



ARISTOTLE
PACIFIC CAPITAL

ARISTOTLE PACIFIC CAPITAL, LLC

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March 29, 2024

This Brochure provides information about the qualifications and business practices of Aristotle Pacific Capital, LLC (“Aristotle Pacific”). If you have any questions about the contents of this Brochure, please contact us at APCcompliance@aristotlecap.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about Aristotle Pacific also is available on the SEC’s Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov.

Registration as an investment adviser with the SEC does not imply that Aristotle Pacific has a certain level of skill or training.

ITEM 2: MATERIAL CHANGES

This Brochure, dated March 29, 2024, replaces the previous version filed on January 26, 2024.

This summary of material changes is designed to make clients, and prospective clients, aware of information that has changed since the previous filing of the Brochure, which may be of importance to them.

Item 5: Fees and Compensation

Updated fees and added the High Quality High Yield and Senior CLO Strategies to Section II - Managed Accounts.

Item 10: Other Financial Industry Activities and Affiliations

Added two newly formed affiliates, APC Short Duration HY GP, LLC and APC HY Bond GP, LLC.

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ITEM 4: ADVISORY BUSINESS

Aristotle Pacific Capital, LLC (“Aristotle Pacific,” formerly Pacific Asset Management LLC) offers total return credit oriented investment strategies primarily to institutional investors. Aristotle Pacific believes that its focus on credit investments across an issuer’s capital structure, an experienced portfolio management group and an integrated credit analyst team, all serve to differentiate Aristotle Pacific’s services from the services provided by its competitors.

Aristotle Pacific has its principal place of business located in Newport Beach, California. Senior members of Aristotle Pacific and Aristotle Capital Management, LLC hold ownership interests in the firm.

Aristotle Pacific primarily provides investment management services to institutional clients. As an adviser, Aristotle Pacific generally has discretionary authority to determine which investments are bought and sold and the amounts of such investments that are appropriate for each client. Limitations on Aristotle Pacific’s authority, if any, are set forth in the applicable governing documents or investment management agreement.

Certain affiliates of Aristotle Pacific, namely APC Asset Development I, LP and APC Asset Development II, LP established as Delaware limited partnerships and registered as investment advisers with the SEC (collateral manager vehicles, or “CMVs”), serve as the collateral manager for collateralized loan obligation transactions (“CLOs”). Pursuant to the applicable service agreement with each CMV, Aristotle Pacific makes its employees, including its investment management professionals, available to the CMVs in connection with their provision of investment functions for CLOs. Aristotle Pacific’s investment management professionals, acting on behalf of the CMV, are responsible for the portfolio management functions to be performed under the collateral management agreement, including the recommendation of any asset purchased or sold by the CLO issuer and the facilitation of any such purchase or sale. Additionally, Aristotle Pacific provides operational and investment management support to the CMVs, including research and credit analysis services, traditional middle office and back office services, compliance, administrative and infrastructure services.

Aristotle Pacific, together with its CMV affiliates, has approximately \$24.6 billion in assets under management as of December 31, 2023, across a broad platform of investment strategies. Note that the method for computing assets under management is different from the method for computing regulatory assets under management required for Item 5.F in Form ADV Part I.

Aristotle Pacific’s advisory services are generally offered through the following types of products and/or investment vehicles:

- open-ended mutual funds (“Mutual Funds”) registered under the Investment Company Act of 1940 (the “Company Act”);
- exchange traded funds (“ETF”) registered under the Company Act;
- private investment funds offered pursuant to Regulation D of the Securities Act of 1933 and excluded from the investment company definition under Section 3(c)(7) of the Company Act (a “Private Fund”);
- collective trust funds and/or underlying portfolios of stable value funds (referred to as “Collective Investment Trusts” or “CITs”) maintained by a bank or trust company and excluded from the investment company definition under Section 3(c)(11) of the Company Act (Mutual Funds, ETFs, Private Funds and CITs are referred to collectively as “Pooled Funds”); and

- separately managed custodial accounts (“Managed Accounts”) maintained by a qualified custodian on behalf of clients.

Pooled Funds:

Aristotle Pacific serves as the manager, adviser or sub-adviser of certain affiliated and non-affiliated Pooled Funds. In certain circumstances, Aristotle Pacific may provide both investment advisory services and administrative services to Pooled Funds. Investment advisory services include the selection of securities and the placement of orders for the purchase and sale of securities. Complete information concerning each Pooled Fund advised by Aristotle Pacific, including fees, is disclosed in the offering materials for each applicable Pooled Fund.

Managed Accounts:

Aristotle Pacific provides discretionary investment management services directly to advisory clients through Managed Accounts. Aristotle Pacific has full power and authority to supervise and direct investments in Managed Accounts, subject to the investment management agreement for such clients. Managed Accounts may pursue any of the investment strategies described below in Item 8: Methods Of Analysis, Investment Strategies And Risk Of Loss.

ITEM 5: FEES AND COMPENSATION

Aristotle Pacific provides investment management services to a wide variety of clients through various investment vehicles, such as Pooled Funds and Managed Accounts. The advisory fees charged by Aristotle Pacific for such management services and such types of accounts are described below. Fees may be negotiated based on various parameters, such as the investment vehicle, type of account, investment strategy and other factors, on a per-client basis. Aristotle Pacific reserves the right to reduce or waive its management fee for any of its investment strategies or for any account. Fees are generally calculated monthly based on an annualized percentage charge on the value of the portfolio and are typically billed quarterly in arrears. Other arrangements, however, may be negotiated with individual clients. In the event of account termination, fees paid in advance to Aristotle Pacific, if any, will be prorated to the date of termination specified in the notice of termination, and any unearned portion thereof will be refunded to the client. Existing clients may be charged based on a fee schedule that was previously agreed to and may differ from the fee schedule listed below.

I. Pooled Funds.

The Pooled Funds advised, subadvised or managed by Aristotle Pacific each compensate Aristotle Pacific for its services pursuant to an investment advisory, sub-advisory, or management agreement approved by the applicable fund’s Board of Directors/Trustees, general partner or adviser. Management fees are calculated separately for each Pooled Fund. Pooled Funds generally also pay administration, custody and other fees and those expenses are indirectly borne by its shareholders, limited partners or investors. In addition, Aristotle Pacific may also be paid an incentive fee from a Private Fund that is dependent upon the achievement of specified target returns. Please refer to the applicable Pooled Fund’s offering documents for a more detailed description of all applicable fees.

