

# Part 2 of Form ADV as of March 31, 2022

---

**AEW CAPITAL MANAGEMENT, L.P.**

Two Seaport Lane  
Boston, MA 02210-2021 USA  
617-261-9000  
[www.aew.com](http://www.aew.com)

**March 31, 2022**

This brochure provides information about the qualifications and business practices of AEW Capital Management, L.P. (“AEW”). If you have any questions about the contents of this brochure, please contact us at 617-261-9000 and ask to speak to the General Counsel. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about AEW is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

An investment advisor’s registration with the SEC does not imply a certain level of skill or training.

## Item 2: Material Changes

There have been no material changes in the information provided in Part 2 of Form ADV since it was last updated on March 30, 2021. Nonmaterial updates have been made to Items 4, 5, 7, 8, 10, 12, 13 and 17.

## Item 3: Table of Contents

<b>ITEM:</b>	<b>PAGE:</b>
Item 2: Material Changes	1
Item 3: Table of Contents	2
Item 4: Advisory Business	3
Item 5: Fees and Compensation	6
Item 6: Performance-Based Fees and Side-By-Side Management	8
Item 7: Types of Clients	9
Item 8: Methods of Analysis, Investment Strategies and Risk of Loss	10
Item 9: Disciplinary Information	14
Item 10: Other Financial Industry Activities and Affiliations	15
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	18
Item 12: Brokerage Practices	20
Item 13: Review of Accounts	22
Item 14: Client Referrals and Other Compensation	24
Item 15: Custody	25
Item 16: Investment Discretion	26
Item 17: Voting Client Securities	27
Item 18: Financial Information	28

## Item 4: Advisory Business

AEW Capital Management, L.P. (“AEW”) was founded in 1981. AEW provides investment advisory and related services focused on creating and implementing real estate related investment and asset management strategies.

AEW is a Delaware limited partnership. AEW’s offices include its headquarters in Boston and offices in Los Angeles, London, Singapore, Hong Kong, Tokyo, Japan, Seoul, Korea and Sydney, Australia.

AEW is an autonomous indirect subsidiary of Natixis Investment Managers, L.P., which is an indirect subsidiary of Natixis Investment Managers (“Natixis IM”), an international asset management group based in Paris, France, that is part of the Global Financial Services division of Groupe BPCE. Natixis IM is wholly owned by Natixis, a French investment banking and financial services firm. Natixis is wholly owned by BPCE, France’s second largest banking group.

### *Types of Services*

AEW offers investment advisory services relating to direct and indirect investments in real estate and real estate related securities. Such investments may include, without limitation, the acquisition, management and disposition of the following types of direct and/or indirect interests in real estate: (1) fee ownership; (2) partnership interests in real estate related partnerships, membership interests in limited liability companies that own real estate or other similar interests in other real estate related entities; (3) preferred equity or mezzanine interests in real estate related entities; (4) loans secured by interests in real property, including whole loans, participating loans, mezzanine loans, fixed or floating rate or shared appreciation loans; (5) real estate related securities, including publicly traded and privately traded securities of real estate investment trusts, real estate operating companies and other entities directly or indirectly involved in the acquisition, development, construction, ownership, management or disposition of real estate; (6) mortgage backed securities; and (7) warrants, options and other instruments relating to entities directly or indirectly involved in the acquisition, development, construction, ownership, management or disposition of real estate.

AEW offers a number of investment strategies. For clients seeking direct and indirect investments in real estate in the North America and Asia Pacific regions, AEW offers core, value-add, opportunistic and other customized strategies. For clients seeking to invest in publicly listed securities, AEW offers global and regional strategies, including diversified, focus, absolute return, income and other customized strategies.

AEW provides investment advisory services to clients through separately managed accounts, as well as through privately offered commingled vehicles or funds sponsored by AEW. No investment is made for a client account or commingled vehicle unless it is consistent with the investment objectives, guidelines and restrictions of the client account or commingled vehicle. AEW also may act as an advisor or sub-advisor to investment companies or as an investment manager to collective investment trusts or UCITS funds.

### *Separately Managed Accounts*

Discretionary and non-discretionary investment advisory services are provided by AEW through separately managed account arrangements pursuant to advisory contracts, which incorporate

investment guidelines and restrictions. Advisory contracts are typically negotiated to meet the specific needs of the particular client.

### ***Privately Offered Commingled Vehicles***

AEW also provides investment advisory services through privately offered commingled vehicles or funds sponsored by AEW or its subsidiaries. These vehicles are offered to qualified investors in reliance upon an exemption from the registration requirements of the Securities Act of 1933, as amended, set forth in Section 4(2) of such act, and are not registered as an investment companies under, or otherwise subject to the provisions of the U.S. Investment Company Act of 1940, as amended (the "Investment Company Act"), either because the vehicles do not meet the definition of "investment company" or in reliance upon an exclusion from the definition of "investment company" provided in the Investment Company Act. Investment guidelines and objectives for each of AEW's commingled vehicles are set forth in the private placement memorandum and the organizational documents for each vehicle.

### ***CIT***

AEW also acts as an investment manager for commingled vehicles organized as a bank maintained collective investment trust established pursuant to IRS Revenue Ruling 81-100. Similarly, investment guidelines and objectives for these vehicles would be set forth in each vehicle's prospectus and related documents.

### ***UCITS***

AEW also acts as investment manager for a commingled vehicle governed by the European regulatory framework UCITS. Similarly, investment guidelines and objectives for this type of vehicle would be set forth in the vehicle's prospectus and related documents.

### ***Wrap Fee Programs***

AEW may participate in bundled/wrap fee programs as an advisor or a sub-advisor retained by the program sponsor to provide a model portfolio. The model portfolio provided by AEW represents AEW's recommendation as to the composition of a diversified portfolio of securities that would be purchased and/or sold for the account of a hypothetical investor who wishes to establish a portfolio of real estate related securities. The model portfolio will be similar to, but will not necessarily reflect the composition of an actively managed separate account or commingled vehicle managed by AEW. The sponsor is typically responsible for determining the appropriateness of an investment by its clients in the model portfolio recommended by AEW. The sponsor generally has primary responsibility for client communications and other services. The sponsor may provide its clients with comprehensive services, such as financial consulting, portfolio accounting and brokerage, etc. The sponsor generally charges its client a comprehensive bundled/wrap fee for such services, and a portion of this fee is in turn paid to AEW by the sponsor for AEW's services.

