

# Prospectus Supplement

## **John Hancock Marathon Asset-Based Lending Fund (the fund)**

### **Supplement dated March 19, 2025 to the current Prospectus, as may be supplemented (the Prospectus)**

Effective immediately, the information in the third paragraph under “The Investment Advisor and Subadvisor” heading in the Prospectus Summary section is amended and restated as follows:

The Subadvisor is a registered investment adviser with the SEC under the Advisers Act and is a Delaware limited partnership. The Subadvisor handles the fund’s portfolio management activity, subject to oversight by the Advisor. As of December 31, 2024, the Subadvisor had total assets under management of approximately \$22.14 billion.

*You should read this supplement in conjunction with the Prospectus and retain it for your future reference.*

Click here for the Statement of Additional Information <https://www.jhinvestments.com/content/dam/jhi-investments/JHINV/public/Closed-EndFunds/Documents/SAls/closed-end-asset-based-lending-sai-jhi.pdf>

## Prospectus

# John Hancock Marathon Asset-Based Lending Fund (formerly, John Hancock Asset-Based Lending Fund)

**John Hancock Marathon Asset-Based Lending Fund (formerly, John Hancock Asset-Based Lending Fund)**

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John Hancock Marathon Asset-Based Lending Fund (formerly, John Hancock Asset-Based Lending Fund, the “fund”) is a Massachusetts business trust that is registered under the Investment Company Act of 1940, as amended (the “1940 Act”), as a continuously offered, non-diversified, closed-end management investment company. The fund’s investment objective is to provide high current income and to a lesser extent capital appreciation. The fund pursues its investment objective by investing, under normal circumstances, 80% of its net assets (plus any borrowings for investment purposes) in asset-based lending investments, which may include investments in distressed loans. There can be no assurance that the fund will achieve its investment objective.

John Hancock Investment Management LLC serves as the fund’s investment adviser (the “Advisor”). Under the supervision of the Advisor and with oversight by the Board of Trustees of the fund (the “Board”), Marathon Asset Management, L.P. (the “Subadvisor” or “Marathon”) has day-to-day portfolio management responsibilities for the fund.

**Neither the Securities and Exchange Commission (the “SEC”) nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy of this Prospectus. Any representation to the contrary is a criminal offense.**

	Per Class I Share	Per Class S Share	Per Class D Share	Total
<b>Price to Public<sup>1</sup></b>	At current NAV	At current NAV plus sales load	At current NAV plus sales load	At current NAV plus sales load
<b>Maximum Sales Load<sup>2</sup> as a Percentage of Purchase Amount</b>	None	3.50%	1.50%	
<b>Total Proceeds to the Fund<sup>3</sup></b>	Current NAV	Current NAV	Current NAV	At current NAV

<sup>1</sup> Class I Shares, Class S Shares and Class D Shares of beneficial interest (the “Shares”) are continuously offered at current net asset value (“NAV”), which will fluctuate.

- <sup>2</sup> Class S Share investments may be subject to a sales charge of up to 3.50% and Class D Shares may be subject to a sales charge of up to 1.50%. Such sales load will not form part of an investor's investment in the fund. The sales load may be waived in certain circumstances at the Advisor's discretion. See "Distribution Arrangements."
- <sup>3</sup> Total Proceeds to the fund assume that all registered Shares will be sold in a continuous offering and the maximum sales load is incurred as applicable. The proceeds may differ from that shown if other than the maximum sales load is paid on average, the then-current net asset value at which Shares are sold varies from that shown and/or additional Shares are registered.

John Hancock Investment Management Distributors LLC (the "Distributor") acts as the distributor of the Shares, on a best efforts basis, subject to various conditions. Shares may be purchased by Eligible Investors (as defined herein) through brokers, dealers or banks that have entered into selling agreements with the Distributor, or through intermediaries that have an agreement with the Distributor related to the purchase of Shares. Neither the Distributor nor any other adviser, broker or dealer is obligated to buy from the fund any of the Shares. The Distributor serves as the principal underwriter for the fund. The Distributor is an affiliate of the Advisor.

In consideration for distribution and investor services in connection with Class S Shares and Class D Shares of the fund, the fund pays the Distributor or a designee a monthly fee equal to 0.85% per annum of the aggregate value of the fund's Class S Shares outstanding and equal to 0.25% per annum of the aggregate value of the fund's Class D Shares outstanding, determined as of the last calendar day of each month (prior to any repurchases of Shares and prior to the Management Fee (as defined below) being calculated). The Advisor or its affiliates may pay from their own resources compensation to broker-dealers and other intermediaries in connection with placement of Shares or servicing of investors. These arrangements may result in receipt by such broker-dealers and other intermediaries and their personnel (who themselves may receive all or a substantial part of the relevant payments) of compensation in excess of that which otherwise would have been paid in connection with their placement of shares of a different investment fund. A prospective investor with questions regarding this arrangement may obtain additional detail by contacting his, her or its intermediary directly. Prospective investors also should be aware that this payment could create incentives on the part of an intermediary to view the fund more favorably relative to investment funds not making payments of this nature or making smaller such payments.

Shares are an illiquid investment. An investment in the fund should be considered a speculative investment that entails substantial risks, including but not limited to:

- The fund's Shares are not listed on any securities exchange and it is not anticipated that a secondary market for the fund's Shares will develop. Thus, an investment in the fund may not be suitable for investors who may need the money they invest in a specified timeframe;
- The amount of distributions that the fund may pay, if any, is uncertain;
- The fund may pay distributions in significant part from sources that may not be available in the future;
- All or a portion of an annual distribution may consist solely of a return of capital (i.e., from your original investment) and not a return of net investment income;
- Because you will be unable to sell your Shares or have them repurchased immediately, you will find it difficult to reduce your exposure on a timely basis during a market downturn or otherwise;
- Risks Related to the Use of Leverage, Commercial Real Estate and Residential Real Estate Investments, Transportation Investments, Healthcare Loans and Royalty-Backed Credit Investments and Consumer-Related Assets and Asset-Backed Securities are described in the "Risk Factors" section beginning on page 26 of this Prospectus; and,
- An investor may pay a sales load up to 3.50% for Class S Shares and up to 1.50% for Class D Shares as described in this Prospectus. If an investor pays the maximum 3.50% sales load for Class S Shares, the investor must experience a total return on his or her net investment of more than 3.50% in order to recover these expenses. If an investor pays the maximum 1.50% sales load for Class D Shares, the investor must experience a total return on his or her net investment of more than 1.50% in order to recover these expenses.

This Prospectus sets forth concisely the information about the fund that a prospective investor should know before investing. You should read this Prospectus, which contains important information, before deciding whether to invest in the fund. You should retain the Prospectus for future reference. A Statement of Additional Information (SAI) dated March 1, 2025, containing additional information about the fund, has been filed with the SEC and is incorporated by reference in its entirety into this Prospectus. A copy of the SAI may be obtained without charge by calling 800-225-6020 (toll-free) or from the SEC's website at [sec.gov](https://www.sec.gov). Copies of the fund's annual report and semi-annual report, when available, and other information about the fund may be obtained upon request by writing to the fund, by calling 800-225-6020, or by visiting the fund's website at <https://www.jhinvestments.com/resources/all-resources/other/john-hancock-asset-based-lending-fund/>. You also may obtain a copy of any information regarding the fund filed with the SEC from the SEC's website ([sec.gov](https://www.sec.gov)).

The fund will also provide to each person, including any beneficial owner, to whom the Prospectus is delivered, a copy of any or all of the information that has been incorporated by reference into the Prospectus but not delivered with the Prospectus. Such information will be provided upon written or oral request at no cost to the requester by writing to the fund, by calling 800-225-6020, or by visiting the fund's website at <https://www.jhinvestments.com/resources/all-resources/other/john-hancock-asset-based-lending-fund/>. You also may obtain a copy of any information regarding the fund filed with the SEC from the SEC's website ([sec.gov](https://www.sec.gov)).

Copies of the fund's shareholder reports are not sent by mail. Instead, the reports are made available on at <https://www.jhinvestments.com/resources/all-resources/other/john-hancock-asset-based-lending-fund/> and you will be notified and provided with a link each time a report is posted to the website. You may request to receive paper reports from the fund or from your financial intermediary, free of charge, at any time. You may also request to receive documents through eDelivery. Your election to receive reports in paper will apply to all funds held with the Advisor or your financial intermediary.

You should rely only on the information contained or incorporated by reference in this Prospectus. The fund has not, and the Distributor has not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. Neither the fund nor the Distributor is making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information provided by this Prospectus is accurate as of any date other than the date on the front of this Prospectus. The fund's business, financial condition and results of operations may have changed since the date of this Prospectus.

The fund's Shares do not represent a deposit or obligation of, and are not guaranteed or endorsed by, any bank or other insured depository institution, and are not federally insured by the Federal Deposit Insurance Corporation, the Federal Reserve Board or any other government agency.

March 1, 2025

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## Prospectus Summary

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The following is only a summary of this Prospectus and does not contain all of the information that you should consider before investing in the fund. You should review the more detailed information contained in this prospectus ("Prospectus") and in the Statement of Additional Information ("SAI"), especially the information set forth under the heading "Investment Objective and Principal Investment Strategies" and "Risk Factors."

**The Fund** John Hancock Marathon Asset-Based Lending Fund (formerly, John Hancock Asset-Based Lending Fund), a Massachusetts business trust (the "fund").

**The Offering** The fund continuously offers and sells shares of beneficial interests (the "Shares") designated as Class I Shares ("Class I Shares"), Class S Shares ("Class S Shares"), and Class D Shares ("Class D Shares"). Investors who purchase Shares in the offering, and other persons who acquire Shares and are admitted to the fund by its Board of Trustees (each, individually a "Trustee" and collectively, the "Board"), will become shareholders of the fund (the "Shareholders"). The fund currently intends to accept purchases of Shares as of the last business day of each calendar month. All Shares are sold at the most recently calculated net asset value per Share for the class of Shares purchased as of the date on which the purchase is accepted. The minimum initial investment in the fund by any account is \$1 million for Class I Shares with additional investment minimums of \$100,000; and \$10,000 with additional investment minimums of \$5,000 for Class S Shares and Class D Shares. The minimum investment amounts may be reduced or waived by the fund at the fund's sole discretion. See "Purchase Terms." At the discretion of the Board and provided that it is in the best interests of the fund and Shareholders to do so, the fund intends to provide a limited degree of liquidity to the Shareholders by conducting repurchase offers generally quarterly. In each repurchase offer, the fund may offer to repurchase its Shares at their net asset value ("NAV") on the relevant valuation date. See "Repurchases and Transfers of Shares."

The fund has received an exemption from the Securities and Exchange Commission from the requirements of the Investment Company Act of 1940, as amended (the "1940 Act") so that it may issue multiple classes of Shares.

### Investment Objective and Principal Investment Strategies

*Investment Objective* The fund's investment objective is to seek to provide high current income and to a lesser extent capital appreciation.

### Investment Strategies

Under normal circumstances, the fund will invest at least 80% of its net assets (plus any borrowings for investment purposes) in asset-based lending investments ("Asset-Based Lending Investments"), which may include investments in distressed loans. Asset-Based Lending Investments are investments in loans secured by an asset and include, among other investments:

- **Healthcare Loans & Royalty-Backed Credit:** healthcare loans secured by revenue and intellectual property rights primarily on FDA-approved drugs and devices and royalty streams secured primarily by FDA-approved drugs and devices;
- **Transportation Assets:** transportation assets such as loans and leases backed by commercial aircraft, aircraft engines, shipping vessels or other transportation and equipment;
- **Residential Real Estate Lending:** the origination and acquisition of residential real estate loans and legacy mortgage loan pools, including distressed or nonperforming loans, and newly originated non-agency mortgage loans;
- **Commercial Real Estate Lending:** the origination and acquisition of commercial real estate loans secured by housing-related and traditional commercial real estate property types;
- **Consumer-Related Assets:** acquisition of consumer loans, including distressed or nonperforming loans; high-yield asset-backed securities ("ABS") backed by various forms of non-mortgage household debt largely focused on select market segments such as: automobile loans and leases, credit cards and personal installment loans; and other types of consumer loans;
- **Corporate Asset-Based Credit:** asset-based corporate credit secured by real estate, equipment, receivables, inventory and intellectual property rights, among other assets;
- **Equipment:** the leasing, lease financing, or lending against a wide range of equipment which is mission critical to an operator. Equipment may include, for example, injection molding machines, industrial cranes, so-called "yellow metal" (i.e. earth moving equipment), titled and non-titled vehicles, but would not include equipment that would be categorized as transportation assets, such as ships and aircraft; and
- **Liquid Securitized Credit:** securities backed by residential real estate ("RMBS"), commercial real estate ("CMBS"), collateralized mortgage obligations ("CMOs") secured corporate loans ("CLOs") and ABS.

Except for RMBS, CMBS, CMOs, CLOs and ABS, which may range from most senior (AAA-rated) to most subordinate (BB-rated, B-rated and equity), most loans and investments are not rated. If a loan or investment is rated, it will usually be rated by S&P Global Ratings, Moody's Investors Service, Inc., Fitch Ratings, Kroll Bond Rating Agency or DBRS Morningstar, and may be rated below investment-grade. Disclosure regarding the ratings of each of these rating agencies is included in the SAI.

The fund seeks to achieve its objective by investing in a broad portfolio of secured assets and thereby seeks to provide consistent levels of high current income derived from contractual cash-flows and to a lesser extent capital appreciation.

The fund will primarily invest in financings sourced through proprietary means using relationships of the Subadvisor (as defined below) rather than traditional channels such as public markets, and seeks to benefit from expected premiums arising in such financings from, among other things, the bespoke nature of each financing. Investments will be made across a broad range of market sectors and asset types based on the Subadvisor's ongoing evaluation of investment opportunities. The Subadvisor will seek to capitalize on its transaction valuation assessment and capital structure expertise, while attempting to protect against downside risks through protective loan covenants, conservative collateral valuation and active asset management.

The fund is not limited to the Asset-Based Lending Investments and may invest in other asset-based lending investments as well as other types of investments consistent with its investment objective and policies.

The fund is authorized to use all of the various investment strategies referred to under "Risks Factors — Hedging, Derivatives and Other Strategic Transactions Risk" including, but not limited to: futures contracts, interest rate swaps, options, reverse repurchase agreements, and swaps.

For temporary or defensive purposes, the fund may also invest its assets in cash, money market instruments, or other investment-grade short-term securities, and it may also employ derivative strategies for hedging purposes.

The fund may create or organize or otherwise utilize special purpose subsidiaries or other special purpose investment vehicles ("SPVs"), which are wholly-owned subsidiaries of the fund, to facilitate the fund's investment strategy. Certain fund investments may be held by these SPVs.

Except as otherwise stated in this Prospectus or in the SAI, the investment policies and restrictions of the fund are not fundamental and may be changed at the discretion of the Board. The fund's fundamental investment policies are listed in the SAI.

These general descriptions summarize certain investment strategies that may be pursued by the fund. These descriptions are not intended to be complete explanations of the strategies described or a list of all possible investment strategies or methods that may be used by the fund.

### Portfolio Construction Process

The Subadvisor will determine a sector level asset allocation. The Subadvisor's fundamental analysis takes into account a number of factors in its asset allocation, including, but not limited to, portfolio level credit risk, geographical and industry diversification, interest rate risk, capital deployment optimization, and macroeconomic conditions. The availability of origination and acquisition opportunities, in conjunction with the Subadvisor's fundamental views regarding each sector, will play a significant role in determining the fund's sector level asset allocation. Sector allocation decisions may change over time as factors used in making such allocation change, including the availability of investments in a particular sector. In considering investments for the fund, the Subadvisor also considers various criteria including, without limitation, return profile, scalability, financing options, and the associated risks and mitigants.

Except to the extent the fund must comply with 1940 Act and Internal Revenue Service's ("IRS") diversification requirements, the fund is not limited in the amount of its assets that may be allocated to any particular sector but generally seeks under normal circumstances, the following allocations:

<b>Sector Allocations</b>	<b>Percentage of the Fund's Net Assets</b>
Healthcare Loans and Royalty Backed Credit	0-25%
Transportation Assets	10-25%
Residential Real Estate Lending	10-25%
Commercial Real Estate Lending	10-25%
Consumer-Related Assets	0-25%
Corporate Asset-Based Credit	10-25%
Equipment	0-25%
Liquid Securitized Credit	At Least 10%

The fund is not constrained by this sector allocation which may change at any time.

### Co-Investment

Under the 1940 Act, the fund is subject to certain regulatory restrictions in negotiating investments with entities, such as the Subadvisor and its affiliates, unless it obtains an exemptive order from the SEC. The fund, the Subadvisor and certain of its affiliates received such an exemptive order from the SEC on September 26, 2022, permitting co-investment with other funds managed by the Subadvisor or its affiliates in a manner consistent with the fund's investment objective, positions, policies, strategies and restrictions as well as regulatory requirements and other pertinent factors. Under the order, the fund is permitted to co-invest with affiliates if a "required majority" (as defined in Section 57(o) of the 1940 Act) of the fund's Independent Trustees (as defined below) make certain conclusions in connection with a co-investment transaction, including, for example, that (1) the terms of the transactions, including the consideration to be paid, are reasonable and fair to the fund and its Shareholders and do not involve overreaching of the fund or its Shareholders by any person concerned and (2) the transaction is consistent with the interests of Shareholders and is consistent with the fund's investment objective and strategies.

## **The Investment Advisor and Subadvisor**

The fund's investment advisor is John Hancock Investment Management LLC (the "Advisor" or "JHIM") and its subadvisor is Marathon Asset Management, L.P. (the "Subadvisor" or "Marathon").

The Advisor is a registered investment adviser with the SEC under the Investment Advisers Act of 1940 ("Advisers Act") and is an indirect principally owned subsidiary of Manulife Financial Corporation. The Advisor is responsible for overseeing the management of the fund, including its day-to-day business operations and monitoring the Subadvisor. As of December 31, 2024, the Advisor had total assets under management of approximately \$165.2 billion.

The Subadvisor is a registered investment adviser with the SEC under the Advisers Act and is a Delaware limited partnership. The Subadvisor handles the fund's portfolio management activity, subject to oversight by the Advisor. As of December 31, 2024, the Subadvisor had total assets under management of approximately \$22.14 million.

## **Board of Trustees**

The Board of Trustees has an oversight role with respect to the fund and will include a majority of members who will not be "interested persons" of the fund or of the Advisor as defined in Section 2(a)(19) of the 1940 Act ("Independent Trustees"). The Board consists of four members, three of whom are Independent Trustees.

## **Fees and Expenses**

The fees and expenses of the fund are set forth below under "Fees and Expenses." In consideration of the advisory services provided by the Advisor to the fund, the Advisor is entitled to a fee consisting of two components — the Management Fee (as defined below) and the Incentive Fee (as defined below). The fund's fees and expenses also include the following other fees: transfer agent fee, custody fee, and distribution and service fee. Class I Shares, Class S Shares and Class D Shares are subject to different fees and expenses.

## **Credit Facility**

The fund may enter into one or more credit agreements or other similar agreements negotiated on market terms (each, a "Borrowing Transaction") with one or more banks or other financial institutions which may or may not be affiliated with the Advisor (each, a "Financial Institution") and approved by the Board. The fund may borrow under a credit facility for a number of reasons, including without limitation, in connection with its investment activities, to make quarterly income distributions, to satisfy repurchase requests from Shareholders, and to otherwise provide the fund with temporary liquidity. To facilitate such Borrowing Transactions, the fund may pledge its assets to the Financial Institution.

## **Expense Limitation Agreement**

The Advisor contractually agrees to reduce its Management Fee for the fund or, if necessary, make payment to the fund, in an amount equal to the amount by which the following expenses of the fund, incurred in the ordinary course of the fund's business, exceed 0.60% percent of average monthly net assets (on an annualized basis) of the fund: (a) administrative fees; (b) custody and accounting fees; (c) audit fees; (d) legal fees; (e) independent trustee fees; (f) valuation fees; (g) blue sky fees; (h) insurance premiums; (i) printing costs; (j) registration and filing expenses; (k) organizational and offering expenses; (l) transfer agent fees and service fees; (m) other miscellaneous ordinary expenses, but excluding (1) advisory and incentive fees; (2) interest expense; (3) 12b-1 fees; (4) any cashiering or other investment servicing fees; (5) litigation and indemnification expenses and other extraordinary expenses not incurred in the ordinary course of the business of the fund; (6) taxes; (7) short dividends; (8) Acquired Fund Fees and Expenses (based on indirect net expenses associated with the fund's investments in underlying investment companies); (9) class specific expenses; (10) portfolio brokerage commissions; (11) expenses related to, or incurred by, special purpose vehicles or other subsidiaries of the fund held directly or indirectly by the fund; (12) expenses, including legal expenses, related to investments of the fund; and (13) expenses, including legal expenses, related to co-investment transactions involving the fund. This agreement expires on February 28, 2026, unless renewed by mutual agreement of the Advisor and the fund based upon a determination that this is appropriate under the circumstances at that time. The Advisor also contractually agrees to waive a portion of its Management Fee and/or reimburse expenses for the fund and certain other John Hancock Funds according to an asset level breakpoint schedule that is based on the aggregate net assets of all the funds participating in the waiver or reimbursement. This waiver is allocated proportionally among the participating funds. This agreement expires on July 31, 2026, unless renewed by mutual agreement of the fund and the Advisor based upon a determination that this is appropriate under the circumstances at that time.

## **INVESTING IN THE FUND**

### **Eligible Investors**

Shares will be offered only to "Eligible Investors". This means that to purchase Shares of the fund, a prospective Shareholder will be required to certify that the Shares are being acquired by an investor who is an "accredited investor" as defined in Rule 501(a) of Regulation D promulgated under the Securities Act of 1933, as amended (the "1933 Act").



## **Purchase of Shares**

The fund offers three separate classes of Shares designated as Class I Shares, Class S Shares, and Class D Shares to certain Eligible Investors. Shares may only be purchased through brokers, dealers or banks that have entered into selling agreements with the Distributor, or through intermediaries that have an agreement with the Distributor related to the purchase of Shares. The fund currently intends to accept purchases of Shares as of the last business day of each calendar month. The Board may discontinue accepting purchases on a monthly basis at any time.

## **Closed-End Fund Structure: Limited Liquidity and Transfer Restrictions**

The fund has been organized as a closed-end management investment company. Closed-end funds differ from open-end management investment companies (commonly known as mutual funds) in that closed-end fund shareholders do not have the right to redeem their shares on a daily basis. In order to meet daily redemption requests, mutual funds are subject to more stringent regulatory limitations than closed-end funds. In particular, a mutual fund generally may not invest more than 15% of its assets in illiquid securities and closed-end funds are not subject to such a limitation.

The fund does not list the Shares on any securities exchange, and it is not expected that any secondary market will develop for the Shares. Shareholders will not be able to tender for repurchase their Shares on a daily basis because the fund is a closed-end fund. Shares may not currently be exchanged for shares of any other fund. However, in order to provide liquidity, the fund intends on a quarterly basis to conduct repurchase offers for a portion its outstanding Shares.

An investment in the fund is suitable only for investors who can bear the risks associated with the limited liquidity of the Shares. Shares should be viewed as a long-term investment.

## **Repurchases of Shares by the Fund**

Because the fund is a closed-end fund, Shareholders do not have the right to require the fund to repurchase any or all of their Shares. At the sole discretion of the Board and provided that it is in the best interests of the fund and Shareholders to do so, the fund intends to provide a limited degree of liquidity to the Shareholders by conducting repurchase offers generally quarterly or take any other action permitted by the tender offer rules under the Securities and Exchange Act of 1934, as amended (the “1934 Act”), and described in the written tender offer notice that will be provided to Shareholders for each repurchase offer. In determining whether the fund should offer to repurchase Shares from Shareholders, the Board will consider the recommendations of the Advisor as to the timing of such an offer, as well as a variety of operational, business and economic factors. The Advisor currently expects that it will generally recommend to the Board that the fund offer to repurchase Shares from shareholders quarterly with tender offer valuation dates occurring on the last business day of March, June, September and December (each, a “Valuation Date”); however, there can be no assurance that any such tender offers will be conducted on a quarterly basis or at all. The fund is not required to conduct tender offers and may be less likely to conduct tender offers during periods of exceptional market conditions.

The Advisor expects that, generally, it will recommend to the Board that each repurchase offer ordinarily be limited to the repurchase of no more than 5% of the Shares outstanding although any particular recommendation may be outside this range. If the value of Shares tendered for repurchase exceeds the value the fund intended to repurchase, the fund may determine to repurchase less than the full number of Shares tendered. In such event, Shareholders will have their Shares repurchased on a pro rata basis, and tendering Shareholders will not have all of their tendered Shares repurchased by the fund. Shareholders tendering Shares for repurchase will be asked to give written notice of their intent to do so by the date specified in the notice describing the terms of the applicable repurchase offer, which date will be approximately 50 days or less prior to the date of repurchase by the fund. See “Repurchases and Transfers of Shares.”

The expiration date of the repurchase offer (the “Expiration Date”) will be a date set by the Board occurring no sooner than twenty (20) business days after the commencement date of the repurchase offer and at least ten (10) business days from the date that notice of an increase or decrease in the percentage of the Shares being sought or consideration offered is first published, sent or given to Shareholders. The Expiration Date may be extended by the Board in its sole discretion. The fund generally will not accept any repurchase request received by it or its designated agent after the Expiration Date.

The fund has the right to repurchase Shares from a Shareholder if the Board determines that the repurchase is in the best interests of the fund or upon the occurrence of certain events specified in the fund’s Declaration of Trust.

## **Distributions**

The fund intends to make regular quarterly cash distributions to Shareholders. The fund will distribute annually any net short-term capital gain and any net capital gain (which is the excess of net long-term capital gain over net short-term capital loss).

Distributions to Shareholders cannot be assured, and the amount of each quarterly distribution may vary. See “Distributions” and “Federal Income Tax Matters.”

**Dividend Reinvestment Plan**

Each Shareholder will automatically be a participant under the fund's Dividend Reinvestment Plan ("DRP") and have all income dividends and/or capital gains distributions automatically reinvested in Shares. Election not to participate in the DRP and to receive all income dividends and/or capital gains distributions, if any, in cash may be made by notice to the fund or, if applicable, to a Shareholder's broker or other intermediary (who should be directed to inform the fund).

**Provision of Tax Information to Shareholders; Shareholder Reports**

The fund will furnish to Shareholders as soon as practicable after the end of each taxable year information on Form 1099 as is required by law to assist Shareholders in preparing their tax returns. The fund will prepare and transmit to Shareholders an unaudited semi-annual and an audited annual report. Shareholders may also receive additional periodic reports regarding the fund's operations.

**Taxation**

The fund expects to qualify, as a "regulated investment company" (a "RIC") under Subchapter M of the Internal Revenue Code of 1986, as amended (the "Code"). For each taxable year that the fund so qualifies, the fund is not subject to federal income tax on that part of its taxable income that it distributes to Shareholders. Taxable income consists generally of net investment income and any capital gains. The fund will distribute substantially all of its net investment income and gains to Shareholders. These distributions generally will be taxable as ordinary income or capital gains to the Shareholders. Shareholders not subject to tax on their income will not be required to pay tax on amounts distributed to them. The fund will inform Shareholders of the amount and character of the distributions to Shareholders. See "Investing in the Fund - Dividend Reinvestment Plan."

**Summary of Risks** The fund's principal risk factors are listed below by general risks and strategy risks. The fund's main risks are listed below in alphabetical order, not in order of importance. Before investing, be sure to read the additional descriptions of these risks beginning on page 26 of this Prospectus, and under "Investments, Techniques, Risks and Limitations" in the fund's SAI.

### **General Risks**

**ABS.** ABS include interests in pools of debt securities, commercial or consumer loans, or other receivables. The value of these securities depends on many factors, including changes in interest rates, the availability of information concerning the pool and its structure, the credit quality of the underlying assets, the market's perception of the servicer of the pool, and any credit enhancement provided. In addition, ABS have prepayment risk. Prepayment of debt or loans will result in an unforeseen loss of interest income to the fund as the fund may be required to reinvest assets at a lower interest rate.

**Changes in U.S. Law.** Changes in state and U.S. federal laws applicable to the fund, including changes to state and U.S. federal tax laws, or applicable to the Advisor, the Subadvisor and securities or other instruments in which the fund may invest, may negatively affect the fund's returns to Shareholders.

**Credit and counterparty risk.** The issuer or guarantor of a fixed-income security, the counterparty to an over-the-counter derivatives contract, or a borrower of fund securities may not make timely payments or otherwise honor its obligations. A downgrade or default affecting any of the fund's securities could affect the fund's performance.

**Distressed Loans Risk.** The fund may invest in structured products collateralized by below investment grade or distressed loans or securities. Investments in such structured products are subject to the risks associated with below investment grade securities. Such securities are characterized by high risk. It is likely that an economic recession could severely disrupt the market for such securities and may have an adverse impact on the value of such securities.

**Distribution Risk.** There can be no assurance that quarterly distributions paid by the fund to Shareholders will be maintained at current levels or increase over time. The fund's cash available for distribution may vary widely over the short- and long-term.

**Economic and Market Events Risk.** Events in the U.S. and global financial markets, including actions taken by the U.S. Federal Reserve or foreign central banks to stimulate or stabilize economic growth, may at times result in unusually high market volatility, which could negatively impact performance.

**Effect of the Advisor's Incentive Fee.** The fund will allocate the Incentive Fee to the Advisor based on returns to the Shareholders. The Incentive Fee is asymmetric — it grants the Advisor a priority allocation of gains without requiring the Advisor to accept a corresponding (or any) priority allocation of losses. Accordingly, the Incentive Fee may create an incentive for the Advisor to make investments that are risky or more speculative than would be the case in the absence of such arrangement. The way in which the Incentive Fee payable to the Advisor is determined may encourage it to use leverage to increase the return on the fund's investments. In addition, the fact that the Management Fee is payable based upon the fund's "Managed Assets" (i.e., the total assets of the fund (including any assets attributable to any preferred shares that may be issued or to indebtedness), minus the fund's liabilities incurred in the normal course of operations other than liabilities relating to indebtedness), which would include any borrowings for investment purposes, may encourage the Advisor to use leverage to make additional investments. Under certain circumstances, the use of leverage may increase the likelihood of default, which would disfavor Shareholders. Such a practice could result in the fund's investing in more speculative securities than would otherwise be in its best interests, which could result in higher investment losses, particularly during cyclical economic downturns.

**Fixed-income Securities Risk.** A rise in interest rates typically causes bond prices to fall. The longer the average maturity or duration of the bonds held by the fund, the more sensitive it will likely be to interest-rate fluctuations. An issuer may not make all interest payments or repay all or any of the principal borrowed. Changes in a security's credit quality may adversely affect fund performance.

**Foreign securities risk.** Less information may be publicly available regarding foreign issuers, including foreign government issuers. Foreign securities may be subject to foreign taxes and may be more volatile than U.S. securities. Currency fluctuations and political and economic developments may adversely impact the value of foreign securities. The risks of investing in foreign securities are magnified in emerging markets. Foreign countries, especially emerging market countries, also may have problems associated with settlement of sales. Such problems could cause the fund to suffer a loss if a security to be sold declines in value while settlement of the sale is delayed. In addition, there may be difficulties and delays in enforcing a judgment in a foreign court resulting in potential losses to the fund.

**Hedging, Derivatives, and Other Strategic Transactions Risk.** Hedging, derivatives, and other strategic transactions may increase the fund's volatility and could produce disproportionate losses, potentially more than the fund's principal investment. Risks of these transactions are different from and possibly greater than risks of investing directly in securities and other traditional instruments. Under certain market conditions, derivatives could become harder to value or sell and may become subject to liquidity risk (i.e., the inability to enter into closing transactions). Derivatives and other strategic transactions that the fund intends to utilize include: futures contracts, options, interest rate swaps, reverse repurchase agreements, and swaps. Futures contracts, options, and swaps generally are subject to counterparty risk.

In addition, swaps may be subject to interest-rate and settlement risk, and the risk of default of the underlying reference obligation. Derivatives associated with foreign currency transactions are subject to currency risk. An event of default or insolvency of the counterparty to a reverse repurchase

agreement could result in delays or restrictions with respect to the fund's ability to dispose of the underlying securities. In addition, a reverse repurchase agreement may be considered a form of leverage and may, therefore, increase fluctuations in the fund's NAV.

**Illiquidity of Shares.** The fund is a closed-end investment company designed primarily for long-term investors and is not intended to be a trading vehicle. The fund does not currently intend to list Shares for trading on any national securities exchange. There is no secondary trading market for Shares, and it is not expected that a secondary market will develop. Shares therefore are not readily marketable.

**Inflation/Deflation Risk.** Inflation risk is the risk that the value of assets or income from investment will be worth less in the future, as inflation decreases the value of money. As inflation increases, the real value of the Shares and distributions on those Shares can decline. In addition, during any periods of rising inflation, interest rates on any borrowings by the fund may increase, which would tend to further reduce returns to the holders of Shares. Deflation risk is the risk that prices throughout the economy decline over time, which may have an adverse effect on the market valuation of companies, their assets and revenues. In addition, deflation may have an adverse effect on the creditworthiness of issuers and may make issuer default more likely, which may result in a decline in the value of the fund's portfolio.

**Interest Rate Risk.** Interest rate risk is the risk that fixed-income securities such as debt securities and preferred securities will decline in value because of changes in market interest rates. When market interest rates rise, the market value of such securities generally will fall. The fund's investments in debt securities and preferred securities means that the NAV and market price of the Shares will tend to decline if market interest rates rise.

