

ADV Part 2A Brochure

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This Brochure provides information about the qualifications and business practices of Hermes Investment Management Limited. If you have any questions about the contents of this Brochure, please contact us at +44(0)20 7702 0888 or at email address compliance@federatedhermes.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities' authority.

Hermes Investment Management Limited is registered as an Investment Adviser with the SEC under the Investment Advisers Act of 1940, as amended (the "Advisers Act"). Registration of an investment adviser does not imply a certain level of skill or training.

Additional information about Hermes Investment Management Limited is also available on the SEC's website at www.adviserinfo.sec.gov.

Hermes Investment Management Limited

March 2025

Item 2 – Material Changes

Date of previous update: March 29, 2024.

Since filing our last annual update to this Part 2 of Form ADV on behalf of Hermes Investment Management Limited, changes were made to the brochure as follows:

- Update to item 4 to provide further details on the ownership and voting structure and the assets under management figure as at December 2024
- Update to the fee schedule in item 5 removing investment strategies that have closed.
- Update to item 6 to enhance the disclosure of conflicts related to performance-based fees and side by side management and the additional disclosure of the following conflicts:
 - Related to Management of Different Investment Strategies and Certain Pooled Investment Vehicles
 - Related to Affiliated Investment Vehicles
 - Related to the Selection of Investment Vehicles Used for Cash Management Purposes
 - Related to Certain Cross Transactions
 - Related to Certain Investments and Brokerage Practices
 - Other Actual or Potential Conflicts
 - Related to Receipt of Compensation or Benefits, Other than Advisory Fees
 - Related to Personal Trading
 - Related to Voting Securities Held in Client Accounts
 - Related to Information Sharing Among Affiliates
 - Related to EOS
 - Other Conflicts
- Enhanced disclosure of affiliates arrangements in relation to brokers dealers item 10.
- Update to item 17 to provide further details on how the firm addresses conflicts in relation to proxy voting.
- Update to item 14 to disclosure new referral arrangements.
- Remove Part2B brochure supplement.

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Item 4 – Advisory Business

Hermes Investment Management Limited ("HIML") is a UK-based investment management company established in February 1990. HIML is an active asset manager that provides discretionary and non-discretionary asset management services through the management of a range of portfolios covering U.S. and global markets.

HIML forms part of the Federated Hermes group of companies ("Federated Hermes") and is a wholly-owned subsidiary of Federated Hermes Limited ("FHL"), a UK holding company that owns a number of entities, some of which are advisory companies ("FHL Advisory Companies"), which in turn is 100% owned by Federated Holdings (UK) II Limited (a wholly-owned subsidiary of US company Federated Hermes Inc ("FHI")). Federated Hermes Inc is organized as a Pennsylvania corporation and is a publicly owned company (Ticker Symbol: FHI). FHI, 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 FHI 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 FHI's President and Chief Executive Officer and Chairman of its Board of Directors, Mr. J. Christopher Donahue, his brother, Thomas R. Donahue, FHI'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.

FHI owns a number of US and foreign subsidiaries, some of which are US registered investment advisers (together with us, each, as applicable, an Advisory Company and, collectively, as applicable, the Advisory Companies), as well as, among others, EOS at Federated Hermes Limited (EOS), an entity that provides stewardship services, including engagement on corporate governance, environmental, social, strategic and research services (further details in item 10).

Although the FHL Advisory Companies are under common control with, and affiliates of, the other Advisory Companies (together with us, each, as applicable, a Federated Advisory Company and, collectively, as applicable, the Federated Advisory Companies), the disclosure and discussion of the policies and practices of the Federated Advisory Companies herein does not include the FHL Advisory Companies, except where specifically noted, as it is anticipated that the FHL Advisory Companies will generally operate their investment management and trading functions independently.

HIML's primary purpose is to help our clients retire better by providing active responsible investment management.

Alongside this is a commitment to delivering holistic returns – outcomes that consider the impact our decisions have on society, the environment and the wider world.

Due to the ownership structure, there could be a conflict between our ultimate parent (FHI and its advisory subsidiaries, together ("FHI Advisory Companies")) and our clients. To mitigate this, there is an information barrier in place between HIML and FHI Advisory Companies whereby FHI Advisory Companies personnel do not have access to HIML systems and confidential information (further details in item 10). Additionally, information barriers have been implemented among the Advisory Companies and EOS to prevent the exchange of material non-public information among the FHI Advisory Companies, EOS, and the FHL Advisory Companies. It is anticipated that the FHL Advisory Companies will generally operate their investment and trading functions independently, including for purposes of trade aggregation and allocation. There may be instances where there is integration of operations between the FHL Advisory Companies and the FHI Advisory Companies, but there will be limitations surrounding the type of activities that may be integrated. However, when HIML is acting in a sub advisory capacity for FHI Advisory Companies' clients, FHI Advisory Companies will provide coordination and oversight of the investment management activities of HIML and will share certain internally-generated research with HIML subject to the aforementioned information barriers and vice versa.

Type of Services

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 of 1940 (Investment Company Act) that offer shares that are not registered under the 1933 Act (as defined below) (Private Investment Companies) and other pooled investment vehicles

(Pooled Investment Vehicles). FHI 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.

HIML primarily provides investment management services to institutional clients, including pensions, Investment companies, charitable organizations, profit-sharing accounts and pooled investment vehicles which are not registered for public sale in the United States ("private funds"). Private funds may be registered for public sale in other jurisdictions such as Cayman Islands, Ireland or the United Kingdom. Currently, interests in the Cayman Island domiciled private funds are made available to US investors that are accredited investors and/or qualified purchasers as those terms are defined under the federal securities laws, or as otherwise permitted under applicable law. Private funds domiciled in Ireland or the United Kingdom are not registered for sale to US investors.

Segregated Accounts Services

HIML 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 in a range of equities, fixed income, multi-asset and private markets strategies. Such discretionary authority generally does not require prior client consultation. Investments are managed in accordance to an investment management agreement with the Client that describes the Client's investment objectives, strategies, restrictions and guidelines. Private funds are managed only in accordance with their own characteristics and are not tailored to any specific private fund investor (each an "Investor").

Model Portfolio Management Services

HIML also furnishes investment advice and recommendations through the provision of model portfolios for some of its investment strategies and provides periodic updates to the model portfolios ("Model Portfolio Management Services"). HIML typically provides these services to investment advisory firms or other managers ("Overlay Managers"), either directly or through turn-key asset management providers that operate platforms or programs in which Overlay Managers participate. These Overlay Managers utilize HIML's 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. HIML generally does not have investment discretion or trading responsibilities in such arrangements, nor does HIML have an advisory relationship with the Overlay Manager's clients, and does not manage model portfolios on the basis of the financial situation or investment objectives of individual clients that participate in these programs.

Managed Accounts Services

In addition, HIML participates as an investment manager or portfolio manager in certain separately managed account programs (Managed Accounts or Managed Account Programs), through which it provides advisory services to pension plans, charitable organizations, corporations or other business entities, and broker-dealer intermediaries. Managed Account Programs generally are investment programs under which a client is charged a single specified fee for investment advisory services (which may 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, 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 HIML 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 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 and we do not have direct investment management agreements with clients that participate in

Managed Account Programs. 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. 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 HIML and our investment strategy, for the client. We are usually only responsible for managing client assets in accordance with the designated investment strategy. In certain Managed Account Programs, Sponsors and Platform Providers may 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 may 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, must usually be directed through the Sponsor or Platform Provider.

Asset Under Management

As of December 31, 2024, HIML had \$24.7 billion in assets managed on a discretionary basis, and \$136.1 million in assets managed on a non-discretionary basis.

