

Form ADV Part 2A - The Brochure

Item 1 – Cover Page

Spectrum Asset Management, Inc.

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This Brochure provides information about the qualifications and business practices of Spectrum Asset Management, Inc., hereinafter referred to as “Spectrum” or “Adviser”. 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.

Spectrum is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training.

If you have any questions about the contents of this Brochure, please contact us at (203) 322-0189 and/or jhanczor@samipfd.com.

Additional information about Spectrum is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

There have been no material changes since the last annual amendment on March 25, 2021.

Item 3 – Table of Contents

Item 1 – Cover Page i

Item 2 – Material Changes ii

Item 3 – Table of Contents..... iii

Item 4 – Advisory Business 1

Item 5 – Fees and Compensation 2

Item 6 – Performance-Based Fees and Side-By-Side Management 4

Item 7 – Types of Clients 5

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss..... 5

Item 9 – Disciplinary Information 12

Item 10 – Other Financial Industry Activities and Affiliations 12

Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading 14

Item 12 – Brokerage Practices 16

Item 13 – Review of Accounts..... 20

Item 14 – Client Referrals and Other Compensation..... 20

Item 15 – Custody 20

Item 16 – Investment Discretion 21

Item 17 – Voting Client Securities..... 21

Item 18 – Financial Information..... 23

Brochure Supplement to Form ADV Part 2A..... 24

Item 4 – Advisory Business

Spectrum was founded in 1987 and specializes in the management of portfolios of preferred securities and other junior subordinated capital securities including contingent convertible capital securities (collectively referred to herein as junior subordinated capital securities). These are generally some of the highest-yielding investment grade and below investment grade securities in the U.S. and E.U. capital markets. Spectrum also manages portfolios that include various derivatives-based volatility mitigation strategies relative to interest rate, credit, and broad market volatility. Spectrum manages portfolios for a global universe of corporate, pension fund, insurance and endowment clients, open-end mutual funds and exchange traded funds, including those distributed by Principal Funds, and closed-end mutual funds domiciled in the United States, Ireland (“UCITS”) and Japan, and separately managed account programs for high-net-worth individual investors sponsored by a variety of broker-dealers, and distributed by Principal Global Investors, LLC (“PGI”). Spectrum is one of the largest investment advisers in the world specializing in the preferred securities and other junior subordinated capital securities market with \$28,520,870,000 in assets under management as of 12/31/21. Of this amount, discretionary assets totaled \$22,539,378,000 and non-discretionary assets totaled \$5,981,492,000.

Spectrum was acquired in 2001 by PGI, the asset management arm of The Principal Financial Group® (“PFG”). Spectrum is wholly owned by Principal Global Investors Holding Company (US), LLC, which is wholly owned by Principal Financial Services, Inc. (“PFSI”). PFSI is wholly owned by PFG. The Principal Financial Group was established in 1879 and became a public company listed on the New York Stock Exchange in 2001 under the ticker symbol PFG.

Spectrum is an investment adviser registered with the SEC and is the 100% owner of SAMI Brokerage LLC, its affiliated broker/dealer member firm of the Financial Industry Regulatory Authority (“FINRA”). Spectrum is also a member of the National Futures Association (“NFA”) and is registered with the Commodity Futures Trading Commission (“CFTC”) as a Commodity Trading Advisor.

Spectrum is an investment manager for the separately managed account/wrap fee programs (“wrap programs”) listed in Schedule D, Section 5.I(2) of Spectrum's Form ADV Part 1, including wrap programs created and/or serviced by the financial institutions listed in Schedule D, Section 5.I(2) of Spectrum's Form ADV Part 1 that are “private-labeled” by third-parties. (See Item 5 below for a description of these services.)

Item 5 – Fees and Compensation

Spectrum provides discretionary investment advisory services to institutional clients generally investing at least \$25,000,000 for discretionary individually managed accounts. Spectrum typically offers such services for an advisory fee calculated as a percentage of assets under management as described below, and on a limited basis offers certain investment management services based on a performance fee as described in Item 6. Clients are invoiced for investment management fees. Spectrum charges commissions for certain securities transactions executed by its affiliated FINRA member broker/dealer according to its commission schedule, a copy of which is available upon request. Item 12 herein further describes the factors that Spectrum considers in selecting or recommending broker/dealers for client transactions and determining the reasonableness of their commissions. Clients may also pay custodial fees to the custodian of their choosing, exchange fees and other charges. Spectrum does not reduce its advisory fees to offset commissions.

A client wanting to terminate an investment advisory contract before its expiration date generally may do so by giving 30 days written notice, unless otherwise specified in the negotiated contract.

The investment advisory fees generally charged by Spectrum for each of its products are as follows:

Individually Managed Accounts: Fees are generally charged based on the average daily value or month end value of client assets under management, payable quarterly in arrears. Fees are negotiable and may vary from those shown below to reflect circumstances that may apply to a specific client or account. Accounts with special investment guidelines or other special circumstances or requirements may be charged differently based on the services rendered. Some existing clients may pay different fees that are not available to new clients. Clients may withdraw funds from management at any time, upon delivery of notice to Spectrum. Clients are asked to provide 30 days' notice of a withdrawal so that liquidation may be effected efficiently. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any paid, unearned fee will be promptly refunded, and any earned, unpaid fee will be due and payable.

Spectrum's current basic fee schedule for individually managed accounts is as follows:

<u>Account Value</u>	<u>Annual Fee Rate</u>
Initial \$50 million	0.50%
Next \$200 million	0.45%
Next \$750 million	0.40%
Over \$1 billion	0.35%

Investment Companies: Spectrum acts as a sub-adviser to U.S. registered investment companies ("registered funds") and UCITS funds domiciled in Dublin, Ireland. The fees and other contractual arrangements for each of these registered funds are described in the registered fund's registration statement filed with the Securities and Exchange Commission and with the Central Bank of Ireland.

Wrap Programs: Spectrum is an investment manager for the separately managed account/wrap fee programs ("wrap programs") listed in Schedule D, Section 5.1(2) of Spectrum's Form ADV Part 1, including wrap programs created and/or serviced by the financial institutions listed in Schedule D, Section 5.1(2) of Spectrum's Form ADV Part 1 which are "private-labeled" by third-parties. In a typical wrap program, each client enters into an agreement with the sponsor of the wrap program, and each investment manager available in the program maintains a sub-advisory agreement with the sponsor of the wrap program or other service providers involved in the program. Clients typically pay a single all-inclusive "wrap" fee to the wrap program sponsor that covers, among other things, advisory, brokerage execution and custodial services.

Spectrum handles the placement of trades for some wrap fee programs and provides model portfolio recommendations to the program sponsor. Model portfolio recommendations are provided to the program sponsor throughout each business day. To ensure that over time no account (or group of accounts) will be systematically favored over any other account (or group of accounts), and with respect to certain wrap fee programs for which Spectrum executes step out trades, Spectrum rotates the order of execution of such step out trades. For trade rotation purposes, "model only" wrap fee program sponsors are accorded rotation slots on a similar basis as the slots accorded to other wrap fee program sponsors, the only difference being that the model portfolio is communicated to the "model only" wrap fee program sponsors and the trade orders based on the model portfolio are communicated to the other wrap fee program sponsors.

Spectrum receives fees paid by wrap program sponsors that are generally a per annum percentage of the market value of the accounts in the program. Some wrap programs provide for the wrap fee (including the portfolio management portion payable to Spectrum out of that wrap fee) to be paid by the client before the services are rendered by Spectrum, while some wrap programs provide for the wrap fee to be paid in arrears by the client after Spectrum provides services for the period covered by the fee.

