

## Item 1 – Cover Page

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# Kayne Anderson Rudnick Investment Management

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**March 30, 2021**

This brochure (the “Brochure”) provides information about the qualifications and business practices of Kayne Anderson Rudnick Investment Management, LLC (“Kayne Anderson Rudnick”). If you have any questions about the contents of this Brochure, please contact us at +1.800.231.7414 and/or [compliance@kayne.com](mailto:compliance@kayne.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Kayne Anderson Rudnick is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information you can use to determine whether to hire or retain an adviser.

Additional information about Kayne Anderson Rudnick is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC’s website also provides information about any persons affiliated with Kayne Anderson Rudnick who are registered as investment adviser representatives of Kayne Anderson Rudnick.

## Item 2 – Material Changes

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In the past, we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. You will receive a Brochure of any material changes to this and subsequent Brochures within 120 days of the close of the fiscal year of our business, which is December 31. We will provide other ongoing disclosure information about material changes as necessary.

We will provide you with a new Brochure as necessary based on changes or new information, at any time, without charge. Where possible, we will provide our Brochure, including any updates, electronically to the primary e-mail address we have on file for you. At any time, you may also request our Brochure by contacting Compliance at +1-800-231-7414 or [compliance@kayne.com](mailto:compliance@kayne.com). Our Brochure is available on our website, [kayne.com](http://kayne.com), and is also free of charge upon request.

### Material Changes

The following material changes were made to this Form ADV, Part 2A since our last annual update dated March 30, 2020:

- Item 8 was revised to include a description of how we consider environmental, social, and governance (“ESG”) factors as part of our investment process, and to note that our consideration of ESG factors is not by itself determinative to an investment decision. We also updated the “Risks of Investing” section.
- Item 10 was updated to reflect changes to the list of our affiliates, and we added additional detail pertaining to one of our new affiliates, Virtus Partners Malta, Ltd.
- Item 14 was updated to add information pertaining to one of our new affiliates, Virtus Partners Malta, Ltd.

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## Item 4 – Advisory Business

Kayne Anderson Rudnick Investment Management, LLC (“KAR”, “Kayne Anderson Rudnick”, or the “Firm”) is 100% owned by Virtus Investment Partners, Inc. (Nasdaq: VRTS) (“VRTS” or “Virtus”), a publicly traded multi-manager asset management business. KAR has acted as an investment adviser for over 35 years and has been an SEC-registered investment adviser since 1985.

KAR provides discretionary advisory and sub-advisory investment services and manages investment advisory accounts in its various investment strategies for institutions, charitable organizations and endowments, professional and religious organizations, corporations and other commercial entities, pension and profit-sharing plans, insurers, banks, family offices, private pooled funds, open-end investment companies, closed-end funds, UCITS, collective investment trusts, registered investment advisers, individuals, trusts, and estates. These services are tailored to the needs and investment mandates of each client, and clients can generally impose restrictions on investing in certain securities or types of securities in their accounts managed by the Firm when negotiating their investment advisory agreement. KAR provides investment advisory services for accounts that are (i) established directly with the client; (ii) introduced through wrap-fee programs of other financial-services firms, such as broker-dealers, registered investment advisers, and other intermediaries; or (iii) sub-advisory relationships with affiliated and non-affiliated mutual funds.

### Assets under Management

As of December 31, 2020, KAR’s total assets under management was approximately \$51,747,000,000, of which \$39,581,800,000 is regulatory assets under management and \$12,165,200,000 is model/emulation assets under contract. Model/emulation assets refer to assets that KAR is under contract to deliver a model portfolio for and are not considered regulatory assets under management.

### Advisory Services – Institutional

KAR provides investment services and manages investment advisory accounts for U.S. and non-U.S. corporations and other commercial entities, institutions, charitable organizations and endowments, family offices, professional and religious organizations, pension and profit-sharing plans, insurers, banks, open-end investment companies, closed-end funds, UCITS, and other fund structures that fall under UCITS. KAR manages these accounts subject to each client’s investment guidelines. KAR is adviser to the Kayne Anderson Rudnick Collective Investment Trust (the “CIT”). SEI Trust Company is the Trustee of the CIT, and SEI Institutional Transfer Agent Inc. serves as transfer agent for the CIT.

### Advisory Services – Mutual Funds

KAR provides investment management services to the following portfolios, all of which are affiliated with KAR, as a sub-adviser under sub-advisory agreements with Virtus Investment Advisers Inc. and Virtus Alternative Investment Advisers Inc., both of whom are affiliates to KAR:

- Virtus KAR Small-Cap Core Fund
- Virtus KAR Small-Cap Growth Fund
- Virtus KAR Small-Cap Value Fund

- Virtus KAR Mid-Cap Core Fund
- Virtus KAR Global Quality Dividend Fund
- Virtus KAR Equity Income Fund
- Virtus KAR Small-Cap Growth Series
- Virtus KAR Capital Growth Fund
- Virtus KAR Small-Cap Value Series
- Virtus KAR Mid-Cap Growth Fund
- Virtus KAR International Small-Cap Fund
- Virtus KAR International Small-Mid Cap Fund
- Virtus KAR Capital Growth Series
- Virtus KAR Emerging Markets Small-Cap Fund
- Virtus KAR Small-Mid Cap Core Fund
- Virtus KAR Small-Mid Cap Growth Fund
- Virtus Tactical Allocation Fund (Equity Portion)
- Virtus Strategic Allocation Series (Equity Portion)
- Virtus KAR Long/Short Equity Fund

### Advisory Services - Other

KAR provides investment management services as a sub-adviser to the Virtus GF U.S. Small Cap Focus Fund and Virtus GF Global Small Cap Fund, both of which are UCITS funds distributed by VP Distributors, LLC, an affiliate of KAR.

KAR provides investment management services as a sub-adviser to non-affiliated mutual funds and UCITS.

### Advisory Services – Wrap Programs and Dual Contract

In wrap-fee accounts, KAR is chosen by the client to act as an investment sub-adviser through a selection process administered by the wrap sponsor. The client information compiled through the selection process enables KAR to provide individualized investment services, which it maintains through ongoing contact with the wrap sponsor. In dual contract accounts, a participant enters into an investment advisory agreement with KAR and a separate agreement with the program sponsor. Dual contract programs are generally managed in a manner similar to wrap programs as discussed throughout this brochure.

KAR serves as investment adviser under certain wrap programs and as investment sub-adviser under other wrap programs (including dual contract programs), and at times acts in both capacities under different programs sponsored by the same financial-services firm. Wrap-program sponsors typically offer comprehensive brokerage, custodial, and advisory services for a single “wrap fee,” based on a percentage of assets under management. The wrap sponsor pays KAR a portion of the wrap fee in connection with the advisory services it provides. Under some arrangements, the wrap sponsor and KAR each charge a separate fee for their respective services. Dual contract clients have an investment advisory agreement directly with KAR and pays investment fees directly to KAR in accordance with such investment advisory agreement and such fees are in addition to any fees paid by the client to their dual contract program sponsor.

Wrap-account and dual contract clients only invest in KAR’s model investment strategies. Non-wrap clients also invest in KAR’s model strategies. The model strategies that are generated for each investment strategy are implemented across all client accounts, whether wrap or non-wrap. Deviations from the model portfolio can occur for various reasons, including to accommodate specific investment guidelines of an individual client and, as a result, certain accounts may not be aligned

with a strategy's model portfolio and performance differences can occur between such an account and the model portfolio for the strategy.

The wrap sponsor's and dual contract sponsor's services include, in addition to assistance with the selection of one or more investment advisers, asset allocation advice; execution of portfolio transactions (free of commissions); custodial services, including trade confirmation and periodic reporting; continuing evaluation of investment performance; and consultation on investment objectives and suitability. Each client should evaluate whether a given wrap or dual contract program is suitable for his or her needs. Clients of wrap programs should consider, depending upon the level of the single fee charged under a wrap program, the package of services provided by the wrap sponsor. Based upon the amount of portfolio activity, or turnover, in the account and the value of custodial and portfolio monitoring services, the single fee that a wrap client pays their wrap sponsor can be higher or lower than the total cost of all services the client is receiving if they were to pay for each service separately. KAR's investment strategies often have relatively low rates of portfolio turnover and, for wrap programs that include investment strategies with low rates of turnover, the single all-inclusive fee that a wrap client pays to their wrap sponsor could be more than if the client was paying solely an asset-based investment advisory fee alongside applicable brokerage commissions and custodial and other fees charged by such client's broker-dealer(s) and custodial bank(s). Clients should assess the overall level of service provided by their wrap sponsor alongside other factors described herein when determining whether a given wrap program is suitable for his or her needs.

## Advisory Services – Unified Managed Accounts (UMA)

KAR provides investment advisory services, as sub-adviser or model provider, to other investment advisers that seek specific securities-related advice and recommendations. The advice and recommendations are provided through the development of unified managed accounts ("UMAs") or other model-driven programs. KAR does not enter into a direct relationship with the clients of these investment advisers and does not provide administrative or account-specific performance reporting services to those clients. KAR typically provides periodic market commentary and information relating to the performance of its models to these investment advisers but does not initiate any trading in the UMAs to these investment advisers. However, at the direction of these investment advisers, KAR can implement trading in these UMAs. KAR recommendations that are provided to investment advisers are used by such investment advisers in their sole discretion, and therefore, it is at the investment adviser's discretion whether or not and to what extent to implement the UMA or each recommendation.

KAR provides investment advisory services to UMA or model-driven platforms in investment strategies where our portfolios hold positions where limited liquidity or other liquidity constraints could pose an issue in UMA or other model-driven platform trading implementation. In these circumstances in its sole discretion, KAR implements a process that results in what we call a "Liquidity Overlay Model," that holds replacement securities with lower liquidity constraints without materially altering the characteristics of the portfolio. A replacement security can be a completely new holding, a current holding (or holdings) with a higher weight, or a combination of these as determined by the strategy's portfolio manager. The determination to deploy a Liquidity Overlay Model in place of the standard model of the investment strategy is the

result of an analysis of the strategy's and the firm's assets under management, position weights in the model portfolio, and historical volume data based on anticipated access to liquidity in the holdings. Based on this review, a determination is made as to which security (or securities) need to be replaced with alternative securities in the Liquidity Overlay Model and, in doing so, KAR seeks to minimize differences between the standard model of the investment strategy. For example, a replacement security for the Liquidity Overlay Model will likely be from the same sector as the security it is replacing and will be initiated at a similar weight of the replaced security. KAR deploys the same level of analysis and due diligence to the replacement security for the Liquidity Overlay Model. In addition, the replacement security is generally held in at least one other strategy managed by KAR. Performance of a Liquidity Overlay Model will differ from the standard model of the investment strategy as a result of this process. Any reporting provided by KAR that includes composite performance of a strategy that also has a Liquidity Overlay Model includes composite performance for the standard model and not the Liquidity Overlay Model.

## Wealth Advisory Services

Kayne Anderson Rudnick Wealth Advisors ("KARWA"), a division of KAR, provides a full suite of wealth advisory services to the Firm's private clients and associated non-profit organizations. These services are offered in a "modular" fashion, customized to meet the individual needs of each client. The Firm facilitates the use of strategic third-party business partners to provide a customized solution in areas such as estate planning, tax advisory services, risk management services and lending services.

These services include:

**Investment Advisory:** Through an interview process, KARWA assists each client in developing customized long-term goals and objectives for the clients' capital managed by the Firm. KARWA designs a customized portfolio solution for each client that reflects a combination of each client's long-term objectives and the Firm's capital market outlook. Client portfolios are opportunistically rebalanced based on changes in capital markets and/or changes in the clients' life circumstances. The Firm operates within an open architecture platform that is designed to provide a robust set of investment solutions (proprietary and non-proprietary) for our clients.

KAR participates in a number of arrangements where it receives a model and will exercise investment discretion. It is at KAR's discretion whether or not and to what extent to implement the models or each recommendation. KAR utilizes these models primarily in its Wealth Advisors division.

**Financial Planning:** The Firm offers customized financial planning services, including retirement and cash-flow planning, risk management, estate planning and wealth transfer, charitable gifting solutions and tax management. The Firm often utilizes strategic third-party business partners who are experts in each of these complex subjects to provide customized solutions for our clients. While the Firm doesn't as a matter of course conduct ongoing reviews of its clients' financial plans, it will do so when specifically requested to do so by the client. Where the Firm does undertake to conduct an ongoing review of a client's financial plans at a client's request, it will do so with a regularity that is mutually-agreed upon with such client.

**Executive Services:** The Firm provides liquidity solutions for our clients who receive significant equity grants as part of their corporate compensation plan. These services include: 1) tax-managed portfolio transition services, 2) hedging services, and 3) exchange fund solutions.

**Consulting Services for Wealth Advisory Clients:** The Firm provides a full suite of consulting services to non-profit organizations such as endowments and foundations linked to our wealth advisory clients. These services include: 1) investment policy statement design and implementation, 2) strategic asset allocation and portfolio design, 3) investment strategy and manager due diligence and selection, 4) portfolio transition analysis and execution, 5) portfolio monitoring and reporting, 6) consolidated performance reporting, and 7) quarterly reporting including macro-economic and capital markets updates.

## KARWA Wealth Advisory Clients

For each Wealth Advisory client, KARWA creates a portfolio consisting of one or more of the following: individually managed securities managed by KAR or a designated affiliated or non-affiliated sub-adviser, mutual funds managed by KAR, mutual funds affiliated with KAR, non-affiliated mutual funds, exchange-traded funds, limited partnerships and other private fund vehicles, structured notes, concentrated stock hedging service or a combination of these.

## Advisory Services – Other

Under certain circumstances, a client of KAR requests that KAR trade a security categorized as an “unsupervised asset.” An unsupervised asset is an asset managed by KAR’s client and not charged an investment advisory fee by KAR. As an accommodation to the client on a best-efforts basis, KAR trades effects such transactions in “unsupervised assets” at its clients’ instruction using its trading skills and infrastructure on the client’s behalf and does not charge any fees to the client to do so.

## Types of Investments

KAR offers investment advice on the following types of instruments: equity securities (common stocks and equivalents) including exchange-listed securities; over-the-counter securities; foreign issues; warrants; corporate-debt securities (other than commercial paper); certificates of deposit; municipal securities; government agencies; mortgage- and asset-backed securities; investment company securities, including traditional mutual-fund shares and exchange-traded funds; and United States government securities. KAR also offers investment advice, where appropriate, on options contracts on securities, interests in partnerships investing in real estate and oil and gas interests, private equity, and various exchange-traded funds.

## Item 5 – Fees and Compensation

This section describes Kayne Anderson Rudnick Investment Management, LLC’s (“KAR”, “Kayne Anderson Rudnick”, or the “Firm”) basic fee schedules. Fees are negotiable where special circumstances exist, and arrangements with any particular client can vary. KAR can and does often determine to group multiple accounts of one client relationship together for purposes of calculating the fee, and KAR can and does determine not to charge a fee to small accounts of a client because of the overall fee the client is paying on the total relationship assets under management with us. KAR reserves the right to negotiate

fees with clients and can charge higher or lower fees than those described herein. KAR believes that its fees are competitive with those charged by other investment advisers for comparable services; however, similar services are available from other sources for fees below those charged by KAR.