Item 5 – Fees and Compensation

Segregated Account Fees

HIML's standard fee schedule for institutional segregated investment accounts ("Segregated Accounts") for its investment strategies in basis points are as follows:

Strategy	\$50m	\$100m	\$150m	\$200m	\$250m	\$500m	\$1bn
Asia ex-Japan Equity	75	75	75	75	75	75	75
EM Asia (Cayman) Equity	100	100	100	95	90	85	80
Global Emerging Markets Equity	100	70	70	70	70	70	70
Global Emerging Markets ex-China Equity	75	60	60	45	45	45	45
China Equity	75	60	60	45	45	45	45
Global Equity ESG	55	40	40	40	40	40	40
Global Equity Low Carbon	55	40	40	40	40	40	40
US SMID Equity	75	65	65	45	45	45	45
Global Small Cap Equity	75	60	60	60	60	60	60
Global High Yield Credit	60	50	50	35	35	35	35
Sustainable Global Investment Grade Credit	35	30	30	25	25	25	25
Unconstrained Credit	65	50	50	45	45	45	45
Climate Change High Yield Credit	60	50	50	35	35	35	35
Emerging Markets Debt	65	55	55	45	45	45	45
Impact Opportunities Equity	75	60	60	45	45	45	45
SDG Engagement Equity	75	70	70	65	65	65	65
SDG Engagement High Yield Credit	60	50	50	45	45	45	45
Biodiversity Equity	75	60	60	45	45	45	45
Sustainable Global Equity	75	60	60	45	45	45	45
US High Yield Credit	60	50	50	35	35	35	35

- **Direct Lending:**
 - A headline management fee of 75bps
 - A performance fee of 10% over a hurdle of SONIA +461.93bps
- **European Direct Lending:**
 - A headline management fee of 75bps
 - A performance fee of 10% over a hurdle of Euribor +350bps
- **European Direct Lending II:**
 - A headline management fee of 75bps
 - A performance fee of 10% over a hurdle of Euribor +350bps
- **European Direct Lending III:**
 - A headline management fee of 75bps
 - A performance fee of 10% over a hurdle of Euribor +350bps
- **European Real Estate Debt:**
 - A headline management fee of 60bps

Note: fees are subject to negotiation and subject to change.

Please refer to "Conflicts of Interest Relating to Performance-Based Fees" in Item 6 of this brochure for further information regarding actual or potential conflicts of interest that may arise in connection with performance-based fees.

Fees are typically charged quarterly in arrears and there are different calculation methodologies as follows:

- Using the average of the daily NAVs over the period,
- Using the average of the month end values within the period,
- Using the market value of assets on the last trading day of each calendar quarter.

In any partial calendar quarter, fees are pro-rated based on the number of days in which the account is open during the quarter. For purposes of calculating HIML's management fees, the market value of assets in a Segregated Account shall consist of the market value of securities and other investments held in the account and will not be reduced by any margin or other indebtedness of clients with respect to such securities or other investments. Assets of Segregated Accounts that have a business relationship to each other may, at the discretion of HIML, be aggregated for purposes of calculating the management fee applicable to each Segregated Account. In certain circumstances, Segregated Account fees and minimums may be negotiable. To the extent that fees are negotiable, some clients may pay more or less than other clients for the same management services, depending, for example, on account inception date, applicable investment mandates or restrictions, total assets under management by HIML or number of related Segregated Accounts. HIML's

Trade Aggregation and Allocation policy ensures that all clients are treated fairly regardless of the fees charged. See Item 12 below, for HIML's trading policies.

Fees are adjusted and/or calculated on a pro rata basis where:

(i) the effective date is on a date other than the first Business Day of a calendar quarter; (ii) the effective date of termination of the Agreement is on a date other than the last Business Day of a calendar quarter; and/or (iii) where the applicable percentage changes on a date other than the first Business Day of a calendar quarter.

HIML's fees are typically adjusted to reflect deposits or withdrawals during a quarter, by pro-rating the fees (on number of days) within the quarter to before and after the deposits or withdrawal.

Clients' Segregated Account agreements may be terminated in accordance with agreed terms. Typically, a refund of prepaid fees is not applicable as fees are charged in arrears. However, any unearned, pre-paid fees, should they arise, will be refunded. If you have any questions regarding a refund, you may contact your client service representative.

In circumstances where HIML has appointed any of its affiliates as a sub-advisor, they will be compensated by receiving a portion of the fees as per the sub-advisory agreement.

In addition to management fees payable to HIML, transaction costs will be incurred along with other costs such as custodian fees, brokerage fees, wire transfer and taxes charged by service providers such as custodian, brokers and others.

Model Portfolio Management Fees

The fees HIML charges and receives for providing Model Portfolio Management Services generally are asset-based fees that are paid quarterly by, or through, an Overlay Manager, 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 HIML's 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).

Our fees typically may 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. HIML receives from the Overlay Manager a portion of the fees paid by the Overlay Manager's client for its services. HIML is not generally informed of the specific fee arrangements negotiated between each Overlay Manager and the Overlay Manager's clients. HIML's fee for Model Portfolio Management Services may 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 may 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 refer to 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).

Managed Accounts Fees

As discussed in Item 4 of this brochure, Managed Account clients typically pay a single fee or fees (a "wrapped fee") which cover HIML's 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 may be up to 3.00%. Certain Managed Account Program Sponsors or Platform Providers may charge brokerage commission and/or fees separately or as part of the client's overall Managed Account Program fee(s). Some Managed Account Program Sponsors or Platform Providers may also charge a minimum annual Managed Account Program fee to each client that participates in their Managed Account Program. HIML is 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 may be limited to the Managed Account Program fees actually collected by the Managed Account Sponsor or Platform Provider.

Our fees may 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 may 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. HIML 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 may 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 HIML'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 may be available at a higher or lower aggregate cost elsewhere separately or on an unbundled basis. 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.

Private Funds Fees

Fees for each private fund are described in its Private Placement Memorandum ("PPM") or other offering documents.

Private funds are charged a management fee based upon commitments and/or NAV. Private funds may also charge a performance fee in line with the relevant fund's prospectus and/or other offering documents. In addition, there are other costs to the funds such as transaction fees, administration fees and other related expenses which are details in the relevant offering documents. Such charges are exclusive of and in addition to HIML's management fee and HIML will only receive the management fee.

Please refer to "Conflicts of Interest Relating to Performance-Based Fees" in Item 6 of this brochure for further information regarding actual or potential conflicts of interest that may arise in connection with performance-based fees.

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 HIML and our employees and supervised persons. In addition to these conflicts, other actual or potential conflicts of interest arise from HIML's common economic interests with our affiliates (including the other 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 Advisory Companies, and use shared services with other FHL Advisory Companies. As used within this section, "we" shall refer to HIML, 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 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 Segregated Account client for the client's share of the advisory fees, if any, paid to us or the other Advisory Companies by Investment Companies, including no-load funds, Private Investment Companies, or Pooled Investment Vehicles advised by us or other Advisory Companies or distributed by Federated Securities Corp. (Affiliated Investment Vehicles) 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 trustees/directors or other governing body (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 may 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 (v, 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 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 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 Advisory Companies have adopted similar Codes 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.

Conflicts Relating to Performance-Based Fees

HIML 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 may 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, HIML'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. A report is generated on the composition of public market composites and reviewed by the relevant CIO.

Other Conflicts 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. HIML and our employees and supervised persons may have conflicts of interest in allocating their time and services among clients. To address these conflicts, HIML will endeavor to devote such time to each client as HIML 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 may 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. HIML or other Federated Advisory Companies may 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 may be taken for all assets managed by HIML and/or some or all of the other 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, may 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), 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 Managed Accounts managed in the same style and/or other institutional investment accounts (e.g., Segregated 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 may 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 HIML or other Federated Advisory Companies or their affiliates, in which case clients may 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 may 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.

Conflicts Related to Management of Different Investment Strategies and Certain Pooled Investment Vehicles

HIML 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 may seek to participate in a transaction in which another account may have made (or may seek to make) an investment. The two accounts may 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 may 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 HIML and/or the other Federated Advisory Companies may 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 may 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 may 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, our policies and procedures generally prohibit concurrent short and long positions in client portfolios managed pursuant to related strategies by us and/or other Federated Advisory

Companies, unless the concurrent short and long positions are managed by separate investment teams or approved pursuant to an exceptions process. 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.