**Investments Held in Non-US or US Subsidiaries.** To qualify as a RIC for any taxable year, the fund must, among other things, satisfy a gross income test for such taxable year. Specifically, at least 90% of the fund's gross income for such taxable year must consist of dividends; interest; payments with respect to certain securities loans; gains from the sale or other disposition of stock, securities or foreign currencies; other income (including, but not limited to, gains from options, futures or forward contracts) derived with respect to its business of investing in such stock, securities or currencies; and net income derived from interests in "qualified publicly traded partnerships" (such income, "Qualifying RIC Income"). Income from certain Asset-Based Lending Investments will not be Qualifying RIC Income. In order to avoid receiving non-qualifying income from such investments, the fund may invest in those Asset-Based Lending Investments indirectly through one or more subsidiaries organized outside of the United States (each a "Non-US Subsidiary"). Income from certain Asset-Based Lending Investments will not be Qualifying RIC Income and, in some cases, income from those Asset-Based Lending Investments also would result in "effectively connected income" (as described below) if received by a Non-US Subsidiary. For that reason, certain Asset-Based Lending Investments may be held by the fund indirectly through one or more subsidiaries organized in the United States (each, a "Domestic Subsidiary"). The fund complies with Section 8 and Section 18 of the 1940 Act, governing investment policies and capital structure and leverage, respectively, on an aggregate basis with each Domestic and Non-US Subsidiary. The Advisor complies with the applicable provisions of Section 15 of the 1940 Act with respect to the investment advisory contracts for the fund and each Domestic and Non-US Subsidiary. Each Domestic and Non-US Subsidiary also complies with Section 17 of the 1940 Act relating to affiliated transactions and custody.

**Lending Risk.** The fund may originate loans to, or purchase, assignments of or participations in loans made to, various issuers, including distressed loans. Such investments may include senior secured, junior secured and mezzanine loans and other secured and unsecured debt that has been recently originated or that trade on the secondary market. The value of the fund's investments in loans may be detrimentally affected to the extent a borrower defaults on its obligations, there is insufficient collateral and/or there are extensive legal and other costs incurred in collecting on a defaulted loan. In the event of any litigation associated with the fund needing to collect on a defaulted loan, such litigation may consume substantial amounts of the Advisor's and the Subadvisor's time and attention, and that time and the devotion of these resources to litigation may, at times, be disproportionate to the amounts at stake in the litigation.

There will be no limits with respect to loan origination by the fund other than: (i) the diversification limits of the 1940 Act, as amended; and (ii) the restrictions on investments involving the Subadvisor's affiliates (e.g., securitizations where the Subadvisor is sponsor).

**Leverage Risk.** Leverage creates risks for Shareholders, including the likelihood of greater volatility of NAV and market price of, and distributions from, the Shares and the risk that fluctuations in the costs of borrowings may affect the return to Shareholders.

**Management Risk.** The fund is subject to management risk because it relies on the Subadvisor's ability to pursue the fund's investment objective, subject to the oversight of the Advisor and the Board.

**Natural Disasters and Adverse Weather Conditions.** Certain areas of the world historically have been prone to major natural disasters, such as hurricanes, earthquakes, typhoons, flooding, tidal waves, tsunamis, erupting volcanoes, wildfires or droughts, and have been economically sensitive to environmental events.

**Non-diversified Fund Risk.** Adverse events affecting a particular issuer or group of issuers may magnify losses for non-diversified funds, which may invest a large portion of assets in any one issuer or a small number of issuers.

**Operational and Cybersecurity Risk.** Cybersecurity breaches may allow an unauthorized party to gain access to fund assets, customer data, or proprietary information, or cause the fund or its service providers to suffer data corruption or lose operational functionality.

**Potential Consequences of Regular Repurchase Offers.** The fund's repurchase offer policy may have the effect of decreasing the size of the fund over time absent significant new investments in the fund. It may also force the fund to sell assets it would not otherwise sell and/or to maintain an increased amount of cash or liquid investments at times. It may also reduce the investment opportunities available to the fund and cause its expense ratio to increase.

**Tax Risk.** To qualify for the special tax treatment available to regulated investment companies, the fund must: (i) derive at least 90% of its annual gross income from certain kinds of investment income; (ii) meet certain asset diversification requirements at the end of each quarter; and (iii) distribute in each taxable year at least the sum of 90% of its net investment income (including net interest income and net short-term capital gain and 90% of its net exempt interest income). If the fund fails to meet any of these requirements, subject to the opportunity to cure such failures under applicable provisions of the Code, the fund will be subject to U.S. federal income tax at regular corporate rates on its taxable income, including its net capital gain, even if such income is distributed to Shareholders of the fund.

**Tax Risk - Additional Tax Considerations; Distributions to Shareholders and Payment of Tax Liability.** The fund will distribute substantially all of its net investment income and gains, if any, to Shareholders. These distributions generally will be taxable as ordinary income or capital gains to the Shareholders. Shareholders not subject to tax on their income will not be required to pay tax on amounts distributed to them.

**Valuation Risk.** The Board has designated the Advisor as the valuation designee to perform fair value functions for the fund in accordance with the Advisor's valuation policies and procedures. In accordance with these policies and procedures, the Advisor values the fund's investments at fair value as determined in good faith when market quotations are not readily available or are deemed to be unreliable. Fair value pricing may require subjective determinations about the value of a security or other asset. As a result, there can be no assurance that fair value pricing will reflect actual market value, and it is possible that the fair value determined for a security or other asset will be materially different from quoted or published prices, from the prices used by others for the same security or other asset and/or from the value that actually could be or is realized upon the sale of that security or other asset. The Advisor, as valuation designee, is subject to Board oversight and reports to the Board information regarding the fair valuation process and related material matters.

#### *Risks Related to Equipment Investments.*

The fund may invest in equipment lease certificates. These are debt obligations secured by leases on equipment (such as office equipment), with the issuer of the certificate being the owner and lessor of the equipment. Equipment trust certificates are debt obligations secured by an interest in property, the title of which is held by a trustee while the property is being used by the borrower. In addition, investments in the equipment sector may be subject to the risk that technological innovations may render existing products and equipment obsolete.

#### *Risks Related to Healthcare Loans and Royalty-Backed Credit Investments*

Investments related to healthcare loans and royalty-backed credit have the following principal risks:

- Product-Related Risk;
- Medical Withdrawal Risk;
- Products Sales Risk;
- Medical Product Competition;
- Generic Medical Product Substitutes;
- Potential Medical Product Liability Claims;
- Patent and other intellectual property rights may be challenged and/or otherwise compromised;
- Challenges from the Licensees;
- Medical intellectual property may be infringed or circumvented by others;
- Medical trade secrets;
- Foreign jurisdiction treatment of medical product revenue sources;
- The fund depends on third parties to maintain, enforce and defend patent rights and other intellectual property rights on which the fund's right to receive payments may depend;
- Changes in intellectual property law;
- Infringement of third party patents and Other intellectual property rights;
- Finite terms and other contractual matters;
- Product development risks;
- Manufacturing and supply risk;
- Medical enforcement risk; and

- Uncertainty related to healthcare reimbursement and reform measures.

#### *Risks Related to Transportation Investments*

Investments related to commercial aviation have the following principal risks:

- Dependence on the continual leasing and remarketing of aircrafts and aircraft engines;
- Potential significant costs resulting from aviation lease defaults;
- The potential for abnormally high maintenance or obsolescence issues with aircrafts and aircraft engines;
- The value of the aircraft or aircraft engine the fund will acquire and the market rates for leases could decline;
- Liability risk as lessor of aircrafts and aircraft engines;
- Risks of aircraft and aircraft engine lease receivables, enhanced equipment trust certificates, aircraft and aircraft engine mortgages and other aviation-related asset-backed securities that seek to monetize leases or mortgages;
- Changes in airline regulations that may adversely affect the fund;
- Failure to obtain certain required licenses and approvals;
- Changes in the Aviation Security Act that may adversely affect the fund;
- Changes in airworthiness directives and operating restrictions that may adversely affect the fund; and
- Environmental regulations may negatively affect the airline industry.

Investments related to maritime shipping have the following principal risks:

- Cyclical nature of the maritime sector;
- marine disaster;
- piracy;
- environmental accidents;
- grounding, fire, explosions and collisions;
- cargo and property losses or damage;
- business interruptions caused by mechanical failure, human error, war, terrorism, political action in various countries, labor strikes or adverse weather conditions; and
- work stoppages or other labor problems with crew members serving on vessels including crew strikes and/or boycotts.

#### *Investments in Real Estate Investments and Real Estate Debt Generally*

Investments in real estate have the following principal risks:

- Economic and market fluctuations;
- Changes in environmental, zoning and other laws;
- Casualty or condemnation losses;
- Regulatory limitations on rents;
- Decreases in property values;
- Changes in the appeal of properties to tenants;
- Tenant defaults;
- Changes in supply and demand;
- Energy supply shortages;
- Various uninsured or uninsurable risks;
- Natural disasters;
- Changes in government regulations (such as rent control);
- Changes in the availability of debt financing and/or mortgage funds which may render the sale or refinancing of properties difficult or impracticable;
- Increased mortgage defaults;
- Increases in borrowing rates; and
- Negative developments in the economy that depress travel activity, demand and real estate values generally.

### *Risks Related to Residential Real Estate*

Investments related to Residential Real Estate have the following principal risks:

- Mortgages made to borrowers with lower credit scores. may be more sensitive to economic factors;
- A decline or an extended flattening of home prices and appraisal values may result in increases in delinquencies and losses;
- The increase in monthly payments on adjustable-rate mortgage loans may result in higher delinquency rates;
- Certain residential mortgage loans may be structured with negative amortization features;
- Economic and market fluctuations;
- Changes in environmental, zoning and other laws;
- Casualty or condemnation losses;
- Regulatory limitations on rents;
- Decreases in property values;
- Changes in supply and demand;
- Natural disasters;
- Changes in government regulations (such as rent control);
- Changes in the availability of debt financing and/or mortgage funds which may render the sale or refinancing of properties difficult or impracticable; and
- Increases in borrowing rates.

### *Risks Related to Consumer Based Loans*

Investments in Consumer Based Loans have the following principal risks:

- Consumer Finance Industry Regulatory Environment

The fund may be subject to a wide variety of laws and regulations in the jurisdictions where it operates in respect of its consumer finance activities, including supervision and licensing by numerous governmental entities. These laws and regulations may create significant constraints on the fund's consumer finance investments and result in significant costs related to compliance.

- Noncompliance with Consumer Financial Protection Laws

If certain consumer loan contracts do not comply with U.S. federal and state consumer financial protection laws, the servicer may be prevented from or delayed in collecting the loan contract.

### *Risks Associated with Corporate Asset-Based Credit*

The fund may invest in asset-based corporate credit secured by real estate, equipment, receivables, inventory and intellectual property rights. A fundamental risk associated with the fund's investments in corporate asset-based credit is that the companies in whose debt the fund invests will be unable to make regular payments (e.g., principal and interest payments) when due, or at all, or otherwise fail to perform. A number of factors may impact the failure of such companies to make payments on their loans, such as, among other factors, (i) an adverse development in their business, (ii) an economic downturn, (iii) poor performance by their management teams, (iv) legal, tax or regulatory changes, (v) a change in the competitive environment, or (vi) a force majeure event. The companies may be operating at a loss or have significant variations in operating results, or may otherwise be experiencing financial distress even when the Subadvisor expects them to remain stable. Additionally, the companies may require substantial additional capital to support their operations or to maintain their competitive position and as a result of that may become highly leveraged.

### *Risks Related to Liquid Securitized Credit*

Investments related to Liquid Securitized Credit have the following principal risks:

- Credit risk;
- Market risk;
- Interest rate risk;
- Structural and legal risks;
- Investments in CLOs and other structured vehicles will be frequently subordinate in right of payment to other securities; and
- Regulatory risk related to consumer finance activities, including supervision and licensing by numerous governmental entities.

**Given the risks described above, an investment in Shares may not be appropriate for all investors. You should carefully consider your ability to assume these risks before making an investment in the fund.**



## Fees and Expenses

The purpose of the table below is to help you understand all fees and expenses that you, as a Shareholder, would bear directly or indirectly. In accordance with SEC requirements, the table below shows the fund's expenses as a percentage of its average net assets as of October 31, 2024, and not as a percentage of total assets. By showing expenses as a percentage of average net assets, expenses are not expressed as a percentage of all of the assets in which the fund invests.

<b>Shareholder Transaction Expenses</b>	<b>Class I</b>	<b>Class S</b>	<b>Class D</b>
Sales Load paid by you (as a percentage of offering price) <sup>(1)</sup>	None	Up to 3.50%	Up to 1.50%
Early Repurchase Fee <sup>(2)</sup>	2.00%	2.00%	2.00%
<b>Annual Expenses</b> (as a percentage of net assets attributable to Shares)			
Management Fee <sup>(3)</sup>	1.53	1.53	1.53
Incentive Fee <sup>(4)</sup>	0.71	0.71	0.71
Distribution and Service Fee <sup>(5)</sup>	0.00	0.85	0.25
Interest Expense on borrowed funds	0.68	0.68	0.68
Other Expenses	2.23	2.23	2.23
<b>Total Annual Fund Operating Expenses</b>	5.15	6.00	5.40
Fee Waiver and/or Expense Reimbursements <sup>(6)</sup>	(1.03)	(1.03)	(1.03)
<b>Total Annual Fund Operating Expenses after Fee Waiver and/or Expense Reimbursements</b>	4.12	4.97	4.37

1. The sales load will neither constitute an investment made by the investor in the fund nor form part of the assets of the fund, and the impact on a particular investor's investment returns would not be reflected in the returns of the fund. The sales load may be waived in certain circumstances as described in this Prospectus or as otherwise approved by the Advisor.
2. If the interval between the date of purchase of Shares and the date in which Shares are repurchased is less than one year, then such repurchase will be subject to a 2.00% early withdrawal fee payable to the fund. In determining whether the repurchase of Shares is subject to an early withdrawal fee, the fund will repurchase those Shares held longest first.
3. The Advisor shall be paid at the end of each calendar month a fee at the annual rate of 1.350% of the average monthly value of the Managed Assets of the fund (the "Management Fee"). The term "Managed Assets" means the total assets of the fund (including any assets attributable to any preferred shares that may be issued or to indebtedness), minus the fund's liabilities incurred in the normal course of operations other than liabilities relating to indebtedness.
4. The Advisor is also paid an Incentive Fee if certain income-based targets are met. The Incentive Fee is described below under "Management of the Fund - Advisory Agreement". The fund anticipates that it may have net investment income that could result in the payment of an Incentive Fee to the Advisor during certain periods. However, the Incentive Fee is based on the fund meeting certain net investment income targets and will not be paid unless the fund achieves those targets. The fund expects the Incentive Fee the fund pays to increase to the extent the fund earns greater net investment income through its investments. The amount presented in this table reflects the Incentive Fee incurred as a percent of average net assets for the fiscal period ended October 31, 2024. See "Management of the Fund - Advisory Agreement" for a full explanation of how the Incentive Fee is calculated. It is anticipated that an Incentive Fee may be earned during the current fiscal year.
5. In connection with Class S Shares of the fund, the fund pays a Distribution and Service Fee equal to 0.85% per annum of the aggregate value of the fund's Class S Shares outstanding and in connection with Class D Shares of the fund, the fund pays a Distribution and Service Fee equal to 0.25% per annum of the aggregate value of the fund's Class D shares, determined as of the last calendar day of each month (prior to any repurchases of Shares and prior to the Management Fee being calculated). The Distribution and Service Fee is payable monthly. The Distributor may pay all or a portion of the Distribution and Service Fee to the broker-dealers that sell Shares of the fund or provide investor services and/or administrative assistance to Shareholders. See "Distribution and Service Fee" below.
6. The Advisor contractually agrees to reduce its Management Fee for the fund or, if necessary, make payment to the fund, in an amount equal to the amount by which the following expenses of the fund, incurred in the ordinary course of the fund's business, exceed 0.60% percent of average monthly net assets (on an annualized basis) of the fund: (a) administrative fees; (b) custody and accounting fees; (c) audit fees; (d) legal fees; (e) independent trustee fees; (f) valuation fees; (g) blue sky fees; (h) insurance premiums; (i) printing costs; (j) registration and filing expenses; (k) organizational and offering expenses; (l) transfer agent fees and service fees; (m) other miscellaneous ordinary expenses, but excluding (1) advisory and incentive fees; (2) interest expense; (3) 12b-1 fees; (4) any cashing or other investment servicing fees; (5) litigation and indemnification expenses and other extraordinary expenses not incurred in the ordinary course of the business of the fund; (6) taxes; (7) short dividends; (8) Acquired Fund Fees and Expenses (based on indirect net expenses associated with the fund's investments in underlying investment companies); (9) class specific expenses; (10) portfolio brokerage commissions; (11) expenses related to, or incurred by, special purpose vehicles or other subsidiaries of the fund held directly or indirectly by the fund; (12) expenses, including legal expenses, related to investments of the fund; and (13) expenses, including legal expenses, related to co-investment transactions involving the fund. This agreement expires on February 28, 2026, unless renewed by mutual agreement of the Advisor and the fund based upon a determination that this is appropriate under the circumstances at that time. The Advisor also contractually agrees to waive a portion of its Management Fee and/or reimburse expenses for the fund and certain other John Hancock funds according to an asset level breakpoint schedule that is based on the aggregate net assets of all the funds participating in the waiver or reimbursement. This waiver is allocated proportionally among the participating funds. This agreement expires on July 31, 2026, unless renewed by mutual agreement of the fund and the Advisor based upon a determination that this is appropriate under the circumstances at that time.

For a more complete description of the various fees and expenses of the fund, see "Management of the Fund."

### EXAMPLE

The following example illustrates the expenses that you would pay on a \$1,000 investment in Shares, for the time periods indicated and then redeem or hold all of your Shares at the end of those periods. This example assumes a 5% average annual return and that fund expenses will not change over the periods. Although your actual costs may be higher or lower, based on these assumptions, your costs would be:\*



## Cumulative Expenses Paid for the Period of:

Expenses (\$)	Class I		Class S		Class D	
	Sold	Not Sold	Sold	Not sold	Sold	Not Sold
Year 1	61	41	102	83	78	58
Year 3	145	145	198	198	165	165
Year 5	249	249	310	310	271	271
Year 10	506	506	581	581	531	531

### The example should not be considered a representation of future expenses. Actual expenses may be higher or lower.

- \* The example assumes that the total annual fund operating expenses (excluding any sales loads on reinvested dividends, fee waivers and/or expense reimbursements) set forth in the Annual Expenses table above are as shown and remain the same for each year, and that all dividends and distributions are reinvested at net asset value. The expenses used to calculate the fund's examples do not include fee waivers or expense reimbursements. Actual expenses may be greater or less than those assumed. Moreover, the fund's actual rate of return may be greater or less than the hypothetical 5% return shown in the example.

If your Shares are repurchased by the fund in the first year that you hold them, they will be subject to the 2% Early Repurchase Fee. The 1-year expense figure for such Shares under the assumptions of this example would be \$61 for Class I Shares, \$102 for Class S Shares and \$78 for Class D Shares.

The fund bears all costs of its organization and operation, including but not limited to expenses of preparing, printing and mailing all shareholders' reports, notices, prospectuses, proxy statements and reports to regulatory agencies; expenses relating to the issuance, registration and qualification of shares; government fees; interest charges; expenses of furnishing to Shareholders their account statements; taxes; expenses of redeeming shares; brokerage and other expenses connected with the execution of portfolio securities transactions; expenses pursuant to the fund's plan of distribution; fees and expenses of custodians including those for keeping books and accounts maintaining a committed line of credit and calculating the NAV of shares; fees and expenses of transfer agents and dividend disbursing agents; legal, accounting, financial, management, tax and auditing fees and expenses of the fund (including an allocable portion of the cost of the Advisor's employees rendering such services to the fund); the compensation and expenses of officers and Trustees (other than persons serving as President or Trustee who are otherwise affiliated with the funds the Advisor or any of their affiliates); expenses of Trustees' and shareholders' meetings; trade association memberships; insurance premiums; and any extraordinary expenses.

The Advisor shall be entitled to receive from the fund as compensation for its services both a Management Fee and an Incentive Fee.

The Advisor shall be paid at the end of each calendar month a fee at the annual rate of 1.350% of the average monthly value of the Managed Assets of the fund (the "Management Fee"). The term "Managed Assets" means the total assets of the fund (including any assets attributable to any preferred shares that may be issued or to indebtedness), minus the fund's liabilities incurred in the normal course of operations other than liabilities relating to indebtedness.

The fund also pays the Advisor an Incentive Fee (the "Incentive Fee") as follows:

The Incentive Fee is earned on Pre-Incentive Fee Net Investment Income, as defined below, attributable to each Share Class, and shall be calculated and accrued on a monthly basis while being determined and payable in arrears as of the end of each fiscal quarter.

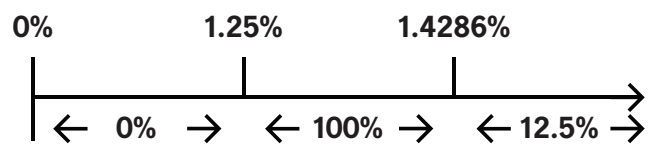
Thus, the calculation of the Incentive Fee for each fiscal quarter is as follows:

- No Incentive Fee shall be payable in any fiscal quarter in which the Pre-Incentive Fee Net Investment Income attributable to the Class does not exceed a quarterly return of 1.25% per quarter based on the Class's average beginning monthly net assets for the applicable quarterly payment period (calculated in accordance with US GAAP and gross of any accrued (but unpaid) performance fee if applicable during the payment period) (the "Quarterly Return"), or 5.00% annualized;
- All Pre-Incentive Fee Net Investment Income attributable to the Class (if any) that exceeds the Quarterly Return, but is less than or equal to 1.4286% of the average beginning monthly net assets of that Class (calculated in accordance with US GAAP and gross of any accrued (but unpaid) performance fee if applicable during the payment period) for the fiscal quarter (5.714% annualized), shall be payable to the Advisor; and
- For any fiscal quarter in which Pre-Incentive Fee Net Investment Income attributable to the Class exceeds 1.4286% of the Class's average beginning monthly net assets (calculated in accordance with US GAAP and gross of any accrued (but unpaid) performance fee if applicable during the payment period), the Incentive Fee with respect to that Class shall equal 12.5% of Pre-Incentive Fee Net Investment Income attributable to the Class.

"Pre-Incentive Fee Net Investment Income," with respect to each Class, is defined as the Class's share of net investment income (allocated based on the net asset value of the Class relative to the fund as a whole), which will include investment income earned by the fund (i.e., interest income, dividend income, etc.) reduced by (1) fund-related investment expenses (i.e., interest and dividend expense, expenses related to the execution of the investment strategy) and (2) after subtracting any reimbursement made by the Advisor to the fund pursuant to any expense waiver or cap arrangement agreed to between the Advisor and the fund, any other fund expenses, determined in accordance with US GAAP prior to the application of the Incentive Fee, except that such "other fund expenses" shall not include, without limitation, any payments under a Rule 12b-1 plan.

The following graphic highlights the operation of the Incentive Fee:

Quarterly Incentive Fee  
Each Class's Pre-Incentive Fee Net Investment Income  
(expressed as a percentage of such Class's average beginning monthly net asset value)



The Incentive Fee is accrued monthly and taken into account for the purpose of determining the fund's net asset value. Accordingly, the repurchase price received by a Shareholder whose Shares are repurchased in a tender offer will be based on a valuation that will reflect an Incentive Fee accrual, if any. The Incentive Fee presents certain risks that are not present in funds without an Incentive Fee. A discussion of these risks is set forth under "Risk Factors – Effect of the Advisor's Incentive Fee".

Pursuant to the Service Agreement, the Advisor is responsible for providing, at the expense of the fund, certain financial, accounting and administrative services such as legal services, tax, accounting, valuation, financial reporting and performance, compliance and service oversight. Pursuant to the Service Agreement, the Advisor shall determine, subject to Board approval, the expenses to be reimbursed by the fund, including an overhead allocation. The payments under the Service Agreement are not intended to provide a profit to the Advisor. Instead, the Advisor provides the services under the Service Agreement because it also provides advisory services under the Investment Advisory Agreement. The reimbursement shall be paid monthly in arrears by the fund.

## Financial Highlights

This table details the financial performance of the fund, including total return information showing how much an investment in the fund has increased or decreased each period (assuming reinvestment of all dividends and distributions).

The financial statements of the fund: (i) for the period ended October 31, 2024, as well as Ernst & Young LLP's related opinion, as included in the fund's most recent annual report to shareholders; and (ii) for the period ended April 30, 2024, as included in the fund's most recent semi-annual report to shareholders, have been incorporated by reference into the SAI. Copies of the fund's most recent annual report and semi-annual report are available upon request.

### CLASS I SHARES

Period ended	10-31-24	10-31-23	10-31-22 <sup>1</sup>
<b>Per share operating performance</b>			
<b>Net asset value, beginning of period</b>	\$20.01	\$19.84	\$20.00
Net investment income <sup>2</sup>	1.30	1.15	0.09
Net realized and unrealized gain (loss) on investments	0.32	0.09	(0.25)
<b>Total from investment operations</b>	1.62	1.24	(0.16)
<b>Less distributions</b>			
From net investment income	(1.35)	(1.07)	—
From net realized gain	— <sup>3</sup>	—	—
<b>Total distributions</b>	(1.35)	(1.07)	—
<b>Net asset value, end of period<sup>4</sup></b>	\$20.28	\$20.01	\$19.84
<b>Total return (%)<sup>5</sup></b>	8.58	6.40	(0.80) <sup>6</sup>
<b>Ratios and supplemental data</b>			
Net assets, end of period (in millions)	\$176	\$113	\$99
<b>Ratios (as a percentage of average net assets):</b>			
Expenses before reductions	5.15 <sup>7</sup>	4.11	3.90 <sup>8</sup>
Expenses including reductions	4.12 <sup>7,9</sup>	2.50	1.94 <sup>8</sup>
Net investment income	6.44	5.75	1.48 <sup>10</sup>
Portfolio turnover (%)	68	80	17
Total debt outstanding end of period (in millions)	\$38	—	—
Asset coverage per \$1,000 of debt <sup>11</sup>	\$5,670	—	—

<sup>1</sup> Period from 7-11-22 (commencement of operations) to 10-31-22.

<sup>2</sup> Based on average monthly shares outstanding.

<sup>3</sup> Less than \$0.005 per share.

<sup>4</sup> The fund is a continuously offered closed-end fund, the shares of which are offered at net asset value. No secondary market for the fund's shares exists.

<sup>5</sup> Total returns would have been lower had certain expenses not been reduced during the applicable periods.

<sup>6</sup> Not annualized.

<sup>7</sup> Includes incentive fees expense of 0.71% for the period ended 10-31-24.

<sup>8</sup> Annualized. Certain expenses are presented unannualized.

<sup>9</sup> Expenses including reductions excluding interest expense were 3.43% for the period ended 10-31-24.

<sup>10</sup> Annualized.

<sup>11</sup> Asset coverage equals the total net assets plus borrowings divided by the borrowings of the fund outstanding at period end. As debt outstanding changes, the level of invested assets may change accordingly. Asset coverage ratio provides a measure of leverage.

## CLASS D SHARES

Period ended	10-31-24	10-31-23	10-31-22 <sup>1</sup>
<b>Per share operating performance</b>			
<b>Net asset value, beginning of period</b>	\$20.02	\$19.82	\$20.00
Net investment income <sup>2</sup>	1.21	1.11	0.08
Net realized and unrealized gain (loss) on investments	0.35	0.10	(0.26)
<b>Total from investment operations</b>	1.56	1.21	(0.18)
<b>Less distributions</b>			
From net investment income	(1.30)	(1.01)	—
From net realized gain	— <sup>3</sup>	—	—
<b>Total distributions</b>	(1.30)	(1.01)	—
<b>Net asset value, end of period<sup>4</sup></b>	\$20.28	\$20.02	\$19.82
<b>Total return (%)<sup>5,6</sup></b>	8.24	6.24	(0.90) <sup>7</sup>
Ratios and supplemental data			
Net assets, end of period (in millions)	\$— <sup>8</sup>	\$— <sup>8</sup>	\$— <sup>8</sup>
<b>Ratios (as a percentage of average net assets):</b>			
Expenses before reductions	5.40 <sup>9</sup>	4.36	4.15 <sup>10</sup>
Expenses including reductions	4.37 <sup>9,11</sup>	2.75	2.19 <sup>10</sup>
Net investment income	5.86	5.56	1.24 <sup>12</sup>
Portfolio turnover (%)	68	80	17
Total debt outstanding end of period (in millions)	\$38	—	—
Asset coverage per \$1,000 of debt <sup>13</sup>	\$5,670	—	—

<sup>1</sup> Period from 7-11-22 (commencement of operations) to 10-31-22.

<sup>2</sup> Based on average monthly shares outstanding.

<sup>3</sup> Less than \$0.005 per share.

<sup>4</sup> The fund is a continuously offered closed-end fund, the shares of which are offered at net asset value. No secondary market for the fund's shares exists.

<sup>5</sup> Total returns would have been lower had certain expenses not been reduced during the applicable periods.

<sup>6</sup> Does not reflect the effect of sales charges, if any.

<sup>7</sup> Not annualized.

<sup>8</sup> Less than \$500,000.

<sup>9</sup> Includes incentive fees expense of 0.71% for the period ended 10-31-24.

<sup>10</sup> Annualized. Certain expenses are presented unannualized.

<sup>11</sup> Expenses including reductions excluding interest expense were 3.68% for the period ended 10-31-24.

<sup>12</sup> Annualized.

<sup>13</sup> Asset coverage equals the total net assets plus borrowings divided by the borrowings of the fund outstanding at period end. As debt outstanding changes, the level of invested assets may change accordingly. Asset coverage ratio provides a measure of leverage.

## CLASS S SHARES

Period ended	10-31-24	10-31-23	10-31-22 <sup>1</sup>
<b>Per share operating performance</b>			
<b>Net asset value, beginning of period</b>	\$20.01	\$19.79	\$20.00
Net investment income <sup>2</sup>	1.22	0.99	0.04
Net realized and unrealized gain (loss) on investments	0.33	0.10	(0.25)
<b>Total from investment operations</b>	1.55	1.09	(0.21)
<b>Less distributions</b>			
From net investment income	(1.18)	(0.87)	—
From net realized gain	— <sup>3</sup>	—	—
<b>Total distributions</b>	(1.18)	(0.87)	—
<b>Net asset value, end of period<sup>4</sup></b>	\$20.38	\$20.01	\$19.79
<b>Total return (%)<sup>5,6</sup></b>	8.22	5.57	(1.05) <sup>7</sup>
<b>Ratios and supplemental data</b>			
Net assets, end of period (in millions)	\$— <sup>8</sup>	\$— <sup>8</sup>	\$— <sup>8</sup>
<b>Ratios (as a percentage of average net assets):</b>			
Expenses before reductions	6.00 <sup>9</sup>	4.96	4.75 <sup>10</sup>
Expenses including reductions	4.97 <sup>9,11</sup>	3.35	2.79 <sup>10</sup>
Net investment income	6.02	4.97	0.64 <sup>12</sup>
Portfolio turnover (%)	68	80	17
Total debt outstanding end of period (in millions)	\$38	—	—
Asset coverage per \$1,000 of debt <sup>13</sup>	\$5,670	—	—

<sup>1</sup> Period from 7-11-22 (commencement of operations) to 10-31-22.

<sup>2</sup> Based on average monthly shares outstanding.

<sup>3</sup> Less than \$0.005 per share.

<sup>4</sup> The fund is a continuously offered closed-end fund, the shares of which are offered at net asset value. No secondary market for the fund's shares exists.

<sup>5</sup> Total returns would have been lower had certain expenses not been reduced during the applicable periods.

<sup>6</sup> Does not reflect the effect of sales charges, if any.

<sup>7</sup> Not annualized.

<sup>8</sup> Less than \$500,000.

<sup>9</sup> Includes incentive fees expense of 0.71% for the period ended 10-31-24.

<sup>10</sup> Annualized. Certain expenses are presented unannualized.

<sup>11</sup> Expenses including reductions excluding interest expense were 4.28% for the period ended 10-31-24.

<sup>12</sup> Annualized.

<sup>13</sup> Asset coverage equals the total net assets plus borrowings divided by the borrowings of the fund outstanding at period end. As debt outstanding changes, the level of invested assets may change accordingly. Asset coverage ratio provides a measure of leverage.

## The Fund

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The fund commenced operations on July 11, 2022 and is a continuously offered non-diversified, closed-end management investment company registered under the Investment Company Act of 1940, as amended (the “1940 Act”). The fund was organized on September 27, 2021, as a Massachusetts business trust pursuant to an Agreement and Declaration of Trust (the “Declaration of Trust”).

The fund’s principal office is located at the Advisor’s offices at 200 Berkeley Street, Boston, Massachusetts, 02116. The Advisor’s telephone number is 617-663-2430. Investment advisory services are provided to the fund by the Advisor, John Hancock Investment Management LLC, a limited liability company organized under Massachusetts law, pursuant to an investment advisory agreement approved by the fund’s Board of Trustees (the “Advisory Agreement”). Under the supervision of the Advisor and oversight by the Board of Trustees of the fund (the “Board”), Marathon handles the fund’s portfolio management activities. The fund’s business and affairs are overseen by the Board.

## Use of Proceeds

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The net proceeds to the fund will be invested in accordance with the fund’s investment objective and policies (as stated below) as soon as practicable. The fund currently anticipates being able to do so, under normal circumstances within three months after receipt. Pending investment of the net proceeds in accordance with the fund’s investment objective and policies, the fund will invest in high-quality, short-term debt securities, cash and/or cash equivalents. Investors should expect, therefore, that before the fund has fully invested the proceeds of the offering in accordance with its investment objective and policies, the fund would earn interest income at a modest rate. If the fund’s investments are delayed, the first planned distribution could consist principally of a return of capital.

## Investment Program

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### Investment Objective and Principal Investment Strategies

#### *Investment Objective*

The fund’s investment objective is to seek to provide high current income and to a lesser extent capital appreciation. The Board may change the investment objective of the fund without Shareholder approval.

