Part 2A of Form ADV: Firm Brochure

POLEN CAPITAL CREDIT, LLC

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This Brochure provides information about the qualifications and business practices of Polen Capital Credit, LLC. If you have any questions about the contents of this Brochure, please contact Polen Capital Credit, LLC, a wholly-owned subsidiary of Polen Capital Management, LLC, at (781) 283-8500 and/or at walthamlegal@polencapital.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.

Polen Capital Credit, LLC is a registered investment adviser. Registration of an investment adviser with the SEC, however, does not imply any level of skill or training and no inference to the contrary should be made.

Additional information about Polen Capital Credit, LLC also is available on the SEC's website at www.adviserinfo.sec.gov (click on the link, select "Investment Adviser Search" and type in Polen Capital Credit). Results will provide you with both Parts 1 and 2A of the Form ADV.

Item 2 Material Changes

There have been no material changes to this Brochure since the most recent filing by Polen Capital Credit, LLC ("Polen Credit") with the Securities and Exchange Commission on March 28, 2024.

Please note that Polen Credit has updated certain Items within this Brochure; however, Polen Credit does not consider these other changes to be material to warrant separate disclosure on this page. **Prospective and current clients of Polen Credit should carefully review this entire Brochure.**

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Item 4 Advisory Business

Background

Polen Capital Credit, LLC ("Polen Credit"), which has operated continuously since its inception in 1996, provides investment advice directly to various institutional clients, including corporate pension plans (both domestic and non-U.S.), public retirement plans, and Taft-Hartley plans. Polen Credit also acts as investment sub-adviser to certain U.S. and non-U.S. investment advisers and asset managers; in such capacity, Polen Credit serves as an investment sub-adviser on behalf of certain U.S. open-end investment companies (mutual funds) registered with the Securities and Exchange Commission ("SEC") pursuant to the Investment Company Act of 1940, as amended (the "1940 Act"). In addition, Polen Credit also serves as sole investment adviser to certain mutual funds and exchange-traded funds ("ETFs") registered with the SEC pursuant to the 1940 Act, as well as investment adviser to certain pooled private investment vehicles and one qualifying investor alternative investment fund ("QIAIF") within an Irish Collective Asset-management Vehicle. Since 1997, the firm, which is organized as a Massachusetts limited liability company, has been registered as an investment adviser with the SEC.

On January 31, 2022, Polen Capital Management, LLC ("Polen Capital", and together with Polen Credit, "Polen"), another investment adviser registered with the SEC, acquired 100% of the outstanding membership interests in Polen Credit. Accordingly, as of such date, Polen Credit became a wholly-owned subsidiary of Polen Capital. Furthermore, upon the consummation of such transaction, Stanley Moss, the chief executive officer of Polen Capital, became the Chief Executive Officer of Polen Credit. Shortly following such transaction, Polen Credit changed its name from DDJ Capital Management. Please refer to the Form ADV for Polen Capital for additional information about its respective ownership and operations.

By virtue of owning 100% of the outstanding membership interests in Polen Credit, Polen Capital controls Polen Credit. Polen Capital is employee controlled. Polen Capital is controlled by Stanley C. Moss, Chief Executive Officer of both Polen Capital and Polen Credit; Daniel Davidowitz, a portfolio manager and analyst at Polen Capital; and Damon Ficklin, a portfolio manager and analyst at Polen Capital and head of Polen Capital's Large Company Growth team. By virtue of their control over Polen Capital, the parent company of Polen Credit, Messrs. Moss, Davidowitz, and Ficklin may be deemed controlling persons of Polen Credit.

Finally, Polen Credit also owns 100% of the management series of Polen Capital CLO Management, LLC ("Polen CLO Management"), itself an investment adviser also registered with the SEC, which serves as collateral manager to issuers of collateralized loan obligation securities and to special purpose vehicles entering into short-term and long-term warehouse, repurchase, or other credit facilities to finance the preliminary accumulation and "ramp-up" of loans comprising all or a portion of the initial pool of collateral for any such issuer. Please refer to the Form ADV for Polen CLO Management for additional information about its respective ownership and operations.

Advisory Services Offered by Polen Credit

Polen Credit offers investment advisory services that specialize in identifying investment opportunities among high yield and financially stressed companies operating primarily in the United States. Polen Credit's distinctive investment style generally focuses on the lower tier of the non-investment grade credit markets, particularly high yield bonds and bank loans as well as, to a much lesser extent, distressed debt and reorganized and leveraged equities. In providing such advisory services, irrespective of the specific investment strategy implemented on behalf of a client, Polen Credit adheres to a value-oriented, "bottom-up", fundamental investment approach with an emphasis on downside protection. As part of this fundamental analysis, Polen Credit attempts to create a comprehensive overview of the company targeted for investment by examining both its current and future business prospects. More detailed information regarding Polen Credit's advisory services, its method of analysis, and the significant investment strategies that Polen Credit pursues on behalf of its clients is set forth in Item 8 of this Brochure.

Although Polen Credit pursues highly focused investment strategies, Polen Credit nonetheless customizes its advisory services to the individual needs and requirements of its institutional clients, which may choose to establish separately managed accounts with Polen Credit. Such clients may, and frequently do, impose restrictions on investing in certain securities or types of securities, as further set forth in the applicable written advisory agreement(s) entered into with Polen Credit.

In 2016, Polen Credit initially became a signatory to the United Nations-supported Principles for Responsible Investment ("UNPRI"). In 2022, following the acquisition of Polen Credit by Polen Capital, Polen Credit and Polen Capital elected to combine as a single UNPRI signatory (under the Polen Capital name). The UNPRI initiative is based on six principles that address the integration of environmental, social and governance ("ESG") factors into investment decision-making practices. As part of this commitment to the UNPRI, Polen Credit has agreed to integrate ESG factors, where appropriate and consistent with its fiduciary duty to its respective clients, into its investment research and portfolio construction process, and annually report such ESG efforts to the UNPRI on a comprehensive basis. However, Polen Credit does not systematically apply specific ESG and/or other socially responsible exclusionary restrictions (*e.g.*, an investment restriction with respect to securities issued by companies developing cluster munitions) in its client portfolios unless specifically directed to do so by a client.

Polen Credit does not participate in a wrap fee program.

Assets Under Management

As of February 28, 2025, Polen Credit managed approximately $6.4 billion of assets held in either separately managed accounts or pooled investment vehicles (including private investment funds as well as proprietary U.S. mutual funds and an Irish-domiciled QIAIF). All such assets are managed by Polen Credit on a discretionary basis, although certain funds and accounts are in their wind-down or termination stage and accordingly Polen Credit is no longer making any new investments on their behalf. In addition to the foregoing, Polen Credit has entered into an investment advisory agreement with a family office client whereby Polen Credit has agreed on its behalf to execute client-directed trades in the high yield bond primary market. As Polen Credit does not provide any continuous and regular supervisory or management services with respect to such non-discretionary account, Polen Credit does not manage any specific amount of assets with respect to such client.

Item 5 Fees and Compensation

Compensation for Advisory Services and Expenses

Polen Credit's compensation for its discretionary advisory services comprises either one or two components. The first component is an asset-based (management) fee, which generally ranges from approximately 0.20% to 1.00% of the market value of assets under management depending on the specific investment strategy pursued. Typically, as the total amount of assets managed by Polen Credit on behalf of a particular client increases in excess of certain standard or client-specific breakpoints for a particular investment strategy, the marginal asset-based management fee rate, as well as the average asset-based management fee rate, charged by Polen Credit declines. In all cases, Polen Credit charges its clients such fee in arrears on a monthly or quarterly basis depending on the terms of the specific client mandate. Depending on the underlying terms of a client arrangement, Polen Credit may also aggregate the assets under management of related or otherwise affiliated client accounts when determining the specific breakpoints and the applicable asset-based fees for such clients.

The second component of Polen Credit's compensation, which is applicable only for certain investment products managed or advised by Polen Credit, is a performance-based fee. Such component may be structured on an absolute basis (and therefore tied to the overall profitability of the particular client fund/account under management) or on a relative basis (and therefore tied to investment outperformance with respect to a designated benchmark index). In each case, such performance-based component may be subject to a cap and/or other limitations depending on specific client arrangements.

Clients pay performance fees, in whole or in part, based on mark-to-market performance, including unrealized appreciation on assets, at the end of a period (typically measured at year-end though in some cases over a longer, multi-year period or a shorter interim period in connection with a partial or full withdrawal of assets by a client or investor). The payment of such performance-based amounts may be subject to a "high water mark" and/or a hurdle rate.

Any such performance fees will be computed and charged, to the extent applicable, by Polen Credit in accordance with the terms of the applicable governing documents for such client, as well with Section 205 of the Investment Advisers Act of 1940, as amended (the "<u>Advisers Act</u>") and Rule 205-3 (including the client qualification provision) promulgated by the SEC thereunder.

With respect to Polen Credit's single advisory engagement for which Polen Credit does not exercise investment discretion, the client has agreed to compensate Polen Credit with a fixed annual fee (payable on a quarterly basis in arrears), irrespective of the extent of any actual portfolio trading executed by Polen Credit at the request of such client.

Given the investment vehicles presently under management, Polen Credit does not charge any of its clients fees that are payable in advance. In one instance, Polen Credit manages a non-fee paying investment vehicle in conjunction with certain investment products managed by an affiliate.

<u>Advisory Fee Arrangements</u>

With respect to clients that establish a separately managed account (as well as any investment fund comprising either a single, dedicated third party investor or an affiliated group of investors), Polen Credit typically negotiates its fees on an individual basis taking into account the particular investment strategy to be pursued, the degree of management involved, the size of the account and overall client relationship, the particular client type, the complexity of the investment guidelines, the extent of the reporting requirements, and other relevant considerations. However, with respect to each of its significant investment strategies, Polen Credit has adopted a "standard" fee schedule that is provided to prospective clients upon request. With respect to the payment of such fees, a separate account client may either make payment to Polen Credit outside of the managed account or instruct its custodian (which is selected by the client) to deduct such fees directly from the assets held within the managed account. In most cases (except for when a third-party administrator oversees the process), Polen Credit provides the client with a detailed invoice of the applicable fee (including any performance-based component) for the advisory services rendered.

Notwithstanding the foregoing, Polen Credit may be limited in its ability to negotiate certain separately managed account fee schedules for future clients (or otherwise revise fee schedules for certain existing clients), in part due to the terms of its existing client contracts, some of which require equivalent ("most favored nation") pricing. Pursuant to those agreements, Polen Credit is generally required to offer such client the same fee schedule that it offers to other similarly situated clients (*e.g.*, clients that have a similar or smaller account size, are pursuing the same or substantially the same investment mandate and strategy, and/or are receiving from Polen Credit substantially the same services as the client with the "most favored nation" pricing provision, among other factors that may be evaluated by Polen Credit on a case-by-case basis in reaching such a determination).

Polen Credit may negotiate the fees charged to the underlying investors in its pooled investment vehicles depending on applicable facts and circumstances. Furthermore, depending on the circumstance, Polen Credit may either deduct such fees directly from the investor's assets within the pooled investment vehicle managed by Polen Credit or otherwise invoice the investor separately outside of such vehicle. Finally, Polen Credit typically waives both management and performance fees with respect to any assets invested by Polen employees in its pooled private investment vehicles.

It is critical that clients of Polen Credit as well as prospective investors refer to their respective governing documents for a complete understanding of how Polen Credit is compensated for its investment advisory and other services.

<u>Additional Fees and Expenses</u>

The applicable advisory agreement for each client will typically set forth any other types of fees or expenses that clients may incur in connection with Polen Credit's advisory services. Such expenses may include, without limitation, brokerage fees and commissions, settlement-related fees, legal fees, and other expenses incurred in connection with the actual or proposed acquisition of an investment or in connection with the enforcement of a client's rights and remedies as a holder of such investment.

Specifically with respect to pooled investment vehicles, which are more costly than a separate account for Polen Credit to both establish and manage, detailed information regarding the expenses expected to be incurred by such pooled investment vehicle (including, without limitation, certain organizational expenses, outside counsel expenses incurred in connection with the investing activities of such pooled vehicles, and ongoing custodian, administration, audit, and tax preparation fees) is typically set forth in the applicable offering document or otherwise separately disclosed to the investor. In addition, with respect to the U.S. mutual funds and ETFs managed by Polen Credit, investors may incur additional fees for distribution (pursuant to Rule 12b-1 promulgated by the SEC under the 1940 Act) on certain share classes, in addition to certain other expenses applicable for all investors as further detailed in the prospectus for the respective mutual fund or ETF. Further, U.S. mutual fund investors may also be subject to fees for sub-transfer agent/record keeper services.

To the extent that expenses (*e.g.*, brokerage commissions) are incurred concurrently by multiple clients, Polen Credit will generally allocate such expenses on a *pro rata* basis, based on the investments purchased, sold or held, as applicable, provided that Polen Credit may adjust such allocation if it believes in good faith that such adjustment is fair and equitable to the affected clients under the circumstances. For more information regarding brokerage and other transaction costs, please refer to Item 12 of this Brochure.

Valuation of Illiquid Assets

Typically, a portion of the assets held by Polen Credit client portfolios, many of which target investments in the lower rated tier of the below investment grade market, may be illiquid or otherwise hard to value as a result of a thinly traded or otherwise inactive secondary market. The percentage of such illiquid assets relative to total portfolio size will vary from client to client based on the investment strategy selected, each client's specific investment guidelines and restrictions, applicable regulatory requirements, and then-current investment opportunities available in the high yield market, among other factors.

In such circumstances where there are limited or no observable market inputs, Polen Credit internally "fair values" such investments in a manner consistent with applicable accounting principles and standards. Because Polen Credit receives an advisory fee from its clients typically based on the periodic value of assets under management, Polen Credit may have an incentive to inflate the value of such "fair valued" assets, thereby increasing the fees payable to Polen Credit by its clients. Although the custodians or fund administrators, as applicable, for Polen Credit's clients are generally ultimately responsible for determining the value of the portfolio on which fees are calculated, these service providers will typically rely upon Polen Credit for certain financial information (not generally available to the public) as inputs into the analysis or for fair value recommendations in order for them to appropriately value these types of less liquid investments.