### ***Mutual Fund***

AEW also acts as the investment manager to a real estate sector fund organized as a diversified investment company, diversified across property type, region, leverage and holding. Investment guidelines and objectives for the fund are set forth in the fund's prospectus and related documents.

***Client Assets Under Management***

As of December 31, 2021, the amount of client assets AEW manages on a discretionary basis is \$34,166,335,068 (Gross Property Value) and the amount of client assets AEW manages on a non-discretionary basis is \$11,696,842,892 (Gross Property Value), for total client assets under management of \$45,863,177,960.

## Item 5: Fees and Compensation

AEW does not have a formal fee schedule for its services. Compensation for investment advisory services, in the case of separately managed account arrangements, is generally negotiated in each instance and is particular to each advisory contract. In the case of privately offered commingled vehicles, compensation is outlined in the private placement memorandum or organizational documents for each such vehicle.

Compensation arrangements may include, among other arrangements, the following: (1) annual portfolio or asset management fees, which may be based upon gross asset value, net asset value or net operating income, and are generally paid quarterly in arrears; (2) performance-based fees, which may be based upon appreciation in the value of an asset or portfolio, performance relative to a benchmark or index, or other criteria, and may be paid periodically, upon disposition of an asset or portfolio, or after a client or investor receives a specified negotiated return set forth in an advisory contract or in a private placement memorandum or organizational documents for a commingled vehicle; (3) investment acquisition and disposition fees, which are charged upon the creation and disposition of an investment, are generally based upon the amount of client capital invested in the project and/or the value of the subject real property (investment transaction fees may vary depending upon whether there are additional dimensions to the transaction, such as the use of leverage, fractional interests, etc.); and (4) other fees specifically negotiated for services provided, for example fees in connection with property financings or restructurings.

Investments on behalf of clients or commingled vehicles may be made with third party joint venture partners (“JV Partners”) who provide equity and/or services to the asset. JV Partners may receive compensation in the form of management fees or incentive allocations when investments outperform certain hurdles. This compensation is typically paid to the JV Partner by the underlying asset, which would be an indirect expense of the account or vehicle that owns the asset.

Fee arrangements may also vary for advisory services relating to investments in securities and investments in real property. In addition, advisory fees may include reimbursement for start-up expenses associated with a particular client account or commingled vehicle. Disposition fees may also include a performance-based component, which provides AEW with a percentage, negotiated on a case-by-case basis with each client, of the investment return above a predetermined threshold. Annual asset management fees may also depend upon the nature of the interest managed, the extent of leverage utilized, and other factors.

AEW may also provide seed capital in connection with investment vehicles sponsored by AEW. AEW and senior level employees of AEW may also co-invest in commingled vehicles sponsored by AEW and, in such event, in addition to the compensation payable to AEW described above, AEW and such employees may receive distributions from such commingled vehicles in respect of such co-investment which permit AEW and such employees to participate in investment returns to investors above pre-determined thresholds of return.

Fees are generally accrued and paid monthly or quarterly either in arrears or in advance. If fees are paid in advance and the client terminates the relationship before the end of a quarter, AEW will provide a pro-rata refund of such fees. With regard to separately managed accounts, fees are generally billed to

the client or, at the client's direction, to the client's custodian and may be paid, at the client's election, directly by the client or deducted from the client's account. With regard to privately offered commingled vehicles, fees are generally paid by the commingled vehicles (or deducted from amounts otherwise distributable to investors) and are reflected in the commingled vehicle's quarterly financial statements delivered to investors.

With regard to separately managed accounts and commingled vehicles invested in direct real estate, clients may incur costs and expenses associated with third party services, such as accounting, audit/tax preparation, insurance, administration, appraisal, legal, due diligence, loan origination, property management, brokerage and leasing commissions, repairs and maintenance, and other third party services customarily associated with the acquisition, ownership and disposition of real estate.

With regard to separately managed accounts and commingled vehicles invested in publicly traded real estate securities, clients may incur costs and expenses associated with third party services, such as custody, accounting, audit/tax preparation, administration, brokerage, research, legal and any other third party services associated with the management of the account or commingled vehicle. Please see the section entitled Item 12, "*Brokerage Practices*" for a description of AEW's brokerage practices.

Clients may be eligible for reduced fees based on the aggregate capital commitments of certain investors, including affiliated investors, commonly advised investors and related parties of an investor. The fees charged may change without notice based on the actions of other investors. Clients should not base their investment decision on the aggregate capital commitments of other investors.

## Item 6: Performance-Based Fees and Side-By-Side Management

As described in Item 5, AEW has several compensation arrangements, including asset management fees, performance based fees, or a combination of an asset-based fee and a performance based fee. Please see Item 5, "*Fees and Compensation*" for more information about AEW's fees.

From time to time, AEW's portfolio managers may manage both accounts with an asset-based fee on the one hand and accounts with a performance based fee (or combination of both), on the other hand. As a result, they may face potential conflicts of interest, in that there could be an incentive to favor an account for which AEW receives a performance based fee. While this presents a potential conflict of interest, AEW has allocation policies and procedures in place that we believe mitigate the potential conflict by ensuring that investment opportunities are allocated over time in a fair and equitable manner.

In managing AEW's private real estate investment business, each closed-end fund is generally intended to be the exclusive comingled vehicle through which investments are made that are consistent with such fund's investment strategies and objectives, and subject to available capital. With respect to separate accounts, AEW seeks to serve a relatively small number of actively investing clients. In cases where AEW identifies an investment opportunity that meets the defined criteria of a particular closed-end fund, that fund would generally be presented the investment opportunity before any other fund or client and the investment opportunity would not go to AEW's Allocation Committee. Otherwise, if an investment opportunity is appropriate for more than one fund or separate account, the investment opportunity will generally be presented to the Allocation Committee and will be allocated to the client or fund that has gone the longest without an allocation for the specific investment strategy and property type. From time to time there may be exceptions to this process. For instance where an investment opportunity involves an operating partner that is an existing partner of a specific client or fund, the opportunity would likely be sourced by and first offered to that client or fund. For example, development opportunities are frequently sourced through operating partners who may, for efficiency of execution and other considerations, have a preference or requirement to work with a specific fund or account with which they have an existing relationship. AEW is at all times willing to share with clients information relating to investment transactions and allocation results, and to explain the basis upon which specific allocation decisions have been made.