Conflicts of Interest Relating to Affiliated Investment Vehicles

HIML may 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 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 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, HIML 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 may include Board minutes) and may, 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 may apply, for example as required by applicable law, where advisory fees would be paid twice for duplicative services rendered by HIML or our affiliates.

In certain cases when HIML 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 may in turn invest its cash in another Affiliated Investment Vehicle for cash management purposes; in that case, Clients may bear advisory and other fees paid by such Affiliated Investment Vehicles to HIML 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.

Conflicts of Interest Relating to the Selection of Investment Vehicles Used for Cash Management

When HIML 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. 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 may, 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 HIML 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 may include, in certain cases, Affiliated Investment Vehicles.

For example, since HIML or our affiliates may 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 may 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 may set parameters around the amount of cash that remains uninvested for a particular Managed Account Program or client account, or our client may 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 for 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 may apply, for example as required by applicable law, where advisory fees would be paid twice for duplicative services rendered by HIML or our affiliates.

Conflicts of Interest Relating to Certain Cross Transactions

Trades may be recommended between client accounts for various reasons. Such reasons may include an opportunity to reduce transaction fees or ability to fill sell and purchase orders, when the trade will not disadvantage either client. Such cross transactions create actual or potential conflicts of interest between clients, and for HIML and other Advisory Companies. For example, it is possible that we may 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 HIML nor our affiliates may 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.

Other Conflicts of Interest Relating to Certain Investments 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, HIML, and the other Federated Advisory Companies, have policies in place which 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, may result in trades for a client not being aggregated with

batched trades for other clients of HIML 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, HIML may allot a period of time, which may 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. 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 will execute trades in accordance with the Overlay Manager's policies and procedures, which may result in trades for Overlay Manager clients being effected before, after or at the same time as trades for other HIML clients. Managed Account Programs that require directed brokerage/trading (and other clients who direct brokerage/trading) may 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, HIML 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.

With respect to certain Managed Account strategies, HIML rebalances or optimizes portfolios on a periodic basis, on schedules that generally differ by strategy. Based on market or other events or circumstances, securities may also be bought or sold prior to a scheduled rebalancing. Trading for these strategies is performed by personnel that do not coordinate trading with personnel responsible for trading other client accounts. Consequently, HIML may 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. HIML 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 may receive different prices, either higher or lower, for the same security.

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 HIML, 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 may 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;
- Providing stewardship services, including engagement on corporate governance, environmental, social, matters.

We, or our affiliates, also may 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, 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 may 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. may 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 may 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 Advisory Company, or any other intermediary or service provider that otherwise provides a material source of revenue for us or our related persons. We may 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 may encourage a broker/dealer to refer business to us or our related persons, resulting in higher advisory, servicing or other compensation or other benefits. Whilst HIML does not generate soft dollars and pays for its own investment research, certain FHI Advisory Companies may receive "soft dollar benefits" from certain broker/dealers, as disclosed to clients. The receipt and use of brokerage and research services also creates various conflicts of interest for HIML and our related persons. For example, we may 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.

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 Segregated Account client for the client's share of the advisory fees, if any, paid to us or the other 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.) HIML's trade 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 funds when allocating trades to broker/dealers.

Conflicts of Interest Relating to Personal Trading

HIML, and/or our employees, supervised persons and related persons (e.g., the other Federated Advisory Companies), may 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 may create conflicts of interest. These practices may create actual or potential conflicts of interest for HIML 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 HIML 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 employee may 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 employees 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.

Conflicts of Interest Relating to Voting Securities Held in Client Accounts

As discussed under "Voting Client Securities" in Item 17 of this brochure, HIML will accept the authority to vote securities held in client accounts. Conflicts of interest arise from time to time between the interests of HIML, and our affiliates (e.g., the other Federated Advisory Companies), and the interests of our clients. HIML has adopted procedures to address situations where a matter on which a proxy is sought may present a potential conflict between the interests of the client and those of HIML 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.)

Conflicts of Interest Relating to Information Sharing Among Affiliates

Actual or potential conflicts of interest could arise to the extent that HIML, or our affiliates (e.g., the other Federated Advisory Companies and EOS), share material non-public information related to a security (MNPI). In order to address such potential conflicts and protect client interests, information barriers have been established among the FHI Advisory Companies, the FHL Advisory Companies, and EOS such that personnel of the FHI Advisory Companies, the FHL Advisory Companies, and EOS are generally precluded from sharing non-public investment-related information, including MNPI, across the barriers, except when the FHL Advisory Companies act in a subadvisory capacity for clients of the FHI Advisory Companies, or when the FHI Advisory Companies act in a subadvisory capacity for clients of the FHL Advisory Companies. (In such instances, personnel who collaborate across the Advisory Companies will be subject to limitations on the type of information that can be shared, and all applicable personnel will be subject to the same Code of Ethics.) The Advisory Companies will frequently be required by law in the U.S., the U.K. and certain other jurisdictions, to make regulatory filings based on the investments made and resulting ownership in securities when the ownership of such securities exceeds thresholds specified in relevant law. It is anticipated that the entities will generally operate their investment management and trading functions independently, and will be subject to their own internal trade allocation, and side by side management policies. The FHI Advisory Companies, the FHL Advisory Companies, and EOS may share internally-generated reports published by the FHI 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 Advisory

Companies manage portfolios of private equity investments, and in connection with conducting assessments of and/or holding control positions in such issuers, may 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, HIML and/or the other Federated Advisory Companies may be prohibited from investing in or selling positions held in such issuers. It is possible that future investment products may be mutually developed by the Advisory Companies or that new business initiatives may be entered into among Advisory Companies. These new products or initiatives will be structured with appropriate information sharing limitations specific to that product or initiative.

Conflicts of Interest Relating to EOS

Actual or potential conflicts of interest may 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 may benefit from the opportunity to represent the FHL Advisory Companies, with respect to these services in the aggregate, and consequently broaden the scope of its business. From time to time, certain FHL Advisory Company clients may receive a discount if they also engage EOS to provide services. For example, certain FHL Advisory Company clients may 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 FHL Advisory Company, or if the FHL Advisory Company were to terminate its services to the client. In addition, while FHL Advisory Companies obtain proxy voting reports and recommendations 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.)

Federated may request that some or all of its 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. 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 may 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 voting recommendations that are intended, in part, to limit the reporting obligations of EOS and its clients under U.S. securities laws.

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 may 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 may 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 may 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 HIML 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 may 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 HIML and the other Federated Advisory Companies and through the structuring of compensation arrangements.

Item 7 – Types of Clients

HIML provides investment advisory services to institutional clients, which currently includes the following:

- Pension and profit-sharing plans including pension plans subject to the Employee Retirement Income Security Act of 1974 (ERISA);
- Trusts;
- Estates;
- Charitable organizations;
- Corporations or other business entities;
- Broker-dealer intermediaries;
- Other Investment Advisers;
- Investment Companies.

Accounts Requirements

Clients are required to enter into a written investment management or advisory agreement prior to the establishment of an advisory relationship with HIML, except for Managed Account clients that do not enter into an agreement directly with HIML. Instead, as discussed in Item 4 above, Managed Account clients will enter into an investment management and/or other agreements with the Sponsor or Platform Provider for the Managed Account Program.

Minimum investment can vary depending on the investment strategy, but generally HIML requires a minimum investment of \$50 Million to open a Segregated Account and all mandates must meet a minimum revenue requirement of \$200,000.

HIML's target account size for Managed Account Program accounts is \$100,000 for Equity Accounts and \$250,000 for Taxable Fixed Income Accounts. Certain asset classes may require larger account minimums to seek proper diversification. The minimum account sizes for Managed Account Programs also may differ based on the requirements of the program Sponsors, Platform Providers or Overlay Managers.

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

HIML is an active asset manager that provides discretionary and non-discretionary asset management services through the management of a range of portfolios in equity, fixed income and alternatives. Each of these strategies is conducted by a different investment team within HIML.