The specific manner in which fees are charged is established in a client’s written agreement with KAR. Clients can elect to be billed directly for fees or to authorize KAR to directly debit fees from their accounts. Accounts are typically charged a management fee based on the amount of assets under management. Fees are typically payable quarterly in advance based on the fair market value of the account as of the last day of the prior period. Fees can also be payable in arrears based on a three-month average of fair market value of the account or in arrears based on the fair market value of the account on the last day of the period. KAR also considers other billing methods upon request. A limited number of KAR’s direct accounts are charged a fixed fee.

A client can terminate KAR’s investment advisory contract upon written notice at any time and receive a pro-rata refund of fees paid in advance by contacting their relationship contact at KAR. For accounts that are billed in arrears, an invoice is issued that includes the fee calculation based on the final balance as of the termination date. A termination fee may be applicable, as discussed in the specific fee schedule applicable to the account.

KAR’s fees are exclusive of applicable brokerage commissions, transaction fees and other related costs and expenses, which are incurred by the client. Please refer to Item 12–Brokerage Practices for more information on our brokerage practices. Clients incur certain charges imposed by custodians, brokers, third-party investments and other third parties. Those costs include fees charged by third-party managers, custodial fees, deferred sales charges, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds, closed-end funds, ETFs, and alternative investments have their own operating expenses, including compensation paid to their advisers and other service providers, as well as other expenses and fees. This information is disclosed in a fund’s prospectus or offering documents. Third-party professionals that KAR introduces will have their own separate fee engagement with the client, and those professionals’ services are not included in our fee schedule with the client.

## Advisory Fees – Wrap / Dual Contract Programs

Where KAR serves as investment adviser to clients of dual contract program sponsors, it contracts separately with each participating client and generally provides the same record-keeping and reporting services as it provides to direct-fee clients. In such cases, KAR’s fee is paid directly by the client or authorized by the client for payment directly from the client’s account. Fees range from 0.25% to 1.25% per annum of the market value of the client’s account.

When KAR serves as an investment adviser to wrap program sponsors, it contracts with the wrap sponsor for its services rather than the clients of the sponsor, as with a dual contract relationship. The wrap sponsor serves as a master investment adviser and is responsible for much of the client record keeping and reporting. The management fees payable to KAR as investment adviser to a wrap program sponsor are lower than those paid to KAR as investment adviser in a dual contract relationship, reflecting that some of the services it would otherwise provide are

provided instead by the program sponsor in its capacity as wrap program sponsor. The fees paid to KAR by the wrap sponsor in cases where KAR serves as investment adviser to a wrap program sponsor range from 0.25% to 0.60% per annum of the market value of the client's account. The fees paid to KAR by clients in a dual contract relationship range from 0.70% to 1.25% per annum, depending on the chosen investment strategy.

## Advisory Fees – Model Portfolios

KAR provides investment advisory services, as sub-adviser, to investment advisers that seek specific securities-related advice and recommendations. The advice and recommendations are provided through the development of model portfolios. KAR receives an annual management fee ranging from 0.20% to 0.50% of the market value under management for these model portfolios.

## Advisory Fees – Institutional

Annual Fee Schedule for Institutional Accounts

Minimum Relationship Size: \$10 million for all strategies with the exception of our international strategies, which require a minimum investment of \$25 million and include the following: International Small Cap, International Small-Mid Cap, Emerging Markets Small Cap, Global Dividend Yield, and Global Small Cap.

## Advisory Fees – Collective Investment Trust

KAR charges the client an annual management fee ranging from 0.40% to 0.95% of the market value under management for advising the collective investment trusts.

## Advisory Fees – Mutual Funds

KAR receives an annual management fee ranging from 0.23% to 0.60% of the market value under management for sub-advising affiliated and non-affiliated mutual funds.

<p><b>U.S. Large Cap Equity</b></p> <p>0.70% on the first \$10 million</p> <p>0.55% on the next \$25 million</p> <p>0.45% on the next \$50 million</p> <p>0.35% on the balance</p>	<p><b>U.S. All Cap Sustainable Growth</b></p> <p>0.75% on the first \$25 million</p> <p>0.65% on the next \$25 million</p> <p>0.55% on the balance</p>	<p><b>U.S. Mid Cap Equity</b></p> <p>0.75% on the first \$25 million</p> <p>0.65% on the next \$25 million</p> <p>0.55% on the next \$50 million</p> <p>0.50% on the balance</p>	<p><b>U.S. Small-Mid Cap Equity</b></p> <p>0.90% on the first \$25 million</p> <p>0.80% on the next \$25 million</p> <p>0.75% on the next \$50 million</p> <p>0.60% on the balance</p>
<p><b>U.S. Small Cap Equity</b></p> <p>1.00% on the first \$25 million</p> <p>0.80% on the next \$25 million</p> <p>0.70% on the balance</p>	<p><b>Small Cap Quality Select</b></p> <p>1.25% for all asset amounts</p>	<p><b>International Small Cap Equity</b></p> <p>1.00% on the first \$100 million</p> <p>0.90% on the balance</p>	<p><b>International Small-Mid Cap Equity</b></p> <p>1.00% on the first \$100 million</p> <p>0.90% on the balance</p>
<p><b>Emerging Markets Small Cap Equity</b></p> <p>1.25% on the first \$100 million</p> <p>1.10% on the balance</p>	<p><b>Global Small Cap</b></p> <p>1.00% on the first \$25 million</p> <p>0.85% on the next \$25 million</p> <p>0.80% on the balance</p>	<p><b>Long/Short Equity</b></p> <p>1.20% for all asset amounts</p>	<p><b>Global Dividend Yield and U.S. Equity Income</b></p> <p>0.70% on the first \$10 million</p> <p>0.55% on the next \$25 million</p> <p>0.45% on the next \$50 million</p> <p>0.35% on the balance</p>

## Advisory Fees – Wealth Advisory Clients

### Kayne Anderson Rudnick Wealth Advisors (“KARWA”)– Wealth Advisory Client Fee Schedule

Minimum Relationship Size: \$1 million

Minimum Fee: The minimum annual fee per relationship is \$10,000. Relationships below the annual minimum will be billed \$2,500 on a quarterly basis.

#### Wealth Advisory Fee Schedule

Assets under Advisement	Annual Fee
First \$3 Million	1.00%
Next \$2 Million	0.80%
Next \$5 Million	0.70%
Additional Assets	0.60%

#### Additional Fees for Wealth Advisory Accounts

##### Separately Managed Account Fees:

Separately managed accounts (“SMAs”) are accounts with individually managed securities in strategies advised or sub-advised by any of the following parties: (1) KAR; (2) an affiliate of KAR; or (3) an investment adviser who is not affiliated with KAR.

For KARWA clients with SMAs as part of their asset allocation, an additional fee of 0.30% per annum will be assessed on assets in those SMAs, with the exception of SMAs in KAR’s Small Cap Quality Select investment strategy. SMAs in KAR’s Small Cap Quality Select investment strategy are charged an additional fee of 1.25% per annum on those assets. Together, these fees are “SMA Fees.”

These SMA Fees are charged on standard taxable accounts and IRA accounts. For ERISA accounts (not including IRA accounts), these SMA Fees are only charged where the SMAs are advised or sub-advised by an investment adviser who is not affiliated with KAR.

##### Proprietary and Affiliated Mutual Fund Fees:

Accounts can be and are often invested in the following mutual funds sub-advised by the Adviser:

- Virtus KAR Small-Cap Core Fund
- Virtus KAR Small-Cap Growth Fund
- Virtus KAR Small-Cap Value Fund
- Virtus KAR Mid-Cap Core Fund
- Virtus KAR Global Quality Dividend Fund
- Virtus KAR Equity Income Fund
- Virtus KAR Small-Cap Growth Series
- Virtus KAR Capital Growth Fund
- Virtus KAR Small-Cap Value Series
- Virtus KAR Mid-Cap Growth Fund
- Virtus KAR International Small-Cap Fund
- Virtus KAR International Small-Mid Cap Fund
- Virtus KAR Capital Growth Series
- Virtus KAR Emerging Markets Small-Cap Fund
- Virtus KAR Small-Mid Cap Core Fund

- Virtus KAR Small-Mid Cap Growth Fund
- Virtus Tactical Allocation Fund (Equity Portion)
- Virtus Strategic Allocation Series (Equity Portion)
- Virtus KAR Long/Short Equity Fund

Where mutual funds sub-advised by KAR are utilized, KAR receives an investment advisory fee for its management of the mutual funds, in addition to its wealth advisory service fee, except as described below under “Affiliated Mutual Fund Fees in IRA and ERISA Accounts.” This poses a conflict of interest between KAR and its clients as KAR is incentivized to utilize mutual funds sub-advised by the Adviser. The client consents to the use of affiliated mutual funds. The client can revoke in writing the consent of the use of mutual funds advised or sub-advised by the Adviser at any time. KAR can and frequently does invest a portion of KARWA client accounts in one or more mutual funds sub-advised by or otherwise affiliated with KAR.

This conflict of interest means that KAR and its personnel could be incentivized to utilize SMAs and mutual funds advised or sub-advised by KAR, some of which are relatively new investment strategies that have limited historical track records, over SMAs and mutual funds that are not advised or sub-advised by KAR. Where KAR utilizes KAR-advised or sub-advised SMAs or mutual funds of such relatively new investment strategies, it could have the effect of supporting the growth of new lines of business of KAR and/or its affiliates, generally, and this poses a conflict of interest. KAR believes these conflicts are sufficiently mitigated by KAR’s manager due diligence process, as more fully described in Item 11. KAR’s Wealth Advisory Investment Committee reviews the due diligence and makes the final decision if a manager should be included on the platform and/or remain on the platform. Finally, KAR’s wealth advisors are not incentivized by compensation or otherwise to choose KAR’s investment strategies over other comparable strategies available on KAR’s wealth advisory investment platform.

##### Affiliated Mutual Fund Fees in IRA and ERISA Accounts

For IRA and ERISA accounts, no wealth advisory fees are charged on assets invested in mutual funds sub-advised by KAR or its affiliates, other than fees directly payable to such funds. See the applicable mutual fund summary prospectus details for the funds’ net expense ratios. Fees are in addition to other transaction charges incurred by the funds (e.g., brokerage commissions).

##### Concentrated Stock Hedging Service Fees

Clients investing in only the concentrated stock hedging service (“Hedging Service”) will be charged a 1.00% service fee per annum. The minimum account size for clients investing only in the Hedging Service is \$1 million. For clients that establish a wealth advisory relationship that includes an allocation to the Hedging Service, the minimum eligibility requirements include assets of \$1 million or above in the wealth advisory relationship plus a minimum investment of \$1 million in the Hedging Service. Clients that establish both a wealth advisory relationship and an allocation to the Hedging Service will be charged 0.75% per annum on the assets utilizing the Hedging Service. The Hedging Service is not included in the calculation of break points on the Wealth Adviser Service Fee.

##### Concentrated Stock Exchange Fund Service Fee

Clients investing in only the concentrated stock exchange fund (“Exchange Fund”) will be charged a 1.00% service fee per annum. The minimum account size for clients investing only in the Exchange Fund



is \$1 million. For clients that establish a wealth advisory relationship which includes an allocation to Exchange Funds, the minimum eligibility requirements include assets of \$1 million or above in the wealth advisory relationship plus a minimum investment of \$1 million in the Exchange Fund. Clients that establish both a wealth advisory relationship and an allocation to Exchange Funds will be charged 0.50% per annum on the assets in the Exchange Fund. The Exchange Fund is not included in the calculation of break points on the Wealth Adviser Service Fee.

## Advisory Fees – Other

KAR does not charge its clients a fee for buying or selling an “unsupervised asset.” Client account statements normally include the unsupervised asset, but these assets are not included in the account fee calculations or in account performance.

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

Kayne Anderson Rudnick Investment Management, LLC (“KAR”, “Kayne Anderson Rudnick”, or the “Firm”) accepts performance-based fees, which are fees based on a share of capital gains on or on capital appreciation of the assets of a client. Performance-based fee arrangements are only entered into with qualified clients, subject to individual negotiation. Such arrangements will comply with Section 205 of the Investment Advisors Act of 1940, as amended, and the rules thereunder, and all applicable laws and regulations.

The management of performance-based fee accounts side-by-side with other accounts creates a potential conflict of interest for KAR because of the incentive to favor accounts for which it receives a performance-based fee over accounts on standard fee schedules. KAR mitigates this conflict by following well-defined investment procedures at the investment strategy level that are intended to ensure that accounts with performance-based fees are not favored in trading over other client accounts within a given investment strategy. KAR informs all of its clients that it performs investment advisory and investment management services for various clients and gives advice and takes action with respect to one client that differs from advice given or the timing or nature of action taken with respect to another client. It is, however, KAR’s policy not to favor or disfavor consistently or consciously any clients or class of clients in the allocation of investment opportunities, with the result that, to the extent practicable, all investment opportunities are to be allocated among clients over a period of time on a fair and equitable basis.

## Item 7 – Types of Clients

Kayne Anderson Rudnick Investment Management, LLC (“KAR”, “Kayne Anderson Rudnick”, or the “Firm”) provides investment services and manages investment advisory accounts for institutions, charitable organizations and endowments, professional and religious organizations, corporations and other commercial entities, pension and profit-sharing plans, insurers, banks, family offices, private pooled funds, open-end investment companies, registered investment advisers, individuals, trusts, estates, closed-end investment companies, non-U.S. registered and unregistered pooled investment vehicles, and collective investments trusts.

KAR serves as investment adviser under certain wrap programs, as investment sub-adviser under other wrap programs, and at times acts in both capacities under different programs sponsored by the same financial-services firm. KAR provides investment advisory services, as sub-adviser, to investment advisers that seek specific securities-related advice and recommendations. The advice and recommendations are provided through the development of model portfolios, where applicable.

The minimum size of an institutional account is \$10 million with the exception of our international strategies, including International Small Cap, International Small-Mid Cap, Emerging Markets Small Cap, Global Dividend Yield, and Global Small Cap, which each require a minimum investment of \$25 million. The minimum size of a wealth advisory client account is \$1 million. The minimum amount of assets for wrap-program accounts generally ranges from \$50,000 to \$250,000, depending on the wrap program and the investment strategy of the account. KAR, at its discretion, accepts or continues to provide services to smaller accounts.

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

For proprietary strategies, the goal of the Firm’s research process is to identify companies with business models that provide competitive protections and control over their markets. The research process is designed to develop a deep understanding of the sources of these competitive protections and control. Further, this analysis must lead to a high level of conviction that these protections and controls can be sustained going forward for a security to be considered for investment.