In managing AEW's publicly listed real estate securities business, if a purchase or sale of a particular security is appropriate and desirable for more than one advisory account, such orders are allocated on a pro-rata basis among the accounts based on the average price obtained that day. Additionally, on a periodic basis, any dispersion of returns in accounts within the same strategy is reviewed.



## Item 7: Types of Clients

AEW provides investment advice to a variety of clients, which may include, without limitation, registered investment companies, corporate pension and profit sharing plans, public and private pension plans, union pension plans, endowments, foundations, insurance companies, real estate investment trusts, limited partnerships, corporate health and welfare plans, high net worth individuals and other investment entities. AEW may also participate in bundled/wrap fee programs as an advisor or a sub-advisor. See Item 4, “*Advisory Business*”, for additional information on wrap fee programs.

The minimum account size for separately managed accounts and commingled vehicles varies by account and by strategy. AEW generally requires that a client be financially sophisticated and evidence an understanding of the principles of real estate investing. With respect to separately managed accounts targeting direct or indirect investment in real property, AEW would generally expect that a client be prepared to commit a sufficient amount of capital to the investment strategy to establish a diversified portfolio of real estate investments (typically, in excess of \$100 million). With respect to a separately managed account targeting investment in publicly listed real estate securities, AEW would generally expect a similar commitment. With respect to commingled vehicles sponsored by AEW, a minimum commitment of \$1 million to \$5 million is typically required (though smaller commitments may be accepted), however the average commitment to such vehicles is generally significantly larger.

As of December 31, 2021, AEW has 773 clients (including investors in our privately offered commingled vehicles).

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

### *Methods of Analysis*

As a real estate investment manager, AEW uses analytical tools to value properties or real estate companies. For both private assets and real estate companies, valuation methodologies typically involve valuing the cash flows produced by the assets, discounting them back with a discount rate appropriate to the current market and the risk profile of the investment, and comparing the values so derived to those in the broader market to determine whether the risk adjusted returns so derived are attractive and competitive with other investment opportunities.

Many of the analytical tools that are employed by AEW are in service of this valuation effort. AEW's internal research team ("AEW Research") uses multiple outside forecast vendors, as well as internal projections, to provide market forecasts of rents, leasing trends and new supply - which are then incorporated into valuations. AEW Research also monitors relevant transactions in a number of markets to identify trends in property yields, liquidity and required returns. Additional factors, such as the risks created by the capital structure, tenant credit risk, the volatility of the market, the timing of lease rollovers, and other material factors that could affect the success of the investment are considered, as appropriate, when identifying appropriate discount rates for the cash flows generated by the properties and/or companies. In addition to conducting internal valuations, AEW frequently relies on external appraisers for an independent assessment of value (such appraisers generally employ similar techniques).

In addition, a number of tools are used to assess the volatility of valuations, client needs for diversification and environment, social and governance performance (ESG) and risk management. These include sensitivity analyses that vary inputs into the valuation models to see what the impact of changing assumptions is, particularly with respect to interest rates, exit yields and rent growth. AEW also generally considers both geographic and property type diversification and the diversification of the economic drivers of the economies in which properties operate.

For direct real property investments, additional factors such as physical and environmental characteristics are considered when evaluating value and investment risk. As appropriate, other risks inherent in a particular real property investment are evaluated to determine whether the investment is appropriate to the portfolio in question in terms of both acceptable risk and target returns.

For public real estate securities accounts and commingled vehicles, much of the risk control is a function of stock selection, as AEW's "value" orientation leads to favoring stocks that are attractively valued relative to similar stocks. AEW's valuation models estimate total returns for each company in the global real estate universe given current market prices. This expected total return incorporates both the real estate value of the properties owned by the companies, the expected growth in that value, and the income generated by the companies during the expected holding period. Risks to these expectations are reflected in company specific discount rates, and scenario analysis is used to further assess the impact of alternative market outcomes on expected returns. Factor analysis and other quantitative research techniques supplement the standard valuation models and provide additional insight into both expected returns and risk. AEW may also consider geographic and property type exposure, debt maturities, balance sheet strength, portfolio and management quality, cash flow volatility, trading liquidity, ESG and other relevant factors in underwriting investment risk associated with a particular

company. In addition to excess performance, risk metrics such as tracking error (both historical and expected), volatility, factor exposures, and value-at-risk metrics are considered. Stress tests are also regularly conducted relative to a variety of historical and potential future market scenarios.

While AEW seeks to understand the risks involved in investment decisions, no strategy is immune to risk and clients must understand that their capital is at risk of loss whether they are investing in public securities or in individual real estate assets.

### ***Material Risks***

AEW, on behalf of its clients, invests across the real estate risk spectrum - from core to value-added to opportunistic, consistent with the mandate of the separately managed account or commingled vehicle for which such investments are made. The risks associated with these direct real estate investment strategies are dependent upon the return targets of the strategies and the type of assets chosen for those portfolios. Factors that affect risk at the property level include, without limitation: the location and quality of the assets; the structure of the investment (the seniority and security of the investment); and the time, stage, or maturity of the investment.

At the strategy level, core strategies typically employ lower leverage, have more durable cash flows, and are in lower volatility markets. Value added strategies may involve somewhat higher volatility markets or secondary property types, may have somewhat higher leverage levels, and may involve development risk or leasing risk to achieve targeted returns. Opportunistic strategies may involve assets in various forms of distress, may have more substantial idiosyncratic risk, and typically employ higher leverage levels. As the risk profile of the strategy increases, so does the risk of a loss of equity.

Liquidity varies based on market conditions and the types of assets in a portfolio. When private real estate values fall, owners may see the decline as a combination of lower estimated values or lower liquidity, as sellers refuse to transact at the price bidders are offering in the market. Core properties in premier markets tend to provide greater liquidity than secondary properties in secondary markets. Listed real estate securities typically have fewer liquidity risks than direct real estate investments, but may have more observed volatility than private real estate investments, in part because they price in real time and changes in the perception of a company's risk/return prospects are quickly reflected in the market price of the company's stock.

AEW's primary strategy does not involve frequent trading of securities.

