KAR | Kayne Anderson Rudnick Investment Management

Form CRS Relationship Summary
March 26, 2026

Item 1 – Introduction

Kayne Anderson Rudnick Investment Management, LLC ("KAR") is registered with the U.S. Securities and Exchange Commission as an investment adviser. You should be aware that services and fees differ between investment advisers and broker-dealers, and it is important for you to understand the differences. Free and simple tools are available to research firms like KAR and financial professionals at Investor.gov/CRS, which provides educational materials about broker-dealers, investment advisers, and investing.

Item 2 – Relationships and Services

Q. | *What investment services and advice can you provide me?*

We provide a variety of **investment management and advisory services**. Our investment management services include managing assets principally invested in, among other products, domestic and international equities, fixed income securities, proprietary and unaffiliated mutual funds, exchange-traded funds, structured notes, interval funds, unaffiliated private funds, and other pooled investment vehicles. A product is **proprietary** if it is advised or sub-advised by us. We also provide investment management services to **wrap-fee accounts** administered by unaffiliated third-party wrap sponsors, to **unified managed accounts,** and to **model programs** of other investment advisers who seek specific securities-related advice and recommendations.

Our investment management and advisory services to retail investors are discretionary. When we provide **discretionary** investment management services, you make the decision regarding the investment strategy that we will implement in your accounts with us based on your investment objectives, and we make the specific investment decisions in accordance with that investment strategy, including buying and selling securities in your accounts and any decisions to hire and terminate any third-party managers that we've selected for you, without your prior approval. For our **wealth advisory division**, our advisory services also include **asset allocation services** that utilize the above-mentioned asset types, comprehensive **financial planning services**, and **separately managed account portfolios** that are advised by either us, our affiliates, or by unaffiliated third-party investment managers selected by us. We invest in or recommend a wide array of investment products for which we have completed thorough due diligence and that we have determined meet our investment criteria and the investment needs of our clients. Investments we make on your behalf depend on your specific investment objectives and we do not limit investments to only proprietary products.

As part of our standard investment management and advisory services, we review the appropriateness of your investment holdings on an ongoing basis. The frequency, depth, and nature of these reviews are based on the terms of your agreement with us, the investment mandate we have with you, your particular needs and certain other factors including significant market events. You must meet certain **investment minimums** and/or agree to **minimum annual fees** to establish an investment advisory relationship with us. These investment minimum and minimum annual fees vary across our advisory programs.

For additional information, see our Form ADV, Part 2A (Brochure) Items 4 and 7, our investment advisory or wealth advisory agreements, other account documentation (including applicable account opening forms), and account statements.

> **Conversation Starters:** Ask your financial professional: *Given my financial situation, should I choose an investment advisory service? Why or why not? How will you choose investments to recommend to me? What is your relevant experience, including your licenses, education, and other qualifications? What do these qualifications mean?*

Item 3 – Fees, Costs, Conflicts and Standard of Conduct

Q. | *What fees will I pay?*

Principal Fees and Costs: We are generally compensated for the investment advisory and wealth advisory services that we provide to our clients **as a percentage of assets under management**, which is typically payable to us quarterly. If your account value falls below a certain amount as specified in your agreement with us, our fees could instead be a fixed minimum fee. In addition to the advisory fees paid to us for our investment management and advisory services, you will pay **other fees and expenses** charged to your accounts and underlying investments, such as brokerage, custodial, trading, account maintenance, fees related to mutual funds and private funds, and other transactional and product-level fees. You should be aware that the more assets there are in an advisory account paying an asset-based fee, the more you will pay in fees, and we therefore have an incentive to encourage you to increase the assets in your account.

You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying. For additional information, please see our Form ADV, Part 2A (Brochure), Item 5.

Conversation Starter: Ask your financial professional: *Help me understand how these fees and costs might affect my investments. If I give you $10,000 to invest, how much will go to fees and costs, and how much will be invested for me?*

Q. | *What are your legal obligations to me when acting as my investment adviser? How else does your firm make money and what conflicts of interest do you have?*

When we act as your investment adviser, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the investment advice we provide you. Here are some examples to help you understand what this means. For example, we (or our affiliates) will earn higher fees or compensation when you invest in a product that we (or one of our affiliates) advise, sub-advise, manage, or sponsor, such as the Virtus Mutual Funds. Also, if you are an existing client of ours, you might have a fee schedule with us under which we are also separately receiving an ongoing payment from one of our affiliates, VP Distributors, LLC, distributor of Virtus Mutual Funds, for your investments in Virtus Mutual Funds. These payments create an incentive for us to direct more of your assets into these investments.

For additional information, see our Form ADV, Part 2A (Brochure) Items 5, 6, 11, 12, 14, and 17.

Conversation Starter: Ask your financial professional: *How might your conflicts of interest affect me, and how will you address them?*

Q. | *How do your financial professionals make money?*

Our financial professionals are eligible to earn a base salary, cash incentive compensation, and equity stock grants from our parent company, Virtus Investment Partners, Inc. The compensation structure for our financial professionals is dependent on a number of factors, including but not limited to our financial professional's client retention rate, quality of overall client service provided, interpersonal skills, the amount of client assets that they service, and the revenue the firm earns from those assets. While we believe our compensation practices are designed with our clients' long-term financial goals and interests in mind, they can also create an incentive for our financial professionals to try to increase investor assets, invest your assets in riskier assets in an effort to increase investor performance, and/or to recommend, buy, or sell investments on your behalf that pay us more in advisory fees or other ongoing payments. Financial professionals also receive the occasional gift, meal, entertainment, and/or attendance at conferences in accordance with our gift and entertainment policies and procedures, which may lead to recommendation or use of these vendors' products and services over vendors that do not provide such non-cash compensation.

Item 4 – Disciplinary History

Q. | *Do you or your financial professionals have legal or disciplinary history?*

Yes for our firm. No for our financial professionals. This is described in our Form ADV, Part 2A (Brochure) at Item 9. You can also visit Investor.gov/CRS for a free and simple search tool to research us and our financial professionals.

Conversation Starter: Ask your financial professional: *As a financial professional, do you have any disciplinary history? For what type of conduct?*

Item 5 – Additional Information

If you have any questions about our investment advisory services or if you wish to request a copy of the relationship summary, please contact us at KARClientService@Kayne.com. Additional information about us is also available on the SEC's website at adviserinfo.sec.gov. You can also call us at +1-800-231-7414 or at +1-310-556-2721 for up-to-date information and to request a copy of this relationship summary.

Conversation Starter: Ask your financial professional: *Who is my primary contact person? Is he or she a representative of an investment adviser or a broker-dealer? Who can I talk to if I have concerns about how this person is treating me?*

Item 1 – Cover Page

Contents

Item 1 – Cover Page 1

Item 2 – Material Changes 2

Item 3 – Table of Contents 3

Item 4 – Advisory Business 4

Item 5 – Fees and Compensation 6

Item 6 – Performance-Based Fees and Side-By-Side Management 9

Item 7 – Types of Clients 9

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss 9

Item 9 – Disciplinary Information 14

Item 10 – Other Financial Industry Activities and Affiliations 14

Item 11 – Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading 15

Item 12 – Brokerage Practices 17

Item 13 – Review of Accounts 20

Item 14 – Client Referrals and Other Compensation 21

Item 15 – Custody 22

Item 16 – Investment Discretion 22

Item 17 – Voting Client Securities 23

Item 18 – Financial Information 23

Privacy Policy 24

ERISA 408(b)(2) Disclosure 27

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March 26, 2026

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

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

Additional information about KAR is also available on the SEC's website at www.adviserinfo.sec.gov. The SEC's website also provides information about any persons affiliated with KAR who are registered as investment adviser representatives of KAR.

Item 2 – Material Changes

We provide clients with an updated Brochure each year and whenever there is a material change to our business. You will receive a Brochure of any material changes to this and subsequent Brochures within 120 days of the close of the fiscal year of our business, which is December 31. We will provide other ongoing disclosure information about material changes as necessary.

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

Material Changes

The following material changes were made to this Brochure since our last annual update dated March 26, 2025:

- Item 8 (Methods of Analysis, Investment Strategies and Risk of Loss) - We updated and added certain risk disclosures to reflect changes in our business. These material changes include the addition of risks that may apply depending on your relationship with KAR and the types of investments you have with us, including risks related to artificial intelligence tools and, for wealth advisory clients, risks associated with tax loss harvesting, private credit investments, long/short direct indexing and concentrated portfolio hedging strategies, structured products, portfolio margining and leverage, and digital assets.

Item 3 – Table of Contents

Item 1 – Cover Page 1
Item 2 – Material Changes 2
Item 3 – Table of Contents 3
Item 4 – Advisory Business 4
Item 5 – Fees and Compensation 6
Item 6 – Performance-Based Fees and Side-By-Side Management 9
Item 7 – Types of Clients 9
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss 9
Item 9 – Disciplinary Information 14
Item 10 – Other Financial Industry Activities and Affiliations 14
Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading 15
Item 12 – Brokerage Practices 17
Item 13 – Review of Accounts 20
Item 14 – Client Referrals and Other Compensation 21
Item 15 – Custody 22
Item 16 – Investment Discretion 22
Item 17 – Voting Client Securities 23
Item 18 – Financial Information 23
Privacy Policy 24
ERISA 408(b)(2) Disclosure 27

Item 4 – Advisory Business

Kayne Anderson Rudnick Investment Management, LLC ("KAR", "Kayne Anderson Rudnick", or the "Firm") is 100% owned by Virtus Investment Partners, Inc. (NYSE: VRTS) ("VRTS" or "Virtus"), a publicly traded multi-manager asset management business. KAR has been an SEC-registered investment adviser since 1985.

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

Assets under Management

As of December 31, 2025, KAR's total assets under management was approximately $57,949,400,000, of which $39,356,600,000 is regulatory assets under management and $18,592,800,000 is model/emulation assets under contract. Model/emulation assets refer to assets that KAR is under contract to deliver a model portfolio for and are not considered regulatory assets under management.

Advisory Services – Institutional

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

Advisory Services – Mutual Funds and ETFs

KAR provides investment management services to the following portfolios, all of which are sponsored and distributed by an affiliate of KAR, as a sub-adviser under sub-advisory agreements with Virtus Investment Advisers, LLC, which is an affiliate of KAR:

- Virtus KAR Capital Growth Fund
- Virtus KAR Capital Growth Series
- Virtus KAR Developing Markets Fund
- Virtus KAR Emerging Markets Small-Cap Fund
- Virtus KAR Equity Income Fund
- Virtus KAR Equity Income Series
- Virtus KAR Global Small-Cap Fund
- Virtus KAR Health Sciences Fund
- Virtus KAR International Small-Mid Cap Fund
- Virtus KAR Mid-Cap Core Fund
- Virtus KAR Mid-Cap ETF
- Virtus KAR Mid-Cap Growth Fund
- Virtus KAR Small-Cap Core Fund
- Virtus KAR Small-Cap Growth Fund
- Virtus KAR Small-Cap Growth Series
- Virtus KAR Small-Cap Value Fund
- Virtus KAR Small-Cap Value Series
- Virtus KAR Small-Mid Cap Core Fund
- Virtus KAR Small-Mid Cap Growth Fund
- Virtus KAR Small-Mid Cap Value Fund
- Virtus Tactical Allocation Series (Equity Portion)
- Virtus Tactical Allocation Fund (Equity Portion)

Advisory Services - UCITS and Other Vehicles

KAR is authorised by (though not regulated or supervised by) the Central Bank of Ireland to provide investment management services to Irish-authorized collective investment schemes and, as such, KAR provides investment management services to the following funds, each of which are UCITS funds distributed by VP Distributors, LLC, an affiliate of KAR:

- Virtus GF Global Small Cap Fund
- Virtus GF U.S. Small Cap Focus Fund
- Virtus GF U.S. Small Cap Growth Fund
- Virtus GF U.S. Small-Mid Cap Fund
- Virtus GF U.S. Mid Cap Core Fund
- Virtus GF U.S. Mid Cap Growth Fund

KAR also provides investment management services as adviser or sub-adviser to other non-affiliated U.S.- and non-U.S. mutual funds, UCITS funds, and EU AIFMs. KAR provides investment management services as investment manager to other non-affiliated non-U.S. pooled investment vehicles.

Advisory Services – Wrap Programs and Dual Contract

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

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

investment advisory agreement directly with KAR and pay investment advisory fees directly to KAR in accordance with such investment advisory agreement and such fees are in addition to any fees paid by the client to their dual contract program sponsor.

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

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

Advisory Services – Unified Managed Accounts (UMA)

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

KAR provides investment advisory services to UMA or model-driven platforms in investment strategies where our portfolios hold positions where limited liquidity or other liquidity constraints could pose an issue in UMA or other model-driven platform trading implementation. In these circumstances in its sole discretion, KAR implements a "Liquidity Overlay Model" that holds replacement securities with more favorable liquidity generally without materially altering the characteristics of the portfolio. A replacement security can be a completely new holding, a current holding (or holdings) with a higher weight, or a combination of these as determined by the strategy's portfolio manager. The determination to deploy a Liquidity Overlay Model in place of the standard model of the investment strategy is the result of an analysis of the strategy's and the firm's assets under management, position weights in the model portfolio, and historical volume data based on anticipated access to liquidity in the holdings. Based on this review, a determination is made by the portfolio manager(s) as to which security (or securities) need to be replaced with alternative securities in the Liquidity Overlay Model and, in doing so, KAR seeks to minimize differences between the standard model of the investment strategy. For example, a replacement security for the Liquidity Overlay Model will likely be from the same sector as the security it is replacing and will be initiated at a similar weight of the replaced security. KAR deploys the same level of analysis and due diligence to the replacement security for the Liquidity Overlay Model. Performance of a Liquidity Overlay Model will differ from the standard model of the investment strategy as a result of this process. Any reporting provided by KAR that includes composite performance of a strategy that also has a Liquidity Overlay Model includes composite performance for the standard model and not the Liquidity Overlay Model.

Wealth Advisory Services

Kayne Anderson Rudnick Wealth Advisors ("KARWA"), a division of KAR, makes available a full suite of Wealth Advisory services to the Firm's private clients and their associated organizations. These services are offered in a "modular" fashion, customized to meet the individual needs of each client. The Firm facilitates the use of strategic third-party business partners to provide a customized solution in areas such as estate planning, certain tax services, risk management services and lending services. The provision of these services is subject to a separate agreement between clients and the third-party business partner.

The services that KAR makes available to its wealth advisory clients include:

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

KAR participates in a number of arrangements where it receives a model and exercises investment discretion for Wealth Advisory clients invested in such model portfolios. It is at KAR's discretion whether and to what extent to implement the models or each recommendation. In

certain other cases, KAR contracts with sub-advisers who have investment discretion for Wealth Advisory clients' assets allocated to the sub-adviser's strategy(ies).

