliate, becomes subject to certain types of insolvency proceedings. Seventh, a derivative contract can be used to benefit from a decline in the value of a Reference Instrument. If the value of the Reference Instrument declines during the term of the contract, an account makes a profit on the difference (less any payments the account is required to pay under the terms of the contract). Any such strategy involves risk. There is no assurance that the Reference Instrument will decline in value during the term of the contract and make a profit for an account. The Reference Instrument can instead appreciate in value creating a loss for the account. Finally, derivative contracts and hybrid instruments can also involve other risks, such as stock market, interest rate, credit, currency, liquidity and leverage risks.

**Foreign Securities**

Foreign securities are securities of issuers based outside the United States. To the extent a Fund invests in securities included in its applicable broad-based securities market index, the Fund can consider an issuer to be based outside the United States if the applicable index classifies the issuer as based outside the United States. Accordingly, the Fund can consider an issuer to be based outside the United States if the issuer satisfies at least one, but not necessarily all, of the following:

- It is organized under the laws of, or has its principal office located in, another country;
- The principal trading market for its securities is in another country;
- It (directly or through its consolidated subsidiaries) derived in its most current fiscal year at least 50% of its total assets, capitalization, gross revenue or profit from goods produced, services performed, or sales made in another country; or
- It is classified by an applicable index as based outside the United States.

Foreign securities are primarily denominated in foreign currencies. Types of foreign securities include, for example, depository receipts, American Depository Receipts (ADRs), domestically traded securities of foreign issuers, foreign exchange contracts, and foreign government securities. Along with the risks normally associated with domestic securities of the same type, foreign securities are subject to currency risks and risks of foreign investing. Trading in certain foreign markets is also subject to liquidity risks.

**Repurchase Agreements**

Repurchase agreements are transactions in which a security is purchased for an account from a dealer, bank or other financial institution and the account agrees to sell the security back at a mutually agreed upon time and price. The repurchase price exceeds the sale price, reflecting the account's return on the transaction. This return is unrelated to the interest rate on the underlying security. We will enter into repurchase agreements on behalf of accounts only with dealers, banks and other financial institutions that we deem creditworthy. A repurchase agreement executed with a dealer or bank may be submitted to a clearing agency and, upon acceptance, the clearing agency becomes the counterparty to the repurchase agreement.

An account's custodian will take possession of the securities subject to repurchase agreements. We or a custodian typically will monitor the value of the underlying security each day to seek to ensure that the value of the security always equals or exceeds the repurchase price. In addition to taxable repurchase agreements, there also are municipal repurchase agreements.

Repurchase agreements generally are subject to credit risk since it is possible for the counterparty to default on its obligations under the agreement at a time when the purchased securities have declined in value or the insolvency of the counterparty results in certain costs and delays in being able to sell the purchased securities.

**Reverse Repurchase Agreements**

Reverse repurchase agreements are repurchase agreements in which a client's account is the seller (rather than the buyer) of the securities, and agrees to repurchase them at an agreed upon time and price. A reverse repurchase agreement can be viewed as a type of borrowing by a client's account. In addition to taxable reverse repurchase agreements, there also are municipal reverse repurchase agreements. Reverse repurchase agreements are subject to credit risks. In addition,

reverse repurchase agreements create leverage risks because an account must repurchase the underlying security at a higher price, regardless of the market value of the security at the time of repurchase.

**Shares of Investment Companies, Private Investment Companies and Other Pooled Investment Vehicles (including ETFs)**

To the extent permitted, we can invest client account assets in securities of other Investment Companies, Private Investment Companies or other Pooled Investment Vehicles, including the securities of Affiliated Investment Vehicles. These investments also can include preferred shares of a closed-end Investment Company that are eligible for purchase by money market mutual funds. These investments can be made as an efficient means of implementing investment strategies, managing cash in a client's account, and/or other investment reasons consistent with a client account's investment objective and investment strategies. These other Investment Companies, Private Investment Companies or other Pooled Investment Vehicles are managed independently of a client's account and incur additional fees and/or expenses which would, therefore, be borne indirectly by the client's account in connection with any such investment. These investments are subject to the same risks as the underlying Investment Company, Private Investment Company or Pooled Investment Vehicle.

To the extent permitted, we can invest client assets in affiliated and non-affiliated ETFs as an efficient means of carrying out its investment strategies. As with traditional mutual funds, ETFs charge asset-based fees. ETFs are traded on stock exchanges or on the over-the-counter market. ETFs generally do not charge initial sales charges or redemption fees and investors typically pay only customary brokerage fees to buy and sell ETF shares. An investment in an ETF generally presents the same primary risks as an investment in a conventional fund (*i.e.*, one that is not exchange-traded) that has the same investment objectives, strategies, and policies. The price of an ETF can fluctuate up or down, and a client account could lose money investing in an ETF if the prices of the securities owned by the ETF go down. In addition, ETFs can be subject to risks that do not apply to conventional funds, including:

- The market price of an ETF's shares could trade above or below their net asset value;
- An active trading market for an ETF's shares may not develop or be maintained; or
- Trading of an ETF's shares could be halted if the listing exchange's officials deem such action appropriate, the shares are delisted from the exchange, or the activation of market-wide "circuit breakers" (which are tied to large decreases in stock prices) halts stock trading generally.

**Trade Finance Investments**

Trade finance investments include investments primarily in trade, structured-trade, export and project finance or related assets of companies or other entities (including sovereign entities) located primarily in or having exposure to global emerging markets by way of a purchase, assignment, participation, guarantee, insurance or other appropriate financial interest. Investments in trade finance-related securities can entail credit, liquidity, currency and market risks, in addition to other risks such as risks of investing in foreign securities and emerging market securities as well as risks that can result from the use of agents and other interposed financial institutions. Investments in less developed or emerging markets generally entail greater political, economic, market, tax, credit and other risks, and generally have greater price volatility, than securities issued or traded in developed markets.

**Short Sales**

To the extent permitted, we could sell a security for a client account short in an effort to take advantage of an anticipated decline in the price of the security. In a short sale, the account sells a security it does not own, and must borrow the security in order to deliver it at completion of the sale. The account then has an obligation to replace the borrowed security. While the securities are borrowed, the proceeds from the sale are deposited with the lender and an account pays interest to the lender. If the value of the securities declines between the time that the account borrows the securities and the time it repurchases and returns the securities to the lender, the account makes a profit on the difference (less any interest the account is required to pay the lender). Short selling involves risk, is speculative in nature, and can reduce returns or increase volatility. There is no assurance that securities will decline in value during the period of the short sale and make a profit for an account. Securities sold short can instead appreciate in value creating a loss for the account. An account also can experience difficulties repurchasing and returning the borrowed securities if a liquid market for the securities does not exist. The lender can also recall borrowed securities at any time. The lender from which the account has borrowed securities could go bankrupt and the account could lose the collateral it has deposited

with the lender. We will endeavor to adhere to controls and limits that are intended to offset these risks by short selling only liquid securities and by limiting the amount of exposure for short sales.

**Delayed Delivery Securities**

Delayed delivery transactions, including when issued transactions, are arrangements in which we buy securities for a client account for a set price, with payment and delivery of the securities scheduled for a future time. During the period between purchase and settlement, no payment is made by the account to the issuer and no interest accrues to the account. The transaction typically is recorded when the agreement to buy the securities is effected. Settlement dates could be a month or more after entering into these transactions so that the market values of the securities bought could vary from the purchase prices. Types of delayed delivery securities include, for example, to-be-announced securities and dollar rolls. Therefore, delayed delivery transactions create interest rate risks. Delayed delivery transactions also involve credit risks in the event of a counterparty default. These transactions also can create leverage risks.

**Securities Lending**

To the extent permitted, we can lend a client account's portfolio securities to borrowers that we deem creditworthy. In return, the account receives cash from the borrower as collateral. The borrower must furnish additional collateral if the market value of the loaned securities increases. Also, the borrower must pay the account the equivalent of any dividends or interest received on the loaned securities. We will reinvest cash collateral for a client's account in securities that qualify as an acceptable investment for the account. However, the account must pay interest to the borrower for the use of cash collateral. An acceptable investment into which the Fund can reinvest cash collateral includes, among other acceptable investments, securities of affiliated money market funds (including affiliated institutional prime money market funds with a "floating" net asset value) that can impose redemption fees, impose certain operational impediments to investing cash collateral, and, if net asset value decreases, result in the Fund having to cover the decrease in the value of the cash collateral. Loans are subject to termination at the option of the account or the borrower. The account will not have the right to vote on securities while they are on loan. However, we will attempt to terminate a loan in an effort to reacquire the securities in time to vote on matters that we deem to be material. There can be no assurance that we will have sufficient notice of such matters to be able to terminate the loan in time to vote thereon. An account can pay administrative and custodial fees in connection with a loan and can pay a negotiated portion of the interest earned on the cash collateral to a securities lending agent or broker. Securities lending activities are subject to interest rate risks and credit risks. These transactions also may create leverage risks.

**Portfolio Turnover**

An investment strategy can experience high portfolio turnover during a particular period of time depending upon market conditions, an account's investment strategies and objectives, the types of investments utilized in pursuing relevant investment strategies and objectives (*e.g.*, futures contracts) and other factors. As discussed under "Fees and Expenses, Other Than Our Advisory Fees" in Item 5 of this brochure, a client account pays transaction costs, such as commissions, when securities are bought and sold for the account (or an account's portfolio "turns over"). To the extent a client's investment strategy involves a higher portfolio turnover rate due to active trading or other factors, this can indicate higher transaction costs and can result in higher taxes (for example, because active trading can generate more short-term capital gains or losses). These costs affect a client account's performance. For Investment Company clients, whether an investment strategy is intended to involve high portfolio turnover will be specified in the investment strategy discussion of an Investment Company client's registration statement (*i.e.*, prospectus and statement of additional information).

**Large Shareholder**

When a Pooled Investment Vehicle is first launched, or is being liquidated, and potentially at certain other times during their existence, a significant percentage of a Pooled Investment Vehicle's shares could be owned or controlled by a large shareholder, such as other funds or accounts, including those of which Federated Investment Counseling or an affiliate may have investment discretion. Accordingly, the Pooled Investment Vehicle can be subject to the potential for large scale inflows and outflows as a result of purchases and redemptions made by significant shareholders. These inflows and outflows could be significant and, if frequently occurring, could negatively affect the Pooled Investment Vehicle's net

asset value and performance and could cause them to buy or sell securities at inopportune times in order to meet purchase or redemption requests.

**Portfolio Holdings**

Certain Federated Advisory Companies can serve as the investment adviser to ETFs that have investment objectives, strategies and portfolio holdings that are substantially similar to or overlap with those of other client accounts managed by us or our affiliates (including other Investment Companies and Private Investment Companies) and that are required to publicly disclose portfolio holdings each business day. In addition, such ETFs will provide information to authorized participants and other service providers related to the baskets of securities to be delivered in connection with the purchase and redemption of creation units prior to the publication of the portfolio holdings each business day. As a result, it is possible that other market participants can use such information for their own benefit, which could negatively impact the execution of purchase and sale transactions for other client accounts.

**Corporate Governance, Environmental, and Social Characteristics**

To the extent consistent with its fiduciary responsibilities, Federated Investment Counseling can integrate the proprietary insights from corporate governance, environmental, and social factors and engagement interactions into its investment analysis and decision-making process when implementing certain investment strategies. Engagement is undertaken to seek to improve long-term risk-adjusted returns of issuers or companies, and to create long-term value for clients and investors, consistent with applicable fiduciary duties and fund and investor objectives. The level of engagement with a company, governmental body or other entity (as applicable) can be subject to any limitations required, either explicitly or implicitly, in the jurisdiction in which a company, governmental body or other entity (as applicable) is domiciled in an effort to comply with applicable law and/or to avoid legal or regulatory risk for a fund and/or investors. In assessing risks and opportunities within the investment objective and the time horizon of an investment strategy, in an effort to obtain long-term risk-adjusted returns for investors, Federated Investment Counseling can consider how risks associated with a company's approach to corporate governance, environmental, and social issues are actively addressed. Among other corporate governance, environmental, and social factors, we can take into account responsible governance practices and corporate behavior that we believe could contribute to the long-term growth and sustainability of an issuer and ultimately to an increase in the value of securities in client accounts. Notwithstanding the foregoing, the Federated Advisory Companies do not intend to invest exclusively in issuers that actively pursue corporate governance, environmental, and social-related goals, unless expressly stated as the investment objective of the client account. As discussed under "Other Service Providers" in Item 10.C.5 of this brochure, we can utilize engagement and stewardship services, and can take into account internal reports on corporate governance, environmental, social or other issues, obtained from EOS related to its engagement interactions, among other sources. However, as indicated above, the Federated Advisory Companies only pursue corporate governance, environmental, and social-related goals for certain limited investment strategies in response to a client's explicit investment objective.

**Other Investment Strategies**

Federated Investment Counseling also can implement other investment strategies as developed or requested by clients. The specific investment strategy(ies) that we will follow in managing assets for a particular client typically is (are) described:

- In, or as an attachment to, the client's investment management agreement with us;
- If the client participates in a Managed Account Program, in our agreement with the Managed Account Sponsor or Platform Provider and other Managed Account documentation; or
- If the client is a Private Investment Company or Pooled Investment Vehicle, in the registration statement (*e.g.*, prospectus and statement of additional information) or similar offering document for such client.

**General Market Risk**

The value of a client account could decline in tandem with a drop in the overall value of the markets in which a client account invests and/or other markets based on negative developments in the U.S. and global economies. Increased or decreased governmental regulation, shifts in fiscal or monetary policy or reform, changes in interest rates, deficits or other market-related activities, such as grid congestion or capacity constraints, or factors or events that affect the financial markets, including the fixed-income markets, could contribute to the development of, or increase in, volatility,

illiquidity, and other adverse effects which can negatively impact the performance of a client account. The value of a security or other asset can decline due to changes in general market and economic conditions, political developments, including changes in political views on governance, environmental or social-related matters, or extreme weather, droughts, storms, climate or other changes, including events or economic trends that may not be directly related to the issuer of the security or other asset, or as the result of factors that impact a particular issuer or industry, exchange, country, geographic region, market, sector, or asset class. The prices of, and income generated by, securities or other assets held in a client account can be negatively impacted as a result of such factors, as well as the result of local, regional or global political, social or economic instability; governmental, governmental agency or central bank responses to economic conditions; currency exchange rate, interest rate and commodity price fluctuations; and/or other material risks.

Acts of terrorism, recessions, environmental and natural disasters, as well as local, regional or global events and tensions (such as between the U.S. and Russia, China, Iran, North Korea and Venezuela), or war and military acts or escalation (such as Russia's invasion of Ukraine or the Israel-Hamas war), and political or economic sanctions can also have a significant impact on a client account. For example, actual or threatened sanctions or tariffs can lead to, among other things, currency devaluation, credit rating downgrades, reduced liquidity, increased volatility, asset freezes, or retaliatory actions. In addition, a widespread health crisis, such as an epidemic or global pandemic (such as the coronavirus pandemic, COVID-19) and unforeseen risks associated with such a crisis, can, as with each of the foregoing events and factors, result in substantial market volatility, exchange trading suspensions and closures, and/or other material risks, each of which can have a material negative impact on the performance of a client account and/or the ability of Federated Investment Counseling to provide advisory services. For example, remote work environment changes, including hybrid-working arrangements, can create retention and other human capital resource management risks, which can potentially adversely impact Federated Investment Counseling's provision of services.

**Cybersecurity and Operational Risk**

Like Other Advisers and business enterprises, Federated Investment Counseling's business relies on the security and reliability of information and communications technology, systems and networks. The Federated Advisory Companies use externally hosted or cloud-based systems and technology, artificial intelligence and machine learning, and rely on third parties, for information and data management and governance and disaster recovery. Certain software applications that we use in our business may be licensed by, and supported, upgraded, and maintained by, third-party vendors. A suspension or termination of certain of these licenses or the related support, upgrades, and maintenance can cause temporary system delays or interruptions that can adversely affect our business and offerings. The Federated Advisory Companies are further exploring innovative technological solutions and products involving artificial intelligence and financial technology. Artificial intelligence is still in its early stages, and the introduction and incorporation of artificial intelligence technologies could result in unintended consequences, emerging ethical issues, or other new or expanded risks and liabilities (including, without limitation, reputational harm and legal liability), such as if outputs are deficient or biased. There is no guarantee that the use of artificial intelligence or machine learning will result in outperformance of an investment relative to the market or relevant benchmark.

Federated Investment Counseling, as well as certain service providers, also generate, compile and process information for purposes of preparing and making filings or reports to governmental agencies, or providing reports or statements to customers, and a cybersecurity attack or incident that impacts that information, or the generation and filing processes, could prevent required regulatory filings and reports from being made, or reports or statements from being delivered, or cause the inadvertent release of confidential information (possibly resulting in the violation of applicable privacy laws). Cyber incidents involving Federated Investment Counseling's, or its products' or service providers', regulators or exchanges to which confidential, personally identifiable or other information is reported or filed also can result in unauthorized disclosure or compromise of, or access to, such information. The use of the Internet and other electronic media and technology exposes Federated Investment Counseling, its clients, and its service providers, and their respective operations, to potential risks from cybersecurity attacks or incidents (collectively, cyber-events). Hybrid work environments could increase the risk of cyber-events stemming from the use of non-office or personal devices and technology. There can be no assurance that potential system interruptions, other technology-related issues, or the cost necessary to rectify any problems would not have a material adverse effect on Federated Investment Counseling and its ability to provide services.

Cyber-events can result from intentional (or deliberate) attacks or unintentional events by insiders (*e.g.*, employees) or third parties, including cybercriminals, competitors, nation-states and "hacktivists," among others. These risks can be

exacerbated by geopolitical tensions, which can increase the likelihood and severity of such attacks. Cyber-events can include, for example, phishing, credential harvesting or use of stolen access credentials, unauthorized access to systems, networks or devices (such as, for example, through "hacking" activity), structured query language attacks, infection from or spread of malware, ransomware, computer viruses or other malicious software code, corruption of data, exfiltration of data to malicious sites, the dark web or other locations or threat actors, and attacks (including, but not limited to, denial of service attacks on websites) which shut down, disable, slow, impair or otherwise disrupt operations, business processes, technology, connectivity or website or internet access, functionality or performance. Like Other Advisers and business enterprises, Federated Investment Counseling and its service providers have experienced, and will likely continue to experience, frequent cyber-events. In addition to intentional cyber-events, unintentional cyber-events can occur, such as, for example, the inadvertent release of confidential information. Cyber-events can also be carried out in a manner that does not require gaining unauthorized access, such as causing denial-of-service attacks on the service providers' systems or websites rendering them unavailable to intended users or via "ransomware" that renders the systems inoperable until appropriate actions are taken. To date, cyber-events have not had a material adverse effect on Federated Investment Counseling's business, results of operation, financial condition and/or cash flows.