#### *Investment Strategies*

Under normal circumstances, the fund will invest at least 80% of its net assets (plus any borrowings for investment purposes) in asset-based lending investments (“Asset-Based Lending Investments”), which may include investments in distressed loans. Asset-Based Lending Investments are investments in loans secured by an asset and include, among other investments:

- **Healthcare Loans & Royalty-Backed Credit:** healthcare loans secured by revenue and intellectual property rights primarily on FDA-approved drugs and devices and royalty streams secured primarily by FDA-approved drugs and devices;
- **Transportation Assets:** transportation assets such as loans and leases backed by commercial aircraft, aircraft engines, shipping vessels or other transportation and equipment;
- **Residential Real Estate Lending:** the origination and acquisition of residential real estate loans and legacy mortgage loan pools, including distressed or nonperforming loans, and newly originated non-agency mortgage loans;
- **Commercial Real Estate Lending:** the origination and acquisition of commercial real estate loans secured by housing-related and traditional commercial real estate property types;
- **Consumer-Related Assets:** acquisition of consumer loans, including distressed or nonperforming loans; high-yield asset-backed securities (“ABS”) backed by various forms of non-mortgage household debt largely focused on select market segments such as: automobile loans and leases, credit cards and personal installment loans; and other types of consumer loans;
- **Corporate Asset-Based Credit:** asset-based corporate credit secured by real estate, equipment, receivables, inventory and intellectual property rights, among other assets;
- **Equipment:** the leasing, lease financing, or lending against a wide range of equipment which is mission critical to an operator. Equipment may include, for example, injection molding machines, industrial cranes, so-called “yellow metal” (i.e. earth moving equipment), titled and non-titled vehicles, but would not include equipment that would be categorized as transportation assets, such as ships and aircraft; and
- **Liquid Securitized Credit:** securities backed by residential real estate (“RMBS”), commercial real estate (“CMBS”), collateralized mortgage obligations (“CMOs”), secured corporate loans (“CLOs”) and ABS.

Except for RMBS, CMBS, CMOs, CLOs and ABS, which may range from most senior (AAA-rated) to most subordinate (BB-rated, B-rated and equity), most loans and investments are not rated. If a loan or investment is rated, it will usually be rated by S&P Global Ratings, Moody’s Investors Service, Inc., Fitch Ratings, Kroll Bond Rating Agency or DBRS Morningstar, and may be rated below investment-grade. Disclosure regarding the ratings of each of these rating agencies is included in the SAI.

The fund seeks to achieve its objective by investing in a broad portfolio of secured assets and thereby seeks to provide consistent levels of high current income derived from contractual cash-flows and to a lesser extent capital appreciation. The fund will primarily invest in financings sourced through proprietary means using relationships of the Subadvisor rather than traditional channels such as public markets, and seeks to benefit from expected premiums arising in such financings from, among other things, the bespoke nature of each financing. Investments will be made across a broad range of market sectors and asset types based on the Subadvisor's ongoing evaluation of investment opportunities. The Subadvisor will seek to capitalize on its transaction valuation assessment and capital structure expertise, while attempting to protect against downside risks through protective loan covenants, conservative collateral valuation and active asset management.

The fund is not limited to the Asset-Based Lending Investments and may invest in other asset-based lending investments as well as other types of investments consistent with its investment objective and policies.

The manager may consider environmental, social, and/or governance ("ESG") factors, alongside other relevant factors, as part of its investment process. ESG factors may include, but are not limited to, matters regarding board diversity, climate change policies, and supply chain and human rights policies. The ESG characteristics utilized in the fund's investment process may change over time and one or more characteristics may not be relevant with respect to all issuers that are eligible fund investments. Because ESG factors are considered alongside other relevant factors, the manager may determine that an investment is appropriate notwithstanding its relative ESG characteristics.

The fund is authorized to use all of the various investment strategies referred to under "Risks Factors — Hedging, Derivatives and Other Strategic Transactions Risk" including, but not limited to, futures contracts, interest rate swaps, options, reverse repurchase agreements, and swaps.

For temporary or defensive purposes, the fund may also invest its assets in cash, money market instruments, or other investment-grade short-term securities, and it may also employ derivative strategies for hedging purposes.

The fund may create or organize or otherwise utilize special purpose subsidiaries or other special purpose investment vehicles ("SPVs"), which are wholly-owned subsidiaries of the fund, to facilitate the fund's investment strategy. Certain fund investments may be held by these SPVs.

Except as otherwise stated in this Prospectus or in the SAI, the investment policies and restrictions of the fund are not fundamental and may be changed at the discretion of the Board. The fund's fundamental investment policies are listed in the SAI.

These general descriptions summarize certain investment strategies that may be pursued by the fund. These descriptions are not intended to be complete explanations of the strategies described or a list of all possible investment strategies or methods that may be used by the fund.

### Portfolio Construction Process

The Subadvisor will determine a sector level asset allocation. The Subadvisor's fundamental analysis takes into account a number of factors in its asset allocation, including, but not limited to, portfolio level credit risk, geographical and industry diversification, interest rate risk, capital deployment optimization, and macroeconomic conditions. The availability of origination and acquisition opportunities, in conjunction with the Subadvisor's fundamental views regarding each sector, will play a significant role in determining the fund's sector level asset allocation. Sector allocation decisions may change over time as factors used in making such allocation change, including the availability of investments in a particular sector. In considering investments for the fund, the Subadvisor also considers various criteria including, without limitation, return profile, scalability, financing options, and the associated risks and mitigants.

Except to the extent the fund must comply with 1940 Act and IRS diversification requirements, the fund is not limited in the amount of its assets that may be allocated to any particular sector but generally seeks under normal circumstances, the following allocations:

Sector Allocations	Percentage of the Fund's Net Assets
Healthcare Loans and Royalty Backed Credit	0-25%
Transportation Assets	10-25%
Residential Real Estate Lending	10-25%
Commercial Real Estate Lending	10-25%
Consumer-Related Assets	0-25%
Corporate Asset-Based Credit	10-25%
Equipment	0-25%
Liquid Securitized Credit	At Least 10%

The fund is not constrained by this sector allocation which may change at any time.

## Portfolio Composition

### Healthcare Loans and Royalty-Backed Credit Investments

The fund will invest in senior secured loans, royalty debt, and royalty acquisitions of FDA-approved drugs and devices. Investments in this sector are typically highly covenanted and fully secured by plant, property, equipment, and IP rights.

When investing in the healthcare sector, the fund seeks to achieve a high level of asset-based principal protection with low volatility and high cash flow.

The fund's investments may include:

- a) **Asset-Based Senior-Secured Lending.** Senior secured credit facilities collateralized by all assets of the borrower including inventory, plants, property & equipment, IP/patents, and stock pledges. Provides non-dilutive capital to borrowers and high cashflow-based yield with downside protection to lenders.
- b) **Royalty Acquisition.** Acquire economic rights to future royalties and milestones derived from existing license agreements. Maximizes upfront proceeds to seller with predictable returns.
- c) **Royalty-based Financing.** Royalty-based financing structured as synthetic royalty transaction whereby investments are collateralized by specific assets and are monetized through revenues generated from the assets. Alternative form of non-dilutive capital while generating high current yields.
- d) **Debt with Equity Upside.** Term loans with detachable warrants, convertible debt, and preferred equity. Creative solutions with strong enforceable covenants and equity upside.

### Transportation Assets

#### Commercial Aviation Investments

The fund will invest in commercial aircraft or aircraft engine lease transactions. The fund will primarily focus on the most in demand aircrafts and aircraft engines and may invest in a range of commercial aircraft types, including both narrowbody and widebody aircraft. The Subadvisor will utilize its experienced aviation professionals and the professional relationships that it maintains throughout the value chain of aviation assets to source aircraft and aircraft engine investments. Commercial aircraft and aircraft engine lease transactions may be sourced directly from the following types of parties: airlines, original equipment manufacturers, aviation lessors, financial institutions, industry consultants, brokers, refurbishment businesses, as well as through vendor, independent and Wall Street research and professional trade representatives who are members of the International Air Transport Association. The fund will invest in commercial aircraft and aircraft engine lease transactions that the Subadvisor believes provide a potentially attractive investment opportunity, both in the United States and internationally with additional protection through the Capetown Convention. The fund may also invest in aviation-related asset-backed securities and other aviation-related instruments or securities, including aircraft and aircraft engine lease receivables and enhanced equipment trust certificates.

The fund will pursue a flexible and opportunistic approach to investing in commercial aircraft and aircraft engine lease transactions. Typically, the age of the fund's assets at acquisition will range between zero and twenty-five years, and may encompass the full range of the aircraft or aircraft engine lifecycle, including new aircrafts or aircraft engines, mid-life aircrafts or aircraft engines and end-of-life aircrafts or aircraft engines. While the fund will focus on investing in early to mid-life commercial aircrafts or aircraft engines, the fund may also invest in end-of-life aircrafts or aircraft engines. Generally, an aircraft or aircraft engine that is four years old or less, with between eight and fifteen years remaining on its lease term, is considered "new" whereas an aircraft or aircraft engine that is between five and twenty years old that is acquired from a lessor, airline or asset manager is considered "mid-life". "End-of-life" aircrafts or aircraft engines are those that are approaching the end of their useful lives, typically ending with a "part-out" wherein the parts of the aircraft or aircraft engine are disposed of at the piece-part level, as the aircraft or aircraft engine approaches its thirty-year useful life.

The commercial aircraft and aircraft engine lease transactions acquired by the fund will generally be subject to "triple-net" operating leases, whereby the lessee is responsible for maintenance, insurance and taxes. Generally, such lease agreements will be subject to unconditional lease payments for the term of the lease, regardless of the circumstances affecting the aircraft or aircraft engine or the lessee. The creditworthiness of any commercial airlines lessees is of paramount importance and will be thoroughly evaluated, because, in the event of default, the airline may default on its lease and return the aircraft or aircraft engine.

As part of the fund's aviation strategy, the Subadvisor will also seek to capitalize on the aviation secondary market in which leasing companies may sell aircraft or aircraft engine leases in order to lower the average age of their aircraft or aircraft engine portfolio. The Subadvisor believes that the opportunities in the aviation secondary market are growing due to the increase in supply to keep up with consistent airline traffic growth, the demand for new fuel efficient aircrafts and airline carriers' continued desire to lease rather than own airplanes.

#### Shipping Loan Investments

The fund will invest or originate commercial shipping loans and may invest in a range of commercial ship types, including containerships, dry bulk vessels, tankers, and U.S. domestic tugs and barges. Investments will focus primarily on the smaller to medium sized vessels that carry a diversified



cargo base, support growing trade, market liquidity, or have barriers to entry. The Subadvisor will utilize its experienced and dedicated shipping team with asset expertise across containerships, dry bulk vessels, and crude tankers.

The fund will target in-demand vessels that are mission critical assets and service growing trade routes and are relied upon by a variety of counterparties. Additionally, the fund plans to execute sale-and-leasebacks with quality counterparties at attractive rates as well as acquire deeply discounted assets from reorganizing or liquidating companies. There opportunity may also exist to acquire discounted notes or non-performing loans from other lenders, allowing access to collateral at significant discounts.

### **Residential Real Estate Investments**

The fund will seek to achieve attractive risk-adjusted returns through originating or purchasing pools of performing and sub-performing loans in urban and suburban markets with improving credit profiles. The Subadvisor expects that these loans will be collateralized by residential properties and possess embedded equity, resulting in consistent monthly cash flows with lower volatility. The Subadvisor believes that performing and sub-performing mortgages provide an attractive opportunity for value-added active asset management. The fund will focus on underwriting sub-performing borrowers that have demonstrated the ability to consistently support modified mortgage payments.

The fund will seek to capitalize on alternative sourcing channels, where the Subadvisor believes the fund can source residential real estate investment opportunities that are smaller in size, less competitively sponsored, and often can be purchased at more attractive levels than larger “bulk” opportunities. While the fund will primarily seek to identify opportunities to originate loans for U.S. households, it will also opportunistically seek to identify similar opportunities in Europe. The fund’s pipeline of opportunities includes the purchase and aggregation of legacy whole loan pools, the origination of Non-Qualified Mortgages to creditworthy borrowers, and select asset-based corporate lending opportunities with a total addressable market of \$12 trillion:

- a) **Legacy Whole Loan Portfolios.** The Subadvisor will source loan pools from its extensive network of non-traditional channels, such as regional banks, FDIC-controlled banks and asset managers. Loans sourced from these channels are generally smaller in size and therefore face less competition versus larger pool offerings. Smaller pools also tend to transact at higher yields because each pool is generally too small to securitize on a stand-alone basis. The fund may be able to aggregate loans from smaller pools into larger-sized pools for securitization or sale to a third party, resulting in value extraction.
- b) **Origination of Non-Qualified Mortgage (“Non-QM”) Loans.** The fund intends to originate or purchase first lien, non-agency mortgages that do not meet the strict standards of the government Qualified Mortgage program. In the Subadvisor’s view, the availability of mortgage credit has remained constrained post-crisis and is generally only available to prime borrowers, creating an opportunity with respect to qualified borrowers who are underserved by the current regime of restrictive mortgage lending standards.

### **Commercial Real Estate Investments**

The fund seeks to optimize the deployment of capital in the commercial real estate sector by originating and purchasing loans backed by commercial real estate properties. This includes deploying capital when there are dislocations and inefficiencies within property sub-sectors and sub-markets primarily across the United States and Europe. The fund will also target housing-focused sectors, specifically multifamily, self-storage, Single Family Rental (“SFR”) and Build for Rent (“BFR”) sectors.

The fund may also originate commercial real estate loans across property types in the middle-market segment with loan balance targets from \$25-\$125 million.

The Subadvisor seeks to find attractive relative value opportunities across a range of potential commercial real estate investment types:

#### **a) Housing-Focused Strategies:**

- i. **Agency Risk Transfer Investments.** The Subadvisor actively invests in seasoned Freddie Mac Agency risk transfer transactions. These B-pieces are collateralized by multifamily loans, specifically suburban garden style multifamily. The seasoned nature of these investments allows the Subadvisor to underwrite multiple years of cash flow history, which often supports the property price appreciation embedded within the investment trusts. The fund benefits from regular multifamily property level cash flows and securitized term funding to generate attractive risk-adjusted returns.
- ii. **Origination of Single-Family Rental & Multifamily Loans.** The Subadvisor sources and originates first lien mortgage loans secured by single family rental and multifamily properties across the U.S. These loans feature either a lease up of a newly constructed project or a light value-add component. Exit for these investments is typically an Agency take-out financing.

#### **b) Traditional Commercial Real Estate:**

- i. **Origination of Commercial Real Estate Loans.** The Subadvisor sources and originates commercial real estate mortgage loans secured by various property types in need of value-add through our bridge lending initiative. Once a loan has been underwritten, there is the potential to enhance yields through: (1) securitization, (2) term financing a pool of assets, or (3) selectively selling A-notes, senior interests in investments.
- ii. **Purchases of Commercial Real Estate Loans in the Secondary Market.** The fund purchases loans in the secondary market from banks, insurance companies, and finance companies.

- iii. **Mezzanine Loans, B-Notes, and Preferred Equity Interests.** Investments that are subordinate or otherwise junior in a borrower's capital structure offer term funding and can be attractive to the fund.

#### *Consumer Based Loans and Asset-Backed Securities*

The fund will invest in consumer based credit. Consumer credit encompasses all forms of non-mortgage household debt and is largely focused on select market segments such as: automobile loans and leases, and credit cards and personal installment loans. The Subadvisor utilizes its relationships with originators and financial sponsors to source opportunities across the consumer credit marketplace with strong credit profiles, high cash-flow yields, and the potential for term securitization financing. Through a combination of forward flow whole loan purchases, secondary loan pools, and structured transactions, the Subadvisor has deployed capital in investments representing over \$1 billion of consumer credit collateral. Investments are usually made in either whole loan or securitized form. Whole loan investments can include pools of performing, securitization-eligible loans that are originated according to the Subadvisor's stringent credit and pricing criteria, or the purchase of distressed loan pools. Securitized investments typically consist of higher yielding, term-financed residual tranches that are collateralized by high quality, performing loans. Below, we describe two major consumer debt markets and the investment opportunities available in each market:

- a) **Auto Loans.** The auto loan sector has grown rapidly in the post-crisis era and now totals over \$1.4 trillion of debt outstanding. In the post-COVID period, delinquencies have decreased significantly as a result of more restrictive underwriting and returns on assets have increased as a result of higher loan pricing. We believe opportunities exist to purchase whole loans from strong originators in need of growth capital as well as debt and equity tranches of securitized transactions.
- b) **Personal Installment Loans.** The personal consumer loan market has long been dominated by bank, brick and mortar, and credit card lenders. However, financial technology-based lending platforms have grown significantly in scale in recent years, with approximately \$20 billion per year of personal loans originated pre-COVID. Both credit discipline and loan pricing have improved significantly post-COVID. Additionally, the health of the underlying prime consumer remains strong, with deleveraging household balance sheets, increased savings rates, and record low financial obligations ratios. Effective execution in the sector requires through-cycle consumer credit expertise as originator underwriting criteria and sourcing channels are constantly changing. The Subadvisor believes there is strong opportunity to purchase whole loans as well as debt and equity tranches of securitized transactions in the consumer credit sector.

#### **Corporate Asset-Based Credit**

The fund will focus on asset-based corporate credit secured by real estate, equipment, receivables, inventory and intellectual property rights, among other assets, including pools of these assets, or synthetic transactions where the fund invests in notes secured by or, alternatively, of which the source of payment is, an underlying reference portfolio of corporate credits or a credit default swap in which protection is sold by an issuer of notes with respect to a portfolio of corporate credits. The fund will focus on asset-based lending opportunities, a market in which the Subadvisor has experience and market knowledge, and anticipates sourcing these assets in higher growth stage companies with limited access to public markets as well as more complex situations and through debtor in possession ("DIP") loans.

The Subadvisor will seek out middle market and larger revenue-based companies that require funding for a specific asset purchase, growth capital, asset carve-out, restructuring or refinancing. The Subadvisor believes it will be able to capitalize on its understanding of complex markets and structures in order to benefit from any potential rise in valuation that these complex situations present on behalf of the fund. The Subadvisor also believes it has the ability to provide creative and constructive solutions for potential borrowers and, due to its network of industry participants, the ability to access and diligence companies that require such financing.

The Subadvisor believes it is well positioned to provide both asset based growth capital to companies with limited access to public markets as well as capital to stressed companies when they have the ability to carveout assets to use as collateral for needed liquidity. Due to the strong asset coverage, the regular cash flows and short to medium term maturities, the Subadvisor believes there will be ample opportunity to provide corporate asset-based financing with a potentially unique opportunity for the fund.

In addition, the fund may help to structure or participate in DIP loans. DIP loans are privately negotiated transactions that have individualized terms and are potentially an attractive source of financing for many stressed companies that enter bankruptcy protection. As first-lien securities on substantially all of the assets of a company, the Subadvisor believes DIP loans present an attractive lending tool for the fund. Due to the strict payment terms, the Subadvisor believes it will be able to mitigate the risks associated with these investments and potentially earn a higher rate of return for investors. The Subadvisor believes its extensive experience with restructurings and complex financing situations provides the fund with an excellent opportunity to provide secured lending solutions to corporations.

#### **Equipment**

##### **Equipment Lease Certificates and Equipment Trust Certificates**

The fund may invest in equipment lease certificates. Equipment lease certificates are debt obligations secured by leases on equipment (such as railroad cars and office equipment), with the issuer of the certificate being the owner and lessor of the equipment. Equipment lease certificates represent an investment in the leasing of equipment to various businesses. These certificates, typically backed by the revenue generated from lease payments made by lessees, provide investors the opportunity to earn income from those payments.

The fund may also invest in asset-backed securities called equipment trust certificates. Equipment trust certificates involve undivided fractional interests in a trust holding a pool of equipment retail installment contracts or leased equipment. Unlike other securities, these certificates are issued by specially-created trusts formed by airlines, railroads, or other transportation companies. These trusts use the assets within equipment trust certificates to purchase equipment, such as airplanes or railroad cars, serving as collateral for the equipment trust certificates. Title to this equipment is held in trust for the certificate holders. Leased equipment generates rental payments, providing cash flow for payments to equipment trust certificate holders.

The primary risk is the credit risk associated with the lessee's ability to make timely lease payments. If lessees default on their lease obligations, the income generated from the certificates may be adversely affected. Additionally, there is a risk of depreciation in the value of the underlying equipment, which could impact the overall return on investment. Market conditions, interest rate fluctuations, and changes in economic conditions may also affect the performance of equipment lease certificates.

In cases of default on equipment trust certificates, holders must rely on the collateral securing the certificates, often supplemented by a guarantee from the lessee firm or its parent company. Risks include potential defaults by the lessee or payee and declines in collateral value. These securities are viewed as the lessee company's obligations and may appear as liabilities --capitalized leases --on its balance sheet, following generally accepted accounting principles. The lessee does not own the equipment until all certificates are redeemed. If a company defaults on its lease, the trustee may terminate the lease, and without a new lessee, payments will stop until the equipment is re-leased.

### **Liquid Securitized Credit: Securitized assets backed by RMBS, CMBS, CMOs, CLOs, and ABS**

The fund may make investments in the liquid securitized credit markets. The Subadvisor intends to have a strong focus on underlying credit fundamentals, current and projected macroeconomic factors, cash flow of underlying assets, yield levels under different scenarios, financing and liquidity, real estate property prices, delinquencies, default rates, recovery rates, foreclosure process, vintage of collateral, relative value and risk-adjusted returns.

Structured credit transactions are typically tranching into a capital structure of securities ranging from most senior (AAA-rated) to most subordinate (BB-rated, B-rated and equity). More senior securities are protected by credit enhancement from more subordinate securities, as well as net interest margin between asset yield and liability yield. Additionally, performance triggers can divert cashflows in cases of unexpected underperformance. Structured credit cashflows are dependent on the prepayment, default and recovery performance of the underlying asset pools, among other factors.

The Subadvisor intends to capitalize on the diversity of underlying asset types and fixed income properties (for example, fixed versus floating securities) to construct a portfolio of investment grade and high-yield structured securities across the following sectors:

**RMBS** – Securities backed by residential mortgage loans. Relevant underlying asset types include legacy mortgage loans (generally issued prior to the Great Financial Crisis of 2008), Non-QM mortgage loans that do not meet Agency Qualified Mortgage (“QM”) standards, jumbo mortgage loans, and credit risk transfer securities issued by Fannie Mae and Freddie Mac.

**Commercial Mortgage-Backed Securities (“CMBS”)** – Securities backed by commercial real estate mortgage loans. Relevant sub-sectors include Single-Asset Single Borrower transactions (“SASB”), Commercial Real Estate Collateralized Loan Obligations (“CRE CLO”), multi-asset conduit CMBS and Single-family Rental (“SFR”) securities. These security types are backed by a variety of commercial mortgage loans that span the major commercial real estate sectors: office, industrial, multifamily, hospitality, retail and single-family rental homes.

**CMOs** – CMOs generally are bonds or certificates issued in multiple classes that are collateralized by or represent an interest in mortgages. CMOs may be issued by single-purpose, stand-alone finance subsidiaries or trusts of financial institutions, government agencies, investment banks or other similar institutions. Each class of CMOs, often referred to as a “tranche,” may be issued with a specific fixed coupon rate (which may be zero) or a floating coupon rate. Each class of CMOs also has a stated maturity or final distribution date. Principal prepayments on the underlying mortgages may cause the CMOs to be retired substantially earlier than their stated maturities or final distribution dates. Interest is paid or accrued on CMOs on a monthly, quarterly or semiannual basis. The principal of and interest on the underlying mortgages may be allocated among the several classes of a series of a CMO in many ways. The general goal sought to be achieved in allocating cash flows on the underlying mortgages to the various classes of a series of CMOs is to create tranches on which the expected cash flows have a higher degree of predictability than the underlying mortgages. In creating such tranches, other tranches may be subordinated to the interests of these tranches and receive payments only after the obligations of the more senior tranches have been satisfied. As a general matter, the more predictable the cash flow is on a CMO tranche, the lower the anticipated yield will be on that tranche at the time of issuance. As part of the process of creating more predictable cash flows on most of the tranches in a series of CMOs, one or more tranches generally must be created that absorb most of the volatility in the cash flows on the underlying mortgages. The yields on these tranches are relatively higher than on tranches with more predictable cash flows. Because of the uncertainty of the cash flows on these tranches, and the sensitivity of these transactions to changes in prepayment rates on the underlying mortgages, the market prices of and yields on these tranches tend to be highly volatile. The market prices of and yields on tranches with longer terms to maturity also tend to be more volatile than tranches with shorter terms to maturity due to these same factors. To the extent the mortgages underlying a series of a CMO are so-called “subprime mortgages” (mortgages granted to borrowers whose credit history is not sufficient to obtain a conventional mortgage), the risk of default is higher, which increases the risk that one or more tranches of a CMO will not receive its predicted cash flows.

CMOs purchased by the fund may be:

1. collateralized by pools of mortgages in which each mortgage is guaranteed as to payment of principal and interest by an agency or instrumentality of the U.S. government;
2. collateralized by pools of mortgages in which payment of principal and interest is guaranteed by the issuer and the guarantee is collateralized by U.S. government securities; or
3. securities for which the proceeds of the issuance are invested in mortgage securities and payment of the principal and interest is supported by the credit of an agency or instrumentality of the U.S. government.

CLOs and Collateralized Debt Obligations (“CDOs”) – Securities backed by senior secured corporate loans and other legacy securities. The fund’s investment activity is expected to be focused on transactions backed by larger, more established issuers in the Bank Syndicated Loan (“BSL”) CLO market. The fund may selectively participate in transactions backed by smaller issuers in the middle market loan segment. CDO investments are typically backed by legacy RMBS, CMBS and ABS securities and can offer the potential for a higher-yielding option versus investing in the underlying assets.

ABS – Securities backed by other, typically consumer-focused, assets. Relevant underlying asset types include credit cards, auto loans, student loans, home equity loans and equipment receivables.

### **Loan Origination**

The fund will have the flexibility to originate a wide variety of loans, including, for example, senior secured loans, junior secured loans and mezzanine loans and other secured and unsecured debt that has been recently originated or that trade on the secondary market. Subject to fund’s other investment policies and limitations, the fund would have the flexibility to originate loans with various maturities and durations and to originate loans to borrowers globally. The Subadvisor expects that it would generally select loan origination opportunities by employing a bottom-up, disciplined credit approach driven by fundamental, independent research and by taking into account the asset quality, coverage ratios, return profile, scalability, holding period and associated risks and mitigants of such loan origination opportunities. The Subadvisor utilizes strategies that focus on credit quality analysis, duration management and other risk management techniques and would incorporate potential loan originations into such strategies. The Subadvisor will attempt to identify, through fundamental research driven by independent credit analysis and proprietary analytical tools, loan origination opportunities that may provide positive risk-adjusted returns based on its analysis of the borrower’s credit characteristics.

The fund reserves the right to service loans it originates in accordance with applicable law and SEC guidance. For example, the Subadvisor will handle some asset management/servicing in-house including on aircrafts, aircraft engines, and commercial real estate, which may include collection of payments, monitoring of property financial condition and loan compliance, and, following a default, modifying underlying loans, foreclosing on the underlying collateral and selling foreclosed properties and/or defaulted loans.

There are no current explicit limits on the amount of loans the fund may originate to issuers in the same industry. However, the fund is targeting no more than 25% in any one strategy / collateral type.

With respect to loan origination, the Subadvisor’s investment process begins with the relevant portfolio management team, which establishes a rigorous sourcing and underwriting process that the Subadvisor believes positions it to capitalize on a broad universe of asset-based investment opportunities. This process is overseen by the portfolio managers, under the direction of the Subadvisor’s Chief Investment Officer, and with contribution from senior investment professionals who focus on idea and opportunity generation. Once an opportunity has been identified, it is presented to senior members of the relevant portfolio management team and evaluated based on, among other factors, risk, mitigants, potential return and scalability. If senior members of the relevant portfolio management team believe the opportunity is attractive, then the investment due diligence process commences. This process is performed by senior investment professionals and generally involves a comprehensive cash flow analysis of the underlying assets, underwriting of counterparty credit risk, internal and external asset valuation analysis, on-site due diligence (if necessary) and negotiation of investment terms (pricing and covenants). Senior members of the portfolio management team provide feedback during the due diligence process. A detailed investment memorandum is then prepared by the portfolio management team and presented to the Subadvisor’s Investment Committee for required approval. The Subadvisor focuses on mitigating tail events through stress testing its underwriting assumptions and working closely with asset management and in-house legal personnel to structure loan level covenants that help to mitigate tail risks. The Subadvisor seeks to achieve these goals through an integrated approach with equal emphasis on underwriting, asset management and legal expertise.

The Subadvisor does not have its own on-line lending platform but reserves the right to create such a platform in the future.

### **Leverage**

The fund may use leverage to seek to achieve its investment objective or for liquidity (i.e., to finance the repurchase of Shares and/or bridge the financing of investments in Asset-Based Lending Investments). As stated above, the fund may create or organize or otherwise utilize SPVs, which are wholly-owned subsidiaries of the fund, to facilitate the fund’s investment strategy. Certain fund investments may be held by these SPVs. The fund’s use of leverage may increase or decrease from time to time in its discretion and the fund may, in the future, determine not to use leverage. The use of leverage creates an opportunity for increased investment returns, but also creates risks for Shareholders.

The use of leverage, if employed, is subject to numerous risks. When leverage is employed, the fund's net asset value and any distributions to holders of the fund's Shares will be more volatile than if leverage was not used. Changes in the value of the fund's portfolio, including securities bought with the proceeds of leverage, will be borne entirely by the holders of Shares. If there is a net decrease or increase in the value of the fund's investment portfolio, leverage will decrease or increase, as the case may be, the net asset value per Share to a greater extent than if the fund did not utilize leverage. The fund's leveraging strategy may not be successful.

The fund is not permitted to incur indebtedness (aggregated with any SPVs), including through the issuance of senior securities, unless immediately thereafter the total asset value of the fund's portfolio (less all liabilities and indebtedness not represented by senior securities) is at least 300% of the aggregate amount of outstanding senior securities representing indebtedness (i.e., the aggregate amount of outstanding senior securities representing indebtedness may not exceed 33 1/3% of the fund's total assets immediately after any borrowing or other issuance of senior securities representing indebtedness). When the fund borrows money, the fund intends to retire outstanding indebtedness to the extent necessary to maintain asset coverage of any outstanding indebtedness of at least 300%. Under the 1940 Act, the fund also is not permitted to issue a class of preferred shares unless immediately thereafter the fund's asset coverage is at least 200% of the aggregate liquidation value of outstanding preferred shares (i.e., the aggregate liquidation value of outstanding preferred shares may not exceed 50% of the fund's assets less all liabilities and indebtedness not represented by senior securities).

In addition to the asset coverage requirements under the 1940 Act, certain types of borrowings may result in the fund being subject to covenants in credit agreements relating to asset coverage and portfolio composition requirements. In addition, the direct borrowings which the fund may incur will likely be secured by a lien on its assets. The cost associated with any issuance and use of leverage will be borne by the Shareholders and result in a reduction of the NAV of the fund's Shares. Such costs may include legal fees, audit fees, structuring fees, commitment fees and usage fees associated with direct borrowings.

#### *Credit Facility*

The fund (including SPVs of the fund) may leverage its portfolio by entering into one or more credit facilities. If the fund enters into a credit facility, the fund may be required to prepay outstanding amounts or incur a penalty rate of interest upon the occurrence of certain events of default. The fund would also likely have to indemnify the lenders under the credit facility against liabilities they may incur in connection therewith. In addition, the fund expects that any credit facility would contain covenants that, among other things, likely would limit the fund's ability to pay distributions in certain circumstances, incur additional debt, change certain of its investment policies and engage in certain transactions, including mergers and consolidations, and require asset coverage ratios in addition to those required by the 1940 Act. The fund may be required to pledge its assets and to maintain a portion of its assets in cash or high-grade securities as a reserve against interest or principal payments and expenses. The fund expects that any credit facility would have customary covenant, negative covenant and default provisions. There can be no assurances that the fund will enter into an agreement for a credit facility, or one on terms and conditions representative of the foregoing, or that additional material terms will not apply. In addition, if entered into, a credit facility may in the future be replaced or refinanced by one or more credit facilities having substantially different terms, by the issuance of preferred shares or debt securities or by the use of other forms of leverage.

#### *Derivatives*

The fund (including SPVs of the fund) may enter into derivative transactions that have economic leverage embedded in them. Derivative transactions that the fund may enter into and the risks associated with them are described elsewhere in this Prospectus. Derivatives associated with foreign currency transactions are subject to currency risk. For further information on the risks associated with derivatives see "Risk Factors – Hedging and Other Strategic Transactions Risk." The fund cannot assure you that investments in derivative transactions that have economic leverage embedded in them will result in a higher return on its common shares.

#### *Reverse Repurchase Agreements*

The fund may enter into reverse repurchase agreements.

Under a reverse repurchase agreement, the fund sells a debt security and agrees to repurchase it at an agreed-upon time and at an agreed-upon price. The fund retains record ownership of the security and the right to receive interest and principal payments thereon. At an agreed-upon future date, the fund repurchases the security by remitting the proceeds previously received, plus interest. The difference between the amount the fund receives for the security and the amount it pays on repurchase is payment of interest. In certain types of agreements, there is no agreed-upon repurchase date and interest payments are calculated daily, often based on the prevailing overnight repurchase rate. A reverse repurchase agreement may be considered a form of leveraging and may, therefore, increase fluctuations in the fund's NAV per share.

#### *Temporary Borrowings*

The fund (including SPVs of the fund) may also borrow money as a temporary measure, including for the payment of dividends or tender offer proceeds and the settlement of securities transactions which otherwise might require untimely dispositions of fund securities.

### *Other Forms of Leverage*

In addition to entering into one or more credit facilities, the fund (including SPVs of the fund) may also leverage its portfolio by issuing preferred shares.

### **Co-Investment**

Under the 1940 Act, the fund is subject to certain regulatory restrictions in negotiating investments with entities, such as the Subadvisor and its affiliates, unless it obtains an exemptive order from the SEC. The fund, the Subadvisor and certain of its affiliates received such an exemptive order from the SEC on September 26, 2022, permitting co-investment with other funds managed by the Subadvisor or its affiliates in a manner consistent with the fund's investment objective, positions, policies, strategies and restrictions as well as regulatory requirements and other pertinent factors. Under the order, the fund is permitted to co-invest with affiliates if a "required majority" (as defined in Section 57(o) of the 1940 Act) of the fund's Independent Trustees make certain conclusions in connection with a co-investment transaction, including, for example, that (1) the terms of the transactions, including the consideration to be paid, are reasonable and fair to the fund and its Shareholders and do not involve overreaching of the fund or its Shareholders by any person concerned and (2) the transaction is consistent with the interests of Shareholders and is consistent with the fund's investment objective and strategies.