### ***Political, Social and Economic Uncertainty Risk.***

Social, political, economic and other conditions and events (such as natural disasters, epidemics and pandemics, terrorism, conflicts and social unrest) will occur that create uncertainty and have significant impacts on issuers, industries, governments and other systems, including the financial markets, to which clients, borrowers and collateral are exposed. As global systems, economies and financial markets are increasingly interconnected, events that once had only local impact are now more likely to have regional or even global effects. Events that occur in one country, region or financial market will, more frequently, adversely impact issuers in other countries, regions or markets, including in established markets such as the United States. These impacts can be exacerbated by failures of governments and societies to adequately respond to an emerging event or threat.

Uncertainty can result in or coincide with: increased volatility in the global securities, derivatives and currency markets; a decrease in the reliability of market prices and difficulty in valuing assets; greater fluctuations in currency exchange rates; increased risk of default (by both government and private issuers); further social, economic, and political instability; nationalization of private enterprise; greater governmental involvement in the economy or in social factors that impact the economy; less governmental regulation and supervision of the securities markets and market participants and decreased monitoring of the markets by governments or self-regulatory organizations and reduced enforcement of regulations; limited, or limitations on, the activities of investors in such markets; controls or restrictions on foreign investment, capital controls and limitations on repatriation of invested capital; inability to purchase and sell investments or otherwise settle security or derivative transactions (i.e., a market freeze); unavailability of currency hedging techniques; substantial, and in some periods extremely high, rates of inflation, which can last many years and have substantial negative effects on credit and securities markets as well as the economy as a whole; recessions; and difficulties in obtaining and/or enforcing legal judgments.

For example, in early 2020, there was an outbreak of a novel and highly contagious form of coronavirus COVID-19, which the World Health Organization declared to constitute a “Public Health Emergency of International Concern.” Any public health emergency, including any outbreak of COVID-19, SARS, H1N1/09 flu, avian flu, other coronavirus, Ebola or other existing or new epidemic diseases, or the threat thereof, could impair the ability to maintain operational standards for funds and other accounts (such as with respect to satisfying fund redemption requests), disrupt the operations of service providers to funds and other accounts, adversely affect the value and liquidity of client investments, and negatively impact the performance of client accounts.

The extent of the impact of any public health emergency on the operational and financial performance of funds or other accounts will depend on many factors, including the duration and scope of such public health emergency, the extent of any related travel advisories and restrictions implemented, the impact of such public health emergency on overall supply and demand, goods and services, investor liquidity, consumer confidence and levels of economic activity and the extent of its disruption to important global, regional and local supply chains and economic markets, all of which are highly uncertain and cannot be predicted. The effects of a public health emergency may materially and adversely impact the value and performance of investments which could result in significant losses.

### ***Cybersecurity Risk***

AEW may face cybersecurity threats to gain unauthorized access to sensitive information, including, without limitation, information regarding the owners, employees, clients or investment activities of AEW, or to render data or systems unusable, which could result in significant losses. If such events were to materialize, they could lead to losses of sensitive information or capabilities essential to the AEW’s operations and could have a material adverse effect on its reputation, financial position, results of operations, or cash flows, and could lead to financial losses from remedial actions, loss of business, or potential liability, or could lead to the disclosure of the personal information of owners, employees or clients. Cybersecurity attacks are evolving and include, but are not limited to, (i) malicious software, (ii) attempts to gain unauthorized access to data, and (iii) other electronic security breaches that could lead to disruptions in critical systems, unauthorized release of confidential or otherwise protected information and corruption of data. These problems may arise in AEW’s internally developed systems and the systems of third-party service providers. While AEW cannot ensure absolute protection against

cybersecurity threats, AEW has implemented what it believes to be reasonable policies and procedures designed to prevent such threats and mitigate any damages that may arise.

***General***

Investments in real estate and real estate related entities are subject to various risks, including: adverse changes in national or international economic conditions, local market conditions and the financial conditions of tenants; changes in the number of buyers and sellers of properties; increases or decreases in the availability or supply of property relative to demand; changes in availability of debt financing; increases in interest rates, real estate tax rates, energy prices, and other operating expenses; changes in environmental laws and regulations, zoning laws and other governmental rules and fiscal policies; changes in the relative popularity of properties; risks due to dependence on cash flow; risks and operating problems arising out of the presence of certain construction materials; as well as acts of God, uninsurable losses and other factors. In addition, real estate is subject to long term cyclical trends that could give rise to significant volatility in real estate values.

In general, there can be no assurance that any strategy or account will achieve its investment objectives or that the Investors will receive any return on, or the return of, their invested capital. Clients or prospective clients should review all risks associated with a potential investment and be prepared to bear any loss. If considering an investment in one of AEW's privately offered commingled vehicles, a client should review the detailed discussion of risks set forth in the offering memorandum of the particular product.

## Item 9: Disciplinary Information

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of AEW's advisory business.

## Item 10: Other Financial Industry Activities and Affiliations

AEW, at its expense, intends to pay Foreside Fund Services, LLC (“Foreside”), an unaffiliated FINRA registered broker-dealer, a fee for certain distribution-related services for AEW’s commingled funds so that certain AEW employees may serve as registered representatives of Foreside to facilitate the distribution of interests in the funds. No such registrations are effective as of the date of this brochure.

Neither AEW nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities. AEW acts as a commodity pool operator and commodity trading advisor in reliance on certain exemptions from registration.

### **Material Relationships**

AEW Global Advisors Europe Ltd. (“AEW GAE”) is a wholly owned UK subsidiary of AEW. AEW GAE is registered with the FCA (Financial Conduct Authority) in the UK as a limited license investment firm. AEW has appointed AEW GAE, which is not separately registered with the SEC but is a Participating Affiliate (as described below), to serve as sub-advisor in providing discretionary investment management services to clients with respect to regional investment portfolios in the Europe region, pursuant to a sub-advisory agreement between AEW and AEW GAE.

AEW Asia Pte Ltd. (“AEW Asia” and together with AEW GAE, the “AEW Affiliates”) is a wholly owned Singapore subsidiary of AEW. AEW Asia has a capital markets services license for fund management under the Securities and Futures Act with the MAS (Monetary Authority of Singapore). AEW has appointed AEW Asia, which is not separately registered with the SEC but is a Participating Affiliate, to serve as sub-advisor in providing discretionary investment management services to clients with respect to regional investment portfolios in the Asia Pacific region, pursuant to a sub-advisory agreement between AEW and AEW Asia. AEW Asia also acts as the manager of commingled vehicles focused on real property investments in the Asia region.

