Firm Brochure
Part 2A

Natixis Advisors, LLC ("Natixis Advisors")
Natixis Investment Managers Solutions, a division of Natixis Advisors ("Solutions")

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This brochure provides information about the qualifications and business practices of Natixis Advisors. If you have any questions about the contents of this brochure, please contact us at 617-449-2838 or by email at ADVOPS@natixis.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("**SEC**") or by any state securities authority.

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

Registration does not imply that any particular level of skill or training has been met by Natixis Advisors or its personnel.

March 27, 2024

Important Note about this Brochure

This Brochure is not:

- *an offer or agreement to provide advisory services to any person;*
- *an offer to sell interests (or a solicitation of an offer to purchase interests) in any fund that we advise; or*
- *a complete discussion of the features, risks, or conflicts associated with any advisory service or fund.*

*As required by the Investment Advisers Act of 1940, as amended (the "**Advisers Act**"), we provide this Brochure to current and prospective clients. We also, in our discretion, will provide this Brochure to current or prospective investors in a fund, together with other relevant offering, governing, or disclosure documents. Additionally, this Brochure is available at the SEC's Investment Adviser Public Disclosure website.*

Persons who receive this publicly available Brochure (whether or not from us) should be aware that it is designed solely to provide information responsive to certain disclosure obligations under the Advisers Act. More information about our funds and advisory services is included in the relevant account or fund documents. To the extent that there is any conflict between discussions herein and similar or related discussions in such documents, the relevant account or fund documents shall govern and control. You should read this Brochure and those other documents carefully and consult with tax, legal, and financial advisors before making any investment decision.

Item 2 – Material Changes

No material changes have been made to this Brochure since the last delivery or posting of this document on March 31, 2023. This Brochure was updated for various non-material changes to provide clarification and additional information, including changes to language discussing Natixis Advisors' ownership structure due to an internal reorganization of two intermediate holdings companies.

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Item 4 – Advisory Business

Firm Description: Natixis Advisors, LLC ("**Natixis Advisors**") was a limited partnership organized on January 23, 1995 which was converted into a limited liability company on July 30, 2021, under the laws of the State of Delaware. Natixis Advisors maintains a principal office located at 888 Boylston Street, Boston, Massachusetts 02199 with an additional office at 101 Second Street, Suite 1600, San Francisco, California 94105 that supports some of the services offered by its division, Natixis Investment Managers Solutions ("**Solutions**"). Solutions is not a separate legal entity. Natixis Advisors and Natixis Distribution, LLC ("**Natixis Distribution**"), a FINRA registered limited purpose broker-dealer affiliate of Natixis Advisors, are commonly referred to by the umbrella name of Natixis Investment Managers.

Principal Owners: Natixis Advisors is a direct subsidiary of Natixis Investment Managers, LLC, which, following a modification in corporate structure that took place in January 2024, is a direct subsidiary of Natixis Investment Managers ("**Natixis IM**"), an international asset management group based in Paris, France, that is part of the Global Financial Services division of Groupe BPCE. Natixis IM is wholly owned by Natixis, a French investment banking and financial services firm. Natixis is wholly owned by BPCE, France's second largest banking group. The modification in corporate structure mentioned above was the merger of Natixis Investment Managers, LLC into Natixis Investment Managers U.S. Holdings, LLC and the subsequent name change of the holding company to "Natixis Investment Managers, LLC." The internal reorganization did not change the ultimate parent of Natixis Advisors or the identity and responsibilities of, or services provided by, either Natixis Advisors' or Natixis Investment Managers, LLC's personnel.

Types of Advisory Services: Natixis Advisors provides advisory services to investment company clients and managed account clients. These relationships are described in more detail below. In addition, Natixis Advisors creates proprietary direct indexing separately managed account strategies and multi-asset portfolios comprised of proprietary and non-proprietary mutual funds, separately managed account sleeves and ETFs. Natixis Advisors also provides portfolio analysis, consulting, and analytic services to investment professionals, which services are not contingent on current or future sales or sales targets.

Investment Company Advisory Services: Natixis Advisors is the investment adviser to some of the investment companies in the Natixis family of funds (the "**Natixis Funds**"). Each Natixis Fund is a registered investment company or a series thereof. Natixis Advisors is also the investment adviser to exchange-traded funds (the "**Natixis ETFs**"). Each Natixis ETF is a registered investment company.

Natixis Advisors generally subcontracts portfolio management services to one or more affiliated or unaffiliated registered investment advisers to act in the capacity of subadviser to Natixis Advisors, as listed on **Appendix 1**. As set forth in the relevant contract, each subadviser is responsible for the day-to-day investment operations of the Natixis Fund it subadvises. Natixis Advisors is responsible, subject to the approval of the Natixis Funds' and Natixis ETFs' Board, for the selection and oversight of such subadviser. Natixis Advisors will replace subadvisers as it deems appropriate, subject to the approval, as may be required, of the affected Natixis Funds' and Natixis ETFs' Board and/or the affected Natixis Funds' and Natixis ETFs' shareholders.

Natixis Advisors provides administrative services to the Natixis Funds, Natixis ETFs, and the Loomis Sayles family of funds (the "**Loomis Sayles Funds**") (collectively the "**Funds**"). Natixis Advisors also provides marketing support services to certain Funds.

Managed Account Advisory Services: Natixis Advisors provides both discretionary and non-discretionary investment advisory services through sponsor programs and other contractual advisory arrangements.

Natixis Advisors' investment advisory services are often provided with assistance from affiliated and unaffiliated registered investment advisers (commonly referred to as model providers). Where Natixis Advisors receives recommendations in the form of a model portfolio from a model provider but retains investment discretion, Natixis Advisors follows the recommendations in the model portfolios provided. However, Natixis Advisors can substitute or otherwise deviate from the model portfolio as it considers appropriate, including to comply with individual client guidelines or restrictions, to realize losses in taxable accounts, and to provide market exposure during a wash sale period. Alterations made to accommodate individualized policies or restrictions as well as trading delays and other timing issues could result in deviations between the holdings and performance of client accounts and those of the model portfolios. See **Appendix 2** for a list of the affiliated model portfolio providers and unaffiliated model portfolio providers used by Natixis Advisors and/or model portfolio strategies provided by each.

Bundled and Unbundled Advisory Services:
Natixis Advisors provides investment advisory services on a discretionary basis when it is granted sole or shared authority (whether or not that authority is exercised) to determine what securities or other assets to purchase or sell on behalf of a client account. Natixis Advisors provides discretionary investment advisory services to managed account clients that participate in bundled and unbundled sponsor programs. Managed account programs for which the program sponsor performed due diligence and where the client is charged a bundled/wrapped fee are commonly referred to as "**Bundled Programs**." Managed account programs for which the program sponsor performs limited due diligence and the client is not charged a bundled/wrapped fee are commonly referred to as "**Unbundled Programs**." These sponsor programs offer managed account clients the investment advisory services of a number of different investment managers, one of which is Natixis Advisors. Natixis Advisors participates in programs as a discretionary manager by providing client-specific investment advisory services.

Model Delivery Services:
Natixis Advisors provides non-discretionary investment advisory services when it is not granted sole or shared authority to determine what securities or other assets to purchase or sell on behalf of a client account. Natixis Advisors provides non-discretionary investment advisory services when it delivers model portfolios to program sponsors for use in the sponsor's program. In such arrangements, the program sponsor or adviser exercises discretion over client accounts.

Overlay Portfolio Management Services:
Natixis Advisors provides discretionary and non-discretionary overlay portfolio management services to sponsors. These services include, but are not limited to, portfolio implementation, product development, unified managed account portfolio construction, manager selection, and administrative overlay management, which can be designed by Natixis Advisors to meet a sponsor or client's specific overlay portfolio management needs.

Assets Under Management: Natixis Advisors' regulatory assets under management total $63,770,732,162 of discretionary assets under management as of December 31, 2023.

Item 5 – Fees and Compensation

Investment Company Fees and Compensation: The advisory and administrative fees payable by the Funds to Natixis Advisors, under relevant contracts, are expressed as a percentage of assets under management or administration and are individually negotiated. The fees billed by Natixis Advisors to the Funds are payable by the Funds monthly in arrears. Natixis Advisors is responsible for the payment of fees to advisers and subadvisers of the Funds, as applicable. Natixis Advisors pays such advisers and subadvisers a percentage of the fee paid to Natixis Advisors by the relevant Fund.

Managed Account Fees and Compensation:

Bundled Program Fees & Compensation: Fees paid to Natixis Advisors for investment advisory services to Bundled Program client accounts are negotiated between Natixis Advisors and the Bundled Program sponsor.

The client account minimum for a Bundled Program account is usually set by the Bundled Program sponsor. A client in a Bundled Program will usually pay a bundled fee to the sponsor (either in advance or arrears), calculated as a percentage of the client's assets under management, which covers:

- Natixis Advisors' investment advisory service fee;
- Custody fee from a Broker, dealer, sponsor firm trading venue, or other trading venue (collectively "**Brokers**") for transactions executed through the program sponsor or the program's preferred Broker;
- Accounting; and
- Sponsor due diligence and other applicable program services.

Bundled Program fees can vary depending on the Bundled Program and the investment strategy selected by the client.

<u>Unbundled Program Fees & Compensation</u>: Fees paid to Natixis Advisors for investment advisory services to Unbundled Program client accounts are set by Natixis Advisors and are provided under **<u>Appendix 3</u>**. These fees do not include other fees that a client will incur, such as custody fees, brokerage fees, accounting fees, sponsor due diligence fees, and other applicable program fees. Unbundled Program investment advisory service fees vary depending on the investment strategy selected by the client. The client account minimum (initial and ongoing) for Natixis Advisors' Unbundled Program accounts is generally set by Natixis Advisors and is $250,000, with exceptions granted on a case-by-case basis or as otherwise determined to be appropriate. For Unbundled Program client accounts, Natixis Advisors reserves the right to waive or discount its investment advisory service fee on certain client accounts, including employee or related client accounts, and to waive the account minimum or other fee thresholds for any client accounts.

Client fees in Unbundled Programs are paid either directly to Natixis Advisors by the client (upon receipt of an invoice from Natixis Advisors) or through the Unbundled Program sponsor, the client's registered investment adviser, or the client's custodian (upon receipt of an invoice delivered by Natixis Advisors). Additionally, the investment advisory fee can vary depending on the Unbundled Program and the investment strategy selected by the client.

<u>Model Portfolio Services Fees & Compensation</u>: Fees paid to Natixis Advisors for its model portfolio investment advisory services to Bundled and Unbundled Programs are negotiated between Natixis Advisors and the program sponsor. The program sponsors (and not the participants) are clients of Natixis Advisors when accounts are managed by or through a sponsor. The client account minimum for a program account that is managed using Natixis Advisors' model portfolio is set by the program sponsor.
A client will also incur additional fees depending on whether the program is bundled or unbundled, such as custody fees, brokerage fees, accounting fees, sponsor due diligence fees, and other applicable program fees.

Model portfolio fees are paid by clients to the sponsor, which in turn compensates Natixis Advisors. The fee received by Natixis Advisors will vary depending on the program and investment strategy selected by the sponsor.

<u>Overlay Portfolio Management Services Fees & Compensation</u>: Fees paid to Natixis Advisors for its overlay portfolio management investment advisory services to Bundled and Unbundled Programs are negotiated between Natixis Advisors and the program sponsor/program coordinator. The client account minimum for a program account that is managed using Natixis Advisors' overlay portfolio management services is set by the program sponsor. A client will incur additional fees depending on whether the program is bundled or unbundled, such as custody fees, brokerage fees, accounting fees, sponsor due diligence fees, and other applicable program fees.

Overlay portfolio management fees are typically paid by clients to the sponsor. In these cases, Natixis Advisors is compensated by the sponsor. In other cases, Natixis Advisors bills clients directly for overlay services as well as for the underlying separate account investment strategies. In other cases, Natixis Advisors may bill clients directly for overlay services as well as for the underlying separate account investment strategies. The fee received by Natixis Advisors will vary depending on the overlay portfolio management services provided by Natixis Advisors.

Billing and Terminations: Fees paid to Natixis Advisors are calculated as a percentage of assets under management (for discretionary services) or as a percentage of assets advised (for non- discretionary services) and are shown as annual percentages. Natixis Advisors may also be compensated through fixed fees, or fees calculated as a percentage of a program sponsor's fees. Natixis Advisors does not receive custody fees, brokerage fees, accounting fees, or any other such fees. Fees are paid either quarterly or monthly and are billed in accordance with the terms of the contractual relationship, either in advance or in arrears. Contracts with program sponsors require at least sixty (60) days' prior written notice of termination, unless otherwise stipulated by contractual agreement. However, managed account clients that access Natixis Advisors' services via sponsors can generally terminate Natixis Advisors' services immediately upon individual notice of termination to Natixis Advisors or the sponsor. If investment advisory service fees are paid in advance, early termination of a client account will result in a proportionate (*i.e.*, pro-rata) return of such fees.

Model Portfolio Provider Fees & Compensation: When Natixis Advisors is responsible for retaining model portfolio providers, Natixis Advisors compensates the model portfolio provider from the fee paid to Natixis Advisors by the client or program sponsor, as applicable, which reduces the fees retained by Natixis Advisors. However, when Natixis Advisors is hired to provide overlay portfolio management services for Bundled Programs, the sponsor generally compensates the selected sponsor and model portfolio provider.

Fee & Compensation Variation: Investment advisory services, fees, and account minimums vary from one program to another. Natixis Advisors reserves the right, in its sole discretion, to waive its fees and account minimum requirements, but cannot waive fees or account minimum requirements set by a third-party program sponsor. Clients should be aware that Natixis Advisors cannot negotiate the implied commission rates payable to the sponsor's or client-designated Broker. Natixis Advisors is also limited in its ability to influence the trade execution quality and the nature and quality of the services (including custodial and/or accounting services) that program clients obtain from the sponsor. Similar or comparable services could be available at a lower aggregate cost elsewhere on a bundled and/or unbundled basis.

In addition, while fees paid to Natixis Advisors by a Bundled Program sponsor could be lower than the standard fee applicable to an Unbundled Program client, the overall cost to a program client is likely to be higher than if the client engaged Natixis Advisors directly and negotiated (or allowed Natixis Advisors to negotiate on the client's behalf) per-transaction fees directly with a Broker. Similarly, the overall cost to a program client will often be higher than if the client engaged a model portfolio provider directly. However, Natixis Advisors and the model portfolio providers typically require directly managed non-program client accounts to meet a minimum account size, which, depending on the strategy, are typically higher than the minimum account size required by a sponsor.

Managed Accounts Holding Exchange-Traded Funds ("**ETFs**"): Clients should be aware that, in addition to the expenses embedded in the ETF structure, there are certain disadvantages in selecting such strategies. These disadvantages include, but are not limited to, the risk of (i) purchasing ETF shares at a premium and (ii) selling ETF shares at a discount, because prices are determined by market forces and not net asset value.

Managed Accounts Holding Mutual Funds: As previously stated, Natixis Advisors provides discretionary investment advisory services to managed account clients using model portfolios supplied by model portfolio providers and by Natixis Advisors' internal division. Natixis Advisors can, in its sole discretion, execute model providers' recommendations by purchasing shares of mutual funds and/or ETFs that conform to the relevant model portfolio. Clients are able to purchase investment company shares directly from the investment companies (or, with regard to ETFs, in the market) without using the investment advisory services of Natixis Advisors. Additionally, it is common for the portfolios of managed account clients participating in a unified managed account program to hold investment company shares in a sleeve or multiple sleeves of the client's unified managed account. Usually, the investment company is selected by the sponsor to be a part of the unified managed account or, in the case of an unbundled relationship, by the adviser that hires Natixis Advisors to provide overlay portfolio management services. In each case, clients bear the fees and expenses associated with the Fund, including advisory fees, in addition to any advisory or program fee.

Managed Accounts Holding Affiliated Mutual Funds or ETFs: Natixis Advisors recommends portfolios of funds it advises to the sponsor for certain wrap fee or advisory programs. For portfolios where Natixis Advisors acts as portfolio strategist, Natixis Advisors provides advice to the sponsor while the sponsor has ultimate decision-making responsibility and discretionary authority for the accounts investing in the portfolios and is solely responsible for recommending such portfolios to investors. Natixis Advisors can construct these portfolios solely from registered investment companies it or an Affiliate advises and/or that it distributes through Natixis Distribution, without considering other funds or investments. Natixis Advisors receives compensation from the portfolio's funds for its investment advisory and other services but Natixis Advisors does not generally assess a separate fee for its portfolio construction services.

In addition, sponsors or advisers that hire Natixis Advisors as the overlay portfolio manager could also independently select an investment company to be part of a unified managed account offering that has an affiliation with Natixis Advisors. Under these circumstances, it is important for the client to be aware that Natixis Advisors will charge its managed account advisory fee (or overlay portfolio management fee) on the assets held in the unified managed account, including the assets held in the affiliated investment company sleeve. In addition to the managed account advisory fee (or overlay portfolio management fee), the client bears all fees and expenses as a shareholder in the Fund, including the Fund's advisory fees.

In connection with all purchases of investment company shares for a managed account client's portfolio, the client could incur additional and/or higher expenses than the expenses incurred for managed accounts. In the case of an investment company advised by Natixis Advisors or one of its investment advisory affiliates, expenses include payments to Natixis Advisors and/or its affiliates for advisory and other services (such as distribution and/or administrative services) provided to the investment companies.

Clients are able to purchase investment company shares directly from the investment companies (or, with regard to ETFs, in the market) without using the investment advisory services of the sponsor and the overlay portfolio management services of Natixis Advisors.

Client Due Inquiry: Clients should conduct due inquiry related to investment advisory services, fees, and account minimums. Due inquiry enables the client to ensure that it receives the desired level of investment advisory services, that it is assessed a reasonable fee for those services, and that it can meet and maintain the required account minimum. Additionally, a client should consider factors such as trading frequency and applicable commissions for trading away, transfer taxes, and similar fees. Information about investment advisory services, fees, and minimum account requirements can be found in the applicable program sponsor's disclosure document, in the client investment advisory services contract, and/or in the client's custodial services and brokerage contracts.

Please see Item 12 for a discussion of Natixis Advisors' trading practices.

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

Not Applicable.

Item 7 Types of Clients

Natixis Advisors clients include: individuals (including high net worth individuals), banking or thrift institutions, pension and profit sharing plans (but not plan participants), investment companies and other pooled vehicles, charitable organizations, corporations or other businesses, state or municipal government entities, and sponsors for which it provides model portfolios and/or overlay portfolio management services.

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

In managing discretionary client accounts and providing recommendations to non-discretionary clients, Natixis Advisors (and the affiliated and unaffiliated model portfolio providers that it retains on behalf of clients) uses various investment strategies and methods of analysis, as described below. Item 8 and its related appendices contain a discussion of the primary risks associated with these investment strategies and are not intended to describe in detail every possible risk associated with investing. Particular risks applicable to a client account depend on the nature of the account, its investment strategy or strategies, and the types of securities held.

Any investment includes the risk of loss and there can be no guarantee that a particular level of return will be achieved. While Natixis Advisors seeks to manage accounts so that risks are appropriate to the return potential for the strategy, it is often not possible or desirable to mitigate all risks. Clients could lose some or all of their investments and should be prepared to bear the risk of such potential losses, including through diversification.

Although Natixis Advisors does not limit its advice to particular types of investments, mandates will often be limited to certain types of securities (*e.g.*, equities) or to the recommendation of investment advisers or managed funds focused on certain types of securities and, therefore, may not be diversified. The accounts managed by Natixis Advisors are not intended to provide a complete investment program for a client or investor and, except with respect to pooled investment vehicles, Natixis Advisors expects that the assets it manages do not represent all the client's assets. Clients are responsible for appropriately diversifying their assets to guard against the risk of loss.

When dealing with a new client account, it may take several days for assets of the account to be fully invested in the selected investment strategy or strategies. Additional deposits into an existing client account can take several days to be fully invested.

When Natixis Advisors advises a new client account that is initially funded with securities (*i.e.*, stocks, bonds, mutual funds, exchange-traded funds, etc.) or when a client adds securities to an existing client account, Natixis Advisors will usually liquidate non-cash holdings not contained in the strategy selected by the client. With respect to the liquidation of non-cash holdings, the client will be solely responsible for any transaction costs, investment losses, and/or taxes that result from such liquidations, all of which will impact performance. The type of assets to be acquired to manage or continue to manage a client account (in accordance with the selected investment strategy) could cause a delay in the account being fully invested. For example, delays can occur if: (i) there is difficulty in disposing of any transferred assets; (ii) there is a need to minimize small or odd lot transactions; (iii) there are account and/or trade reconciliation issues; or (iv) there is some unavailability or failure, outside of Natixis Advisors' reasonable control, of one or more of the systems utilized to manage and trade the client account. Furthermore, client withdrawals can also be delayed due to some of the aforementioned difficulties or due to illiquidity in the relevant market.

In certain circumstances, Natixis Advisors experiences delays in effecting transactions in client accounts or communicating a change in a model to a model portfolio provider. Such delays may be due to issues including, but not limited to, internal or external systems problems, communication issues, data issues, share balance reconciliation issues, market volatility, heavy trading volumes, liquidity shortages, computer viruses, trading halts, power interruptions, data theft, data destruction, severe or extraordinary weather conditions, earthquakes, terrorist acts, acts of war, pandemics and other public health emergencies, or other "acts of God" and similar circumstances. Further, Natixis Advisors can choose to hold or delay trades if Natixis Advisors considers it prudent to do so to avoid trade or communication errors or other errors or issues. For example, if Natixis Advisors believes that client account holdings or trading data is corrupted, stale, or inaccurate, or if holdings or trade data cannot be reconciled, Natixis Advisors can choose to delay trading until these issues are resolved to attempt to avoid significant trade errors that could otherwise result if trades are effected based on incorrect data. While the ultimate effect of the types of delays referenced in this section depend upon market circumstances, with an enhanced risk in circumstances of extreme market volatility, these delays are likely to also increase the risk of losses and/or the risk of missing market or security appreciation. In some cases, these delays can also result in increased dispersion between the performance results of a particular account or group of accounts managed by Natixis Advisors and the performance results of a relevant model portfolio provider's client accounts.

Whatever the cause of the delay in investing the client's account or in processing a withdrawal request, Natixis Advisors will make reasonable attempts to effect transactions in a client's account as soon as reasonably practicable.

Market Disruption, Health Crises, Terrorism, and Geopolitical Risk: Investment company clients and managed account clients are subject to the risk that war, terrorism, global health crises or similar pandemics, and other related geopolitical events may lead to increased short-term market volatility and have adverse long-term effects on world economies and markets generally, as well as adverse effects on issuers of securities and the value of a Fund's or account's investments. War, terrorism and related geopolitical events, as well as global health crises and similar pandemics have led, and in the future may lead, to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally. Those events as well as other changes in world economic, political and health conditions also could adversely affect individual issuers or related groups of issuers, securities markets, interest rates, credit ratings, inflation, investor sentiment and other factors affecting the value of an investment company's or managed account client's investments. At such times, investment company's or managed account client's exposure to a number of other risks described elsewhere in this section can increase.

Investment Company Methods of Analysis, Investment Strategies, and Risk of Loss: Natixis Advisors is the investment adviser to some of the Natixis Funds and Natixis ETFs. Each Natixis Fund and Natixis ETF is a registered investment company or a series thereof. The advisory contract between Natixis Advisors and the relevant Natixis Fund and Natixis ETF is terminable without penalty by the relevant Natixis Fund or Natixis ETF on sixty (60) days' notice to Natixis Advisors, or by Natixis Advisors on ninety (90) days' notice to the Natixis Fund or Natixis ETF. The agreement terminates automatically on assignment.

With respect to the Natixis Funds and Natixis ETFs for which Natixis Advisors acts as investment adviser, Natixis Advisors can subcontract portfolio management services (including determination of methods of analysis and selection of sources of information) to one or more affiliated or unaffiliated registered investment advisers who act as subadviser to Natixis Advisors, as listed on **Appendix 1**. As set forth in the relevant contract, each subadviser is responsible for the day-to-day investment operations of the Natixis Fund and/or Natixis ETFs (or segment thereof) it subadvises. Natixis Advisors is responsible, subject to the approval of the relevant Natixis Funds' Board, for the selection and oversight of such subadviser. Natixis Advisors will replace subadvisers as it deems appropriate, subject to the approval, where required, of the affected Natixis Funds' and/or Natixis ETFs Board of Trustees and/or shareholders.

Some of the Natixis Funds are designed as multi-manager investment companies, combining the investment styles of multiple subadvisers. Each subadviser is responsible for the management of a designated portion, or sleeve, of the relevant multi-manager Natixis Fund. Natixis Advisors is responsible, when dealing with multi-manager Natixis Funds, for the allocation of assets to each subadviser and sleeve of such Natixis Fund or for selecting the subadviser that performs day-to-day investment advisory services for its allocated assets. Shareholders should be aware that each Natixis Fund is managed according to Fund-specific investment objectives, policies, and restrictions, and is not tailored for particular investors.

Natixis Advisors' Solutions division is responsible for the management of several sleeves of each of the Natixis Sustainable Future Funds. Natixis Advisors' Solutions division also fulfills its investment advisory obligations to the sleeves by providing investment advisory expertise and trade execution services through its trade desk. Natixis Advisors makes all investment decisions and directs the execution of all transactions allocated for management through Solutions (subject to the investment objectives and guidelines applicable to each sleeve).

Subject to oversight by the Board of Trustees of the Funds, the Natixis Advisors' Funds Advisory Oversight Committee and the Due Diligence Committee monitor the performance and controls of investment company advisers and subadvisers. For more information about the methods of analysis utilized by the subadvisers that provide portfolio management services to the Natixis Funds and Natixis ETFs, see the relevant Natixis Funds' and Natixis ETFs' prospectuses and statements of additional information. Additionally, see **Appendix 1** for a description of the investment strategies of the subadvisers overseen by Natixis Advisors for the Natixis Funds and Natixis ETFs for which Natixis Advisors acts as adviser. **Appendix 4** also contains information about the risks associated with each investment strategy.

Natixis Advisors also provides administrative services to the Natixis Funds, Natixis ETFs, and Loomis Sayles Funds. These services include, but are not limited to, legal, compliance, treasury, office space and personnel, including the compensation of trustees affiliated with the Funds' administrator (*i.e.*, Natixis Advisors).

Managed Account Methods of Analysis, Investment Strategies, and Risk of Loss: In providing discretionary investment advisory services to its managed account clients, Natixis Advisors utilizes investment recommendations, including through model portfolios from model providers. Natixis Advisors can also combine, for multi-manager and unified managed account strategies, more than one model portfolio.

The model portfolios provided to Natixis Advisors are based on a hypothetical U.S. person with a specified minimum account size and investment strategy. Model portfolios are created using substantially the same investment analyses, sources of information, and strategies that the model portfolio providers use in advising their own institutional client accounts. In general, the methods and sources of information utilized by the model portfolio providers to create the model portfolios include charting, fundamental, cyclical, and technical analysis, third party research, company visits, and corporate rating services. However, the methods and sources of information used by each model portfolio provider to create the model portfolios will vary.

For a more detailed description of the methods, sources of information, and investment techniques used by each model portfolio provider, managed account clients should review each model portfolio provider's disclosure document, to the extent those documents are made available to the client. See **Appendix 2** for a listing of model portfolio providers and for a description of the affiliated and unaffiliated investment strategies offered by Natixis Advisors. Not all strategies listed on **Appendix 2** are available to Unbundled Program clients.

Natixis Advisors also receives investment recommendations through its Solutions division, which develops investment strategies by utilizing proprietary models, optimization, and sampling techniques to create direct indexing strategies (generally, the AIA Strategies). Strategies may include full index replication, stratified sampling of an index, optimization tools, and expected return inputs from internal analysis and third-party research providers. The list and description of available investment strategies offered through sponsor programs is found in **Appendix 2**. Please see **Appendix 5** for a list and a description of risks associated with Natixis Advisors' available investment strategies.

Natixis Advisors also receives investment recommendations from its Solutions division, which constructs multi-asset portfolios by utilizing proprietary targeted models, optimization, and specific sampling techniques. Solutions' strategies include strategic, risk-aligned, objective-driven, and completion investment model portfolios and strategies (including the Dynamic Core, Tactical Core, Tactical Core Tax Aware, Tax Managed

Core, Risk Efficient, Tactical Allocation, Tactical Alpha, and Alternative Completion Strategies). The model portfolios are constructed and tested using a rigorous process encompassing scenario testing, simulation, and optimization.

The general outline of the portfolio management process for the Dynamic Core strategies is as follows: (1) portfolios are aligned to an overall degree of market risk; (2) maximum efficiency allocations are generated within each asset class, using an adjusted Sharpe ratio as our measure of efficiency; (3) an allocation tilt toward an active or passive vehicle in each sub-asset class is made based on relative efficiency, with efficiency again measured using an adjusted Sharpe ratio; and (4) market signals are used to dynamically adjust the portfolios' overall risk profile over a time period. The list and description of available Solutions investment strategies offered to Unbundled Program clients is also found in **Appendix 3**.

For the Tactical Core, Tactical Core Tax Aware, Tax Managed Core, Risk Efficient, Tactical Allocation and Tactical Alpha strategies, the general outline of the portfolio management process is as follows: (1) portfolios are aligned to an overall degree of market risk; (2) annual strategic allocations are determined with long term historical relationships within and across each asset class as well as reflecting more recent market behavior; (3) allocation tilts relative to the strategic allocations are made within and across asset classes as dislocations occur and opportunities present themselves; and (4) longer term positions are held in mutual funds whereas shorter term positions are held in ETFs.

Finally, for the Alternative Completion strategies, the general outline of the portfolio management process is as follows: (1) portfolios are aligned to an overall degree of market risk; (2) structural allocations to different alternative strategies are made to achieve a high level of diversification for risk levels commensurate with the core portfolio; and (3) market signals are used to dynamically adjust the allocations to the different strategies and the portfolios' overall risk profile over a time period. Please see **Appendix 5** for a list and a description of risks associated with Natixis Advisors' available investment strategies.

Reasonable Restrictions: Natixis Advisors allows its managed account clients to impose reasonable investment restrictions on the purchase of securities of particular issuers or types of issuers. However, model portfolios do not manage individual client accounts or programs; clients can impose restrictions through the sponsor. In order to accommodate issuer-specific restrictions and guideline exposure limits, including Environmental, Social, and Governance ("**ESG**") or socially responsible investing ("**SRI**"), clients are asked to provide Natixis Advisors with the name of the to-be-restricted security's issuer, the security's ticker symbol, and CUSIP number. In order to apply reasonably requested SRI restrictions, Natixis Advisors employs a third-party vendor that provides information regarding issuers that are within or outside of a client's designated SRI restriction category.

Natixis Advisors may also utilize research from third-party vendors that provide insight into the overall ESG/SRI characteristics of a particular company. From the information provided, Natixis Advisors selects an ESG/SRI category that in its sole judgment best approximates the ESG/SRI category identified by the client. Using the third-party vendor's standard compliance file, Natixis Advisors can restrict, as applicable, equity and fixed income securities of those issuers identified for restriction by the client.