## Risk Factors

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The principal risks of investing in the fund are summarized in the Prospectus Summary above. Below are descriptions of the principal factors that may play a role in shaping the fund's overall risk profile. The descriptions appear in alphabetical order, not in order of importance. For further details about the fund's risks, including additional risk factors that are not discussed in this Prospectus because they are considered non-principal factors, see the fund's SAI.

### Changes in U.S. Law

Changes in the state and U.S. federal laws applicable to the fund, including changes to state and U.S. federal tax laws, or applicable to the Advisor, the Subadvisor and other securities or instruments in which the fund may invest, may negatively affect the fund's returns to Shareholders. The fund may need to modify its investment strategy in the future in order to satisfy new regulatory requirements or to compete in a changed business environment.

### Credit and counterparty risk

This is the risk that the issuer or guarantor of a fixed-income security, the counterparty to an over-the-counter ("OTC") derivatives contract (see "Risk Factors - Hedging, Derivatives, and Other Strategic Transactions Risk"), or a borrower of the fund's securities will be unable or unwilling to make timely principal, interest, or settlement payments, or otherwise honor its obligations. Credit risk associated with investments in fixed-income securities relates to the ability of the issuer to make scheduled payments of principal and interest on an obligation. If the fund invests in fixed-income securities, it will be subject to varying degrees of risk that the issuers of the securities will have their credit ratings downgraded or will default, potentially reducing such fund's share price and income level. Nearly all fixed-income securities are subject to some credit risk, which may vary depending upon whether the issuers of the securities are corporations, domestic or foreign governments, or their subdivisions or instrumentalities. U.S. government securities are subject to varying degrees of credit risk depending upon whether the securities are supported by the full faith and credit of the United States; the ability to borrow from the U.S. Treasury; only by the credit of the issuing U.S. government agency, instrumentality, or corporation; or otherwise supported by the United States. For example, issuers of many types of U.S. government securities (e.g., the Federal Home Loan Mortgage Corporation ("Freddie Mac"), Federal National Mortgage Association ("Fannie Mae"), and Federal Home Loan Banks), although chartered or sponsored by Congress, are not funded by congressional appropriations, and their fixed-income securities, including asset-backed and mortgage-backed securities, are neither guaranteed nor insured by the U.S. government. An agency of the U.S. government has placed Fannie Mae and Freddie Mac into conservatorship, a statutory process with the objective of returning the entities to normal business operations. It is unclear what effect this conservatorship will have on the securities issued or guaranteed by Fannie Mae or Freddie Mac. As a result, these securities are subject to more credit risk than U.S. government securities that are supported by the full faith and credit of the United States (e.g., U.S. Treasury bonds). When a fixed-income security is not rated, a manager may have to assess the risk of the security itself. Asset-backed securities, whose principal and interest payments are supported by pools of other assets, such as credit card receivables and automobile loans, are subject to further risks, including the risk that the obligors of the underlying assets default on payment of those assets.

Funds that invest in below-investment-grade securities, also called junk bonds (e.g., fixed-income securities rated Ba or lower by Moody's Investors Service, Inc. or BB or lower by S&P Global Ratings or Fitch Ratings, as applicable, at the time of investment, or determined by a manager to be of comparable quality to securities so rated) are subject to increased credit risk. The sovereign debt of many foreign governments, including their subdivisions and instrumentalities, falls into this category. Below-investment-grade securities offer the potential for higher investment returns than higher-rated securities, but they carry greater credit risk: their issuers' continuing ability to meet principal and interest payments is considered speculative, they are more susceptible to real or perceived adverse economic and competitive industry conditions, and they may be less liquid than higher-rated securities.

In addition, the fund is exposed to credit risk to the extent that it makes use of OTC derivatives (such as forward foreign currency contracts and/or swap contracts) and engages to a significant extent in the lending of fund securities or the use of repurchase agreements. OTC derivatives transactions can be closed out with the other party to the transaction. If the counterparty defaults, the fund will have contractual remedies, but there is no assurance that the counterparty will be able to meet its contractual obligations or that, in the event of default, the fund will succeed in enforcing them. The fund, therefore, assumes the risk that it may be unable to obtain payments owed to it under OTC derivatives contracts or that those payments may be delayed or made only after the fund has incurred the costs of litigation. While the Subadvisor intends to monitor the creditworthiness of contract counterparties, there can be no assurance that the counterparty will be in a position to meet its obligations, especially during unusually adverse market conditions.

### Creditor Risk

Debt is generally subject to various creditor risks, including, but not limited to: (i) the possible invalidation of a loan as a "fraudulent conveyance" under the relevant creditors' rights laws; (ii) so called lender liability claims by the issuer of the obligations; and (iii) environmental liabilities that may arise with respect to collateral securing the obligations. Additionally, adverse credit events with respect to any underlying property, such as missed or delayed payment of interest and/or principal, bankruptcy, receivership or distressed exchange, can significantly diminish the value of an investment in any such property.

**Distressed Loans Risk.**

The fund may invest in structured products collateralized by below investment grade or distressed loans or securities. Investments in such structured products are subject to the risks associated with below investment grade securities. Such securities are characterized by high risk. It is likely that an economic recession could severely disrupt the market for such securities and may have an adverse impact on the value of such securities.

**Distribution Risk**

There can be no assurance that quarterly distributions paid by the fund to Shareholders will be maintained at current levels or increase over time. The fund's cash available for distribution may vary widely over the short- and long-term. If, for any calendar year, the total distributions made exceed the fund's net investment taxable income and net capital gain, the excess generally will be treated as a return of capital to each Shareholder (up to the amount of the Shareholder's basis in his or her share of the fund) and thereafter as gain from the sale of Shares. The amount treated as a return of capital reduces the Shareholder's adjusted basis in his or her Shares, thereby increasing his or her potential gain or reducing his or her potential loss on the subsequent sale of his or her Shares. Distributions in any year may include a substantial return of capital component. Distributions are not fixed but are declared at the discretion of the Board. Shareholders who periodically receive the payment of a dividend or other distribution consisting of a return of capital may be under the impression that they are receiving net profits when they are not. Shareholders should not assume that the source of a distribution from the fund is net profit.

**Economic and market events risk**

Events in certain sectors historically have resulted, and may in the future result, in an unusually high degree of volatility in the financial markets, both domestic and foreign. These events have included, but are not limited to: bankruptcies, corporate restructurings, and other similar events; bank failures; governmental efforts to limit short selling and high frequency trading; measures to address U.S. federal and state budget deficits; social, political, and economic instability in Europe; economic stimulus by the Japanese central bank; dramatic changes in energy prices and currency exchange rates; and China's economic slowdown. Interconnected global economies and financial markets increase the possibility that conditions in one country or region might adversely impact issuers in a different country or region. Both domestic and foreign equity markets have experienced increased volatility and turmoil, with issuers that have exposure to the real estate, mortgage, and credit markets particularly affected. Financial institutions could suffer losses as interest rates rise or economic conditions deteriorate.

In addition, relatively high market volatility and reduced liquidity in credit and fixed-income markets may adversely affect many issuers worldwide. Actions taken by the U.S. Federal Reserve (Fed) or foreign central banks to stimulate or stabilize economic growth, such as interventions in currency markets, could cause high volatility in the equity and fixed-income markets. Reduced liquidity may result in less money being available to purchase raw materials, goods, and services from emerging markets, which may, in turn, bring down the prices of these economic staples. It may also result in emerging-market issuers having more difficulty obtaining financing, which may, in turn, cause a decline in their securities prices.

In response to certain economic conditions, including periods of high inflation, governmental authorities and regulators may respond with significant fiscal and monetary policy changes such as raising interest rates. The fund may be subject to heightened interest rate risk when the Federal Reserve Board (Fed) raises interest rates. Recent and potential future changes in government monetary policy may affect interest rates. It is difficult to accurately predict the timing, frequency or magnitude of potential interest rate increases or decreases by the Fed and the evaluation of macro-economic and other conditions that could cause a change in approach in the future. If the Fed and other central banks increase the federal funds rate and equivalent rates, such increases generally will cause market interest rates to rise and could cause the value of a fund's investments, and the fund's net asset value (NAV), to decline, potentially suddenly and significantly. As a result, the fund may experience high redemptions and, as a result, increased portfolio turnover, which could increase the costs that the fund incurs and may negatively impact the fund's performance.

In addition, as the Fed increases the target Fed funds rate, any such rate increases, among other factors, could cause markets to experience continuing high volatility. A significant increase in interest rates may cause a decline in the market for equity securities. These events and the possible resulting market volatility may have an adverse effect on the fund.

Political turmoil within the United States and abroad may also impact the fund. Although the U.S. government has honored its credit obligations, it remains possible that the United States could default on its obligations. While it is impossible to predict the consequences of such an unprecedented event, it is likely that a default by the United States would be highly disruptive to the U.S. and global securities markets and could significantly impair the value of the fund's investments. Similarly, political events within the United States at times have resulted, and may in the future result, in a shutdown of government services, which could negatively affect the U.S. economy, decrease the value of many fund investments, and increase uncertainty in or impair the operation of the U.S. or other securities markets. In recent years, the U.S. renegotiated many of its global trade relationships and imposed or threatened to impose significant import tariffs. These actions could lead to price volatility and overall declines in U.S. and global investment markets.

Uncertainties surrounding the sovereign debt of a number of European Union (EU) countries and the viability of the EU have disrupted and may in the future disrupt markets in the United States and around the world. If one or more countries leave the EU or the EU dissolves, the global securities markets likely will be significantly disrupted. On January 31, 2020, the United Kingdom (UK) left the EU, commonly referred to as "Brexit," the UK ceased to be a member of the EU, and the UK and EU entered into a Trade and Cooperation Agreement. While the full impact of Brexit is unknown, Brexit



has already resulted in volatility in European and global markets. There remains significant market uncertainty regarding Brexit's ramifications, and the range and potential implications of possible political, regulatory, economic, and market outcomes are difficult to predict.

A widespread health crisis such as a global pandemic could cause substantial market volatility, exchange trading suspensions and closures, which may lead to less liquidity in certain instruments, industries, sectors or the markets generally, and may ultimately affect fund performance. For example, the coronavirus (COVID-19) pandemic has resulted and may continue to result in significant disruptions to global business activity and market volatility due to disruptions in market access, resource availability, facilities operations, imposition of tariffs, export controls and supply chain disruption, among others. While many countries have lifted some or all restrictions related to the coronavirus (COVID-19) and the United States ended the public health emergency and national emergency declarations relating to the coronavirus (COVID-19) pandemic on May 11, 2023, the continued impact of coronavirus (COVID-19) and related variants is uncertain. The impact of a health crisis and other epidemics and pandemics that may arise in the future, could affect the global economy in ways that cannot necessarily be foreseen at the present time. A health crisis may exacerbate other pre-existing political, social and economic risks. Any such impact could adversely affect the fund's performance, resulting in losses to your investment.

Political and military events, including in Ukraine, North Korea, Russia, Venezuela, Iran, Syria, and other areas of the Middle East, and nationalist unrest in Europe and South America, also may cause market disruptions.

As a result of continued political tensions and armed conflicts, including the Russian invasion of Ukraine commencing in February of 2022, the extent and ultimate result of which are unknown at this time, the United States and the EU, along with the regulatory bodies of a number of countries, have imposed economic sanctions on certain Russian corporate entities and individuals, and certain sectors of Russia's economy, which may result in, among other things, the continued devaluation of Russian currency, a downgrade in the country's credit rating, and/or a decline in the value and liquidity of Russian securities, property or interests. These sanctions could also result in the immediate freeze of Russian securities and/or funds invested in prohibited assets, impairing the ability of a fund to buy, sell, receive or deliver those securities and/or assets. These sanctions or the threat of additional sanctions could also result in Russia taking counter measures or retaliatory actions, which may further impair the value and liquidity of Russian securities. The United States and other nations or international organizations may also impose additional economic sanctions or take other actions that may adversely affect Russia-exposed issuers and companies in various sectors of the Russian economy. Any or all of these potential results could lead Russia's economy into a recession. Economic sanctions and other actions against Russian institutions, companies, and individuals resulting from the ongoing conflict may also have a substantial negative impact on other economies and securities markets both regionally and globally, as well as on companies with operations in the conflict region, the extent to which is unknown at this time. The United States and the EU have also imposed similar sanctions on Belarus for its support of Russia's invasion of Ukraine. Additional sanctions may be imposed on Belarus and other countries that support Russia. Any such sanctions could present substantially similar risks as those resulting from the sanctions imposed on Russia, including substantial negative impacts on the regional and global economies and securities markets.

In addition, there is a risk that the prices of goods and services in the United States and many foreign economies may decline over time, known as deflation. Deflation may have an adverse effect on stock prices and creditworthiness and may make defaults on debt more likely. If a country's economy slips into a deflationary pattern, it could last for a prolonged period and may be difficult to reverse. Further, there is a risk that the present value of assets or income from investments will be less in the future, known as inflation. Inflation rates may change frequently and drastically as a result of various factors, including unexpected shifts in the domestic or global economy, and a fund's investments may be affected, which may reduce a fund's performance. Further, inflation may lead to the rise in interest rates, which may negatively affect the value of debt instruments held by the fund, resulting in a negative impact on a fund's performance. Generally, securities issued in emerging markets are subject to a greater risk of inflationary or deflationary forces, and more developed markets are better able to use monetary policy to normalize markets.

### **Effect of the Advisor's Incentive Fee**

The fund will allocate the Incentive Fee to the Advisor based on returns to the Shareholders. The Incentive Fee is asymmetric — it grants the Advisor a priority allocation of gains without requiring the Advisor to accept a corresponding (or any) priority allocation of losses. Accordingly, the Incentive Fee may create an incentive for the Advisor to make investments that are risky or more speculative than would be the case in the absence of such arrangement. The way in which the Incentive Fee payable to the Advisor is determined may encourage it to use leverage to increase the return on the fund's investments. In addition, the fact that the Management Fee is payable based upon the fund's Managed Assets, which would include any borrowings for investment purposes, may encourage the Advisor to use leverage to make additional investments. Under certain circumstances, the use of leverage may increase the likelihood of default, which would disfavor Shareholders. Such a practice could result in the fund's investing in more speculative securities than would otherwise be in its best interests, which could result in higher investment losses, particularly during cyclical economic downturns.

### **ESG integration risk**

The manager considers ESG factors that it deems relevant or additive, along with other material factors and analysis, when managing the fund. The portion of the fund's investments for which the manager considers these ESG factors may vary, and could increase or decrease over time. In certain situations, the extent to which these ESG factors may be applied according to the manager's integrated investment process may not include U.S. Treasuries, government securities, or other asset classes. ESG factors may include, but are not limited to, matters regarding board diversity, climate change policies, and supply chain and human rights policies. Incorporating ESG criteria and making investment decisions based on certain ESG

characteristics, as determined by the manager, carries the risk that the fund may perform differently, including underperforming, funds that do not utilize ESG criteria, or funds that utilize different ESG criteria. Integration of ESG factors into the fund's investment process may result in a manager making different investments for the fund than for a fund with a similar investment universe and/or investment style that does not incorporate such considerations in its investment strategy or processes, and the fund's investment performance may be affected. Because ESG factors are one of many considerations for the fund, the manager may nonetheless include companies with low ESG characteristics or exclude companies with high ESG characteristics in the fund's investments.

The ESG characteristics utilized in the fund's investment process may change over time, and different ESG characteristics may be relevant to different investments. Although the manager has established its own structure to oversee ESG integration in accordance with the fund's investment objective and strategies, successful integration of ESG factors will depend on the manager's skill in researching, identifying, and applying these factors, as well as on the availability of relevant data. The method of evaluating ESG factors and subsequent impact on portfolio composition, performance, proxy voting decisions and other factors, is subject to the interpretation of the manager in accordance with the fund's investment objective and strategies. ESG factors may be evaluated differently by different managers, and may not carry the same meaning to all investors and managers. The manager may employ active shareowner engagement to raise ESG issues with the management of select portfolio companies. The regulatory landscape with respect to ESG investing in the United States is evolving and any future rules or regulations may require the fund to change its investment process with respect to ESG integration.

### **Fixed-income securities risk**

Fixed-income securities are generally subject to two principal types of risk, as well as other risks described below: (1) interest-rate risk and (2) credit quality risk.

**Interest-rate risk.** Fixed-income securities are affected by changes in interest rates. When interest rates decline, the market value of fixed-income securities generally can be expected to rise. Conversely, when interest rates rise, the market value of fixed-income securities generally can be expected to decline. The longer the duration or maturity of a fixed-income security, the more susceptible it is to interest-rate risk. Duration is a measure of the price sensitivity of a debt security, or a fund that invests in a portfolio of debt securities, to changes in interest rates, whereas the maturity of a security measures the time until final payment is due. Duration measures sensitivity more accurately than maturity because it takes into account the time value of cash flows generated over the life of a debt security.

In response to certain economic conditions, including periods of high inflation, governmental authorities and regulators may respond with significant fiscal and monetary policy changes such as raising interest rates. The fund may be subject to heightened interest rate risk when the Federal Reserve Board (Fed) raises interest rates. Recent and potential future changes in government monetary policy may affect interest rates. It is difficult to accurately predict the timing, frequency or magnitude of potential interest rate increases or decreases by the Fed and the evaluation of macro-economic and other conditions that could cause a change in approach in the future. If the Fed and other central banks increase the federal funds rate and equivalent rates, such increases generally will cause market interest rates to rise and could cause the value of a fund's investments, and the fund's net asset value (NAV), to decline, potentially suddenly and significantly. As a result, the fund may experience high redemptions and, as a result, increased portfolio turnover, which could increase the costs that the fund incurs and may negatively impact the fund's performance.

In certain market conditions, governmental authorities and regulators may considerably lower interest rates, which, in some cases could result in negative interest rates. These actions, including their reversal or potential ineffectiveness, could further increase volatility in securities and other financial markets and reduce market liquidity. To the extent the fund has a bank deposit or holds a debt instrument with a negative interest rate to maturity, the fund would generate a negative return on that investment. Similarly, negative rates on investments by money market funds and similar cash management products could lead to losses on investments, including on investments of the fund's uninvested cash.

**Credit quality risk.** Fixed-income securities are subject to the risk that the issuer of the security will not repay all or a portion of the principal borrowed and will not make all interest payments. If the credit quality of a fixed-income security deteriorates after a fund has purchased the security, the market value of the security may decrease and lead to a decrease in the value of the fund's investments. An issuer's credit quality could deteriorate as a result of poor management decisions, competitive pressures, technological obsolescence, undue reliance on suppliers, labor issues, shortages, corporate restructurings, fraudulent disclosures, or other factors. Funds that may invest in lower-rated fixed-income securities, commonly referred to as junk securities, are riskier than funds that may invest in higher-rated fixed-income securities.

**Investment-grade fixed-income securities in the lowest rating category risk.** Investment-grade fixed-income securities in the lowest rating category (such as Baa by Moody's Investors Service, Inc. or BBB by S&P Global Ratings or Fitch Ratings, as applicable, and comparable unrated securities) involve a higher degree of risk than fixed-income securities in the higher rating categories. While such securities are considered investment-grade quality and are deemed to have adequate capacity for payment of principal and interest, such securities lack outstanding investment characteristics and have speculative characteristics as well. For example, changes in economic conditions or other circumstances are more likely to lead to a weakened capacity to make principal and interest payments than is the case with higher-grade securities.

**Prepayment of principal risk.** Many types of debt securities, including floating-rate loans, are subject to prepayment risk. Prepayment risk is the risk that, when interest rates fall, certain types of obligations will be paid off by the borrower more quickly than originally anticipated and the fund

may have to invest the proceeds in securities with lower yields. Securities subject to prepayment risk can offer less potential for gains when the credit quality of the issuer improves.

**Extension risk.** Extension risk is the danger that borrowers will defer prepayments due to market conditions. Extension risk is generally a concern in secondary market, structured-credit product investments. For instance, rising interest rates might discourage homeowners from refinancing their mortgages, which reduces prepayment flows. That extends the duration of the loans in a mortgage-backed security beyond what the valuation and risk models initially predicted. As a result, in a period of rising interest rates, such securities may exhibit additional volatility and may lose value.

### **Foreign securities risk**

Funds that invest in securities traded principally in securities markets outside the United States are subject to additional and more varied risks, as the value of foreign securities may change more rapidly and extremely than the value of U.S. securities. Less information may be publicly available regarding foreign issuers, including foreign government issuers. Foreign securities may be subject to foreign taxes and may be more volatile than U.S. securities. Currency fluctuations and political and economic developments may adversely impact the value of foreign securities. The securities markets of many foreign countries are relatively small, with a limited number of companies representing a small number of industries. Additionally, issuers of foreign securities may not be subject to the same degree of regulation as U.S. issuers. Reporting, accounting, and auditing standards of foreign countries differ, in some cases significantly, from U.S. standards. There are generally higher commission rates on foreign portfolio transactions, transfer taxes, higher custodial costs, and the possibility that foreign taxes will be charged on dividends and interest payable on foreign securities, some or all of which may not be reclaimable. Also, adverse changes in investment or exchange control regulations (which may include suspension of the ability to transfer currency or assets from a country); political changes; or diplomatic developments could adversely affect a fund's investments. In the event of nationalization, expropriation, confiscatory taxation, or other confiscation, the fund could lose a substantial portion of, or its entire investment in, a foreign security. Foreign countries, especially emerging market countries, also may have problems associated with settlement of sales. Such problems could cause the fund to suffer a loss if a security to be sold declines in value while settlement of the sale is delayed. In addition, there may be difficulties and delays in enforcing a judgment in a foreign court resulting in potential losses to the fund. Some of the foreign securities risks are also applicable to funds that invest a material portion of their assets in securities of foreign issuers traded in the United States.

**Currency risk.** Currency risk is the risk that fluctuations in exchange rates may adversely affect the U.S. dollar value of a fund's investments. Currency risk includes both the risk that currencies in which a fund's investments are traded, or currencies in which a fund has taken an active investment position, will decline in value relative to the U.S. dollar and, in the case of hedging positions, that the U.S. dollar will decline in value relative to the currency being hedged. Currency rates in foreign countries may fluctuate significantly for a number of reasons, including the forces of supply and demand in the foreign exchange markets, actual or perceived changes in interest rates, intervention (or the failure to intervene) by U.S. or foreign governments or central banks, or currency controls or political developments in the United States or abroad. Certain funds may engage in proxy hedging of currencies by entering into derivative transactions with respect to a currency whose value is expected to correlate to the value of a currency the fund owns or wants to own. This presents the risk that the two currencies may not move in relation to one another as expected. In that case, the fund could lose money on its investment and also lose money on the position designed to act as a proxy hedge. Certain funds may also take active currency positions and may cross-hedge currency exposure represented by their securities into another foreign currency. This may result in a fund's currency exposure being substantially different than that suggested by its securities investments. All funds with foreign currency holdings and/or that invest or trade in securities denominated in foreign currencies or related derivative instruments may be adversely affected by changes in foreign currency exchange rates. Derivative foreign currency transactions (such as futures, forwards, and swaps) may also involve leveraging risk, in addition to currency risk. Leverage may disproportionately increase a fund's portfolio losses and reduce opportunities for gain when interest rates, stock prices, or currency rates are changing.

**Continental Europe.** European securities may be affected significantly by economic, regulatory, or political developments affecting European issuers. All countries in Europe may be significantly affected by fiscal and monetary controls implemented by the European Economic and Monetary Union. Eastern European markets are relatively undeveloped and may be particularly sensitive to economic and political events affecting those countries.

### **Hedging, derivatives, and other strategic transactions risk**

The ability of the fund to utilize hedging, derivatives, and other strategic transactions to benefit the fund will depend in part on its Subadvisor's ability to predict pertinent market movements and market risk, counterparty risk, credit risk, interest-rate risk, and other risk factors, none of which can be assured. The skills required to utilize hedging and other strategic transactions are different from those needed to select the fund's securities. Even if the Subadvisor only uses hedging and other strategic transactions in the fund primarily for hedging purposes or to gain exposure to a particular securities market, if the transaction does not have the desired outcome, it could result in a significant loss to the fund. The amount of loss could be more than the principal amount invested. These transactions may also increase the volatility of the fund and may involve a small investment of cash relative to the magnitude of the risks assumed, thereby magnifying the impact of any resulting gain or loss. For example, the potential loss from the use of futures can exceed the fund's initial investment in such contracts. In addition, these transactions could result in a loss to the fund if the counterparty to the transaction does not perform as promised.

The fund may invest in derivatives, which are financial contracts with a value that depends on, or is derived from, the value of underlying assets, reference rates, or indexes. Derivatives may relate to stocks, bonds, interest rates, currencies or currency exchange rates, and related indexes. The fund may use derivatives for many purposes, including for hedging and as a substitute for direct investment in securities or other assets. Derivatives may be used in a way to efficiently adjust the exposure of the fund to various securities, markets, and currencies without the fund actually having to sell existing investments and make new investments. This generally will be done when the adjustment is expected to be relatively temporary or in anticipation of effecting the sale of fund assets and making new investments over time. Further, since many derivatives have a leverage component, adverse changes in the value or level of the underlying asset, reference rate, or index can result in a loss substantially greater than the amount invested in the derivative itself. Certain derivatives have the potential for unlimited loss, regardless of the size of the initial investment. When the fund uses derivatives for leverage, investments in the fund will tend to be more volatile, resulting in larger gains or losses in response to market changes. To limit risks associated with leverage, the fund is required to comply with Rule 18f-4 under the 1940 Act (the “Derivatives Rule”) as outlined below. For a description of the various derivative instruments the fund may utilize, refer to the SAI.

The regulation of the U.S. and non-U.S. derivatives markets has undergone substantial change in recent years and such change may continue. In particular, the Dodd-Frank Wall Street Reform and Consumer Protection Act, and regulations promulgated or proposed thereunder require many derivatives to be cleared and traded on an exchange, expand entity registration requirements, impose business conduct requirements on dealers that enter into swaps with a pension plan, endowment, retirement plan or government entity, and required banks to move some derivatives trading units to a non-guaranteed affiliate separate from the deposit-taking bank or divest them altogether. Although the Commodity Futures Trading Commission (CFTC) has released final rules relating to clearing, reporting, recordkeeping and registration requirements under the legislation, many of the provisions are subject to further final rule making, and thus its ultimate impact remains unclear. New regulations could, among other things, restrict the fund’s ability to engage in derivatives transactions (for example, by making certain types of derivatives transactions no longer available to the fund) and/or increase the costs of such derivatives transactions (for example, by increasing margin or capital requirements), and the fund may be unable to fully execute its investment strategies as a result. Limits or restrictions applicable to the counterparties with which the fund engages in derivative transactions also could prevent the fund from using these instruments or affect the pricing or other factors relating to these instruments, or may change the availability of certain investments.

The Derivatives Rule mandates that the fund adopt and/or implement: (i) value-at-risk limitations (“VaR”); (ii) a written derivatives risk management program; (iii) new Board oversight responsibilities; and (iv) new reporting and recordkeeping requirements. In the event that a fund’s derivative exposure is 10% or less of its net assets, excluding certain currency and interest rate hedging transactions, it can elect to be classified as a limited derivatives user (“Limited Derivatives User”) under the Derivatives Rule, in which case the fund is not subject to the full requirements of the Derivatives Rule. Limited Derivatives Users are excepted from VaR testing, implementing a derivatives risk management program, and certain Board oversight and reporting requirements mandated by the Derivatives Rule. However, a Limited Derivatives User is still required to implement written compliance policies and procedures reasonably designed to manage its derivatives risks. The Derivatives Rule also provides special treatment for reverse repurchase agreements, similar financing transactions and unfunded commitment agreements. Specifically, the fund may elect whether to treat reverse repurchase agreements and similar financing transactions as “derivatives transactions” subject to the requirements of the Derivatives Rule or as senior securities equivalent to bank borrowings for purposes of Section 18 of the 1940 Act. In addition, a fund, including money market funds, may invest in a security on a when-issued or forward-settling basis, or with a non-standard settlement cycle, and the transaction will be deemed not to involve a senior security, provided that: (i) the fund intends to physically settle the transaction; and (ii) the transaction will settle within 35 days of its trade date. At any time after the date of this Prospectus, legislation may be enacted that could negatively affect the assets of the fund. Legislation or regulation may change the way in which the fund itself is regulated. The Advisor cannot predict the effects of any new governmental regulation that may be implemented, and there can be no assurance that any new governmental regulation will not adversely affect the fund’s ability to achieve its investment objectives.

The use of derivative instruments may involve risks different from, or potentially greater than, the risks associated with investing directly in securities and other, more traditional assets. In particular, the use of derivative instruments exposes the fund to the risk that the counterparty to an OTC derivatives contract will be unable or unwilling to make timely settlement payments or otherwise honor its obligations. OTC derivatives transactions typically can only be closed out with the other party to the transaction, although either party may engage in an offsetting transaction that puts that party in the same economic position as if it had closed out the transaction with the counterparty or may obtain the other party’s consent to assign the transaction to a third party. If the counterparty defaults, the fund will have contractual remedies, but there is no assurance that the counterparty will meet its contractual obligations or that, in the event of default, the fund will succeed in enforcing them. For example, because the contract for each OTC derivatives transaction is individually negotiated with a specific counterparty, the fund will be subject to the risk that a counterparty may interpret contractual terms (e.g., the definition of default) differently than the fund when the fund seeks to enforce its contractual rights. If that occurs, the cost and unpredictability of the legal proceedings required for the fund to enforce its contractual rights may lead it to decide not to pursue its claims against the counterparty. The fund, therefore, assumes the risk that it may be unable to obtain payments owed to it under OTC derivatives contracts or that those payments may be delayed or made only after the fund has incurred the costs of litigation. While the Subadvisor intends to monitor the creditworthiness of counterparties, there can be no assurance that a counterparty will meet its obligations, especially during unusually adverse market conditions. To the extent the fund contracts with a limited number of counterparties, the fund’s risk will be concentrated and events that affect the creditworthiness of any of those counterparties may have a pronounced effect on the fund. Derivatives are also subject to a number of other risks,

including market risk, liquidity risk, and operational risk. Since the value of derivatives is calculated and derived from the value of other assets, instruments, or references, there is a risk that they will be improperly valued. Derivatives also involve the risk that changes in their value may not correlate perfectly with the assets, rates, or indexes they are designed to hedge or closely track. Suitable derivatives transactions may not be available in all circumstances. The fund is also subject to the risk that the counterparty closes out the derivatives transactions upon the occurrence of certain triggering events. In addition, a Subadvisor may determine not to use derivatives to hedge or otherwise reduce risk exposure. Government legislation or regulation could affect the use of derivatives transactions and could limit the fund's ability to pursue its investment strategies.

A detailed discussion of various hedging and other strategic transactions appears in the SAI. To the extent that the fund utilizes the following list of certain derivatives and other strategic transactions, it will be subject to associated risks. The main risks of each appear below.

**Futures contracts.** Counterparty risk, liquidity risk (i.e., the inability to enter into closing transactions), and risk of disproportionate loss are the principal risks of engaging in transactions involving futures contracts.

**Interest-rate swaps.** Counterparty risk, liquidity risk (i.e., the inability to enter into closing transactions), interest-rate risk, and risk of disproportionate loss are the principal risks of engaging in transactions involving interest-rate swaps.

**Options.** Counterparty risk, liquidity risk (i.e., the inability to enter into closing transactions), and risk of disproportionate loss are the principal risks of engaging in transactions involving options. Counterparty risk does not apply to exchange-traded options.

**Reverse repurchase agreements.** An event of default or insolvency of the counterparty to a reverse repurchase agreement could result in delays or restrictions with respect to the fund's ability to dispose of the underlying securities. A reverse repurchase agreement may be considered a form of leverage and may, therefore, increase fluctuations in the fund's net asset value per share (NAV).

**Swaps.** Counterparty risk, liquidity risk (i.e., the inability to enter into closing transactions), interest-rate risk, settlement risk, risk of default of the underlying reference obligation, and risk of disproportionate loss are the principal risks of engaging in transactions involving swaps.

### **Illiquidity of Shares**

The fund is a closed-end investment company designed primarily for long-term investors and is not intended to be a trading vehicle. The fund does not currently intend to list Shares for trading on any national securities exchange. There is no secondary trading market for Shares, and it is not expected that a secondary market will develop. Shares therefore are not readily marketable. Because the fund is a closed-end investment company, Shares in the fund may not be tendered for repurchase on a daily basis, and they may not be exchanged for shares of any other fund.

Although the fund, at the sole discretion of the Board, will consider whether to make periodic repurchase offers of its outstanding Shares at net asset value, Shares are significantly less liquid than shares of funds that trade on a stock exchange. There is no guarantee that you will be able to sell all of your Shares that you desire to sell in any particular repurchase offer. If a repurchase offer is oversubscribed by Shareholders holding Shares of the fund, the fund will repurchase only a *pro rata* portion of the Shares tendered by each Shareholder. The potential for pro-ration may cause some investors to tender more Shares for repurchase than they otherwise would wish to have repurchased. In addition, in extreme cases, the fund may not be able to complete repurchases due to the fund's holding of illiquid investments. In that event, you may be able to sell your Shares only if you are able to find an investor willing to purchase your Shares. Any such sale may have to be negotiated at unfavorable prices and must comply with applicable securities laws and must be approved by the Board. Due to the requirements regarding tenders offers and the frequency with which the fund expects to offer to repurchase Shares, in the event the fund makes repurchase offers it is unlikely that the fund will be able to extend the expiration date of, or increase the amount of, any repurchase offer, which may result in an investor needing to subscribe to more than one repurchase offer to exit the fund in the case of oversubscribed repurchase offers.

**Inflation/Deflation Risk.** Inflation risk is the risk that the value of assets or income from investment will be worth less in the future, as inflation decreases the value of money. As inflation increases, the real value of the Shares and distributions on those Shares can decline. In addition, during any periods of rising inflation, interest rates on any borrowings by the fund may increase, which would tend to further reduce returns to the holders of Shares. Deflation risk is the risk that prices throughout the economy decline over time, which may have an adverse effect on the market valuation of companies, their assets and revenues. In addition, deflation may have an adverse effect on the creditworthiness of issuers and may make issuer default more likely, which may result in a decline in the value of the fund's portfolio.