In rendering discretionary investment management services to clients, AEW may use the resources of the AEW Affiliates to provide portfolio management, research and trading services to AEW clients. Under Memoranda of Understanding (“MOUs”) between AEW and the AEW Affiliates, each of the AEW Affiliates are “Participating Affiliates” of AEW as that term is used in relief granted by the staff of the SEC allowing U.S. registered advisers to use investment management and trading resources of unregistered advisory affiliates subject to the regulatory supervision of the registered adviser. Each Participating Affiliate and any of their respective employees who provide services to clients of AEW are considered under the MOUs to be “associated persons” of AEW as that term is defined in the Advisers Act for purposes of AEW’s required supervision. The Participating Affiliates have agreed to submit to the jurisdiction of the SEC and to the jurisdiction of the U.S. courts for actions arising under the U.S. securities laws in connection with the investment management services they provide for any AEW clients. To the extent an associated person of a Participating Affiliate has discretionary authority over the assets of a client contracted with AEW, the client will receive a brochure supplement for such associated person. The names and biographical information for other employees of the Participating Affiliates who provide services to clients under an MOU is available upon request.

AEW Asia Limited is a wholly owned Hong Kong subsidiary of AEW. AEW Asia Limited does not conduct regulated activity. AEW Asia Limited acts as the manager of commingled vehicles focused on real property investments in the Asia region. AEW Asia Limited also provides support to AEW Asia related to real property investments. AEW Asia Limited has a branch office in Sydney, Australia.

AEW Japan Corporation is a wholly owned Japanese subsidiary of AEW. AEW Japan does not conduct regulated activity. AEW Japan provides support to AEW Asia Limited and AEW Asia related to real property investments located in Japan.

AEW Korea is a wholly owned Korean subsidiary of AEW. AEW Korea does not conduct regulated activity. AEW Korea provides support to AEW Asia Limited and AEW Asia related to real property investments located in South Korea and conducts client service activity.

As noted in Item 4 above, AEW also provides investment advisory services through privately offered commingled vehicles sponsored by AEW. These vehicles are generally organized as partnerships, limited liability companies or other similar entities formed with the objective of making direct and indirect investments in real estate and real estate related companies and are offered to qualified investors in reliance upon an exemption from the registration requirements of the Securities Act of 1933, as amended. AEW and certain senior level employees of AEW also may invest for their own accounts in such partnerships or entities. AEW will generally be the manager of such commingled vehicles and entities controlled by AEW (or its affiliates) may serve as the general partner, managing member or in a similar capacity to such commingled vehicle.

AEW is an indirect subsidiary of Natixis IM, which owns, in addition to AEW, a number of other asset management, distribution and service entities (each, a "related person"). As noted in Item 4 above, Natixis IM is wholly owned by Natixis, which is wholly owned by BPCE, France's second largest banking group. BPCE is owned by banks comprising two autonomous and complementary retail banking networks consisting of the Caisse d'Epargne regional savings banks and the Banque Populaire regional cooperative banks. There are several intermediate holding companies and general partnership entities in the ownership chain between BPCE and AEW. In addition, Natixis IM's parent companies Natixis and BPCE each own, directly or indirectly, other investment advisers and securities and financial services firms which also engage in securities transactions.

AEW does not generally enter into transactions with related persons on behalf of clients. Because AEW is affiliated with a number of asset management, distribution and service entities, AEW occasionally may engage in business activities with some of these entities, subject to AEW's policies and procedures governing conflicts of interest. For example, AEW may enter into relationships with related persons, which include advisory or subadvisory arrangements (on a discretionary or non-discretionary basis), cross-marketing arrangements for the sale of separate accounts and privately placed commingled vehicles, research sharing relationships and personnel sharing relationships. Given that related persons are equipped to provide a number of services and investment products to AEW's clients, subject to applicable law, clients of AEW may engage a related person of AEW to provide any number of such services, including advisory, custodial or banking services, or may invest in the investment products provided or sponsored by a related person of AEW. The relationships described herein could give rise to potential conflicts of interest or otherwise may have an adverse effect on AEW's clients. For example,



when acting in a commercial capacity, related persons of AEW may take commercial steps in their own interests, which may be adverse to those of the AEW's clients.

Given the interrelationships among AEW and its related persons and the changing nature of the AEW's related persons' businesses and affiliations, there may be other or different potential conflicts of interest that arise in the future or that are not covered by this discussion. Additional information regarding potential conflicts of interest arising from AEW's relationships and activities with its related persons is provided below in Item 11.

**Other Advisers**

AEW S.A. ("AEW Europe") is AEW's sister company in Europe and is commonly owned by Natixis IM and La Banque Postale. AEW SA, together with its subsidiaries AEW Europe LLP, AEW Sarl and AEW Ciloger and a joint venture with AEW UK Investment Management LLP, is a European real estate investment manager with headquarter offices in Paris and London. Jeffrey D. Furber, AEW's Global Chief Executive Officer, also serves as Chairman of the Board of Directors of AEW Europe and is a member of the Investment Committee for each of the private equity funds sponsored by AEW Europe. From time to time, AEW may recommend the services of AEW Europe to clients who are seeking to invest in a European direct investment real estate strategy. In such instances, AEW may be paid a fee from AEW Europe. Similarly, from time to time, AEW Europe may recommend the services of AEW to clients who are seeking to invest in a US direct investment real estate strategy. In such instances, AEW Europe may be paid a fee from AEW.

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

### *Code of Ethics*

AEW has established a comprehensive Code of Ethics that is applicable to all of its employees. The Code of Ethics, which is designed to comply with Rule 17j-1 of the Investment Company Act of 1940, establishes guidelines for professional conduct, particularly with respect to limitations of potential conflicts of interest and personal trading procedures, including pre-clearance and reporting obligations. AEW's employees may not trade in real estate securities or limited offering securities without pre-clearance from the Chief Compliance Officer. AEW's employees who recommend or execute trades in securities for client accounts may not purchase the same investments for their own accounts. The Code of Ethics also prohibits employees from engaging in, or helping others engage in, insider trading and from trading with respect to a particular security or issuer at a time when he or she knows or should know that he or she is in possession of material nonpublic information about the issuer or security. Access Persons have periodic reporting requirements including annual disclosure of all covered securities holdings and all brokerage accounts for which they exercise discretion and quarterly disclosure of all transactions in covered securities for the quarter.