The primary objective of the Firm’s research process is to determine if a business possesses a competitive advantage and, if so, to evaluate its durability. In the course of this effort, Kayne Anderson Rudnick Investment Management, LLC (“KAR”, “Kayne Anderson Rudnick”, or the “Firm”) reviews regulatory filings, press releases, and industry data. KAR conducts comprehensive interviews with management and talks with company personnel, past and present. KAR speaks with competitors and customers and visits companies’ facilities. This process is intended to identify the unique attributes of a company and evaluate the strength of its competitive barriers. KAR believes their reputation as large, knowledgeable and long-term shareholders also aids in their efforts to develop business insights.

In evaluating a company’s competitive advantage, KAR strives to understand the relationship between a business’s qualitative attributes and its financial character. In this regard, KAR studies how a company’s competitive differentiation translates into its capital efficiency, growth profile, margin history, capital structure, business resiliency, etc.

Further, KAR assesses the ability of a company’s management team to allocate capital in a sensible, shareholder-friendly manner. This means reinvesting capital in a way that reinforces and cultivates the business’s competitive advantage and distributing excess cash appropriately. KAR favors companies with high insider ownership because KAR believes it promotes alignment of interests.

Upon completion of the business and industry research, KAR evaluates the market price of the company. Simply stated, KAR estimates the long-term investment return by approximating the long-term

discretionary earnings of the business and comparing that to the current price. The acceptable return will vary according to many variables including business predictability, timing and magnitude of shareholder distributions, and KAR's confidence level in its assumptions. KAR strives to think like private business buyers and seeks to pay a price that will provide an attractive long-term return based on reasonable, well-informed assumptions.

KAR invests principally in equity securities (e.g., U.S. common stocks, ordinary foreign stocks, GDRs, ADRs, and equivalents) traded on or in a recognized exchange or market. It uses a disciplined investment process to identify high-quality companies available at reasonable prices. This process focuses on consistently growing, highly profitable, low-debt companies with rising cash flows, and also considers strength of management and relative competitive position. KAR's principal portfolio strategies include large-cap equities and small- to mid-cap equities. Using this disciplined investment process, KAR also from time to time identifies, considers, and invests in pre-IPO private placement securities offered under an applicable exemption from registration in the U.S. in the accounts of certain qualified clients with advance express approval of such clients. KAR also offers other, more specialized or concentrated equity strategies.

Where material to a particular investment opportunity and consistent with an investment strategy's investment goals and objectives, KAR seeks to consider environmental, social and/or governance ("ESG") factors that KAR believes could influence risks and rewards as an element of KAR's investment research and decision making processes. However, such ESG factors are not by themselves determinative to an investment decision. KAR's investment team uses a proprietary ESG ratings framework to generate ESG scores for businesses in KAR's investment portfolios as well as portfolio scores. KAR has identified three to five ESG issues that KAR believes are relevant and material for each sector, such as toxic emissions and waste, water stress, labor management, corporate governance, diversity and inclusion and/or product safety and quality. KAR assesses its holdings based on these key issues and assigns a rating that is updated at least once per year, or more frequently should a material event occur. This rating is taken into account similar to any other investment risk and opportunity pertaining to a business. To conduct such analysis, KAR uses data from outside sources as supplemental to its own proprietary process. KAR's investment team can evaluate a company based upon its ESG merits and has access to ESG data provided by third-party data providers, which may or may not be accurate. Such data can be adjusted by KAR's investment team where inaccuracies are found through additional research.

For wealth advisory clients, KAR can invest the assets of these clients through sub-advisers and third-party managers. In reviewing investment opportunities, KAR conducts due diligence and research on the sub-advisers and third-party managers to satisfy itself as to the suitability of the third-party manager and sub-adviser. KAR also invests in an array of high-quality fixed-income securities, including U.S. treasuries, government agency bonds, mortgage-backed securities, corporate bonds, and municipal bonds (taxable and non-taxable), with a focus on intermediate-term bonds. KAR offers both taxable and tax-free fixed-income strategies.

## Risks of Investing

Clients should understand that all investments made pursuant to such strategies involve risk of loss that clients should be prepared to bear, including the potential loss of the entire investment in the client accounts, which clients should be prepared to bear. The investment performance and the success of any investment strategy or particular investment can never be predicted or guaranteed, and the value of a client's investment will fluctuate due to market conditions and other factors. The investment decision made and the actions taken for client accounts will be subject to various market, liquidity, currency, economic, political and other risks, and will not necessarily be profitable and can lose value. Past performance of client accounts is not indicative of future performance.

The strategies described in the Investment Strategies section also are subject to the risks summarized below. However, the following list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in an investment strategy. Prospective clients are encouraged to consult their own financial advisers and legal and tax professionals on an initial and continuous basis in connection with selecting and engaging the services of KAR for a particular strategy. In addition, due to the dynamic nature of investments and markets, strategies can be subject to additional and different risk factors not discussed herein.

The value of a portfolio can be affected by one or more of the following risks, any of which could cause the portfolio's return or the portfolio's yield to fluctuate:

- **Market Risk:** The value of a portfolio's assets will fluctuate as the stock or bond market fluctuates. The value of your investments can decline, sometimes rapidly and unpredictably, simply because of economic changes or other events that affect large portions of the market.
- **Management Risk:** A portfolio is subject to management risk because it is actively managed by KAR's investment professionals. KAR applies its investment techniques and risk analyses in making decisions for your portfolio, but there is no guarantee that these techniques and our judgment will produce the intended results.
- **Foreign (Non-U.S.) Risk:** A portfolio's investments in securities of non-U.S. issuers can involve more risk than those of U.S. issuers. These equities can fluctuate more widely in price and be less liquid due to adverse market, economic, political, regulatory and other factors. Adverse fluctuations in foreign currency values, possible imposition of foreign withholding or other taxes on income payable on the securities, as well as adverse political, social and economic developments, such as political upheaval, acts of terrorism, financial troubles, or natural disasters. Many foreign securities markets are less stable, smaller, less liquid and less regulated than U.S. securities markets, and the costs of trading in those markets is often higher than in U.S. securities markets. There also can be less publicly available information about issuers of foreign securities compared to issuers of U.S. securities and foreign issuers sometimes are not subject to the same accounting, auditing, and financial recordkeeping standards compared to issuers of U.S. securities. Investments in, or exposure to, foreign securities could be affected by restrictions on receiving the investment proceeds from a foreign country, confiscatory foreign tax laws, and potential difficulties in enforcing contractual obligations. Transactions sometimes are subject to less efficient settlement practices, including extended clearance

and settlement periods.

- **Small- and Mid-Capitalization Risk:** Investments in small- and mid-capitalization companies are typically more volatile than investments in large-cap companies. Investments in small-cap companies can have additional risks because these companies have limited product lines, markets or financial resources. Investing in smaller companies, some of which can be newer companies or start-ups, generally involves greater risks than investing in larger, more established ones. The securities of companies with smaller market capitalizations often are less widely held and trade less frequently and in lesser quantities, and their market prices often fluctuate more, than the securities of companies with larger market capitalizations. In addition, such securities could be subject to more abrupt or erratic price movements and securities of such issuers can lack sufficient market liquidity to enable the Adviser to effect sales at an advantageous time or without a substantial drop in price. Small-capitalization companies often have limited product lines, narrower markets and more limited managerial and financial resources, or can depend on the expertise of a few people, than larger, more established companies. As a result, their performance can be more volatile and they face greater risk of business failure, which could increase the volatility of a portfolio holding them. In addition to the risks discussed herein for small-capitalization companies, mid-capitalization companies can also have limited product lines, markets or financial resources or can depend on the expertise of a few people and can be subject to more abrupt or erratic market movements than securities of larger, more established companies or the market averages in general.
- **Liquidity Risk:** Investments in securities that are difficult to purchase or sell (illiquid or thinly-traded securities) can reduce returns if we are unable to sell the securities at an advantageous time or price or achieve a desired level of exposure. In times of market volatility, it is possible to experience elevated transaction volumes and liquidity, but certain securities or classes of securities can still become illiquid or less liquid despite this. Government or regulatory actions can also decrease market liquidity for certain securities. Small-capitalization companies and companies domiciled in emerging markets can in certain market environments pose greater liquidity and price volatility risks. Certain securities that were liquid when purchased can later become illiquid or less liquid, particularly in times of overall economic distress. KAR from time to time can and does own in the aggregate, on behalf of investment advisory clients, a relatively large portion of the shares outstanding of certain companies held across one or more of its investment strategies, in particular in small- and mid-capitalization companies. When this is the case, such positions' liquidity risk profile could be amplified in the event an unexpected event occurs and one of these positions needs to be partially or fully sold in a market environment experiencing depressed trading volumes. In addition, although the fixed-income securities markets have grown significantly in the last few decades, regulations and business practices have led some financial intermediaries to curtail their capacity to engage in trading (i.e., "market making") activities for certain debt securities. As a result, dealer inventories of fixed-income securities, which provide an indication of the ability of financial intermediaries to make markets in fixed-income securities, are at or near historic lows relative to market size. Because market makers help stabilize the market through their financial intermediary services, further reductions in dealer inventories could have the potential to decrease liquidity and increase volatility in the fixed-income securities markets.
- **Emerging Market Investing Risk:** This is the risk that prices of emerging-markets securities will be more volatile or more greatly affected by negative conditions than those of their counterparts in more-established foreign markets. Investments in, or exposure to, securities that are tied economically to emerging markets involve greater risk from economic and political systems that typically are less developed, and likely to be less stable, than those in more advanced economies. Emerging market and less developed countries often have economies that are predominantly based on only a few industries or dependent on revenues from particular commodities. There can also be government policies that restrict investment by foreigners, greater government influence over the private sector than in the U.S., and a higher risk of a government taking private property in emerging and less-developed countries. Investments in, or exposure to, emerging market countries and/or their securities markets can present market, credit, currency, liquidity, legal, political technical and other risks different from, or greater than the risks of investing in developed countries.
- **Market Direction Risk:** Portfolios in our long/short strategy hold both long and short positions. An investment in a long/short portfolio will involve market risks associated with types of investment decisions that are different from those made for a typical "long-only" portfolio. The portfolio's results could suffer when there is a general market advance and the portfolio holds significant "short" positions or when there is a general market decline and the portfolio holds significant "long" positions. The markets can have considerable volatility from day to day and even in intra-day trading (applicable only to Long/Short Strategy).
- **Concentration/Diversification Risk:** An account's concentration of investments in securities of a limited number of issuers, industries, sectors, countries, states or regions subjects an account to conditions that can adversely impact the area of concentration. Moreover, concentration of investments of issuers located in a particular state subjects an account to government policies within that state. Similarly, a concentrated account can invest a large portion of its assets in a fewer number of issuers than an account with a larger number of positions. If a relatively high percentage of an account's assets are invested in the securities of a limited number of issuers, the account can be more susceptible to any single economic, political or regulatory occurrence than a more diversified portfolio. It can and sometimes does take additional time to sell all or part of a concentrated investment in a particular security, and consequently, concentrating portfolio investments could also limit the ability of the Fund to take advantage of other investment opportunities.
- **Currency Rate Risk:** Foreign securities in which an account invests generally trade in currencies other than the U.S. dollar. As such, changes in currency exchange rates will affect the value of an account, the value of dividends and interest earned, and gains and losses realized on the sale of securities. Because the value of an account's shares is calculated in U.S. dollars, it is possible for the account to lose money by investing in a foreign security if the local currency of a foreign market depreciates against the U.S. dollar, even if the local-currency value of the account's holdings goes up. Generally, a strong U.S. dollar relative to other currencies will adversely affect the value of the account's holdings in foreign securities.
- **Business Continuity Risk:** KAR has adopted a business continuation strategy to maintain critical functions in the event of a partial or total building outage affecting our offices or a technical problem affecting applications, data centers or networks. The recovery strategies are designed to limit the impact on clients from any business interruption or disaster. Nevertheless, our ability to conduct business can be curtailed by a disruption in the infrastructure that supports our operations.

- **Cybersecurity Risk:** In addition to the risks associated with the value of investments, there are various operational, systems, information security and related risks involved in investing, including but not limited to “cybersecurity” risk. A breach in cybersecurity refers to both intentional and unintentional events that can cause an account to lose proprietary information. Such events include misappropriating sensitive information, access to digital systems to obtain client and financial information, corrupting data or causing operational disruption. Similar adverse consequences could result from cybersecurity incidents affecting counterparties with which we engage in transactions, third-party service providers (e.g. a client account’s custodian), governmental and other regulatory authorities, exchange and other financial market operators, banks, broker dealers and other financial institutions, and other parties.
- **Extraordinary Events and Market Volatility Risk:** Local, regional or global events such as war, acts of terrorism, the spread of infectious illness or other public health issues, recessions, or other events could significantly impact the global securities markets, including hampering the ability to invest in a strategy’s assets as intended. Further, such events can negatively affect general economic fortunes, including sales, profits and production, and can lead to depressed securities prices and problems with trading facilities and infrastructure.
- **Tax Loss Harvesting Risk:** From time to time, KAR seeks to accommodate reasonable requests by clients or their representatives to assist them with tax-optimization strategies by selling securities held in their account with the intended result of having the client realize investment losses for their own tax purposes. When KAR facilitates these requests, KAR generally will leave the proceeds in cash but, upon request, can also invest in exchange-traded funds (ETFs) to maintain a particular investment exposure while the client seeks to avoid a tax “wash sale”. Buying and selling the ETF security likely will result in a taxable event for such client and holding such ETF instead of the security that was sold will likely lead to investment results that differ from those of other clients in the same investment strategy who are not seeking to optimize their income tax profile in this manner. Such transactions by KAR at its clients’ instruction may or may not achieve their intended result. KAR is unable to provide specific tax advice and KAR’s clients should consult their own tax advisors when requesting that KAR assist them with any tax loss harvesting or other tax optimization strategies.
- **Municipal Securities Risk:** Litigation, legislation or other political events, local business or economic conditions, or bankruptcy of the issuer could have a significant effect on the issuer’s ability to make payments of principal and/or interest or otherwise affect the value of such securities. The value of these securities could decline because of a market perception that the issuer might not make payments on time.
- **Credit risk:** Debt securities are subject to the risk that an issuer will fail to make timely payments of interest or principal or go bankrupt, or that the value of the securities will decline because of a market perception that the issuer might not make payments on time. The lower the rating of a debt security, the higher its credit risk.
- **Interest Rate Risk:** Debt securities will generally lose value if interest rates increase. U.S. government securities can exhibit price movements resulting from changes in interest rates. Interest rate risk is generally higher for investments with longer maturities or durations. Treasury Inflation Protected securities (“TIPS”) can also exhibit price movements as a result of changing inflation expectations and seasonal inflation patterns.
- **Privately placed securities risk:** Generally, privately placed securities are illiquid and are subject to resale restrictions. Typically, the securities are sold as an offering exempt from regulation with the U.S. Securities and Exchange Commission. Investments in these securities usually will decrease a Fund’s liquidity level to the extent that the owner of such investment could be unable to sell or transfer these securities due to restrictions on transfers or on the ability to find buyers interested in purchasing the securities. The illiquid nature of the market for privately placed securities, as well as the lack of publicly available information regarding these securities, might also adversely affect the ability to fair value such securities at certain times and could make it difficult for the securities to be sold.
- **Rule 144A securities risk:** Rule 144A securities are securities offered as exempt from registration with the SEC, but are often treated as liquid securities because there is a market for such securities. Rule 144A securities often have an active trading market, but carry the risk that the active trading market doesn’t continue. To the extent institutional buyers become, for a time, uninterested in purchasing Rule 144A securities, investing in such securities could adversely impact the liquidity profile of owning such as security.
- **Short sales risk:** A short sale is effected by selling a security that an account does not own. If the price of the security sold short increases, an account would incur a loss; conversely, if the price declines, an account would realize a gain. Short sales involve greater reliance on the investment manager’s ability to accurately anticipate the future value of an instrument, potentially higher transaction and other costs, and imperfect correlation between the actual and desired level of exposure. Because an account’s potential loss on a short position arises from increases in the value of the asset sold short, the extent of such loss, like the price of the asset sold short, is theoretically unlimited. An account holding both long and short positions could have long positions decline in value at the same time that the value of short positions increases, thereby increasing the account’s overall potential for loss to a greater extent than would occur without the use of shorting. Short positions typically involve increased liquidity risk and transaction costs, and the risk that the third party to the short sale fails to honor its contract terms.
- **Sub-Adviser and Third-Party Managers Risk:** The success of an account’s investment through sub-advisers and/or third-party managers in general is subject to a variety of risks, including those related to (i) the quality of the management of the sub-adviser and/or third-party manager; (ii) the quality of the management of the operating companies and the ability of such management to develop and maintain successful business enterprises; and (iii) the ability of a sub-adviser and/or third-party manager to successfully source investment opportunities, operate and manage their investments.
- **Asset Allocation Risk:** The asset classes in which a client account seeks investment exposure can perform differently from one another at any given time (as well as over the long term). As such, a client account will be affected by its allocation among equity securities, debt securities, alternatives and cash-equivalent securities.

