

Advent Capital Management, LLC

888 7th Avenue, 31st Floor
New York, New York 10019

Style: US Equities Other
Sub-Style: Convertible Securities
Firm AUM: \$9.2 billion
Firm Strategy AUM: \$2.4 billion[^]

Year Founded: 1995
GIMA Status: Approved
Firm Ownership: Limited Liability
Professional-Staff: 60

PRODUCT OVERVIEW

Advent's Balanced Convertible Strategy seeks to protect on the downside by investing in companies with strong credit metrics and participate in the upside by identifying companies whose equity we believe is likely to see significant upside within the next 12-18 months. Advent employs what we view as a low-risk and multi-faceted approach to investing designed to generate attractive long term returns while protecting our clients' capital in down markets. While a key tenant of our investment philosophy is our credit first approach to evaluating securities, we also utilize a value investing framework where we focus on the evolution of a company's free cash flow to evaluate the strength of the underlying company. We believe the Strategy's focus on the "balanced" part of the market (convertibles trading within the 50%-70% delta range) can deliver attractive risk-adjusted returns. We also believe that rebalancing out of investments that advance past our price target or face deteriorating credit conditions, the Strategy naturally provides an investor with an efficient way to add positive convexity to their broader equity portfolio.

TARGET PORTFOLIO CHARACTERISTICS

Number of stock holdings:	102
P/E ratio:	Below the S&P 500
Cash level over market cycle:	1 to 3%
Risk (standard deviation):	Below the S&P 500
Average turnover rate:	70 to 100%
Use ADRs:	No
Capitalization:	—

PORTFOLIO STATISTICS

	-----09/18-----	03/18	
	Advent	Index***	Advent
Number of stock holdings	102	—	—
Dividend Yield	—	—	—
Distribution Rate	—	—	—
Wtd avg P/E ratio ¹	—	—	—
Wtd avg portfolio beta	—	—	—
Mega capitalization +	0.0%	0.0%	0.0%
Large capitalization +	0.0%	0.0%	0.0%
Medium capitalization +	0.0%	0.0%	0.0%
Small capitalization +	0.0%	0.0%	0.0%
Micro capitalization +	0.0%	0.0%	0.0%

PORTFOLIO'S EQUITY SECTOR WEIGHTINGS +

Sector	09/18	03/18	
	Advent	Index***	Advent
Energy	8.90	0.00	0.00
Materials	3.72	0.00	0.00
Industrials	4.97	0.00	0.00
Consumer Discretionary	5.48	0.00	0.00
Consumer Staples	1.60	0.00	0.00
Health Care	14.09	0.00	0.00
Financials	15.78	0.00	0.00
Information Technology	27.40	0.00	0.00
Communication Services	2.87	0.00	0.00
Utilities	3.26	0.00	0.00
Miscellaneous	7.19	0.00	0.00
Real Estate/REITs	0.00	0.00	0.00
Cash/Cash Equivalents	4.74	0.00	0.00

PORTFOLIO'S TOP FIVE EQUITY HOLDINGS

	%
MCHP 1 5/8 02/15/27	2.3
BDX 6 1/8	2.2
CCI 6 7/8	2.0
AABA 0 12/01/18	1.8
MU 3 11/15/43	1.8

% PROCESS BASED ON

0 Asset allocation - cash vs. stock
0 Industry or sector weighting
100 Stock Selection

MANAGER'S INVESTMENT STRATEGY

- Top-down / portfolio structures based on economic trends
- Bottom-up / portfolio structure based on individual securities

[^]As of 06/30/2018. Information as of 09/30/2018 is not yet available.

***Index : ML All Conv Ex 144a -VXNO

¹The P/E used here is calculated by the harmonic mean.

⁺Total may not equal 100% due to rounding.

