



**SEGALL BRYANT & HAMILL**  
ASSET MANAGEMENT

## **Form ADV Part 2A - Brochure**

ITEM 1 – COVER PAGE

July 31, 2023

### **Segall Bryant & Hamill, LLC**

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Chicago, IL 60661

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[www.sbhic.com](http://www.sbhic.com)

This Brochure provides information about the qualifications and business practices of Segall Bryant & Hamill, LLC (“SBH”). If you have any questions about the contents of this Brochure, please contact us at 312-474-1222 or 800-836-4265 and/or [contactus@sbhic.com](mailto:contactus@sbhic.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.

Segall Bryant & Hamill, LLC is a registered investment adviser and a wholly owned company of CI US Holdings Inc., a subsidiary of CI Financial Corp. 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 to assist you in determining whether to hire or retain an Adviser. Additional information about Segall Bryant & Hamill, LLC is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## ITEM 2 – MATERIAL CHANGES

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This section provides a Summary of Material Changes (the “Summary”) reflecting any material changes to our policies, practices, or conflicts of interest made since our last required “annual update” filing.

In the event of any material changes, such Summary is provided to all clients within 120 days of our fiscal year-end. Our last annual update was filed on March 29, 2023. Of course, the complete Brochure is available to you at any time upon request.

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## ITEM 4 - ADVISORY BUSINESS

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As of April 30, 2021, Segall Bryant & Hamill (“SBH”) is a wholly owned subsidiary of CI US Holdings Inc., a subsidiary of CI Financial Corp. (CI or CI Financial) (TSX:CIX; OTCMKTS:CIXXF). CI Financial is an independent public company based in Canada offering global wealth management and asset management advisory services. Neither CI US Holdings nor CI Financial has a role in the day-to-day management of SBH. See additional disclosures in Item 10.

Segall Bryant & Hamill, LLC (“SBH”) is a registered investment advisor established in 1994. SBH provides discretionary and non-discretionary investment management and advisory services of domestic and international equity, domestic fixed income, alternative investments and custom solutions to clients which include but are not limited to individuals, corporations, foundations, endowments, public funds, multi-employer plans through separate accounts, wrap programs, unified managed programs, U.S. registered investment companies and other commingled vehicles. Our client base is geographically diverse with investors in the U.S. and several foreign countries. SBH is owned by CI U.S. Holdings, which is owned by CI Financial Corp., an independent company offering global asset management and wealth management advisory services based in Toronto, Canada.

SBH is headquartered in Chicago, Illinois, with offices in Denver, Colorado; Naples, Florida; Chesterfield, Missouri; and Ardmore, Pennsylvania.

SBH manages client portfolios utilizing a diverse offering of investment strategies listed below. For more information on SBH’s strategies, please visit [www.sbhic.com](http://www.sbhic.com). These strategies are typically implemented through a separately managed account for clients, although certain strategies listed are also available through the firm’s proprietary family of mutual funds, the Segall Bryant & Hamill Funds, private limited partnerships or through a commingled investment vehicle. Clients should read the prospectus or offering memoranda for these investment vehicles before investing.

EQUITY STRATEGIES	FIXED INCOME STRATEGIES	OTHER INVESTMENT STRATEGIES
Small Cap Core	Short Term Fixed Income	Alternative Investments (fund-of-funds portfolios)
Small Cap Value	Short Term Plus Fixed Income	
Small Cap Value Select	Intermediate Fixed Income	
Small Cap Growth	1-10 Year Managed Municipal Fixed Income	
SMID Cap	Enhanced Intermediate Municipal Fixed Income	
All Cap	Core Fixed Income	
Select Equity	Core Plus Fixed Income	
Emerging Markets Small Cap	Quality High Yield	
Emerging Markets	Liability-Driven Investing	
International Small Cap	Tax Advantaged Municipal Fixed Income	
Global All Cap	Intermediate Fixed Income Managed (Taxable Ladder)	
	Municipal Short Maturity Fixed Income	

### ***Registered Investment Companies***

SBH provides investment advice to domestic and international mutual funds under the Segall Bryant & Hamill Trust. SBH also sub-advises several other mutual funds (each, a “Fund,” and collectively, the “Funds”). SBH manages the assets of the Funds in accordance with the Funds’ investment objectives, policies and restrictions as set forth in its registration statements. If these Funds are held in a client separate account, the value of the investment in the Funds is excluded from the billing value for the purpose of calculating the client’s periodic fee due SBH. The services that SBH provides to the Funds can present conflicts of interest as the firm can be incentivized to use the Funds based on compensation rather than the client’s needs. To help manage that conflict of interest, SBH has implemented various controls including maintaining a Code of Ethics which details the firm’s fiduciary duties, monitoring of portfolio holdings versus client objectives, along with the controls mentioned above. This document should not be considered an offering document for the Funds. Please see the respective Fund’s offering materials such as the Prospectus, Statement of Additional Information and other reports to investors for complete disclosures relating to each Fund.

### ***Collective Investment Trusts***

SBH provides investment advice to collective investment trusts. The Segall Bryant & Hamill International Small Cap Trust, Segall Bryant & Hamill Emerging Markets Trust, Segall Bryant & Hamill Emerging Markets Small Cap Trust, Segall Bryant & Hamill Quality High Yield Trust, Segall Bryant & Hamill All Cap Trust, Segall Bryant & Hamill Small Cap Core Trust, Segall Bryant & Hamill Small Cap Growth Trust and the Segall Bryant & Hamill SMID Cap Trust (the “SBH

Trusts”) are trusts for the collective investment of assets or participating tax qualified pension and profit-sharing plans and related trusts, and governmental plans as more fully described in the Declaration of Trust. As bank collective trusts, SBH Trusts are exempt from registration as an investment company. The SBH Trusts are managed by SEI Trust Company, the trustee, based on the investment advice of SBH, the investment adviser to the trusts. If these SBH Trusts are held in a client account, the value of the investment in the SBH Trusts is excluded from the billing value for the purpose of calculating the client’s periodic fee due SBH.

### ***Private Funds***

SBH provides investment advice to several privately offered non-registered investment vehicles:

- Segall Bryant & Hamill Emerging Markets Small Cap Fund, LP
- Segall Bryant & Hamill Emerging Markets Fund, LP; and a related offshore fund
- Segall Bryant & Hamill Private Opportunities Fund, LP; and a related offshore fund (no longer accepting new investors)
- Segall Bryant & Hamill Private Opportunities Fund 2020, LP; and a related offshore fund (no longer accepting new investors)
- Segall Bryant & Hamill Private Opportunities Fund III, LP; and a related offshore fund
- Segall Bryant & Hamill International Fund, LP

Segall Bryant & Hamill Emerging Markets Small Cap Fund, LP invests in marketable securities, primarily common stocks with small market capitalizations tied economically to emerging market countries. The Segall Bryant & Hamill Emerging Markets Fund, LP invests in marketable securities, primarily common stocks tied economically to emerging market countries. Segall Bryant & Hamill Emerging Markets Offshore Fund, LTD will invest all of its assets, except those assets needed for cash-management purposes, into Segall Bryant & Hamill Emerging Markets Fund, LP. The Segall Bryant & Hamill Private Opportunities Fund, LP and related offshore fund, and the Segall Bryant & Hamill Private Opportunities Fund 2020, LP and related offshore fund, and Segall Bryant & Hamill Private Opportunities Fund III, LP; and a related offshore fund seek primarily to invest in non-traditional asset classes including private equity strategies, private debt strategies, and real asset strategies. The Segall Bryant & Hamill International Fund, LP invests primarily in equity securities of foreign companies located outside of the United States and tied to developed countries.

When private funds are held in a client account, the value of the investment in private funds is excluded from the billing value for the purpose of calculating the client’s periodic fee due to SBH.

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

SBH provides investment strategies to accounts under wrap fee programs sponsored by other firms or “wrap sponsors.” The wrap sponsors determine the suitability of the investment strategy as well as the suitability of the wrap structure and fee for each client. They recommend and assist clients in selecting an appropriate SBH investment strategy, taking into account their financial situation and investment objectives. SBH’s role is to manage the client’s account

according to the strategy selected. In a wrap fee program, the wrap sponsor provides investment advisory, execution and custodial services to clients in return for an all-inclusive—or “wrap”—fee paid to the sponsor. SBH receives a portion of the wrap fee for managing these strategies. SBH will allow reasonable investment restrictions if they do not differ materially from a strategy’s investment objectives. Clients who impose investment restrictions should be aware that the performance of their accounts may differ from that of the investment strategies not subject to investment restrictions.

### ***Unified Managed Account “UMA” Programs (Model Portfolio Provider)***

SBH provides investment strategies via model portfolios to other investment advisers. As the model portfolio provider, SBH designs, monitors and updates the portfolio. The investment advisers may then implement the model portfolio for their clients and adjust the model portfolio as recommended by SBH. Model portfolio providers may grant shared trading authority to SBH or “dual-discretion” over the clients’ assets, whereby SBH has discretion to execute trades on behalf of the clients.

### ***Separate Managed Account Dual Contract***

Under these programs, an adviser has a contract with his client to perform investment management and possibly custodian services. SBH may establish a contract directly with the client or contract with the adviser on the client’s behalf. SBH may from time to time establish other such relationships.

### ***Legal Actions and Class Actions***

SBH does not take responsibility for filing class action claims on behalf of its clients. However, regarding class actions, SBH has retained an outside company to provide an option for clients to electronically file class action claims. Fees for this service are typically on a contingency basis, as a percentage of the proceeds received.