## Investment Strategies

### Small Cap Quality Value:

This strategy pursues long-term capital appreciation in the small-cap sector while seeking to provide a lower risk profile than the index over a complete market cycle. The strategy invests in a select group of small-cap value companies believed to be undervalued relative to their future growth potential. The investment strategy emphasizes companies that KAR believes to have a competitive advantage, strong management and low financial risk, despite their discounted valuations.

### Small Cap Core:

This strategy pursues long-term capital appreciation in the small-cap sector while seeking to provide a lower risk profile than the index over a complete market cycle. The strategy invests in a select group of small-cap companies believed to be undervalued relative to their future growth potential. The investment strategy emphasizes companies that KAR believes to have a competitive advantage, strong management, low financial risk and an ability to grow over market cycles, despite their discounted valuations.

### Small Cap Sustainable Growth:

This strategy pursues long-term capital appreciation in the small-cap sector while seeking to provide a comparable risk profile than the index over a complete market cycle. The strategy invests in a select group of small-cap growth companies believed to be undervalued relative to their future growth potential. The investment strategy emphasizes companies that KAR believes to have a competitive advantage, strong management, low financial risk and an ability to grow over market cycles, despite their discounted valuations.

### Small Cap Quality Select:

This highly concentrated portfolio strategy pursues long-term capital appreciation in the small-cap sector. The strategy invests in a select group of small-cap companies believed to be undervalued. The investment strategy emphasizes companies that KAR believes to have a competitive advantage, strong management, low financial risk and an ability to grow over market cycles, despite their discounted valuations.

### Small Cap Focus:

This strategy pursues long-term capital appreciation in the small-cap sector. The strategy invests in a select group of small-cap companies believed to be undervalued. The investment strategy emphasizes companies that KAR believes to have a competitive advantage, strong management, low financial risk and an ability to grow over market cycles, despite their discounted valuations.

### Small-Mid Cap Core:

This strategy pursues long-term capital appreciation in the small-to-mid-cap sector while seeking to provide a lower risk profile than the index over a complete market cycle. The strategy invests in a select group of small- and mid-cap companies believed to be undervalued relative to their future growth potential. The investment strategy emphasizes companies that KAR believes to have a competitive advantage, strong management, low financial risk and an ability to grow over market cycles, despite their discounted valuations.

### Small-Mid Cap Quality Value:

This strategy pursues long-term capital appreciation in the small-to-mid-cap sector while seeking to provide a lower risk profile than the

index over a complete market cycle. The strategy invests in a select group of small- and mid-cap value companies believed to be undervalued relative to their future growth potential. The investment strategy emphasizes companies that KAR believes to have a competitive advantage, strong management and low financial risk, despite their discounted valuations.

### Small-Mid Cap Sustainable Growth

This strategy pursues long-term capital appreciation in the small-to-mid-cap sector, while seeking to provide a lower risk profile than the index over a complete market cycle. The strategy invests in a select group of small- and mid-cap companies with business models that possess competitive advantages generating sustainable growth over the long-term. In addition to their durable competitive advantages, these businesses are believed to have strong management teams, and low financial risk, and we seek to purchase these businesses at reasonable valuations.

### Mid Cap Core:

This strategy pursues long-term capital appreciation in the mid-cap sector while seeking to provide a lower risk profile than the index over a complete market cycle. The strategy invests in a select group of mid-cap companies believed to be undervalued relative to their future growth potential. The investment strategy emphasizes companies that KAR believes to have a competitive advantage, strong management, low financial risk and an ability to grow over market cycles, despite their discounted valuations.

### Mid Cap Sustainable Growth:

This strategy pursues long-term capital appreciation in the mid-cap growth sector. The strategy invests in a select group of mid-cap growth companies with business models that possess competitive advantages and characteristics that create sustainable growth potential. The investment strategy emphasizes companies that KAR believes to have a competitive advantage, strong management and low financial risk.

### Large Cap Quality Value:

This strategy invests in a select group of large-cap value companies believed to be undervalued relative to their future growth potential. The investment strategy emphasizes companies that KAR believes to have a competitive advantage, strong management and low financial risk, despite their discounted valuations.

### Large Cap Sustainable Growth:

This strategy pursues long-term capital appreciation in the large-cap growth sector. The strategy invests in a select group of large-cap growth companies with business models that possess competitive advantages and characteristics that create sustainable growth potential. The investment strategy emphasizes companies that KAR believes to have a competitive advantage, strong management and low financial risk.

### U.S. Equity Income

This strategy pursues an above-average dividend yield by investing in a select group of high-quality businesses. The strategy invests in companies primarily located in the United States. The investment strategy emphasizes companies that KAR believes to have a competitive advantage, strong management and low financial risk, as well as an ability to generate strong free cash flow, with a significant portion of that cash flow returned to shareholders via dividends.

## **International Small Cap:**

This strategy pursues long-term capital appreciation in the international small-cap sector while seeking to provide a lower risk profile than the index over a complete market cycle. The strategy invests in a select group of small-cap companies located globally excluding the United States that are believed to be undervalued relative to their future growth potential. The investment strategy emphasizes companies that KAR believes to have a competitive advantage, strong management and low financial risk that can grow over market cycles despite their discounted valuations.

## **International Small-Mid Cap:**

This strategy pursues long-term capital appreciation in the international small-to-mid-cap sector while seeking to provide a lower risk profile than the index over a complete market cycle. The strategy invests in a select group of small- and mid-cap companies located globally excluding the United States that are believed to be undervalued relative to their future growth potential. The investment strategy emphasizes companies that KAR believes to have a competitive advantage, strong management and low financial risk that can grow over market cycles despite their discounted valuations.

## **Emerging Markets Small Cap:**

This strategy pursues long-term capital appreciation in the emerging-markets small-cap sector while seeking to provide a lower risk profile than the index over a complete market cycle. The strategy invests in a select group of small-cap companies located in emerging markets, as defined by MSCI, that are believed to be undervalued relative to their future growth potential. The investment strategy emphasizes companies that KAR believes to have a competitive advantage, strong management and low financial risk that can grow over market cycles despite their discounted valuations.

## **Global Small Cap:**

This strategy pursues long-term capital appreciation in the global small-cap sector while seeking to provide a lower risk profile than the index over a complete market cycle. The strategy invests in a select group of small-cap companies located globally, including the U.S., that are believed to be undervalued relative to their future growth potential. The investment strategy emphasizes companies that KAR believes to have a competitive advantage, strong management and low financial risk that can grow over market cycles.

## **Long/Short Equity:**

This strategy pursues long-term capital appreciation across market capitalizations while seeking to provide principal preservation by reducing exposure to general equity-market risk. The strategy invests in a select group of high-quality large-, mid- and small-cap companies at reasonable business valuations (the "Long Portfolio"). The Long Portfolio investments represent companies that KAR believes to have a competitive advantage, strong management, low financial risk and an ability to grow over market cycles. This strategy will also establish short positions in low-quality companies (the "Short Portfolio"). The Short Portfolio investments represent companies that KAR believes lack a competitive advantage and have deteriorating financial performance and/or high financial risk.

## **All Cap Sustainable Growth:**

This strategy pursues long-term capital appreciation across market capitalizations. The strategy invests in large-, mid-, and small-cap

growth companies with business models that possess competitive advantages and characteristics that create sustainable growth potential. The investment strategy emphasizes companies that KAR believes to have a competitive advantage, strong management and low financial risk.

## **Global Dividend Yield:**

This strategy pursues an above-average dividend yield by investing in a select group of high-quality businesses. The strategy invests in companies located globally, including the United States. The investment strategy emphasizes companies that KAR believes to have a competitive advantage, strong management and low financial risk, as well as an ability to generate strong free cash flow, with a significant portion of that cash flow returned to shareholders via dividends.

## **California Municipal:**

This strategy seeks current income free from federal and state income taxes by investing in municipal bonds issued in the state of California. The management team focuses on high-quality California tax-exempt municipal bonds, gauging the value of a security by issue type, credit quality and bond structure.

## **National Municipal:**

This strategy seeks current income free from federal taxes by investing in municipal bonds issued in the U.S. The management team focuses on high-quality U.S. tax-exempt municipal bonds, gauging the value of a security by issue type, credit quality and bond structure.

## **Municipal:**

This strategy seeks current income free from federal state income taxes by investing in municipal bonds issued in various states. The management team focuses on high-quality tax-exempt municipal bonds, gauging the value of a security by issue type, credit quality and bond structure.

## **Intermediate Total Return:**

This strategy seeks high total return by investing in a diversified portfolio of primarily intermediate, high-quality bonds, including corporate and mortgage- and asset-backed securities. The strategy employs a value-oriented approach seeking to capitalize on individual issues and sectors that appear to offer the best value. It also seeks to add value through interest-rate anticipation.

## **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Kayne Anderson Rudnick Investment Management, LLC ("KAR", "Kayne Anderson Rudnick", or the "Firm") or the integrity of KAR's management. On July 16, 2018, KAR received notice from the Financial Supervisory Authority of Norway ("Finanstilsynet") that Finanstilsynet had levied a penalty against KAR equivalent to approximately 18,500 USD based on a finding that two notifications of large share ownership in a Norwegian company were not made in a timely manner under Norwegian law

## Item 10 – Other Financial Industry Activities and Affiliations

Kayne Anderson Rudnick Investment Management, LLC (“KAR”, “Kayne Anderson Rudnick”, or the “Firm”) has material relationships with its affiliates, as described below.

KAR is a wholly owned subsidiary of Virtus Partners, Inc. (“VPI”), which is a wholly owned subsidiary of Virtus Investment Partners, Inc. (“Virtus” or “VRTS”). Virtus is a publicly traded company operating a multi-manager asset management business (NASD: VRTS). Certain officers and directors of Virtus serve as officers of Virtus’s indirect, wholly owned affiliates, including KAR.

KAR has a number of affiliates that are registered investment advisers, which are:

- Ceredex Value Advisors LLC
- Duff & Phelps Investment Management Co.
- Newfleet Asset Management, LLC
- NFJ Investment Group, LLC
- Seix CLO Management LLC
- Seix Investment Advisors LLC
- Silvant Capital Management LLC
- Sustainable Growth Advisers, LP
- Virtus Alternative Investment Advisers, Inc.
- Virtus ETF Advisers LLC
- Virtus Fund Advisers, LLC
- Virtus Investment Advisers, Inc.

KAR has been engaged by certain of its affiliated investment advisers to provide sub-advisory services with respect to certain open-end and/or closed-end funds managed by the affiliated investment advisers (such funds, “Virtus Funds”), and additional relationships of that nature will likely be entered into by KAR in the future. KAR’s compensation for such arrangements is typically structured as a percentage of the overall management fee paid by the fund to the hiring affiliated investment adviser.

KAR is not registered, and does not have an application pending to register, as a broker-dealer. However, an affiliate of KAR, VP Distributors, LLC (“VPD”), is a registered broker-dealer. VPD is a limited purpose broker-dealer that serves as principal underwriter and distributor of certain open-end mutual funds and ETFs managed by KAR and/or its affiliated investment advisers. Certain KAR personnel whose job responsibilities either require or are appropriate for registering as broker-dealer representatives are registered representatives of VPD.

Certain employees of VPD promote the services of KAR as well as the products managed by KAR. When KAR pays a fee to VPD for the efforts of VPD’s employees to promote KAR’s services, VPD is considered a solicitor for KAR as discussed further in Item 14, below.

Certain employees of a related person of KAR, Virtus Investment Partners International, Ltd. (“Virtus International”), also promote the services of KAR as well as the products managed by KAR. Pursuant to a written agreement, Virtus International (FRN 673689) is an Appointed Representative of Mirabella Advisers LLP (“Mirabella”) (FRN 606792), which is authorized and regulated by the Financial Conduct Authority, and as such, Virtus International’s Approved Persons are permitted to

introduce KAR’s investment advisory services to institutional entities and sovereign wealth funds and other foreign official institutions within the United Kingdom. In addition, Virtus International representatives will, to the extent permitted by each applicable jurisdiction, be introducing KAR’s investment advisory services to institutional entities, sovereign wealth funds and other foreign official institutions in certain European Economic Area members states and outside the European Economic Area. Virtus Partners Malta Ltd. (“Virtus Malta”) is also a related person of KAR. As of the date of this filing, Virtus Malta has an application pending with the Malta Financial Services Authority, and upon approval of the application, Virtus Malta representatives will, to the extent permitted by each applicable jurisdiction, be introducing KAR’s investment advisory services to institutional entities, sovereign wealth funds and other foreign official institutions in certain European Economic Area members states. Representatives of Virtus International and Virtus Malta also promote the products managed by KAR.

KAR is not registered, and does not have an application pending to register, as a futures commission merchant, a commodity pool operator, or a commodity trading advisor. Certain of KAR’s affiliated investment advisers are registered as commodity pool operators or commodity trading advisors in connection with their management activities.