### **Lending Risk**

The fund may originate loans to, or purchase, assignments of or participations in loans made to, various issuers, including distressed companies. Such investments may include senior secured, junior secured and mezzanine loans and other secured and unsecured debt that has been recently originated or that trade on the secondary market. The value of the fund's investment in loans may be detrimentally affected to the extent a borrower defaults on its obligations, there is insufficient collateral and/or there are extensive legal and other costs incurred in collecting on a defaulted loan. However, there can be no assurance that the value assigned by the fund to collateral underlying a loan of the fund can be realized upon liquidation, nor can there be any assurance that collateral will retain its value.

Moreover, loans may also be supported by collateral, the value of which may fluctuate. In addition, active lending/origination by the fund may subject it to additional regulation. Finally, there may be a monetary, as well as a time cost involved in collecting on defaulted loans and, if applicable, taking



possession of various types of collateral. Should the fund need to collect on a defaulted loan, litigation could result. In addition, even before litigation is commenced, the fund could experience substantial costs in trying to collect on defaulted investments, such as legal fees, collection agency fees, or discounts related to the assignment of a defaulted loan to a third party. Any litigation may consume substantial amounts of the Advisor's and the Subadvisor's time and attention, and that time and the devotion of these resources to litigation may, at times, be disproportionate to the amounts at stake in the litigation.

There will be no limits with respect to loan origination by the fund other than: (i) the diversification limits of the 1940 Act; and (ii) the restrictions on investments involving the Subadvisor's affiliates (e.g., securitizations where the Subadvisor is sponsor).

### **Leverage risk**

Leverage creates risks for Shareholders, including the likelihood of greater volatility of NAV and market price of, and distributions from, the Shares and the risk that fluctuations in the costs of borrowings may affect the return to Shareholders. To the extent the income derived from investments purchased with funds received from leverage exceeds the cost of leverage, the fund's distributions will be greater than if leverage had not been used. Conversely, if the income from the investments purchased with such funds is not sufficient to cover the cost of leverage, the amount available for distribution to Shareholders will be less than if leverage had not been used. In the latter case, the Advisor, in its best judgment, may nevertheless determine to maintain the fund's leveraged position if it deems such action to be appropriate. While the fund has preferred shares or borrowings outstanding, an increase in short-term rates would also result in an increased cost of leverage, which would adversely affect the fund's income available for distribution. There can be no assurance that a leveraging strategy will be successful.

The fee paid to the Advisor is calculated on the basis of the Advisor's Managed Assets, including assets attributable to any preferred shares that may be issued or to indebtedness, so the fees will be higher when leverage is utilized. In this regard, holders of any preferred shares do not bear the Management Fee. Rather, Shareholders bear the portion of the Management Fee attributable to the assets purchased with the proceeds, which means that Shareholders effectively bear the entire Management Fee.

Leverage may be achieved through the purchase of certain derivative instruments. The fund's use of derivative instruments exposes the fund to special risks.

### **Management Risk**

The fund is subject to management risk because it relies on the Subadvisor's ability to pursue the fund's investment objective, subject to the oversight of the Advisor and the Board. The Subadvisor applies investment techniques and risk analyses in making investment decisions for the fund, but there can be no guarantee that it will produce the desired results. The Subadvisor's securities selections and other investment decisions might produce a loss or cause the fund to underperform when compared to other funds with similar investment goals. If one or more key individuals leave the employ of the Subadvisor, then the Subadvisor may not be able to hire qualified replacements, or may require an extended time to do so. This could prevent the fund from achieving its investment objective.

### **Natural Disasters, Adverse Weather Conditions, and Climate Change**

Certain areas of the world may be exposed to adverse weather conditions, such as major natural disasters and other extreme weather events, including hurricanes, earthquakes, typhoons, floods, tidal waves, tsunamis, volcanic eruptions, wildfires, droughts, windstorms, coastal storm surges, heat waves, and rising sea levels, among others. Some countries and regions may not have the infrastructure or resources to respond to natural disasters, making them more economically sensitive to environmental events. Such disasters, and the resulting damage, could have a severe and negative impact on the fund's investment portfolio and, in the longer term, could impair the ability of issuers in which the fund invests to conduct their businesses in the manner normally conducted. Adverse weather conditions also may have a particularly significant negative effect on issuers in the agricultural sector and on insurance companies that insure against the impact of natural disasters.

Climate change, which is the result of a change in global or regional climate patterns, may increase the frequency and intensity of such adverse weather conditions, resulting in increased economic impact, and may pose long-term risks to the fund's investments. The future impact of climate change is difficult to predict but may include changes in demand for certain goods and services, supply chain disruption, changes in production costs, increased legislation, regulation, international accords and compliance-related costs, changes in property and security values, availability of natural resources and displacement of peoples.

Legal, technological, political and scientific developments regarding climate change may create new opportunities or risks for issuers in which the fund invests. These developments may create demand for new products or services, including, but not limited to, increased demand for goods that result in lower emissions, increased demand for generation and transmission of energy from alternative energy sources and increased competition to develop innovative new products and technologies. These developments may also decrease demand for existing products or services, including, but not limited to, decreased demand for goods that produce significant greenhouse gas emissions and decreased demand for services related to carbon based energy sources, such as drilling services or equipment maintenance services.

### **Non-Diversified Risk**

Overall risk can be reduced by investing in securities from a diversified pool of issuers, while overall risk is increased by investing in securities of a small number of issuers. If the fund is not diversified within the meaning of the 1940 Act, that means it is allowed to invest a large portion of assets in any one issuer or a small number of issuers, which may result in greater susceptibility to associated risks. As a result, credit, market, and other risks associated with a non-diversified fund's investment strategies or techniques may be more pronounced than for funds that are diversified.

### **Operational and Cybersecurity Risk**

With the increased use of technologies, such as mobile devices and "cloud"-based service offerings and the dependence on the internet and computer systems to perform necessary business functions, the fund's service providers are susceptible to operational and information or cybersecurity risks that could result in losses to the fund and its shareholders. Intentional cybersecurity breaches include unauthorized access to systems, networks, or devices (such as through "hacking" activity or "phishing"); infection from computer viruses or other malicious software code; and attacks that shut down, disable, slow, or otherwise disrupt operations, business processes, or website access or functionality. Cyber-attacks can also be carried out in a manner that does not require gaining unauthorized access, such as causing denial-of-service attacks on the service providers' systems or websites rendering them unavailable to intended users or via "ransomware" that renders the systems inoperable until appropriate actions are taken. In addition, unintentional incidents can occur, such as the inadvertent release of confidential information (possibly resulting in the violation of applicable privacy laws).

A cybersecurity breach could result in the loss or theft of customer data or funds, loss or theft of proprietary information or corporate data, physical damage to a computer or network system, or costs associated with system repairs. Such incidents could cause a fund, the advisor, a manager, or other service providers to incur regulatory penalties, reputational damage, additional compliance costs, litigation costs or financial loss. In addition, such incidents could affect issuers in which a fund invests, and thereby cause the fund's investments to lose value.

Cyber-events have the potential to materially affect the fund and the advisor's relationships with accounts, shareholders, clients, customers, employees, products, and service providers. The fund has established risk management systems reasonably designed to seek to reduce the risks associated with cyber-events. There is no guarantee that the fund will be able to prevent or mitigate the impact of any or all cyber-events.

The fund is exposed to operational risk arising from a number of factors, including, but not limited to, human error, processing and communication errors, errors of the fund's service providers, counterparties, or other third parties, failed or inadequate processes and technology or system failures.

In addition, other disruptive events, including (but not limited to) natural disasters and public health crises may adversely affect the fund's ability to conduct business, in particular if the fund's employees or the employees of its service providers are unable or unwilling to perform their responsibilities as a result of any such event. Even if the fund's employees and the employees of its service providers are able to work remotely, those remote work arrangements could result in the fund's business operations being less efficient than under normal circumstances, could lead to delays in its processing of transactions, and could increase the risk of cyber-events.

### **Potential Consequences of Regular Repurchase Offers**

The fund's repurchase offer policy may have the effect of decreasing the size of the fund over time from what it otherwise would have been absent significant new investments in the fund. It may also force the fund to sell assets it would not otherwise sell and/or to maintain increased amounts of cash or liquid investments at times. It may also reduce the investment opportunities available to the fund and cause its expense ratio to increase. In addition, because of the limited market for private securities held by the fund, the fund may be forced to sell its liquid securities in order to meet cash requirements for repurchases. This may have the effect of substantially increasing the fund's ratio of relatively more illiquid securities to relatively more liquid securities for the remaining investors. It is not the intention of the fund to do this; however, it may occur.

### **Tax Risk**

To qualify for the special tax treatment available to regulated investment companies, the fund must: (i) derive at least 90% of its annual gross income from certain kinds of investment income; (ii) meet certain asset diversification requirements at the end of each quarter; and (iii) distribute in each taxable year at least the sum of 90% of its net investment income (including net interest income and net short term capital gain and 90% of its net exempt interest income). If the fund fails to meet any of these requirements, subject to the opportunity to cure such failures under applicable provisions of the Code, the fund will be subject to U.S. federal income tax at regular corporate rates on its taxable income, including its net capital gain, even if such income were distributed to Shareholders. All distributions by the fund from earnings and profits, including distributions of net capital gain (if any), would be taxable to the Shareholders as ordinary income. To the extent designated by the fund, such distributions generally would be eligible (i) to be treated as qualified dividend income in the case of individual and other non-corporate Shareholders and (ii) for the dividends received deduction in the case of corporate Shareholders, provided that in each case the Shareholder meets applicable holding period requirements. In addition, in order to requalify for taxation as a regulated investment company, the fund might be required to recognize unrealized gain, pay substantial taxes and interest, and make certain distributions. See "Federal Income Tax Matters."

The tax treatment and characterization of the fund's distributions may vary significantly from time to time due to the nature of the fund's investments. The ultimate tax characterization of the fund's distributions in a calendar year may not finally be determined until after the end of that calendar year. The

fund may make distributions during a calendar year that exceed the fund's net investment income and net realized capital gain for that year. In such a situation, the amount by which the fund's total distributions exceed net investment income and net realized capital gain generally would be treated as a return of capital up to the amount of the Shareholder's tax basis in his or her Shares, with any amounts exceeding such basis treated as gain from the sale of his or her Shares. The fund's income distributions that qualify for favorable tax treatment may be affected by the IRS's interpretations of the Code and future changes in tax laws and regulations. See "Federal Income Tax Matters."

No assurance can be given as to what percentage of the distributions paid on Shares, if any, will consist of long-term capital gain or what the tax rates on various types of income will be in future years. See "Federal Income Tax Matters."

To qualify as a RIC for any taxable year, the fund must, among other things, satisfy a gross income test for such taxable year. Specifically, at least 90% of the fund's gross income for such taxable year must consist of dividends; interest; payments with respect to certain securities loans; gains from the sale or other disposition of stock, securities or foreign currencies; other income (including, but not limited to, gains from options, futures or forward contracts) derived with respect to its business of investing in such stock, securities or currencies; and net income derived from interests in "qualified publicly traded partnerships" (such income, "Qualifying RIC Income"). Income from certain Asset-Based Lending Investments will not be Qualifying RIC Income. In order to avoid receiving non-qualifying income from such investments, the fund may invest in those Asset-Based Lending Investments indirectly through one or more subsidiaries organized outside of the United States (each, a "Non-US Subsidiary"). A Non-US Subsidiary will be treated as a controlled foreign corporation (a "CFC"), and the fund will be a "United States shareholder" thereof. As a result, the fund will be required to include in its gross income each taxable year all of a Non-US Subsidiary's "subpart F income" and its "GILTI" income. It is expected that much of each Non-US Subsidiary's income will be "subpart F income." If a Non-US Subsidiary realizes a net loss, that loss generally will not be available to offset the fund's income. The fund's inclusion of a Non-US Subsidiary's "subpart F income" in its gross income will increase the fund's tax basis in its shares of the Non-US Subsidiary. Distributions by a Non-US Subsidiary to the fund will not be taxable to the extent of its previously undistributed "subpart F income" and will reduce the fund's tax basis in those shares.

Although income from the Asset-Based Lending Investments held by a Non-US Subsidiary would not be Qualifying RIC Income if received directly by the fund, the Code provides that a RIC's "subpart F income" inclusions will be treated as Qualifying RIC Income if the CFC distributes such income to the RIC during the year of inclusion. Further, the IRS has issued Regulations providing that the annual net profit, if any, realized by a Non-US Subsidiary in which the fund invests as part of its business of investing in stock or securities and included in the fund's income under the subpart F rules will constitute "qualifying income" for purposes of remaining qualified as a RIC whether or not the included income is distributed by a Non-US Subsidiary to the fund.

For U.S. federal income tax purposes, a Non-US Subsidiary is treated as a corporation. A Non-US Subsidiary would be subject to U.S. federal income tax, at the 21% rate currently applicable to U.S. corporations, on its net income that is treated as "effectively connected" with the conduct of a trade or business in the United States ("effectively connected income"). In addition, a Non-US Subsidiary would be subject to a 30% U.S. branch profits tax in respect of its "dividend equivalent amount," as defined in Section 884 of the Code, attributable to effectively connected income. The fund expects that, in general, the activities of each Non-US Subsidiary will be conducted in a manner such that the Non-US Subsidiary will not be treated as engaged in the conduct of a U.S. trade or business. There can be no assurance, however, that a Non-US Subsidiary will not recognize any effectively connected income. The imposition of U.S. federal tax on a Non-US Subsidiary's effectively connected income could significantly reduce the fund's returns.

Income from certain Asset-Based Lending Investments will not be Qualifying RIC Income and, in some cases, income from those Asset-Based Lending Investments also would result in "effectively connected income" (as described above) if received by a Non-US Subsidiary. For that reason, certain Asset-Based Lending Investments may be held by the fund indirectly through one or more subsidiaries organized in the United States (each, a "Domestic Subsidiary"). A Domestic Subsidiary would be subject to U.S. federal income tax, at the 21% rate currently applicable to U.S. corporations, on its net income and gains, as well as any applicable state income tax. Dividends paid by a Domestic Subsidiary to the fund would be Qualifying RIC Income.

The RIC diversification requirements provide that not more than 25% of the value of the fund's total assets can be invested (x) in securities (other than U.S. government securities or securities of other RICs) of any one issuer or of two or more issuers that the fund controls and that are engaged in the same, similar or related trades or businesses. As a result, the fund's total investment in certain Non-US Subsidiaries and Domestic Subsidiaries that are engaged in the same, similar or related trades or businesses is limited to no more than 25% of the value of the fund's total assets.

### **Valuation Risk**

The Board has designated the Advisor as the valuation designee to perform fair value functions for the fund in accordance with the Advisor's valuation policies and procedures. In accordance with these policies and procedures, the Advisor values the fund's investments at fair value as determined in good faith when market quotations are not readily available or are deemed to be unreliable. Fair value pricing may require subjective determinations about the value of a security or other asset. As a result, there can be no assurance that fair value pricing will reflect actual market value, and it is possible that the fair value determined for a security or other asset will be materially different from quoted or published prices, from the prices used by others for the same security or other asset and/or from the value that actually could be or is realized upon the sale of that security or other asset. The Advisor, as valuation designee, is subject to Board oversight and reports to the Board information regarding the fair valuation process and related material matters.



## **Usury Limitations**

Interest charged on loans originated or acquired by the fund may be subject to state usury laws imposing maximum interest rates and penalties for violations, including restitution of excess interest and unenforceability of debt.

## **Risks Related to Healthcare Loans and Royalty-Backed Credit Investments**

### *Healthcare Product-Related Risk*

The ability of the fund to generate returns will depend in part on the success of the pharmaceutical, biotechnology, specialty and generic pharmaceuticals, medical devices and products, laboratory and diagnostics products (the “Products”) related to the fund’s investments. To the extent any risks described below adversely affect sales of Products, potential returns for Limited Partners will, in turn, be adversely affected.

### *Products Sales Risk*

Sales from Products may be lower than their historical levels or lower than the amounts projected due to pricing pressures, insufficient demand, product competition, lack of market acceptance, obsolescence, safety or efficacy issues, restrictions on distribution imposed or requested by regulatory authorities, narrowing of the approved indication(s) for use, additions of boxed warnings or other warnings or precautions to the labeling, manufacturing shortages, loss of patent protection or other factors.

### *Medical Withdrawal Risk*

After its regulatory approval and introduction into the market, a Product may still be subject to withdrawal from the market at the request or direction of the FDA or a foreign regulatory body. The manufacturer or marketer of a Product may voluntarily withdraw the Product from the market for medical, technical, regulatory, commercial or other reasons. There can be no assurance that a Product will not be withdrawn.

### *Medical Product Competition Risk*

The healthcare industry is highly competitive and rapidly evolving. Each Product is subject to competition from alternative products or procedures that are now available, or that may be developed or become available in the future. The Products face competition from (i) products currently on the market that are approved for other indications, but may be subsequently approved for the same indications as those of the Products, (ii) off-label use of products approved for other indications, (iii) the introduction of new products or procedures, and/or (iv) improvements to existing products. Any of these changes may cause a Product to become more expensive than its competitors or less relevant as a therapeutic alternative, thereby decreasing the value of (and in some instances, rendering worthless) the expected revenue stream on that Product. In addition, a change of law could permit importation into the countries for which the fund is entitled to royalties for Product sales (the “Protected Countries”) of Products for which the fund may not be entitled to royalties, which would reduce the sales of royalty bearing Products.

Licensees of the Products (“Licensees”) are responsible for the development, production, marketing and sale of the Products. The sale of the Products and the Licensees’ ability to maintain their competitive positions are related to the success of the Licensees’ respective marketing efforts. These efforts rely, in part, on the strength and reputation of a Product’s brand name, the capabilities of the Licensee’s sales force, and underlying trademarks, trade names and related intellectual property. A Licensee’s activities both in marketing the Products and in protecting its intellectual property may be outside the control of the fund. A Licensee’s failure either to market the Products actively or to diligently protect its intellectual property rights could reduce its competitive position. Other factors affecting the market position of the Products include their effectiveness, side effect profile, price and third-party insurance reimbursement policies.

### *Independent Medical Licensees*

Revenue received by the fund is expected to include royalties paid by the Licensees or, in the case of bonds or other securities collateralized by royalties, payments supported by royalties paid by the Licensees. These Licensees are not owned by or affiliated with the fund and some of these Licensees may have interests that are different from the fund’s interests. These Licensees may be motivated to maximize income by allocating resources to other products and, in the future, may decide to focus less attention on the Products. There can be no assurance that each of these parties has adequate resources and motivation to continue to produce, market and sell the Products. Aside from any limited audit rights relating to the activities of the Licensees that the fund may have in certain circumstances, the fund does not have oversight rights with respect to the Licensees’ operations. The fund also has limited information on the Licensees’ operations. While the fund may be able to receive certain information relating to sales of Products through the exercise of audit rights and review of royalty reports, if available, the fund will not have the right to review or receive other important information relating to Products, including the results of any studies conducted by the Licensees or others, or complaints from doctors or users of the Products, that the Licensees may have. The market performance of the Products, therefore, may be diminished by any number of factors relating to the Licensees that are beyond the fund’s control.

In addition, royalty payments are determined by the Licensees based on their reported sales. Each Licensee’s calculation of the royalty payments is subject to and dependent upon the adequacy and accuracy of its sales and accounting functions, and errors may occur from time to time in the calculations made by a Licensee. While the fund may have certain audit rights with respect to the calculations and sales data for the associated royalty

payments, such audit rights will be limited. In addition, such audits may occur many months following the fund's recognition of the royalty revenue, may require the fund to adjust its royalty revenues in later periods and may require expense on the part of the fund.

#### *Generic Medical Product Substitutes*

Although the Products are based upon patents and/or patent applications with exclusive rights and may have other types of exclusivity under relevant laws, a regulatory authority may, upon expiration of such exclusivities, authorize marketing by a third party for a generic substitute for a Product, in which case the Product would become subject to competition from such generic substitute. Generic substitutes are typically sold at significantly lower prices than branded products. Governmental and other pressures to reduce pharmaceutical costs, including from third-party payers such as health maintenance organizations and health insurers, could influence physicians or pharmacies to increasingly use generic substitutes for the Products.

#### *Potential Medical Product Liability Claims*

The manufacturers, developers or marketers of the Products could become subject to product liability claims. A successful product liability claim could adversely affect the amount of revenue generated by the fund. Although the fund believes that it will not bear responsibility in the event of a product liability claim against the company manufacturing, marketing and/or selling the underlying Products, there can be no assurance that such claims would not materially and adversely affect the fund.

#### *Patent and Other Intellectual Property Rights May Be Challenged and/or Otherwise Compromised*

The success of the fund's investments will frequently depend, at least in part, on the existence of valid and enforceable claims of issued patents and/or claims in pending patent applications in the United States and elsewhere throughout the world, and/or possibly on other forms of registered and/or unregistered intellectual property rights. For instance, in the case of royalty investments, the fund's right to receive payments will depend on the sales of Products covered by such intellectual property rights. In the case of credit investments in companies in the healthcare industry, these companies' performance and consequently the success of the fund's investments in these companies will similarly be dependent on these intellectual property rights. The patents, patent applications, and/or other intellectual property rights on which these royalty streams or other investments depend may be challenged, invalidated, rendered unenforceable or otherwise compromised. By way of example only, there can be no assurance that a third party will not assert ownership or other rights in or to any such patents, patent applications or other intellectual property, or that any patent applications on which royalty streams or other investments may depend will proceed to grant. Similarly, there can be no assurance that, in the context of a patent challenge or otherwise, evidence such as prior art references, will not be uncovered that could have an adverse effect on the scope, validity or enforceability of any of the patents or on the patentability of any of the patent applications on which the royalty streams or other investments depend. Any challenge or other compromise of the patents, patent applications or other intellectual property rights on which the royalty streams or other investments depend may adversely affect the performance of the fund.

#### *Challenges from the Licensees*

Challenges to patent rights on which the royalty streams, and possibly other investments, may depend may come from Licensees as well as third parties. Pursuant to the Supreme Court decision of *Medimmune v. Genentech*, 549 U.S. 118, 127 S. Ct. 764 (2007), a licensee need not terminate its license agreement before seeking a declaratory judgment in federal court that the underlying patent is invalid, unenforceable, or not infringed. Therefore, there can be no assurance that a Licensee paying royalties contributing to the royalty streams will not challenge patent rights on which those royalties are based.

#### *Medical Intellectual Property May be Infringed or Circumvented by Others*

There is a risk that third parties may use the patents, patent applications and/or other intellectual property rights on which the royalty streams and other investments depend without authorization from the licensor or in the case of royalty streams, without otherwise paying royalties to the licensor. There also is a risk that companies within the healthcare industry may develop or otherwise obtain intellectual property that potentially could reduce any competitive advantage afforded by the patents, patent applications and/or other intellectual property on which the royalty streams or other investments depend. The undetected or unremedied use of these intellectual rights by third parties, and/or the design-around or circumvention of these intellectual property rights, could adversely affect the payments that the fund would receive.

#### *Medical Trade Secrets*

The fund's right to receive payments in relation to royalty streams or other investments may depend, in part, on trade secrets, know-how and technology which are not protected by patents. This information is typically protected through confidentiality agreements with parties that have access to such information, such as collaborative partners, licensors, employees and consultants. Any of these parties may breach the agreements and disclose or use the confidential information, and third parties might learn of or use the information in some other lawful or unlawful way. Any such disclosure or use of the trade secrets, know-how or technology, whether lawful or unlawful, may adversely affect the payments that the fund would receive.

### *Foreign Jurisdiction Treatment of Medical Product Revenue Sources*

A significant portion of the royalty streams and other investments of the fund may relate to income generated from the manufacture, use or sale of the Products outside of the United States. The patents, patent applications and/or other intellectual property rights on which the royalty streams or other investments depend may not extend in each jurisdiction in which such Products are made, used or sold, and thus it may not be possible to prevent competitors from exploiting competing products in such markets. In addition, foreign jurisdictions have differing procedures and/or standards for prosecuting and/or maintaining patents, and may provide differing degrees of protection against the infringement or other unauthorized use of patents or other intellectual property. These variations among various international jurisdictions may affect the payments that the fund would receive.

### *The Fund Depends on Third Parties to Maintain, Enforce and Defend Patent Rights and Other Intellectual Property Rights on which the Fund's Right to Receive Payments May Depend*

While the value of the fund's investments, including royalty streams may be highly dependent on the prosecution, maintenance, defense and/or enforcement of the patents, patent applications and other intellectual property rights, in most, if not all cases, the fund has no ability to control these activities and must rely on the willingness and ability of the licensor or its designee to undertake these activities. It is anticipated that the licensor or its designee will be in the best position to prosecute, maintain, enforce and/or defend the underlying patent and other intellectual property rights and that the licensor or its designee will have the requisite business and financial motivation to do so. However, there can be no assurance that these third parties will seek to vigorously prosecute, maintain, enforce or defend such rights, or that their efforts to do so will be successful. Any failure to successfully prosecute, maintain, enforce or defend such rights could have a material adverse effect on the respective investment and on the fund. The fund may not have the ability to participate in patent or other proceedings brought by or against the licensor or its designee, and if it does, the fund could incur substantial litigation costs.

### *Changes in Intellectual Property Law*

Legislative, judicial and/or regulatory changes could occur during the term of the fund with respect to intellectual property matters that may adversely affect its ability to derive income from the royalty streams and other investments. By way of example only, in the United States, patent reform legislation is pending, that among other things, potentially could create additional risks with respect to validity and/or enforceability of patents.

### *Infringement of Third Party Patents and Other Intellectual Property Rights*

The commercial success of the Products depends, in part, on avoiding infringement of the intellectual property rights of others. Third party issued patents or patent applications, trademarks, copyright, designs or other intellectual property rights claiming subject matter used to manufacture, market, sell and/or use the Products could exist. There can be no assurance that a license would be available for such subject matter if such infringement were to exist or, if offered, would be offered on reasonable and/or commercially feasible terms. Without such a license, it may be possible for third parties to assert infringement or other intellectual property claims against a Licensee based on such patents or other intellectual property rights. For instance, in the case of royalty streams, an adverse outcome in infringement proceedings could subject the Licensee to significant liabilities to third parties, require disputed rights to be licensed from third parties or require the Licensee to cease or modify its manufacturing, marketing, distribution, sale and/or use of the Products, thereby reducing the royalty streams.

### *Finite Terms and Other Contractual Matters*

Rights to receive payments in respect of royalty streams typically have limited terms that are generally not subject to extension. Following the termination or expiration of the licensed intellectual property rights, or the termination or expiration of the license or contractual right to receive payments under any agreement pursuant to which the fund has the right to receive payments, the fund may not receive any further revenue related to the relevant Product, even if the Product continues to be sold. There also is a risk that disputes may arise with respect to the license agreements pertaining to the patents, patent applications and/or other intellectual property rights on which the royalty streams depend that adversely affect the fund's right or ability to collect payments.

### *Product Development Risks*

Though it is not the primary focus of the fund, the fund may in certain circumstances acquire some interests in Products undergoing development or clinical trials that have not yet received marketing approval by any regulatory authority. There can be no assurance that the FDA or other regulatory authorities will approve or clear such Products, or that such Products will be brought to market in a timely manner or at all. The research, development, preclinical and clinical trials, manufacturing, labeling, and marketing related to a health care company's products are subject to an extensive regulatory approval process by regulatory agencies. The process for obtaining required regulatory approvals, including the required preclinical and clinical testing, is very lengthy, costly, and uncertain. There can be no guarantee that, even after such time and expenditures, a company will be able to obtain the necessary regulatory approvals for clinical testing or for the manufacturing or marketing of any products or that the approved labeling will be sufficient for favorable marketing and promotional activities. If a company is unable to obtain these approvals in a timely fashion, or if after approval for marketing, a product is later shown to be ineffective or to have unacceptable side effects not discovered during testing, the company may experience significant adverse effects, which in turn could negatively affect the performance of the fund.

### *Manufacturing and Supply Risk*

Pharmaceutical products are manufactured in specialized facilities that, in major markets, require the approval of, and are subject to ongoing regulation by, regulatory agencies. For example, in the United States, Europe, and Japan (among other countries), drug product manufacturers must achieve and maintain compliance with current Good Manufacturing Practices (“GMPs”) set forth in national regulations and harmonized guidelines developed through the International Conference on Harmonization (“ICH”). To the extent these manufacturing standards are not met, manufacturing facilities may be closed or the production of applicable Products may be interrupted until such time as any deficiencies noted by such agencies are remedied. Any such closure or interruption may interrupt, for an indefinite period of time, the manufacture and distribution of a Product.

In addition, manufacturers of such Products may rely on third parties for aspects of the manufacturing process, including packaging of the Products or supplying bulk raw material used in the manufacture of the Products. Licensees generally rely on a small number of key, highly specialized suppliers, manufacturers and packagers. Any interruptions, however minimal, in the operation of these facilities could have a material adverse effect on Product sales.

### *Medical Enforcement Risk*

Marketed medical products are subject to extensive postmarketing requirements, including laws and regulations related to advertising and promotion, safety surveillance and reporting, and price reporting. Failure to comply with these requirements could result in a range of enforcement actions that could have a material adverse effect on Product sales, including investigations, administrative penalties, judicial oversight, and potentially even market withdrawal.

### *Uncertainty Related to Healthcare Reimbursement and Reform Measures*

In both the U.S. and foreign markets, sales of a health care company's products and its success depend in part on the availability of reimbursement from third-party payors, including government health administration authorities (such as Medicare or Medicaid in the United States), private health insurers, and other health management organizations. The revenues and profitability of life sciences companies may be affected by the continuing efforts of governmental and other payors to contain or reduce the costs of healthcare. Payors are increasingly challenging the prices charged for medical products and services that they reimburse. If the Products of the companies the fund invests in are determined to not meet the criteria for coverage or reimbursement, these organizations may not reimburse the Products or may at lower levels. Significant uncertainty exists as to the reimbursement status of newly approved products. There can be no assurance that a company's proposed product will be considered cost-effective or that adequate third-party reimbursement will be available to enable a company to maintain price levels sufficient to realize an appropriate return on its investment in product development.

In addition, changes in government legislation or regulation, changes in formulary or compendia listings, or changes in payors' policies may reduce reimbursement of such products. If reimbursement is reduced or is not available for a Product, sales would diminish and decrease cash flows available to satisfy royalty payment obligations, thereby harming the fund's revenue. In addition, macroeconomic factors may affect the ability of patients to pay for Products by, for example, diminishing the income patients have to pay out-of-pocket costs and/or obtain sufficient health insurance coverage.

## **Risks Related to Transportation Investments**

### *The Fund's Aviation Investment Strategy Depends on the Continual Leasing and Remarketing of Aircrafts and Aircraft Engines*

The fund's ability to lease and remarket its aircrafts or aircraft engines will depend on general market and competitive conditions at the time the initial leases are entered into and expire. If the fund is not able to lease or remarket an aircraft or aircraft engine or to do so on favorable terms, it may be required to attempt to sell the aircraft or aircraft engine to provide funds for debt service obligations or other expenses. The fund's ability to lease, remarket or sell the aircraft or aircraft engine on favorable terms or without significant off-lease time and costs could be negatively affected by depressed conditions in the commercial aviation industry, airline bankruptcies, the effects of terrorism, war, natural disasters and/or epidemic diseases on airline passenger traffic trends, declines in the values of aircrafts and aircraft engines, and various other general market and competitive conditions and factors which are outside of the fund's control. If the fund is unable to lease and remarket its aircraft or aircraft engine on favorable terms, the fund may incur substantial losses.

### *The Fund Could Incur Significant Costs Resulting from Aviation Lease Defaults*

If the fund is required to repossess an aircraft or aircraft engine after a lessee default, it may incur significant costs. Those costs likely would include legal and other expenses associated with court or other governmental proceedings, particularly if the lessee is contesting the proceedings or is in bankruptcy. In addition, during any such proceedings the relevant aircraft or aircraft engine would likely not be generating revenue. The fund could also incur substantial maintenance, refurbishment or repair costs if a defaulting lessee fails to pay such costs and where such maintenance, refurbishment or repairs are necessary to put the aircraft or aircraft engine in suitable condition for remarketing or sale. The fund may also incur storage costs associated with any aircraft or aircraft engine that the fund repossesses and is unable to place immediately with another lessee.

It may also be necessary to pay off liens, taxes and other governmental charges on the aircraft or aircraft engine to obtain clear possession and to remarket the aircraft or aircraft engine effectively, including, in some cases, liens that the lessor might have incurred in connection with the operation of its other aircrafts or aircraft engines. The fund could also incur other costs in connection with the physical possession of the aircraft or aircraft engine.

The fund may suffer other negative consequences as a result of a lessee default, the related termination of the lease and the repossession of the related aircraft or aircraft engine. It is likely that its rights upon a lessee default will vary significantly depending upon the jurisdiction and the applicable law, including the need to obtain a court order for repossession of the aircraft or aircraft engine and/or consents for deregistration or export of the aircraft or aircraft engine. It is expected that when a defaulting lessee is in bankruptcy, protective administration, insolvency or similar proceedings, additional limitations may apply. Certain jurisdictions give rights to the trustee in bankruptcy or a similar officer to assume or reject the lease or to assign it to a third party, or entitle the lessee or another third party to retain possession of the aircraft or aircraft engine without paying lease rentals or performing all or some of the obligations under the relevant lease.

If the fund repossesses an aircraft or aircraft engine, the fund may not necessarily be able to export or deregister and profitably redeploy the aircraft or aircraft engine. For instance, where a lessee or other operator flies only domestic routes in the jurisdiction in which the aircraft or aircraft engine is registered, repossession may be more difficult, especially if the jurisdiction permits the lessee or the other operator to resist deregistration. The fund may also incur significant costs in retrieving or recreating records required for registration of the aircraft or aircraft engine, and in obtaining the Certificate of Airworthiness for an aircraft or aircraft engine. If, upon a lessee default, the fund incurs significant costs in connection with repossessing its aircraft or aircraft engine, is delayed in repossessing its aircraft or aircraft engine or is unable to obtain possession of its aircraft or aircraft engine as a result of lessee defaults, the fund may incur substantial losses.