Cyber-events can affect, potentially in a material way, Federated Investment Counseling's relationships with its clients, customers, employees, products, accounts, shareholders and relevant service providers. Any cyber-event could adversely impact Federated Investment Counseling and its clients and service providers and cause Federated Investment Counseling to incur financial loss and expense, as well as face exposure to regulatory penalties, reputational damage, damage to employee perceptions of the company, and additional compliance costs associated with corrective measures and credit monitoring for impacted individuals. A cyber-event can cause Federated Investment Counseling, or its service providers, to lose proprietary information, suffer data corruption, lose operational capacity (such as, for example, the loss of the ability to process transactions, generate or make filings or deliver reports or statements, or other disruptions to operations), and/or fail to comply with applicable privacy and other laws. Among other potentially harmful effects, cyber-events also can result in theft, unauthorized monitoring and failures in the physical infrastructure or operating systems that support Federated Investment Counseling and its service providers. Federated Investment Counseling could incur additional, incremental costs to prevent and mitigate the risks of such cyber-events or incidents in the future.

Federated Investment Counseling and its relevant affiliates have established practices and systems they believe are reasonably designed to seek to reduce the risks associated with cyber-events. Federated Investment Counseling employs various measures aimed at mitigating cybersecurity risk, including, among others, use of firewalls, system segmentation, system monitoring, virus scanning, periodic penetration testing, employee phishing training, and an employee cybersecurity awareness campaign. The Federated Advisory Companies have adopted policies and procedures relating to cybersecurity and information security that they believe are reasonably designed to protect the confidentiality of proprietary/confidential information, including personally identifiable information. Among other service provider management efforts, Federated Investment Counseling also conducts due diligence on key service providers relating to cybersecurity. In addition, the Federated Advisory Companies have taken a measured approach to artificial intelligence technology given reliability, cybersecurity, and other concerns. The Federated Advisory Companies have established a committee to oversee Federated Investment Counseling's information security and data governance efforts and updates on cyber-events and risks are reviewed with relevant committees, as well as Federated Investment Counseling's parent company's Boards of Directors (or a committee thereof), on a periodic (generally quarterly) basis (and more frequently when circumstances warrant) as part of risk management oversight responsibilities. However, there is no guarantee that the efforts of Federated Investment Counseling or its affiliates, or other service providers, will succeed, either entirely or partially, as there are limits on Federated Investment Counseling's ability to prevent, detect or mitigate cyber-events. Among other reasons, the cybersecurity landscape is constantly evolving, the nature of malicious cyber-events is becoming increasingly sophisticated. Federated Investment Counseling, and its relevant affiliates, cannot control the cybersecurity practices and systems of issuers or third-party service providers.

Federated Investment Counseling can be exposed to operational risk arising from a number of factors, including, but not limited to, human error, processing and communication errors, errors of service providers, counterparties, or other third parties, failed or inadequate processes and technology or system failures. In addition, other disruptive events, including (but not limited to) natural disasters and public health crises, can adversely affect Federated Investment Counseling's ability to conduct business, in particular if Federated Investment Counseling's employees or the employees of service providers are unable or unwilling to perform their responsibilities as a result of any such event. Hybrid work arrangements could result in Federated Investment Counseling's business operations being less efficient than under normal circumstances, could lead to delays in the processing of transactions, and could increase the risk of cyber-events.

In addition, a failure in, or disruption to, Federated Investment Counseling's operational systems or infrastructure, including business continuity plans, can adversely affect its operations.

## B. Strategy-Specific Disclosure

The following discusses in more detail significant investment strategies that Federated Investment Counseling offers and the risks involved. Clients should review this disclosure carefully and in tandem with the basic information provided above. As noted above, clients also should review any offering documents, presentations, investment guidelines, marketing materials and other documents provided, or discussions held, with the client or any investment guidelines provided by the client (or, in the case of Managed Account Program accounts, provided in the Managed Account Program Sponsor's brochure or other Program documentation).

### EQUITY

These strategies encompass client objectives for domestic or foreign equity portfolios. Portfolios reflect various investment objectives and styles, including a variety of capitalization targets along with different investment styles including value, growth and/or income.

#### DIVIDEND INCOME

This strategy encompasses client objectives for stock portfolios composed primarily of domestic and foreign large and mid-capitalization stocks, with an orientation toward income and dividend growth. Small capitalization stocks can also be represented in the strategy on a limited basis. Among others, securities held in accounts may include domestic common stock, real estate investment trusts (REITs), including foreign REITs and REIT-like entities, foreign common stocks, ADRs, derivative contracts and ETFs. The strategy could gain exposure to certain asset classes or instruments (*e.g.*, ADRs, foreign common stocks) either by purchasing and holding individual securities or shares of investment companies or other pooled investment vehicles.

The strategy focuses on high dividend yielding stocks with dividend growth potential. From a broad universe, stocks are screened and prioritized based on criteria including dividend yield, dividend and earnings growth, financial condition and performance during periods of market weakness. Companies highly ranked in the screening process are scrutinized to determine whether the company is an attractive investment proposition. This process is driven primarily by bottom-up fundamental proprietary research. Broad macro-economic trends that can influence the outlook of sectors and industries are also taken into account when constructing portfolios. Risk is managed through exposure to multiple sectors and industries and, at the individual stock level, portfolios adhere to position size limits which can be adjusted over time and are designed to further control portfolio risk. Accounts are managed to conform to client-directed parameters which include portfolios consisting solely of domestic securities, international securities or a combination of both.

Risks for this strategy include, among others, risks of the value of equity securities rising and falling, risks of business failure, risks related to investing for dividend income, risks that a particular sector will underperform other sectors, risks related to company size, technology risks, risks of investing in derivative contracts, and risks that a party to a transaction involving the portfolio will fail to meet its obligations. Foreign stocks can be subject to economic or political conditions which are less favorable than those of the United States and can lack financial reporting standards or regulatory requirements comparable to those applicable to U.S. companies. Exchange rates for currencies fluctuate daily. The combination of currency risk and market risk tends to make securities traded in foreign markets more volatile than securities traded exclusively in the United States. Exposure to derivatives and hybrid instruments involves risks in addition to those associated with investing directly in securities and other traditional investments, including leverage, counterparty and liquidity risk.

#### U.S. STRATEGIC DIVIDEND

The strategy invests primarily in high dividend paying stocks of U.S. issuers with dividend growth potential. The strategy intends to invest exclusively in U.S. issuers and generally invests in large-cap or mid-cap stocks. The risks associated with this strategy include but are not limited to: stock market, investing for dividend income, company size, liquidity, and technology.

### INTERNATIONAL EQUITY

This strategy seeks to invest primarily in equity securities of foreign companies located in both developed and emerging market countries. These strategies can gain exposure to certain asset classes or instruments (e.g., ADRs, foreign common stocks) either by purchasing and holding individual securities or shares of investment companies or other pooled investment vehicles. A combination of quantitative screens and/or fundamental analysis can be used to create a portfolio of attractively valued stocks with strong industry positions and solid growth prospects. The strategy can use growth and/or value investment styles and can include market capitalization considerations. Portfolios can employ hedging strategies. Risks for this strategy include, for example, political, economic, market, tax, credit and other risks associated with foreign investing, risks of the value of equity securities and ETFs rising and falling; risks of business failure, risks related to company size, investment style risks, technology risks, risks of investing in derivative contracts, risks that a party to a transaction involving the portfolio will fail to meet its obligations, risks of daily fluctuations in the value of currency, risks of issuer default, and risks that a particular sector will underperform other sectors.

### CLOVER ALL CAP VALUE

This strategy seeks long-term capital appreciation by investing primarily in a portfolio of equity securities – across all capitalization ranges – that the portfolio managers believe to be undervalued and poised for fundamental improvement. Securities are selected based on bottom-up research conducted by an experienced group of fundamental analysts. The analysts seek securities that are trading at prices below their intrinsic values, and that also fit into at least one of three specific situations, which are classified as Crossroads, Coattail, and Competitive Advantage scenarios. This classical value investing strategy utilizes sophisticated quantitative techniques to aid in both idea generation and portfolio management, seeking to deliver the optimal blend of risk and return. Risks for this strategy include, for example, risks of the price of equity securities rising and falling, risks of business failure, risks that value stocks can lag behind growth stocks in an up market, risks related to company size, technology risks, and risks that a party to a transaction involving the portfolio will fail to meet its obligations.

## FIXED INCOME

### TAXABLE FIXED INCOME

This strategy encompasses client objectives for taxable fixed income portfolios with various duration targets and asset class exposures. Accounts can include domestic and foreign fixed and floating rate instruments rated both investment grade and non-investment grade. Among others, securities held in accounts can include U.S. Treasury notes and bonds, government agency securities, foreign sovereign debt, corporate debt, mortgage backed securities, asset backed securities, taxable municipal bonds, derivative contracts, trade-finance related securities, bank loans and currency. The strategy can also hold fixed income mutual funds.

The process concentrates on analysis of sectors, yield curve, and security characteristics along with assessments of major long-term indicators of interest rate direction and volatility. The duration committee determines the cyclical interest rate outlook. For purposes of risk control, portfolios are typically managed within a specified duration range of a given benchmark. The yield curve committee makes recommendations for positioning portfolios along the yield curve. Typically, key rate durations are weighted to specified percent ranges against a given benchmark, depending on relative attractiveness and expectations of future shape changes. The sector allocation committee reviews spread relationships among each of the allowable sectors in search of relative value opportunities, obtaining input from each of the sector teams. Our economic overlay is an important input in determining whether the spread relationships are reasonable. Typically, respective sector exposure limits are targeted to specified percent ranges against a given benchmark. In terms of individual security selection, each sector team is responsible for developing sub-portfolios within each sector designed to outperform a sector-specific benchmark. As an example, the corporate team applies a fundamental analysis approach to determine the best securities within specific credit quality constraints. The mortgage-backed team utilizes sophisticated quantitative models and analysis of pool-specific characteristics to recommend mortgage securities within their sector. Each account is managed to conform to client-directed parameters typically defined through the use of a broad market or custom benchmark. Portfolio Managers utilize model portfolio recommendations provided by each sector team, allocate the portfolio across sectors utilizing sector allocation recommendations provided by the sector allocation committee, and implement modest duration and yield curve management techniques with input from the firm's duration and yield curve committees. The strategy makes active use of futures to efficiently implement portfolio adjustments in reaction to changes in the macro calls.

For certain accounts, to conform to client-directed parameters, portfolios could be structured as ladders which, as a general rule, do not experience active trading.

Risks related to this strategy include, among others, interest rate risk and prepayment and extension risk. Generally, as interest rates rise, prices of fixed income securities fall, with longer duration securities reacting more than shorter duration securities. As interest rates decline, the value of mortgage-backed securities rise, however, they could experience accelerated prepayments. High yield bonds carry increased levels of credit and default risk and are generally less liquid than government and investment-grade bonds. Investments in trade finance-related securities could entail credit, liquidity, currency and market risks, in addition to other risks such as risks of investing in foreign securities and emerging market securities. Investments in less developed or emerging markets generally entail greater political, economic, market, tax, credit and other risks, and generally have greater price volatility, than securities issued or traded in developed markets. Exposure to derivatives and hybrid instruments involves risks in addition to those associated with investing directly in securities and other traditional investments, including leverage, counterparty and liquidity risk. Investments in currency entail risks related to daily fluctuations in the value of currency, which could be more volatile in times of increased market risk.

## FEDERATED HERMES CW HENDERSON DIVISION

### FEDERATED HERMES CW HENDERSON INTERMEDIATE MUNICIPAL

This strategy (formerly named C.W. Henderson Intermediate) is designed for accounts seeking relatively long-term asset allocations to the municipal market. The strategy utilizes actively-managed, barbell structured portfolios to provide the potential for enhanced risk/return characteristics. The barbell construction employed consists of a short component that limits price declines in periods of rising rates but employs strategies that have the potential to provide the returns of longer maturity securities. This portion of the portfolio is complemented with a long bond component (ten to fifteen years depending on the slope of the yield curve) that takes advantage of the positively sloped yield curve and produces capital appreciation in declining rate environments. Tax loss harvesting is a major focus during rising interest rate environments.

Risks related to this strategy include credit risk and volatility risk. Credit risk involves the potential impairment of the timely payment of bond principal and interest when due. Declining tax receipts or user fee collections or rising expenses could impair a municipal entity's ability to make debt service payments to bond holders. Ratings downgrades could result and, in extreme cases, an issuer could default. Volatility risk is the potential for bond principal values to fluctuate as interest rates change. In general, prices of bonds with longer maturities and lower coupons are more sensitive to interest rate changes. This strategy generally has large exposures to securities with effective maturities of two years or less that have limited volatility sensitivity. Exposure to high coupon bonds with four to five year calls have higher, but still limited, volatility risk. Bonds with ten to fifteen year maturities complement the shorter maturity components of these portfolios. These longer-term securities take advantage of the typical steepness of the municipal yield curve and provide the potential for increased returns. These longer-term bonds are subject to increased volatility risk. Volatility risk cannot be eliminated and price erosion can be experienced during periods of rapid interest rate increases. In addition, portfolios can be adversely affected by unexpected calls, reinvestment during low interest rate periods, and purchasing power erosion as inflation increases.

### FEDERATED HERMES CW HENDERSON ULTRASHORT MUNICIPAL

This strategy (formerly named C.W. Henderson Short-Term) seeks to generate attractive tax-exempt income and offer the potential for higher returns than a stable value investment while mitigating principal volatility by limiting duration to a maximum of one year. Portfolios are diversified and comprised of primarily highly rated (AAA and AA-rated) municipal bonds.

Risks related to this strategy include credit risk and volatility risk. Credit risk involves the potential impairment of the timely payment of bond principal and interest when due. Declining tax receipts or user fee collections or rising expenses could impair a municipal entity's ability to make debt service payments to bond holders. Ratings downgrades could result and, in extreme cases, an issuer could default. Volatility risk is the potential for bond principal values to fluctuate as interest rates change. In general, prices of bonds with longer maturities and lower coupons are more sensitive to interest

rate changes. This strategy generally has large exposures to securities with effective maturities of two years or less that have limited volatility sensitivity.

**FEDERATED HERMES CW HENDERSON LONG MUNICIPAL**

This strategy is designed for accounts seeking longer-term asset allocations to the municipal market. The strategy utilizes actively-managed, barbell structured portfolios to provide the potential for enhanced risk/return characteristics. The barbell construction employed consists of a short component that limits price declines in periods of rising rates but employs strategies that have the potential to provide the returns of longer maturity securities. A more significant portion of the portfolio is comprised of longer bonds (ten to fifteen years depending on the slope of the yield curve) that aim to take advantage of the positively sloped yield curve and produce capital appreciation in declining rate environments. Tax loss harvesting is a major focus of this strategy during rising interest rate environments.

Risks related to this strategy include credit risk and volatility risk. Credit risk involves the potential impairment of the timely payment of bond principal and interest when due. Declining tax receipts or user fee collections or rising expenses could impair a municipal entity's ability to make debt service payments to bond holders. Ratings downgrades could result and, in extreme cases, an issuer could default. Volatility risk is the potential for bond principal values to fluctuate as interest rates change. In general, prices of bonds with longer maturities and lower coupons are more sensitive to interest rate changes. This strategy has meaningful exposure to securities with effective maturities of two years or less that have limited volatility sensitivity. Exposure to high coupon bonds with four to five year calls have higher, but still limited, volatility risk. Bonds with ten to fifteen year maturities complement the shorter maturity components of these portfolios. These longer-term securities take advantage of the typical steepness of the municipal yield curve and provide the potential for increased returns. These longer-term bonds are subject to increased volatility risk. Volatility risk cannot be eliminated, and price erosion can be experienced during periods of rapid interest rate increases. In addition, portfolios can be adversely affected by unexpected calls, reinvestment during low interest rate periods, and purchasing power erosion as inflation increases.

**CLOVER BALANCED**

This strategy encompasses client objectives for exposure to equity and fixed income markets in tandem. Accounts include various pre-set or variable target allocations between client-defined equity and fixed income strategies of Federated Investment Counseling. Accounts with pre-set allocations will rebalance to a target percent exposure on a periodic basis, based on the amount of drift from the target. Accounts with variable target allocations will adjust the exposure based on a variety of models tracking relative valuation, growth, and technical factors, along with our macro-economic forecast and stock market outlook. Allocations are established within pre-set percentage limits. The macroeconomic team utilizes both qualitative and quantitative research factors, based on a highly defined asset allocation framework, in combination with inputs from the equity and fixed income teams, to recommend asset class over- or under-weights. Securities held in accounts will be reflective of the equity and fixed income strategies previously noted, along with their associated risks.

**MONEY MARKET/LIQUIDITY**

This strategy invests in any securities, inclusive of commercial paper, variable rate instruments, bank instruments, and asset-backed securities, eligible under the requirements of SEC Rule 2a-7 under the Investment Company Act as well as both direct and indirect obligations of the U.S. government, including U.S. government and government agency-issued securities and repurchase agreements backed by such securities. All securities must have a maturity of not more than 397 days. The average maturity of the portfolio, computed on a dollar-weighted basis, will be 60 days or less. Risks for this strategy include, for example, risks that as interest rates rise and fall the price of the securities will fluctuate, risks of issuer default, risks that a party to a transaction will fail to meet its obligations, risks that the financial services sector will perform poorly, risks of default of a credit enhancement provider, risks that prepayment of principal will cause the portfolio to reinvest proceeds at a less favorable interest rate, and risks of foreign investing.

## Item 9. DISCIPLINARY INFORMATION

To the best of Federated Investment Counseling's knowledge, there are no legal or disciplinary events that are material to a client's or prospective client's evaluation of or the integrity of us.

## Item 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

### A. Relationships with Broker/Dealers

As discussed under "Sales Compensation" in Item 5 of this brochure, Federated Investment Counseling is an affiliate through common ownership with Federated Securities Corp., a dually-registered investment adviser, municipal securities dealer and broker/dealer.

Federated Securities Corp., 1001 Liberty Avenue, Pittsburgh, PA 15222, acts as distributor of the registered Investment Company and Private Investment Company clients of affiliated advisers (*i.e.*, the other Federated Advisory Companies) and as placement agent for Pooled Investment Vehicle clients of Federated Investment Counseling and other Advisory Companies. Federated Securities Corp.'s employees are registered representatives of Federated Securities Corp. and are salaried employees. As discussed under "Sales Compensation" in Item 5 of this brochure, employee-representatives of Federated Securities Corp. serve as sales people for, and provide certain investment advice on behalf of, Federated Investment Counseling, and are supervised persons of Federated Investment Counseling.

(Please refer to "Sales Compensation" in Item 5 of this brochure for additional information regarding Federated Securities Corp.'s other activities and related arrangements.)