Financial Planning: KARWA offers customized financial planning services, including retirement and cash-flow planning, risk management, estate planning and wealth transfer, charitable gifting solutions and tax planning. The Firm utilizes strategic third-party business partners who are experts in such complex areas to provide customized solutions for our clients.

The Firm does not as a matter of course conduct ongoing reviews of its clients' financial plans; however, a client and their advisor may mutually agree to have the Firm perform an ongoing review of a client's financial plans at a client's request. The frequency of an ongoing review of a client's financial plan will be mutually agreed upon by the client and KAR. KAR does not charge its clients additional fees for financial planning services it provides in-house, and any such services are included in the Wealth Advisory or investment management fees it charges such clients.

Concentrated Portfolio Solutions: The Firm works with third-party business partners and/or sub-advisers that are able to provide liquidity solutions for our clients who receive equity grants as part of their corporate compensation plan or who otherwise have concentrated equity positions. These services include: 1) tax-managed portfolio transition services, 2) hedging services, and 3) exchange fund solutions.

Consulting Services for Wealth Advisory Clients: The Firm provides a full suite of consulting services to our Wealth Advisory Clients. These services include: 1) investment policy statement design and implementation, 2) strategic asset allocation and portfolio design, 3) investment strategy and manager due diligence and selection, 4) portfolio transition analysis and execution, 5) portfolio monitoring and reporting, 6) consolidated performance reporting, and 7) quarterly reporting including macro-economic and capital markets updates. All such services are typically provided to clients as part of the wealth advisory or investment management fees they pay to us, unless another arrangement is mutually agreed with the recipient of any such services.

KARWA Wealth Advisory Clients

For each Wealth Advisory client, KARWA creates a portfolio consisting of one or more of the following: individually managed securities managed by KAR or a sub-adviser, mutual funds, , exchange-traded funds, limited partnerships, other pooled vehicles, hedged and unhedged direct indexing strategies, private credit, private equity, other alternatives, structured notes, concentrated portfolio solutions, or any combination of these. Sub-advisers and sponsors of such funds and other strategies can be either affiliated with KAR or not affiliated with KAR, and KAR is sub-adviser to certain such funds as well.

Under no circumstances does KAR provide accounting, legal or tax advice. Before implementing recommendations made by KAR, clients should carefully consider the benefits and costs of the investments or strategies held by KAR, and clients should seek further advice from their attorneys and/or accountants, particularly in connection with estate planning, taxes, or business financial planning issues.

Advisory Services – Other

Under certain circumstances, clients of KAR request that KAR trade a security categorized as an "unsupervised" or "unmanaged" asset. An unsupervised or unmanaged asset is an asset managed by KAR's client and not charged an investment management or advisory fee by KAR. As an accommodation to our clients, In other circumstances, clients of KAR request that KAR hold or acquire one or more equity or fixed income securities to be categorized as a "managed" asset that is charged an investment management or advisory fee by KAR where such position is factored in to such client's overall asset allocation and risk tolerance, and/or is held or acquired at the client's instruction but is mutually agreed to be part of the overall management of the client's account. KAR effects transactions in such unsupervised, unmanaged, or managed assets only at its clients' specific instruction on a best-efforts basis using its trading skills and infrastructure on the client's behalf and does not charge any transaction fees to the client to do so. KAR is not a broker-dealer and is not required or equipped to effect transactions immediately and effects such transactions on a best-efforts basis.

Types of Investments

KAR offers investment advice on the following types of instruments: equity securities (common stocks and equivalents) including exchange-listed securities; over-the-counter securities; foreign securities; warrants; corporate-debt securities (other than commercial paper); certificates of deposit; municipal securities; government agencies; mortgage- and asset-backed securities; investment company securities, including traditional mutual-funds and exchange-traded funds; private credit vehicles, private equity vehicles, other alternatives, and United States government securities. KAR also offers investment advice, where appropriate, on options contracts on securities, interests in partnerships or other pooled vehicles investing in real estate and oil and gas interests, structured notes, private equity, and various exchange-traded funds. KAR does not generally advise on or select cash sweep vehicles for cash held in clients' portfolios, and generally leaves such determination to its clients' to decide with their custodian.

Item 5 – Fees and Compensation

This Brochure describes our standard fee schedules. Fees are negotiable, and we may agree to higher or lower fees based on a client's specific circumstances. In some cases, we combine multiple accounts within a client relationship to calculate fees or waive fees on certain accounts when appropriate based on the total relationship. These arrangements are made case by case and are not automatic.

A client's specific fees and billing terms are set out in their written agreement with Kayne Anderson Rudnick Investment Management, LLC ("KAR"). Clients may choose to be billed directly or may authorize KAR to deduct fees from their custodial accounts. Most accounts are charged an advisory fee based on assets under management and are billed quarterly, either in advance or in arrears, using the account's fair market value. Other billing methods are considered upon request. A small number of accounts are charged a fixed fee.

Clients can generally terminate their advisory agreement at any time by providing written notice in accordance with their agreement with us. If fees were paid in advance, clients receive a pro-rated refund upon termination, if applicable. For accounts billed in arrears, a final invoice

will be issued based on the account value as of the termination date. In some cases, a termination fee could apply, as described in the applicable fee schedule.

Additional Costs and Expenses

Our advisory fees do not include brokerage commissions, transaction fees, or other costs charged by custodians, brokers, or third parties. Clients may also incur additional expenses, such as custodial fees, third-party manager fees, fund expenses, taxes, wire or electronic transfer fees, and other charges related to securities transactions or investments.

Mutual funds, ETFs, closed-end funds, and alternative investments have their own expenses, which are described in their prospectuses or offering documents and are in addition to our advisory fees. Any third-party professionals we introduce–such as accountants or attorneys–will also have separate fee arrangements with clients, and their services are not included in KAR's fees. Please see Item 12 (Brokerage Practices) for additional information.

Advisory Fees – Wrap / Dual Contract Programs

Where KAR serves as investment adviser or sub-adviser to clients of dual contract program sponsors, it contracts separately with each participating client and generally provides the same record-keeping and reporting services as it provides to direct-fee clients. In such cases, KAR's fee is paid directly by the client or authorized by the client for payment directly from the client's custodial account. Fees range from 0.38% to 1.25% per annum of the market value of the client's account and will be specified in the client's advisory agreement.

When KAR serves as an investment adviser or sub-adviser to wrap program sponsors, it contracts with the wrap sponsor for its services rather than the clients of the sponsor. The wrap sponsor serves as a master investment adviser and is responsible for client record keeping and reporting. The management fees payable to KAR as investment adviser or sub-adviser to a wrap program sponsor are lower than those paid to KAR as investment adviser in a dual contract relationship, reflecting that some of the services it would otherwise provide are provided instead by the program sponsor in its capacity as wrap program sponsor. The fees paid to KAR by the wrap sponsor in cases where KAR serves as investment adviser to a wrap program sponsor range from 0.40% to 0.60% per annum of the market value of the client's account.

Advisory Fees – Model Portfolios

KAR provides investment advisory services, as sub-adviser, to unaffiliated investment advisers that seek specific securities-related advice and recommendations. The advice and recommendations are provided through the development of model portfolios. KAR receives an annual management fee ranging from 0.30% to 0.55% of the market value under management for these model portfolios.

Advisory Fees – Institutional

Annual Fee Schedule for Institutional Accounts

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

Large Cap Equity: 0.60% on the first $25 million; 0.55% on the next $25 million; 0.45% on the next $50 million; and 0.35% on the balance.

U.S. Mid Cap Equity: 0.75% on the first $25 million; 0.65% on the next $25 million, 0.55% on the next $50 million; and 0.50% on the balance.

U.S. Small-Mid Cap Equity: 0.85% on the first $25 million; 0.75% on the next $25 million; 0.70% on the next $50 million; and 0.60% on the balance.

U.S. Small Cap Equity: 0.90% on the first $25 million; 0.80% on the next $25 million; and 0.70% on the balance.

Small Cap Quality Select: 1.25% on all assets.

Long/Short Equity: 1.20% on all assets.

Emerging Markets Small Cap Equity: 0.95% on the first $50 million; 0.85% on the next $50 million, 0.75% on the balance.

International Small Cap and International Small-Mid Cap Equity: 0.90% on the first $50 million; 0.80% on the next $50 million; 0.70% on the next $100 million; 0.60% on the balance.

Developing Markets Equity: 0.90% on the first $50 million; 0.80% on the next $50 million; 0.70% on the balance.

Global Dividend Yield and U.S. Equity Income: 0.70% on the first $25 million; 0.55% on the next $25 million; 0.45% on the next $50 million; 0.35% on the balance.

Global Small Cap Equity: 0.90% on the first $50 million; 0.80% on the next $50 million; 0.70% on the next $100 million; 0.60% on the balance.

Health Sciences: 0.75% on the first $50 million; 0.65% on the next $50 million; 0.50% on the balance.

Thematic Quality: 0.75% on the first $25 million; 0.65% on the next $25 million; 0.55% on the next $50 million; 0.50% on the balance.

Global Impact-Aligned: 0.75% on the first $25 million; 0.65% on the next $25 million; 0.55% on the next $50 million; 0.50% on the balance.

Advisory Fees – Collective Investment Trust

Investment management fees for collective investment trusts that KAR advises range from 0.40% to 0.95% of the market value under management.

Advisory Fees – Mutual Funds

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

Advisory Fees – Wealth Advisory Clients

Kayne Anderson Rudnick Wealth Advisors ("KARWA")– Wealth Advisory Client Fee Schedule

Minimum Relationship Size: $1 million

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

Wealth Advisory Fee Schedule

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

Wealth Advisory Standalone Investment Strategy Sleeves

For wealth advisory clients seeking to invest in certain of KAR's separately-managed account ("SMA") strategies, KAR offers standalone investment SMA sleeves when suitable for a particular investor's investment goals and objectives. KAR's standard investment management fee for such sleeves is 1.00% per annum.

Additional Fees for Wealth Advisory Accounts

Separately Managed Account Fees:

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

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

These SMA Fees are charged on standard taxable accounts and IRA accounts and KAR, in its sole discretion, waives certain SMA Fees for certain accounts depending on various circumstances, including but not limited to the size and type of the relationship. For ERISA accounts (which does not include IRA accounts), these SMA Fees are only charged where the SMAs are advised or sub-advised by an investment adviser who is not affiliated with KAR.

The recommendation for a client to invest in a SMA managed by KAR or one of its affiliates presents a conflict of interest because clients pay fees when investing in a SMA that are in addition to their management or advisory fees paid to KAR for its wealth advisory services, and KAR or its affiliates earn additional revenue in these circumstances.

Proprietary and Affiliated Mutual Fund Fees:

Accounts can be and are often invested in mutual funds, including exchange-traded funds ("ETFs"), sub-advised by the Adviser, which include the following:

- Virtus KAR Capital Growth Fund
- Virtus KAR Developing Markets Fund
- Virtus KAR Emerging Markets Small-Cap Fund
- Virtus KAR Equity Income Fund
- Virtus KAR Global Small-Cap Fund
- Virtus KAR Health Sciences Fund
- Virtus KAR International Small-Mid Cap Fund
- Virtus KAR Mid-Cap Core Fund
- Virtus KAR Mid-Cap ETF
- Virtus KAR Mid-Cap Growth Fund
- Virtus KAR Small-Cap Core Fund
- Virtus KAR Small-Cap Growth Fund
- Virtus KAR Small-Cap Value Fund
- Virtus KAR Small-Mid Cap Core Fund
- Virtus KAR Small-Mid Cap Growth Fund
- Virtus KAR Small-Mid Cap Value Fund
- Virtus Tactical Allocation Fund

Where mutual funds, including ETFs, sub-advised by KAR are utilized, KAR earns an investment advisory fee for its management of the mutual funds from such funds, which is in addition to the Wealth Advisory service fee that it earns, except as described below under "Affiliated Mutual Fund Fees in IRA and ERISA Accounts." KAR's recommendation to invest in mutual funds sub-advised by KAR or KAR's affiliates presents a conflict of interest between KAR and its clients because KAR and/or its affiliates earn additional revenue when clients are invested in mutual funds that are sub-advised by KAR or its affiliates. Clients consent to such use of affiliated mutual funds in their agreements with KAR. Clients can revoke their consent to the use of mutual funds advised or sub-advised by KAR or its affiliates at any time by making a written request to their primary KAR relationship contact. KAR can and frequently does invest a portion of KAR wealth advisory clients' accounts in one or more mutual funds sub-advised by KAR or its affiliates.

Certain of the SMAs and mutual funds advised or sub-advised by KAR may employ relatively new investment strategies that have limited historical track records, whereas other SMAs and mutual funds that are not advised or sub-advised by KAR may have more established investment strategies or longer track records. Where KAR utilizes KAR-advised or sub-advised SMAs or mutual funds of such relatively new investment strategies, it has the effect of supporting the growth of new lines of business of KAR and/or its affiliates which generally has the effect of providing additional revenue to KAR and/or its affiliates over time, and this creates a conflict of interest. KAR believes these conflicts are sufficiently mitigated by KAR's manager due diligence process, as described in greater detail in Item 11. KAR's Wealth Advisory Investment Committee reviews the due diligence of the SMAs, mutual funds, and other investment products included on KARWA's platform and ultimately determines if a manager and/or strategy should be included on the platform and/or remain on the platform. Finally, KAR's wealth advisors are not incentivized by compensation or otherwise to choose KAR's investment strategies, including KAR's SMAs or sub-advised mutual funds, over other comparable strategies available on KAR's Wealth Advisory investment platform.

Affiliated Mutual Fund Fees in IRA and ERISA Accounts

For IRA and ERISA accounts, Wealth Advisory fees are not charged on assets invested in mutual funds sub-advised by KAR or its affiliates, other than fees directly payable to such funds. Please refer the applicable mutual fund summary prospectus details for the funds' net expense ratios. Fees are in addition to other transaction charges incurred by the funds (e.g., brokerage commissions).

Other Investment Products

Other investment products on KAR's wealth advisory platform, including private and other types of funds and commingled vehicles, real estate-related funds (e.g., 1031 exchange funds), direct indexing, options strategies, and any structured products have embedded fees and expenses that are in addition to KAR's Wealth Adviser Service Fee. Clients who are invested in any such investments should carefully review the related offering documentation for such investments and consider the related fees and expenses when deciding with their wealth advisor to make such an investment.

Advisory Fees – Other

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

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

KAR accepts performance-based fees, which are fees based on a portion of capital gains or on capital appreciation of the assets of a client. Performance-based fee arrangements are only entered into with qualified clients, subject to individual negotiation. Such arrangements comply with Section 205 of the Investment Advisors Act of 1940, as amended, and the rules thereunder, and all applicable laws and regulations.

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

Item 7 – Types of Clients

KAR provides investment services and manages investment advisory accounts for institutions, charitable organizations and endowments, professional and religious organizations, corporations and other commercial entities, pension and profit-sharing plans, insurers, banks, family offices, private pooled funds, open-end investment companies including exchange-traded funds ("ETFs"), registered investment advisers, individuals, trusts, estates, closed-end investment companies, non-U.S. registered and unregistered pooled investment vehicles, and collective investments trusts.