II. Managed Accounts.

For Managed Accounts, Aristotle Pacific’s role is generally limited to portfolio management functions. Clients typically pay separate fees to third parties for other services associated with the account, such as custody, administrative or audit services. Aristotle Pacific’s standard management fee schedules for new client Managed Accounts, expressed as an annualized percentage, are as follows:

Core Plus Strategy

	<u>Asset Value</u>	<u>% of Assets</u>
First	\$100 Million	0.35%
Next	\$100 Million	0.30%
Excess	Excess	Negotiable

Corporate (Bank) Loan Strategy

	<u>Asset Value</u>	<u>% of Assets</u>
First	\$100 Million	0.50%
Excess	Excess	Negotiable

Investment Grade Strategy

	<u>Asset Value</u>	<u>% of Assets</u>
First	\$100 Million	0.30%
Next	\$100 Million	0.25%
Excess	Excess	Negotiable

High Yield Strategy

	<u>Asset Value</u>	<u>% of Assets</u>
First	\$100 Million	0.40%
Next	\$100 Million	0.35%
Excess	Excess	Negotiable

Strategic Credit Strategy

	<u>Asset Value</u>	<u>% of Assets</u>
First	\$100 Million	0.50%
Next	\$100 Million	0.40%
Excess	Excess	Negotiable

ESG Core Strategy

	<u>Asset Value</u>	<u>% of Assets</u>
First	\$100 Million	0.35%
Next	\$100 Million	0.30%
Excess	Excess	Negotiable

Intermediate Credit Strategy

	<u>Asset Value</u>	<u>% of Assets</u>
First	\$100 Million	0.25%
Next	\$100 Million	0.22%
Excess	Excess	Negotiable

Short Duration Strategy

	<u>Asset Value</u>	<u>% of Assets</u>
First	\$100 Million	0.25%
Next	\$100 Million	0.20%
Excess	Excess	Negotiable

CLO Opportunities Strategy

	<u>Asset Value</u>	<u>% of Assets</u>
First	\$100 Million	0.70%
Next	\$100 Million	0.60%
Excess	Excess	Negotiable
Incentive	10%, subject to a 7% preferred return	

High Quality High Yield Strategy

	<u>Asset Value</u>	<u>% of Assets</u>
First	\$100 Million	0.40%
Next	\$100 Million	0.35%
Excess	Excess	Negotiable

Senior CLO Strategy

	<u>Asset Value</u>	<u>% of Assets</u>
First	\$100 Million	0.25%
Next	\$100 Million	0.20%
Excess	Excess	Negotiable

III. Other Fees.

In addition to Aristotle Pacific's advisory fees, Pooled Funds and Managed Accounts may incur certain other fees and expenses, such as investment related expenses, custodial fees, legal expenses, audit and tax preparation costs and expenses, regulatory and filing fees, fees payable to an administrator and other similar expenses. In addition, almost all fixed income instruments trade at a bid/ask spread and without an explicit brokerage charge. Accordingly, while there is not a formal trading expense, clients will bear the implicit trading costs reflected in those spreads. See Item 12: Brokerage Practices below for more information about Aristotle Pacific's brokerage practices.

In connection with the services provided by Aristotle Pacific to the CMVs described in Item 4: Advisory Business, Aristotle Pacific receives a fee in an amount, manner and subject to such terms and conditions set forth in the service agreement between Aristotle Pacific and the applicable CMV.

Neither Aristotle Pacific nor any of its supervised persons accepts any sales-based compensation for investment advisory services. In addition, neither Aristotle Pacific nor its supervised persons earn commissions for the sale of securities or other investment products. With respect to the services Aristotle Pacific provides its Collateral Manager affiliates, Aristotle Pacific receives a service fee pursuant to the applicable service agreement.

Aristotle Pacific believes that its fees are competitive with those fees charged by other investment advisers for comparable services; however, comparable services may be available from other sources for lower fees.

ERISA Disclosure. Aristotle Pacific is required under Section 408(b)(2) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), to provide written disclosures to clients which are subject to ERISA, including the following: (a) a description of all services provided under contract or arrangement to the client, (b) a statement that Aristotle Pacific reasonably expects to provide certain services as a fiduciary under ERISA or as an investment adviser registered under the Investment Advisers Act of 1940 (the "Advisers Act"), and (c) the direct or indirect compensation Aristotle Pacific reasonably expects to receive in connection with the services. The specific written disclosures required by ERISA Section 408(b)(2) are set forth in Aristotle Pacific's investment management agreement with such clients.

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

A description of the fees, including incentive or performance-based fees, received by Aristotle Pacific is provided above in Item 5. Aristotle Pacific may provide investment advisory services to additional clients in the future that have similar or different performance-based compensation arrangements than those discussed above.

The fees, including performance-based fees, that Aristotle Pacific receives as compensation for managing certain client accounts may differ from one another. This creates a potential conflict of interest because the financial benefit that comes from a client account paying a higher fee or a performance-based fee may provide an incentive for Aristotle Pacific to favor such client account over others. As a registered investment adviser, Aristotle Pacific has a fiduciary duty to exercise due care to ensure that investment opportunities are allocated equitably among all participating clients over time.

In general, investment decisions for each client will be made independently from those of other clients, with specific reference to the individual needs and objectives of each client. Different account guidelines

and/or differences within particular investment strategies may lead to the use of different investment practices for client accounts within a similar investment strategy. In addition, Aristotle Pacific will not necessarily purchase or sell the same securities at the same time or in the same proportionate amounts for all accounts, particularly if different accounts have materially different amounts of capital under management by Aristotle Pacific or different amounts of investable cash available. As a result, although Aristotle Pacific manages multiple accounts with similar or identical investment objectives, or may manage accounts with different objectives that trade in the same securities, the portfolio management decisions relating to these accounts, and the performance resulting from such decisions, may differ from account to account. Aristotle Pacific has implemented policies and procedures to address trade allocation and aggregation decisions. These policies and procedures seek to ensure fair and equitable treatment of all participating clients over time. The policies and procedures include compliance monitoring and oversight of allocation and aggregation practices.

ITEM 7: TYPES OF CLIENTS

As described above, Aristotle Pacific provides investment management services to Pooled Funds and Managed Accounts. Existing clients, as well as any future client, may include pooled funds, state and municipal entities, private and public pension funds, corporations, foundations and endowments, Taft-Hartley pension plans, investment consultants, high net worth individuals, insurance companies and other types of investors.

Account Requirements. The minimum account size for a Managed Account is generally \$25 million, except that the minimum account size for a Managed Account pursuing Aristotle Pacific's Corporate (Bank) Loan Strategy account is generally \$100 million. Aristotle Pacific may, however, agree to manage a client account below the stated minimum account size depending upon various considerations. Please see Item 5: Fees and Compensation for additional information on advisory fees for Managed Accounts. Currently there are no maintenance requirements in order to keep a Managed Account open.

With respect to Pooled Funds, minimum investments are generally set forth in the applicable governing documents; in certain cases, however, the general partner or Board of Directors/Trustees, as the case may be, may reduce or waive the minimum investment amount in its sole discretion.

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Investment Strategies. Aristotle Pacific generally concentrates on investment opportunities in the corporate credit space. Aristotle Pacific invests throughout the capital structure and across a broad spectrum of companies and industries. Aristotle Pacific may add strategies, undertake custom strategies, remove strategies or modify any of the strategies it employs, including those discussed below. There can be no assurances that the objectives associated with any such strategy will be met.

Core Plus Strategy seeks to outperform the Bloomberg Aggregate Index by investing primarily in investment-grade corporate debt. The strategy may also invest in non-investment grade corporate debt along with corporate debt outside that of the Bloomberg Aggregate Index.

Corporate (Bank) Loan Strategy seeks to outperform the Credit Suisse Leveraged Loan Index by investing primarily in bank debt instruments of non-investment grade companies, including secured and unsecured bank debt instruments, first-lien and second-lien loans and bank loans issued by domestic issuers. Although it is expected to be primarily focused on domestic issuers, the strategy may also invest a portion of its assets

in U.S. dollar-denominated bank loans issued by foreign corporations. The strategy may also invest in high yield securities or use certain derivative instruments, such as loan credit default swaps, but does not borrow for investment purposes.

Investment Grade Corporate Strategy seeks to outperform the Bloomberg U.S. Credit Index by investing primarily in U.S. Corporate Bonds. The strategy may also invest opportunistically in other areas, including high yield bonds, bank loans and other non-investment grade securities. At the client's discretion, the strategy may invest opportunistically in bank debt, high yield bonds, credit default swaps, investment grade securities, dollar denominated foreign debt, structured products and equities.