In providing services to its clients, KAR utilizes personnel or services of one or more of its affiliated investment advisers or other corporate affiliates, and KAR’s affiliated investment advisers could potentially use personnel or services of KAR. Services provided in these arrangements include, among other things, investment advice, portfolio execution and trading, back office processing, accounting, reporting, and client servicing. These services are provided through arrangements that take a variety of forms, including dual employee, participating affiliate, delegation arrangement, sub-advisory, consulting, or other servicing agreements. In each case, the personnel of the entity providing services are required to follow policies and procedures designed to ensure that the applicable clients’ accounts are handled appropriately and the in the best interests of the clients. When KAR uses the personnel or services of an affiliate to provide services to KAR’s clients, KAR remains responsible for the account from a legal and contractual perspective. Similarly, if an affiliated investment adviser uses the personnel or services of KAR to provide services to such affiliated investment adviser’s clients, the affiliated investment adviser remains responsible for the account from a legal and contractual perspective. No additional fees are charged to the clients for such services except as otherwise set forth in the client’s applicable investment management or other agreement. For certain existing wealth advisory clients, KAR from time-to-time utilizes the services of its affiliate, Newfleet Asset Management, LLC (“Newfleet”), a registered investment adviser.

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

### Code of Ethics

To fully protect the interest of our clients, employees and affiliates, any employee found to engage in improper or unlawful activity faces administrative and legal action. Everyone has a responsibility to ensure that employees are conducting business professionally and are complying with the procedures and policies governing our collective responsibility. Anyone aware of employees engaged in wrongdoing or

improper conduct must immediately report such activity to their supervisor and compliance officer. Failure to report wrongdoing can result in additional action being taken against that individual.

Kayne Anderson Rudnick Investment Management, LLC (“KAR”, “Kayne Anderson Rudnick”, or the “Firm”) has adopted the Virtus Code of Conduct and Code of Ethics (the “Codes”) in accordance with Rule 204A-1 of the Investment Advisers Act of 1940, as amended and Rule 17j-1 of the Investment Company Act of 1940, as amended. The Codes have been reasonably designed to prevent and detect possible conflicts of interest with client trades. Compliance with the Codes is a condition of employment. All of our employees must acknowledge their terms at least annually or as amended. Any employee found to have engaged in improper or unlawful activity faces appropriate disciplinary action. Each employee is responsible for ensuring that they and those they manage conduct business professionally and comply with our firm’s policies and procedures. Employees must immediately report (to their supervisor, a compliance officer or corporate legal counsel) their knowledge any wrongdoing or improper conduct. Failure to do so could result in disciplinary action being taken against that individual. Our reporting procedures are supported by a telephone number and similar on-line reporting technology available 24-hours/day to any employee to confidentially report, or request assistance concerning possible violations of the Codes and other firm policies. This technology and reporting platform is administered by an independent, third-party.

Our officers and employees are encouraged to invest in shares of investment products that we and/or our affiliates advise. Subject to limitations described herein and set forth by our Codes, our directors, officers, and/or associated personnel can and do buy, hold, and sell the same investments for their own accounts as are held or to be held or sold for a client account and they can and do engage in the following:

- Recommend that clients buy or sell securities or investment products in which we or a related person have some financial interest; and/or
- Buy or sell securities or investment products that our firm and/or our directors, officers, associated personnel or a related person recommends to our clients.

Our Codes are designed to prevent and detect conflicts of interest in regard to the above.

None of our directors, officers, Access or Advisory persons can buy or sell any security or any option to buy or sell such security, such that they hold or acquire any direct or indirect beneficial ownership as a result of the transaction, if they know at the time of such transaction that such a security or option is being bought, sold, or considered for purchase or sale for a client account, unless one or more of the following conditions exist:

- They have no influence or control over the transaction from which they will acquire a beneficial interest, except where they are a portfolio manager on the strategy in which they also have a separately managed account, at which time the portfolio manager’s personal account within the Firm’s strategy is treated the same as the other accounts within the strategy, trading within KAR’s trade rotation policies and procedures and receiving their pro rata portion of executions in adherence with the Firm’s trade allocation policies and procedures;

- The transaction is non-volitional on their part or the client’s;
- The transaction is a purchase under an automatic dividend reinvestment plan or pursuant to the exercise of rights issues, pro-rata to them and other holders of the same class of the issuer’s securities; or
- They have obtained, in advance, approval from someone authorized to grant such approval when circumstances indicate no reasonable likelihood of harm to the client or violation of applicable laws and regulations.

KAR deems all of its employees to be Access Persons under the Codes.

The following highlights some of the provisions of the Virtus Code of Conduct:

## Virtus Code of Conduct

The Virtus Code of Conduct directs our employees’ conduct in the following areas:

- Compliance with Applicable Laws,
- Rules and Regulations
- Insider Trading
- Conflicts of Interest and Related Party Transactions
- Corporate Opportunities
- Fair Dealing
- Protection and Proper Use of Company Assets
- Confidentiality
- Recordkeeping
- Interaction with Government Officials and Lobbying
- Contract Review and Execution
- Company Disclosures and Public Communications
- Information Protection Policies
- Human Resource Policies
- Use of Social Media
- Intellectual Property
- Designation of Compliance Officers
- Seeking Guidance About Requirements of the Code
- Reporting Violations
- Waivers, Discipline and Penalties

A complete Virtus Code of Conduct is available to any client or prospective client by sending a written request to KAR Investment Management, Attn: Chief Compliance Officer, 1800 Avenue of the Stars, 2nd Floor, Los Angeles, California 90067, or by contacting Compliance at 1-800-231-7414 or via email at [Compliance@kayne.com](mailto:Compliance@kayne.com).

## Kayne Anderson Rudnick’s Code of Ethics for Personal Trading

The following highlights some of the provisions of the KAR Code of Ethics for Personal Trading, which are reasonably designed to mitigate conflicts of interest posed by our employees and other related persons investing in the same securities or related securities (e.g., warrants, options, or futures) at or about the same time or otherwise that KAR is



recommending to clients or that we are buying and selling for client accounts:

- Pre-clearance is required for all non-exempt transactions with respect to which an employee is beneficial owner in order to prevent the employee from buying or selling or within the applicable restriction period.
- 30-day holding period for covered securities.
- Brokerage provision of duplicate copies of brokerage statements and confirmations to our Compliance Department.
- Employee provision of Initial Holding Reports, Quarterly Transaction Reports and Annual Certification and Holding Reports, which our Compliance Department reviews for trading activity.
- Requirement that personal transactions be consistent with the Code of Ethics in a manner that avoids any actual or potential conflict of interest.
- Any covered employee not in observance of the above can be subject to discipline.

KAR or a related person can recommend that clients buy or sell securities or investment products in which KAR or a related person has a financial interest. Likewise, KAR or a related person can buy or sell securities that KAR also recommends to clients.

Our officers and employees are encouraged to invest in shares of Virtus Funds that we advise.

We ensure that the investment management and overall business of the Firm comply with both our and Virtus policies, as well as with applicable U.S. federal and state securities laws and regulations.

In addition to the above, our policies set limitations on and require reporting of gifts, entertainment, business meals, sponsorships, business building and charitable donations made on clients' or prospective clients' behalf, whether given or received. Generally, our employees are prohibited from accepting or providing gifts or other gratuities from clients or individuals seeking to conduct business with us in excess of \$100. Employees, under certain circumstances, can be granted permission to serve as directors, trustees or officers of outside organizations. Employees must receive approval from the chief compliance officer and the chief operating officer, and such approval is based on a determination that such position does not pose a potential or actual conflict of interest with our clients. Such determinations are reviewed on at least an annual basis.

We have adopted the Insider Trading Policy and Procedures designed to mitigate the risks of our firm and its employees misusing and misappropriating any material non-public information that they become aware of, either on behalf of our clients or for their own benefit. Personnel are not to divulge or act upon any material, non-public information, as defined under relevant securities laws and in our Insider Trading Policy and Procedures. The policy applies to each of our Supervised, Access and Advisory Persons and extends to activities both within and outside their duties to our firm, including for an employee's personal account.

A complete copy of KAR's current Code of Ethics is available to any client or prospective client by sending a written request to KAR

Investment Management, Attn: Compliance, 1800 Avenue of the Stars, 2nd Floor, Los Angeles, California 90067, or by contacting Compliance at 800.231.7414 or [compliance@kayne.com](mailto:compliance@kayne.com).

## Participation or Interest in Client Transactions

KAR recommends investments in certain Virtus Mutual Funds. KAR serves as an investment sub-advisor to various Virtus Mutual Funds ("Funds") and is paid management fees by these Funds. Under certain circumstances, KAR charges separate advisory fees on client assets, which are invested in the Funds sub-advised by KAR. The management fee rates paid to KAR by such Funds can be different from the management fees that are charged on separately managed assets in the same or similar investment strategies.

For client accounts established under certain previous fee schedules, but not our current fee schedules, KAR receives an ongoing payment from VP Distributors, LLC ("VPD") for its Wealth Advisory Group's client investments in Virtus mutual funds both managed by KAR as a sub-advisor to the funds, as well as Virtus mutual funds affiliated with KAR. This payment ranges from 30 to 45 basis points. This payment creates a conflict of interest because the Wealth Advisory Client Representatives could favor affiliated mutual funds over non-affiliated mutual funds because of the payments KAR receives from VPD. This conflict of interest is mitigated by KAR's manager due diligence process. All products on the wealth advisory open architecture platform are put through a rigorous quantitative and qualitative process. The Director of Manager Research and Investment Solutions performs an in-depth due diligence on each prospective manager, which includes affiliated funds of KAR. This review process includes a comprehensive due diligence questionnaire, in-depth interviews, and/or onsite visits to develop a qualitative assessment of the manager's skill and discipline. Further, KAR's Wealth Advisory Investment Committee reviews the due diligence and makes the final decision if a manager should be included on the platform.

For client accounts established under our current fee schedule, KAR does not receive a payment from VP Distributors, LLC for its Wealth Advisory Group's client investments in either Virtus mutual funds managed by KAR as a sub-advisor to the Funds, or Virtus mutual funds affiliated with KAR.

Employees of KAR have and are able to have separately managed accounts in strategies that KAR advises provided that any such accounts strictly follow the model account for such strategy and such officers and employees themselves have no direct or indirect ability to influence or control such accounts other than as part of investment decisions made for the entire investment strategy and model account for such strategy. KAR manages these investment accounts for its employees and employees of its affiliates for no fee.

Employees from time to time make political contributions. The inappropriate influencing of a prospect or client in an effort to gain an unfair advantage in acquiring or retaining clients creates a conflict of interest. KAR has established procedures to comply, at a minimum, with federal law, including what is known as the SEC's "Pay-to-Play Rule." In addition, employees subject to federal law, including the Pay-to-Play Rule, are required to certify on a quarterly basis that they have reported all applicable monetary political contributions and that the contributions met certain standards.

## Item 12 – Brokerage Practices

Kayne Anderson Rudnick Investment Management, LLC (“KAR”, “Kayne Anderson Rudnick”, or the “Firm”) uses its best efforts to obtain the most favorable terms under the circumstances of each trade and, in doing so, considers best execution to encompass the most favorable overall cost or proceeds that can be reasonably obtained for a transaction under current circumstances surrounding the trade. KAR generally determines the broker through whom securities transactions are to be affected. In selecting brokers for a portfolio transaction, KAR considers, without limitation, the overall direct net economic results to an account. When executing client transactions with unaffiliated broker-dealers, KAR allocates client transactions to such broker-dealers for execution, in its good-faith judgment and in the best interest of the client, taking into consideration available prices and brokerage commission rates, as well as other relevant factors. Relevant factors include: (1) overall execution quality (general past performance under similar trading circumstances), (2) liquidity of the name and the liquidity that the broker is expected to be able to provide, (3) the broker’s ability to minimize information leakage of KAR’s orders to the marketplace, (4) responsiveness and promptness in providing executions and ability to maintain anonymity, (5) difficulty of the trade, (6) capital commitment of the broker to facilitate timely completion of the trade, (7) opportunity for price improvement, (8) commission rates, and (9) clearance and settlement capabilities of the broker.

Clients can also establish a bank custodial account and authorize KAR to use any broker-dealer with whom KAR has negotiated institutional-level commission rates. These bank custodian accounts can provide access to other bank services that are of value to the client. In addition, these discretionary accounts provide KAR with a level of flexibility that benefits the client’s ability to participate in block trades. As a result, bank custodial arrangements are usually more attractive to larger, institutional accounts. However, clients should consider the custodial fees charged by a bank custodian in evaluating this alternative, as the custodial fees charged to smaller account sizes could be larger than the benefit received by the account by having the flexibility for KAR to be able to execute transactions away from such custodial account’s associated broker-dealer.

In situations where a client has directed KAR to use particular broker-dealers, or where certain trades need to be handled separately from other orders (“Directed Accounts”), these trades could be delayed until the completion of other orders rather than being executed simultaneously. This is done to avoid multiple orders from KAR competing for execution in the marketplace at the same time. It also avoids any excessive market impact that could result if the market thought multiple broker-dealers were working orders. Directed Accounts that do not allow KAR to trade away from their custodial bank’s associated broker-dealer and those that are not able to participate in block trades are placed in a separate rotation so as to not disadvantage all other accounts.

Rotation is an important principle in assuring all accounts are treated equitably over time. KAR has designed its rotation process to provide all clients with fair access to trading. KAR maintains trading groups for our clients’ accounts to facilitate orderly execution of trades. The trading groups are generally defined by the level of trading discretion afforded to KAR.

When determining the sequence of client account trades, KAR generally adheres to the following trade rotation sequence order in order to achieve best execution for all of its clients: (1a) “Primary Block” (accounts that do not have any brokerage restrictions or limitations and where KAR has full trading discretion); followed by (1b) “Execution-only Client Block” (accounts where KAR also has full trading discretion, but that are required to be traded solely with execution-only broker-dealers); followed by (2) “Partial Trade Discretion and Partial-Directed Accounts” (accounts where KAR has been granted some level of trade discretion or where KAR has high conviction in the client’s directed broker to be able to obtain best execution for the trade); and (3) “Fully-Directed Accounts” (accounts where KAR is directed to a particular broker regardless of KAR’s level of comfort with their ability to obtain best execution on the transaction). “Partial Trade Discretion and Partial-Directed Accounts” and “Fully-Directed Accounts” are completed in the order within each group as dictated by the results of randomization. Because the “Execution-only Client Block”, “Partial Trade Discretion and Partial-Directed Accounts”, and “Fully-Directed Accounts” generally trade after the “Primary Block” accounts, it is possible they will not receive as favorable prices on securities as received by the “Primary Block” and other accounts that trade ahead of them or vice versa.

KAR’s trade rotation sequence process may be amended, modified or supplemented at any time at KAR’s discretion without prior notice to clients. With respect to many of its discretionary client accounts, KAR has full authority to determine the broker-dealers with whom transactions for the discretionary client accounts are executed, and those trades take place in the Primary Block and/or the Execution-only Client Block. KAR selects such broker-dealers for execution and determines the commission rates payable to them in the manner described above.