Spectrum, in agreement with certain wrap sponsors, steps-out trades for the benefit of client accounts in certain circumstances such as when, for example, the sponsor and Spectrum believe that Spectrum may be able to achieve better execution, e.g., for larger block trades. In the event Spectrum steps-out trades, Spectrum, through its affiliated broker-dealer, will facilitate the purchase and sale of securities in accordance with its policies and procedures. (See Item 12). Spectrum does not charge commissions for step-out trades. In certain programs, the fees and services may be unbundled, and Spectrum may enter into an investment advisory agreement directly with the clients. Spectrum's fees for portfolio management of wrap fee programs are asset based and generally range between 0.25% and 0.35% annually. The minimum account size may vary by program but is typically \$100,000 – \$500,000. Spectrum provides discretionary and non-discretionary investment management services to the wrap programs. Various other services, including performance review and reporting, may be performed by the wrap program sponsor and/or other service providers.

Item 6 – Performance-Based Fees and Side-By-Side Management

Spectrum, in very limited circumstances, charges performance fees in compliance with Rule 205-3 of the Investment Advisers Act of 1940. Any such performance fees will be negotiated on an individual basis with the client. Spectrum will consider incentive fees in appropriate circumstances. In measuring clients' assets for the calculation of performance-based fees, Spectrum may include realized and unrealized capital gains and losses. Performance based fee arrangements may create an incentive for the adviser to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements also create an incentive to favor performance based fee-paying accounts over other accounts in the allocation of investment opportunities. Spectrum manages investments for a variety of clients including mutual funds, exchange-traded funds, large institutional clients, and SMA program accounts. Potential conflicts of interest may arise from the side-by-side management of these clients based on fee structures. Spectrum has procedures designed and implemented to ensure that all clients are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among clients.

Item 7 – Types of Clients

Spectrum provides portfolio management services to registered mutual funds and exchange trade funds, foreign funds such as UCITS, sponsors of wrap account programs, corporate pension and profit-sharing plans, charitable institutions, insurance companies, foundations, endowments, private investment funds and other U.S. and international institutions. Generally, the minimum account size for opening and maintaining an account is \$25 million.

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

Introduction:

We believe that the junior subordinated capital securities of a high-quality issuer may offer a superior risk-adjusted return versus the senior debt of a similar and/or lower quality issuer due to relative credit risk premium and recovery characteristics experienced in the asset class. In addition, a preponderance of retail investors in the junior subordinated capital securities market may create inefficiencies or opportunities for a professional investment manager to generate alpha.

Spectrum's investment philosophy is premised on junior subordinated capital securities providing investors with high current income and efficient diversification with diligent management of credit risk. Junior subordinated capital securities are generally the highest-yielding securities available from a universe of issuers that have predominantly investment-grade senior debt ratings.

Important elements of Spectrum's active management strategy of junior subordinated capital securities include:

- A team of junior subordinated capital securities market specialists
- A disciplined, scalable investment process
- Independent fundamental and quantitative research with relative fundamental scoring and concentration tiering that assist with the portfolio management process
- Relative value orientation
- Downside risk management
- Responsiveness to market evolution
- Interest rate volatility mitigation

Spectrum's investment process reflects a core commitment to fundamental credit and security analyses. An integrated global process networked with our parent can also complement our boutique style through a team orientation with Principal Global Investors®. A significant amount of our time and resources are focused on gathering and analyzing the information necessary for our bottom-up investment process. Specific portfolio risk is managed through credit approval and security selection, and may be complemented systemically by risk management solutions aimed to mitigate market risk.

Quality: Spectrum's investment universe comprises securities that are issued primarily by companies with senior unsecured debt rated as investment grade at the time of purchase by Moody's, S&P or Fitch. Investment-grade-rated debt issuers may also have issued junior subordinated capital securities that are either investment grade at the time of issue, below investment grade at the time of issue, or were investment grade at the time of issue but were subsequently downgraded to below investment grade at the time of purchase, all of which could be included in Spectrum's investment universe.

Liquidity: At least US \$250 million of issuance outstanding. Liquidity is considered at the time of potential investment.

Credit Process: The Spectrum credit process comprises our "3R" method of Research, Review (& Analysis) and Recommendation. Based on quantitative and qualitative inputs, we conduct a top-down analysis of global, sovereign and industry risks and opportunities, combined with a bottom-up analysis of individual company fundamentals. The primary focus is on global junior subordinated capital security issuers in the bank, insurance, REIT and financial services sectors. We also provide coverage on issuers in the utility, telecom, energy and other non-financial sectors. The credit team is headed by Executive Director Joseph Urciuoli, and includes Senior Vice President and lead banking and REIT analyst John J. Kriz, Vice President and lead insurance analyst Chad Stogel, and ESG investment analyst Victoria Cai.

Research:

Research	Review (& Analysis)	Recommendation
<p>Mosaic Approach</p> <ul style="list-style-type: none"> • Audited company financial statements • Sell-side research and independent third-party opinions • Rating agency research • Bloomberg news and data • Industry conferences • Financial media • One-on-one meetings with company management 	<p>Top-Down</p> <ul style="list-style-type: none"> • Global • Sovereign • Industry <p>Bottom-Up (Company Fundamental Analysis)</p> <ul style="list-style-type: none"> • Quantitative metrics • Qualitative factors • Ratings 	<p>Buy</p> <p>Credit team independently sets parameters under which the portfolio management team can purchase selected issuers.</p> <p>Sell</p> <p>Portfolio managers must sell the positions</p>

Review and Analysis:

Macro View:

Global

Trade wars, energy price volatility, man-made/natural disasters, epidemics (COVID-19), G-7 geopolitical conflict (*e.g.*, with Russia, China), cyber-attacks, nuclear threat, climate change

Sovereign

Macroeconomic conditions, government and political (in)stability, trade (*e.g.*, EU and UK post-Brexit), strategic alliances, immigration, social unrest, corruption, credit worthiness

Industry

Consolidation/fragmentation, product life cycle, defensive/cyclical, regulation, labor standards, barriers to entry, emerging/obsolete technologies, competition, demographics

Bottom-Up:

Under our proprietary CAMEL-style model, we analyze a company's fundamentals. Quantitative metrics include capital adequacy, asset quality, earnings and liquidity. Qualitative considerations include management style (acquisitiveness, risk tolerance, strategic direction), business volatility, position, and relevant ESG issues. We consider, but do not rely on, rating agency and other third-party research opinions.

Spectrum reviews sustainability disclosures to determine if a company's ESG policies are both comprehensive and effective. Is management acting responsibly and ethically, as well as meeting ESG challenges? How is a company's ESG performance? Our assessment of these observations is integrated in the qualitative section of our proprietary, fundamentals-based CAMEL analysis. We use a tiered-risk scoring approach based on the severity of ESG issues.

Recommendation

Following a comprehensive review and analysis of all relevant information, the credit team makes a recommendation to Buy or Sell an issuer, which is communicated to the portfolio management team. Under a "Buy" recommendation, the portfolio management team is permitted to purchase a selected issuer. Under a sell recommendation, the portfolio managers must sell those issuers which are identified as a "Sell". Using a multi-tier methodology, the team also assigns a maximum concentration ranking to each "Buy" recommendation, predicated on issuer size and risk profile. In general, concentration rankings are tiered from 1% to 5%. The credit team actively monitors its "master list" of approved credits and concentration limits and discusses any relevant changes to the investment team.

The credit team formally presents changes in their opinions at the weekly investment committee meetings which, in addition to Mr. Urcioli and his credit team, John J. Kriz, Chad Stogel, and Victoria Cai are attended by the entire portfolio management group comprising CEO Mark Lieb, CIO Phil Jacoby, and portfolio managers Fred Diaz, Bob Giangregorio, Manu Krishnan, Kevin Nugent and Satomi Yarnell. These meetings also provide a forum for investment committee members to discuss important topics related, but not limited to, portfolio management, the junior subordinated capital securities market, interest rates, and the US and global economic outlook. Outside of these formal committee meetings, the credit team routinely communicates directly with the portfolio managers regarding salient credit issues or opportunities.

Security Analysis

Once the credit analysis of the issuer is complete, Spectrum analyzes the various preferred and capital securities in issuance. The focus of Spectrum's security analysis is to assess the relative value among various preferred and capital securities on the basis of the following key features: call protection, subordination, option adjusted spread, and security credit rating.