Where Natixis Advisors provides overlay portfolio management services (as described in detail below) and a model portfolio provider exercises sleeve-level discretion, a client's reasonably requested ESG/SRI restrictions within that sleeve will be managed in accordance with the SRI information received from the model portfolio provider's respective ESG/SRI vendor. SRI information received by Natixis Advisors and the model portfolio provider may vary. Natixis Advisors' ESG/SRI information will be utilized in managing the remaining sleeves of the client's account.

Unsupervised Assets: Under certain circumstances, clients can request Natixis Advisors to limit its discretionary authority as to certain assets in the client account, while the client retains discretion over other portions of the account. Assets over which the client retains discretion are commonly referred to as "**Unsupervised Assets**." Clients agree that Natixis Advisors will have no fiduciary obligation as to, or discretion over, Unsupervised Assets. Natixis Advisors can agree to hold Unsupervised Assets together with supervised assets as an accommodation to the client, but Natixis Advisors has the right to reject doing so. In particular, clients should expect Natixis Advisors not to provide investment advice, vote proxies, or advise as to or effect corporate action decisions with regard to such assets.

American Depositary Receipts ("**ADRs**"): In the case of certain investment products involving securities of foreign issuers that are not listed on United States exchanges or over the counter markets, Natixis Advisors will generally manage the client's portfolio by investing in ADRs, rather than in the underlying foreign securities. Natixis Advisors typically effects transactions in ADRs using its own trading facilities unless the size of the transaction exceeds certain limits agreed upon between Natixis Advisors and the model portfolio provider. In investing in ADRs, Natixis Advisors can use third party electronic trading services to purchase ordinary shares of foreign securities on the local equity market and convert such ordinary shares into ADRs. These systems provide straight-through electronic processing of orders, including clearance and settlement. Trades occurring through these systems are effected outside of the United States. Ticket charges/fees, foreign exchange rates, country specific fees, and local market taxes will be included in the price of the ADR. In addition, although the international equity strategies managed by Natixis Advisors are comprised primarily of ADRs, some ADRs have limited liquidity on U.S. exchanges. Therefore, from time-to-time, Natixis Advisors will need to execute international equity trades by trading ordinary shares in overseas markets and having those ordinary shares converted to ADRs (rather than trading the ADRs on U.S. exchanges). This conversion is done only for programs that have substantial amounts of assets and where the liquidity of the ADR itself is inadequate to execute the trade without significant market impact.

Natixis Advisors will determine if the liquidity of a particular ADR necessitates the need to execute all or part of the trade on a program-by-program basis by comparing the number of shares required to execute the trade in each program with the available liquidity of the ADR and by analyzing other relevant factors. Orders whose sizes do not exceed a certain percentage (as determined by Natixis Advisors) of the average or anticipated trading volume of an ADR will be traded as ADRs on U.S. exchanges. However, orders that exceed a certain percentage (as determined by Natixis Advisors) of daily volume of an ADR will be considered candidates for trading the ordinary shares overseas and having those shares converted to ADRs. Under most circumstances, orders that exceed a certain percentage (as determined by Natixis Advisors) of the daily volume would be traded overseas as ordinary shares and converted to ADRs. When the number of shares is large enough to necessitate trading in ordinaries for a specific program, that program will be removed from the normal trade rotation sequence and executed overnight as a step-out. Non-impacted programs will remain in the trade rotation sequence. See Item 12 for additional information on trading practices.

Tax Harvesting:

Overview. Natixis Advisors offers tax harvesting services to its discretionary clients investing in certain investment strategies, either on an as-requested basis or automatically and proactively. A tax loss harvesting process is embedded within the management of the AIA Strategies. Tax loss harvesting involves effecting transactions in a taxable managed account to achieve tax benefits for the client. Tax loss harvesting is designed to seek to lower a taxable client's taxes while also seeking to generally maintain the expected risk and return profile of an investment strategy or index, in the case of direct indexing.

When considering tax harvesting services on an as-requested basis, Natixis Advisors first reviews the account, strategy and tax harvesting requests to ensure that Natixis Advisors has the requisite discretion, the account and investment strategy are suitable for the service, and the request provided is clear and executable. Natixis Advisors is also engaged in some relationships to provide loss harvesting services automatically and proactively (i.e., tax harvesting not specifically requested by the client).

In managing certain AIA strategies, tax harvesting is embedded within the portfolio management process. The specific tax harvesting process for AIA strategies may use different tools, methods, thresholds, processes, and replacement securities than non-AIA strategies. Please see Item 8 for a description of the portfolio management process.

Whenever providing tax harvesting services on an as-requested or automatic basis, Natixis Advisors will make reasonable efforts to accomplish tax harvesting within stated guidelines, which are described further below. Clients should be aware that events such as market changes or cash flows into or out of the account could increase or decrease the amounts of losses that are realized from the client's portfolio at any time. Managed account clients should also know that the strategies they have selected will affect the amount and nature of tax harvesting that takes place, depending on market conditions, as certain strategies may afford greater opportunities to tax harvest than others. Additionally, clients should understand that tax harvesting can adversely affect the investment strategy's performance and increase its volatility. A tax-managed strategy may cause a client portfolio to hold a security in order to achieve more favorable tax treatment or to sell a security in order to create tax losses, either of which may prove to have performance less favorable than what might otherwise have been achieved, either on a pre- or post-tax basis.

There is no guarantee that any harvesting technique employed by Natixis Advisors will achieve any particular tax result. The tax consequences of tax harvesting can be difficult to determine in real time and may be challenged after the fact by applicable tax authorities. Managed account clients should consult tax advisors regarding potential tax consequences and tax risks of tax harvesting, as Natixis Advisors does not provide tax advice. Natixis Advisors will not be responsible for the tax consequences, including tax liability for gains or penalties, of any transactions.

It is possible that different guidelines or procedures would result in a different level of tax harvesting that would provide a greater benefit or that Natixis Advisors' tax harvesting procedures may be ineffective.

Natixis Advisors is able to provide tax harvesting services only where it has discretion. Natixis Advisors is not able to provide to, or coordinate tax harvesting with respect to, client assets invested in strategies offered by other investment managers participating in such sponsored programs.

Natixis Advisors generally does not offer tax harvesting services for fixed income strategies or securities. However, a client's tax harvest request for fixed income accounts or securities will be evaluated by Natixis Advisors on a case-by-case basis.

<u>Natixis Advisors' Tax Harvesting Process</u>. When providing tax harvesting services on an as-requested or automatic basis, Natixis Advisors uses quantitative tools to consider the tax benefit generated for clients as well as the performance impact of this activity on the portfolio.

To effect tax harvesting in managed accounts, Natixis Advisors will sell investments from a client's portfolio to realize a loss and invest the proceeds in a substitute investment that represents the appropriate market exposure, rather than leaving those proceeds in cash. The subsequent sale of a substitute investment after the wash sale period may itself result in a gain or loss, and such gain or loss may be a short-term one. The potentially weaker performance of a substitute investment and transaction costs associated with tax harvesting could offset the potential tax benefit of tax harvesting.

Managed account clients should be aware that past performance is no guarantee of future results and that there is no guarantee that substitute investments will perform like the loss harvested positions they are intended to replace. The performance of the substitute investments, therefore, may be better or worse than the investments that were sold. Substitute investments may also cause managed account clients to incur additional fees that would not have been incurred through investments that were sold. Tax harvesting will generally increase the transactions costs borne by managed account clients.

Wash Sales; No Coordination with Other Accounts; Tax Risks: Managed account clients should be aware that, although Natixis Advisors will make reasonable efforts to avoid wash sales, Natixis Advisors cannot guarantee that wash sales will not occur during tax loss harvesting activity. The wash sale rule disqualifies the realization of a loss from selling a security if a "substantially identical" security is purchased 30 days before or after the sale. There is limited guidance regarding what causes a security to be "substantially identical" to another security. Therefore, there can be no assurance of how the IRS or a state or local tax authority would view the selection of a particular substitute investment. In some cases, Natixis Advisors could execute a trade that generates a wash sale when it believes that doing so is otherwise in the best interest of the client. Managed account clients should be aware that the wash sale rule applies not only to transactions in the same account, but to transactions across different accounts of the taxpayer and potentially also accounts of a taxpayer's spouse and household. Natixis Advisors is not able to coordinate tax harvesting with, or to monitor for potential wash sale rule violations in connection with, any other of the taxpayer's or the taxpayer's spouse's accounts, or other associated household accounts, under Natixis Advisors' management, accounts with the same sponsor managed by other advisers or with any other accounts. Furthermore, since tax laws are subject to change, future tax liabilities could increase and therefore tax loss harvesting might not result in the anticipated benefits. Finally, there is no guarantee that the IRS or a state or local tax authority will not limit and/or prohibit recognition of realized losses.

Client custodians may use a different tax lot/cost basis accounting methodology than Natixis Advisors, which could cause discrepancies in the tax efficiencies estimated by Natixis Advisors.

The effectiveness of a tax loss harvesting strategy is largely dependent on each client's entire tax and investment profile, including, as noted, investments made outside of Natixis Advisors' advisory services. As such, there is a risk that the strategy used to reduce the tax liability of the client is not the most effective for every client.

Bankruptcies & Class Actions: Natixis Advisors provides investment advisory services only and will not render legal advice or take any legal action on behalf of any client with respect to securities presently or formerly held as assets in client accounts or any issuers thereof that become the subject of any legal proceedings, including bankruptcies or class actions. Clients should instruct their custodian to forward all materials relating to legal proceedings to the client (or such other agent as the client designates).

Bundled Program Participation: In Bundled Programs, the program's sponsor performs due diligence on Natixis Advisors and Natixis Advisors' investment strategy. If the sponsor approves Natixis Advisors and Natixis Advisors' investment strategy, the approved investment strategy is presented to the sponsor's clients as an available investment option in the program.

In Bundled Programs, the client enters into a Program Agreement with the sponsor and the sponsor, in turn, enters into an agreement with Natixis Advisors to provide relevant services to program clients. The sponsor collects the bundled fee and then pays a portion of that fee to Natixis Advisors for the investment advisory services that Natixis Advisors provides to the Bundled Program client. Some sponsors can charge Natixis Advisors a fee to access the sponsor's portfolio management software package, with such fees deducted by the sponsor from the investment advisory services fee payment made to Natixis Advisors by the sponsor. Natixis Advisors currently participates in Bundled Programs with the sponsors listed on **Appendix 6**. Natixis Advisors may participate in more than one program of a single sponsor. Even within the same sponsor, different programs have different terms, conditions, services, features, and fees. Natixis Advisors is not responsible for considering the merits of any particular program for any participant.

Clients should perform due inquiry on all of the features (*e.g.*, custody, brokerage, accounting, and other services and fees) of a program in which they choose to participate, as Natixis Advisors is not responsible for conducting a suitability review of the sponsor, the sponsor's program, and/or the services and fees charged to the client. To this due end, clients should review carefully the program sponsor's Form ADV Part 2A, and other disclosure documents that the sponsor makes available to clients and prospects.

Unbundled Program Participation: In Unbundled Programs, the program's sponsor performs limited due diligence on Natixis Advisors and Natixis Advisors' investment strategy. If the sponsor approves Natixis Advisors and Natixis Advisors' investment strategy, the Natixis Advisors investment strategy is presented to the sponsor's clients as an available investment option in the program.

In Unbundled Programs, the client enters into an investment advisory services contract with Natixis Advisors directly, but could also enter into an agreement with a sponsor or with a registered investment adviser that accesses Natixis Advisors' investment strategy, for the benefit of the client, via the Unbundled Program. The Unbundled Program sponsor may be a Broker and/or custodian to the client account. Natixis Advisors currently participates in Unbundled Programs with the sponsors listed in **Appendix 6**.

Natixis Advisors can participate in more than one program of a single sponsor. Within the same sponsor, different terms, conditions, services, features, and fees apply to each program. Natixis Advisors is not responsible for considering the merits of any particular program for a participant.

Clients should perform due inquiry on all of the features (*e.g.*, custody, brokerage, accounting, and other services and fees) of a program that they select, as Natixis Advisors is not responsible for conducting a suitability review of the sponsor, the sponsor's program and/or the services and fees charged to the client. To this end, clients should request and read the program sponsor's Form ADV Part 2A and other reference documents that the sponsor makes available to clients participating or looking to participate in the sponsor's program.

Model Portfolio Services: Natixis Advisors provides model portfolios to sponsors that manage sponsor program accounts. The sponsor that selects the model portfolio performs some due diligence on Natixis Advisors and on the model portfolio provider's investment strategy. If the sponsor approves of the model portfolio investment strategy, the model portfolio is made available and utilized by the sponsor to manage sponsor program accounts. Neither Natixis Advisors nor the model portfolio provider has discretionary authority over these sponsor program accounts.

Natixis Advisors currently provides model portfolios to the sponsor firms listed on **Appendix 6**.

Overlay Portfolio Management Services: Natixis Advisors provides discretionary and non-discretionary overlay portfolio management services to sponsors. These services include, but are not limited to, portfolio implementation, product development, unified managed account portfolio construction, manager selection, and administrative overlay management, which can be designed by Natixis Advisors to meet a sponsor or client's specific overlay portfolio management needs.

Accounts receiving overlay portfolio management services are rebalanced in a periodic basis and can encompass many different types of investment managers, investment strategies and investments (*e.g.*, mutual funds, stocks, bonds, and exchange traded funds) within one client account.

For certain taxable accounts, Natixis Advisors also provides a systematic tax loss harvesting process along with other techniques to help mitigate tax liability generated within investment portfolios.

Although Natixis Advisors' overlay portfolio management services can include product development, unified managed account portfolio construction and manager selection, a sponsor or registered investment adviser is responsible for the design of the investment portfolios, the selection of model portfolio providers, and the selection of additional investment product components. The sponsor and/or registered investment adviser is also responsible for the initial and ongoing due diligence performed on model portfolio providers, on additional investment product components, and on Natixis Advisors. Clients should be aware that the sponsor or registered investment adviser will, if providing some of the services outlined above, charge a fee for its services.

Model portfolio providers selected and overseen by sponsors or registered investment advisers are not listed on **Appendix 2**. Clients of programs that include overlay portfolio management services from Natixis Advisors should read the relevant program's disclosure document and/or investment advisory services agreement and the disclosure documents of the relevant model portfolio providers for more information regarding the model portfolio providers' investment philosophies and trade execution policies. With respect to investment products (*e.g.*, funds) that are held in a client's unified managed account, clients should read the offering documents and/or prospectuses, as applicable, for more information regarding the product's investment objectives, philosophy, trade execution practices, and additional fees, if any.

Overlay portfolio management service and model portfolio provider agreements will vary, depending on the preference of the sponsor or client. In most cases, Natixis Advisors contracts with the sponsor, financial advisor, bank, or trust company that accesses Natixis Advisors' overlay portfolio management services, and not directly with the program clients. Natixis Advisors also contracts with other advisory firms that have discretion over client assets. Consequently, in these situations, the client grants discretionary authority to the firm that has the direct contract with the client. In turn, that firm engages Natixis Advisors as overlay manager with discretionary or non-discretionary authority for the client account. Natixis Advisors currently provides overlay portfolio management services to the sponsor firms listed on **Appendix 6**.

Certain Risks Associated with Cybersecurity: Investment advisers, including Natixis Advisors, must rely in part on digital and network technologies to conduct their businesses. Such cyber networks might be subject to a variety of possible cybersecurity incidents or similar events that could potentially result in the inadvertent disclosure of confidential computerized data or client data to unintended parties, or the intentional misappropriation or destruction of data by malicious hackers seeking to compromise sensitive information, corrupt data, or cause operational disruption. Cyber-attacks might be carried out by persons using techniques that could range from efforts to electronically circumvent network security or overwhelm websites to intelligence gathering and social engineering functions aimed at obtaining information necessary to gain access. Natixis Advisors maintains an information technology security policy and certain technical and physical safeguards intended to protect the confidentiality of its internal data. Nevertheless, cyber incidents could potentially occur, and might in some circumstances result in unauthorized access to sensitive information about Natixis Advisors or its clients. Natixis Advisors will seek to notify affected clients pursuant to all applicable state and federal laws and regulations.

Item 9 – Disciplinary Information

Not Applicable.

Item 10 - Other Financial Industry Activities and Affiliations

Model Portfolio Provider Due Diligence: Natixis Advisors utilizes the services of model portfolio providers, both affiliated and unaffiliated. Natixis Advisors conducts an initial due diligence review for certain of these investment advisers, which focuses on the investment strategy's performance and on the investment adviser's infrastructure and compliance program. For the investment advisers subject to Natixis Advisors' due diligence oversight program, Natixis Advisors also conducts periodic reviews to assess their compliance program, operational relationship, and investment strategy performance. A number of internal committees of Natixis Advisors and of its legal and compliance, operational and portfolio management personnel are involved in reviewing information collected from potential and existing model portfolio providers. Conflicts of interest, if any, are identified through the due diligence process, which applies equally to affiliated and unaffiliated model portfolio providers. For investment advisers not subject to Natixis Advisors' due diligence oversight program, as between Natixis Advisors and the underlying managed account client, it shall be the responsibility of the managed account client to oversee and select such investment adviser(s).

Activities of Natixis Distribution: Natixis Distribution acts as a limited purpose broker dealer and is the underwriter/distributor of the Natixis Funds, Loomis Sayles Funds, Vaughan Nelson Funds, and certain WCM Funds. Natixis Distribution also provides placement agent services for managed accounts, private funds, and non-U.S. collective investment vehicles advised by U.S. and non-U.S. affiliated and unaffiliated investment advisers, including Natixis Advisors. Natixis Distribution and Natixis Advisors have an intercompany referral services agreement, which allows Natixis Distribution to provide placement agent services pursuant to which registered representatives (wholesalers) of Natixis Distribution solicit sponsors and financial advisors to select products and services provided by Natixis Advisors for their clients (prospective managed account clients of Natixis Advisors). For a full list of broker-dealer affiliates of Natixis Distribution, please see Natixis Distribution's Form BD. Other than as set forth herein, Natixis Advisors does not currently utilize the services (banking, underwriting, or otherwise) of any of its U.S. and non-U.S. affiliated broker-dealers. However, certain employees of Natixis Advisors also serve as executive officers of Natixis Distribution and certain associated persons of Natixis Advisors are registered representatives of Natixis Distribution.

Managed Account Administrative Services: Natixis Advisors provides certain non-discretionary administrative and compliance services, and implements certain investment recommendations, to assist AEW Capital Management L.P. ("**AEW**"), an affiliated investment adviser, with AEW's discretionary management of AEW client accounts in the Charles Schwab Manager Account Select sponsor program ("**Schwab Select**"). Services provided to AEW by Natixis Advisors include: establishing client accounts (including administration of client specific-investment guidelines/restrictions), applying AEW's investment recommendations at AEW's direction, communicating the aggregate number of securities being recommended for purchase/sale, effecting "**block**" transactions, as directed by AEW, allocating such transactions among client accounts, and overseeing settlement of such transactions. AEW Schwab Select client fees are paid by clients to Schwab and Schwab compensates AEW. AEW, in turn, compensates Natixis Advisors for the services provided. Natixis Advisors also provides certain non- discretionary administrative and compliance services and implements certain investment recommendations to assist Schechter Investment Advisors, LLC with its discretionary management of certain Schechter managed accounts.

Affiliations: Natixis Advisors is an indirect subsidiary of Natixis IM, which owns, in addition to Natixis Advisors, a number of other asset management and distribution and service entities (each, together with any advisory affiliates of Natixis Advisors, a "**related person**"). As noted under Item 4, Natixis IM is wholly owned by Natixis, which is wholly owned by BPCE, France's second largest banking group. BPCE is owned by banks comprising two autonomous and complementary retail banking networks consisting of the Caisse d'Epargne regional savings banks and the Banque Populaire regional cooperative banks. There are several intermediate holding companies and general partnership entities in the ownership chain between BPCE and Natixis Advisors. In addition, Natixis IM's parent companies, Natixis and BPCE, each own, directly or indirectly, other investment advisers and securities and financial services firms which also engage in securities transactions.

Natixis Advisors does not presently enter into transactions, other than as described herein, with related persons on behalf of clients. Because Natixis Advisors is affiliated with a number of asset management, distribution and service entities, Natixis Advisors will occasionally engage in business activities with some of these entities, subject to Natixis Advisors' policies and procedures governing conflicts of interest. For example, Natixis Advisors enters into relationships with related persons, which include advisory or subadvisory arrangements (on a discretionary or non-discretionary basis), cross- marketing arrangements for the sale of separate accounts and privately placed pooled vehicles, research sharing relationships, and personnel-sharing relationships.

Moreover, Natixis Advisors can use related persons to provide certain services to clients to the extent this is permitted under applicable law and under Natixis Advisors' policies and procedures. Given that related persons are equipped to provide a number of services and investment products to Natixis Advisors' clients, subject to applicable law, Natixis Advisors clients can choose to engage a related person of Natixis Advisors to provide any number of such services, including advisory, custodial, or banking services, or to invest in the investment products provided or sponsored by a related person of Natixis Advisors. The relationships described herein could give rise to conflicts of interest or otherwise have an adverse effect on Natixis Advisors' clients. For example, when acting in a commercial capacity, related persons of Natixis Advisors are expected to take commercial steps in their own interests, which may be adverse to those of Natixis Advisors' clients.

Given the interrelationships among Natixis Advisors and its related persons and the changing nature of Natixis Advisors' related persons' businesses and affiliations, there may be other conflicts of interest that arise in the future or that are not covered by this discussion. Although conflicts of interest naturally arise out of the services offered, Natixis Advisors' policies and procedures aim to mitigate potential conflicts by establishing a framework to promote the highest standard of duty of care to its clients. All personnel and investment decisions are governed by the fiduciary responsibility owed to Natixis Advisors' clients.

Additional information regarding conflicts of interest arising from Natixis Advisors' relationships and activities with its related persons is provided under Item 11. See **Appendix 2** for a list of the affiliated model portfolio providers and unaffiliated model portfolio providers used by Natixis Advisors and/or model portfolio strategies provided by each.

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

Natixis Advisors does not knowingly engage in the purchase or sale of securities as principal with any client. However, because Natixis Advisors has numerous related persons that engage in securities brokerage and investment advisory activities, it is possible that such transactions could occur.

From time to time, Natixis Advisors recommends to clients the purchase or sale of securities also purchased, owned, or sold by the Natixis Funds and Natixis ETFs. As previously noted, Natixis Advisors serves as adviser to various investment companies comprising the Natixis Funds and Natixis ETFs. In addition, Natixis Advisors could, from time-to-time, invest client assets in affiliated funds. It is important to note that various officers of Natixis Advisors and its advisory affiliates are officers and/or trustees of the Funds. Natixis Advisors does not invest in securities for its own account, except for short-term money market instruments and shares of the Funds. Natixis Advisors or its affiliates will, from time to time, use its or their own assets to provide seed capital to new investment companies, other commingled funds, or other products.

The Natixis 401(k) and Retirement Account Plans, in which personnel of Natixis Advisors have an interest, can invest in the Funds, in other investment companies, and directly in securities that are purchased or sold for client accounts. Where appropriate, certain securities held by the Funds will also be purchased or sold or recommended for purchase or sale, for or on behalf of clients. In no event will Natixis Advisors knowingly recommend or cause a client to enter into transactions for the purpose of benefiting the direct or indirect securities holdings of the Natixis 401(k) and Retirement Account Plans, or other holdings of Natixis Advisors personnel. Further, Natixis Advisors personnel could invest for their own accounts in securities which are also purchased or sold for Natixis Advisors' clients.

As adviser for certain Natixis Funds, Natixis Advisors receives economic benefits in the form of increased advisory and administration fees from such Natixis Funds where Natixis Advisors' clients purchase shares of the Natixis Funds. Likewise, Natixis Distribution receives additional Rule 12b-1 fees as a result of such investments for certain share classes of the Natixis Funds and Loomis Sayles Funds. The majority of 12b-1 fees received by Natixis Distribution are passed along to certain intermediaries pursuant to the terms of a distribution agreement.

Code of Ethics: Per Natixis Advisors' policy, no supervised person shall engage in any act, practice, or course of conduct that would violate the Code of Ethics, the fiduciary duty owed by Natixis Advisors and their personnel to clients, or any applicable federal securities laws including, but not limited, to: certain sections and rules promulgated under the Investment Advisers Act of 1940, as amended (the "**Advisers Act**"), the Employee Retirement Income Security Act of 1974, as amended ("**ERISA**"), or the provisions of Section 17(j) of the Investment Company Act of 1940, as amended (the "**1940 Act**"), and Rule 17j-1 thereunder. The fundamental position of Natixis Advisors is that the interests of clients are always placed first. Accordingly, supervised persons' personal financial transactions (and those of members of their family/household) and related activities must be conducted consistently with the Code of Ethics and in such a manner as to avoid conflicts of interest or abuse of Natixis Advisors' position of trust and responsibility.

To comply with applicable securities laws, rules, and the Natixis Advisors Code of Ethics, certain Natixis Advisors personnel must complete quarterly reports of security transactions made for their own accounts or any account in which they have a direct or indirect beneficial interest (collectively, "**Reporting Accounts**"). Exceptions from the reporting requirements include transactions in money market instruments, direct obligations of the United States government, and shares of non-affiliated open-end mutual funds and ETFs.

Pre-clearance procedures set forth in Natixis Advisors Code of Ethics have been established to help identify and prevent conflicts between personal trading activities of Natixis Advisors personnel and Natixis Advisors trading for its clients. With certain exceptions, Natixis Advisors' personnel are prohibited from knowingly trading in a security if such security is being traded and/or is likely to be traded on behalf of clients on that day. Natixis Advisors personnel are also restricted from buying or selling a security for their own account within three (3)) days prior to or after a Natixis Advisors' client trades in such security (the "**7 Day Blackout Period**"). However, client account-specific transactions implementing a model portfolio are excluded from the Code's restrictions with respect to trades by Natixis Advisors' Access Persons. Nevertheless, Natixis Advisors will monitor excepted transactions to determine the level of knowledge a person may have with respect to the model portfolio implementation transactions. The Compliance Team will investigate any trends determined and escalate issues, where necessary, to the Ethics & Supervisory Committee for appropriate action. Natixis Advisors personnel are prohibited from investing in initial public offerings or private placements without prior approval.

Natixis Advisors' Code of Ethics prohibits Natixis Advisors personnel from giving or receiving gifts with a value in excess of one hundred dollars to or from any person that does business with or on behalf of the Natixis Advisors. Natixis Advisors personnel are required to seek pre-approval for all external directorships and such personnel are subject to conflict of interest procedures and a case-by-case due diligence review. Natixis Advisors personnel must certify annually that they have complied with Natixis Advisors' Code of Ethics and its related procedures regarding personal trading.

A copy of Natixis Advisors' Code of Ethics is available upon request. To obtain a copy of the Code of Ethics, please contact Natixis Advisors via phone at 617-449-2802, or by email at ADVOPS@natixis.com.

Insider Trading Policy: Natixis Advisors' insider trading policy states that no associate of Natixis Advisors is permitted to purchase or sell a security while knowingly in possession of material, nonpublic information ("**MNPI**") relating to such security, or tip the information to others, or effect or recommend the purchase or sale of a security for or to any person (including a client) on the basis of that information. Additionally, no associate of Natixis Advisors is permitted to knowingly employ a manipulative or deceptive device with respect to a security. Furthermore, all associates of Natixis Advisors shall comply with all applicable requirements set forth in Natixis Advisors' policy and shall not disclose to others, except in the normal performance of their business duties, MNPI relating to the trading activities of client accounts. All Natixis Advisors associates are considered access persons under Natixis Advisors Code of Ethics and must comply with the procedures for reporting personal securities holdings and transactions as outlined in the Code of Ethics. Whenever an associate of Natixis Advisors receives, during the normal performance of his or her duties, what he or she believes may be MNPI about a security, or becomes aware that such information is to be or has been used by another associate in the purchase or sale of a security, or that another associate is intending to employ or has employed a manipulative and deceptive device, he or she shall immediately notify the General Counsel or, in his or her absence, the Chief Compliance Officer of Natixis Advisors and refrain from disclosing the information to anyone else, including other persons within Natixis Advisors. No Natixis Advisors associates, except in the normal performance of his or her business duties, shall have access to the information maintained for or generated by portfolio managers or research analysts.

Natixis Advisors takes steps to isolate effectively MNPI about securities to avoid unnecessary interruption of the free flow of information that is essential to the efficiency of financial markets. While one subsidiary or division of Natixis is legitimately in possession of MNPI concerning a security, Natixis as a whole could be at risk if another subsidiary or division has effected a transaction in, or otherwise taken action relating to, that security.

To limit exposure to insider information, no associate of Natixis Advisors shall become an officer, trustee, or director of any company whose shares are publicly traded (except an investment company managed by or distributed by Natixis Distribution or an affiliate of either Natixis Advisors or Natixis Distribution) without the approval of the Chief Compliance Officer. If such approval is obtained, trading by the associate in the securities of that company shall be subject to prior approval by the compliance officer. The associate shall not discuss MNPI concerning that company with other associates of Natixis Advisors at any time.

Unaffiliated Investment Entities: Personnel of Natixis Advisors and its affiliates can invest for their own account through interest in investment partnerships, venture capital vehicles, hedge funds, commingled accounts or investment accounts managed by investment advisers not affiliated with Natixis Advisors ("**Unaffiliated Investment Entities**"). Natixis Advisors personnel can purchase or sell securities or otherwise have an interest in securities also purchased, sold, or recommended by Natixis Advisors (or its investment advisory affiliates) for purchase or sale by Natixis Advisors' clients through Unaffiliated Investment Entities.

Natixis Advisors personnel will have no ability to influence or control transactions in securities by the Unaffiliated Investment Entities. However, if Natixis Advisors personnel have influence or control over the investment decisions of an Unaffiliated Investment Entity, transactions by such Unaffiliated Investment Entity become subject to Natixis Advisors' policies on employee trading described above. Where Natixis Advisors or an affiliate serves as investment adviser, administrator, distributor, or subadviser to an investment company or other pooled vehicle in which Natixis Advisors, or any of its personnel have a beneficial interest, transactions by personnel in shares of such mutual fund or other pooled vehicle are subject to restrictions on employee trading. Many of the accounts managed by the affiliated subadvisers and model portfolio providers are accounts of affiliates of Natixis Advisors (including those acting as a subadviser or model portfolio provider) or are accounts in which the affiliates' personnel have ownership interests. Subject to applicable law and the affiliates' policies on personal trading, these accounts can purchase or sell securities contemporaneously being purchased or sold (or recommended for purchase or sale) by Natixis Advisors' clients.

Related Persons Transactions: In connection with providing investment management and advisory services to its clients, Natixis Advisors acts independently of its affiliated investment advisers, except as otherwise set forth herein, and manages the assets of each of its clients in accordance with the investment mandate selected by such clients.

Related persons of Natixis Advisors are engaged in securities transactions. Natixis Advisors and its related persons can invest in the same securities that Natixis Advisors recommends for, purchases for, or sells to Natixis Advisors' clients. Natixis Advisors and its related persons (to the extent they have independent relationships with the client) can give advice to and take action with their own accounts or with client accounts that can compete or conflict with the advice Natixis Advisors may give to, or an investment action Natixis

Advisors may take on behalf of another client. Further, the action could involve different timing than with respect to the client. Since the trading activities of Natixis firms are not coordinated, each firm could trade the same security at about the same time, on the same or opposite side of the market, thereby possibly affecting the price, amount, or other terms of the trade execution, adversely affecting some or all clients. Similarly, one or more clients of Natixis Advisors' related persons could dilute or otherwise disadvantage the price or investment strategies of another client through their own transactions in investments.