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

The minimum size of an institutional account is generally $10 million except for our international strategies, such as International Small Cap, International Small-Mid Cap, Emerging Markets Small Cap, Developing Markets, Global Dividend Yield, and Global Small Cap, which each generally require a minimum investment of $25 million. The minimum size of a Wealth Advisory client account is $1 million. The minimum account size of a Wealth Advisory standalone investment strategy sleeve is $100,000. The minimum amount of assets for wrap-program accounts generally ranges from $50,000 to $250,000, depending on the wrap program and the investment strategy of the account. KAR, at its discretion, accepts or continues to provide services to smaller accounts.

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

For KAR's proprietary investment strategies, our research process is designed to identify high-quality companies with durable competitive advantages, strong positions in their markets, and strong management teams. We focus on businesses that we believe are well-managed, financially strong, and able to generate consistent profits and cash flow over time, while maintaining reasonable levels of debt.

Our research seeks to develop a deep understanding of each company's business model, competitive position, and long-term prospects. This includes reviewing public information, industry data, and, where appropriate, meeting with company management and other knowledgeable sources. We assess whether a company's competitive strengths are sustainable and whether management allocates capital in a disciplined, shareholder-focused manner. We generally favor companies where management's interests are aligned with shareholders.

After completing our business analysis, we evaluate a company's market price relative to its long-term earning potential. We seek to invest at prices we believe offer attractive long-term returns based on our informed judgment and assumptions, recognizing that outcomes cannot be guaranteed.

KAR invests primarily in equity securities, including U.S. and non-U.S. publicly traded stocks, across large-cap and small- to mid-cap strategies. In limited circumstances, and only where suitable for a client and with a client's advance approval, KAR from time-to-time invests in privately-placed securities for qualified clients. KAR also offers specialized or more concentrated equity strategies. Where material to a particular investment opportunity and consistent with an investment strategy's investment goals and objectives, KAR seeks to consider

governance and sustainability factors that KAR believes could influence risks and rewards related to a company's sources of competitive advantage as an element of KAR's investment research and decision-making processes. However, such governance and sustainability factors are not by themselves determinative to an investment decision. KAR's investment team uses a proprietary governance and sustainability ratings framework to generate governance and sustainability scores for businesses in KAR's investment portfolios. KAR refers to the Sustainable Accounting Standards Board ("SASB") general issue categories as a guide for identifying industry-level material factors included in these ratings, but does not apply universal sustainability criteria for all investments. Instead, KAR prefers to rely on its own company-specific assessment in analyzing issue materiality. KAR assesses its holdings based on these key issues, along with any other financially material sustainability factors, and assigns a rating that is updated at least once per year, or more frequently should a material event occur which could have an impact on KAR's investment thesis. This rating is taken into account similar to any other investment risk and opportunity pertaining to a business. To conduct such analysis, KAR uses data from outside sources as supplemental to its own proprietary process. Such data can be adjusted by KAR's investment team where inaccuracies are found through additional research.

For Wealth Advisory clients' portfolios with us, KAR invests all or a portion of the assets through sub-advisers and third-party managed investment products. In reviewing investment opportunities, KAR conducts due diligence and research on the sub-advisers and third-party managers to satisfy itself as to the suitability of the third-party manager and sub-adviser. KAR also invests in an array of what it believes to be high-quality fixed-income securities, including U.S. treasuries, government agency bonds, mortgage-backed securities, corporate bonds, and municipal bonds (taxable and non-taxable), with a focus on intermediate-term bonds. KAR offers both taxable and tax-free fixed-income strategies.

Risks of Investing

All investments involve risk, including the possible loss of all or a substantial portion of the money invested, that investors should be prepared to bear. Investment results cannot be predicted or guaranteed, and the value of your account will fluctuate over time based on market conditions and other factors. Past performance is not a guarantee of future results.

Our investment strategies are subject to a variety of risks, including market, economic, political, regulatory, liquidity, currency, and other risks, and investments can lose value. Not every investment decision will be profitable. The risks described below are not intended to be a complete list, and additional risks can arise over time as markets and conditions change. Clients are encouraged to consult with their own financial, legal, and tax advisers when evaluating whether a particular strategy is appropriate.

Depending on the strategy and services provided, a portfolio can be affected by one or more of the following risks:

Material Risks that can Apply to KAR's Investment Strategies

Market Risk – Investment values can rise or fall, sometimes sharply and unpredictably, due to changes affecting the overall market or specific issuers.

Active Management Risk – Our strategies are actively managed, and our investment decisions and techniques may not produce the intended results.

Foreign and Currency Risk – Investments outside the U.S. can involve additional risks, including political or economic instability, weaker regulation, less available information, higher trading costs, currency fluctuations, taxes, and restrictions on the movement of capital.

Small- and Mid-Capitalization Risk – Smaller companies often experience greater price volatility, have more limited resources, and can be harder to buy or sell than larger companies.

Liquidity Risk – Some investments can be difficult to sell at a favorable time or price, particularly during periods of market stress. Reduced liquidity can increase volatility and negatively affect returns.

Emerging and Frontier Markets Risk – Investments tied to emerging or less-developed markets generally involve higher levels of political, economic, legal, currency, and liquidity risk than investments in developed markets.

Concentration Risk – Portfolios that focus on a limited number of issuers, sectors, industries, or regions can be more sensitive to adverse events affecting those areas than more diversified portfolios.

Interest Rate and Credit Risk – Fixed-income investments are affected by changes in interest rates, inflation, and an issuer's ability to make timely payments of principal and interest. Rising interest rates generally reduce bond values.

Operational, Cybersecurity, and Business Continuity Risk – Disruptions caused by system failures, cybersecurity incidents, natural disasters, or other events can affect our ability, or the ability of third-party service providers, to operate normally.

Use of Artificial Intelligence Tools – We use AI-enabled tools to support certain analytical and operational functions. These tools can produce errors, reflect biases, or be affected by data quality, cybersecurity, or evolving regulation. Investment decisions are made by our investment professionals, who may from time to time use such AI-enabled tools to facilitate research.

Governance and Sustainability Considerations – Where applicable, our consideration of governance or sustainability factors can cause investment results to differ from strategies that do not consider such factors, and there is no assurance these considerations will improve performance.

Extraordinary Events and Market Volatility – Events such as war, terrorism, public health crises, inflation, trade restrictions, or other global developments can disrupt markets and negatively affect investments.

Privately Placed Securities Risk – Privately placed securities are generally illiquid, subject to resale restrictions, and could be difficult or impossible to sell or liquidate. These investments often have limited public information, which can make them harder to value and may reduce liquidity and increase the risk of loss.

Data Sources Risk – We rely on third-party data that we believe to be reliable but do not guarantee its accuracy, timeliness, or completeness.

Material Risks that can Apply to Certain Wealth Advisory Clients

The following risks generally apply only to Wealth Advisory clients who elect, with their adviser, to use certain investment products, strategies, or third-party managers:

Tax Loss Harvesting Risk – At a client's request, KAR can assist with tax-loss harvesting or similar strategies. These transactions can result in taxable events, can cause performance to differ from other accounts, and might not achieve their intended result. KAR does not provide tax advice, and clients should consult their own tax advisers. For clients using direct indexing strategies, clients are responsible for disclosing relevant holdings held outside KAR. Incomplete information may result in inadvertent wash sales, for which KAR and the sub-adviser are not responsible.

Short Sales, Derivatives and Options Risk – Strategies involving short sales, options, structured products, or other derivatives involve additional risks, including leverage, liquidity constraints, and volatility. In some cases, losses can exceed the amount invested.

Structured Products Risk – Structured products can be complex, illiquid, tied to market benchmarks, and expose clients to issuer credit risk. Under certain conditions, the amount payable at maturity or redemption could be significantly reduced or zero.

Equity and Equity Index Options Risk – Options strategies involve timing, pricing, and liquidity risks and could result in the loss of the entire premium paid or foregone upside in exchange for option income.

Sub-Adviser and Third-Party Manager Risk – Clients whose accounts invest through sub-advisers or third-party managers are subject to risks related to those managers' investment decisions, operations, business continuity, and cybersecurity practices.

Asset Allocation Risk – Asset classes can perform differently from one another over time, and a client's allocation among equities, fixed income, alternatives, and cash will affect overall results.

Private Credit Risk – Certain strategies we recommend that are managed by third-party investment managers invest in private credit and involve heightened risk, including illiquidity, credit risk, and valuation uncertainty. These investments are typically not traded on public markets, could be difficult to sell, and are subject to the risk of borrower default or delayed payment. This can cause sponsors of such funds to limit redemptions in accordance with applicable offering documents. Valuations may be based on estimates rather than observable market prices, and funds may use leverage, which can magnify losses. Adverse economic or market conditions may increase defaults and reduce recoveries. There can be no assurance that investment objectives will be achieved. Additional strategy-specific risks are disclosed at the time of recommendation and/or in applicable strategy materials.

Long/Short Direct Indexing and Concentrated Portfolio Hedging – Certain strategies we recommend which are sub-advised by third-party investment managers can involve concentrated investment positions, which can result in greater volatility, increased losses, and potentially adverse tax consequences compared to more diversified portfolios and may increase financing costs in your portfolio or limit your available overall portfolio leverage. Such strategies may also employ higher-risk investment techniques, including, as applicable, leverage and margin, short sales, options, and investments in exchange funds and other instruments, which can magnify adverse market movements and, in some circumstances, result in losses that exceed the amount invested. Market stress, reduced liquidity, trading disruptions, or counterparty failures might also impair an account's ability to transact, rebalance, or exit positions. Risk management processes of our third-party sub-advisers may not be effective in all circumstances and may rely in part on historical information that may change or not persist. Additional strategy-specific risks are disclosed at the time of recommendation and/or in applicable strategy materials.

Portfolio Margining, Leverage, and Short Sale Risk – Certain strategies we recommend, which are sub-advised by third-party investment managers, can involve margin, leverage, and short sales, which can significantly increase risk. These techniques may magnify losses, result in losses exceeding the amount invested, and expose accounts to margin calls and forced liquidations without prior notice, which can also result in adverse tax consequences. Brokers may change margin requirements, liquidate positions at their discretion, and short positions may incur theoretically unlimited losses. Market volatility, concentration, and reduced liquidity may increase these risks. Additional strategy-specific risks are disclosed at the time of recommendation and/or in applicable strategy materials.

Digital Assets (Cryptocurrency) Risk – Investments in digital assets, including cryptocurrencies such as Bitcoin, involve substantial risk and are speculative. Digital assets are not backed by any government or insured financial institution, and investors may lose their entire investment. Digital asset prices are highly volatile and may fluctuate significantly due to market conditions, investor sentiment, liquidity constraints, regulatory or legal developments, technological changes, and other factors. Digital assets depend on decentralized and evolving technologies and related service providers, including blockchain networks, exchanges, wallets, and custodians, which could be subject to operational failures, cybersecurity incidents, or other disruptions and do not provide the same protections as traditional securities or financial products. The regulatory framework governing digital assets is uncertain and subject to change, which could adversely affect their value, liquidity, or the ability to acquire, hold, or dispose of such assets.

Not all risks apply to every client, account, or investment strategy. Additional important risks are disclosed in offering documents or other materials provided in connection with specific investments.

KAR's Investment Strategies

Small Cap Quality Value:

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

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

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

Small Cap Quality Select:
This highly concentrated portfolio strategy pursues long-term capital appreciation in small-cap stocks. The strategy invests in a select group of small-cap companies believed to be undervalued. The investment strategy emphasizes companies that KAR believes to have a competitive advantage, strong management, low financial risk and an ability to grow over market cycles, despite their discounted valuations. The strategy can invest in companies domiciled outside of the U.S., including in emerging markets.

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

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

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

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

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

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

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

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

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

Health Sciences
This strategy pursues long-term capital appreciation in health sciences-related companies. The strategy seeks to invest in a select group of health science-related companies that possess sustainable competitive advantages and are purchased at attractive valuations. Health sciences-related companies generally include businesses that design,

manufacture, or sell products or services used for or in connection with health care, medicine, or life sciences.

International Small Cap:

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

International Small-Mid Cap:

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

Emerging Markets Small Cap:

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

Developing Markets:

This strategy pursues long-term capital appreciation in developing markets equity securities. The strategy invests in a select group of developing markets companies believed to be undervalued relative to their future market growth potential. Developing markets countries include emerging markets and frontier markets. The investment strategy emphasizes companies that KAR believes to have a sustainable competitive advantage, strong management, and low financial risk and to be able to grow over market cycles.

Global Small Cap:

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

Long/Short Equity:

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

All Cap Growth:

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

Global Dividend Yield:

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

Thematic Quality:

This strategy pursues long-term capital appreciation in equity securities of all market capitalizations while seeking to protect against permanent impairment of capital. The strategy is invested in securities that we believe can capitalize on thematic industry shifts with market dominant business models, solid balance sheets, strong economics, and consistent growth.

Global Impact-Aligned:

This strategy pursues long-term capital appreciation in equity securities of all market capitalizations by identifying companies that offer the potential for strong financial returns while also demonstrating a commitment to sustainable business practices and positive impact. The strategy emphasizes companies that KAR believes to have a competitive advantage, strong management, low financial risk, and demonstrated leadership in one or more of the following impact areas: resource solutions, improved health care outcomes, and/or equitable access.

California Municipal:

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

National Municipal:

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

Municipal:

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

Intermediate Total Return:

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

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of KAR or the integrity of KAR's management.

On July 16, 2018, KAR received notice from Norway's financial regulator, the Financial Supervisory Authority of Norway ("Finanstilsynet"), that Finanstilsynet had levied a penalty against KAR equivalent to approximately $18,500 USD based on a finding that two notifications of large share ownership in a Norwegian company were not made in a timely manner under Norwegian law.

On June 16, 2021, KAR received notice from Norway's financial regulator, Finanstilsynet, that Finanstilsynet had levied a penalty against KAR equivalent to approximately $23,000 USD based on a finding that a notification of large share ownership in a Norwegian company was not made in a timely manner under Norwegian law.

Item 10 – Other Financial Industry Activities and Affiliations

KAR has material relationships with its affiliates, as described below.

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

KAR is under common control with a number of affiliated firms that are registered investment advisers, either in the U.S. or outside of the U.S., including:

- AlphaSimplex Group, LLC
- Ceredex Value Advisors LLC
- Duff & Phelps Investment Management Co.
- Keystone National Group, LLC
- NFJ Investment Group, LLC
- Seix CLO Management LLC
- Silvant Capital Management LLC
- Virtus International Management, LLP
- Virtus International Fund Management Limited
- Sustainable Growth Advisers, LP
- Virtus Alternative Investment Advisers, LLC
- Virtus Advisers, LLC
- Virtus Fixed Income Advisers, LLC (divisions include Newfleet Asset Management, Seix Investment Advisors, and Stone Harbor Investment Partners)
- Virtus Capital Advisers, LLC
- Virtus Global Partners PTE. Ltd.
- Virtus Investment Advisers, LLC
- Westchester Capital Management, LLC
- Westchester Capital Partners, LLC
- Zevenbergen Capital Investments LLC

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

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

Certain employees of VPD promote the services of KAR as well as the products managed by KAR. When KAR pays a fee to VPD for the efforts of VPD's employees to promote KAR's services, VPD is an affiliated third-party promoter for KAR as discussed further in Item 14, below.