The following management persons of Federated Investment Counseling are registered representatives of Federated Securities Corp.:

- J. Christopher Donahue, Trustee
- Stephen Van Meter, Chief Compliance Officer
- Paul A. Uhlman, CEO and President (from and after April 30, 2026)
- Paul A. Uhlman, Executive Vice President (through April 30, 2026)
- Bryan M. Burke, Executive Vice President (from and after April 30, 2026)
- Jeff D. Aronsohn, Jr., Vice President

The following management persons of Federated Investment Counseling are registered financial and operations principals of Federated Securities Corp.:

- Autumn L. Favero, Assistant Treasurer
- Richard A. Novak, Assistant Treasurer

Federated Investment Counseling also has certain related persons who are general partners, members or trustees of certain family limited partnerships, limited liability companies or trusts or similar family entities. From time to time, these family entities can invest in companies (such as a broker/dealer) that participate in the financial services industry.

(Please refer to "Performance-Based Fees and Side by Side Management" in Item 6 of this brochure for a discussion of conflicts of interest that arise as a result of these relationships.)

### B. Relationships with Commodity Pool Operators and Commodity Trading Advisors

Certain other Federated Advisory Companies, Federated Investment Management Company and Federated Equity Management Company of Pennsylvania, discussed under "Other Investment Advisers" under "Relationships with

Certain Related Persons" under "Other Financial Industry Activities and Affiliations", are registered as commodity pool operators.

## C. Relationships with Certain Related Persons

The following discusses other arrangements and relationships that Federated Investment Counseling has with our related persons, other than Federated Securities Corp. (Please refer to "Relationships with Broker/Dealers" in Item 10 of this brochure for a discussion of our arrangements and relationship with Federated Securities Corp.)

In addition to the other relationships discussed below, Federated Investment Counseling has certain directors/trustees, officers, employees and supervised persons in common with:

- Certain other Federated Advisory Companies and other affiliated investment advisers discussed under "Other Investment Advisers" in Item 10 of this brochure; and
- Certain other affiliated companies owned by Federated Hermes (such as, among others, Federated Securities Corp.) discussed under "Relationships with Broker/Dealers" and the trust company (Federated Investors Trust Company) discussed under "Trust Company" in Item 10 of this brochure.

Certain of these shared/common directors/trustees, officers, employees and supervised persons of Federated Investment Counseling also can be directors/trustees or officers of the Investment Companies, Private Investment Companies and Pooled Investment Vehicles discussed under "Investment Companies, Private Investment Companies and Pooled Investment Vehicles" and "Sponsor or Syndicator of Limited Partnerships" in Item 10 of this brochure. (Please refer to "Performance-Based Fees and Side by Side Management" in Item 6 of this brochure for a discussion of conflicts of interest that arise as a result of these relationships.)

### 1. Investment Companies, Private Investment Companies and Pooled Investment Vehicles

As discussed under "The Types of Accounts/Products We Manage" in Item 4 of this brochure, Federated Investment Counseling serves as investment adviser or sub-adviser to domestic and foreign funds (*i.e.*, Pooled Investment Vehicles) managed and/or distributed by the Federated Advisory Companies or their affiliates, as well as to other non-affiliated funds and accounts. Federated Investment Counseling also can from time to time provide advisory services to Private Investment Companies. As discussed under "Fees and Compensation" in Item 5 of this brochure, we can charge our advisory clients a fee other than the fund's fees on assets which are invested in U.S. registered funds which we or other Federated Advisory Companies can advise. Under appropriate circumstances, Federated Investment Counseling also can advise our clients to invest assets in certain Affiliated Investment Vehicles (*i.e.*, Investment Companies, Private Investment Companies, or Pooled Investment Vehicles advised by us or other Federated Advisory Companies). Except as discussed under "Conflicts of Interest Relating to Affiliated Investment Vehicles" in Item 6 of this brochure, our clients can pay the fees and expenses charged or assessed by any Investment Companies, Private Investment Companies or Pooled Investment Vehicles to the extent that we invest our clients' assets in Investment Companies, Private Investment Companies and Pooled Investment Vehicles, including those (such as Affiliated Investment Vehicles) that are managed by, are distributed by or receive services from Federated Investment Counseling, the other Federated Advisory Companies or other affiliated companies.

Federated Investment Counseling also has certain related persons who are general partners, members or trustees of certain family limited partnerships, limited liability companies or trusts or similar family entities.

(Please refer to "Performance-Based Fees and Side by Side Management" (including "Conflicts of Interest Relating to Affiliated Investment Vehicles") in Item 6 of this brochure for a discussion of conflicts of interest that arise as a result of these relationships.)

### 2. Other Investment Advisers

As discussed under "Our Ownership Structure" in Item 4 of this brochure, Federated Investment Counseling is an affiliate through common ownership with other SEC-registered investment advisers (*i.e.*, the other Advisory Companies).

Registration does not imply a certain level of skill or training. These investment advisers are identified below under "SEC-Registered Advisers."

While operations between the FHL Advisory Companies and the Advisory Companies are integrated, there can be limitations on the integrated activities. Neither entity will exercise investment discretion over accounts managed by the other, except that the FHL Advisory Companies can provide subadvisory services for certain clients of the Advisory Companies, and the Advisory Companies can provide subadvisory services for certain clients of the FHL Advisory Companies. It is possible that future investment products could be mutually developed by the Federated Advisory Companies or that the Federated Advisory Companies could enter into specific engagements that could alter this arrangement. There can be instances where information barriers will be implemented when deemed appropriate, such as when conflicts of interest are identified.

As discussed under "Our Use of 'Shared Personnel' and Third-Party Service Providers" in Item 4 of this brochure, we share certain directors/trustees and officers with the other Advisory Companies. We also share certain employees and supervised persons with certain other Federated Advisory Companies. We also receive certain shared services from other Federated Advisory Companies. For example, Federated Advisory Services Company provides services exclusively to related persons that are registered investment advisers (*i.e.*, certain of the Federated Advisory Companies). These services vary depending upon whether a Federated Advisory Company manages equity or fixed income assets and consist of equity trading, fixed income trading and settlement, fundamental analysis, quantitative analysis, performance attribution, administration and risk management. Federated Advisory Services Company also provides certain back-office, administrative and other services to Federated Investment Counseling, Federated MDTA LLC and Federated Global Investment Management Corp. in support of their Managed Account and Model Portfolio Management businesses. Federated Hermes (UK) LLP provides certain credit research services to Federated Investment Counseling and another Federated Advisory Company, Federated Investment Management Company. Another Federated Advisory Company could also provide equity trading services. The Federated Advisory Companies also share common compliance policies, procedures and programs.

Federated Investment Counseling also is affiliated through common ownership with certain investment advisers registered with a Foreign Financial Regulatory Authority (foreign adviser) identified below under "Foreign Advisers."

Federated Hermes is the ultimate parent company for the following investment advisers:

SEC-Registered Advisers
(*e.g.*, Federated Investment Counseling and the other Advisory Companies)

- Federated Investment Counseling;
- Federated Advisory Services Company;
- Federated Equity Management Company of Pennsylvania;
- Federated Global Investment Management Corp.;
- Federated Investment Management Company;
- Federated MDTA LLC;
- Federated Securities Corp.;
- Federated Hermes (UK) LLP;
- Hermes Investment Management Limited;
- Hermes GPE LLP;
- Hermes GPE (USA) Inc.; and
- FCP Fund Manager, L.P. (anticipated by the end of the second quarter of 2026)

Foreign Advisers
Federated Hermes (UK) LLP, Federated Investors Australia Services Ltd., Federated Hermes Japan Ltd., and Hermes GPE (Singapore) Pte. Limited.

Hermes Fund Managers Ireland Limited has filed as an exempt reporting adviser with the SEC. Although registered with the SEC, Federated Hermes (UK) LLP, Hermes GPE LLP, and Hermes Investment Management LTD each have a principal place of business outside of the U.S. As of March 1, 2016, Federated Investors Australia Services Ltd. is

operationally inactive. (Please refer to "Performance-Based Fees and Side by Side Management" in Item 6 of this brochure for a discussion of conflicts of interest that arise as a result of these relationships.)

### 3. Trust Company

Federated Investment Counseling acts as investment adviser to Federated Investors Trust Company in its capacity as trustee for one or more collective investment trust(s)/fund(s) (a type of Pooled Investment Vehicle). Federated Investors Trust Company is affiliated through common ownership with Federated Investment Counseling. Federated Securities Corp., an affiliate of Federated Investment Counseling, and its employee-representatives, can sell units of these collective investment trust(s)/fund(s). (Please refer to "Performance-Based Fees and Side by Side Management" in Item 6 of this brochure for a discussion of conflicts of interest that arise as a result of this relationship.) Federated Investment Counseling also acts as a sub-adviser to an unaffiliated trust company with respect to other collective investment trusts.

### 4. Sponsor or Syndicator of Limited Partnerships

Related persons of Federated Investment Counseling are the Managing Member or General Partner of Pooled Investment Vehicles. Clients of Federated Investment Counseling are generally not actively solicited to invest in these funds. However, a client's assets could be invested in one or more of these Pooled Investment Vehicles by Federated Investment Counseling as part of the overall investment strategy for that client. Assets are invested pursuant to an exemption from the registration requirements of the 1933 Act, and not as part of a public offering. Shares of the Pooled Investment Vehicles are offered for investment only to individuals, organizations or entities that are "accredited investors" within the meaning of Regulation D of the 1933 Act. (Please refer to "Performance-Based Fees and Side by Side Management" in Item 6 of this brochure for a discussion of certain conflicts of interest that arise as a result of these relationships.)

### 5. Other Service Providers

EOS, a sister company of the FHL Advisory Companies, including Hermes Investment Management Limited, is dedicated to the provision of certain stewardship services, including engagement on a variety of topics, including corporate governance, environmental, social and strategic and financial matters. EOS seeks information or requests dialogue about a matter; EOS engages for the purpose of seeking to improve long-term risk adjusted returns of issuers, and to create long-term value/wealth for clients and investors, consistent with applicable fiduciary duties and serving the objectives and pecuniary interests of clients and investors. EOS also publishes reports on its engagement activities and provides proxy voting insights. With respect to its stewardship services, EOS's purpose is to assist investors and asset managers' clients in adding long-term value to their investments and managing their risks, by engaging with companies and policy-makers on corporate governance, environmental, social and strategic and financial matters related to these topics. EOS publishes reports on such issues and reports regarding the aggregate stewardship activities it has performed on behalf of its clients, which include the Federated Advisory Companies. (Please refer to "Conflicts of Interest Relating to EOS" in Item 6 of this brochure for a discussion of conflicts of interest that arise as a result of this relationship.)

## D. Relationships with Certain Investment Advisers

Federated Investment Counseling does not typically recommend or select other investment advisers for our clients for either direct or indirect compensation. As discussed above, however, Federated Investment Counseling, and/or our affiliates, do have business relationships with affiliated (*e.g.*, the other Federated Advisory Companies) and unaffiliated investment advisers. Registration does not imply a certain level of skill or training. Federated Investment Counseling, or another Advisory Company, can from time to time solicit clients on behalf of the FHL Advisory Companies, for which Federated Investment Counseling and/or our affiliates could receive direct or indirect compensation. These business relationships can create conflicts of interest for Federated Investment Counseling, the other Federated Advisory Companies, and our employees, supervised persons, and related persons. For example, we could advise a client to invest in an investment product that is sponsored, managed, distributed or serviced by these other investment advisers to benefit them rather than serve the best interests of our clients or potential clients. (Please refer to "Performance-Based

Fees and Side by Side Management" in Item 6 of this brochure for a discussion of conflicts of interest that arise as a result of these relationships.)

## Item 11. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

### A. Our Code of Ethics

Federated Investment Counseling, the other Advisory Companies, and the FHL Advisory Companies have adopted a Code of Ethics that sets forth restrictions and safeguards on certain activities, such as personal trading, insider trading, misuse of client information, serving on boards of directors by investment personnel, disclosure of conflicts of interest and receiving/giving gifts and political and charitable contributions. We will provide a copy of our Code of Ethics to any client or prospective client upon request.

Item 6 of this brochure, "Performance-Based Fees and Side by Side Management", contains a detailed discussion of Federated Investment Counseling's Code of Ethics and how it addresses conflicts related to Federated Investment Counseling's participation or interest in client transactions and personal trading. (Please refer to "Conflicts of Interest Relating to Personal Trading" in Item 6 of this brochure for further information regarding our Code of Ethics.)

### B. Participation or Interest in Client Transactions

#### 1. Client Investments in Affiliated Investment Vehicles

Federated Investment Counseling and our related persons (including the other Federated Advisory Companies) can, from time to time, invest client assets in or recommend investments in Affiliated Investment Vehicles, including, for example, with respect to the management of cash in a client's portfolio. (Please refer to "The Types of Accounts/Products We Manage" in Item 6 of this brochure as well as "Sponsor or Syndicator of Limited Partnerships" in Item 10 of this brochure for further information.) Federated Investment Counseling and our related persons (including the other Federated Advisory Companies) will receive compensation for management of the Affiliated Investment Vehicles; consequently, Federated Investment Counseling can have an incentive to allocate client funds to Affiliated Investment Vehicles in lieu of other investment opportunities. Except in connection with Managed Accounts or our Model Portfolio Management Services, as required by our policies and applicable law, Federated Investment Counseling generally waives or reimburses a portion of its advisory fee equal to the advisory fee paid to the Affiliated Investment Vehicle into which we invest client assets to mitigate this conflict. As previously noted, we generally do not have discretion over the selection of investment vehicles used for cash management purposes in Managed Accounts, and in certain Separate Accounts; such cash is typically invested in money market mutual funds or other liquid investments selected by the client, the client's agent, or the Sponsor. The money market mutual funds into which cash can be invested can include, in certain cases, Affiliated Investment Vehicles or money market mutual funds serviced by certain of our affiliates. We generally do not waive or reimburse fees when we do not exercise discretion over the selection of the investment vehicles used for cash management purposes. (Please refer to "Conflicts of Interest Relating to Affiliated Investment Vehicles" and "Conflicts Of Interest Relating to the Selection of Investment Vehicles Used for Cash Management Purposes" in Item 6 of this brochure for further information.)

#### 2. Proprietary Accounts

Federated Investment Counseling or an affiliate (*e.g.*, the other Federated Advisory Companies) will, from time to time, temporarily seed a Proprietary Account for the purposes of establishing an investment strategy or seeding an Investment Company, Private Investment Company or Pooled Investment Vehicle. These investments are generally nominal in relation to both our total managed client assets and our own assets. (Please refer to "Proprietary Accounts" in Item 4 of this brochure and "Performance-Based Fees and Side by Side Management" in Item 6 of this brochure for further information.)

### 3. Principal and Cross Transactions

Federated Investment Counseling or an affiliate (*e.g.*, the other Federated Advisory Companies) also can from time to time buy or sell portfolio securities:

- Between a Proprietary Account and another client account (including Separate Accounts, Investment Companies, Private Investment Companies, or Pooled Investment Vehicles);
- Between client accounts (including Separate Accounts, Investment Companies, Private Investment Companies, or Pooled Investment Vehicles); or
- Between Proprietary Accounts.

A Proprietary Account generally will only participate in one of the foregoing transactions when the extent of our and/or our affiliates' interest in such Proprietary Account would not cause the transaction to be a principal transaction within the meaning of Section 206(3) of the Advisers Act. When engaging in cross or principal transactions, neither Federated Investment Counseling nor our affiliates receive any compensation for acting as a broker/dealer, and we typically follow any applicable SEC rules or guidance for cross transactions or, if applicable, principal transactions. (Please refer to "Conflicts of Interest Relating to Certain Cross Transactions" in Item 6 of this brochure for further information regarding conflicts of interest and how they are addressed.)

The above activities can create various actual or potential conflicts of interest for Federated Investment Counseling and our employees, supervised persons and related persons. (Please refer to "Conflicts of Interest Relating to the Selection of Investment Vehicles Used for Cash Management Purposes," "Conflicts of Interest Relating to Affiliated Investment Vehicles," "Conflicts of Interest Relating to Proprietary Accounts" and "Conflicts of Interest Relating to Certain Cross Transactions" in Item 6 of this brochure for further information regarding conflicts of interest and how they are addressed.)

## C. Personal Trading

Federated Investment Counseling, and/or our related persons, can invest in the same securities, or related securities, that we or our related persons invest in on behalf of, or recommend to, clients, including at or around the same time. Personal trading practices can create various actual or potential conflicts of interest for Federated Investment Counseling and our employees, supervised persons and related persons. The Code contains significant safeguards designed to protect clients from abuses in this area, such as requirements to obtain prior approval for, and to report, particular transactions, and the imposition of blackout periods. (Please refer to "Conflicts of Interest Relating to Personal Trading" in Item 6 of this brochure for a discussion of conflicts of interest and how they are addressed.)

# Item 12. BROKERAGE PRACTICES

The following discussion relates to Federated Investment Counseling's selection of broker/dealers and intermediaries (collectively, broker/dealers) for client transactions and the means by which Federated Investment Counseling determines the reasonableness of broker/dealer compensation. The other Federated Advisory Companies apply similar policies and procedures, and engage in similar practices, to those described below to the extent relevant to their businesses.

With respect to certain Separate Account and Managed Account strategies, including the intermediate municipal fixed income strategy and the ultrashort municipal fixed income strategy of the Federated Hermes CW Henderson division, Federated Investment Counseling trades, rebalances or optimizes portfolios on a periodic basis, on schedules that generally differ by strategy. Based on market or other events or circumstances, securities can also be bought or sold outside of the scheduled rebalancing. Trading for these strategies is performed by personnel that do not coordinate trading with personnel responsible for trading other client accounts. Consequently, Federated Investment Counseling (including its Federated Hermes CW Henderson division) can purchase or sell securities for Separate Accounts and/or Managed Accounts on different days than it does for other accounts and, in certain circumstances, on the same day before or after trades for such other accounts. Federated Investment Counseling (including its Federated Hermes CW

Henderson division) will periodically review trading to seek to identify, and if necessary address, any material impact on performance created by these trading practices.

The Federated Hermes CW Henderson division will be eligible for trade aggregation solely amongst accounts managed by that division themselves. There can be no assurance that each client will receive the same price for a security, and, depending upon the circumstances, different clients could receive different prices, either higher or lower, for the same security.

**A. Selection Criteria for Broker/Dealers**

Federated Investment Counseling has two committees responsible for oversight of the firm's brokerage and trading practices - one for equity securities and one for fixed income securities (each, a Brokerage Practices Committee). A primary function, among others, of the committees is to oversee and evaluate the efforts of all Federated Advisory Companies to attain the best available price and most favorable execution (best execution) for client transactions. In seeking "best execution," we seek to obtain for clients the most favorable total cost or proceeds reasonably obtainable under the circumstances. Total cost includes "all in" costs of the trade proceeds, not necessarily the lowest commission rate nor the most expeditious execution. Federated Investment Counseling views best execution as a process that should be evaluated over time as part of an overall relationship with particular broker-dealer firms. Several quantitative and qualitative factors are considered by traders when executing a trade, and by our Brokerage Practices Committee when evaluating the quality of execution over time. These factors include:

- Evaluation of each broker/dealer, in total, and in each asset and market group;
- Price;
- Order size;
- Type of security;
- Type of transaction;
- Market conditions;
- Cost and difficulty of execution;
- Likelihood of execution;
- Capital commitment;
- Knowledge of the market;
- Past experience;
- Ability to execute difficult transactions in unique or complex securities;
- Operational coordination and automation;
- Ability to execute desired volume;
- Ability to act with minimum market impact;
- Confidentiality;
- Error correction capability;
- Familiarity with the security, market conditions, trader, and similar factors;
- Reliability;
- Financial strength and record;
- Primary offerings, including initial public offerings; and
- Deal support or remarketing.