High Yield Strategy seeks to outperform the Bloomberg High Yield 2% Capped Index by investing primarily in non-investment grade debt securities or instruments with characteristics of non-investment grade debt securities. At the client's discretion, the strategy may invest opportunistically in bank debt, credit default swaps, investment grade securities, dollar denominated foreign debt, structured products and equities.

Short Duration Strategy seeks to outperform the Bloomberg Capital 1-3 Year Government/Credit Bond Index by investing primarily in investment-grade corporate debt. The strategy may also invest in non-investment grade corporate debt along with corporate debt outside that of the Bloomberg Aggregate Index.

Strategic Credit Strategy seeks to outperform the Bloomberg Aggregate Bond Index by investing in a combination of investment and non-investment-grade debt. The strategy must hold a minimum of 35% in non-investment grade securities. This strategy may also invest in non-U.S. dollar securities, convertible securities, and equities.

Intermediate Credit Strategy seeks to outperform the Bloomberg U.S. Intermediate Credit Index by investing primarily in U.S. corporate bonds in a portfolio with a duration of typically less than five years. At the client's discretion, the strategy may invest in other non-corporate investment grade securities.

CLO Opportunities Strategy consists primarily of broadly syndicated U.S. CLO securities with an allowance of senior secured bank loans, first and second lien loans, 144A securities, senior unsecured loans, or other obligations listed in the concentration limitations of the applicable management agreement.

ESG Strategy: Each ESG strategy seeks to outperform a relevant benchmark, as identified by the firm's investment professionals. Each strategy invests primarily in U.S. dollar denominated fixed-income securities that meet its respective portfolio guidelines and ESG criteria. Each strategy may also invest opportunistically in other areas, including high yield bonds, bank loans and other non-investment grade securities, subject to any portfolio guideline or restriction.

High Quality High Yield Strategy seeks to outperform the Bloomberg U.S. High Yield Ba/B 2% Issuer Capped Bond Index by investing in non-investment grade debt securities or instruments with characteristics of non-investment grade debt securities and maintaining a minimum average quality of B2/B (Moody's/S&P) rating. At the client's discretion, the strategy may invest opportunistically in bank debt, credit default swaps, investment grade securities, dollar denominated foreign debt, structured products and equities.

Senior CLO Strategy consists primarily of broadly syndicated AAA U.S. CLO securities with an allowance of AA and A rated securities. At the client's discretion, the strategy may invest in securities that are not broadly syndicated loan oriented and securities rated below a single A rating.

Methods of Analysis. Aristotle Pacific's investment process is anchored by a fundamental, bottom-up approach that is complemented by a top-down analysis. As part of its active management process, multiple members of Aristotle Pacific's investment team participate throughout each stage of the investment process. Aristotle Pacific does not employ a quantitative strategy.

The investment process begins with a top-down assessment, which incorporates both the macro-economic environment as well as technical factors that could materially impact the credit markets. Members of Aristotle Pacific meet daily to discuss major economic releases, market news, and government policy. We assess the economic climate and outlook and also incorporate a review of credit events that may impact the portfolios and the new issue calendar. In addition to daily investment meetings, Aristotle Pacific conducts quarterly sector reviews that help formulate short-term and long-term sector outlooks. Aristotle Pacific articulates the top-down assessment through the portfolio risk position and sector allocation selection. These considerations also drive the allocation strategies, in terms of weights for rating quality and sector selection.

Aristotle Pacific's bottom-up analysis employs a screening process. The screening process focuses primarily on larger, more liquid issuers within the respective fixed income asset classes. Companies that pass the primary screens are then subjected to additional screening by the analysts and portfolio managers to assist in the decision to initiate the fundamental analysis based on the company's relative attractiveness. Research on other issuers may also be initiated by the portfolio managers and research analysts for other reasons such as an issue's relative attractiveness, company specific events, upcoming new issues and temporary market dislocations.

With the universe of potential investments narrowed through the screening process, fundamental credit analysis is the primary determinant in constructing Aristotle Pacific's investment strategies. Credit analysis is performed on each company and a relative value analysis is performed on each security. Together, we determine relative value across companies and within a capital structure. For the ESG Strategies, the universe of potential investments is also narrowed by the relevant ESG guidelines.

Aristotle Pacific's approach to underwriting credit uses a traditional methodology. Cash flow generation and the particular company's ability to service its debt is paramount. When operating cash flow is not sufficient to service a company's debt obligations, Aristotle Pacific will look for reliable secondary sources of liquidity. We also scrutinize the capital structure to determine the optimal relative value. Since each Aristotle Pacific analyst researches issuers with loans and/or bonds, they are able to scrutinize the capital structure of a company in greater detail and with greater understanding in order to determine the best relative value. Additionally, they assess factors such as a company's cost structure, competitive position, and management. The investment team may also meet with management teams to gain additional insight into a potential investment.

Portfolio managers are responsible for all final buy and sell decisions. Portfolio managers will construct portfolios that they feel contain the most effective mix of investments in accordance with investment objectives and portfolio guidelines. Investments with the most favorable risk/reward analysis will tend to have a greater representation in the portfolio. Other considerations include how an investment contributes to the overall portfolio's composition (diversification, ratings, duration, yield, etc.).

Once an investment is made, Aristotle Pacific conducts on-going investment oversight of the portfolios and their holdings each business day. Portfolio values are monitored daily through third-party pricing. Credit updates are captured in our investment research system. The system aggregates information such as portfolio holdings, analyst comments and investment theses for portfolio management and credit teams. Research on individual issuers is typically updated quarterly and instantly shared with the investment teams. On a quarterly basis, Aristotle Pacific's Investment Committee, along with the portfolio managers and portfolio support professionals, formally meet to review portfolio positioning, investment views and benchmarks to ensure all investment decisions are known and the portfolio is not subjected to unintended risks. Decisions to sell investments are generally based upon achieving appreciation targets, relative value opportunities elsewhere and/or changes in the corporate fundamentals.

Investment Strategy and Client Account Risks. The investment strategy and client account specific risk factors discussed below provide a general description of the nature of various risks a client may be exposed to as a result of pursuing strategies managed by Aristotle Pacific. Investing involves risk of loss that clients should be prepared to bear. Past performance does not guarantee future results. Clients are likely to be exposed to additional risks not described herein. The following list of risks factors does not purport to be a complete enumeration or explanation of the risks involved in an investment in any or all of the strategies of Aristotle Pacific. Clients and prospective clients are advised to review the most current prospectus and statement of additional information, offering documents or private placement memorandum for a complete and in-depth description of the applicable investment strategies, objectives and risks.

Active Management Risk – The portfolio manager's judgments about the value or potential appreciation of an investment may prove to be incorrect or fail to have the intended results, which could adversely impact the strategy's performance and cause it to underperform relative to other strategies with similar goals or relative to its benchmark, or not to achieve its investment objective.

Market and Regulatory Risk – Events in the financial markets and in the economy (including wars, pandemics, natural disasters, terrorist acts or security operations) may cause volatility and uncertainty and may affect performance. Due to the interdependencies between markets, events in one market may adversely impact other markets or issuers in unforeseen ways which may negatively impact a strategy's performance. Illiquid investments may experience periods of diminished liquidity. During a general downturn in the financial markets, multiple asset classes may decline in value simultaneously. Governmental and regulatory actions may impair portfolio management and have unexpected consequences on particular markets, strategies, or investments. Future market or regulatory events may impact a strategy in unforeseen ways.