### ***Assets Under Management***

As of December 31, 2022, SBH’s total assets under management were \$15,434,620,764 (\$15,384,067,331 discretionary and \$50,553,433 non-discretionary). There are \$490,016,844 million of assets under advisement (“AUA”) in Model UMA assets.

## **ITEM 5 - FEES AND COMPENSATION**

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All fees are subject to negotiation. The extent and nature of the advisory services that SBH provides will vary depending on the specific arrangements it makes with each client. As a result, SBH’s fees will differ among its client accounts due to several factors such as the size of the account, relationships to other accounts, competitive pricing conditions at inception, the historical or projected nature of trading for the account, and the extent of supplemental client services provided to the account.

Clients elect to be billed directly for fees or authorize their custodian to directly debit fees from client accounts.

Under the terms of SBH's standard form investment advisory agreements, the compensation of SBH is generally payable quarterly in advance. Fees are generally calculated on market value as of the last business day of the quarter. The standard form agreements do not have fixed termination or renewal dates but do provide for the termination of SBH's services to the client by notice from either the client or SBH to the other within 30 days' written notice. Generally, if at the time of termination and subject to the required notice period, SBH has not fully earned a fee amount prepaid by the client, the unearned portion (determined by proration on a daily basis) is refunded to the client. Accounts initiated or terminated during a calendar quarter will be charged a pro rata fee.

In addition to the schedules of fees set forth below that apply to new clients, there are in effect fee schedules with some clients that may differ. From time to time, special requirements of clients will result in advisory contracts with terms or fee arrangements differing from those set forth in SBH's standard forms. There are circumstances under which fees, including performance-based fee arrangements in compliance with Securities and Exchange Commission Rule 205-3 and applicable state securities laws and regulations, if any, may be negotiated. The minimum account size noted below may be waived or reduced when, for example, a new account is expected to grow rapidly in size, a relationship exists with a current client of SBH, or for other reasons, at the discretion of SBH. SBH generally offers a discount from its standard fee schedules for accounts of persons associated with SBH or members of their families.

SBH's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. SBH strives to keep their fees to a minimum. In addition to SBH's fees, clients may incur certain charges imposed by custodians, brokers, third-party investment and other third parties, such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. In circumstances where a client's account includes mutual funds (not Advised by SBH), clients should be aware that they are paying an investment management fee to the adviser of the mutual fund, which is disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to SBH's fee, and SBH does not receive any portion of these commissions, fees and costs.

In selecting or recommending share classes in such investments for Client accounts, it is the firm's policy to identify the eligible share class which is expected to generate the lowest overall fees for the Client account, taking into consideration any third-party intermediary fee, trading or commission charges that may also be applicable for that particular share class. Such determinations will be based on the Client's investment objectives, the performance and characteristics of the product strategy under consideration, and the available investment alternatives.



The Brokerage Practices section in Item 12 further describes the factors that SBH considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).

INVESTMENT STYLE	MANAGEMENT FEE*	MIN. SEPARATE ACCOUNT SIZE
<b>Core Equity</b>		
<b>All Cap</b>	0.55% - First \$25 Million 0.45% - Next \$25 Million 0.30% - Over \$50 Million	\$1 Million
<b>Select Equity</b>	0.55% - First \$25 Million 0.45% - Next \$25 Million 0.30% - Over \$50 Million	\$1 Million
<b>Global All Cap</b>	0.65% - First \$50 Million 0.55% - Next \$50 Million 0.50% - Over \$100 Million	\$1 Million
<b>SMID Cap</b>	0.70% - First \$50 Million 0.60% - Next \$50 Million 0.55% - Over \$100 Million	\$1 Million
<b>Small Cap Core</b>	0.80% - First \$50 Million 0.70% - Next \$50 Million 0.65% - Over \$100 Million	\$1 Million
<b>Growth Equity</b>		
<b>Small Cap Growth</b>	0.80% - First \$50 Million 0.70% - Next \$50 Million 0.65% - Over \$100 Million	\$1 Million
<b>Value Equity</b>		
<b>Small Cap Value</b>	0.80% - First \$50 Million 0.70% - Next \$50 Million 0.65% - Over \$100 Million	\$1 Million
<b>Small Cap Value Select</b>	0.80% - First \$50 Million 0.70% - Next \$50 Million 0.65% - Over \$100 Million	\$1 Million
<b>International Equity</b>		
<b>International Small Cap</b>	0.80% - First \$50 Million 0.70% - Next \$50 Million 0.65% - Over \$100 Million	\$50 Million
<b>Emerging Markets</b>	0.70% - First \$50 Million 0.60% - Next \$50 Million 0.55% - Over \$100 Million	\$50 Million
<b>Emerging Markets Small Cap</b>	0.80% - First \$50 Million 0.70% - Next \$50 Million 0.65% - Over \$100 Million	\$50 Million
<b>Fixed Income</b>		
<b>Intermediate</b>	0.25% - First \$25 Million 0.20% - Next \$25 Million 0.15% - Over \$50 Million	\$5 Million
<b>Intermediate Fixed Income Managed Account (Taxable Ladder)</b>	0.25% - First \$25 Million 0.20% - Next \$25 Million 0.15% - Over \$50 Million	\$250,000
<b>Core</b>	0.25% - First \$25 Million 0.20% - Next \$25 Million 0.15% - Over \$50 Million	\$5 Million

INVESTMENT STYLE	MANAGEMENT FEE*	MIN. SEPARATE ACCOUNT SIZE
<b>Core Plus</b>	0.25% - First \$25 Million 0.20% - Next \$25 Million 0.15% - Over \$50 Million	\$5 Million
<b>Quality High Yield</b>	0.50% - First \$10 Million 0.45% - Next \$10 Million 0.40% - Over \$20 Million	\$5 Million
<b>Liability-Driven Investing</b>	0.25% - First \$25 Million 0.20% - Next \$25 Million 0.15% - Over \$50 Million	\$5 Million
<b>Short Term</b>	0.20% - First \$25 Million 0.15% - Over \$25 Million	\$5 Million
<b>Short Term Plus</b>	0.25% - First \$25 Million 0.20% - Over \$25 Million	\$5 Million
<b>Municipal - Tax Advantaged Fixed Income</b>	0.25% - First \$5 Million 0.20% - Over \$5 Million	\$250,000
<b>Municipal – Short Maturity</b>	0.25% - First \$5 Million 0.20% - Over \$5 Million	\$250,000
<b>Municipal: 1-10 Years Managed</b>	0.25% - First \$5 Million 0.20% - Over \$5 Million	\$250,000
<b>Municipal – Enhanced Intermediate</b>	0.25% - First \$5 Million 0.20% - Over \$5 Million	\$250,000

\* All fees noted represent institutional strategies unless specifically stated otherwise.

In most cases, each of the foregoing schedules of fees is applied to the fair market value of the assets under management by SBH, as reasonably determined by SBH, as of the end of each quarterly period.

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

The wrap sponsor contracts with the client to perform investment management and/or custodial services. Clients pay a single all-inclusive fee quarterly in advance to the wrap sponsor based on assets under management. From the all-inclusive fee, the sponsor will pay SBH a management fee. The wrap fee is set forth in the sponsor’s brochure. The fees payable to SBH are negotiable but will typically be less than the amounts set forth for a particular investment strategy above due to the reduced services required for these accounts.

### ***Unified Managed Account “UMA” Program (Model Portfolio Provider)***

The fees that SBH receives from third parties for providing its model portfolios are subject to negotiation but will typically be less than the amounts set forth for a particular investment strategy above due to the reduced services required for these accounts.

### ***Separate Managed Account Dual Contract Programs***

In dual contract programs, the end client pays a separate quarterly fee to SBH based on the market value of the account. The fees payable to SBH are negotiable but will generally not exceed the amounts set forth for a particular investment strategy above.

### ***Private Funds***

As is more fully described in the offering materials for the private funds, SBH receives a management fee from each of the private funds. Generally, a management fee is accrued in arrears on a monthly basis to be paid either monthly or quarterly and at a rate of one-twelfth of the annual fee. The standard management fee for the private funds is up to 1.2% per annum. Investors may also elect to pay a performance fee. SBH reserves the right to apply a different management fee and/or performance fees to different investors and to waive any management fee and/or performance fees in whole or in part at its discretion.

Certain SBH Private Funds also will pay SBH an incentive fee equal to 10% of all distributions received by a limited partner in excess of the limited partner's contribution to such investment. The incentive fee will remain provisional and unpaid until the calculation is considered final following a "realization event" as more fully described in the SBH Private Fund offering documents. SBH may in its sole discretion, waive all or part of the incentive fee for any of the limited partners.

### ***Registered Investment Companies***

SBH receives annual fees from the SBH Funds for investment advisory and administration services provided to the Funds. SBH is paid a monthly management fee on average daily net assets at an annual rate ranging up to 1.00%. SBH serves as the sub-adviser to mutual funds where it receives a fee from the adviser for its services. Specific advisory fees and expense-related information can be found in each Fund's Prospectus, Statement of Additional Information and annual report.

### ***Collective Investment Trusts***

SBH receives a management fee from SBH Trusts for its investment advisory services. The trustee of SBH Trusts pays SBH a monthly management fee based on the average daily net assets of up to 1.25%. Specific advisory fees and expense-related information can be found in the SBH Trusts Disclosure Memorandum.