### Directed Brokerage

KAR accepts direction from clients regarding the brokers to be used for such clients’ accounts. Some clients have existing arrangements permitting them to offset certain administration, accounting, custody, consultant or other fees in relation to the amount of brokerage transactions handled by a specific broker. At the same time, KAR has arrangements to receive investment-related research products or services provided by the same broker-dealer, which are separate from the clients’ direction to use a particular broker to execute either all or part of the brokerage transactions from their accounts. Commission rates and execution quality obtainable from the directed broker can in certain circumstances be less favorable than those obtainable from other brokers for various reasons, including the following: (1) Generally, orders subject to client brokerage direction cannot be aggregated with contemporaneous orders for non-directed accounts and therefore cannot benefit from any economics of scale that apply to larger orders; (2) directed brokers could achieve less favorable prices than brokers we would select based on execution capability; and (3) client brokerage direction limits our ability to negotiate commissions rates charged by directed brokers and limits our ability to transact with large institutional investor liquidity and minimize market impact and could impact our ability to achieve best execution.

Other than to satisfy its obligation to seek best execution, KAR does not have authority to determine the broker-dealer(s) to be used for a wrap account or for a direct-fee account when the client has directed KAR to use a specific broker-dealer.

## Trading Away and Step-Out Trades

In cases where KAR is an investment adviser to a wrap fee program, such clients are typically not charged separate brokerage commissions for the execution of transactions in the client's account that are executed by or through the sponsor. Depending on the equity strategy a client is invested in, a portion of equity portfolio transactions could be traded away from the sponsor firm via step-out trades. Step-out trades are trades in which an executing broker-dealer executes an order but agrees to allocate a designated portion of the order for clearance and settlement by another broker-dealer. The executing broker-dealer clears and settles the portion of the order not stepped out and can add a charge to the overall cost of the trade. KAR also utilizes step-out trades for certain of its clients, including its wealth advisory and wrap clients, and dual contract clients, in certain instances to guard against information leakage and minimize market impact during trading, as well as to obtain best execution. KAR seeks to work with one or a limited number of brokers that, for our wealth advisory wrap and dual contract clients, is not the particular client's broker, who can access a wider variety of liquidity sources up to and including finding a natural counterparty. These firms have particular industry expertise or are able to provide "high-touch capabilities." By consolidating our trade executions to a limited number of brokers, KAR can more efficiently transact on behalf of many of our clients while at the same time limiting leakage. Step-out trades can benefit clients by allowing KAR to source liquidity and execute trades with natural buyers and sellers on terms more favorable than might otherwise be available in the market.

KAR utilizes the services of a trade and/or settlement aggregator (an "Aggregator") when placing block orders that include step-out trades. KAR believes that the use of an Aggregator can address issues associated with market fragmentation, including but not limited to additional clearing/settlement costs associated with the executions through multiple trading venues, by enabling KAR to access multiple pools of liquidity while minimizing clearing/settlement costs. The cost of the aggregation service is included in the commission rates or net prices associated with the underlying trades.

Wrap sponsors and/or custodians of directed accounts and dual contract SMA accounts often charge additional fees for any trades that are stepped out to another broker-dealer. Dual contract SMA accounts are accounts where the end-client has an investment management agreement with their registered investment adviser as well as with KAR for each party's individual services. Confirmations from wrap sponsors with respect to "step-out" or "trade-away" trades in sponsor accounts and dual contract SMA accounts can reflect, within the price per share, applicable net costs instead of reflecting this as a separate item on the confirmation. A wrap client can incur an additional "net" trade cost if a trade is made away from the client's wrap sponsor. These costs and commissions can also appear separately. For fixed-income trades, the commission is not generally shown on the trade confirmation but is reflected in the negotiated price of the bond. KAR believes that it is able to effect trades away from the designated broker in order to obtain best execution without jeopardizing its business relationships, and, in any case, its policy and practice are to act in the best interest of its clients. Directed brokerage clients that do not allow KAR to participate in step-out trades often pay higher commission and implementation costs commission and implementation than clients that allow KAR to participate in step-out trades. Accounts that participate in step-out trades can incur additional transaction costs.

## Trade Aggregation and Allocation

Due to client or regulatory restrictions, not all client orders can be aggregated. This situation is the norm on any given trading day and results from certain clients requiring or necessitating that orders be placed or directed through particular brokers or through their own trading desks. As part of its effort to obtain best execution, KAR aggregates orders, or "block trades," for several clients where possible. KAR believes that aggregation or "bunching" orders results in a more favorable overall execution. KAR trades all non-directed accounts that don't contain trade restrictions for contemporaneous purchase and sell orders as a single block where it deems this to be appropriate, in the best interest of clients and consistent with KAR's fiduciary duties.

Although the trade sequence described earlier in Item 12 is our general practice, we will sometimes aggregate "Primary Block", "Execution-only Client Block", and/or "Partial Trade Discretion / Partial-Directed Accounts", where possible. This typically would occur when: (i) KAR utilizes execution-only broker-dealers for the "Primary Block", and in such instances the "Execution-only Client Block" accounts can be aggregated with the "Primary Block"; or (ii) where KAR is able to bunch "Partial Trade Discretion / Partial-Directed Accounts" with the "Primary Block."

The decision to aggregate is only made after KAR determines that: it does not intentionally favor any account over another; it does not systematically advantage or disadvantage any account; KAR does not receive any additional compensation or remuneration solely as the result of the aggregation; and each participating account will receive the average share price and will share transaction costs on a pro-rata basis. Traders and members of the Portfolio Implementation group consider various criteria when evaluating whether to aggregate an order, including, as relevant, the participating accounts' investment objectives and guidelines, policies, tax status, nature and size of the block trade, and any other factors deemed appropriate under the circumstances. These trades are modeled in our order management system, and then executed simultaneously as a block. Fully-executed blocks are allocated to accounts on a pro-rata basis, rounding as necessary. If a trade is only partially completed, the trader primarily allocates the shares on a pro-rata basis across all accounts, rounding as necessary. If a small number of shares were executed out of a larger order where there were many accounts involved in the initial order, it is often unrealistic to spread the small number of executed shares over all of the accounts. In such cases, the trader allocates the executions on a randomized basis so as not to unfairly favor one account over another, while recognizing that many bank or discount brokerage domiciled accounts are charged per trade no matter what the size. In situations for which pro-rata allocations would result in excessive trading costs, the allocation is also made based on simple random selection.

On the occasion that the traders receive an order for a security at the same time as there is an existing open order with a broker, the additional order is added to the existing open order. However, any partial fills of the existing open order that occurred prior to the time of the placement of the second order with the same broker shall be allocated solely to the clients participating in the existing open order based on guidance herein, and the unfilled portion of the existing open order is added into the subsequent order.

Clients should be aware that certain types of purchase or sale transactions are not able to be included in aggregated orders. Such

transactions include trades resulting from the opening and closing of accounts, trades resulting from contributions to or withdrawals from existing accounts, and trades for accounts with highly particularized investment policies or restrictions. In such cases, clients' executions can be better or worse than they might otherwise receive from aggregated orders

Directed brokerage client accounts (which includes "Partial-Directed Accounts" and "Fully-Directed Accounts") trade behind non-directed accounts and in the order dictated by the results of randomization. Third-party model sponsor relationships are included in the directed brokerage rotation. Buy and sell recommendations within a strategy model will be updated and communicated in the order determined in the rotation. In such instances, these broker-directed accounts can trade at prices that are lower or higher than KAR's other client accounts. If there are limitations to the prompt execution of trades by the model sponsor/overlay manager, if the model sponsor/overlay manager does not, or is not able to, communicate the status of completed orders back to KAR, or if there are other restrictions that could disadvantage other directed accounts, changes to the model portfolio will be communicated after trades are placed or executed for KAR's other directed accounts. KAR does not exercise trading discretion over the model accounts as execution of the trades is the responsibility of the model sponsor.

## Miscellaneous

Those direct-fee clients who seek advice from KAR on broker selection have many options available to them. These options include discounted brokerage firms, such as Charles Schwab and Co. ("Schwab") and Fidelity Investments ("Fidelity"), and clients can also choose to become a retail client of the many other unaffiliated brokerage firms with which KAR conducts business. The commission rates and minimum ticket charges charged by the discount firms are generally more favorable than retail rates normally charged by full-service brokerage firms, and in some cases the discount firms have ceased charging commissions for most or many transactions. However, full-service firms might, in their clients', view offer additional services of value to the client. Commission rates are subject to change from time to time, and clients are encouraged to inquire into the rates available to them at the time they engage KAR, or at any other time.

The market price of small-cap securities generally is more volatile than that of more-liquid securities, which can adversely affect the price that a client pays for or recovers upon the sale of a small-cap security. Small-cap securities can be difficult to dispose of at a fair price or rapidly when a client terminates an account.

Investments in securities of non-U.S. issuers can involve more risk than those in securities of U.S. issuers. Equities of non-U.S. issuers can fluctuate more widely in price and be less liquid due to adverse market, economic, political, regulatory, or other factors. Trades on foreign exchanges generally incur greater transactions charges than trades on U.S. exchanges.

## Fixed-Income Practices

Fixed-income trade allocations are usually determined prior to or at the same time as the placement of a trade. However, in those circumstances where an order is only partially filled or when a security is acquired prior to determining the allocation, the trader allocates the trade in a manner that is fair and equitable to all affected accounts. Such

allocations are based on the specific instrument traded, the available position size, the instrument's duration, and the instrument's market sector as well as the needs of the accounts within the fixed income portfolio at the time of allocation.

Securities for fixed-income discretionary accounts are traded either through competitive bids/offers, by comparison of bids/offers, or through comparison of the price level with levels seen in the market. In the case of broker-directed trades, every effort is made to bring the trade price in line with the institutional market.

When purchasing municipal bonds for discretionary accounts, comparisons are made between the bond being offered and bonds with similar characteristics trading in the market at the time. Comparisons are made based on credit name, structure (i.e., coupon, maturity and call/put options), underlying credit rating, credit enhancement, municipal sector, etc. When selling municipal bonds for broker discretionary accounts, multiple bids are sought. In the case of broker-directed trades, every effort is made to bring the trade price in line with the institutional market. On broker-directed accounts where the client or broker does not allow the adviser to step-out the trades, the client could incur a higher cost than broker discretionary accounts.

## Research and Other Soft-Dollar Benefits

Subject to applicable law and regulation, KAR effects securities transactions with broker-dealers that provide brokerage or research services or pay for research services provided by third parties to us. These services are paid with soft dollar credits generated by our clients' brokerage commissions. These types eligible transactions and benefits received are in accordance with Section 28(e) of the Securities Exchange Act of 1934 ("Section 28(e)"). KAR has established a Best Execution Committee, consisting of members from administration, trading, portfolio management, and compliance. The Best Execution Committee reports to the Risk and Compliance Committee. The Best Execution Committee generally meets quarterly to review brokerage allocation activity of the firm and to identify the quality of execution and settlement services provided. It also reviews the approved broker list and the value to client portfolios of the purchased product or service. Soft-dollar arrangements are reviewed and approved by at least two members of the Best Execution Committee, including the Chief Investment Officer and Chief Compliance Officer, based on a good-faith determination that the amount of the commission paid is reasonable in light of the brokerage and research services being provided.

Under Section 28(e) of the Securities Exchange Act of 1934, KAR can pay a broker a commission in excess of that which another broker might have charged for effecting the same transaction, in recognition of the value of the brokerage and research services provided by or through the broker. When it does so, KAR has an incentive to select or recommend a broker-dealer based on its interest in receiving research or other products or services rather than in the clients' interest in receiving a better commission rate, and this presents a conflict of interest between KAR and its clients that we mitigate with our best execution policies and procedures. KAR believes that it is important to its investment decision-making processes to have access to independent research. Research furnished by brokers (proprietary research) and research created or developed by other third parties can be used to service any or all of KAR's clients and is used in connection with accounts other than those making the payment to the broker providing the research, in accordance with Section 28(e). The receipt of

these benefits means that KAR benefits because it does not have to produce or pay for these research services itself. Only brokerage commissions from certain but not all client accounts are used to pay for the research services furnished by brokers. KAR uses these research services to service all of its accounts and not just the accounts whose transactions paid for the research services. It is possible that the accounts whose transactions generate brokerage commissions that are used to pay some of KAR's research obligations do not benefit in any way from this specific research. KAR does not seek to allocate soft dollar benefits to client accounts proportionately to the soft dollar credits the accounts generate.

Brokerage and research services provided by brokers falling within the Section 28(e) safe harbor during the current year and last fiscal year includes, but is not limited to, proprietary research and research created or developed by a third-party that provides information regarding the economy, industries, sectors of securities, individual companies, statistical information, technical market action, pricing and appraisal services, risk-measurement analysis and performance analytics. Such research services are received primarily in the form of written reports, telephone contact and personal meetings with securities analysts or company management. In addition, such research services can be provided in the form of access to various computer-generated data and access to investment-related conferences and seminars.

In some cases, research services are generated by third parties but are provided to KAR by or through brokers. KAR uses a variety of securities-quotation hardware and software for day-to-day portfolio management of some or all of its accounts. Most of the services include additional statistics, analytical tools and news used solely for portfolio management purposes.

Our use of soft dollar arrangements creates conflicts of interest between us and our clients as we have an incentive to disregard our best execution obligations when selecting brokers that provide us with soft dollar benefits. We manage this conflict of interest by entering into commission sharing arrangements ("CSAs") with brokers that we believe provide best execution. KAR has entered into these CSAs as a means to facilitate soft-dollar payments. CSAs enable KAR to pool commission dollars generated in trades with certain brokers to be aggregated and distributed to other brokers to pay for investment research. This allows KAR to compensate research providers who do not have brokerage operations where traditional soft dollars can be credited through trade execution or where, in support of KAR's policy to seek best execution, KAR's traders decide that a research provider's trading desk is not capable of providing best execution when compared to other broker-dealers.

The European Union Markets in Financial Instruments Directive II ("MiFID II") provides that investment advisers registered in the European Union may receive investment research provided by third parties only if certain requirements are met. While KAR is not directly subject to MiFID II, KAR has a small number of clients in the European Union that adhere to MiFID II's requirements with respect to the unbundling of research. As such, KAR is required to substantively comply via contract with MiFID II's "inducement" and "research payment rules" to the extent that KAR provides sub-advisory services to a MiFID-licensed investment firm or otherwise commercially to certain EU clients (each, a "MiFID Client"). KAR is required to comply with these requirements solely for such MiFID Clients and not for its other non-MiFID Clients. With respect to these MiFID Clients, KAR utilizes

execution-only broker-dealers that do not provide soft dollar, CSAs, or research benefits, and these MiFID Clients' trades are executed in the "Execution-only Client Block" in our trade rotation sequence, described earlier in Item 12.