Certain employees of a related person of KAR, Virtus International Management, LLP ("Virtus International"), also promote the services of KAR as well as the products managed by KAR. Virtus International's representatives are permitted to introduce KAR's investment advisory services and UCITS funds to which KAR is the investment manager to institutional entities and sovereign wealth funds and other foreign official institutions within the United Kingdom and in other jurisdictions globally, to the extent permitted by the laws of each applicable jurisdiction. In the Asia-Pacific region, approved persons of Virtus Global Partners PTE. LTD ("Virtus Singapore") (UEN 201018015Z), which is authorized and regulated by the Monetary Authority of Singapore ("MAS"), are permitted to introduce the investment advisory services of KAR and certain of its affiliates to institutional entities, sovereign wealth funds, and other foreign official institutions.

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

In providing services to its clients, KAR could potentially utilize personnel or services of one or more of its affiliated investment advisers or other corporate affiliates, and KAR's affiliated investment advisers could potentially use personnel or services of KAR. Services provided in these arrangements include, among other things, investment advice,

portfolio execution and trading, back-office processing, accounting, reporting, and client servicing. These services are provided through arrangements that take a variety of forms, including dual employee, participating affiliate, delegation arrangement, sub-advisory, consulting, or other servicing agreements. In each case, the personnel of the entity providing services are required to follow policies and procedures designed to ensure that the applicable clients' accounts are handled appropriately and the in the best interests of the clients. When KAR uses the personnel or services of an affiliate to provide services to KAR's clients, KAR remains responsible for the account from a legal and contractual perspective. Similarly, if an affiliated investment adviser uses the personnel or services of KAR to provide services to such affiliated investment adviser's clients, the affiliated investment adviser remains responsible for the account from a legal and contractual perspective. No additional fees are charged to the clients for such services except as otherwise set forth in the client's applicable investment management or other agreement.

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

Code of Ethics

To protect the interest of our clients, employees and affiliates, any employee found to engage in improper or unlawful activity faces administrative and legal action. Everyone has a responsibility to ensure that employees are conducting business professionally and are complying with the procedures and policies governing our collective responsibility. Anyone aware of employees engaged in wrongdoing or improper conduct must immediately report such activity to their supervisor and compliance officer. Failure to report wrongdoing can result in additional action being taken against that individual.

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

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

• Recommend that clients buy or sell securities or investment products in which we or a related person have some financial interest; and/or

• Buy or sell securities or investment products that our firm and/or our directors, officers, associated personnel or a related person recommends to our clients.

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

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

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

• The transaction is non-volitional on their part or the client's;

• The transaction is a purchase under an automatic dividend reinvestment plan or pursuant to the exercise of rights issues, pro-rata to them and other holders of the same class of the issuer's securities; or

• They have obtained, in advance, approval from someone authorized to grant such approval when circumstances indicate no reasonable likelihood of harm to the client or violation of applicable laws and regulations.

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

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

Virtus Code of Conduct

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

- Compliance with Applicable Laws, Rules and Regulations
- Insider Trading
- Conflicts of Interest and Related Party Transactions
- Corporate Opportunities
- Fair Dealing
- Protection and Proper Use of Company Assets
- Confidentiality
- Recordkeeping

- Interaction with Government Officials and Lobbying
- Contract Review and Execution
- Company Disclosures and Public Communications
- Information Protection Policies
- Human Resource Policies
- Use of Social Media
- Intellectual Property
- Designation of Compliance Officers
- Seeking Guidance About Requirements of the Code
- Reporting Violations
- Waivers, Discipline and Penalties

A complete copy of Virtus's Code of Conduct is available to any client or prospective client by sending a written request to KAR Investment Management, Attn: Chief Compliance Officer, 2000 Avenue of the Stars, Suite 1110, Los Angeles, California 90067, or by contacting Compliance at 1-800-231-7414 or via email at Compliance@kayne.com.

KAR's and Virtus's Code of Ethics

KAR is covered under the Code of Ethics of its parent company, Virtus. The following highlights some of the provisions of the Virtus Code of Ethics (the "Code"), which is reasonably designed to mitigate conflicts of interest posed by our employees and other related persons investing in the same securities or related securities (e.g., warrants, options, or futures) at or about the same time or otherwise that KAR is recommending to clients or that we are buying and selling for client accounts:

- Pre-clearance is required for all non-exempt transactions with respect to which an employee is beneficial owner in order to prevent the employee from buying or selling or within the applicable restriction period.
- 30-day holding period for covered securities, subject to certain limited exemptions.
- Brokerage provision of duplicate copies of brokerage statements and confirmations to our Compliance Department (generally electronically via our compliance monitoring system).
- Employee provision of Initial Holding Reports, Quarterly Transaction Reports and Annual Certification and Holding Reports, which our Compliance Department reviews for trading activity.
- Requirement that personal transactions be consistent with the Code of Ethics in a manner that avoids any actual or potential conflict of interest.
- Any covered employee not in observance of the above can be subject to discipline.
- Employees classified as Advisory Persons are further prohibited from directly or indirectly acquiring or disposing of a security on the date of, and within seven calendar days before and after the portfolio(s) associated with that person's portfolio management activities.

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

Our officers and employees are encouraged to invest in shares of Virtus mutual funds, including ETFs, that we sub-advise.

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

A complete copy of our current Code of Ethics is available to any client or prospective client by sending a written request to KAR, Attn: Compliance Department, 2000 Avenue of the Stars, Suite 1110, Los Angeles, California 90067, or by contacting a member of the Compliance team at 800-231-7414 or via email at Compliance@kayne.com.

Other Related Policies and Procedures

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

In addition to the above, our policies set limitations on and require reporting of gifts, entertainment, business meals, sponsorships, business building and charitable donations made on clients' or prospective clients' behalf, whether given or received. Generally, our employees are prohibited from accepting or providing gifts or other gratuities from or to clients of or individuals seeking to conduct business with KAR's investment advisory business generally in excess of $250, and such amount is subject to change as circumstances warrant. Employees, under certain circumstances, can be granted permission to serve as directors, trustees or officers of certain outside organizations where appropriate. In order to do so, we require employees to receive advance written approval from the chief compliance officer and the chief operating officer, and any such approval is based on a determination that such position does not pose a potential or actual conflict of interest with our clients that cannot be appropriately mitigated.

Participation or Interest in Client Transactions

KAR recommends that its clients, including its wealth advisory clients, invest in Virtus mutual funds, including exchange-traded funds ("ETFs"). KAR serves as an investment sub-adviser to various such Virtus mutual funds and is paid management fees by such Virtus mutual funds. KAR recommends that clients invest their assets in certain Virtus mutual funds, including funds that KAR sub-advises. This creates a conflict of interest because KAR earns additional revenue when its clients invest their assets in mutual funds KAR sub-advises. KAR's recommendation that a client invest in a Virtus mutual fund presents a conflict of interest because such clients pay management fees when investing in Virtus mutual funds that are in addition to their management or advisory fees paid to KAR, and KAR and its affiliates' earn additional

revenue from the Virtus mutual funds in these circumstances. The management fees paid to KAR by such Funds are often different from the management fees that are charged to separately managed accounts in the same or similar investment strategies.

For client accounts established under certain previous fee schedules, but not KAR's current fee schedules, KAR receives an ongoing payment from VP Distributors, LLC ("VPD") for certain of its Wealth Advisory clients' investments in Virtus mutual funds, including those sub-advised by KAR, as well as Virtus mutual funds that are not sub-advised by KAR. This payment ranges from 30 to 45 per cent of the investment management fee paid by the Fund. This payment creates a conflict of interest because the client's wealth advisor could favor affiliated mutual funds over non-affiliated mutual funds because of the payments KAR receives from VPD.

These conflicts of interest are mitigated by KAR's manager due diligence process and KAR's compensation practices, which do not incentivize recommendations of Virtus mutual funds, including ETFs. All investment options on the Wealth Advisory open architecture platform are put through a quantitative and qualitative assessment process. The Director of Manager Research and Investment Solutions, under the direction of KAR's Wealth Advisory Investment Committee, performs due diligence on each prospective manager or investment product, which includes affiliated funds of KAR. This review process includes a due diligence questionnaire, interviews, and/or onsite or other meetings to develop a qualitative assessment of the manager's skill and discipline. Further, KAR's Wealth Advisory Investment Committee reviews the due diligence and makes the final decision of whether a particular investment strategy or product should be included or remain on the platform.

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

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

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

Item 12 – Brokerage Practices

KAR seeks to obtain best execution for client trades, meaning we use reasonable judgment to pursue the most favorable overall terms available under the circumstances, considering price, costs, and execution quality. KAR generally selects the broker-dealers used to execute trades, taking into account one or more of the following relevant factors: (1) overall execution quality (general past performance under similar trading circumstances), (2) liquidity of the name and the liquidity that the broker is expected to be able to provide, (3) the broker's ability to minimize information leakage of KAR's orders to the marketplace, (4) responsiveness and promptness in providing executions and ability to maintain anonymity, (5) difficulty of the trade, (6) capital commitment of the broker to facilitate timely completion of the trade, (7) opportunity for price improvement, (8) commission rates, and (9) clearance and settlement capabilities of the broker.

Where possible and appropriate, KAR aggregates ("blocks") trades for multiple client accounts that are buying or selling the same security at the same time and on the same terms. We believe aggregation can improve execution and reduce trading costs. When trades are aggregated, participating accounts generally receive the average execution price and share transaction costs on a pro-rata basis. If a trade is only partially filled, shares are typically allocated pro-rata or, where necessary, through a randomized process designed to avoid favoring any particular account.

Not all accounts are eligible for trade aggregation. Accounts with directed brokerage arrangements, special restrictions, transparency requirements, or other limitations will often be traded separately and may not receive the same execution results as aggregated accounts. As a result, execution prices for these accounts could be better or worse than those received by other clients. Clients should be aware that certain types of transactions are not able to be included in aggregated orders, including trades resulting from the opening and closing of accounts, trades resulting from contributions to or withdrawals from existing accounts, trades for accounts that could result in information leakage in the marketplace, and trades for accounts with highly particularized investment policies or restrictions.

The decision to aggregate is only made after KAR determines that: it is not intentionally favoring any account over another; it is not systematically advantaging or disadvantaging any account; it is not receiving additional compensation or remuneration solely as the result of the aggregation; and each participating account will receive the average share price and will share transaction costs on a pro-rata basis. Traders and members of the Portfolio Implementation group consider various criteria when evaluating whether to aggregate an order, including, as relevant, the participating accounts' investment objectives and guidelines, policies, tax status, nature and size of the block trade, ability to minimize information leakage in the marketplace if aggregating, and any other factors deemed appropriate under the circumstances. These trades are modeled in our order management system, and then executed simultaneously as a block.

To help ensure fair and equitable treatment over time, KAR uses a trade sequencing process when executing aggregated trades. Accounts where KAR has full trading discretion generally trade first, followed by accounts with brokerage or execution restrictions. Accounts that trade later in the sequence may receive different execution prices than accounts that trade earlier. In furtherance of this, KAR generally

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

Certain investment vehicles, such as ETFs or other vehicles that publicly disclose portfolio holdings shortly after trading, may be included in aggregated trades only when KAR determines it is appropriate and consistent with its fiduciary duties, including its duty to achieve best execution for all of its clients. KAR uses internal size and liquidity guidelines to help reduce the risk that public disclosure could negatively affect other clients.

In some cases, KAR may execute trades away from a client's primary broker through "step-out" or "trade-away" transactions to access additional liquidity, reduce market impact, or improve execution. These trades can result in additional transaction costs, which may be reflected in net prices or charged separately, depending on the account type and custodian. For example, wrap sponsors and/or custodians of directed accounts and dual contract SMA accounts often charge additional fees for any trades that are stepped out to another broker-dealer. Dual contract SMA accounts are accounts where the end-client has an investment management agreement with their registered investment adviser as well as with KAR for each party's individual services. Confirmations from wrap sponsors with respect to "step-out" or "trade-away" trades in sponsor accounts and dual contract SMA accounts can reflect, within the price per share, applicable net costs instead of reflecting this as a separate item on the confirmation. A wrap client can incur an additional "net" trade cost if a trade is made away from the client's wrap sponsor. These costs and commissions can also appear separately. Directed brokerage clients that do not allow KAR to participate in step-out trades often pay higher commission and implementation costs than clients that allow KAR to participate in step-out trades. Accounts that participate in step-out trades can incur additional transaction costs.

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

KAR's trade aggregation, allocation, and sequencing practices may be modified from time to time as market conditions, regulatory guidance, or client circumstances change.

Foreign Exchange ("FX") Transactions

For equity transactions in non-U.S. securities, KAR utilizes a designated third-party specialist or the client's custodian to execute the vast majority of FX transactions on behalf of the participating accounts in order to purchase the foreign security using the currency of the applicable country. In instances where a client elects to direct the execution of its FX transactions through its custodian or direct the execution of its FX transactions to a specific market, the client's account could experience negative or positive performance dispersion from other accounts managed by KAR in the same strategy and for which KAR has full discretion to select the counterparty for FX transactions.

Fixed-Income Practices

Fixed-income trades are generally allocated to client accounts at or before the time a trade is placed. In cases where a trade is only partially filled, or where securities are acquired before allocations are finalized, KAR allocates the trade in a fair and equitable manner across applicable accounts.

Allocations are based on objective factors, such as the specific security traded, available position size, duration, market sector, and the needs of the accounts at the time of allocation. Investment performance is never considered when making allocation decisions.

Fixed-income securities for discretionary accounts are traded by seeking competitive bids and offers or by comparing available market prices to seek institutional-level execution. For broker-directed trades, KAR makes reasonable efforts to obtain pricing consistent with the institutional market.

When trading municipal bonds, KAR compares the bonds being bought or sold to similar bonds in the market based on factors such as credit quality, structure, maturity, and sector. Where feasible, multiple bids are sought when selling municipal bonds. Clients who restrict KAR's ability to trade away from a directed broker may incur higher trading costs than accounts that allow full trading discretion.

Soft Dollars and Research Services

Subject to applicable law, KAR can select broker-dealers that provide brokerage and investment research services, as well as research provided by third parties, paid for through client brokerage commissions ("soft dollars"). These arrangements are conducted in accordance with Section 28(e) of the Securities Exchange Act of 1934.