Spectrum compares yields and option adjusted spreads (OAS) of a particular issue relative to:

- The issuer's senior debt
- The issuer's preferred and capital securities of a different trading market sector (US \$25 par issues versus US \$1,000 par issues versus Contingent Convertible ("Coco") issues)
- The issuer's preferred and capital securities of the same type (US \$25 par issues versus other US \$25 par issues, or US \$1,000 par versus other US \$1,000 par issues)
- Other preferred and capital securities, including Coco's

Spectrum has built a system that sources US \$25 par security prices from FINRA brokers and NYSE floor specialists and combines them with Bloomberg prices for US \$1,000 par preferred and capital securities and senior debt. This tool allows Spectrum to compare the spreads described above on a real time basis. It also allows Spectrum to not only highlight the most attractive relative securities, but to also identify any market inefficiencies or trading opportunities.

Key drivers in the security selection process are credit strength and yield. For a security to be considered for investment, the credit status of the issuer must be stable in our view. The security yield must be enticing, given the credit rating and credit trend relative to other preferred and capital securities. In addition, the preferred or capital issue is analyzed relative to the real or theoretical level of the same issuer's corporate debt. Features such as call protection, subordination, and option-adjusted spreads are assessed to help determine if a given issue may provide a yield premium to justify its inclusion in the portfolio.

Portfolio Construction

Portfolio construction is a bottom-up approach whereby the credit and research team initially conduct extensive global, sovereign, industry, and credit analysis. Parameters of credit risk tolerances are determined for all issuers held or expected to be held in the portfolios. Initial emphasis is on the industries with a stable and/or improving outlook as indicated by the credit team. The team then categorize the various credit issues into concentration limit tiers which set the concentration limits for the portfolio managers to follow in constructing the portfolios.

The next step in the process is for the portfolio managers to construct preferred and capital security model portfolios which are suitably diversified with the objective of obtaining optimum potential income and capital preservation. The portfolio managers are responsible for constructing individualized portfolios that capture desired return objectives while strictly adhering to specified client policy guidelines and preferences. Portfolios are continuously reviewed for opportunities to increase yield while balancing risk.

Sell decisions can either be a function of a credit development or recognition that the yield has become "rich" in the absolute or relative to the yield of senior debt. Diversification is a primary consideration, and while most portfolio guidelines specify 5% as the maximum position for an individual credit, holdings are typically in the 0.5% to 3.0% issuer concentration range. A typical institutional portfolio would contain over 50 distinct issuers across a minimum of six industries.

The process is designed to actively manage the portfolios. This involves formally establishing target duration, industry allocation, credit quality, and liquidity parameters relative to predetermined benchmarks and risk management guidelines. The portfolio managers are assigned the ultimate responsibility for constructing individualized portfolios for our clients.

The main drivers of our portfolio risk management process are:

Credit Risk

Spectrum actively manages credit risk by monitoring global, sovereign, industry and issuer trends for potential improvement or deterioration in credit quality. Diversification is a core action which may mitigate certain risks. Typically, no single issue will represent more than 5% of the portfolio. In addition to internally generated analyses, Spectrum communicates with Principal Global

Investors[®], and utilizes the services of the major rating agencies, third-party research opinions as well as industry analysts at our counterparty investment banks.

Spread Risk

Spread risk refers to the risk that valuation yield spreads on corporate debt securities, and on junior subordinated capital securities in particular, may widen relative to US Treasury bond yields. This market risk is also known as systematic risk. Systematic risk may be reduced through structure selection, duration choice and hedging solutions.

Liquidity Risk

The junior subordinated capital securities market is often less liquid than the US Treasury, agency, corporate and asset-backed markets. Our minimum liquidity requirements serve to mitigate this risk. Securities are initially screened for minimum size preference of US \$250 million of issuance outstanding. In addition, Spectrum is an active participant in the junior subordinated capital securities secondary markets which trade over-the-counter. Spectrum, through its affiliated broker dealer, also maintains a direct presence in junior subordinated capital securities that trade on the floor of the New York Stock Exchange, which enables us to add value via trading as an agent.

Trading Risk

There can be risks to a portfolio when there is frequent trading of securities. Spectrum does not engage in what we believe to be frequent trading or portfolio turnover.

Portfolio Guideline Risk

This risk is monitored daily. All investment guidelines and other account rules are contained in our allocation model. All prospective trades are run through the model and checked against investment guidelines prior to execution. Spectrum uses Bloomberg AIM for guideline compliance monitoring which provides a centralized and organized view of investment guideline compliance operations.

Difficult Market Conditions

Spectrum clients may be materially adversely affected by conditions in the global financial markets and economic conditions throughout the world, including public health emergencies or pandemics. The global market and economic climate may be adversely affected by factors beyond Spectrum's control, including rising interest rates or accelerating asset deflation or inflation, deterioration or volatility in the credit and finance markets, deterioration in the credit of sovereign nations, terrorism, or political uncertainty.

Volatility Mitigation Strategies

Spectrum employs volatility mitigation strategies relative to interest rate, credit and broad market volatility for certain accounts that have authorized such strategies.

Spectrum's Volatility Mitigation for Bonds (VMB") strategy is an active strategy that trades listed options on U.S. Treasury long bond futures and U.S. Treasury long bond futures. The Volatility Mitigation for Stocks ("VMS") strategy is an active strategy that buys vertical put spreads and vertical call spreads on the S&P 500* Index (or S&P 500 ETF options on S&P 500 Index futures). The strategies employ quantitative, rules-based processes to determine both the entry to and exit from options and futures positions.

The primary risks with these strategies are those associated with purchasing option spreads. These include: 1) premium reduction as time passes, and 2) option expiration with no option value. Volatility management strategies may increase transaction costs, which could increase losses or reduce gains. These strategies may not protect against market declines and may reduce participation in market gains. Transactions in derivatives may increase volatility, cause the liquidation of portfolio positions when not advantageous to do so and produce disproportionate losses.

*Note: "Standard & Poor's 500" and "S&P 500®" are trademarks of The McGraw-Hill Companies, Inc. and have been licensed by Principal. The strategies are not sponsored, endorsed, sold, or promoted by Standard & Poor's and Standard & Poor's makes no representation regarding the advisability of investing in the strategies.

Item 9 – Disciplinary Information

Spectrum, as a registered investment adviser, is required to disclose all material facts regarding any legal or disciplinary events that would be material to the evaluation of Spectrum or the integrity of Spectrum's management. Spectrum has no items that are reportable under this item.

Item 10 – Other Financial Industry Activities and Affiliations

Spectrum is an investment adviser registered with the SEC and the 100% owner of SAMI Brokerage LLC its affiliated broker/dealer FINRA member firm. (See the discussion in Item 12 of the conflicts of interest that arise from this affiliation). Spectrum is also a member of the National Futures Association and registered with the Commodity Futures Trading Commission as a Commodity Trading Adviser.

Spectrum was acquired by Principal Global Investors ("PGI") in 2001. PGI is the asset management arm of The Principal Financial Group® (The "Principal"). The Principal Financial Group was established in 1879 and became a public company listed on the New York Stock Exchange in 2001 under the ticker symbol PFG. ("The Principal Financial Group" and "The Principal" are registered trademarks of Principal Financial Services, Inc., a member of the Principal Financial Group).

Spectrum has various financial industry affiliations including with Principal Global Investors and subsidiaries of The Principal as set forth in Section 7. A. of Spectrum's Form ADV Part 1 and with the majority owned affiliates of Principal International, Inc. Assets under management include assets managed by investment professionals of Principal Global Investors under dual employee arrangements with other subsidiaries of The Principal.

PGI is an investment advisor registered with the SEC. PGI provides Spectrum various resources and services, including but not limited to, legal, compliance, internal audit, human resources, and sales and marketing. Spectrum has common directors with PGI.

Spectrum is under common control with Principal Securities, Inc., a broker-dealer registered with the SEC and a FINRA member firm that markets a variety of mutual funds, unit investment trusts and limited partnerships. Principal Securities is the principal underwriter and distributor of institutional shares of a family of mutual funds organized by Principal Life Insurance Company ("Principal Life"). Spectrum currently does not conduct any brokerage business with Principal Securities. Spectrum personnel are not eligible to receive compensation for any sales of securities made to Principal Securities clients or prospective clients.