## **ITEM 6 - PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

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In some cases, SBH has entered into performance fee arrangements with qualified clients: such fees are subject to individualized negotiation with each such client. SBH will structure any performance or incentive fee arrangement subject to Section 205(a)(1) of the Investment Advisers Act of 1940, as amended, (the "Advisers Act") in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3. In measuring clients' assets for the calculation of performance-based fees, SBH shall include realized and unrealized capital gains and losses. Performance-based fee arrangements create an incentive for SBH to

recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements also create an incentive to favor higher fee-paying accounts over other accounts in the allocation of investment opportunities. SBH has procedures designed and implemented to ensure that all clients are treated in a fair and equitable manner, and to prevent this conflict from influencing the allocation of investment opportunities among clients.

Performance-based fees also create an incentive for SBH to overvalue investments that lack a market quotation. To address this possible conflict, SBH has adopted policies and procedures that require the firm to “fair value” any investments that do not have a readily ascertainable value.

Certain SBH private funds charge performance fees. Refer to the offering materials of the private funds for further information.

#### Side-by-Side Management:

In some cases, SBH manages clients in the same or similar strategies. This gives rise to potential conflicts of interest if the funds and accounts have, among other things, different objectives, benchmarks or fees. For example, potential conflicts arise in the following areas:

- The portfolio manager must allocate time and investment ideas across funds and accounts,
- Funds’ or accounts’ orders do not get fully executed,
- Trades get executed for an account that may adversely impact the value of securities held by a fund,
- Certain accounts or funds receive an allocation of an investment opportunity when other accounts do not, and/or,
- Trading and securities selected for a particular fund or account can cause differences in the performance of different accounts or funds that have similar strategies.

SBH has adopted trade allocation policies and procedures and monitors such transactions to help ensure SBH is not favoring Funds or accounts over each other as well as to help ensure fair and equitable treatment over time for both the Funds and accounts. During periods of unusual market conditions, SBH may deviate from its normal trade allocation practices. There can be no assurance, however, that all conflicts have been addressed in all situations.

## **ITEM 7 -TYPES OF CLIENTS**

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SBH provides its investment management services to many types of clients including:

- Individuals, including high net worth;
- Corporations;
- Educational institutions, charitable organizations, religious organizations and healthcare;

- Insurance companies;
- Unions, Taft-Hartley plans;
- Health and Welfare Plans;
- ERISA, pension, profit-sharing plans and other benefit plans or retirement plans;
- Trusts, estates, endowments;
- State or local government entities;
- Pooled investment vehicles, registered investment companies and other investment entities.

**The minimum conditions for opening or maintaining an account are as follows:**

Institutional Relationships: Minimum relationship size based on investment strategy as is noted above.

Individual Relationships: Minimum relationship size of \$1,000,000.

SMA Wrap Fee Accounts: Minimum \$100,000.

The minimum account size may, however, be modified by mutual agreement with a client as determined on a case- by-case basis. The investment objective, strategy or guidelines of the account, the expectation of future cash inflows into the account for new investment, the present or expected business relationship with the client, and similar considerations can affect the minimum initial account size agreed upon.

## **ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

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### ***Research Process***

SBH uses a variety of investment strategies and techniques in managing accounts, both qualitative and quantitative, with emphasis on the use of proprietary investment research. Proprietary research involves analysis that is conducted on the business and characteristics of specific companies and when forming investment decisions. Proprietary research can include interviews with company management, customers, suppliers and industry analysts, analysis of a company’s historical financial statements, and creation of financial models of the company or issuer’s projected financial performance, among other things. SBH makes substantial use of various quantitative screening techniques through its own proprietary models. The research professionals at SBH consider environmental, social and corporate governance (“ESG”) policies of the issuing entities when forming investment decisions.

For fundamental research focused portfolios, SBH's investment approach is based on the prospects for the issuing entity (for example, a company or governmental unit), which may be assessed by reference to its prior financial history and SBH's knowledge of the industry. SBH's professional staff will reach a judgment on the value of the security relative to its current price, seeking to buy those that are selling at less than SBH believes the value to be or will be. SBH's professional staff will consider a variety of factors in reaching these conclusions, which include (but are not limited to), reviewing the company's financial history, interviews with management, discussions with other professional analysts and discussions with other industry participants.

With respect to its quantitatively driven portfolios, SBH's investment philosophy emphasizes a systematic, diversified and risk-aware process. SBH believes that a portfolio of companies with traditional value characteristics (tilted to particularly attractive markets in the case of the Emerging Markets portfolio), coupled with positive momentum factors, will outperform the market over the long term.

### ***Investment Strategies***

#### **All Cap Equity and Select Equity**

SBH's All Cap equity and Select Equity philosophies are founded on the belief that excess returns are achieved by investing in high-quality companies selling at reasonable prices. Using a low turnover approach to active management, SBH seeks to identify companies that have historically generated, or are positioned to generate, superior return on investment through strong management, broad resources and competitive market position.

#### **Small and SMID Cap Core Equity**

SBH's Small and SMID Cap Core Equity philosophies are founded on the belief that excess returns are achieved by investing in a combination of sustainably high Return on Invested Capital ("ROIC") and improving ROIC companies at attractive valuations. The team seeks companies that compete in niche-oriented markets, possess a sustainable competitive advantage and are led by strong management teams.

#### **Small Cap Value and Small Cap Value Select**

SBH's Small Cap Value Equity and Small Cap Value Select philosophy is founded on the belief that excess returns are achieved by investing in companies at or near inflections in expected ROIC. Using screens to limit the universe to companies with low embedded expectations, SBH utilizes investment processes to identify catalysts of change for improved returns while guarding for risk.

#### **Global All Cap**

SBH's Global All Cap strategy is based on the belief that the market rewards companies over time for their superior Return on Invested Capital (ROIC), and free cash flow rather than their reported earnings. SBH utilizes a bottom-up approach, which is grounded in independent

fundamental research. The team seeks to construct a diversified portfolio designed to generate alpha primarily through stock selection.

### Small Cap Growth

SBH's Small Cap Growth strategy is based on the belief that being early in the identification of companies with superior growth prospects and fundamental stability leads to consistent outperformance over time. The team invests in the small-cap growth companies in which they have the highest conviction.

### International Small Cap

SBH's International Small Cap philosophy focuses on three main components: quantitative analysis, valuation and intelligent risk taking. SBH believes in a systematic, objective methodology that derives its advantage from unemotional, strict adherence to proven drivers of excess returns. The systemization of SBH's investment methodology also allows this rigorous investment process to be applied effectively over broad investment universes, such as the international small cap space. Regarding valuation, SBH's equity research on international markets has demonstrated that stocks with low valuation ratios may produce superior returns over more expensive stocks over time. The volatility and inefficiencies in international markets allow a systematic investor the ability to uncover and capitalize on mispricings. Lastly, SBH concentrates its focus on where it can be most effective and where the largest payoff is expected, while correspondingly limiting exposure that would introduce an excessive amount of risk for the associated return. Strict adherence to its disciplines—including neutrality to region, sector and size exposure—aims to give the portfolio attractive risk/return characteristics.

### Emerging Markets

SBH's Emerging Markets philosophy focuses on three main components: quantitative analysis, valuation and intelligent risk taking. SBH believes in a systematic, objective methodology that derives its advantage from unemotional adherence to proven drivers of excess returns. The systemization of SBH's investment methodology also allows this rigorous investment process to be applied effectively over very broad investment universes, such as the emerging markets all cap space. Regarding valuation, SBH's equity research on emerging markets has demonstrated that stocks with low valuation ratios may produce superior returns over more expensive stocks over time. The volatility and inefficiencies in emerging markets allow a systematic investor the ability to uncover and capitalize on mispricing. Lastly, SBH concentrates its focus on where it can be most effective and where the largest payoff is expected, while correspondingly limiting exposure which would introduce an excessive amount of risk for the associated return. Strict adherence to its disciplines—including neutrality to country and sector—aims to give the portfolio attractive risk/return characteristics.

### Emerging Markets Small Cap

SBH's Emerging Markets Small Cap philosophy focuses on three main components: quantitative analysis, valuation, and intelligent risk taking. SBH believes in a systematic, objective methodology that derives its advantage from unemotional adherence to proven drivers of excess returns. The systemization of SBH's investment methodology also allows this rigorous

investment process to be applied effectively over very broad investment universes, such as the emerging markets small cap space. Regarding valuation, SBH's equity research on emerging markets has demonstrated that stocks with low valuation ratios may produce superior returns over more expensive stocks over time. The volatility and inefficiencies in emerging markets allow a systematic investor the ability to uncover and capitalize on mispricing. Lastly, SBH concentrates its focus on where it can be most effective and where the largest payoff is expected, while correspondingly limiting exposure which would introduce an excessive amount of risk for the associated return. Strict adherence to its disciplines—including neutrality to country and sector—aims to give the portfolio attractive risk/return characteristics.

#### Intermediate Fixed Income, Core Fixed Income and Short Term Fixed Income

There are inefficiencies in the bond market created by its size, the behavior of large investors and the nature of over-the-counter trading. SBH seeks to exploit these inefficiencies using fundamental analysis to identify high-quality securities in areas generally overlooked by other managers (e.g., small issue corporates, taxable muni's and mortgages). Performance is primarily driven by bottom-up research and security selection, as opposed to market timing. SBH's processes also emphasize disciplined risk controls, sector diversification and liquidity.