KAR can cause its clients to pay a broker a higher commission (or markup or markdown) than another broker might charge for the same transaction when KAR determines, in good faith, that the commission is reasonable in relation to the brokerage and research services provided. When we use client brokerage commissions (or markups and markdowns) to obtain research or other products or services, we receive a benefit because we do not have to produce or pay for the research, products or services. This practice creates a conflict of interest, because KAR has an incentive to select brokers based in part on the research they provide rather than solely on execution costs. This means we have an incentive to select or recommend a broker-dealer

based on our interest in receiving the research or other products and services, rather than on our clients' interest in receiving the most favorable execution price. KAR seeks to manage this conflict of interest through its best-execution policies and oversight of execution quality.

KAR uses research obtained through soft-dollar arrangements to benefit all client accounts, not only the accounts whose trades generated the commissions used to pay for the research. As a result, some clients may not directly benefit from the specific research paid for by their transactions, and soft-dollar benefits are not allocated proportionately among client accounts.

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

Some products or services received by KAR have both research and non-research uses ("mixed-use"). In those cases, KAR makes a good-faith allocation between the research portion (paid with client commissions) and the non-research portion (paid by KAR). These allocations are subject to review to ensure they remain reasonable.

KAR has established a Best Execution Committee, which includes senior representatives from trading, portfolio management, operations, and compliance. The committee reviews brokerage practices, research arrangements, and soft-dollar usage and provides oversight to help ensure that these practices are consistent with KAR's fiduciary duties.

KAR also uses commission-sharing arrangements (CSAs) to help manage soft-dollar conflicts and seek best execution. CSAs allow KAR to execute trades with brokers it believes provide best execution while directing a portion of commissions to pay approved research providers, including providers that do not execute trades.

MiFID II-Related Trading Practices (Certain EU Clients Only)

The European Union Markets in Financial Instruments Directive II ("MiFID II") provides that investment advisers registered in the European Union may receive investment research provided by third parties only if certain requirements are met. While KAR is not directly subject to MiFID II, KAR has a small number of clients in the European Union that adhere to MiFID II's requirements with respect to the unbundling of research. As such, KAR is required to substantively comply via contract with MiFID II's "inducement" and "research payment rules" to the extent that KAR provides sub-advisory services to a MiFID-licensed investment firm or otherwise commercially to certain EU clients (each, a "MiFID Client"). KAR is required to comply with these requirements solely for such MiFID Clients and not for its other non-MiFID Clients. With respect to these MiFID Clients, KAR utilizes execution-only broker-dealers that do not provide soft dollar, CSAs, or research benefits, and these MiFID Clients' trades are executed in the "Execution-only Client Block" in our trade rotation sequence, described earlier in Item 12.

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

To the extent necessary to achieve best execution in compliance with applicable law, including guidance from the SEC staff, and the Firm's soft dollar policy, KAR may alternatively execute transactions for MiFID Clients on a "step-out" or "trade away" basis. Each client in an aggregated order pays or receives the same average price for the purchase or sale of the underlying security and pay the same amount for execution. KAR follows a trade sequencing process designed to promote fair and equitable treatment of clients over time, including MiFID Clients, which is described earlier in this section of this Brochure. However, clients should understand that trades executed earlier or later in a trade sequence may experience different market prices, and execution outcomes may vary.

Directed Brokerage

Clients may direct KAR to use a specific broker-dealer for their accounts, although KAR may decline to do so if it does not have an established relationship with the broker. When clients direct the use of a particular broker, they should understand that this could result in higher commissions or fees, limit KAR's ability to aggregate trades with other clients, and could result in less favorable execution for certain transactions.

Clients who direct us to use a particular broker or brokers, including where the broker also serves as custodian, should consider whether commissions, execution quality, clearing and settlement charges, and custodial fees are comparable to those that might otherwise be available.

In certain programs, such as wrap fee accounts, KAR is required by the program sponsor to execute trades through the sponsor or its affiliates.

KAR does not consider whether it receives client referrals when selecting or recommending broker-dealers. However, KAR may receive client referrals from certain broker-dealers, including Fidelity and its affiliates (as described in Item 14 of this Brochure), with whom KAR has other business arrangements. This creates a conflict of interest

between KAR's interest in receiving referrals and its obligation to seek best execution for clients. KAR seeks to manage this conflict through its best execution policies and procedures.

Cross Transactions

On occasion, where appropriate, and subject to applicable advance consent by its clients, KAR will consider effecting cross transactions among eligible client accounts and, when it does so, it complies with applicable disclosure and consent requirements associated with such transactions under the Investment Advisers Act of 1940 or Investment Company Act of 1940, as applicable. To reduce transaction costs and promote trading efficiency for its mutual fund clients, KAR can also engage in cross transactions consistent with procedures adopted pursuant to Rule 17a-7 under the Investment Company Act of 1940 for its mutual fund clients. As of the date of this Brochure, such cross trades were effected on an infrequent basis, if at all.

Initial Public Offerings and Secondary Offerings

From time to time, KAR receives limited allocations of securities offered in initial public offerings ("IPOs") or secondary offerings ("Public Offerings"). When this occurs, KAR generally allocates shares proportionally based on an eligible account's asset value within an applicable investment strategy based on objective factors, such as suitability for the investment strategy, an account's eligibility to invest in Public Offering shares, available cash, portfolio restrictions, and whether the client's custodian is able to receive Public Offering shares. Some wrap and dual-contract accounts are not eligible to participate because their custodians cannot accept these securities.

In certain cases, when an allocation is small or cannot be efficiently divided among all eligible accounts, KAR could determine it most efficient to allocate the shares to one or a limited number of accounts within a strategy on a randomized or other objective basis. As a result, allocations may not be proportional across all client accounts, and accounts that receive shares may experience different performance, which can be materially better or worse, than accounts that do not receive an allocation.

KAR has policies and procedures designed to allocate Public Offering securities in a manner that is fair and equitable over time and does not favor any particular client or group of clients.

Pre-IPO Private Placements

From time to time, KAR makes investments in pre-IPO private placements that are not registered under the Federal Securities Laws and that are only available to investors that meet certain eligibility criteria. Given these qualification requirements, separately-managed accounts in a given investment strategy that either do not allow private placement investments or that are not eligible for the applicable qualification requirements will not make such investments and, as a result, their performance can and likely will differ from the performance of accounts that are eligible either under their own guidelines or under applicable laws to make such investments.

Error Correction

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

Item 13 – Review of Accounts

KAR establishes a record-keeping account in its portfolio accounting system and order management system, as applicable, for each managed client account that includes information concerning the client's investment objectives and guidelines. This information identifies such matters as overall investment strategy, asset allocation targets and cash distribution requirements, as well as any special portfolio restrictions. In the case of wrap programs where KAR serves as investment sub-adviser, the program sponsor maintains and provides KAR with electronic access to the information contained in client record-keeping accounts because trading is conducted through the wrap sponsor's trading platform.

Generally, each account is invested using an approved model portfolio for the chosen strategy. Some direct client accounts are invested with adjustments to the model portfolio where directed by the client because of tax and other special circumstances. As a result, such accounts can be weighted differently or hold securities not in the model portfolio for a number of reasons, including how much of the security KAR already owns on behalf of its other investment advisory clients; these accounts will vary from the model for various reasons. Once initially invested, the account is regularly monitored for drift or variance from the model portfolio weightings and client guidelines. Where there are changes to model portfolios, such changes are implemented in clients' accounts within a reasonable timeframe. These processes are conducted by our portfolio managers, portfolio management associates, investment adviser associates and wrap traders, as applicable. In its oversight capacity, KAR's compliance department also performs periodic account reviews that can cover various items, including but not limited to comparing an account's strategy and/or allocation to the account's stated risk tolerance or objectives.

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

For direct-fee accounts, KAR is available to meet with the client at least once a year or, in some cases, as often as quarterly if requested by the client. Account reviews are conducted with clients by an advisor, a client service representative, or with the assistance of client portfolio

managers, as appropriate. Wrap-fee accounts (both advisory and sub-advisory) have access to the same personnel at their respective program sponsors. Direct accounts can be provided with (i) quarterly (in some cases, monthly) reports identifying holdings and performance and (ii) if taxable, annual reports identifying realized gains/losses, and interest and dividends received. Based upon the sponsor's preference, wrap-program accounts (other than sub-advisory accounts) are provided quarterly reports identifying holdings and, for some programs, performance.

KAR offers customized financial planning services to clients of its wealth advisory business that can include retirement and cash-flow planning, risk management, estate and wealth transfer planning , charitable gifting solutions, and general tax planning. The nature of the Firm's financial planning services means that the Firm typically doesn't conduct ongoing reviews of such financial plans unless specifically requested by the client or when the client's advisor and the client mutually determine to do so. In the event that KAR undertakes to review financial plans on an ongoing basis, the advisor assigned to such client conducts such reviews in consultation with KAR's financial planning team.

Item 14 – Client Referrals and Other Compensation

KAR maintains and from time to time enters into contractual third-party promoter agreements with certain affiliated and unaffiliated parties who refer clients to KAR. These parties can also be clients of KAR, but most are not clients of KAR. KAR, in turn, compensates these parties for any such referrals based on the assets that are managed by KAR arising from such referral. The persons or entities providing the third-party promoter services are commonly known as "third-party promoters." Where the third-party promoter is a client of KAR at the time of the referral, they provide a paid "testimonial", as such term is defined in Rule 206(4)-1 of the Investment Advisers Act of 1940 (the "Advisers Act"), when referring clients to KAR. Where the third-party promoter is not a client of KAR at the time of the referral, they provide a paid "endorsement", as such term is defined in Rule 206(4)-1 of the Advisers Act, when referring clients to KAR. All third-party promoter agreements are made in writing, pursuant to, and in accordance with Rule 206(4)-1 of the Advisers Act.

As discussed in Item 10, above, KAR has third-party promoter arrangements with VP Distributors, LLC ("VPD"), Virtus International Management (UK), LLP ("Virtus International"), and Virtus Global Partners PTE. LTD ("Virtus Singapore), each of which is an affiliate of KAR, whereby KAR compensates those entities for referrals in certain circumstances. The compensation paid by KAR to VPD, Virtus International, and Virtus Singapore for these referral arrangements generally is structured as being all or a portion of any variable compensation paid by the affiliate to its employee(s) relating to assets under management by KAR that were referred by such employee(s), and in some cases the compensation also includes a percentage of the affiliate's costs with respect to employment of the individual(s).

While the specific terms of each agreement can differ, the third-party promoter typically receives a percentage of the management fees received by KAR from accounts referred by the third-party promoter. In some cases, third-party promoter fees can be based on a percent of the assets under management from accounts referred by the third-party promoter. Any fees paid by KAR to a third-party promoter are paid by KAR and not the client. Third-party promoter compensation is not a factor in determining, nor does it adversely affect, the fee KAR charges for its investment management or advisory services.

A conflict of interest exists with regard to clients referred to KAR by third-party promoters in that the third-party promoter is compensated by KAR for introducing investment advisory business to KAR, and the third-party promoter's receipt of such compensation from KAR could influence the decision to recommend KAR in a way that is in conflict with the interests of the prospective client. This conflict of interest is mitigated by the requirement that KAR's Form ADV Part 2A and other required disclosures be provided to the prospective client.

With respect to KAR's investment management of certain Irish-domiciled UCITS funds, KAR provides investment management services to such UCITS funds, and at its or its affiliates' discretion and only where permitted by applicable law, can rebate, or cause to rebate, part or all of the investment management fees charged to any UCITS fund shareholder.KAR has relationships with certain consulting firms and other intermediaries that are designed to support KAR's overall business needs. For example, KAR, from time to time, purchases products or services, such as investment manager performance data, from consulting firms. In compliance with applicable laws and regulations, KAR or an affiliate from time to time pay event attendance participation or other fees; underwrite educational, charitable or industry events; or provide gifts of value to, or at the request of, an organization or individual (including KAR affiliates) that, among other things: (i) promotes or mentions products or services of KAR or an affiliate in a particular program; (ii) provides KAR or an affiliate with access to financial advisors, brokers, employees, or other persons affiliated with financial services firms in order to provide training, marketing support, and educational presentations on products or services affiliated with KAR; and/or (iii) refers or has referred a client to KAR. KAR obtains products and/or services from consulting firms separate and apart from any recommendations made to clients for KAR's investment services, and in doing so, often also provides cash or non-cash support for educational, training, marketing and other events sponsored by consulting firms and other intermediaries, subject to internal policies and regulatory restrictions. Additionally, certain affiliated or third-party institutions provide financial support for marketing, educational, and sales meetings of KAR or affiliates. From time to time, KAR or its affiliates also pay a fee to have information regarding KAR included in databases maintained by certain unaffiliated third-party data providers that in turn make such information available to their investment consultant clients. The payments and benefits described in this paragraph could give the firms receiving them and their personnel an incentive to favor KAR's investment advisory services over those of firms that do not provide the same payments and benefits.

Additionally, KAR or any of its affiliates enter into arrangements with, and/or make payments from their own assets to, intermediaries to enable access to Virtus mutual funds on platforms made available by such intermediaries. KAR or any of its affiliates also enter into arrangements with, and/or make payments from their own assets to assist such intermediaries to upgrade their existing technology systems or implement new technology systems or programs in order to improve the methods through which the intermediary provides services to KAR and its affiliates and/or their clients. Such arrangements or payments establish contractual obligations on the part of such intermediary to provide KAR's or an affiliate's fund clients with certain exclusive or

preferred access to the use of the subject technology or programs or preferable placement on platforms operated by such intermediary. The services, arrangements and payments described in this paragraph present conflicts of interest because they provide incentives for intermediaries, customers or clients of intermediaries, or such customers' or clients' service providers to recommend, or otherwise make available, KAR's or its affiliates' strategies or Virtus mutual funds to their clients in order to receive or continue to benefit from these arrangements from KAR or its affiliates. The provision of these services, arrangements and payments described above by KAR or its affiliates is only to the extent permitted by applicable laws and regulations and is not dependent on the amount of Virtus mutual funds or strategies sold or recommended by such intermediaries, customers or clients of intermediaries, or such customers' or clients' service providers.

Sponsors of wrap programs are often directly or indirectly registered as an investment adviser under the Investment Advisers Act of 1940. Such wrap sponsors from time-to-time request that KAR directly or indirectly pay for some of a wrap sponsor's marketing and advertising expenses, which also can include paying for certain incentive programs. Under these arrangements, KAR could be perceived to be sharing its fees with another investment firm and, separately, these types of payments create a conflict of interest because sponsors of wrap programs are incentivized to utilize KAR's investment strategies.

From time-to-time, KAR's wealth advisory personnel may receive business entertainment from unaffiliated current and prospective third-party sub-advisers and sponsors of investment strategies or products that KAR makes available to its wealth advisory clients. Any such business entertainment shall be in accordance with KAR's gifts and entertainment policies and procedures. When such a third-party provides such business entertainment, this can present a conflict of interest because it could lead to recommendation or use of these products and services over products that do not provide such business entertainment. This conflict of interest is mitigated by KAR's manager due diligence processes and its risk tolerance guidelines in effect to seek to ensure clients' overall portfolios are invested in accordance with clients' specific financial situation and investment goals.