Natixis Advisors' management on behalf of its clients could benefit Natixis Advisors or its related persons. For example, clients can, to the extent permitted by applicable law, invest directly or indirectly in the securities of companies in which Natixis Advisors or a related person, for itself or its clients, has an economic interest. Clients, Natixis Advisors, or a related person on behalf its client, can engage in investment transactions which could result in other clients being relieved of obligations or divesting certain investments. The results of the investment activities of a client of Natixis Advisors could differ significantly from the results achieved by Natixis Advisors for other current or future clients.

Because certain Natixis Advisors clients are related persons, Natixis Advisors has incentives to resolve conflicts of interest in favor of certain clients over others (*e.g.*, where Natixis Advisors has an incentive to favor one account over another). However, Natixis Advisors has established conflicts of interest policies and procedures that identify and manage these conflicts of interest.

Conflicts arise from Natixis Advisors' and its related persons' use of multiple strategies. For instance, Natixis Advisors and its related persons can invest in distinct parts of an issuer's capital structure. Moreover, one or more of Natixis Advisors' clients could own private securities or obligations of an issuer while a client of a related person owns public securities of that same issuer. For example, Natixis Advisors or a related person could invest in an issuer's senior debt obligations for one client and in the same issuer's junior debt obligations for another client. In certain situations, such as where the issuer is financially distressed, these interests could be adverse. Natixis Advisors or a related person could also cause a client to purchase from, or sell assets to, an entity in which other clients may have an interest, potentially in a manner that will adversely affect such other clients. In other cases, Natixis Advisors could receive MNPI on behalf of some of its clients, which could prevent Natixis Advisors from buying or selling securities on behalf of other of its clients even when it would be beneficial to do so. Conversely, Natixis Advisors could refrain from receiving MNPI on behalf of clients, even when such receipt would benefit those clients, to prevent Natixis Advisors from being restricted from trading on behalf of its other clients. In these situations, Natixis Advisors or its related persons, on behalf of itself or its clients, could take actions that are adverse to some or all of Natixis Advisors' clients. Natixis Advisors will seek to resolve conflicts of interest described herein on a case-by-case basis, taking into consideration the interests of the relevant clients, the circumstances that gave rise to the conflict, and applicable laws. There can be no assurance that conflicts of interest will be resolved in favor of a particular client's interests. Moreover, Natixis Advisors will not have the ability to influence the actions of its related persons.

In addition, certain related persons of Natixis Advisors engage in banking or other financial services businesses, and in the course of conducting their business, such persons can take actions that adversely affect Natixis Advisors' clients. For example, a related person engaged in lending could foreclose on an issuer or security in which Natixis Advisors' clients have an interest. As noted above, Natixis Advisors will not have the ability to influence the actions of its related persons.

From time to time, Natixis Advisors purchases securities in public offerings or secondary offerings on behalf of client accounts in which a related person is a member in the underwriting syndicate. Such participation is in accordance with Natixis Advisors' policy and applicable law, and Natixis Advisors does not purchase directly from such related person. Natixis Advisors does not presently knowingly enter into transactions with related persons on behalf of clients.

Item 12 – Brokerage Practices

General Brokerage Practices: As a fiduciary, Natixis Advisors acts in the best interests of its clients and must never engage in any fraudulent, deceptive, or manipulative transaction, practice, or course of business. Natixis Advisors consequently strives to: adhere to any regulations prohibiting or requiring certain transactions or practices; treat all clients fairly; maximize the value of a client's portfolio with the client's stated investment objectives and constraints; seek best execution for all client transactions when it has authority to select brokers; and ensure that any account administrative or trading errors are identified and resolved in a timely manner and in the best interest of the client(s).

Natixis Advisors does not enter into agreements with, or make commitments to, any Broker that would bind Natixis Advisors to compensate that Broker, directly or indirectly, for client referrals (or sales of the Funds) through the placement of brokerage transactions. However, where permissible by law, if one or more Brokers is believed capable of providing equivalent quality of execution with respect to a particular portfolio transaction, Natixis Advisors can select a Broker in recognition of the past referral of the client for which the transaction is being executed (or of other clients) or in anticipation of possible future referrals from the Broker.

In doing so, unless otherwise specifically disclosed to the client, Natixis Advisors does not pay higher commissions, concessions or mark-ups/downs than would otherwise be obtainable from Brokers that do not provide such referrals. Clients can, as discussed below, limit Natixis Advisors' discretion by directing Natixis Advisors to trade through a particular Broker, including one which referred that Client to Natixis Advisors. Additionally, Natixis Advisors can exercise its discretion to execute transactions through any Broker, including one that referred clients or sold Fund shares, in order to fulfill Natixis Advisors' duty to seek best execution. In these circumstances, Natixis Advisors follows procedures reasonably designed to ensure that such referrals or Fund sales are not a factor in the decision to execute a trade, or a particular number of trades, through such Broker.

There are special considerations when investing in a strategy composed of fixed income securities. Fixed income securities are purchased from the issuer or a primary market maker acting as principal on a net basis with no brokerage commission paid by the client. Fixed income trades are usually aggregated, and sometimes placed, as limit orders, as directed by the model portfolio provider. When no limit order is set, Natixis Advisors' trade desk relies upon the sponsor's desk to present bid or ask prices. Natixis Advisors does not present bids for fixed income trades for client- specific or client-directed transactions. Such transactions are placed with the client-directed Broker. For fixed income trading, other factors can significantly affect Natixis Advisors' evaluation of a Broker's overall ability to deliver best execution. The general illiquidity of certain sectors of the fixed income market often requires specialized Brokers who can transact large trades without causing a significant impact on the price of the security. Fixed income trades can also take longer to complete, and transactions are conducted no less frequently than every two weeks. Smaller Brokers are not likely to trade in the same volume as large Brokers and, therefore, trading costs on trades with such firms generally are higher. Fixed income securities, as well as equity securities, can also be purchased in public offerings from underwriters at prices, which include underwriting commissions and fees.

As Natixis Advisors handles the investment decision process for both separately managed accounts and investment company clients, and because portfolio managers handle both types of clients simultaneously, Natixis Advisors has established a trade rotation policy reasonably designed to treat clients fairly and equitably over time. Additionally, with respect to managed account Broker selection, so as to oversee selected Brokers, Natixis Advisors trading, portfolio management, and compliance personnel review Brokers, initially and on a periodic basis, to determine whether the quality of brokerage services is satisfactory.

In this regard, internal and external execution reviews are conducted to determine whether the Broker remains on the approved list, is identified as a Broker to watch, or is removed from the approved list. Clients should be aware that Brokers that sell Fund shares can be on the list of approved Brokers for use in brokerage transactions for managed account clients.

Trade Errors: As a fiduciary, Natixis Advisors seeks to exercise utmost care in making and implementing investment decisions for client accounts. Nonetheless, from time to time, a trade error can occur. When trade errors occur, Natixis Advisors seeks to promptly correct such errors to minimize client impact. Where an error results in net loss to a client, Natixis Advisors will reimburse the client. For this purpose, the economic effect (including costs) of all related transactions (*i.e.*, the erroneous trade(s) and any related corrective trade(s) or other remedial actions) is considered. Where an error results in a net gain to a client, the client will retain the net gain. However, when retaining the net gain is inconsistent with applicable law, creates adverse tax consequences, or is inconsistent with a client's policies (*e.g.*, socially responsible investing clients), clients can renounce the gain and, in this case, such gains may be donated to charity. Where a trade error occurs when Natixis Advisors is providing investment advisory services to managed account clients participating in Bundled sponsor programs, it may be required to adhere to the trade error policies of the Bundled Program sponsor.

Soft Dollars: Natixis Advisors does not participate in soft dollar arrangements. However, some of the model portfolio providers directly hired by Natixis Advisors, some of which provide trade execution services, participate in such arrangements. Additionally, some of the model portfolio providers hired by sponsors, over which Natixis Advisors does not conduct due diligence, provide trade execution services and participate in soft dollar arrangements. For information tied to the soft dollar policies of model portfolio providers, please see the relevant model portfolio provider's Form ADV Part 2A.

Investment Company-Specific Brokerage Practices: Natixis Advisors has investment and brokerage discretion with respect to the Natixis Funds and Natixis ETFs for which it acts as named investment adviser. In this regard, Natixis Advisors has the authority to determine the securities to be bought or sold, the amount of securities to be bought or sold, which Broker to be used, and the commission rates to be paid by the Natixis Funds and/or Natixis ETFs without obtaining specific consent from the Natixis Funds and/or Natixis ETFs. Other than with respect to the portion of the Natixis Funds managed directly by Solutions, Natixis Advisors does not exercise its investment or brokerage discretion on a daily basis for investment companies because it normally contracts with subadvisers to perform these functions.

Subadvisers to the Natixis Funds and the Natixis ETFs have the authority to place portfolio transactions with Brokers selected by such subadvisers at commission rates negotiated by such subadvisers. Each subadviser establishes its own brokerage policies, which are disclosed in the subadviser's own disclosure documents and in the respective registration statements of the Natixis Funds and the Natixis ETFs. As named investment adviser for certain Natixis Funds and the Natixis ETFs, Natixis Advisors can encourage subadvisers to direct brokerage for a particular Natixis Fund or can direct brokerage directly with respect to a Natixis Fund managed by Solutions to Brokers that have agreed to use a portion of such Natixis Fund's commissions to pay operating expenses to defray that Natixis Fund's expenses. The foregoing practices are subject to guidelines established by, and overseen by, the Board of Trustees of the relevant Natixis Funds.

With respect to the investment company brokerage activities of Natixis Advisors conducted through Solutions on behalf of the Natixis Funds, Natixis Advisors' primary objective in the selection of Brokers is to obtain the best combination of price and execution under the particular circumstances. Best price, giving effect to brokerage commissions, if any, and other transaction costs, is normally an important factor in selecting a Broker. However, Natixis Advisors also takes into account the quality of brokerage services, including timeliness and execution capability, willingness to commit capital, financial stability, and clearance and settlement capability. Accordingly, transactions will not always be executed at the lowest available price or commission but will be within a competitive range. Natixis Advisors' Operations & Compliance Committee is responsible for approving the Solutions list of Brokers eligible to trade and for reviewing trading data, including volumes, prices, commissions, and other transaction costs as appropriate in order to monitor the quality of trade execution.

Managed Account Specific Brokerage Practices: Natixis Advisors (or, in connection with trades implemented by a model portfolio provider, such model portfolio provider) can, but need not, aggregate or "**bunch**" orders of discretionary accounts as to which it has discretion to select Brokers in circumstances in which Natixis Advisors (or the relevant model portfolio provider) believes that bunching could result in a more favorable execution. Where appropriate and practicable, Natixis Advisors (or the relevant model portfolio provider) will allocate bunched orders at the average price and costs of the aggregated order. Natixis Advisors (or the relevant model portfolio provider) could bunch client trades with trades of pooled vehicles in which Natixis Advisors' personnel have a beneficial interest pursuant to an allocation process that Natixis Advisors (or the relevant model portfolio provider) in good faith considers to be fair and equitable to all clients over time. In instructing a model portfolio provider to implement transactions for Natixis Advisors' managed account clients, Natixis Advisors will endeavor to communicate such instruction as promptly as possible so that the transactions can be aggregated to the extent possible with transactions being effected by the model portfolio provider for its other clients.

Aggregation of trades will not be possible in some cases, such as when the model portfolio recommends transactions in ADRs and the relevant model portfolio provider is effecting transactions in the related foreign securities or, depending on arrangements with the relevant model portfolio provider, if a client or managed account program sponsor restricts the Broker(s) that can be used to execute transactions for that client or program.

Further, in the event that Natixis Advisors delivers a late instruction to bunch trades to a model portfolio provider, relative to the commencement of transactions for other clients, such trade will be effected by the model portfolio provider as promptly as practicable. In this circumstance, it could be necessary for the model portfolio provider to complete its transactions for other clients before effecting transactions for Natixis Advisors' clients in order to minimize the adverse market price and liquidity impact of attempting to effect both sets of transactions separately but contemporaneously. In such cases, Natixis Advisors' client will not enjoy the potential benefits that might otherwise have been obtained by bunching, including lower execution costs and the more favorable terms executed for the model portfolio provider's clients.

Bundled Program Practices: Bundled Program sponsors grant Natixis Advisors discretion to select Brokers to execute transactions for Bundled Program client accounts, so as to permit Natixis Advisors to fulfill its duty to seek best execution. As there is no separate commission charge for a Bundled Program client's transactions that are executed through the sponsor trade desk, the sponsor- affiliated Broker's trade desk, or the sponsor-designated Broker's trade desk(due to the bundled/wrap fee), Natixis Advisors will usually execute the Bundled Program client's trades through the sponsor designated trade desk(s). If, in seeking to fulfill its duty to seek best execution, Natixis Advisors decides to utilize the trade desk of a Broker not designated by the sponsor, any separate commissions charged by such Broker will be paid by the Bundled Program client. Natixis Advisors considers this additional charge (beyond the bundled/wrap fee) in determining whether to execute Bundled Program clients' trades utilizing a Broker not designated by the sponsor.

Some Bundled Program sponsors strongly encourage (or require) Natixis Advisors to effect client trades through the sponsor, the sponsor- affiliated Broker or the sponsor-designated Broker. Where a program limits Natixis Advisors' ability to fulfill its duty to seek best execution', the client accounts in the program are considered to be "**Directed Accounts**." It is strongly encouraged that each Bundled Program client review the client- sponsor Bundled Program agreement to determine if any Broker restrictions apply.

Unbundled Program Practices: Natixis Advisors can execute transactions for Unbundled Programs with Brokers directed by the client or the program sponsor. However, unlike a Bundled Program, an Unbundled Program fee does not include brokerage fees. Therefore, Natixis Advisors could decide to use a Broker other than the sponsor or its Broker affiliates if doing so is consistent with Natixis Advisors' duty to seek best execution. However, some Unbundled Programs provide the client the option of selecting an asset-based custodial and brokerage fee for a fixed fee. Therefore, these Unbundled Programs could impose restrictions on Natixis Advisors (or the relevant model portfolio provider) similar to those in Bundled Programs. If "**trading**

away" results in incremental and duplicative brokerage charges, Natixis Advisors (or the relevant model portfolio provider) will typically execute the transactions with the Broker directed by the client or made available by the Unbundled Programs sponsor, unless Natixis Advisors determines that best execution cannot be obtained through such Broker.

Multi-Tiered Trade Rotation Policy: For its managed account and model portfolio clients, Natixis Advisors utilizes a multi-tiered trade rotation policy that seeks to execute the securities transactions of managed account clients (and certain model portfolio clients for which it provides trade execution) and to disseminate model portfolios to its model portfolio clients in a fair and equitable manner over time.

Natixis Advisors utilizes a three-tier trade rotation procedure. Where one or more sponsor's clients in the first or second tier are expected to be investing in the same security contemporaneously, Natixis Advisors will generate a random trade rotation list of sponsors within each tier, which includes each managed account client or model portfolio client trading in the same security contemporaneously in the tier. Thus, for example, Natixis Advisors will direct the execution of transactions on behalf of the managed account clients (and certain model portfolio clients for which Natixis Advisors provides trade execution) and disseminate the model portfolios to the model portfolio clients in the first tier according to the respective client's placement on the first tier random trade rotation list. After the transactions for each of the clients in the first tier are completed, Natixis Advisors will direct the execution of transactions on behalf of the clients in the second tier according to their order on the second tier random trade rotation list. After the transactions for each of the clients in the second tier are completed, model portfolio information is delivered to clients in the third tier contemporaneously.

Clients that are given priority in trade rotation (*i.e.*, clients that are in a tier that trades earlier than another tier) and clients whose trades are bunched with institutional account trades by a model portfolio provider will generally receive executions more aligned with investment decisions than clients whose trades are effected later. Thus, clients in the second tier (clients that direct the use of a particular Broker) and the third tier (model portfolio clients that either cannot meet the conditions for inclusion in the first tier or that do not permit Natixis Advisors to provide trade execution) often receive less favorable execution. For other information regarding Directed Brokerage, clients of Natixis Advisors should read the "**Directed Brokerage**" section set forth below. For more information about the trade practices of model portfolio providers, clients of Natixis Advisors should read Form ADV Part 2A of the relevant model portfolio provider. Generally, model portfolio providers will choose to exercise shared discretionary power when they are providing a model portfolio that contains exposure to less liquid securities or when the aggregated assets of the Bundled Program have reached a "**critical mass**" (*i.e.*, trades of the Bundled Program in the marketplace would materially impact the trades intended to be made for the model portfolio provider's institutional accounts).

Trade Rotation Tier 1: Natixis Advisors' managed account clients that do not direct Natixis Advisors to use specified Brokers are included in the first tier. As noted below, certain model portfolio clients meeting specific criteria are also included in the first tier. The managed account clients and model portfolio clients included in the first tier will trade (or receive model portfolios on which the recipient can choose to trade), in random order.

Trade Rotation Tier 2: Natixis Advisors' managed account clients that direct Natixis Advisors to utilize specified Brokers are included in the second tier. Natixis Advisors does not require any client to direct brokerage; however, some clients choose to do so and some programs sponsored by third-parties encourage or require it. Clients in such programs should review their program's contractual and disclosure documents to further understand the impact of program brokerage arrangements. These clients are placed in the second tier because their trading activities could disadvantage other managed account clients of Natixis Advisors that do not direct the use of specified Brokers. Trading by managed account clients that direct Natixis Advisors to utilize specified Brokers could, for example: (i) compete in the market with the other managed account clients' orders; (ii) interfere with the random trade rotation program utilized by Natixis Advisors for its other managed account clients because of delays in dealing with such specified Brokers; and/or (iii) result in "**information leakage**"

regarding the model portfolio transactions.
As a result, and consistent with Natixis Advisors' policies and procedures, on days on which Natixis Advisors (or a model portfolio provider) executes trades both for managed account clients who direct the use of a particular Broker and clients who do not, Natixis Advisors (or a model portfolio provider) will prioritize (*i.e.*, place in the first tier) orders for managed account clients who do not direct brokerage. Where Natixis Advisors does not retain brokerage discretion, the managed account client should also review the trade rotation policy of the sponsor or other Broker to whom the trades are directed.

Clients who do not know whether the program in which they participate requires that they direct brokerage to a particular firm should contact their financial adviser/program sponsor. For additional disclosure relating to managed account program clients that direct Natixis Advisors to utilize specified Brokers, please see "**Directed Brokerage,**" below.

Trade Rotation Tier 3: Natixis Advisors' model portfolio sponsor programs are generally included in the third tier, receiving investment recommendations and/or model portfolios following the conclusion of Natixis Advisors' first and second tiers of trade rotation. However, a model portfolio program sponsor will be included in Natixis Advisors' first tier trade rotation if: (i) the sponsor agrees to coordinate trading with Natixis Advisors; (ii) the sponsor makes commercially reasonable efforts (as practicable) to initiate trading immediately, effecting and completing trade activity promptly within commercially reasonable standards (with consideration to materially relevant facts, including, but not limited to, trade characteristics, liquidity factors, and general market conditions); and (iii) the sponsor promptly informs Natixis Advisors once it has completed trading. Additionally, model portfolio program sponsors that permit Natixis Advisors (or the relevant model portfolio provider) to provide trade execution services will also be included in the first tier.

Prioritization of Product/Style Trades: Natixis Advisors prioritizes trades resulting from investment product/style changes over trades resulting from account-specific needs. Investment product/style transactions are effected on a first in, first out basis ("**FIFO**") by investment product or style, as generated by a particular subadviser's model portfolio, with the priority of order execution subsequently performed on a random ordering basis among the particular platforms within an investment style. Trades are bunched by platform (but not typically across platforms). When an order for a given program sponsor's client account are partially completed, allocation is generally performed on an automated pro-rata basis, subject to fund availability and process limitations. On the other hand, client/account-specific trades, such as those that result from the initial investment or closing of an account, tax-loss selling, and cash additions or withdrawals, are performed as soon as practicable.

Order allocation policies can be adjusted to accommodate block transactions that become available to one group of accounts but not another, to adjust for other considerations (such as trading during non- exchange hours), and due to account-specific circumstances (such as availability of funds, pending withdrawals, client restrictions, minimization of odd lots, and other relevant circumstances).
Further, models comprised solely of mutual funds and ETFs can be disseminated to all participants simultaneously if they do not, in Natixis Advisors' discretion, require a trade rotation process. From time to time, certain contractual obligations will limit Natixis Advisor's ability to ensure that securities transactions are executed in accordance with Natixis Advisor's three-tier trade rotation procedure, preventing securities transactions from being effected and model portfolios from being disseminated in a fair and equitable manner with respect to some client relationships.

Directed Brokerage: Clients can instruct Natixis Advisors (or a model portfolio provider) to use one or more Brokers for trading their accounts or, due to requirements of program sponsors, Natixis Advisors could be obligated to use a particular sponsor or its affiliated persons to effect trades. Clients that direct brokerage can specify that a particular amount of commissions should be sent to those Brokers, that all business should be directed to those Brokers, or that those Brokers should be used when all other considerations are equal. Clients can specify that a particular Broker is to be used even though Natixis Advisors (or a model portfolio provider) could obtain a more favorable net price and execution from another Broker in particular transactions. Clients who direct the use of a particular Broker for transactions or that participate in Bundled Programs/Unbundled Programs that direct Natixis Advisors to utilize such sponsor or its affiliates should understand that such direction will prevent Natixis Advisors (or a model portfolio provider) from effectively negotiating brokerage commissions on their behalf and from aggregating orders with other clients.

Thus, in addition to being placed in the second tier of trade rotation (as described above), clients that direct brokerage will not necessarily achieve best execution for transactions effected through the directed Broker and could lose possible advantages, such as volume discounts.

Directing brokerage operates as a waiver of Natixis Advisors' (or the relevant model portfolio providers') duty to seek best execution for a client's transaction. Clients that direct brokerage should therefore consider whether commission expenses, execution, clearance, and settlement capabilities of the directed Brokers are comparable to those that Natixis Advisors (or a model portfolio provider) could otherwise attain if Natixis Advisors (or the model portfolio provider) were able to freely select Brokers for their accounts in accordance with Natixis Advisors' duty to seek best execution. Similarly, the clients could also receive less favorable execution when they direct the use of Brokers or participate in programs that are not eligible to participate in a portion of a new issue or other opportunity that is allocated to Natixis Advisors (or a model portfolio provider). Clients that do not know whether the program in which they participate requires that they direct brokerage to a particular firm should contact their program sponsor.

<u>Step-Out Trades</u>: Natixis Advisors or a subadviser can use step-outs for clients to satisfy client requests to direct a portion of trades to particular Brokers, or where doing so might allow a client to obtain better execution or to obtain securities that cannot be traded through the directed Broker(s). Step- outs are performed for the benefit of the client and in accordance with Natixis Advisors' best execution policy.

<u>Model Portfolio Provider Trade Execution</u>: Natixis Advisors does not provide trade execution services for the program's clients in connection with model portfolio services provided to a sponsor. Rather, the sponsor or another discretionary investment adviser to the client account is responsible for placing trades based on the models. However, if Natixis Advisors is asked to provide such trade execution services (*i.e.*, Natixis Advisors block trades the non-discretionary accounts with Natixis Advisors' discretionary accounts), Natixis Advisors could be limited by the same constraints set forth in the Bundled Program and Unbundled Program sections above, as applicable, depending on whether the program in question is a Bundled Program or an Unbundled Program.

Model portfolio providers are not precluded from purchasing or selling for, or recommending for purchase or sale for, other client accounts any securities that are, have been, or could in the future be recommended for sale or purchase in the model portfolios supplied to and relied upon by Natixis Advisors. Whether or not executed in "**bunched**" contemporaneous trades with trades for clients, purchases, or sales of securities by other clients of the model portfolio providers can have an adverse effect on the value, price, performance, or availability of securities from time to time included in model portfolios. Model portfolio providers are not precluded, by reason of such adverse effects or other possible adverse effects, from effecting such purchases or sales for, or recommending such purchases or sales to, their other client accounts.

Model portfolio providers manage the accounts of other clients, many of which are large institutional accounts which employ the same or similar investment styles and strategies the model portfolio providers uses in constructing the model portfolios supplied to Natixis Advisors. Although the model portfolios and the transactions effected in the Natixis Advisors client accounts could reflect the recommendations being made to, or discretionary investment advisory decisions made for, other clients of the model portfolio providers, the model portfolio providers need not purchase or sell for any particular other client account any particular securities included from time to time in the model portfolios. Further, a model portfolio provider need not include in its portfolios any particular security it is buying or selling for, or recommending be bought or sold for, any particular other client account of such model portfolio provider. Significant deviations can develop among the holdings and performance of Natixis Advisors client accounts using model portfolios and model portfolios themselves and the client accounts of other clients of the model portfolio providers.

This can occur for the reasons discussed above as well as due to differences in account size, cash flow, timing, and terms of execution of trades by Natixis Advisors and the relevant model portfolio provider, individual client needs, differences between ADRs and the underlying foreign equity securities, differences between a mutual fund or exchange traded fund and the direct securities holdings of the model portfolio provider's managed account clients in the same strategy, and other factors.

Natixis Advisors (or the relevant model portfolio provider) could manage numerous accounts with similar or identical investment objectives or accounts with different objectives that trade in the same securities. Despite such similarities, portfolio decisions relating to clients' investments and the performance resulting from such decisions will differ from client to client. Natixis Advisors (or the relevant model portfolio provider) will not necessarily purchase or sell the same securities at the same time or in the same proportionate amounts for all eligible clients. Further, in many instances, such as purchases of private placements or oversubscribed public offerings, it might not be possible or feasible to allocate a transaction pro rata to all eligible clients. Therefore, not all clients will necessarily participate in the same investment opportunities on the same basis.

In allocating investments among various clients (including in what sequence orders for trades are placed), Natixis Advisors will use its best business judgment and take into account the funds available to each client, the amount already committed by each client to a specific investment, and the relative risks of the investment. Natixis Advisors' policy is to allocate to the extent practicable investment opportunities on a basis that Natixis Advisors in good faith believes is fair and equitable to each client over time. Each model portfolio provider's trading policies are disclosed in that model portfolio provider's Form ADV Part 2A.

Overlay Portfolio Trade Execution: Natixis Advisors provides trade execution services for the underlying client accounts of a sponsor for which Natixis Advisors provides overlay portfolio management services. In this case, if the overlay portfolio management services are provided in a bundled unified managed account program, the Bundled Program scenario will likely apply. If the overlay portfolio management services are tied to an Unbundled unified managed account program, the Unbundled Program scenario will likely apply.

Item 13 – Review of Accounts

Investment Company Review of Accounts: Natixis Advisors monitors the portfolio management functions provided by the Fund subadvisers, including securities trading, brokerage practices, and compliance controls of the subadvisers. Natixis Advisors monitors fund performance and operations daily by Fund and compliance controls daily where applicable, assessing Fund compliance controls on a regular basis depending on the control, but no less frequently than annually. Natixis Advisors also monitors portfolio management activities, securities trading, brokerage practices and compliance controls of Solutions with respect to the portion of the Natixis Sustainable Future Funds managed by Solutions. Additionally, Natixis Advisors' senior officers, including the Funds' Chief Compliance Officer and other legal and compliance staff, monitor the investment performance, compliance controls, and operations of the Natixis Funds and Natixis ETFs to ensure that the subadvisers and/or Natixis Advisors, as applicable, carry out advisory functions in accordance with contractual arrangements and relevant securities and tax laws and regulations.

Investment Company and Shareholder Reporting: The Board of Trustees of the Natixis Funds and Natixis ETFs receives quarterly reports on the performance and operations of the funds for which Natixis Advisors serves as investment adviser. The Funds provide investors, directly or via intermediaries, written prospectuses describing, among other things: the investment adviser; the fund's objective, investment methods, purchase and redemption of shares, risk level, and fees and expenses; and annual and semi-annual reports regarding the fund's portfolio, performance, and investment goals and policies. Furthermore, for their direct shareholders, the Funds could also provide a variety of other services and deliverables that are designed to meet shareholder needs, such as toll-free telephone access, consolidated account statements, tax information, automatic investments and withdrawals, and check writing privileges. Finally, for their direct shareholders, the Funds also provide extensive investor education and shareholder communications, including, but not limited to, websites, newsletters, brochures, and retirement and other planning guides.

Managed Account Review of Accounts: Managed accounts, excluding accounts for which Natixis Advisors has been hired to provide model portfolio provider services, are under the continuing supervision of Natixis Advisors, through the use of systems reasonably designed to ensure that each account, subject to its investment objectives, guidelines, and restrictions, is managed consistently with its investment mandate. Additionally, Natixis Advisors' compliance department, including its Chief Compliance Officer and other senior operational and portfolio management personnel, perform a periodic review of a sample of accounts for consistency with Natixis Advisors' policies, brokerage instructions, legal requirements, or similar matters. On a quarterly basis, Natixis Advisors performs a general review of performance for strategies where it has a responsibility for manager selection. The review evaluates differences in return for the period between Natixis Advisors account composites, their corresponding models, and model providers' institutional performance composites.

Dispersion between accounts in the Natixis Advisors composites is evaluated as well. Position drift between accounts and their corresponding models is monitored on a daily basis through the portfolio management system utilized by Natixis Advisors. If the system identifies drift that exceeds pre- established tolerance levels, trades will be executed to more closely align accounts with model targets. Natixis Advisors seeks to replicate the process that each model provider uses to monitor account drift, and accordingly will use different drift tolerances and rebalancing processes for different models. The performance comparison review process is conducted under the supervision of internal committees of Natixis Advisors. Natixis Advisors also continuously monitors client accounts utilizing model portfolios to ensure the degree of deviation in the holdings of client accounts as compared to the related model portfolios does not exceed a predetermined maximum tolerance trigger. If a client account exceeds a predetermined maximum tolerance trigger, Natixis Advisors will make adjustments to such account's holdings to align the holdings with the related model portfolio(s). Performance reviews of client accounts are conducted in a similar manner, but under the supervision of Solutions specific internal senior personnel.

Natixis Advisors has no specific policy with respect to the number of accounts assigned to each reviewer, which depends on the nature and complexity of the accounts being reviewed. Natixis Advisors' Due Diligence Committee also monitors the investment advisory services of the model portfolio providers that provide model portfolios to Natixis Advisors for Natixis Advisors' use in sponsored programs. However, Natixis Advisors does not conduct due diligence on model portfolio providers selected and overseen exclusively by sponsors. **Appendix 2** lists the model portfolio providers (affiliated and unaffiliated) for which Natixis Advisors has due diligence responsibility.

Client Reporting: Program sponsors are responsible for client reporting unless otherwise contractually agreed. Natixis Advisors will supply the sponsor with certain information necessary to provide regular reports directly to clients. Upon request or as contractually agreed, and as applicable for Unbundled Program clients, Natixis Advisors provides investment holdings, transactions, and performance reports directly to clients on a periodic basis. When Natixis Advisors acts as a model portfolio provider, it is the responsibility of the program sponsor to provide reporting to its clients. When Natixis Advisors provides overlay portfolio management services, reporting is as set forth in the relevant contract and is based on whether the program in question is Bundled or Unbundled. Bundled Program clients receive reporting from the program sponsor unless otherwise contractually agreed while clients in Unbundled Program are more likely to receive reporting directly from Natixis Advisors.