#### Liability-Driven Investing Fixed Income

SBH's Liability-Driven Investing strategy seeks to take advantage of inefficiencies in the fixed income market by identifying overlooked issues that offer a measurable return advantage and meet our quality standards. Our focus is on fundamental analysis and disciplined risk controls rather than market timing, and our consistent process seeks to perform well in all periods with an emphasis on downside protection. The strategy is designed for investors seeking fully customized Liability-Driven Investing solutions tailored to client requirements and constraints.

#### Core Plus Fixed Income

SBH's Core Plus Fixed Income is a broad-market strategy, incorporating maturities from 0-30 years. The strategy invests across market sectors, including high yield securities. There are inefficiencies in the bond market created by its size, the behavior of large investors and the nature of over-the-counter trading. SBH seeks to exploit these inefficiencies using fundamental analysis to identify high-quality securities in areas generally overlooked by other managers (e.g., small issue corporates, taxable muni's, mortgages and high yield securities). Performance is primarily driven by bottom-up research and security selection, as opposed to market timing. SBH's processes also emphasize disciplined risk controls, sector diversification and liquidity.

#### Quality High Yield

SBH's Quality High Yield strategy invests primarily in high yield rated corporate securities. There are inefficiencies in the high yield bond market created by its size, the behavior of large investors and the nature of over-the-counter trading. SBH seeks to exploit these inefficiencies using fundamental analysis to identify high-quality securities in areas generally overlooked by other managers (e.g., small issue size, cross-over and mis-rated corporate securities). Performance is primarily driven by bottom-up research and security



selection, as opposed to market timing and trading oriented strategies. SBH's processes also emphasize disciplined risk controls, sector diversification and liquidity.

### Municipal Fixed Income

SBH's Municipal Fixed Income philosophy is founded on the belief that excess returns are achieved by investing in sectors and securities that offer relative value within the context of current pricing and SBH's top-down forecast. For municipal bond portfolios, SBH's emphasis is on segments of the yield curve that offer strong risk/reward characteristics and capture trading inefficiencies unique to the municipal bond market. Municipal Fixed Income portfolios can be customized to meet client's investment objectives.

### Segall Bryant & Hamill Private Opportunities Fund, LP, Segall Bryant & Hamill Private Opportunities Fund 2020, LP, Segall Bryant & Hamill Private Opportunities Fund III, LP

The investment objective of the Segall Bryant & Hamill Private Opportunities Fund, LP, Segall Bryant & Hamill Private Opportunities Fund 2020, LP and the Segall Bryant & Hamill Private Opportunities Fund III, LP is to deliver superior long-term risk-adjusted returns that are not highly correlated with traditional asset classes by pursuing strategies across the private markets including private equity, private debt, real estate and real assets. Each Fund seeks to accomplish its objective by allocating its assets primarily among a select group of portfolio funds along with co-investment and direct investment opportunities, that are managed by individuals that SBH believes are highly talented and motivated private markets managers who combine due diligence and investment analysis expertise.

### ***Investment Restrictions***

Concentration limits on investments may be imposed to maintain a desired level of diversification in client portfolios. These limits include security-specific limits, industry limits and limits on investments in companies in the same business. The limits will vary among the different strategies. In applying industry limits to its domestic strategies, SBH may categorize certain diversified companies into more than one industry classification. A diversified company's industry classification may be determined by reviewing the company's lines of business that produce significant revenues. For related information about the Funds, see the Funds' Statement of Additional Information.

SBH's clients in the aggregate may own a significant percentage of the stock of certain companies, and in some cases the aggregate or individual percentage of an issuer that clients hold may be limited or affected by corporate restrictions, federal and state regulatory restrictions, state control statutes, or foreign country restrictions. In order to comply with such restrictions on aggregate holdings, SBH may, on occasion, be required to limit or sell a portion of clients' positions or may be unable to initiate or build a position for new clients in the stock of certain companies. In these cases, such clients' portfolios will differ from SBH's model portfolios.

## ***Principal Investment Risks***

**Investing in securities involves risk of loss that clients should be prepared to bear.** While SBH's investment approaches are designed to mitigate risk, there is no guarantee that clients will not lose money. Below are the various types of risk that may be present depending on the level of exposure the strategy has to a particular type of investment:

### Market Risk

The price of an equity security, bond or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.

### Portfolio Management Risk

Securities held in your account will underperform other securities within the same asset class.

### Equity and Equity-Related Instruments

Stocks and other equity-related instruments may be subject to various types of risk, including market risk, liquidity risk, counterparty credit risk, legal risk and operations risk. In addition, equity-related instruments can involve significant economic leverage and may, in some cases, involve significant risk of loss. "Equity securities" may include common stocks, preferred stocks, interests in real estate investment trusts, convertible debt obligations, convertible preferred stocks, equity interests in trusts, partnerships, joint ventures or limited liability companies and similar enterprises, warrants and stock purchase rights. Equity securities fluctuate in value, and such fluctuations can be pronounced. In general, stock values fluctuate in response to the activities of individual companies and in response to general market and economic conditions. Accordingly, the value of the stocks and other securities and instruments that a client holds may decline over short or extended periods.

### Smaller Company Securities Risk

Securities of small or mid-capitalization companies ("smaller companies") can, in certain circumstances, have a higher potential for gains than securities of large-capitalization companies, but they also may have more risk. For example, smaller companies may be more vulnerable to market downturns and adverse business or economic events than larger, more established companies because they may have more limited financial resources and business operations. These companies are also more likely than larger companies to have more limited product lines and operating histories and to depend on smaller management teams. Their securities may trade less frequently and in smaller volumes and may be less liquid and fluctuate more sharply in value than securities of larger companies. In addition, some smaller companies may not be widely followed by the investment community, which can lower the demand for their stocks.

### Non-Diversification Risk

This strategy invests in a limited number of investments. The investment portfolio of such accounts may be subject to higher volatility in value than would be the case if the account maintained a wider diversification among issuers.

### Foreign Exposure Risk

There are risks and costs involved in investing in non-U.S. traded securities which are in addition to the usual risks inherent in securities that are traded on a U.S. exchange. These risks will vary from time to time and from country to country, especially if the country is considered an emerging market or developing country and may be different from or greater than the risks associated with investing in developed countries. These risks may include, but are not limited to, higher transaction costs, the imposition of additional foreign taxes, less market liquidity, security registration requirements and less comprehensive security settlement procedures and regulations, significant currency devaluation relative to the U.S. dollar, restrictions on the ability to repatriate investment income or capital, less government regulation and supervision, less public information, less economic, political and social stability and adverse changes in diplomatic relations between the United States and that foreign country.

### Indirect Foreign Exposure Risk

Investments in U.S.-traded securities that are organized under the laws of a foreign country or have significant business operations abroad may be impacted by certain foreign exposure risks described above indirectly.

### Stock Market Risk

There is a risk that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices.

### Business Risk

Securities issued by certain types of companies or companies within certain industries are subject to greater risks of loss due to the nature of their business. For example, before they can generate a profit, oil-drilling companies depend on being able to find oil and then refine it, which is a lengthy process. They carry a higher risk of loss than an electric company for example, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.

### Issuer Risk

The price of any security issued by a company may drop in reaction to events and conditions that impact the business of a particular company or its industry. For example, changes in key personnel, shifts in supply or demand for the company's product or its materials, or regulatory events may affect business operations, while other comparable issuers are unaffected.

### Interest-rate Risk

Fluctuations in interest rates may cause prices of fixed income securities to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.

### Credit (Default) Risk

The owner of a fixed income security may lose money if the issuer is unable or unwilling to make timely principal and/or interest payments or to otherwise honor its payment obligations. Further, when an issuer suffers adverse changes in its financial condition or credit rating, the price of its debt obligations may decline and/or experience greater volatility. These adverse changes can also affect the liquidity of an issuer's debt securities and make them more difficult to sell.

### Extension Risk

An issuer may exercise its right to pay principal on an obligation held by a portfolio (such as a mortgage- or asset-backed security) later than expected. This may happen when there is a rise in interest rates. These events may lengthen the duration and potentially reduce the value of these securities.

### Prepayment Risk

When the issuer of a fixed income security has the right to prepay principal, if it exercises that right earlier or at a higher rate than expected, an investor may incur losses from being unable to recoup the initial investment and/or from having to reinvest in lower-yielding securities. This can have an adverse effect on income, total return and/or price of the security. Prepayment risk tends to be highest in periods of declining interest rates. Asset-backed securities, including mortgage-backed and commercial mortgage-backed securities, are subject to greater prepayment risk than other types of fixed income securities.

### Reinvestment Risk

This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (e.g., interest rate). This primarily relates to investments in fixed income securities, but also applies to investment in other income-generating securities, including shares of funds.

### Liquidity Risk

Liquidity is the ability to readily convert an investment into cash. The less liquid an asset is, the greater the risk that, if circumstances require an investor to sell the asset quickly, it will be sold at a price below fair value. Generally, an asset is more liquid if it represents a standardized product or security and there are many traders interested in making a market in that product or security. For example, Treasury Bills are highly liquid, while real estate properties are not.

### Inflation Risk

When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.

### Financial Risk

Excessive borrowing to finance a business' operations increases the risk of profitability because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

### Investment in Foreign Securities

The clients may invest, directly or indirectly, in securities of non-U.S. issuers. Non-U.S. investments, and in particular those in emerging markets, involve certain special risks, including (1) political or economic instability; (2) the unpredictability of international trade patterns; (3) the possibility of non-U.S. governmental actions such as expropriation, nationalization or confiscatory taxation; (4) the imposition or modification of currency controls; (5) price volatility; (6) the imposition of withholding taxes on dividends, interest and gains; (7) different bankruptcy laws and practice; (8) the fluctuation of currency exchange rates; and (9) the lack of, or different, regulations applicable to such investments as compared to U.S. investments.