Price Volatility Risk – The market value of investments within each strategy will go up or down, sometimes rapidly or unpredictably. Price volatility can be caused by many factors, including changes in the economy or financial markets or for reasons specific to a particular issuer. The volatility of non-investment grade debt securities (including loans) may be greater than for investment grade securities.

Interest Rate Risk – The values of debt securities fluctuate as interest rates change. Debt securities with longer durations or fixed interest rates tend to be more sensitive to changes in interest rates, making them more volatile than debt securities with shorter durations or floating or adjustable interest rates. Given the historically low interest rate environment in the U.S., risks associated with rising interest rates are heightened. It is possible that there will be less governmental action in the near future to maintain low interest rates, or that governmental actions will be less effective in maintaining low interest rates. The

negative impact on debt securities from resulting rate increases could be swift and significant, including falling market values, increased redemptions and reduced liquidity. Floating or adjustable rate instruments (such as most loans) typically have less exposure to interest rate fluctuations and such fluctuations will generally be limited to the period of time until the interest rate on the security is reset. There is a lag in the adjustment of interest rates between periods when these interest rates are reset.

Credit Risk – The risk that an issuer or guarantor of a debt instrument is unable or unwilling to meet its financial obligations. The credit quality of a portfolio’s securities can change rapidly in certain market environments, particularly during volatile markets, and the default of a single holding could cause significant deterioration of a portfolio’s value. A debt instrument’s issuer (or borrower or counterparty to a repurchase agreement or reverse repurchase agreement) may not be able to meet its financial obligations (e.g., may not be able to make principal and/or interest payments when they are due or otherwise default on other financial terms) and/or may go bankrupt.

Even though certain securities (such as loans) may be collateralized, there is no assurance that the liquidation of any collateral would satisfy interest and/or principal payments due to the portfolio on such securities, or that collateral could be easily liquidated in the event of a default. Such collateral may be difficult to identify and/or value, and if the value of the underlying collateral depreciates, recovery upon default may be difficult to realize.

Non-investment grade debt instruments are especially subject to credit risk during periods of economic uncertainty or during economic downturns, are considered to be mostly speculative in nature and are more likely to default on their interest and/or principal payments than higher rated securities.

High-Yield Securities Risk – High yield securities are typically issued by companies that are highly leveraged, less creditworthy or financially distressed and are considered to be mostly speculative in nature (high risk), are potentially less liquid, and have a greater risk of loss, that is they are more likely to default than higher rated securities.

Floating Rate Loan Risk – Floating rate loans (or bank loans) are usually rated below investment grade. Floating rate loans may be subject to liquidity risk, as they may be subject to irregular trading activity, wide bid/ask spreads and extended trade settlement periods. Investments in floating rate loans are typically in the form of an assignment or participation. Investors in a loan participation assume the credit risk associated with the borrower and may assume the credit risk associated with an interposed financial intermediary. Accordingly, if a lead lender becomes insolvent or a loan is foreclosed, the portfolio could experience delays in receiving payments or suffer a loss. In an assignment, the portfolio effectively becomes a lender under the loan agreement with the same rights and obligations as the assigning bank or other financial intermediary. If the loan is foreclosed, the portfolio could become part owner of any collateral, and would bear the costs and liabilities associated with owning and disposing of the collateral.

Liquidity Risk – Liquidity is the ability to sell securities or other investments within a reasonable amount of time at approximately the price at which the portfolio valued the security, which relies on the willingness of market participants to buy and sell securities. Certain investments may be difficult to purchase and sell, particularly during adverse market conditions, because there is a limited market for the investment or restrictions on resale. If the portfolio holds illiquid securities, it may be unable to take advantage of market opportunities or it may be forced to sell other, more desirable, liquid securities or sell illiquid securities at a loss if it is required to raise cash to conduct its operations.

Foreign Market Risk – Exposure to foreign markets through issuers can involve additional risks relating to market, economic, political, regulatory, geopolitical, or other conditions. These factors can make foreign investments more volatile and less liquid than U.S. investments. In addition, foreign markets can react differently to these conditions than the U.S. market. Markets and economies throughout the world are increasingly interconnected, and conditions or events in one market, country or region may adversely impact investments or issuers in another market, country or region.

Rating Agencies - Ratings assigned by Moody's, S&P and/or Fitch to securities acquired in a portfolio reflect only the views of those agencies. Explanations of the significance of ratings should be obtained from Moody's, S&P and Fitch. No assurance can be given that ratings assigned will not be withdrawn or revised downward if, in the view of Moody's, S&P or Fitch, circumstances so warrant.

Mortgage-Related and Other Asset –Backed Securities Risk – Mortgage-related and other asset-backed securities are subject to certain other risks. The value of these securities is influenced by the factors affecting the housing market and the market for the assets underlying such securities. As a result, during periods of declining asset value, difficult or frozen credit markets, swings in interest rates, or deteriorating economic conditions, mortgage-related and asset-backed securities may decline in value, face valuation difficulties, become more volatile and/or become illiquid. These securities are also subject to extension risk, where issuers may pay principal later than expected, and prepayment risk, where issuers may pay principal more quickly than expected, causing proceeds to be reinvested at lower prevailing interest rates.

U.S. Government Securities Risk – Not all U.S. government securities are backed or guaranteed by the U.S. government and different U.S. government securities are subject to varying degrees of credit risk. There is risk that the U.S. government will not make timely payments on its debt or provide financial support to U.S. government agencies, instrumentalities or sponsored enterprises if those entities are not able to meet their financial obligations.

Issuer Risk - The value of a security or instrument may decline for reasons directly related to the issuer, such as management performance, financial leverage and reduced demand for the issuer's goods or services.

Equity Securities Risk – Stock markets are volatile. The price of equity securities tend to go up or down in value, sometimes rapidly and unpredictably, in response to many factors, which may be due to the particular issuer, its industry or broader economic or market events.

Debt Securities Risk – Debt securities are affected by many factors, including prevailing interest rates, market conditions, governmental and regulatory actions, and market liquidity. Volatility of below investment grade fixed income securities (including loans) may be relatively greater than for investment grade securities.

Non-Diversification Risk – Non-diversification involves investing a greater percentage of assets in a single issuer or a fewer number of issuers as compared to a diversified portfolio. This increases potential price volatility and the risk that the value of the portfolio could go down because of the poor performance of a single investment or a small number of investments.

ESG Strategy Risks

ESG Criteria Risk – The consideration of ESG criteria in the investment process could cause the ESG strategies to forgo investment opportunities available to strategies not using these criteria and

underperform such strategies. Further, there can be no assurance that the ESG criteria utilized by or any judgment exercised by Aristotle Pacific will reflect the beliefs or values of any particular investor. An independent third party ESG data provider's assessment of the financial materiality of ESG factors could be inaccurate, which may have an adverse impact on the strategies' performance or cause the strategies to hold a security that might be ranked low from an environmental, social or governance perspective based on a methodology or perspective different from another provider.

Limited or No ESG Metrics Risk - Certain investments in which the ESG strategies seek to invest may have limited or unavailable ESG metrics. The ESG strategies therefore will rely solely upon the ESG exclusions when seeking to satisfy the ESG criteria for these investments. This could result in fewer ESG criteria being applied for opportunities for the strategies compared to potential investments where ESG metrics are available or less limited. Further, there may be limited or no availability of ESG metrics in certain asset classes, such as mortgage-related securities and asset-backed securities, as well as limited availability of investments with strong ESG assessments in certain asset classes, such as low income focused mortgage-related securities.