Additionally, for certain Investment Companies and upon the request of other clients, when executing portfolio transactions we can take into consideration whether a broker/dealer is women-, minority-, or veteran-owned. We will select such a broker/dealer only to the extent that we believe the broker/dealer will provide a commensurate quality of execution (*i.e.*, selecting the broker/dealer will not cause the client to pay brokerage commissions or incur portfolio transaction costs in an amount greater than it otherwise would have incurred).

Federated Investment Counseling can execute portfolio transactions through a broker/dealer that also serves as an authorized participant or market maker for the ETFs managed by certain other Federated Advisory Companies.

Federated Investment Counseling does not consider a broker/dealer's sale of our, or our affiliates', products, including shares of ETFs, when determining whether to select such broker/dealer to execute portfolio transactions.

Equity securities can be traded through broker/dealers (acting as principal or agent) on exchanges or in the over-the-counter market, or in transactions directly with the issuer or with other investors. Transactions can also be executed on a securities exchange or through an alternative trading venue. Federated Investment Counseling seeks to obtain best execution of our clients' trades by balancing the costs inherent in trading, such as opportunity costs, market impact costs and commissions. Generally, we seek to add value to our investment management by using market information to capitalize on market opportunities, actively seek liquidity and discover price.

Fixed income securities purchased and sold on behalf of clients are generally traded in an over-the-counter market on a net basis (*i.e.*, without commission) through dealers acting as principal or in transactions directly with the issuer. Dealers derive an undisclosed amount of profit by offering securities at a higher price than their bid price. Some fixed income securities, particularly non-investment grade and municipal securities, could have only one primary market maker.

Federated Investment Counseling has adopted written policies and procedures for brokerage allocation and the use of "soft dollars" (Brokerage Policies). On an annual basis, senior management approves the brokerage commission budget; on a quarterly basis, the Equity Brokerage Practices Committee reviews the annual budget in relation to projected and actual brokerage activity. The budget is determined with input from senior investment personnel. The Chief Investment Officer (CIO) and other employees as designated from time to time by the CIO, and other members of the Brokerage Practices Committee periodically review the performance of broker/dealers. Senior investment personnel are responsible for periodically evaluating the quality and usefulness of the products and services received from or through broker/dealers that are deemed to assist us in fulfilling our investment management responsibilities (Research Services) and/or executing clients' securities trades (Brokerage Services). Compliance personnel monitor the implementation of the Brokerage Policies.

Although Federated Investment Counseling seeks to use broker/dealers that we believe to be actively and effectively trading the security being purchased or sold, we may not always obtain the lowest purchase price or highest sale price with respect to a security.

### 1. Research and Other Soft Dollar Benefits

The Federated Advisory Companies generally do not generate soft dollars in connection with fixed income investment transactions. Accordingly, the soft dollar practices described in this section primarily relate to soft dollars generated in connection with equity transactions by (or on behalf of) a Federated Advisory Company (such as Federated Investment Counseling) that provides advice and effects, including through another Federated Advisory Company providing trading services (as applicable), transactions relating to equities. To the extent that soft dollars are generated in connection with fixed income investments, similar practices would be followed, consistent with applicable law. For example, soft dollars could be used to purchase research services for managing both equity and fixed income client accounts.

Federated Investment Counseling can execute portfolio transactions with broker/dealers from or through which we receive Research and Brokerage Services. This means that we receive research and other products or services (other than execution from broker/dealers or third parties) in connection with client securities transactions. These Research and Brokerage Services are commonly known as "soft dollars" or "soft dollar benefits." The Advisory Companies also can from time to time receive research and other products or services from the FHL Advisory Companies or their affiliates. To the extent that such services are received from the FHL Advisory Companies or their affiliates, similar practices to those described herein with respect to research received from or through third parties will be followed. The Federated Advisory Companies have adopted policies and procedures they believe are reasonably designed to ensure compliance with MiFID II in connection with the receipt of research services, to the extent such rules are applicable.

Research and Brokerage Services may be furnished directly to the client, to Federated Investment Counseling or to the other Federated Advisory Companies. These services have included (and could in the future include):

- Analytical Software;
- Connectivity Service with Broker;
- Connectivity Service with Custodian;
- Connectivity Service with Trading System;

- Consultation regarding Investment or Trading Strategy;
- Economic Data;
- External or Telephonic Seminar or Conference;
- Financial Data;
- Financial Newsletter;
- Governance Research or Ratings;
- In-office Presentation;
- Market Data;
- Meetings with Company Management;
- Order and Execution Management System;
- Research Report on Security, Industry or Market;
- Trade Analysis;
- Trade Magazine or Technical Journal; and
- Other advice, analysis or data reflecting the expression of reasoning or knowledge.

Where Research and Brokerage Services are not used exclusively for the permissible purposes of making or executing investment decisions, Federated Investment Counseling bears the portion of the cost related to other activities. The Soft Dollar Committee is responsible for establishing good faith allocations based on the expected use of such Research and Brokerage Services, and for periodically reviewing and approving the allocations.

When we use client brokerage commissions (or markups or markdowns in relation to disclosed riskless principal transactions) to obtain research or other products or services for which Federated Investment Counseling or the other Federated Advisory Companies might otherwise have paid, our expenses are reduced because we do not have to pay for or otherwise provide such services. When selecting broker/dealers that provide Research and Brokerage Services to execute transactions for client accounts, traders select the broker/dealers that the trader reasonably believes will provide the best overall execution (taking into account the provision of Research and Brokerage Services as well as other factors) for each trade. Clients can pay commissions (or markups or markdowns in relation to disclosed riskless principal transactions) to broker/dealers that provide Research and Brokerage Services that are higher than those charged by other broker/dealers.

Research and Brokerage Services received from or through broker/dealers are used by Federated Investment Counseling and other Federated Advisory Companies in advising and executing transactions on behalf of our respective clients. These services are supplemental to our own research and, when utilized, are subject to internal analysis before being incorporated into our investment management process. Research and Brokerage Services assist the Federated Advisory Companies in their overall investment responsibilities to investment companies and investment accounts for which they have investment discretion. However, any particular Research or Brokerage Services received by the Federated Advisory Companies may not be used to service each and every account, and may not benefit the particular accounts that generated the brokerage commissions. In addition, Research and Brokerage Services paid for with commissions generated by an account could be used in managing other accounts, including accounts that generate limited or no brokerage commissions, and thus, limited or no soft dollar credits (*e.g.*, fixed income accounts, wrap-fee accounts, and non-discretionary accounts). The Federated Advisory Companies believe that each account benefits from this practice because the research and brokerage services received by the Federated Advisory Companies assist the Federated Advisory Companies in fulfilling their overall fiduciary duty to all clients.

When furnishing soft dollar benefits to client accounts, or to a Federated Advisory Company or the other Federated Advisory Companies for the benefit of client accounts, we do not seek to allocate the soft dollar benefits to client accounts in strict proportion to the soft dollar credits generated by the accounts. However, our procedures strive to allocate Research and Brokerage Services in a relatively equitable manner. The Head of Global Equity Trading and the CIO of Equities establish a commission budget for the year identifying a breakdown in commission types (for example: discount, proprietary research, etc.). Equity investment personnel regularly review and validate the Research Services to which they would like to subscribe. That output further defines the underlying breakdown of the applicable commission types. The Head of Global Equity Trading regularly monitors the "commission type" breakdown of all trades executed by each individual trader. Consistent with seeking "best execution," the Head of Global Equity Trading directs traders to conform to the commission budget as best as possible. This process is intended to ensure that the underlying

commission-generating accounts are also consuming Research Services in a relatively equitable manner. The soft dollar budget and brokerage allocations are reviewed with the Equity Brokerage Practices Committee quarterly.

The receipt and use of Research and Brokerage Services creates various conflicts of interest for Federated Investment Counseling and the other Federated Advisory Companies. For example, we could have an incentive to select broker/dealers based on our interest in receiving Research and Brokerage Services, rather than on other factors that contribute to most favorable execution. (Please refer to "Conflicts of Interest Relating to Receipt of Compensation or Benefits, Other Than Advisory Fees" in Item 6 of this brochure for a further discussion of these conflicts of interest and how they are addressed.)

### 2. Brokerage for Client Referrals

We do not consider, in selecting or recommending broker/dealers, whether we or our related persons receive client referrals from broker/dealers or any third-party.

### 3. Directed Brokerage

Federated Investment Counseling generally does not recommend, request or require that a client direct us to execute transactions through a specified broker/dealer. The willingness of Federated Investment Counseling to accept such direction could encourage a broker/dealer to refer business to us or our related persons and could result in other conflicts of interest. Federated Investment Counseling does, however, permit clients to direct brokerage, as discussed in further detail below. When a client directs brokerage, we may be unable to achieve most favorable execution of client transactions, and the cost of execution can exceed the cost of execution for similarly situated accounts that do not direct brokerage. For example, in a directed brokerage account, the client can pay higher brokerage commissions because we may not be able to aggregate the client's orders with those of other clients to reduce transaction costs, or the client could receive less favorable prices. Clients subject to ERISA also must determine that any such direction is for the exclusive purpose of providing benefits to participants and beneficiaries of the plan and will not constitute or cause the plan to engage in a "prohibited transaction" as defined by ERISA.

Federated Investment Counseling has adopted a written policy on directed brokerage arrangements regarding when and how we may execute trades on behalf of a mutual fund or Separate Account client that is approved to apply a portion of the commission dollars to pay custodial, transfer agent or other expenses that the client generating the commission would otherwise pay directly. In such circumstances, each client's commissions are used to offset that client's expenses only and are not used for the benefit of any other client. For example, we could allocate brokerage transactions to a broker/dealer affiliate of a client's custodian, and a portion of commissions paid may be credited toward the payment of the client's custodian expenses. We can allocate transactions in this manner as long as execution quality is comparable to that of other qualified broker/dealers. Additionally, we will comply with our Allocation Policies when performing such allocations. (Please refer to "Trade Aggregation and Allocation Policy" in this section for further information on our Allocation Policies.)

The Federated Hermes CW Henderson division generally does not accept accounts requiring directed brokerage arrangements.

#### a. Separate Accounts and Other Investment Advisory Services

Clients can limit Federated Investment Counseling's discretionary authority in certain, mutually agreed upon, situations. In particular, clients can direct us to use particular broker/dealers, in whole or in part, to execute portfolio transactions for their accounts. Where a client directs the use of a particular broker/dealer or a narrow universe of broker/dealers, we may not be in a position to negotiate commission rates or spreads or obtain volume discounts. (Please refer to "Investment Discretion" in Item 16 of this brochure for more general information on the limitations that can be placed on our discretionary authority.)

In addition, it is possible that transactions for a client that directs brokerage may not be aggregated for execution purposes with orders for the same securities for other accounts managed by Federated Investment Counseling. Trades

for a client that has directed use of a particular broker/dealer can be placed at the end of aggregated trading activity for a particular security. Accordingly, directed transactions could be subject to price movements, particularly in volatile markets, that could result in the client receiving a price that is more or less favorable than the price obtained for the aggregated order.

Under these circumstances, the direction by a client to use a particular broker/dealer to execute transactions could result in higher commissions, greater spreads, or less favorable net prices than might be the case if we could select broker/dealers and negotiate commission rates freely based on best execution. It could also result in limitations on the securities available for purchase for the client's account, such as:

- The purchase of bonds where the designated broker can have a limited inventory and, therefore, could be unable to offer the desired bonds to the client; or
- The purchase of certain thinly-traded securities which may not be readily available at competitive prices from all brokerage firms.

The inability to purchase such securities could reduce the overall portfolio return.

**b. Managed Account Programs**

Certain Managed Account Programs do not expressly direct the use of a particular broker/dealer, but are structured in such a way (in terms of fees and other factors) that transactions are typically executed through the Program Sponsor or other broker/dealers affiliated with the programs, consistent with the duty to seek best execution. In certain circumstances, Federated Investment Counseling and other Federated Advisory Companies will execute transactions with other broker/dealers in pursuit of best execution or, to the extent necessary, to obtain the desired security.

As discussed in more detail under "Fees and Compensation" in Item 5 of this brochure, clients participating in Managed Account Programs generally pay a single fee or fees to cover investment management, custody and brokerage commissions for transactions effected through the Sponsor or other broker/dealer identified with the specific Managed Account Program. Brokerage commissions in Managed Account Programs are generally determined by the designated broker/dealer and included in the Managed Account Program fee. Transactions executed through other broker/dealers would typically result in additional charges to the client account. Thus, in a traditional Managed Account Program, given the wrapped fee, we generally are not in a position to negotiate commission rates with the broker/dealers or to aggregate trades with other client accounts for execution purposes (except that we could aggregate trades for accounts within each separate Managed Account Program). However, to the extent permitted by the Managed Account Program and consistent with the policies discussed under the heading "Selection Criteria for Broker/Dealers" in Item 12 of this brochure, Federated Investment Counseling will execute transactions with other broker/dealers in pursuit of best execution, which transactions can be aggregated with trades for other client accounts. For example, among other instances where we can trade away, we can execute time-sensitive orders with other broker/dealers consistent with our obligation to seek best execution; these broker/dealers may or may not waive or reduce commission costs in exchange for high trade volumes. In addition, in lieu of purchasing or selling ADRs, we could exchange ADRs for local shares or local shares for ADRs directly with an ADR's Sponsor. Although such exchanges typically do not incur commissions, they could incur certain other fees or administrative costs. As a result of these transactions, Managed Account Program clients typically bear additional brokerage expenses in addition to the single fee associated with such programs. Federated Investment Counseling will typically execute transactions in fixed income securities with other broker/dealers; the extent to which Federated Investment Counseling will execute transactions in other types of securities with other broker/dealers will vary over time and by account.

Certain other Managed Accounts can pay a single fee or fees for investment management and custody, except that unlike a traditional Managed Account Program, the wrapped fee would not include brokerage commissions. Thus, to the extent permitted by the Managed Account Program and consistent with the policies discussed under the heading "Selection Criteria for Broker/Dealers" in this section, Federated Investment Counseling typically would execute transactions with other broker/dealers in pursuit of best execution, which transactions can be aggregated with trades for other client accounts, and which would result in additional charges to such account.

Similar to Separate Accounts, Managed Account clients (either directly or through the Managed Account Program Sponsor or Platform Provider) can also expressly limit Federated Investment Counseling's discretionary authority,

including directing us to use a particular broker/dealer to execute portfolio transactions. In such a case, we may not be in a position to negotiate commission rates or spreads or obtain volume discounts, and such transactions may not be aggregated with orders for the same securities of other accounts managed by Federated Investment Counseling. (Please refer to "Separate Accounts and Other Investment Advisory Services" in this section for further information on the consequences of directing brokerage/trading.)

**B. Trade Aggregation and Allocation Policy**

The Federated Advisory Companies, including Federated Investment Counseling, have adopted written policies (Allocation Policies) for the allocation of securities transactions among our clients. The Allocation Policies are premised on Federated Investment Counseling's general practice of aggregating the transactions executed on behalf of our clients and clients of other Federated Advisory Companies. We can, but are not obligated to, aggregate transactions. The type of client account or investment product (*e.g.*, direct Separate Account versus Managed Accounts), client transactions, client instructions (*e.g.*, directed brokerage/trading), the investment strategies applicable to client accounts, system capabilities and constraints, and other factors can result in transactions for certain client accounts not being aggregated. If a client transaction is not aggregated, the client may pay higher brokerage commissions, could receive a less favorable price, or incur other costs, which also could affect the performance of the client's account. (Please refer to "Other Conflicts of Interest Relating to Certain Investment and Brokerage Practices" in Item 6 of this brochure for a further discussion of factors that could result in trades not being aggregated, including the trade rotation process for discretionary Managed Accounts and non-discretionary Model Portfolio Management Services, and related conflicts of interest and how they are addressed.)

To the extent that Federated Investment Counseling aggregates client transactions, the Allocation Policies state that Federated Investment Counseling and the other Federated Advisory Companies must do so in a manner:

- Consistent with the duty to seek best execution of client orders;
- That treats all clients fairly; and
- That does not systematically disadvantage any client.

The Allocation Policies expressly prohibit consideration of compensation or other benefits received by Federated Investment Counseling or the other Federated Advisory Companies in allocating transactions among clients.

The Allocation Policies set forth procedures for allocating primary and secondary market transactions among clients. The Allocation Policies also provide investment management personnel with guidelines for allocating securities among portfolios with common investment objectives. In some cases, the Allocation Policies can adversely affect the price paid or received by a client or amount of securities purchased or sold by a client. However, we believe that coordination and the ability to participate in volume transactions generally benefits clients.

The amount of assets in a Managed Account can impact the management of a Managed Account, including in ways that could adversely impact account liquidity and/or performance. For example, accounts with smaller assets may not be able to hold as many securities as accounts with larger assets or could have to hold a higher level of working capital. In certain circumstances, issuers and intermediaries also impose limitations or preferences on various classes of investors related to holding, trading, participating in primary offerings, and/or participating in corporate actions. For example, in some offerings of municipal securities, a "retail order period" could be designated during which orders will be accepted solely for retail customers, as defined by the issuer of the securities (or, in some cases, small orders for any type of customer). Due to minimum bond denomination requirements and other limitations and preferences, smaller fixed income or balanced accounts may not be able to hold certain bonds or may not be able to participate in certain corporation actions such as voluntary tenders. While Federated Investment Counseling seeks to take reasonable steps to prevent adverse consequences, there is no guarantee that Federated Investment Counseling will be successful. A variety of events or circumstances, including events or circumstances beyond Federated Investment Counseling's control such as withdrawal requests and below minimum bond denomination securities being in a predecessor account that was transitioned to Federated Investment Counseling, can arise or exist that would prevent Federated Investment Counseling's efforts from being successful.

Federated Investment Counseling periodically reviews the aggregate allocation of our clients' transactions among broker/dealers and the aggregate amount of commissions paid and/or other trade cost information, including relevant

market data. Compliance personnel review the Allocation Policies annually with senior trading and investment management personnel.

Federated Hermes CW Henderson Division

Newly purchased securities are allocated at the discretion of the Federated Hermes CW Henderson division among accounts with the objective of attaining equitable allocations on an overall basis. Individual portfolio characteristics such as modified duration relative to target level, representation in strategies utilized by the Federated Hermes CW Henderson division, existing holdings of an issuer's securities, amount of cash in a client's account, and client's state of residency are considered when making allocations. If a portion of a block of bonds held in several accounts is sold, accounts chosen to participate in the sale will be based on account portfolio structures relative to target levels, capital gains considerations and state tax implications as well as client redemption requests.