To address this potential conflict of interest, Polen Credit has adopted rigorous valuation procedures, which include, without limitation, (i) the preparation of written fair value reports that set forth in reasonable detail the fair value of such illiquid or hard-to-value investments as of the applicable valuation date; (ii) a monthly review of the valuation of such investments by senior operations personnel for Polen Credit; and (iii) a quarterly review of such investments by the Polen fair valuation committee, which includes senior members of the legal/compliance, operations and investment teams (including the Chief Compliance Officer of Polen Credit). On occasion, the fair valuation committee may approve the engagement by Polen Credit of an independent third-party valuation expert to separately value certain of these fair valued investments (*e.g.*, a substantial private equity position) held within Polen Credit client portfolios. Polen Credit will then typically incorporate such third-party valuation assessment into its own determination of the fair value of such investment itself. Furthermore, on an annual basis, the independent auditors for each of Polen Credit's pooled investment vehicles as well as for many of Polen Credit's separate account clients perform certain audit procedures with respect to the valuations of those assets held by such clients that have been internally fair valued by Polen Credit. Polen Credit believes that this auditing process provides an additional safeguard that reduces the risk that Polen Credit could inappropriately inflate such valuations. More information regarding Polen Credit's valuation policies and procedures concerning hard-to-value investments is available upon request.

Compensation of Personnel

To the extent that Polen Credit and its parent company, Polen Capital, do not properly align their personnel with compensation incentives consistent with their clients' objectives, a conflict of interest may arise between Polen Credit and its clients. To address this potential conflict of interest, Polen Capital has adopted a remuneration policy applicable to Polen Credit, which is designed to support the firm's recruitment, development, and long-term retention of talented professionals by aligning compensation and associated incentives with the firm's overall business strategy. A compensation committee that comprises certain senior employees of Polen Capital oversees the firm's remuneration practices generally.

Pursuant to the remuneration policy, Polen Credit attempts to award all short-term and long-term variable remuneration to its personnel in a manner that is consistent with sound risk management principles, does not induce excessive risk taking by firm personnel, and is otherwise in line with Polen Credit's business strategy, objectives, values, and long-term interests (including retention). For example, Polen Credit attempts to appropriately balance and constrain incentives for its personnel to take risks (*e.g.*, by investing client portfolios in a more speculative but higher yielding credit) with incentives to manage risk (*e.g.*, by taking steps to maximize downside protection with respect to any individual credit, a central tenet of Polen Credit's investment philosophy). Similarly, the performance-based remuneration component of personnel in control functions (*e.g.*, compliance, finance, and accounting) is based on function-specific objectives and not determined with respect to company-wide performance criteria (*e.g.*, asset and revenue growth). Furthermore, Polen Credit also attempts to appropriately manage and limit the influence of the investment function with respect to the remuneration of the various control functions within the firm in an effort to ensure their relative independence.

Finally, neither Polen Credit nor any of its personnel receive any compensation, such as asset-based sales charges or service fees, specifically related to the purchase or sale of securities associated with investment products managed by Polen Credit.

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

Allocation of Trades

As described above in Item 5 of this Brochure, Polen Credit charges certain clients performance-based fees, which are based on either total return or relative outperformance over an agreed-upon benchmark, in each case over a certain period of time as set forth in the governing agreement with respect to such arrangement. Further, Polen Credit manages accounts for which Polen Credit charges a performance-based fee, coupled with an asset-based fee component, and accounts for which Polen Credit charges solely an asset-based fee component. Arrangements with affiliates can create a conflict of interest in that Polen Credit might appear to have an incentive to favor affiliates. Polen Credit recognizes the conflicts that can arise with performance fee structures and/or proprietary and affiliate investments and seeks to mitigate these and other potential conflicts between accounts through its initial order and allocation guidelines.

Because client accounts with such different fee structures nonetheless may pursue similar investment strategies and objectives and accordingly invest in names that overlap amongst such portfolios, Polen Credit and its portfolio managers face a potential conflict of interest when concurrently managing these accounts, as Polen Credit may have an incentive to direct its best investment ideas to, or allocate or sequence trades in favor of, those accounts for which Polen Credit receives a performance-based fee (or, in the case of a Polen Credit affiliate, an incentive allocation). In certain circumstances, this type of fee arrangement may provide Polen Credit with a potential incentive to make investments that are riskier or more speculative than would be the case in the absence of such a performance-based fee or allocation. In addition, certain clients that pursue similar investment strategies, but do not pay Polen Credit performance fees, nonetheless have different investment advisory fee schedules from each other, which can also create an incentive for Polen Credit to allocate more attractive investment opportunities to those clients that Polen Credit charges higher investment advisory fees.

Polen Credit owes a fiduciary duty to its clients to not favor the account of one client over that of another, without regard to the types and amounts of fees paid by those accounts. Accordingly, to address the potential conflict of interest outlined above, Polen Credit adheres to written initial order and allocation guidelines, which are designed to ensure the fair and equitable allocation of investment opportunities across all of Polen's client accounts without regard to fee structure while also seeking to maintain consistent concentrations of positions across clients pursuing similar investment strategies. The initial order and allocation guidelines are also structured in a manner to enable the effective deployment of capital across client accounts in different stages of operation.

Pursuant to these allocation guidelines, a portfolio manager, in determining whether or not to place an order for a security that may be suitable for more than one client, will generally evaluate several factors, in light of the facts and circumstances existing at time of trade, the most important of which is the client's investment strategy and whether/how the security under consideration fits within such investment strategy. In addition, when choosing to place an order on behalf of any client, a portfolio manager will typically evaluate other factors, such as cash availability, ongoing cash inflows and outflows, specific investment guidelines and restrictions, appropriate position size, and applicable regulatory considerations (including, without limitation, the rules promulgated by the SEC under the 1940 Act). Accordingly, Polen Credit will not necessarily manage such portfolios in the same manner, and there is no requirement that Polen Credit use identical investment practices consistently across all portfolios. In particular, different client investment restrictions will lead to the use of different investment practices with respect to portfolios for which Polen Credit is nonetheless employing a similar investment strategy. As a result, although Polen Credit manages numerous portfolios with comparable investment objectives, the investment decisions relating to these accounts, and the performance resulting from such decisions, may differ from portfolio to portfolio.

Generally, Polen Credit allocates an order on a *pro rata* basis amongst the client accounts pursuing the same investment strategy as one another, however Polen Credit's allocation guidelines permit orders for client accounts with a significant cash position (e.g., newly-incepted client accounts that are being "ramped up" or that have otherwise received a material inflow) to be prioritized. In cases where Polen Credit does not allocate an order on a *pro rata* basis amongst the client accounts pursuing the same investment strategy as one another for a reason other than a client account's significant cash position, Polen Credit requires that a member of the trading team designate a brief allocation rationale within the firm's trade order management system as to why the order deviated from a strict *pro rata* methodology. A member of the firm's compliance staff separately reviews a sampling of such rationales as part of the firm's annual compliance review conducted pursuant to applicable requirements under the Advisers Act.

Furthermore, certain client accounts that include a performance-based fee component may pursue more complex and legally intensive investment strategies. Accordingly, such accounts may receive a different allocation or weighting of certain investment opportunities compared with other accounts pursuing a less demanding or complex investment strategy (that may or may not include a performance-based fee component). In determining the order allocation for a proposed investment that may be suitable for more than one client, pursuant to Polen Credit's written allocation guidelines, each Polen Credit portfolio manager is expressly prohibited from taking into consideration the compensation paid to Polen Credit or its affiliates potentially resulting from any performance-based fee attributable to certain client fee arrangements; rather, a portfolio manager will evaluate the factors set forth above (and, most importantly, the designated investment strategy pursued) in determining the allocation of a specific investment opportunity amongst all client accounts participating in an order (or whether a client participates at all), irrespective of fee structure. Finally, any inappropriate favoritism of one client over another client would constitute a breach of Polen Credit's fiduciary duty and is prohibited.

Allocation of Executed Orders

Once Polen Credit has executed a trade on behalf of a client or clients, such trade will be allocated pursuant to Polen Credit's written allocation guidelines. Generally, such trades will be allocated in accordance with the actual order placed by the portfolio manager(s), as reflected within Polen Credit's trade order management system. Notably, orders placed for clients of Polen CLO Management may be executed side-by-side with similar orders that are also placed for funds and/or accounts managed by Polen Credit, as each investment adviser is governed by the same allocation guidelines consistent with the methodology described below.

In cases where an executed trade only partially fills a trade order, securities purchased or sold generally will be allocated amongst participating clients (including, for the avoidance of doubt, clients of Polen CLO Management) on a *pro rata* basis based on order size (subject to automatic rounding of odd-lot amounts by Polen's trade order management system). Notwithstanding the foregoing, the initial order and allocation guidelines permit Polen Credit (or Polen CLO Management, as the case may be) to prioritize orders for clients with a significant cash position (*e.g.*, newly-incepted clients that are being "ramped up" or that have otherwise received a material inflow) over other clients without a significant cash position, such that Polen Credit can allocate to those clients first up to the actual order amount before then allocating the balance of the executed order, if any, pursuant to the *pro rata* methodology described above.

Any exceptions to the written allocation guidelines must be approved by the Chief Compliance Officer or an authorized designee. In such circumstances, the Chief Compliance Officer (or an authorized designee) may approve a non-*pro rata* allocation if there is a limited supply for a particular security or investment opportunity and a *pro rata* allocation would result in certain accounts receiving position sizes that the portfolio manager believes are too small to effectively manage given the parameters of the particular investment strategy pursued. In these cases, Polen Credit's portfolio managers will make allocations that reflect a number of other factors based on Polen Credit's good-faith assessment of the investment opportunity relative to the objectives, limitations, and requirements of each client account. The involvement of the Chief Compliance Officer (or an authorized designee) in such determinations serves as a check on the ability of a portfolio manager to improperly reallocate limited or more profitable investment opportunities to higher fee-paying accounts on a post-trade basis. Nonetheless, client accounts that either receive a less than *pro rata* (or no) allocation of an investment opportunity that performs well may experience lower performance returns overall as compared with other clients pursuing a similar investment strategy.

Furthermore, circumstances may arise prior to the settlement date whereby Polen Credit may desire to reallocate a pending transaction amongst participating client accounts. Examples may include an order that did not satisfy a particular client's investment guidelines but was not otherwise identified as problematic at the time of trade by the compliance rules programmed into Polen Credit's trade order management system, or an order that would breach an investment guideline as a result of ensuing market price movements or client account redemptions that occur on a post-trade but pre-settlement basis. Any such trade reallocation, which occurs on a very infrequent basis, must be otherwise approved by the Chief Compliance Officer (or an authorized designee) in a fair and equitable manner at all times consistent with Polen Credit's fiduciary obligations to each client affected by such reallocation.

Portfolios are monitored by Polen Credit's compliance personnel for consistency with client objectives and restrictions, and the Chief Compliance Officer (or an authorized designee) conducts a review no less frequently than annually to confirm that Polen Credit has treated its client accounts fairly with respect to the allocation of investment opportunities.

Side-by-Side Management

Polen Credit does not manage any investment vehicles that have been established for the sole benefit of Polen Credit personnel and/or the personnel of its affiliates. However, Polen Credit as well as affiliates of Polen Credit, including its personnel as well as employees of Polen Capital, may invest (and have invested), together with investors not affiliated with Polen Credit, as investors in certain pooled investment vehicles managed by Polen Credit. Polen Credit allocates opportunities to each of its clients, including without limitation such pooled investment vehicles in which Polen Credit and its affiliates have invested, fairly and equitably in a manner that is consistent with the firm's written initial order and allocation guidelines.

As a result of different investment guidelines and restrictions (that are generally customized for each client account), the timing of inception of client accounts, ongoing client-directed cash inflows and outflows with respect to such accounts, and particular regulatory considerations (among other factors), Polen Credit may provide advice or take action with respect to the investments of one or more of its clients that may not be given or taken with respect to other clients pursuing similar overall investment mandates, objectives, and strategies. While Polen Credit aims to achieve similar portfolio characteristics amongst client accounts pursuing similar overall investment strategies, the aforementioned considerations typically will cause Polen Credit to not invest such accounts in exactly the same securities or instruments. As a result, such accounts may not otherwise achieve the same investment performance as one another.

Investments by Clients in Different Layers of an Issuer's Capital Structure

From time to time, Polen Credit expects that its clients (including pooled investment vehicles managed by Polen Credit in which Polen Credit or its personnel have invested directly) will hold interests in a portfolio company that are of a different class, type, or seniority than, or otherwise potentially adverse to, the class, type or seniority of interests held by other clients of either Polen Credit or its affiliates (and in particular, Polen CLO Management). Similarly, from time to time, clients of either Polen Credit or its affiliates will hold multiple investments across the capital structure of an issuer of varying classes, types, or seniorities, but will hold different proportions of each such investment. It is possible that the trading and investment activities of any client of Polen Credit or its affiliates could conflict with the activities and strategies employed in managing the assets of any other client of Polen Credit or its affiliates and accordingly affect the prices and availability of the securities and instruments in which a client invests. For example, a client of Polen Credit (or one of its affiliates) may hold unsecured debt of an issuer while a different client of Polen Credit (or one of its affiliates) holds secured debt of the same issuer, resulting in the Polen Credit client holding an investment that is senior or junior to another Polen client in the capital structure of such entity. Especially in a restructuring, workout or other scenario involving a stressed or distressed issuer, the interests of such clients might be adverse to one another, and one such client might recover all or part of their investment while the other client does not. Decisions about what action should be taken on behalf of such clients in such a situation, including whether or not to enforce claims, whether or not to advocate or initiate a restructuring or liquidation inside or outside of bankruptcy, and the negotiation of any terms of any workout or restructuring, raise conflicts of interest concerns.

In addressing certain of the potential conflicts of interest described herein, Polen Credit may, but shall not be obligated to, take one or more actions on behalf of its clients, including any one or more of the following: (i) causing a client to remain passive in a situation in which it is otherwise entitled to vote or take other action, which may result in the outcome of such vote or action being determined by (x) other investors or decision-makers in the same class of equity or debt securities (or another class of equity or debt), or (y) the vote or other action taken by another client; (ii) consulting with the client on such matter or otherwise requesting that such client (or, in the case of a pooled investment vehicle, the underlying investors therein) approve such matter; (iii) establishing ethical screens or information barriers to separate Polen Credit investment professionals or assigning different teams of Polen Credit investment professionals, supported by legal counsel and other advisers, as Polen Credit deems appropriate, to act independently of each other in representing different clients or clients that hold different classes, series, or tranches of an issuer's capital structure; (iv) as between two clients, seeking to ensure that such clients own interests in the same securities or financial instruments and in the same proportions so as to preserve an alignment of interest; or (v) causing a client to divest itself of a security or financial instrument or particular class, series or tranche of an issuer's capital structure it might otherwise have continued to hold. However, clients of Polen Credit (as well as investors in Polen Credit's pooled investment vehicles) should be aware that conflict resolution in such instances may result in one or more clients receiving less consideration and/or less favorable treatment with respect to such investments than they may have otherwise received in the absence of such a conflict of interest.