Derivatives Risk - Derivatives, such as Interest Rate Swaps, Credit Default Swaps, or Total Return Swaps may be riskier than other types of investments and may increase the volatility of a strategy. Derivatives may experience large, sudden or unpredictable changes in liquidity and may be difficult to sell or unwind. Derivatives can also create investment exposure that exceeds the initial amount invested (leverage). A strategy may lose more money using derivatives than it would have lost if it had invested directly in the underlying security or asset on which the value of a derivative is based.

Collateralized Loan Obligations Risk - CLO securities present risks similar to those of other types of credit investments, including default (credit), interest rate, liquidity, prepayment and reinvestment risks. The market value of a CLO will fluctuate with, among other things, the financial condition of the obligors on or issuers of the CLO's holding, general economic conditions, the condition of the debt trading markets and certain other financial markets, political events, developments or trends in any particular industry and changes in prevailing interest rates. Such changes in market value will impact the value of CLO securities.

CLO investments are often illiquid. Consequently, an investor in CLO securities must be prepared to hold its investment in the securities until the stated maturity date. The securities are not, and will not be, registered under the U.S. Securities Act or any state securities law. Although one or more classes of CLO securities may be listed on the Irish Stock Exchange, such listing does not guarantee liquidity of investment or that an active secondary market for such securities will develop. In the past several years, securities issued in securitization transactions (such as CLO securities) have experienced significant market value fluctuations. In addition, a variety of potential investors now consider such investments as inappropriate or are prohibited by regulatory restrictions or investments policies from purchasing such securities.

CLOs are governed by a complex series of legal documents and contracts, which increases the risk of dispute over the interpretation and enforceability of such documents relative to other types of investments. There is also a risk that the trustee of a CLO does not properly carry out its duties to the CLO, potentially resulting in loss to the CLO. CLOs are also inherently leveraged vehicles and are subject to leverage risk.

Cybersecurity Risk - Investment advisers, such as Aristotle Pacific, and their service providers may be subject to operational and information security risks resulting from cyber attacks. Cyber attacks include, among other behaviors, stealing or corrupting data maintained online or digitally, denial of service attacks

on websites, the unauthorized release of confidential information or various other forms of cybersecurity breaches. Cyber attacks affecting investment adviser, a client's custodian, or intermediaries or other third-party service providers may adversely impact a client's experience and/or investment. For instance, cyber attacks may interfere with the processing of client's transactions, cause the release of private information or confidential company information, impede trading, subject the adviser to regulatory fines or financial losses, and cause reputational damage. Aristotle Pacific may also incur additional costs for cybersecurity risk management purposes. While Aristotle Pacific and our service providers have established business continuity plans and risk management systems designed to prevent or reduce the impact of cybersecurity attacks, such plans and systems have inherent limitations due in part to the ever-changing nature of technology and cybersecurity tactics, and there is the possibility that certain risks have not been adequately identified or prepared for. Furthermore, Aristotle Pacific cannot control any cybersecurity plans or systems implemented by our service providers. Similar types of cybersecurity risks are also present for issuers of securities in which Aristotle Pacific invests, which could result in material adverse consequences for such issuers and may cause an investment in such portfolio companies to lose value.

Bankruptcy Cases - Certain client accounts/portfolios may, from time to time, have an investment in a company undergoing a bankruptcy proceeding. Many of the events within a bankruptcy case are adversarial and may be beyond the control of the creditors. While creditors generally are afforded an opportunity to object to significant actions, there can be no assurance that a bankruptcy court would not approve actions which may be contrary to the interests of a Pooled Fund, Managed Account or CLO. Generally, the duration of a bankruptcy case can only be roughly estimated. The reorganization of a company usually involves the development and negotiation of a plan of reorganization, plan approval by creditors and confirmation of such plan by the bankruptcy court. This process can involve substantial legal, professional and administrative costs to the company; it is subject to unpredictable and lengthy delays and during the process, the company's competitive position may erode, key management may depart and the company may not be able to invest adequately. In some cases, the company may not be able to reorganize and may be required to liquidate assets. The debt of companies in financial reorganization will, in most cases, not pay current interest, may not accrue interest during the reorganization and may be adversely affected by an erosion of the issuer's fundamental values. Such investments can result in a total loss of principal. Investments in the debt of financially distressed companies domiciled outside of the United States involves additional risks, as bankruptcy laws and procedures may differ substantially from those in the United States. These differences may result in greater uncertainty as to the rights of creditors, the enforceability of such rights, reorganization timing and the classification, seniority, and treatment of claims.

Private Funds. Each purchaser of an interest in a private fund may bear the economic risk of its investment for an indefinite period of time (subject to the limited right to withdraw capital from the fund) because the interests have not been registered under the Securities Act and therefore, cannot be sold unless they are subsequently registered under the Securities Act or an exemption from such registration is available. Investments in private funds are generally not transferable without the general partner's prior written consent, which may be given or withheld in the general partner's sole discretion. In addition, withdrawal rights may be subject to certain restrictions, as described in the applicable offering documents. The general partner of a private fund may also suspend or postpone the withdrawal rights of an investor. During any period where withdrawals are restricted, suspended or postponed, the assets in the private fund would remain subject to market risks. Investors should consider their short-term and long-term cash access needs prior to investing in a private fund.

CLOs. Each class of CLO securities (other than the highest-ranking class) is subordinated to higher-ranking classes and all classes of securities are subordinated to the payment of certain fees and expenses to the

extent provided under the priorities of payment. In addition, amounts otherwise available to make payments on lower-ranking classes are subject to diversion to pay interest on and/or principal of secured notes under the priorities of payment. Notwithstanding the priority of interest payments and the priority of principal payments, if the CLO notes are accelerated following certain events and such acceleration is not rescinded, no payments of interest on and principal of any lower-ranking classes will be made until each higher-ranking class has been paid in full. To the extent that any losses are suffered, such losses will be borne by the securities in reverse order of priority, commencing with the subordinated notes. Other risks associated with CLOs are described in the applicable offering memorandum.

Tax Considerations. Tax laws and regulations applicable to a client account are subject to change, and unanticipated tax liabilities could be incurred by investors as a result of such changes. Investors should consider their own tax-related consequences of investing in a separate account, registered fund or private fund.

Frequent Trading. Frequent trading or “portfolio turnover” is the frequent buying and selling of assets within a portfolio by the portfolio manager. Portfolio turnover may result in increased transaction costs which could have a negative impact on performance. In general, the higher the turnover rate, the higher the transaction costs.

During normal market environments, we expect the annual turnover for our strategies to be between 50% and 75% per year. The source of the turnover will be the result of sector rotation and security selection as part of our investment process. However, in periods of volatility of the markets and financial conditions, the annual turnover may exceed 100%. Additionally, due to inflows expected in connection with the launch of new accounts, portfolio turnover may exceed 100% during the first few years.

Managing Frequent Trading Risks. The Portfolio Management group is responsible for portfolio construction, trading, and risk management as it pertains to investment risk. Activities include setting portfolio parameters, initial screening of primary and secondary investment opportunities, managing individual issuer and single industry investment limits, monitoring overall credit quality and liquidity risk, and providing key market information.

Aristotle Pacific takes a holistic view regarding risk management and carefully monitors all portfolio investments in the portfolios on an on-going basis. Aristotle Pacific takes a disciplined approach to managing investment risk by focusing on the following factors:

Capital preservation – Portfolio management works closely with our research team, actively monitoring credits.

Diversification – In addition to monitoring sector and security weights, duration, term structure, and credit quality are monitored on a portfolio level and on an individual security basis.

Liquidity – A significant portion of the positions in each strategy are considered liquid securities. Our research focus is geared toward companies with an EBITDA of greater than \$100 million. These companies tend to issue more liquid debt.

