



Item I: Cover page

# Allspring Funds Management, LLC

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March 24, 2025

This is the Form ADV, Part 2A ("Brochure") for Allspring Funds Management, LLC, as required by the Investment Advisers Act of 1940 ("Advisers Act").

**This Brochure provides information about the qualifications and business practices of Allspring Funds Management, LLC ("Allspring Funds Management"). If you have any questions about the contents of this Brochure, please contact us at +1-833-568-4255 or via email [maops@allspringglobal.com](mailto:maops@allspringglobal.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.**

**Additional information about us is also available at the SEC's website, [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

Allspring Funds Management is a registered investment adviser with the SEC. Our registration as an investment adviser does not imply any level of skill or training. The oral and written communications we provide to you, including this Brochure, include information you may use to evaluate us (and other advisers) which may factor into your decision to hire us or to continue to maintain a mutually beneficial relationship.



## Item 2: Material changes

### Summary of material changes

This item is intended to address only those material changes that have been incorporated since the last annual update of Allspring Funds Management Brochure dated March 22, 2024. The following items received changes:

- Item 4 (Advisory Business) was updated to: (i) add that Allspring Funds Management now serves as investment adviser to certain recently launched exchange-traded funds (“ETFs”); (ii) remove references to the Worldwide Alternative Fund SICAV SIF since Allspring Funds Management no longer serves as investment manager to that fund; (iii) add disclosure clarifying the limited nature of services provided by Allspring Funds Management with respect to legal proceedings involving issuers of securities in which Allspring Funds Management invests; (iv) add disclosure clarifying Allspring Funds Management's role as administrator to Allspring's mutual funds and ETFs; and (v) describe certain limitations on Allspring Funds Management's ability to waive or limit its liability within investment management agreements.
- Item 7 (Types of Clients) was updated to reflect new managed account size requirements.
- Item 8 (Methods of Analysis, Investment Strategies and Risk of Loss) was updated to: (i) clarify certain risks, such as error risk and market risk; and (ii) describe certain differences between ETFs and closed-end funds versus traditional open-end mutual funds.
- Item 10 (Other Financial Industry Activities and Affiliations) was updated to detail expanded activities of Allspring Funds Distributor related to Allspring's newly launched ETFs.
- Item 12 (Brokerage Practices) was updated to clarify trade practices.
- Item 13 (Review of Accounts) was updated to clarify and update the managed accounts review process.
- Item 16 (Investment Discretion) was updated.
- Item 17 (Voting Client Securities) was updated to: (i) clarify the role of Allspring Funds Management's unaffiliated proxy adviser; and (ii) add certain conflicts of interest, such as when Allspring or its affiliates have other relationships with the issuer of the proxy.



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## Item 4: Advisory business

### Firm overview

Allspring Funds Management, LLC (“Allspring Funds Management”) was incorporated in the State of Delaware on December 12, 2000. Allspring Funds Management has been registered as an investment adviser with the SEC since December 12, 2000. Allspring Funds Management is a direct wholly owned subsidiary of Allspring Global Investments Holdings, LLC (“Allspring Global Investments Holdings”), a holding company indirectly owned by Allspring Group Holdings, LLC (“Allspring Group Holdings”). Allspring Group Holdings is majority-owned by certain private funds managed by GTCR LLC (“GTCR”) and Reverence Capital Partners, L.P. (“Reverence Capital Partners”). A significant minority position in non-voting equity interests of Allspring Group Holdings is indirectly held by certain employees of the Allspring Global Investments<sup>1</sup> group of companies (collectively known as “Allspring”). In addition, a minority position in non-voting equity interests of Allspring Group Holdings is held indirectly by Wells Fargo & Company (“Wells Fargo”), through an indirect wholly owned subsidiary known as Wells Fargo Central Pacific Holdings, Inc.

Founded in 1980, GTCR is a leading private equity firm that invests behind The Leaders Strategy™—finding and partnering with management leaders in core domains to identify, acquire and build market-leading companies through organic growth and strategic acquisitions. GTCR is focused on investing in transformative growth in companies in the Business & Consumer Services, Financial Services & Technology, Healthcare and Technology, Media & Telecommunications sectors. Since its inception, GTCR has invested more than \$30 billion in over 280 companies, and the firm currently manages \$40 billion in equity capital. GTCR is based in Chicago with offices in New York and West Palm Beach.

Reverence Capital Partners is a private investment firm focused on three complementary and synergistic businesses: (i) thematic investing in leading global, middle-market financial services businesses through control and influence-oriented investments, (ii) structured credit and credit-related investments, and (iii) real estate solutions. The firm was founded in 2013 by Milton Berlinski, Peter Aberg and Alex Chulack, after distinguished careers advising and investing in a broad array of financial services businesses. The founders each bring, on average, more than 37 years of advisory and investing experience across a wide range of financial services sectors including asset management, banks and specialty finance, capital markets, financial technology and business services, and insurance. Prior to November 1, 2021, Allspring was wholly owned by Wells Fargo and was divested as of that date to new ownership as described above. Wells Fargo continues to serve as an important client and, subject to applicable fiduciary duties and other considerations, Wells Fargo remains an important distribution partner with respect to Allspring Funds Management’s products in a manner similar to their role prior to the divestiture.

### Description of advisory services

Allspring Funds Management serves as investment adviser for the portfolios of a family of U.S. registered mutual funds, closed-end funds and exchange-traded funds (the “Allspring Funds”), and investment manager for the Allspring (Lux) Worldwide Fund (the “Worldwide Fund”), an offshore fund organized in Luxembourg. The Allspring

<sup>1</sup> Allspring Global Investments is the trade name for the asset management companies of Allspring Global Investments Holdings that includes Allspring Funds Management; Allspring Global Investments, LLC (“Allspring Investments”); Allspring Global Investments (UK) Limited (“Allspring UK”), Allspring Funds Distributor, LLC (“Allspring Funds Distributor”), Allspring Global Investments Luxembourg S.A. (“Allspring Luxembourg”), Allspring Global Investments (Singapore) Pte. Ltd. (“Allspring Singapore”); Allspring Global Investments (Hong Kong) Limited (“Allspring Hong Kong”) and Allspring Global Investments (Japan) Limited (“Allspring Japan”). Associated with Allspring, but not part of the Allspring trade name/GIPS firm, is Galliard Capital Management, LLC (“Galliard”).





Funds and the Worldwide Fund are collectively referenced herein as the “Funds.” We also participate as an investment adviser in several managed account programs offered by other financial institutions to their respective clients, including high net worth individuals, trusts, retirement plans, corporations, partnerships and charitable organizations.

The descriptions of advisory services and other items of information below are generally organized under headings naming the category of client.

## The Allspring Funds

We are responsible for implementing the investment objectives and strategies of the Allspring Funds. To assist in fulfilling these responsibilities, and subject to approval of the Allspring Funds’ Board of Trustees (the “Board”), we have contracted with sub-advisers to provide day-to-day portfolio management services to the Allspring Funds. We employ a team of investment professionals who identify and recommend the initial hiring of each Allspring Fund’s sub-adviser and monitor the activities of the sub-advisers on an ongoing basis. Allspring Fund sub-advisers are institutional investment management firms that are registered under the Advisers Act. We generally recommend an affiliated sub-adviser where available; indeed, nearly all of the Allspring Funds are managed by affiliated sub-advisers. For additional information concerning the conflict of interest presented by our use of affiliated sub-advisers, refer to Item 10 below.

We are responsible for the larger strategic investment decisions such as determining an Allspring Fund’s investment style and asset allocation targets as well as structural issues such as whether to operate an Allspring Fund as a stand-alone fund, in a master-gateway structure or in a fund-of-funds structure with Board approval. Day-to-day security selection is generally left to the sub-advisers, although we approve the universe of investment products (e.g., securities, derivatives, pooled investment companies) that a sub-adviser uses to implement the strategy, which for certain Allspring Funds includes establishing a wholly owned subsidiary in the Cayman Islands advised by Allspring Funds Management for the purpose of making direct or indirect investments in various derivatives and or commodities. We also monitor sub-adviser performance and will from time to time recommend sub-adviser changes to the Board. We regularly report to the Board of Trustees of the Allspring Funds regarding each Fund’s investment performance and compliance with various policies and procedures established to assist in managing the Allspring Funds.

As administrator to the Funds, we provide various administrative services including required regulatory filings, various compliance services including portfolio monitoring and oversight of Fund vendors, among other needed to operate the Funds. To assist in fulfilling these responsibilities, and subject to approval of the Allspring Funds’ Board of Trustees, we have contracted with a sub-administrator that provides day-to-day administrative and operational services to the Funds, overseen by Allspring Funds Management.

## Allspring (Lux) Worldwide Fund

We serve as investment manager to the Worldwide Fund, an offshore fund structured as a Société d’Investissement à Capital Variable (“SICAV”) and qualifying as an undertaking for collective investment of transferable securities (“UCITS”) under the laws of Luxembourg.

## Managed accounts

We serve as an investment adviser/portfolio manager for separately managed accounts and model portfolios that are offered by other financial institutions, such as investment advisers and broker-dealers (“Sponsors”) through various managed account programs, including traditional wrap account programs and model portfolio programs.





The investment strategies that we manage for such programs invest in exchange-traded securities, fixed income securities, and a limited number of mutual funds.

In connection with our management, we rely on an affiliated sub-adviser to provide security selection recommendations. All of the assets under our management within the managed account programs are sub-advised by an affiliated firm, Allspring Investments. We have entered into a written agreement with Allspring Investments, pursuant to which we impose the same restrictions and limitations on investments that apply to us. For additional information concerning the conflict of interest presented by our use of an affiliated sub-adviser, refer to Item 10 below.

With respect to traditional wrap account programs, the Sponsor firm typically offers clients the ability to have their accounts managed by one or more participating investment advisers, including us, in the form of separately managed accounts. For a single unified or wrap fee, that typically includes investment management, brokerage, custody and other program services, these Sponsors provide a variety of services to their clients in these programs including selecting and monitoring the services of the participating investment advisers, defining client investment objectives and risk tolerances, performing primary suitability analysis, evaluating performance, and maintaining records relating to the account. For separately managed accounts that we manage in such programs, we have discretion over and manage the accounts based upon model portfolios provided to us by our sub-adviser that we revise according to the individual client needs and guidelines provided to us.

Model portfolio programs have similar characteristics (and are often structured with wrap fee arrangements), but we typically provide non-discretionary investment advisory services to the Sponsor in connection with these programs in the form of model portfolios. Our sub-adviser, Allspring Investments, provides us with model portfolios that we in turn provide to the Sponsor, and the Sponsor utilizes the model portfolio to provide discretionary advisory services to its clients. In most cases, the program Sponsor has discretionary authority over the client accounts, and Allspring Funds Management does not have discretionary authority.

For both traditional wrap and model portfolio managed account programs, the program Sponsor typically pays us a portion of the wrap or model program fee to compensate us for our investment advisory services. We pay a portion of our fee to Allspring Investments to compensate them for their sub-advisory services.