### C. Other Considerations for Certain Separate Accounts, Managed Accounts, Model Portfolio, Management Services, and Other Advisory Services

From time to time, various potential and actual conflicts of interest arise from the investment and brokerage activities of Federated Investment Counseling and our related persons. We have established policies and procedures that we believe are reasonably designed to address conflicts of interest. (Please refer to "Performance-Based Fees and Side by Side Management" in Item 6 of this brochure for a further discussion of these conflicts of interest and how they are addressed.) When we provide recommendations (including recommendations related to security allocations) to Model Portfolio Management Services clients, our recommendations could be based on pricing sources that differ from the pricing sources used by the Sponsors, Platform Providers and/or Overlay Managers of such programs. This in turn could result in variations between the security allocations we provide to the Program Sponsor, Platform Provider and/or Overlay Manager and the actual allocations implemented by the Program Sponsor, Platform Provider and/or Overlay Manager in Model Portfolio Management Services client accounts.

### D. Confidential and Nonpublic Information

We can from time to time come into possession of confidential or nonpublic information about issuers of securities, or other persons or entities and their current or anticipated securities trading activities, as a result of our investment activities and other business activities. In such cases, we could be restricted from executing certain trades if doing so could violate our, or our related persons', insider trading policies and procedures or if we believe that such actions would be inconsistent with applicable legal requirements/laws or contractual obligations owed to third parties. Federated Investment Counseling, and the other Federated Advisory Companies, have adopted policies and procedures to address the treatment of such confidential or nonpublic information, and the potential impacts to our ability to execute trades for client accounts, in a manner that we believe to be reasonable. In certain cases, the policies require the imposition of trading restrictions in the absence of a clear legal requirement to do so (*e.g.*, when it is unclear whether nonpublic information is "material").

These restrictions can have an adverse impact on client accounts or investment products because Federated Investment Counseling could be restricted from executing or recommending certain transactions that it would otherwise execute or recommend for client accounts or investment products.

In other cases, such as when a new client is funded with securities for which a trading restriction applies, our policies and procedures establish conditions for whether we are permitted to receive, trade or liquidate the restricted security.

### E. Error Resolution

Federated Investment Counseling has adopted written policies and procedures that we believe are reasonably designed to identify and resolve errors that we make in the trade execution and management process (Trade Errors). We will evaluate any exception made in the process of managing or placing an order for, or executing a security transaction on behalf of, a client account over which we have investment discretion to determine if it is a Trade Error. Regarding

Model Portfolio Management Services, we also will evaluate any exception that we make in the process of providing a model recommendation to an Overlay Manager in a program to determine if it is a model delivery error (collectively, as applicable, with Trade Errors, Errors). Consistent with our policies and procedures, and our obligations under applicable law, we strive to identify and resolve Errors that we make promptly, document such Errors, take reasonable steps to seek to prevent the reoccurrence of such Errors and treat clients fairly in resolving such Errors. Where a single Error that we make results in multiple transactions in a client account, gains and losses on these transactions could be netted in evaluating the net impact of such an Error.

## Item 13. REVIEW OF ACCOUNTS

### A. Account Reviews

Federated Investment Counseling assigns one or more portfolio manager(s) to each account or investment product. Each account is subject to periodic, continuous review and monitoring on a daily basis by the portfolio manager(s) assigned to the account or investment product. All accounts or investment products are reviewed on an ongoing basis by the portfolio manager(s) and Chief Investment Officers for Federated Investment Counseling through the use of a set of summary control reports. Reviews with clients are conducted at time intervals established by each client and generally cover all significant investment aspects of an account's portfolio.

For Managed Accounts, we assign one or more portfolio manager(s) to establish portfolios of specific investment styles. Individual accounts are reviewed by the portfolio manager(s) and traders and operations personnel on a daily basis. Oversight is provided by a Chief Investment Officer and senior advisory personnel. Reviews also are conducted at least quarterly by each Managed Account Program Sponsor.

The portfolio managers observe the portfolio objectives and special requirements of each account as well as the investment restrictions. Triggering events for review include, among others, changes in account objectives and restrictions, assessments of the outlook in research, and cash inflows and outflows.

As part of the regular, ongoing, periodic reviews discussed above, or at other times determined necessary, reviews also are triggered for compliance purposes, such as in connection with compliance monitoring and testing for compliance with investment guidelines and investment restrictions.

Federated Hermes CW Henderson Division

Federated Hermes CW Henderson division assigns one or more portfolio managers to each investment product. Each account is subject to periodic reviews and daily monitoring by the portfolio managers. The Head of Investments for Federated Hermes CW Henderson division reviews the investment products and client summary reports on a monthly basis. All clients and, when applicable, their advisor, are queried at least annually regarding account beneficiaries' state of residence, whether there have been any changes in the client's financial situation or investment objectives and whether they have capital losses in other components of their overall portfolio which can be used to offset gains in their portfolio managed by the Federated Hermes CW Henderson division. These factors potentially influence the Federated Hermes CW Henderson division's trading strategies in the portfolio.

### B. Reports to Clients

The reports described below are typically written, but can be delivered electronically as requested by our clients (including, as applicable, their Board of Directors/Trustees or other governing body), or, as applicable, Managed Account Program Sponsors, Platform Providers, Overlay Managers, trustees or Other Advisers. Reports to shareholders of our clients that are non-U.S. investment companies or if we have any Private Investment Company clients also are typically written, but can be delivered electronically as authorized by such shareholders and applicable law.

Our Separate Account clients can receive from Federated Investment Counseling monthly or quarterly performance, current holdings, transaction activity and/or other reports as reasonably requested by the clients. Federated Investment Counseling's reporting obligations typically are set forth in our investment management agreement with our clients

and/or addressed through the account setup process. Separate Account clients also will receive account statements and other reports from the custodians for their accounts.

We can provide quarterly performance or other reports to Managed Account Program Sponsors or Platform Providers as required by the Managed Account Program Sponsors or Platform Providers. Federated Investment Counseling's reporting requirements typically are set forth in our agreement with the Managed Account Program Sponsor or Platform Provider. Managed Account Program Sponsors and Platform Providers typically have the ability to reasonably modify, duplicate or incorporate such reports into the reports that they provide to Managed Account Program participants. Participants in these Managed Account Programs can receive quarterly performance and/or other reports, typically from the Managed Account Program Sponsor or Platform Provider, as provided in the Managed Account Program documentation.

As part of our Model Portfolio Management Services, Federated Investment Counseling provides Overlay Managers with model portfolios and updates thereto, as well as model performance and other reports as reasonably requested by the Overlay Managers. Federated Investment Counseling's reporting requirements typically are set forth in our agreement with the Overlay Manager. Overlay Managers could incorporate such model performance or other reports into the reports the Overlay Managers provide to their clients.

We can provide the Board of Directors/Trustees of non-U.S. investment funds or any Private Investment Company clients managed by Federated Investment Counseling with monthly and/or quarterly fund performance, sales, securities holdings, securities transaction, affiliate transaction, investment exposure, currency and other reports covering significant/material information as required by the Board of Directors/Trustees. Federated Investment Counseling's reporting requirements typically are described in our investment management agreement or in board materials prepared for quarterly Board of Director/Trustees meetings.

If we have Private Investment Company clients, shareholders of the Private Investment Company receive an updated prospectus, private placement memorandum, offering circular or similar offering document, and semi-annual and annual reports of the Private Investment Company, as required under the Investment Company Act and other applicable law. Shareholders of non-U.S. investment companies receive annual and semi-annual reports.

Federated Investment Counseling can provide reports to Pooled Investment Vehicle clients as reasonably requested by the client, or its governing body, or otherwise agreed with a client. Federated Investment Counseling can also assist Federated Securities Corp. in the preparation of reports regarding Pooled Investment Vehicles.

We provide an affiliated trustee of collective investment funds with daily and monthly reports on transaction activity, performance, and other matters as reasonably requested by the trustee. We provide an unaffiliated trustee of collective investment funds with monthly reports on approved issuers, quarterly reports on bond characteristics, and other matters as requested by the trustee.

Participant Trusts of collective investment funds and common funds can receive quarterly and/or annual reports and annually-updated offering circulars.

When Federated Investment Counseling performs sub-advisory or other services for Other Advisers, we can provide monthly or quarterly performance, current holdings, transaction activity and/or other reports as reasonably requested by the Other Advisers. Federated Investment Counseling's reporting obligations typically are set forth in our sub-investment management or other agreement with the Other Advisers.

In addition to the above reports, Federated Investment Counseling generally will provide our clients with reasonable, periodic access to our investment personnel through conference calls or other reasonably agreed upon means (such as quarterly in-person meetings) to discuss their accounts or our services and any questions regarding their accounts or our services.

## Item 14. CLIENT REFERRALS AND OTHER COMPENSATION

### A. Arrangements Involving Receipt of Economic Benefits from Non-Clients

As discussed under "Brokerage Practices" in Item 12 of this brochure, some broker/dealers that execute portfolio transactions for Federated Investment Counseling and certain other Federated Advisory Companies and their clients, can furnish Research and Brokerage Services which can be used by us and certain other Federated Advisory Companies in advising Investment Companies, Private Investment Companies, Pooled Investment Vehicles, Separate Accounts, Managed Accounts and other accounts. To the extent that receipt of these services and software could supplant services for which we or certain other Federated Advisory Companies might otherwise have paid, expenses would be reduced.

As discussed under "Our Advisory Services" in Item 4 of this brochure, Federated Investment Counseling and our affiliates (*e.g.*, certain other Federated Advisory Companies) act as portfolio managers in Managed Account Programs. In Managed Account Program arrangements, we, and certain of our affiliates, receive fees from Sponsors to the Managed Account Programs, or Related Platform Providers, for services rendered to Managed Account Program participants. To the extent that the Sponsor or Platform Provider is not considered a client, and Managed Account Program participants could be deemed to be clients, we, and certain of our affiliates, could be viewed as receiving cash from a non-client in connection with advice given to Managed Account Program participants. Similarly, we, and certain of our affiliates, receive fees for investment advisory services provided to sub-advisory clients from the primary advisers for those clients.

As discussed under "Sales Compensation" in Item 5 of this brochure, Federated Investment Counseling and certain other Federated Advisory Companies have entered into a written agreement with our affiliate, Federated Securities Corp., a registered broker/dealer, municipal securities dealer, and investment adviser. Under this arrangement, employee-representatives of Federated Securities Corp. serve as sales people for the investment services and products sponsored by Federated Hermes and investment advisory services offered by Federated Investment Counseling and certain of the other Federated Advisory Companies. Federated Securities Corp. and its employee-representatives, act in the capacity of promoters for Federated Investment Counseling and certain other Federated Advisory Companies. In certain cases, Federated Securities Corp. and its employee-representatives, also provide advice on behalf of us and other Federated Advisory Companies to the institutional, separately managed account/wrap fee account and other clients of Federated Investment Counseling and other Federated Advisory Companies. Federated Securities Corp. receives compensation from us and such other Federated Advisory Companies (in the form of an intercompany credit) for performing these activities on our and their behalf. Federated Securities Corp.'s employee-representatives also receive compensation from Federated Securities Corp. for performing such solicitation and other functions. In connection with these services, under applicable guidance issued by the SEC, Federated Securities Corp.'s relevant regulatory history, if any, is required to be disclosed to clients and potential clients.

Federated Investment Counseling and certain other Advisory Companies have entered into a network support payment agreement with certain FHL Advisory Companies. Under this arrangement, such Advisory Companies, or their affiliates, pay certain network support fees in exchange for local sales and marketing services provided by the relevant FHL Advisory Companies in non-U.S. markets.

Employees and supervised persons of Federated Investment Counseling and/or our affiliates (*e.g.*, the other Federated Advisory Companies) also can receive salaries, bonuses and certain sales awards, such as travel and entertainment, from Federated Hermes or other affiliates. For example, Federated Securities Corp.'s employee-representatives are salaried employees of Federated Securities Corp. and receive no commission, fees or other remuneration in connection with individual securities transactions. Bonuses are discretionary and can be based on a number of factors, including mutual fund, ETF, and/or account sales, net sales, increase in average annual assets and/or revenue of assigned accounts/investment products or territories, and, for sales managers, Federated Hermes's overall financial results. Certain employee-representatives are also eligible to receive a portion of their annual bonus in cash or a combination of cash and restricted stock of Federated Hermes. Finally, investment professionals can receive a fixed-base salary and a variable annual incentive or bonus. Base salary is determined within a market competitive, position-specific salary range, based on the portfolio manager's experience and performance. The annual incentive amount or bonus is determined based primarily on the performance of the accounts managed by the investment professional and can also include a discretionary component based on a variety of factors deemed relevant, such as financial measures and performance and can be paid entirely in cash, or in a combination of cash and restricted stock of Federated Hermes. The allocation or

weighting given to the performance of any account for which the individual is responsible when compensation is calculated can vary. The performance of any such account may or may not represent a significant portion of the calculation at any point in time (and can be adjusted periodically). Investment performance is based on a variety of factors including performance versus account specific benchmarks and versus the performance of a designated peer group of comparable accounts. Any individual allocations from the discretionary component are determined by executive management on a discretionary basis using various factors, such as, for example, on a product, strategy or asset class basis, and considering overall contributions and any other factors deemed relevant (and can be adjusted periodically). (Please refer to "Conflicts of Interest Relating to Receipt of Compensation or Benefits, Other Than Advisory Fees" in Item 6 of this brochure for a further discussion of these conflicts of interest and how they are addressed.) Such employees and supervised persons also can receive certain entertainment and gifts from third parties to the extent permitted under Federated Investment Counseling's, and the other Federated Advisory Companies', Code of Ethics. (Please refer to "Our Code of Ethics" in Item 11 of this brochure for further information on Federated Investment Counseling's Code of Ethics.)

We also are provided with office space, phone systems, computer systems, internet and other administrative, clerical and technical support from or through our ultimate parent company, Federated Hermes, or its affiliates.

Arrangements in which Federated Investment Counseling or our related persons receive economic benefits from non-clients create conflicts of interest for us and our related persons. We, and our employees and supervised persons, have an incentive to favor these non-clients over the interests of our clients. For example, we, and our employees and supervised persons, have an incentive to utilize the services of a particular broker/dealer, or recommend a particular security to or buy a particular security for, a client account based on economic benefits received from the broker/dealer or issuer or placement agent.

(Please refer to "Sales Compensation" in Item 5 of this brochure for additional information regarding these arrangements.) Conflicts of interest also arise in connection with certain portfolio manager or other employee and supervised person compensation arrangements. (Please refer to "Conflicts of Interest Relating to Receipt of Compensation or Benefits, Other Than Advisory Fees" in Item 6 of this brochure for a further discussion of these conflicts of interest and how they are addressed.)

### B. Arrangements Where Compensation is Paid to Another Person for Client Referrals

Federated Investment Counseling and our affiliates (*e.g.*, certain other Advisory Companies) enter into various arrangements pursuant to which employees, or affiliated and unaffiliated third parties, including, with respect to non-U.S. solicitation activities, certain FHL Advisory Companies, are compensated, directly or indirectly, for referring clients to Federated Investment Counseling or our affiliates. (Please refer to "Arrangements Involving Receipt of Economic Benefits from Non-Clients" in Item 14 and "Sales Compensation" in Item 5 of this brochure for further information.) Such compensation will not result in a charge to investment advisory clients, or in any differential in the level of advisory fees customarily charged, unless specifically disclosed to clients.

While not advisory clients of the Federated Advisory Companies (unless a separate advisory relationship exists), we and our affiliates enter into arrangements pursuant to which potential shareholders are solicited for investment in Investment Companies or other investment products sponsored, managed, serviced or distributed by Federated Hermes or the Federated Advisory Companies (including Affiliated Investment Vehicles). In addition, our affiliates pay financial intermediaries to make the Investment Companies available to investors on the applicable intermediary's platform.

Arrangements where we, or our affiliates (*e.g.*, certain other Federated Advisory Companies), pay compensation to promoters for referrals create conflicts of interest for us, and our affiliates, as well as the promoters. We, and our employees and supervised persons, and our affiliates, have an incentive to utilize or recommend the promoter's products and services. The promoter also has a financial incentive to favor the services of, and products sponsored, distributed or managed by, Federated Investment Counseling and our affiliates, over the interest of clients. (Please refer to "Conflicts of Interest Relating to Receipt of Compensation or Benefits, Other Than Advisory Fees" in Item 6 of this brochure for a further discussion of these conflicts of interest and how they are addressed.)

## Item 15. CUSTODY

Under SEC Rule 206(4)-2 under the Advisers Act, Federated Investment Counseling is deemed to have custody of client funds because, in certain cases, we have arrangements that authorize us to have our advisory fees deducted from client accounts. (Please refer to "Fees and Compensation" in Item 5 of this brochure for further information regarding these fee arrangements.) We can also be deemed to have custody of a client account because we have the authority to engage custodians on behalf of Separate Account clients or Pooled Investment Vehicles, or are deemed to control Pooled Investment Vehicles. Generally, in these instances, we will annually distribute audited financial statements prepared in accordance with U.S. GAAP to all limited partners, members, or other beneficial owners pursuant to Rule 206(4)-2(b)(4) (the Audit Exception). To the extent that we cannot rely on the Audit Exception for such clients (*e.g.*, for clients for whom audited financials are not prepared according to U.S. GAAP), a surprise examination will be conducted annually to verify the existence of assets in the account.

To address potential conflicts of interest associated with the deduction of fees, and other possible client concerns with these arrangements, we have policies and procedures in place which we believe are reasonably designed to seek to ensure that the amount of assets under management on which our fees are billed is accurate and that our fees are consistent with the terms of our investment management agreements with our clients. For example, we either have segregated the responsibilities of employees responsible for invoicing and collecting our fees or our auditing department periodically reviews our practices. We also periodically test on a sample basis our fee calculations to confirm their accuracy.

With the exception of certain Pooled Investment Vehicles, we generally do not open accounts for our clients with qualified custodians. Clients generally are responsible for opening their own accounts directly with a qualified custodian or through an intermediary, such as a Managed Account Program Sponsor, Platform Provider or Overlay Manager. Qualified custodians include banks, savings associations, registered broker/dealers, registered futures commission merchants, and foreign financial institutions that customarily hold financial assets for their customers on a segregated basis. For Investment Company (*i.e.*, mutual fund) shares, the Investment Company's transfer agent is considered the custodian.