Item 14 – Client Referrals and Other Compensation

Natixis Advisors can compensate unaffiliated third parties that solicit clients whom the third party believes would benefit from Natixis Advisor's investment advisory services. Any arrangements whereby Natixis Advisors compensates a third party for client referrals will be pursuant to a solicitation agreement compliant with Rule 206(4)-1 under the Advisers Act.

Natixis Advisors can, in its discretion and out of its own assets, compensate third parties, including, but not limited to, arrangements involving mutual fund networks or no transaction fee programs, for the sale and marketing of shares of affiliated investment companies. These arrangements, often called "**revenue sharing**," create an incentive for a Broker or other intermediary to favor Natixis Advisors' sponsored investment companies over other available investments in making investment decisions for or recommendations to their clients.

Natixis Advisors' sales and relationship management staff can be compensated for the introduction of new business to Natixis Advisors based upon a percentage of revenues received by the firm from the new account for up to five years, or a percentage of the revenue generated from new client assets attributable to an individual's efforts. This compensation is payable from Natixis Advisors' advisory fees and not directly by the client. The receipt of compensation for the promotion of Natixis Advisors' products presents a conflict of interest and gives supervised persons an incentive to market investment products based upon the compensation received, rather than a client's needs. Natixis Advisors addresses these conflicts of interest by a supervisory structure that reviews the suitability of each investment product for a prospective client when suitability responsibility falls on Natixis Advisors.

For investment company products, a client purchases certain Natixis Advisors' fund products through an unaffiliated entity, although the cost to the client will likely be greater than if the product were purchased directly through Natixis Advisors. For managed account strategies, a client purchases the investment advisory services of Natixis Advisors through an unaffiliated entity, although the cost to the client will likely be greater than if Natixis Advisors' investment advisory services for a particular strategy were purchased directly through Natixis Advisors.

Natixis Advisors may enter into a referral service agreement whereby, from time to time, a non-affiliated third party will provide consulting, sales support, and referral services to Natixis Advisors. Natixis Advisors will compensate the third party in the form of a percentage of asset-based advisory fees with respect to each person or entity that becomes a Natixis Advisors client pursuant to a written agreement, as permitted by law and per Rule 206(4)-1 of the Advisers Act. This arrangement is paid entirely out of Natixis Advisors' resources and will not result in higher costs to the referred client. Any such arrangements will comply with Rule 206(4)-1.

Item 15 – Custody

Natixis Advisors does not take custody of or have authority to obtain possession of client assets. However, due to certain arrangements, Natixis Advisors will be deemed to have custody of client accounts within the meaning of Rule 206(4)-2 under the Advisers Act when Natixis Advisors or one of its related persons have access to or authority over the funds or securities of a managed account client for purposes other than issuing trading instructions. For example, Natixis Advisors could have authority to cause a custodian to transfer cash from a client account in payment of Natixis Advisors' advisory fees. To the extent that Natixis Advisors is deemed to have custody over a client's account, the client's qualified custodian will send periodic account statements (generally on a quarterly basis) indicating the amounts of any funds or securities in the account as of the end of the statement period and any transactions in the account during the statement period.

Clients should review these statements carefully and contact Natixis Advisors immediately if account statements are not being provided by the custodian on at least a quarterly basis. As previously noted, Natixis Advisors provides certain reports and information regarding client accounts to clients in Unbundled Programs (and can provide reporting to other clients) separate and apart from the account statements provided by the custodian. Clients receiving reports directly from Natixis Advisors are urged to compare carefully reports received from Natixis Advisors to the account statements from the custodian. Clients who believe there may be a discrepancy between the custodial statements and any reports received from Natixis Advisors should contact Natixis Advisors immediately.

Item 16 – Investment Discretion

As discussed in Item 4, Natixis Advisors exercises investment discretion over certain client accounts. All clients establishing discretionary accounts are required to execute an investment advisory services agreement, either directly with Natixis Advisors or with one of the sponsors that hires Natixis Advisors to provide discretionary investment advisory services to client accounts. The investment advisory services agreement grants Natixis Advisors authority to act as a discretionary investment manager, including the authority to execute trades. Natixis Advisors will accept reasonable limitations on its authority through client guideline restrictions, provided that the restrictions are essentially consistent with Natixis Advisors' investment process.

For Bundled Program relationships, Natixis Advisors acts as a discretionary investment adviser and selects a non-discretionary model portfolio. Therefore, only Natixis Advisors has discretionary authority over these client accounts. For Unbundled Program relationships, Natixis Advisors acts as a discretionary investment adviser and selects a non-discretionary model portfolio provider. Only Natixis Advisors has discretionary authority over these client accounts.

For Model Portfolio services, Neither Natixis Advisors nor the model portfolio provider has discretionary authority over sponsor program accounts. On the other hand, Natixis Advisors provides discretionary and non-discretionary overlay portfolio management services to sponsors. Natixis also contracts with other advisory firms that have discretion over client assets. Consequently, in these situations, the client grants discretionary authority to the firm that has a direct contract with the client. In turn, that firm engages Natixis Advisors as overlay manager with discretionary or non-discretionary authority for the client account.

Item 17 – Voting Client Securities/Proxy Voting Summary

Natixis Advisors' authority to vote client proxies is established by Natixis Advisors' investment advisory agreements or comparable documents. Natixis Advisors has a fiduciary responsibility to exercise proxy voting authority when granted such authority. As such, when authorized to vote proxies, Natixis Advisors endeavors to do so in accordance with the best economic interest of its clients and similarly to resolve any conflicts of interest exclusively in the best economic interest of the clients.

In order to mitigate conflicts of interest, Natixis Advisors has contracted with Broadridge/Glass Lewis ("**Glass Lewis**"), an independent third party service provider, to vote Natixis Advisors' client proxies. Glass Lewis maintains records, provides reports, develops models and research, and votes proxies in accordance with instructions and guidelines provided or approved by Natixis Advisors. These instructions and guidelines shall be consistent with the Proxy Voting Policy of Natixis Advisors, which votes "for" proposals that, in the judgment of Natixis Advisors, would serve to enhance shareholder value, and votes "against" proposals that, in the judgment of Natixis Advisors, would impair shareholder value. Glass Lewis directs Broadridge to vote "for" or "against" specific types of routine proposals, while reserving other non-routine proposals for Natixis Advisors to decide on a case-by-case basis. With respect to proposals decided by Natixis Advisors, a designated member of the portfolio management team of Natixis Advisors has the responsibility to determine how the proxies should be voted and to direct the proxy voting agent, through other operational personnel of Natixis Advisors, to vote accordingly. In certain circumstances, Natixis Advisors may vote physical ballots sent directly to Natixis Advisors.

Natixis Advisors reviews its proxy voting policy on a periodic basis. Additionally, on a periodic basis, Natixis Advisors reviews reports produced by Broadridge that summarize voting activity. Furthermore, an internal team of Natixis Advisors, which is composed of legal, compliance, portfolio management, and operational personnel, also conducts periodic reviews of proxy voting activity and issues, if any, that could arise. Finally, compliance conducts a random sampling review of proxy ballots to ascertain whether votes were cast in compliance with Natixis Advisors' proxy voting policy. Upon request, Natixis Advisors will provide clients with a full and complete copy of the Natixis Advisors proxy voting policy and a record of how their securities were voted. To obtain a copy of the proxy voting policy or a record of how securities were voted, a client may contact Natixis Advisors via phone at 888-773-2454, or by email at ADVOPS@natixis.com.

Item 18 – Financial Information

Not Applicable.

Appendix 1 Investment Company Strategy List & Strategy Description		
Investment Strategy	**Subadviser**	**Strategy Description**
Natixis Loomis Sayles Short Duration Income ETF Strategy	Loomis Sayles & Co., L.P. ("Loomis")	Under normal circumstances, the Fund will invest at least 80% of its net assets (plus any borrowings made for investment purposes) in fixed-income securities. Fixed income securities may include bonds, notes and debentures, as well as other investments that Loomis, Sayles & Company, L.P. ("Loomis Sayles" or the "Subadviser") believes have similar economic characteristics (such as loans). It is anticipated that the Fund's weighted average duration will generally be between one and three years. Duration is a measure of the expected life of a fixed-income security that is used to determine the sensitivity of a security's price to changes in interest rates. A fund with a longer average portfolio duration will be more sensitive to changes in interest rates than a fund with a shorter average portfolio duration. By way of example, the price of a bond fund with an average duration of five years would be expected to fall approximately 5% if interest rates rose by one percentage point. The Fund seeks its objective by investing primarily in investment-grade fixed-income securities. Each security is evaluated on the basis of its expected contribution to risk and return of the portfolio relative to the benchmark. "Investment-grade fixed-income securities" are those securities that are rated in one of the top four rating categories at the time of purchase by at least one of the three major rating agencies (Moody's Investors Service, Inc. ("Moody's"), Fitch Investor Services, Inc. ("Fitch") or S&P Global Ratings ("S&P")) or, if unrated, securities determined by the Subadviser to be of comparable quality. The Fund may also invest up to 15% of its assets, at the time of purchase, in bonds rated below investment grade (i.e., none of the three major ratings agencies have rated the securities in one of their top four ratings categories) (commonly known as "junk bonds"), or, if unrated, securities determined by the Subadviser to be of comparable quality. The Fund may invest in U.S. dollar-denominated foreign securities, including emerging market securities. For the purposes of determining whether a particular country is considered a developed or emerging market, the Fund will use a country's sovereign quality rating. An emerging market country is defined as a country which carries a sovereign quality rating below investment grade by either S&P or Moody's, or is unrated by both S&P and Moody's. In deciding which securities to buy and sell, Loomis Sayles may consider a number of factors related to the bond issue and the current bond market, including for example, the stability and volatility of a country's bond markets, the financial strength of the issuer, current interest rates, current valuations and Loomis Sayles' expectations regarding general trends in interest rates. Loomis Sayles will also consider how purchasing or selling a bond would impact the overall portfolio's risk profile (for example, its sensitivity to interest rate risk and sector-specific risk) and potential return (income and capital gains). The fixed-income securities in which the Fund may invest include, among other things, corporate bond and other debt securities (including junior and senior bonds), variable and floating rate securities, U.S. government securities, collateralized loan obligations, mortgage-backed securities and other asset-backed securities and securities issued pursuant to Rule 144A under the Securities Act of 1933 ("Rule 144A securities"). The Fund may also invest in mortgage-related securities (including mortgage dollar rolls and collateralized mortgage obligations ("CMOs")). The Fund may also engage in futures transactions for hedging and investment purposes. The Fund may also engage in active and frequent trading of securities. Frequent trading may produce a high level of taxable gains, including short-term capital gains taxable as ordinary income, as well as increased trading costs, which may lower the Fund's return.

Investment Strategy	Subadviser	Strategy Description
Natixis Gateway Quality Income ETF Strategy	Gateway Investment Advisers, LLC (“Gateway”)	The Fund is an actively-managed exchange-traded fund (“ETF”) that seeks to achieve its investment objective by investing in high-quality stocks and written index call option exposure. The Fund may use listed index options or equity-linked notes to achieve the written index call option exposure. Equity Portfolio Under normal circumstances, the Fund invests in a diversified portfolio of U.S. large- and mid-capitalization stocks with quality characteristics identified through certain fundamental metrics determined by Gateway Investment Advisers, LLC (the “Subadviser”). Generally, the Subadviser believes that a high quality company is a company that has an established business with high relative profitability characteristics and low leverage. For these purposes, large capitalization companies are those that, at the time of purchase, generally have market capitalizations of at least $10 billion and mid-capitalization companies are those that, at the time of purchase, generally have market capitalizations of between $2 billion and $10 billion. The Subadviser uses a multifactor quantitative model to construct and manage the stock portfolio. The model evaluates U.S.-exchange-traded equities that meet criteria and constraints established by the Subadviser. A quality score is assigned to each security in the investment universe based on systematic factors including profitability and leverage. The strategy seeks to maximize exposure to the weighted quality score, while considering active exposures to individual names, sectors, and the market as a whole. The equity portfolio generally consists of approximately 75-150 securities. Equity securities purchased by the Fund may include U.S. exchange-listed common stocks, preferred stocks, American Depository Receipts and investment companies (including ETFs). The holdings may be rebalanced as frequently as desired by the Subadviser to maintain the overall desired exposure to the quality factor. Equity-linked notes (“ELNs”) In order to generate income, the Fund may invest in ELNs. ELNs are investment products that are structured as notes. They are issued by financial institutions such as banks and broker-dealers or entities organized by financial institutions to issue the ELNs. An ELN is designed to offer a return linked to specific economic characteristics identified in the note. The Fund will generally invest in ELNs that are issued in a privately negotiated transaction, including securities offered and sold under Rule 144A of the Securities Act of 1933 (the “Securities Act”). The ELNs in which the Fund invests are derivative instruments. They are designed to replicate a covered call writing strategy by combining into a single note the economic characteristics of (i) an investment in a broad market index and (ii) index covered call writing (“Underlying Characteristics”). The ELNs are expected to provide recurring cash flow to the Fund through this replication. They are expected to be an important source of the Fund’s return. Investing in ELNs may reduce the Fund’s volatility. On one hand, the income from the ELNs would reduce potential losses incurred by the Fund’s equity portfolio. However, by replicating a covered call strategy in each ELN, the ELNs may also reduce the Fund’s ability to fully profit from potential increases in the value of its equity portfolio. Generally, when purchasing an ELN, the Fund pays the counterparty an amount based on the Underlying Characteristics plus the cost to structure the ELN. Upon maturity of the ELN, the Fund generally receives the par value of the ELN, plus interest, plus or minus a return based on the return of the Underlying Characteristics. However, each ELN will be structured so that it cannot lose more than the principal that the Fund paid when purchasing the ELN. Other Investments The Fund may invest in convertible securities, partnerships, when issued/delayed delivery securities and initial public offerings (“IPOs”). The Fund may also hold cash and cash equivalents.

Investment Strategy	Subadviser	Strategy Description
Natixis Oakmark Strategy	Harris Associates, L.P. (“Harris”)	Under normal market conditions, the Fund primarily invests in common stocks of U.S. companies. The Fund generally invests in securities of larger capitalization companies in any industry. Harris Associates L.P., (“Harris”) uses a value investment philosophy in selecting equity securities, including common stocks. This value investment philosophy is based upon the belief that, over time, a company’s stock price converges with the company’s intrinsic value. By “intrinsic value,” Harris means its estimate of the price a knowledgeable buyer would pay to acquire the entire business. Harris believes that investing in securities priced significantly below what Harris believes is a company’s intrinsic value presents the best opportunity to achieve the Fund’s investment objectives. Harris uses this value investment philosophy to identify companies that it believes have discounted stock prices compared to what Harris believes are the companies’ intrinsic values. In assessing such companies, Harris looks for the following characteristics, although not all of the companies selected will have these attributes: (1) free cash flows and intelligent investment of excess cash; (2) earnings that are growing and are reasonably predictable; and (3) high level of company management alignment with shareholders. Once Harris identifies a stock that it believes is selling at a significant discount to Harris’ estimate of intrinsic value and that the issuer has one or more of the additional qualities mentioned above, Harris generally will consider buying that security for the Fund. Harris usually sells a security when the price approaches its estimated value or the issuer’s fundamentals change. Harris monitors each holding and adjusts its price targets as warranted to reflect changes in the issuer’s fundamentals. The Fund’s portfolio typically holds 30 to 60 stocks.
Natixis Oakmark International Strategy	Harris	The Fund invests primarily in a diversified portfolio of common stocks of non-U.S. companies. The Fund may invest in non-U.S. markets throughout the world, including emerging markets. Ordinarily, the Fund will invest in the securities of at least five countries outside the U.S. There are no geographic limits on the Fund’s non-U.S. investments. Although the Fund invests primarily in common stocks of non-U.S. companies it may also invest in the securities of U.S. companies. The Fund may invest in the securities of small-, mid- and large-capitalization companies. The Fund’s subadviser, Harris Associates L.P. (“Harris”), uses a value investment philosophy in selecting equity securities, such as common stocks, preferred stocks, warrants, and securities convertible into common stocks and preferred stocks. This value investment philosophy is based upon the belief that, over time, a company’s stock price converges with Harris’ estimate of its intrinsic value. By “intrinsic value,” Harris means its estimate of the price a knowledgeable buyer would pay to acquire the entire business. Harris believes that investing in securities priced significantly below what Harris believes is a company’s intrinsic value presents the best opportunity to achieve the Fund’s investment objective. Harris uses this value investment philosophy to identify companies that have discounted stock prices compared to what Harris believes are the companies’ intrinsic values. In assessing such companies, Harris looks for the following characteristics, although not all of the companies selected will have these attributes: (1) free cash flows and intelligent investment of excess cash; (2) earnings that are growing and are reasonably predictable; and (3) high level of company management alignment with shareholders. Once Harris identifies a stock that it believes is selling at a significant discount to Harris’ estimated intrinsic value and that the issuer has one or more of the additional qualities mentioned above, Harris generally will consider buying that security for the Fund. Harris usually sells a security when the price approaches its estimated value or the issuer’s fundamentals change. Harris monitors each holding and adjusts its price targets as warranted to reflect changes in the issuer’s fundamentals. The Fund’s portfolio typically holds 30 to 65 stocks.

Investment Strategy	Subadviser	Strategy Description
Natixis Sustainable Future Strategies[1] (all vintages)	Multi-Manager	The Fund employs an asset allocation strategy designed for investors planning to retire within a few years of the target year designated in the Fund's name. The Fund allocates its assets among investments in segments (or allocable portions of the Fund's assets) and underlying funds managed by the adviser or affiliated advisers and subadvisers that invest directly in securities. Through these allocations, the Fund provides exposure to a variety of asset classes including U.S. equity and fixed-income securities; non-U.S. equity and fixed-income securities, including emerging markets securities; and U.S. government and/or agency securities. The Fund's asset allocation will become more conservative over time by reducing its equity exposure and increasing its fixed income exposure in accordance with a "glide path" until approximately 10 years following its target year. The Fund assumes a retirement age of 65 at the target year and is designed for investors who plan to withdraw the value of their account gradually after retirement. The Fund follows a "sustainable investing approach" that aims to allocate the Fund's assets to segments and underlying funds whose adviser or subadvisers, as part of their broader investment processes, actively consider material environmental, social and governance ("ESG") factors in the evaluation and selection of portfolio securities and their potential effect on long-term value, performance and risks. Consistent with the Fund's multi-disciplinary structure and as described in more detail below, the advisers or subadvisers to the Fund's segments and underlying funds may consider material ESG factors differently in their investment processes. For example, there may be differences in how they source ESG-related research (proprietary versus third party), the extent to which they actively engage with company management, and/or their focus on companies whose products and services are designed to directly address and/ or benefit from long-term environmental, social or governance trends. Notwithstanding these differences, it is expected that the Fund's portfolio may be better positioned to deliver financial results over time and manage risks related to negative outcomes (for example, those related to the physical and regulatory risks related to climate change, poor human rights practices, or poor corporate governance). Certain strategies may also seek to exclude specific types of investments as part of the broader investment approach. A brief description of the principal investment policies of the segments and underlying funds and asset classes in which the Fund may invest from time to time as well as the Fund's target allocations can be found in the "More About Goals and Strategies" section of the prospectus. Under normal circumstances, the Fund may deviate no more than plus or minus 10% from its target allocations. The Fund's Adviser, Natixis Advisors, LLC ("Natixis Advisors"), may modify the selection of segments and underlying funds for the Fund from time to time. Natixis Advisors also determines the Fund's glide path and target allocations. The following glide path represents the shifting of equity and fixed-income allocations over time and shows how the Fund's asset mix becomes more conservative as the target date approaches and passes. This reflects individuals' expected need for reduced market risks as retirement approaches and for low portfolio volatility after retirement. The Fund is a "through" target date fund. This means that the Fund is expected to reach its final allocations approximately 10 years past its target year.

[1] Includes: Natixis Sustainable Future 2015 Fund; Natixis Sustainable Future 2020 Fund; Natixis Sustainable Future 2025 Fund; Natixis Sustainable Future 2030 Fund; Natixis Sustainable Future 2035 Fund; Natixis Sustainable Future 2040 Fund; Natixis Sustainable Future 2045 Fund; Natixis Sustainable Future 2050 Fund; Natixis Sustainable Future 2055 Fund; Natixis Sustainable Future 2060 Fund and Natixis Sustainable Future 2065 Fund.

Investment Strategy	Subadviser	Strategy Description
Natixis U.S. Equity Opportunities Strategy	Multi-Manager	Under normal circumstances, the Fund will invest at least 80% of its net assets (plus any borrowings made for investment purposes) in equity securities. Equity securities may include common stocks and preferred stocks. Under normal circumstances, the Fund will invest at least 80% of its net assets (plus any borrowings made for investment purposes) in securities of U.S. issuers. The Fund's approach to equity investing combines the styles of two subadvisers in selecting securities for each of the Fund's segments. The segments and their subadvisers are listed below. • Harris Associates - Large Cap Value segment - Under normal circumstances, the Large Cap Value segment of the Fund managed by Harris Associates L.P. ("Harris Associates") will invest primarily in the common stocks of larger-capitalization companies that Harris Associates believes are trading at a substantial discount to the company's "intrinsic value." By "intrinsic value," Harris Associates means its estimate of the price a knowledgeable buyer would pay to acquire the entire business. Harris Associates believes that investing in securities priced significantly below what Harris Associates believes is a company's intrinsic value presents the best opportunity to achieve the Fund's investment objectives. Harris Associates usually sells a security when the price approaches its estimated value and monitors each holding and adjusts its price targets as warranted to reflect changes in the issuer's fundamentals. In determining whether an issuer is a U.S. or foreign issuer for the Harris Associates – Large Cap Value segment, Harris Associates considers various factors, including its country of domicile, the primary stock exchange on which it trades, the location from which the majority of its revenue comes, and its reporting currency. • Loomis Sayles - All Cap Growth segment - Under normal circumstances, the All Cap Growth segment of the Fund, managed by Loomis, Sayles & Company, L.P. ("Loomis Sayles"), will invest primarily in equity securities, including common stocks and depositary receipts. This segment may invest in companies of any size. The segment normally invests across a wide range of sectors and industries. The segment's portfolio manager employs a growth style of equity management that emphasizes companies with sustainable competitive advantages versus others, long-term structural growth drivers that will lead to above-average future cash flow growth, attractive cash flow returns on invested capital, and management teams focused on creating long-term value for shareholders. The segment's portfolio manager aims to invest in companies when they trade at a significant discount to the estimate of intrinsic value (i.e., companies with share prices trading significantly below what the portfolio manager believes the share price should be). The segment will consider selling a portfolio investment when the portfolio manager believes an unfavorable structural change occurs within a given business or the markets in which it operates, a critical underlying investment assumption is flawed, when a more attractive reward-to-risk opportunity becomes available, when the portfolio manager believes the current price fully reflects intrinsic value, or for other investment reasons which the portfolio manager deems appropriate. Although certain equity securities purchased by the Loomis Sayles – All Cap Growth segment of the Fund may be issued by domestic companies incorporated outside of the United States, Loomis Sayles does not consider these securities to be foreign if they are included in the U.S. equity indices published by S&P Global Ratings or Russell Investments or if the security's country of risk defined by Bloomberg is the United States. Subject to the allocation policy adopted by the Fund's Board of Trustees, Natixis Advisors, LLC ("Natixis Advisors") generally allocates capital invested in the Fund equally (i.e., 50%) between its two segments. Under the allocation policy, Natixis Advisors may also allocate capital away from or towards each segment from time to time and may reallocate capital between the segments. Each subadviser manages its segment of the Fund's assets in accordance with its distinct investment style and strategy. The Fund may also: • Invest in securities offered in initial public offerings ("IPOs") and securities issued pursuant to Rule 144A under the Securities Act of 1933 ("Rule 144A securities"). • Invest in convertible preferred stock and convertible debt securities. • Invest in real estate investment trusts ("REITs"). • Invest in fixed-income securities, including U.S. government bonds and below-investment grade fixed-income securities (commonly known as "junk bonds"). • Hold securities of foreign issuers traded over-the-counter or on foreign exchanges, including securities in emerging markets and related currency hedging transactions. • Invest in equity securities of Canadian issuers.

Investment Strategy	Subadviser	Strategy Description
VNIM Select Strategy	Vaughan Nelson Investment Management, L.P. (“VNIM”)	The Fund, under normal market conditions, will invest primarily in equity securities, including common stocks, preferred stocks, limited partnership interests, interests in limited liability companies, real estate investment trusts (“REITs”) or other trusts and similar securities. The Fund is non-diversified, which means that it may invest a greater percentage of its assets in a particular issuer and may invest in fewer issuers than a diversified fund. Typically, the Fund’s portfolio will hold 20 to 40 securities. The Fund may invest in companies with any market capitalization, although, it will typically focus its investments in mid to large-capitalization companies. When opportunities present themselves, the Fund may establish short positions in specific equity securities or indices. While the Fund typically invests in equity securities, it may also invest in debt securities, including below investment-grade fixed-income securities (commonly known as “junk bonds”). A fixed-income security is considered below investment- grade quality when none of the three major rating agencies (Moody’s Investors Service, Inc., Fitch Investor Services, Inc. or S&P Global Ratings) have rated the securities in one of their top four ratings categories. Vaughan Nelson Investment Management, L.P. (“VNIM”) invests in companies of all market capitalizations with a focus on those companies meeting VNIM’s return expectations. VNIM uses a bottom-up value oriented investment process in constructing the Fund’s portfolio. VNIM seeks companies with the following characteristics, although not all of the companies selected will have these attributes: • Companies earning a positive return on capital with stable-to-improving returns. • Companies valued at discount to their asset value. • Companies with an attractive and sustainable dividend level. In selecting investments for the Fund, Vaughan Nelson generally employs the following strategies: • VNIM employs a value-driven investment philosophy that selects securities selling at a relatively low value based on discounted cash flow models. VNIM selects companies that it believes are out-of-favor or misunderstood. • VNIM starts with the entire U.S. exchange-traded equity investment universe. VNIM then narrows the investment universe by using fundamental analysis to construct a portfolio of 20 to 40 securities. • VNIM uses fundamental analysis to construct a portfolio that, in the opinion of VNIM, is made up of quality companies with the potential to provide significant increases in share price over a three year period. • VNIM will also employ its value driven investment philosophy to identify out-of-favor or misunderstood debt securities. • VNIM will generally sell a security when it reaches VNIM’s price target or when the issuer shows a change in financial condition, competitive pressures, poor management decisions or internal or external forces reducing future expected returns from the investment thesis. The Fund also may: • Invest in convertible preferred stock and convertible debt securities. • Invest in publicly traded master limited partnerships. • Invest in foreign securities, including emerging market securities, traded in U.S. markets directly or through depositary receipt programs such as American Depositary Receipts (“ADRs”) and Global Depositary Receipts (“GDRs”). • Invest in REITs. • Invest in securities offered in initial public offerings (“IPOs”) and securities issued pursuant to Rule 144A under the Securities Act of 1933 (“Rule 114A securities”).

Investment Strategy	Subadviser	Strategy Description
VNIM Small Cap Value Strategy	VNIM	Under normal circumstances, the Fund will invest at least 80% of its net assets (plus any borrowings made for investment purposes) in the equity securities, including common stocks and preferred stocks, of “small-capitalization companies.” Equity securities may take the form of stock in corporations, limited partnership interests, interests in limited liability companies, real estate investment trusts (“REITs”) or other trusts and other similar securities representing direct or indirect ownership interests in business organizations. Currently, the Fund defines a small-capitalization company to be one whose market capitalization, at the time of purchase, either falls within the capitalization range of the Russell 2000® Value Index or is $3.5 billion or less. While the market capitalization range for the Russell 2000® Value Index fluctuates, at December 31, 2022, it was $4.69 million to $6.68 billion. The Fund may, however, invest in companies with large capitalizations. Vaughan Nelson Investment Management, L.P. (“VNIM”) invests in small-capitalization companies with a focus on those companies meeting VNIM’s return expectations. VNIM uses a bottom-up value oriented investment process in constructing the Fund’s portfolio. VNIM seeks companies with the following characteristics, although not all of the companies selected will have these attributes: • Companies earning a positive return on capital with stable-to-improving returns. • Companies valued at a discount to their asset value. • Companies with an attractive and sustainable dividend level. In selecting investments for the Fund, VNIM generally employs the following strategies: • Value-driven investment philosophy that selects stocks selling at a relatively low value based on discounted cash flow models. VNIM selects companies that it believes are out of favor or misunderstood. • VNIM starts with an investment universe of 5,000 securities. VNIM then uses value-driven screens to create a research universe of companies with market capitalizations of at least $100 million. • VNIM uses fundamental analysis to construct a portfolio of 60 to 80 securities that, in the opinion of VNIM, is made up of quality companies with the potential to provide significant increases in share price over a three year period. VNIM will generally sell a security when it reaches VNIM s price target or when the issuer shows a change in financial condition, competitive pressures, poor management decisions or internal or external forces reducing future expected returns from those expected at the time of investment. The Fund may also: • Invest in convertible preferred stock and convertible debt securities. • Invest in foreign securities, including emerging market securities. • Invest in REITs. • Invest in securities offered in initial public offerings (“IPOs”).

Investment Strategy	Subadviser	Strategy Description
VNIM Mid Cap Strategy	VNIM	Under normal circumstances, the Fund will invest at least 80% of its net assets (plus any borrowings made for investment purposes) in companies that, at the time of purchase, have market capitalizations within the capitalization range of the Russell Midcap® Value Index, an unmanaged index that measures the performance of companies with lower price-to-book ratios and lower forecasted growth values within the broader Russell Midcap® Index. While the market capitalization range for the Russell Midcap® Value Index fluctuates, at December 31, 2022, it was $306.4 million to $52.8 billion. However, the Fund may invest in companies with smaller or larger capitalizations. Equity securities may take the form of stock in corporations, limited partnership interests, interests in limited liability companies, real estate investment trusts ("REITs") or other trusts and similar securities representing direct or indirect ownership interests in business organizations. Vaughan Nelson Investment Management, L.P. ("VNIM") invests in medium-capitalization companies with a focus on those companies meeting VNIM's return expectations. VNIM uses a bottom-up value oriented investment process in constructing the Fund's portfolio. VNIM seeks companies with the following characteristics, although not all of the companies selected will have these attributes: • Companies earning a positive return on capital with stable-to-improving returns. • Companies valued at a discount to their asset value. • Companies with an attractive and sustainable dividend level. In selecting investments for the Fund, VNIM generally employs the following strategies: • VNIM employs a value-driven investment philosophy that selects stocks selling at a relatively low value based on business fundamentals, economic margin analysis and discounted cash flow models VNIM selects companies that it believes are out of favor or misunderstood. • VNIM uses fundamental analysis to construct a portfolio that, in the opinion of VNIM, is made up of quality companies with the potential to provide significant increases in share price over a three year period. • VNIM will generally sell a security when it reaches VNIM's price target or when the issuer shows a change in financial condition, competitive pressures, poor management decisions or internal or external forces reducing future expected returns from those expected at the time of investment. The Fund may also: • Invest in foreign securities, including emerging markets securities. • Invest in other investment companies, to the extent permitted by the Investment Company Act of 1940. • Invest in REITs. • Invest in securities offered in initial public offerings ("IPOs") and securities issued pursuant to Rule 144A under the Securities Act of 1933 ("Rule 144A securities").