Spectrum is under common control with Principal Funds Distributor, Inc. ("PFD"), a broker-dealer registered with the SEC and a FINRA member firm. PFD is the principal underwriter and distributor of retail and institutional shares of a family of mutual funds organized by Principal Life. Spectrum currently does not conduct any brokerage business with PFD.

Spectrum is under common control with Principal Life, a life insurance company licensed in all 50 states and the District of Columbia.

We are part of a diversified, global financial services organization with many types of affiliated financial services providers, including but not limited to broker-dealers, insurance companies and other investment advisers. We may enter into arrangements to provide services or otherwise enter some form of business relationship with our foreign affiliates. Additional information regarding these relationships will be provided upon request.

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

Code of Ethics: Pursuant to Rule 204A-1 under the Investment Advisers Act of 1940, Spectrum has adopted a Code of Ethics (the "Code"), which sets forth standards of business and personal conduct for directors, officers, and employees of Spectrum. The Code addresses conflicts that may arise from personal trading by Spectrum's employees, all of whom are deemed to be Access Persons. The Code is predicated on the principle that directors, officers and employees of Spectrum will adhere to the highest ethical standards and fiduciary principles, and must:

- place client interests first;
- engage in personal securities transactions consistent with the Code and avoid any actual or potential conflict of interest or any abuse of their position of trust and responsibility;
- not take inappropriate advantage of their positions;
- keep security holdings and financial circumstances of clients confidential; and
- adhere to the principle that independence in the investment decision-making process is paramount.

Spectrum maintains high ethical standards and requires employees to conduct themselves in an appropriate manner, as more fully described in the Code. All employees of Spectrum receive a copy of the Code at the beginning of their employment by or association with Spectrum and certify that they understand and will abide by the Code. Employees are also provided a copy of the Code whenever material amendments are made and they are required to certify, upon such amendment, as well as on an annual basis, that they understand and have complied with the Code.

The Code requires that employees report any violations of the Code promptly to Spectrum's Chief Compliance Officer ("CCO"). Material violations of the Code will be reported to Spectrum's Board of Directors.

As part of the Code, Spectrum has adopted personal securities transaction reporting policies. Each Access Person is required to report to Spectrum via FIS PTA transactions in reportable securities in personal accounts.

Access Persons are prohibited from purchasing individual junior subordinated capital securities. Therefore, Spectrum employees are prohibited from buying the type of securities that are purchased for client portfolios. Also, Spectrum employees may not purchase common stock of Spectrum clients. Access Persons also are prohibited from acquiring any securities in an initial public offering. Access Persons may not, directly or indirectly, acquire any security in a private placement transaction without obtaining prior approval of the Chief Compliance Officer of Spectrum.

Access Persons are discouraged from frequent personal securities trading. Access Persons who purchase shares of mutual funds advised or sub-advised by Spectrum are instructed that they should retain such shares for a minimum of 30 days, and redemptions or exchanges of such shares within 30 days of purchase must be pre-cleared by the CCO, who will grant approval only under special circumstances. Additional requirements apply to transactions in investment products of Spectrum's parent company or stock of such company.

Access Persons generally are prohibited from serving as board members of publicly traded companies, and exceptions will be made by the CEO and CCO only when it does not conflict with the interests of Spectrum or its clients. Access Persons may not undertake other business activities outside of Spectrum that may cause, or appear to cause, any conflict of interest, and Access Persons must disclose all directorships in businesses and other interests in businesses where they either have a controlling or influencing position or receive monetary compensation for their involvement in that business.

In accordance with Section 204-A of the Investment Advisers Act of 1940, Spectrum also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by the firm or any person associated with the firm.

Spectrum recommends the purchase of shares of affiliated mutual funds for which Spectrum and its affiliates provide advisory services. Spectrum may recommend securities to unaffiliated clients that are currently held in affiliated client portfolios or personally held by Spectrum's employees. Spectrum does not buy or sell for itself securities that it also recommends to clients.

Clients of Spectrum can obtain a copy of the Code of Ethics by contacting Joseph Hanczor, Chief Compliance Officer at (203) 322-0189, or jhanczor@samipfd.com.

Cross Trades: Spectrum may occasionally conduct cross trades for client accounts. A cross trade occurs when Spectrum purchases and sells a particular security between two or more accounts under Spectrum's management. Spectrum utilizes cross trades when it deems the practice to be advantageous for each participant. Spectrum has a conflict of interest when effecting a cross trade because Spectrum must consider the interests of both the selling account and the buying account in the same transaction. This conflict of interest may be greater in situations where one of the clients involved in the transaction pays Spectrum a higher management fee or a performance-based fee. Additionally, clients might have received a more favorable price if the transaction were executed in the open market rather than having the security bought or sold through a cross trade.

To address these concerns, Spectrum's procedures require that cross trades be effected at the independent current market price of the security as determined by reference to independent third-party sources. Under Spectrum's policy, cross trades are currently not permitted in accounts that are subject to the Employee Retirement Income Security Act ("ERISA"). Spectrum does not receive brokerage commissions when conducting cross trades for client accounts. Spectrum will seek to ensure that the terms of the transactions, including the consideration to be paid or received, are fair and reasonable, and the transactions are executed in a manner that is in the best interest of the clients involved in the cross trade.

Item 12 – Brokerage Practices

To the extent permissible under applicable law, Spectrum will effect through its affiliated broker all securities transactions on behalf of Spectrum's clients, including securities traded on an exchange or in the over-the-counter ("OTC") market, unless a client directs the execution of its transactions to another broker-dealer. The affiliated brokerage services include placing and monitoring buy and sell orders on the floor of the exchange, with broker-dealers in the OTC market, or via dark pool and algorithmic trading venues, and monitoring the markets. Spectrum obtains client consent to effect all brokerage transactions through its affiliated broker/dealer, consistent with regulatory requirements.

In addition to the advisory fees Spectrum receives, Spectrum generally receives a brokerage commission, net of commission costs, for certain transactions executed through its affiliated broker/dealer in accordance with the firm's commission schedule which is available to all clients. Depending upon the size of a client account, the volume of securities traded for the account, and other factors, the commissions Spectrum charges may vary by client, and some clients may pay a lower or no commission. Spectrum believes that the brokerage commissions and fees charged by Spectrum for its services are commercially reasonable and consistent with its best execution responsibilities.

In addition, a client may direct Spectrum to effect futures transactions on the client's behalf as a commodity trading advisor. Such trades would be cleared through a third-party futures clearing firm and clients would pay commissions and charges for such transactions in accordance with Spectrum's commission schedule.

Conflicts of Interest: Spectrum has a conflict of interest in directing clients' brokerage to its affiliated FINRA member broker/dealer and generally executing its clients' transactions through its affiliated broker/dealer because the commissions described above are an incentive for Spectrum to effect the transactions through its affiliated broker/dealer rather than direct trades to other broker/dealers. Spectrum addresses this conflict of interest as described in this Item.

Also, Spectrum recommends, and buys and sells securities for accounts of its related persons and may buy or sell for clients securities in which Spectrum's related persons have a financial interest or position. Spectrum addresses this potential conflict of interest by, among things, the trade allocation practices described herein.

Selection of Brokers or Dealers: As stated above, Spectrum executes all transactions on behalf of its clients with client consent through its affiliated broker/dealer and has the authority to determine, without client consultation or consent, the clearing broker through which securities or other instruments are cleared and the commission rates or dealer spreads at which transactions are effected.

Clients are free to limit Spectrum's discretionary authority over their accounts and instruct Spectrum which brokers to use or not to use to execute securities transactions. In that event, such clients may pay different transaction costs (including commissions) because Spectrum does not negotiate commissions. They also may obtain different prices for securities than if Spectrum executed the client's trades through its affiliated broker/dealer because Spectrum may not be able to aggregate these transactions with trades for its other clients. In addition, guidelines employed by Spectrum to distribute investment opportunities fairly among all clients may occasionally limit these clients' ability to participate in a particular investment.