Certain Managed Account Program Sponsors require us to execute trades for clients using prime brokerage arrangements. In these Managed Account Programs, we serve as a discretionary portfolio manager for clients in the Managed Account Program Sponsor's Managed Account Program. Under these prime brokerage arrangements, the Managed Account Program Sponsor, acting as the prime broker, generally requires that we only utilize clearing brokers (Executing Brokers) with which the Managed Account Program Sponsor has prime brokerage agreements in place. In addition to our agreement with the Managed Account Program Sponsor, we are required to enter into agreements with the Executing Brokers for their execution/clearing services on behalf of the clients. These agreements with the Executing Brokers establish accounts at the Executing Broker in the name, or for the benefit, of the clients for purposes of executing trades. Under the client agreement between the Managed Account Program Sponsor and the client, in addition to other provisions relating to the prime brokerage arrangements, the client grants the authority to give instructions to each Executing Broker and to take all other actions necessary or incidental to the execution of such instructions. Based on this authorization, the Managed Account Program Sponsor also grants the authority to us to give instructions to each Executing Broker. The Managed Account Program Sponsor also has confirmed that we have the authority under the client agreement, and our agreement with the Managed Account Program Sponsor, to enter into the agreements with the Executing Brokers required by the prime brokerage arrangement. In addition to establishing accounts in the name, or for the benefit of, clients for purposes of executing trades, these agreements with the Executing Brokers purport to bind clients to arbitration clauses, confirmation waivers, consents to disclosure of financial information, acknowledgements of receipt of required disclosures, security interest grants and other provisions, all in connection with executing trades through the prime brokerage arrangement required by the Managed Account Program Sponsor. When entering into the agreements with the Executing Brokers, and executing trades through these prime brokerage arrangements, (1) we are acting pursuant to the authority granted, and requirements imposed by, the Managed Account Program Sponsor and the clients for purposes of effecting trades in the clients' accounts under the Managed Account Program, (2) we do not have possession or control over the client assets or the authority to withdraw client cash, securities or other assets or to otherwise obtain possession of client cash, securities or other assets, and (3) we do not have ownership of or access to client cash, securities or other assets.

Clients will receive account statements from the broker/dealer, bank or other qualified custodian for their accounts and clients should carefully review those statements. If you also receive an account report from us, we urge you to compare the account statement that you receive from the qualified custodian with any report you receive from us.

In limited circumstances where we are authorized to select custodians for Pooled Investment Vehicles, we consider a number of factors such as the ability to execute trades, the custodian's experience in acting as custodian for the type(s) of assets owned by the client, the overall cost of the custodian's services, the custodian's willingness to allow trading through other broker/dealers, the custodian's willingness to perform the recordkeeping necessary to allow clients to pool their transactions in order to obtain the best price and execution, the custodian's geographic proximity to the client which could enhance the client's ability to deal with the custodian, the willingness and ability of the custodian to assist the client in transferring assets and distributions and overall service, to the extent applicable to the Pooled Investment Vehicle in question.

Federated Hermes CW Henderson Division

If a client does not have an existing custodial relationship, the Federated Hermes CW Henderson division can recommend that the client establishes a brokerage account with a custodian with whom the Federated Hermes CW Henderson division has an existing relationship. Although the Federated Hermes CW Henderson division can make this recommendation, it is ultimately the client's decision to select the custodian. The investment options for the cash in a client's account can vary based on the client's custodian. In some cases, clients could have access to investment options that could generate higher returns if their brokerage accounts are established with certain custodians with which the Federated Hermes CW Henderson division has an existing relationship. The Federated Hermes CW Henderson division does not have affiliations with any custodians but could receive some benefits from custodians which may or may not be dependent on amount of assets held at the custodian. The Federated Hermes CW Henderson division does not receive financial compensation from any custodian for client referrals. Some of the benefits can include: the ability to facilitate trade execution in blocks for multiple client accounts; access to client account data and statements; access to pricing and research; and access to conferences and educational seminars.

## Item 16. INVESTMENT DISCRETION

As discussed under "Our Advisory Services" in Item 4 of this brochure, Federated Investment Counseling accepts discretionary authority on behalf of clients to manage their accounts. When we accept discretionary authority, we typically obtain this authority at the outset of an advisory relationship. This authority permits us to select the identity and amount of securities to be bought and sold for a client's account without prior consultation with the client. The types and amounts of securities traded by Federated Investment Counseling or the other Federated Advisory Companies on behalf of any client's portfolio are limited by the written investment objectives, policies, guidelines and restrictions/limitations that can be provided by the client or which are adopted by such client's board of trustees/directors or other governing body (the Board). Ordinarily, the Board does not adopt express limitations on which broker/dealers could be used or what commissions are paid.

We strive to tailor our Investment Supervisory Services to the individual needs of our clients. For example, we generally permit clients to impose reasonable restrictions on investment in certain securities or types of securities. We will consider a restriction reasonable if, in our judgment, the restriction does not impair, in any material or other significant manner, our ability to manage a client's assets in accordance with the investment strategy and guidelines for that client's account. In all cases, our investment discretion is exercised in a manner consistent with the stated investment objectives, policies, guidelines, and restrictions/limitations for a particular client account or investment product.

Examples of restrictions or limitations that clients can (or customarily do) place on our discretionary authority include, among other possible restrictions or limitations:

- Not to invest in certain securities or types of securities or other investments (such as privately issued securities or Rule 144A securities, or all or certain derivatives);
- Not to engage in certain investment-related techniques or practices, such as soft dollars, securities lending or shorting of securities;

- Not to invest in securities issued by companies in certain specific industries or categories identified by a client (such as, for example, tobacco companies), including any industries that the client does not consider to be socially responsible;
- Not to invest in investments that will result in a tax-exempt client receiving unrelated business taxable income;
- Not to invest in securities issued by companies affiliated with the client; and
- To direct brokerage/trading of securities transactions to particular broker/dealers (we do not recommend, request or require directed brokerage/trading). (Please refer to "Directed Brokerage" in Item 12 of this brochure for further information.)

We also endeavor to comply with restrictions or limitations under applicable law for example, such as, not investing in securities issued by companies that a client, or applicable law, consider to be supporting certain terrorist or embargoed nations.

In certain Managed Account Programs, Federated Investment Counseling's investment discretion also can be limited by policies, procedures and limitations imposed in connection with the Managed Account Programs (whether by the Program Sponsor, Platform Provider, custodian or other third parties involved with the administration, operation and management of the Managed Account Programs). For example, our ability to purchase a security for a Managed Account client's account can be limited, or delayed for a period of time (sometimes at least 31 days) if a Managed Account Program has a policy of preventing the acquisition of a security within 30 days of its disposition (a transaction sometimes referred to as a "wash sale") in order to preserve potential losses realized on the disposition of such security under applicable tax law.

Our discretionary authority also can be limited by applicable securities, tax, and other laws. For example, for accounts subject to ERISA, our discretionary authority can be limited by certain requirements of or prohibitions in ERISA. If we have Private Investment Company clients, our discretionary authority also can be limited by certain federal securities laws or tax laws that require diversification of investments or, to obtain a more favorable tax treatment, favor the holding of investments once made.

As discussed under "Requirements for Accounts" in Item 7 of this brochure, Federated Investment Counseling requires clients to enter into an investment management agreement with us. Our investment management agreements contain grants of authority from our clients that allow us to manage client assets and, in certain cases, we can request clients to execute and deliver a separate, stand-alone power of attorney. Managed Account clients may not enter into an investment management agreement directly with us. In that case, Managed Account clients will enter into investment management and/or other agreements with the Sponsors, Platform Providers or Overlay Managers for the Managed Account Program. We also can request clients to provide proof of authority, directed trading letters, qualified purchaser or accredited investor letters/certifications, or other information to allow us to manage client assets. (Please refer to "Requirements for Accounts" in Item 7 of this brochure for further information.)

Investment objectives, policies, guidelines, and restrictions/limitations generally are required to be in writing. The scope of our investment discretion is generally described in our investment management agreements with our clients and/or in the disclosure documents for the investment products that we manage. Except for the limited ability to have fees deducted from client accounts as discussed under "Fees and Compensation" in Item 5 of this brochure, and limited circumstances where we are authorized to select custodians for Pooled Investment Vehicles as discussed in Item 15 of this brochure, our investment discretion does not include the ability to withdraw client securities or other assets.

## Item 17. VOTING CLIENT SECURITIES

Certain client accounts to which we provide discretionary investment advisory services have delegated authority to vote proxies to Federated Investment Counseling. Federated Investment Counseling does not charge a separate fee for proxy voting services. The scope of this authority to vote proxies typically is set forth in our investment management agreements with our clients or, in the case of Managed Accounts, in our agreements with the Managed Account Program Sponsors and Platform Providers and the client's Managed Account documentation. With respect to Model Portfolio Management Services and other non-discretionary investment advisory services, we typically will not vote proxies. However, Federated Investment Counseling can provide voting recommendations to such clients or Managed Account Program Sponsors, Platform Providers and Overlay Managers.

The Federated Advisory Companies, which include Federated Investment Counseling, have collectively adopted proxy voting policies and procedures (the Proxy Voting Policy) that they believe are reasonably designed to cast proxy votes in favor of management proposals and shareholder proposals that we believe will enhance the long-term value of the securities being voted in a manner that is consistent with the client's investment objectives. The Proxy Voting Team is a centralized team of dedicated Federated Hermes employees without sales responsibilities. The Federated Advisory Companies have formed an oversight committee (the Proxy Voting Committee) made up of senior investment management professionals and corporate governance experts. The Proxy Voting Committee reviews and approves amendments to the Proxy Voting Policy and grants to the Proxy Voting Team authority to cast votes according to the Proxy Voting Policy.

The Proxy Voting Committee can consider certain proxy voting research provided by third party firms. However, the Proxy Voting Committee does not grant proxy voting authority to the third party firms and considers such research among many factors it deems relevant to making proxy voting decisions to enhance the long-term value of the securities being voted.

Proxies are generally voted consistently on the same matter when securities of an issuer are held by multiple client portfolios. However, they could vote differently for various reasons, including if a particular client's investment objectives, policies or strategies differ from those of other clients in a manner that relates to a particular proposal, if the portfolio manager determines that it is in the best interest of a client to vote differently, or if a client explicitly instructs Federated Investment Counseling to vote differently.

To the extent that we have accepted authority to vote securities in a client's account, a client generally can direct how Federated Investment Counseling votes with respect to a particular ballot question. A client wishing to do so should submit a written instruction to us at the address specified for notices in the client's investment management agreement. Managed Account Program clients could be required to submit a written instruction to the Managed Account Program Sponsor or Platform Provider. Federated Investment Counseling will endeavor to vote in accordance with any such written instructions that are timely communicated to Federated Investment Counseling and received by us reasonably in advance of the time that we submit our votes.

Conflicts of interest arise from time to time between the interests of the Federated Advisory Companies and the interests of our clients. The Proxy Voting Policy includes procedures to address situations where a proxy matter could present a potential conflict between the interests of the client and those of the Federated Advisory Companies and/or their affiliates. If such potential conflicts of interest do arise, the Proxy Voting Team will analyze and document them and ultimately vote the relevant proxies in what the Proxy Voting Committee believes to be the best long-term economic interests of the clients. The Proxy Voting Committee is responsible for monitoring and reporting with respect to such potential conflicts of interest.

If we do not have the authority to vote proxies for a client's account, a client generally will receive proxies or other solicitations from their custodian, transfer agent or other intermediary. If we inadvertently receive a proxy or other solicitation, we will endeavor to return it promptly to the custodian, transfer agent or other intermediary (*e.g.*, a proxy distribution service or, for Managed Accounts, the Managed Account Program Sponsor or Platform Provider if different from the custodian) for the client's account. There is no guarantee that the proxy or other solicitation will be returned either by us or the intermediary prior to the voting deadline. Clients can ask questions regarding particular ballot items by sending us a request in writing at the address specified below. We will endeavor to respond to requests in a timely manner, but there is no guarantee that a response will be received by the client prior to the voting deadline.

We will furnish a copy of our proxy voting policies and procedures to any client upon such client's written request. A client can additionally request at any time a record of all votes cast for its portfolio. The record reflects the proxy issues that we voted for the client during the past year, as well as the position taken with respect to each issue. Written requests should be sent to:

Responsible Investing Office – Proxy Voting Services
c/o Federated Hermes Inc.
1001 Liberty Avenue
Pittsburgh, PA 15222

## Item 18. FINANCIAL INFORMATION

Federated Investment Counseling is not required to include a balance sheet for our most recent fiscal year because we do not require or solicit prepayment of more than $1,200 in fees per client, six months or more in advance. Even though we do not require prepayment of our advisory fees, since we accept discretionary investment authority over client assets as discussed under "Investment Discretion" in Item 16 of this brochure and are deemed to have custody of client assets as discussed under "Custody" in Item 15 of this brochure, we disclose that there are no financial conditions affecting us that are reasonably likely to impair our ability to meet contractual commitments to our clients. We also disclose that we have not been subject to a bankruptcy petition at any time during the past ten years.

## PRIVACY POLICY AND NOTICE

**Last Updated: January 1, 2026**

Federated Hermes, Inc. ("Federated Hermes," "we," "our," or "us") is committed to maintaining the confidentiality, security, and integrity of customer, client, and shareholder information. In this Privacy Notice, we describe how Federated Hermes obtains your nonpublic personal information ("Personal Information"), how it is used, and how it is kept secure.

California Residents: If you are a resident of California, you may have additional rights regarding your personal information. Please review our California Consumer Privacy Act ("CCPA") Notice regarding your rights under the CCPA. The applicable notice may be found here: https://www.federatedhermes.com/us/policies/california-consumer-privacy-act-notice.do.

**Personal Information Federated Hermes Collects**

Federated Hermes may collect Personal Information about you from the following sources:

- We may collect Personal Information from you or your financial representative on account applications, other forms or electronically, such as your name, address, Social Security number, assets, and income.
- We may collect information from you or your financial representative through transactions, correspondence, and other communications, such as specific investments and account balances.
- We may obtain other Personal Information in connection with providing you a financial product or service, such as depository or debit account numbers.

**Information Sharing Policy**

Except as described below, Federated Hermes does not share or disclose client, customer, or shareholder Personal Information. If you decide to close your account(s) or become an inactive customer, we will continue to follow these privacy policies and practices.

Federated Hermes will not disclose Personal Information, including account numbers, access numbers, or access codes for deposit or transaction accounts to any nonaffiliated third party for use in telemarketing, direct mail, or other marketing purposes.

Federated Hermes limits the sharing of Personal Information about you with financial and non-financial companies or other entities, including companies affiliated with Federated Hermes, and other, nonaffiliated third parties, to the following:

- Personal Information that is necessary and required to process a transaction or to service a client, customer, or shareholder relationship. For example, sharing Personal Information with a company that provides account record keeping services or proxy services to shareholders.
- Personal Information that is required or permitted by law. For example, to protect you against fraud or with someone who has a legal or beneficial interest, such as your power of attorney, or in response to a subpoena.
- Some or all of the information described above with companies that perform joint marketing or other services on our behalf. For example, with the financial intermediary (bank, investment advisor, or broker-dealer) through whom you purchased Federated Hermes products or services, or with providers of joint marketing, legal, accounting or other professional services.
- Personal Information (which may include anonymized Personal Information) with third-party vendors that offer Federated Hermes sales data and analytics services, which vendors are subject to confidentiality obligations. These services may include operational assistance, transaction processing, and assisting with sales and marketing efforts.

Notwithstanding any other provision of this Privacy Notice, for the avoidance of doubt, nothing herein prevents reporting possible violations of federal law or regulation to any governmental agency or entity or making other

disclosures protected under the whistleblower provisions of federal law or regulation. However, the protections provided for Personal Information under state and federal privacy law is not superseded by the federal whistleblower rules. As a result, the release of Personal Information, even to a government agency or entity, remains protected under state and federal privacy rules, and could be considered a violation of federal privacy rules, until the SEC or other government entity specifically request the Personal Information to support a claim made by the whistleblower.

**Information Security**

Federated Hermes uses federal guidance and standards to develop and implement its reasonable security safeguards to prevent unauthorized access to and otherwise protect your Personal Information. Specifically, Federated Hermes maintains physical, electronic, and procedural safeguards to protect your Personal Information, and has procedures in place for its appropriate disposal and protection against its unauthorized access or use when we are no longer required to maintain the information. Please refer to our Security Policy for further information regarding how Federated Hermes makes doing business with us online more secure and convenient here: https://www.federatedhermes.com/us/policies/security-policy.do.

If Federated Hermes shares Personal Information, it is made available for limited purposes and under controlled circumstances. We require third parties to comply with our standards for security, confidentiality, and integrity. These requirements are included in written agreements between Federated Hermes and such third-party service providers. Each of the following sections explains an aspect of Federated Hermes' commitment to protecting your Personal Information and respecting your privacy.

**Employee Access to Personal Information**

Federated Hermes employees must adhere to Federated Hermes' security, privacy, and confidentiality policies. Employee access to Personal Information is authorized for business purposes only and is based on an employee's need for the information to service client, customer, and shareholder accounts or comply with legal requirements.

**Visiting a Federated Hermes Website**

- Federated Hermes' website maintains statistics about the number of visitors and the information viewed most frequently. These statistics are used to improve the content and level of service we provide to our clients, customers, and shareholders.
- Information or data entered into a website will be retained. The information we collect depends on how you use our website (see our Cookie Notice at: https://www.federatedhermes.com/us/policies/cookie-notice.do).
- "Cookies" are used to improve your online experience. A cookie is a small file stored on your computer that recognizes whether you have visited our site before and identifies you each time you visit.
- We may also obtain Internet Protocol ("IP") addresses to monitor the number of visitors to the site.

**Restricted Access Website**

Federated Hermes provides restricted sections of its websites for investment professionals and certain customers, clients, or shareholders. Information entered in these sites is only accessible by those individual clients or shareholders, persons with whom they share access information, a limited number of Federated Hermes employees, and Federated Hermes' authorized service providers who maintain website functionality. Federated Hermes does not permit the use of that information for any purpose, or the renting, selling, trading, or otherwise releasing or disclosing of information to any other party.

**Email**

If you have opted to receive marketing information from Federated Hermes by email, we require that all messages include instructions for canceling subsequent email programs. Some products or services from Federated Hermes are intended to be delivered and serviced electronically. Email communication may be utilized in such cases. Please do not provide any account or Personal Information such as Social Security numbers, account numbers, or account balances

within your email correspondence to us. We will not use unsecured email to execute transaction instructions, provide personal account information, or change account registration.

**Surveys / Aggregate Data**

Periodically, Federated Hermes may conduct surveys about financial products and services or review elements of information in an effort to forecast future business needs. We then generate reports that are used for Federated Hermes' own planning, analytical, and other related purposes.

**Changes to Our Privacy Notice**

Federated Hermes reserves the right to modify this Privacy Notice at any time. We will notify you of any changes that may affect your rights under this Privacy Notice.

**We Welcome Your Comments**

Federated Hermes welcomes your questions and comments about this Privacy Notice. Client Service Representatives are available at 1-800-341-7400, Option 4, Monday through Friday from 8:00 a.m. to 6:00 p.m. ET.

This Privacy Notice applies to Federated Hermes, Inc. and each of its wholly owned broker-dealer, investment advisor and other subsidiaries.