### Emerging Markets Risk

The risks associated with foreign investments are heightened when investing in emerging markets. The governments and economies of emerging market countries may show greater instability than those of more developed countries. Such investments tend to fluctuate in price more widely and to be less liquid than other foreign investments.

### Currency Risk

Securities issued in currencies other than the U.S. dollar are subject to fluctuations in value due to fluctuations in the value of the U.S. dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk. U.S. dollar-denominated securities of foreign issuers may also be subject to currency risk due to changes in exchange rates that impact the issuer's ability to transact business or make interest payments on debt obligations in U.S. dollars.

### ETF and Mutual Fund Risk

ETFs and mutual funds are subject to investment advisory and other expenses, which will be indirectly paid by a client. As a result, the cost of investing by the client will be higher than the cost of investing directly in ETFs or mutual funds and may be higher than other mutual funds that invest directly in securities. ETFs and mutual funds are subject to specific risks, depending on the nature of the underlying fund.

### U.S. Government Securities Risk

Although U.S. Government securities are considered among the safest investments, they are not guaranteed against price movements due to changing interest rates. Obligations issued by some U.S. Government agencies are backed by the U.S. Treasury, while others are backed solely by the ability of the agency to borrow from the U.S. Treasury or by the agency's own resources.

### Global Market Risk

Global markets are interconnected, and events like hurricanes, floods, earthquakes, forest fires and similar natural disturbances, war, terrorism or threats of terrorism, civil disorder, public health crises (such as COVID-19), and similar “Act of God” events have led, and may in the future lead, to increased short-term market volatility and may have adverse long-term and wide-spread effects on world economies and markets generally. Clients may have exposure to countries and markets impacted by such events, which could result in material losses.

### Pandemic Risk

The global spread of novel coronavirus disease (COVID-19) was declared a pandemic by the World Health Organization. This pandemic has resulted in significant disruptions to economies and markets, adversely impacting individual companies, sectors, industries, currencies, interest and inflation rates, credit ratings, and investor sentiment. COVID-19 has caused volatility, severe market dislocations and liquidity constraints in many markets, including markets for the securities the adviser holds, and may adversely affect the adviser’s investments and operations. The duration and extent of COVID-19 over the long-term cannot be reasonably estimated at this time. There have been no comparable recent events that provide guidance as to the effect the spread of COVID-19 as a global pandemic may have on the adviser’s financial performance. In addition, COVID-19 and governmental responses to COVID-19 may negatively impact the capabilities of the adviser’s service providers and disrupt the adviser’s operations. This pandemic may result in substantial market volatility and may adversely impact the prices and liquidity of an adviser’s investments.

### Cybersecurity Risk

In connection with the increased use of technologies such as the Internet and the dependence on computer systems to perform necessary business functions, SBH may be susceptible to operational, information security and related risks due to the possibility of cyber-attacks or other incidents. Cyber incidents may result from deliberate attacks or unintentional events. Cyber-attacks include, but are not limited to, infection by computer viruses or other malicious software code, unauthorized access to systems, networks or devices that are used to service a Fund’s operations through hacking or other means for the purpose of misappropriating assets or sensitive information, corrupting data or causing operational disruption. Cyber-attacks may also be carried out in a manner that does not require gaining unauthorized access, such as causing denial-of-service attacks (which can make a website unavailable) on the firm’s website. In addition, authorized persons could inadvertently or intentionally release confidential or proprietary information stored on an adviser’s systems.

### Environmental, Social and Governance (“ESG”) Risk

ESG factors that are integrated during the investment process may result in the firm investing in securities or industry sectors that underperform the market, or forgoing opportunities to invest in securities that might otherwise be advantageous to buy.

The incorporation of ESG factors may affect exposure to certain companies or industries and may not work as intended. A strategy may underperform other strategies that do not assess ESG factors or that use a different methodology to identify and/or incorporate ESG factors. ESG

is not a uniformly defined characteristic and applying ESG factors involves a subjective assessment. ESG considerations can vary over different periods and can evolve over time. Such considerations may also be difficult to apply consistently across regions, countries, industries, or sectors.

## **Alternative Investments (Private Funds) Risk**

### Aggressive Investment Technique Risk

The manager of certain underlying funds may use investment techniques and financial instruments that may be considered aggressive, including but not limited to investments in derivatives such as futures contracts, options on futures contracts, securities and indices, forward contracts, swap agreements and similar instruments. Such techniques may also include taking short positions or using other techniques that are intended to provide inverse exposure to a particular market or other asset class, as well as leverage, which can expose an SBH private fund to potentially dramatic changes (losses or gains). These techniques may expose an SBH private fund to potentially dramatic changes (losses) in the value of certain of its portfolio holdings.

### Liquidity and Transferability of Underlying Fund Interests

Certain underlying funds offer their investors only limited liquidity and interests are generally not freely transferable. In addition to other liquidity restrictions, SBH's private funds generally offer only monthly or quarterly liquidity following prior notice for investors. Investments in underlying funds may offer liquidity at infrequent times (i.e., monthly, quarterly, annually or less frequently). Accordingly, investors in SBH's private funds should understand that they may not be able to liquidate their investment in the event of an emergency or for any other reason.

### Limitations on Withdrawal of Capital

Certain SBH private funds and the underlying funds in which they invest have broad rights to defer, suspend, side pocket, or otherwise delay all or a portion of a withdrawal request, as well as to delay payment of all or a portion of withdrawal proceeds. In periods of market disruption, when an SBH private fund may have the most need for the withdrawal proceeds, the private fund or an investor in such private fund may be unable to withdraw its capital. No assurances can be made that an SBH private fund will be able or willing to liquidate investments sufficient to satisfy all or any portion of withdrawal requests, and SBH private funds and investors therein must be prepared to bear the financial risks of an investment for an indefinite period of time materially increasing the risk of investment.

### Possibility of Fraud and Other Misconduct

Certain SBH private funds invest in underlying funds. In these instances, the private fund does not have custody of the underlying fund's assets. Therefore, there is the risk that the underlying fund or its custodian could divert or abscond with those assets, fail to follow agreed upon investment strategies, provide false reports of operations, or engage in other misconduct. Moreover, there can be no assurances that all underlying funds will be operated in accordance with all applicable laws and that assets entrusted to underlying funds will be protected.

### Counterparty Risk

The institutions (such as banks) and prime brokers with which a manager does business, or to which securities have been entrusted for custodial purposes, could encounter financial difficulties. This could impair the operational capabilities or the capital position of a manager or create unanticipated trading risks.

For investors in SBH private funds or the Funds, the summary above is qualified in its entirety by the risk factors set forth in the applicable offering materials for the applicable product.

### Real Estate

Certain SBH private fund investments will be subject to the risks inherent in the ownership and operation of real estate and real estate-related businesses and assets. Some risks that may be associated with the direct ownership of real property include declines in the value of real estate, risks related to general and local economic conditions, overbuilding and increased competition, increase in property taxes and/or operating expenses, and variations in rental income.

## **ITEM 9 - DISCIPLINARY INFORMATION**

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Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of SBH or the integrity of SBH's management. SBH has no material information responsive to this Item.

## **ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

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### ***Other Financial Industry Activities or Affiliation***

SBH is owned by CI US Holdings, which is owned by CI Financial Corp., an independent company offering global asset management and wealth management advisory services based in Toronto, Canada.

CI Financial, through Corient Private Wealth LLC ("Corient") or other indirect subsidiaries, also owns other registered investment advisers, tax preparation service companies, and other financial services-related companies located in the U.S. and Canada (CI affiliates). Some CI Affiliates manage or advise private funds, investment companies or other investment vehicles as disclosed in their respective Form ADV's. To the extent that SBH clients are referred to other CI Affiliates, additional disclosures are provided below. Currently, SBH operates independently of other CI Affiliates.

Effective 3/9/2023, SBH transitioned all of its Private Wealth clients and assets to Corient, a subsidiary of CI US Holdings, pursuant to an agreement where Corient is the adviser and SBH is the sub-adviser to Private Wealth client's accounts.



In the past CI Affiliates have, and in the future, we expect CI Affiliates will agree to transition existing clients between one another. When that occurs, the applicable CI Affiliates will disclose such activity to the applicable clients. In addition, from time to time we anticipate a CI Affiliate will refrain from pursuing a potential client in favor of another CI Affiliate. Regardless of whether SBH is involved in any of the forgoing activities, SBH will carry out its investment advisory activities, including the exercise of investment discretion and voting rights, independent of other CI Affiliates.

SBH is registered with the CFTC as a “commodity pool operator.” The Firm is a member of the National Futures Association, which is the self-regulatory organization for the futures industry.

For both its US domiciled private funds and its non-US domiciled private funds, a wholly owned subsidiary of SBH typically serves as the managing member of such funds. For its non-U.S. domiciled SBH private funds, two employees of SBH hold a position on each non-U.S. SBH private fund’s board of directors.

SBH has entered into investment advisory and/or co-administration agreements with Segall Bryant & Hamill Funds, within the Segall Bryant & Hamill Trust. Pursuant to these agreements, SBH provides investment advisory services and/or certain administrative, management and record keeping services for these funds. Individuals associated with the firm serve as officers of the Funds within the Segall Bryant & Hamill Trust. In addition, SBH employees may own securities held in one or more of these mutual funds, subject to the SBH Code of Ethics.