MANAGER'S INVESTMENT PROCESS		RISK CONSIDERATIONS	PORTFOLIO'S ALLOCATION HISTORY (%) *			
			09/18	06/18	03/18	12/17
• Screen the Convertible Securities Universe: Use a convertible valuation model to identify theoretically cheap convertibles with attractive risk/reward profiles offering 75%-85% of the underlying equity upside, while limiting downside risk to approximately 50%.						
• Analyze Credit Quality: Extreme focus on the credit quality of potential investment. Seek to identify stable-to-improving trends in cash flow and interest coverage. Confirm that investment value provides worthy downside protection.						
• Analyze Equity Fundamentals: Examine the equity fundamentals, identifying company and industry dynamics that may act as intermediate catalysts for stock price appreciation including accelerating earnings momentum, changing industry dynamics, new product announcements, and corporate developments including restructuring or takeover and relative valuation.						
• Security Selection and Portfolio Construction: Utilize a bottom-up process to identify theoretically cheap convertibles with stable-to-improving fundamentals. Investment ideas are put forward and reviewed in an interactive process between portfolio managers and analysts. Investment meetings are held twice weekly (or on an ad hoc basis) to discuss new issues, analyst recommendations and portfolio investments. Security position sizes are determined in order to achieve the optimal risk/reward.						
• Continual Portfolio Monitoring and Risk Management: Determine whether each security is maintaining its investment potential and adhere to a sell discipline if the security no longer offers the appropriate risk/reward characteristics.						

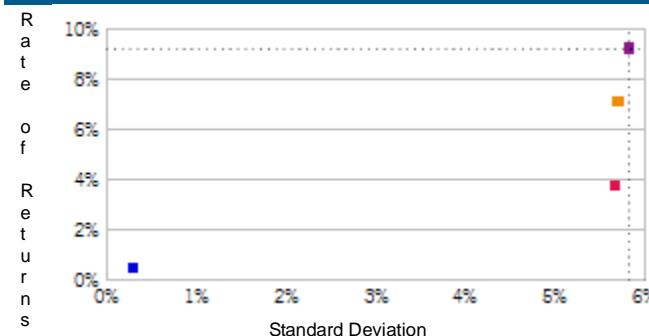
[^]As of 06/30/2018. Information as of 09/30/2018 is not yet available.

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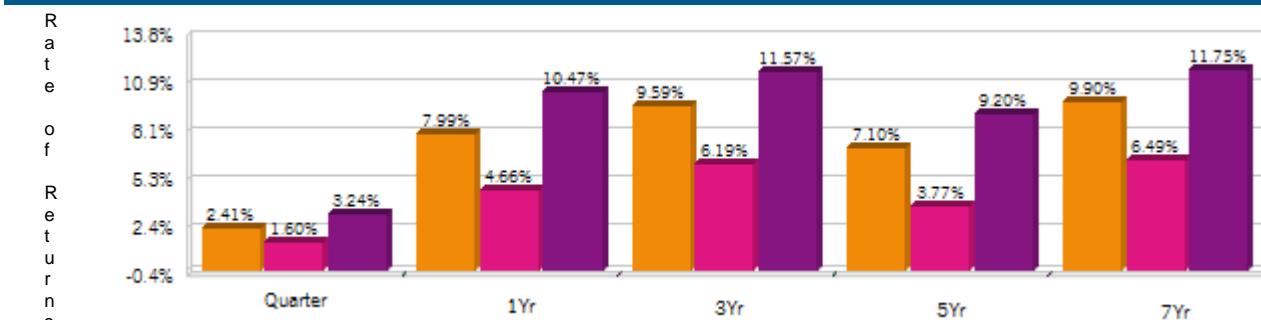
²Total may not equal 100% due to rounding.