**DEBORAH D. BICKERSTAFF**
**1001 LIBERTY AVENUE**
**PITTSBURGH, PENNSYLVANIA 15222-3779**
**(412) 288-8007**

September 1, 2026

Federated Investment Counseling
(including its Federated Hermes CW Henderson division)
1001 Liberty Avenue
Pittsburgh, Pennsylvania 15222-3779
1-800-341-7400 (select option 4)

**This brochure supplement provides information about Deborah D. Bickerstaff that supplements the brochure of the investment advisory firm identified above. You should have received a copy of the brochure for the investment advisory firm identified above. Please contact such investment advisory firm at the number provided above if you did not receive a brochure for your investment adviser or if you have any questions about the contents of this supplement.**

**Additional information about Ms. Bickerstaff is available on the United States Securities and Exchange Commission's (SEC) website at www.adviserinfo.sec.gov.**

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## Item 2: Educational Background and Business Experience

| | |
|---|---|
| Year of Birth: | 1972 |
| Educational Background: | BS - La Roche College |
| Business Background (past five years): | Federated Equity Management Company of Pennsylvania, Sr. Vice President (2020 – present), Portfolio Manager (2013 – present)<br>Federated Investment Counseling (including its Federated Hermes CW Henderson division), Vice President, Portfolio Manager (2013 – present), Investment Adviser Representative (2008 – present)<br>Federated Investors Canada ULC, Advising Representative (2016 – 2021) |

## Item 3: Disciplinary Information

There are no applicable legal or disciplinary events for Ms. Bickerstaff.

## Item 4: Other Business Activities

Investment-Related Activities. Ms. Bickerstaff, as of the date of this brochure supplement, is not engaged in any business activities or occupations that are not related to her responsibilities for the investment advisory firm identified on the cover page to this brochure supplement and affiliated companies.

Ms. Bickerstaff is a supervised person of Federated Equity Management Company of Pennsylvania and Federated Investment Counseling (including its Federated Hermes CW Henderson division), each of which are registered with the SEC as an investment adviser under the Investment Advisers Act of 1940. These registrations do not imply a certain level of skill or training. Federated Hermes, Inc. owns a number of domestic and foreign advisory subsidiaries that are under common control with, and affiliates of, the investment advisory firm identified on the cover page to this brochure supplement. For example, Federated Hermes Limited (FHL), which is a wholly owned United Kingdom-based subsidiary of Federated Hermes, has wholly owned registered adviser subsidiaries, such as Hermes Investment Management Limited, (such registered adviser subsidiaries, the FHL Advisory Companies), as well as, among others, another wholly owned subsidiary, Hermes Equity Ownership Services (EOS), an entity that provides stewardship services, including engagement on environmental, social, corporate governance, strategic and financial matters, and research services. These companies can share certain common managers, trustees, directors, officers, employees and supervised persons with several affiliated registered investment advisers (collectively, the Federated Advisory Companies), registered and unregistered investment advisers affiliated with FHL Advisory Companies, as well as with an affiliated trust company, an affiliated broker-dealer, and other companies, all of which are subsidiaries of Federated Hermes, Inc.

Ms. Bickerstaff is paid a fixed-base salary and a variable annual incentive. Base salary is determined within a market competitive, position-specific salary range, based on the individual's experience and performance. The annual incentive amount is determined based primarily on the performance of the investment accounts, strategies, and/or products (accounts) Ms. Bickerstaff manages, and could also include a

discretionary component based on a variety of factors deemed relevant, such as financial measures and performance. All or a portion of any annual incentive amount can be paid in cash or a combination of cash and restricted stock of Federated Hermes. The allocation or weighting given to the performance of any account, for which Ms. Bickerstaff is responsible, when compensation is calculated, can vary. The performance of any such account could or could not represent a significant portion of the calculation at any point in time (and can be adjusted periodically). Investment performance is based on a variety of factors including performance versus account specific benchmarks. Any individual allocations from the discretionary component can be determined by executive management on a discretionary basis using various factors, such as, for example, on a product, strategy or asset class basis, and considering overall contributions and any other factors deemed relevant (and can be adjusted periodically).

The relationships and compensation arrangements described herein can create actual and potential conflicts of interest for Ms. Bickerstaff, including, among others, with respect to: (i) the amount of time allocated to the management of the accounts for which she is responsible; (ii) the allocation of client brokerage or other business opportunities to counterparties with whom Ms. Bickerstaff has relationships; and (iii) the allocation of investment opportunities among accounts managed by the Federated Advisory Companies and/or FHL Advisory Companies. Other potential conflicts can include, for example, conflicts created by specific investment professional compensation arrangements (including, for example, the allocation or weighting given to the performance of accounts for which Ms. Bickerstaff is responsible when compensation is calculated). These conflicts generally are addressed by the written compliance policies and procedures and the Code of Ethics implemented by the Federated Advisory Companies (including your investment adviser) and through the structuring of compensation arrangements. You should also refer to the brochure for the Federated Advisory Company that is your investment adviser for further information on the actual and potential conflicts of interest that arise for your investment adviser, and how they are addressed.

Substantial Non-Investment Related Activities. Ms. Bickerstaff does not engage in any other non-investment related business activities or occupations that provide a substantial source of her income or involve a substantial amount of her time.

**Item 5: Additional Compensation**

In addition to the compensation (including bonuses) that Ms. Bickerstaff can receive as described under "Other Business Activities," Ms. Bickerstaff could also receive the following forms of compensation from non-clients:

- at management's discretion, become eligible to purchase restricted stock awards (in addition to salary) from Federated Hermes, Inc., and
- certain travel, entertainment and gifts from third parties (such as broker-dealers, issuers, placement agents or service providers) to the extent permitted under a Federated Advisory Company's Code of Ethics or other policies and procedures.

While these benefits are not sales-based compensation, Federated Hermes seeks to ensure they do not influence the advice provided by Federated Hermes personnel. The Federated Advisory Companies have established several controls designed to safeguard client accounts from being negatively affected as a result of compensation arrangements. Trade allocation policies prohibit the consideration of the compensation or other benefits received by the Federated Advisory Companies or their affiliates, or by any of their officers or employees, when allocating trades among participating client accounts or investment products. Portfolio manager and trader relationships with counterparties must be disclosed to the Compliance Department of the Federated Advisory Companies and are monitored on an ongoing basis. The written compliance policies and procedures and the Code of Ethics address and provide oversight of the receipt of entertainment and gifts, when political or charitable contributions can be made, and service on boards of directors/trustees.

**Item 6: Supervision**

The portfolio managers observe the portfolio objectives and special requirements of each account as well as the investment restrictions. Client accounts and/or investment products are reviewed on an ongoing basis by the portfolio manager(s) under general supervision of the Chief Investment Officer(s) for the applicable Federated Advisory Company identified on the cover page to this brochure supplement. Steven A. Chiavarone, CIO Federated Global Equity (212-905-4830), is the person responsible for supervising Ms. Bickerstaff's advisory activities on behalf of the investment advisory firm identified on the cover page to this brochure supplement.

In addition, as part of the regular, ongoing, periodic reviews discussed above, or at other times determined necessary, reviews also are triggered for compliance purposes, such as in connection with monitoring and testing for compliance with investment guidelines and investment restrictions.

**JARED S. HOFF**
**1001 LIBERTY AVENUE**
**PITTSBURGH, PENNSYLVANIA 15222-3779**
**(412) 288-2677**

September 1, 2026

Federated Investment Counseling
(including its Federated Hermes CW Henderson division)
1001 Liberty Avenue
Pittsburgh, Pennsylvania 15222-3779
1-800-341-7400 (select option 4)

**This brochure supplement provides information about Jared S. Hoff that supplements the brochure of the investment advisory firm identified above. You should have received a copy of the brochure for the investment advisory firm identified above. Please contact such investment advisory firm at the number provided above if you did not receive a brochure for your investment adviser or if you have any questions about the contents of this supplement.**

**Additional information about Mr. Hoff is available on the United States Securities and Exchange Commission's (SEC) website at www.adviserinfo.sec.gov.**

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## Item 2: Educational Background and Business Experience

| | |
|---|---|
| Year of Birth: | 1978 |
| Educational Background: | BS - Duquesne University<br>MBA - Carnegie Mellon Tepper School of Business |
| Business Background (past five years): | Federated Equity Management Company of Pennsylvania, Sr. Vice President (2026 – present), Sr. Portfolio Manager (2023 – present), Portfolio Manager (2017 – 2022), Vice President (2015 – 2026)<br>Federated Investment Counseling (including its Federated Hermes CW Henderson division), Sr. Portfolio Manager (2023 – present), Investment Adviser Representative (2013 – present), Portfolio Manager (2017 – 2022) |

## Item 3: Disciplinary Information

There are no applicable legal or disciplinary events for Mr. Hoff.

## Item 4: Other Business Activities

Investment-Related Activities. Mr. Hoff, as of the date of this brochure supplement, is not engaged in any business activities or occupations that are not related to his responsibilities for the investment advisory firm identified on the cover page to this brochure supplement and affiliated companies.

Mr. Hoff is a supervised person of Federated Equity Management Company of Pennsylvania and Federated Investment Counseling (including its Federated Hermes CW Henderson division), each of which are registered with the SEC as an investment adviser under the Investment Advisers Act of 1940. These registrations do not imply a certain level of skill or training. Federated Hermes, Inc. owns a number of domestic and foreign advisory subsidiaries that are under common control with, and affiliates of, the investment advisory firm identified on the cover page to this brochure supplement. For example, Federated Hermes Limited (FHL), which is a wholly owned United Kingdom-based subsidiary of Federated Hermes, has wholly owned registered adviser subsidiaries, such as Hermes Investment Management Limited, (such registered adviser subsidiaries, the FHL Advisory Companies), as well as, among others, another wholly owned subsidiary, Hermes Equity Ownership Services (EOS), an entity that provides stewardship services, including engagement on environmental, social, corporate governance, strategic and financial matters, and research services. These companies can share certain common managers, trustees, directors, officers, employees and supervised persons with several affiliated registered investment advisers (collectively, the Federated Advisory Companies), registered and unregistered investment advisers affiliated with FHL Advisory Companies, as well as with an affiliated trust company, an affiliated broker-dealer, and other companies, all of which are subsidiaries of Federated Hermes, Inc.

Mr. Hoff is paid a fixed-base salary and a variable annual incentive. Base salary is determined within a market competitive, position-specific salary range, based on the individual's experience and performance. The annual incentive amount is determined based primarily on the performance of the investment accounts, strategies, and/or products (accounts) Mr. Hoff manages, and could also include a discretionary component based on a variety of factors deemed relevant, such as financial measures and performance. All or a portion of any annual incentive amount can be paid in cash or a combination of cash and restricted stock of Federated Hermes. The allocation or weighting given to the performance of any account, for which Mr. Hoff is responsible, when compensation is calculated, can vary. The performance of any such account could or could not represent a significant portion of the calculation at any point in time (and can be adjusted periodically). Investment performance is based on a variety of factors including performance versus account specific benchmarks. Any individual allocations from the discretionary component can be determined by executive management on a discretionary basis using various factors, such as, for example, on a product, strategy or asset class basis, and considering overall contributions and any other factors deemed relevant (and can be adjusted periodically).

The relationships and compensation arrangements described herein can create actual and potential conflicts of interest for Mr. Hoff, including, among others, with respect to: (i) the amount of time allocated to the management of the accounts for which he is responsible; (ii) the allocation of client brokerage or other business opportunities to counterparties with whom Mr. Hoff has relationships; and (iii) the allocation of investment opportunities among accounts managed by the Federated Advisory Companies and/or FHL Advisory Companies. Other potential conflicts can include, for example, conflicts created by specific investment professional compensation arrangements (including, for example, the allocation or weighting given to the performance of accounts for which Mr. Hoff is responsible when compensation is calculated). These conflicts generally are addressed by the written compliance policies and procedures and the Code of Ethics implemented by the Federated Advisory Companies (including your investment adviser) and through the structuring of compensation arrangements. You should also refer to the brochure for the Federated Advisory Company that is your investment adviser for further information on the actual and potential conflicts of interest that arise for your investment adviser, and how they are addressed.

Substantial Non-Investment Related Activities. Mr. Hoff does not engage in any other non-investment related business activities or occupations that provide a substantial source of his income or involve a substantial amount of his time.

**Item 5: Additional Compensation**

In addition to the compensation (including bonuses) that Mr. Hoff can receive as described under "Other Business Activities," Mr. Hoff could also receive the following forms of compensation from non-clients:

- at management's discretion, become eligible to purchase restricted stock awards (in addition to salary) from Federated Hermes, Inc., and
- certain travel, entertainment and gifts from third parties (such as broker-dealers, issuers, placement agents or service providers) to the extent permitted under a Federated Advisory Company's Code of Ethics or other policies and procedures.

While these benefits are not sales-based compensation, Federated Hermes seeks to ensure they do not influence the advice provided by Federated Hermes personnel. The Federated Advisory Companies have established several controls designed to safeguard client accounts from being negatively affected as a result of compensation arrangements. Trade allocation policies prohibit the consideration of the compensation or other benefits received by the Federated Advisory Companies or their affiliates, or by any of their officers or employees, when allocating trades among participating client accounts or investment products. Portfolio manager and trader relationships with counterparties must be disclosed to the Compliance Department of the Federated Advisory Companies and are monitored on an ongoing basis. The written compliance policies and procedures and the Code of Ethics address and provide oversight of the receipt of entertainment and gifts, when political or charitable contributions can be made, and service on boards of directors/trustees.

**Item 6: Supervision**

The portfolio managers observe the portfolio objectives and special requirements of each account as well as the investment restrictions. Client accounts and/or investment products are reviewed on an ongoing basis by the portfolio manager(s) under general supervision of the Chief Investment Officer(s) for the applicable Federated Advisory Company identified on the cover page to this brochure supplement. Steven A. Chiavarone, CIO Federated Global Equity (212-905-4830), is the person responsible for supervising Mr. Hoff's advisory activities on behalf of the investment advisory firm identified on the cover page to this brochure supplement.

In addition, as part of the regular, ongoing, periodic reviews discussed above, or at other times determined necessary, reviews also are triggered for compliance purposes, such as in connection with monitoring and testing for compliance with investment guidelines and investment restrictions.

**DANIEL PERIS, PHD, CFA**[i]
**1001 LIBERTY AVENUE**
**PITTSBURGH, PENNSYLVANIA 15222-3779**
**(412) 288-4832**

September 1, 2026

Federated Investment Counseling
(including its Federated Hermes CW Henderson division)
1001 Liberty Avenue
Pittsburgh, Pennsylvania 15222-3779
1-800-341-7400 (select option 4)

**This brochure supplement provides information about Daniel Peris that supplements the brochure of the investment advisory firm identified above. You should have received a copy of the brochure for the investment advisory firm identified above. Please contact such investment advisory firm at the number provided above if you did not receive a brochure for your investment adviser or if you have any questions about the contents of this supplement.**

**Additional information about Mr. Peris is available on the United States Securities and Exchange Commission's (SEC) website at www.adviserinfo.sec.gov.**

## Item 2: Educational Background and Business Experience

| | |
|---|---|
| Year of Birth: | 1964 |
| Educational Background: | BA - Williams College<br>M.Phil - University of Oxford<br>PhD - University of Illinois at Urbana-Champaign |
| Business Background (past five years): | Federated Equity Management Company of Pennsylvania, Sr. Vice President (2013 – present), Sr. Portfolio Manager (2011 - present), Head of Strategic Value Team (2025 – present), Head of Income Equity Group (2023 – 2025), Head of Strategic Value Dividend Team (2016 – 2023)<br>Federated Investment Counseling (including its Federated Hermes CW Henderson division), Sr. Vice President (2013 – present), Sr. Portfolio Manager (2011 - present), Investment Adviser Representative (2007 - present), Head of Strategic Value Team (2025 – present), Head of Income Equity Group (2023 – 2025), Head of Strategic Value Dividend Team (2016 – 2023)<br>Federated Investors Canada ULC, Advising Representative (2015 – 2021) |

## Item 3: Disciplinary Information

There are no applicable legal or disciplinary events for Mr. Peris.

## Item 4: Other Business Activities

Investment-Related Activities. Mr. Peris, as of the date of this brochure supplement, is not engaged in any business activities or occupations that are not related to his responsibilities for the investment advisory firm identified on the cover page to this brochure supplement and affiliated companies, except as discussed below.

Mr. Peris engages in the following investment-related activities that are independent of his responsibilities for the investment advisory firm identified on the cover page to this brochure supplement and affiliated companies. Mr. Peris is a board member, investor in, and provides capital and advice to, a new book author-interview podcast company which reviews books and author interviews. Mr. Peris also owns vehicles through which personal real estate investments are made. These activities are separate from his responsibilities as a supervised person. The time devoted to, and income derived from, such activities can create actual and/or potential conflicts of interest, however it is not expected that this time will be substantial in relation to the time spent performing his normal duties as a supervised person of the advisory firm identified on the cover page to this brochure supplement. As required, these activities have been reviewed and approved by the Compliance Department of the Federated Advisory Companies, which has the authority to prohibit activities if it is deemed to be inappropriate.

Mr. Peris is a supervised person of Federated Equity Management Company of Pennsylvania and Federated Investment Counseling (includng its Federated Hermes CW Henderson division), each of which are registered with the SEC as an investment adviser under the Investment Advisers Act of 1940. These registrations do not imply a certain level of skill or training. Federated Hermes, Inc. owns a number of domestic and foreign advisory subsidiaries that are under common control with, and affiliates of, the investment advisory firm identified on the cover page to this brochure supplement. For example, Federated Hermes Limited (FHL), which is a wholly owned United Kingdom-based subsidiary of Federated Hermes, has wholly owned registered adviser subsidiaries, such as Hermes Investment Management Limited, (such registered adviser subsidiaries, the FHL Advisory Companies), as well as, among others, another wholly owned subsidiary, Hermes Equity Ownership Services (EOS), an entity that provides stewardship services, including engagement on environmental, social, corporate governance, strategic and financial matters, and

research services. These companies can share certain common managers, trustees, directors, officers, employees and supervised persons with several affiliated registered investment advisers (collectively, the Federated Advisory Companies), registered and unregistered investment advisers affiliated with FHL Advisory Companies, as well as with an affiliated trust company, an affiliated broker-dealer, and other companies, all of which are subsidiaries of Federated Hermes, Inc.

Mr. Peris is paid a fixed-base salary and a variable annual incentive. Base salary is determined within a market competitive, position-specific salary range, based on the individual's experience and performance. The annual incentive amount is determined based primarily on the performance of the investment accounts, strategies, and/or products (accounts) Mr. Peris manages, and could also include a discretionary component based on a variety of factors deemed relevant, such as financial measures and performance. All or a portion of any annual incentive amount can be paid in cash or a combination of cash and restricted stock of Federated Hermes. The allocation or weighting given to the performance of any account, for which Mr. Peris is responsible, when compensation is calculated, can vary. The performance of any such account could or cuold not represent a significant portion of the calculation at any point in time (and can be adjusted periodically). Investment performance is based on a variety of factors including performance versus account specific benchmarks. Any individual allocations from the discretionary component can be determined by executive management on a discretionary basis using various factors, such as, for example, on a product, strategy or asset class basis, and considering overall contributions and any other factors deemed relevant (and can be adjusted periodically). Pursuant to the terms of a business agreement, Mr. Peris's annual incentives can include certain guaranteed amounts.