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

Under the WAS Program, Strategic Advisers acts as a third-party promoter for KAR, and KAR pays referral fees to Strategic Advisers for each referral received based on KAR's assets under management attributable to each client referred by Strategic Advisers or members of each client's household. The WAS Program is designed to help investors find an independent investment adviser, and any referral from Strategic Advisers to KAR does not constitute a recommendation or endorsement by Strategic Advisers of KAR's particular investment management services or strategies. More specifically, KAR pays the following amounts to Strategic Advisers for referrals: the sum of (i) an annual percentage of 0.10% of any and all assets in client accounts where such assets are identified as "fixed-income" assets by Strategic Advisers and (ii) an annual percentage of 0.25% of all other assets held in client accounts. In addition, KAR has agreed to pay Strategic Advisers an annual program fee of $50,000 to participate in the WAS Program. These fees are paid by KAR and not the client.

To receive referrals from the WAS Program, KAR must meet certain minimum participation criteria, but KAR has been selected for participation in the WAS Program as a result of its other business relationships with Strategic Advisers and its affiliates, including Fidelity Brokerage Services, LLC ("FBS"). As a result of its participation in the WAS Program, KAR has a conflict of interest with respect to its decision to use certain affiliates of Strategic Advisers, including FBS, for execution, custody, and clearing for certain client accounts, and KAR could have an incentive to suggest the use of FBS and its affiliates to its advisory clients, whether or not those clients were referred to KAR as part of the WAS Program.

Under an agreement with Strategic Advisers, KAR has agreed that it will not charge clients more than the standard range of advisory fees disclosed in its Form ADV 2A Brochure to cover referral fees paid to Strategic Advisers as part of the WAS Program. Pursuant to these arrangements, KAR has agreed not to solicit clients to transfer their brokerage accounts from affiliates of Strategic Advisers or establish brokerage accounts at other custodians for referred clients other than when KAR's fiduciary duties would so require, and KAR has agreed to pay Strategic Advisers a one-time fee equal to 0.75% of the assets in a client account that is transferred from Strategic Advisers' affiliates to another custodian; therefore, KAR has an incentive to suggest that referred clients and their household members maintain custody of their accounts with affiliates of Strategic Advisers. However, participation in the WAS Program does not limit KAR's duty to select brokers on the basis of best execution.

Item 15 – Custody

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

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

Item 16 – Investment Discretion

KAR generally has full discretion to buy and sell securities without prior client approval under its investment advisory agreements with its clients, and in such capacity, KAR holds a limited power of attorney to act without prior consultation as its clients' investment adviser in its investment advisory agreements. KAR exercises its investment discretion consistent with its fiduciary duties and investment philosophy, as well as any investment guidelines or restrictions

imposed by client and accepted by KAR. KAR does not advise clients for a fee with respect to (i) holdings outside their managed accounts or (ii) holdings in their managed accounts which are designated as unsupervised at the direction of or with notice to the client.

Item 17 – Voting Client Securities

Summary of Proxy Voting Policy

KAR has adopted and implemented policies and procedures that it believes are reasonably designed to ensure that proxies are voted in the best interest of our clients, in accordance with our fiduciary duties and SEC Rule 206(4)-6 under the Investment Advisers Act of 1940.

The principles for voting proxies are as follows:

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

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

Class Actions

Securities held in client accounts may from time to time be subject to securities class action lawsuits. A class action is a civil proceeding brought on behalf of investors who allege harm in connection with a particular security. Court-approved notices describing the claims, eligibility requirements, and legal rights of security holders are generally required to be distributed by the client's broker, custodian, nominee, or a claims administrator. KAR does not custody client assets or hold securities on behalf of clients and, therefore, does not distribute or forward class action notices to clients, even if KAR receives notice of a class action.

Participation in a class action involves legal rights and considerations specific to the security holder. KAR does not provide legal advice and does not advise clients regarding whether to participate in any class action or settlement.

Because clients are the beneficial owners of the securities in their accounts, and because KAR may not be aware of transactions effected outside of accounts it manages, KAR does not file class action claims on behalf of clients. Clients are responsible for obtaining necessary transaction information, generally from their custodian, to submit a proof of claim. Upon request, KAR may, on a best-efforts basis, provide transaction information it maintains for the client's account to the extent still required to be retained under applicable law.

Item 18 – Financial Information

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

Kayne Anderson Rudnick
Investment Management

ERISA 408(b)(2) Disclosure

Guide To Services and Compensation for ERISA Accounts Advised by Kayne Anderson Rudnick Investment Management, LLC ("Kayne Anderson Rudnick")

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

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

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

Updated: March 2026

Item 1 – Cover Page

Supplemental Information

Professional Biographies

Kayne Anderson Rudnick
Investment Management

Chris Armbruster, CFA

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March 26, 2026

This Brochure Supplement provides information about Chris Armbruster that supplements the Kayne Anderson Rudnick Investment Management, LLC ("Kayne Anderson Rudnick") Brochure. You should have received a copy of that Brochure. Please contact Compliance if you did not receive Kayne Anderson Rudnick's Brochure or if you have any questions about the contents of this supplement.

Item 2 – Educational Background and Business Experience

Chris Armbruster, CFA
Portfolio Manager and Senior Research Analyst

- Born: 1979
- Education: B.A., Business Economics, with a minor in Accounting, from the University of California, Los Angeles.
- Business Experience: Joined Kayne Anderson Rudnick in 2013. Mr. Armbruster has been a portfolio manager and senior research analyst since 2020. From 2013 to 2020, Mr. Armbruster was a research analyst.
- CFA Designation: Issued by CFA Institute

Prerequisites/Experience Required:

- Candidate must meet one of the following requirements:
  - Undergraduate degree and 4 years of professional experience involving investment decision-making, or
  - 4 years qualified work experience (full time, but not necessarily investment related)
- Educational Requirements: Self-study program (250 hours of study for each of the 3 levels)
- Examination Type: 3 course exams
- Continuing Education/Experience Requirements: None

Item 3 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There is no disciplinary information to report.

Item 4 – Other Business Activities

Mr. Armbruster does not have investment related other business activities.

Item 5 – Additional Compensation

Mr. Armbruster receives no other additional compensation.

Item 6 – Supervision

Portfolio Managers and Research Analysts attend regularly scheduled research meetings to discuss their model portfolios and the securities held in the portfolios. Portfolio Managers meet regularly with the Chief Investment Officer to review and discuss their portfolios.

Mr. Armbruster's supervisor is Craig Stone, Co-Chief Investment Officer, Kayne Anderson Rudnick, phone number 310.284.6428.

Item 1 – Cover Page

Supplemental Information

Professional Biographies

Kayne Anderson Rudnick
Investment Management

Todd Beiley, CFA

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March 26, 2026

This Brochure Supplement provides information about Todd Beiley that supplements the Kayne Anderson Rudnick Investment Management, LLC ("Kayne Anderson Rudnick") Brochure. You should have received a copy of that Brochure. Please contact Compliance if you did not receive Kayne Anderson Rudnick's Brochure or if you have any questions about the contents of this supplement.

Item 2 – Educational Background and Business Experience

Todd Beiley, CFA
Head of Research, Portfolio Manager and Senior Research Analyst

- Born: 1972
- Education: B.S., Finance, Northern Arizona University, M.B.A., University of Southern California
- Business Experience: Joined Kayne Anderson Rudnick in 2002. Mr. Beiley has been Head of Research since 2023. Mr. Beiley has been a Portfolio Manager and Senior Research Analyst since 2008. From 2002 through 2008, Mr. Beiley was a Research Analyst.
- CFA Designation: Issued by CFA Institute

Prerequisites/Experience Required:

- Candidate must meet one of the following requirements:
  - Undergraduate degree and 4 years of professional experience involving investment decision-making, or
  - 4 years qualified work experience (full time, but not necessarily investment related)
- Educational Requirements: Self-study program (250 hours of study for each of the 3 levels)
- Examination Type: 3 course exams
- Continuing Education/Experience Requirements: None

Item 3 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There is no disciplinary information to report.

Item 4 – Other Business Activities

Mr. Beiley does not have investment related other business activities.

Item 5 – Additional Compensation

Mr. Beiley receives no other additional compensation.

Item 6 – Supervision

Portfolio Managers and Research Analysts attend regularly scheduled research meetings to discuss their model portfolios and the securities held in the portfolios. Portfolio Managers meet regularly with the Co-Chief Investment Officer to review and discuss their portfolios.

Mr. Beiley's supervisor is Craig Stone, Co-Chief Investment Officer, Kayne Anderson Rudnick, phone number 310.284.6428.

Item 1 – Cover Page

Supplemental Information

Professional Biographies

Kayne Anderson Rudnick Investment Management

Julie Biel, CFA

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March 26, 2026

This Brochure Supplement provides information about Julie Biel that supplements the Kayne Anderson Rudnick Investment Management, LLC ("Kayne Anderson Rudnick") Brochure. You should have received a copy of that Brochure. Please contact Kayne Anderson Rudnick Compliance, if you did not receive Kayne Anderson Rudnick's Brochure or if you have any questions about the contents of this supplement.

Item 2 – Educational Background and Business Experience

Julie Biel, CFA
Chief Market Strategist, Portfolio Manager and Senior Research Analyst

- Born: 1980
- Education: B.A., Economics and Psychology. New York University, M.B.A., University of California, Los Angeles
- Business Experience: Joined Kayne Anderson Rudnick in 2013. Ms. Biel has been Chief Market Strategist since 2023. Ms. Biel has been a Portfolio Manager and Senior Research Analyst since 2018. From 2013 through 2018, Ms. Biel was a research analyst. Prior to Kayne Anderson Rudnick, Julie was an Airline analyst at Imperial Capital in Los Angeles, CA. Prior to Imperial, Julie was Chief Financial Officer at the C40 Cities Initiative, a Bloomberg Foundation non-profit focused on climate change. Prior to C40, Julie was a Managing Director in the Mayor's Office of Office of Economic and Business Policy in Los Angeles. Prior to the Mayor's Office, Julie was an analyst at Huntington Holdings, a private family office in Los Angeles.
- CFA Designation: Issued by CFA Institute

Prerequisites/Experience Required:

- Candidate must meet one of the following requirements:
  - Undergraduate degree and 4 years of professional experience involving investment decision-making, or
  - 4 years qualified work experience (full time, but not necessarily investment related)
- Educational Requirements: Self-study program (250 hours of study for each of the 3 levels)
- Examination Type: 3 course exams
- Continuing Education/Experience Requirements: None

Item 3 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There is no disciplinary information to report.

Item 4 – Other Business Activities

Ms. Biel does not have investment related other business activities.

Item 5 – Additional Compensation

Ms. Biel receives no other additional compensation.

Item 6 – Supervision

Portfolio Managers and Research Analysts attend regularly scheduled research meetings to discuss their model portfolios and the securities held in the portfolios. Portfolio Managers meet regularly with the Co-Chief Investment Officer to review and discuss their portfolios.

Ms. Biel's supervisor is Craig Stone, Co-Chief Investment Officer, Kayne Anderson Rudnick, phone number 310.284.6428.

Item 1 – Cover Page

Supplemental Information

Professional Biographies

Kayne Anderson Rudnick
Investment Management

Jon K. Christensen, CFA

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March 26, 2026

This Brochure Supplement provides information about Jon Christensen that supplements the Kayne Anderson Rudnick Investment Management, LLC ("Kayne Anderson Rudnick") Brochure. You should have received a copy of that Brochure. Please contact Compliance if you did not receive Kayne Anderson Rudnick's Brochure or if you have any questions about the contents of this supplement.

Item 2 – Educational Background and Business Experience

Jon K. Christensen, CFA
Portfolio Manager and Senior Research Analyst

- Born: 1964
- Education: B.S., Mathematics/Applied Science, University of California, Los Angeles, M.B.A., California State University, Long Beach
- Business Experience: Joined Kayne Anderson Rudnick in 2001. Mr. Christensen has been a portfolio manager and senior research analyst since 2007. From 2001 to 2007, Mr. Christensen was a senior research analyst.
- CFA Designation: Issued by CFA Institute

Prerequisites/Experience Required:

- Candidate must meet one of the following requirements:
  - Undergraduate degree and 4 years of professional experience involving investment decision-making, or
  - 4 years qualified work experience (full time, but not necessarily investment related)
- Educational Requirements: Self-study program (250 hours of study for each of the 3 levels)
- Examination Type: 3 course exams
- Continuing Education/Experience Requirements: None

Item 3 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There is no disciplinary information to report.

Item 4 – Other Business Activities

Mr. Christensen does not have investment related other business activities.

Item 5 – Additional Compensation

Mr. Christensen receives no other additional compensation.

Item 6 – Supervision

Portfolio Managers and Research Analysts attend regularly scheduled research meetings to discuss their model portfolios and the securities held in the portfolios. Portfolio Managers meet regularly with the Chief Investment Officer to review and discuss their portfolios.

Mr. Christensen's supervisor is Craig Stone, Co-Chief Investment Officer, Kayne Anderson Rudnick, phone number 310.284.6428.

Item 1 – Cover Page

Supplemental Information

Professional Biographies

Kayne Anderson Rudnick Investment Management

Noran Eid

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March 26, 2026

This Brochure Supplement provides information about Noran Eid that supplements the Kayne Anderson Rudnick Investment Management, LLC ("Kayne Anderson Rudnick") Brochure. You should have received a copy of that Brochure. Please contact Compliance if you did not receive Kayne Anderson Rudnick's Brochure or if you have any questions about the contents of this supplement.

Item 2 – Educational Background and Business Experience

Noran Eid
Portfolio Manager and Senior Research Analyst

- Born: 1983
- Education: B.S., Engineering, American University in Cairo, M.B.A., Wharton School, University of Pennsylvania
- Business Experience: Joined Kayne Anderson Rudnick in 2018. Ms. Eid has been a Portfolio Manager and Senior Research Analyst since 2023. From 2018 through 2023, Ms. Eid was a Research Analyst. From 2013 to 2017, Ms. Eid was an Investment Analyst for Sands Capital Management, LLC.

Item 3 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There is no disciplinary information to report.

Item 4 – Other Business Activities

Ms. Eid does not have investment related other business activities.

Item 5 – Additional Compensation

Ms. Eid receives no other additional compensation.

Item 6 – Supervision

Portfolio Managers and Research Analysts attend regularly scheduled research meetings to discuss their model portfolios and the securities held in the portfolios. Portfolio Managers meet regularly with the Co-Chief Investment Officer to review and discuss their portfolios.

Ms. Eid's supervisor is Craig Stone, Co-Chief Investment Officer, Kayne Anderson Rudnick, phone number 310.284.6428.