Appendix 2 Managed Account Strategy List & Strategy Description		
Investment Strategy	**Model Portfolio Provider**	**Strategy Description**
AIA All Cap Growth Strategy	Solutions	This strategy seeks to gain broad market exposure to all capitalization growth segments of the U.S. equity market. This strategy invests in a subset of securities from within an all capitalization growth universe.
AIA All Cap Value Strategy	Solutions	This strategy seeks to gain broad market exposure to all capitalization value segments of the U.S. equity market. This strategy invests in a subset of securities from within an all capitalization value universe.
AIA All Cap 3000 Strategy	Solutions	This strategy seeks to gain broad market exposure to all capitalization segments of the U.S. equity market. This strategy invests in a subset of securities from within an all capitalization universe.
AIA Developed ex-US Strategy	Solutions	This strategy seeks to gain broad exposure to developed market countries excluding the U.S. with a portfolio diversified ADR using optimization. For taxable accounts, it additionally seeks to outperform on an after-tax basis through tax management.
AIA Large Cap Value Strategy	Solutions	This strategy seeks to gain broad market exposure to the large capitalization value segment of the U.S. equity market by investing in a subset of securities from within a large capitalization value universe.
AIA Large Cap Growth Strategy	Solutions	This strategy seeks to gain broad market exposure to the large capitalization growth segment of the U.S. equity market by investing in a subset of securities from within a large capitalization growth universe.
AIA Managed ETF Portfolio Conservative Strategy	Solutions	This strategy seeks to provide broad diversification, through investment in exchange-traded funds, across various asset classes that may include, but are not limited to domestic and international equities, fixed income, real estate investment trusts ("REITs") and commodities while maintaining a conservative risk profile.
AIA Managed ETF Portfolio Moderate Strategy	Solutions	This strategy seeks to provide broad diversification, through investment in exchange-traded funds, across various asset classes that may include, but are not limited to domestic and international equities, fixed income, REITs and commodities while maintaining a moderate risk profile.
AIA Managed ETF Portfolio Aggressive Strategy	Solutions	This strategy seeks to provide broad diversification, through investment in exchange-traded funds, across various asset classes that may include, but are not limited to domestic and international equities, fixed income, REITs and commodities while maintaining a more aggressive risk profile.
AIA Managed ETF Portfolio All Equity Strategy	Solutions	This strategy seeks to provide broad diversification, through investment in exchange-traded funds, across various equity asset classes that may include, but are not limited to domestic large, mid, small, and micro-cap equities, international developed equities, and international emerging market equities.
AIA Managed ETF Portfolio Income Aggressive Strategy	Solutions	This strategy seeks, through investment in exchange-traded funds, higher yield consistent with broad diversification across various asset classes while maintaining a more aggressive risk profile.
AIA Managed ETF Portfolio Income Conservative Strategy	Solutions	This strategy seeks, through investment in exchange-traded funds, higher yield consistent with broad diversification across various asset classes while maintaining a conservative risk profile.
AIA Mid Cap Value Strategy	Solutions	This strategy seeks to gain broad market exposure to the mid-capitalization value segment of the U.S. equity market. This strategy invests in a subset of securities from within a mid-capitalization value universe.
AIA Mid Cap Growth Strategy	Solutions	This strategy seeks to gain broad market exposure to the mid-capitalization growth segment of the U.S. equity market. This strategy invests in a subset of securities from within a mid-capitalization growth universe.

Investment Strategy	Model Portfolio Provider	Strategy Description
AIA Mid & Large Cap 1000 Strategy	Solutions	This strategy seeks to gain broad market exposure to the large and mid capitalization segments of the U.S. equity market by investing in a subset of securities from within a large and mid-capitalization universe.
AIA Mid & Large Cap 1000 Growth Strategy	Solutions	This strategy seeks to gain broad market exposure to the large and mid capitalization segments of the U.S. equity market by investing in a subset of securities from within a large and mid-capitalization growth universe.
AIA Mid & Large Cap 1000 Value Strategy	Solutions	This strategy seeks to gain broad market exposure to the large and mid capitalization segments of the U.S. equity market by investing in a subset of securities from within a large and mid-capitalization value universe.
AIA S&P 1000® Strategy	Solutions	This strategy seeks to provide market exposure to the mid and small capitalization segments of the U.S. equity market. This strategy invests in a subset of securities from within the S&P 1000® Index, which combines the S&P MidCap 400® and the S&P SmallCap 600®.
AIA S&P 1500® Strategy	Solutions	This strategy seeks to provide broad proportional market exposure to all capitalization segments of the U.S. equity market. This strategy invests in a subset of securities from within the S&P 1500® index.
AIA S&P 400® Strategy	Solutions	This strategy seeks to gain broad market exposure to the mid-capitalization segment of the U.S. equity market. This strategy invests in a subset of securities from within the index.
AIA S&P 500® Strategy	Solutions	This strategy seeks to gain broad market exposure to the large capitalization segment of the U.S. equity market. This strategy invests in a subset of securities from within the index.
AIA S&P 600® Strategy	Solutions	This strategy seeks to gain broad market exposure to the small capitalization segment of the U.S. equity market. This strategy invests in a subset of securities from within the index.
AIA S&P ADR/International Strategy	Solutions	This strategy seeks to gain broad international equity exposure without the costs and complexity of buying local shares through the use of U.S. listed American Depositary Receipts. This strategy invests in a subset of securities from within the index.
AIA S&P Global 1500 Strategy	Solutions	This strategy seeks to gain broad market exposure to the U.S. and international equity markets through the use of U.S. stocks and U.S. listed American Depositary Receipts. This strategy invests in a subset of securities from within the S&P 1500® and the S&P ADR indexes.
AIA S&P Global 500 Strategy	Solutions	This strategy seeks to gain broad market exposure to the U.S. and international equity markets through the use of U.S. stocks and U.S. listed American Depositary Receipts. This strategy invests in a subset of securities from within the S&P 500® and the S&P ADR indexes.
AIA Small Cap Value Strategy	Solutions	This strategy seeks to gain broad market exposure to the small capitalization value segment of the U.S. equity market. This strategy invests in a subset of securities from within a small capitalization value universe.
AIA Small Cap Growth Strategy	Solutions	This strategy seeks to gain broad market exposure to the small capitalization value segment of the U.S. equity market. This strategy invests in a subset of securities from within a small capitalization growth universe.
AIA Small Cap 2000 Strategy	Solutions	This strategy seeks to gain broad market exposure to the small capitalization segment of the U.S. equity market. This strategy invests in a subset of securities from within a small-capitalization universe.
AIA Sustainable & Growing Dividend Strategy	Solutions	This strategy seeks to add value by investing in firms that reflect growth in their dividend stream while also focusing on dividend sustainability. Specifically, this strategy invests in the US Large Cap market.
AIA U.S. All Cap Equity Core Plus Strategy	Solutions	This strategy seeks long-term growth of capital and broad market exposure to the large capitalization segment of the U.S. equity market. It typically invests in a subset of 100 securities from within the S&P 1500® index selected using an optimizer and alpha scores provided by Vedanta Analytics. The alpha scores seek to estimate relative returns using a composite of quantitative factors that include value, growth, profitability, momentum, and technical measures. The strategy will typically be fully invested in equities and will not invest in private placements, commodities, options or short sales.

Investment Strategy	Model Portfolio Provider	Strategy Description
AIA U.S. All Cap Equity Core Plus Tax Managed Strategy	Solutions	This strategy seeks to actively realize losses while providing long-term growth of capital and broad market exposure to the large capitalization segment of the U.S. equity market. It typically invests in a subset of 100 securities from within the S&P 1500® index selected using an optimizer and alpha scores provided by Vedanta Analytics. The alpha scores seek to estimate relative returns using a composite of quantitative factors that include value, growth, profitability, momentum, and technical measures. Each client account may hold unique positions due to the tax sensitive nature of the strategy and differing client cost basis and holding periods. The strategy will typically be fully invested in equities and will not invest in private placements, commodities, options or short sales.
AIA U.S. Equity Core Plus Strategy	Solutions	This strategy seeks long-term growth of capital and broad market exposure to the large capitalization segment of the U.S. equity market. It typically invests in securities selected using an optimizer and alpha scores provided by Vedanta Analytics. The alpha scores seek to estimate relative returns using a composite of quantitative factors that include value, growth, profitability, momentum, and technical measures. The strategy will typically be fully invested in equities and will not invest in private placements, commodities, options or short sales.
AIA U.S. Equity Core Plus Tax Managed Strategy	Solutions	This strategy seeks to actively realize losses while providing long-term growth of capital and broad market exposure to the large capitalization segment of the U.S. equity market. It typically invests in securities selected using an optimizer and alpha scores provided by Vedanta Analytics. The alpha scores seek to estimate relative returns using a composite of quantitative factors that include value, growth, profitability, momentum, and technical measures. Each client account may hold unique positions due to the tax sensitive nature of the strategy and differing client cost basis and holding periods. The strategy will typically be fully invested in equities and will not invest in private placements, commodities, options or short sales.
AIA World ex-US Strategy	Solutions	This strategy seeks to gain broad exposure to developed and emerging market countries excluding the U.S. through the use of ADRs and GDRs using optimization. For taxable accounts, it additionally seeks to outperform on an after-tax basis through tax management.
AIA World Strategy	Solutions	This strategy seeks to gain broad exposure to developed and emerging markets through the use of optimization. For taxable accounts, it additionally seeks to outperform on an after-tax basis through tax management.
Natixis Tax Managed Core Balanced Strategy	Solutions	This strategy seeks to gain broad market exposure to equity markets. The actual exposure to equity markets will vary based on the index selected. This strategy invests in a subset of securities from within the S&P Composite 500®, S&P Composite 1500® or the S&P Global 500 indexes. For the fixed income allocation, this strategy invests in a dollar denominated municipal strategy. The portfolios average duration will vary based on the underlying strategy selected.
AEW Diversified REIT Strategy	AEW	Investments for the strategy will generally be in publicly traded real estate related securities, including securities of companies whose principal activities include development, ownership, construction, management or sale of real estate. Investments for the strategy may be in common stocks, preferred stocks, warrants to purchase common stocks, debt securities convertible into common stock, and other similar instruments. It is currently anticipated that the strategy will be invested primarily in publicly traded shares of REITs. REITs are generally classified as Equity REITs, Mortgage REITs and Hybrid REITs. Equity REITs generally invest the majority of their assets in real property and derive their income primarily from rents. Mortgage REITs generally invest the majority of their assets in loans secured by real estate and derive their income primarily from interest payments. Hybrid REITs generally combine the characteristics of Equity and Mortgage REITs. At the present time, it is intended that investments will be primarily in Equity REITs, however, subject to specific investment restrictions in effect from time to time, investments may also be made from time to time in: (i) Mortgage or Hybrid REITs; (ii) other real estate industry companies, including equity and/or debt securities of such companies; and (iii) companies outside of the real estate industry but whose products and/or services are related to the real estate industry, such as manufacturers or distributors of building supplies, financial institutions which make or service mortgage loans, or companies with substantial real estate assets relative to their market capitalization. The adviser shall manage the strategy in a manner consistent with these guidelines, subject to specific investment restrictions in effect from time to time with respect to issuer diversification, sector diversification, illiquid holdings and other matters.
Harris U.S. Equity Strategy	Harris	The investment objective for the strategy is long-term capital appreciation. The strategy is developed using an in-depth, internally generated research effort to identify potential investments. The strategy seeks to achieve high returns by identifying companies that are trading at a discount to their intrinsic value and maintains a model portfolio comprised of these companies. The strategy will be invested primarily in U.S. equities and will typically be fully invested. Generally no single position in the portfolio will exceed 7% of the total portfolio value, no single industry will exceed 20% of the total portfolio value, and no economic sector will exceed 35% of the total portfolio value.

Investment Strategy	Model Portfolio Provider	Strategy Description
Loomis Sayles Core Fixed Income Strategy	Loomis Sayles	The strategy invests primarily in investment grade fixed income securities of any maturity (including, without limitation, government, corporate, mortgage-backed and asset-backed securities). The strategy seeks to create a portfolio that is generally similar to the Barclays Capital (BarCap) Aggregate Bond Index with respect to weightings among segments of the investment grade bond market and such key investment attributes (within a range) as duration, industry sectors, credit quality, and call protection. The strategy uses proprietary credit rating system to rate bonds and to assess credit upgrade and downgrade potential independently from the rating agencies. Normally, 100% of the portfolio is investment grade quality (at the time of purchase).
Loomis Sayles Core Total Return Strategy	Loomis Sayles	The strategy invests in investment grade and below investment grade fixed income securities of any maturity (including, without limitation, government, corporate, mortgage-backed, asset-backed securities, and $USD denominated non-US debt). The strategy seeks to outperform the Barclays Capital (BarCap) Aggregate Bond Index while maintaining a benchmark aware risk return objective. Typically, duration is within +/- 2 years relative to the index, less than 25% of the strategy is invested in any one corporate industry, and less than 5% is invested in any one issuer (excluding government sponsored enterprise securities). The strategy uses proprietary credit rating system to rate bonds and to assess credit upgrade and downgrade potential independently from the rating agencies. Portfolio construction is also driven by top-down macroeconomic analysis. Up to 10% of the portfolio may be invested in below investment grade issues.
Loomis Sayles Intermediate Fixed Income Strategy	Loomis Sayles	The strategy seeks to create a portfolio that is believed to have credit upgrade potential, sector diversification, and minimal interest rate risk relative to the BarCap Intermediate Government/Credit Bond Index. The strategy seeks to maintain duration within a range of the index. The strategy uses proprietary credit research to evaluate bonds and to assess credit upgrade and downgrade potential independently from the rating agencies. Normally, 100% of the portfolio is investment grade quality (at the time of purchase). The portfolio management team utilizes fixed income sectors such as governments, agencies, and corporates, typically with maturities of less than 10 years, and maintains the flexibility to overweight sectors that research indicates offer the most value.
Loomis Sayles Large Cap Growth Strategy	Loomis Sayles	The strategy seeks to invest substantially all of its assets in stocks. Investments are selected based on the portfolio manager's evaluation of their growth potential; current income is not a consideration. The strategy generally seeks to invest in companies with capitalizations of $3 billion or greater that are believed to be well-managed, dominant in their respective industries and capable of long-term earnings growth and price appreciation potential.
Loomis Sayles Small Mid Core Strategy	Loomis Sayles	The strategy typically invests in companies with market capitalizations between $100 million and $5 billion that, in the portfolio managers' judgment, trade at a significant discount to their intrinsic value. Exposure to stocks is spread across a variety of sectors as the managers believe that value can be found throughout the market. The strategy is driven by rigorous fundamental and valuation analysis and is implemented through a broad group of stocks. The strategy seeks to add value through stock selection. The portfolio typically has a maximum position size of 5% along with sector restrictions of 25%. The portfolio seeks to maintain a cash weight of less than 5%.
Loomis Sayles Global Growth ADR Strategy	Loomis Sayles	The strategy emphasizes companies with sustainable competitive advantages, secular long-term cash flow growth returns on invested capital above their cost of capital and the ability to manage for profitable growth that can create long-term value for shareholders. The strategy aims to invest in companies when they trade at a significant discount to the estimate of intrinsic value.
Natixis Alternative Completion Portfolio – Aggressive Strategy	Natixis Advisors	This strategy is comprised of alternative mutual fund and ETF investments and the allocations to the underlying investments will vary based on the risk profile. The strategy is built to provide diversification against the major stock and bond markets and periodically re-balance to maintain appropriate risk exposures. The strategy intends to target the volatility of the S&P 500® Index while minimizing sensitivity to both the S&P 500® Index and the Bloomberg Barclays US Aggregate Bond Index.
Natixis Alternative Completion Portfolio – Moderate Strategy	Natixis Advisors	This strategy is comprised of alternative mutual fund and ETF investments and the allocations to the underlying investments will vary based on the risk profile. The strategy is built to provide diversification against the major stock and bond markets and periodically re-balance to maintain appropriate risk exposures. The strategy intends to target the volatility of the blended benchmark (60% S&P 500® Index / 40% Bloomberg Barclays US Aggregate Bond Index) while minimizing sensitivity to both the S&P 500® Index and the Bloomberg Barclays US Aggregate Bond Index.

Investment Strategy	Model Portfolio Provider	Strategy Description
Natixis Alternative Completion Portfolio – Conservative Strategy	Natixis Advisors	This strategy is comprised of alternative mutual fund and ETF investments and the allocations to the underlying investments will vary based on the risk profile. The strategy is built to provide diversification against the major stock and bond markets and periodically re-balance to maintain appropriate risk exposures. The strategy intends to target the volatility of the Bloomberg Barclays US Aggregate Bond Index while minimizing sensitivity to both the S&P 500® Index and the Bloomberg Barclays US Aggregate Bond Index.
Natixis Dynamic Core Portfolio – Conservative Strategy	Natixis Advisors	This strategy seeks to provide diversified exposure to a wide range of asset classes on a global basis. The portfolio is constructed to maintain a conservative risk profile expressed as a % of the global equity market's total volatility. The asset allocation is done in accordance with a risk budgeting framework that rewards, proportionally, risk-adjusted results.
Natixis Dynamic Core Portfolio – Moderately Conservative Strategy	Natixis Advisors	This strategy seeks to provide diversified exposure to a wide range of asset classes on a global basis. The portfolio is constructed to maintain a moderately conservative risk profile expressed as a % of the global equity market's total volatility. The asset allocation is done in accordance with a risk budgeting framework that rewards, proportionally, risk-adjusted results.
Natixis Dynamic Core Portfolio – Moderate Strategy	Natixis Advisors	This strategy seeks to provide diversified exposure to a wide range of asset classes on a global basis. The portfolio is constructed to maintain a moderate risk profile expressed as a % of the global equity market's total volatility. The asset allocation is done in accordance with a risk budgeting framework that rewards, proportionally, risk-adjusted results.
Natixis Dynamic Core Portfolio – Moderately Aggressive Strategy	Natixis Advisors	This strategy seeks to provide diversified exposure to a wide range of asset classes on a global basis. The portfolio is constructed to maintain a moderately aggressive risk profile expressed as a % of the global equity market's total volatility. The asset allocation is done in accordance with a risk budgeting framework that rewards, proportionally, risk-adjusted results.
Natixis Dynamic Core Portfolio – Aggressive Strategy	Natixis Advisors	This strategy seeks to provide diversified exposure to a wide range of asset classes on a global basis. The portfolio is constructed to maintain an aggressive risk profile expressed as a % of the global equity market's total volatility. The asset allocation is done in accordance with a risk budgeting framework that rewards, proportionally, risk-adjusted results.
Natixis Clarity Partners Global Moderate Strategy	Natixis Advisors	This strategy seeks to provide diversified exposure to a wide range of asset classes on a global basis. The asset allocation decision making is designed to identify the best opportunities in the global marketplace geared towards producing attractive risk-adjusted returns and outperforming a global balanced index portfolio over the cycle.
Natixis Risk Efficient Conservative Strategy	Natixis Advisors	The Risk-Efficient Allocation Conservative strategy seeks to provide diversified exposure to a wide range of asset classes, including alternatives, on a global basis. The portfolio is designed to align with a conservative risk profile while providing attractive risk-adjusted returns relative to its benchmark (MSCI World 34%, Bloomberg Barclays US Aggregate 51%, Wilshire Liquid Alternative 15%). The portfolio has an actively managed core, across equity, fixed and alternative asset classes and a passive tactical sleeve to take advantage on near term market opportunities, primarily through the use of ETFs.
Natixis Risk Efficient Moderate Strategy	Natixis Advisors	The Risk-Efficient Allocation Moderate strategy seeks to provide diversified exposure to a wide range of asset classes, including alternatives, on a global basis. The portfolio is designed to align with a moderate risk profile while providing attractive risk-adjusted returns relative to its benchmark (MSCI World 51%, Bloomberg Barclays US Aggregate 34%%, Wilshire Liquid Alternative 15%). The portfolio has an actively managed core, across equity, fixed and alternative asset classes and a passive tactical sleeve to take advantage on near term market opportunities, primarily through the use of ETFs.
Natixis Risk Efficient Growth Strategy	Natixis Advisors	The Risk-Efficient Allocation Growth strategy seeks to provide diversified exposure to a wide range of asset classes, including alternatives, on a global basis. The portfolio is designed to align with an aggressive risk profile while providing attractive risk-adjusted returns relative to its benchmark (MSCI World 60%, Bloomberg Barclays US Aggregate 25%, Wilshire Liquid Alternative 15%). The portfolio has an actively managed core, across equity, fixed and alternative asset classes and a passive tactical sleeve to take advantage on near term market opportunities, primarily through the use of ETFs.
Natixis Risk Efficient Income Strategy	Natixis Advisors	The Risk-Efficient Allocation Income strategy seeks to provide diversified exposure to a wide range of asset classes, including alternatives, on a global basis. The portfolio is designed to align with a moderately-conservative risk profile while providing attractive risk-adjusted returns and income relative to its benchmark (MSCI World 34%, Bloomberg Barclays US Aggregate 51%, Wilshire Liquid Alternative 15%). The portfolio has an actively managed core, across equity, fixed and alternative asset classes and a passive tactical sleeve to enhance the overall yield of the portfolio, primarily through the use of ETFs.

Investment Strategy	Model Portfolio Provider	Strategy Description
Natixis Tactical Allocation Model – All Equity Strategy	Natixis Advisors	The Natixis Tactical Allocation Model - All Equity Strategy seeks to provide diversified exposure to the equity asset class on a global basis. The model is adjusted based on asset class and market opportunities with a goal of maximizing return with reasonable risk. The portfolio is monitored relative to its benchmark to ensure it aligns with the appropriate risk profile. The portfolio has a strategic core allocation across the traditional equity asset class, as well as a tactical overlay to take advantage of near term market opportunities, primarily through the use of passive investments/ETFs.
Natixis Tactical Allocation Model – Aggressive Strategy	Natixis Advisors	The Natixis Tactical Allocation Model - Aggressive Strategy seeks to provide diversified exposure to a wide range of asset classes on a global basis. The model is adjusted based on asset class and market opportunities with a goal of maximizing return with reasonable risk. The portfolio is monitored relative to its benchmark to ensure it aligns with an aggressive risk profile. The portfolio has a strategic core allocation across traditional equity and fixed-income asset classes, as well as a tactical overlay to take advantage of near term market opportunities, primarily through the use of passive investments/ETFs.
Natixis Tactical Allocation Model – Moderately Aggressive Strategy	Natixis Advisors	The Natixis Tactical Allocation Model - Moderately Aggressive Strategy seeks to provide diversified exposure to a wide range of asset classes on a global basis. The model is adjusted based on asset class and market opportunities with a goal of maximizing return with reasonable risk. The portfolio is monitored relative to its benchmark to ensure it aligns with a moderately aggressive risk profile. The portfolio has a strategic core allocation across traditional equity and fixed-income asset classes, as well as a tactical overlay to take advantage of near term market opportunities, primarily through the use of passive investments/ETFs.
Natixis Tactical Allocation Model – Moderate Strategy	Natixis Advisors	The Natixis Tactical Allocation Model - Moderate Strategy seeks to provide diversified exposure to a wide range of asset classes on a global basis. The model is adjusted based on asset class and market opportunities with a goal of maximizing return with reasonable risk. The portfolio is monitored relative to its benchmark to ensure it aligns with a moderate risk profile. The portfolio has a strategic core allocation across traditional equity and fixed-income asset classes, as well as a tactical overlay to take advantage of near term market opportunities, primarily through the use of passive investments/ETFs.
Natixis Tactical Allocation Model – Moderately Conservative Strategy	Natixis Advisors	The Natixis Tactical Allocation Model - Moderately Conservative Strategy seeks to provide diversified exposure to a wide range of asset classes on a global basis. The model is adjusted based on asset class and market opportunities with a goal of maximizing return with reasonable risk. The portfolio is monitored relative to its benchmark to ensure it aligns with a moderately conservative risk profile. The portfolio has a strategic core allocation across traditional equity and fixed-income asset classes, as well as a tactical overlay to take advantage of near term market opportunities, primarily through the use of passive investments/ETFs.
Natixis Tactical Allocation Model – Conservative Strategy	Natixis Advisors	The Natixis Tactical Allocation Model - Conservative Strategy seeks to provide diversified exposure to a wide range of asset classes on a global basis. The model is adjusted based on asset class and market opportunities with a goal of maximizing return with reasonable risk. The portfolio is monitored relative to its benchmark to ensure it aligns with a conservative risk profile. The portfolio has a strategic core allocation across traditional equity and fixed-income asset classes, as well as a tactical overlay to take advantage of near term market opportunities, primarily through the use of passive investments/ETFs.
Natixis Tactical Alpha Model – Aggressive Strategy	Natixis Advisors	The Natixis Tactical Alpha Model - Aggressive Strategy seeks to provide diversified exposure to a wide range of asset classes, including alternatives, on a global basis. The model is adjusted based on asset class and market opportunities with a goal of maximizing return with reasonable risk. The portfolio is monitored relative to its benchmark to ensure it aligns with an aggressive risk profile. The portfolio has a strategic core allocation across traditional equity and fixed-income asset classes with an alternatives sleeve, as well as a tactical overlay to take advantage of near term market opportunities, primarily through the use of passive investments/ETFs.
Natixis Tactical Alpha Model – Moderately Aggressive Strategy	Natixis Advisors	The Natixis Tactical Alpha Model - Moderately Aggressive Strategy seeks to provide diversified exposure to a wide range of asset classes, including alternatives, on a global basis. The model is adjusted based on asset class and market opportunities with a goal of maximizing return with reasonable risk. The portfolio is monitored relative to its benchmark to ensure it aligns with a moderately aggressive risk profile. The portfolio has a strategic core allocation across traditional equity and fixed-income asset classes with an alternatives sleeve, as well as a tactical overlay to take advantage of near term market opportunities, primarily through the use of passive investments/ETFs.

Investment Strategy	Model Portfolio Provider	Strategy Description
Natixis Tactical Alpha Model – Moderate Strategy	Natixis Advisors	The Natixis Tactical Alpha Model - Moderate Strategy seeks to provide diversified exposure to a wide range of asset classes, including alternatives, on a global basis. The model is adjusted based on asset class and market opportunities with a goal of maximizing return with reasonable risk. The model is adjusted based on asset class and market opportunities with a goal of maximizing return with reasonable risk. The portfolio is monitored relative to its benchmark to ensure it aligns with a moderate risk profile. The portfolio has a strategic core allocation across traditional equity and fixed-income asset classes with an alternatives sleeve, as well as a tactical overlay to take advantage on near term market opportunities, primarily through the use of passive investments/ETFs.
Natixis Tactical Alpha Model – Moderately Conservative Strategy	Natixis Advisors	The Natixis Tactical Alpha Model - Moderately Conservative Strategy seeks to provide diversified exposure to a wide range of asset classes, including alternatives, on a global basis. The portfolio is monitored relative to its benchmark to ensure it aligns with a moderately conservative risk profile. The model is adjusted based on asset class and market opportunities with a goal of maximizing return with reasonable risk. The portfolio has a strategic core allocation across traditional equity and fixed-income asset classes with an alternatives sleeve, as well as a tactical overlay to take advantage on near term market opportunities, primarily through the use of passive investments/ETFs.
Natixis Tactical Alpha Model – Conservative Strategy	Natixis Advisors	The Natixis Tactical Alpha Model - Conservative Strategy seeks to provide diversified exposure to a wide range of asset classes, including alternatives, on a global basis. The model is adjusted based on asset class and market opportunities with a goal of maximizing return with reasonable risk. The portfolio is monitored relative to its benchmark to ensure it aligns with a conservative risk profile. The portfolio has a strategic core allocation across traditional equity and fixed-income asset classes with an alternatives sleeve, as well as a tactical overlay to take advantage on near term market opportunities, primarily through the use of passive investments/ETFs.
Natixis Tactical Core Model – Aggressive Strategy	Natixis Advisors	The Natixis Tactical Core Model - Aggressive Strategy seeks to provide diversified exposure to a wide range of asset classes on a global basis. The model is adjusted based on asset class and market opportunities with a goal of maximizing return with reasonable risk. The portfolio is monitored relative to the Merrill strategic benchmark to ensure it aligns with an aggressive risk profile. The portfolio has a strategic core allocation across traditional equity and fixed-income asset classes, as well as a tactical overlay to take advantage of near term market opportunities, primarily through the use of passive investments/ETFs.
Natixis Tactical Core Model – Moderately Aggressive Strategy	Natixis Advisors	The Natixis Tactical Core Model - Moderately Aggressive Strategy seeks to provide diversified exposure to a wide range of asset classes on a global basis. The model is adjusted based on asset class and market opportunities with a goal of maximizing return with reasonable risk. The portfolio is monitored relative to the Merrill strategic benchmark to ensure it aligns with a moderately aggressive risk profile. The portfolio has a strategic core allocation across traditional equity and fixed-income asset classes, as well as a tactical overlay to take advantage of near term market opportunities, primarily through the use of passive investments/ETFs.
Natixis Tactical Core Model – Moderate Strategy	Natixis Advisors	The Natixis Tactical Core Model - Moderate Strategy seeks to provide diversified exposure to a wide range of asset classes on a global basis. The model is adjusted based on asset class and market opportunities with a goal of maximizing return with reasonable risk. The portfolio is monitored relative to the Merrill strategic benchmark to ensure it aligns with a moderate risk profile. The portfolio has a strategic core allocation across traditional equity and fixed-income asset classes, as well as a tactical overlay to take advantage of near term market opportunities, primarily through the use of passive investments/ETFs.
Natixis Tactical Core Model – Moderately Conservative Strategy	Natixis Advisors	The Natixis Tactical Core Model - Moderately Conservative Strategy seeks to provide diversified exposure to a wide range of asset classes on a global basis. The model is adjusted based on asset class and market opportunities with a goal of maximizing return with reasonable risk. The portfolio is monitored relative to the Merrill strategic benchmark to ensure it aligns with a moderately conservative risk profile. The portfolio has a strategic core allocation across traditional equity and fixed-income asset classes, as well as a tactical overlay to take advantage of near term market opportunities, primarily through the use of passive investments/ETFs.
Natixis Tactical Core Model – Conservative Strategy	Natixis Advisors	The Natixis Tactical Core Model - Conservative Strategy seeks to provide diversified exposure to a wide range of asset classes on a global basis. The model is adjusted based on asset class and market opportunities with a goal of maximizing return with reasonable risk. The portfolio is monitored relative to the Merrill strategic benchmark to ensure it aligns with a conservative risk profile. The portfolio has a strategic core allocation across traditional equity and fixed-income asset classes, as well as a tactical overlay to take advantage of near term market opportunities, primarily through the use of passive investments/ETFs.