In addition, Allspring Funds Management has a number of direct relationships with clients that come to us through another financial intermediary. With respect to these relationships (known as “dual contract” arrangements), Allspring Funds Management has entered into an investment advisory agreement with the client. Allspring Funds Management’s advisory services provided to such clients are similar to those provided to participants in traditional wrap programs. Some dual contract arrangements are structured as “wrap fee” arrangements, and the cost of trading is covered by fees charged by the financial intermediary. In other arrangements, trading costs are separately charged, and commissions are borne by the advisory account managed by Allspring Funds Management. As described above, Allspring Funds Management engages Allspring Investments as sub-adviser to provide security selection recommendations in connection with its management of these accounts.

For a detailed description of services offered under a wrap program, you may request from the Sponsor a copy of Part 2A, Appendix 1 of the Sponsor’s Form ADV. The names and Sponsors of these wrap programs are listed on Section 5.1. (2) of Schedule D to Part 1 of Allspring Funds Management’s Form ADV, a copy of which is available upon request.

In our role as primary adviser, we oversee and regularly evaluate the performance of the sub-adviser that provides security selection recommendations and implement the investment decisions recommended by the sub-adviser. In general, with respect to those programs in which we participate as a discretionary investment adviser, our





management of individual separately managed accounts is either done through replication, where accounts are periodically rebalanced to replicate the model portfolio provided by the sub-advisor while ensuring compliance with client-imposed investment constraints, and/or optimization, where accounts are customized to ensure compliance with client-imposed investment customizations such as tax or transition management or as part of a blended strategy. This customization of accounts is often accomplished through utilization of our overlay service, known as Remi, whereby a model portfolio for an account is provided and then reviewed and revised to reflect client customization requests. Separately managed accounts are reviewed for continued adherence to the strategy's model portfolio. Strict adherence to a strategy's model portfolio is not feasible when a Sponsor has requested an investment strategy with a target maximum number of positions or when clients have requested reasonable investment restrictions or customizations in their separately managed accounts. With respect to discretionary accounts invested in accordance with our Fixed Income investment strategies, the sub-advisor implements the strategy unless the Sponsor maintains discretion and executes transactions.

## Services related to legal proceedings

As a standard practice, Allspring Funds Management does not provide advice or take action on behalf of its separately managed account clients in any legal proceedings, including bankruptcies or class actions, related to securities or other investments held or previously held in a client's account. Exceptions may be made only if specifically agreed to in writing with the Sponsor or the client, and appropriate authorizations are obtained. Generally, legal notices regarding such matters are directed to the client's custodian. We strongly encourage clients to consult with their custodian and appropriate legal counsel to determine how such matters should be managed. Notwithstanding the foregoing, Allspring Funds Management may, in its discretion, provide reasonable assistance to clients or their custodians in compiling transaction information needed to file proof of claims on behalf of clients' separately managed accounts.

## Agreement for advisory services

Generally, all advisory relationships with Allspring Funds Management are documented in writing in the applicable investment management agreement with each Sponsor or client. As a fiduciary, we have duties of care and of loyalty to each client and are subject to obligations imposed on us by the federal and state securities laws. Investment advisers are permitted to include performance standard provisions in their investment management agreements or fund organizational documents under certain conditions. These provisions are sometimes referred to as "hedge clauses." Allspring Funds Management provides services as discussed in this brochure in accordance with the provisions set forth in an investment management agreement or applicable fund governing documents. *Applicable provisions of state, federal, and as applicable, foreign securities laws (and certain other non-waivable provisions of state, federal, and as applicable, foreign, law, including, if applicable, ERISA), may impose liability under certain circumstances on persons or entities that act in good faith. Therefore, any performance standards are not intended to and shall not constitute a waiver or limitation of any liability that Allspring Funds Management may have, or rights that any client, Sponsor, platform provider or overlay manager may have, under any such laws.*

## Current assets under management

As of December 31, 2024, we had \$318,037,012,784 in regulatory assets under management managed on a discretionary basis, and \$17,739,526,145 assets under advisement on a non-discretionary basis.





## Item 5: Fees and compensation

### The Funds

Advisory fees are payable monthly in arrears based on a percentage of each Fund's average daily net assets as described in each Fund's prospectus or other offering document. We pay the sub-adviser of each Fund from the advisory fee paid to us. We may also receive performance fees with respect to the management of certain sub-funds of the Worldwide Fund, which we in turn pass on to the sub-funds' sub-adviser, Allspring Investments. Advisory fees are negotiable and, in the case of SEC-registered mutual funds and ETFs, are subject to approval by the Boards of the Funds and Fund shareholders. Fee changes are presented to the Luxembourg Fund Board for approval. The Funds and the share classes that they issue incur other types of fees and expenses from their other service providers or in the operation of their businesses, including, but not limited to, distribution fees, shareholder servicing fees, administrative fees, custodian and accounting fees, registration costs, audit fees, legal fees and printing costs. The Funds also incur brokerage and other transaction costs, as well as fees and expenses of the underlying investments of the Fund. Fees and expenses incurred by a Fund are borne, directly or indirectly, by the Fund's investors.

### Managed accounts

We negotiate our advisory fees with each managed account program Sponsor. These fees can vary from the range of fees stated herein and from program to program. We are compensated for our investment advisory services by the Sponsor. Our services provided to separately managed accounts in one program can differ from those provided to accounts in other programs depending upon the services provided by the program Sponsor. The services provided by us and each of the Sponsors are described in the Sponsor's disclosure materials and the Sponsor's client contract.

For managed account programs (including traditional wrap and model portfolio programs), our fee is determined by the agreement we have with the Sponsor and generally falls within a range from 0.07% to 0.75% of the value of the client's assets in the program that are managed in accordance with one or more of our strategies. For our direct client, or "dual contract" accounts, the upper end of our fee range is 0.75%. Total annual fees charged by Sponsors generally include our fee. Sponsors typically collect the total account program fee and remit our fee to us. In some programs and with respect to some of our direct client relationships, the client pays our fee directly to us, in arrears. Fees are generally payable quarterly as determined by the Sponsor based upon the calendar quarter-end market value. Although termination clauses provided by managed account program agreements vary, typically fees paid in advance are refunded on a pro-rata basis if the service is terminated within the payment period.

Managed account clients also pay the fees and expenses of the underlying investments, as described below, and other fees and costs related to their accounts. For a detailed description of these fees and costs, you should consult a copy of the Form ADV Part 2 or Part 2A (the "brochure" or "wrap program brochure") of the Sponsor of your managed account program or, in the case of dual contract clients, of your financial intermediary. If you invest in a managed account program without a "wrap fee" arrangement, the most common fees and costs are brokerage commissions and transaction charges associated with buying and selling securities; fees you pay to the broker-dealer or bank that holds ("custodies") your assets; and other transactional fees. If you invest in a program with a "wrap fee" arrangement, the fee you pay typically includes most transaction costs and fees to the broker-dealer or bank that holds your assets, but you may pay additional fees associated with buying and selling securities if we place your trades away from the broker-dealer associated with your wrap account.



## Underlying investment fees

Different investments have different costs to buy, sell and hold. These costs are explained in product-specific materials that are available to you upon request. When considering the appropriateness of our advisory fees, you should be aware that accounts invested in funds (e.g., money market funds, ETFs) will bear their proportionate share of fees paid at the fund level. For additional information relating to Allspring Funds Management's brokerage practices, refer to Item 12 below.

If a Fund or managed account invests in a fund, including an ETF, sponsored, advised or otherwise serviced by an Allspring affiliate (an "Affiliated Fund"), then Allspring Funds Management and/or its affiliates will receive fees that are paid at the Affiliated Fund-level in addition to the advisory fee described above. The receipt of two levels of fees creates an incentive for Allspring Funds Management to select and retain Affiliated Funds, rather than unaffiliated funds, for Allspring Funds Management's clients. We mitigate this conflict by rebating or crediting the fees that we or our affiliates would otherwise receive for performing duplicative services at both the client-level (i.e., the Fund or managed account) and the underlying fund-level. However, Allspring Funds Management and its affiliated companies still receive two-levels of fees on a client's account when affiliated companies provide services that we do not consider duplicative, such as trading securities. Thus, we still have an incentive to select Affiliated Funds or service providers over unaffiliated funds or service providers because a greater portion of your fee could remain within Allspring than if Allspring Funds Management used a third party to provide these services.

## Sub-advisory fees

In accordance with our agreement with each sub-adviser, we pay a portion of the advisory fees that we receive to the sub-adviser for its sub-advisory services and retain the remainder as our revenue. We also have an incentive to select affiliated sub-advisers over unaffiliated sub-advisers because a greater portion of your fee remains within Allspring Global Investments than if Allspring Funds Management used a third party to provide these services. For additional information concerning these conflicts of interest and how we address them, refer to Item 10 below.

## Other considerations

Our affiliated adviser, Allspring Investments, may price the Funds' portfolio investments in circumstances where independent pricing sources are unavailable or unreliable, in accordance with Allspring's internal valuation policy. Generally, if a market quotation for a portfolio investment is readily available, that investment is valued at its market value. If a market quotation is not readily available, then the portfolio investment is fair valued in good faith. When fair valuing portfolio investments, Allspring Investments generally relies on independent pricing sources to obtain fair and objective prices. However, in cases where a portfolio investment is not priced by an independent pricing source or the price is otherwise determined by Allspring Investments to not be reliable, a conflict of interest exists as Allspring Investments is incentivized to apply a higher valuation in order to generate a higher fee.





## Item 6: Performance-based fees and side-by-side management

Allspring Funds Management is paid performance-based fees from a small number of clients, including certain sub-funds of the Worldwide Fund and certain managed accounts. Potential conflicts of interest arise in circumstances where Allspring Funds Management manages both accounts that charge performance-based fees and accounts that charge other types of fees (e.g., asset-based fees) because we have an incentive to favor any account that pays a performance-based fee. For example, we could be in a position to earn more in investment advisory fee revenue if we were to allocate more profitable trading opportunities to our performance-based fee accounts rather than our asset-based fee accounts. Similarly, we could favor one group of similarly managed accounts over another group of similarly managed accounts by consistently trading one group of accounts prior to trading the other group of accounts. At the employee level, our portfolio managers could have an incentive to favor accounts that charge performance-based fees over other accounts that do not, if a portfolio manager can increase his or her compensation by making recommendations or decisions that generate more advisory fee revenue for Allspring Funds Management.

We have developed procedures that are intended to ensure that all accounts are treated fairly and to prevent this potential conflict from influencing the allocation of investment opportunities among clients. Our policies prohibit any trade allocation practice whereby any particular account or group of accounts receive more favorable treatment over other client accounts. Allspring Funds Management seeks to assure that trades on behalf of different client groups involving the same security are executed in a fair order and that no client is unfairly disadvantaged over the long term. In addition, the compensation of our portfolio managers is designed to avoid creating an incentive to favor accounts that pay a performance-based fee over accounts that do not. Portfolio managers cannot increase their compensation by making investment recommendations or decisions on the basis that they will generate more revenue for us or our affiliates.