Generally, each Segregated Account is managed pursuant to a single strategy determined by the Client and in accordance with investment objectives and guidelines agreed upon (or, in the case of Managed Account Program accounts, provided in the Managed Account Program Sponsor's brochure or other Program documentation).

Equity

HIML equity strategies encompass a variety of investment objectives and styles including value, growth & blend across different geographical regions such as emerging markets, Asia, US & global equities and different market capitalization. The Investment teams use several methods for asset selection which include fundamental analysis, quantitative analysis & qualitative analysis or combinations of all. The teams will use either a bottom-up or a top-down approach or both in their investment process, to identify and buy quality stocks that are attractively priced.

The teams will also integrate ESG along with other factors including business model, financials, cash flow and growth prospects into their investment processes. ESG integration is delivered through HIML proprietary ESG tools. The Investment teams also have access and collaborate with EOS at Federated Hermes Limited ("EOS") staff who provide stewardship services in respect of the portfolios. As discussed under "Conflicts of Interest Relating to Information Sharing Among Affiliates" in Item 6, information barriers have been implemented to prevent the exchange of material non-public information among the FHI Advisory Companies, EOS, and the FHL Advisory Companies.

The teams will use a variety of sources in the screening and selection process including proprietary screening tools, third-party research materials, meetings with company management and industry & sector analyses.

Risk management and monitoring is embedded in the selection and ongoing portfolio monitoring processes using different risk measures and proprietary systems as well as an investment risk oversight role performed by the Investment Risk team.

Fixed Income

HIML Credit's investment philosophy is focused on capital stability and consistency of returns rather than a series of highs and lows. By investing on a global basis, the team seeks to capture valuation anomalies across various geographic

jurisdictions and to capture valuation anomalies that exist within the debt capital structure of companies and across all available debt instruments.

HIML Credit team uses an active, research-intensive investment process to seek superior risk-adjusted returns through top-down and bottom up analysis. The portfolio construction process includes market risk, default risk, rating migration risk and proprietary rating.

Top-down analysis is applied to assess the general credit market and sector condition which determines the overall appetite for credit risk across the portfolios, how the team wants to allocate that risk and depending on the nature of the strategy, whether to employ any defensive or hedging strategies.

The core consideration for the research process is the analysis of the issuer's ability to fulfil its financial obligations and ESG related risks. Experienced portfolio managers/analysts operate on a sector responsibility basis which includes both investment grade and sub-investment grade issuer coverage, and information sharing with HIML's equity teams. The Investment teams also have access and collaborate with EOS staff who provide stewardship services in respect of the portfolios.

Real Estate

HIML Real Estate team provides client-focused property investment solutions through segregated and pooled structures that invest in real estate and real estate debt. The investment process adopts a top-down portfolio risk management and bottom-up property selection to capitalize on mismatch between price and value by targeting assets that are highly competitive within their local marketplaces and which have sustainable income streams. The team seeks to maximize performance on a risk-adjusted basis.

Direct Lending

The Direct Lending team aims to provide attractive risk adjusted returns to investors, yielding a stable income stream and preserving investors' capital by taking a conservative approach to the asset class. The team invests in senior-secured loans to a diverse range of UK and European mid-market businesses. The team undertakes bottom-up fundamental credit analysis of each potential investment, including undertaking management presentations, analyzing financial and commercial due diligence on borrowers and assessing the legal structure, ownership and loan terms.

Following execution, the performance of each borrower is monitored and evaluated: the borrowers report on the company's performance, usually monthly, and every quarter the company is subject to maintenance covenant tests.

Real Estate Debt

The Real Estate Debt strategy aims to provide attractive risk adjusted returns to investors by investing in a diversified portfolio of senior, whole and mezzanine loans secured on

real estate, including, but not limited to, office, retail and logistic assets located in Europe. The team will apply a bottom-up fundamental credit analysis in constructing the portfolio of Investments. ESG considerations will also form part of the portfolio construction and risk management, the team will seek to invest in loans secured by real estate that meets its requisite ESG criteria and, as appropriate, will actively engage with sponsors behind each borrower. The team will also carry out post investment monitoring focusing on the underlying performance of borrowers and their assets against expectations as well as analyzing any ESG risks or issues that may arise during the life of the loan and updating the Investment's ESG score.

In addition to the aforementioned strategies, HIML may, at any time, offer additional strategies which will broadly be similar in their methods of analysis and investment to those described here.

Risks

As with all investments, the strategies outlined above are exposed to many risks and the value of investments and income from them may go down as well as up, and investors may not get back the original amount invested. Performance targets cannot be guaranteed, and past performance is not a reliable indicator of future result.

General risks

- **Market risk** – This is the risk of experiencing losses due to factors affecting the overall performance of the financial markets.
- **Liquidity risk** – This is the risk that an investment held cannot be traded quickly enough to prevent or minimize loss.
- **Currency risk** – This is the risk that return on investments in foreign securities are lower due to fluctuations in foreign exchange rates.
- **Country risk** – This is the risk of experiencing losses or lower returns due to political, social & economic developments in the country or adverse government actions such as nationalization. This can arise when investing in foreign countries particularly less developed ones.
- **Regulatory/Legal risk** – This is the risk that changes in laws and regulations such as restrictions on assets or activities will negatively impact the value or marketability of an investment.
- **Operational risk** – This is the risk of loss resulting from failures in internal procedures, people and systems.
- **Cybersecurity risk** – This is the risk of disruptions causing the inability to transact business, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs associated with Cybersecurity failures or breaches of HIML or its service providers or the issuers of securities in which HIML's has invested.
- **Counterparty risk** – This is the risk of loss from the failure or inability of a counterparty to a transaction to meet its contractual obligations.

- **Leverage risk** – This is the risk of incurring greater losses and increased volatility due to the use of leveraged financial instruments such as derivatives.
- **ESG risk** – An environmental, social, or governance event, or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of the investment.

Equity specific risks

- **Style-specific risk** – This is the risk of loss associated with a particular investment style, for example, growth stocks tend to be more volatile whereas value stocks tend to be more stable.
- **Equity security risk** – This is the risk that the equity security's value declines due to changes in its price due to declines in the company's prospects or its industry or sector.
- **Company size risk** – This is the risk of loss associated with the size of the company invested in, for example, small and medium companies tend to be more volatile and less liquid than larger ones.

Fixed Income/Direct Lending/Real Estate Debt specific risks

- **Default risk** – This is the risk of loss from the issuer of a security not being able to make payment of interest or principal.
- **Interest rate risk** – This is the risk that a change in interest rate has an adverse effect on the values of the assets held.
- **Credit risk** – This is the risk of loss resulting from a borrower's failure to repay a loan.

Real Estate/Real Estate Debt specific risks

- **Real estate valuation risk** – Real estate valuations require a degree of subjective analysis of the fair market value of the underlying assets therefore, there are no guarantees that the value of the investments held will be accurate on a given date nor that the sale of any property will be at a price equivalent to its last estimated value.

This is not an exhaustive list and risks applicable to a strategy or Client's account will depend on the investment objective, style, guidelines and type of securities held. These will be described in more details in any presentations, prospectuses and marketing materials provided and discussions held with clients.

Item 9 – Disciplinary Information

HIML has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Registration as a Broker-Dealer or Broker-Dealer Representative

Neither HIML, nor any of its management person, are registered in the United States as a broker-dealer or as representatives of a broker-dealer.

Registration as a Futures Commission Merchant, Commodity Pool Operator or a Commodity Trading Advisor

Neither HIML nor any of its management persons are registered as Futures Commission Merchant, CPO or CTA. However, HIML has an exemption as a CTA.

Relationship with broker-dealers

As discussed under in Item 4 of this brochure, HIML 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 other Advisory Companies.

(Please refer to Item 6 of this brochure for additional information regarding Federated Securities Corp.'s other activities and related arrangements.)

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

- Jane Lambesis is listed on the Part 1 of HIML, as someone having indirect control of the management or policies.

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

- Rich Novak is expected to be listed as a Director of HAIML and HIML

HIML 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 may invest in companies (such as 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.)