Because Spectrum does not negotiate brokerage commissions on behalf of its advisory clients, clients may pay different commissions than if Spectrum negotiated commissions with a third party. The total commissions for transactions Spectrum effects through its affiliated broker/dealer on an exchange may be higher or lower than that which might have been charged by other broker/dealers for the same transactions. Also, the cost of an OTC trade effected by Spectrum through its affiliated broker/dealer may be higher or lower than if Spectrum, in its capacity as investment adviser, caused its client to transact directly with a dealer in the OTC market.

All clients consent to the use of Spectrum's affiliated broker/dealer to execute all their transactions as broker/dealer. Spectrum believes that this provides significant advantages. These advantages include expertise in trading junior subordinated capital securities, client anonymity, direct access to the floor of the NYSE, minimizing the chance of error otherwise associated with a large number of individual purchases and delivery instructions, a greater ability to purchase and allocate blocks of junior subordinated capital securities to Spectrum separate accounts, and the potential for price improvements on securities transactions for the benefit of clients. Additionally, Spectrum's affiliated broker/dealer is able to aggregate all or a portion of a block of client trades before selling them to a dealer, which may minimize the opportunity for third party errors, increase overall speed and efficiency, and result in price improvements. Spectrum cannot quantify the value of the advantages described above.

It is possible that a client could obtain better execution of transactions in junior subordinated capital securities by using another broker/dealer. Spectrum cannot conclusively demonstrate whether the commissions charged by other broker/dealers are less than, equal to or exceed the commissions that Spectrum charges on such transactions. Additionally, determining best execution for junior subordinated capital securities is difficult, particularly junior subordinated capital securities traded in the OTC market, due to the limited number of investment advisers specializing in junior subordinated capital securities, the structure of the junior subordinated capital securities market, and the lack of timely consolidated tape reporting in parts of the OTC market. Thus, it is possible that Spectrum, executing trades through its affiliated broker/dealer, will not achieve best execution in all cases.

In the event that junior subordinated capital securities trade in odd lots, a client account may not receive the best execution possible when trading in odd lots compared to the execution they would receive trading in round lots.

Aggregation and Allocation: If Spectrum believes that the purchase or sale of a security is in the best interest of more than one client, it may (but is not obligated to) aggregate the orders to be sold or purchased to seek favorable execution or lower brokerage commissions, to the extent

permitted by applicable law and regulation. Aggregation of orders under this circumstance should, on average, decrease the costs of execution. Each client that participates in an aggregated transaction will receive the average share price calculated for all trades. Transaction costs may vary by client according to each client's level of participation in the transaction and its commission rate.

Allocations will be designed to ensure that over time no account (or group of accounts) will be systematically favored over any other account (or group of accounts). Allocation methodologies may include pro rata based on account size, percentage of account size, and random allocation.

The accounts aggregated may include registered funds advised by Spectrum, as well as accounts of Spectrum's related persons. Spectrum may not be able to aggregate securities transactions for clients who direct Spectrum to use another broker-dealer. Such clients would not benefit from any improved execution or lower commissions that may be available for aggregated transactions.

For purchases, available cash or the lowest issue/issuer/sector concentration may also be factors used to determine allocations. For sales, the lowest cash percentage, the highest concentration in the issue/issuer/sector, or the current need for cash may also be factors used to determine allocations. In addition, account specific investment restrictions may affect allocation methodology.

Soft Dollars: Spectrum does not maintain any "soft dollar" arrangements. However, various broker-dealers provide Spectrum with proprietary research and other products and services. Spectrum believes that it would obtain this research and other products and services regardless of the amount of business that it directs to such firms throughout the year, and, therefore, Spectrum does not believe it is "paying up" for the proprietary research and other products and services offered by the various broker/dealers utilized by Spectrum.

Choice of Futures Commission Merchant: Spectrum may execute futures transactions on behalf of its clients, with client consent. In such cases, Spectrum has the authority to determine, without further client consultation or consent, the futures firm through which those futures transactions are cleared, and the rates or spreads at which the transactions are effected. A client may pay lower commissions on futures transactions by using another futures commission merchant.

Cross Trades: See discussion in Item 11 above.

Item 13 – Review of Accounts

Senior members of Spectrum's Investment Committee, typically the firm's Chief Investment Officer and Portfolio Managers generally review client accounts each business day. In addition, Spectrum has weekly meetings of the Investment Committee to review client accounts.

A complete set of accounting and performance reports generally is provided to each client monthly.

Special reports are furnished to the Board of Directors/Trustees of registered funds, to assist in compliance with the Investment Company Act of 1940, regulations of the Central Bank of Ireland and as otherwise requested.

Item 14 – Client Referrals and Other Compensation

Spectrum may pay fees to persons, including affiliates of Spectrum, who refer advisory clients to Spectrum. In addition, Spectrum may pay a portion of its advisory fees to Spectrum affiliates for referrals of advisory clients. Any compensation paid for referrals to Spectrum of advisory clients will be done in compliance with applicable law and any other applicable obligations of the persons receiving such compensation.

Item 15 – Custody

All client assets are held in custody by unaffiliated broker/dealers or banks. However, Spectrum is deemed to have access to the assets of its one privately offered fund since it or an affiliate serves as the managing member or general partner of the private fund. Limited partners (or members or owners) of a limited partnership or other investment vehicle will not receive statements from the custodian. Instead, the private fund is subject to an annual audit and the audited financial statements are distributed to each limited partner (or member or owner). The audited financial statements will be prepared in accordance with generally accepted accounting principles and distributed within 120 days of the partnership's fiscal year end.

Other than this one privately offered fund, Spectrum does not have custody of any other client's securities, cash or any other form of assets and our clients select their own custodians. Clients should receive at least quarterly statements from the broker/dealer, bank or other qualified custodian that holds and maintains clients' investment assets. Spectrum urges our clients to

carefully review such statements and compare such official custodial records to the account statements that we may provide. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies for certain securities.

Item 16 – Investment Discretion

Spectrum usually receives discretionary authority from clients at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold, the broker/dealer to be used to execute trades (typically Spectrum’s affiliated broker/dealer) and the commission rates to be paid. This discretionary authority is documented through an investment management agreement and the accompanying investment guidelines. Clients are free to restrict the discretionary authority they grant to Spectrum. In all cases discretion as granted is exercised in a manner consistent with the stated investment objectives, limitations, and restrictions for the particular client account. Investment guidelines and restrictions must be provided to Spectrum in writing.

For registered investment companies, Spectrum’s authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

Item 17 – Voting Client Securities

Spectrum has adopted a Policy on Proxy Voting for Investment Advisory Clients (the "Voting Policy"), which provides that Spectrum aims to ensure that, when delegated proxy voting authority by a client, Spectrum acts (1) solely in the interest of the client in providing for ultimate long-term stockholder value, and (2) without undue influence from individuals or groups who may have an economic interest in the outcome of a proxy vote. Spectrum relies on the custodian bank to deliver proxies to Spectrum for voting.

Spectrum has selected Institutional Shareholder Services, Inc., (“ISS”) to assist with Spectrum's proxy voting responsibilities. Spectrum generally follows ISS’s standard proxy voting guidelines, which embody the positions and factors Spectrum considers important in casting proxy votes. In connection with each proxy vote, ISS prepares a written analysis and recommendation based on its guidelines. To avoid any conflict of interest for ISS, the CCO will require ISS to deliver additional information or certify that ISS has adopted policies and procedures to detect and mitigate such conflicts of interest in issuing voting recommendations. Spectrum also may obtain

voting recommendations from two proxy voting services as an additional check on the independence of ISS's voting recommendations.

Spectrum may, on any particular proxy vote, diverge from ISS's guidelines or recommendations. In such a case, the Voting Policy requires: (i) the requesting party to document the reason for the request; (ii) the approval of the Chief Investment Officer; (iii) notification to appropriate compliance personnel; (iv) a determination that the decision is not influenced by any conflict of interest; and (v) a written record of the process.