## Item 7: Types of clients

We provide advisory services to several types of clients, including individuals, corporations and pooled investment vehicles, such as the Funds. We also provide advisory services in connection with managed account programs, including wrap fee and model portfolio programs. The program Sponsors with which we contract are typically financial institutions, and participants in the programs include high-net-worth individuals, trusts, retirement plans, corporations, partnerships, charitable organizations and other types of clients.

### Managed accounts—minimum account size requirements

Managed account program Sponsors set account minimums that usually are in the range of \$50,000 to \$250,000. We generally require a minimum of \$50,000 to \$250,000 to establish an equity separately managed account and \$150,000 to \$250,000 to establish a fixed-income separately managed account on a Sponsor's single contract platform.

Dual contract relationships have a minimum of \$500,000 for both equity and fixed-income strategies.

In either case, we reserve the right to waive our minimum account size requirements.



## Item 8: Methods of analysis, investment strategies and risk of loss

As noted above, we provide advisory services to several types of clients, including the Funds. In addition, we provide discretionary and non-discretionary portfolio management services in connection with managed account programs offered by other financial intermediaries. In all cases, we utilize the services of affiliated (in nearly all cases) or unaffiliated investment sub-advisers to provide day-to-day portfolio management services. Those investment sub-advisers use a variety of methods of analysis in connection with their investment decisions, including fundamental, quantitative, qualitative, technical, cyclical, factor-based, credit and macro-economic analysis. The investment strategies that we offer include equity, fixed income, options overlay and money market-oriented strategies. Our strategies invest in a wide variety of financial instruments, including public and/or private equity securities, bonds and other debt securities, real estate investment trusts ("REITS"), derivatives such as stock index futures and swaps, currency and currency related derivatives and other public and/or private collective investment vehicles. These investments may include, among others, U.S. and non-U.S. equity and fixed income securities and currencies, securities issued by small, medium and large capitalization companies and liquid and illiquid investments. The paragraphs below include a discussion of the material risks associated with our strategies and investments. This Brochure does not include every potential risk. Other detailed risk-related information can be found in the Form ADV brochures of the investment sub-advisers upon which we rely for investment advice, as well as in the Funds' disclosure documents (e.g., prospectuses and registration statements filed with the SEC).

Investing in securities and other financial instruments involves investment and related risks. All of the investment strategies and associated products and services offered by Allspring Funds Management present the risk of loss, and clients of Allspring Funds Management and investors in the Funds should be prepared to bear this risk. There can be no guarantee of any particular level of performance with respect to any strategy, product or service offered by Allspring Funds Management. Security and account values may decline for any number of reasons, including those that relate to the particular issuer of the security, as well as those that relate to the broader equity, bond or other financial markets and/or general economic conditions. Stock (equity) markets can be volatile, and fixed income (debt) investments fluctuate in value in response to interest rate changes, among other things. We encourage prospective investors in the Funds and managed account program participants to read applicable informational materials, including offering documents and managed account program brochures, prior to investing.

Due to regulatory and issuer-specific limits that apply to the ownership of securities of certain issuers, Allspring Funds Management may limit investments in the securities of such issuers. In addition, we may from time-to-time determine that, because of regulatory requirements that may apply to Allspring Funds Management and/or its affiliates in relation to investments in a particular country or in an issuer operating in a particular regulated industry, investments in the securities of issuers domiciled or listed on trading markets in that country or operating in that regulated industry above certain thresholds may be impractical or undesirable (e.g., a position or transaction could require a filing or other regulatory consent, which could, among other things result in additional costs and/or disclosure obligations for, or impose regulatory restrictions on, Allspring Funds Management or its affiliates). Limits and thresholds may apply at the account level or in the aggregate across all accounts or certain subsets of accounts managed, sponsored, or owned by or otherwise attributable to, Allspring Funds Management and its affiliates. For investment risk management and other purposes, we may also apply internal aggregate limits on the amount of a particular issuer's securities or other investments that may be owned by all such accounts. In addition, due to other potential business activities of its affiliates, Allspring Funds Management's ability to transact in securities issued by companies involved in certain corporate restructuring transactions (e.g., mergers and acquisitions) may be limited by law or regulation (domestic and/or foreign). In connection with the foregoing, Allspring Funds Management's investment flexibility may be restricted, and Allspring Funds Management may limit or exclude clients' investment in a particular issuer, future, derivative and/or other instrument (or limit the exercise of voting or other rights





associated with such investments). In addition, to the extent that client accounts already own securities that directly or indirectly contribute to an ownership threshold being exceeded, Allspring Funds Management may sell securities held in such accounts in order to bring account-level and/or aggregate ownership below the relevant threshold. As a general practice, in such cases, Allspring Funds Management aims to sell the applicable securities on a pro-rata basis across all impacted accounts. In certain situations, however, Allspring Funds Management may sell securities on a non-pro-rata basis to limit the impact to certain accounts (e.g., accounts that seek to replicate the performance of an index). In all situations, with respect to these requirements and limitations, Allspring Funds Management will endeavor to treat all clients fairly. Nonetheless, sales of securities or other instruments resulting from such limitations and/or restrictions may result in realized losses for client accounts.

## The Funds

We are responsible for implementing the investment objectives and strategies of the Funds. To assist in fulfilling these responsibilities, and subject to Board approval, we have contracted with affiliated and non-affiliated sub-advisers to provide day-to-day portfolio management services to the Funds. In seeking to achieve the Funds' respective investment objectives, the sub-advisers employ their own methods of analysis and investment strategies, and such methods and strategies are subject to risk of loss and other significant risks. The investment objectives, principal investments and investment strategies used in managing the Funds, and the associated principal investment risks, are described in the Funds' offering documents (e.g., prospectuses). For Funds that are closed-end investment companies, this information can be updated in press releases and/or annual reports to shareholders issued subsequent to the dates of prospectuses and statements of additional information.

In addition, Allspring's ETFs and closed-end funds differ from traditional open-end mutual funds in that shares of the ETFs and closed-end funds are listed on a securities exchange and may be bought and sold throughout the trading day. As a result, the market price for a share of an ETF or closed-end fund may fluctuate from the value of its underlying securities, and shares may trade at a discount or premium to their net asset value.

## Managed accounts

We currently participate as an investment adviser in various managed account programs offered by other financial intermediaries. The investment strategies that we offer through such programs currently include equity, fixed income, option overlays, and blended strategies. Our equity strategies invest primarily in exchange-traded (listed) securities, and potentially one or more mutual funds, and our fixed income strategies invest primarily in fixed income securities issued by municipalities, corporations, agencies, treasuries and potentially one or more mutual funds. The blended strategies include blends of equity only and equity and fixed income securities. As noted above, we rely on an affiliated investment sub-adviser, Allspring Investments, for the day-to-day investment decision making for all the strategies that we offer in connection with such programs. This sub-adviser also serves as an investment sub-adviser to one or more of the Allspring Funds.

In our role as primary adviser, we oversee and regularly evaluate the performance of the sub-advisers that provide security selection and implement the investment decisions recommended by the sub-adviser. In the case of our fixed income strategies and option overlay strategy, the sub-adviser has investment discretion. In general, with respect to those programs in which we participate as a discretionary investment adviser, our management of individual separately managed accounts is done through replication, where accounts are periodically rebalanced to replicate the model portfolio provided by the sub-adviser, while accommodating client-imposed constraints, and/or optimization, where accounts are customized to ensure compliance with client-imposed investment guidelines. Separately managed accounts are reviewed for continued adherence to the strategy's model portfolio. Strict adherence to a strategy's model portfolio is not feasible when a Sponsor has requested an investment strategy with



a target maximum number of positions or when clients have requested reasonable investment restrictions in their separately managed accounts. With respect to those managed account programs in which we participate as a non-discretionary investment adviser, we regularly provide the updated model portfolio(s) that we receive from the sub-advisers to the program Sponsors.

The summaries of investment objectives, principal investment strategies and material risks provided below are necessarily limited and are presented for general information purposes in accordance with regulatory requirements. These summaries should be read together with the descriptions of objectives, strategies and risks, portfolio reports, and other communications which are provided to each client in connection with the creation and maintenance of the client's own account.

Investing in securities involves the risk of loss of money, and clients investing their money with Allspring Funds Management should be prepared to bear that loss. None of the investment vehicles, accounts or Funds for which Allspring Funds Management provides its services is a deposit in any bank, nor are those investment vehicles, accounts or Funds insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency.

## **Objectives, principal investment strategies and material risks**

Our managed account and Fund investment strategies currently include equity and fixed income, option overlay and/or blended strategies. Strategy offerings may change. For additional information concerning the conflict of interest presented by our preference for affiliated sub-advisers, refer to Item 10 below.

*Note: Some or all of the risks described in the Material Risks section below may apply to each of the following Investment Strategies.*

### **Equity investment strategies**

We offer a wide range of equity capabilities across market capitalization size (small, mid and large), investment styles (value, growth and core) and methodologies for portfolio construction (fundamental and systematic) as well as active and passive approaches. We offer equity strategies that provide exposure to domestic, international and global markets and generally seek to track broad market indices.

### **Fixed income investment strategies**

We offer a wide range of fixed income capabilities across sectors (corporate, government, and municipal) and methodologies for portfolio construction (fundamental and systematic) as well as active and passive approaches. Our fixed income strategies primarily provide exposure to domestic markets and generally seek to track broad market indices.

### **Alternative investment strategies**

We offer alternative investment strategies intended to take advantage of market opportunities or to meet specific investment mandates. Certain strategies may involve a higher level of investment risk, while seeking returns uncorrelated to traditional investment products. These strategies may invest in a wide array of instruments, including but not limited to options contracts and futures contracts.

### **Multi asset investment strategies**

We offer multi asset strategies that provide exposure to equity and fixed income asset classes in one portfolio. Our multi asset strategies may include a variety of investment styles and employ a variety of investment vehicles,





including ETFs and mutual funds. Our multi asset strategies primarily provide exposure to domestic markets and generally seek to track broad market indices.

## Material risks

**Artificial Intelligence Risk:** Recent technological advances in generative artificial intelligence and machine learning technology (collectively, “Artificial Intelligence”) pose risks to Allspring Funds Management and its clients. Artificial Intelligence is a branch of computer science focused on creating systems capable of performing tasks that typically require human intelligence; this includes, among other things, methods for analyzing, modeling, and understanding language as well as developing algorithms that can learn to perform various tasks. Allspring Funds Management and the companies in which clients invest could be further exposed to the risks of Artificial Intelligence if third-party service providers or any counterparties, whether or not known to Allspring Funds Management, also use Artificial Intelligence in their business activities. Allspring Funds Management cannot control third-party operations, product development, or service provision.