#### *The Fund May Experience Abnormally High Maintenance or Obsolescence Issues with Its Aircraft or Aircraft Engine*

Aircrafts and aircraft engines are long-lived assets, requiring long lead times to develop and manufacture, with particular types and models becoming obsolete or less in demand over time when newer, more advanced aircrafts or aircraft engines are manufactured. The fund's aircrafts and aircraft engines have exposure to obsolescence, particularly if unanticipated events occur which shorten the life cycle of such aircraft or aircraft engine types. These events include but are not limited to government regulation, technological innovations or changes in airline customers' preferences. These events may shorten the life cycle for aircraft or aircraft engine types in the fund's fleet and, accordingly, may negatively impact lease rates or result in losses.

Further, variable expenses like fuel, crew or aging aircraft or aircraft engine corrosion control or modification programs and airworthiness directives could make the operation of older aircraft more costly to the fund's lessees and may result in increased lessee defaults. The fund may also incur some of these increased maintenance expenses and regulatory costs upon acquisition or remarketing of its aircraft or aircraft engine. Any of these expenses or costs may cause the fund to incur substantial losses.

#### *The Value of the Aircrafts or Aircraft Engines the Fund Will Acquire and the Market Rates for Leases Could Decline*

Aircraft or aircraft engine values and market rates for leases have from time to time experienced sharp decreases due to a number of factors including, but not limited to, decreases in passenger demand, increases in fuel costs, government regulation and increases in interest rates. Operating leases place the risk of realization of residual values on aircraft or aircraft engine lessors because only a portion of the equipment's value is covered by contractual cash flows at lease inception. In addition to factors linked to the commercial aviation industry generally, many other factors may affect the value of the aircraft or aircraft engine that the fund acquires and market rates for leases, including:

- the particular maintenance, operating history and documentary records of the aircraft or aircraft engine;
- the number of operators using that type of aircraft or aircraft engine;
- aircraft or aircraft engine age;
- the regulatory authority under which the aircraft or aircraft engine is operated;
- any renegotiation of an existing lease on less favorable terms;
- the negotiability of clear title free from mechanics' liens and encumbrances;
- any regulatory and legal requirements that must be satisfied before the aircraft or aircraft engine can be purchased, sold or re-leased;
- compatibility of aircraft or aircraft engine configurations or specifications with other aircrafts or aircraft engines owned by operators of that type;
- comparative value based on newly manufactured competitive aircrafts or aircraft engines; and
- the availability of spare parts.

Any decrease in the value of aircrafts or aircraft engines that the fund acquires and market rates for leases, which may result from the above factors or other unanticipated factors, could cause the fund to incur substantial losses.

### *Liability Risk as Lessor*

Section 44112 of Title 49 of the United States Code (“Section 44112”) provides that lessors of aircrafts or aircraft engines generally will not be liable for any personal injury or death, or damage to or loss of property (collectively, for purposes of this section, “Losses”); *provided* that such lessor is not in actual possession or control of the equipment at the time of such Loss. Under common law, the owner of an aircraft or aircraft engine may be held liable for injuries or damage to passengers or property, and such damage awards can be substantial. Because certain case law interpreting Section 44112 provides that lessors of aircrafts or aircraft engines may be liable for Losses, there can be no assurance that the provisions of Section 44112 would fully protect the lessor and the fund from all liabilities in connection with any Losses that may be caused by any aircraft or aircraft engine it owns. Therefore, each lessee typically will be required to indemnify the fund for, or insure the fund against, such claims by third parties. Nonetheless, in the event that Section 44112 does not apply in a particular action, there is the possibility that the lessee might not have the financial resources or insurance to fulfill its indemnity obligations. It should be noted, however, that this description is limited to U.S. law, and to the extent that the law in foreign jurisdictions is applicable (e.g., in a jurisdiction where an accident occurs), different rules may apply. For example, certain foreign jurisdictions may impose strict liability upon an owner of an aircraft or an aircraft engine. Such liability may apply with respect to claims of passengers, employees or third parties for death, injury and/or damages to public or private property (including consequences of terrorist attacks) or environmental damages. Operators and airlines may be unable or unwilling to indemnify the fund, resulting in losses to the fund.

### *Risks of Aircraft or Aircraft Engine Lease Receivables, Enhanced Equipment Trust Certificates, Aircraft Engine Mortgages and other Aviation-Related Asset-Backed Securities that Seek to Monetize Leases or Mortgages*

The fund may invest in airline/aircraft or aircraft engine assets, which may include aircraft or aircraft engine lease receivables (“ALRs”). ALRs are asset-backed securities that are generally structured as pass-through trusts. The aircraft or aircraft engine is sold to the trust which leases it to the airline companies. Unlike receivables backed by loans or interest rates, however, ALRs may entail a higher risk because of the nature of the underlying assets, which are expensive to maintain and operate and are difficult to sell. Moreover, aircrafts and aircraft engines are subject to many laws in different jurisdictions, and the repossession of the aircraft or aircraft engine from lessees may be difficult and costly.

In addition, the fund may invest in enhanced equipment trust certificates (“EETCs”). Although any entity may issue EETCs, to date, U.S. airlines are the primary issuers. An airline EETC is an obligation secured by the aircrafts or aircraft engines as collateral. EETCs may be less liquid than other investments.

Furthermore, the fund may invest in aviation-related asset-backed securities that seek to monetize leases or mortgages. Aircraft and aircraft engine mortgage monetization notes and aircraft and aircraft engine lease monetization notes are asset-backed securities that represent interests in pools of aircraft and aircraft engine mortgages or operating leases, respectively, on various aircraft and aircraft engine types of airlines located throughout the world. Holders of such securities bear various risks, including, among other things, lease rates and residual values, increased fuel costs, credit, technological, legal, regulatory, terrorism and geopolitical risks. Uncertainty and instability in certain countries in which airlines are located could have a material adverse effect on such securities as well. Additionally, with respect to lease monetization notes, portfolio management and the remarketing and re-leasing of aircrafts and aircraft engines upon lease expiration or default is typically the responsibility of a designated servicer. No assurance can be given that the aircraft or aircraft engine will be re-leased after the expiration of the initial term, or if re-leased, on the same terms or on more favorable terms. Further, the value of aircraft or aircraft engine mortgage monetization notes and aircraft and aircraft engine lease monetization notes are affected by changes in the market’s perception of the asset backing the security and the creditworthiness of the servicing agent for the collateral pool, the originator of the financial obligations or the financial institution providing any credit enhancement, as well as by the expiration or removal of any credit enhancement. Finally, aircrafts and aircraft engines are subject to many laws in different jurisdictions, and the repossession of aircrafts and aircraft engines from lessees or borrowers may be difficult and costly.

Investments by the fund in single aircraft or aircraft engine mortgages on the secondary market will be subject to similar risks as investments in aircraft and aircraft engine mortgage monetization notes. However, such investments may not have the benefit of diversification across a wider range of aircraft and aircraft engine assets and airlines or credit enhancement as may be the case with aircraft and aircraft engine mortgage monetization notes.

### *Airline Regulation*

The airline industry is subject to regulation in the United States by, among others, the U.S. Department of Transportation and the U.S. Federal Aviation Administration (“FAA”) and outside the U.S. by additional agencies.

### *Failure to Obtain Certain Required Licenses and Approvals*

Airlines are subject to extensive regulation under the laws of the jurisdictions in which they are registered and in which they operate. As a result, the fund expects that certain aspects of its leases will require licenses, consents or approvals, including consents from governmental or regulatory authorities for certain payments under its leases and for the import, export or deregistration of the aircraft or aircraft engine. Subsequent changes in applicable law or administrative practice may increase such requirements and governmental consent, once given, could be withdrawn. Furthermore, consents needed in connection with the future remarketing or sale of an aircraft or aircraft engine may not be forthcoming. Any of these events could negatively affect the fund’s ability to remarket or sell aircrafts or aircraft engines which may cause the fund to incur substantial losses.



### *Effects of the Aviation Security Act*

The U.S. Aviation and Transportation Security Act (the "Aviation Security Act"), among other things, subjects substantially all aspects of U.S. civil aviation security to federal oversight and mandates enhanced security measures, including: (i) improved flight deck security; (ii) deployment of federal air marshals on flights; (iii) improved security of airport perimeter access; (iv) airline crew security training; (v) augmented security screening of passengers, baggage, cargo, mail, employees and vendors; (vi) improved training and qualifications of security screening personnel; (vii) additional provision of passenger data to U.S. Customs and Border Protection; and (viii) more detailed background checks on passengers and airline and airport personnel. The implementation of the requirement that all checked baggage be screened by explosives detection systems has resulted, and may continue to result, in significant equipment acquisitions by the government and changes to baggage processing facilities and procedures. The changes mandated by the Aviation Security Act have increased costs for airlines providing service in the U.S., and have resulted in delays and disruptions to air travel, which have adversely affected, and may to continue to adversely affect, the aviation industry in general. It is expected that the Aviation Security Act will continue to impose additional costs on the airlines and may adversely impact the performance of the fund.

### *Effect of Airworthiness Directives and Operating Restrictions*

The maintenance and operation of aircraft and aircraft engines are strictly regulated by the FAA in the U.S. and similar governmental authorities in foreign jurisdictions. These rules and regulations govern such matters as certification, registration, inspection, operation and maintenance procedures, personnel certification and record keeping. Periodically, the FAA issues airworthiness directives requiring changes to aircraft or aircraft engine maintenance programs and procedures. Such airworthiness directives are issued from time to time with respect to aircraft and aircraft engines to ensure that they remain airworthy and safe. Future regulatory changes may also increase the cost of operating and/or maintaining aircraft and aircraft engines, which may adversely affect their residual value and the profitability of the fund, as can the failure of a lessee to comply with the maintenance provisions as set forth in its lease. The cost of compliance with such requirements may be significant.

### *Environmental Regulations May Negatively Affect the Airline Industry*

Governmental regulations regarding aircraft and aircraft engine noise and emissions levels apply based on where the relevant aircraft or aircraft engine is registered and operated. For example, jurisdictions throughout the world have adopted noise regulations which require all aircrafts and aircraft engines to comply with noise level standards. In addition to the current requirements, the United States and the International Civil Aviation Organization (the "ICAO"), have specific standards for noise levels which applies to engines manufactured or certified on or after January 1, 2006. Currently, U.S. regulations would not require any phase-out of aircrafts or aircraft engines that qualified with the older standards applicable to engines manufactured or certified prior to January 1, 2006, but the European Union has established a framework for the imposition of operating limitations on aircrafts and aircraft engines that do not comply with the new standards and has incorporated aviation-related emissions into the European Union's Emission Trading Scheme beginning in 2013. These regulations could limit the economic life of the aircraft and aircraft engines, reduce their value, limit the fund's ability to lease or sell the non-compliant aircraft and aircraft engines or, if engine modifications are permitted, require the fund to make significant additional investments in the aircraft and aircraft engines to make them compliant.

In addition to more stringent noise restrictions, the United States and other jurisdictions are beginning to impose more stringent limits on nitrogen oxide, carbon monoxide and carbon dioxide emissions from engines, consistent with current ICAO standards. These limits generally apply only to engines manufactured after 1999. Because aircraft engines are replaced from time to time in the normal course, it is likely that the number of such engines would increase over time. The ICAO is developing a global scheme based on market-based measures to limit CO<sub>2</sub> emissions from international aviation to be implementing by 2020. Concerns over global warming could result in more stringent limitations on the operation of aircraft powered by older, noncompliant engines, as well as newer engines.

European countries generally have relatively strict environmental regulations that can restrict operational flexibility and decrease aircraft and aircraft engine productivity. The European Union's Emissions Trading Scheme requires that all of the emissions associated with international flights that land or take off within the European Union are subject to the trading program, even those emissions that are emitted outside of the European Union. The United Kingdom doubled its air passenger duties, in recognition of the environmental costs of air travel and similar measures may be implemented in other jurisdictions as a result of environmental concerns.

These regulations could limit the economic life of the aircraft and aircraft engines, reduce their value, limit the fund's ability to lease or sell the compliance aircraft and aircraft engines or, if engine modifications are permitted, require the fund to make significant additional investments in the aircraft and aircraft engines to make them compliant, which could cause the fund to incur substantial losses. Further, compliance with current or future regulations, taxes or duties imposed to deal with environmental concerns could cause lessees to incur higher costs and to generate lower net revenues, resulting in a negative impact on their financial conditions. Consequently, such compliance may affect lessees' ability to make rental and other lease payments and reduce the value the fund receives for the aircraft or aircraft engine upon any disposition, which could cause the fund to incur substantial losses.



### *Cyclical Nature of the Maritime Sector*

The maritime sector is cyclical, with volatility in charter rates, profitability and vessel values. Future demand for vessels will be dependent upon continued economic growth in numerous international economies, and will be influenced by seasonal and regional changes in demand and changes in the capacity of the world's shipping fleets. A decline in demand for commodities or other products transported in ships or an increase in the supply of such vessels could materially adversely affect the fund's investments. Historically, demand for vessels has generally been influenced by factors including global and regional economic conditions, developments in international trade, changes in seaborne and other transportation patterns, such as port congestion and canal closures, currency exchange rates, armed conflict and terrorist activities including piracy, political developments, and sanctions, embargoes and strikes. Additionally, supply of vessels has generally been influenced by factors including the number of expected new building vessel deliveries, the scrapping rate of older vessels, access to traditional debt to finance the construction of new vessels, changes in environmental or other regulations that may limit the useful life of certain vessels.

In addition to the prevailing and anticipated freight rates, factors that affect the rate of newbuilding, scrapping and laying-up include new building prices, secondhand vessel values in relation to scrap prices, costs of fuel supplies and other operating costs, costs associated with classification society surveys, normal maintenance and insurance coverage, the efficiency and age profile of the existing fleet in the market and government and industry regulation of maritime transportation practices, particularly environmental protection laws and regulations. These factors influencing the supply of and demand for shipping capacity are outside of the fund's control, and the Subadvisor may not be able to correctly assess the nature, timing and degree of changes in industry conditions.

### *Maritime Risks*

The operation of an ocean-going vessel carries inherent risks. These risks include, among others, the possibility of marine disaster, piracy, environmental accidents, grounding, fire, explosions and collisions, cargo and property losses or damage, business interruptions caused by mechanical failure, human error, war, terrorism, political action in various countries, labor strikes or adverse weather conditions and work stoppages or other labor problems with crew members serving on vessels including crew strikes and/or boycotts.

Such occurrences could result in death or injury to persons, loss of property or environmental damage, delays in the delivery of cargo, loss of revenues from or termination of charter contracts, governmental fines, penalties or restrictions on conducting business, higher insurance rates and damage to counterparties' reputation and customer relationships generally.

### *International Operations Risks*

The maritime sector is an inherently risky business involving global operations. A counterparty's vessels will be at risk of damage or loss because of events such as mechanical failure, collision, human error, war, terrorism, piracy, cargo loss and bad weather. All these hazards can result in death or injury to persons, increased costs, loss of revenues, loss or damage to property (including cargo), environmental damage, higher insurance rates, damage to the counterparty's customer relationships, harm to its reputation as a safe and reliable operator and delay or rerouting. In addition, changing economic, regulatory and political conditions in some countries, including political and military conflicts, have from time to time resulted in attacks on vessels, mining of waterways, piracy, terrorism, labor strikes and boycotts. These sorts of events could interfere with shipping routes and result in market disruptions which could have a material adverse effect on the fund's financial condition, cash flows and ability to pay distributions.

### *Maritime Claims*

Maritime claimants may seek to arrest a vessel owned or held by a counterparty and used as security for an investment by the fund. Crew members, suppliers of goods and services to a vessel and other parties may be entitled to maritime liens against that vessel for unsatisfied debts, claims or damages, which liens may be senior to the fund's investment in the capital structure of a counterparty. In many jurisdictions, a maritime lien holder may enforce its lien by arresting or attaching a vessel and commencing foreclosure proceedings. The arrest or attachment of one or more of the vessels of a counterparty could result in a significant loss of earnings for the related off-hire period. In addition, in some jurisdictions, under the "sister ship" theory of liability, a claimant may arrest both the vessel that is subject to the claimant's maritime lien and any "associated" vessel, which is any vessel owned or controlled by the same owner. In countries with "sister ship" liability laws, claims might be asserted against a counterparty or any of its vessels for liabilities of other vessels that it owns. The arrest or attachment of one or more vessels could have an adverse impact on the performance of the fund.

### **Risks Related to Equipment Investments**

The fund may invest in equipment loans or finance leases. Finance leases are equipment leases which, due to the terms of the lease, constitute loans with the lessee being the legal owner of the underlying equipment and the lessor being the secured party. Equipment loans and finance leases are debt obligations secured by equipment owned and used by the borrower or lessee (as applicable). The fund may also invest in equipment where the fund is the owner of the relevant equipment and the lease is considered an operating lease rather than a financing lease. Investments in equipment loans, finance leases and operating leases have the following principal risks:

- Credit risk;
- Interest rate risk;

- Structural and legal risks;
- Casualty losses and insurance risks;
- Changes in supply and demand;
- Decreases in equipment values;
- Lessee and/or borrower defaults;
- Negative developments in the economy that impact the lessee/borrower;
- Business interruption caused by mechanical failure, human error or force majeure events;
- Failure to obtain required licenses and approvals to operate equipment or underlying business;
- Liability risk as owner of equipment;
- Technological innovation rendering equipment obsolescence; and
- Remarketing risk.

## **Risks Related to Commercial Real Estate and Residential Real Estate Investments**

### *Investments in Real Estate Investments and Real Estate Debt Generally*

The fund seeks to originate and acquire loans secured by commercial or residential real estate. Any deterioration of real estate fundamentals generally could negatively impact the fund's performance by making it more difficult for borrowers to satisfy their debt payment obligations, increasing the default risk applicable to borrowers and making it relatively more difficult for the fund to meet its investment objective. Real estate investments are subject to various risks, including: (i) economic and market fluctuations; (ii) changes in environmental, zoning and other laws; (iii) casualty or condemnation losses; (iv) regulatory limitations on rents; (v) decreases in property values; (vi) changes in the appeal of properties to tenants; (vii) tenant defaults; (viii) changes in supply and demand; (ix) energy supply shortages; (x) various uninsured or uninsurable risks; (xi) natural disasters; (xii) changes in government regulations (such as rent control); (xiii) changes in the availability of debt financing and/or mortgage funds which may render the sale or refinancing of properties difficult or impracticable; (xiv) increased mortgage defaults; (xv) increases in borrowing rates; and (xvi) negative developments in the economy that depress travel activity, demand and real estate values generally.

Debt investments are subject to credit and interest rate risks.

### *Risks Associated with Commercial Real Estate Loans*

Loans on commercial real estate properties generally lack standardized terms, which may complicate their structure and increase due diligence costs. Commercial real estate properties tend to be unique and are more difficult to value than residential properties. Commercial real estate loans also tend to have shorter maturities than residential mortgage loans and are generally not fully amortizing, which means that they may have a significant principal balance or "balloon" payment due on maturity. Loans with a balloon payment involve a greater risk to a lender than fully amortizing loans because the ability of a borrower to make a balloon payment typically will depend upon its ability either to fully refinance the loan or to sell the collateral property at a price sufficient to permit the borrower to make the balloon payment. The ability of a borrower to effect a refinancing or sale will be affected by a number of factors, including the value of the property, mortgage rates at the time of sale or refinancing, the borrower's equity in the property, the financial condition and operating history of the property and the borrower, tax laws, prevailing economic conditions and the availability of credit for loans secured by the specific type of property.

Investing in commercial real estate loans is subject to cyclicity and other uncertainties. The cyclicity and leverage associated with commercial real estate loans also have historically resulted in periods, including significant periods, of adverse performance, including performance that may be materially more adverse than the performance associated with other investments. Commercial real estate loans generally are non-recourse to borrowers. Commercial real estate loans are subject to the effects of: (i) the ability of tenants to make lease payments; (ii) the ability of a property to attract and retain tenants, which may in turn be affected by local conditions, such as an oversupply of space or a reduction in demand for rental space in the area, the attractiveness of properties to tenants, competition from other available space and the ability of the owner to pay leasing commissions, provide adequate maintenance and insurance, pay tenant improvement costs and make other tenant concessions; (iii) the failure or insolvency of tenant businesses; (iv) interest rate levels and the availability of credit to refinance such loans at or prior to maturity; (v) compliance with regulatory requirements and applicable laws, including environmental controls and regulations and (vi) increased operating costs, including energy costs and real estate taxes. Also, there may be costs and delays involved in enforcing rights of a property owner against tenants in default under the terms of leases with respect to commercial properties and such tenants may seek the protection of the bankruptcy laws, which can result in termination of lease contracts. If the properties securing the loans do not generate sufficient income to meet operating expenses, debt service, capital expenditure and tenant improvements, the obligors under the loans may be unable to make payments of principal and interest in a timely fashion. Income from and values of properties are also affected by such factors as the quality of the property manager, applicable laws, including tax laws, interest rate levels, the availability of financing for owners and tenants and the impact of and costs of compliance with environmental controls and regulations.

### *Risks Associated with Residential Mortgage Loans*

The fund may invest in loans secured by residential real estate, including potentially mortgages made to borrowers with lower credit scores. Accordingly, such mortgage loans may be more sensitive to economic factors that could affect the ability of borrowers to pay their obligations under the mortgage loans. A decline or an extended flattening of home prices and appraisal values may result in increases in delinquencies and losses on residential mortgage loans, particularly with respect to second homes and investor properties and with respect to any residential mortgage loan where the aggregate loan amount (including any subordinate liens) is close to or greater than the related property value.

Another factor that may result in higher delinquency rates is the increase in monthly payments on adjustable-rate mortgage loans. Borrowers with adjustable payment mortgage loans will be exposed to increased monthly payments when the related mortgage interest rate adjusts upward from the initial fixed rate or a low introductory rate, as applicable, to the rate computed in accordance with the applicable index and margin.

Certain residential mortgage loans may be structured with negative amortization features. Negative amortization arises when the mortgage payment in respect of a loan is smaller than the interest due on such loan. On any such mortgage loans, if the required minimum monthly payments are less than the interest accrued on the loan, the interest shortfall is added to the principal balance, causing the loan balance to increase rather than decrease over time. Because the related mortgagors may be required to make a larger single payment upon maturity, the default risk associated with such mortgage loans may be greater than that associated with fully amortizing mortgage loans.

### *Risks Associated with Mezzanine Investments*

The fund may invest in mezzanine debt which has significant leverage ranking ahead of the fund's investment. While the Subadvisor anticipates that the fund's investment will usually benefit from the same or similar financial and other covenants as those enjoyed by the leverage ranking ahead of the fund's investment, and will usually benefit from cross-default provisions, some or all of such terms may not be part of particular investments. The Subadvisor anticipates that the fund's usual security for its mezzanine investments will be pledges of ownership interests, directly and/or indirectly, in a property-owning entity, and in some cases the fund may not have a mortgage or other direct security interest in the underlying real estate assets. Moreover, it is likely that the fund will be restricted in the exercise of its rights in respect of its mezzanine investments by the terms of subordination agreements between it and the debt or other securities ranking ahead of the mezzanine capital. Accordingly, the fund may not be able to take the steps necessary to protect its mezzanine investments in a timely manner or at all and there can be no assurance that the rate of return objectives of the fund or any particular investment will be achieved. To protect its original investment and to gain greater control over the underlying assets, the fund may need to elect to purchase the interest of a senior creditor or take an equity interest in the underlying assets, which may require additional investment by the fund.

### *Risks Associated With B-notes and Preferred Equity Interests*

The fund may hold B-notes and preferred equity interests, each of which are subordinate or otherwise junior in a borrower's capital structure and involve privately negotiated structures. To the extent the fund holds subordinated debt or mezzanine tranches of a borrower's capital structure or preferred equity interests, such investments and the fund's remedies with respect thereto, including the ability to foreclose on any collateral securing such investments, will be subject to the rights of holders of more senior tranches in the borrower's capital structure and, to the extent applicable, contractual intercreditor and/or participation agreement provisions, which will expose the fund to greater risk of loss.

As the terms of such loans and investments are subject to contractual relationships among lenders, co-lending agents and others, they can vary significantly in their structural characteristics and other risks. For example, the rights of holders of B-notes to control the process following a borrower default may vary from transaction to transaction. Further, B-notes typically are secured by a single property and accordingly reflect the risks associated with significant concentration.

### *Risks Associated with Construction Loans*

The fund may invest in mortgage loans used to finance the cost of construction or rehabilitation of a property, including ground up construction. Such construction lending may expose the fund to increased lending risks. Construction loans generally expose a lender to greater risk of nonpayment and loss than permanent commercial mortgage loans because repayment of the loans often depends on the borrower's ability to secure permanent "takeout" financing, which requires the successful completion of construction and stabilization of the project, or operation of the property with an income stream sufficient to meet operating expenses, including debt service on such replacement financing. For construction loans, increased risks include the accuracy of the estimate of the property's value at completion of construction and the estimated cost of construction—all of which may be affected by unanticipated construction delays and cost overruns. Construction delays and cost overruns may result from increasing costs or shortages of skilled labor and/or framing, concrete, steel and other building materials, environmental damage, delays in obtaining the requisite approvals, permits, licenses or certifications from the relevant authorities, legal actions, work stoppages, operational issues relating to construction, budget overruns and lack of financing. Construction loans typically involve an expectation that the borrower's sponsors will contribute sufficient equity funds in order to keep the loan "in balance," and the sponsors' failure or inability to meet this obligation could also result in delays in construction or an inability to complete construction. Construction loans also expose the lender to additional risks of contractor nonperformance, or borrower disputes with contractors resulting in mechanic's or materialmen's liens on the property and possible further delay in construction.

In addition, as the lender under a construction loan, the fund may be obligated to fund all or a significant portion of the loan at one or more future dates. The fund may not have the funds available at such future date(s) to meet its funding obligations under the loan. In that event, the fund would likely be in breach of the loan unless it is able to acquire the funds from alternative sources, which it may not be able to achieve on favorable terms or at all. Furthermore, construction loans may have multiple lenders and if another lender fails to fund its obligations, the fund could be faced with the choice of either funding for that defaulting lender or suffering a delay or protracted interruption in the progress of construction.

## **Risks Related to Consumer-Related Asset-Backed Securities**

### ***Asset-Backed Securities.***

#### ***See Asset-Backed Securities below.***

### ***Consumer Finance Industry Regulatory Environment***

The fund may be subject to a wide variety of laws and regulations in the jurisdictions where it operates in respect of its consumer finance activities, including supervision and licensing by numerous governmental entities. These laws and regulations may create significant constraints on the fund's consumer finance investments and result in significant costs related to compliance. Failure to comply with these laws and regulations could impair the ability of the fund to continue to make such investments and result in substantial civil and criminal penalties, monetary damages, attorneys' fees and costs, possible revocation of licenses, and damage to reputation, brand and customer relationships.

The Dodd-Frank Act imposes significant regulatory oversight on the financial industry and grants the Consumer Financial Protection Bureau, or the CFPB, extensive rulemaking and enforcement authority, all of which may substantially impact the fund's consumer finance investments.

The fund may also invest in other consumer debt and specialty finance markets, including, but not limited to, credit card receivables, asset-backed regulatory relief transactions, litigation finance, royalty transactions, equipment (e.g., renewable energy, construction, information technology, medical, logistics) and insurance-linked contracts.

### ***Noncompliance with Consumer Financial Protection Laws***

If certain consumer loan contracts do not comply with U.S. federal and state consumer financial protection laws, the servicer may be prevented from or delayed in collecting the loan contract. Also, some of these laws may provide that the assignee of a consumer contract (such as the issuing entity) is liable to the obligor for any failure of the contract to comply with these laws. This could result in delays in payment or losses on such loan contracts.

## **Risks Associated with Corporate Asset-Based Credit**

The fund may invest in asset-based corporate credit secured by real estate, equipment, receivables, inventory and intellectual property rights. A fundamental risk associated with the fund's investments in asset-based corporate credit is that the companies in whose debt the fund invests will be unable to make regular payments (e.g., principal and interest payments) when due, or at all, or otherwise fail to perform. A number of factors may impact the failure of such companies to make payments on their loans, such as, among other factors, (i) an adverse development in their business, (ii) an economic downturn, (iii) poor performance by their management teams, (iv) legal, tax or regulatory changes, (v) a change in the competitive environment, or (vi) a force majeure event. The companies may be operating at a loss or have significant variations in operating results, or may otherwise be experiencing financial distress even when the Subadvisor expects them to remain stable. Additionally, the companies may require substantial additional capital to support their operations or to maintain their competitive position and as a result of that may become highly leveraged.

For further information, see "Asset-Backed Securities" below.

## **Risks Related to Liquid Securitized Credit**

### **Risks Associated with Corporate Asset-Based Credit**

For the risks of investing in asset-back securities, see "Asset-Backed Securities" below.

### ***Commercial Mortgage-Backed Securities***

Collateral underlying CMBS generally consists of mortgage loans secured by income producing property, such as regional malls, other retail space, office buildings, industrial or warehouse properties, hotels, rental apartments, nursing homes, senior living centers and self-storage properties. The fund may invest directly in CMBS. Performance of a commercial mortgage loan depends primarily on the net income generated by the underlying mortgaged property. The market value of a commercial property similarly depends on its income-generating ability. As a result, income generation will affect both the likelihood of default and the severity of losses with respect to a commercial mortgage loan. Any decrease in income or value of the commercial real estate underlying an issue of CMBS could result in cash flow delays and losses on the related issue of CMBS.

Most commercial mortgage loans underlying CMBS are effectively non-recourse obligations of the borrower, meaning that there is no recourse against the borrower's assets other than the collateral. If borrowers are not able or willing to refinance or dispose of encumbered property to pay the principal and interest owed on such mortgage loans, payments on the subordinated classes of the related CMBS are likely to be adversely affected. The ultimate

extent of the loss, if any, to the subordinated classes of CMBS may only be determined after a negotiated discounted settlement, restructuring or sale of the mortgage note, or the foreclosure (or deed in lieu of foreclosure) of the mortgage encumbering the property and subsequent liquidation of the property. Foreclosure can be costly and delayed by litigation and/or bankruptcy. Factors such as the property's location, the legal status of title to the property, its physical condition and financial performance, environmental risks and governmental disclosure requirements with respect to the condition of the property may make a third party unwilling to purchase the property at a foreclosure sale or to pay a price sufficient to satisfy the obligations with respect to the related CMBS. Revenues from the assets underlying such CMBS may be retained by the borrower and the return on investment may be used to make payments to others, maintain insurance coverage, pay taxes or pay maintenance costs. Such diverted revenue is generally not recoverable without a court appointed receiver to control collateral cash flow. The owner of CMBS does not have a contractual relationship with the borrowers of the underlying commercial mortgage loans. The CMBS holder typically has no right directly to enforce compliance by the borrowers with the terms of the loan agreement, nor any rights of set-off against the borrower, nor will it have the right to object to certain changes to the underlying loan agreements, nor to move directly against the collateral supporting the related loans.

At any one time, a portfolio of CMBS may be backed by commercial mortgage loans with disproportionately large aggregate principal amounts secured by properties in only a few states or regions. As a result, the commercial mortgage loans may be more susceptible to geographic risks relating to such areas, such as adverse economic conditions, adverse events affecting industries located in such areas and natural hazards affecting such areas, than would be the case for a pool of mortgage loans having more diverse property locations.

#### *Residential Mortgage-Backed Securities*

Holders of RMBS bear various risks, including credit, market, interest rate, structural and legal risks. RMBS represent interests in pools of residential mortgage loans secured by one to four family residential mortgage loans. Residential mortgage loans may be prepaid at any time. Residential mortgage loans are obligations of the borrowers thereunder only and are not typically insured or guaranteed by any other person or entity, although such loans may be securitized by government agencies and the securities issued may be guaranteed. The rate of defaults and losses on residential mortgage loans will be affected by a number of factors, including general economic conditions and those in the geographic area where the related mortgaged property or properties are located, the terms of the loan, the borrower's "equity" in the mortgaged property or properties and the financial circumstances of the borrower. If a residential mortgage loan is in default, foreclosure of such residential mortgage loan may be a lengthy and difficult process, and may involve significant expenses. Furthermore, the market for defaulted residential mortgage loans or foreclosed single-family properties may be very limited.

At any one time, a portfolio of RMBS may be backed by residential mortgage loans with disproportionately large aggregate principal amounts secured by properties in only a few states or regions. As a result, the residential mortgage loans may be more susceptible to geographic risks relating to such areas, such as adverse economic conditions, adverse events affecting industries located in such areas and natural hazards affecting such areas, than would be the case for a pool of mortgage loans having more diverse property locations.

Prepayments on the underlying residential mortgage loans in an issue of RMBS will be influenced by the prepayment provisions of the related mortgage notes and may also be affected by a variety of economic, geographic and other factors, including the difference between the interest rates on the underlying residential mortgage loans (giving consideration to the cost of refinancing) and prevailing mortgage rates and the availability of refinancing. RMBS are particularly susceptible to prepayment risks as they generally do not contain prepayment penalties and a reduction in interest rates will increase the prepayments on the RMBS, resulting in a reduction in yield to maturity for holders of such securities.

#### *Risks Associated With "B-pieces"*

The fund may invest in, or, in the event the fund finances its assets through securitization transactions, it may retain, so-called "B-pieces", representing the most subordinated tranches issued by a CMBS, RMBS or other securitization. Although CMBS and RMBS generally have the benefit of first ranking security (or other exclusive priority rights) over any collateral, the timing and manner of the disposition of such collateral will be controlled by the related servicers, and in certain cases, may be controlled by or subject to consultation rights of holders of more senior classes of securities outstanding or by an operating advisor appointed to protect the interests of such senior classes. There can be no assurance that the proceeds of any sale of collateral or other realization on collateral will be adequate to repay the fund's investment in full, or at all. In addition, "B-pieces" generally receive principal distributions only after more senior classes of CMBS and RMBS have been paid in full, and receive interest distributions only after the interest distributions then due to more senior classes have been paid. As a result, investors in "B-pieces" will generally bear the effects of losses and shortfalls on the underlying loans and unreimbursed expenses of the CMBS or RMBS issuer before the holders of other classes of CMBS or RMBS with a higher payment priority, with the concomitant potential for a higher risk of loss for such "B-pieces." In addition, the prioritization of payments of principal to senior classes may cause the repayment of principal of such "B-pieces" to be delayed and/or reduced. Generally, all principal payments received on the mortgage loans will be first allocated to more senior classes of CMBS or RMBS, in each case, until their respective principal balances are reduced to zero, before principal is allocated to the "B-pieces" of CMBS or RMBS. Therefore, "B-pieces" may not receive any principal for a substantial period of time. In addition, generally "B-pieces" will be subject to the allocation of "appraisal reductions" which will restrict their ability to receive any advances of interest that might otherwise be made by the related servicer.