In accordance with applicable guidance from the SEC staff and the Firm's soft dollar policy, KAR shall generally trade MiFID Client account orders separately in the "Execution-only Client Block" of its trade order rotation because of certain requirements under MiFID II, and such trades may "wait behind" block trades executed for other accounts utilizing soft dollar credits and participating in the aggregated trades in the "Primary Block" of its trade order rotation, as described earlier in Item 12. In such circumstances, the MiFID Client accounts may receive an execution price that varies from (and may be less favorable than) the price received by other accounts managed by the Firm, and the market price of those securities can rise or fall before the trade is executed (and, in certain circumstances, as a direct result of other trades placed by, or on the advice of, KAR), causing the relevant MiFID Clients to purchase the same securities at a higher price (or sell the same securities at a lower price) than the Firm's other discretionary clients. Given all of the foregoing factors, the amount, timing, structuring or terms of an investment by KAR's MiFID Clients will differ from, and performance can be lower than, investments and performance to other clients.

To the extent necessary to achieve best execution in compliance with applicable law, including guidance from the SEC staff, and the Firm's soft dollar policy, KAR may alternatively execute transactions for MiFID Clients on a "step-out" or "trade away" basis. Each client in an aggregated order shall pay or receive the same average price for the purchase or sale of the underlying security and pay the same amount for execution.

Additionally, KAR follows a trade sequence process, described earlier in Item 12, to achieve best execution for clients where one group of clients has a transaction effected before or after another group of clients and is generally designed to treat clients equitably and fairly over time, including MiFID Clients. To meet this objective, KAR follows the trade rotation sequence process outlined earlier in Item 12, and monitors such trade rotation sequence periodically in order to help the firm with its efforts to ensure each client (or group of clients) is treated fairly to the extent reasonably practicable. As discussed earlier in Item 12, trade orders will bear the market price impact, if any, of those trades executed earlier or later in the rotation, and, as a result, a client could receive a less favorable net price for the trade.

## Suggestion of Brokers

A client can instruct KAR to use a specified broker-dealer for the client's account, although KAR reserves the right not to accept such instruction in cases where it does not have a working relationship with the designated broker-dealer. However, the client should be aware that, where it directs KAR to use a specific broker-dealer: (1) a higher commission rate (or fees in the case of wrap-program accounts) might be paid by such client, in part because of additional services which might be available from such broker-dealer as well as KAR's inability to negotiate the commission rate or obtain volume discounts when the client's transaction is combined with those of other clients in a block trade; and (2) the execution of trades for the client by the designated broker-dealer could result in failure to receive the best execution in some transactions. KAR is generally required by wrap-program

sponsors to direct trades for client accounts in such programs to such sponsors or their affiliates.

A client who directs KAR to use a particular broker-dealer, including a client who directs use of a broker-dealer that also serves as a custodian (whether or not recommended by KAR), should consider whether commissions expenses, execution, clearance and settlement charges and custodial fees, if applicable, are comparable to those otherwise obtainable by KAR.

While KAR does not consider, in selecting or recommending broker-dealers, whether we receive client referrals from that broker-dealer, KAR can and does benefit by receiving new client referrals from Fidelity given we have other arrangements with Fidelity, as described in Item 14, or other broker-dealers who earn commissions on trades for accounts of existing clients of KAR. As a result, a conflict of interest exists between KAR's interest in such referrals and its obligation to seek the best execution of client trades. We believe this conflict is mitigated by our best execution policies and procedures.

## Cross Transactions

Where appropriate, KAR engages in cross transactions with eligible advisory accounts and, when it does so, it seeks to comply with applicable disclosure and consent requirements associated with such transactions under the Investment Advisers Act of 1940. To reduce transaction costs and promote trading efficiency for its mutual fund clients, KAR can engage in cross transactions consistent with procedures adopted pursuant to Rule 17a-7 under the Investment Company Act of 1940.

## Initial Public Offerings (IPOs)/Secondary Offerings

From time to time, KAR participates in an initial public offering ("IPO") or secondary offerings (together, "Public Offerings"). Generally, in the event that KAR receives an allocation for a Public Offering security, it is KAR's policy to allocate the securities proportionally among client portfolios based on asset value, eligibility status, and suitability for the investment strategy being allocated to. Appropriateness for a specific investment strategy or strategies is determined by KAR based on a number of factors, including but not limited to, the investment strategy's objectives, existing securities in the investment strategy's portfolio, available cash and purchasing power, and portfolio investment restrictions. At KAR's sole discretion, a small allocation of a Public Offering would be allocated to only one or a few client portfolios within a particular investment strategy if it is determined that allocation among all eligible accounts in the entire investment strategy would be inefficient or impossible. As such, while based on objective criteria, KAR's allocation of any specific Public Offering might not result in proportional allocation across all of its client portfolios. When this occurs, accounts that receive an allocation of Public Offering shares will have performance that differs, sometimes materially, from accounts that don't receive an allocation of Public Offering shares within the same investment strategy. KAR, however, has allocation policies and procedures in place that are reasonably designed to treat all client portfolios fairly and equitably over time and that avoid giving preference to any particular client or type of clients when allocating a Public Offering.

## Error Correction

Although KAR takes all reasonable steps to avoid errors in our trading process, occasionally errors do occur. It is our policy that trade errors be identified and resolved promptly and in a manner consistent with KAR's fiduciary duty to its clients. Consistent with this duty, the overriding goal in trade-error resolution is to seek to place the client in the same position that the client would have been in had the error not occurred. There is no single method of calculating gains, losses or compensation due as a result of a trade error. The determination of the method is highly dependent on the facts and circumstances of the error in question. KAR will determine the most appropriate calculation methodology on a case-by-case basis in light of the specific facts and circumstances of each trade error.

## Item 13 – Review of Accounts

A record-keeping account is established and maintained on Kayne Anderson Rudnick Investment Management, LLC's ("KAR", "Kayne Anderson Rudnick", or the "Firm") portfolio accounting system for each managed client account. Among other pertinent data, information concerning the client's investment objectives and guidelines is maintained as part of the account records. This information identifies such matters as overall investment strategy, asset allocation targets and cash distribution requirements, as well as any special portfolio restrictions. In the case of wrap programs where KAR serves as investment sub-adviser, the program sponsor maintains and provides KAR with electronic access to the information contained in client record-keeping accounts because trading is conducted through the wrap sponsor's trading platform.

Generally, each account is invested using an approved model portfolio for the chosen strategy. Some direct client accounts are invested with adjustments to the model portfolio where directed by the client because of tax and other special circumstances. As a result, such accounts can be weighted differently or hold securities not in the model portfolio for a number of reasons, including how much of the security KAR already owns on behalf of its other investment advisory clients; these accounts will vary from the model for various reasons. Once initially invested, the account is regularly monitored for any drift or variance from the model portfolio weightings and client guidelines. This process is conducted by our portfolio managers, portfolio management associates, investment adviser associates and wrap traders. The number of accounts reviewed by each person varies based on the type of account. KAR's compliance department also performs periodic account reviews that can cover various facets, including but not limited to comparing an account's strategy and/or allocation to the account's stated risk tolerance or objectives, reviewing performance of accounts within a particular investment strategy, and reviewing the billing rate.

KAR manages accounts on a discretionary basis and for those accounts has full authority in determining which securities are purchased and sold. KAR normally sells some or all of the securities in a client account after the initial receipt of the account or the deposit of additional securities into the account. Some securities are normally retained in the account to the extent that they are included in KAR's model holdings for such an account or if so requested by the client. The client is responsible for any tax liabilities that result from such transactions.

For direct-fee accounts, KAR is available to meet with the client at least once a year or, in some cases, as often as quarterly if requested by the

client. Account reviews are conducted with clients by the client service representatives, with the assistance of the portfolio managers, as appropriate. Wrap-fee accounts (both advisory and sub-advisory) have access to the same personnel through their respective program sponsors or they can contact us directly at any time. Direct accounts can be provided with (i) quarterly (in some cases, monthly) reports identifying holdings and performance and (ii) if taxable, annual reports identifying realized gains/losses, and interest and dividends received. Based upon the sponsor's preference, wrap-program accounts (other than sub-advisory accounts) are provided quarterly reports identifying holdings and, for some programs, performance.

KAR offers financial planning services, including retirement and cash-flow planning, risk management, estate planning and wealth transfer, charitable gifting solutions and tax management. The nature of the Firm's financial planning services means that the Firm typically doesn't conduct ongoing reviews of such financial plans unless specifically requested by the client. In the event that a client requests KAR to review financial plans on an ongoing basis, the wealth advisor or senior wealth advisor assigned to such client would conduct such review in accordance with such instructions.

## Item 14 – Client Referrals and Other Compensation

Kayne Anderson Rudnick Investment Management, LLC ("KAR", "Kayne Anderson Rudnick", or the "Firm") maintains and from time to time enters in to contractual solicitation agreements with certain affiliated and unaffiliated parties who refer clients to KAR. KAR, in turn, compensates these parties for any such solicitations based on the assets that are managed by KAR arising from such solicitation. The persons or entities providing the solicitation services are commonly known as "solicitors." All solicitation agreements are made in writing, pursuant to, and in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940.

As discussed in Item 10, above, KAR has solicitation arrangements with VP Distributors, LLC ("VPD") and Virtus Investment Partners International, Ltd. ("Virtus International"), both affiliates of KAR, whereby KAR compensates those entities for referrals in certain circumstances. The Investment Advisers Act of 1940, as amended, requires that when an affiliate acts as a solicitor for KAR such affiliate discloses to the potential client that the solicitor is affiliated with KAR. The compensation paid by KAR to VPD and Virtus International for these solicitation arrangements generally is structured as being all or a portion of any variable compensation paid by VPD or Virtus International to its employee(s) relating to assets under management by KAR that were referred by such employee(s), and in some cases the compensation also includes a percentage of VPD's or Virtus International's costs with respect to employment of the individual(s). Virtus Partners Malta Ltd. ("Virtus Malta") is also a related person of KAR. As of the date of this filing, Virtus Malta has an application pending with the Malta Financial Services Authority, and upon approval of the application, Virtus Malta representatives will, to the extent permitted by each applicable jurisdiction, be introducing KAR's investment advisory services to institutional entities, sovereign wealth funds and other foreign official institutions in certain European Economic Area members states. Representatives of Virtus International and Virtus Malta may also promote the products managed by KAR. Compensation paid by

KAR to Virtus Malta will be the same or substantially similar to the compensation arrangements in place with VPD and Virtus International.

With respect to KAR's management of certain UCITS funds, KAR or any of its affiliates providing management to such UCITS funds, at their discretion and where permitted by applicable law, can rebate part or all of the management fees charged to the UCITS funds to any UCITS fund shareholder or use part of such management fees to remunerate certain financial intermediaries of such UCITS funds for services provided to fund shareholders.

KAR has relationships with certain consulting firms and other intermediaries. For example, KAR, from time to time, purchases products or services, such as investment manager performance data, from consulting firms. In compliance with applicable law and regulation, KAR or an affiliate from time to time also pay event attendance or participation or other fees; underwrite educational, charitable or industry events; or provide gifts of value to, or at the request of, an organization or individual (including KAR affiliates) that, among other things: (i) offers or includes products or services of KAR or an affiliate in a particular program; (ii) permits KAR or an affiliate access to their financial advisers, brokers, employees, or other affiliated persons to provide training, marketing support, and educational presentations on products or services affiliated with KAR; and/or (iii) refers or has referred a client to KAR. KAR obtain products and/or services from consulting firms separate and apart from any recommendations made to clients for KAR's investment services, and in doing so, often also provides cash or non-cash support for educational, training, marketing and other events sponsored by consulting firms and other intermediaries, subject to internal policies and regulatory restrictions. Additionally, certain affiliated or third party institutions provide financial support on a voluntary basis for marketing, educational, and sales meetings of KAR or affiliates. KAR also from time to time pays a fee for inclusion of information about the firm in databases maintained by certain unaffiliated third-party data providers that in turn make such information available to their investment consultant clients. The payments and benefits described in this paragraph could give the firms receiving them and their personnel an incentive to favor KAR's investment advisory services over those of firms that do not provide the same payments and benefits.

Additionally, KAR or any of its affiliates can and do enter into arrangements with, and/or make payments from their own assets to, certain intermediaries to enable access to Virtus Funds on platforms made available by such intermediaries or to assist such intermediaries to upgrade existing technology systems or implement new technology systems or programs in order to improve the methods through which the intermediary provides services to KAR and its affiliates and/or their clients. Such arrangements or payments establish contractual obligations on the part of such intermediary to provide KAR's or an affiliate's fund clients with certain exclusive or preferred access to the use of the subject technology or programs or preferable placement on platforms operated by such intermediary. The services, arrangements and payments described in this paragraph present conflicts of interest because they provide incentives for intermediaries, customers or clients of intermediaries, or such customers' or clients' service providers to recommend, or otherwise make available, KAR's or its affiliates' strategies or Virtus Funds to their clients in order to receive or continue to benefit from these arrangements from KAR or its affiliates. The provision of these services, arrangements and payments described above by KAR or its affiliates is only to the extent permitted by

applicable law and guidance and is not dependent on the amount of Virtus Funds or strategies sold or recommended by such intermediaries, customers or clients of intermediaries, or such customers' or clients' service providers.

KAR participates in the Fidelity Wealth Advisor Solutions® Program (the "WAS Program"), through which KAR receives referrals from Fidelity Personal and Workplace Advisors LLC (FPWA), a registered investment adviser and Fidelity Investments company. KAR is independent and not affiliated with FPWA or any Fidelity Investments company. FPWA does not supervise or control KAR, and FPWA has no responsibility or oversight for KAR's provision of investment management or other advisory services.

Under the WAS Program, FPWA acts as a solicitor for KAR, and KAR pays referral fees to FPWA for each referral received based on KAR's assets under management attributable to each client referred by FPWA or members of each client's household. The WAS Program is designed to help investors find an independent investment adviser, and any referral from FPWA to KAR does not constitute a recommendation or endorsement by FPWA of KAR's particular investment management services or strategies. More specifically, KAR pays the following amounts to FPWA for referrals: the sum of (i) an annual percentage of 0.10% of any and all assets in client accounts where such assets are identified as "fixed-income" assets by FPWA and (ii) an annual percentage of 0.25% of all other assets held in client accounts. In addition, KAR has agreed to pay FPWA a minimum annual fee amount in connection with its participation in the WAS Program. These referral fees are paid by KAR and not the client.