The relationships and compensation arrangements described herein can create actual and potential conflicts of interest for Mr. Peris, including, among others, with respect to: (i) the amount of time allocated to the management of the accounts for which he is responsible; (ii) the allocation of client brokerage or other business opportunities to counterparties with whom Mr. Peris has relationships; and (iii) the allocation of investment opportunities among accounts managed by the Federated Advisory Companies and/or FHL Advisory Companies. Other potential conflicts can include, for example, conflicts created by specific investment professional compensation arrangements (including, for example, the allocation or weighting given to the performance of accounts for which Mr. Peris is responsible when compensation is calculated). These conflicts generally are addressed by the written compliance policies and procedures and the Code of Ethics implemented by the Federated Advisory Companies (including your investment adviser) and through the structuring of compensation arrangements. You should also refer to the brochure for the Federated Advisory Company that is your investment adviser for further information on the actual and potential conflicts of interest that arise for your investment adviser, and how they are addressed.

Substantial Non-Investment Related Activities. Mr. Peris does not engage in any other non-investment related business activities or occupations that provide a substantial source of his income or involve a substantial amount of his time.

**Item 5: Additional Compensation**

In addition to the compensation (including bonuses) that Mr. Peris can receive as described under "Other Business Activities," Mr. Peris could also receive the following forms of compensation from non-clients:

- at management's discretion, become eligible to purchase restricted stock awards (in addition to salary) from Federated Hermes, Inc., and
- certain travel, entertainment and gifts from third parties (such as broker-dealers, issuers or service providers) to the extent permitted under a Federated Advisory Company's Code of Ethics or other policies and procedures.

While these benefits are not sales-based compensation, Federated Hermes seeks to ensure they do not influence the advice provided by Federated Hermes personnel. The Federated Advisory Companies have established several controls designed to safeguard client accounts from being negatively affected as a result of compensation arrangements. Trade allocation policies prohibit the consideration of the compensation or other benefits received by the Federated Advisory Companies or their affiliates, or by any of their officers or employees, when allocating trades among participating client accounts or investment products. Portfolio manager and trader relationships with counterparties must be disclosed to the Compliance Department of the Federated Advisory Companies and are monitored on an ongoing basis. The written compliance policies and procedures and the Code of Ethics address and provide oversight of the receipt of entertainment and gifts, when political or charitable contributions can be made, and service on boards of directors/trustees.

**Item 6: Supervision**

The portfolio managers observe the portfolio objectives and special requirements of each account as well as the investment restrictions. Client accounts and/or investment products are reviewed on an ongoing basis by the portfolio manager(s) under general supervision of the Chief Investment Officer(s) for the applicable Federated Advisory Company identified on the cover page to this brochure supplement. Steven A. Chiavarone, CIO Federated Global Equity (212-905-4830), is the person responsible for supervising Mr. Peris's advisory activities on behalf of the investment advisory firm identified on the cover page to this brochure supplement.

In addition, as part of the regular, ongoing, periodic reviews discussed above, or at other times determined necessary, reviews also are triggered for compliance purposes, such as in connection with monitoring and testing for compliance with investment guidelines and investment restrictions.

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[i] The Chartered Financial Analyst (CFA) designation is issued by the CFA Institute. Candidates must complete a self-study program followed by an examination for each of three levels. Candidates must have an undergraduate degree and four years of professional experience involving certain investment-related activities.

PhD is a globally recognized postgraduate academic degree awarded by universities and higher education institutions to a candidate who has submitted a thesis or dissertation, based on extensive and original research in a chosen field.

**MICHAEL R. TUCKER**
**1001 LIBERTY AVENUE**
**PITTSBURGH, PENNSYLVANIA 15222-3779**
**(412) 288-8098**

September 1, 2026

Federated Investment Counseling
(including its Federated Hermes CW Henderson division)
1001 Liberty Avenue
Pittsburgh, Pennsylvania 15222-3779
1-800-341-7400 (select Option 4)

**This brochure supplement provides information about Michael R. Tucker that supplements the brochure of the investment advisory firm identified above. You should have received a copy of the brochure for the investment advisory firm identified above. Please contact such investment advisory firm at the number provided above if you did not receive a brochure for your investment adviser or if you have any questions about the contents of this supplement.**

**Additional information about Mr. Tucker is available on the United States Securities and Exchange Commission's (SEC) website at www.adviserinfo.sec.gov.**

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## Item 2: Educational Background and Business Experience

| | |
|---|---|
| Year of Birth: | 1970 |
| Educational Background: | BS - Carnegie Mellon University<br>MSIA - Carnegie Mellon University |
| Business Background (past five years): | Federated Investment Counseling (including its Federated Hermes CW Henderson division), Sr. Portfolio Manager ( 2023 – present), Investment Adviser Representative (2017 - present), Portfolio Manager (2017 – 2022)<br>Federated Equity Management Company of Pennsylvania, Sr. Vice President (2020 – present), Sr. Portfolio Manager (2023 – present), Portfolio Manager (2017 - 2022) |

## Item 3: Disciplinary Information

There are no applicable legal or disciplinary events for Mr. Tucker.

## Item 4: Other Business Activities

Investment-Related Activities. Mr. Tucker, as of the date of this brochure supplement, is not engaged in any business activities or occupations that are not related to his responsibilities for the investment advisory firm identified on the cover page to this brochure supplement and affiliated companies.

Mr. Tucker is a supervised person of Federated Investment Counseling (including its Federated Hermes CW Henderson division) and Federated Equity Management Company of Pennsylvania, each registered with the SEC as an investment adviser under the Investment Advisers Act of 1940. These registrations do not imply a certain level of skill or training. Federated Hermes, Inc. owns a number of domestic and foreign advisory subsidiaries that are under common control with, and affiliates of, the investment advisory firm identified on the cover page to this brochure supplement. For example, Federated Hermes Limited (FHL), which is a wholly owned United Kingdom-based subsidiary of Federated Hermes, has wholly owned registered adviser subsidiaries, such as Hermes Investment Management Limited, (such registered adviser subsidiaries, the FHL Advisory Companies), as well as, among others, another wholly owned subsidiary, Hermes Equity Ownership Services (EOS), an entity that provides stewardship services, including engagement on environmental, social, corporate governance, strategic and financial matters, and research services. These companies can share certain common managers, trustees, directors, officers, employees and supervised persons with several affiliated registered investment advisers (collectively, the Federated Advisory Companies), registered and unregistered investment advisers affiliated with FHL Advisory Companies, as well as with an affiliated trust company, an affiliated broker-dealer, and other companies, all of which are subsidiaries of Federated Hermes, Inc.

Mr. Tucker is paid a fixed-base salary and a variable annual incentive. Base salary is determined within a market competitive, position-specific salary range, based on the individual's experience and performance. The annual incentive amount is determined based primarily on the performance of the investment accounts, strategies, and/or products (accounts) Mr. Tucker manages, and could also include a

discretionary component based on a variety of factors deemed relevant, such as financial measures and performance. All or a portion of any annual incentive amount can be paid in cash or a combination of cash and restricted stock of Federated Hermes. The allocation or weighting given to the performance of any account, for which Mr. Tucker is responsible, when compensation is calculated, can vary. The performance of any such account could or could not represent a significant portion of the calculation at any point in time (and can be adjusted periodically). Investment performance is based on a variety of factors including performance versus account specific benchmarks. Any individual allocations from the discretionary component can be determined by executive management on a discretionary basis using various factors, such as, for example, on a product, strategy or asset class basis, and considering overall contributions and any other factors deemed relevant (and can be adjusted periodically).

The relationships and compensation arrangements described herein can create actual and potential conflicts of interest for Mr. Tucker, including, among others, with respect to: (i) the amount of time allocated to the management of the accounts for which he is responsible; (ii) the allocation of client brokerage or other business opportunities to counterparties with whom Mr. Tucker has relationships; and (iii) the allocation of investment opportunities among accounts managed by the Federated Advisory Companies and/or FHL Advisory Companies. Other potential conflicts can include, for example, conflicts created by specific investment professional compensation arrangements (including, for example, the allocation or weighting given to the performance of accounts for which Mr. Tucker is responsible when compensation is calculated). These conflicts generally are addressed by the written compliance policies and procedures and the Code of Ethics implemented by the Federated Advisory Companies (including your investment adviser) and through the structuring of compensation arrangements. You should also refer to the brochure for the Federated Advisory Company that is your investment adviser for further information on the actual and potential conflicts of interest that arise for your investment adviser, and how they are addressed.

Substantial Non-Investment Related Activities. Mr. Tucker does not engage in any other non-investment related business activities or occupations that provide a substantial source of his income or involve a substantial amount of his time.

**Item 5: Additional Compensation**

In addition to the compensation (including bonuses) that Mr. Tucker can receive as described under "Other Business Activities," Mr. Tucker could also receive the following forms of compensation from non-clients:

- at management's discretion, become eligible to purchase restricted stock awards (in addition to salary) from Federated Hermes, Inc., and
- certain travel, entertainment and gifts from third parties (such as broker-dealers, issuers, placement agents or service providers) to the extent permitted under a Federated Advisory Company's Code of Ethics or other policies and procedures.

While these benefits are not sales-based compensation, Federated Hermes seeks to ensure they do not influence the advice provided by Federated Hermes personnel. The Federated Advisory Companies have established several controls designed to safeguard client accounts from being negatively affected as a result of compensation arrangements. Trade allocation policies prohibit the consideration of the compensation or other benefits received by the Federated Advisory Companies or their affiliates, or by any of their officers or employees, when allocating trades among participating client accounts or investment products. Portfolio manager and trader relationships with counterparties must be disclosed to the Compliance Department of the Federated Advisory Companies and are monitored on an ongoing basis. The written compliance policies and procedures and the Code of Ethics address and provide oversight of the receipt of entertainment and gifts, when political or charitable contributions can be made, and service on boards of directors/trustees.

**Item 6: Supervision**

The portfolio managers observe the portfolio objectives and special requirements of each account as well as the investment restrictions. Client accounts and/or investment products are reviewed on an ongoing basis by the portfolio manager(s) under general supervision of the Chief Investment Officer(s) for the applicable Federated Advisory Company identified on the cover page to this brochure supplement. Steven A. Chiavarone, CIO Federated Global Equity (212-905-4830), is the person responsible for supervising Mr. Tucker's advisory activities on behalf of the investment advisory firm identified on the cover page to this brochure supplement.

In addition, as part of the regular, ongoing, periodic reviews discussed above, or at other times determined necessary, reviews also are triggered for compliance purposes, such as in connection with monitoring and testing for compliance with investment guidelines and investment restrictions.

**Certain Disclosures to ERISA Plan Fiduciaries**

Annual Update of Prior Disclosures.
This disclosure is intended to satisfy Federated Investment Counseling's (including its Federated Hermes CW Henderson division's) ("FIC") requirement to update the disclosures ("Prior Disclosures") FIC previously provided pursuant to regulations ("Fee Disclosure Rules") issued by the U.S. Department of Labor ("DOL") under Section 408(b)(2) of the Employee Retirement Income Security Act of 1974 ("ERISA") where either:

- FIC provides services directly to an applicable employee pension benefit plan covered by ERISA (each an "ERISA Plan") or to the named fiduciary (each a "Responsible Plan Fiduciary") responsible for engaging/continuing the services of service providers to the ERISA Plan, such as FIC or
- FIC provides services as a subcontractor to another investment adviser, managed account program sponsor or overlay manager (each a "Primary Service Provider") for use by the Primary Service Provider in providing the Primary Service Provider's required disclosures, or annual updates thereto, to applicable Responsible Plan Fiduciaries.

As applicable, Responsible Plan Fiduciaries and Primary Service Providers should read this disclosure in conjunction with:

- the investment management agreement, program agreement, model provider agreement or other agreement entered into by FIC with (as applicable) the ERISA Plan, Responsible Plan Fiduciary, or Primary Service Provider for FIC's separate investment supervisory or management services, model portfolio management services and/or other investment advisory services (each an "Applicable Agreement");
- FIC's Prior Disclosures; and
- any Summary of Material Changes to FIC's Form ADV, Part 2A, firm brochure provided by FIC, and FIC's Form ADV, Part 2A, firm brochure previously provided by FIC (any Summary of Material Changes and FIC's Form ADV, Part 2A, firm brochure are collectively referred to as FIC's "Brochure").

Summary of Fee Disclosure Rules.
The Fee Disclosure Rules require service providers to an applicable ERISA Plan to disclose to the Responsible Plan Fiduciary comprehensive information about the services provided and compensation received by the service provider in a manner intended to assist the Responsible Plan Fiduciary in:

- assessing the "reasonableness" of total compensation, both direct and indirect, received by the service provider, its affiliates and/or subcontractors;

- identifying any potential conflicts of interest; and

- obtaining the information the Responsible Plan Fiduciary needs to both (x) comply with the Responsible Plan Fiduciary's reporting and disclosure obligations under ERISA and, if applicable (y) satisfy the Responsible Plan Fiduciary's separate investment disclosure obligations to participants in ERISA Plans that allow participants to direct their own investments.

Required Disclosures.
All of the information required to be disclosed by the Fee Disclosure Rules in connection with the services provided by FIC and its affiliates and/or subcontractors is provided in:

- the Applicable Agreement and
- FIC's Brochure.

Where FIC provides its separate investment supervisory or management services, model portfolio management services or other investment advisory services (as applicable) as a fiduciary or investment advisor to an ERISA Plan pursuant to a contractual agreement with the ERISA Plan or its Responsible Plan Fiduciary, in order to assist each Responsible Plan

Fiduciary in its review of the particular items subject to the Fee Disclosure Rules, such Responsible Plan Fiduciary also should have received, upon account inception, a separate letter, "guide" or similar disclosure document expressly intended to assist them in locating where the disclosures required by the Fee Disclosure Rules are set out in their Applicable Agreement and FIC's Brochure (the "Direct Service Provider Initial Fee Disclosures").

Where FIC provides its separate investment supervisory or management services, model portfolio management services or other investment advisory services (as applicable) as a subcontractor to a Primary Service Provider, and the Primary Service Provider has, in turn, entered into a contractual agreement with the ERISA Plan or its Responsible Plan Fiduciary, the Responsible Plan Fiduciary will not have received a Direct Service Provider Initial Fee Disclosure from FIC; rather, FIC made relevant disclosures to the Primary Service Provider (the "Subcontractor Initial Fee Disclosures"), and the Primary Service Provider, in turn, should have made required disclosures directly to the Responsible Plan Fiduciary. For purposes of this disclosure, the Direct Service Provider Initial Fee Disclosures and the Subcontractor Initial Fee Disclosures are referred to collectively, as applicable, as the "Initial Fee Disclosures".

Timing of Required Fee Disclosures.
The required disclosures to each Responsible Plan Fiduciary or Primary Service Provider, as applicable, should have been made not later than immediately prior to the ERISA Plan/Responsible Plan Fiduciary entering into the contract or arrangement with (as applicable) FIC or the Primary Service Provider.

Any updates/changes to the following categories of information (collectively, the "Fee-Related Disclosures") disclosed in the required disclosures must be provided to the Responsible Plan Fiduciary as soon as practicable, but generally not later than 60 days, after the date on which the covered service provider is informed of the change:

- services provided;
- fiduciary status;
- service-provider compensation;
- recordkeeping services (if applicable); and
- manner in which compensation is received.

Responsible Plan Fiduciaries or Primary Service Providers (as applicable) would have received any required disclosures of updates/changes regarding FIC's Initial Fee Disclosures either by a separate notice, an amendment to an Applicable Agreement with FIC, or an interim update to FIC's Brochure (such a notice, amendment, or interim update being an "Interim Fee Disclosure Update"). For purposes of this disclosure, FIC's Initial Fee Disclosures and any Interim Fee Disclosure Updates are referred to collectively, as applicable, as FIC's "Required Fee Disclosures".

Update to FIC's Required Fee Disclosures
Unless a Responsible Plan Fiduciary or Primary Service Provider (as applicable) received an Interim Fee Disclosure Update from FIC, FIC intends this disclosure, which is being delivered with FIC's Summary of Material Changes or updated Brochure (as applicable), as notice that FIC's Required Fee Disclosures continue to be accurate (except to the extent that FIC's Brochure has been changed as reflected in the most recent Summary of Material Changes to FIC's Brochure). To the extent any information described in the items of FIC's Brochure and referenced in the Required Fee Disclosures has changed as described in the Summary of Material Changes, delivery of the Summary of Material Changes (or updated Brochure) and this disclosure is intended to constitute the notice of changes in any Fee-Related Disclosures required by the Fee Disclosure Rules.

Fee Related Disclosure Summary Chart
Regardless of whether a Responsible Plan Fiduciary or Primary Service Provider has been provided with any Interim Fee Disclosure Update, it is possible that the information in the particular items of FIC's Brochure referenced in FIC's) Required Fee Disclosures, and listed in the chart below, may have changed. Accordingly, the following items from FIC's Brochure (including any Summary of Material Changes delivered in connection with its Brochure) should be reviewed (in conjunction with each Applicable Agreement and all prior Required Fee Disclosures) as part of any determination to continue FIC as a service provider or subcontractor to an ERISA Plan.

| Fee-Related Disclosures | Location(s) |
|---|---|
| **A description of the services that Federated Investment Counseling (including its Federated Hermes CW Henderson division) and its affiliates and/or subcontractors ("FIC") will provide to your ERISA Plan.** | **Form ADV:**<br>**Item 4. Advisory Business**<br>**Item 8. Methods of Analysis, Investment Strategies and Risk of Loss**<br>**Item 12. Brokerage Practices**<br>**Item 16. Investment Discretion**<br>**Item 17. Voting Client Securities** |
| **A statement concerning the services FIC will provide as an ERISA fiduciary.** | **This statement is set forth in the Applicable Agreement** |
| **Compensation FIC and related parties will receive from your ERISA Plan** | **Form ADV:**<br>**Item 5. Fees and Compensation; A. Our Advisory Fees**<br>**Item 5. Fees and Compensation; B. How We Charge and Collect Our Advisory Fees**<br>**Item 5. Fees and Compensation; C. Fees and Expenses, Other than Our Advisory Fees** |
| **Compensation FIC and related parties will receive from other parties that are not related to FIC** | **Form ADV:**<br>**Item 5. Fees and Compensation; C. Fees and Expenses, Other Than Our Advisory Fees**<br>**Item 12. Brokerage Practices; A. Selection Criteria for Broker / Dealers; 1. Research and Other Soft Dollar Benefits** |
| **Compensation that will be paid among FIC and related parties.** | **Form ADV:**<br>**Item 4. Advisory Business; E. Our Use of "Shared Personnel" and Third-Party Service Providers** |
| **Compensation FIC will receive if you terminate your Applicable Agreement** | **Form ADV:**<br>**Item 5. Fees and Compensation; D. Obtaining a Refund for Fees Paid in Advance** |
| **The cost to your ERISA Plan of recordkeeping services.** | **FIC does not provide recordkeeping services to the Plan.** |