Generally, a shortfall in payment to investors in “B-pieces” of CMBS or RMBS will not result in a default being declared or the restructuring or unwinding of the transaction. To the extent that “B-pieces” represent a small percentage of the CMBS or RMBS issued in relation to the underlying collateral, a small loss in the value of such collateral may result in a substantial loss for the holders of such “B-pieces” and may impact the performance of the fund.

### *CLOs*

The fund’s investments in CLOs and other structured vehicles will be frequently subordinate in right of payment to other securities sold by the applicable CLO or other structured vehicle and will not be readily marketable. Depending upon the default rate on the collateral of the CLO and other structured vehicles, the fund may incur substantial losses on its investments. In addition, when the fund sells securities or assets held by it to a CLO and other structured vehicle, the fund may not receive any residual interest in such CLO and other structured vehicle so that any profits that the fund might have recognized on such securities or assets will no longer inure to the benefit of the fund.

The market value of CLOs and other structured vehicles will generally fluctuate with, among other things, the financial condition of the obligors on the underlying debt obligations or, with respect to synthetic securities, of the obligors on or issuers of the reference obligations, general economic conditions, the condition of certain financial markets, political events, developments or trends in any particular industry and changes in prevailing interest rates. The performance of CLOs and other structured vehicles will be adversely affected by macroeconomic factors, including the following: (i) general economic conditions affecting capital markets and participants therein; (ii) the economic downturns and uncertainties affecting economies and capital markets worldwide; (iii) concerns about financial performance, accounting and other issues relating to various publicly traded companies; and (iv) recent and proposed changes in accounting and reporting standards and bankruptcy legislation. In addition, interest payments on CLOs and other structured vehicles (other than the most senior tranche or tranches of a given issue) are generally subject to deferral. If distributions on the collateral underlying a CLO and other structured vehicle security are insufficient to make payments on the CLOs and other structured vehicles, no other assets will be available for payment of the deficiency and following realization of the underlying assets, the obligations of the CLO or other structured vehicle issuer to pay such deficiency will be extinguished. CLOs and other structured vehicles (particularly the subordinated interests) may provide that, to the extent funds are not available to pay interest, such interest will be deferred or paid “in kind” and added to the outstanding principal balance of the related security. Generally, the failure by the issuer of a CLO or other structured vehicles security to pay interest in cash does not constitute an event of default as long as a more senior class of securities of such issuer is outstanding and the holders of the securities that have failed to pay interest in cash (including the fund) will not have available to them any associated default remedies.

### *CMOs*

The fund may invest in mortgage-backed securities called CMOs. CMOs are issued in separate classes with different stated maturities. As the mortgage pool experiences prepayments, the pool pays off investors in classes with shorter maturities first. By investing in CMOs, the fund may manage the prepayment risk of mortgage-backed securities. However, prepayments may cause the actual maturity of a CMO to be substantially shorter than its stated maturity.

### **Asset-Backed Securities**

The investment characteristics of ABS differ from traditional debt securities. Among the major differences are that interest and principal payments are made more frequently, usually monthly, and that the principal may be prepaid at any time because the underlying loans or other assets generally may be prepaid at any time. The risk of each ABS depends both on the underlying assets and the legal structure of such security. Primarily, these securities do not have the benefit of the same security interest in the related collateral (e.g., automobile loans or leases, student loans or other consumer loans). There is a possibility that recoveries on repossessed collateral may not, in some cases, be available to support payments on these securities. Further, unlike traditional debt securities, which may pay a fixed rate of interest until maturity when the entire principal amount comes due, payments on certain ABS include both interest and a partial payment of principal. This partial payment of principal may be composed of a scheduled principal payment as well as an unscheduled payment from the voluntary prepayment, refinancing or foreclosure of the underlying collateral. As a result of these unscheduled payments of principal, or prepayments on the underlying collateral, the price and yield of ABS can be adversely affected.

The risk of investing in ABS is ultimately dependent upon payment of loans or leases by the debtor. The collateral supporting ABS is of shorter maturity than mortgage loans and is less likely to experience substantial prepayments. As with mortgage-backed securities, ABS are often backed by a pool of assets representing the obligations of a number of different parties and use credit enhancement techniques such as letters of credit, guarantees or preference rights. The value of an ABS is affected by changes in the market’s perception of the asset backing the security and the creditworthiness of the servicing agent for the collateral pool, the originator of the financial obligations or the financial institution providing any credit enhancement, as well as by the expiration or removal of any credit enhancement.

### *Residual Interests*

The fund may make substantial investments in unsecured equity tranches and equivalent junior subordinate securities of structured finance vehicles. Such residuals will represent subordinated interests in the relevant structured finance vehicle only and are not secured by any assets of such structured finance vehicle. Residuals will be subordinated to all other securities of the structured finance vehicle and all other amounts due under the priority of payments set forth in the operative documents of such structured finance vehicle. As such, the greatest risk of loss relating to defaults in the collateral

or asset portfolio of the structured finance vehicle is borne by the residuals. The fund, therefore, as holder of the residuals, will rank behind all of the creditors, whether secured or unsecured and known or unknown, of the structured finance vehicle.

The investment in residuals will expose the fund to the highly leveraged investments in the collateral securing the other obligations of, and securities issued by, the structured finance vehicle. Therefore, the market value of these investments would be anticipated to be significantly affected by, among other things, changes in the market value of the assets, changes in the distribution on the assets, defaults and recoveries on the assets, capital gains and losses on the assets, prepayment on assets and the availability, prices and interest rate of assets. Due to the leverage inherent in structured finance vehicle structures, changes in the value of the residuals could be greater than the changes in the values of the underlying collateral, the assets constituting which are subject to, among other things, credit and liquidity risk. Accordingly, "equity" or subordinated interests and note classes may not be paid in full and may be subject to total loss. Furthermore, the leveraged nature of each subordinated class may magnify the adverse impact on each such class of changes in the value of assets, changes in the distribution on the assets, defaults and recoveries on the assets, capital gains and losses on the assets, prepayment on assets and availability, price and interest rates of assets. Investors must consider with particular care the risks of leverage in residuals because, although the use of leverage creates an opportunity for substantial returns for the fund on the residuals, it increases substantially the likelihood that the fund could lose its entire investment in residuals if the pool of underlying collateral held by the relevant structured finance vehicle is adversely affected by market developments.

Investing in more senior securities issued by structured finance vehicles will involve similar risks, although the exposure of the fund to such risks will be in the context of a more senior position.

### **Risks Related to Credit Risk Transfers and Significant Risk Transfer Assets**

#### *Regulatory Capital Relief Investments*

Regulatory capital relief investments are credit risk transfers ("CRTs") or significant risk transfers ("SRTs"). These transactions enable a bank or other issuer to transfer the credit risk associated with a pool of underlying obligations (or "reference assets") to investors, such as the fund, in order to obtain regulatory capital relief, risk limit relief, and/or credit risk hedging with respect to the reference assets. Regulatory capital relief investments are often structured as credit-linked notes. The fund intends to invest in credit-linked notes issued by large multi-national North American and European banks. These credit-linked notes may reference a variety of bank balance sheets assets, including revolving credit facilities and term loans backed by large, medium and small enterprises, commercial real estate loans, auto loans, mortgages, equipment loans and leases, trade receivables and farm/agricultural loans, among others. The fund may also enter into regulatory capital relief trades with other financial institutions.

Under these transactions, a third-party investor (e.g., the fund), agrees to absorb losses on a designated loan portfolio in exchange for a protection payment, which for a credit-linked note would be structured as an interest coupon. The coupon is typically floating rate, with the coupon spread negotiated before closing based on the level of perceived credit protection the bank is receiving relative to the level of risk the investor is undertaking. By transferring the risk of credit losses from these assets away from a bank's balance sheet, the bank can reduce the amount of regulatory capital it is required to hold against the reference assets without having to take actions such as selling assets or raising equity capital.

Under any such trades into which the fund enters, the fund will be exposed to the credit risk of the underlying portfolio, and if the loans in the portfolio default – which may be more likely if there is a general deterioration in credit markets – the principal of the fund's credit-linked notes will be used to cover the losses. There may be a risk that the international regulatory framework for banks (known as 'Basel III') of the Bank for International Settlements, when fully implemented, may discourage such regulatory capital relief trades and/or may force banks to unwind some or all existing transactions. Most existing credit-linked note transactions can be unwound at the option of the issuer (typically a bank) to address changes in regulation, in which case the then-outstanding principal balance of an investor's credit-linked notes would be returned to the investor, net of amounts previously drawn to cover losses.

### **Risks Related to Specialty Finance**

#### *Litigation Finance*

The fund may extend a loan to a law firm secured by future fee proceeds from some or all of such firm's portfolio of litigation matters, or it may advance funds to a party in a lawsuit or their counsel in return for a share of litigation proceeds or other financial reward if the party is successful. Where a loan is secured by litigation proceeds, or where the recipient of financing is not obligated to make any payment unless and until litigation proceeds are actually received by the litigant or their counsel, the fund could suffer a complete loss of the capital invested if the matter fails to be resolved in the recipient's favor. Other risks the fund may face in connection with these financing activities include, without limitation: (i) losses from terminated or rejected settlements; (ii) predictive evaluations of the strength of cases, claims or settlements may turn out to be inaccurate; (iii) losses as a result of inability to collect, or timing uncertainty relating to collection on, judgments or awards; (iv) lack of control over decisions of lawyers acting pursuant to their professional duties in connection with formulating and implementing litigation strategies or otherwise; (v) expenses and uncertainties involving reliance on outside counsel and experts; (vi) changes in law, regulations or professional standards on such financing activities; (vii) poor case selection and case outcomes; (viii) timing or delays inherent to litigation; (ix) changes in counsel; (x) costs of litigation; (xi) inability of a defendant to pay a judgement or



settlement; (xii) general competition and industry-related risks; (xiii) conflicts of interest; and (xiv) issues associated with the treatment of these types of investments for tax purposes.

## Management of the Fund

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### The Board of Trustees

The Board has overall responsibility to oversee the business affairs of the fund, including the complete and exclusive authority to oversee and to establish policies regarding the management, conduct and operation of the fund's business. The Board exercises the same powers, authority and responsibilities on behalf of the fund as are customarily exercised by the board of trustees of a registered investment company organized as a corporation.

The Board oversees the management of the fund, including the services performed by the Advisor under the Advisory Agreement (defined below) and the Subadvisor under the Subadvisory Agreement (defined below). The name and business addresses of the Trustees and officers of the fund and their principal occupations and other affiliations are set forth under "Those Responsible for Management" in the SAI.

### The Advisor and the Subadvisor

The fund's investment adviser is John Hancock Investment Management LLC. The Advisor is an indirect principally owned subsidiary of John Hancock Life Insurance Company (U.S.A.), which in turn is a subsidiary of Manulife Financial Corporation. As of December 31, 2024, the Advisor had total assets under management of approximately \$165.2 billion.

The Advisor has engaged Marathon Asset Management, L.P. as a sub-adviser to the fund. The Subadvisor is a registered investment adviser with the SEC under the Advisers Act and is a Delaware limited partnership. The Subadvisor handles the fund's portfolio management activities, subject to oversight by the Advisor.

Marathon is a global credit manager formed in 1998 by Chairman & CEO Bruce Richards and CIO Louis Hanover. With offices in New York City, Miami, Los Angeles, London, and Luxembourg the firm has approximately 191 employees worldwide as of December 31, 2024. Marathon deploys capital in the public and private credit markets, corporate loans and bonds, emerging market debt and structured credit markets, including real estate and asset-based lending. The Subadvisor is located at One Bryant Park, 38th Floor, New York, NY 10036.

### Portfolio Management Information

The following individuals are jointly and primarily responsible for the day-to-day management of the fund's portfolio.

#### Ed Cong

*Portfolio Manager*  
Managed the fund since 2022  
Joined Marathon in 2006

#### Louis Hanover

*Co-Founder, Managing Partner and Chief Investment Officer*  
Managed the fund since 2022  
Co-Founded Marathon in 1998

#### Andrew Springer

*Senior Portfolio Manager*  
Managed the fund since 2022  
Joined Marathon in 2003

Included in the SAI is information regarding the individuals listed above, including the structure and method by which they are compensated, other accounts they manage, and their ownership of Shares in the fund.

### Advisory Agreement

Pursuant to the Advisory Agreement, the Advisor is responsible, subject to the supervision of the Board, for formulating a continuing investment program for the fund. The Advisory Agreement is terminable without penalty, on 60 days' prior written notice by the Board, by vote of a majority of the outstanding Shares of the fund, or by the Advisor. The Advisory Agreement has an initial term that expires two years after the fund has commenced investment operations. Thereafter, the Advisory Agreement will continue in effect from year to year if its continuance is approved annually by either the Board or the vote of a majority of the outstanding Shares of the fund, respectively, provided that, in either event, the continuance also is approved by a majority of the Independent Trustees by vote cast at a meeting called for the purpose of voting on such approval. The Advisory Agreement also provides that it will terminate automatically in the event of its "assignment" (as defined in the 1940 Act). The continuation of the Advisory Agreement was most recently approved by all Trustees on February 5, 2025.

The Advisor shall be entitled to receive from the fund as compensation for its services both a Management Fee and an Incentive Fee.

The Advisor shall be paid at the end of each calendar month a fee at the annual rate of 1.350% of the average monthly value of the Managed Assets of the fund (the "Management Fee"). The term "Managed Assets" means the total assets of the fund (including any assets attributable to any preferred shares that may be issued or to indebtedness), minus the fund's liabilities incurred in the normal course of operations other than liabilities relating to indebtedness.

The Incentive Fee is earned on Pre-Incentive Fee Net Investment Income, as defined below, attributable to each Share Class, and shall be calculated and accrued on a monthly basis while being determined and payable in arrears as of the end of each fiscal quarter.

Thus, the calculation of the Incentive Fee for each fiscal quarter is as follows:

- No Incentive Fee shall be payable in any fiscal quarter in which the Pre-Incentive Fee Net Investment Income attributable to the Class does not

exceed a quarterly return of 1.25% per quarter based on the Class's average beginning monthly net assets for the applicable quarterly payment period (calculated in accordance with US GAAP and gross of any accrued (but unpaid) performance fee if applicable during the payment period) (the "Quarterly Return"), or 5.00% annualized;

- All Pre-Incentive Fee Net Investment Income attributable to the Class (if any) that exceeds the Quarterly Return, but is less than or equal to 1.4286% of the average beginning monthly net assets of that Class (calculated in accordance with US GAAP and gross of any accrued (but unpaid) performance fee if applicable during the payment period) for the fiscal quarter (5.714% annualized), shall be payable to the Advisor; and
- For any fiscal quarter in which Pre-Incentive Fee Net Investment Income attributable to the Class exceeds 1.4286% of the Class's average beginning monthly net assets (calculated in accordance with US GAAP and gross of any accrued (but unpaid) performance fee if applicable during the payment period), the Incentive Fee with respect to that Class shall equal 12.5% of Pre-Incentive Fee Net Investment Income attributable to the Class.

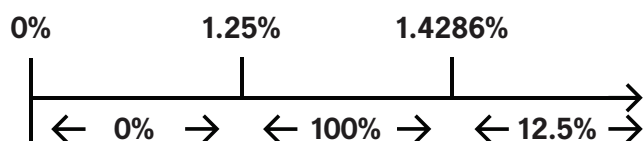
"Pre-Incentive Fee Net Investment Income," with respect to each Class, is defined as the Class's share of net investment income (allocated based on the net asset value of the Class relative to the fund as a whole), which will include investment income earned by the fund (i.e., interest income, dividend income, etc.) reduced by (1) fund-related investment expenses (i.e., interest and dividend expense, expenses related to the execution of the investment strategy) and (2) after subtracting any reimbursement made by the Advisor to the fund pursuant to any expense waiver or cap arrangement agreed to between the Advisor and the fund, any other fund expenses, determined in accordance with US GAAP prior to application of the Incentive Fee, except that such "other fund expenses" shall not include, without limitation, any payments under a Rule 12b-1 plan.

The following graphic highlights the operation of the Incentive Fee:

Quarterly Incentive Fee

Each Class's Pre-Incentive Fee Net Investment Income

(expressed as a percentage of such Class's average beginning monthly net asset value)



The Incentive Fee is accrued monthly and taken into account for the purpose of determining the fund's net asset value. Accordingly, the repurchase price received by a Shareholder whose Shares are repurchased in a tender offer will be based on a valuation that will reflect an Incentive Fee accrual, if any. The Incentive Fee presents certain risks that are not present in funds without an Incentive Fee.

The Advisory Agreement provides that, in the absence of willful misfeasance, bad faith, gross negligence or reckless disregard of its obligations to the fund, the Advisor and any trustee, officer, member or employee thereof, or any of their affiliates, executors, heirs, assigns, successors or other legal representatives, will not be liable to the fund, for any error of judgment, for any mistake of law or for any act or omission by such person in connection with the performance of services under the Advisory Agreement. The Advisory Agreement also provides for indemnification, to the fullest extent permitted by law, by the fund of the Advisor, or any Trustee, member, officer or employee thereof, and any of their affiliates, executors, heirs, assigns, successors or other legal representatives, against any liability or expense to which such person may be liable which arises in connection with the performance of services to the fund, as the case may be, provided that the liability or expense is not incurred by reason of the person's willful misfeasance, bad faith, gross negligence or reckless disregard of its obligations to the fund.

### The Sub-Advisory Agreement

The Advisor entered into a Subadvisory Agreement dated June 15, 2022, with the Subadvisor (the "Subadvisory Agreement"). Under the terms of the Subadvisory Agreement, the Subadvisor is responsible for managing the investment and reinvestment of the assets of the fund, subject to the supervision and control of the Board and the Advisor. For services rendered by the Subadvisor under the Subadvisory Agreement, the Advisor (and not the fund) pays the Subadvisor a fee. For the services rendered and the expenses assumed by the Subadvisor, the Advisor shall pay to the Subadvisor at the end of each calendar month a fee (the "Subadvisor Fee") at the annual rate of 0.625% of the average monthly value of the fund's Managed Assets. The Advisor shall also pay the Subadvisor the Incentive Fee, as set forth above.

The basis for the Board of Trustees' approval of the advisory fees, and of the Advisory Agreement overall, including the Subadvisory Agreement, is discussed in the fund's most recent Form N-CSRS filing for the period ended April 30, 2024.

### Service Agreement

Pursuant to the Service Agreement, the Advisor is responsible for providing, at the expense of the fund, certain financial, accounting and administrative services such as legal services, tax, accounting, valuation, financial reporting and performance, compliance and service oversight. Pursuant to the Service Agreement, the Advisor shall determine, subject to Board approval, the expenses to be reimbursed by the fund, including an overhead

allocation. The payments under the Service Agreement are not intended to provide a profit to the Advisor. Instead, the Advisor provides the services under the Service Agreement because it also provides advisory services under the Advisory Agreement. The reimbursement shall be paid monthly in arrears by the fund.

### **Distribution and Service Fee**

In connection with Class S Shares of the fund, the fund pays the Distributor or a designee a Distribution and Service Fee equal to 0.85% per annum of the aggregate value of the fund's Class S Shares outstanding and in connection with Class D Shares of the fund, the fund pays the Distributor or a designee a Distribution and Service Fee equal to 0.25% per annum of the aggregate value of the fund's Class D Shares outstanding, determined as of the last calendar day of each month (prior to any repurchases of Shares and prior to the Management Fee being calculated). The Distribution and Service Fee is payable monthly. The Distributor or designee may transfer or re-allow a portion of the Distribution and Service Fee to certain intermediaries. The Advisor also may pay a fee out of its own resources to intermediaries.

Pursuant to the conditions of an exemptive order issued by the SEC allowing the fund to issue multiple classes of Shares, the Distribution and Service Fee is paid pursuant to a plan adopted by the fund in compliance with the provisions of Rule 12b-1 under the 1940 Act (the "Class Plan"). The Distribution and Service Fee serves as a vehicle for the fund to pay the Distributor for payments it makes to intermediaries. The Distributor may pay all or a portion of the Distribution and Service Fee it receives to intermediaries. However, the portion of the 0.85% fee under the Class S Plan designated for regulatory purposes as service fees, for the provision of personal investor services as defined under applicable rules, will be deemed not to exceed 0.25% of the fund's net assets attributable to Class S Shares.

A portion of the Distribution and Services Fee may be paid for ongoing investor servicing. The types of investor services provided include, but are not limited to: advising Shareholders of the net asset value of their Shares; advising Shareholders with respect to making repurchases of Shares; providing information to Shareholders regarding general market conditions; providing Shareholders with copies of the fund's Prospectus (if requested), annual and interim reports, proxy solicitation materials, tender offer materials, privacy policies, and any other materials required under applicable law; handling inquiries from Shareholders regarding the fund, including but not limited to questions concerning their investments in the fund, Shareholder account balances, and reports and tax information provided by the fund; assisting in the enhancement of relations and communications between such Shareholders and the fund; assisting in the establishment and maintenance of such Shareholders' accounts with the fund; assisting in the maintenance of fund records containing Shareholder information, such as changes of address; providing such other information and liaison services as the fund may reasonably request; and other matters as they arise from time to time.

These arrangements may result in receipt by broker-dealers and their personnel (who themselves may receive all or a substantial part of the relevant payments) or registered investment advisers of compensation in excess of that which otherwise would have been paid in connection with servicing shareholders of a different investment fund. A prospective investor with questions regarding these arrangements may obtain additional detail by contacting the intermediary directly. Prospective investors also should be aware that these payments could create incentives on the part of an intermediary to view the fund more favorably relative to investment funds not making payments of this nature or making smaller payments. Such payments may be different for different intermediaries. The Advisor may pay from its own resources additional compensation to intermediaries in connection with sale of Shares or servicing of Shareholders.

Intermediaries may in addition charge a fee directly to investors for their services in conjunction with an investment in the fund and/or maintenance of investor accounts. Such a fee will be in addition to any fees charged or paid by the fund but will neither constitute an investment made by the investor in the fund nor form part of the assets of the fund. The payment of any such fees, and their impact on a particular investor's investment returns, would not be reflected in the returns of the fund. Shareholders should direct any questions regarding such fees to the relevant intermediary.

The fund is indirectly subject to a Financial Industry Regulatory Authority, Inc. ("FINRA") cap on compensation paid to FINRA member firms. The cap includes any placement agent fees and investor distribution and/or service fees.

The maximum compensation payable to all FINRA member firms (in the aggregate) participating in the fund's distribution will comply with FINRA Rule 2341.

Certain broker-dealers that distribute shares of the fund may impose limits on the total amount of distribution and servicing fees that they may receive with respect to Class D or Class S shares held by a shareholder of the fund. When these limits are reached, the broker-dealer may request that the Fund convert the Class D or Class S shares of the shareholder to an equivalent amount of Class I shares which does not pay distribution and service fees.

### **Distributions**

The fund intends to make quarterly distributions of net investment income, after payment of interest on outstanding borrowings, if any. The fund will distribute annually any net short-term capital gain and any net capital gain (which is the excess of net long-term capital gain over short-term capital loss). Distributions to Shareholders cannot be assured, and the amount of each quarterly distribution is likely to vary. It is possible, although not intended, that distributions could exceed net investment income and net short-term and long-term capital gain, resulting in a return of capital.

## Federal Income Tax Matters

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The following is a summary of certain U.S. federal income tax considerations relevant to the acquisition, holding and disposition of Shares by U.S. Shareholders. This summary is based upon existing U.S. federal income tax law, which is subject to change, possibly with retroactive effect. This summary does not discuss all aspects of U.S. federal income taxation that may be important to particular investors in light of their individual investment circumstances, including investors subject to special tax rules, such as U.S. financial institutions, insurance companies, broker-dealers, tax-exempt organizations, partnerships, Shareholders who are not United States persons (as defined in the Code), Shareholders liable for the alternative minimum tax, persons holding Shares through partnerships or other pass-through entities, or investors that have a functional currency other than the U.S. dollar, all of whom may be subject to tax rules that differ significantly from those summarized below. This summary assumes that investors have acquired Shares pursuant to this offering and will hold their Shares as “capital assets” (generally, property held for investment) for U.S. federal income tax purposes. Prospective Shareholders should consult their own tax advisors regarding the foreign and U.S. federal, state, and local income and other tax considerations that may be relevant to an investment in the fund.

In addition to the particular matters set forth in this section, tax-exempt entities should review carefully those sections of this Prospectus and the SAI regarding liquidity and other financial matters to ascertain whether the investment objective of the fund are consistent with their overall investment plans.

### Taxation of the Fund

The fund intends to elect to be treated and to qualify each year as a “regulated investment company” (“RIC”) under Subchapter M of the Code and to comply with applicable distribution requirements so that it generally will not pay U.S. federal income tax on income and capital gains distributed to Shareholders. In order to qualify as a RIC, which qualification the following discussion assumes, the fund must satisfy certain tests regarding the sources of its income and the diversification of its assets. If the fund qualifies as a RIC and, for each taxable year, it distributes to its Shareholders an amount equal to or exceeding the sum of (i) 90% of its “investment company taxable income” as that term is defined in the Code (which includes, among other things, dividends, taxable interest, and the excess of any net short-term capital gains over net long-term capital losses, as reduced by certain deductible expenses) without regard to the deduction for dividends paid and (ii) 90% of the excess of its gross tax-exempt interest, if any, over certain related expenses, the fund generally will be relieved of U.S. federal income tax on any income of the fund, including “net capital gains” (the excess of net long-term capital gain over net short-term capital loss), distributed to Shareholders. However, if the fund retains any investment company taxable income or net capital gain, it generally will be subject to U.S. federal income tax at regular corporate rates on the amount retained. The fund intends to distribute at least annually all or substantially all of its investment company taxable income, net tax-exempt interest, and net capital gain.

If the fund does not qualify as a RIC for any taxable year, the fund's taxable income will be subject to corporate income taxes, and all distributions from earnings and profits, including distributions of net capital gain (if any), will be taxable to the Shareholders as ordinary income. Such distributions generally would be eligible (i) to be treated as qualified dividend income (as described below) in the case of individual and other non-corporate Shareholders and (ii) for the dividends received deduction in the case of corporate Shareholders. In addition, in order to requalify for taxation as a regulated investment company, the fund might be required to recognize unrealized gains, pay substantial taxes and interest, and make certain distributions.

### Distributions to Shareholders

The fund contemplates declaring as dividends each year all or substantially all of its taxable income. In general, distributions will be taxable to Shareholders for federal, state and local income tax purposes to the extent of the fund's current and accumulated earnings and profits. Such distributions are taxable whether they are received in cash or reinvested in fund Shares. The fund expects that its dividend distributions will generally be taxable to Shareholders at ordinary income rates. The fund's distributions of its net capital gain will be taxable to individual Shareholders as long-term capital gain, regardless of the length of time the Shareholders have held their Shares. Distributions by the fund in excess of the fund's current and accumulated earnings and profits will be treated as a tax-free return of capital to the extent of (and in reduction of) the Shareholders' tax bases in their Shares and any such amount in excess of their bases will be treated as gain from the sale of Shares, as discussed below.

The fund does not currently expect that it will earn significant amounts of qualified dividend income and, therefore, does not anticipate that any significant portion of its distributions to individual Shareholders will qualify for lower tax rates applicable to qualified dividend income. Likewise, the fund does not anticipate that any significant portion of its dividends paid to Shareholders that are corporations will be eligible for the “dividends received” deduction.

Shareholders are generally taxed on any dividends from the fund in the year they are actually distributed. But dividends declared in October, November or December of a year, and paid in January of the following year, will generally be treated for federal income tax purposes as having been paid to Shareholders on the preceding December 31.

If the fund retains any net capital gains for a taxable year, the fund may designate the retained amount as undistributed capital gains in a notice to Shareholders who, if subject to U.S. federal income tax on long-term capital gains, (i) will be required to include in income for U.S. federal income tax purposes, as long-term capital gain, their proportionate shares of such undistributed amount, and (ii) will be entitled to credit their proportionate shares

of the tax paid by the fund on the undistributed amount against their U.S. federal income tax liabilities, if any, and to claim refunds to the extent the credit exceeds such liabilities.

An individual must pay a 3.8% tax on the lesser of (1) the individual's "net investment income," which generally includes net gains from the disposition of investment property, or (2) the excess of the individual's "modified adjusted gross income" over a threshold amount (\$250,000 for married persons filing jointly and \$200,000 for single taxpayers). This tax is in addition to any other taxes due on that income. A similar tax applies to estates and trusts. Shareholders should consult their own tax advisors regarding the effect, if any, this provision may have on their investments.

An investor should be aware that, if shares are purchased shortly before the record date for any taxable distribution (including a capital gain distribution), the purchase price likely will reflect the value of the distribution and the investor then would receive a taxable distribution that is likely to reduce the trading value of such Shares, in effect resulting in a taxable return of some of the purchase price.

An investor should also be aware that the benefits of the reduced tax rate applicable to long-term capital gains and qualified dividend income may be impacted by the application of the alternative minimum tax to individual Shareholders.

Shareholders who are not citizens or residents of the United States generally will be subject to a 30% U.S. federal withholding tax, or U.S. federal withholding tax at such lower rate as prescribed by applicable treaty, on dividends paid by the fund. Capital gain distributions, if any, are not subject to the 30% withholding tax. Exemptions from this withholding tax are also provided for dividends properly designated as interest related dividends or as short-term capital gain dividends paid by the fund with respect to its qualified net interest income or qualified short-term gain. Under legislation known as FATCA, a 30% U.S. withholding tax may apply to any U.S.-source "withholdable payments" made to a foreign entity unless the foreign entity enters into an agreement with either the Internal Revenue Service or a governmental authority in its own country, as applicable, to collect and provide substantial information regarding the entity's owners, including "specified United States persons" and "United States owned foreign entities," or otherwise demonstrates compliance with or exemption from FATCA. The term "withholdable payment" includes any payment of interest (even if the interest is otherwise exempt from the withholding rules described above) or dividends, in each case with respect to any U.S. investment. The withholding tax regime went into effect on July 1, 2014 with respect to U.S.-source income. Proposed regulations (having current effect) eliminate the application of the withholding tax that was scheduled to begin in 2019 with respect to U.S.-source investment sale proceeds. Foreign investors should consult their own tax advisers regarding the impact of FATCA on their investment in the fund.

The fund will inform its Shareholders of the source and status of each distribution made in a given calendar year after the close of such calendar year.

### **Gain from Repurchases of Shares**

The sale of Shares pursuant to a tender offer will be a taxable transaction for U.S. federal income tax purposes, either as a "sale or exchange," or under certain circumstances, as a "dividend." Under Code Section 302(b), a sale of Shares pursuant to a tender offer generally will be treated as a "sale or exchange" if the receipt of cash by the Shareholder: (a) results in a "complete termination" of the Shareholder's interest in the fund, (b) is "substantially disproportionate" with respect to the Shareholder, or (c) is "not essentially equivalent to a dividend" with respect to the Shareholder. In determining whether any of these tests has been met, Shares actually owned, as well as Shares considered to be owned by the Shareholder by reason of certain constructive ownership rules set forth in Section 318 of the Code, generally must be taken into account. If any of these three tests for "sale or exchange" treatment is met, a Shareholder will recognize gain or loss equal to the difference between the price paid by the fund for the Shares purchased in the tender offer and the Shareholder's adjusted basis in such Shares. If such Shares are held as a capital asset, the gain or loss will generally be capital gain or loss. The maximum tax rate applicable to net capital gains recognized by individuals and other non-corporate taxpayers is generally (i) the same as the applicable ordinary income rate for capital assets held for one year or less or (ii) either 15% or 20% for capital assets held for more than one year, depending on whether the individual's income exceeds certain threshold amounts.

If the requirements of Section 302(b) of the Code are not met, amounts received by a Shareholder who sells Shares pursuant to the Offer will be taxable to the Shareholder as a "dividend" to the extent of such Shareholder's allocable share of the fund's current or accumulated earnings and profits. To the extent that amounts received exceed such Shareholder's allocable share of the fund's current and accumulated earnings and profits, such excess will constitute a non-taxable return of capital (to the extent of the Shareholder's adjusted basis in its Shares), and any amounts in excess of the Shareholder's adjusted basis will constitute taxable capital gain. Any remaining adjusted basis in the Shares tendered to the fund will be transferred to any remaining Shares held by such Shareholder. In addition, if a tender of Shares is treated as a "dividend" to a tendering Shareholder, a constructive dividend under Section 305(c) of the Code may result to a non-tendering Shareholder whose proportionate interest in the earnings and assets of the fund has been increased by such tender.

Any payments (including constructive dividends) to a tendering Shareholder who is a nonresident alien individual, a foreign trust or estate or a foreign corporation that does not hold his, her or its Shares in connection with a trade or business conducted in the United States (a "Foreign Shareholder") that are treated as dividends for U.S. federal income tax purposes under the rules set forth above, will generally be subject to U.S. withholding tax at the rate of 30% (unless a reduced rate applies under an applicable tax treaty). A tendering Foreign Shareholder who realizes a capital gain on a tender of Shares will not be subject to U.S. federal income tax on such gain, unless the Shareholder is an individual who is physically present in the United States for 183 days or more and certain other conditions exist. Such persons are advised to consult their own tax adviser. Special rules may apply in the case of Foreign Shareholders (i) that are engaged in a U.S. trade or business, (ii) that are former citizens or residents of the U.S. or (iii) that have a special status



for U.S. federal tax purposes, such as “controlled foreign corporations,” corporations that accumulate earnings to avoid U.S. federal income tax, and certain foreign charitable organizations. Such persons are advised to consult their own tax adviser. Certain Foreign Shareholder entities may also be subject to withholding tax at the rate of 30% under FATCA unless they have provided the fund with a duly completed W-8BEN-E (or other applicable type of W-8) certifying their compliance with or exemption from FATCA.