***Index : ML All ConvEx 144a -VXNO

RISK/RETURN ANALYSIS - 5 YEARS ENDING 09/30/18



AVERAGE ANNUAL TOTAL RETURN (%) - PERIODS ENDING 09/30/18



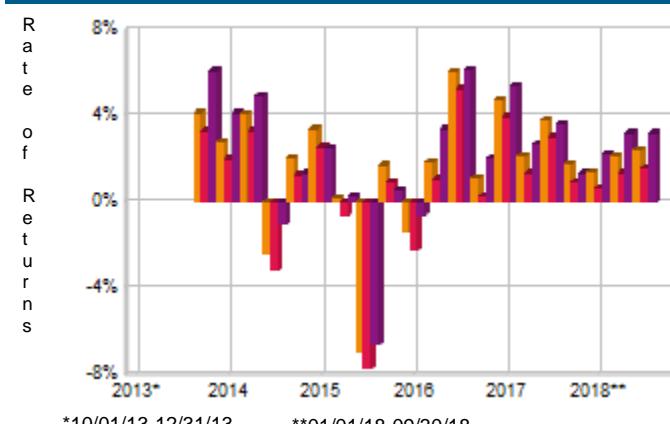
STD ROR

Advent (Gross)	5.71	7.10
Advent (Net)	5.68	3.77
ML All Conv Ex 144a -VXN0	5.83	9.20
90-Day T-Bills	0.31	0.49

INVESTMENT RESULTS

	Annual Rates of Return (%)						7 Year - Ending 09/30/18		
	2011	2012	2013	2014	2015	2016	2017	Annual	Std. Dev.
Advent (Gross)	-4.31	13.32	20.25	6.66	-1.93	7.77	13.11	9.90	6.31
Advent (Net)	-7.25	9.80	16.58	3.32	-4.97	4.37	9.63	6.49	6.29
ML All Conv Ex 144a -VXN0	-5.53	14.88	24.26	9.67	-3.37	11.38	13.77	11.75	6.68

RISK VOLATILITY (%)



*10/01/13-12/31/13

**01/01/18-09/30/18

PORTFOLIO'S QUARTERLY RETURNS (%)

	Quarter1		Quarter2		Quarter3		Quarter4	
	Gross	Net	Gross	Net	Gross	Net	Gross	Net
2011	5.62	4.80	-0.73	-1.49	-13.08	-13.78	4.98	4.20
2012	8.09	7.28	-2.97	-3.75	5.68	4.85	2.23	1.42
2013	6.53	5.71	2.56	1.77	5.68	4.87	4.15	3.33
2014	2.81	2.00	4.13	3.31	-2.39	-3.17	2.06	1.27
2015	3.40	2.58	0.22	-0.58	-6.98	-7.72	1.74	0.97
2016	-1.41	-2.24	1.90	1.10	6.07	5.27	1.13	0.32
2017	4.78	3.97	2.15	1.35	3.85	3.04	1.76	0.96
2018	1.43	0.65	2.18	1.37	2.41	1.60		

Related

Select UMA

PORTFOLIO'S RISK STATISTICS - PERIODS ENDING 09/30/18^{1,2}

	3 Year	5 Year
Standard Deviation	3.79%	5.71%
Standard Deviation of Primary Benchmark	3.75%	5.83%
Sharpe Ratio	2.32	1.16
Sharpe Ratio of Primary Benchmark	2.87	1.49
Alpha	-1.19%	-1.44%
Beta	0.94	0.94
Downside Risk	1.60%	1.80%
R-Squared	0.85	0.92
Tracking Error	1.48%	1.67%
Information Ratio	-1.34	-1.25

Number Of Up Qtrs. Down Qtrs.

Advent (Gross)	17	3
Advent (Net)	16	4
ML All Conv Ex 144a -VXN0	17	3

PORTFOLIO DIVERSIFICATION - R²(INCEPTION THROUGH 12/14)+

Advent vs. ML All Conv Ex 144a -VXN0 R² 0.93

+Statistics are calculated using gross of fee performance only.

1. Statistics are calculated using gross of fee performance only.

2. ML All Conv Ex 144a -VXN0 was used as the primary benchmark and the 90-Day T-Bills Index as the risk-free benchmark.

See important notes and disclosures pages for a discussion of the sources of the performance data used to calculate the performance results and related analyses shown above.

IMPORTANT NOTES AND DISCLOSURES

COMPOSITE DISCLOSURES

The disclosures provided below apply to performance information in this profile, if any. Past performance is not a guarantee of future results. Actual individual account results may differ from the performance shown in this profile. There is no guarantee that this investment strategy will achieve its intended results under all market conditions. Do not rely upon this profile as the sole basis for your investment decisions.

Performance results in this profile are calculated assuming reinvestment of dividends and income. Returns for more than one year are annualized and based on quarterly data. Returns for periods of less than a calendar year show the total return for the period and are not annualized.