Polen Credit recognizes that conflicts of interest may arise when clients (or clients of an affiliate, such as Polen CLO Management) invest in different layers of the capital structure of the same portfolio company, and it will endeavor to mitigate such conflicts by treating each of its clients in as fair and equitable a manner as possible in light of the particular facts and circumstances. The actions taken by Polen Credit on behalf of a client are expected to vary based on the particular facts and circumstances surrounding each investment by two or more clients in different classes, series, or tranches of an issuer's capital structure, and, as such, clients should expect some degree of variation, and potential inconsistency, in the manner in which potential or actual conflicts are addressed. While Polen Credit seeks to resolve the conflicts in an impartial manner, there can be no assurance that Polen Credit's own interests will not influence its conduct in such circumstances.

<u>Investments by Clients in Privately-Negotiated Transactions</u>

A potential conflict of interest involving client allocations may become more acute in the case of a privately-negotiated transaction in which Polen Credit and/or its affiliated persons may have a heightened pecuniary interest (*e.g.*, where Polen Credit may be incentivized to overreach certain clients either by including them in such transaction even though such an action would not be consistent with their investment objective, or by negotiating certain terms of the private transaction that inure to the benefit of certain clients at the expense of others). Polen Credit has developed compliance procedures designed to mitigate conflicts of interest associated with such transactions, particularly with respect to any follow-on investment opportunity that arises as a direct result of an existing investment(s) already held by one or more of Polen Credit's clients. In these circumstances, Polen Credit's portfolio managers will first endeavor to allocate the ensuing follow-on transaction on a *pro rata* basis to those clients that hold such existing investment(s) in the issuer based on the market value of such investment(s) at the time of such allocation, with excess capacity, if any, then allocated to clients that do not otherwise hold an existing investment in the issuer in a manner consistent with the allocation guidelines.

Polen Credit believes that such allocation methodology with respect to privately-negotiated transactions mitigates any conflict of interest otherwise associated with the possibility that Polen Credit may be incentivized to allocate an attractive follow-on investment to certain clients (*e.g.*, those that pay Polen Credit higher fees or those in which Polen Credit and/or its affiliated persons otherwise hold a proprietary interest) when such opportunity should instead be first allocated to those clients that held an existing investment(s) in the issuer. Similarly, such methodology also mitigates any conflict otherwise associated with the possibility that Polen Credit may be incentivized to disadvantage certain client accounts not otherwise invested in an issuer by allocating an investment to those clients, a principal purpose of which is to protect the value of an existing investment already held by other clients (*e.g.*, in the case of an investment in certain stressed or distressed issuers).

With respect to any such privately-negotiated transaction, the Polen Credit legal professional(s) assigned to the transaction shall review the proposed final allocation. Furthermore, the Polen Credit Chief Compliance Officer (or an authorized designee) will also conduct an assessment with respect to whether Polen Credit and/or its affiliated persons (including, without limitation, Polen Capital) have a material pecuniary interest in any client or account that is investing, alongside a client that is subject to the requirements of the 1940 Act, in any such privately-negotiated transaction.

To the extent that Polen Credit concludes that additional disclosure with respect to such proposed allocation is warranted, Polen Credit shall inform any affected clients and, to the extent appropriate in the discretion of the Chief Compliance Officer, obtain their approval prior to their inclusion in such privately-negotiated transaction. Any such determination by Polen Credit shall be based on the applicable facts and circumstances of the allocation (including, without limitation, the magnitude of any perceived or actual conflict of interest associated with the final allocation amongst participating clients together with an evaluation of any applicable regulatory considerations for such clients, and in particular those clients subject to the requirements of the 1940 Act). For the avoidance of doubt, Polen Credit will not otherwise proceed with a privately-negotiated transaction on behalf of its clients in the event that a Polen Credit legal professional concludes that it would otherwise run contrary to applicable law (including the 1940 Act).

<u>Cross Transactions; Principal Transactions</u>

In rare circumstances, subject to applicable restrictions set forth in underlying management agreements as well as applicable law (*e.g.*, with respect to mutual fund clients, Rule 17a-7 promulgated by the SEC under the 1940 Act), Polen Credit may direct a client to sell securities to, or buy securities from, another client, proprietary account, or others with whom it has contractual arrangements through a cross transaction in which neither Polen Credit (nor any related person) will receive any compensation. Such cross transactions have been typically executed for purposes of rebalancing the portfolios of the designated clients or for other reasons consistent with the investment objectives and guidelines of such clients such that the portfolio compositions of clients pursuing similar investment strategies remain substantially similar. Cross transactions enable Polen Credit to execute a trade between two clients for the same security at a set price, thereby possibly avoiding an unfavorable price movement that may be created through entrance into the secondary market as well as saving commission-related costs for both client accounts. Historically, however, the volume of cross transactions executed by Polen Credit with respect to its client accounts has been very low relative to its overall trading activity.

Cross trades present a potential conflict of interest because of the prospect that Polen Credit may favor one transacting client account (or, in the case of a principal transaction described below, Polen Credit) over another client account. Any such favoritism would run contrary to Polen Credit's duty of loyalty, which requires that Polen Credit not subordinate the interests of its clients to its own. To address this potential conflict of interest, prior to the execution of any cross transaction, Polen Credit will determine that the transaction is in the best interests of each client account or accounts involved based on their respective investment objectives and portfolio characteristics. Specifically, Polen Credit will evaluate the expected benefits to each client of effecting the cross trade compared with placing separate trades in the open market (*e.g.*, evaluating the reduced transaction costs expected to be saved by the clients by participating in such cross trade). Additionally, the Chief Compliance Officer (or an authorized designee) must review and approve each cross trade prior to its execution to confirm adherence with internal procedure and applicable law as well as to appropriately mitigate any actual or potential conflicts of interest that are identified.

Polen Credit will generally attempt to execute any such cross transaction through a broker-dealer at the midpoint between the bid and ask quote of an independent broker-dealer at the time of such execution, subject to payment of any applicable brokerage commission (which commission will be split evenly between the participating clients). Typically for any such cross trade, Polen Credit has been successful in negotiating with the executing broker a more favorable all-in commission payment compared with what Polen Credit believes otherwise would have been paid by each client had Polen Credit executed the transaction on the open market. To the extent that Polen Credit is unable to obtain an independent market price provided by a broker-dealer with respect to such security, Polen Credit will obtain the consent of each affected client after the disclosure of all material facts prior to the execution of such transaction at the then-current fair value or other price agreed upon by each client. In all cases, Polen Credit receives no compensation for effecting a cross trade (which further serves to mitigate any potential conflict of interest associated with such a transaction). Polen Credit maintains a log that sets forth the relevant details of each cross transaction executed by the firm on behalf of its clients.

Polen Credit does not execute cross transactions on behalf of its clients that are subject to the requirements of ERISA. In addition, Polen Credit has adopted certain compliance procedures designed to prohibit "parking" of securities or other pre-arranged trading in a manner contrary to its cross trading procedures as well as applicable law.

In addition, in especially limited circumstances, Polen Credit may also execute a principal transaction directly with a client account, in compliance with Section 206(3) of the Advisers Act, with respect to an illiquid investment for which there is no active secondary trading market and the underlying client has consented to sell such position to Polen Credit after full and fair disclosure of all material facts as well as how Polen Credit has addressed any potential conflict of interest associated with such transaction. Generally, Polen Credit has executed such a principal transaction for purposes of liquidating a client portfolio in full, thereby enabling the client to finally wind down its account with Polen Credit, or otherwise to cause a client account to comply with modified investment objectives and guidelines that were revised at the client's direction. Similar to all cross trades executed by Polen Credit on behalf of its clients, principal transactions must also be approved in advance by the Chief Compliance Officer (or an authorized designee) and are likewise reflected by Polen Credit in the log identified above.

Item 7 Types of Clients

As described above in Item 4 of this Brochure, Polen Credit provides discretionary investment advice directly to various institutional clients, including corporate domestic and foreign pension plans, public pension and retirement plans, and Taft-Hartley plans. In addition, Polen Credit also serves as investment adviser to certain open- and closed-end registered investment companies (U.S. mutual funds, ETFs, and an interval fund) registered with the SEC pursuant to the 1940 Act, as well as to various domestic and offshore pooled private investment vehicles that are exempt from registration under the 1940 Act. Furthermore, Polen Credit acts as investment sub-adviser to certain U.S. and non-U.S. investment advisers and asset managers. Finally, Polen Credit maintains a single client account on behalf of a closely-held private family office for which Polen Credit does not exercise any investment discretion.

The minimum size for opening and maintaining a separately managed account with Polen Credit is $50,000,000; however, Polen Credit may waive such minimum amount in its sole discretion. The minimum investment amount by an investor in its U.S. mutual funds, ETFs, and other pooled investment vehicles varies. In certain circumstances, such minimum amount may also be waived by Polen Credit (or by the Polen Credit-affiliated general partner of such investment vehicle, as applicable).

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

Method of Analysis

Since its inception in 1996, Polen Credit has employed a consistent investment philosophy with deep core principles that have served as the nucleus for each of the investment strategies that Polen Credit implements on behalf of its clients. This philosophy is predicated on Polen Credit's fundamental belief that the high yield fixed income market, and in particular the segment encompassing lower-rated high yield bonds and leveraged loans, is markedly inefficient, and, as a result, offers compelling risk-adjusted investment opportunities.

Polen Credit attempts to exploit these inefficiencies in the lower-rated segment of the leveraged credit market by adhering to a "bottom-up", fundamentally-oriented investment process that focuses heavily on downside protection. The objective of this process is to derive an accurate real-time valuation of a company and then target those securities in its capital structure that offer strong return potential in excess of broad-based high yield indices coupled with a significant margin of safety.

Polen Credit generally approaches new investments in prospective portfolio companies by initially creating a comprehensive analytical overview focused on such company's current and future business prospects. This fundamental analysis of a particular investment opportunity, which is the cornerstone of Polen Credit's investment philosophy with respect to each of its investment strategies typically focuses on the following three components:

1. Cash Flow: An evaluation of a company's ability to both (a) service its fixed obligations, including interest, capital expenditures, and working capital needs, and (b) generate free cash flow that will enable it to repay its debt or reinvest capital. Polen Credit believes that understanding an issuer's discretionary free cash flow is important in assessing downside risk in the context of an adverse credit event that causes liquidity or cash flow to deteriorate.
2. Enterprise Value Coverage: An analysis of a company's overall enterprise value relative to its liabilities and equity value (a "loan-to-value" analysis), including a determination of a company's value to prospective acquirer(s) of such business in whole or in pieces under a variety of economic assumptions.
3. Legal Protections and Contractual Remedies: An assessment of the contractual rights and remedies set forth in relevant legal documents governing a particular investment, such as a loan agreement, bond indenture, and/or intercreditor agreement.

Once a potential investment opportunity is identified, a research analyst will generally prepare a "first pass" analysis outlining the company's business model and financial condition, together with a proposed investment thesis. If a portfolio manager agrees with the analyst's recommendation, the analyst will undertake a more in-depth "second pass" analysis to create an overall financial assessment of the investment opportunity and verify the investment thesis.

This second pass, or "deep dive", includes more extensive due diligence on the business and the securities that are being considered for investment. During this stage, Polen Credit's analysts may meet or conduct teleconferences with target company management, as well as with competitors, customers, suppliers and other third parties that are familiar with the company or industry, in order to acquire a more thorough understanding of the relevant aspects of the underlying business and corresponding investment opportunity. At this time, the research analyst is tasked with identifying all material risks related to the investment opportunity (including, without limitation, risks related to ESG factors) in an effort to evaluate the overall risk-reward profile of the proposed investment.

Utilizing a variety of information sources, Polen Credit analysts perform this "deep dive" by evaluating a target company's financial position with a particular focus on free cash flow generation capability, liquidity position for the short and long term, intrinsic business valuation, and asset coverage. With respect to the subject company's fixed income securities, Polen Credit generally considers the current yield, yield-to-maturity and yield-to-worst-call, taking into account Polen Credit's risk assessment of the targeted class, based on the liquidity and valuation analyses described above. Polen Credit will also typically analyze the anticipated treatment of such class of liabilities in the event of adverse circumstances, such as an event of default or a bankruptcy filing by the issuer.

Polen Credit generally takes a proactive role in sourcing investment opportunities in businesses in the below investment grade universe, including those companies that may be experiencing some degree of financial distress but nonetheless possess a competent management team, sustainable market position (*i.e.*, a "reason to exist"), and/or adequate asset value. Following the completion of due diligence, the portfolio manager(s), in consultation with the analyst responsible for recommending the investment as well as, where appropriate, other senior members of the Polen Credit investment team, makes a final decision on whether to proceed with the proposed investment, including its weighting in the context of the strength of the recommendation.

Ultimately, this relative value analysis, whereby each current portfolio holding as well as new buy ideas are assessed based on an expected yield versus risk-incurred basis, enables Polen Credit's portfolio managers to generate their buy/sell list for their respective client portfolios under management. Important factors in this analysis typically include:

- Credit risk: the risk of loss due to a debtor's inability to service its fixed income obligations;
- Legal (or structural) risk: the degree of contractual rights (*e.g.*, covenant protections) associated with a given tranche of an issuer's debt securities; and
- Liquidity risk: the likelihood that decreased trading or increased aversion in the marketplace will lower the relative value of an investment.

In order to further augment Polen Credit's research process with respect to individual investment opportunities as well as its overall risk management of its investment strategies, Polen Credit maintains an Investment Review Committee, which comprises the members of the firm's portfolio management team along with the firm's in-house dedicated transactional attorney and its director of research. This committee provides a forum to (i) discuss both prospective investment opportunities for, and existing positions held by, Polen Credit's clients; (ii) challenge investment theses with respect to existing portfolio company investments; (iii) review the consistency of Polen Credit's investment process; (iv) address emerging developments in the markets; and (v) assess certain risk metrics (*e.g.*, portfolio liquidity or aggregate ESG-related exposures) across all client portfolios on a strategy- or firm-wide basis.

When Polen Credit intends to exit an investment, Polen Credit causes its clients to adhere to a rigorous sell discipline in pursuing their respective investment strategies. Generally, Polen Credit will cause its clients to sell a security under three circumstances:

1. Credit Sell: If Polen Credit believes that a fundamentally adverse change is occurring in a company's financial situation or competitive positioning, Polen Credit will attempt to aggressively sell the position out of its client portfolios.
2. Relative Value Swap: If Polen Credit believes that a position can be replaced with another investment opportunity that offers a more compelling return-versus-risk proposition given the particular investment strategy that is being pursued, Polen Credit will attempt to prudently sell such existing position from client holdings as part of a relative value swap.
3. Compliance Sell: If positions approach internal or contractual limits due to a relative change in value or otherwise, Polen Credit will generally sell down the applicable position in order to either maintain compliance with investment guidelines or achieve appropriate diversification levels within the applicable portfolio.