Artificial Intelligence is generally highly reliant on the collection and analysis of large amounts of data, and it is not possible or practicable to incorporate all relevant data into the model that Artificial Intelligence utilizes to operate. Certain data in such models will inevitably contain a degree of inaccuracy and error — potentially materially so — and could otherwise be inadequate or flawed, which would be likely to degrade the effectiveness of the Artificial Intelligence. To the extent that Allspring Funds Management or the companies in which clients invest are exposed to the risks of Artificial Intelligence, any such inaccuracies or errors could have adverse impacts on a client’s performance.

To the extent Allspring Funds Management utilizes Artificial Intelligence to assist in the management of a client’s portfolio, such usage is subject to the limitations of the design of the application. Some of the Artificial Intelligence used by Allspring Funds Management is predictive in nature. The use of predictive models has inherent risks. For example, such models may incorrectly forecast future events, leading to potential losses. All models rely on correct market data inputs. If incorrect market data is entered into even a well-founded model, the resulting information will be incorrect. However, even if market data is input correctly, “model prices” will often differ substantially from market prices.

Artificial Intelligence and its applications, including in the private investment and financial sectors, continue to develop rapidly, and it is impossible to predict future risks that may arise from such developments.

**Cybersecurity risk:** Cybersecurity risk is the risk of potential harm or loss of information security as a result of breaches or attacks on technology and technology infrastructure. Technology use is a key, and ever growing, component of many businesses and core to business operations. However, breaches or attacks can result in the loss of sensitive data and/or delay or halt access to technology and data that such businesses rely on for those core operations. Examples of threats include inappropriate access to networks, ransomware, phishing, denial of services, malware and more. Such incidents could impact Allspring Funds Management’s ability to effectively execute or settle trades, value securities and/or calculate daily net asset values (“NAVs”). Cyber risks also apply to broker-dealers, custodian banks, insurance companies, consultants or other relationships with whom Allspring Funds Management interacts as necessary to service client accounts. In addition, Allspring Funds Management does not have direct control of the cybersecurity programs of these relationships. Allspring Funds Management’s technology infrastructure is maintained by the Allspring Enterprise Technology team, and is subject to robust information security policies, which are designed to safeguard the security and confidentiality of client information as well as prevent, detect and mitigate cyber risks. However, there remains the possibility that Allspring Funds Management is not fully prepared for such risks or that certain risks have not been identified.



**Data source risk:** Allspring Funds Management subscribes to a variety of third-party data sources that are used to evaluate, analyze and formulate investment decisions, including to construct models. The success of relying on such investment decisions and/or models may depend heavily on the accuracy, reliability and availability of the supplied data. If a third party provides inaccurate data or its data is unavailable, client accounts could be negatively affected. While Allspring Funds Management routinely performs various reasonableness checks and otherwise believes the third-party data sources are reliable, there are no guarantees that data will be accurate.

**Debt securities risk:** Debt securities, such as notes, bonds and loans are subject to credit risk and interest rate risk. Credit risk is the possibility that an issuer or credit support provider of an instrument will be unable to make interest payments or repay principal when due. Changes in the financial strength of an issuer or credit support provider or changes in the credit rating of a security may affect its value. Interest rate risk is the risk that market interest rates may increase, which tends to reduce the resale value of certain debt securities, including U.S. Government obligations. Debt securities with longer durations are generally more sensitive to interest rate changes than those with shorter durations. Changes in market interest rates do not affect the rate payable on an existing debt security, unless the instrument has adjustable or variable rate features, which can reduce its exposure to interest rate risk. Changes in market interest rates may also extend or shorten the duration of certain types of instruments, such as asset-backed securities, thereby affecting their value.

**Derivatives risk:** The term "derivatives" covers a broad range of investments, including futures, options and swap agreements. In general, a derivative refers to any financial instrument the value of which is derived, at least in part, from the price of another security, index, asset, or rate. The use of derivatives presents risks different from, and possibly greater than, the risks associated with investing directly in traditional securities. The use of derivatives can lead to losses because of adverse movements in the price or value of the underlying security, index, asset, or rate, which may be magnified by certain features of the derivatives, such as their ability to generate leverage. These risks are heightened when the portfolio manager uses derivatives to enhance return or as a substitute for a position or security, rather than solely to hedge (or offset) the risk of a position or security held. The success of management's derivatives strategies will also be affected by its ability to assess and predict the impact of market or economic developments on the underlying security, index, asset, or rate, as well as the derivative itself, without the benefit of observing the performance of the derivative under all possible market conditions.

**Emerging markets risk:** Emerging market securities typically present even greater exposure to the risks described under "Foreign Investment Risk" and may be particularly sensitive to global economic conditions. Emerging market securities are also typically less liquid than securities of developed countries and could be difficult to sell, particularly during a market downturn.

**Environmental, social and governance ("ESG") risk:** Investing in portfolios that employ an ESG, sustainability or climate-related strategy carries the risk that, under certain market conditions, the investments may underperform products that invest in a broader array of investments. Allspring Funds Management may integrate ESG-related information into different aspects of its investment analysis, including industry analysis, management quality assessment, direct communications with company management teams, company strategy analysis, or fair value analysis, which may include adjustments to forecasted company financials (such as sales or operating costs), or valuation model variables (such as discount rates or terminal values).

- **Data quality:** In assessing the eligibility of an issuer in terms of ESG characteristics, there generally is a dependence upon information and data from third-party providers. ESG information from third-party data providers may be incomplete, inaccurate, or unavailable. As a result, there is a risk that we may incorrectly assess a security or issuer, resulting in the incorrect inclusion or exclusion of a security in the assets within a Fund or account.





- **Opportunity costs:** There is also a risk that we may not apply the relevant criteria of the ESG information correctly or that the relevant mandates could have indirect exposure to issuers who do not meet the relevant criteria. To the extent that we use ESG criteria as a basis for including or excluding securities from a Fund's or account's portfolio, we may forego opportunities in individual securities and/or sectors of securities which could have a positive or negative impact on performance and may cause the performance profile of the Fund or account to differ from that of other mandates which invest in a similar universe of potential investments but which do not apply ESG-related criteria.
- **Variation in industry standards and interpretation:** The lack of common or harmonized definitions and standards regarding ESG-related criteria may result in different approaches by investment managers when setting ESG objectives making it difficult to compare mandates with ostensibly similar objectives, but which employ different security selection and exclusion criteria. Consequently, the performance profile of otherwise similar mandates may deviate more substantially than might otherwise be expected. Additionally, in the absence of common or harmonized definitions and standards, a degree of subjectivity is required, and this will mean that a mandate may invest in a security that another manager or an investor would not.

**Equity risk:** Stock values fluctuate in response to the activities of individual companies and general market and economic conditions. Investments in equity securities may be more volatile and carry more risks than some other forms of investment. The price of equity securities may rise or fall because of changes in the broad market or changes in a company's financial condition, sometimes rapidly or unpredictably. These price movements may result from factors affecting individual companies, sectors, or industries selected for a portfolio, or the securities market as a whole caused by changes in economic or political conditions. Some equity securities may be more sensitive to changes in the earnings of their underlying companies and hence more volatile than the broader equity market. Other equities may have increased risks in situations where companies may not have sufficient resources to continue as an ongoing business, which would result in the stock of such companies potentially becoming worthless. During periods of adverse economic and market conditions, the prices of equity securities may fall despite favorable earnings trends. All strategies are ultimately affected by impacts to the individual issuers, such as changes in an issuer's profitability and credit quality, or changes in tax, regulatory, market, or economic developments.

**Error risk:** Errors may occur in an account managed by Allspring Funds Management. Allspring maintains an Error Policy and a supporting procedure to identify, escalate, remediate, and report errors. The policy and procedure apply to all legal entities, jurisdictions, and business areas, including but not limited to Investments, Trading, Operations, Distribution, and support activities. Investment management, portfolio trading and operational support activities are inherently complex processes that pose operational and compliance risks. These risks may, from time to time, manifest themselves and result in an error.

Allspring Funds Management will address and resolve errors on a case-by-case basis, in its sole discretion, based on each error's facts and circumstances, including regulatory requirements, contractual obligations and business practices. Allspring Investments is not obligated to follow any single method of resolving errors.

When Allspring Funds Management determines that reimbursement is appropriate, the account will be compensated as determined in good faith by Allspring Funds Management. The calculation of the amount of any loss will depend on the facts and circumstances of the error, and the methodology used by Allspring Funds Management may vary. Unless prohibited by applicable regulations or a specific agreement with a client, Allspring Funds Management will generally net a client's gains and losses from the error or a series of related errors with the same root cause and compensate the client for the net loss or permit the client to retain the net gain. In general, compensation is expected to be limited to direct monetary losses and will not include any amounts that Allspring Funds Management deems to be speculative or uncertain, nor will it cover investment losses not caused by the error. Any loss that results from technology or service provider failures that are beyond our reasonable control will not be compensated.



**Focused portfolio/concentration risk:** Changes in the value of a small number of issuers are likely to have a larger impact on performance than if more broadly diversified across issuers.

**Foreign investment risk:** Foreign investments may be subject to lower liquidity, greater price volatility and risks related to adverse political, regulatory, market or economic developments. Foreign investments may involve exposure to changes in foreign currency exchange rates and may be subject to higher withholding and other taxes. Foreign investments may be subject to the risks of seizure by a foreign government, direct or indirect impact of sovereign debt default, imposition of economic sanctions or restrictions on the exchange or export of foreign currency, and tax increases.

**Geographic emphasis risk:** A portfolio that invests a significant portion of its assets in one country or geographic region will be more vulnerable than a strategy that invests more broadly to the economic, financial, political, or other developments affecting that country or region. Such developments may have a significant impact on investment performance.

**Geopolitical risk:** Geopolitical risk refers to the risks associated with changes or tensions between foreign countries, governing bodies and/or military control. For example, Russia launched a large-scale invasion of Ukraine on February 24, 2022, significantly amplifying already existing geopolitical tensions. Actual and threatened responses to such military action have impacted the markets for certain Russian commodities and likely have had collateral impacts on markets globally. As a result of this military action, the United States and many other countries have instituted various economic sanctions against Russian individuals and entities (including corporate and banking) and could institute broader sanctions on Russia and other countries. These sanctions and the resulting market environment could result in the immediate freeze of Russian securities, commodities, resources, and/or funds invested in prohibited assets, impairing the ability of a Fund or client account to buy, sell, receive or deliver those securities and/or assets. Further, due to closures of certain markets and restrictions on trading certain securities, the value of related securities held by a Fund or client account have been significantly impacted, and in some instances has led to such securities being valued at zero. Russia's invasion of Ukraine, the responses of countries and political bodies to Russia's actions, and the potential for wider conflict may increase financial market volatility and could have severe adverse effects on regional and global economic markets, including the markets for certain securities and commodities, such as oil and natural gas.

**Growth/value investing risk:** Securities that exhibit growth or value characteristics tend to perform differently and shift into and out of favor with investors depending on changes in market and economic sentiment and conditions.