Investment Strategy	Model Portfolio Provider	Strategy Description
Natixis Tactical Core Tax Aware Model – Aggressive Strategy	Natixis Advisors	The Natixis Tactical Core Tax Aware Model - Aggressive Strategy seeks to provide diversified exposure to a wide range of asset classes on a global basis. The model is adjusted based on asset class and market opportunities with a goal of maximizing return with reasonable risk. The portfolio is monitored relative to the Merrill strategic benchmark to ensure it aligns with an aggressive risk profile. The portfolio has a strategic core allocation across traditional equity and fixed-income asset classes, as well as a tactical overlay to take advantage of near term market opportunities, primarily through the use of passive investments/ETFs.
Natixis Tactical Core Tax Aware Model – Moderately Aggressive Strategy	Natixis Advisors	The Natixis Tactical Core Tax Aware Model - Moderately Aggressive Strategy seeks to provide diversified exposure to a wide range of asset classes on a global basis. The model is adjusted based on asset class and market opportunities with a goal of maximizing return with reasonable risk. The portfolio is monitored relative to the Merrill strategic benchmark to ensure it aligns with a moderately aggressive risk profile. The portfolio has a strategic core allocation across traditional equity and fixed-income asset classes, as well as a tactical overlay to take advantage of near term market opportunities, primarily through the use of passive investments/ETFs.
Natixis Tactical Core Tax Aware Model – Moderate Strategy	Natixis Advisors	The Natixis Tactical Core Tax Aware Model - Moderate Strategy seeks to provide diversified exposure to a wide range of asset classes on a global basis. The model is adjusted based on asset class and market opportunities with a goal of maximizing return with reasonable risk. The portfolio is monitored relative to the Merrill strategic benchmark to ensure it aligns with a moderate risk profile. The portfolio has a strategic core allocation across traditional equity and fixed-income asset classes, as well as a tactical overlay to take advantage of near term market opportunities, primarily through the use of passive investments/ETFs.
Natixis Tactical Core Tax Aware Model – Moderately Conservative Strategy	Natixis Advisors	The Natixis Tactical Core Tax Aware Model - Moderately Conservative Strategy seeks to provide diversified exposure to a wide range of asset classes on a global basis. The model is adjusted based on asset class and market opportunities with a goal of maximizing return with reasonable risk. The portfolio is monitored relative to the Merrill strategic benchmark to ensure it aligns with a moderately conservative risk profile. The portfolio has a strategic core allocation across traditional equity and fixed-income asset classes, as well as a tactical overlay to take advantage of near term market opportunities, primarily through the use of passive investments/ETFs.
Natixis Tactical Core Tax Aware Model – Conservative Strategy	Natixis Advisors	The Natixis Tactical Core Tax Aware Model - Conservative Strategy seeks to provide diversified exposure to a wide range of asset classes on a global basis. The model is adjusted based on asset class and market opportunities with a goal of maximizing return with reasonable risk. The portfolio is monitored relative to the Merrill strategic benchmark to ensure it aligns with a conservative risk profile. The portfolio has a strategic core allocation across traditional equity and fixed-income asset classes, as well as a tactical overlay to take advantage of near term market opportunities, primarily through the use of passive investments/ETFs.
Natixis Tax Managed Core Model – Moderately Aggressive Strategy	Natixis Advisors	The Natixis Tax Managed Core Model - Moderately Aggressive Strategy seeks to provide diversified exposure to a wide range of asset classes on a global basis. The model is adjusted based on asset class and market opportunities with a goal of maximizing return with reasonable risk. It looks to strike a balance between pre-tax and after-tax returns. The portfolio is monitored relative to the Merrill Chief Investment Office ("CIO") Tax-Aware benchmark to ensure it aligns with a moderately aggressive risk profile. The model combines a strategic portfolio that utilizes direct indexing and active managers in less efficient markets with a tactical overlay implemented through ETFs.
Natixis Tax Managed Core Model – Moderate Strategy	Natixis Advisors	The Natixis Tax Managed Core Model - Moderate Strategy seeks to provide diversified exposure to a wide range of asset classes on a global basis. The model is adjusted based on asset class and market opportunities with a goal of maximizing return with reasonable risk. It looks to strike a balance between pre-tax and after-tax returns. The portfolio is monitored relative to the Merrill Chief Investment Office ("CIO") Tax-Aware benchmark to ensure it aligns with a moderate risk profile. The model combines a strategic portfolio that utilizes direct indexing and active managers in less efficient markets with a tactical overlay implemented through ETFs.
Natixis Tax Managed Core Model – Moderately Conservative Strategy	Natixis Advisors	The Natixis Tax Managed Core Model - Moderately Conservative Strategy seeks to provide diversified exposure to a wide range of asset classes on a global basis. The model is adjusted based on asset class and market opportunities with a goal of maximizing return with reasonable risk. It looks to strike a balance between pre-tax and after-tax returns. The portfolio is monitored relative to the Merrill Chief Investment Office ("CIO") Tax-Aware benchmark to ensure it aligns with a moderately conservative risk profile. The model combines a strategic portfolio that utilizes direct indexing and active managers in less efficient markets with a tactical overlay implemented through ETFs.

Investment Strategy	Model Portfolio Provider	Strategy Description
Natixis Strategic Diversified Moderately Conservative Portfolio StrategyF	Natixis Advisors	The portfolio provides diversified exposure to a mixture of equity and fixed income separately managed account strategies. The underlying allocations include exposure to large cap growth equities, large cap value equities, small and/or mid cap equities, international equities and fixed income securities. The allocation to the various investments is designed to provide exposure consistent with a moderately conservative risk profile.
Natixis Strategic Diversified Moderate Portfolio Strategy	Natixis Advisors	The portfolio provides diversified exposure to a mixture of equity and fixed income separately managed account strategies. The underlying allocations include exposure to large cap growth equities, large cap value equities, small and/or mid cap equities, international equities and fixed income securities. The allocation to the various investments is designed to provide exposure consistent with a moderate risk profile.
Natixis Strategic Diversified Moderately Aggressive Portfolio Strategy	Natixis Advisors	The portfolio provides diversified exposure to a mixture of equity and fixed income separately managed account strategies. The underlying allocations include exposure to large cap growth equities, large cap value equities, small and/or mid cap equities, international equities and fixed income securities. The allocation to the various investments is designed to provide exposure consistent with a moderately aggressive risk profile.
Natixis Strategic Diversified Aggressive Portfolio Strategy	Natixis Advisors	The portfolio provides diversified exposure to a mixture of equity and fixed income separately managed account strategies. The underlying allocations include exposure to large cap growth equities, large cap value equities, small and/or mid cap equities, international equities and fixed income securities. The allocation to the various investments is designed to provide exposure consistent with an aggressive risk profile.
Natixis Strategic Diversified All Equity Portfolios Strategy	Natixis Advisors	The portfolio provides diversified exposure to a mixture of equity separately managed account strategies. The underlying allocations include exposure to large cap growth equities, large cap value equities, small and/or mid cap equities, and international equities. The allocation to the various investments is designed to provide exposure consistent with a diversified all equity risk profile.
Mirova Global Sustainable Equity ADR Strategy	Mirova	Mirova Global Sustainable Equity ADR Strategy fully integrates ESG factors in asset allocation process. Starting from idea generation; environmental, social, and technology trends are used to source ideas by building an investment universe of businesses that offer solutions to negative trends, participate or lead positive trends, or remain neutral but offer social benefits that improve quality of life. ESG factors are used, then, to further focus the universe seeking those companies within the investment universe that have a neutral or a positive impact on society or the environment and have good governance. Fundamental analysis is used in the final step to determine allocations to those names for which there's the highest conviction. The resulting portfolio is a concentrated set of global stocks of about 50 names.
Mirova International Sustainable Equity ADR Strategy	Mirova	Under normal circumstances, the strategy invests at least 80% of its assets in equity securities, which may include common stocks, preferred stocks, depositary receipts and real estate investment trusts ("REITS"). The strategy invests in securities of companies located in no fewer than three countries outside the U.S. Under normal circumstances, the strategy will invest at least 65% of its assets in securities of companies located outside the U.S. and the Adviser may invest up to 25% of its assets in securities of companies located in emerging markets (which generally encompasses markets that are not included in the MSCI World Developed Markets Index). The strategy may invest in growth and value companies of any size and may also invest in initial public offerings ("IPOs")

Investment Strategy	Model Portfolio Provider	Strategy Description
Mirova U.S. Sustainable Equity Strategy	Mirova	The Mirova U.S. Sustainable Equity strategy seeks long-term capital appreciation. Under normal circumstances, the strategy invests at least 80% of its assets in equity securities, which may include common stocks, preferred stocks, depositary receipts and real estate investment trusts ("REITs"). Under normal circumstances, the strategy will invest at least 80% of its assets in securities of U.S. issuers incorporated in the U.S and/or listed on a U.S. stock exchange. The strategy may invest in growth and value companies of any size, including small- and mid-capitalization companies. The strategy considers companies with a market capitalization under 2 billion USD to be small-capitalization companies and companies with a market capitalization between 2 and 10 billion USD to be midcapitalization companies
VNIM Select Strategy	VNIM	Under normal market conditions the strategy will invest primarily in companies that, at the time of purchase, have a market capitalization within the capitalization range of the Russell 3000 Index. However, the strategy does not have any market capitalization limits and may invest in companies with smaller or larger capitalizations. The subadviser invests in all capitalization companies with a focus on absolute return and uses a bottom-up value oriented investment process in constructing the strategy's portfolio. The subadviser seeks companies with the following characteristics, although not all of the companies selected will have these attributes: companies earning a positive economic margin with stable-to-improving returns; companies valued at a discount to their asset value; and companies with an attractive and sustainable dividend level. In selecting investments for the strategy, the subadviser generally employs the following strategies: a value-driven investment philosophy that selects stocks selling at a relatively low value based on business fundamentals, economic margin analysis and discounted cash flow models; selects companies that it believes are out-of-favor or misunderstood; uses fundamental analysis to construct a portfolio that it believes has attractive return potential; and will generally sell a stock when it reaches the subadviser's price target or when the issuer shows a deteriorating financial condition due to increased competitive pressures or internal or external forces reducing future expected returns. The strategy may also invest in convertible preferred stock and convertible debt securities; invest in foreign securities, including those of emerging markets; invest in other investment companies, to the extent permitted by the Investment Company Act of 1940; invest in real estate investment trusts ("REITs"); and invest in securities offered in initial public offerings ("IPOs").and Rule 144A securities.
VNIM Small Cap Value Strategy	VNIM	The investment objective for the strategy is long-term growth of capital. The strategy seeks to achieve high returns through investments in small capitalization companies with a focus on absolute return. The strategy will typically be fully invested in equities. Normally, investments will be made in companies with a market capitalization below $1.5 billion at time of purchase. The strategy will not invest in private placements, commodities, options or short sales. Generally, no single position within the portfolio will exceed 5% of the total portfolio at time of purchase and no single industry, as defined by Standard & Poors, will represent more than 15% of the portfolio at time of purchase.
VNIM Mid Cap Strategy	VNIM	The investment objective for the strategy is long-term growth of capital. The strategy seeks to achieve high returns through investments in small and mid capitalization companies with a focus on absolute return. The strategy will typically be fully invested in equities. Normally, investments will be made in companies with a market capitalization between $1-$15 billion at time of purchase. The strategy will not invest in private placements, commodities, options or short sales. Generally, no single position within the portfolio will exceed 5% of the total portfolio at time of purchase.

Unaffiliated Investment Strategy	Model Portfolio Provider	Strategy Description
Natixis/12th Street Opportunity Managed Account Strategy	12th Street Asset Management Company, LLC	The Opportunity Managed Account strategy is a concentrated, all-cap value approach in which the investment team identifies a select number of companies ("best ideas") that meet certain investment criteria of good businesses trading at discounts to 12th Street's intrinsic value estimates. There is a strong focus on preservation of capital and investing with a margin of safety. The investment team utilizes as many valuation metrics as possible to triangulate an attractive buy price and sell price for each security. In addition, the team maintains a private equity mentality in terms of valuing companies by determining what a reasonable businessman would pay for the company. Risk is not reduced through diversification but by investing with a margin of safety and holding cash when bargains are not available. The strategy is absolute return focused and has no constraints on individual security or sector weightings.
Natixis/1492 Small Cap Growth Strategy	1492 Capital Management, LLC	The 1492 Small Cap Growth strategy seeks capital appreciation via a bottom-up investment process focusing on fundamental research and the discovery of themes that provide a catalyst for growth. Our objective is to outperform the Russell 2000 Growth by 250 bps annually.
Natixis/1492 Small Cap Value Strategy	1492 Capital Management, LLC	The 1492 Small Cap Value strategy seeks capital appreciation inherent in small cap equities, while possibly lowering the volatility of total returns. This potential reduction in volatility is accomplished by buying dividend paying small cap stocks with strong balance sheets and cash flow. The objective is to outperform the Russell 2000 Value index by 250 bps annually.
Natixis/1492 Small Cap Core Alpha Strategy	1492 Capital Management, LLC	The 1492 Small Cap Core Alpha strategy seeks capital appreciation by combining the most opportunistic stocks from our Small Cap Growth and the Small Cap Value Strategies. The Strategy focuses on a bottom up process of discovering themes, conducting fundamental research and utilizing a proprietary valuation approach. Our objective is to outperform the Russell 2000 by 250 bps annually.
Natixis/Advisory Research Global Sustainable Dividend Strategy	Advisory Research Inc.	The Global Sustainable Dividend strategy uses the HOLT valuation framework to identify high-quality, blue chip stocks and construct a portfolio which offers current income and income growth, as well as capital appreciation, with generally less volatility than the broader equity market. The strategy is composed of roughly 50% U.S. and 50% non-U.S., typically via ADRs.
Natixis/Advisory Research US Sustainable Dividend Strategy	Advisory Research Inc.	The U.S. Sustainable Dividend Guidance strategy uses the HOLT valuation framework to identify high-quality, blue chip stocks and construct a portfolio which offers current income and income growth, as well as capital appreciation, with generally less volatility than the broader equity market. The strategy is primarily composed of U.S. holdings.
Natixis/Advisory Research European Sustainable Dividend Strategy	Advisory Research Inc.	The European Sustainable Dividend Guidance strategy employs the HOLT Valuation framework to select stocks and construct a portfolio which emphasizes European-domiciled equities. The European Portfolio seeks to deliver higher dividend yield, more capital appreciation potential and lower volatility than the MSCI Europe Net Dividend Index.
Natixis/Advisory Research US Large Cap Core Strategy	Advisory Research Inc.	The U.S. Large Cap Core strategy seeks to outperform the S&P 500® by using the HOLT Valuation framework to select stocks.
Natixis/Advisory Research US Small Cap Blue Chip Strategy	Advisory Research Inc.	The US Small Cap Blue Chip strategy seeks to outperform the Russell 2000 on a risk adjusted basis. The strategy relies upon the HOLT Valuation framework to select stocks and construct the Portfolio.
Natixis/Advisory Research US Large Cap Blue Chip Strategy	Advisory Research Inc.	Advisory Research US Large Cap Blue Chip strategy focuses on high-quality, blue chip companies with strong economic profit growth. LCBC targets companies with this profile that are also trading at a discount to intrinsic value. LCBC is designed to offer superior risk-adjusted returns relative to the benchmark (S&P 500 Index) with full market participation. The strategy typically outperforms the benchmark in periods of economic expansion as well as economic contraction. It is likely that the strategy would underperform in an early recovery, where deep-value, low-quality companies tend to have the most upside. A focus on high-quality companies with sustainable growth characteristics allows LCBC to be a core investment solution.
Natixis/AllianceBernstein L.P. Municipal Impact Strategy	AllianceBernstein L.P.	The Municipal Impact strategy seeks the highest-level of after-tax income without undue risk, while providing positive social and environmental impact.
Natixis/AllianceBernstein L.P. Concentrated Growth Strategy	AllianceBernstein L.P.	Concentrated, high-quality US large-cap equity portfolio with high active share that focuses on long-term, consistent earnings growth to drive long-term investment returns
Natixis/AllianceBernstein L.P. Large Cap Growth Strategy	AllianceBernstein L.P.	Portfolio of approximately 50-70 US large-cap stocks that seeks growth potential through high conviction, concentrated portfolio
Natixis/AllianceBernstein L.P. Strategic Research Strategy	AllianceBernstein L.P.	Identifies sustainable investment themes that are broadly consistent with achieving the United Nations SDGs. Normally holds 30 to 60 stocks in developed and emerging market companies.
Natixis/AllianceBernstein L.P. Concentrated International Growth ADR Strategy	AllianceBernstein L.P.	Concentrated, high-conviction portfolio with high active share consisting of approximately 30 non-US large-and-mid cap stocks.
Natixis/AllianceBernstein L.P. Sustainable Global Thematic ADR Strategy	AllianceBernstein L.P.	Identifies sustainable investment themes that are broadly consistent with achieving the United Nations Sustainable Development Goals through 30 to 60 stocks from developed and emerging-market companies of all cap sizes.

Unaffiliated Investment Strategy	Model Portfolio Provider	Strategy Description
Natixis/AllianceBernstein L.P. Sustainable International Thematic ADR Strategy	AllianceBernstein L.P.	Identifies sustainable investment themes that are broadly consistent with achieving the United Nations Sustainable Development Goals through 30 to 60 stocks from developed and emerging-market companies of all cap sizes.
Natixis/AllianceBernstein L.P.International Strategic Core	AllianceBernstein L.P.	An actively managed, high-conviction international equity portfolio that seeks to deliver long-term outperformance while providing better downside protection and limiting volatility. Seeks balanced exposure to quality, stability and reasonable prices. Integrates fundamental and quantitative research to identify compelling opportunities in high-quality companies with stable and sustainable cash flows at an attractive price.
Natixis/Anchor Balanced Value Strategy	Anchor Capital Advisors LLC	Targets stocks with market caps greater than $1 billion and investment grade fixed income instruments. Portfolios generally hold 40-60 individual securities.
Natixis/Anchor Mid Cap Value Strategy	Anchor Capital Advisors LLC	Targets stocks with market caps between $2 billion and $20 billion. Portfolios generally hold 45-65 individual securities.
Natixis/Anchor All Cap Value Strategy	Anchor Capital Advisors LLC	Targets stocks with market caps greater than $1 billion. Portfolios generally hold 40-60 individual securities.
Natixis/Anchor Small Cap Value Strategy	Anchor Capital Advisors LLC	Targets stocks with market caps up to $2 billion. Portfolios generally hold 40-65 individual securities and are broadly diversified across major sectors.
Natixis/Anchor Small Mid Cap Value Strategy	Anchor Capital Advisors LLC	Targets stocks with market caps up to $12 billion. Portfolios generally hold 55-75 individual securities and are broadly diversified across major sectors.
Natixis/Anchor Select Dividend Strategy	Anchor Capital Advisors LLC	Targets dividend paying stocks with market caps greater than $1 billion. Portfolios generally hold 40-60 individual securities.
Natixis/Ancora Dividend Value and Equity Strategy	Ancora Advisors, LLC	The Dividend Value Equity Strategy seeks to own undervalued stocks of well established, large companies with attractive and sustainable dividends. Our goal is to provide superior long-term returns with the potential for rising income and capital appreciation. Ancora believes that dividend income provides a distinct advantage particularly when fixed income yields are low, the outlook for inflation is uncertain and the broader market is volatile.
Natixis/Applied Finance Valuation 50 Strategy	Applied Finance Capital Management, LLC	The Valuation 50 portfolio employs a long strategy comprised of approximately 50 U.S. traded large cap equity securities believed to offer superior total returns over long-term investment horizons. The equity securities have attractive valuations and are selected to provide broad economic sector exposure.
Natixis/Applied Finance Valuation Dividend Strategy	Applied Finance Capital Management, LLC	The Valuation Dividend portfolio is a long strategy composed of approximately 25 to 35 U.S. traded large cap equity securities. It is designed to provide capital appreciation, income, and superior total returns over long-term investment horizons. In selecting the equity securities, the strategy seeks companies with attractive valuations and sustainable dividends, while also attempting to diversify the portfolio across the economic sectors.
Natixis/AQR LC Defensive Style Strategy	AQR Capital Management, LLC	The AQR LC Defensive Style Model focuses on stocks that have been more stable and less volatile, seeking to provide market-like returns with lower risk. The investment universe for the Fund is comprised of U.S. equities, including large-, mid- and small-cap companies. The strategy seeks to invest in lower-beta stocks of companies with stable businesses, high profitability, low operating and financial leverage, lower earnings-per share variability and other measures of quality. These stocks generally are less volatile than the market average, and are expected to produce higher risk adjusted returns over a full market cycle than market indexes.
Natixis/Aristotle Value Equity Strategy	Aristotle Capital Management, LLC	The objective of the Value Equity strategy is to optimize long-term returns versus the Russell 1000 Value Index and the S&P 500 Index with a focus on mitigating market risk. This strategy focuses on what we consider to be high quality U.S. businesses and ADRs which appear to be trading at a discount to fair value and have a minimum market capitalization of around $2 billion.
Natixis/Aristotle International Equity ADR Strategy	Aristotle Capital Management, LLC	The objective of the International Equity ADR strategy is to optimize long-term returns versus the MSCI EAFE Index (Net) with a focus on mitigating market risk. This strategy focuses on what we consider to be high quality international businesses which appear to be trading at a discount to fair value and have a minimum market capitalization of around $2 billion.
Natixis/Aristotle Small/Mid Cap Equity Strategy	Aristotle Capital Boston, LLC	The investment objective of the Small/Mid Cap Equity strategy is to generate superior long-term risk-adjusted performance versus the Russell 2500 Index over multi-year time horizons. The strategy strives to invest in companies that the team believes can be purchased at a discount to their long-term value. Aristotle Boston seeks businesses where growth and profitability have a high likelihood of improving beyond the market's current expectations, but that trade at reasonable valuations. Aristotle Boston uses a fundamental, bottom-up approach to security selection typically within the $500 million to $10 billion market capitalization range at purchase. The strategy is well diversified by sectors.

Unaffiliated Investment Strategy	Model Portfolio Provider	Strategy Description
Natixis/Bernzott US Small Cap Value Strategy	Bernzott Capital Advisors, Inc.	Concentrated domestic small cap value equities.
Natixis/Bernzott US All Cap Value Strategy	Bernzott Capital Advisors, Inc.	Concentrated domestic all cap value equities.
Natixis/BirdRock Small Cap Value Strategy	BirdRock Asset Management	Domestic small cap value.
Natixis/BirdRock Large Cap Value Strategy	BirdRock Asset Management	Domestic large cap value.
Natixis/Boston Partners International ADR Strategy	Boston Partners Global Investors, Inc.	Provide long-term capital growth by investing primarily in equity securities issued by companies located outside of the United States.
Natixis/Boston Partners Large Cap Value Strategy	Boston Partners Global Investors, Inc.	The objective is for the total return of the Account, net of investment management fees, to exceed the total return of the Russell 1000 Value Index over rolling three year and five year periods, or a full market cycle, whichever is longer.
Natixis/Boyd Watterson Intermediate Investment Grade Strategy	Boyd Watterson Asset Management, LLC	The strategy is a well-diversified, broad market strategy that seeks to generate attractive risk-adjusted returns through a multi-sector approach with focus on investment grade securities, both domestic and international. The stated benchmark for performance evaluation is the Bloomberg Barclays Intermediate Government/Credit Index.
Natixis/Brookmont Dividend Growth Strategy	Brookmont Capital Management	The Brookmont Dividend Growth Strategy is a total return portfolio of 30-45 individual common stocks that provide greater than market average current yield, sustainable dividend growth, and the potential for long-term capital gains with lower volatility and downside risks. The portfolio typically is diversified across all 11 economic sectors.
Natixis/Brookmont Quality Growth Strategy	Brookmont Capital Management	The Brookmont Quality Growth is a total return portfolio of 30-45 common stocks that invests in equity securities that provide a moderate level of current income, and above average capacity for income growth, and the potential for long-term capital gains with lower downside risks. The strategy typically invests in eight economic sectors as defined by the S&P 500 Index.
Natixis/Brookmont Core Dividend Strategy	Brookmont Capital Management	The Brookmont Core Dividend Strategy is a core strategy of 30-45 individual common stocks that seeks a competitive total return by investing in equity securities that provide a balance between current income growth with the potential for long term capital gains, lower volatility and downside risk.
Natixis/Capital Group International Equity Strategy	Capital Guardian Trust Company	International Equity ADR strategy.
Natixis/Capital Group Global Equity Strategy	Capital Guardian Trust Company	Global equity strategy.
Natixis/Capital Group World Dividend Growers Strategy	Capital Guardian Trust Company	Global dividend strategy.
Natixis/Capital Group U.S. Equity Strategy	Capital Guardian Trust Company	U.S. equity strategy.
Natixis/Chartwell Mid Cap Value Strategy	Chartwell Investment Partners, LLC	Capital appreciation.
Natixis/Chartwell Dividend Value Strategy	Chartwell Investment Partners, LLC	Dividend income and capital appreciation.
Natixis/Chartwell Mid Cap Growth Strategy	Chartwell Investment Partners, LLC	Capital appreciation.
Natixis/Coho Relative Value Equity Strategy	Coho Partners, Ltd.	We strive to generate a specific, asymmetric pattern of returns over time with a portfolio that demonstrates a down-market capture considerably less than its up-market capture.
Natixis/Coho Relative Value ESG Strategy	Coho Partners, Ltd.	We strive to generate a specific, asymmetric pattern of returns over time with a portfolio that demonstrates a down-market capture considerably less than its up-market capture.
Natixis/Columbia Dividend Income Strategy	Columbia Management Investment Advisers, LLC	The strategy seeks to deliver long-term, risk-adjusted capital appreciation and current income by investing in large capitalization equity securities with a history of growing their dividends at an above-average rate.

Unaffiliated Investment Strategy	Model Portfolio Provider	Strategy Description
Natixis/Columbia Dividend Opportunity Strategy	Columbia Management Investment Advisers, LLC	The strategy seeks to achieve three investment objectives: 1) provide investors with a high level of current income, targeting to deliver a yield that is 50% greater than that of the S&P 500 index, 2) generate a total return in excess of the MSCI USA High Dividend Yield Index and Russell 1000 Value Index over the course of a full business cycle and 3) grow the dividend at a rate that is above inflation.
Natixis/Columbia Select Large Cap Growth Strategy	Columbia Management Investment Advisers, LLC	The strategy aims to provide competitive, long- term capital appreciation by investing in larger companies whose growth prospects, in the opinion of the management team, appear to exceed that of the overall market. The strategy uses a concentrated portfolio (generally 25 to 35 holdings) diversified across growth industry sectors and uses cross- correlation analysis on holdings to help promote active diversification.
Natixis/Columbia Select Large Cap Value Strategy	Columbia Management Investment Advisers, LLC	This strategy invests in large-cap value equities. Average market capitalization of the securities traded is generally within the range of constituents of the Russell 1000 Value Index. The strategy seeks a concentrated portfolio of undervalued companies with low expectations and improving fundamentals. Special emphasis is placed on identifying catalysts that can accelerate earnings growth.
Natixis/Columbia Disciplined Value Strategy	Columbia Management Investment Advisers, LLC	The strategy seeks to achieve long-term capital appreciation by investing in a diverse portfolio of stocks. The portfolio managers combine fundamental and quantitative analysis with risk management in constructing the portfolio.
Natixis/Columbia Small Cap Growth Strategy	Columbia Management Investment Advisers, LLC	The strategy seeks long-term capital appreciation and measures its performance against the Russell 2000 Growth Index. Under normal circumstances, at least 80% of the portfolio market value is invested in equity securities of companies with a market capitalization range of companies in the Russell 2000 Growth Index, at time of purchase.
Natixis/Congress Small Cap Growth Strategy	Congress Asset Management	High conviction portfolio of 35-45 firms with consistent profitable growth.
Natixis/Congress Mid Cap Growth Strategy	Congress Asset Management	High conviction portfolio of 35-45 firms with consistent profitable growth.
Natixis/Congress Large Cap Growth Strategy	Congress Asset Management	High conviction portfolio of 35-45 firms with consistent profitable growth.
Natixis/Congress Balanced Growth Strategy	Congress Asset Management	Portfolio consisting of 35-45 large cap firms with consistent profitable growth and a fixed income ETF. Equity to fixed income is typically 65% to 35%.
Natixis/Confluence Emerging Markets ADR Strategy	Confluence Investment Management, LLC	The strategy invests in larger-cap, growth-oriented companies in the more mature emerging markets around the world. The strategy's management team employs both top-down and bottom-up fundamental analysis to identify the most attractive emerging market countries and economic sectors as well as the most compelling companies worthy of a long-term investment allocation.
Natixis/Confluence International Equity Strategy	Confluence Investment Management, LLC	An international growth portfolio, featuring broad diversification across country and sector, with an emphasis on owning larger, high-quality companies. This portfolio is invested only in companies domiciled in developed markets.
Natixis/Confluence International Growth Equity Strategy	Confluence Investment Management, LLC	An international growth portfolio, featuring broad diversification across country and sector, with an emphasis on owning larger, high-quality companies. This portfolio can own up to 25% direct emerging market companies.
Natixis/Cornerstone Concentrated Equity (30) Wrap Strategy	Cornerstone Investment Partners, LLC	The strategy seeks to invest in approximately 30 attractively valued domestic large cap companies, based on fundamental research. Stocks are selected from a universe populated using a proprietary Fair Value Model that considers consistency of results, growth and financial leverage.
Natixis/Cornerstone Compass Strategy	Cornerstone Investment Partners, LLC	The strategy seeks to add value by combining attractively valued large cap stocks with fixed income exposure, shifting allocations between the two asset classes based on stock valuations.
Natixis/Cornerstone Value 50 Strategy	Cornerstone Investment Partners, LLC	The strategy seeks to invest in approximately 50 attractively valued domestic large cap companies, based on fundamental research. Stocks are selected from a universe populated using a proprietary Fair Value Model that considers consistency of results, growth and financial leverage.
Natixis/Cornerstone Global Strategy	Cornerstone Investment Partners, LLC	The strategy seeks to invest in approximately 50 attractively valued domestic large cap and international companies, based on fundamental research. Stocks are selected from a universe populated using a proprietary Fair Value Model that considers consistency of results, growth and financial leverage.
Natixis/Opportunistic Cornerstone Small Cap Value Strategy	Cornerstone Investment Partners, LLC	The strategy seeks to invest in attractively valued domestic small cap companies, based on fundamental research. Stocks are selected from a universe populated using a proprietary Fair Value Model that considers consistency of results, growth and financial leverage.
Natixis/Opportunistic Cornerstone SMID Cap Value Strategy	Cornerstone Investment Partners, LLC	Domestic Small & Mid cap approximately 70-80 positions.
Natixis/Crawford Dividend Growth Strategy	Crawford Investment Counsel, Inc.	Large cap value strategy.