Relationship with other advisers

As per its ownership structure outlined in item 4, HIML is affiliated through common ownership with the following SEC-registered investment advisers:

- Hermes Alternative Investment Management Limited ("HAIML") (an Exempt Reporting Advisers)
- Hermes GPE LLP ("HGPE")
- Hermes GPE (USA) INC ("HGPE USA")
- Federated Advisory Services Company
- Federated Hermes (UK) LLP

- Federated Investment Management Company
- Federated Investment Counselling
- Federated Equity Management Company of Pennsylvania
- Federated Global Investment Management Corp
- Federated MDTA LLC
- Hermes Fund Managers Ireland Limited ("HFMI") (an Exempt Reporting Advisers)

HIML along with HAIML, HGPE & Federated Hermes (UK) LLP are also authorized and regulated by the Financial Conduct Authority ("FCA") in the United Kingdom.

Additionally, HIML is also affiliated with the following foreign advisers:

- HGPE Singapore Pte Limited which is licensed with the Monetary Authority of Singapore ("MAS").
- HFMI which is authorized and regulated by the Central Bank of Ireland ("CBI").
- Federated Investors Australia Services Ltd which is authorized and regulated by the Australian Securities and Investments Commission.
- Federated Hermes Japan Ltd which is authorized and regulated by the Japan Financial Services Agency.

HIML provides portfolio management services to HFMI's range of funds and has Service Level Agreements (SLAs) with and shares some directors and other employees with FHL Advisory Companies. All FHL Advisory Companies have common compliance policies and procedures.

Additionally, HIML may provide sub-advisory services for certain clients of the FHI Advisory Companies, and the FHI Advisory Companies may provide sub-advisory services for certain clients of the FHL Advisory Companies including HIML. 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 may arise in connection with investments in affiliated investment vehicles.

Other relationship

HIML is also affiliated with EOS, an unregulated company that provides stewardship services to HIML and other third-party clients. From time to time, certain HIML clients may engage EOS to provide services at a discounted rate. The cost of such EOS services could increase if the clients were to terminate their arrangement with HIML, or HIML were to terminate its services to the clients.

HIML has controls in place to address the conflicts of interest arising from the relationships discussed above such as information and operational barriers between itself and its affiliates. As discussed under "Conflicts of Interest Relating to Information Sharing Among Affiliates" in Item 6, information barriers have been implemented to prevent the exchange of material non-public information among the FHI Advisory Companies, EOS, and the FHL Advisory Companies.

Item 11 – Code of Ethics

The Federated Hermes Group has a group-wide Code of Business Conduct and Ethics which sets down requirements with regards to personal conflict of interest, payments & gifts, outside business activities, confidentiality, insider trading and fair dealing. Under the Code, all employees have a duty to act in the best interests of its clients and all potential conflicts and violations of the Code must be promptly reported to the Chief Compliance Officer ("CCO"). The Code is designed to ensure that the personal securities transactions, activities and interests of Federated Hermes employees will not interfere with making and implementing investment decisions in the best interest of Clients. As such, it is HIML's expressed policy, as reflected in the Code, that no employee shall prefer his or her own interest to that of a Client or make personal investment decisions based on investment decisions made on behalf of Clients. All employees must acknowledge the terms of the Code annually, or as amended.

Subject to satisfying applicable requirements set forth in the Code, and applicable laws, employees may trade for their own accounts in securities which are recommended to and/or purchased for clients.

Item 6 of this brochure, "Performance-Based Fees and Side by Side Management", contains a detailed discussion of HIML's Code of Ethics and how it addresses conflicts related to HIML'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.)

Under the Code, certain classes of securities have been designated as exempt transactions, based upon a determination that these would not materially interfere with the best interest of clients. The Code requires pre-clearance by Compliance of all non-exempt personal account transactions so that such transactions are consistent with policies and procedures set forth in the policy and the Code. Furthermore, personal trading by employees is monitored by Compliance to reasonably detect and prevent conflicts of interest between the personal interests of such employees and the interests of clients. To permit such monitoring, all employees are required to provide annual securities holding reports to Compliance relating to all securities held in, or transacted on behalf of, their personal accounts.

Conflicts of interest

Examples of Conflicts of Interest that have been identified are as follows:

- There could be a conflict where a member of staff or a related person deals in securities on his/her personal account that the firm buys or sells for clients. To mitigate this, HIML requires staff members to pre-clear transactions in their personal account and implement a monitoring test designed to detect front-running.
- There could be a conflict where either member of staff are offered lavish hospitality by prospects to secure deals or are offering similarly extravagant hospitality to prospects. To mitigate this, HIML has in place a Gifts & Hospitality policy and procedure designed to manage the risk by requiring disclosure and pre-clearance of gifts and hospitalities sent and received by staff.
- There could be a conflict between a member of staff's interests and HIML or its clients' interests arising from that employee outside activities. HIML has put in place an Outside Business Interests policy and procedure which require disclosure and pre-clearance before employees can take up any Outside Business Activity.
- There could be a conflict where a HIML fund or segregated account invests in another FHL or FHI Advisory affiliate fund. This could occur where cash held in one HIML fund/ segregated account is swept into another FHL or FHI Advisory affiliate Money Market Fund, as part of cash management where the investment restrictions allow and both funds have an annual management charge. This is mitigated as no management fee will be charged for the investment made by the HIML fund/ segregated account. 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 may arise in connection with investments in affiliated investment vehicles.
- There could be a conflict to the extent that HIML or its affiliates (e.g., the FHL Advisory Companies, the FHI Advisory Companies and EOS) share material non-public information (MNPI), in particular, in relation to a security or transaction. To mitigate these conflicts and protect the interest of clients, information barriers have been established among HIML and its affiliates such that personnel of HIML, the FHL Advisory Companies, FHI Advisory Companies and EOS are generally prevented from sharing confidential information including, investment or transactions-related information, across the barriers except when the Advisory Companies act in a sub-advisory capacity for clients of HIML or vice versa.

As discussed under "Conflicts of Interest Relating to Information Sharing Among Affiliates" in Item 6, information barriers have been implemented to prevent the exchange of material non-public information among the FHI Advisory Companies, EOS, and the FHL Advisory Companies.

A copy of the Conflicts of Interest policy is available on our website.

An existing or prospective Client may obtain a copy of the Code of Business Conduct and Ethics upon request.

Item 12 – Brokerage Practices

Broker-Dealers Selection Criteria

Depending on the terms of the Client's agreement with HIML, HIML is generally given authority to make the following determinations without obtaining Client consent before effecting transactions:

- Which securities are to be bought and sold;
- The total amount of the securities to be bought or sold;
- The broker or dealer through whom securities are to be bought or sold and;
- The commission rates or prices at which securities transactions for client accounts are effected.

HIML utilizes the central trading desk ("Central Trading") which operates under HIML but is a separate function to the fund management activities. HIML's investment professionals select all Client investments and submit trading requests to Central Trading. There may be instances where Central Trading uses the services of CF Global, who are a specialist execution provider dealing in local markets. However, Central Trading will retain oversight over and monitor the execution quality of CF Global trades.

The Counterparty Credit Risk Policy is established by the Risk team and sets out the framework to monitor and manage counterparty credit risk. HIML transacts with approved counterparties, however, where a client chooses to opt out of the Counterparty Credit Risk policy, requests transacting with counterparties that are not approved by HIML or wishes to specify its own counterparty lists and limits, such instructions take precedent over the Counterparty Credit Risk policy and may include prohibitions / permissions on dealing with certain counterparties. In such cases those instructions must be formally documented.

The process of taking on new counterparties originates from the portfolio management and trading desk and coordinated by a member of the Risk team. The primary determinant of counterparty risk is assessed based on the instrument's trading / settlement method.

An assessment of the counterparty's risk profile is undertaken commensurate to the level of trading risk.

Compliance undertake KYC and AML checks and sanctions screen counterparties on a daily ongoing basis. The Guidelines Monitoring team code and monitor counterparty guidelines. The Legal department arranges the completion of the relevant legal documentation as necessary and Operations facilitate the setup of counterparty risk management controls such as collateral and margin.