**High yield securities risk:** High yield securities and unrated securities of similar credit quality (commonly known as "junk bonds") have a much greater risk of default or of not returning principal and their values tend to be more volatile than higher-rated securities with similar maturities.

**Liquidity risk:** Liquidity risk exists when certain investments are difficult to purchase or sell (e.g., lower quality corporate bonds, municipal bonds, smaller capitalization equities). This can impact an account's returns because the portfolio may be unable to transact at advantageous times or prices. In instances in which there is a delay in timing of trade implementation (e.g., municipal securities), there may be lost return opportunities due to uninvested cash. A lack of liquidity may also cause the value of investments to decline in times of market stress.

**Management risk:** Investment decisions, techniques, analyses, or models implemented by a manager or sub-adviser in seeking to achieve the strategy's investment objective may not produce the returns expected, may cause the strategy to lose value or underperform.





**Market risk:** The market price of securities may go up or down, sometimes rapidly or unpredictably. Securities may decline in value or become illiquid due to factors affecting securities markets such as labor shortages, increased production costs, or competitive conditions within an industry. A security may decline in value or become illiquid due to general market conditions, which are not specifically related to a particular company, such as real or perceived adverse economic conditions, changes in the general outlook for corporate earnings, changes in interest or currency rates, or adverse investor sentiment. During a general downturn in the securities markets, multiple asset classes may decline in value or become illiquid simultaneously. Equity securities generally have greater price volatility than debt securities.

**Model risk:** The sub-Adviser engaged by Allspring Funds Management to provide investment models, Allspring Investments, provides services utilizing qualitative models and quantitative investment approaches through which investment recommendations are model driven. These processes are supported by extensive proprietary computer code that contains complex mathematical and statistical modeling. Allspring Investments has implemented policies and procedures surrounding the development, testing, validation, implementation, and review of its investment models, including the code. However, despite these extensive controls, it is possible that errors may occur in coding and within the investment process, as is the case with any complex software or data-driven model, and no guarantee or warranty can be provided that any quantitative investment model is completely free of errors. Any such errors could have a negative impact on investment results. Allspring Investments has control procedures in place designed to identify in a timely manner any such errors which would have a material impact on the investment process.

**Municipal securities risk:** Municipal securities may be fully or partially backed or enhanced by the taxing authority of a local government, by the current or anticipated revenues from a specific project or specific assets, or by the credit of, or liquidity enhancement provided by, a private issuer. Various types of municipal securities are often related in such a way that political, economic or business developments affecting one obligation could affect other municipal securities held by a strategy. Because of the large number of different issuers of municipal bonds, the variance in size of bonds issued, and the range of maturities within the issues, most municipal bonds do not trade on a daily basis, and many trade only rarely. Because of this, the spread between the bid and offer may be wider, and the time needed to purchase or sell a particular bond may be longer than for other securities, which may subject municipal securities to liquidity risk as further described above.

**Options risk:** A put option gives the purchaser of the option, upon payment of a premium, the right to sell (and the writer the obligation to buy) the underlying security, commodity, index, currency or other instrument at the exercise price and at the expiration date. A call option, upon payment of a premium, gives the purchaser of the option the right to buy (and the seller the obligation to sell) the underlying instrument at the exercise price and at the expiration date. If buying put or call options, an account assumes the risk of losing all premium paid including transaction costs. If selling put options, an account faces the risk that it may be required to buy the underlying security at a disadvantageous price above the market price at a certain date. If selling call options, an account faces the risk that it may be required to sell the underlying security at a disadvantageous price below the market price at a certain date.

**Pandemic risk:** Pandemics are large outbreaks of infectious disease that spread over a wide geographic area and pose significant local and/or global economic, social, and health risks. While Allspring Funds Management has prepared for pandemic outbreaks in its ongoing business continuity planning there is no guarantee that Allspring Funds Management or its service providers will be able to maintain normal operations and/or will not lose key personnel on a temporary or long-term basis as a result of a pandemic such as COVID -19. The full effects of pandemics are unknown which creates significant uncertainty in the global population and economic environments.

**Smaller company securities risk:** Securities of companies with smaller market capitalizations tend to be more volatile and less liquid than those of larger companies.



**Tax-managed investing risk:** Investment strategies that seek to enhance after-tax performance might be unable to fully realize strategic gains or harvest losses due to various factors. Market conditions could limit the ability to generate tax losses. A tax-managed strategy could cause a client's portfolio to hold a security in order to achieve more favorable tax treatment or to sell a security in order to create tax losses. A tax loss realized by a U.S. investor after selling a security will be negated if the investor purchases the security within thirty days. Although Allspring Funds Management monitors for and attempts to avoid "wash sales", a wash sale can occur inadvertently because of trading by a client in portfolios not managed by Allspring Funds Management. A wash sale can also be triggered by Allspring Funds Management when it has sold a security for loss harvesting and shortly thereafter the firm is directed by the client to invest a substantial amount of cash resulting in a repurchase of the security.

**Third party vendor risk:** Allspring Funds Management may engage one or more third party vendors in support of its provision of investment advisory services to a client's account. Third party vendors may be engaged to provide services such as accounting, trade management and support, client onboarding, reconciliation, valuation, software and technology provision and support, pricing and modeling, proxy voting administration, recordkeeping, and other similar types of services. A third-party vendor may provide services with respect to an account, certain investments held in an account or to Allspring Funds Management or its affiliates. Allspring Funds Management evaluates the selection and ongoing use of third-party vendors against a variety of factors, including expertise and experience, quality of service, reputation, and price in accordance with its third-party vendor management program. Although Allspring Funds Management maintains oversight over its third-party vendors, there may be instances where employee fraud or other misconduct, human error, or deficiencies in controls or technology systems of a third-party vendor may cause losses for an account or impact the operations of the account or of Allspring Funds Management or its affiliates. An account's ability to recover any losses or expenses it incurs as a result of these third party vendor incidents may be limited by the liability, standard of care and related provisions in the contractual arrangements between the account and Allspring Funds Management, between Allspring Funds Management or one of its affiliates and its third party vendor(s), and/or between the account and its other third party vendors.

The risks above are not designed to be exhaustive but instead are intended to provide a sense of the various factors that make an investment return far from certain, no matter what the context of the investment.



## Item 9: Disciplinary information

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our firm's management.





## Item 10: Other financial industry activities and affiliations

Allspring Funds Management is a direct wholly owned subsidiary of Allspring Global Investments Holdings, LLC, which is an indirect wholly owned subsidiary of Allspring Group Holdings, LLC, which is majority owned by certain private funds managed by GTCR and Reverence Capital Partners. Certain other wholly owned registered investment advisory subsidiaries of Allspring Global Investments Holdings, LLC and, therefore, affiliates of Allspring Funds Management: Allspring UK, Galliard, and Allspring Investments, have contracted with us to provide sub-advisory services to one or more of the Funds and/or managed accounts.

Allspring Funds Management is registered as a Commodity Pool Operator (“CPO”) and a Swap Firm with the Commodity Futures Trading Commission (“CFTC”) and is a member of the National Futures Association (“NFA”).

Allspring Funds Management and its affiliates are parties to an Intragroup Services Framework Agreement (the “ISFA”), with respect to the provision and receipt of certain middle office and operational support services among the Allspring affiliates party thereto. Allspring Funds Management is both a service recipient and service provider under the ISFA with respect to such services.

As noted above, we have contracted with our affiliate, Allspring Investments, an SEC registered investment adviser and direct wholly owned subsidiary of Allspring Global Investments Holdings, to provide investment sub-advisory services to the Allspring Funds. Allspring Investments also provides investment advisory and operational support services in connection with managed account programs offered by other financial institutions with which we contract and other relationships such as our direct clients. In addition to providing investment sub-advisory services, Allspring Investments provides various administrative and operational services in connection with such programs and relationships. For example, Allspring Investments manages the trading operations associated with our provision of services to the Allspring Funds, our managed account program participants, program Sponsors and direct clients. The involvement in trading operations creates potential conflicts of interest between program participants and the clients of Allspring Investments. These potential conflicts and the manner in which they are addressed are described in Item 12 below. There is no separate charge to our clients for these services.

Allspring Luxembourg, an affiliated firm, acts as the management company of the Worldwide Fund and is responsible for providing administration, marketing, distribution, investment management and advisory services on a day-to-day basis, under the supervision of the Allspring Luxembourg Board of Directors, for all the sub-funds, and delegates part or all of such functions to third parties in some instances. Allspring Funds Management also serves as investment manager for the Worldwide Fund. As described in the prospectus for the Worldwide Fund, Allspring Funds Management may rebate to certain Fund shareholders a portion of the investment management fees that it receives for the investment services it provides to the Fund. In addition, the following affiliated firms serve as a sub-distributor for the Worldwide Fund: Allspring Funds Distributor and Allspring UK.

Our affiliate, Allspring Funds Distributor, a registered limited purpose broker-dealer, is registered with the SEC and is a member of the Financial Industry Regulatory Authority. Allspring Funds Distributor acts as the underwriter and principal distributor for the Allspring Funds and wholesales and institutionally sells the Funds. As part of serving in that capacity with respect to Allspring’s ETFs, Allspring Funds Distributor has been retained to enter into agreements with certain financial institutions serving as authorized participants to authorize them to purchase and redeem creation units and to receive and process orders from authorized participants for creation units. Allspring Funds Distributor’s services with respect to the Allspring Funds are as set forth in each Allspring Fund’s prospectus and/or statement of additional information.





In addition to the above, Allspring Funds Distributor conducts the following activities: i) acts as a placement agent for affiliated private Funds (“Private Funds”) that are offered via private placement to qualified institutional investors; ii) offers collective investment trusts (“CITs”) sponsored by SEI Trust Company and advised by Allspring Investments to qualified retirement plans; and iii) may provide Allspring Funds Management and other affiliated advisers with referral and/or wholesale distribution related service.

In addition to dealer reallowances and payments made by each Fund for distribution and shareholder servicing, Allspring Funds Management and Allspring Funds Distributor and/or our affiliates make additional payments to certain selling or shareholder servicing agents for a Fund, including their affiliates, in connection with the sale and distribution of shares of a Fund or for services to the Fund and its shareholders. The additional payments create potential conflicts of interest between an investor and a selling agent who is recommending a particular mutual fund or ETF over other mutual funds or ETFs, because the selling agent’s recommendation may be influenced by his or her incentive to maximize compensation rather than to give disinterested advice.

Certain of our principal executive officers, may serve as registered representatives or board members of Allspring Funds Distributor, and Allspring Funds Management shares certain operating and overhead expenses with Allspring Funds Distributor. In addition, Allspring Funds Distributor may provide referral and/or wholesale distribution and related services to us for compensation. Compensation paid to Allspring Funds Distributor’s registered representatives in connection with the wholesaling to intermediaries of certain Allspring Funds and managed account strategies varies based on the products sold and the intermediaries to which they sell. Given the affiliation between Allspring Funds Distributor and Allspring Funds Management and the variable compensation that registered representatives may receive, the registered representatives have a financial incentive (consciously or unconsciously) to sell certain products to certain intermediaries in a manner that is designed to maximize sales of certain products of Allspring Funds Management and the fees Allspring Funds Management, and the registered representatives receive.