Unaffiliated Investment Strategy	Model Portfolio Provider	Strategy Description
Natixis/Credit Suisse Asset Management Global Risk Appetite Strategy (GRAS)	Credit Suisse Asset Management, LLC	The GRAS strategy is a highly adaptable systematic strategy that seeks to achieve equity-like returns in good markets and outperform in stressed markets. It seeks to do this by taking equity risk in rising global growth environments, acting contrarian during extremes in investor risk appetite and by being flexible enough to adapt to unexpected events. The long-only, liquid strategy invests in portfolio of global equity and US bond ETFs screened for liquidity, size and commissions.
Natixis/Driehaus Small/Mid Cap Growth Strategy	Driehaus Capital Management, LLC	The Strategy exploits equity market inefficiencies that materialize following inflection points, combining fundamental, behavioral, and macro analysis. The Strategy typically maintains a portfolio consisting of 80 to 130 stocks with position weights generally between 0.5% and 4%. The Strategy's objective is to maximize capital appreciation. The Strategy has US small and mid cap equity exposure. Investors can also expect diversification benefits via a flexible and opportunistic selection of companies across various growth categories and exposure to earnings growth and the risk factor medium term momentum
Natixis/Earnest Partners Smid Core Strategy	Earnest Partners, LLC	Invests primarily in small to mid sized US companies with the objective of producing long term capital appreciation.
Natixis/Fiera Capital International All Cap ADR Strategy	Fiera Capital, Inc.	Long only equities, International All Country ex U.S. portfolio
Natixis/Fiera Capital Mid Cap Strategy	Fiera Capital, Inc.	Long only equities, Active Mid Cap Growth portfolio
Natixis/Foundry Partners Large Cap Value Strategy	Foundry Partners LLC	Fundamental, bottom-up, active large cap value strategy.
Natixis/Foundry Partners All Cap Value Strategy	Foundry Partners LLC	Fundamental, bottom-up, active all cap value strategy.
Natixis/Foundry Partners Small Cap Value Strategy	Foundry Partners LLC	Fundamental, bottom-up, active small cap value strategy.
Natixis/Foundry Partners Mid Cap Growth Strategy	Foundry Partners LLC	Fundamental, bottom-up, active mid cap growth strategy.
Natixis/Foundry Partners Small Cap Growth Strategy	Foundry Partners LLC	Fundamental, bottom-up, active small cap growth strategy.
Natixis/Great Lakes Disciplined Equity SMidCap Core Strategy	Great Lakes Advisors, LLC	The Disciplined Equity SMidCap Core strategy seeks to outperform the Russell 2500 Index over time through superior stock selection while maintaining risk characteristics that are similar to the benchmark. We use a "bottom up" systematic and quantitative process to evaluate the universe of stocks using three independent analyses, each of which is designed to provide a unique valuation perspective.
Natixis/Great Lakes Disciplined Equity LargeCap Core Strategy	Great Lakes Advisors, LLC	The Disciplined Equity LargeCap Core strategy seeks to outperform the S&P 500 Index over time through superior stock selection while maintaining risk characteristics that are similar to the benchmark. We use a "bottom up" systematic and quantitative process to evaluate the universe of stocks using three independent analyses, each of which is designed to provide a unique valuation perspective.
Natixis/Great Lakes Disciplined Equity AllCap Core Strategy	Great Lakes Advisors, LLC	The Disciplined Equity AllCap Core strategy seeks to outperform the Russell 3000 Index over time through superior stock selection while maintaining risk characteristics that are similar to the benchmark. We use a "bottom up" systematic and quantitative process to evaluate the universe of stocks using three independent analyses, each of which is designed to provide a unique valuation perspective.
Natixis/Great Lakes Disciplined Equity LargeCap-ESG Strategy	Great Lakes Advisors, LLC	The Disciplined Equity LargeCap ESG strategy seeks to efficiently capture return opportunities while managing portfolio risk relative to the S&P 500 and LargCap model portfolio benchmarks.
Natixis/Great Lakes Disciplined Equity SMidCap-ESG Strategy	Great Lakes Advisors, LLC	The Disciplined SMidCap ESG strategy seeks to efficiently capture return opportunities while managing portfolio risk relative to the Russell 2500 Index® and SMidCap model portfolio benchmarks.
Natixis/Great Lakes Disciplined Equity Climate Opportunities Strategy	Great Lakes Advisors, LLC	The Disciplined Equity Climate Opportunities strategy seeks to outperform the S&P 500 Index over time via a well-diversified portfolio which favors companies that are helping address climate change and avoids companies with fossil fuel reserves or fossil fuel power generation.

Unaffiliated Investment Strategy	Model Portfolio Provider	Strategy Description
Natixis/Green Alpha Advisors Next Economy Social Index Strategy	Green Alpha Advisors, LLC	Green Alpha believes companies that create or enable innovative solutions to climate change, resource degradation and scarcity, and widening inequality are the greatest growth drivers of the twenty-first century. The idea is to invest in the best, growing industries that are building an extremely efficient, sustainable economy – that's what we call the Next Economy.™ Their investment philosophy is straightforward: don't invest in companies that cause global systemic risks; instead, invest in the most innovative, rapidly evolving solutions. Green Alpha believes these companies will gain market share from their legacy economy counterparts – today and into the future. That makes investing in them their best chance at helping clients preserve and grow their purchasing power. The Social Index construction is based on the premise that the cognitive power, execution and risk management abilities of groups exceeds that of individuals, and the more diverse the group the greater potential. To manage the portfolio, Green Alpha starts by seeking investments: • whose products and/or services lower the economy's risk profile by creating solutions to our most pressing economic and environmental risks • committing more capital to R&D, and owning more intellectual property than their peers • run by effective, diverse leadership teams and boards of directors with consistent track records of increasing revenue, and expanding margins, leading to earnings growth and potential dividend increases • trading at compelling valuations for proven and expected growth, within acceptable levels of risk They select weights based on market cap size, then assign additional weighting to companies where women hold positions of significant decision making authority, have especially strong representation in leadership, and/or corporate policies are eminently inclusive.
Natixis/Green Alpha Advisors Growth & Income Portfolio Strategy	Green Alpha Advisors, LLC	Green Alpha believes companies that create or enable innovative solutions to climate change, resource degradation and scarcity, and widening inequality are the greatest growth drivers of the twenty-first century. The idea is to invest in the best, growing industries that are building an extremely efficient, sustainable economy – that's what we call the Next Economy.™ Their investment philosophy is straightforward: don't invest in companies that cause global systemic risks; instead, invest in the most innovative, rapidly evolving solutions. Green Alpha believes these companies will gain market share from their legacy economy counterparts – today and into the future. That makes investing in them their best chance at helping clients preserve and grow their purchasing power. The Growth & Income portfolio is designed to harness the powerful combination of growth and current income within one portfolio. Green Alpha seeks investments: • whose products and/or services lower the economy's risk profile by creating solutions to our most pressing economic and environmental risks • committing more capital to R&D, and owning more intellectual property than their peers • run by effective, diverse leadership teams and boards of directors with consistent track records of increasing revenue, and expanding margins, leading to earnings growth and potential dividend increases • trading at compelling valuations for proven and expected growth, within acceptable levels of risk Growth & Income portfolio holdings are then selected for current or potential dividend yield coupled with strong revenue growth, bought at a reasonable price. The strategy typically exhibits lower short-term volatility than other Green Alpha portfolios, and the broad equity markets. Green Alpha's Investment Team seeks to de-risk the global economy while reducing our clients' long term investment risks.

Unaffiliated Investment Strategy	Model Portfolio Provider	Strategy Description
Natixis/Green Alpha Advisors Sierra Club Green Alpha Portfolio Strategy	Green Alpha Advisors, LLC	Green Alpha believes companies that create or enable innovative solutions to climate change, resource degradation and scarcity, and widening inequality are the greatest growth drivers of the twenty-first century. The idea is to invest in the best, growing industries that are building an extremely efficient, sustainable economy – that's what we call the Next Economy.™ Their investment philosophy is straightforward: don't invest in companies that cause global systemic risks; instead, invest in the most innovative, rapidly evolving solutions. Green Alpha believes these companies will gain market share from their legacy economy counterparts – today and into the future. That makes investing in them their best chance at helping clients preserve and grow their purchasing power. Green Alpha is proud to be the only financial services firm licensed to utilize the Sierra Club's rigorous criteria. By applying these criterion to their Next Economy investing philosophy and research, Green Alpha creates what very well may be the most progressive, sustainability-focused portfolio available. We seek investments: • whose products and/or services lower the economy's risk profile by creating solutions to our most pressing economic and environmental risks • committing more capital to R&D, and owning more intellectual property than their peers • run by effective, diverse leadership teams and boards of directors with consistent track records of increasing revenue, and expanding margins, leading to earnings growth and potential dividend increases • trading at compelling valuations for proven and expected growth, within acceptable levels of risk Every portfolio holding is a forward-looking solutions provider contributing to the transition to a sustainable economy, with a Sierra Club-compliant operating history.
Natixis/Green Alpha Next Economy Index	Green Alpha Advisors, LLC	The Next Economy Index utilizes both active stock selection and passive management to reflect the Next Economy—the innovation-driven, highly efficient, solutions-oriented sustainable economy that is unfolding. All companies that pass both our top-down and bottom-up research processes with sufficiently high proprietary scores are included in the portfolio. We seek companies: • with products and/or services lowering the global economy's risk profile by creating solutions to our most pressing economic and environmental risks • committing more capital to R&D and owning more intellectual property than their peers • run by effective, diverse executive teams and boards of directors with consistent track records of increasing revenues and expanding margins, leading to earnings growth and potential dividend increases • that trade at compelling valuations relative to proven and anticipated growth, within acceptable levels of risk Like all Green Alpha portfolios, Next Economy Index investments seek to de-risk the global economy, thus reducing our clients' long-term portfolio risks.
Natixis/Green Square Asset Management Equity Income Strategy	Green Square Asset Management	U.S. large cap dividend focused equity strategy derived from a repeatable, disciplined investment process designed to identify companies with attractive balance sheets that have a heritage of paying above-market dividends coupled with dividend growth and that are trading at attractive relative valuations. The portfolio is equal weighting at both the company and sector level (excluding real estate).
Natixis/Green Square Asset Management U.S. Core Equity Strategy	Green Square Asset Management	U.S. large cap core strategy derived from a repeatable, disciplined investment process designed to identify companies with attractive long term growth prospects that are trading at reasonable valuations. Sector weightings in the portfolio attempt to mirror those of the S&P 500.
Natixis/GCA Mid Cap Equity Strategy	Greenwood Capital Associates, LLC	Portfolios are managed based on an objective of growth utilizing mid-capitalization companies ($3 billion to $25 billion).
Natixis/GCA Small Cap Equity Strategy	Greenwood Capital Associates, LLC	Portfolios are managed based on an objective of growth utilizing small-capitalization companies ($500 million to $5 billion).
Natixis/GCA Global ETF Growth Strategy	Greenwood Capital Associates, LLC	Portfolios are managed based on an asset allocation focused on capital appreciation utilizing primarily equity related ETF securities.
Natixis/Federated/Hermes U.S. SMID Strategy	Hermes Investment Management Limited	Seeks to provide long-term capital appreciation by investing in shares of companies that are located in or earn substantial revenue from the United States. This typically includes companies listed in the Russell 2500 Index. The companies may be small or mid-sized based on market value of their shares (i.e. 'SMID Cap').

Unaffiliated Investment Strategy	Model Portfolio Provider	Strategy Description
Natixis/Horizon Core Value Strategy	Horizon Asset Management LLC	The Core Value strategy pursues a bottom-up, value oriented approach emphasizing companies possessing long product lifecycles and insulated business models that are trading at attractive valuations. The strategy may invest across all market capitalizations, but tends to concentrate in mid-to-large capitalization companies. The strategy may invest in non-US companies and, on a limited basis, participate in special situation opportunities.
Natixis/Invesco Comstock Strategy	Invesco Advisers, Inc.	Large cap value strategy.
Natixis/Ironwood Small Cap Core Strategy	Ironwood Investment Management, LLC	Small cap core domestic equity long only strategy.
Natixis/Jarislowsky International Equity ADR Strategy	Jarislowsky, Fraser Limited	The portfolio is comprised primarily of large international companies (ADR) that demonstrate global leadership in their industry and are high quality and well managed with diversified end markets.
Natixis/Jarislowsky Global Equity ADR Strategy	Jarislowsky, Fraser Limited	The primary focus is on large U.S. and international companies (ADR) that demonstrate global leadership in their sector. The emphasis is on non-cyclical companies with a competitive advantage in their industry.
Natixis/Jarislowsky U.S. Opportunity Strategy	Jarislowsky, Fraser Limited	The emphasis is on ESG considerations and the belief that high returns with low risk can be achieved by taking an approach of investing in U.S. companies that pursue high-quality, sustainable business practice.
Natixis/Jensen Quality Growth Strategy	Jensen Investment Management, Inc.	US Large cap growth strategy.
Natixis/JP Morgan Equity Income Strategy	J.P. Morgan Investment Management, Inc.	Designed to provide a blend of long-term growth and current income through the consistent payment of dividends.
Natixis/JP Morgan International ADR Strategy	J.P. Morgan Investment Management, Inc.	Designed to provide total return from a portfolio of foreign companies across a range of countries and sectors.
Natixis/Kayne Small Mid Cap Core Strategy	Kayne Anderson Rudnick Investment Management, LLC	Domestic small and mid-cap portfolio that invests in high-quality companies purchased at attractive valuations.
Natixis/KBI Global Investors Infrastructure Strategy	KBI Global Investors (North America) Ltd.	Global, Long only, high conviction portfolio of listed infrastructure companies.
Natixis/Kirr, Marbach Small-Cap Core Strategy	Kirr, Marbach & Company, LLC	Small-cap core strategy.
Natixis/Kirr, Marbach All-Cap Core Strategy	Kirr, Marbach & Company, LLC	All-cap core strategy.
Natixis/TCM Multi-Cap Growth Equity Strategy	Tran Capital Management	Tran Capital Management is a growth manager utilizing high active share developed by highly convicted equity positions to curate a portfolio that generates above market economics and earnings growth. We are a bottom-up, growth at a reasonable price, active manager that invests in a broadly diversified group of 15 to 20 high quality companies with a heavy emphasis on fundamental due diligence and valuation. We invest in businesses with sustainable competitive advantages, high barriers to entry, and proven track record of financial success that are led by respected and accessible owner-oriented management teams. We seek companies with secular growth drivers that enable them to grow through periods of economic uncertainty and market volatility, and purchase these companies at least 20% below our conservative estimates of intrinsic value. Our portfolio of companies have higher ROIC and EPS growth compared to the overall market. The firm's fundamental goal is to preserve and grow capital for our clients at a rate superior to market averages on a long-term basis.
Natixis/Lazard Emerging Markets Equity Select ADR Strategy	Lazard Asset Management LLC	Lazard Emerging Markets Equity Select ADR seeks to generate strong relative returns over a long-term time horizon by investing in companies with strong financial productivity at attractive valuations.
Natixis/Lazard Emerging Markets Core Equity Select ADR Strategy	Lazard Asset Management LLC	Lazard Emerging Markets Core Equity Select ADR seeks to achieve attractive risk-adjusted relative returns through a full market cycle by investing in companies whose valuations are being mis-priced by the market, based on the team's assessment of fair value.
Natixis/Lazard Developing Markets Equity Select ADR Strategy	Lazard Asset Management LLC	Lazard Developing Markets Equity Select ADR seeks to generate strong relative returns over a full market cycle by investing in companies with sustainable earnings growth at attractive valuations.
Natixis/Lazard International Equity Select ADR Strategy	Lazard Asset Management LLC	Lazard International Equity Select ADR seeks to generate strong relative returns over a full market cycle by investing in companies with strong and/or improving financial productivity at attractive valuations.

Unaffiliated Investment Strategy	Model Portfolio Provider	Strategy Description
Natixis/Lazard International Equity Select with EM ADR Strategy	Lazard Asset Management LLC	Lazard International Equity Select with Emerging Markets ADR seeks to generate strong relative returns over a full market cycle by investing in companies with strong and/or improving financial productivity at attractive valuations.
Natixis/Lazard US Equity Select Strategy	Lazard Asset Management LLC	Lazard US Equity Select seeks to invest in financially productive (e.g., high return on equity, free cash flow, return on assets, cash ow return on investment) companies, employing intensive fundamental analysis and accounting validation to identify investment opportunities.
Natixis/Lazard Global Equity Select ADR Strategy	Lazard Asset Management LLC	Lazard Global Equity Select ADR seeks to generate strong relative returns over a long term time horizon by investing in companies across the market cap spectrum with strong and/or improving financial productivity at attractive valuations.
Natixis/ClearBridge Small Cap Strategy	Legg Mason Private Portfolio Group, LLC	Small cap strategy.
Natixis/Martin Currie Emerging Markets Strategy	Legg Mason Private Portfolio Group LLC	Emerging markets strategy.
Natixis/ClearBridge Large Cap Growth Strategy	Legg Mason Private Portfolio Group, LLC	Large cap growth strategy.
Natixis/ClearBridge Large Cap Growth ESG Strategy	Legg Mason Private Portfolio Group, LLC	Large cap growth ESG strategy.
Natixis/ClearBridge International Growth ADR Strategy	Legg Mason Private Portfolio Group, LLC	International growth ADR strategy.
Natixis/ClearBridge International Growth ADR ESG Strategy	Legg Mason Private Portfolio Group, LLC	International growth ADR ESG strategy.
Natixis/ClearBridge International Value ADR Strategy	Legg Mason Private Portfolio Group, LLC	International value ADR strategy.
Natixis/ClearBridge Small Cap Growth Strategy	Legg Mason Private Portfolio Group, LLC	Small cap growth strategy.
Natixis/Leuthold Global Tactical ETF Strategy	The Leuthold Group, LLC	The strategy seeks capital appreciation and income (or "total return"). We utilize many of the same fundamental and quantitative tools that we have been using in the management of our tactical asset allocation portfolios since 1987. Our investment team will identify and implement tactical tilts based on our firm's current macro-economic views. We evaluate numerous asset class decisions, and select a neutral, defensive, or aggressive stance for each. These asset class decisions are scaled according to our level of conviction. We then select non-proprietary Exchange Traded Funds (ETFs) to establish the desired allocation. The portfolio is centered on a mix of 60% equity and 40% fixed income exposure, but can hold up to 20% in cash and alternative investments. However, depending on market conditions, the strategy retains a wide latitude to make tactical shifts in any direction.
Natixis/Leuthold Sector Rotation Strategy	The Leuthold Group, LLC	The Strategy seeks capital appreciation. Utilizing the same quantitative model for industry group ranking that we use in our Select Industries Portfolio Strategy, the Sector Rotation Portfolio Strategy then applies a market cap-based weighting system to the industry scores and rolls up the ratings to a sector level. We then select non-proprietary Exchange Traded Funds (ETFs) to gain exposure to the top five rated sectors.
Natixis/Leuthold Core Investment Strategy	The Leuthold Group, LLC	The strategy seeks capital appreciation and income with a conservatively structured, professionally managed portfolio of stocks, bonds, cash equivalents and alternatives. Our objective is to deliver positive absolute returns in the long term and avoid significant losses of capital. The investment guidelines of the Core Investment Portfolio follow a 30%-70% Equity Exposure and 30%-70% Fixed Income Exposure. Under certain market conditions, there may be a departure from the basic core guidelines.
Natixis/Leuthold Select Industries Strategy	The Leuthold Group, LLC	The Select Industries Portfolio Strategy seeks capital appreciation. This is a group rotation strategy where our model ranks industry groups, portfolio managers select from the attractive industry groups based on the model, and then select stocks within the attractive groups. We currently monitor about 110 industry groups, updating our group selection at least monthly and adjusting the Select Industries Portfolio as necessary. We utilize a disciplined, unemotional, quantitative approach that is based on the belief clients can achieve greater performance through group selection. The Select Industries Portfolio will invest in companies of all sizes and industries as well as in “growth” and “value” stocks.

Unaffiliated Investment Strategy	Model Portfolio Provider	Strategy Description
Natixis/Leuthold Global Industries Strategy	The Leuthold Group, LLC	The strategy seeks capital appreciation and dividend income. Normally, the strategy will invest at least 40% of its assets in securities from non-U.S. securities markets. We utilize a disciplined, unemotional, quantitative investment approach that is based on the belief investors can achieve superior investment performance through global group selection. The Global Industries Portfolio Strategy's investment in common stocks and other equity securities (which include preferred stocks, convertible preferred stocks, warrants, options, and American Depository Receipts) may consist of the following from around the world: • Large, mid, or small capitalization common stocks • Growth stocks, value stocks, or cyclical stocks • Aggressive stocks or defensive stocks • Stocks in any industry or sector • Equity mutual funds and exchange-traded funds • Put and call options on any securities in which the Strategy may invest
Natixis/Leuthold Factor Tilt Strategy	The Leuthold Group, LLC	The strategy seeks capital appreciation and income (or "total return"). Factors are common stock characteristics that have historically influenced relative performance, such as high quality, low volatility or momentum. Factor returns are often influenced by economic and market conditions; each factor tends to thrive under certain conditions and struggle in others. We analyze factor performance under a variety of economic and market conditions, as well as factor fundamentals and definitions. Portfolio positions are determined by evaluating how current conditions compare to past conditions, and then identifying which factors tend to perform better or worse under these conditions. Numerous investable factors are evaluated, and overweight or underweight titles are established for each factor. Factor weighting decisions are scaled according to our level of conviction. Under normal market conditions, the strategy will be invested in non-proprietary exchange traded funds (ETFs) reflecting those factors deemed most attractive. However, depending on market conditions, the strategy retains a wide latitude to make tactical shifts in any direction and to invest in any securities which provide the desired factor exposures.
Natixis/Madison Large Cap Strategy	Madison Investment Advisors, LLC	Typically 25-40 holdings. Invests in mostly large-sized reasonably valued growth stocks.
Natixis/Madison Mid Cap Strategy	Madison Investment Advisors, LLC	Typically 25-40 holdings. Invests in mostly mid-sized reasonably valued growth stocks.
Natixis/Madison International Equity Strategy	Madison Investment Advisors, LLC	Emphasis on developed and emerging markets, typically 30-60 portfolio holdings domiciled outside of the U.S.
Natixis/Madison High Quality Intermediate Government/Corporate Bond Strategy	Madison Investment Advisors, LLC	Emphasis on intermediate government securities and A or better rated corporate bonds.
Natixis/Madison Intermediate Government/Corporate Bond Strategy	Madison Investment Advisors, LLC	Emphasis on intermediate government securities and investment grade bonds or better.
Natixis/Madison Corporate Bond Strategy	Madison Investment Advisors, LLC	Invests in intermediate corporate bonds investment grade or better.
Natixis/Madison Corporate Bond Ladder 1-3 Year Strategy	Madison Investment Advisors, LLC	Laddered portfolios of investment grade or better corporate bonds with a maturity of 3 years or less.
Natixis/Madison Corporate Bond Ladder 1-5 Year Strategy	Madison Investment Advisors, LLC	Laddered portfolios of investment grade or better corporate bonds with a maturity of 5 years or less.
Natixis/Madison Corporate Bond Ladder 1-10 Year Strategy	Madison Investment Advisors, LLC	Laddered portfolios of investment grade or better corporate bonds with a maturity of 10 years or less.
Natixis/Madison Government Bond Strategy	Madison Investment Advisors, LLC	Invests in intermediate treasury and agency securities.
Natixis/Madison Municipal Bond Strategy	Madison Investment Advisors, LLC	Invests in 1-22 year investment grade municipal bonds.

Unaffiliated Investment Strategy	Model Portfolio Provider	Strategy Description
Natixis/Mesirow Financial SMID Cap Value Sustainable Equity Strategy	Mesirow Financial Investment Management, Inc.	SMID Cap Value Sustainable Equity.
Natixis/Mesirow Financial Small Cap Value Equity Strategy	Mesirow Financial Investment Management, Inc.	Small Cap Value.
Natixis/Mesirow Financial Small Cap Value Sustainable Equity Strategy	Mesirow Financial Investment Management, Inc.	Small Cap Value Sustainable Equity
Natixis/Mesirow Financial SMID Cap Value Equity Strategy	Mesirow Financial Investment Management, Inc.	SMID Cap Value
Natixis/MFS Research International ADR SMA Strategy	MFS Institutional Advisors, Inc.	Investment Objective: The Model Portfolio seeks to achieve long-term growth of capital and reasonable income in a Research International Equity investment style, and to outperform the MSCI EAFE Index (net div) over a full market cycle. Investment Strategy: In seeking to achieve its investment goal, the Model Portfolio will generally be invested in U.S. Dollar denominated foreign securities, including emerging market equity securities, purchased in the form of American Depositary Receipts (ADRs) or international companies with securities listed on US exchanges. Stock selection is based on bottom-up research and portfolios are generally well diversified across sectors.
Natixis/MFS Large Cap Growth SMA Strategy	MFS Institutional Advisors, Inc.	Investment Objective: The Model Portfolio seeks to outperform the Russell 1000 Growth Index over a full market cycle. Investment Strategy: The Model Portfolio's investment objective is to seek to achieve long-term capital appreciation. The Manager seeks to purchase companies best positioned for growth several years in the future. Emphasis is placed on companies with higher sustainable earnings growth rates, sustainable and improving fundamentals, and stock valuations not fully reflecting their long-term growth prospects.
Natixis/MFS Large Cap Value SMA Strategy	MFS Institutional Advisors, Inc.	Investment Objective: The Model Portfolio seeks to outperform the Russell 1000 Value Index over a full market cycle. Investment Strategy: In seeking to achieve its investment goal, the Model Portfolio will generally be invested in large capitalization stocks of high-quality companies that the investment team perceives to be attractively valued. Stock selection is based on bottom-up research and portfolios are generally well diversified across sectors.
Natixis/Mondrian International Equity ADR SMA Strategy	Mondrian Investment Partners Limited	International equity ADR strategy.
Natixis/Morgan Dempsey Small/Micro Cap Value Strategy	Morgan Dempsey Capital Management LLC	The MDCM Small/Micro Cap Value portfolio is a bottom up, fundamental, Graham and Dodd, deep value, long term buy-and- hold strategy with a contrarian bias. The portfolio contains both small and microcap stocks; we view microcaps from 50 million to 500 million, and small caps from 500 million to 3 billion. The research process consist of a proprietary screening process that consults 10-Ks/10-Qs/8-Ks, conducts quarterly conference calls and conversations with management teams, competitors, employees, regulators, etc. The portfolio is concentrated in our top 7 "best Ideas", or "Locomotive 7" a diversified group which have our highest level of conviction having been in the portfolio for a minimum of 5 years. The investment discipline requires "fortress balance sheets", strong cash flow characteristics, low debt, and self-funding organic growth, and prefers companies with strong insider ownership, or Founder/Owner Operator led management teams.
Natixis/Morgan Dempsey Large Cap Value Strategy	Morgan Dempsey Capital Management LLC	The MDCM Large Cap Value strategy's investment philosophy is to produce a defensive portfolio that generates a high level of income and has the potential to outperform its benchmark on both an absolute and risk adjusted basis over a market cycle. We employ a research process which utilizes computer database screens and fundamental research to identify companies that meet our investment criteria. The strategy requires a dividend yield of 100 bp or higher than that of the S&P 500 at the time of purchase, positive 5 year dividend growth, and a management commitment to the dividend. The Fundamental analysis incorporates qualitative and quantitative factors including: strong business models, growth potential from capital investment, ROE, and sales and/or earnings growth, free cash flow dividend coverage. We have a strong preference for companies implementing a transitional strategy that can be a long-term catalyst. We use a number of valuation parameters relative to their 5 year averages including: implied dividend yield, TTM P/E, Price to Cash Flow, and dividend yield spread vs. the 10 year treasury yield.

Unaffiliated Investment Strategy	Model Portfolio Provider	Strategy Description
Natixis/Morgan Dempsey Mid Cap Strategy	Morgan Dempsey Capital Management LLC	The MDCM Mid Cap strategy is a Core strategy with a Value bias that invest in well managed companies with durable business models and strong competitive characteristics when purchased at attractive valuations. We emphasize identifying managements that have the ability to drive long term, secular and consistent growth through prudent capital allocation decisions. The strategy looks at a multitude of sources to generate new ideas including trade journals, Proprietary screens, Divestiture spin-off reports, Management visits, Industry contacts and ideas that have outgrown the firm's small-microcap strategy. Once an idea has been identified, the strategy delves into the company's financial documents, 10-K's/10-Q's, press releases and conference call transcripts to gain better insights into the business model, evolution of the company, management's strategy, short and long-term risks and opportunities and strength of the balance sheet. Companies are valued primarily using FY1 Price to Earnings (P/E) and FY1 EV/EBITDA ratios on a 5 year and a 10 year basis. Companies are evaluated both from an absolute and relative basis.
Natixis/Morgan Dempsey Small/Mid Cap Value Strategy	Morgan Dempsey Capital Management LLC	The MDCM Small/Mid Cap Value portfolio combines our best ideas from the Small/Micro Cap Value and the Mid Cap strategies. Individual names are selected, industry and sector weights are carefully set, and the percentage mix between Small and Midcaps are made by the PM and analyst team based on a variety of factors. While the selection and valuation methodologies vary between the underlying Small/Micro Cap Value and the Midcap processes, our goal is that the pairing of those valuation methodologies and market caps will contribute to a desired set of complimentary performance characteristics.
Natixis/Morris Capital Large Cap Growth Strategy	Morris Capital Advisors, LLC	Large cap growth strategy.
Natixis/MSIM Applied Global Core Equity Strategy	Morgan Stanley Investment Management Inc.	The AEA Global Core Equity Strategy is an actively managed strategy that seeks to achieve long-term compounding of returns by investing primarily in a limited number of global, mid-large capitalization equities.
Natixis/MSIM Applied Global Concentrated Equity Strategy	Morgan Stanley Investment Management Inc.	The AEA Global Concentrated Equity Strategy is an actively managed strategy that seeks to achieve long-term compounding of returns by investing primarily in a limited number of global, mid-large capitalization equities.
Natixis/MSIM Applied US Core Equity Strategy	Morgan Stanley Investment Management Inc.	The AEA US Core Equity Strategy is an actively managed strategy that seeks to achieve long-term compounding of returns by investing primarily in a limited number of global, mid-large capitalization equities.
Natixis/Neuberger Berman International ADR Strategy	Neuberger Berman Investment Adviser, LLC	All cap international equity ADR investment strategy.
Natixis/Neuberger Berman All Cap Core (no MLP) Strategy	Neuberger Berman Investment Adviser, LLC	Core equity investment strategy.
Natixis/Neuberger Berman Core Bond Strategy	Neuberger Berman Investment Adviser, LLC	Core taxable bond investment strategy.
Natixis/Neuberger Berman Limited Maturity Strategy	Neuberger Berman Investment Adviser, LLC	Limited maturity taxable bond investment strategy.
Natixis/Nicholas U.S. Growth Equity (Mid Cap Growth) Strategy	Nicholas Investment Partners	The U.S. Growth Equity (Mid Cap Growth) strategy seeks to capitalize on a disciplined and forward-looking investment process to invest in successful, growing companies – those that manage change advantageously and are poised to exceed expectations. The strategy is actively managed and invests primarily in US exchange-listed equities within the market capitalization range of the Russell Midcap Growth Index.
Natixis/Nicholas US Small Cap (Small Cap Growth) Strategy	Nicholas Investment Partners	The strategy capitalizes on a disciplined and forward-looking investment process to invest in successful, growing companies – those that manage change advantageously and are poised to exceed expectations. The strategy invests primarily in US exchange-listed equities within the market capitalization range of the Russell 2000 Growth Index.
Natixis/Nicholas US SMID Growth Strategy	Nicholas Investment Partners	The strategy capitalizes on a disciplined and forward-looking investment process to invest in successful, growing companies – those that manage change advantageously and are poised to exceed expectations. The strategy is actively managed and invests primarily in US exchange-listed equities within the market capitalization range of the Russell 2500 Growth Index.
Natixis/Nicholas Concentrated US Equity (All Cap Growth) Strategy	Nicholas Investment Partners	The strategy capitalizes on a disciplined and forward-looking investment process to invest in successful, growing companies – those that manage change advantageously and are poised to exceed expectations. The strategy is actively managed and invests primarily in US exchange-listed equities across all market capitalization ranges. It captures the potential inefficiencies of less widely followed small-cap companies and the successfully small-cap graduates in mid-cap that continue to demonstrate dynamic growth prospects, as well as innovative large-cap industry leaders.