Following completion of all required reviews and signoffs, the Risk team will recommend rejection or approval of the counterparty. A list of approved counterparties is maintained by the Risk team.

Where a DVP (Delivery-versus-Payment) or ETD (Exchange Traded Derivative) broker is required for a singular transaction and no permanent relationship is envisaged, a one-off counterparty approval can be granted. A simplified assessment process will be followed.

Best Execution

In seeking best execution of Client transactions, the Dealing Desk considers a number of factors, including price, costs, speed, likelihood of execution and settlement, size, nature or any other consideration relevant to the execution of an order. When assessing the best result the weights given to each trading factor are dynamic and may depend upon several variables such as: The characteristics of the client, the objectives, investment policy and risks specific to the portfolio, the characteristics of the client order, the characteristics of the financial instruments that are the subject of that order and the characteristics of the execution venues to which that order can be directed. Our execution policy is available on our website.

Commission Rates or Equivalents

The Dealing Desk will monitor the expenses incurred for effecting portfolio transactions to the extent consistent with clients' interests and objectives. Although the Central Dealing Desk generally seeks competitive commission rates, it will not necessarily pay the lowest commission or commission equivalent. Commission rates paid for equities may vary depending on the asset class, market (by country), investment style, and type of transaction.

Commissions on exchange traded derivatives are paid to the clearing broker on trade date. They are split into a clearing commission that the clearing broker keeps and an execution commission that the clearing broker pays to the execution broker on receipt of a monthly invoice. Each contract has a different rate that is agreed by the Central Dealing Desk on a transaction-by-transaction basis.

HIML monitors the effectiveness of execution arrangement on a regular basis. As part of the monitoring third party transaction cost analysis is used to monitor the effectiveness of the Central Dealing Desk against the market.

Research or other "Soft Dollar" benefits

To comply with more stringent European Standards, HIML pays for all investment research and does not use soft dollars from dealing commission to pay for research.

Brokerage for Client Referrals

HIML does not receive client referrals from broker-dealers.

Directed Brokerage Accounts

Where a client designates a broker-dealer, or broker-dealers, HIML and the Central Dealing Desk may not be in a position where they can negotiate commission rates or spreads or obtain volume discounts and best price may not be achieved. Trades for a client that has designated a broker or dealer may be placed at the end of batched trading activity for a particular security.

Accordingly, directed transactions may be subject to price movements, particularly in volatile markets, that may result in the client receiving a price that is less favorable than the price obtained for the batched order. Under these circumstances, the direction by a client of a broker or dealer to execute transactions may result in higher commissions, greater spreads, or less favorable net prices than might be the case if Central Dealing Desk could negotiate commission rates or spreads freely, or select brokers or dealers based on best execution. These potential results are particularly relevant if directed accounts are trading after large block trades, involve illiquid securities or occur in volatile markets.

The Central Dealing Desk may execute trades in over-the-counter securities with market makers on a net basis in those securities. Unless, and even if, the designated broker is a market maker in such securities which the Central Dealing Desk may purchase or sell on behalf of these accounts, HIML may be unable to obtain best execution on such transactions.

Trade Aggregation

Segregated Account:

We may aggregate or "bunch" orders being placed for execution at the same time for the accounts of two or more clients where we believe such aggregation is appropriate and in the best interest of clients. This practice may enable HIML and the Central Dealing Desk to seek more favorable executions and net prices for the combined order. All orders placed for execution on an aggregated basis are subject to HIML Trade Aggregation and Allocation policy and Procedures (the "Procedures"). The Procedures are designed to ensure that no client or account will be favored over another. The Procedures are summarized as follows:

All client orders are executed promptly and fairly by Dealing Desk, whose sole responsibility is to obtain best execution. The Dealing Desk does not give unfair preference to any particular client or any group of clients.

The overall goal of these requirements is to treat each account fairly, with no inappropriate biases, while retaining tradable position sizes in each account.

The portfolio manager must determine that the purchase or sale of the particular security order is appropriate for the client and consistent with the client's investment objectives and with any investment guidelines or restrictions applicable to the client's account. In determining to include a Client account in a bunched order, the Central Dealing Desk considers the nature and size of the expected bunched order,

and other factors appropriate under the circumstances. Orders will only be aggregated together if the order parameters match and there are no client restrictions on aggregating orders.

The Central Dealing Desk must reasonably believe that the bunched order is consistent with the overall duty to seek best execution and may benefit each client participating in the aggregated order.

Generally, each client that participates in a bunched order shares in commissions or other transaction costs on a pro rata basis. When a bunched order is partially filled, the securities actually purchased or sold by the close of each business day must be allocated in a manner that is consistent with the initial trade allocation process and that does not consistently advantage or disadvantage particular clients or groups of client accounts. However, adjustments to the allocation may be made to avoid de minimis allocations to Client accounts or to avoid deviations from pre-determined holding limits established for any account.

Model Portfolio:

HIML generally will communicate model changes to Overlay Managers as concurrently as practicable to commencing trading with respect to clients managed on a discretionary basis, or otherwise in a fair and equitable manner designed to address potential conflicts of interest and protect client interests. Overlay Managers have discretion to accept or reject HIML's recommended model portfolio changes and will execute trades in accordance with the Overlay Manager's policies and procedures, which may result in trades for Overlay Manager clients being effected before, after or at the same time as trades for other HIML clients.

Managed Account:

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, HIML and other FHI 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 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 may 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, HIML will execute transactions with other broker/dealers in pursuit of best execution, which transactions may be aggregated with trades for other client accounts. 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.

Certain other Managed Accounts may 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, HIML typically would execute transactions with other broker/dealers in pursuit of best execution, which transactions may be aggregated with trades for other client accounts, and which would result in additional charges to such account.

Similar to Segregated Accounts, Managed Account clients (either directly or through the Managed Account Program Sponsor or Platform Provider) may also expressly limit HIML'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 HIML.

Trading Error

HIML has adopted written policies and procedures that it believes are reasonably designed to identify and resolve errors made in the trade execution and management process ("Trade Errors"). HIML 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 HIML has investment discretion to determine if it is a Trade Error. Regarding Model Portfolio Management Services, HIML also evaluates any exception made 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 HIML's policies and procedures, and obligations under applicable law, HIML strives to identify and resolve Errors 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 results in multiple transactions in a client account, gains and losses on these transactions may be netted in evaluating the net impact of such an Error.

Item 13 – Review of Accounts

Account review

Holdings across client accounts are reviewed continuously. The investment teams meet daily to discuss ongoing market events, as well as company and industry news. The investment teams also hold twice-weekly meetings to focus on their portfolio holdings and risk composition of their strategies.

Performance on all accounts is monitored daily and formal performance reviews for the strategy including attribution analysis are typically conducted monthly. The entire portfolio management team is involved in reviewing client accounts. Compliance performs daily investment restriction monitoring on a pre-trade and post trade basis. Client Guidelines are coded from the Client's Investment Management Agreement (IMA) or the fund prospectus prior to investment and subject to a four eyes coding and testing review.

Client Reporting

The nature and frequency of reports to clients varies and will usually be determined by the specific requirements of each client. All our client reporting is delivered electronically via email with some reporting delivered via client portals or to distributor platforms (applies to our EU products only).

Typically, the types of reports we deliver are as follows:

- Performance Reports – Estimated and Finalized (Returns, Attribution and Contribution)
- Ex Ante and Ex Post Risk Reports
- Investment Reviews
- Bespoke Client Fund/Portfolio Analysis Spreadsheets
- Commentaries
- ESG Risk Reports
- ESG – Carbon Data Reports
- Voting & Engagement Reports
- MiFID II Costs & Charges Reports
- Average Daily Trading Reports
- Valuation Packs including:
 - Transaction statements
 - Asset and Holdings Reports
 - Income & Expenses Reports
 - Currency Breakdown Reports
 - Capital Change Reports

As part of HIML's Model Portfolio Management Services, HIML provides Overlay Managers with model portfolios and updates thereto, and other reports as set forth in its agreement with the Overlay Manager. Overlay Managers may incorporate such reports into the reports the Overlay Managers provide to their clients.