The fund generally will be required to withhold tax at the rate of 24% (“backup withholding”) from any payment to a tendering Shareholder that is an individual (or certain other non-corporate persons) if the Shareholder fails to provide to the fund its correct taxpayer identification number or otherwise establish an exemption from the backup withholding tax rules. A Foreign Shareholder generally will be able to avoid backup withholding with respect to payments by the fund that are treated as made in exchange for tendered Shares only if it furnishes to the fund a duly completed Form W-8BEN (or other applicable type of W-8), signed under penalty of perjury, stating that it (1) is a nonresident alien individual or a foreign corporation, partnership, estate or trust, (2) has not been and does not plan to be present in the United States for a total of 183 days or more during the calendar year, and (3) is neither engaged, nor plans to be engaged during the year, in a United States trade or business that has effectively connected gains from transactions with a broker or barter exchange. Backup withholding is not an additional tax, and any amounts withheld may be credited against a Shareholder’s U.S. federal income tax liability.

Additionally, any loss realized on a disposition of Shares of the fund may be disallowed under “wash sale” rules to the extent the Shares disposed of are replaced with other Shares of the fund within a period of 61 days beginning 30 days before and ending 30 days after the Shares are disposed of, such as pursuant to a dividend reinvestment in Shares of the fund. If disallowed, the loss will be reflected in an upward adjustment to the basis of the Shares acquired.

## **UBTI**

Under current law, the fund generally serves to “block” (that is, prevent the attribution to Shareholders of) UBTI from being realized by tax-exempt Shareholders. Notwithstanding this “blocking” effect, a tax-exempt Shareholder of the fund could realize UBTI by virtue of its investment in the fund if Shares in the fund constitute debt-financed property in the hands of the tax-exempt Shareholder within the meaning of Code Section 514(b). A tax-exempt Shareholder also may recognize UBTI if the fund recognizes “excess inclusion income” derived from direct or indirect investments in residual interests in real estate mortgage investment conduits or equity interests in taxable mortgage pools.

## **Investments in a Non-US Subsidiary**

To qualify as a RIC for any taxable year, the fund must, among other things, satisfy a gross income test for such taxable year. Specifically, at least 90% of the fund’s gross income for such taxable year must consist of dividends; interest; payments with respect to certain securities loans; gains from the sale or other disposition of stock, securities or foreign currencies; other income (including, but not limited to, gains from options, futures or forward contracts) derived with respect to its business of investing in such stock, securities or currencies; and net income derived from interests in “qualified publicly traded partnerships” (such income, “Qualifying RIC Income”). Income from certain Asset-Based Lending Investments will not be Qualifying RIC Income. In order to avoid receiving non-qualifying income from such investments, the fund may invest in those Asset-Based Lending Investments indirectly through one or more Non-US Subsidiaries.

A Non-US Subsidiary will be treated as a controlled foreign corporation (a “CFC”), and the fund will be a “United States shareholder” thereof. As a result, the fund will be required to include in its gross income each taxable year all of a Non-US Subsidiary’s “subpart F income” and its “GILTI” income. It is expected that much of each Non-US Subsidiary’s income will be “subpart F income.” If a Non-US Subsidiary realizes a net loss, that loss generally will not be available to offset the fund’s income. The fund’s inclusion of a Non-US Subsidiary’s “subpart F income” in its gross income will increase the fund’s tax basis in its shares of the Non-US Subsidiary. Distributions by a Non-US Subsidiary to the fund will not be taxable to the extent of its previously undistributed “subpart F income” and will reduce the fund’s tax basis in those shares. A Non-U.S. Subsidiary may be subject to foreign withholding taxes or income taxes on income or gains attributable to Asset-Based Lending Investments held by such subsidiary.

Although income from the Asset-Based Lending Investments held by a Non-US Subsidiary would not be Qualifying RIC Income if received directly by the fund, the Code provides that a RIC’s “subpart F income” inclusions will be treated as Qualifying RIC Income if the CFC distributes such income to the RIC during the year of inclusion. Further, the IRS has issued Regulations providing that the annual net profit, if any, realized by a Non-US Subsidiary in which the fund invests as part of its business of investing in stock or securities and included in the fund’s income under the subpart F rules will constitute “qualifying income” for purposes of remaining qualified as a RIC whether or not the included income is distributed by a Non-US Subsidiary to the fund.

For U.S. federal income tax purposes, a Non-US Subsidiary is treated as a corporation. A Non-US Subsidiary would be subject to U.S. federal income tax, at the 21% rate currently applicable to U.S. corporations, on its net income that is treated as “effectively connected” with the conduct of a trade or business in the United States (“effectively connected income”). In addition, a Non-US Subsidiary would be subject to a 30% U.S. branch profits tax in respect of its “dividend equivalent amount,” as defined in Section 884 of the Code, attributable to effectively connected income. The fund expects that, in general, the activities of each Non-US Subsidiary will be conducted in a manner such that the Non-US Subsidiary will not be treated as engaged in the conduct of a U.S. trade or business. There can be no assurance, however, that a Non-US Subsidiary will not recognize any effectively connected income. The imposition of U.S. federal tax on a Non-US Subsidiary’s effectively connected income could significantly reduce the fund’s returns.



### **Investments in a Domestic Subsidiary**

Income from certain Asset-Based Lending Investments will not be Qualifying RIC Income and, in some cases, income from those Asset-Based Lending Investments also would result in “effectively connected income” (as described above) if received by a Non-US Subsidiary. For that reason, certain Asset-Based Lending Investments may be held by the fund indirectly through one or more Domestic Subsidiaries. A Domestic Subsidiary would be subject to U.S. federal income tax, at the 21% rate currently applicable to U.S. corporations, on its net income and gains, as well as any applicable state income tax. Dividends paid by a Domestic Subsidiary to the fund would be Qualifying RIC Income.

### **Limitations on Investments in Subsidiaries**

The RIC diversification requirements provide, among other requirements, that not more than 25% of the value of the fund's total assets can be invested (x) in securities (other than U.S. government securities or securities of other RICs) of any one issuer or of two or more issuers that the fund controls and that are engaged in the same, similar or related trades or businesses. As a result, the fund's total investment in certain Non-US Subsidiaries and Domestic Subsidiaries that are engaged in the same, similar or related trades or businesses is limited to no more than 25% of the value of the fund's total assets.

### **Certain Withholding Taxes**

The fund may be subject to foreign withholding taxes on income or gains attributable to Asset-Based Lending Assets located in foreign countries. U.S. investors in the fund will not be entitled to a foreign tax credit with respect to any of those taxes.

### **State and Local Taxes**

In addition to the U.S. federal income tax consequences summarized above, prospective investors should consider the potential state and local tax consequences of an investment in the fund. Shareholders are generally taxable in their state of residence on dividend and capital gain distributions they receive from the fund. The fund may become subject to taxes in states and localities if it is deemed to conduct business in those jurisdictions.

### **Information Reporting and Backup Withholding**

After the end of each calendar year, Shareholders will be sent information regarding the amount and character of distributions received from the fund during the year. The fund (or its administrative agent) is required to report to the Internal Revenue Service and furnish to Shareholders the cost basis information and holding period for the fund's Shares that are repurchased by the fund. The fund will permit Shareholders to elect from among several permitted cost basis methods. Unless a Shareholder contacts the fund to make an election, the fund will use a default cost basis method. The cost basis method a Shareholder elects may not be changed with respect to a repurchase of Shares after the settlement date of the repurchase. Shareholders should consult with their tax advisors to determine the best permitted cost basis method for their tax situation and to obtain more information about how the new cost basis reporting rules apply to them.

Information returns generally will be filed with the Internal Revenue Service in connection with distributions with respect to the Shares unless Shareholders establish that they are exempt from the information reporting rules, for example by properly establishing that they are corporations. If Shareholders do not establish that they are exempt from these rules, they generally will be subject to backup withholding on these payments (at the current rate of 24%) if they fail to provide their taxpayer identification number or otherwise comply with the backup withholding rules. The amount of any backup withholding from a payment to Shareholders will be allowed as a credit against their U.S. federal income tax liability and may entitle Shareholders to a refund, provided that the required information is timely furnished to the Internal Revenue Service.

### **Other Taxes**

The foregoing is a summary of some of the tax rules and considerations affecting Shareholders and the fund's operations, and does not purport to be a complete analysis of all relevant tax rules and considerations, nor does it purport to be a complete listing of all potential tax risks inherent in making an investment in the fund. All investors are urged to consult with their own tax advisers regarding any proposed investment in the fund. A Shareholder may be subject to other taxes, including but not limited to, state and local taxes, estate and inheritance taxes, and intangible taxes that may be imposed by various jurisdictions. The fund also may be subject to state, local, and foreign taxes that could reduce cash distributions to Shareholders. It is the responsibility of each Shareholder to file all appropriate tax returns that may be required.

Each prospective Shareholder is urged to consult with his or her tax adviser with respect to any investment in the fund.

### **Dividend Reinvestment Plan**

Pursuant to the Dividend Reinvestment Plan (“DRP”) established by the fund, each Shareholder will automatically be a participant under the DRP and have all income distributions, whether dividend distributions or capital gains distributions, automatically reinvested in additional Shares. Election not to participate in the DRP and to receive all income distributions, whether dividend distributions or capital gains distributions, in cash may be made by notice to a Shareholder's intermediary (who should be directed to inform the fund). A Shareholder is free to change this election at any time, however, change requests must be received prior to the last business day of the month preceding the next payout to be effective. A Shareholder whose Shares are registered in the name of a nominee (such as an intermediary) must contact the nominee regarding its status under the DRP, including whether such nominee will participate on such Shareholder's behalf as such nominee will be required to make any such election.

Generally, for U.S. federal income tax purposes, Shareholders receiving Shares under the DRP will be treated as having received a distribution equal to amount payable to them in cash as a distribution had the Shareholder not participated in the DRP.

Shares will be issued pursuant to the DRP at their NAV determined on the next valuation date following the ex-dividend date (the last date of a dividend period on which an investor can purchase Shares and still be entitled to receive the dividend). There is no sales load or other charge for reinvestment. A request for change of participation/non-participation status in the DRP must be received by the fund within the above timeframe to be effective for that dividend or capital gain distribution. The fund may terminate the DRP at any time upon written notice to the participants in the DRP. The fund may amend the DRP at any time upon 30 days' written notice to the participants. Any expenses of the DRP will be borne by the fund.

A Shareholder holding Shares that participate in the DRP in a brokerage account may not be able to transfer the Shares to another broker and continue to participate in the DRP. For further information on the DRP contact the fund at 800-225-6020.

## **Purchase Terms**

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The fund offers three separate classes of Shares designated as Class I Shares, Class S Shares, and Class D Shares, to certain eligible individual and institutional investors.

Class I Shares are generally only available for purchase (1) through fee-based programs, also known as wrap accounts, that provide investor's access to Class I Shares, (2) by pension funds and other institutional investors, (3) by endowments, foundations, donor advised funds, and other charitable entities, (4) through participating broker-dealers that have alternative fee arrangements with their clients to provide access to Class I Shares, (5) through registered investment advisers, (6) by the Advisor's employees, officers and directors and their immediate family members, and joint venture partners, consultants and other service providers, (7) by the Trustees, or (8) other categories of investors that are named in an amendment or supplement to this Prospectus.

Class D Shares are generally only available for purchase (1) through fee-based programs, also known as wrap accounts, that provide investor's access to Class D Shares, (2) through participating broker-dealers that have alternative fee arrangements with their clients to provide access to Class D Shares, (3) through transaction/brokerage platforms at participating broker-dealers, (4) through certain registered investment advisers, (5) through bank trust departments or any other organization or person authorized to act in a fiduciary capacity for its clients or customers or (6) other categories of investors that are named in an amendment or supplement to this Prospectus.

Class S Shares are available through brokerage and transaction-based accounts.

In certain cases, where a holder of Class S Shares or Class D Shares exits a relationship with a participating broker-dealer for the fund and does not enter into a new relationship with a participating broker-dealer for the fund, such holder's Shares may be exchanged into an equivalent NAV amount of Class I Shares. Before making your investment decision, please consult with your financial professional or broker-dealer regarding your account type.

The fund is open for business when the NYSE is open, typically, 9:30 A.M. to 4:00 P.M. Eastern time, Monday through Friday. Shares will generally be offered as of the first business day of each month (the "Purchase Date") based on the fund's NAV per Share as of the close of business on the business day immediately preceding the Purchase Date. A completed application in good order must be received by the fund's Transfer Agent. The fund or the Transfer Agent may also request additional documentation from the investor in order to verify the identity of the investors as required under various laws including the USA Patriot Act of 2001 ("Investor Verification") and Shares of the fund will not be purchased until this verification is complete. If the fund and the Transfer Agent are unable to complete the verification before the Purchase Date, the investors' funds will be held in a non-interest bearing account by the Transfer Agent and the purchase of the Shares will then be made on the Purchase Date of the following calendar month. In such case, the price per share at which your order is executed may be different than the price per share for the month in which you submitted your purchase order. However, if the fund and the Transfer Agent are unable to complete the verification within 30 business days of receipt of a completed application, the purchase of Shares will be rejected and the funds in the amount of the purchase will be returned to the investor.

The Board may discontinue accepting purchases on a monthly basis at any time. All purchases are subject to the receipt of cleared funds three business days prior to the Purchase Date in the full amount of the purchase. Although the fund may accept, in its sole discretion, a purchase prior to receipt of cleared funds, an investor may not become a Shareholder until cleared funds have been received. The fund reserves the right to reject any purchase of Shares and the Advisor may, in its sole discretion, suspend the offer of Shares at any time.

All Shares are sold at the most recently calculated net asset value per Share for a particular class as of the date on which the purchase is accepted. The minimum initial investment in the fund by any account is as follows: \$1 million for Class I Shares with additional investment minimums of \$100,000; and \$10,000 with additional investment minimums of \$5,000 for Class S Shares and Class D Shares. The fund may accept investments for a lesser amount under certain circumstances at its sole discretion. Investors that are employees of the Advisor or its affiliates are eligible to invest in Shares and may be subject to lower minimum investments than other investors. Certain selling brokers, dealers or banks and financial advisors may impose higher or lower minimum investment levels or other requirements than those imposed by the fund.

Except as otherwise permitted by the fund, initial and any additional purchases of Shares of the fund by any Shareholder must be paid by wire. Initial and any additional contributions to the capital of the fund must be made in a single payment.

Although the fund may, in its discretion, accept contributions of securities, the fund does not currently intend to accept contributions of securities. If the fund chooses to accept a contribution of securities, the securities would be valued in the same manner that the fund values its other assets. Because of anti-money laundering concerns, the fund will not accept investments made in cash. For this purpose, cash includes currency (i.e., coin or paper money), cashier's checks, bank drafts, travelers' checks, and money orders.

Each potential investor must also represent and warrant in a purchase agreement, among other things, that the investor is an "Eligible Investor" as described below and is purchasing Shares for its own account, and not with a view to the distribution, assignment, transfer or other disposition of the Shares.

Generally, a sales load of up to 3.50% is charged on purchases of Class S Shares and a sales load of up to 1.50% is charged on purchases of Class D Shares. Class I Shares are not subject to any sales load. The sales load may be waived for certain institutional investors, employees of the Advisor, the Distributor or a financial intermediary and their affiliates, and members of their immediate families and such other persons as may be authorized by the Advisor at its sole discretion. The sales load will neither constitute an investment made by the investor in the fund nor form part of the assets of the fund.

For all Share Classes, a 2.00% Early Repurchase Fee payable to the fund will be charged with respect to the repurchase of a Shareholder's Shares at any time prior to the day immediately preceding the one-year anniversary of the Shareholder's purchase of the Shares (on a "first in-first out" basis). The Early Repurchase Fee will be retained by the fund for the benefit of the remaining Shareholders.

Financial intermediaries may also impose fees (subject to compliance with applicable FINRA rules), terms and conditions on investor accounts and investments in the fund that are in addition to the fees, terms and conditions set forth in this Prospectus. Such terms and conditions are not imposed by the fund, the Distributor or any other service provider of the fund. Any terms and conditions imposed by a financial intermediary, or operational limitations applicable to such parties, may affect or limit a Shareholder's ability to subscribe for Shares, or otherwise transact business with the fund. Investors should direct any questions regarding terms and conditions applicable to their accounts or relevant operational limitations to the financial intermediary.

### **Eligible Investors**

Shares will be offered only to Eligible Investors. This means that to purchase Shares of the fund, a prospective Shareholder will be required to certify that the Shares are being acquired by an investor who is an "accredited investor" as defined in Rule 501(a) of Regulation D promulgated under the 1933 Act. Except as otherwise provided, shares of a fund generally may be sold only to U.S. citizens, U.S. residents, and U.S. domestic corporations, partnerships, trusts or estates. For purposes of this policy, U.S. citizens and U.S. residents must reside in the U.S. and U.S. domestic corporations, partnerships, trusts, and estates must have a U.S. address of record. Eligible Investors also include investment companies and U.S. and foreign feeder funds in compliance with the 1940 Act. In its discretion, the fund may admit certain non-US investors in compliance with applicable law. Existing Investors seeking to purchase additional Shares will be required to qualify as Eligible Investors at the time of the additional purchase, except with respect to reinvested distributions. The Advisor may from time to time impose stricter or less stringent eligibility requirements.

Existing Shareholders subscribing for additional Shares other than through a dividend reinvestment will be required to verify their status as Eligible Investors at the time of the additional purchases. The qualifications required to invest in the fund appear in an application form that must be completed by each prospective investor.

### **Important information about opening a new account**

To help the government fight the funding of terrorism and money laundering activities, the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (USA PATRIOT Act) requires all financial institutions to obtain, verify, and record information that identifies each person or entity that opens an account.

**For individual investors opening an account.** When you open an account, you will be asked for your name, residential address, date of birth, and Social Security number.

**For investors other than individuals.** When you open an account, you will be asked for the name of the entity, its principal place of business, and taxpayer identification number (TIN), and you may be requested to provide information on persons with authority or control over the account, including, but not limited to, name, residential address, date of birth, and Social Security number. You may also be asked to provide documents, such as articles of incorporation, trust instruments, or partnership agreements, and other information that will help the transfer agent identify the entity. Please see the account application for more details.

### **Determination of Net Asset Value**

The net asset value per Share for each class of Shares of the fund is determined monthly (or more frequently as needed) by dividing the value of total assets for the class of Shares minus liabilities for the class of Shares by the total number of Shares outstanding for such class at the date as of which the determination is made. The Class I Shares' net asset value, plus the Class S Shares' net asset value, plus the Class D Shares' net asset value equals the total net asset value of the fund. The Class I Share net asset value, the Class S Share net asset value and the Class D Share net asset value will be

calculated separately based on the fees and expenses applicable to each class. Because of differing class fees and expenses, the per Share net asset value of the classes will vary over time.

## Repurchases and Transfers of Shares

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### No Right of Redemption

No Shareholder or other person holding Shares acquired from a Shareholder will have the right to require the fund to repurchase those Shares. There is no public market for Shares, and none is expected to develop. With limited exceptions, Shares are not transferable and liquidity normally will be provided only through repurchase offers that will be made from time to time by the fund, as described below. Any transfer of Shares in violation of the Declaration of Trust will not be permitted and will be void. Consequently, Shareholders may not be able to liquidate their investment other than as a result of repurchases of Shares by the fund, as described below. For information on the fund's policies regarding transfers of Shares, see "Repurchases, Mandatory Repurchases and Transfers of Shares" in the SAI.

### Repurchases of Shares

At the sole discretion of the Board and provided that it is in the best interests of the fund and Shareholders to do so, the fund intends to provide a limited degree of liquidity to the Shareholders by conducting repurchase offers or take any other action permitted by the tender offer rules under 1934 Act, and described in the written tender offer notice that will be provided to Shareholders for each repurchase offer. In determining whether the fund should offer to repurchase Shares from Shareholders, the Board will consider the recommendations of the Advisor as to the timing of such an offer, as well as a variety of operational, business and economic factors. The Advisor currently expects that it will generally recommend to the Board that the fund offer to repurchase Shares from shareholders quarterly with tender offer valuation dates occurring on the last business day of March, June, September and December (each, a "Valuation Date"); however, there can be no assurance that any such tender offers will be conducted on a quarterly basis or at all. The fund is not required to conduct tender offers and may be less likely to conduct tenders during periods of exceptional market conditions.

The Advisor expects that, generally, it will recommend to the Board that each repurchase offer ordinarily be limited to the repurchase of no more than 5% of the Shares outstanding although any particular recommendation may be outside this range. Each repurchase offer ordinarily will be limited to the repurchase of no more than 5%. If the value of Shares tendered for repurchase exceeds the value the fund intended to repurchase, the fund may determine to repurchase less than the full number of Shares tendered. In such event, Shareholders will have their Shares repurchased on a *pro rata* basis, and tendering Shareholders will not have all of their tendered Shares repurchased by the fund. Shareholders tendering Shares for repurchase will be asked to give written notice of their intent to do so by the date specified in the notice describing the terms of the applicable repurchase offer. The tender offer period will likely commence approximately 75 days or less prior to the date of repurchase by the fund, with the Expiration Date (as defined below) typically being approximately 50 days or less prior to the date of repurchase by the fund.

In determining whether the fund should repurchase Shares from Shareholders pursuant to written tenders, the Board will consider a variety of factors. The Board expects that the fund will ordinarily offer to repurchase Shares from Shareholders quarterly. The expiration date of the repurchase offer (the "Expiration Date") will be a date set by the Board occurring no sooner than twenty (20) business days after the commencement date of the repurchase offer and at least ten (10) business days from the date that notice of an increase or decrease in the percentage of the Shares being sought or consideration offered is first published, sent or given to Shareholders. The Expiration Date may be extended by the Board in its sole discretion. The fund generally will not accept any repurchase request received by it or its designated agent after the Expiration Date. The Board will consider the following factors, among others, in making its determination:

- whether any Shareholders have requested to tender Shares to the fund;
- the liquidity of the fund's assets;
- the investment plans and working capital requirements of the fund;
- the relative economies of scale with respect to the size of the fund;
- the history of the fund in repurchasing Shares; and
- the economic condition of the securities markets.

The fund has the right to repurchase Shares from a Shareholder if the Board determines that the repurchase is in the best interests of the fund or upon the occurrence of certain events specified in the fund's Declaration of Trust.

The fund will make repurchase offers, if any, to all of its Shareholders on the same terms. This practice may affect the size of the fund's offers. Subject to the fund's investment restriction with respect to borrowings, the fund may borrow money or issue debt obligations to finance its repurchase obligations pursuant to any such repurchase offer.

Payment for repurchased Shares may require the fund to liquidate a portion of its trading vehicle interests earlier than the Advisor would otherwise liquidate these holdings, which may result in losses, and may increase the fund's portfolio turnover. The portfolio turnover rate for the fund for the fiscal period ended October 31, 2024 was 68%.

When Shares are repurchased by the fund, Shareholders will generally receive cash distributions equal to the value of the Shares repurchased. However, in the sole discretion of the fund, the proceeds of repurchases of Shares may be paid by the in-kind distribution of securities held by the fund, or partly in cash and partly in-kind. The fund does not expect to distribute securities in-kind except in unusual circumstances, such as in the unlikely event that the fund does not have sufficient cash to pay for Shares that are repurchased or if making a cash payment would result in a material adverse effect on the fund or on Shareholders not tendering Shares for repurchase. See “Risk Factors — Illiquidity of Shares” and “Risk Factors — Potential Consequences of Regular Repurchase Offers” for more information. Repurchases will be effective after receipt of all eligible written tenders of Shares from Shareholders and acceptance by the fund.

Trading vehicles may be permitted to distribute securities in-kind to investors making withdrawals of capital. Upon the fund’s withdrawal of all or a portion of its interest in a trading vehicle, the fund may receive securities that are illiquid or difficult to value, which may cause the fund to incur certain expenses in connection with the valuation or liquidation of such securities. In such circumstances, the Advisor will determine whether to attempt to liquidate the security, hold it in the fund’s portfolio or distribute it to investors in the fund in connection with a repurchase by the fund.

A repurchase in kind is less liquid than a cash redemption. If a repurchase is made in kind, securities received may be subject to market risk and the Shareholder could incur taxable gains and brokerage or other charges in converting the securities to cash.

### **Repurchase Procedures**

The fund generally will need to effect withdrawals from the trading vehicles to pay for the repurchase of the fund’s Shares. Due to liquidity restraints associated with the fund’s investments in trading vehicles it is presently expected that, under the procedures applicable to the repurchase of Shares, Shares will be valued as of the applicable Valuation Date.

Under these procedures, Shareholders will have to decide whether to tender their Shares for repurchase without the benefit of having current information regarding the value of Shares as of a date proximate to the Valuation Date. In addition, there will be a substantial period of time between the date as of which Shareholders must tender Shares and the date they can expect to receive payment for their Shares from the fund.

The notice provided to Shareholders regarding a repurchases offer will include information that Shareholders should consider in deciding whether or not to participate in the repurchase offer and detailed instructions on how to tender Shares.

The fund’s repurchase offer policy may have the effect of decreasing the size of the fund over time absent significant new investments in the fund. It may also force the fund to sell assets it would not otherwise sell and/or to maintain an increased amount of cash or liquid investments at times, which may adversely affect the fund’s ability to achieve its investment objective. It may also reduce the investment opportunities available to the fund and cause its expense ratio to increase. In addition, because of the limited market for certain of the fund’s private securities, the fund may be forced to sell its more liquid securities in order to meet cash requirements for repurchases. This may have the effect of substantially increasing the fund’s ratio of relatively more illiquid securities to relatively more liquid securities for the remaining investors and could affect its ability to comply with the diversification under the Code. See “Federal Income Tax Matters.”

As stated above, if a repurchase offer is oversubscribed by Shareholders who tender Shares for repurchase (and not increased), the fund may repurchase only a pro rata portion of the Shares tendered by each Shareholder.

Repurchases of Shares by the fund are subject to SEC rules governing issuer self-tender offers and will be made only in accordance with such rules.

### **Mandatory Repurchase by the Fund**

The Declaration of Trust provides that the fund may repurchase Shares of a Shareholder or any person acquiring Shares from or through a shareholder under certain circumstances, including if: (i) ownership of the Shares by the Shareholder or other person will cause the fund to be in violation of certain laws; (ii) continued ownership of the Shares may adversely affect the fund; (iii) any of the representations and warranties made by a Shareholder in connection with the acquisition of the Shares was not true when made or has ceased to be true; or (iv) it would be in the best interests of the fund to repurchase the Shares or a portion thereof. Notwithstanding the foregoing, involuntary repurchases will be conducted in accordance with Rule 23c-2 under the 1940 Act. Shareholders whose Shares, or a portion thereof, are repurchased by the fund will not be entitled to a return of any amount of sales load, if any, that may have been charged in connection with the Shareholder’s purchase of the Shares.

### **Distribution Arrangements**

John Hancock Investment Management Distributors LLC acts as the distributor of Shares on a best efforts basis, subject to various conditions, pursuant to the terms of a Distribution Agreement entered into with the fund. Shares may be purchased through (i) advisers, brokers, dealers or banks that have entered into selling agreements with the Distributor or (ii) intermediaries that have an agreement with the Distributor related to the purchase of Shares. The Distributor maintains its principal office at 200 Berkeley Street, Boston, Massachusetts, 02116.

Shares are offered and may be purchased on a monthly basis, or at such other times as may be determined by the Board. Neither the Distributor nor any other adviser, broker, dealer or bank is obligated to buy from the fund any of the Shares. The Distributor does not intend to make a market in Shares. To the extent consistent with applicable law, the fund has agreed to indemnify the Distributor and its affiliates and any brokers, advisers or banks and their

affiliates that have entered into selling agreements with the Distributor against certain liabilities. The Distributor also has agreed to provide indemnification and contribution to the fund against certain civil liabilities, including liabilities under the 1933 Act.

Shares are being offered only to investors that meet all requirements to invest in the fund. The minimum initial investment in the fund by an investor is \$1 million for Class I Shares with additional investment minimums of \$100,000, and \$10,000 for Class S Shares and Class D Shares with an additional investment minimum of \$5,000. The minimum investment may be modified by the fund from time to time. Investors that are employees of the Advisor or its affiliates are eligible to invest in Shares and may be subject to lower minimum investments than other investors.

In consideration for distribution and investor services in connection with Class S Shares and Class D Shares of the fund, the fund pays the Distributor or a designee a monthly fee equal to 0.85% per annum of the aggregate value of the fund's Class S Shares outstanding and equal to 0.25% per annum of the aggregate value of the fund's Class D Shares outstanding, determined as of the last calendar day of each month (prior to any repurchases of Shares and prior to the Management Fee being calculated). The Advisor or its affiliates may pay from their own resources compensation to broker-dealers and other intermediaries in connection with placement of Shares or servicing of investors. These arrangements may result in receipt by such broker-dealers and other intermediaries and their personnel (who themselves may receive all or a substantial part of the relevant payments) of compensation in excess of that which otherwise would have been paid in connection with their placement of shares of a different investment fund. A prospective investor with questions regarding this arrangement may obtain additional detail by contacting his, her or its intermediary directly. Prospective investors also should be aware that this payment could create incentives on the part of an intermediary to view the fund more favorably relative to investment funds not making payments of this nature or making smaller such payments.

The fund is indirectly subject to a FINRA cap on compensation paid to FINRA member firms. The cap includes any sales load and distribution and servicing fee. The maximum compensation payable to all FINRA member firms (in the aggregate) participating in the fund's distribution will comply with FINRA Rule 2341.

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## **Custodian and Transfer Agent**

### **CUSTODIAN**

State Street Bank and Trust Company ("State Street") located at One Congress Street, Suite 1, Boston, Massachusetts 02114, currently acts as custodian with respect to the fund's assets. State Street has selected various banks and trust companies in foreign countries to maintain custody of certain foreign securities. The fund also may use special purpose custodian banks from time to time for certain assets. State Street is authorized to use the facilities of the Depository Trust Company, the Participants Trust Company and the book-entry system of the Federal Reserve Banks.

### **TRANSFER AGENT**

SS&C GIDS, Inc. ("SS&C") located at 80 Lamberton Road, Windsor, Connecticut 06095, currently acts as transfer agent and dividend paying agent with respect to the fund's assets.

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## **Reports to Shareholders**

The fund sends to its shareholders unaudited semi-annual and audited annual reports, including a list of investments held.

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## **Independent Registered Public Accounting Firm**

Ernst & Young LLP, who has offices at 200 Clarendon Street, Boston, MA 02116, is the independent registered public accounting firm for the fund and audits the fund's financial statements.

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## **Additional Information**

The Prospectus and the SAI do not contain all of the information set forth in the Registration Statement that the fund has filed with the Securities Exchange Commission. The complete Registration Statement may be obtained from the Securities Exchange Commission upon payment of the fee prescribed by its rules and regulations. The SAI can be obtained without charge by calling 800-225-6020.

Statements contained in this Prospectus as to the contents of any contract or other documents referred to are not necessarily complete, and, in each instance, reference is made to the copy of such contract or other document filed as an exhibit to the Registration Statement of which this Prospectus forms a part, each such statement being qualified in all respects by such reference.

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## **Authorized Shares**

As of February 3, 2025, there are three classes of Shares authorized as follows:



(1) Title of Class	(2) Amount Authorized	(3) Amount of Shares Held by the Fund for its Account	Amount of Shares Outstanding Exclusive of Amount Shown Under (3)
Class I	Unlimited	0	9,234,444
Class S	Unlimited	0	2,525
Class D	Unlimited	0	5,845

### General

Shares are issued at the most recently calculated net asset value per Share prior to the date of issuance, and may be subject to an applicable sales load. The net asset value of the fund will equal the value of the assets of the fund, less all of its liabilities, including accrued fees and expenses. The Class I Shares' net asset value plus the Class S Shares' net asset value plus the Class D Shares' net asset value equals the total net asset value of the fund. The Class I Share net asset value, the Class S Share net asset value and the Class D net asset value will be calculated separately based on the fees and expenses applicable to each class. Because of differing class fees and expenses, the per Share net asset value of the classes will vary over time.

**Voting Rights.** Each Shareholder of record is entitled to one vote for each Share held on the record date for the Shareholder action or meeting. The fund is not required, and does not intend, to hold annual meetings of Shareholders. Approval of Shareholders will be sought, however, for certain changes in the operation of the fund and for the election of Trustees of the fund under certain circumstances.

**Liquidation Rights.** Under the Declaration of Trust, the Trustees have the power to terminate and liquidate the fund without Shareholder approval. While the Trustees have no present intention of exercising this power, they may do so if the fund fails to reach a viable size within a reasonable amount of time or for such other reasons as may be determined by the Board. In addition, Shareholders have no liquidation preference or rights to liquidation.

**Liability for Further Assessments.** The Shares are not liable to further calls or to assessment by the fund.

**Preemptive Rights and Conversion Rights.** There are no pre-emptive rights associated with the Shares.

**Control Persons.** As of February 3, 2025, Marathon and its partners owned beneficially 17% of the outstanding Class I Shares of the fund and each of Manulife Reinsurance (Bermuda) Ltd., located at Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda, and John Hancock Life Insurance Company (U.S.A.), located at 200 Berkeley Street, Boston, Massachusetts, 02116, owned beneficially 23% of the outstanding Class I Shares of the fund. For so long as each such entity has a greater than 25% interest in the outstanding voting securities of the fund, it may be deemed to be a "control person" of the fund for purposes of the 1940 Act and therefore could determine the outcome of a Shareholder meeting with respect to a proposal directly affecting the fund or that share class, as applicable.

As of February 3, 2025, the officers and Trustees of the fund as a group owned beneficially less than 1% of the outstanding shares of the fund.

### Legal Proceedings

There are no legal proceedings to which the fund or the Advisor is a party that are likely to have a material adverse effect on the fund or the ability of the Advisor to perform its contract with the fund.