Sources of Performance Results and Other Data: The performance data and certain other information for this strategy (including the data on page 1 of this profile) may include one or more of the following: (i) the performance results of a composite of Morgan Stanley accounts managed by the third party investment manager, (ii) the performance results for accounts and investment products managed by the third party investment manager, in the same or a substantially similar investment strategy outside of the applicable Morgan Stanley program, and/or (iii) in the case of Model Portfolio Strategies, the Model Portfolio Provider's results in managing institutional accounts outside of the Morgan Stanley Select UMA program prior to Model Portfolio Strategy's inception in the Morgan Stanley Select UMA program. For periods through June 2012, the Fiduciary Services program operated through two channels – the Morgan Stanley channel and the Smith Barney channel and any performance and other data relating to Fiduciary Services accounts shown here for these periods is calculated using accounts in only one of the these channels.) Please note that the Fiduciary Services program was closed on January 2, 2018. Although the Fiduciary Services and Select UMA programs are both Morgan Stanley managed account programs, the performance results and other features of similar investment strategies in the two programs may differ due to investment and operational differences. Performance in one program is not indicative of potential performance in the other. For example, the individual investment strategies in Select UMA program accounts may contain fewer securities, which would lead to a more concentrated portfolio. The automatic rebalancing, wash sale loss and tax harvesting features of the Select UMA program, which are not available in Fiduciary Services, also could cause differences in performance. In addition, any performance results included in this profile that are based on a third party investment manager's accounts that are not part of the Morgan Stanley program accounts or institutional accounts that are part of the Model Portfolio strategy may differ due to investment and operational differences as well. As such, performance results of the third party investment manager's composites and the third party Model Portfolio Strategies may differ from those of Select UMA accounts managed in the same or a substantially similar investment strategy. For example, in the case of Model Portfolio Strategies, Morgan Stanley, as the investment manager, may deviate from the Third Party Model Portfolios.

Related Performance:

The performance composite calculated by Advent Capital Management, LLC includes 14 representative accounts that fit the same strategy and fee structure. The composite performance is presented before the deduction of investment advisory fees and before the deduction of transaction costs unless noted as net fees.

Morgan Stanley Performance:

Gross Performance: Advent's gross results do not reflect a deduction of any investment advisory fees or program fees, charged by Advent or Morgan Stanley, but are net of commissions charged on securities transactions.

Net Performance for all Periods: Net performance results reflect a deduction of 0.7925% quarterly. This consists of three components: 0.625% maximum quarterly MS Advisory Fee and 0.0175% maximum quarterly Program Overlay Fee (which, together cover the services provided by Morgan Stanley), plus 0.15% quarterly SMA Manager Fees (being the fee currently charged by Advent to new clients for managing their assets in the Select UMA program). The SMA Manager Fees may differ from manager to manager, and managers may change their fee to new clients from time to time. If you select this manager for your account, check the SMA Manager Fees specified in the written client agreement, in case these have changed since you received this profile. Historical net fees reflect the Advisory Fee Schedule as of March 31, 2014. Morgan Stanley program fees are usually deducted quarterly, and have a compounding effect on performance. The Morgan Stanley program fee, which differs among programs and clients, is described in the applicable Morgan Stanley ADV brochure, which is available at www.morganstanley.com/ADV or on request from your Financial Advisor or Private Wealth Advisor. Document approval date Month YYYY. #CRC

Focus List, Approved List, and Watch Status:

Global Investment Manager Analysis ("GIMA") uses two methods to evaluate investment products in applicable advisory programs. In general, strategies that have passed a more thorough evaluation may be placed on the "Focus List", while strategies that have passed through a different and less comprehensive evaluation process may be placed on the "Approved List". Sometimes an investment product may be evaluated using the Focus List process but then placed on the Approved List instead of the Focus List.

Investment products may move from the Focus List to the Approved List, or vice versa. GIMA may also determine that an investment product no longer meets the criteria under either evaluation process and will no longer be recommended in investment advisory programs (in which case the investment product is given a "Not Approved" status).