HIML may also 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. The reporting requirements are usually stated in our agreement with the Managed Account Program Sponsor or Platform Provider. Managed Account Program Sponsors and Platform Providers can reasonably modify, duplicate or incorporate such reports into the reports that they provide to Managed Account Program participants.

Item 14 – Client Referrals and Other Compensation

HIML may from time to time compensate, either directly or indirectly, either employees or third parties for Client referrals. Any such referral arrangements will comply with the relevant portions of the Marketing rule (Rule 206(4)-1). In particular, third-party referral arrangements will be pursuant to a written agreement between HIML and the solicitor and all required disclosures will be made.

HIML has an agreement with the below affiliates under which it receives compensation, as agreed from time to time in writing, for referring prospects to them:

- Hermes GPE
- Federated investment Counseling
- Hermes Fund Managers Ireland Limited
- Federated Hermes (UK) LLP
- Federated Securities Corp

Additionally, HIML has an arrangement with the below entities under which it pays them compensation, as agreed in writing, for referring prospective investors to HIML:

- What Is Innovation Limited (third-party)
- Federated Securities Corp (affiliate)

The cost of the referral fees is borne entirely by HIML not its clients.

Some of HIML's clients may retain consulting firms to assist them in selecting investment managers. Some consulting firms provide services to both those who hire investment managers and to investment management firms. HIML may pay to attend conferences sponsored by consulting firms and/or purchase services from consulting firms where it believes those services will be useful in operating our investment management business. HIML's clients and prospective clients should be aware that consulting firms might have business relationships with investment management firms that they recommend to their 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

It is HIML's policy not to accept custody of client funds or securities. We also have policies and procedures designed to prevent us from having inadvertent or deemed custody. From time to time, if custodians or other parties may mistakenly send us share certificates, dividend checks or other client assets; HIML has procedures that require such assets to be returned in a timely manner.

Item 16 – Investment Discretion

HIML usually receives discretionary authority from the client at the outset of a relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives, policies, guidelines and restrictions for the particular client account.

In certain Managed Account Programs, HIML's investment discretion may be limited by policies, procedures and limitations imposed in connection with the Managed Account Programs by the program Sponsor, Platform Provider, custodian or other third parties involved with the administration and management of the Managed Account Program.

HIML's authority to trade securities may also be limited by tax, laws or regulation that require diversification of investments and favor the holding of investments once made.

Before accepting discretionary authority, HIML will discuss with the client, its investment strategy for the client to decide if it meets with their investment objective. Client's investment guidelines and restrictions must be provided to HIML in writing and are usually part of the IMA signed by the Client and HIML.

Item 17 – Voting Client Securities

HIML believes that voting proxies is an important aspect of portfolio management as it represents an opportunity for shareholders to make their voices heard and to influence the direction of a company. HIML is committed to voting corporate proxies in the manner that it reasonably believes serves the best interest of its clients. In accordance with Advisers Act Rule 206(4)-6, HIML has adopted a Proxy Voting Policy and Guidelines ("Proxy Procedures") to vote proxies on behalf of each discretionary Client who has not retained voting authority to itself or delegated voting authority to a third party. With respect to Model Portfolio Management Services and Managed Account, HIML typically will not vote proxies. However, HIML may provide voting recommendations to Overlay Managers as part of the Model Portfolio Management Services or to Managed Account Program Sponsors or Platform Providers.

HIML is affiliated with EOS, an entity dedicated to corporate governance and shareholder voting and will make use of it when carrying out its proxy voting responsibilities. EOS and the Federated Hermes Group have adopted corporate governance standards applicable to proxy voting generally thus, HIML's Proxy Procedures with respect to voting on specific issues are largely governed by this group-wide policy.

HIML considers the enhancement of the long-term value of the securities being voted as a primary factor in its voting decision. Generally, this will mean voting for proposals that HIML believes will

- (a) improve the management of a company,
- (b) increase the rights or preferences of the voted securities or
- (c) increase the chance that a premium offer would be made for the company or for the voted securities. HIML will consider each proxy proposal on its merits and act in the best interest of its clients.

HIML recognizes that under certain circumstances it may have a material conflict of interest in voting proxies on behalf of its clients and in such instances, will consult with the clients on the best course of action.

For each proxy, HIML maintains all related records as required by applicable law. A Client who delegates voting authority to HIML may obtain a copy of the Proxy Policy, or a copy of the specific voting record for his or her account(s) upon request. The Proxy Policy may be amended from time to time.

Item 18 – Financial Information

HIML has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, has not been the subject of a bankruptcy proceeding and is not required to include a balance sheet as it does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.

Item 19 – Requirement for State Registered Advisers

HIML is not registered with any state securities authorities.

This is a marketing communication. It does not constitute a solicitation or offer to any person to buy or sell any related securities, financial instruments or financial products. No action should be taken or omitted to be taken based on this document. Tax treatment depends on personal circumstances and may change. This document is not advice on legal, taxation or investment matters so investors must rely on their own examination of such matters or seek advice. Before making any investment (new or continuous), please consult a professional and/or investment adviser as to its suitability. Any opinions expressed may change. All figures, unless otherwise indicated, are sourced from Federated Hermes.

Federated Hermes refers to Federated Hermes Limited ("Federated Hermes"). The main entities operating under Federated Hermes are: Hermes Investment Management Limited ("HIML"); Hermes Fund Managers Ireland Limited ("HFM Ireland"); Hermes Alternative Investment Management Limited ("HAIML"); Hermes Real Estate Investment Management Limited ("HREIML"); Hermes Equity Ownership Limited ("EOS"); Hermes Stewardship North America Inc. ("HSNA"); Hermes GPE LLP ("Hermes GPE"); Hermes GPE (USA) Inc. ("Hermes GPE USA") and Hermes GPE (Singapore) Pte. Limited ("HGPE Singapore").

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Form ADV Part 2B Brochure Supplement

Hermes Investment Management Limited

US SMID Strategy

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March 2025

This brochure supplement provides information about investment management staff for the US SMID strategy that supplement the Hermes investment Management Ltd (HIML) brochure. You should have received a copy of that brochure. Please contact us at +44 2077020888 or email at compliance@FederatedHermes.com if you did not receive HIML's brochure or if you have any questions about the contents of this supplement.

Mark Sherlock, CFA, FCA – Head of US Equities, Lead Portfolio Manager**Section 2 – Educational Background and Business Experience**

Mark joined the US Equities team in February 2009 as co- manager of the US SMID Cap strategy and became lead manager in October 2013. He was appointed as Head of US Equities in October 2017. Mark initially joined the company in 2005 as an analyst and fund manager on the UK Focus Fund. Prior to this, he was an investment analyst at Rio Tinto Pension Fund, where he had responsibility for the small – and mid-cap portion of the portfolio. Mark qualified as a Chartered Accountant with PricewaterhouseCoopers in 2002. He has a degree in Politics from Durham University, is a CFA charterholder and a Fellow of ICAEW.

Mr. Sherlock was born in 1976.

Section 3 – Disciplinary History

There are no legal or disciplinary events to disclose with respect to Mr. Sherlock.

Section 4 – Other Business Activities

Mr. Sherlock serves as an investment advisor to the Natasha Allergy Research Foundation and the East End Community Foundation (EECF) .

Section 5 – Additional Compensation

Mr. Sherlock does not receive any economic benefit for providing advisory services from any person that is not a client of Hermes Investment Management Limited or its affiliated investment advisers.

Section 6 – Supervision

Mr. Sherlock is subject to HIML's compliance policies and procedures and under general supervision by Federated Hermes' Chief Investment Officer for Equities, Stephen Auth (212-905-4800) and the entity's Senior Management Team (SMT).

Section 7 – Requirements for State-Registered Advisers

HIML is not a state-registered adviser.