Additionally, AEW maintains an employee handbook that sets forth AEW's professional expectations of its personnel, a Gift and Entertainment Policy that is designed to provide reasonable oversight of potential conflicts associated with giving or receiving gifts and/or entertainment, a Political Contributions policy that is designed to prevent conflicts relative to public or government entities or officials and a Policy Related to Outside Business Activity and Board Service designed to prevent conflicts relative to employee activity outside of AEW.

The discussion above is a summary and is qualified in its entirety by AEW's Code of Ethics, Employee Handbook, Gift and Entertainment Policy, Political Contribution Policy and Policy Related to Outside Business Activity and Board Service, all of which are available from AEW upon request.

### *Interest in Client Transactions*

In connection with providing investment management and advisory services to its clients, AEW acts independently of other affiliated investment advisers and manages the assets of each of its clients in accordance with the investment mandate selected by such clients.

Related persons of AEW are engaged in securities transactions. AEW or its related persons may invest in the same securities that AEW recommends for, purchases for or sells to AEW's clients. AEW and its related persons (to the extent they have independent relationships with the client) may give advice to and take action with their own accounts or with other client accounts that may compete or conflict with the advice AEW may give to, or an investment action AEW may take on behalf of, the client or may involve different timing than with respect to the client. Since the trading activities of Natixis IM firms are not coordinated, each firm may trade the same security at about the same time, on the same or opposite side of the market, thereby possibly affecting the price, amount or other terms of the trade execution, adversely affecting some or all clients. Similarly, one or more clients of AEW's related persons may dilute or otherwise disadvantage the price or investment strategies of another client through their own transactions in investments. AEW's management on behalf of its clients may benefit AEW or its related persons. For example, clients may, to the extent permitted by applicable law, invest

directly or indirectly in the securities of companies in which AEW or a related person, for itself or its clients, has an economic interest, and clients, or AEW or a related person on behalf its client, may engage in investment transactions which could result in other clients being relieved of obligations, or which may cause other clients to divest certain investments. The results of the investment activities of a client of AEW may differ significantly from the results achieved by AEW for other current or future clients.

In addition, certain related persons of AEW may engage in banking or other financial services, and in the course of conducting such business, such persons may take actions that adversely affect AEW's clients. For example, a related person engaged in lending may foreclose on an issuer or security in which AEW's clients have an interest. As noted above, AEW typically will not have the ability to influence the actions of its related persons.

Although unlikely, AEW from time to time may purchase securities in public offerings or secondary offerings on behalf of client accounts in which a related person may be a member of the underwriting syndicate. Such participation is in accordance with Natixis IM policy and applicable law, and AEW does not purchase directly from such related person.

AEW's Code of Ethics prohibits all members of AEW's business group providing investment services related to public real estate securities from investing in any real estate related securities for their own benefit. Therefore, at no time during their employment at AEW will an employee personally invest in the same securities such employee may have recommended to a client.

As referred to in Item 5 above, AEW or its related parties may have a financial interest in certain partnerships or other entities managed by AEW in which certain clients of the firm are investors. In such event, AEW will not act as investment advisor or consultant to any of the investors with respect to their decision to invest in any such products. Each investor has made and will make an independent decision to so invest. From time to time, in the course of its investment advisory services to other clients, AEW or its related persons may recommend the purchase or sale by such other clients of securities purchased, owned or sold by these entities. AEW or its related parties will not recommend or cause a client to enter into transactions for the purpose of knowingly benefiting from the direct or indirect securities holdings of AEW or its related parties.

## Item 12: Brokerage Practices

In placing securities trades with brokers or dealers, AEW's goal is to execute purchases and sales at the most favorable prices consistent with best execution. AEW considers several factors when selecting brokers and dealers and the market in which a transaction is executed.

Brokerage arrangements must be approved by the Legal & Compliance Group and brokerage transactions may only be directed to approved brokers. A list of approved brokers is maintained and updated as necessary by AEW's Head Trader and reviewed by the Director of Securities Operations for the AEW Securities Group (any changes require the approval of the Legal & Compliance Group) (the "Approved Broker List"). Generally, any broker that has not been used within one year will be removed from the Approved Broker and closed. If regular trading is to resume with any broker that had been removed, they will go through the standard broker approval process again.

In selecting a broker for a particular trade, the objective is to achieve the best execution for the client. Factors to be considered in achieving such objective may include:

- Recent activity in trading the security being purchased or sold ("flow")
- the broker's overall competitiveness, financial soundness, reputation, and integrity
- the broker's trading expertise,
- the issuer and type of security to be traded and the size of the trade
- the quality of the broker's back office (ability to settle the transaction in a timely fashion)

Brokerage transactions are not required to be directed to the broker offering the lowest commission cost, provided that the Trader selecting the broker believes that the firm selected will be able to obtain the best price in connection with a particular transaction and that the commission cost is reasonable in relation to the total quality and reliability of the brokerage services provided by such firm (both to the applicable client account and to AEW as a whole). The Trader will report any events that may occur with a broker that could affect the broker's ability to achieve the objectives stated above to the Best Execution Committee on a quarterly basis or sooner as needed.

AEW also maintains a list of broker/dealers affiliated with AEW. The Employee Retirement Income Security Act imposes limitations on AEW's ability to purchase securities in an underwriting if an affiliated broker-dealer is a member of the underwriting or selling syndicate. If the affiliated broker-dealer is a member of the underwriting syndicate, a purchase from any member of the selling group may be prohibited. It is AEW's policy not to trade with affiliated broker/dealers. The Portfolio Manager, Director of Securities Operations and Trader are responsible for consulting the procedures adopted by clients regarding the purchase of securities in an underwriting in which an affiliated person of the client is a member of the underwriting syndicate.