Certain employees of SBH are registered representatives with Foreside Fund Services, LLC (“Foreside”). As registered representatives, the employees are authorized to sell the SBH Funds and receive compensation in connection with such activities. SBH is not affiliated with Foreside. Such registered representatives have an incentive to sell SBH’s products over other products where such registered representatives do not receive compensation.

Certain employees of the Private Wealth group serve as dual employees of SBH and Corient and are under common control. SBH and Corient both have supervisory responsibilities over these dual employees. Each dual employee is subject to SBH’s and Corient’s Code of Ethics and policies and procedures.

## **ITEM 11 - CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

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As required under Rule 204(A)-1 of the Investment Adviser’s Act of 1940, SBH has adopted a Code of Ethics (“Code”) for all supervised persons of the firm describing its standard of business conduct and fiduciary duty to its clients. The Code includes provisions relating to the confidentiality of client information, a prohibition on insider trading, guidance on certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at SBH must acknowledge and abide by the terms of the Code.

The Code is designed to seek assurance that the personal securities transactions, activities, and interests of the employees of SBH will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code, certain classes of securities have been designated as exempt transactions, based upon a determination that these would not materially interfere with the best interest of SBH's clients. In addition, the Code requires pre-clearance of many transactions and restricts trading in close proximity to client-trading activity unless an exemption exists, such as a *de minimis* exemption. Nonetheless, because the Code in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is monitored under the Code to reasonably prevent conflicts of interest between SBH and its clients.

SBH employees, including investment professionals having direct responsibility for investment decisions, may have an interest or position in a certain security or group of securities which may also be recommended to a client. To address potential conflict of interests, SBH employees and their immediate family members must pre-clear their personal securities transactions and are subject to the Code de minimis requirement. Compliance monitors employees' personal trading activity on an ongoing basis to ensure compliance with the Code.

SBH requires prompt reports on all transactions and holdings covered by the Code on a quarterly basis and annual basis. SBH further requires that all brokerage account relationships be disclosed, that SBH receives duplicate confirmations of transactions and custodial account statements, and annual certifications of compliance with the Code from all covered persons.

In addition to reporting and record keeping requirements, the Code imposes various substantive and procedural restrictions on covered transactions, including the following:

1. All transactions in securities covered by the Code must be pre-cleared in accordance with the code. Transactions will be approved and executed only if there are no conflicting orders pending for the accounts of clients unless an exemption or exception applies.
2. Purchase of new equity issues on the initial underwriting by employees is prohibited.
3. The Code of Ethics includes certain de minimis exceptions based on market capitalization.

SBH buys, sells and performs research on or through companies for whom a client may be the company, an employee, officer or director.

SBH and/or its employees give charitable contributions to client organizations (this may be golf sponsorships or specific charity donations). Officers and/or employees are permitted to personally own securities of broker-dealers and/or custodians SBH does business with.

SBH's trading and research will not be based on inside information.

SBH employees can invest alongside SBH private funds or participate in private placements offered by the underlying manager(s) of the SBH private funds directly and potentially have a conflict of interest relating to those investments. Employees may invest in opportunities that are not suitable for SBH clients or that cannot be offered to our clients.

## ITEM 12 - BROKERAGE PRACTICES

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### A. Brokerage Selection

Generally, SBH has authority to determine, without obtaining specific client consent, the securities to be bought or sold, the amount of the securities to be bought or sold, whether transactions should be combined (blocked) with similar trades for other accounts, the broker dealer to be used, and the commission rate to be paid. In some instances, however, limitations can be imposed by the client prior to any action being taken or specific instructions may be mandated.

The firm's general policy regarding selection of brokers and payment of commissions is to seek "best execution" with respect to all portfolio transactions. The Firm must execute securities transactions for clients in such a manner that the client's total cost or proceeds in each transaction is the most favorable under the circumstances. This principle recognizes that commissions on portfolio transactions must be utilized for the ultimate benefit of the firm's clients. In selecting a broker for any transaction, SBH considers both qualitative and quantitative characteristics of each broker, including:

- Financial strength, stability, and reputation
- Efficiency of execution and error resolution
- Block trading and block positioning capabilities
- Experience of traders
- Access to multiple trading algorithms
- Research relating to the particular transaction

SBH maintains and periodically updates a list of approved brokers and dealers which, in SBH's judgment, are generally capable of providing best execution and are in SBH's opinion financially stable. SBH's traders are directed to use only brokers and dealers on the approved list, except in case of client designations of brokers or dealers to effect transactions for such clients' accounts. All new brokerage relationships are approved by the firm's Chief Compliance Officer or the President.

SBH's participation in the Schwab Advisor Network ("SAN") raises potential conflicts of interest. Although not required by SAN, advisers participating in the SAN are likely to execute transactions for their advisory clients referred through the SAN with Charles Schwab. In this circumstance, SBH acknowledges its duty of seeking best execution for its clients.

## ***Research and Other Soft Dollar Benefits (including Commission Sharing Arrangements)***

SBH may pay commission rates on equity transactions at commission rates that exceed those that a broker might charge for effecting the same transaction because of the value of the eligible brokerage and/or research products or services (“Research”) that such broker or third party provides. This practice is allowable under Section 28(e) of the Securities and Exchange Act of 1934 if SBH determines, in good faith, that the commission paid is reasonable in relation to the value of the Research provided.

The source of the Research can be categorized as either “proprietary” or “third party.” When the broker-dealer that executes a trade also provides SBH with internally generated research in exchange for one bundled per share commission price, that Research is referred to as “proprietary.” “Third party” Research involves the executing broker providing independent Research generated by a third party in exchange for commission dollars. In these cases, SBH negotiates the execution cost with the executing broker.

SBH also has arrangements where it receives certain non-research products and services from unaffiliated third parties providing trading and custody services. These products and services include assistance in administering clients’ accounts, providing pricing information and other market data and assistance with back-office functions, recordkeeping, and client reporting. This practice is allowable under Section 28(e) of the Securities and Exchange Act of 1934 if SBH determines, in good faith, that the commission paid is reasonable in relation to the value of the Research provided.

The Research obtained normally benefits many accounts rather than just the one(s) for which the order is being executed, and in some cases is not used in connection with the account which actually paid the commissions to the broker providing the Research. SBH does receive a benefit because the firm does not have to produce or pay for the Research. There is an inherent conflict of interest in these arrangements where an incentive exists for SBH to select a broker-dealer based on the firm’s interest in receiving the Research, rather than on a client’s interest in receiving most favorable execution.

SBH has addressed these conflicts of interest by periodically evaluating:

- The commission rates paid by clients against industry benchmarks given the size and nature of the firm’s trading
- The value of the Research obtained to the firm’s investment processes
- Monitoring trade execution

The following products and services acquired by SBH through Research arrangements in 2022 were as follows:

- Research services and reports
- Economic and market information
- Technical data
- Research conferences
- Consultations
- Benchmark index data

- Company specific data
- Trade order management software
- Quotation services

On at least a quarterly basis, the Equity and Fixed Income Best Execution committees, consisting of SBH's portfolio managers, operations and trading personnel, research analysts, compliance and CIO reviews the quality of research and execution services of the various broker-dealers and independent research firms. In addition, the Equity Best Execution committee, in conjunction with the Research Budget Group ("RBG"), also evaluates the commission rates negotiated with the various brokers to make a good faith determination that they are reasonable in relation to the value of products and services provided.

### ***Client-Directed Brokerage Arrangements***

Clients can direct SBH in writing (subject to certain conditions which may from time to time be imposed by SBH) to effect portfolio transactions for their accounts through specified brokers or dealers. Such a direction may be conditioned upon the broker or dealer being competitive as to net price and execution of each transaction or may be subject to varying degrees of "restriction," i.e., an instruction to use the particular broker or dealer whether or not competitive as to net price and execution, or at specified commission rates which are less favorable than otherwise might be obtainable by SBH.

In the case of a "restricted" designation, SBH generally will execute transactions in listed and over-the-counter equity securities through the designated broker, but in the case of transactions in fixed income securities: (a) SBH sometimes deviates from the client's designation in situations in which, in SBH's judgment, a significantly more advantageous net price is available from another dealer; or (b) SBH may authorize the designated broker-dealer to effect the transaction as agent in order to obtain a better price from another dealer, but will allow the designated "agent" broker-dealer a scheduled mark-up or mark-down on the transaction.

Clients sometimes wish to restrict brokerage to a particular broker or dealer in recognition of custodial or other services (including, in some cases, referral of the client to SBH for investment advisory services) provided to the client by the broker or dealer. A client which chooses to designate use of a particular broker or dealer completely or on a "restricted" basis, including a client which designates a broker or dealer as custodian of the client's assets, should consider whether such a designation may result in certain costs or disadvantages described below regarding priority of execution, allocation of new issue purchases and aggregation of orders. In determining whether to instruct SBH to use a particular broker or dealer on a "restricted" basis, the client may wish to compare the possible costs or disadvantages of such an arrangement with the value of the custodial or other services provided.

Clients who restrict brokerage for their accounts may be disadvantaged in obtaining allocations of securities which SBH purchases or recommends for purchase in other clients' accounts. It is SBH's policy that such "restricted" accounts not participate in allocations of securities obtained through brokers and dealers other than that designated by the client.

In order to execute client orders most efficiently, SBH's traders may assign a lower priority to execution of orders for client accounts which have restricted brokerage. Accordingly, the execution of orders for accounts which restrict brokerage may be less timely than the execution of orders for other client accounts. This priority of execution may or may not result in any consistent price disadvantage, depending upon the market activity in the security to be purchased or sold.