Polen Credit will also cause a client to exit an investment if the client has expressed a desire to withdraw cash from the client account or otherwise reallocate resources among investment strategies pursued by Polen Credit.

Significant Investment Strategies

Polen Credit actively manages four significant investment strategies on behalf of its clients:

- U.S. Opportunistic High Yield: The investment objective of this strategy is to outperform the broader high yield market by employing a bottom-up, fundamentally-oriented investment process that primarily targets middle market opportunities in the lower tier (*i.e.*, rated single B and below) of the non-investment grade credit markets. The U.S. Opportunistic High Yield strategy employs a deep value approach with the flexibility to invest in a wide range of securities consisting of liquid and illiquid high yield bonds, syndicated loans, direct private loans (including second lien loans), certain defaulted securities, convertible bonds, preferred equity, and other equity-linked securities typically issued in connection with a high yield offering. Portfolios are generally concentrated in 50-90 issuers across a wide range of industries primarily located in the United States and (to a lesser extent) Canada with a significant allocation to high conviction investments.

- U.S. High Yield: This strategy aims to outperform the broader U.S. high yield market by employing a bottom-up, fundamentally-oriented investment process that focuses heavily on downside protection. Portfolios pursuing this strategy have limited exposure to CCC-rated debt issues, seek to avoid defaulted securities, and may or may not have exposure to syndicated loans depending on specific client guidelines. Such investments are generally liquid. Portfolios typically consist of 60-120 issuers across a wide range of industries.

- Credit Opportunities: This strategy attempts to produce a high level of total return by primarily targeting investments in fixed income securities across the capital structure of an issuer (and, in particular, leveraged middle market companies). To achieve this objective, Polen Credit employs a deep value approach and retains a high degree of flexibility to make tactical allocations to the most compelling opportunities in the market, including all types of investments targeted by the U.S. Opportunistic High Yield strategy with a greater emphasis on second lien loans and direct lending opportunities. In addition, depending on specific client guidelines as well as market conditions, Polen Credit may make limited allocations to distressed debt as well as to reorganized and leveraged equities. The strategy may target liquid and illiquid investment opportunities. Portfolios are typically concentrated in 25-45 issuers across a range of industries primarily located in the United States and (to a lesser extent) Canada with a significant allocation to high conviction investments.

- Bank Loan: The investment objective of this strategy is to provide high current income primarily by investing in floating rate debt instruments with an emphasis on principal protection. The Bank Loan strategy targets predominantly syndicated, first lien secured term loans that are senior in the capital structure of middle market, non-investment grade issuers. Clients pursuing this strategy may also permit allocations to second lien secured term loans as well as fixed rate high yield bonds where Polen Credit has identified an attractive risk-reward opportunity. Polen Credit generally concentrates portfolios pursuing this strategy in 50-100 issuers across a wide range of industries primarily located in the United States and (to a lesser extent) Canada with a significant allocation to high conviction investments.

In addition to the foregoing significant investment strategies, Polen Credit has customized the investment guidelines for several client accounts in an effort to accomplish the clients' desired investment objectives. While the specific investment approach differs from portfolio to portfolio (*e.g.*, Polen Credit may construct a portfolio that is more concentrated compared with a portfolio pursuing one of Polen Credit's significant investment strategies), in each case, Polen Credit maintains its investment focus on the broader high yield market. Given the high degree of customization involved with respect to these particular client accounts, Polen Credit does not characterize any of these individual client solutions as a significant investment strategy (for purposes of this Brochure), but nonetheless does consider the management of these client accounts to be significant to the overall success of the firm.

None of Polen Credit's significant investment strategies, or any of its customized client solutions, involve the frequent trading of securities.

Material Risks

Investing in securities and other obligations involves a substantial risk of loss that clients of Polen Credit should be prepared to bear.

The following is a summary of certain significant risks particularly associated with the investment strategies pursued by Polen Credit on behalf of its clients; however, depending on the specific investment strategy or approach to be pursued by Polen Credit on behalf of a client, there may be additional risks to investing with Polen Credit that may be described in supplemental materials provided to the prospective client at the time of its investment with Polen Credit (including, without limitation, any applicable private offering memorandum with respect to investors in certain private funds managed by Polen Credit and/or the prospectus for each of the U.S. open- and closed-end funds and Irish-domiciled QIAIF managed by Polen Credit). Furthermore, certain of these risks may not apply to each strategy pursued by Polen Credit on behalf of its client portfolios.

- Risks related to investments in high yield debt securities: Polen Credit clients typically invest in high yield fixed income securities, such as bank loans and bonds, which instruments may be unrated, rated below investment grade or in certain cases in default, and as such are considered speculative and may involve greater risk of loss than higher-rated debt securities. The lower rating of securities in the high yield sector reflects a greater possibility that adverse changes in the financial condition of an issuer or in general economic conditions or both may impair the ability of the issuer to make payments of principal and interest. Furthermore, the prices of such securities are sensitive to changes in an issuer's creditworthiness. Issuers of lower-rated debt securities may have greater difficulty servicing their payment obligations, meeting projected operational goals, and/or obtaining additional financing. As with other types of debt instruments, high yield debt securities involve a heightened risk of loss in the case of default or insolvency of the obligor, particularly if the obligation is unsecured.

- Risks related to investments in loans: There are a number of risks associated with an investment in bank loans, including credit risk, interest rate risk, liquidity risk and prepayment risk. Lack of an active trading market, restrictions on resale, irregular trading activity, wide bid/ask spreads, and extended trade settlement periods may impair the ability to sell bank loans within a desired time frame or at an acceptable price. Extended trade settlement periods may result in cash not being promptly available to the portfolio following the execution of a sale transaction. As a result of such illiquidity, Polen Credit clients may have to sell other investments to raise cash to meet their obligations.

  Investments in below investment grade loans carry similar credit risks to investments in below investment grade (high yield) bonds. Changes in the financial condition of the borrower or economic conditions or other circumstances may reduce the capacity of the borrower to make principal and interest payments on such instruments and may lead to payment defaults, thereby reducing the income to a portfolio as well as a reduction in the value of the principal amount of the loan. The value of senior secured bank loans is supported by the accompanying collateral; however, the value of such collateral may be insufficient to cover the amount owed to a Polen Credit client portfolio. Furthermore, in the event of bankruptcy of a borrower, the portfolio could experience delays or limitations in its ability to realize the benefits of any collateral securing a loan.

Loans generally are subject to legal or contractual restrictions on resale. The liquidity of loans, including the volume and frequency of secondary market trading in such loans, varies significantly depending on then-current market conditions as well as among individual loans. For example, if the credit quality of a loan unexpectedly declines significantly, secondary market trading in that loan can also decline for a period of time. During periods of infrequent trading or where there may be heightened distressed or "forced" selling activity, valuing a loan can be more difficult, as prices provided by external pricing services may not reflect the actual fair value of the assets. Furthermore, buying and selling a loan at an acceptable price can be more difficult and delayed. Difficulty in selling a loan in particular can result in a loss to Polen Credit clients. Finally, bank loans may not be considered "securities" and, as a result, Polen Credit clients that have invested in such loans may not be entitled to rely on the anti-fraud protections under the federal securities laws but rather may have to resort to state law and/or direct claims against a counterparty or underlying issuer.

- Risks related to settlements of loans: Clients may experience delays in the settlement of certain loan transactions, which themselves are more complicated, are paperwork intensive, and require greater internal resources to settle compared with bonds, particularly in the case of loans that are or become distressed. Unlike the securities markets, there is no central clearinghouse for loan trades. Such delays may prevent a client from obtaining liquidity of certain assets within a desired timeframe. Furthermore, pursuant to certain insolvency laws, a counterparty may have the ability to reject or terminate an unsettled loan transaction. If a counterparty rejects an unsettled transaction, a client might lose any increase in value with respect to such loan that accrued while the transaction remained unsettled.

  Furthermore, the agent bank is the bank in the loan syndicate that undertakes the bulk of the administrative duties involved in the day-to-day administration of the loan, including providing approval prior to the settlement of each loan transaction on the secondary market. In the event of the insolvency of, or a resignation by, an agent bank, a loan transaction could be subject to heightened settlement risk, and/or the investment itself could be subject to risk of interruptions in the administrative duties performed in the day-to-day administration of the loan.

- Risks related to second lien and unsecured loans: In addition to the particular risks generally associated with investments in corporate loans described above, investments in second lien and unsecured loans, which are targeted in multiple Polen Credit investment strategies, entail additional risks, including, but not limited to (i) the subordination of a Polen Credit client's claims to a senior lien in terms of the coverage and recovery from the collateral and (ii) with respect to second lien loans, the limitation on the right to foreclose on a second lien or exercise other rights as a second lien holder, and with respect to unsecured loans, the absence of any collateral altogether on which a Polen Credit client may foreclose to satisfy its claim in whole or in part. In certain cases, therefore, holding a second lien or unsecured loan that subsequently defaults may result in little to no recovery to a Polen Credit client account.

- Risks related to investments in equity securities: Certain Polen Credit clients may invest in equities of companies, which are generally acquired as a result of a restructuring of previously held debt obligations or otherwise in a secondary market transaction. The value of such equities, which oftentimes are not publicly-traded or liquid, will rise and fall in response to the activities of the company that issued the securities, general market conditions, and/or specific economic or political conditions. Equity investments, as the most junior security in a company's capital structure, generally involve a high risk of loss and typically are subject to significant volatility in price. This risk of loss is further elevated because Polen Credit investment strategies may target businesses that may be experiencing or recently experienced financial distress, or may be in, entering, or emerging from, bankruptcy proceedings.

- Risks related to investments in leveraged and financially troubled companies: Polen Credit may target investments in companies that are highly leveraged; such leverage in turn will increase the exposure of such companies to adverse economic conditions, such as a downturn in the economy or a particular industry. These companies may be subject to restrictive financial and operating covenants within their debt agreements, which may restrict their range of operating activity and impair these companies' ability to finance their future operations and capital needs. Accordingly, the flexibility of these companies to respond to changing business and economic conditions as well as to business opportunities may be limited. As a result, a client may suffer a partial or total loss of any capital invested in such a company, which, depending on the size of such client's investments, could materially adversely affect the return on the capital of such client.

- Risks related to bankruptcies and balance sheet restructurings of portfolio companies: Given the focus of each of its investment strategies, Polen Credit may target securities and other obligations of issuers that are in financial difficulty, and/or may be in, entering, or emerging from, bankruptcy proceedings. Bankruptcy or other insolvency proceedings are highly complex and may result in unpredictable outcomes. In any investment opportunity involving a workout, liquidation, reorganization, bankruptcy or similar transaction, the risk that the contemplated transaction may be unsuccessful is elevated. Similarly, if an anticipated transaction at the issuer level does not in fact occur, Polen Credit may be required to unexpectedly sell the investment at a loss. The level of analytical sophistication, both financial and legal, necessary for successful investment in companies experiencing significant business and financial difficulties is unusually high. Because there is a substantial uncertainty concerning the outcome of transactions involving financially troubled companies in which Polen Credit client portfolios may invest, there is a potential risk of loss of the entire investment in such companies, as well as the risk that such clients may be required to accept cash or newly-restructured securities with a value less than the client's original investment. Furthermore, the eventual monetization of the initial investment may occur over a prolonged period. Under such circumstances, the returns generated from such client's investments may not compensate a client adequately for the risks assumed.

- Risks related to liquidity of investments: From time to time, there may be little or no active market for some of the securities or other obligations purchased by Polen Credit clients. In addition, lower-rated debt securities may be thinly traded, adversely affecting the prices at which these securities can be sold and resulting in high transaction costs. Some of the securities and other obligations purchased by Polen Credit clients may have been issued in private placement transactions and accordingly may be subject to legal or contractual restrictions on resale in accordance with applicable securities laws. In some instances, the sale of securities and other obligations owned by Polen Credit clients may require lengthy negotiations. In addition, a downturn or contraction in the overall economy or in the capital markets, which may be accompanied by severe technical dislocations in the high yield market in particular, may further disrupt Polen Credit's ability to effectively trade investments on behalf of its client accounts. As a result, an exit strategy that appeared to be viable when an investment was initiated may be precluded by the time that the investment is ready to be realized by Polen Credit. The presence of any of these factors may limit liquidity and, consequently, Polen Credit may not be able to dispose of a portfolio investment when it desires to do so or at an attractive price. The adverse results may be particularly acute for investors within commingled funds managed by Polen Credit, especially to the extent that Polen Credit is required to dispose of more liquid investments from such products in order to meet outstanding redemption requests by exiting investors.

- <u>Risks related to small and medium capitalization companies</u>: Polen Credit frequently targets loans, bonds, or other instruments of companies with small- to medium-sized market capitalizations. Although Polen Credit believes that these investments often provide significant potential for both a high level of income as well as capital appreciation, they also involve higher risks in some respects than do investments in larger companies, including more volatility than large-capitalization investments and a higher risk of bankruptcy or insolvency. In addition, due to thin trading in the fixed income instruments of some smaller-capitalization companies, an investment in such companies may be (or may become) illiquid.

- <u>Risks related to investments in restricted securities</u>: Polen Credit may be prevented from buying or selling certain publicly traded securities if Polen Credit acquires material non-public information with respect to the issuer of such securities. For example, Polen Credit may acquire such material non-public information in connection with ongoing negotiations with an issuer that may be refinancing its capital structure or otherwise entering into a restructuring. In other less frequent instances, Polen Credit may receive material non-public information of a private company because its personnel sit on the private company's board of directors in connection with an existing client investment. In all such circumstances, Polen Credit will not trade securities issued by such issuer in secondary transactions until the material, non-public information becomes public and/or no longer material, or trading is otherwise permitted in accordance with applicable law. The length of time that Polen Credit may be subject to such restrictions on trading with respect to its client portfolios (during which time Polen Credit will classify such investments as illiquid) may be significant. Accordingly, a client's ability to monetize a portion of its portfolio in a timely manner may be adversely affected.

- <u>Risks related to interest rates</u>: Interest rate risk is the risk that fixed income investments will decline in value because of changes in market interest rates. When market interest rates rise, the market value of fixed-interest rate securities generally will fall, as investors demand a higher annual yield from future distributions. Fixed-interest rate debt securities are typically an important element of each of Polen Credit's investment strategies. Moreover, holding variable-rate loans will often result in returns that are more volatile when interest rates are more volatile. Rising interest rates also generally increase the costs of obtaining financing, which could cause the value of high yield fixed income investments purchased by Polen Credit on behalf of its clients to decline. Furthermore, the market price of floating rate securities, such as bank loans, is generally based on a benchmark rate, and accordingly may also be susceptible to decline in the event that market interest rates decline.