Henry Biddle, CFA, ACA – Co-Portfolio Manager, US SMID**Section 2 – Educational Background and Business Experience**

Henry is the deputy portfolio manager of the Sustainable Global Equity Strategy and co-portfolio manager on the US SMID Cap strategy. He joined in March 2012 from UK brokerage firm Peel Hunt, where he was a diversified financial analyst from December 2010 until February 2012. Prior to that, he worked at Deloitte in the banking and capital markets group and in corporate finance from October 2006 until November 2010. Henry has an MA in Classics from Trinity College, Oxford, is a qualified Chartered Accountant and a CFA charterholder.

Mr. Biddle was born in 1982.

Section 3 – Disciplinary History

There are no legal or disciplinary events to disclose with respect to Mr. Biddle.

Section 4 – Other Business Activities

Mr. Biddle is not engaged in any investment related business outside of his role with Hermes Investment Management Limited.

Section 5 – Additional Compensation

Mr. Biddle does not receive any economic benefit for providing advisory services from any person that is not a client of Hermes Investment Management Limited or its affiliated investment advisers.

Section 6 – Supervision

Mr. Biddle is subject to HIML's compliance policies and procedures and under supervision by Mr. Sherlock who can be reached at the number on the cover page of this brochure supplement.

Section 7 – Requirements for State-Registered Advisers

HIML is not a state-registered adviser.

Michael Russell, CFA – Director, Co-Portfolio Manager, US SMID**Section 2 – Educational Background and Business Experience**

Michael joined in March 2014 as the co-manager of the US SMID Cap strategy. Michael was most recently senior portfolio manager of the Global Developed Markets Equity funds at Nomura Asset Management, where he worked for eight years. During this time, he also acted as portfolio manager of the firm's US equity funds for five years from 2005. Earlier in his career, Michael held senior roles managing US equity funds at Merrill Lynch Investment Managers and Mercury Asset Management. He is a CFA charterholder and has an MA in Economics from Cambridge University.

Mr. Russell was born in 1974.

Section 3 – Disciplinary History

There are no legal or disciplinary events to disclose with respect to Mr. Russell.

Section 4 – Other Business Activities

Mr. Russell is not engaged in any investment related business outside of his role with Hermes Investment Management Limited.

Section 5 – Additional Compensation

Mr. Russell does not receive any economic benefit for providing advisory services from any person that is not a client of Hermes Investment Management Limited or its affiliated investment advisers.

Section 6 – Supervision

Mr. Russell is subject to HIML's compliance policies and procedures and under supervision by Mr. Sherlock who can be reached at the number on the cover page of this brochure supplement.

Section 7 – Requirements for State-Registered Advisers

HIML is not a state-registered adviser.

Privacy Notice

This statement sets out how Federated Hermes Limited (“Federated Hermes”) is committed to protecting the privacy and security of your personal data (“personal data”). This notice gives individuals information on how their personal data (i.e. information which directly or indirectly identifies you) is processed. More detailed information can be found on our website [Privacy Policy](#).

Who is Federated Hermes?

Federated Hermes is guided by the conviction that responsible investing is the best way to create long-term wealth. We provide specialised capabilities across equity, fixed income and private markets, in addition to multi-asset strategies and proven liquidity-management solutions. Through our world-leading stewardship services, we engage companies on strategic and sustainability concerns to promote investors’ long-term performance and fiduciary interests. Our goals are to help individuals invest and retire better, to help clients achieve better risk-adjusted returns, and to contribute to positive outcomes in the wider world, in line with [our pledge](#).

Details of affiliated entities forming Federated Hermes Limited can be found in the [Important Information](#) section of our website.

What is Personal data

Personal data only includes information relating to natural persons who can be identified, or who are identifiable, direct from the information in question; or who can be indirectly identified from that information in combination with other information.

What data do we collect?

Federated Hermes Limited is acting as data controller in relation to the information we receive directly or indirectly. We may collect certain personal data with respect to the representatives of institutional clients, other business relationships and employees/applicants, by way of example:

- Name and contact details
- Tax information
- Nationality, passport or other identification documents
- Information on investigations, litigation, court proceedings, civil liabilities or criminal convictions against you
- Where permitted, information received from credit reference agencies, fraud prevention agencies and from other public sources such as Companies House, and
- We monitor and/or record your telephone calls and electronic transactions.

Why do we collect this data?

We will use your personal data for:

- The provision of products and/or services to clients or investors in our funds
- Managing business relationships with you
- Archiving documents (electronic and paper based)
- Detecting and preventing fraud and/or money laundering
- Statistical analysis and assessment,
- Communicating with you, and
- Otherwise as is necessary to comply with applicable laws, regulations and/or codes of practice.

The provision of personal data by you may be necessary in order for us and other third parties (to which personal data is disclosed) to provide you with the requested services, for the performance of any contractual relationship with you and for the other purposes as set out in this notice where in our legitimate interests. Federated Hermes does not sell personal data that is collected from customers.

Will we share your personal data?

We may disclose certain personal data:

- To Federated Hermes which consists of Federated Hermes Limited and its subsidiaries including Hermes GPE LLP (and its subsidiaries)
- To courts, governmental and non-governmental regulators, tax authorities and ombudsmen
- To law enforcement agencies or as otherwise required under law or regulation
- To any third party that acquires, or is interested in acquiring, all or part of our assets or shares, or that succeeds us in carrying on all or a part of its business, whether by merger, acquisition, reorganisation or otherwise

- To credit reference agencies who may use it to perform credit reporting and affordability checks for us and to verify your identity (e.g. age and residence), and to prevent and detect criminal activity, fraud and money laundering and
- To fraud prevention agencies who will use it to prevent fraud and money-laundering and to verify your identity. If fraud is detected, you could be refused certain services, and
- To our agents, advisers or outsource providers in order to provide agreed products or services.

International transfer of information

We may transfer your personal data to recipients (including affiliates of Federated Hermes) located in countries outside of the European Economic Area ("EEA") including in USA, Singapore, Channel Islands, Cayman Islands, Mauritius, India, Philippines, Canada and Australia. In those instances we will take all necessary steps to protect your personal data in accordance with applicable data privacy laws.

Your rights

Under applicable EU & UK data privacy laws, you have the right to:

- Request access to and rectification or erasure of your personal data
- Obtain restriction of processing or to object to processing of your personal data, and
- Data portability (i.e. to request the transfer of personal data from one data controller to another in certain circumstances).

If you wish to exercise any of these rights you should contact the Information Protection Coordinator - details below.

You also have the right to lodge a complaint about the processing of your personal data with your [local data protection authority](#).

Marketing

As a representative of a client, we may contact you occasionally to inform you of products and services we and other members of Federated Hermes provide. We will also respond to enquiries for the request of information.

The Federated Hermes website provides a convenient method to discontinue electronic communication via an "unsubscribe" link tick box via emails. Alternatively you can contact Federated Hermes at marketing@federatedhermes.com to unsubscribe. When visiting our websites, we collect information about you using cookies in order to process your visit, remember your preferences, increase security and analytics on how a visitor uses the website. Further details can be viewed at <https://www.hermes-investment.com/cookies/>.

Data Storage, Security and Retention

Federated Hermes strives to maintain the reliability, accuracy and completeness of all personal data it holds to protect privacy and security at all times. The security measures in place on our websites and computer systems aim to prevent the loss or misuse of the information we hold including 3rd parties. We update and test our security and technology on an ongoing basis. Access to personal data is restricted to those employees responsible for providing benefits or services to you. Employees at Federated Hermes are regularly trained on the importance of confidentiality and keeping your information is kept private and secure.

Subject at all times to applicable laws, we will retain your personal data for a period up to 7 years from the end of the relationship.

Changes to this privacy notice

We may revise and/or supplement our privacy notice from time to time to reflect (including but not limited to), any changes in our business, law, regulation, markets and/or the introduction of any new technology.

Enquiries, requests or concerns

All enquiries, requests or concerns regarding this notice or relating to the processing of your personal data, should be sent to the Data Protection Adviser at Federated Hermes at 150 Cheapside, London EC2V 6ET, United Kingdom or via e-mail to InfoProtect@federatedhermes.com.