Trading for wrap programs is typically executed by the program sponsor. Wrap sponsors charge a combined fee to clients which includes execution services and trading away from such sponsors causes clients to incur additional execution charges. SBH follows its trade aggregation and allocation policies with respect to wrap program trading, however in certain circumstances following contractual arrangements, wrap program trades may be executed after "unrestricted" and "restricted" trades are executed. Where SBH determines to seek to obtain best execution away from such wrap sponsor, such trades will generally be executed with other non-restricted and unrestricted trades.

For those strategies that have SMA Wrap / UMA Model platforms, a random trade rotation is assigned across the three types of relationships: Institutional/SMA Wrap (discretionary) and Model (non-discretionary) platforms. SMA Wrap trades are directed to the wrap trading desk for each wrap sponsor. The model platforms are assigned a sub-rotation and trades are communicated to the model sponsor via the sponsor's established processes and requirements.

### ***Recommendation of Brokers and Dealers to Clients***

Where a client is reluctant to incur the fee cost of using the services of a bank or trust company as custodian of the client's assets, SBH will suggest the client use a broker for this purpose and, if the client does not already have a satisfactory brokerage arrangement, SBH will suggest the names of one or more brokers with which it is familiar, and which provide such services. Factors considered by SBH in selecting brokers which it recommends to clients for custodial services include: the execution, clearance and settlement capabilities of the broker; SBH's knowledge of the financial stability of the broker; whether the broker offers insurance coverage to customers in excess of the Securities Investor Protection Corporation insurance amounts; SBH's knowledge of actual or apparent operational problems of the broker; and the willingness of the broker to negotiate discounted commission rates for the execution of transactions in the custodial amount. The value of research products and services, or other products, if any, provided to SBH or a related party by the broker is generally not a factor.

### ***Brokerage Practices, General***

SBH receives a benefit when it uses client commissions to receive research, because SBH does not have to pay for such services on its own. SBH has an incentive to select or recommend a broker-dealer based on its interest in receiving research from a broker-dealer or third party, rather than the client's interest in seeking favorable execution. However, as described above, SBH trading practices are designed to achieve best execution for its clients even when it is receiving research services from broker-dealers.

## **B. Trade Aggregation and Allocation**

SBH may place purchase or sale orders for a single security with a broker-dealer for an aggregate group of substantially similar clients when determined that it is consistent with the best interest of clients to do so. In instances where the purchase or sale order for a single security cannot be aggregated across all clients, the firm maintains aggregation policies and procedures to ensure the order of execution is fair and equitable over time among all clients that granted SBH discretionary authority.

To the extent that an aggregated order is filled at different prices during a trading day, each participating account will receive the same average price and pay the same average commission for the transaction. Should an aggregated order be partially completed during a trading day, securities will be allocated pro rata based upon each participating account's percentage of the entire order. If the pro rata allocation would result in numerous accounts receiving small positions, SBH has fair and equitable procedures in place to allocate such "partial fills" to accounts. Generally, fixed income securities will be aggregated and allocated in a fair and equitable manner taking into account that such securities may be available in limited quantities that preclude pro-rata allocation and the fact that other fixed income securities of equal quality and yield may be suitable substitutes.

Certain affiliated accounts trade in the same securities with client accounts on an aggregated basis when consistent with SBH's obligation of best execution. In such circumstances, trading would always be executed in a manner which ensures client's interest receives priority.

From time to time, SBH may advise clients who wish to purchase and sell the same security. In such circumstances, SBH may utilize the services of a single, independent third-party broker-dealer to affect the transaction. While a potential conflict of interest exists with respect to SBH's role in providing investment advice to clients on both sides of a transaction, SBH will seek to minimize such potential conflicts by permitting such trades only with independent third-party broker-dealers, only after concluding the trade is in the best interests of each client and only if consistent with seeking best execution. SBH utilizes third-party pricing services in valuing securities.

Except as described above, it is SBH's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. SBH does not engage in agency cross transactions but may engage in certain non-agency Fixed Income cross transactions (utilizing an independent third-party brokerage firm) for non-ERISA clients, provided the transaction is in the best interests and appropriate for

both clients, the transaction is consistent with SBH's obligations to seek best execution and an independent or objective pricing mechanism is utilized.

SBH engages in "step-out" brokerage transactions subject to best price and execution. In a "step-out" trade, one broker-dealer executes the transaction, while a second broker-dealer clears and settles the transaction. The first broker-dealer then shares part or all of its commission with respect to the transaction with the second broker-dealer. SBH engages in step-out transactions primarily (1) to satisfy directed brokerage arrangements of certain of its client accounts and/or (2) to pay commissions to broker-dealers that supply research or analytical services to the Adviser. Shares traded via step-out are traded on a pre-determined cost per share, that is netted into the trade regardless of account type. The cost varies by broker.

SBH may from time-to-time purchase securities which are part of an initial public offering ("IPO"). Generally, SBH's participation in the initial public offering market is not material, and as a result, SBH may not obtain sufficient shares in an initial public offering to allocate to all eligible accounts on a pro rata basis except as a de minimis allocation. In such instances, the Firm will use another objective method of allocation, which may include a random allocation.

## ITEM 13 - REVIEW OF ACCOUNTS

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Individually managed and institutional accounts are reviewed on a continual basis by the portfolio manager and their respective teams. There is no specific sequence in which accounts are reviewed. Rather, an ongoing review process is in place. Additional reviews are initiated when market conditions dictate, client circumstances warrant, or any other pertinent factors surface. Thus, the frequency of reviews may vary. Reviews are undertaken in context of the applicant's current investment policy guidelines, individual security analysis and/or client investment considerations. Institutional accounts frequently utilize a consulting firm which the firm's professionals work closely with in servicing the account. The level of review on individual accounts within a third-party wrap program, where SBH serves as a portfolio manager, is typically limited subject to the agreement with the wrap program sponsor.

Reporting is customized based on the needs of each client. Clients and/or client representatives typically receive written or electronic information via a client portal on performance, portfolio appraisal, transaction history and portfolio characteristics on a daily, monthly or quarterly basis. The firm relies on the sponsor of the wrap programs for any wrap program client reporting.

See Custody section for information on frequency of client reports.



## ITEM 14 - CLIENT REFERRALS AND OTHER COMPENSATION

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### ***Additional Compensation***

SBH from time to time may compensate, either directly or indirectly, any person for client referrals. SBH is aware of the requirements under Section 206(4)-1 (formerly Section 206(4)-3) of the Investment Advisors Act of 1940 and endeavors to comply therewith. SBH maintains written agreements and client acknowledgements for each relationship.

In addition, SBH receives client referrals from Charles Schwab & Co., Inc. (“Schwab”) through SBH’s participation in Schwab Advisor Network (“SAN”). SAN is designed to help investors find an independent investment advisor. Schwab is a broker-dealer independent of and unaffiliated with SBH. Schwab does not supervise SBH and has no responsibility for SBH’s management of clients’ portfolios or SBH’s other advice or services. SBH pays Schwab fees to receive client referrals through SAN. SBH’s participation in SAN raises potential conflicts of interest described below.

SBH pays Schwab Participation Fees on all referred clients’ accounts that are maintained in custody at Schwab and a separate one-time Transfer Fee on all accounts transferred to another custodian. .

Participation Fees are a percentage of the value of the assets in the client’s account. SBH pays Schwab Participation Fees for so long as the referred client’s account remains in custody at Schwab. Participation Fees are billed to SBH quarterly and may be increased, decreased or waived by Schwab from time to time. Participation Fees are paid by SBH and not by the client. SBH does not charge clients referred through SAN fees or costs greater than the fees or costs SBH charges clients with similar portfolios who were not referred through the SAN.

SBH generally pays Schwab a Non-Schwab Custody Fee if custody of a referred client’s account is not maintained by, or assets in the account are transferred from, Schwab. The Non-Schwab Custody Fee is a one-time payment equal to a percentage of the assets placed with a custodian other than Schwab. The Non-Schwab Custody Fee is higher than the Participation Fees Advisor generally would pay in a single year. Thus, SBH will have an incentive to recommend that client accounts be held in custody at Schwab.

The Participation and Non-Schwab Custody Fees are based on the amount of assets in accounts of SBH’s clients who were referred by Schwab and those referred clients’ family members living in the same household. Thus, SBH will have incentives to encourage household members of clients referred through the Service to maintain custody of their accounts at Schwab.

For accounts of SBH’s clients maintained in custody at Schwab, Schwab generally does not charge the client separately for custody but receives compensation from the client in the form of commissions or other transaction-related compensation on securities trades Schwab executes for the client’s account. Clients also pay Schwab a fee for clearance and settlement of trades executed through broker-dealers other than dealer’s fees. Thus, SBH may have an

incentive to cause trades to be executed through Schwab rather than another broker-dealer. SBH nevertheless acknowledges its duty to seek best execution of trades for client accounts. Trades for client accounts held in custody at Schwab may be executed through a different broker-dealer than trades for SBH's other clients. Thus, trades for accounts held in custody at Schwab may be executed at different times and different prices than trades for other accounts that are executed at other broker-dealers.

SBH may participate in other referral programs from time to time through agreements similar to those described above with the sponsors of such other programs. Such agreements, if any, are available for inspection upon request by any client.

Some of SBH's supervised persons may accept incentive compensation for the sale of SBH's advisory products. SBH's supervised persons do not recommend non-SBH investment products or services. Certain of these supervised persons may be dually registered with a broker-dealer. To the extent that SBH's supervised persons' recommendation of SBH's products or services constitutes a conflict of interest, SBH addresses this conflict through disclosure in this brochure.