GIMA has a "Watch" policy and may describe a Focus List or Approved List investment product as being on "Watch" if GIMA identifies specific areas that (a) merit further evaluation by GIMA and (b) may, but are not certain to, result in the investment product becoming "Not Approved". The Watch period depends on the length of time needed for GIMA to conduct its evaluation and for the investment manager to address any concerns. GIMA may, but is not obligated to, note the Watch status in this report with a "W" or "Watch" on the cover page.

For more information on the Focus List, Approved List, and Watch processes, please see the applicable Morgan Stanley ADV brochure (www.ms.com/adv). Your Financial Advisor or Private Wealth Advisor can provide on request a copy of a paper entitled "GIMA: At A Glance".

ADDITIONAL DISCLOSURES

The information about a representative account is for illustrative purposes only. Actual account holdings, performance and other data will vary depending on the size of an account, cash flows within an account, and restrictions on an account. Holdings are subject to change daily. The information in this profile is not a recommendation to buy, hold or sell securities.

Actual portfolio statistics may vary from target portfolio characteristics.

The Model Portfolio Provider or Investment Manager may use the same or substantially similar investment strategies, and may hold similar portfolios of investments, in other portfolios or products it manages (including mutual funds). These may be available at Morgan Stanley or elsewhere, and may cost an investor more or less than this strategy in Morgan Stanley's Select UMA program.

The portfolio may, at times, invest in exchange-traded funds (ETFs), which are a form of equity security in seeking to maintain continued full exposure to the broad equity market.

Morgan Stanley investment advisory programs may require a minimum asset level and, depending on your specific investment objectives and financial position, may not be suitable for you. Investment advisory program accounts are opened pursuant to a written client agreement.

The investment manager acts independently of, and is not an affiliate of, Morgan Stanley Smith Barney LLC.

Diversification does not guarantee a profit or protect against a loss.

No obligation to notify

Morgan Stanley has no obligation to notify you when information in this profile changes.

Sources of information

Material in this profile has been obtained from sources that we believe to be reliable, but we do not guarantee its accuracy, completeness or timeliness. Third party data providers make no warranties or representations relating to the accuracy, completeness or timeliness of the data they provide and are not liable for any damages relating to this data.

No tax advice

Morgan Stanley and its affiliates do not render advice on legal, tax and/or tax accounting matters to clients. Each client should consult his/her personal tax and/or legal advisor to learn about any potential tax or other implications that may result from acting on a particular recommendation.

Not an ERISA fiduciary

Morgan Stanley is not acting as a fiduciary under either the Employee Retirement Income Security Act of 1974, as amended, or under section 4975 of the Internal Revenue Code of 1986, as amended, in providing the information in this profile.

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INDEX DESCRIPTIONS

90-Day T-Bills

The 90-Day Treasury Bill is a short-term obligation issued by the United States government. T-bills are purchased at a discount to the full face value, and the investor receives the full value when they mature. The difference of discount is the interest earned. T-bills are issued in denominations of \$10,000 auction and \$1,000 increments thereafter.

ML All Conv Ex 144a -VXN0

Sold into the U.S. market and publicly traded in the U.S. Convertible into U.S. dollar denominated common stock, ADR's or cash equivalent. Not a synthetic (defined as an exchangeable or equity-linked security issued by a broker-dealer with proceeds going directly to the broker-dealer). SEC registered.

S&P 500

The S&P 500 Total Return has been widely regarded as the best single gauge of the large cap U.S. equities market since the index was first published in 1957. The index has over \$5.58 trillion benchmarked, with index assets comprising approximately \$1.31 trillion of this total. The index includes 500 leading companies in leading industries of the U.S. economy, capturing 75% coverage of U.S. equities. This index includes dividend reinvestment.

Indices are unmanaged and have no expenses. You cannot invest directly in an index.

GLOSSARY OF TERMS

Alpha is a mathematical estimate of risk-adjusted return expected from a portfolio above and beyond the benchmark return at any point in time.

American Depository Receipts (ADRs) are receipts for shares of a foreign-based corporation held in the vault of a U.S. bank.