When Spectrum determines not to follow ISS's guidelines or recommendations, Spectrum classifies proxy voting issues into three broad categories: (1) Routine Administrative Items; (2) Special Interest Issues; and (3) Issues having the Potential for Significant Economic Impact, and casts proxy votes in accordance with the following philosophy and decision guidelines developed for that category in the Voting Policy:

- Routine Administrative Items – Spectrum is willing to defer to management on matters of a routine administrative nature. Examples of issues on which Spectrum will normally defer to management's recommendation include selection of auditors, increasing the authorized number of common shares and the election of unopposed directors.
- Special Interest Issues – In general, Spectrum will abstain from voting on shareholder social, political and environmental proposals because their long-term impact on share value cannot be calculated with any reasonable degree of confidence.
- Issues Having the Potential for Significant Economic Impact - Spectrum is not willing to defer to management on proposals which have the potential for major economic impact on the corporation and the value of its shares and believes such issues should be carefully analyzed and decided by shareholders. Examples of such issues are classification of board of directors, cumulative voting and supermajority provisions, defensive strategies (e.g., greenmail prevention), business combinations, restructurings, and executive and director compensation.

Conflicts of Interest: There may be a material conflict of interest when Spectrum votes, on behalf of a client, a proxy that is solicited by an affiliated person of Spectrum or another Spectrum client. To avoid such conflicts, Spectrum has established procedures under its Voting Policy to seek to ensure that voting decisions are based on a client's best interests and are not the product of a material conflict. In addition to employee monitoring for potential conflicts, the CCO reviews Spectrum's and its affiliates' material business relationships and personal and familial relationships of senior personnel of Spectrum and its affiliates to monitor for conflicts of interest. If a conflict of interest is identified, Spectrum considers both financial and non-financial

materiality to determine if a conflict of interest is material. If a material conflict of interest is found to exist, the CCO discloses the conflict to affected clients and obtains consent from each client as to the way Spectrum proposes to vote.

Spectrum clients can obtain a copy of the Voting Policy or information on how Spectrum voted their proxies by calling Spectrum's Compliance Department at (203) 322-0189.

Item 18 – Financial Information

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

Form ADV Part 2B
Brochure Supplement to Form ADV Part 2A

Spectrum Asset Management, Inc.

2 High Ridge Park

Stamford, CT 06905

(203) 322-0189

www.samipfd.com

March 30, 2022

Supervised Persons

Mark Lieb

L. Phillip Jacoby

Fernando Diaz

Roberto Giangregorio

Manu Krishnan, CFA

Kevin Nugent

Satomi Yarnell

This brochure supplement provides information about the above-referenced individuals (collectively, the “Supervised Persons”) which supplements the brochure of Spectrum Asset Management, Inc. (“Spectrum”). You should have received a copy of that brochure. Please contact Joseph Hanczor, Chief Compliance Officer at (203) 322-0189 if you did not receive Spectrum’s brochure or if you have any questions about the content of this supplement.

Additional information about the Supervised Persons is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Educational Background and Business Experience

Listed below is the name, year of birth, formal education after high school, and business background for the preceding five years for each Supervised Person.

Mark Lieb:

- 1950
- MBA Finance, University of Hartford
- BA Economics, Central Connecticut State College
- President and Chief Executive Officer of Spectrum - 2010 to present
- Executive Director/Senior Officer of Spectrum - 1987 to 2010
- Founder of Spectrum 1987

L. Philip Jacoby IV:

- 1959
- BSBA Finance, Boston University Questrom School of Business
- Executive Director and Chief Investment Officer of Spectrum - 2010 to present
- Senior Portfolio Manager/Senior Officer of Spectrum - 1995 to 2010

Fernando Diaz:

- 1961
- Aviation High School
- Vice President and Portfolio Manager of Spectrum - 2000 to present

Roberto Giangregorio:

- 1968
- MBA Finance with Distinction Cornell University
- MS Mechanical Engineering University of Wisconsin-Madison
- BS Mechanical Engineering S.U.N.Y. at Stony Brook
- Vice President and Portfolio Manager of Spectrum - 2003 to present

Manu Krishnan, CFA:

- 1976
- MBA Finance Cornell University

- MS Mechanical Engineering University of Delaware
- BS Mechanical Engineering College of Engineering, Osmania University, India
- Vice President and Portfolio Manager of Spectrum - 2004 to present

Kevin Nugent:

- 1958
- BA Political Science Ohio Wesleyan
- Vice President and Portfolio Manager of Spectrum - 2012 to present

Satomi Yarnell:

- 1983
- MA Waseda University
- Asst. Vice President, Portfolio Manager of Spectrum - 2015 to present

Item 3 – Disciplinary Information

The Supervised Persons have not been involved in any legal events or subjected to any disciplinary actions which are material to Spectrum’s clients or prospective clients.

Item 4 – Other Business Activities

No Supervised Person is actively engaged in any other investment-related businesses or other occupations, except that certain supervised persons are registered representatives of Spectrum’s FINRA member broker/dealer and associated persons with Spectrum which is a Commodity Trading Advisor member of the National Futures Association and registered with the Commodity Futures Trading Commission.

Item 5 – Additional Compensation

The Supervised Persons do not receive from Spectrum, its clients or third parties, any special economic benefits, including sales awards, commissions, prizes, or bonuses, which are based upon the number or amount of sales, client referrals or new accounts. The Supervised Persons receive regular fixed salary and incentive-based compensation from Spectrum. Incentive-based compensation is determined by an evaluation of each Supervised Person’s professional performance and firm profitability.

Item 6 – Supervision

Spectrum manages client portfolios using a team approach. Mark Lieb serves as the President and Chief Executive Officer (“CEO”) of Spectrum and is responsible for supervising Chief Investment Officer (“CIO”) Phillip Jacoby and Chief Operating Officer Matthew Byer. Mr. Lieb reports to Spectrum’s board of directors. Mr. Lieb may be reached at (203) 322-0189 or via email at mlieb@samipfd.com. Mr. Jacoby, as Chief Investment Officer, and Spectrum’s Investment Committee, monitor all client portfolios on a regular basis, but no less frequently than weekly, and may initiate a more detailed review of a client account if a situation warrants. The Investment Committee is composed of Spectrum’s President/CEO, CIO and the other Portfolio Managers. Mr. Jacoby supervises Messrs. Diaz, Giangregorio, Krishnan and Nugent and Ms. Yarnell. Mr. Jacoby may be reached at (203) 322-0189 or via email at pjacoby@samipfd.com. Spectrum senior personnel monitor the advice rendered by Supervised Persons to clients by, among other things, reviewing electronic and hard copy communications, participating in, and overseeing client meetings, and reviewing client reports and market commentaries.

FACTS
WHAT DOES PRINCIPAL GLOBAL INVESTORS DO WITH YOUR PERSONAL INFORMATION?
Why?

Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.

What?

The types of personal information we collect and share depend on the product or service you have with us. This information can include:

- Social Security number and transaction history
- Income and account investment experience
- Account transactions and risk tolerance

When you are no longer our customer, we continue to share your information as described in this notice.

How?

All financial companies need to share customers' personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customers' personal information; the reasons Principal Global Investors chooses to share; and whether you can limit this sharing.

REASONS WE CAN SHARE YOUR PERSONAL INFORMATION
DOES PRINCIPAL GLOBAL INVESTORS SHARE?
CAN YOU LIMIT THIS SHARING?

For our everyday business purposes—such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus

Yes

No

For our marketing purposes—to offer our products and services to you

Yes

No

For joint marketing with other financial companies

No

We don't share

For our affiliates' everyday business purposes—information about your transactions and experiences

Yes

No

For our affiliates' everyday business purposes—information about your creditworthiness

No

We don't share

For nonaffiliates to market to you

No

We don't share

Questions?

Call 1-800-533-1390 or go to www.principalglobal.com/about-us/contact-information

Who we are

Who is providing this notice? Principal Global Investors and its affiliates.

What we do

How does Principal Global Investors protect my personal information? To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings.