To receive referrals from the WAS Program, KAR (the "Adviser") must meet certain minimum participation criteria, but the Adviser has other business relationships with FPWA and its affiliates, including Fidelity Brokerage Services, LLC ("FBS"), and therefore it is possible that the Adviser was selected for participation in the WAS Program, at least in part, as a result of these other relationships, though the extent of this possibility is unknown to the Adviser. As a result of its participation in the WAS Program, KAR has a potential conflict of interest with respect to its decision to use certain affiliates of FPWA, including FBS, for execution, custody and clearing for certain client accounts. KAR has an incentive to suggest the use of FBS and its affiliates to its advisory clients, whether or not those clients were referred to KAR as part of the WAS Program. Under an agreement with FPWA, KAR has agreed that it will not charge clients more than the standard range of advisory fees disclosed in its Form ADV 2A Brochure to cover solicitation fees paid to FPWA as part of the WAS Program. Pursuant to these arrangements, the Adviser has agreed not to solicit clients to transfer their brokerage accounts from affiliates of FPWA or establish brokerage accounts at other custodians for referred clients other than when KAR's fiduciary duties would so require. The Adviser has agreed to pay FPWA a one-time fee equal to 0.75% of the assets in a client account that is transferred from FPWA's affiliates to another custodian; therefore, KAR has an incentive to suggest that referred clients and their household members maintain custody of their accounts with affiliates of FPWA. However, participation in the WAS Program does not limit KAR's duty to select brokers on the basis of best execution. While the specific terms of each agreement can differ, the referral source typically receives a percentage of the management fees received by KAR from accounts referred by the referral source. In some cases, referral fees can be based on a percent of the assets under management from accounts referred by the referral source. Referral fees are paid by KAR and not

the client. Referral source compensation is not a factor in determining, nor does it adversely affect, the fee KAR charges for its investment management or advisory services.

A conflict of interest exists between any clients solicited for KAR by the aforementioned parties in that they are compensated by KAR for introducing investment advisory business to KAR, and the solicitor's receipt of such compensation from KAR could influence decision to recommend KAR in a way that is in conflict with the interests of the prospective client. This conflict of interest is mitigated by the requirement that KAR's Form ADV Part 2A and a disclosure statement of the solicitation arrangement, as applicable, between KAR and the solicitor be provided to the prospective client at the time of introduction.

As a condition of a wrap program, the wrap sponsor is often directly or indirectly registered as an investment adviser under the Investment Advisers Act of 1940. Such wrap sponsors from time to time request the Firm to directly or indirectly pay for some of a wrap sponsor's marketing and advertising expenses, which also can include certain incentive programs. To this extent, KAR could be deemed to be sharing its fees with another investment firm.

## Item 15 – Custody

Kayne Anderson Rudnick Investment Management, LLC's ("KAR", "Kayne Anderson Rudnick", or the "Firm") investment management clients' assets are held at unaffiliated qualified custodians, and KAR reasonably believes that such qualified custodians send our investment management clients an account statement on at least a quarterly basis. For those clients who have authorized KAR to deduct advisory fees directly from such client's custodian account(s), KAR is deemed to have custody of such client's funds and securities in that account under Rule 206(4)-2 of the Investment Advisers Act of 1940, as amended, even though KAR does not hold these assets.

Clients should receive statements on at least a quarterly basis from the broker-dealer, bank or other qualified custodian that holds and maintains client investment assets. KAR urges clients to carefully review such statements and compare such official custodial records to the account statements that KAR provides to clients under separate cover. KAR's statements can vary from custodial statements based on accounting procedures, reporting dates or valuation methodologies of certain securities.

## Item 16 – Investment Discretion

Kayne Anderson Rudnick Investment Management, LLC ("KAR", "Kayne Anderson Rudnick", or the "Firm") generally has full discretion to buy and sell securities without prior client approval under its investment advisory agreements with its clients, and in such capacity, KAR holds a limited power of attorney to act without prior consultation as its clients' investment adviser in its investment advisory agreements. KAR exercises its investment discretion consistent with its fiduciary duties and investment philosophy, as well as any investment guidelines or restrictions imposed by client and accepted by KAR. KAR does not advise clients for a fee with respect to (i) holdings outside their managed accounts or (ii) holdings in their managed accounts which are designated as unsupervised at the direction of or with notice to the client.



## Item 17 – Voting Client Securities

### Summary of Proxy Voting Policy

Kayne Anderson Rudnick Investment Management, LLC (“KAR”, “Kayne Anderson Rudnick”, or the “Firm”) has adopted and implemented policies and procedures that we believe are reasonably designed to ensure that proxies are voted in the best interest of our clients, in accordance with our fiduciary duties and SEC Rule 206(4)-6 under the Investment Advisers Act of 1940.

The principles for voting proxies are as follows:

1. The Firm votes all proxies to, in its opinion, maximize shareholder value, which is defined as long-term value through dividend and price appreciation. In addition, the Firm’s investment philosophy is to purchase “quality” companies for the portfolios of its clients. One of the four main criteria for “quality” is excellence in management. Hence, the Firm tends to vote non-shareholder-value issues in alignment with management’s recommendations, if there is no conflict with shareholder value. For example, “poison pills” and other anti-takeover measures are not supported, even if recommended by management.
2. To assist in analyzing proxies, KAR subscribes to Institutional Shareholder Services (“ISS”), an unaffiliated third-party corporate governance research service that provides in-depth analyses of shareholder meeting agendas and vote recommendations. KAR fully reviews and approves the ISS Proxy Voting Guidelines and follows its recommendations on most issues brought to a shareholder vote. In special circumstances, including where KAR in good faith believes that any ISS recommendation would be to the detriment of our investment clients, KAR will override an ISS recommendation. At least two members of KAR’s Risk and Compliance Committee approve an override on such basis. Additionally, KAR utilizes ISS to vote proxies on its behalf pursuant to the ISS Proxy Voting Guidelines. Absent any special circumstance, the Proxy Voting Guidelines are followed when voting proxies.
3. KAR is occasionally subject to conflicts of interest in the voting of proxies because of business or personal relationships it maintains with persons having an interest in the outcome of specific votes. KAR and its employees also occasionally have business or personal relationships with other proponents of proxy proposals, participants in proxy contests, corporate directors or candidates for directorships. If, at any time, the responsible voting parties become aware of any type of potential conflict of interest relating to a particular proxy proposal, they are to promptly report such conflict to the chief compliance officer under the Firm’s conflict of interest reporting policies. Conflicts of interest are handled in various ways depending on the type and materiality, but KAR seeks to avoid and mitigate such conflicts of interest as much as possible when carrying out its business, including with respect to its proxy voting activities.

KAR’s current Proxy Voting Policy and Guidelines are posted on the public section of the Firm’s website, [www.kayne.com](http://www.kayne.com). For a copy of the policy or guidelines and inquiries regarding how a specific proxy proposal was voted, please contact Compliance at 800.231.7414 or [compliance@kayne.com](mailto:compliance@kayne.com).

### Class Actions

A securities “class action” lawsuit is a civil suit brought by one or more people (“Plaintiffs”) on behalf of themselves and others who have the same grievance against the issuer of a certain security.

When a class action is filed, a written notice of filing or settlement is prepared (the “Notice”), which outlines the reasons for the lawsuit, the parameters for qualification as a member of the class, and certain legal rights that need to be considered before becoming a member of the class (i.e., participating in the settlement). In addition, the Notice contains instructions issued by the court to brokers/dealers and/or other nominees (e.g., custodians) who receive the Notice and who hold the security on behalf of the owner/beneficiary, to either (1) provide the claims administrator (usually the attorney for the Plaintiffs) with the name and address of each such owner/beneficiary so the claims administrator can send the Notice directly to such owner/beneficiary, or (2) request additional copies of the Notice and send the Notice directly to the owner/beneficiary.

In some cases, in addition to the owner/beneficiary, KAR also receives notification of a class action. Since, as described above, the broker/dealer, nominee, or claims administrator is responsible for sending the Notice to the owner/beneficiary of the security, and KAR does not hold securities on behalf of its clients, KAR does not relay or otherwise send any additional notification of these class actions to its clients.

Because each class action involves certain legal rights that must be considered by the owner/beneficiary of the security before becoming a member of the class, KAR does not instruct or give advice to its clients on whether or not to participate as a member of the class.

In addition, since (1) the client, not KAR, is the owner/beneficiary of the securities that KAR purchases in a client’s account, and (2) KAR does not have any knowledge of whether or not the client purchased the security in any account not managed by KAR, KAR cannot automatically file a claim on the client’s behalf in any class action. Generally, the client will be asked to contact his or her custodian for transaction information. However, if the client requests additional assistance, KAR endeavors on a best-efforts basis to provide the client with transaction information in its possession pertaining to the client’s account that could be helpful and/or needed in order for the client to file a proof of claim in a class action to the extent such information is still required to be maintained by the Investment Advisers Act of 1940 or any other applicable superseding rule or regulation.

## Item 18 – Financial Information

Kayne Anderson Rudnick Investment Management, LLC (“KAR”, “Kayne Anderson Rudnick”, or the “Firm”) is required in this Item to provide you with certain financial information or disclosures about our financial condition. KAR currently has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to its clients and has not been the subject of a bankruptcy proceeding at any time during the past ten years.

## Privacy Policy

Privacy Notice	
<b>FACTS</b>	WHAT DOES KAYNE ANDERSON RUDNICK INVESTMENT MANAGEMENT, LLC DO WITH YOUR PERSONAL INFORMATION?
<b>WHY?</b>	Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share and protect your personal information. Please read this notice carefully to understand what we do.
<b>WHAT?</b>	<p>The types of personal information we collect and share depend on the product or service you have with us. This information can include:</p> <ul style="list-style-type: none"> <li>• Social Security Number and investment experience</li> <li>• Account balances and assets</li> <li>• Risk tolerance and transaction history</li> </ul> <p>When you are no longer our customer, we continue to share your information as described in this notice.</p>
<b>HOW?</b>	All financial companies need to share customer's personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customer's personal information; the reasons Kayne Anderson Rudnick Investment Management, LLC (Kayne Anderson Rudnick) chooses to share; and whether you can limit this sharing.

Reasons We Can Share Your Personal Information	Does Kayne Anderson Rudnick Share?	Can You Limit This Sharing
<b>For our everyday business purposes</b> - such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus	Yes	No
<b>For our marketing purposes</b> - to offer our products and services to you	No	We do not share
<b>For joint marketing with other financial companies</b>	No	We do not share
<b>For our affiliates' everyday business purposes</b> - information about your transactions and experiences	Yes	No
<b>For our affiliates' everyday business purposes</b> - information about your creditworthiness	No	We do not share
<b>For non-affiliates to market to you</b>	No	We do not share

Questions? Call +1-800-231-7414 or e-mail [Compliance@kayne.com](mailto:Compliance@kayne.com)

## Who We Are

Who is providing this notice? Kayne Anderson Rudnick Investment Management, LLC (“Kayne Anderson Rudnick”)

## What We Do

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

How does Kayne Anderson Rudnick collect my personal information? We collect your personal information, for example, when you:

- Open an account
- Seek advice about your investments
- Enter into an investment advisory contract
- Tell us about your investment or retirement portfolio
- Give us your contact information

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

- Sharing for affiliates' everyday business purposes- information about your creditworthiness
- Affiliates from using your information to market to you
- Sharing for non-affiliates to market to you

## Definitions

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

- Our affiliates include financial companies such as Virtus Investment Partners, Inc., Duff & Phelps Investment Management Co., Virtus Investment Advisers, Inc., Newfleet Asset Management, Inc., VP Distributors, LLC, Rampart Investment Management Company, LLC, Virtus Alternative Investment Advisers, Inc., Virtus ETF Advisers, LLC, Silvant Capital Management LLC, Ceredex Value Advisors LLC, SEIX CLO Management LLC and SEIX Investment Advisers LLC, Sustainable Growth Advisers LP, and Virtus Fund Advisers, LLC

Non-affiliates Kayne Anderson Rudnick does not share with non-affiliates so they can market to you.

Joint Marketing Kayne Anderson Rudnick does not jointly market.

Questions? Call +1-800-231-7414 or e-mail [Compliance@kayne.com](mailto:Compliance@kayne.com)

## For California Residents Only

In addition to our Privacy Policy, the below notice is provided solely to **California residents** who are clients of Kayne Anderson Rudnick.

The California Consumer Privacy Act ("CCPA") gives you the right to know what personal information we intend to collect or have collected about you and why. For clients of Kayne Anderson Rudnick, this information was explained in our **Privacy Notice**, above.

The CCPA also provides you the right to request access to specific pieces of information we have collected from you. You also have the right to request that we delete personal information about you, however, we might not be able to delete personal information if we are required to retain this information for legal or ongoing business purposes. You can contact our Compliance Department at 1-800-231-7414 or by e-mailing [Compliance@kayne.com](mailto:Compliance@kayne.com) if you wish to make such a request.

If we do not delete certain items of personal information because we have a legal right or obligation to retain that information, we will notify you of that. Further, if we do not delete certain items of personal information because we have a legal right or obligation to retain that data, we will delete that information at such later time that we no longer have a legal right or obligation to retain that information upon such a request.

We are not required under CCPA to provide information to you about our collection of your personal information or our sale or disclosure of personal information about you more than twice within a 12-month period. Additionally, we are permitted to refuse to honor unfounded or excessive repetitive requests to us or charge a reasonable administrative fee for honoring those requests, and in either case, will notify you of any such decision.

**Questions? Call +1-800-231-7414 or e-mail [Compliance@kayne.com](mailto:Compliance@kayne.com)**

## ERISA 408(b)(2) Disclosure

### Guide To Services And Compensation For ERISA Accounts Advised By Kayne Anderson Rudnick Investment Management, LLC (Kayne Anderson Rudnick)

The following is a guide to important information that you should consider in connection with the services to be provided by Kayne Anderson Rudnick to your ERISA account(s).

Should you have any questions concerning this guide or the information provided to you concerning our services or compensation, please do not hesitate to contact Compliance at phone number +1-800-231-7414 or email address [compliance@kayne.com](mailto:compliance@kayne.com).

Required Information	Location(s)
Description of the services that Kayne Anderson Rudnick will provide to your plan	These can be found in Kayne Anderson Rudnick's Form ADV, Part 2A under Advisory Business.
A statement concerning the services that Kayne Anderson Rudnick will provide as an ERISA fiduciary and a registered investment adviser	These can be found in your Investment Advisory Agreement under Representations or in Kayne Anderson Rudnick's Form ADV, Part 2A under Advisory Business.
Direct Compensation Kayne Anderson Rudnick will receive from your Plan	Information regarding compensation Kayne Anderson Rudnick will receive from your plan can be found in your Investment Advisory Agreement's fee schedule. A description of our fees and compensation can also be found in Kayne Anderson Rudnick's Form ADV, Part 2A under Fees and Compensation.
Indirect Compensation Kayne Anderson Rudnick will receive from other parties that are not related to Kayne Anderson Rudnick	Indirect compensation information can be found in your Investment Advisory Agreement and Schedule B (brokerage) of the Investment Advisory Agreement and in Form ADV, Part 2A under Brokerage Practices.
Compensation Kayne Anderson Rudnick will receive if you terminate this service agreement	Information regarding compensation paid upon termination of your account can be found in your Investment Advisory Agreement under Assignment/Termination. It can also be found in Form ADV, Part 2A under Fees and Compensation.
The manner in which the Plan is billed	Information regarding the manner in which your Plan is billed can be found in your Investment Advisory Agreement under Investment Advisory Fees. It can also be found in Kayne Anderson Rudnick's Form ADV, Part 2A under Fees and Compensation.
The cost to your Plan or record keeping services	Not Applicable. Kayne Anderson Rudnick is not a record keeper or administrator to your Plan.