Although AEW does not directly participate in any soft dollar arrangements, AEW reserves the right to do so in reliance on the statutory safe harbor found in Section 28(e) of the Securities Exchange Act of 1934. AEW does not, for example, permit brokers to pay for services such as computer databases, research oriented hardware or software, quotation equipment or trade settlement services used by AEW even though such services are permitted by Section 28(e). AEW may receive research services incidental to its use of certain brokers, in all cases limited to the types of research contemplated by Section 28(e). Research services provided by broker/dealers take various forms, including personal interviews with analysts, written reports, pricing services, and meetings arranged with various sources

of information regarding particular issuers, industries, governmental policies, economic trends, and other matters. To the extent that services of value are received by AEW, AEW may avoid expenses which might otherwise be incurred. Such services furnished to AEW may be used in furnishing investment advice to all of AEW's accounts, and services received from a broker/dealer that executed transactions for a particular account will not necessarily be used by AEW specifically in servicing that particular account. AEW may have an incentive to select or recommend a broker based on AEW's benefit in receiving research services, however, at all times, AEW seeks to achieve best execution and will not forgo achieving best execution in favor of using a broker who might provide research services.

Clients may instruct AEW to direct brokerage commissions to particular broker-dealers selected by the client. Where a client has instructed AEW to direct brokerage to a particular broker-dealer, the client is responsible for negotiating commission rates with their respective broker-dealer and, therefore, may pay a higher commission than the lowest commission that may be obtained by AEW. In such circumstances, the client may not be receiving best execution. Currently, all directed brokerage arrangements are subject to most favorable execution.

The revised European Union ("EU") Markets in Financial Instruments Directive ("MiFID II"), which became effective January 3, 2018, requires EU investment managers in the scope of the EU Markets in Financial Instruments Directive to pay for research services from brokers and dealers directly out of their own resources or by establishing "research payment accounts" for each client, rather than through client commissions. MiFID II's research requirements present various compliance and operational considerations for investment advisers and broker-dealers serving clients in both the United States and the EU. MiFID II is applicable to AEW GAE. AEW GAE pays for research services from brokers and dealers directly.

When AEW determines that an investment purchase or sale opportunity in a security is appropriate and desirable for more than one advisory account, purchase and sale orders may be executed separately or may be combined and allocated by AEW to the participating accounts. It is AEW's policy to allocate the day's transactions pro-rata among the accounts with open orders for that security based on the average price obtained that day. Exceptions to the pro-rata allocation are rare and would be brought to the attention of the Chief Compliance Officer.

## Item 13: Review of Accounts

The Risk Management Committee, which includes members of AEW's senior leadership team, is responsible for reviewing investment strategy and risk across all of AEW's business lines.

In AEW's business groups providing investment services related to direct real estate investment, each separately managed account and commingled vehicle is reviewed by AEW's Risk Management Committee. At the start of each account or fund's fiscal year, a current status update is presented to the Risk Management Committee along with a business plan for the coming year. At the mid-point of each year, a status update is provided to the Risk Management Committee outlining where the account or fund is compared to the annual business plan. Additionally, any material event being considered that was not contemplated in an account or fund's business plan must be approved in advance of such action.

In AEW's business group providing investment services related to public real estate securities, each strategy is reviewed at least quarterly by the Risk Management Committee.

In addition, each account or fund's portfolio manager and accounting team also regularly monitors each client account.

In AEW's business groups providing investment services related to direct real estate investment, the portfolio manager responsible for each separately managed account or commingled vehicle will review that portfolio, its assets, its performance and the condition of the investment advisory relationship on a regular basis and report to the client as needed. Each separately managed account and commingled vehicle is managed by a portfolio manager, who is a senior officer of the firm and who, on a day-to-day basis, oversees the operation and performance of portfolio assets. Under the direction of the portfolio manager, each investment asset is managed by an asset manager or investment manager. The asset manager reviews and reports monthly to the portfolio manager on the operational performance of each asset, including, as appropriate, leasing status and activity, leasing terms and rental rates, tenant delinquencies, ongoing or pending capital improvements, and opportunities to increase current income or long-term investment value. Monthly financial operating data from each asset, including all items of income and expense, is received and reviewed by a portfolio controller and reported to the portfolio manager.

In AEW's business group providing investment services related to public real estate securities, a reconciliation to the separately managed account or commingled vehicle custodian books is performed at least on a monthly basis. Depending on the detail of the statement(s) provided by the custodian banks, account holdings, cash, transactions, receivables, and payables may be reconciled. Reconciliations are done manually. The reconciliation is completed by the assistant portfolio controller responsible for the separately managed account or commingled vehicle. The information described above is reconciled to AEW's books and records. Any discrepancies are brought to the attention of the custodian bank. The output of the reconciliation process is a summary sheet that details the beginning and ending market values for the account, as well as a listing of any reconciling items. Once completed, the reconciliation is given to either the VP or Director of Securities Operations for final review and signoff. The summary sheet must be initialed by both the assistant controller and VP or Director of Securities Operations before it can be filed. Cash and holdings are systematically reconciled each day by

a third party service provider. The portfolio controllers are responsible for recording and communicating any cashflows to the investment and trading teams each day as they occur.

Clients are generally provided with quarterly and annual reports that review the status and performance of their real estate investment portfolios, which reports may include full financial statements if applicable. In addition, portfolio managers generally will meet or otherwise communicate with each client no less than once per year to review portfolio performance and provide an outlook on potential issues and opportunities that may arise in the coming period.

## Item 14: Client Referrals and Other Compensation

AEW does not receive an economic benefit by someone who is not a client for providing investment advice or other advisory services to AEW clients.

In certain circumstances, AEW may engage third parties to solicit new investment advisory clients. AEW may compensate affiliated companies and their directors, officers and employees who refer clients to AEW. AEW may also pay referral fees to unaffiliated organizations or individuals, in which case AEW would disclose the referral compensation arrangement in accordance with Rule 206(4)-3 under the Advisers Act.