Allspring Funds Management also has an agreement with its affiliate, Galliard, an investment adviser registered with the SEC, pursuant to which Allspring Funds Management markets Galliard’s advisory services and refers potential clients to Galliard for advisory services. In exchange for such services, Allspring Funds Management receives fees based on an inter-company transfer pricing framework. As an affiliate of Galliard, Allspring Funds Management has an incentive to refer prospective clients to Galliard that might engage Galliard and generate additional revenue. However, Allspring Funds Management operates independently of Galliard and does not have similar arrangements in place with any unaffiliated parties.

We provide investment advisory services to various clients (including affiliates) and may give advice and take action for ourselves, our related persons, or certain clients that differs from the advice given, or the timing or nature of action taken, for other clients. Over a period of time we, to the extent practical, seek to allocate investment opportunities to each account in a manner that we reasonably believe is fair and equitable relative to other similarly situated clients. We, our principals and associates (to the extent not prohibited by our Code of Ethics), our affiliates, their principals and associates, and other clients of ours could hold, buy, or sell securities at or about the same time that we are buying or selling securities for an account in a manner that is, or may be deemed to be, inconsistent with the actions taken by these persons. Please see “Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading” for further discussion.



## Selection of sub-advisers

As described in Item 4, Allspring Funds Management relies on sub-advisers to formulate and implement the investment recommendations for Allspring Funds Management's clients. In selecting sub-advisers, Allspring Funds Management has an incentive to, and does in nearly all cases, select affiliated sub-advisers.

Allspring Funds Management's selection of affiliated sub-advisers presents a conflict of interest for Allspring Funds Management because by selecting an affiliated sub-Adviser a greater portion of your fee will remain within the Allspring family of companies than if Allspring Funds Management engaged a third party to provide these services. Allspring Funds Management's use of affiliated sub-advisers also could present a conflict of interest because the affiliated sub-adviser could use its discretion to invest your assets in affiliated funds and certain investments that provide Allspring with greater aggregate revenue than provided by unaffiliated funds and other investments. For example, Allspring Funds Management engages its affiliate, Allspring Investments, to provide sub-advisory services with respect to the majority of assets under Allspring Funds Management's management. Allspring Investments has an incentive to select certain investments that generate more revenue for our affiliates over other investments, by: (1) recommending mutual funds, ETFs and private funds that are managed or sponsored by our affiliates; (2) recommending mutual funds, ETFs, private funds and other investments that are sponsored by companies that pay a portion of their revenue to our affiliates; (3) recommending funds or share classes of a fund that charge you administrative, service or sub-transfer agency fees that are passed through to our affiliates; or (4) recommending or offering a cash sweep option for uninvested cash that pays our affiliates more than other options (e.g., recommending an affiliated money market fund over an unaffiliated money market fund).

Allspring Funds Management mitigates these conflicts of interest through disclosure in this Brochure, and through reviews of the quality and continued value of the services provided by its sub-advisers. Allspring Funds Management will replace a sub-adviser, including an affiliated sub-adviser, should a determination be made that it is no longer performing satisfactorily. In judging performance, Allspring Funds Management evaluates affiliated and unaffiliated sub-advisers differently for a number of reasons, including differences in the quantity and type of services performed. The evaluation process also differs because Allspring Funds Management has more, and continuous, information regarding its affiliates' personnel and risk and compliance procedures, as well as investment processes.





## Item II: Code of ethics, participation or interest in client transactions and personal trading

Allspring Funds Management and its global affiliates have adopted the Allspring Global Investments Code of Ethics, or “Code,” to establish standards of conduct and ethics and to outline requirements reasonably designed to prevent fraudulent, manipulative, or improper practices or transactions. The Code applies to all Allspring Global Investments officers, directors, full-time or part-time employees, contingent workers who have been notified they are subject to the Code, and any other person designated by Allspring Compliance (“Access Persons”). The Code complies with Rule 204A-1 under the Advisers Act and Rule 17j-1 under the Investment Company Act of 1940 (“Investment Company Act”). The Code, among other things, permits Allspring Funds Management Access Persons to invest their personal assets in securities, subject to various restrictions and requirements, and requires Access Persons to periodically report their personal securities holdings and transactions and pre-clear certain personal securities transactions.

The Code is designed to detect and prevent violations of securities laws while addressing the fiduciary obligations Allspring Funds Management owes to its clients. The Code is distributed to each Access Person at the time of hire as a condition of employment, and compliance with its terms must be acknowledged in writing by each Access Person annually thereafter. Allspring Funds Management supplements the Code with ongoing monitoring of employee activity and attestations.

When engaging in personal securities transactions, potential conflicts of interest may arise between the interests of Allspring Funds Management Access Persons and those of its clients. The Code makes clear that any such conflicts that arise in such personal securities transactions must be resolved in a manner that does not inappropriately benefit Allspring Funds Management Access Persons or adversely affect Allspring Funds Management clients or accounts. The Code also prohibits the misuse of material, nonpublic information and requires Access Persons to comply with separate personal conduct policies, including but not limited to policies on gifts and entertainment, outside business activities, and political contributions.

Allspring Funds Management Access Persons who maintain brokerage or investment accounts for themselves and/or their immediate family members or have financial control of a covered account are required to provide copies of, or attest to, their reportable securities transactions at the end of every quarter, and all holdings of reportable securities accounts must be reported at the end of every calendar year.

The above restrictions do not apply to purchases or sales of certain types of securities and accounts. Examples of this include shares of open-end registered investment companies that are unaffiliated with the Allspring Funds, money market instruments, and certain U.S. Government securities.

Allspring Funds Managements’ Code is on public file with, and available from, the SEC. It is also available upon request without charge by contacting Allspring Funds Management through the information noted on the front cover of this Brochure.

### Participation or interest in client transactions

Our Code does not prohibit personal trading by employees but rather seeks to monitor and manage their trading, and in some cases restrict it subject to certain conditions. In addition, Allspring Funds Management is affiliated with private fund complexes that hold positions in a variety of financial and other types of businesses. As a result, due to our activities as an investment adviser, it is possible that conflicts will arise from time to time as Allspring Funds Management employees are managing their personal assets concurrent with the ongoing functions related to their





employment duties and our fiduciary obligations, or as affiliated entities or their employees are engaging in their own financial activity. Allspring Funds Management seeks to manage these conflicts by strict application of its Code provisions and policy requirements.

In addition to the above, the following situations could create an actual or perceived conflict of interest:

### **Affiliation**

Allspring Funds Management is majority owned indirectly by funds managed by GTCR and Reverence Capital Partners, each of which is a private investment firm managing funds that hold substantial positions in a variety of portfolio companies and other investments, including registered investment advisers that provide advisory services to a broad array of clients. As such, there may be instances where some of these affiliated entities, including other Allspring Global Investments Holdings companies, could engage in its own trading involving the same securities that Allspring Funds Management manages on a client's behalf. This means that while Allspring Funds Management is managing its fiduciary duties to a client, other of its affiliated entities may be engaging in transactions that create a conflict (for example, affiliated entities could be selling the same security that Allspring Funds Management has purchased for its client). In addition, these related persons could recommend its clients transact in the same securities in which the client of an affiliate has a material financial interest. In some instances, it is even possible that a client also has a client relationship with one or more of these entities and its securities transactions may appear conflicted. With limited exceptions described below, any such affiliates generally are operated independently of Allspring Funds Management, and these transactions by related persons are determined independently and without the involvement of Allspring Funds Management and are outside of the course and scope of Allspring Funds Managements' investment advisory services. However, in order to manage these potential conflicts, Allspring Funds Management maintains a variety of policies to maintain effective business barriers and manage the confidentiality of its own information and activities, as described further below.

### **Independent activity by GTCR and/or Reverence Capital Partners and their affiliates**

Certain other portfolio companies affiliated with GTCR and/or Reverence Capital Partners are engaged in the financial services, investment advisory and/or broker-dealer industries and could from time to time recommend securities, proprietary products and/or services to Allspring Fund Management's clients. To the extent such "recommendations" are made, they are made independently by such related persons and without the involvement of Allspring Funds Management and are outside the Allspring Funds Management investment advisory context. In addition, GTCR and Reverence Capital Partners manage funds that hold positions in, or may otherwise be deemed to control, companies that have issued publicly traded shares. Allspring Funds Management may from time to time invest in these companies on behalf of its clients, which investments may benefit GTCR, Reverence Capital Partners and their funds. In order to manage these potential conflicts, Allspring Funds Management maintains a variety of policies to maintain effective business barriers, and any such investments are made independent of any consideration of potential benefits to GTCR, Reverence Capital Partners or their funds and in accordance with Allspring Fund Management's investment decision-making process.

Allspring Funds Management and its affiliated sub-advisers have an incentive to recommend to clients, or buy and sell for clients, securities that generate additional revenue for our affiliates over securities that do not. For example, there is an incentive to recommend mutual funds, ETFs and private funds that are managed or sponsored by us or our affiliates. In such cases, Allspring Funds Management and/or its affiliated sub-advisers follow the requirements and constraints of the client and/or regulatory requirements, which includes the Investment Company Act and ERISA rules, where applicable. In general, should Allspring Funds Management and/or its affiliated sub-advisers inadvertently purchase securities in violation of these rules, the purchase will be deemed a trade error and Allspring Funds Management will make the client whole for any losses suffered in connection with the unauthorized





transaction in accordance with the Error Policy and supporting procedure discussed in Item 8 – Methods of analysis, investment strategies and risk of loss of this Brochure.

## **Proprietary investments by Allspring Funds Management and/or its affiliates, initial funding & seed capital**

In the ordinary course of business, and subject to compliance with applicable regulations, Allspring Funds Management, its affiliates and/or existing and future employees will from time-to-time invest in products managed by the firm, and Allspring Funds Management and/or its affiliates may provide the initial funding (“Allspring Seed Capital”) necessary to establish new affiliated funds or investment accounts for the purpose of developing new investment strategies and products (collectively, “Proprietary Accounts”). Investment by Allspring Funds Management, its affiliates or our employees in Proprietary Accounts creates conflicts of interest because Allspring Funds Management and/or its affiliates may have an incentive to favor these Proprietary Accounts by, for example, directing Allspring Funds Management’s investment ideas to these accounts or allocating, aggregating or sequencing trades in favor of such accounts, to the disadvantage of other accounts. Allspring Funds Management and/or its affiliates may have an incentive to dedicate more time and attention to our Proprietary Accounts and to give them better execution and brokerage commissions than our other client accounts. Allspring Seed Capital may be used to form registered investment companies, including mutual funds and ETFs, and may invest in the same securities as other client accounts. Allspring Seed Capital can be redeemed at any time generally without notice as permitted by the governing documentation and applicable regulations. A large redemption of shares by Allspring Funds Management or its affiliates could result in the affiliated fund selling securities when it is not desirable, accelerating the realization of capital gains and increasing transaction costs. A large redemption could significantly reduce the assets of an affiliated fund, causing a higher expense ratio, decreased liquidity, or liquidation of the affiliated fund. Where permitted, Proprietary Accounts can and frequently do, invest in the same securities as other funds and client accounts managed by Allspring Funds Management or its affiliates. Managing Proprietary Accounts creates a conflict of interest with other investment management accounts as portfolio managers may be incented to focus extra attention on or allocate select investment opportunities to Proprietary Accounts. It is Allspring Funds Management’s policy to treat seeded Proprietary Accounts in the same manner as other funds and client accounts for purposes of order aggregation and allocation.