- Risks related to investment volatility: A principal risk in investing in high yield, leveraged loans, and/or potentially stressed or distressed securities is the traditional volatility in the market prices of such securities. In recent years, the high yield market (together with other markets) has been particularly volatile, resulting in significant price variability with respect to both high yield bonds and leveraged loans that are frequently targeted by Polen Credit as investments for its clients. Fluctuations or prolonged changes in the price volatility of such securities, therefore, can adversely affect the value of investments held by a Polen Credit client.

- Risks related to managing a concentrated investment portfolio: Given the research-intensive nature of the firm's investment strategies, client portfolios will be concentrated amongst a relatively small number of high yield, leveraged, financially troubled and/or potentially distressed issuers. Accordingly, any single loss may have a significant adverse impact on the investment returns of Polen Credit's clients, and client assets may be subject to greater risk of loss than if their holdings were more widely diversified. In addition, certain client portfolios will be more susceptible than more broadly diversified portfolios to any single economic, market, political or regulatory event affecting Polen Credit's portfolio companies. Furthermore, concentration in financially troubled or distressed companies may subject Polen Credit client portfolios to greater price volatility as compared with a more diversified portfolio of investments.

- Risks related to client account wind-down or dissolution: In connection with a decision by a Polen Credit client to wind-down or otherwise terminate its advisory relationship with Polen Credit, such client may instruct Polen Credit to liquidate its remaining investment portfolio. In the case of a dissolution of a Polen Credit client (*e.g.*, an investment fund), such event may require Polen Credit to sell the remaining investments held within such client's portfolio. As a result of such a forced or untimely liquidation of remaining assets (in particular with respect to any less liquid or illiquid investments that do not have an active secondary market), the returns of such client may be negatively affected, particularly if the secondary market conditions at the time are not favorable to such a monetization event. In addition, any forced liquidation of a client's portfolio may also negatively affect the value of the same investments that are held by other Polen Credit clients, which are priced on a mark-to-market basis, thereby resulting in a mark-to-market loss to such clients as well.

- Risks related to ESG investing: As the investment process considers environmental, social and governance factors, Polen Credit may choose to avoid investments that might otherwise be considered or sell investments due to changes in ESG risk factors as part of the overall investment decision process. The use of environmental, social and governance factors may impact investment exposure to issuers, industries, sectors, and countries, which may impact a client's relative performance. ESG criteria are subjective by nature, and Polen Credit may rely on analysis and ratings provided by third parties in evaluating a company's ESG risks. A client's perception may differ from Polen Credit's or a third party's on how to judge an issuer's adherence to sustainable investing. In addition, investments selected by Polen Credit for its clients' portfolios could be unsuccessful in exhibiting positive ESG characteristics.

- Risks related to litigation: Investing in the below investment grade market, and distressed securities in particular, can become a contentious process. Different investor groups may have qualitatively different, and frequently conflicting, interests. Polen Credit's investment activities may include actions that are hostile in nature and will subject its clients to the risks of becoming involved in litigation by third parties. This risk may be greater where Polen Credit's clients exercise either control or significant influence over a company's direction (*e.g.*, by holding a substantial percentage of a particular class of a stressed or distressed issuer's fixed income securities). The expense of defending against claims by third parties and paying any amounts pursuant to settlements or judgments may be borne by a client and could be significant.

- Risks related to unavailability of investment opportunities: Markets for securities in Polen Credit's investment universe are highly competitive. Polen Credit clients compete for investment opportunities with a significant number of sophisticated financial institutions and private funds as well as various institutional investors. Some of these competitors are larger and have greater financial, human, and other resources than Polen Credit, and therefore may in certain circumstances maintain a competitive advantage over Polen Credit. Because of this competition, there may be fewer attractively priced investment opportunities than Polen Credit has observed in the past, which could have an adverse impact on both the ability of Polen Credit to meet its clients' investment objectives or the length of time that is required for new clients to become fully invested. There can be no assurance that the returns on the investments made by Polen Credit on behalf of its clients will be commensurate with the risk of investing with Polen Credit.

- Risks related to investing in leveraged investments, including CLOs: The use of leverage has the effect of potentially increasing losses. If income and appreciation on investments made with borrowed funds are less than the required interest payments on the borrowings, a portfolio's net assets will decrease. Accordingly, any event which adversely affects the value of an investment would be magnified to the extent the investment is leveraged.

  CLOs generally are highly levered entities. During a CLO's warehouse phase, warehouse leverage can also result in an increased risk of loss and increased volatility to the CLO due to possible margin calls, events of default, adverse fluctuations in interest rates, downturns in the leveraged loan market or the economy, and the possible inability to refinance such warehouse debt when it matures or liquidate the related loan portfolio for an amount sufficient to pay such warehouse debt and return capital and/or profits to the CLO or its investors.

  If an event of default occurs under the related warehouse facility, the lenders or other counterparties to the warehouse facility (or some designated portion or agent thereof) would be able to exercise remedies, including, but not limited to, liquidating or taking title to the collateral for such facility, which would terminate the rights of the CLO to the collateral and could result in a full or partial loss of the CLO's direct or indirect investment therein. Once the CLO issues its tiered structured notes and/or other economic equity interests ("CLO Securities"), the leverage is embedded in the structure of the CLO itself with the claims of the holders of each class of CLO Securities that is senior to one or more other classes of CLO Securities being senior to the claims of the holders of such subordinated classes. The most subordinate class of CLO Securities bears the risk of loss before any more senior class of CLO Securities.

  Any event that adversely affects the value of a CLO's direct or indirect investment in its loan portfolio could result in a substantial loss to the CLO and its investors. Such a loss would be greater than if such CLO was not subject to leverage. Interest or similar costs associated with such leverage will be a direct or indirect expense of the related CLO, and, to the extent not covered by net returns attributable to the assets acquired, will cause the returns of such CLOs to be lower than if the CLOs had not used leverage. Interest or similar costs associated with leverage may be based on one or more interest rate indices, which could be different from the interest rate indices applicable to the assets supporting such leverage. Any such mismatch will not necessarily be hedged.

- Risks related to market disruptions: In the event of widescale market disruptions and other extraordinary events in which historical pricing relationships (on which Polen Credit bases a number of trading positions) become materially distorted, client portfolios managed by Polen Credit may incur major losses. The risk of loss from pricing distortions is compounded by the fact that in disrupted markets, many positions may become illiquid, making it difficult or impossible to close out positions against which the markets are moving. In addition, new investment opportunities on attractive terms are typically more limited during market disruptions. While Polen Credit expects that the current industry environment will yield attractive investment opportunities for its clients over the long-term, there can be no assurances that conditions in the global financial markets will not further worsen and/or adversely affect the investments of Polen Credit's clients, their access to capital, or their overall investment performance. In the event of price deterioration within the high yield market or the onset of a global recession more generally, the value of a client's investments may not appreciate as projected or may suffer a loss.

- Risks related to issuer misrepresentations and fraud: Polen Credit's implementation of its investment strategies, which are based on a fundamental analysis of an issuer's financial condition, relies to a material extent on the financial information made available by the management of the issuers of securities in which Polen Credit client accounts invest, as well as the related representations and warranties made by such issuer in the underlying credit documentation. Polen Credit generally does not have the ability or resources to independently verify or audit the financial information disseminated by the numerous issuers in which its client accounts may invest, and accordingly it is dependent upon the integrity of both the management of these issuers and such issuers' financial reporting process in general. Recent industry events have demonstrated that investors may incur material losses as a result of corporate mismanagement and fraud as well as accounting and reporting irregularities by issuers of both debt and equity securities.

- Risks related to systems and other operational disruptions: Polen Credit relies extensively on computer systems to trade, clear, and settle securities transactions on behalf of its clients, to evaluate securities based on real-time trading information, to maintain ongoing compliance with applicable client investment guidelines, to monitor the performance of client portfolios, to perform applicable back-office accounting functions, and to generate reports that are critical to the oversight of its investment management activities. In addition, certain of Polen Credit's operations interface with or depend upon systems and services (including "cloud" based storage and other services) operated by third parties, including client custodians as well as various market counterparties and third-party data providers. Although Polen Credit (through its parent company Polen Capital) has established a formal third-party vendor monitoring program, Polen Credit's effective management of its client portfolios is nonetheless susceptible to a defect or failure in any of these systems that are provided by vendors and other third parties. Accordingly, the failure of any of these systems, regardless of whether or not Polen Credit is at fault, could result in investment losses to its clients. In addition, Polen Credit is subject to the risk that such systems cease to be available, for example, due to the insolvency of the provider, the discontinuation of services or software updates, or the interruption of communication access. In such circumstances, Polen Credit would seek to obtain, to the extent practicable, equivalent hardware, software, and services from an alternative supplier, which could take time to accomplish and which could also result in investment losses to clients.

- Risks related to legal, regulatory, and tax changes: Legal, regulatory, and tax changes can adversely impact Polen Credit, its clients, funds, and holdings, and/or the broader credit market in which it operates. The regulation of financial activities has undergone substantial changes in recent years and such changes can be expected to continue. The effect of new or changed regulations on financial activities, while impossible to predict, could be substantial and adverse to Polen Credit and its clients and could, directly or indirectly, subject Polen Credit's clients to increased fees and expenses, limited investment opportunities, and other investment or operational restrictions. The full effect of recent and future legislation cannot yet be known.

  Laws and regulations, particularly those involving taxation, investment, and trade, can change quickly and unpredictably and could at any time be amended, modified, repealed, or replaced in a manner adverse to the interests of Polen Credit and its clients. It is impossible to predict what, if any, changes in regulation applicable to Polen Credit, its clients, funds, and holdings, and/or the broader credit market in which it operates could be instituted in the future.

- Risks related to "cybersecurity" incidents: Polen Credit's operations rely on the secure processing, storage, and transmission of confidential and other information in its computer systems and networks. Although Polen Credit employs protective measures to safeguard its data and attempts to modify and update these measures as circumstances warrant, the security of its computer systems, software, and networks may be vulnerable to breaches, unauthorized access, misuse, computer viruses or other malicious code, and other similar events that could have a security impact. Additionally, breaches of Polen Credit's information security system may occur through intentional or unintentional acts by those having authorized or unauthorized access to the confidential information of either Polen Credit or its clients. Any such failure or breach could have a material adverse effect on both Polen Credit and its clients, as well as their respective affiliates. For example, systems failures, information security incidents or cybersecurity breaches could cause settlement of trades to fail, lead to inaccurate accounting, recording, or processing of trades, and cause inaccurate reports, which may affect the ability of Polen Credit to accurately monitor its clients' investment portfolios and risks. Cybersecurity breaches may cause (i) disruptions and impact business operations, potentially resulting in financial losses to Polen Credit clients; (ii) interference with Polen Credit's ability to calculate the value of a client's investment; (iii) impediments to trading; (iv) the inability of Polen Credit and other service providers to transact business; (v) violations of applicable privacy and other laws; (vi) regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs; and (vii) the inadvertent release of confidential information. Furthermore, depending on an assessment of the evolving nature of cybersecurity threats, Polen Credit may be required to expend significant additional resources to modify its existing protective measures or to investigate and remediate vulnerabilities or other exposures arising from operational and security risks. Finally, notwithstanding the adoption of certain information security procedures, Polen Credit may be subject to litigation and financial losses that are either not insured against or not fully covered through any insurance maintained by Polen Credit, which may adversely affect the interest of Polen Credit's clients. Although Polen Credit (through its parent company Polen Capital) maintains a robust disaster recovery plan designed to minimize the impact associated with such cybersecurity events, during any such disruption, portfolios managed by Polen Credit on behalf of its clients may suffer losses.

- Risks related to catastrophic and geopolitical events: Occurrence of global events similar to those in recent years, such as war (including, without limitation, the current conflicts between Russia and Ukraine), terrorist attacks, natural or environmental disasters, country instability, infectious disease epidemics, such as that caused by COVID-19, market instability, debt crises and downgrades, banking failures, embargoes, tariffs, sanctions, and other trade barriers and other governmental trade or market control programs, the potential exit of a country from its respective union and related geopolitical events, may result in market volatility and may have long-lasting impacts on both the U.S. and global financial markets. More locally, Polen Credit's business operations are subject to interruption by fire, power shortages, natural disasters, and other events beyond its control. Some of these events may adversely affect the ability of a party to perform its obligations to Polen Credit until it is able to remedy the "force majeure" event. These risks could, among other effects, adversely impact the cash flows available from companies in which Polen Credit may invest, cause personal injury or loss of life, damage property, or instigate disruptions of service. In addition, the cost to these investments of repairing or replacing damaged assets resulting from such "force majeure" event could be considerable. These types of events that are incapable of or are too costly to cure may have a permanent adverse effect on any investment held by client accounts. Certain events (such as war or an outbreak of an infectious disease) could have a broader negative impact on the world economy and international business activity generally, or in any of the countries in which the operations of Polen Credit are located. Although Polen Credit maintains a robust disaster recovery plan to minimize the impact associated with such cybersecurity events, during any such disruption, Polen Credit clients may suffer losses.

- Risks related to counterparty exposure: Polen Credit executes its transactions primarily in the "over-the-counter" or "inter-dealer" markets. The participants in such markets typically are not subject to the same level of credit evaluation and regulatory oversight as are members of "exchange-based" markets. As a result, Polen Credit's clients are exposed to the risk that a counterparty will not settle a transaction due to a credit or liquidity problem, thus causing such clients to suffer a loss. In addition, in the case of a counterparty default, clients could become subject to adverse market movements while replacement transactions are executed. Such "counterparty risk" is accentuated where Polen Credit has concentrated its transactions with a single counterparty or a small group of counterparties. Polen Credit is typically not restricted from dealing with any particular counterparty or from concentrating any or all of its client transactions with one counterparty. Moreover, Polen Credit has a limited internal credit function to evaluate the creditworthiness of its counterparties. The ability of Polen Credit to transact business with any one or more counterparties, the absence of a regulated market to facilitate settlement, and the lack of complete evaluation of such counterparties' financial capabilities may increase the potential for losses by Polen Credit's clients.

- Risks related to reliance on certain key persons: The investment performance achieved by Polen Credit on behalf of its clients depends largely on the skill of key Polen Credit personnel, including, without limitation, its portfolio managers and other senior members of the Polen Credit investment team. If any such key persons were to no longer provide services to Polen Credit for any reason, Polen Credit might not be able to find equally desirable replacements and the investment performance of the portfolios managed by Polen Credit on behalf of its clients could, as a result, be adversely affected. Further, if the clients managed by Polen Credit were to incur significant losses in their portfolios, the revenues of Polen Credit may decline substantially, impairing Polen Credit's ability to retain its personnel, provide the same level of service to its clients, and continue its ongoing investment advisory operations.