How does Principal Global Investors collect my personal information? We collect your personal information, for example, when you

- Open an account or seek advice about your investments
- Direct us to buy securities or make deposits, or withdrawals from your account
- Give us your contact information or show your government issued ID

We also collect your personal information from others, such as affiliates, or other companies.

Why can't I limit all sharing? Federal law gives you the right to limit only

- sharing for affiliates' everyday business purposes—information about your creditworthiness
- affiliates from using your information to market to you
- sharing for nonaffiliates to market to you

State laws and individual companies may give you additional rights to limit sharing.

Definitions

Affiliates Companies related by common ownership or control. They can be financial and nonfinancial companies.

- Our affiliates include companies of Principal Global Investors name as listed below

Nonaffiliates Companies not related by common ownership or control. They can be financial and nonfinancial companies.

- Principal Global Investors does not share with nonaffiliates so they can market to you.

Joint marketing A formal agreement between nonaffiliated financial companies that together market financial products or services to you.

- Principal Global Investors does not jointly market.

Other important information

Who is providing this notice: Principal Global Investors companies, including the following: Principal Global Investors, LLC, Principal Real Estate Investors, LLC, Principal Financial Advisors, Inc., Principal Global Investors, (Hong Kong) Limited, Principal Commercial Acceptance, LLC, Principal Commercial Funding, LLC, Principal Green Property Fund Employees II, LLC, Spectrum Asset Management, Inc., Principal Funds Distributor, Inc.

This Privacy Notice governs information that you provide to Principal (or that we otherwise receive) when you apply for or receive a product or service used primarily for personal, family or household purposes. We may collect additional information depending on the nature of your relationship with Principal or if you interact with us through our website or other digital technologies. Details about how we protect and use this additional information, including information about your privacy rights under California law such as the California Consumer Privacy Act, are available online at www.principal.com/privacy-policies.

If you do not have access to www.principal.com/privacy-policies, please contact us at 1-800-986-3343 to have a copy mailed to you.

Proxy Voting and Class Action Monitoring

Background

Rule 206(4)-6 under the Advisers Act requires every investment adviser who exercises voting authority with respect to client securities to adopt and implement written policies and procedures, reasonably designed to ensure that the adviser votes proxies in the best interest of its clients. The procedures must address material conflicts that may arise in connection with proxy voting. The Rule further requires the adviser to provide a concise summary of the adviser's proxy voting process and offer to provide copies of the complete proxy voting policy and procedures to clients upon request. Lastly, the Rule requires that the adviser disclose to clients how they may obtain information on how the adviser voted their proxies.

Risks

In developing this policy and procedures, the Advisers considered numerous risks associated with their voting of client proxies. This analysis includes risks such as:

- The Advisers do not maintain a written proxy voting policy as required by Rule 206(4)-6.
- Proxies are not voted in Clients' best interests.
- Proxies are not identified and voted in a timely manner.
- Conflicts between the Advisers' interests and the Client are not identified; therefore, proxies are not voted appropriately.
- The third-party proxy voting services utilized by the Advisers are not independent.
- Proxy voting records and Client requests to review proxy votes are not maintained.

The Advisers have established the following guidelines as an attempt to mitigate these risks.

Policy

The Advisers believe that proxy voting and the analysis of corporate governance issues, in general, are important elements of the portfolio management services provided to advisory clients. The Advisers' guiding principles in performing proxy voting are to make decisions that (i) favor proposals that tend to maximize a company's shareholder value and (ii) are not influenced by conflicts of interest. These principles reflect the Advisers' belief that sound corporate governance creates a framework within which a company can be managed in the interests of its shareholders.

In addition, as a fiduciary, the Advisers also monitor Clients' ability to participate in class action events through the regular portfolio management process. Accordingly, the Advisers have adopted the policies and procedures set out below, which are designed to ensure that the Advisers comply with legal, fiduciary, and contractual obligations with respect to proxy voting and class actions.

Proxy Voting Procedures

The Advisers have implemented these procedures with the premise that portfolio management personnel base their determinations of whether to invest in a particular company on a variety of factors, and while corporate governance is one such factor, it may not be the primary consideration. As such, the principles and positions reflected in the procedures are designed to guide in the voting of proxies, and not necessarily in making investment decisions.

The Investment Accounting Department has assigned a Proxy Voting Team to manage the proxy voting process. The Investment Accounting Department has delegated the handling of class action activities to a Senior Investment Accounting Leader.

Institutional Shareholder Services

Based on the Advisers' investment philosophy and approach to portfolio construction and given the complexity of the issues that may be raised in connection with proxy votes, the Advisers have retained the services of Institutional Shareholder Services ("ISS"). ISS is a wholly owned subsidiary MSCI, Inc. which is a leading global provider of investment decision support tools. ISS offers proxy voting solutions to institutional clients globally. The services provided to the Advisers include in-depth research, voting recommendations, vote execution, recordkeeping, and reporting.

The Advisers have elected to follow the ISS Standard Proxy Voting Guidelines (the "Guidelines"), which embody the positions and factors that the Advisers' Portfolio Management Teams ("PM Teams") generally consider important in casting proxy votes.¹ The Guidelines address a wide variety of individual topics, including, among other matters, shareholder voting rights, anti-takeover defenses, board structures, the election of directors, executive and director compensation, reorganizations, mergers, and various shareholder proposals. In connection with each proxy vote, ISS prepares a written analysis and recommendation ("ISS Recommendation") that reflects ISS's application of the Guidelines to the proxy issues. ISS Proxy Voting Guidelines Summaries are accessible to all PM Teams on the ISS system. They are also available from the Proxy Voting Team.

Voting Against ISS Recommendations

On any proxy vote, Portfolio Managers may decide to diverge from the Guidelines. Where the Guidelines do not direct a particular response and instead list relevant factors, the ISS Recommendation will reflect ISS's own evaluation of the factors.

If the Portfolio Manager's judgment differs from that of ISS, a written record is created reflecting the process (See Appendix titled "*Report for Proxy Vote(s) Against the ISS Recommendation(s)*"), including:

1. The requesting PM Team's reasons for the decision;
2. The approval of the lead Portfolio Manager for the requesting PM Team;
3. Notification to the Proxy Voting Team and other appropriate personnel (including other Advisers Portfolio Managers who may own the particular security);
4. A determination that the decision is not influenced by any conflict of interest; and review and approval by the Compliance Department.

¹ The Advisers have various Portfolio Manager Teams organized by asset classes and investment strategies.

Conflicts of Interest

The Advisers have implemented procedures designed to prevent conflicts of interest from influencing proxy voting decisions. These procedures include our use of the Guidelines and ISS Recommendations. Proxy votes cast by the Advisers in accordance with the Guidelines and ISS Recommendations are generally not viewed as being the product of any conflicts of interest because the Advisers cast such votes pursuant to a pre-determined policy based upon the recommendations of an independent third party.

Our procedures also prohibit the influence of conflicts of interest where a PM Team decides to vote against an ISS Recommendation, as described above. In exceptional circumstances, the approval process may also include consultation with the Advisers' senior management, the Law Department, Outside Counsel, and/or the Client whose account may be affected by the conflict. The Advisers maintain records of the resolution of any proxy voting conflict of interest.

Proxy Voting Instructions and New Accounts

Institutional Accounts

As part of the new account opening process for discretionary institutional Clients, the Advisers' Investment Accounting Department is responsible for sending a proxy letter to the Client's custodian. This letter instructs the custodian to send the Client's proxy materials to ISS for voting. The custodian must complete the letter and fax it to ISS, with a copy to the Advisers' Investment Accounting Department. This process is designed to ensure and document that the custodian is aware of its responsibility to send proxies to ISS.

The Investment Accounting Department is responsible for maintaining this proxy instruction letter in the Client's file and for scanning it into the Advisers' OnBase system. These steps are part of the Advisers' Account Opening Process.

SMA – Wrap Accounts

The Advisers' SMA Operations Department is responsible for servicing wrap accounts, which includes providing instructions to the relevant wrap sponsor for setting up accounts with ISS.

Fixed Income and Private Investments

Voting decisions with respect to Client investments in fixed income securities and the securities of privately held issuers will generally be made by the relevant Portfolio Managers based on their assessment of the transactions or other matters at issue.