Item 1 – Cover Page

Supplemental Information

Professional Biographies

Kayne Anderson Rudnick
Investment Management

Ben Falcone, CFA

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March 26, 2026

This Brochure Supplement provides information about Ben Falcone that supplements the Kayne Anderson Rudnick Investment Management, LLC ("Kayne Anderson Rudnick") Brochure. You should have received a copy of that Brochure. Please contact Kayne Anderson Rudnick Compliance, if you did not receive Kayne Anderson Rudnick's Brochure or if you have any questions about the contents of this supplement.

Item 2 – Educational Background and Business Experience

Ben Falcone, CFA
Managing Director - Client Portfolio Manager

- Born: 1974
- Education: B.A. Business/Managerial Economics. The College of Wooster,
- Business Experience: Joined Kayne Anderson Rudnick 10/2023 as Managing Director - Client Portfolio Manager. From 3/2015 to 9/2023, Mr. Falcone was a Client Portfolio Manager for Vontobel Asset Management.
- CFA Designation: Issued by CFA Institute

Prerequisites/Experience Required:

- Candidate must meet one of the following requirements:
  - Undergraduate degree and 4 years of professional experience involving investment decision-making, or
  - 4 years qualified work experience (full time, but not necessarily investment related)
- Educational Requirements: Self-study program (250 hours of study for each of the 3 levels)
- Examination Type: 3 course exams
- Continuing Education/Experience Requirements: None

Item 3 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There is no disciplinary information to report.

Item 4 – Other Business Activities

Mr. Falcone holds his Series 7 and 63 with VP Distributors, Inc., an affiliate of Kayne Anderson Rudnick.

Item 5 – Additional Compensation

Mr. Falcone receives no other additional compensation.

Item 6 – Supervision

The direct supervisor regularly meets with Mr. Falcone to discuss the strategies utilized and implemented by Mr. Falcone. Mr. Falcone's supervisor is Jason Pomatto, Managing Director, Senior Client Portfolio Manager & Institutional Relationship Manager, Kayne Anderson Rudnick, phone number 310.284.2522.

Item 1 – Cover Page

Supplemental Information

Professional Biographies

Kayne Anderson Rudnick
Investment Management

David Forward

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March 26, 2026

This Brochure Supplement provides information about David Forward that supplements the Kayne Anderson Rudnick Investment Management, LLC ("Kayne Anderson Rudnick") Brochure. You should have received a copy of that Brochure. Please contact Compliance if you did not receive Kayne Anderson Rudnick's Brochure or if you have any questions about the contents of this supplement.

Item 2 – Educational Background and Business Experience

David Forward
Portfolio Manager and Senior Research Analyst

- Born: 1992
- Education: B.A., Economics, Cornell University
- Business Experience: Joined Kayne Anderson Rudnick in 2018. From 2015 to 2018, Mr. Forward was an Equity Analyst for DWS Asset Management.

Item 3 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There is no disciplinary information to report.

Item 4 – Other Business Activities

Mr. Forward does not have investment related other business activities.

Item 5 – Additional Compensation

Mr. Forward receives no other additional compensation.

Item 6 – Supervision

Portfolio Managers and Research Analysts attend regularly scheduled research meetings to discuss their model portfolios, and the securities held in the portfolios. Portfolio Managers meet regularly with the Chief Investment Officer to review and discuss their portfolios.

Mr. Forward's supervisor is Craig Stone, Chief Investment Officer, Kayne Anderson Rudnick, phone number 310.284.6428.

Item 1 – Cover Page

Supplemental Information

Professional Biographies

Kayne Anderson Rudnick
Investment Management

Hyung Kim

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March 26, 2026

This Brochure Supplement provides information about Hyung Kim that supplements the Kayne Anderson Rudnick Investment Management, LLC ("Kayne Anderson Rudnick") Brochure. You should have received a copy of that Brochure. Please contact Compliance if you did not receive Kayne Anderson Rudnick's Brochure or if you have any questions about the contents of this supplement.

Item 2 – Educational Background and Business Experience

Hyung Kim
Portfolio Manager and Senior Research Analyst

- Born: 1978
- Education: B.A., German with a Minor in Economics, Hankuk University of Foreign Studies, M.B.A., University of Chicago Booth School of Business
- Business Experience: Joined Kayne Anderson Rudnick in 2017. From 2010 to 2017, Mr. Kim was an International Equity Analyst for Advisory Research Inc.

Item 3 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There is no disciplinary information to report.

Item 4 – Other Business Activities

Mr. Kim does not have investment related other business activities.

Item 5 – Additional Compensation

Mr. Kim receives no other additional compensation.

Item 6 – Supervision

Portfolio Managers and Research Analysts attend regularly scheduled research meetings to discuss their model portfolios and the securities held in the portfolios. Portfolio Managers meet regularly with the Chief Investment Officer to review and discuss their portfolios.

Mr. Kim's supervisor is Craig Stone, Co-Chief Investment Officer, Kayne Anderson Rudnick, phone number 310.284.6428.

Item 1 – Cover Page

Supplemental Information

Professional Biographies

Kayne Anderson Rudnick
Investment Management

Julie Kutasov

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March 26, 2026

This Brochure Supplement provides information about Julie Kutasov that supplements the Kayne Anderson Rudnick Investment Management, LLC ("Kayne Anderson Rudnick") Brochure. You should have received a copy of that Brochure. Please contact Compliance if you did not receive Kayne Anderson Rudnick's Brochure or if you have any questions about the contents of this supplement.

Item 2 – Educational Background and Business Experience

Julie Kutasov
Portfolio Manager and Senior Research Analyst

- Born: 1970
- Education: B.A., Business Economics, University of California, Los Angeles, M.B.A., Harvard Business School
- Business Experience: Joined Kayne Anderson Rudnick in 2001 as a research analyst. Ms. Kutasov has been a portfolio manager and senior research analyst since 2008.

Item 3 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There is no disciplinary information to report.

Item 4 – Other Business Activities

Ms. Kutasov does not have investment-related other business activities.

Item 5 – Additional Compensation

Ms. Kutasov receives no other additional compensation.

Item 6 – Supervision

Portfolio Managers and Research Analysts attend regularly scheduled research meetings to discuss their model portfolios and the securities held in the portfolios. Portfolio Managers meet regularly with the Chief Investment Officer to review and discuss their portfolios.

Ms. Kutasov's supervisor is Craig Stone, Co-Chief Investment Officer, Kayne Anderson Rudnick, phone number 310.284.6428.

Item 1 – Cover Page

Supplemental Information

Professional Biographies

Kayne Anderson Rudnick
Investment Management

James May, CFA

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March 26, 2026

This Brochure Supplement provides information about James May that supplements the Kayne Anderson Rudnick Investment Management, LLC ("Kayne Anderson Rudnick") Brochure. You should have received a copy of that Brochure. Please contact Kayne Anderson Rudnick Compliance, if you did not receive Kayne Anderson Rudnick's Brochure or if you have any questions about the contents of this supplement.

Item 2 – Educational Background and Business Experience

James May, CFA
Managing Director - Client Portfolio Manager

- Born: 1967
- Education: B.S. Finance. Bentley University, M.B.A., Boston College Wallace E. Carroll Graduate School of Management
- Business Experience: Joined Kayne Anderson Rudnick 4/2019 as a Managing Director - Client Portfolio Manager. From 4/2008 to 3/2019, Mr. May was a Product Specialist and Senior Product Manager for Virtus Investment Partners.
- CFA Designation: Issued by CFA Institute

Prerequisites/Experience Required:

- Candidate must meet one of the following requirements:
  - Undergraduate degree and 4 years of professional experience involving investment decision-making, or
  - 4 years qualified work experience (full time, but not necessarily investment related)
- Educational Requirements: Self-study program (250 hours of study for each of the 3 levels)
- Examination Type: 3 course exams
- Continuing Education/Experience Requirements: None

Item 3 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There is no disciplinary information to report.

Item 4 – Other Business Activities

Mr. May holds his Series 7 with VP Distributors, Inc., an affiliate of Kayne Anderson Rudnick.

Item 5 – Additional Compensation

Mr. May receives no other additional compensation.

Item 6 – Supervision

The direct supervisor regularly meets with Mr. May to discuss the strategies utilized and implemented by Mr. May.

Mr. May's supervisor is Jason Pomatto, Managing Director, Senior Client Portfolio Manager & Institutional Relationship Manager, Kayne Anderson Rudnick, phone number 310.284.2522.

Item 1 – Cover Page

Supplemental Information

Professional Biographies

Kayne Anderson Rudnick
Investment Management

Jason Pomatto

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March 26, 2026

This Brochure Supplement provides information about Jason Pomatto that supplements the Kayne Anderson Rudnick Investment Management, LLC ("Kayne Anderson Rudnick") Brochure. You should have received a copy of that Brochure. Please contact Compliance if you did not receive Kayne Anderson Rudnick's Brochure or if you have any questions about the contents of this supplement.

Item 2 – Educational Background and Business Experience

Jason Pomatto
Managing Director, Senior Client Portfolio Manager & Institutional Relationship Manager

- Born: 1971
- Education: B.S., Finance, Northern Illinois University, M.B.A., Northwestern University, Kellogg School of Management
- Business Experience: Joined Kayne Anderson Rudnick in 2021 as Director – Client Portfolio Manager & Institutional Relationship Manager. From 2022 to 2023 Mr. Pomatto was Managing Director – Client Portfolio Manager. From 2023 Mr. Pomatto has been Managing Director, Senior Client Portfolio Manager & Institutional Relationship Manager. From 2017 to 2021 Mr. Pomatto was Managing Director for bfinance US Ltd. From 2005 to 2017, Mr. Pomatto was Vice President – Institutional Sales for Driehaus Capital Management, LLC.

Item 3 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There is no disciplinary information to report.

Item 4 – Other Business Activities

Mr. Pomatto holds his Series 7, 63, and 24 licenses with VP Distributors, Inc., an affiliate of Kayne Anderson Rudnick.

Item 5 – Additional Compensation

Mr. Pomatto is paid a percentage of the growth of revenues for the business segment he services.

Item 6 – Supervision

The direct supervisor regularly meets with Mr. Pomatto to discuss the strategies utilized and implemented by Mr. Pomatto.

Mr. Pomatto's supervisor is Stephen Rigali, Executive Managing Director, Kayne Anderson Rudnick, phone number 310.284.5541.

Item 1 – Cover Page

Supplemental Information

Professional Biographies

Kayne Anderson Rudnick Investment Management

Sean Pompa, CFA

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March 26, 2026

This Brochure Supplement provides information about Sean Pompa that supplements the Kayne Anderson Rudnick Investment Management, LLC ("Kayne Anderson Rudnick") Brochure. You should have received a copy of that Brochure. Please contact Compliance if you did not receive Kayne Anderson Rudnick's Brochure or if you have any questions about the contents of this supplement.

Item 2 – Educational Background and Business Experience

Sean Pompa
Portfolio Manager and Senior Research Analyst

- Born: 1985
- Education: B.A., Political Science, West Virginia University, B.S.B.A., Finance West Virginia University, M.B.A., University of California, Los Angeles, One-Year Certificate Program, Mandarin Chinese, Zhejiang University
- Business Experience: Joined Kayne Anderson Rudnick in 2021. From 2019 to 2021, Mr. Pompa was an Equity Analyst for Weitz Investment Management.
- CFA Designation: Issued by CFA Institute

Prerequisites/Experience Required:
- Candidate must meet one of the following requirements:
  - Undergraduate degree and 4 years of professional experience involving investment decision-making, or
  - 4 years qualified work experience (full time, but not necessarily investment related)
- Educational Requirements: Self-study program (250 hours of study for each of the 3 levels)
- Examination Type: 3 course exams
- Continuing Education/Experience Requirements: None

Item 3 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There is no disciplinary information to report.

Item 4 – Other Business Activities

Mr. Pompa does not have investment related other business activities.

Item 5 – Additional Compensation

Mr. Pompa receives no other additional compensation.

Item 6 – Supervision

Portfolio Managers and Research Analysts attend regularly scheduled research meetings to discuss their model portfolios, and the securities held in the portfolios. Portfolio Managers meet regularly with the Chief Investment Officer to review and discuss their portfolios.

Mr. Pompa's supervisor is Craig Stone, Chief Investment Officer, Kayne Anderson Rudnick, phone number 310.284.6428.

Item 1 – Cover Page

Supplemental Information

Professional Biographies

Kayne Anderson Rudnick
Investment Management

Stephen A. Rigali, CFA

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March 26, 2026

This Brochure Supplement provides information about Stephen Rigali that supplements the Kayne Anderson Rudnick Investment Management, LLC ("Kayne Anderson Rudnick") Brochure. You should have received a copy of that Brochure. Please contact Compliance if you did not receive Kayne Anderson Rudnick's Brochure or if you have any questions about the contents of this supplement.

Additional information about Mr. Rigali is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Educational Background and Business Experience

Stephen A. Rigali, CFA
Executive Managing Director and a member of the Executive Management Committee

- Born: 1957
- Education: B.S., Business and Economics, Loyola Marymount University
- Business Experience: Joined Kayne Anderson Rudnick in 1991 and has held the position of Executive Managing Director with Kayne Anderson Rudnick since 2005.
- CFA Designation: Issued by CFA Institute

Prerequisites/Experience Required:

- Candidate must meet one of the following requirements:
  - Undergraduate degree and 4 years of professional experience involving investment decision-making, or
  - 4 years qualified work experience (full time, but not necessarily investment related)
- Educational Requirements: Self-study program (250 hours of study for each of the 3 levels)
- Examination Type: 3 course exams
- Continuing Education/Experience Requirements: None

Item 3 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There is no disciplinary information to report.

Item 4 – Other Business Activities

Mr. Rigali maintains Series 7 and 63 licenses with VP, Distributors, LLC., an affiliate of Kayne Anderson Rudnick.

Item 5 – Additional Compensation

Mr. Rigali is paid a percentage of revenues from new clients as well as existing clients whom he services.

Item 6 – Supervision

At least quarterly, if not more frequently, meetings are held with the CEO and President of Virtus Investment Partners to discuss the strategies of the department and the execution of those strategies.

Mr. Rigali's supervisor is George Aylward, CEO and President of Virtus Investment Partners, phone number 860.263.4705.

Item 1 – Cover Page

Supplemental Information

Professional Biographies

Kayne Anderson Rudnick Investment Management

Richard Sherry, CFA

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March 26, 2026

This Brochure Supplement provides information about Richard Sherry that supplements the Kayne Anderson Rudnick Investment Management, LLC ("Kayne Anderson Rudnick") Brochure. You should have received a copy of that Brochure. Please contact Compliance if you did not receive Kayne Anderson Rudnick's Brochure or if you have any questions about the contents of this supplement.