The foregoing discussion of certain risk factors does not purport to be a complete explanation of the risks involved with investing assets with Polen Credit. A prospective client of Polen Credit should evaluate each of these risks, as well as any other risks related to the specific investment strategy to be pursued by Polen Credit on its behalf, and is encouraged to consult its own financial advisors and legal and tax professionals on an initial and continuous basis in connection with selecting and engaging Polen Credit as an investment adviser with respect to such prospective client's assets.

Item 9 Disciplinary Information

Polen Credit does not believe that there are any legal or disciplinary events that are material to a client's or prospective client's evaluation of either Polen Credit's investment advisory business or the integrity of Polen Credit's management.

Item 10 Other Financial Industry Activities and Affiliations

Except as set forth as follows, Polen Credit does not have any material financial industry affiliations or relationships with any related person or other advisory affiliate.

Material Relationships

Polen Credit is a wholly-owned subsidiary of Polen Capital, an investment adviser also registered with the SEC. Polen Capital is employee controlled. Polen Capital is controlled by Stanley C. Moss, Chief Executive Officer of both Polen Capital and Polen Credit; Daniel Davidowitz, a portfolio manager and analyst at Polen Capital; and Damon Ficklin, a portfolio manager and analyst at Polen Capital and head of Polen Capital's Large Company Growth team. In the ordinary course of its marketing activities, Polen Credit may recommend the investment advisory services provided by Polen Capital to its clients and/or prospective clients; however, Polen Credit is not separately compensated by Polen Capital with respect to any such referral or successful engagement. Please refer to Polen Capital's Form ADV for additional information about its ownership and operations.

In 2024, Polen Credit formed Polen Capital CLO Management, LLC ("Polen CLO Management"), a Delaware series limited liability company that is also registered as an investment adviser with the SEC. Polen Credit controls Polen CLO Management through its ownership of 100% of the outstanding units of the management series of Polen CLO Management. Please refer to Polen CLO Management's Form ADV for additional information about its ownership and operations.

In 2023, Polen Credit acquired a minority equity stake in Summit Ridge Capital Partners Ltd., a British Virgin Islands business company focused on fixed income investment opportunities in Latin America.

Polen Credit anticipates that the investment in this firm will help broaden Polen Credit's global credit capabilities.

The majority of Polen Credit's assets under management are managed pursuant to separate account relationships with institutional clients (including clients for which Polen Credit serves as investment sub-adviser to a pooled investment vehicle). However, as of February 28, 2025, Polen Credit also provides investment advice and investment management services to the following private investment funds, which are each exempt from registration under the Securities Act of 1933 ("1933 Act"), as amended, as well as under the 1940 Act:

- Polen DDJ/TAF Strategic Income Fund, L.P. ("TAF Fund");
- Polen Capital Floating Rate Loan Fund;
- Polen Capital Opportunistic High Yield Fund;
- Polen Capital Total Return Credit Fund;
- Polen Capital CLO Employee Holdings, LLC; and
- Polen Capital CLO Equity Partners Fund LP.

Polen/GP TAF Strategic Income, LLC is an affiliate of and controlled by Polen Credit and serves as the general partner of the TAF Fund. Polen Capital CLO Equity GP LLC is an affiliate of and controlled by Polen Credit and serves as the general partner of Polen Capital CLO Equity Partners Fund LP. The Polen Capital Floating Rate Loan Fund, Polen Capital Opportunistic High Yield Fund, and Polen Capital Total Return Credit Fund are each a series within Polen Capital Funds, LLC, a Delaware series limited liability company for which Global Trust Company serves as manager.

Each of the TAF Fund and Polen Capital Total Return Credit Fund are managed by Polen Credit on behalf of a single investor and accordingly are classified as separately managed accounts for purposes of Part 1 of this Form ADV. The remaining pooled investment vehicles set forth above are managed by Polen Credit on behalf of multiple investors (including certain affiliates of Polen Credit).

Polen Credit serves as the investment adviser or investment manager with full discretionary authority with respect to investment and trading decisions on behalf of the aforementioned private investment funds.

In addition, Polen Credit serves as the investment adviser and sub-adviser to certain U.S. funds registered under the 1940 Act. As of March 25, 2025, Polen Credit serves as the investment adviser to each of Polen U.S. High Yield Fund, Polen Opportunistic High Yield Fund, Polen Floating Rate Income ETF, and Polen High Income ETF. In addition, Polen Credit serves as a sub-adviser to Polen Growth & Income Fund, which is a fund advised by Polen Capital that has been registered under the 1940 Act but has not been registered under the 1933 Act. Each of the aforementioned mutual funds and ETFs is a series within the FundVantage Trust. Further, Polen Credit also serves as the investment adviser to Polen Credit Opportunities Fund, which is a closed-end registered investment vehicle that is operated as an "interval fund" and organized as a Delaware statutory trust.

Foreside Funds Distributors LLC, a broker-dealer unaffiliated with Polen Credit, distributes all of the aforementioned registered funds for which Polen Credit serves as investment adviser, and sponsors the Polen Credit personnel whose job responsibilities require their registrations with FINRA as a broker-dealer representative.

Furthermore, Polen Credit also serves as the investment adviser to Polen Capital Opportunistic High Yield Fund, a sub-fund within Polen Capital Funds ICAV, an umbrella-type Irish Collective Asset-management Vehicle with variable capital and with segregated liability between sub-funds registered with and authorized by the Central Bank of Ireland.

Additionally, Polen Credit serves as the investment adviser to the Polen DDJ Opportunistic High Yield Collective Investment Trust and the Polen DDJ Custom High Yield Collective Investment Trust 2017, each a collective investment fund established under the Reliance Trust Institutional Retirement Trust ("Reliance Trust"). Reliance Trust Company serves as trustee of the Reliance Trust.

Finally, Polen Credit also serves as investment sub-adviser to certain other pooled investment vehicles.

Allocation of Time and Resources of Polen Credit Personnel

In 2024, Polen Credit entered into an affiliate employee agreement with Polen Capital (the "Affiliate Employee Agreement") pursuant to which Polen Capital shares personnel with, and performs certain back-office, credit analysis, and reporting functions, among other services necessary for, Polen Credit to enable it to render services to its clients. The Affiliate Employee Agreement also allows Polen Credit to sub-delegate Polen Capital personnel and resources to any other affiliate of Polen Capital in connection with its business. Consistent with this arrangement, Polen Credit has entered into a staff and services provider agreement with Polen CLO Management pursuant to which Polen Credit personnel provide services and assistance to Polen CLO Management, including, but not limited to, back- and middle-office support, legal/compliance/risk analysis, credit analysis, portfolio management, marketing, and reporting.

Polen Capital is authorized to charge Polen Credit for these personnel sharing and other services, some or all of which may be borne indirectly by Polen Credit's clients in the form of expenses related to the fund and/or account operations. Polen Capital can terminate the Affiliate Employee Agreement upon prior written notice to Polen Credit. Although it is not anticipated that the Affiliate Employee Agreement will be terminated, any such termination would impede the ability of Polen Credit to provide advisory services to its clients. Polen Capital personnel provide services to a number of portfolios, many of which pursue investment strategies that are similar or substantially similar to one another. In addition, Polen Credit or Polen Capital may in the future establish new separately managed account client relationships or otherwise sponsor and become affiliated with other pooled investment vehicles that pursue investment programs that are similar or substantially similar to the investment programs of their current clients. As a result, Polen Capital personnel may encounter conflicts of interest in allocating their time and resources across portfolios and projects, as well as in executing transactions between clients, including ones in which Polen Capital or its personnel or affiliates may have a financial interest.

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

Summary of Code of Ethics

Polen Credit's reputation for integrity and ethics is one of its most important assets. In order to safeguard this reputation, it is essential for Polen Credit and all of its personnel to not only comply with relevant federal and state securities laws and regulations but also to maintain the highest standards of personal and professional conduct at all times. Polen Credit and its affiliates, Polen Capital and Polen CLO Management, have adopted a single Code of Ethics (the "Code of Ethics") pursuant to Rule 204A-1 under the Advisers Act as well as Rule 17j-1 under the 1940 Act. The Code of Ethics is designed to ensure that Polen Credit's conduct and the conduct of its personnel is at all times consistent with these values, with Polen Credit's fiduciary obligations to its clients, and with industry and regulatory standards for investment advisers.

The basic principles underlying the Code of Ethics are as follows:

- The interests of Polen Credit's clients are paramount.

- All Polen Credit personnel must take great care to avoid any potential conflict of interest or the appearance of any impropriety in his or her personal actions.

- No Polen Credit personnel should take inappropriate advantage of information that he or she learns through his or her position with or on behalf of a client, whether or not such actions would result in a loss to the client.

- All Polen Credit personnel are required to comply with applicable federal securities laws.

- All Polen Credit personnel shall maintain the confidentiality of any information gained by reason of his or her role and shall not use such information in a manner detrimental to Polen Credit or its clients.

- Personnel must promptly report any potential or actual violation of the Code of Ethics to the Chief Compliance Officer (or an authorized designee).

In order to implement these basic principles, the Code of Ethics contains detailed rules, including both prohibitions as well as preclearance procedures with respect to certain personal securities transactions that are applicable to all personnel of Polen Credit.

Generally, such rules prohibit Polen Credit personnel from front-running Polen Credit client transactions, or otherwise using knowledge about pending or currently considered securities transactions for clients to profit personally, either directly or indirectly, as a result. More specifically, the Code of Ethics prohibits personal trading in fixed income securities of high yield issuers, as ownership of such securities may present an actual or potential conflict of interest with certain client objectives. The Code of Ethics also requires preclearance prior to execution by all Polen Credit personnel with respect to personal trading in several types of securities, including without limitation investments in common stock, bonds, and options as well as any security offered in an initial public offering or in a limited offering, such as a private placement transaction. Furthermore, given Polen Credit's affiliation and close integration with Polen Capital, personnel of Polen Credit are subject to certain additional restrictions designed to prevent them from front-running or otherwise using knowledge about pending or currently considered securities transactions for clients of Polen Capital for their own personal benefit.

Compliance with the Code of Ethics by Polen Credit personnel is monitored and enforced by compliance personnel, who utilize an automated trade preclearance and reporting system via a web-based compliance portal that is accessible by all Polen Credit personnel. Prior to the execution of any personal transaction in those securities that are covered under the Code of Ethics, Polen Credit personnel must preclear such trade through the system's web-based portal. This automated preclearance system has been programmed to incorporate the ongoing rules and other restrictions with respect to personal trading in securities by Polen Credit personnel that are set forth in the Code of Ethics. Upon the entry of a preclearance request, the preclearance system will either approve a requested personal securities transaction if no rule prohibition is triggered, or otherwise forward the pending trade request to the Chief Compliance Officer (or an authorized designee) for further review in the event that the system has identified an issue potentially in conflict with the rules designated within the Code of Ethics.

Polen Credit generally requires that each of its personnel report to the Chief Compliance Officer (or an authorized designee) all personal brokerage accounts through which covered securities can be purchased or sold. Polen Credit then instructs the broker for such accounts to establish an electronic data feed that flows directly into the automated compliance system. Such an electronic feed provides a record of each personal securities transaction by such Polen Credit personnel, thereby enabling the Chief Compliance Officer (or an authorized designee) to verify compliance (via the automated system) with Polen Credit's personal trading procedure as set forth in the Code of Ethics. In limited circumstances to the extent that a broker is unable to establish such an electronic data feed with respect to a personal account, Polen Credit may nonetheless impose similar personal trading restrictions (as well as reporting requirements) on such personnel consistent with the requirements of the Code of Ethics.

Failure to obtain appropriate preclearance for personal transactions in securities covered under the Code of Ethics constitutes a serious breach of Polen Credit's rules. The ensuing disciplinary action taken by Polen Credit, which may include warnings, suspension of personal securities trading privileges, fines, disgorgement of profits, and suspension and termination, as well as the referral to civil or criminal authorities where appropriate, will depend on the applicable facts and surrounding circumstances following a review by Polen Credit's Chief Compliance Officer (or an authorized designee).

Notwithstanding the foregoing, to the extent that a member of Polen Credit's personnel has established a personal brokerage account over which such personnel has no direct or indirect influence or control (*e.g.*, a personal account managed on a fully discretionary basis by a financial adviser unaffiliated with the personnel), Polen Credit may, in its sole discretion, exempt any personal transactions and securities holdings with respect to such non-discretionary accounts from the preclearance and reporting requirements, respectively, under the Code of Ethics. The Chief Compliance Officer (or an authorized designee) must pre-approve any such exemptions in order to confirm such arrangement's compliance with both the regulations under the Advisers Act as well as applicable SEC guidance. The Chief Compliance Officer (or an authorized designee) also periodically reviews such personal trading arrangements in an effort to confirm that they are not otherwise designed to circumvent the applicable personal trading requirements under the Code of Ethics.

The Code of Ethics requires that each of Polen Credit's personnel complete, via the web-based portal, a quarterly certification with respect to any covered personal securities transactions, as well as a certification with respect to all covered personal securities holdings upon an individual's initial employment with Polen Capital and then annually thereafter.

Upon request, Polen Credit will provide any client or prospective client with a copy of its Code of Ethics.

Personal Trading by Polen Credit Personnel and Related Persons; Blackout Periods

Polen Credit clients pursue highly specialized investment strategies and objectives in a limited investment universe that generally do not overlap with the investment goals and objectives separately established by Polen Credit personnel with respect to their personal accounts. Although the Code of Ethics includes an outright restriction on personal trading in fixed income securities issued by high yield companies, from time to time, Polen Credit personnel may invest in their personal accounts in the same securities (such as common stocks) that Polen Credit (as well as its parent company, Polen Capital) also may recommend for its clients. To the extent that Polen Credit personnel desire to execute a personal trade in a security that may also be appropriate for a Polen Credit client, a potential or actual conflict of interest may arise. Similarly, personnel may have an incentive to benefit from the market effect of trades in client accounts by trading shortly thereafter in their personal accounts.