Active Management – As an active investment manager, we manage portfolios using quick, decisive decision making. We believe this aspect of our firm drives performance for our clients, and helps to mitigate risk in the portfolio.

ITEM 9: DISCIPLINARY INFORMATION.

Aristotle Pacific and its employees do not have any legal or disciplinary events to report that would be material to a client's or prospective client's evaluation of Aristotle Pacific's advisory business or the integrity of Aristotle Pacific's management.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Certain employees of Aristotle Pacific are registered representatives with Foreside Financial Services, LLC, a registered broker-dealer. Aristotle Pacific's sales and marketing persons may engage in solicitation activities related to the firm's Private Funds and/or certain mutual funds established under Aristotle Funds Series Trust.

Aristotle Pacific's Other Financial Industry Activities or Affiliations. Aristotle Pacific has business arrangements with the following registered investment companies, registered investment advisers, and financial entities, some of which may be considered material and some which are affiliates, as described below:

- PAM Bank Loan GP LLC (PAM Loan GP) - PAM Loan GP is the general partner of Pacific Asset Management Bank Loan Fund L.P., a private fund for which Aristotle Pacific provides investment management services. Aristotle Pacific is the managing member of PAM Loan GP.
- PAM CLO Opportunities GP LLC (PAM CLO GP) – PAM CLO GP is the general partner of Pacific Asset Management CLO Opportunities Fund L.P., a private fund for which Aristotle Pacific provides investment management services. Aristotle Pacific is the managing member of PAM CLO GP.
- APC Asset GP I, LLC (APC GP I) – APC GP I is the general partner of APC Asset Development I, L.P. (APC Development I) and a wholly owned subsidiary of Aristotle Pacific. Aristotle Pacific is the sole managing member of APC GP I.
- APC Asset GP II, LLC (APC GP II) – APC GP II is the general partner of APC Asset Development II, LP (“APC Development II”) and a wholly owned subsidiary of Aristotle Pacific. Aristotle Pacific is the sole managing member of APC GP II.
- APC Development I – A registered investment adviser formed primarily to serve as the collateral manager for Trestles CLO 2017-1, Ltd., Trestles CLO II, Ltd., Trestles CLO III, Ltd., Trestles CLO IV, Ltd. and Trestles CLO V, Ltd. APC Development I has entered into a service agreement with Aristotle Pacific, through which Aristotle Pacific members and employees act on behalf of the firm in connection with its provision of investment management services.
- APC Development II – A registered investment adviser formed primarily to serve as the collateral manager for Trestles CLO VI, Ltd. and future CLO transactions. APC Development II has entered into a service agreement with Aristotle Pacific, through which Aristotle Pacific members and employees may act on behalf of the firm in connection with its provision of investment management services.
- APC Short Duration HY GP, LLC (APC SD HY GP) – APC SD HY GP is a wholly owned subsidiary of Aristotle Pacific formed to serve as the general partner of a privately offered

investment fund for which Aristotle Pacific will provide investment management services Aristotle Pacific is the sole managing member of APC SD HY GP.

- APC HY Bond GP, LLC (APC HY Bond GP) – APC HY Bond GP is a wholly owned subsidiary of Aristotle Pacific established to serve as the general partner of a proposed privately offered investment fund for which Aristotle Pacific will provide investment management services. Aristotle Pacific is the sole managing member of APC HY GP.
- Aristotle Capital Management, LLC (Aristotle Capital) – Registered investment adviser with a focus on Value, International and Global Equity strategies.
- Aristotle Capital Boston, LLC (Aristotle Boston) – Registered investment adviser with a focus on domestic Small Cap and Small/Mid Cap Equity strategies.
- Aristotle Atlantic Partners, LLC (Aristotle Atlantic) – Registered investment adviser with a focus on Large Cap Growth, Core Equity and Sustainable Equity strategies.
- Aristotle Credit Partners, LLC (Aristotle Credit) – Registered investment adviser with a focus on credit strategies (High Yield Bonds, Investment Grade Corporate Bonds, Bank Loans).
- Aristotle Investment Services, LLC (Aristotle Investment) – Registered investment adviser that serves as investment adviser to Aristotle Funds Series Trust, a registered investment company.
- Saul Fund, LP Private Fund (Saul Fund) – A Private Fund managed by Aristotle Capital. The Saul Fund GP, LLC serves as the Managing Member to the Saul Fund. The Saul Fund GP is controlled by Howard Gleicher who is an Indirect Owner of Aristotle Capital. (Saul Fund is currently closed to new investors.)
- Aristotle Fund Series Trust (AFST) – A mutual fund series trust managed by Aristotle Investment.
- RCB Acquisition Company, LLC – A holding company for the ownership interests of Aristotle executive management.
- MetWest Ventures, LLC (MetWest Ventures) – A multi-strategy asset management platform that partners with management teams to help investors achieve their investment objectives; entity owned and controlled by Richard S. Hollander, Chairman of Aristotle Capital, Aristotle Credit, Aristotle Boston and Aristotle Atlantic.
- MetWest Realty Advisors, LLC (MetWest Realty), MetWest Terra Hospitality (MetWest Terra) – Provide investment management services primarily related to real estate related investments. The firms are owned by MetWest Ventures.
- MetWest Fund Manager, LLC (MetWest Fund) – A private fund manager associated with MetWest Realty and responsible for a number of real estate-related private funds. MetWest Fund is also controlled by Richard Hollander and is a General Partner of several pooled vehicles managed by MetWest Realty Advisors, LLC.

Aristotle Pacific will be referred to as “Aristotle” when referenced together with Aristotle Capital, Aristotle Credit, Aristotle Boston, Aristotle Atlantic and Aristotle Investment.

Richard Hollander, an indirect owner of Aristotle Capital, serves as a Director of the Board of Directors of Aristotle Pacific and Chairman of the Boards of Aristotle Capital, Aristotle Credit, Aristotle Boston and Aristotle Atlantic. Mr. Hollander is a Director and control person of MetWest Ventures and MetWest Realty

Advisors. Howard Gleicher is CEO and Chief Investment Officer of Aristotle Capital. He is an indirect owner and control person for Aristotle Credit and an indirect owner of Aristotle Atlantic, Aristotle Boston, and Aristotle Pacific. Mr. Gleicher is also a Director on the Board of Directors for Aristotle Pacific. Richard Schweitzer is an Executive Committee member of Aristotle Pacific, a Director on the Board of Directors of Aristotle Pacific, and serves as Chief Financial Officer (“CFO”) and Chief Operating Officer (“COO”) of Aristotle Capital as well as Senior Partner of Aristotle Credit, Aristotle Atlantic, and Aristotle Boston. He serves as President and Trustee of AFST and is an Authorized Officer of Aristotle Investment. Mr. Schweitzer also serves as CFO & COO of MetWest Ventures, MetWest Realty and MetWest Properties, LLC. Robert Womack is an Executive Committee member of Aristotle Pacific and serves as Chief Innovation Officer of Aristotle Capital. Dominic Nolan, Chief Executive Officer (“CEO”) of Aristotle Pacific, also serves as CEO of Aristotle Investments, Asset Development I and Asset Development II. Carol Rumsey, Chief Compliance Officer (“CCO”) of Aristotle Pacific also serves as CCO of Aristotle Investments, Asset Development I and Asset Development II. Joshua Schwab is CFO & COO of Aristotle Pacific, COO of Asset Development I and Asset Development II, and also serves as CFO of Aristotle Investments and Treasurer and Vice President of AFST. J.G. Lallande, General Counsel of Aristotle Pacific, Asset Development I and Asset Development II and also serves as Deputy Chief Legal Officer of Aristotle Investments and Secretary and Vice President of AFST. Aristotle Pacific, Aristotle Capital, Aristotle Credit, Aristotle Atlantic, Aristotle Boston, and Aristotle Investment may also share supervised persons.