## **The Allspring Funds**

Cross trades may be executed between different Allspring Funds or between an Allspring Fund and another advisory client of ours or a sub-adviser to the Allspring Funds. All such cross trades are required to be done in compliance with Rule 17a-7 under the Investment Company Act and regulatory interpretations thereof and information about such activity is reported to the Board of Trustees of the Allspring Funds in accordance with that rule. We or our affiliates, acting as principal, are permitted to buy securities from an Allspring Money Market Fund in compliance with Rule 17a-9 under the Investment Company Act or in a manner consistent with other applicable forms of exemptive relief. Certain Allspring Funds are permitted to invest in repurchase agreements or certain other short-term instruments through a joint account in compliance with written procedures that are designed to comply with Section 17(d) of the Investment Company Act and Rule 17d-1 thereunder.

Some of the Allspring Funds that we manage are “Master/Feeder Funds” or fund of funds that invest in one or more other Allspring Funds. We earn fees for non-duplicative services that are provided at both the acquiring and acquired Fund levels. Similarly, our long-term Funds use money market funds that we advise for cash management purposes, and we earn fees for non-duplicative services at both tiers of investment. These so-called fund-of-funds structures are made in compliance with applicable provisions of the Investment Company Act and the rules thereunder.



## Allspring (Lux) Worldwide Fund

Cross trades may be executed between different sub-funds or between a sub-fund and another advisory client of ours or a sub-adviser to the sub-funds.

## Managed accounts

In connection with providing advisory services to managed account programs, neither we nor our affiliates act as principal, sell securities to, or buy securities from, any client.

A significant portion of each account invested in the Emerging Market Equity Income, Equity Premium Income, CoreBuilder Municipal Income, and CoreBuilder Core Plus strategies is typically invested in the CoreBuilder Shares – Series EM, EPI, M, SP, and CP Funds, respectively, affiliated funds that do not pay fund-level expenses.

## Client information, anti-money laundering (“AML”) and privacy

To help the government fight the funding of terrorism and money laundering activities, federal law requires certain financial institutions to obtain, verify, and record information that identifies each client who opens an account or establishes a relationship. Accordingly, when Allspring Funds Management establishes a relationship with a client, when appropriate, it asks for the client’s name, address, and other information or documentation that will allow Allspring Funds Management to identify and verify the client and the source of client funds that are being invested.

Allspring Funds Management has adopted policies and procedures regarding the collection, use, disclosure and destruction of personal information about our clients. Consistent with its privacy policies and applicable laws, Allspring Funds Management and its affiliates may share client information with affiliated and third-party service providers throughout the world to the extent necessary and on a need-to-know basis. Allspring Funds Management’s third-party service providers are subject to security and confidentiality obligations and are only permitted to process client information for a specified, legitimate business purpose and in accordance with our instructions. Allspring Funds Management has implemented appropriate physical, technical, organizational, and security measures to prevent unauthorized access to client information and to prevent client information from being accidentally lost, altered, or misused. Additionally, Allspring Funds Management has put in place procedures to deal with any suspected data security breach and will notify clients and any applicable regulator of a suspected breach where it is legally required to do so. For additional information on how Allspring Funds Management may process client information, please see our privacy notices at [allspringglobal.com](http://allspringglobal.com).





## Item 12: Brokerage practices

### The Funds

Allspring Funds Management does not directly determine the broker or dealer to be used, and the commission rates paid in connection with transactions in portfolio securities by the Funds. Such determinations are made by the sub-advisers, and brokerage costs, along with execution quality, are reviewed quarterly by the sub-adviser's trade management committees. Allspring Funds Management oversees each sub-adviser in this regard. Internal and external execution analytics are also reviewed quarterly by the Fund Board. In selecting a broker or dealer the sub-adviser uses good faith judgement in seeking to obtain best execution of portfolio securities transactions at reasonable commissions or costs. The factors considered by each sub-adviser in selecting broker-dealers and determining the reasonableness of commissions and any "soft dollar" practices of such sub-adviser, are described in the ADV brochure of each sub-adviser. With respect to "soft dollars", a sub-adviser that utilizes them has an incentive to select or recommend a broker dealer based on their interest in receiving research, products, or services rather than in the client's interest in receiving most favorable execution. The sub-adviser will benefit because it does not have to produce or pay for the research, products, or services it receives. When the sub-adviser is affiliated with Allspring Funds Management, Allspring Funds Management indirectly benefits from the reduction of costs to affiliated companies, creating an incentive for Allspring Funds Management to select or approve an affiliated sub-adviser and its soft-dollar practices to the extent Allspring Funds Management participates in that decision.

### Managed accounts

For advisory accounts associated with wrap account programs, Allspring Funds Management, as the investment adviser, typically directs trades in equity securities to the broker-dealer associated with the program (the "Program broker-dealer"), this is done by either Allspring Investments in its capacity as sub-adviser or its outsourced provider. The primary reason for utilizing the services of the Program broker-dealer is that there is typically no separate execution charge (e.g., commission) associated with trades effected through the Program broker-dealer. Rather, the account pays an all-inclusive wrap fee that is intended to cover advisory, custody, brokerage and/or other fees. Where permitted by the terms of a wrap account program, Allspring Investments may execute trades through a broker-dealer other than the Program broker-dealer when Allspring Investments believes that such trade would result in the best price and execution under the circumstances. Many of our direct client relationships (dual contract) are treated similarly in that trades in equity securities for such accounts are typically directed to the financial intermediary with which the account is associated. In certain of these arrangements, trading costs are separately charged, and commissions are borne by the advisory account managed by Allspring Funds Management. Generally, equity security trades that are directed away from a Program broker-dealer will incur execution charges (e.g., commissions) that are not included in the managed account program's wrap fee. However, in certain cases, such execution charges for equity orders executed away from the Program broker-dealer may be borne by Allspring Funds Management. As a result, this creates a conflict of interest because we are incentivized to direct equity trades through those particular Program broker-dealers in order to avoid incurring these costs ourselves.

Allspring Funds Management generally does not direct trading to Program broker-dealers in fixed income securities, but rather, Allspring Investments in its capacity as sub-adviser will direct fixed income securities trades and will in most cases, if not all of the time, trade away from the Program broker-dealer with third-party broker-dealers. The transaction costs associated with buying and selling fixed income securities (e.g. mark-ups, mark-downs, and/or "spread") are generally reflected in the price of the security and are not included within the account's "wrap" fee.





When a decision is made to initiate “across-the-board” trades for active equity strategies, Allspring Investments, either directly or through its outsourced provider, will aggregate (or block) the trades for each managed account program and follow the trade order process described below. For trade decisions that are not across-the-board recommendations (e.g., trades resulting from individual account inception, contribution, liquidation, tax-loss harvesting, compliance with client-imposed investment guidelines), Allspring Investments does not generally aggregate orders, and instead, either directly or through its outsourced provider, places each trade order with the Program broker-dealer when the trade is ready for execution.

Allspring Investments has an established process for creating a trade rotation among managed account program Sponsors, which determines the order in which trade instructions (or the updated model for the model programs) are transmitted to each Program broker-dealer. The trade rotation seeks to allocate trading opportunities such that, over time, no managed account program receives preferential treatment as a result of the timing of the receipt of its trade execution instructions (or, in the case of model programs, the model portfolio). Allspring Investments or its outsourced provider communicates trade instructions and model holdings to Program broker-dealers in two groups. The primary group consists of traditional discretionary wrap programs and program Sponsors that are able to provide prompt confirmation of order implementation and execution. Allspring Investments, or its outsourced provider, communicates trades and model portfolio information in sequential order to the Program broker-dealers in the primary rotation in a random order that changes each day. Within the primary group, Allspring Investments, or its outsourced provider, seeks to postpone transmitting trade instructions or model updates to the next Program broker-dealer in the sequence until the preceding Program broker-dealer confirms that trading is complete. The secondary group of Program broker-dealers consists of non-discretionary model program Sponsors. Following completion of the primary group rotation, Allspring Investments, or its outsourced provider, initiates the secondary group rotation where model portfolio information is communicated to the remaining Program broker-dealers that are unable to provide implementation and execution information back to Allspring Investments, or its outsourced provider. These model portfolio communications also take place in a random order that is determined each day; however, they are sent in sequential order without any confirmation of trade completion from the Sponsor.

Each sub-adviser manages client assets in accordance with the same or substantially similar investment strategies that are offered by Allspring Funds Management in connection with managed account programs. This means that the sub-advisers’ clients are often buying and selling the same securities that are (i) bought and sold by the sub-advisers on behalf of Allspring Funds Management’s managed account program accounts and/or (ii) the subject of buy or sell recommendations in Allspring Funds Management’s model portfolios communicated to model program Sponsors. Allspring Investments has policies in place which are reasonably designed to allocate transactions fairly and equitably over time across its client base. Accordingly, the sub-advisers may employ the following practices: trading concurrently, utilizing a trade rotation, or aggregating the managed account program orders with the sub-advisers’ orders for other client accounts to be executed as a “step-out” trade, in order to provide fair transaction prices across all clients. Allspring Investments may use alternative methods other than those described above if we believe such method is appropriate under the circumstances and may help achieve more fair and equitable executions for clients. We may vary from these processes in order to comply with various requirements that may be imposed on us by Program broker-dealers, other intermediaries, or clients. Notwithstanding these processes, differences in timing of the delivery of trade instructions or model portfolio information (including model program Sponsors discretion on when to execute trades) will cause performance dispersion between various groups of accounts. For more information about the sub-advisers’ brokerage practices and trade allocation and rotation policies, see the respective sub-adviser’s brochure, which can be found at [adviserinfo.sec.gov](http://adviserinfo.sec.gov).

Managed account program participants should review all materials available from the managed account program Sponsor concerning the program and the program’s terms, conditions, and fees. Among other things, participants





should consider the managed account program fees charged by the program Sponsor, the amount of portfolio activity (i.e., transactions) in their account, the value of the custodial and brokerage services that are provided and the potential for differences in order execution prices that result from the trading practices described above.