In all cases, whether or not a specific provision of the Code of Ethics applies, each Polen Credit personnel must conduct his or her personal trading activities in accordance with the general principles embodied by the Code of Ethics outlined above, and in a manner that is designed to avoid any actual or potential conflict of interest or any abuse of an individual's position of trust and responsibility. Furthermore, in order to address these specific conflicts of interest, Polen Credit has implemented blackout (or "quiet") periods for certain securities during which time personal trading is prohibited. Notably, personnel may not purchase or sell such securities when any proposed transaction would conflict with trading activity under consideration for a client (*e.g.*, a pending "buy" or "sell" order in such security) by Polen Credit, Polen Capital, its parent company, or Polen CLO Management, its affiliate. Polen Credit believes that the implementation of such blackout periods, which are more restrictive than the personal trading limitations set forth in the Advisers Act (and the rules promulgated by the SEC thereunder), effectively minimizes these potential conflicts of interest; however, such blackout periods do not apply to investment fund clients in which Polen Credit and/or its personnel have directly invested.

Polen Credit has programmed its automated compliance system to incorporate these blackout periods in an effort to prioritize the interests of Polen Credit's clients above the personal interests of Polen Credit's personnel at all times. Pursuant to the Code of Ethics, the Chief Compliance Officer (or an authorized designee) may provide a waiver of these restrictions, taking into account the specific facts and circumstances surrounding a trade, prior to the execution of a personal trade. Furthermore, on a post-trade basis, the Chief Compliance Officer (or an authorized designee) also periodically reviews compliance with such blackout periods as well as other personal trading preclearance requirements.

Policy and Procedure with respect to the Flow and Use of Material Non-Public Information

Polen Credit also maintains a Policy and Procedure with respect to the Flow and Use of Material Non-Public Information (the "MNPI Policy"), which is designed to provide for the proper handling of material non-public information about companies as well as prevent the misuse of such information by Polen Credit and its personnel. It is a violation of the MNPI Policy for such personnel to knowingly trade or recommend a trade in securities on the basis of material non-public information, whether for his/her own account, on behalf of any client account managed by Polen Credit, or for any other person, whether or not such actions would violate federal securities laws. In addition, the MNPI Policy provides that it is a violation to tip such information to others, whether or not such actions would violate federal securities laws. Exceptions, which must be approved by the Chief Compliance

Officer (or an authorized designee), are only granted to the extent consistent with applicable law. Polen Credit also programs both its trade order management system and its automated Code of Ethics compliance system to flag any client trade orders or personal trading preclearance requests, respectively, that include securities issued by companies that Polen Credit has placed on Polen's "Restricted List". The Chief Compliance Officer, together with other personnel within Polen's legal & compliance department, is responsible for monitoring and reviewing compliance with the MNPI Policy.

In an effort to ensure that all personnel are cognizant of their responsibilities under the Code of Ethics and the MNPI Policy, Polen Credit requires that each newly-hired person meet with compliance personnel to review the material requirements of the Code of Ethics and MNPI Policy shortly following their initial employment date with Polen. Furthermore, from time to time, on an annual basis each person must attend or complete supplemental compliance training to review such requirements. Finally, upon employment with Polen Capital and on an annual basis thereafter, Polen Credit's personnel are required to certify, via the web-based portal, as to their ongoing compliance with the Code of Ethics and the MNPI Policy.

<u>Participation or Interest in Client Transactions</u>

In certain instances, Polen Credit may recommend that its clients invest in securities in which Polen Credit or an affiliate of Polen Credit has a material financial interest. For example, Polen Credit and/or certain of its personnel have invested directly in certain pooled investment vehicles (*e.g.*, U.S. registered funds and private funds) that are managed by Polen Credit. A conflict of interest may arise because Polen Credit has an incentive to direct additional client assets to such portfolio company investments in which itself and/or its affiliates have a material financial interest. Furthermore, Polen Credit may be incentivized to make different investment and trade allocation decisions than it would if such parties did not have such financial ownership interests.

To address this conflict, Polen Credit has adopted written initial order and allocation guidelines, as further outlined in Item 6 of this Brochure, that are intended to provide for a fair and equitable allocation of purchases and sales of investments amongst Polen Credit client accounts. Furthermore, the Code of Ethics requires that Polen Credit personnel (including, without limitation, its portfolio managers) place the interests of Polen's clients first, and on an annual basis, Polen Credit personnel must certify that he or she has read and understands the Code of Ethics and has complied with its provisions. Although Polen Credit does not believe that any material conflict of interest is likely to arise as a result of Polen Credit recommending that its clients invest in securities in which Polen Credit or an affiliate has a material financial interest, to the extent that Polen Credit believed that its interests were not aligned with the interests of its clients, Polen Credit would disclose the appropriate facts and circumstances related to such investment allocation to the affected client(s) before executing any transaction.

Although Polen Credit and its personnel have invested in certain of its managed pooled investment vehicles, the pooled investment vehicles themselves (which may include third party investors unaffiliated with Polen Credit) are not subject to the blackout and other trading restrictions applicable to Polen Credit personnel that are set forth in the Code of Ethics. However, because the interests of Polen Credit and its investment fund clients are generally aligned in these instances, Polen Credit does not believe that such an investment by itself or by its affiliated persons in investment vehicles that it manages generally presents any actual conflict of interest. Furthermore, all client trading is subject to the firm's initial order and allocation guidelines.

Finally, as described in Item 6 of this Brochure, Polen Credit may execute cross transactions between certain of its client accounts. To the extent that any cross transaction would be deemed a principal transaction (*e.g.*, as a result of the interests of Polen Credit and/or any of its affiliates in its commingled funds participating in such transaction), Polen Credit would only execute such transaction following a conclusion by its Chief Compliance Officer (or an authorized designee) that such transaction was consistent with applicable law (including, without limitation, Section 206(3) of the Advisers Act) as well as with Polen Credit's internal compliance policies and procedures applicable to such principal transactions. Such transactions are rare.

<u>Gifts and Entertainment; Outside Business Activities</u>

From time to time, brokers and other service providers to Polen Credit and its clients may provide personnel of Polen Credit with non-monetary gifts as well as certain customary business entertainment, which Polen Credit believes improves the quality of such working relationships and accordingly benefits Polen's clients. Nonetheless, the Code of Ethics contains certain restrictions regarding the receipt of such gifts and entertainment that are reasonably designed to minimize any associated actual or potential conflicts of interest. The overriding principle governing the behavior of Polen Credit personnel in this area is that they may not accept gifts or entertainment as a "*quid pro quo*" or condition of doing business with the provider. More specifically, gifts and entertainment (both received as well as given) over a specified dollar value are not permitted without obtaining the approval of the Chief Compliance Officer of Polen Capital (or an authorized designee). In addition, gifts and entertainment over $50 in value from a single service provider must be reported to the compliance team via the web-based compliance portal.

In addition, Polen Credit personnel are also discouraged (or, in certain cases, outright restricted) from participating in outside business activities, including, without limitation, any activity that conflicts with Polen Credit's interests, encroaches on normal working time or otherwise impairs performance. In addition, in light of potentially conflicting fiduciary duties as well as conflicting time demands, any Polen Credit personnel seeking to serve on the board of directors of a company must obtain the prior approval of the Chief Compliance Officer of Polen Capital (or an authorized designee), which approval is not generally granted unless it is determined that such service would be in, or not otherwise conflict with, the best interests of Polen Credit's clients.

Polen Credit requires that its personnel periodically certify their compliance with these procedures through the web-based compliance portal.

<u>Political Contributions</u>

Polen Capital has adopted a policy, which covers Polen Credit, in compliance with Rule 206(4)-5 under the Advisers Act that restricts itself and all of its personnel (as well as their partners and dependent children) from taking the following actions without preapproval from the compliance team: (i) making any direct or indirect contributions (including in-kind contributions) to any incumbent, candidate, or successful candidate for elective office of a government entity or (ii) soliciting contributions for any political party. The purpose of this policy is to preemptively address any potentially abusive "pay-to-play" practices involving the solicitation by Polen Credit or its personnel of business from various state and local governmental entities, such as public pension plans, that may also serve as clients or prospective clients of Polen Credit. Personnel of Polen Credit must also certify their political contribution activities to Polen Credit on an annual basis via the web-based compliance portal. The Chief Compliance Officer of Polen Capital is responsible for overseeing compliance with this policy.

Whistleblower

Polen Credit believes that its personnel form an integral part of Polen's internal control system. Accordingly, all Polen Credit personnel are covered by Polen Capital's whistleblower policy, which is designed to comply in all respects with the applicable whistleblowing requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act.

Item 12 Brokerage Practices

Best Execution

The advisory contracts entered into by Polen Credit generally afford the firm broad discretion to select brokers with whom to execute trades on behalf of its clients. Polen Credit maintains an "Approved Brokers List" and, absent special circumstances, only executes trades with brokers that are included on such list. Any proposed, one-off trade with a counterparty not on the Approved Brokers List requires the approval of the Chief Compliance Officer (or an authorized designee). To the extent that the Polen Credit trading team desires to add a new broker to the Approved Brokers List, Polen Credit will first perform a diligent onboarding process (including a review, to the extent attainable, of a broker's FOCUS report together with its regulatory and disciplinary history). Following the favorable completion of this process, Polen Credit will update its Approved Brokers List by adding such broker, and then permit trading with such counterparty accordingly.

In selecting brokers for client transactions, Polen Credit attempts to seek the best overall combination of price and execution of purchase or sale orders under each possible circumstance (unless otherwise provided in the governing documents with respect to a particular client account). The best net price, after giving effect to brokerage commissions, spreads and other costs, is typically the most important factor in this decision, but a number of other judgmental facts will be considered by the Polen Credit trader to the extent deemed relevant. For example, consideration may be given to the reputation, perceived soundness, and performance of the various firms, their demonstrated execution capability, both generally and in regard to particular securities transactions, and their proposed commission charges (to the extent the commission is not otherwise built into the net price), as well as other factors, including the nature of the security or instrument being traded, the size and type of the transaction, the nature and character of the markets for the security or instrument to be purchased or sold, the desired timing of the trade, the activity existing and expected in the market for the particular security or instrument, confidentiality, and the brokerage firm's clearance and settlement capabilities.

Polen Credit executes all fixed income trades on behalf of its clients on a net basis. Accordingly, broker counterparties do not charge Polen Credit's clients a separate commission on a fixed income trade; rather, the commission is embedded within the purchase or sale price (as reflected in the applicable bid/ask spread). With respect to equity trades (which are not frequently executed given the fixed income strategies exclusively pursued by Polen Credit), clients of Polen Credit typically will be charged a customary commission per share that will depend on the facts and circumstances of the specific trade. Polen Credit's determination of what constitutes a reasonable commission rate (or, in the case of a fixed income trade, a reasonable bid/ask spread to the extent that such information is available) is based on the knowledge of its experienced traders regarding competitive rates paid and charged for similar transactions in the market.

Research and Other Soft Dollar Benefits

When it appears that a number of brokerage firms can satisfy the required standards with respect to a particular transaction, Polen Credit may also consider research services that such firms have provided in the past or may provide in the future. Such research services may include the provision of supplemental investment research, including information on particular securities or individual companies, legal interpretations and legal developments affecting portfolio securities, investments or issuers, general, economic and political information, analytical and statistical data, relevant market information and market quotations in connection with the analysis of securities. However, in the context of the high yield fixed income and leveraged loan markets, Polen Credit typically does not consider these potential research services when evaluating which brokerage firm can provide its clients with best execution for any particular trade.

In 2020, Polen Credit discontinued the lone soft dollar arrangement that it maintained with a broker-dealer; at the time, such soft dollars were only generated on an infrequent basis and were not material to the business. To the extent that Polen Credit reinstitutes a soft dollar relationship with any broker-dealer, Polen Credit, under the direction of its Chief Compliance Officer, would comply with the safe harbor regarding the use of client funds to purchase certain research services as established by Section 28(e) of the Securities Exchange Act of 1934, and as such safe harbor was clarified by the SEC interpretive release effective as of July 24, 2006.

Brokerage for Client Referrals

In selecting or recommending broker-dealers for client transactions, Polen Credit does not consider the possibility of client referrals from any broker-dealer. Historically, broker-dealers have not served as a source of client referrals for Polen Credit.

Directed Brokerage

Polen Credit does not routinely recommend, request, or require that any client direct Polen Credit to execute transactions through a specified broker-dealer. While Polen Credit will permit its clients to direct brokerage, historically clients with the authority to direct brokerage to a particular firm have not required Polen Credit to do so, and have instead provided Polen Credit with full discretion to select broker-dealers with whom to trade on their behalf; however, in certain instances, clients have reserved the right to request that Polen Credit direct a portion of total brokerage to certain types of brokers (*e.g.*, minority business owned enterprises) or otherwise restrict trading by Polen Credit (on behalf of such client) with a specific broker. Polen Credit addresses any directed brokerage arrangements on a case-by-case basis. Specifying or restricting brokers in this manner may be inconsistent with a client's desire to obtain overall best execution for a particular transaction.

Initial Order and Allocation Guidelines

For a description of Polen Credit's written initial order and allocation guidelines, which govern how Polen Credit allocates investment opportunities amongst its client accounts, please reference Item 6 under the section entitled "Allocation of Trades".

Aggregation of Orders

Occasions commonly arise when Polen Credit (together with its affiliates, as appropriate) determines to purchase or dispose of an investment for more than one client, including the aggregation of orders for clients of both Polen Credit and Polen CLO Management. In most instances, aggregation of trade orders results in lower commissions, a more favorable net price, and/or more efficient execution than separately placing trade orders for each account. When Polen Credit (together with its affiliates, as appropriate) deems the purchase or sale of an investment to be in the best interests of a number of clients, such an order will typically be aggregated (as either a purchase or a sale) among those client accounts in an effort to obtain best execution and lower brokerage commissions in such manner as Polen Credit (and its affiliates) deems equitable and fair to its clients. In such circumstances, each client of Polen Credit participating in an aggregated order will participate at the same price as all other participants, and all transaction costs associated with the order will be allocated *pro rata* to all participating clients.

Trade Errors

It is Polen Credit's practice that its trading and accounting personnel implement all investment decisions carefully. Nevertheless, trading, settlement or other operations-related errors may occur as a result of mistakes made on the part of Polen Credit's personnel including, but not limited to, portfolio managers, traders, and members of the operations or compliance staff. An example of such an error is the inadvertent sale of a security in a client account when it instead should have been purchased. If a trading, settlement, or operations-related error occurs, it is Polen Credit's policy that such error be corrected as soon as possible and, subject to the applicable standard of care, in such a manner that the affected client is not disadvantaged and bears no loss. Any error that results in a gain following such correction will be credited to the affected client.