Average Portfolio Beta is a measure of the sensitivity of a benchmark or portfolio's rates of return to changes against a market return. The market return is the S&P 500 Index. It is the coefficient measuring a stock or a portfolio's relative volatility.

Beta is a measure of the sensitivity of a portfolio's rates of return to changes in the market return. It is the coefficient measuring a stock or a portfolio's relative volatility.

Bottom-Up Stock Selection Emphasis primarily on individual stock selection. Considerations of economic and industry factors are of secondary importance in the investment decision-making process.

Capitalization is defined as the following: Mega (Above \$100 billion), Large (\$12 to \$100 billion), Medium (\$2.5 - \$12 billion), Small (\$.50 - \$2.5 billion) and Micro (below \$.50 billion).

Distribution Rate is defined as the most recent distribution paid, annualized, and then divided by the current market price. Distribution rate may consist of investment income, short-term capital gains, long-term capital gains, and /or returns of capital.

Dividend a portion of a company's profit paid to common and preferred shareholders.

Dividend Yield annual dividend per share divided by price per share. Dividend Yield for the portfolio is a weighted average of the results for the individual stocks in the portfolio.

Downside Risk is a measure of the risk associated with achieving a specific target return. This statistic separates portfolio volatility into downside risk and upside uncertainty. The downside considers all returns below the target return, while the upside considers all returns equal to or above the target return.

Duration is a measure of price sensitivity expressed in years.

High Grade Corporate Bonds corporate bonds from issuers with credit ratings of AA or AAA.

Information Ratio is a measure of the investment manager's skill to add active value against a given benchmark relative to how stable that active return has been. Essentially, the information ratio explains how significant a manager's alpha is. Therefore, the higher the information ratio, the more significant the alpha.

Investment Grade Bonds are those rated by Standard & Poor's AAA (highest rated), AA, A or BBB (or equivalent rating by other rating agencies or, in the case of securities not rated, by the investment manager).

Price/Book Ratio (P/B) weighted average of the stocks' price divided by book value per share. Book value per share is defined as common equity, including intangibles, divided by shares outstanding times the adjustment factor.

Price/Cash Flow Ratio a ratio used to compare a company's market value to its cash flow. It is calculated by dividing the company's market cap by the company's operating cash flow in the most recent fiscal year (or the most recent four fiscal quarters); or, equivalently, divide the per-share stock price by the per-share operating cash flow.

Price/Earnings Ratio (P/E Ratio) shows the multiple of earnings at which a stock sells. Determined by dividing current stock price by current earnings per share (adjusted for stock splits). Earnings per share for the P/E ratio are determined by dividing earnings for past 12 months by the number of common shares outstanding. The P/E ratio shown here is calculated by the harmonic mean.

Price/Sales Ratio determined by dividing current stock price by revenue per share (adjusted for stock splits). Revenue per share for the P/S ratio is determined by dividing revenue for past 12 months by number of shares outstanding.

R2 (R-Squared)/Portfolio Diversification indicates the proportion of a security's total variance that is benchmark-related or is explained by variations in the benchmark.

Sharpe Ratio measures the efficiency, or excess return per unit of volatility, of a manager's returns. It evaluates managers' performance on a volatility-adjusted basis.

Standard Deviation is a statistical measure of historical variability or spread of returns around a mathematical average return that was produced by the investment manager over a given measurement period. The higher the standard deviation, the greater the variability in the investment manager's returns relative to its average return.

Top-Down/Economic Analysis Emphasis primarily on macroeconomic trends as opposed to bottom-up stock selection.

Tracking Error represents the standard deviation of the difference between the performance of the investment strategy and the benchmark. This provides a historical measure of the variability of the investment strategy's returns relative to its benchmark.

U.S. Treasury Bonds a marketable, fixed interest U.S. government debt security with a maturity of more than 10 years. Treasury bonds make interest payments semi-annually and the income that holders receive is only taxed at the federal level.

Volatility a measure of risk based on the standard deviation of the asset return. Volatility is a variable that appears in option pricing formulas, where it denotes the volatility of the underlying asset return from now to the expiration of the option. There are volatility indexes. Such as a scale of 1-9; a higher rating means higher risk.