In general, a cash referral fee may not be paid to a third party who (1) is subject to a statutory disqualification under certain provisions set forth in Section 203 of the Act, (2) may be subject to an SEC order under Section 203(f), (3) has been convicted within the past ten years of certain felonies or misdemeanors set forth in Sections 203(e)(2)(A)-(D) of the Act, (4) has been found by the SEC to have engaged or been convicted of engaging in certain violative conduct set forth in Section 203(e), or (5) has been enjoined from acting as an adviser, broker-dealer, or in certain other capacities set forth in Section 203(e)(3). AEW will not provide, directly or indirectly, payment to any third party to solicit a state or political subdivision of a state for investment advisory services on behalf of AEW unless the third party is a "broker" as defined in section 3(a)(4) of the Securities Exchange Act of 1934 or a "dealer" as defined in section 3(a)(5) of that Act that is registered with the Securities Exchange Commission, and is a member of a national securities association registered under the Securities Exchange Act. Any prospective solicitor must represent in writing that it meets each of these requirements, and AEW may not engage the services of a solicitor with respect to which it has actual knowledge that these representations are untrue. If it is determined that a cash referral payment to a solicitor is appropriate, such payment may only be made pursuant to a written solicitation agreement that satisfies the requirements of Rule 206(4)-3 under the Act.

AEW may also compensate its personnel from time to time for referrals of clients to AEW. Generally, such referrals are one of several factors taken into account in setting annual compensation and bonus amounts.



## Item 15: Custody

AEW maintains policies and procedures to comply with the requirements of Rule 206(4)-2 of the Advisers Act (the “Custody Rule”).

AEW clients with separately managed accounts that hold publicly listed real estate securities generally select and engage custodians directly to maintain custody of their funds and securities and therefore AEW generally does not have custody of securities in these accounts.

For AEW clients invested in commingled vehicles holding publicly listed real estate securities, these securities and any cash are held with a qualified custodian and the vehicle is subject to an annual independent audit conducted in accordance with GAAP.

For AEW clients with separately managed accounts or invested in commingled vehicles with direct or indirect interests in real estate, without forming an opinion about whether or not AEW has custody, AEW may be deemed to have custody of client assets because AEW may have access to and/or control over bank accounts related to one or more real estate investments. For AEW clients invested in commingled vehicles or in separate accounts structured as a fund, the vehicle/fund is generally subject to an annual independent audit conducted in accordance with GAAP and the audited financial statements will be delivered to the client within 120 days as required by the Custody Rule.

Separately managed accounts not structured as a fund, or a commingled vehicle not subject to an independent audit, will be subject to a surprise independent audit as required by the Custody Rule. For these accounts, the client should receive at least quarterly statements directly from the bank or other qualified custodian that holds and maintains client assets.

AEW’s statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies, among other things. For tax and other purposes, the client custodial statement is the official record of the client account(s) and assets. AEW urges each client to carefully review custodian statements and compare them to the account statements that AEW may provide to each client as investment manager.

Clients should contact AEW promptly with any questions about the account statements or audited financials or if such documents are not received timely.

## Item 16: Investment Discretion

AEW accepts discretionary authority to manage assets on behalf of the client. In general, discretionary investment advisory services are provided by AEW through separately managed accounts pursuant to an investment advisory contract which sets forth the parties' responsibilities and AEW's authority over the client's account. Each investment advisory contract is specifically negotiated to meet the investment objectives of the particular client and incorporates both investment guidelines and detailed fee schedules. Client investment guidelines vary and may include, but are not limited to, diversification requirements, benchmark deviation, concentration limits, restrictions prohibiting purchase of certain securities or making investments in certain countries or markets, and prohibiting certain investment strategies or techniques.

Additionally, AEW offers private commingled vehicles, which are managed on a discretionary basis by AEW pursuant to the terms of the offering and subscription documentation for each vehicle. These documents are provided to each client prior to the client's investment, which investment is evidenced by a written subscription agreement or other written agreement.

## Item 17: Voting Client Securities

AEW does have, and will accept, proxy voting authority on behalf of our clients. The following is a summary of AEW's Proxy Voting Guidelines used by AEW in voting proxies relating to securities held on behalf of its clients for which it has voting authority. AEW's Proxy Voting Guidelines are available on AEW's website.

In general, if AEW believes that a company's management and board have interests sufficiently aligned with those of our client, we will vote in favor of board-approved proposals. More specifically, we seek to ensure that the board of directors of a company is sufficiently aligned with security holders' interests and provides proper oversight of the company's management. In many cases, this may be best accomplished by having a majority of independent board members. Although we will examine board member elections on a case-by-case basis, we will generally vote for the election of directors that would result in a board comprised of a majority of independent directors.

Because of the enormous variety and complexity of transactions that are presented to shareholders (such as mergers, acquisitions, re-incorporations, adoptions of anti-takeover measures, changes to capital structures and executive compensation plans, among others), and the variety of industries, companies and market cycles involved, it is extremely difficult to foresee exactly what actions would be in the best interests of our clients in all circumstances. Moreover, voting on such proposals involves considerations unique to each transaction. Accordingly, we will take a case-by-case approach to voting on proposals presenting these transactions.

AEW will typically assess the corporate governance of such companies through the use of third-party research service providers and in accordance with AEW's Public Real Estate Securities Engagement and Stewardship Policy which is available on AEW's website. AEW will generally vote affirmatively on proxy issues that reflect sound corporate governance practices and which AEW believes are in the best interests of its clients.

Clients can direct AEW's vote in a particular solicitation for their account, but for the most part, our clients either give us full authority to vote in accordance with our policies and procedures or choose to vote securities themselves (or delegate voting to another person or entity). If a client were to make an exception to this rule, AEW would document the client's direction, outlining the vote recommendation for their account and an explanation as to why they want to vote in that particular manner. AEW currently manages accounts for some clients with respect to which they have provided standing instructions on how AEW should vote on specific issues.

In reference to conflicts of interest, we have established procedures to help us resolve conflicts of interest that might arise when voting proxies for our clients. These procedures provide that AEW's Chief Compliance Officer will examine conflicts of interests of which we are aware and seek to resolve such conflicts in the best interests of our clients, irrespective of any such conflict. Generally, in the event of a conflict of interest involving any proxy vote, AEW will vote in accordance with recommendations provided by an independent proxy service provider.

AEW advisory clients may obtain a copy of AEW's Proxy Guidelines or their account's voting record upon request.

## Item 18: Financial Information

- A. AEW does not require or solicit prepayment of fees six months or more in advance.
- B. AEW confirms that there is no financial condition that would be reasonably likely to impair its ability to meet contractual commitments to clients.
- C. AEW has not been the subject of bankruptcy petition at any time during the past ten years.