Item 2 – Educational Background and Business Experience

Richard Sherry, CFA
Portfolio Manager and Senior Research Analyst

- Born: 1966
- Education: B.A., Economics, University of California, Los Angeles, M.B.A., University of Southern California
- Business Experience: Joined Kayne Anderson Rudnick in 1995 as a marketing analyst. Mr. Sherry was a research analyst from 1998 until 2002 and has been a portfolio manager and senior research analyst since 2002.
- CFA Designation: Issued by CFA Institute

Prerequisites/Experience Required:

- Candidate must meet one of the following requirements:
  - Undergraduate degree and 4 years of professional experience involving investment decision-making, or
  - 4 years qualified work experience (full time, but not necessarily investment related)
- Educational Requirements: Self-study program (250 hours of study for each of the 3 levels)
- Examination Type: 3 course exams
- Continuing Education/Experience Requirements: None

Item 3 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There is no disciplinary information to report.

Item 4 – Other Business Activities

Mr. Sherry does not have investment related other business activities.

Item 5 – Additional Compensation

Mr. Sherry receives no other additional compensation.

Item 6 – Supervision

Portfolio Managers and Research Analysts attend regularly scheduled research meetings to discuss their model portfolios and the securities held in the portfolios. Portfolio Managers meet regularly with the Chief Investment Officer to review and discuss their portfolios.

Mr. Sherry's supervisor is Craig Stone, Co-Chief Investment Officer, Kayne Anderson Rudnick, phone number 310.284.6428.

Item 1 – Cover Page

Supplemental Information

Professional Biographies

Kayne Anderson Rudnick
Investment Management

Craig Stone

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March 26, 2026

This Brochure Supplement provides information about Craig Stone that supplements the Kayne Anderson Rudnick Investment Management, LLC ("Kayne Anderson Rudnick") Brochure. You should have received a copy of that Brochure. Please contact Compliance if you did not receive Kayne Anderson Rudnick's Brochure or if you have any questions about the contents of this supplement.

Item 2 – Educational Background and Business Experience

Craig Stone
Chief Investment Officer, Portfolio Manager, Senior Research Analyst, and a member of the Executive Management Committee

- Born: 1965
- Education: B.S., International Studies, San Francisco State University, M.B.A., University of Southern California
- Business Experience: Joined Kayne Anderson Rudnick in 2000. Mr. Stone has been Chief Investment Officer since 2025 and a member of the Executive Management Committee since 2024. Mr. Stone was previously Co-Chief Investment Officer from 2023 to 2024. Mr. Stone has been a Portfolio Manager and Senior Research Analyst since 2000.

Item 3 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There is no disciplinary information to report.

Item 4 – Other Business Activities

Mr. Stone does not have investment related other business activities.

Item 5 – Additional Compensation

Mr. Stone receives no other additional compensation.

Item 6 – Supervision

Portfolio Managers and Research Analysts attend regularly scheduled research meetings to discuss their model portfolios and the securities held in the portfolios. Portfolio Managers meet regularly with the Chief Investment Officer to review and discuss their portfolios.

Mr. Stone's supervisor is George Aylward, CEO and President of Virtus Investment Partners, phone number 860.263.4705.

Item 1 – Cover Page

Supplemental Information

Professional Biographies

Kayne Anderson Rudnick
Investment Management

Craig Thrasher, CFA

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March 26, 2026

This Brochure Supplement provides information about Craig Thrasher that supplements the Kayne Anderson Rudnick Investment Management, LLC ("Kayne Anderson Rudnick") Brochure. You should have received a copy of that Brochure. Please contact Compliance if you did not receive Kayne Anderson Rudnick's Brochure or if you have any questions about the contents of this supplement.

Item 2 – Educational Background and Business Experience

Craig Thrasher, CFA
Portfolio Manager and Senior Research Analyst

- Born: 1972
- Education: B.S., Business and Public Administration, University of Arizona, MBA, University of Chicago, Graduate School of Business
- Business Experience: Joined Kayne Anderson Rudnick in 2008. Mr. Thrasher has been a Portfolio Manager and Senior Research Analyst since 2012. From 2008 to 2011, Mr. Thrasher was a senior research analyst. From 2003-2006, Mr. Thrasher was an equity analyst at Kirr, Marbach & Company.
- CFA Designation: Issued by CFA Institute

Prerequisites/Experience Required:

- Candidate must meet one of the following requirements:
  - Undergraduate degree and 4 years of professional experience involving investment decision-making, or
  - 4 years qualified work experience (full time, but not necessarily investment related)
- Educational Requirements: Self-study program (250 hours of study for each of the 3 levels)
- Examination Type: 3 course exams
- Continuing Education/Experience Requirements: None

Item 3 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There is no disciplinary information to report.

Item 4 – Other Business Activities

Mr. Thrasher does not have investment related other business activities.

Item 5 – Additional Compensation

Mr. Thrasher receives no other additional compensation.

Item 6 – Supervision

Portfolio Managers and Research Analysts attend regularly scheduled research meetings to discuss their model portfolios and the securities held in the portfolios. Portfolio Managers meet regularly with the Chief Investment Officer to review and discuss their portfolios.

Mr. Thrasher's supervisor is Craig Stone, Co-Chief Investment Officer, Kayne Anderson Rudnick, phone number 310.284.6428.

Item 1 – Cover Page

Supplemental Information

Professional Biographies

Kayne Anderson Rudnick
Investment Management

Chris M. Wright, CFA

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March 26, 2026

This Brochure Supplement provides information about Chris Wright that supplements the Kayne Anderson Rudnick Investment Management, LLC ("Kayne Anderson Rudnick") Brochure. You should have received a copy of that Brochure. Please contact Compliance if you did not receive Kayne Anderson Rudnick's Brochure or if you have any questions about the contents of this supplement.

Item 2 – Educational Background and Business Experience

Chris M. Wright, CFA
Portfolio Manager and Senior Research Analyst

- Born: 1979
- Education: B.S., Concentration in Finance, Wharton School, University of Pennsylvania, M.B.A., UCLA Anderson School of Management
- Business Experience: Joined Kayne Anderson Rudnick in 2012. From 2012 to 2016, Mr. Wright was a senior research analyst. Mr. Wright has been a portfolio manager and senior research analyst since 2016.
- CFA Designation: Issued by CFA Institute

Prerequisites/Experience Required:

- Candidate must meet one of the following requirements:
  - Undergraduate degree and 4 years of professional experience involving investment decision-making, or
  - 4 years qualified work experience (full time, but not necessarily investment related)
- Educational Requirements: Self-study program (250 hours of study for each of the 3 levels)
- Examination Type: 3 course exams
- Continuing Education/Experience Requirements: None

Item 3 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There is no disciplinary information to report.

Item 4 – Other Business Activities

Mr. Wright does not have investment related other business activities.

Item 5 – Additional Compensation

Mr. Wright receives no other additional compensation.

Item 6 – Supervision

Portfolio Managers and Research Analysts attend regularly scheduled research meetings to discuss their model portfolios and the securities held in the portfolios. Portfolio Managers meet regularly with the Chief Investment Officer to review and discuss their portfolios.

Mr. Wright's supervisor is Craig Stone, Co-Chief Investment Officer, Kayne Anderson Rudnick, phone number 310.284.6428.

Item 1 – Cover Page

Supplemental Information

Professional Biographies

Kayne Anderson Rudnick Investment Management

Adam Xiao, CFA

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March 26, 2026

This Brochure Supplement provides information about Adam Xiao that supplements the Kayne Anderson Rudnick Investment Management, LLC ("Kayne Anderson Rudnick") Brochure. You should have received a copy of that Brochure. Please contact Compliance if you did not receive Kayne Anderson Rudnick's Brochure or if you have any questions about the contents of this supplement.

Item 2 – Educational Background and Business Experience

Adam Xiao, CFA
Portfolio Manager and Senior Research Analyst

- Born: 1988
- Education: B.A., Operations Research & Management Science, University of California, Berkeley, M.B.A., Columbia Business School
- Business Experience: Joined Kayne Anderson Rudnick in 2018. Mr. Xiao has been a Portfolio Manager and Senior Research Analyst since 2023. From 2018 through 2023, Mr. Xiao was a Research Analyst. From 2017 through 2018, Mr. Xiao was an Equity Research Senior Associate at Diamond Hill Capital Management. From 2013 through 2015, Mr. Xiao was an Equity Research Associate at Dodge & Cox.
- CFA Designation: Issued by CFA Institute

Prerequisites/Experience Required:

- Candidate must meet one of the following requirements:
  - Undergraduate degree and 4 years of professional experience involving investment decision-making, or
  - 4 years qualified work experience (full time, but not necessarily investment related)
- Educational Requirements: Self-study program (250 hours of study for each of the 3 levels)
- Examination Type: 3 course exams
- Continuing Education/Experience Requirements: None

Item 3 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There is no disciplinary information to report.

Item 4 – Other Business Activities

Mr. Xiao does not have other investment related business activities.

Item 5 – Additional Compensation

Mr. Xiao receives no other additional compensation.

Item 6 – Supervision

Portfolio Managers and Research Analysts attend regularly scheduled research meetings to discuss their model portfolios and the securities held in the portfolios. Portfolio Managers meet regularly with the Co-Chief Investment Officer to review and discuss their portfolios.

Mr. Xiao's supervisor is Craig Stone, Co-Chief Investment Officer, Kayne Anderson Rudnick, phone number 310.284.6428.

Item 1 – Cover Page

Supplemental Information

Professional Biographies

Kayne Anderson Rudnick
Investment Management

Victor Zimmermann, CFA

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March 26, 2026

This Brochure Supplement provides information about Victor Zimmermann that supplements the Kayne Anderson Rudnick Investment Management, LLC ("Kayne Anderson Rudnick") Brochure. You should have received a copy of that Brochure. Please contact Compliance if you did not receive Kayne Anderson Rudnick's Brochure or if you have any questions about the contents of this supplement.

Item 2 – Educational Background and Business Experience

Victor Zimmermann
Portfolio Manager and Senior Research Analyst

- Born: 1990
- Education: B.A., Economics, Hamilton College, M.B.A., Columbia Business School
- Business Experience: Joined Kayne Anderson Rudnick in 2025. From 2018 to 2025, Mr. Zimmermann was an Equity Analyst and then Senior Equity Analyst for Invesco.
- CFA Designation: Issued by CFA Institute

Prerequisites/Experience Required:

- Candidate must meet one of the following requirements:
  - Undergraduate degree and 4 years of professional experience involving investment decision-making, or
  - 4 years qualified work experience (full time, but not necessarily investment related)
- Educational Requirements: Self-study program (250 hours of study for each of the 3 levels)
- Examination Type: 3 course exams
- Continuing Education/Experience Requirements: None

Item 3 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There is no disciplinary information to report.

Item 4 – Other Business Activities

Mr. Zimmermann does not have investment related other business activities.

Item 5 – Additional Compensation

Mr. Zimmermann receives no other additional compensation.

Item 6 – Supervision

Portfolio Managers and Research Analysts attend regularly scheduled research meetings to discuss their model portfolios, and the securities held in the portfolios. Portfolio Managers meet regularly with the Chief Investment Officer to review and discuss their portfolios.

Mr. Zimmermann's supervisor is Craig Stone, Chief Investment Officer, Kayne Anderson Rudnick, phone number 310.284.6428.

March 2026

KAR Kayne Anderson Rudnick Investment Management

FACTS	WHAT DOES KAYNE ANDERSON RUDNICK INVESTMENT MANAGEMENT, LLC DO WITH YOUR PERSONAL INFORMATION?
WHY?	Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.
WHAT?	The types of personal information we collect and share depend on the product or service you have with us. This information can include: • Social Security number and investment experience • Account balances and assets • Risk tolerance and transaction history
HOW?	All financial companies need to share clients personal information to run their everyday business. In the section below, we list the reasons financial companies can share their clients' personal information; the reasons Kayne Anderson Rudnick Investment Management, LLC ("KAR") chooses to share; and whether you can limit this sharing.

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

Who We Are	
Who is providing this notice?	Kayne Anderson Rudnick Investment Management, LLC ("KAR")

What We Do	
How does Kayne Anderson Rudnick protect my personal information?	To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings.
How does Kayne Anderson Rudnick collect my personal information?	We collect your personal information, for example, when you • Open an account or give us your contact information • Seek advice about your investments • Enter into an investment advisory contract • Tell us about your investment or retirement portfolio
Why can't I limit all sharing?	Federal law gives you the right to limit only • Sharing for affiliates' everyday business purposes–information about your creditworthiness • Affiliates from using your information to market to you • Sharing for nonaffiliates to market to you State laws and individual companies may give you additional rights to limit sharing.

Definitions	
Affiliates	Companies related by common ownership or control. They can be financial and nonfinancial companies. • Our affiliates include companies such as: AlphaSimplex Group, LLC; Ceredex Value Advisors LLC; Duff & Phelps Investment Management Co.; Keystone National Group, LLC; NFJ Investment Group LLC; SEIX CLO Management LLC; Silvant Capital Management LLC; Virtus International Fund Management Limited; Virtus International Management, LLP; Sustainable Growth Advisers LP; Westchester Capital Management, LLC; Westchester Capital Partners, LLC; Virtus Alternative Investment Advisers, LLC; Virtus Capital Advisers, LLC; Virtus Fixed Income Advisers, LLC; Virtus Advisers, LLC; Virtus Fund Services, LLC; Virtus Global Partners PTE. Ltd.; Virtus Investment Advisers, LLC; Virtus Investment Partners, Inc.; Virtus Partners, Inc.; Virtus Shared Services, LLC; VP Distributors, LLC; and Zevenbergen Capital Investments LLC.
Non-affiliates	Companies not related by common ownership or control. They can be financial and nonfinancial companies. • KAR does not share with non-affiliates so they can market to you.
Joint Marketing	A formal agreement between nonaffiliated financial companies that together market financial products or services to you. • KAR does not jointly market.

For California Residents Only

In addition to our Privacy Policy, the below notice is provided solely to certain **California residents** who are clients of KAR. To the extent that the California Consumer Privacy Act ("CCPA"), as amended by CPRA applies, you have the right to know what personal information we intend to collect or have collected about you and why. For clients of KAR this information is provided in our **Privacy Notice**, above.

The CCPA also provides you the right to request access to specific pieces of information we have collected from you. You have the right to request correction of inaccurate information that we maintain about you. You also can request that we delete personal information about you. You can contact our Compliance Department at 1-800-231-7414 or email Compliance@kayne.com if you wish to make any of these requests. It is important to note, however, that the CCPA does not apply to all businesses, nor does it apply to personal information maintained by financial services firms that is covered under certain exemptions described in the CCPA, and as such, the CCPA will typically not apply to KAR's clients.

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

At this time, we do not sell personal data or share personal data for purposes of cross-context advertising. We are not required under CCPA to provide information to you about our collection of your personal information or our sale or disclosure of personal information about you more than twice within a 12-month period. Additionally, we are permitted to refuse to honor unfounded or excessive repetitive requests to us or charge a reasonable administrative fee for honoring those requests, and in either case, will notify you of any such decision. We will not discriminate against you for making a rights request under California law. You have the right to appeal any decision regarding your rights and can do that by contacting us as described above.