Client Direction

Clients may choose to vote proxies themselves, in which case they must arrange for their custodians to send proxy materials directly to them. Upon request, the Advisers can accommodate individual Clients that have developed their own guidelines with ISS or another proxy service. Clients may also discuss with the Advisers the possibility of receiving individualized reports or other individualized services regarding proxy voting conducted on their behalf. Such requests should be centralized through the Advisers' Proxy Voting Team.

Securities Lending

At times, neither the Advisers nor ISS will be allowed to vote proxies on behalf of Clients when those Clients have adopted a securities lending program. Typically, Clients who have adopted securities lending programs have made a general determination that the lending program provides a greater economic benefit than retaining the ability to vote proxies. Notwithstanding this fact, in the event that a proxy voting matter has the potential to materially enhance the economic value of the Client's position and that position is lent out, the Advisers will make reasonable efforts to inform the Client that neither the Advisers nor ISS is able to vote the proxy until the lent security is recalled.

Abstaining from Voting Certain Proxies

The Advisers shall at no time ignore or neglect their proxy voting responsibilities. However, there may be times when refraining from voting is in the Client's best interest, such as when the Advisers' analysis of a particular proxy issue reveals that the cost of voting the proxy may exceed the expected benefit to the Client. Such proxies may be voted on a best-efforts basis. These issues may include, but are not limited to:

- Restrictions for share blocking countries;²
- Casting a vote on a foreign security may require that the adviser engage a translator;
- Restrictions on foreigners' ability to exercise votes;
- Requirements to vote proxies in person;
- Requirements to provide local agents with power of attorney to facilitate the voting instructions;
- Untimely notice of shareholder meeting;
- Restrictions on the sale of securities for a period in proximity to the shareholder meeting.

Proxy Solicitation

Employees must promptly inform the Advisers' Proxy Voting Team of the receipt of any solicitation from any person related to Clients' proxies. As a matter of practice, the Advisers do not reveal or disclose to any third party how the Advisers may have voted (or intend to vote) on a particular proxy until after such proxies have been counted at a shareholder's meeting. However, the Proxy Voting Team may disclose that it is the Advisers' general policy to follow the ISS Guidelines. At no time may any Employee accept any remuneration in the solicitation of proxies.

Handling of Information Requests Regarding Proxies

Employees may be contacted by various entities that request or provide information related to proxy issues. Specifically, investor relations, proxy solicitation, and corporate/financial communications firms (e.g., Ipreo, Richard Davies, DF King, Georgeson Shareholder) may contact the Advisers to ask questions regarding total holdings of a particular stock across advisory Clients, or how the Advisers intends to vote on a particular proxy. In addition, issuers may call (or hire third parties to call) with intentions to influence the Advisers' votes (i.e., to vote against ISS).

² In certain markets where share blocking occurs, shares must be "frozen" for trading purposes at the custodian or sub-custodian to vote. During the time that shares are blocked, any pending trades will not settle. Depending on the market, this period can last from one day to three weeks. Any sales that must be executed will settle late and potentially be subject to interest charges or other punitive fees.

Employees that receive information requests related to proxy votes should forward such communications (e.g., calls, e-mails, etc.) to the Advisers' Proxy Voting Team. The Proxy Voting Team will take steps to verify the identity of the caller and his/her firm prior to exchanging any information. In addition, the Proxy Voting Team may consult with the appropriate Portfolio Manager(s) and/or the CCO or CCO NA with respect to the type of information that can be disclosed. Certain information may have to be provided pursuant to foreign legal requirements (e.g., Section 793 of the UK Companies Act).

External Managers

Where Client assets are placed with managers outside of the Advisers, whether through separate accounts, funds-of-funds or other structures, such external managers are responsible for voting proxies in accordance with the managers' own policies. The Advisers may, however, retain such responsibilities where deemed appropriate.

Proxy Voting Errors

In the event that any Employee becomes aware of an error related to proxy voting, he/she must promptly report that matter to the Advisers' Proxy Voting Team. The Proxy Voting Team will take immediate steps to determine whether the impact of the error is material and to address the matter. The Proxy Voting Team, with the assistance of the CCO or CCO NA (or their designee), will generally prepare a memo describing the analysis and the resolution of the matter. Supporting documentation (e.g., correspondence with ISS, Client, Portfolio Managers/ analysts, etc.) will be maintained by the Compliance Department. Depending on the severity of the issue, the Law Department, Outside Counsel, and/or affected Clients may be contacted. However, the Advisers may opt to refrain from notifying non-material de minimis errors to Clients.

Recordkeeping

The Advisers must maintain the documentation described in the following section for a period of not less than five (5) years, the first two (2) years at the principal place of business. The Proxy Voting Team, in coordination with ISS, is responsible for the following procedures and for ensuring that the required documentation is retained.

Client request to review proxy votes:

- Any request, whether written (including e-mail) or oral, received by any Employee of the Advisers, must be promptly reported to the Proxy Voting Team. All written requests must be retained in the Client's permanent file.
- The Proxy Voting Team records the identity of the Client, the date of the request, and the disposition (e.g., provided a written or oral response to Client's request, referred to third party, not a proxy voting client, other dispositions, etc.) in a suitable place.
- The Proxy Voting Team furnishes the information requested to the Client within a reasonable time (generally within 10 business days). The Advisers maintain a copy of the written record provided in response to Client's written (including e-mail) or oral request. A copy of the written response should be attached and maintained with the Client's written request, if applicable and maintained in the permanent file.
- Clients are permitted to request the proxy voting record for the 5-year period prior to their request.

Proxy statements received regarding client securities:

- Upon inadvertent receipt of a proxy, the Advisers forward the proxy to ISS for voting, unless the client has instructed otherwise.

Note: The Advisers are permitted to rely on proxy statements filed on the SEC's EDGAR system instead of keeping their own copies.

Proxy voting records:

- The Advisers' proxy voting record is maintained by ISS. The Proxy Voting Team, with the assistance of the Investment Accounting and SMA Operations Departments, periodically ensures that ISS has complete, accurate, and current records of Clients who have instructed the Advisers to vote proxies on their behalf.
- The Advisers maintain documentation to support the decision to vote against the ISS recommendation.
- The Advisers maintain documentation, or any communications received from third parties, other industry analysts, third party service providers, company's management discussions, etc. that were material in the basis for any voting decision.

Procedures for Class Actions

In general, it is the Advisers' policy not to file class action claims on behalf of Clients. The Advisers specifically do not act on behalf of former Clients who may have owned the affected security but subsequently terminated their relationship with the Advisers. The Advisers only file class actions on behalf of Clients if that responsibility is specifically stated in the advisory contract, as it is the Advisers' general policy not to act as lead plaintiff in class actions.

The process of g class action claims is carried out by the Investment Accounting Department. In the event the Advisers opt out of a class action settlement, the Advisers will maintain documentation of any cost/benefit analysis to support that decision.

The Advisers are mindful that they have a duty to avoid and detect conflicts of interest that may arise in the class action claim process. Where actual, potential or apparent conflicts are identified regarding any material matter, the Advisers manage the conflict by seeking instruction from the Law Department and/or outside counsel.

Disclosure

The Advisers ensure that Part 2A of Form ADV is updated as necessary to reflect: (i) all material changes to this policy; and (ii) regulatory requirements.

Responsibility

Various individuals and departments are responsible for carrying out the Advisers' proxy voting and class action practices, as mentioned throughout these policies and procedures. The Investment Accounting Department has assigned a Proxy Voting Team to manage the proxy voting process. The Investment Accounting Department has delegated the handling of class action activities to a Senior Investment Accounting Leader.

In general, the Advisers' CCO or CCO NA (or their designee) oversees the decisions related to proxy voting, class actions, conflicts of interest, and applicable record keeping and disclosures. In addition, the Compliance Department periodically reviews the voting of proxies to ensure that all such votes – particularly those diverging from the judgment of ISS – were voted in a manner consistent with the Advisers' fiduciary duties.