## ITEM 15 - CUSTODY

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All client certificated assets are held by a qualified custodian. Accordingly, clients should be receiving at least quarterly statements from a qualified custodian. Other than for the SBH Funds and SBH private funds, SBH prepares and delivers to all clients, either hard copies or electronically via a secured client portal, valuations of their accounts at least quarterly, showing cash and all currently held investments categorized by maturity (fixed income investments) or industry (equity investments), market value and unit cost. A summary of transactions for the prior quarter accompanies the inventory. Clients may request more frequent or detailed reports in accordance with their individual needs. SBH has a reasonable belief that the custodian is sending statements in accordance with SEC's Custody Rule. Reports or statements produced by the Firm are provided to clients. The client should compare the information provided by SBH with the statements provided by the custodian.

Investors in the SBH private funds receive written valuations of their account balances monthly from the fund administrator, however certain SBH private equity funds with certain underlying investments in private offerings with longer reporting time periods are generally sent on a quarterly basis once the necessary information has been received from the underlying fund/investment. In its capacity as manager of certain private funds, SBH is deemed to have custody of such fund's assets. SBH maintains the private funds' cash and securities with a qualified custodian and provides investors in such private funds with an annual audited financial statement within 120 days of the end of such private fund's fiscal year.

Certain SBH private funds meet certain exemptions based on the types of investments made by the fund which results in the annual audited financial statement being delivered to investors within 180 days or 260 days of the end of such private fund's fiscal year, depending on the types and amounts of investments within the SBH private fund.

Pursuant to recent SEC guidance on the Custody Rule, SBH is deemed to have custody of client assets for clients who have Standing Letters of Authorization (“SLOA”) arrangements in place with their custodian allowing SBH to direct transfers of client assets to a third party at the client’s request. In these situations, the SEC has provided advisors with certain conditions that, if met, would allow advisors to forego the annual surprise exam requirement of the Custody Rule. SBH will document compliance with these conditions.

## ITEM 16 – INVESTMENT DISCRETION

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Clients may choose to retain SBH as investment adviser with or without granting investment discretion. When a client chooses to grant investment discretion to SBH, SBH will have authority to supervise and direct the investments of and for the client’s account without prior consultation with the client. Pursuant to this discretionary authority, SBH normally will determine which securities are bought or sold for the account, the total amount of such purchases and sales, the brokers or dealers through which transactions will be affected, and the commission rates, if any, paid to affect the transactions. SBH’s authority may be made subject to conditions imposed in writing by the client, e.g., where the client restricts or prohibits purchases of certain types of securities, or directs that transactions be affected through specific brokers or dealers.

While SBH does not typically accept non-discretionary assignments, in those cases where a client does not choose to grant to SBH investment discretion, SBH makes investment recommendations to the client as to which securities are to be purchased or sold, and the amounts to be purchased or sold. Upon approving the recommended transactions, the client may request that SBH direct the execution of purchase or sale orders to implement the recommended transactions for the client’s account. SBH then may be given authority to determine the brokers or dealers through which the transactions will be executed, and the commission rates, if any, paid to affect the transactions. As described above with respect to discretionary accounts, the client may direct that transactions be affected with specific brokers or dealers.

SBH usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and number of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, SBH observes the investment policies, limitations, and restrictions of the clients for which it advises.

SBH seeks to obtain investment guidelines and restrictions from each client, in writing prior to the commencement of management.

## ITEM 17 - VOTING CLIENT SECURITIES

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### I. POLICY

SBH acts as a discretionary investment adviser for various clients, which includes clients governed by the Employee Retirement Income Security Act of 1974 (“ERISA”) and registered open-end investment companies (“mutual funds”). When entering into an investment management agreement with a client, it is the general policy of SBH to not vote proxies unless the client opts into the service provided by SBH. In specific provisions of SBH’s investment management agreement, clients retain responsibility for voting proxies or responding to other corporate actions. Accounts governed by ERISA (certain pension or retirement plans, non-IRA’s) are treated differently based on Department of Labor guidelines. Unless an ERISA client specifically reserves the right, in writing, to vote its own proxies or to take shareholder action with respect to other corporate actions requiring shareholder actions, SBH will vote all proxies and act on all other actions in a timely manner as part of its full discretionary authority over ERISA client assets in accordance with Proxy Voting Policy. Corporate actions may include, for example and without limitation, tender offers or exchanges, bankruptcy proceedings, and class actions (handled by a third party). In some cases, corporate actions may not be addressed by SBH, but rather by the client’s custodian.

When voting proxies or acting with respect to corporate actions for clients, SBH’s intent is that all decisions be made solely in the best interest of the client (and for ERISA accounts, plan beneficiaries and participants, in accordance with the letter and spirit of ERISA). SBH will seek to act in a prudent and diligent manner intended to enhance the economic value of the assets of the client’s account.

### II. PROCEDURES

SBH uses an outside service provider, Institutional Shareholder Services (“ISS”), to vote proxies.

As a general rule, the operations group will provide instructions to the custodian to forward all proxies to ISS. ISS receives all proxies and votes them in a timely manner and in a manner consistent with the determination of the client’s best interests. Although many proxy proposals can be voted on in accordance with ISS’ established guidelines (see Section IV. below, “Guidelines”), it is recognized that some proposals require special consideration which may dictate that ISS and/or SBH makes an exception to the Guidelines. ISS is also responsible for ensuring that all corporate action notices or requests which require shareholder action received are addressed in a timely manner and consistent action is taken across all similarly situated client accounts.

## A. Conflicts of Interest

Where a proxy proposal raises a material conflict between ISS and/or SBH's interests and a client's interest, including a mutual fund client, SBH will resolve such a conflict in the manner described below:

1. Vote in Accordance with the Guidelines. To the extent that SBH has little or no discretion to deviate from the Guidelines with respect to the proposal in question, SBH shall vote in accordance with such pre-determined voting policy as established by ISS.
2. Deviations to the ISS Policy. To the extent that SBH has discretion to deviate from the Guidelines with respect to the proposal in question, if a portfolio manager or analyst believes the ISS recommendation would be detrimental to the client's best interests, they may override the ISS vote with prior approval from the Chief Compliance Officer or the President. The operations group will maintain a written record supporting the decision to override the ISS recommendation.

ISS will review the proxy proposal for conflicts of interest as part of the overall vote review process. All material conflict of interest so identified by ISS and/or SBH will be addressed as described above in this Section II.A.

## B. Limitations

As described above, in accordance with a client's investment advisory contract (or other written directive) or where SBH has determined that it is in the client's best interest, ISS and/or SBH will not vote proxies received. The following are certain circumstances where ISS and/or SBH will limit its role in voting proxies:

1. Client Maintains Proxy Voting Authority: As is ordinarily the case, where a client specifies in writing that it will maintain the authority to vote proxies itself or that it has delegated the right to vote proxies to a third party, ISS and/or SBH will not vote the securities and will direct the relevant custodian to send the proxy material directly to the client. If any proxy material is received by SBH, it will promptly be forwarded to the client or specified third party.
2. Terminated Account: Once a client account has been terminated with SBH in accordance with its investment advisory agreement, ISS and/or SBH will not vote on any proxies received after the termination. However, the client may specify in writing that proxies should be directed to the client (or a specified third party) for action.
3. Limited Value: If ISS and/or SBH determines that the value of a client's economic interest or the value of the portfolio holding is indeterminable or insignificant, ISS and/or SBH may abstain from voting a client's proxies. ISS and/or SBH also will not vote proxies received for securities which are no longer held by the client's account.

4. Securities Lending Programs: When securities are out on loan, they are transferred into the borrower's name and are voted by the borrower, in its discretion. However, where SBH determines that a proxy vote (or other shareholder action) is materially important to the client's account, SBH may recall the security for purposes of voting.
5. Unjustifiable Costs: In certain circumstances, after doing a cost-benefit analysis, SBH may abstain from voting where the cost of voting a client's proxy would exceed any anticipated benefits to the client of the proxy proposal.

### **III. RECORD KEEPING**

In accordance with Rule 204-2 under the Advisers Act, SBH will seek to maintain for the time periods set forth in the Rule (i) these proxy voting procedures and policies, and all amendments thereto; (ii) a record of all proxy statements received by ISS and/or SBH regarding client securities (provided however, that SBH may rely on the proxy statement filed on EDGAR as its records); (iii) a record of all votes cast on behalf of clients; (iv) records of all client requests for proxy voting information; (v) any material documents prepared by SBH were material to making a decision how to vote or that memorialized the basis for the decision; and (vi) all records relating to requests made to clients regarding conflicts of interest in voting the proxy. Currently, the requirement is six years, two of which shall be onsite.

Clients may obtain information on how proxies were voted with respect to the clients' portfolio securities or a copy of our Proxy Voting Policy by writing to SBH at 540 West Madison St., Suite 1900, Chicago, IL 60661 or by emailing [contactus@sbhic.com](mailto:contactus@sbhic.com).

### **IV. GUIDELINES**

ISS will seek to consider each proxy issue individually. Proxy voting may be different for different types of clients. ISS issues proxy voting guidelines which are used as guidelines but will not be used as rigid rules. These guidelines are available upon request.

## **ITEM 18 - FINANCIAL INFORMATION**

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Not applicable.

## **ITEM 19 - REQUIREMENTS FOR STATE REGISTERED ADVISERS**

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Not applicable.