For newly established separately managed accounts, securities initially contributed (“legacy positions”) are evaluated and all or a portion of such legacy positions can be sold to the extent that such securities are not consistent with model portfolio holdings for such account (unless such securities are subject to another express arrangement). The separately managed account client will be responsible for all tax liabilities that result from any sale transactions. Generally, the Sponsor or program broker-dealer sells legacy positions, subject to the Sponsor’s requirements or limitations, however if the Sponsor is unable to sell such legacy positions, Allspring Funds Management will ask to have them removed from our management. For fixed income securities, the smaller size of the position could produce a less favorable sales price than normally received in a large, institutional-sized position.

For terminating separately managed accounts, holdings that are not maintained or transferred in kind will be sold by Allspring Investments, the Sponsor or the Program broker dealer as directed by the client.



## Item 13: Review of accounts

### The funds

Our Product Management team regularly and closely monitors sub-adviser performance in their management of the Funds and will from time to time recommend sub-adviser changes to the Board. We provide written reports to the Boards of the Funds on a quarterly basis showing each Fund's investment performance. In addition, our risk and compliance teams provide oversight of the Funds to ensure that all relevant investment and regulatory requirements are being met.

### Managed accounts

Our Product Management team regularly monitors and reviews the performance of the sub-advisers and their respective model portfolios that provide the basis for the investment services Allspring Funds Management provides to managed account program Sponsors and their clients.

In general, for all investment strategies other than the fixed income and option overlay strategies and equity direct indexing products, Allspring Funds Management manages its accounts in accordance with a model portfolio that is provided by Allspring Investments. Subject to applicable individual account guidelines, restrictions and/or other individual circumstances, Allspring Funds Management will replicate the strategy's model portfolio in each account following the strategy. For fixed income and option overlay strategies and our equity direct indexing product, Allspring Investments is responsible for the selection of the individual securities or contracts.

On our behalf, Managed Accounts, a division within our affiliate, Allspring Investments, monitors the adherence of each model traded equity account to the applicable model portfolio as a means of ensuring that each account is managed in a consistent manner in accordance with Allspring Investment's recommendations. The monitoring is largely executed via regularly scheduled drift analysis reviews. The performance team does monthly outlier reviews, with an additional review done by compliance quarterly. Additionally, for model traded accounts, strategy guidelines are maintained on our models in our order management system. Any violation of these investment guidelines would restrict trading in the models. Post trade compliance on models is also reviewed by Allspring Investment's compliance team. For separately managed accounts that are invested in a blended strategy or are being tax/transitioned monitored, a multi-factor risk model is used to measure and minimize the projected tracking error of each separately managed account to the strategy's model portfolio. For these accounts and our non-model reviews are performed by, Allspring Investments, utilizing similar processes and tools.

Also, wash-sale violations are monitored in all tax-managed accounts and accounts submitting tax harvesting instructions. To maintain market exposure during the 30-day wash sale period, tax loss proceeds are typically invested in shares of an ETF representing the portfolio's benchmark. The managed account model portfolio will not, however, be fully replicated when we utilize shares of an ETF, and, as a result, during such periods, client-imposed objectives, and guidelines (e.g., social screens for clients following a social sustainability strategy) might not be achieved or observed with respect to the investment in shares of the ETF. In addition, Allspring Funds Management's risk team provides oversight to ensure that all relevant investment and regulatory requirements are being met.

Sponsors prepare and provide written periodic transaction and performance reports to clients, which may include information we supply. We do not provide any regular reports to clients.





## Item 14: Client referrals and other compensation

In the course of performing their assigned functions and responsibilities within the organization certain employees may refer clients to us and receive compensation as our employees. In addition, we compensate certain affiliated companies (e.g., Allspring Funds Distributor) for referrals to our managed account program business. The compensation paid to any such entity is based on a formula that takes into account the expenses of the entity related to the referral activity. Under these arrangements, Allspring Funds Management will ensure that each entity that refers clients for compensation ("Promoter") complies with the applicable requirements in Rule 206(4)-1 under the Advisers Act. Such requirements may include, depending on the circumstances, maintenance of a written agreement between Allspring Funds Management and the Promoter, and delivery by the Promoter of certain disclosures to prospective clients setting forth the nature of the relationship between the Promoter and Allspring Funds Management, any fees to be paid to the Promoter, and related conflicts of interest.



## Item 15: Custody

### The funds

Allspring Funds Management does not have direct custody of the assets of any of the Funds.

### Managed accounts

Managed account program Sponsors and their clients designate a custodian (e.g., a broker-dealer, bank or other qualified custodian) for the clients' funds and securities maintained in accounts managed by us. If the custodian is an unaffiliated entity, we are not deemed to have custody of such funds or securities.





## Item 16: Investment discretion

### The funds

We generally have authority to manage Fund assets on a discretionary basis through our investment advisory contract with the Funds. This means that we have the authority to determine which securities are to be bought or sold and the amounts of the securities to be bought or sold. We are responsible for the larger strategic investment decisions such as determining a Fund's investment style and asset allocation targets with Board approval. Day-to-day security selection is generally the decision of the sub-advisers. We have contracted with sub-advisers to provide day-to-day portfolio management services.

In some circumstances, including to manage and optimize a Fund's portfolio composition, a Fund in its discretion may accept large purchase orders from one or more financial institutions that are willing, upon redemption of their investment in the Fund, to receive their redemption in-kind rather than in cash. To the extent it determines that doing so would be in the best interest of the Fund and its shareholders, Allspring Funds Management, as the investment manager to the Fund, shall have the authority to effect the redemption in-kind transaction, including the authority to effect non-pro rata distributions to redeeming shareholders in a manner consistent with applicable policies and procedures. In effecting such redemption in-kind, Allspring Funds Management may select securities to distribute to the redeeming shareholder by considering certain factors, including transaction costs, market impact, tax efficiency, operational restrictions on transfer, news or information in financials pertaining to a specific issuer, and/or any other factor Allspring Funds Management believes is relevant.

### Managed accounts

We generally have discretionary authority over separately managed accounts. We do not typically have discretionary authority with respect to model portfolio programs. Having discretionary authority means that we have the authority to determine which securities are to be bought or sold and the amounts of the securities to be bought or sold. In exercising our discretionary authority, we rely on investment recommendations provided by our affiliated sub-adviser, Allspring Investments. Our discretionary authority (and that of Allspring Investments) is subject to reasonable investment restrictions imposed by the client or the managed account program Sponsor, which we will endeavor to follow unless they are unduly burdensome, materially incompatible with our investment approach, or affect a significant percentage of the account. Investment restrictions are imposed as directed in writing by the client and/or the program Sponsor and as agreed upon by us.

In addition, where a managed account holds proprietary funds (i.e. Allspring Funds) that are not transferable to another firm, Allspring Funds Management, as authorized under applicable agreements, may liquidate those holdings upon termination of our management of the account.



## Item 17: Voting client securities (i.e., proxy voting)

Allspring Funds Management has and accepts the authority to vote proxies on behalf of its clients except in instances where clients have retained voting authority. Allspring Funds Management's proxy voting activities are conducted pursuant to Allspring's Proxy Voting Policies and Procedures (the "Procedures"<sup>2</sup>) adopted in accordance with Rule 206(4)-6 under the Advisers Act. Allspring Funds Management, working in conjunction with Allspring's Proxy Governance Committee (the "Proxy Committee") and its dedicated proxy voting personnel, exercises its voting responsibility as a fiduciary with the goal of maximizing value to clients consistent with governing laws and the investment policies and specific requirements of each client.

Allspring Funds Management has retained an independent, unaffiliated proxy voting adviser, Institutional Shareholder Services ("ISS"), to assist in the implementation of certain proxy voting-related functions including: 1) providing research and recommendations on proxy matters, 2) providing technology to facilitate the sharing of ISS research, 3) voting proxies in accordance with Allspring's instructions, and 4) handling various administrative and reporting items.

The Proxy Committee is responsible for overseeing implementation of the Procedures. The Proxy Committee reviews the Procedures at least annually and may delegate certain powers and responsibilities to proxy voting working groups.

Allspring's proxy voting process emphasizes engagement with portfolio management in order to leverage their knowledge of investee companies. While Allspring's process follows a systematic approach to arrive at a recommended vote, portfolio management is given the opportunity to review and override voting recommendations (with documented justification).

Unless otherwise required by applicable law and absent a portfolio management override, proxy matters are generally voted in accordance with a voting policy at ISS designed to implement Allspring's custom enhancements to the ISS Global Benchmark Proxy Voting Policy. Two types of proxy matters are subject to additional review:

- Any proxy matters deemed of "high importance" (e.g., proxy contests, mergers, and acquisitions) where ISS opposes the recommendations of investee company management will be referred to Allspring Investments' portfolio management for case-by-case review and vote determination.
- Any proxy matters involving environmental or social issues where ISS opposes the recommendations of investee company management are reviewed by a proxy voting working group established by the Proxy Committee. If the working group recommends a vote against investee company management, the recommendation is referred to Allspring Investments' portfolio management for case-by-case review and vote determination.

Certain of Allspring Funds Management's client accounts employ quantitative strategies rather than fundamental strategies that rely on security research and analyst coverage. In the event that a security is held only in these accounts and ISS opposes the recommendations of investee company management, absent portfolio management feedback, "high importance" proxy matters are reviewed by the working group and referred to the Proxy Committee for vote determination. Environmental and social proxy matters are reviewed and voted by the working group. Proxy matters on which ISS supports the recommendations of investee company management are generally voted with investee company management.

<sup>2</sup>Available on Allspring's website: [www.allspringglobal.com](http://www.allspringglobal.com)





As a fiduciary to its clients, Allspring Funds Management seeks to identify and mitigate conflicts of interest that may arise as a result of its proxy voting activities. Allspring Funds Management may have a conflict of interest regarding a proxy to be voted upon if, for example, Allspring or its affiliates have other relationships with the issuer of the proxy (e.g., if the issuer is a corporate pension fund client of Allspring). When the Proxy Committee becomes aware of such a conflict of interest, it takes steps to mitigate the conflict by using any of the specified conflict management methods outlined in the Procedures.

While we use our best efforts to vote proxies, in certain circumstances, it is impractical or impossible for us to vote proxies (e.g., limited value, unjustifiable costs or share blocking in certain countries). Absent compelling reasons, Allspring believes that in share blocking situations (i.e., where shareholders wishing to vote are required by local law to deposit their shares with a designated depository before the date of the meeting), the benefit derived from voting these shares is outweighed by the burden imposed by share blocking on the ability to trade those shares. Therefore, Allspring Funds Management will not vote proxies for those clients holding securities in markets requiring share blocking.

Upon client request, Allspring Funds Management will provide clients with proxy statements and any records as to how it voted proxies on their behalf. Clients may contact their relationship manager, call us at +1-833-568-4255 or via email [maops@allspringglobal.com](mailto:maops@allspringglobal.com) to request such information.



## Item 18: Financial information

As a wholly owned subsidiary of Allspring Group Holdings, LLC, Allspring Funds Management's financial statements are consolidated with those of the parent company. There has been no material adverse change in the financial condition of Allspring Funds Management.





## Item 19: Requirements for state-registered advisers

Not applicable.