Select employees of Aristotle Pacific will perform certain administrative functions on behalf of Aristotle Investment. Aristotle Pacific members and employees also act on behalf of APC Development I and APC Development II. Employees of Aristotle Pacific who are performing such functions for Aristotle Investment, APC Development I or APC Development II will not devote their full time to the clients of Aristotle Investment, APC Development I or APC Development II.

It is anticipated that the investment strategies followed by Aristotle Capital, Aristotle Credit, Aristotle Atlantic, Aristotle Boston and MetWest Realty Advisors will not have significant overlap with the investment strategies offered by Aristotle Pacific.

Aristotle Capital and/or Aristotle Investment may appoint and retain an affiliate to act as a sub-adviser with respect to a portion of an account (the “sub-advised assets”). Aristotle Capital or Aristotle Investment, as the case may be, will determine whether to delegate any or all of either firm’s rights, power and authority to the sub-adviser for the sub-advised assets pursuant to the terms of the client’s investment advisory agreement. To the extent an affiliate is given discretionary authority over assets managed by Aristotle Capital or Aristotle Investment, the client will receive a disclosure brochure for such affiliate or such affiliate’s information will be referenced in the applicable summary prospectus, prospectus and statement of additional information (collectively, “Fund Documents”). The names and biographical information for employees of the affiliate who provides sub-advisory services will be provided upon request or are disclosed in the Fund Documents.

There are potential material conflicts of interest associated with the side-by-side management of accounts with similar investment strategies and/or asset types. These potential conflicts are addressed by 1) fee arrangements based on assets under management and 2) trade allocation policies, procedures and monitoring. Please see the discussion of trade allocation and aggregation under Item 6: *Performance-Based Fees and Side-by-Side Management*.

Aristotle Pacific does not currently recommend or select other investment advisers for client accounts, nor do we receive direct or indirect compensation from recommending or selecting other investment advisers.

Aristotle Pacific has an apparent conflict of interest associated with its role as the investment manager to certain Private Funds and with the selection of itself as investment manager of such Private Funds (pursuant to its role as managing and sole member of the General Partners). Prospective Limited Partners should be aware that the Private Funds were formed specifically as an investment product to be managed by Aristotle Pacific, and that we will not appoint any other investment adviser for such fund even if doing so might be in the fund's best interest.

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Code of Ethics Procedures. Aristotle Pacific has adopted a written Code of Ethics (the "Code") pursuant to Rule 204A-1 under the Investment Advisers Act of 1940. The Code is intended to ensure that all acts, practices and courses of business engaged in by our firm reflect high standards of integrity and comply with the requirements of applicable federal securities laws. Employees that have access to nonpublic trading or securities holding information of the client accounts managed by Aristotle Pacific are Access Persons subject to the requirements of the Code. Employees deemed Access Persons must avoid activities, interest and relationships that might interfere or appear to interfere with making decisions in the best interest of our advisory clients. Violations of the Code by an Access Person can result in personal sanctions including termination of employment. In accordance with the Code, Access Persons must pre-clear certain transactions as outlined in the Code, and are restricted from trading in certain other securities. In order to monitor compliance with the Code, Access Persons are required to provide quarterly transactions reports and annual securities holdings reports to the Chief Compliance Officer. Additionally all Access Persons must certify to the terms of the Code annually or whenever the Code is materially amended.

Applying the Code of Ethics to Conflicts of Interests. Nonetheless, there is the possibility of conflicts of interests for various reasons including: (i) Access Persons may invest in the same securities as our advisory clients and as such may benefit from market activity resulting from transactions executed for our advisory clients and (ii) Access Persons may trade for their own accounts in close proximity to trades executed for our advisory clients. The Code is designed to assure that the personal securities transactions, activities and interests of the Access Persons of Aristotle Pacific will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Requesting a Copy of the Code of Ethics. A copy of Aristotle Pacific's Code of Ethics may be obtained by written request. Please send requests to:

Aristotle Pacific Capital, LLC
840 Newport Center Drive 7th Floor
Newport Beach, CA 92660
Attention: APC Compliance Dept.

Email requests may be sent to: APCcompliance@aristotlecap.com

ITEM 12: BROKERAGE PRACTICES

Soft Dollars. Aristotle Pacific does not currently have any soft dollar arrangements with broker-dealers and it is Aristotle Pacific's policy not to seek, receive, or benefit from soft dollar arrangements. However,

Aristotle Pacific may receive research or other services (both solicited and unsolicited) from brokers in the ordinary course of trading on behalf of our clients. These items are not received pursuant to arrangements or agreements to exchange brokerage activity for services or benefits and are not considered to be obtained using soft dollars. Aristotle Pacific is not obliged to direct brokerage in order to receive such information, and while Aristotle Pacific may benefit from the receipt of such services or information, it is not a factor considered in Aristotle Pacific's best execution decisions.

Selecting Broker-Dealers. Aristotle Pacific does not participate in directed brokerage and does not trade with any affiliated broker.

Aristotle Pacific has policies and procedures in place for the selection and approval of broker-dealers. Processes are designed to create an environment conducive to achieving consistent results. Broker-dealers (also called Counterparties) are selected from the Approved Broker-Dealer List. Broker-dealers are evaluated based on several criteria and require approval by the Aristotle Pacific Trading Oversight Committee, prior to addition to the Approved Broker-Dealer List. The criteria considered by the Committee which focuses on seeking best execution includes, but is not limited to, a firm's creditworthiness, professional capabilities, value, and the quality of brokerage services offered. Approval is not based upon soft-dollars, revenue sharing, distribution ability, relationships, or any other supplemental benefits that Aristotle Pacific may receive. Our policy is to not base the selection of broker-dealers upon any influence of sales of shares of mutual funds that we manage by these broker-dealers.

Broker-dealers on the Approved Broker-Dealer List are continuously evaluated by portfolio managers and traders for their execution capabilities. Gift and Entertainment reporting is required and reviewed regularly for potential conflicts or issues. Employees of Aristotle Pacific are required to disclose relationships with other firms that may cause a potential conflict.

Cross Trades. A cross trade involves the pre-arranged purchase and sale of securities made directly between two accounts managed by us or our affiliates in order to benefit the accounts by eliminating or minimizing transaction and market impact costs. For example, if one portfolio needs to liquidate a position to raise cash while a second portfolio plans to invest, and the security is appropriate for the acquiring portfolio then a cross trade makes sense both operationally and from a cost savings standpoint. Aristotle Pacific may utilize cross trades as a portfolio management tool if a portfolio manager determines that a cross trade opportunity exists and is in the best interest of the portfolios involved. Cross trades are conducted by Aristotle Pacific in accordance with SEC rules and regulations, client restrictions and ERISA regulations, as applicable.

Best Execution. As an investment adviser, Aristotle Pacific has a fiduciary duty and obligation to seek to achieve best execution of client transactions reasonably available under the circumstances of particular transactions. To ensure an environment where best execution is sought for our clients, we have established internal policies, access to information and robust systems, and communication forums for traders and portfolio managers. Primary responsibility to seek best execution of trades rests with the traders and portfolio managers. We take several qualitative factors into consideration which affect the choice of broker or trading platform aimed at achieving the best net result for our clients. A subjective review of less tangible factors by the portfolio managers include certainty of execution, competitiveness of rates and spreads, ability to provide liquidity, and secondary market considerations to name but a few of the qualitative factors.