In the event of the discovery of such an error involving a client account managed by Polen Credit, applicable trading and/or operations personnel will promptly investigate the matter and, if appropriate, convene a meeting of senior Polen Credit operations and compliance personnel to (x) determine the cause of the error; (y) assess whether a Polen Credit client incurred a loss (and if so, to determine any remedial action to be taken, including any notification to the affected client); and (z) recommend, if appropriate, any changes to existing procedures in an effort to prevent a similar error from recurring in the future. In all instances, the Chief Compliance Officer will be notified at or promptly after the time that the error is discovered, and to the extent that any remedial action is proposed, the Chief Compliance Officer, together with other senior personnel, will approve of such resolution. While Polen Credit is responsible for its own trade errors, it is generally not responsible for the errors of other persons with whom Polen Credit conducts business on behalf of its clients, including third party brokers and custodians.

Item 13 Review of Accounts

Account Reviews

Polen Credit assigns each client one or more portfolio managers with the requisite skills to manage the particular account(s). With the exception of certain legacy client portfolios that are in their wind-down stage with very limited remaining assets under Polen Credit's management, as a general rule, client accounts are reviewed by Polen Credit's investment professionals on a daily basis. Such review generally involves an examination of the current market value of portfolio investments, developments in portfolios companies, recent transactions, dynamics affecting the overall high yield market, and other factors affecting investment decisions with respect to the portfolio, including each client's investment objective, guidelines, and restrictions. In addition, the portfolio manager(s), together with the other investment professionals, meet on both an *ad hoc* and a regular basis (*e.g.*, in the form of the Investment Review Committee or the entire research team) to discuss specific positions held by, and potential investments for, client accounts. Performance of client accounts is likewise monitored by such investment professionals. Finally, Polen Credit also assigns each client a dedicated relationship manager, who is responsible for ensuring that such account is properly serviced, monitored and supervised, including the preparation and timely delivery of applicable client reports.

In addition, Polen Credit utilizes an automated compliance system, which is embedded within Polen's trade order management system and accordingly monitors each discretionary client account for applicable investment guideline compliance on a real-time basis. The purpose of this automated compliance system is to screen individual transactions to prevent inadvertent trade allocations to client accounts that would otherwise breach a specific investment restriction or guideline. Following the entry of any proposed order that triggers a pre-trade compliance alert within the trade order management system, a member of Polen Credit's compliance department must resolve such alert before the order is cleared within the system and a Polen Credit trader is accordingly authorized to execute such trade with a counterparty. In addition to the foregoing, on a daily basis each night, the compliance system conducts an automated post-trade compliance review to similarly confirm end-of-day compliance with such client-imposed investment restrictions and guidelines. Each ensuing trading day, Polen Credit compliance personnel review any issues identified as part of this daily post-trade process performed the night before (*e.g.*, a passive breach of a client guideline as a result of market movements or client subscription/redemption activity), and, as appropriate, elevate any flagged items to the portfolio manager(s) responsible for managing the client account as well as to the Chief Compliance Officer. Depending on the nature of the issue, such individuals may then collectively recommend remedial portfolio transactions in a manner consistent with the client's governing documents.

<u>Client Account Reports</u>

With respect to its separately managed account clients (including those accounts for which Polen Credit serves as investment sub-adviser on behalf of a pooled investment vehicle), Polen Credit generally provides reports on a monthly or quarterly basis, depending on the client's needs, the particular investment strategy, and the type of assets under management. Such written reports generally include the current value of the account, the performance and attribution of the account for the time period covered, certain portfolio characteristics, and a list of all or selective position holdings for the account. Meetings with such institutional clients are held as agreed upon with clients and generally occur at least annually. Additionally, Polen Credit personnel that are knowledgeable with respect to a client's account are made reasonably available to the client for consultation. Further, Polen Credit will attempt to accommodate customized daily, weekly, monthly, quarterly, and *ad hoc* reporting requirements requested by its clients.

For pooled investment vehicles for which Polen Credit serves as the sole investment adviser, Polen Credit (or the designated third-party fund administrator) will provide the required written reports and/or information to such client's underlying investors as set forth in the fund's governing documents. Typically, such reports are provided to the underlying investors on a monthly or quarterly basis, with audited financial statements and tax reports (*e.g.*, annual Schedule K-1) also provided to such investors following the end of the applicable fiscal year. Finally, given the client-directed trading focus of Polen Credit's single non-discretionary account, Polen Credit does not provide that client with any account reporting.

Item 14 Client Referrals and Other Compensation

Polen Credit does not maintain any active arrangements with third-party solicitors. With respect to any potential future fee sharing arrangements with third-party solicitors, Polen Credit will fully comply with the applicable provisions of the Advisers Act.

Pursuant to a Mutual Fund Support Services Agreement, Polen Credit has engaged a registered investment adviser to provide certain mutual fund support services with respect to the registered investment vehicles that Polen Credit manages (including, without limitation, recommending an investment in such fund(s) to such adviser's investors and prospects). In exchange for these services, Polen Credit has agreed to compensate such adviser with a percentage of any management fees received by Polen Credit with respect to an investment in such fund(s) made by an investor identified by such adviser. Such fees are paid by Polen Credit (*e.g.*, out of past profits) and are not borne by the fund. This arrangement is conducted by Polen Credit in a manner that is consistent with Rule 206(4)-3 under the Advisers Act, as well as relevant SEC guidance.

In the ordinary course of business, Polen Credit as well as its personnel may receive corporate gifts or meals and entertainment, such as tickets to cultural and sporting events or invitations to golf outings, from service providers that conduct business with Polen Credit and/or its affiliates. The receipt of such gifts and other benefits is subject to certain limitations under the Code of Ethics, as set forth in Item 11 under the section entitled "Gifts and Entertainment; Outside Business Activities". With the exception of the foregoing, which Polen Credit believes to be customary and not excessive, no third party presently provides any economic benefit to Polen Credit for providing investment advisory services to Polen Credit's clients.

As part of its duties to its clients, Polen Credit endeavors at all times to place the interests of its clients first.

Item 15 Custody

In connection with the safekeeping of securities and other assets held in client accounts, Polen Credit has adopted certain policies and procedures designed to ensure that Polen Credit complies with Rule 206(4)-2 (often referred to as the "Custody Rule") under the Advisers Act.

With respect to Polen Credit's separately managed account clients (including pooled investment vehicles for which Polen Credit serves as investment sub-adviser), such clients select a "qualified custodian" (as defined in the Custody Rule) unaffiliated with Polen Credit to custody the funds and assets that the client has placed under Polen Credit's management. With respect to the commingled investment vehicles managed by Polen Credit (that are not otherwise organized as limited partnerships), such vehicles' assets are maintained at an independent qualified custodian selected by (but unaffiliated with) Polen Credit. In those cases, Polen Credit does not hold, directly or indirectly, such client funds or assets; Polen Credit does not have any authority to obtain possession of such client funds or assets; and no arrangement exists under which Polen Credit would be authorized or permitted to withdraw client funds or securities maintained with a custodian upon

Polen Credit's instruction to such custodian. Accordingly, consistent with the requirements of the Custody Rule, Polen Credit does not maintain custody of such client funds or securities.

With respect to Polen Credit's pooled investment vehicle clients organized as limited partnerships for which Polen Credit serves as investment adviser, although the assets of each managed vehicle are maintained by Polen Credit at an independent, qualified custodian, Polen Credit is nonetheless generally deemed to have custody of the assets of certain of those pooled investment vehicles under the Custody Rule because an affiliate of Polen Credit serves as the general partner of such respective vehicle (and Polen Credit itself controls such general partner). Accordingly, as it pertains to Polen Credit's management of such clients' assets, Polen Credit has adopted internal procedures designed to comply with the requirements of the Custody Rule as well as to appropriately safeguard client assets (including, without limitation, that such pooled investment vehicle must be audited at least annually by an independent public accountant with such audited financial statements distributed to each beneficial owner (*e.g.*, limited partner) of the pooled investment vehicle within 120 days of the end of such vehicle's fiscal year). The Chief Compliance Officer (or an authorized designee) is responsible for monitoring and reviewing compliance with these internal procedures related to compliance with the Custody Rule. Polen Credit urges each investor in any of its pooled investment vehicles to carefully review the applicable annual audited financial statements.

For further information about the custody arrangements of Polen Credit's other pooled investment vehicles (including Polen Credit's mutual funds), please refer to the fund's prospectus, statement of additional information, offering memorandum, and/or other applicable governing documentation for such entity.

Item 16 Investment Discretion

As of February 28, 2025, with the exception of a single client account for which Polen Credit exercises limited investment discretion, Polen Credit manages its funds and accounts on a discretionary basis, consistent with each client's investment objectives and restrictions, with broad authority to determine the securities to be bought and/or sold, the amount of securities to be bought and/or sold, the price paid or received in connection with such transaction, and the broker-dealers to be used along with (in the case of equity securities) the related commission rates. However, with respect to certain legacy client accounts that are in their wind-down or termination stage, while Polen Credit retains discretionary authority to dispose of any remaining investments held within such portfolios, Polen Credit no longer has the authority to initiate new purchases.

Polen Credit typically negotiates the breadth of its investment authority directly with each client, which powers are then memorialized in an investment management agreement or a similar governing document executed with the client. In general, a client will delegate broad authority to Polen Credit to manage a discretionary account, subject to limitations set forth in the contractual investment restrictions or guidelines that are negotiated between Polen Credit and such client. Such client-specific investment restrictions or guidelines may limit Polen Credit's authority to invest in particular types of securities, may limit Polen Credit's ability to invest in debt securities above or below a certain rating, or may set a minimum or maximum percentage (relative to the account's market value) with respect to investments in a single issuer, industry or a certain type of security (*e.g.*, equities). Clients may also impose on Polen Credit a maximum percentage that may be invested in "illiquid" securities for which there is no active secondary market. Furthermore, clients may also impose socially responsible restrictions or guidelines, including prohibitions on investing in specific issuers or in those engaged in certain lines of business. In addition, with respect to the pooled commingled vehicles advised by Polen Credit as well as instances where Polen Credit acts as investment sub-adviser on behalf of an asset manager that manages a mutual fund or other similar client account structured as a pooled investment vehicle, Polen Credit's authority to select the type and amount of securities to be bought or sold on behalf of such client may be further limited by that fund's prospectus, statement of additional information, offering memorandum, and/or other applicable governing documentation for such entity.

In order to most effectively pursue the desired investment objective for its discretionary accounts, Polen Credit requests from each client, and such clients oftentimes grant to Polen Credit, a power of attorney or other written authority for Polen Credit to execute investment-related contracts, agreements and other undertakings in the name of such client as Polen Credit may deem necessary or advisable for, or as may be incidental to, its management of such client account. This power of attorney is typically included directly within the investment management agreement (or an equivalent governing agreement) entered into between Polen Credit and the client at the time the account is incepted.

Item 17 Voting Client Securities

Given the credit-oriented focus of Polen Credit's investment strategies, Polen Credit primarily manages investments in fixed income, rather than equity, securities. As a result, equity investments, in particular in public companies that regularly disseminate proxy voting materials to their shareholders, typically constitute a very small percentage of the total assets managed by Polen Credit (though such percentage varies by client account depending on the particular investment strategy pursued). Proxy voting therefore is typically not a material element of Polen Credit's significant investment strategies (or any of its customized client solutions).

Nonetheless, in accordance with Rule 206(4)-6 under the Advisers Act, Polen Credit has adopted and implemented certain written proxy voting policies and procedures, which Polen Credit believes are reasonably designed to ensure that proxies are voted in the best interests of its clients. To the extent that a Polen Credit client has provided Polen Credit with the authority to vote proxies, Polen Credit votes such proxies on behalf of its clients based on its judgment as to what voting decision is most likely to maximize total return to the client as an investor in the issuer whose securities are being voted. Polen Credit reviews and makes a voting decision on each matter presented in such proxy on an individual, case-by-case basis.

It is possible that Polen Credit may encounter a conflict of interest with respect to a matter to be voted upon in a proxy, though given the limited amount of investing by Polen Credit's clients in public equity securities, such circumstances would be very rare. However, if the investment professional responsible for recommending a proxy vote identifies a potential material conflict of interest, such individual (and/or Polen's internal proxy administrator) shall notify the Chief Compliance Officer. In the event that the Chief Compliance Officer concludes that a material conflict of interest exists, Polen Credit generally would request a waiver of such conflict or other specific voting instructions from the client, an authorized representative of the client, or an appropriate third party. In the event that the client(s), client representative(s), or other third party, as the case may be, do not desire to direct the vote of the proxy matter in question, Polen Credit may, as circumstances warrant, take other steps, such as consulting with its outside legal counsel or an independent third-party service, which steps are designed to result in a decision that is demonstrably based on the client's best interests and not the product of the conflict.

Upon the inception of a discretionary client account, Polen Credit will typically negotiate for the authority, as set forth in the investment management agreement, to vote all proxy matters. Polen Credit believes that obtaining proxy voting authority better enables Polen Credit to implement its investment strategies and maximize value to its client accounts. However, in the event that a client does not grant Polen Credit such authority, then such client will retain proxy voting authority, or may retain the authority to direct a vote with respect to a particular solicitation. In such circumstances, clients will generally receive their proxies or other solicitations directly from their custodians, and Polen Credit will attempt to make its personnel available to answer any questions with respect to such matters.

In the case of fixed income securities, except as otherwise set forth in an underlying management agreement with a client, Polen Credit also exercises discretion that it deems appropriate and in the best interests of its clients with respect to other corporate action events. These actions may include, for example, responding to debt exchanges, tender offers or consents, bankruptcy claims and class action claims, as well as voting with respect to an issuer's plan of reorganization.

If any client would like additional information regarding how Polen Credit has voted on specific proxies, or a copy of its proxy voting policies and procedures, please send a written request to the attention of Joshua McCarthy, General Counsel and Chief Compliance Officer, at Polen Capital Credit, LLC, 1075 Main Street, Suite 320, Waltham, MA 02451, or via email to Mr. McCarthy at walthamlegal@polencapital.com.

Item 18 Financial Information

Registered investment advisers are required in this Item to provide their clients with certain financial information or disclosures about their financial condition.

Polen Credit does not require any of its clients to prepay its fees six months or more in advance.

As of February 28, 2025, with the exception of a single account for which Polen Credit does not exercise investment discretion, Polen Credit has discretionary management authority with respect to each of its clients, subject to specific restrictions and guidelines established by each client (though certain funds and accounts are in their wind-down or termination stage and accordingly Polen Credit is no longer making any new investments on their behalf). Furthermore, with respect to each of its pooled private investment vehicles organized as limited partnerships, although Polen Credit maintains such assets with an independent qualified custodian, Polen Credit nonetheless is deemed to have custody of client funds and securities (as described under Item 15 above). At the present time, Polen Credit does not believe that there is any financial condition affecting Polen Credit that is reasonably likely to impair its ability to meet its ongoing contractual commitments to its clients.

Since its inception in 1996, Polen Credit has not been the subject of a bankruptcy proceeding.