ITEM 13: REVIEW OF ACCOUNTS

Account Review. We consistently monitor our accounts and utilize performance attribution analysis as a quantitative check on the results of our decision making process. The portfolio managers are in charge of reviewing the accounts that they are assigned. Aristotle Pacific's internal committees oversee the review process for all of the portfolios managed by Aristotle Pacific. The various elements that make up the portfolio manager's daily review might include comparisons against benchmark figures, performance, structure, adherence to client guidelines, prices, market conditions, portfolio holdings, transactions, and cash flows. Compliance monitors client accounts daily for consistency with client objectives, portfolio guidelines and restrictions.

Account Reporting. We provide reports to our clients that communicate account activity, strategy and performance updates. The reports also contain key statistical data for the reporting period, including characteristics, benchmark comparisons, attribution, and written commentary. The frequency of reports may be either monthly or quarterly at the client's discretion. For registered investment companies advised or sub-advised by Aristotle Pacific, we provide the client's Board with a quarterly commentary. Communication regarding consistency with the established guidelines and restrictions for our sub-advisory accounts occurs monthly and quarterly in the form of schedules and certifications of compliance as requested. At the client's request, communication regarding their accounts may be more frequent than the regularly scheduled reviews of the account, including ad hoc reviews. Additionally, unusual conditions that are considered outside of the norm of everyday trading activity will trigger more intensive scrutiny of the account by the portfolio managers in light of the potential effect of these events to the portfolios. Members of Aristotle Pacific are available for calls or face-to-face meetings as needed.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

Aristotle Pacific does not receive any economic benefits from third-parties in connection with the provision of our investment advisory services.

Aristotle Pacific may pay referral fees to independent persons or firms ("Solicitors") that solicit, refer or introduce clients to us. In such cases, Aristotle Pacific requires the Solicitor to provide the prospective client with a copy of our brochure and a separate disclosure statement that includes, among other things, a statement of any material conflicts of interest on the part of the Solicitor resulting from their relationship with Aristotle Pacific, the material terms of the compensation arrangement provided or to be provided to the Solicitor and the nature of the compensation to be paid to the Solicitor. The prospective client must acknowledge in writing this arrangement. Any compensation payable to a referral source is not a factor in determining the fee Aristotle Pacific will charge for its investment advisory services.

For the avoidance of doubt, certain employees of Aristotle Pacific or Aristotle Capital may introduce prospective clients to Aristotle Pacific without being subject to a referral arrangement. Such introductions are not generally subject to compensation arrangements for the payment of referral fees. Aristotle Pacific employees may be compensated as part of their duties, but an employee carrying out their job function is not considered to be acting pursuant to a referral agreement and no disclosure statement or written referral agreement is required.

ITEM 15: CUSTODY

Aristotle Pacific does not have physical custody of any client funds or securities. Instead, client assets are held with banks, registered broker-dealers or other qualified custodians. Clients should receive statements directly from the banks, registered broker-dealers, or qualified custodians at least quarterly indicating the amounts of any funds or securities in their account as of the end of the statement period and any transactions in the account during the statement period.

With respect to certain private funds, Aristotle Pacific is deemed to have custody, as defined in Rule 206(4)-2 under the Advisers Act (the “Custody Rule”), of such assets as a result of its affiliation with and control, or as a result of the legal structure of the entity.

Aristotle Pacific adheres to the applicable requirements of the Custody Rule with respect to private funds. Securities are held with a qualified custodian, with such custodian identified in the applicable offering memorandum. In addition, Aristotle Pacific arranges for the delivery to investors of the private funds a copy of the audited financial statements, which are prepared in accordance with U.S. generally accepted accounting principles, on an annual basis, and within the required time frames set forth in the Custody Rule. Finally, investors also receive unaudited monthly account statements from the applicable private fund’s administrator and a statement of their capital account as of the fiscal year end.

ITEM 16: INVESTMENT DISCRETION

Aristotle Pacific manages client accounts on a discretionary basis. We receive discretionary authority from the client to determine the securities to be bought or sold, amount of securities to be bought or sold and the broker or dealer to be used. In all cases, however, such discretion is exercised subject to the investment objectives and guidelines that are established by written agreement between Aristotle Pacific and the client at the time the account is opened.

For registered investment companies advised or sub-advised by Aristotle Pacific, the respective Board of Directors, Managers, or Trustees of such companies establish investment guidelines, policies and restrictions which Aristotle Pacific complies with respect to investment strategies such as the type of securities to be bought and sold and the percentage limits of securities, issuers, and sectors. Such guidelines can be found in each fund’s prospectus and statements of additional information.

ITEM 17: VOTING CLIENT SECURITIES

Aristotle Pacific votes proxies on behalf of our clients when so authorized by the investment management agreement or other governing documents. When voting on proxy proposals, Aristotle Pacific’s foremost concern is that all decisions be made solely in the interests of the client consistent with the Advisers Act and ERISA, if applicable.

Aristotle Pacific uses a third-party to help receive, vote and maintain appropriate proxy voting records. Further, Aristotle Pacific acts in a manner which is intended to preserve or enhance the economic value of assets held in its client’s portfolios. In the event that a proxy proposal raises a material conflict of interest between Aristotle Pacific and a client, Aristotle Pacific will: (i) vote in accordance with the firm’s established voting guidelines, if such a scenario is addressed in the guidelines and involves little or no discretion; (ii) implement information barriers around the individuals involved to insulate the decision from the conflict; (iii) notify the affected client(s) of the conflict of interest and seek a waiver of the conflict for the proxy to be voted; or, (iv) if agreed to with the client, allow the client or its designee to vote the proxy.

Contact Information Regarding Proxy Voting. If you are a client of Aristotle Pacific and you would like to find out how your proxies have been voted or you would like a copy of the current Proxy Voting Policies and Procedures, please send a written request to:

Aristotle Pacific Capital, LLC
840 Newport Center Drive 7th Floor
Newport Beach, CA 92660
Attention: APC Compliance

Email requests may be sent to: APCcompliance@aristotlecap.com

Litigation and Class Actions

As an investment manager, we may be asked to decide whether to participate in litigation, including filing proofs of claim in class actions, for assets held in a client's account (an "Account"). It is generally the client's responsibility, unless contractually specified otherwise, to monitor and analyze its portfolio and consult with its own advisers and custodian about whether it may have claims that it should consider pursuing.

As a general matter, Aristotle Pacific cannot, without a client's written authorization, exercise any rights such a client may have in participating in, commencing or defending suits or legal proceedings such as class actions for assets held or previously held in an Account, although we may do so for the Mutual Funds we manage. Generally, a client's custodian should receive all documents for these matters because the securities are held in the client's name at the custodian and the client should direct its custodian as to the manner in which such matters should be handled. Aristotle Pacific, however, will assist clients or their custodian in assembling transaction information to file a proof of claim if requested to do so.

ITEM 18: FINANCIAL INFORMATION

Under no circumstances does Aristotle Pacific require or solicit payment of fees in excess of \$1,200 per client more than six months in advance of services rendered. Therefore, Aristotle Pacific is not required to include a financial statement.

As an advisory firm that maintains discretionary authority for client accounts, we are also required to disclose any financial condition that is reasonably likely to impair our ability to meet our contractual obligations. Aristotle Pacific has no such financial conditions to report.

Aristotle Pacific has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.