Unaffiliated Investment Strategy	Model Portfolio Provider	Strategy Description
Natixis/Nicholas Convertibles Strategy	Nicholas Investment Partners	The strategy combines the investment characteristics of common stocks and corporate bonds. The team focuses on securities issued by dynamic small and mid-cap growth companies whose revenues and earnings are catalyzed by positive change, with an asymmetrical risk/reward profile.
Natixis/Nuveen Limited Maturity Municipal Fixed Income Strategy	Nuveen Asset Management, LLC	The objectives of the Limited Maturity strategy are to avoid severe fluctuations in principal value while generating a level of tax-free income that exceeds the returns on tax-exempt money market funds. The average duration target is +/- 20% of the benchmark which is typically between 2 and 5 years. The average credit quality target of the strategy is Aa2/AA. Individual bonds purchased will typically not exceed 10 years to maturity.
Natixis/Parnassus Core Equity Strategy	Parnassus Investments, LLC	U.S. Large Cap Core Equity strategy.
Natixis/Polen Capital Focus Growth Strategy	Polen Capital Management, LLC	Large cap growth equity strategy.
Natixis/Polen Capital U.S. Small Company Growth Strategy	Polen Capital Management, LLC	U.S. small cap growth equity strategy.
Natixis/Polen Capital International Growth (ADR) Strategy	Polen Capital Management, LLC	International large cap growth equity strategy
Natixis/Polen Capital Global Growth (ADR) Strategy	Polen Capital Management, LLC	Global large cap growth equity strategy.
Natixis/Principal Edge SMA Concentrated Mid Cap Strategy	Principal Global Investors, LLC	Edge SMA Concentrates Mid Cap
Natixis/Principal SMA Blue Chip Equity Strategy	Principal Global Investors, LLC	Principal SMA Blue Chip Equity
Natixis/Principal SMA Mid Cap Equity Strategy	Principal Global Investors, LLC	Principal SMA Mid Cap Equity
Natixis/Principal SMA US Real Estate Securities	Principal Global Investors, LLC	Principal SMA US Real Estate Securities
Natixis/Promethos Capital International Equity-ADR Strategy	Promethos Capital, LLC	Multi-cap core international equity benchmarked to ACWI ex US.
Natixis/RE Advisers Homestead Large Value Strategy	RE Advisers Corporation	Large value strategy.
Natixis/RNC Genter Municipal Quality Intermediate Strategy	RNC Genter Capital Management	High quality municipal strategy with a focus on capital preservation and income.
Natixis/RNC Genter Municipal Quality Short Term Strategy	RNC Genter Capital Management	High quality municipal strategy with a focus on capital preservation and income, with a max maturity of 7 years.
Natixis/RNC Genter Taxable Quality Intermediate Strategy	RNC Genter Capital Management	High quality taxable fixed income strategy utilizing Treasuries, Agencies and investment grade corporate bonds.
Natixis/RNC Genter Taxable Quality Short Term Strategy	RNC Genter Capital Management	High quality taxable fixed income strategy utilizing Treasuries, Agencies and investment grade corporate bonds with a max maturity of 7 years.
Natixis/RNC Genter Taxable Corporate Short Strategy	RNC Genter Capital Management	All corporate bond strategy with a focus on income and total return. May invest up to 10% in non-investment grade securities; max maturity of 7 years.
Natixis/RNC Genter Dividend Income Equity Strategy	RNC Genter Capital Management	High quality, large cap domestic equities with an emphasis in income and low volatility.
Natixis/Sage ESG Intermediate Fixed Income Strategy	Sage Advisory Services, Ltd. Co.	The Sage ESG Intermediate Term Fixed Income strategy seeks strong risk-adjusted returns while focusing on safety of principal and liquidity over an intermediate investment horizon. The strategy leverages Sage's proprietary approach to evaluating issuers using a multi-factor ESG framework. The strategy will invest in a broad range of investment-grade fixed income securities.

Unaffiliated Investment Strategy	Model Portfolio Provider	Strategy Description
Natixis/Sage Impact Bond Strategy	Sage Advisory Services, Ltd. Co.	The Sage Impact Bond strategy seeks a double bottom line of favorable financial returns and positive environmental and social outcomes. Strategy includes bonds that are labeled green, social, sustainability, or sustainability-linked. The portfolio is designed using a comprehensive framework that considers use of proceeds, third party verification, and an issuer level ESG assessment.
Natixis/Sawgrass Diversified Large Cap Growth Strategy	Sawgrass Asset Management, LLC	Diversified large cap growth.
Natixis/Sawgrass Small Cap Growth Equity Strategy	Sawgrass Asset Management, LLC	Small cap growth equity.
Natixis/Sawgrass Genesis Small Growth Equity Strategy	Sawgrass Asset Management, LLC	Genesis small growth equity.
Natixis/Schafer Cullen International High Dividend Value ADR Strategy	Schafer Cullen Capital Management	International (non-US) equities with focus on developed economies; investment in ADR's only.
Natixis/Schafer Cullen High Dividend Value Equity Strategy	Schafer Cullen Capital Management	US large-cap and multi-cap equities with up to 25% investment in international equities in the form of ADR's.
Natixis/Segall Bryant & Hamill All-Cap Core Strategy	Segall Bryant & Hamill	US multi-cap core, we believe excess returns are best achieved by investing in high quality companies selling at attractive prices. We focus on companies with strong management teams that have historically generated, or are positioned to generate, strong return on invested capital. The strategy seeks long term capital appreciation
Natixis/Segment Tax-Efficient Rising Dividend Strategy	Segment Wealth Management LLC	Large Cap Core Dividend Growth
Natixis/Seizert Capital Large Cap Value Strategy	Seizert Capital Partners	U.S. equity large cap strategy
Natixis/Seizert Capital Mid Cap Strategy	Seizert Capital Partners	U.S. equity mid cap strategy
Natixis/Seizert Capital Small Cap Value Strategy	Seizert Capital Partners	U.S. equity small cap strategy
Natixis/Sound Shore Large Cap Value Strategy	Sound Shore Management, Inc.	Sound Shore researches companies selling at low absolute and relative valuations that have fallen out of favor with Wall Street but not lost long-term earning power. Risk mitigation is embedded in the careful selection of out-of-favor stocks where Sound Shore has identified sustainable business models and company-specific drivers of value.
Natixis/Stance Equity ESG Large Cap Core Strategy	Stance Capital, LLC	Stance Equity ESG Large Cap Core is constructed using three independent processes. The first process applies a rules-based methodology to a large cap index and identifies companies that successfully manage sustainability-related key performance indicators (KPIs) such as energy productivity, carbon intensity, water dependence, emissions profile and waste profile. Additional KPIs relating to governance include capacity to innovate, unfunded pension fund liabilities, CEO/average worker pay, safety performance, employee turnover, leadership diversity, percentage tax paid, and % bonus linked to sustainability performance. Stance Equity sources ESG data from over 45 organizations, mostly issue-specific NGOs, which allows us to exclude bottom quartile performers in areas such as animal welfare, industrial meat, blocking climate policy, tropical deforestation, for-profit prisons, and freedom of expression and privacy. Also excluded from consideration are companies engaged in weapons, tobacco, or fossil fuels, as well as companies where women are not meaningfully employed in senior management and board positions. The second process within Stance Equity tests fundamental financial and risk factors for statistical significance as generators of alpha. The factors compete for inclusion on an annual basis and are adjusted based on accumulated learning. The resulting portfolio represents the intersection of the first two processes. The final process optimizes the portfolio to maximize diversification and reduce correlation. The portfolio is re-balanced quarterly.
Natixis/Sterling Special Opportunities (Multi Cap Core) Strategy	Sterling Capital Management LLC	This portfolio is designed to "dare to be different" from many alternatives, with an objective of capital appreciation and below average risk. Best defined as a conservative growth portfolio, the portfolio can shift its focus based upon ever-shifting cycles in popularity and relative valuation.
Natixis/Sterling Equity Income Strategy	Sterling Capital Management LLC	Dividends matter – that's the simple philosophy underlying this portfolio. Combining companies with above average yields, a history of dividend growth and perceived attractive fundamentals, we believe, builds a portfolio that can better withstand difficult periods while providing very attractive risk adjusted returns.

Unaffiliated Investment Strategy	Model Portfolio Provider	Strategy Description
Natixis/Sterling SMID Opportunities Strategy	Sterling Capital Management LLC	This portfolio seeks long term appreciation through bottom-up fundamental analysis. It is best categorized as a SMID core portfolio. The investment strategy attempts to blend relatively young growth stocks, characterized by above-average revenue and earnings growth, with more-established value stocks that are out of favor for reasons believed to be only temporary. The product differentiates itself by running a concentrated portfolio of 25 to 35 holdings and only makes new investments in companies generating profits.
Natixis/Sterling Stratton Small Value Strategy	Sterling Capital Management LLC	The strategy uses a value investment approach to invest primarily in common stock of small capitalization companies (those with market capitalizations that are below the market capitalization of the largest company in the Russell 2000 Index). We believe that undervalued companies with good earnings prospects have superior appreciation potential with reasonable levels of risk. Quantitatively, the focus is on a stock's fundamental valuation relative to its peers. Qualitatively, the strategy seeks to identify business catalysts which will serve to drive future earnings growth, increase investor interest and expand valuation.
Natixis/Sterling Global Leaders Strategy	Sterling Capital Management LLC	This strategy invests primarily in companies which have established themselves as market leaders, exhibiting sustainable advantages in production, marketing and research development.
Natixis/Sterling Mid Cap Value Strategy	Sterling Capital Management LLC	The strategy invests primarily in companies that the portfolio manager believes are priced significantly below their intrinsic worth as well as those that demonstrate sustainable competitive advantage and high returns on invested capital. The management process identifies investment opportunities from the broad equity universe using fundamental analysis, valuation and risk management to select 30 to 50 holdings within the strategy. The strategy is oriented toward long-term investing but the manager will sell a holding that has become less attractive or underperforms expectations or has excessive leverage.
Natixis/Sterling Focus Equity Strategy	Sterling Capital Management LLC	This strategy invests in various equity investment and may span growth and value, large- and small- capitalization companies. The strategy seeks positions featuring sustainable, multi-year return profiles underpinned by businesses perceived to possess attractive financial returns, visible reinvestment opportunities, and talented management
Natixis/Strategas Core Strategy	Strategas Asset Management	Fixed Income Domestic
Natixis/Strategas Global Asset Allocation Strategy	Strategas Asset Management	Global Equity Bond Allocation
Natixis/Strategas Go Anywhere Strategy	Strategas Asset Management	Fixed Income Global
Natixis/Strategas New Sovereigns Portfolio Strategy	Strategas Asset Management	Thematic Large Cap US Equity
Natixis/Strategas Policy Opportunities Portfolio Strategy	Strategas Asset Management	Thematic Large Cap US Equity
Natixis/T. Rowe Price U.S. Growth Stock Equity SMA Strategy	T. Rowe Price Associates, Inc.	The US Growth Stock SMA Composite seeks long-term capital appreciation primarily through investment in large-cap growth companies. This composite is comprised of a subset of the US Growth Stock Composite largest position holdings.
Natixis/T. Rowe Price U.S. Value Equity SMA Strategy	T. Rowe Price Associates, Inc.	The US Value Equity SMA Composite seeks long-term capital appreciation by investing primarily in common stocks believed to be undervalued. Income is a secondary objective. This composite is comprised of a subset of the US Value Equity Composite holdings.
Natixis/T. Rowe Price U.S. Blue Chip Equity SMA Strategy	T. Rowe Price Associates, Inc.	The US Blue Chip Growth Equity SMA Composite seeks long-term capital appreciation primarily through investment in common stocks of well-established large- and medium-cap blue chip companies with potential for above-average earnings growth. Current income is a secondary objective for this strategy. This composite is comprised of a subset of the US Large Cap Core Growth Equity Composite holdings.
Natixis/T. Rowe Price U.S. Large Cap Core Equity SMA Strategy	T. Rowe Price Associates, Inc.	The US Large-Cap Core Equity SMA Composite seeks long-term capital growth primarily through investments in common stocks of well-established large-cap U.S. companies that may have either value or growth characteristics. This composite is comprised of a subset of the US Large-Cap Core Equity Composite.
Natixis/T. Rowe Price U.S. Select Value Equity SMA Strategy	T. Rowe Price Associates, Inc.	The US Select Value Equity SMA Composite seeks substantial dividend income, primarily through investment in dividend- paying common stocks of established companies. The strategy emphasizes companies that appear to be temporarily undervalued by various measures. Capital appreciation is a secondary objective for this strategy. This composite is comprised of a subset of the US Large-Cap Equity Income Composite holdings.
Natixis/T. Rowe Price International Core Equity SMA Strategy	T. Rowe Price Associates, Inc.	The International Core Equity SMA Composite seeks long-term capital appreciation primarily through investments in American Depository Receipts (ADRs) of common stock of non-U.S., large-cap companies in developed countries. This composite is predominately comprised of a subset of the International Core Equity Composite holdings.

Unaffiliated Investment Strategy	Model Portfolio Provider	Strategy Description
Natixis/London Mid Cap Strategy	The London Company	The primary focus of The London Company Mid Cap is to deliver above-average downside protection. Primarily we seek profitable, financially stable, quality mid cap companies, which consistently generate high returns on invested capital, strong under-levered balance sheets, trade at rational valuations, and are run by shareholder oriented management. Positions are generally in the market capitalization range of the major domestic mid cap indices.
Natixis/London Income Equity Strategy	The London Company	The primary focus of The London Company Income Equity is to deliver above-average downside protection and a premium dividend yield. Primarily we seek profitable, financial stable, quality large cap companies, which consistently generate high returns on invested capital, strong under-levered balance sheets, trade at rational valuations, and are run by shareholder-oriented management. Positions are generally in the market capitalization range of the major domestic large cap indices. Additionally, striving for higher overall dividend yield, which may be supplemented with primarily investment grade, preferred equities, has led to a more conservative portfolio orientation relative to other London Company strategies.
Natixis/London SMID Strategy	The London Company	The primary focus of The London Company SMID Cap is to deliver above-average downside protection. Primarily we seek profitable, financially stable, quality small to mid companies, which consistently generate high returns on invested capital, stronger under-levered balance sheets, trade at rational valuations, and are run by shareholder-oriented management. Positions are generally in the market capitalization range of the major domestic SMID cap indices.
Natixis/London Large Cap Strategy	The London Company	The primary focus of The London Company Large Cap is to deliver above average downside protection. Primarily we seek profitable, financially stable, quality large cap companies, which consistently generate high returns on invested capital, strong under-levered balance sheets, trade at rational valuations, and are run by shareholder-oriented management. Positions are generally in the market capitalization range of the major domestic large cap indices.
Natixis/Thornburg Emerging Markets ADR Strategy	Thornburg Investment Management, Inc.	The strategy invests in American Depositary Receipts (ADRs) or dollar-denominated securities that are, in Model Manager's opinion, tied economically to one or more developing countries. The strategy seeks to deliver differentiated returns from emerging markets via a concentrated portfolio and a balanced approach to risk
Natixis/Thornburg Equity Income Builder Strategy	Thornburg Investment Management, Inc.	The strategy is a focused and globally oriented portfolio whose aim is to provide an attractive and growing income stream, with capital appreciation, over time. The strategy invests in American Depositary Receipts (ADR) and dollar denominated securities.
Natixis/Thornburg International ADR Strategy	Thornburg Investment Management, Inc.	The strategy is a focused, diversified portfolio of American Depositary Receipts (ADRs) of leading, mostly large-cap international companies, selected via a fundamentally driven, bottom-up, valuation-sensitive process. The strategy is centered on providing attractive risk-adjusted returns with mitigated volatility versus its benchmarks.
Natixis/Thornburg International Growth ADR Strategy	Thornburg Investment Management, Inc.	The strategy is a bottom-up, focused, flexible, fundamentally driven portfolio of international growth American Depositary Receipts (ADRs) with the ability to invest in equities up and down the capitalization spectrum.
Natixis/Thornburg U.S. Equity Strategy	Thornburg Investment Management, Inc.	The strategy is a focused portfolio of mostly U.S. companies, selected via a fundamentally driven, valuation-sensitive process. The strategy is centered on providing attractive, risk-adjusted returns with mitigated volatility versus the benchmark S&P 500 Index.
Natixis/Titleist Asset Management Dividend Growth Strategy	Titleist Asset Management, Ltd.	Seeks to deliver long-term total returns and dividend income by investing in equities with stable business models, attractive valuations and the ability and willingness to pay attractive dividends.
Natixis/Uniplan High Income Total Return Strategy	Uniplan Investment Counsel	Equity Income using common dividend equities, REITs, MLP, and preferred equity.
Natixis/Water Asset Management Global Water Equity Fund, L.P.	Water Asset Management, LLC	Water Asset Management's Global Water Equity strategy provides global exposure to the significant macro scarcity trends in water. Similar to TRF Master Fund (Cayman) L.P., the long only strategy investment approach is driven by top down water thematic trends coupled with fundamental value oriented individual stock selection, and invests across the five water industry sectors.
Natixis/Waycross Focused Core Equity Strategy	Waycross Partners, LLC	30 stocks focused large cap core portfolio.
Natixis/Waycross Diversified Core Equity Strategy	Waycross Partners, LLC	50 stock diversified large cap core portfolio (includes all 30 stocks from focused portfolio).
Natixis/WCM Focused Growth International Strategy	WCM Investment Management	Large-cap, International, Growth, Equities

Unaffiliated Investment Strategy	Model Portfolio Provider	Strategy Description
Natixis/WCM Focused International Value Strategy	WCM Investment Management	Large-cap, International, Value, Equities.
Natixis/WCM Focused Mid Cap Strategy	WCM Investment Management	Mid-cap, U.S., Equities.
Natixis/WCM Focused SMID Cap Strategy	WCM Investment Management	Small and Mid-cap, U.S., Equities.
Natixis/WCM Focused U.S. Growth Strategy	WCM Investment Management	Small and Mid-cap, U.S., Growth, Equities.
Natixis/WCM Select U.S. Growth Strategy	WCM Investment Management	Mid-cap, U.S., Growth, Equities.
Natixis/WCM Quality Global Growth Strategy	WCM Investment Management	The Strategy seeks quality growth businesses with superior growth prospects, high returns on invested capital and low to no debt. The Strategy will invest in large established multinationals, with a primary emphasis in the large cap space; while focusing its attention on conventional growth sectors like technology, consumer discretionary, consumer staples, and health care.
Natixis/WCM Quality Dividend Growth Strategy	WCM Investment Management	Dividend growth strategy of predominantly large-cap, high quality companies with committed dividend cultures, producing above average durable dividend yields and dividend growth rates.
Natixis/WCM Dividend All-Cap Strategy	WCM Investment Management	All-Cap dividend growth strategy of high quality domestic companies producing durable dividends and high dividends growth rates
Natixis/Wellington Climate Adaptation Strategy	Wellington Management Company LLP	A concentrated long only equity portfolio focused on companies that help society adapt to the effects of climate change.
Natixis/Woodward SMID Strategy	Woodward Investment Management, LLC	GARP, Small Cap Core Strategy.

Natixis Advisors shall manage a Client Account in a manner consistent with the strategy descriptions, subject to specific investment restrictions in effect from time to time with respect to issuer diversification, sector diversification, illiquid holdings and other matters. A Client may notify Natixis Advisors at any time not to invest any funds in the account in specific securities or specific categories of securities or in either or both beyond a certain percentage of the account and Natixis Advisors shall promptly follow those instructions. Past performance does not guarantee future returns. No assurance can be given that the Client's objectives/targets can or will be achieved for any particular period or market cycle.

Appendix 3 Managed Account Unbundled Program Strategy List & Standard Fee Rate		
Investment Strategy	**Affiliated Model Portfolio Provider**	**Fee Rates**
AIA Managed ETF Portfolio Conservative Strategy	Solutions	0.30% on first $500,000; 0.25% on next $4.5 Million; 0.20% thereafter
AIA Managed ETF Portfolio Moderate Strategy	Solutions	0.30% on first $500,000; 0.25% on next $4.5 Million; 0.20% thereafter
AIA Managed ETF Portfolio Aggressive Strategy	Solutions	0.30% on first $500,000; 0.25% on next $4.5 Million; 0.20% thereafter
AIA Managed ETF Portfolio All Equity Strategy	Solutions	0.30% on first $500,000; 0.25% on next $4.5 Million; 0.20% thereafter
AIA Managed ETF Portfolio Income-Conservative Strategy	Solutions	0.25% on first $500,000; 0.20% on next $4.5 Million; 0.15% thereafter
AIA Managed ETF Portfolio Income-Aggressive Strategy	Solutions	0.25% on first $500,000; 0.20% on next $4.5 Million; 0.15% thereafter
AIA S&P 400® Strategy	Solutions	0.35% on first $5 million; 0.25% on the next $5 million; 0.20% on the next $10 million; 0.17% on the next $30 million; 0.16% thereafter
AIA Mid Cap Value Strategy	Solutions	0.36% on first $5 million; 0.26% on the next $5 million; 0.21% on the next $10 million; 0.18% on next $30 million; 0.17% thereafter
AIA Mid Cap Growth Strategy	Solutions	0.36% on first $5 million; 0.26% on the next $5 million; 0.21% on the next $10 million; 0.18% on next $30 million; 0.17% thereafter
AIA Mid & Large Cap 1000 Strategy	Solutions	0.30% on first $5 million; 0.20% on next $5 million; 0.15% on the next $10 million; 0.12% on the next $30 million; 0.11% thereafter
AIA Mid & Large Cap 1000 Growth Strategy	Solutions	0.31% on first $5 million; 0.21% on next $5 million; 0.16% on the next $10 million; 0.13% on the next $30 million; 0.12% thereafter
AIA Mid & Large Cap 1000 Value Strategy	Solutions	0.31% on first $5 million; 0.21% on next $5 million; 0.16% on the next $10 million; 0.13% on the next $30 million; 0.12% thereafter
AIA S&P 1000® Strategy	Solutions	0.35% on first $5 million; 0.25% on the next $5 million; 0.20% on the next $10 million; 0.17% on the next $30 million; 0.16% thereafter
AIA S&P 500® Strategy	Solutions	0.30% on first $5 million; 0.20% on next $5 million; 0.15% on the next $10 million; 0.12% on the next $30 million; 0.11% thereafter
AIA Large Cap Value Strategy	Solutions	0.31% on first $5 million; 0.21% on next $5 million; 0.16% on the next $10 million; 0.13% on next $30 million; 0.12% thereafter
AIA Large Cap Growth Strategy	Solutions	0.31% on first $5 million; 0.21% on next $5 million; 0.16% on the next $10 million; 0.13% on next $30 million; 0.12% thereafter
AIA S&P 600® Strategy	Solutions	0.35% on first $5 million; 0.25% on the next $5 million; 0.20% on the next $10 million; 0.17% on the next $30 million; 0.16% thereafter
AIA Small Cap Value Strategy	Solutions	0.36% on first $5 million; 0.26% on the next $5 million; 0.21% on the next $10 million; 0.18% on next $30 million; 0.17% thereafter
AIA Small Cap Growth Strategy	Solutions	0.36% on first $5 million; 0.26% on the next $5 million; 0.21% on the next $10 million; 0.18% on next $30 million; 0.17% thereafter
AIA Small Cap 2000 Strategy	Solutions	0.35% on first $5 million; 0.25% on the next $5 million; 0.20% on the next $10 million; 0.17% on the next $30 million; 0.16% thereafter
AIA S&P 1500® Strategy	Solutions	0.30% on first $5 million; 0.20% on next $5 million; 0.15% on the next $10 million; 0.12% on the next $30 million; 0.11% thereafter

Investment Strategy	Affiliated Model Portfolio Provider	Fee Rates
AIA All Cap Value Strategy	Solutions	0.31% on first $5 million; 0.21% on next $5 million; 0.16% on the next $10 million; 0.13% on next $30 million; 0.12% thereafter
AIA All Cap Growth Strategy	Solutions	0.31% on first $5 million; 0.21% on next $5 million; 0.16% on the next $10 million; 0.13% on next $30 million; 0.12% thereafter
AIA All Cap 3000 Strategy	Solutions	0.30% on first $5 million; 0.20% on next $5 million; 0.15% on the next $10 million; 0.12% on the next $30 million; 0.11% thereafter
AIA S&P ADR/International Strategy	Solutions	0.35% on first $5 million; 0.25% on the next $5 million; 0.20% on the next $10 million; 0.17% on the next $30 million; 0.16% thereafter
AIA World ex-US Strategy	Solutions	0.35% on first $5 million; 0.25% on the next $5 million; 0.20% on the next $10 million; 0.17% on the next $30 million; 0.16% thereafter
AIA Developed ex-US Strategy	Solutions	0.35% on first $5 million; 0.25% on the next $5 million; 0.20% on the next $10 million; 0.17% on the next $30 million; 0.16% thereafter
AIA S&P Global 500 Strategy	Solutions	0.35% on first $5 million; 0.25% on the next $5 million; 0.20% on the next $10 million; 0.17% on the next $30 million; 0.16% thereafter
AIA S&P Global 1500 Strategy	Solutions	0.35% on first $5 million; 0.25% on the next $5 million; 0.20% on the next $10 million; 0.17% on the next $30 million; 0.16% thereafter
AIA World Strategy	Solutions	0.35% on first $5 million; 0.25% on the next $5 million; 0.20% on the next $10 million; 0.17% on the next $30 million; 0.16% thereafter
AIA U.S. Equity Core Plus Strategy	Solutions	0.40% on first $5 million; 0.30% on next $5 million; 0.25% on the next $10 million; 0.22% on the next $30 million; 0.21% thereafter
AIA U.S. Equity Core Plus Tax Managed Strategy	Solutions	0.40% on first $5 million; 0.30% on next $5 million; 0.25% on the next $10 million; 0.22% on the next $30 million; 0.21% thereafter
AIA U.S. All Cap Equity Core Plus Strategy	Solutions	0.40% on first $5 million; 0.30% on next $5 million; 0.25% on the next $10 million; 0.22% on the next $30 million; 0.21% thereafter
AIA U.S. All Cap Equity Core Plus Tax Managed Strategy	Solutions	0.40% on first $5 million; 0.30% on next $5 million; 0.25% on the next $10 million; 0.22% on the next $30 million; 0.21% thereafter
AIA Sustainable & Growing Dividend Strategy	Solutions	0.40% on first $5 million; 0.30% on next $5 million; 0.25% on the next $10 million; 0.22% on the next $30 million; 0.21% thereafter
Natixis Tax Managed Core Balanced Strategy	Solutions	0.30%
Natixis/AEW Diversified REIT Strategy	AEW	0.70% on first $25 Million; 0.60% on next $25 Million; 0.50% thereafter
Natixis/Harris U.S. Equity Strategy	Harris	0.75% on first $15 Million; 0.45% thereafter
Natixis/Loomis Sayles Core Fixed Income Strategy	Loomis Sayles	0.43% on first $3 million; 0.40% on next $22 million; 0.37% on next $25 million; 0.35% thereafter
Natixis/Loomis Sayles Core Total Return Strategy	Loomis Sayles	0.40% on first $20 Million; 0.35% thereafter
Natixis/Loomis Sayles Intermediate Fixed Income Strategy	Loomis Sayles	0.35% on first $25 Million; 0.25% on next $75 Million; 0.20% on next $100 Million; 0.15% thereafter
Natixis/Loomis Sayles Large Cap Growth Strategy	Loomis Sayles	0.65% on first $10 Million; 0.50% thereafter
Natixis/Loomis Sayles Global Growth ADR Strategy	Loomis Sayles	0.75% on first $50 Million; 0.60% thereafter
Natixis/Loomis Sayles Small Mid Core Strategy	Loomis Sayles	1.25% on first $1 Million; 1.00% on next $4 Million; 0.80% thereafter

Investment Strategy	Affiliated Model Portfolio Provider	Fee Rates
Natixis Alternative Completion Portfolio – Aggressive Strategy	Natixis Advisors	0.10%
Natixis Alternative Completion Portfolio – Moderate Strategy	Natixis Advisors	0.10%
Natixis Alternative Completion Portfolio – Conservative Strategy	Natixis Advisors	0.10%
Natixis Dynamic Core Portfolio – Conservative Strategy	Natixis Advisors	0.10%
Natixis Dynamic Core Portfolio – Moderately Conservative Strategy	Natixis Advisors	0.10%
Natixis Dynamic Core Portfolio – Moderate Strategy	Natixis Advisors	0.10%
Natixis Dynamic Core Portfolio – Moderately Aggressive Strategy	Natixis Advisors	0.10%
Natixis Dynamic Core Portfolio – Aggressive Strategy	Natixis Advisors	0.10%
Natixis Clarity Partners Global Moderate Strategy	Natixis Advisors	0.10%
Natixis Risk Efficient Conservative Strategy	Natixis Advisors	0.10%
Natixis Risk Efficient Moderate Strategy	Natixis Advisors	0.10%
Natixis Risk Efficient Growth Strategy	Natixis Advisors	0.10%
Natixis Risk Efficient Income Strategy	Natixis Advisors	0.10%
Natixis Tactical Allocation Model – All Equity Strategy	Natixis Advisors	0.10%
Natixis Tactical Allocation Model – Aggressive Strategy	Natixis Advisors	0.10%
Natixis Tactical Allocation Model – Moderately Aggressive Strategy	Natixis Advisors	0.10%
Natixis Tactical Allocation Model – Moderate Strategy	Natixis Advisors	0.10%
Natixis Tactical Allocation Model – Moderately Conservative Strategy	Natixis Advisors	0.10%
Natixis Tactical Allocation Model – Conservative Strategy	Natixis Advisors	0.10%
Natixis Tactical Alpha Model – Aggressive Strategy	Natixis Advisors	0.10%
Natixis Tactical Alpha Model – Moderately Aggressive Strategy	Natixis Advisors	0.10%
Natixis Tactical Alpha Model – Moderate Strategy	Natixis Advisors	0.10%
Natixis Tactical Alpha Model – Moderately Conservative Strategy	Natixis Advisors	0.10%

Investment Strategy	Affiliated Model Portfolio Provider	Fee Rates
Natixis Tactical Alpha Model – Conservative Strategy	Natixis Advisors	0.10%
Natixis Tactical Core Model – Aggressive Strategy	Natixis Advisors	0.10%
Natixis Tactical Core Model – Moderately Aggressive Strategy	Natixis Advisors	0.10%
Natixis Tactical Core Model – Moderate Strategy	Natixis Advisors	0.10%
Natixis Tactical Core Model – Moderately Conservative Strategy	Natixis Advisors	0.10%
Natixis Tactical Core Model – Conservative Strategy	Natixis Advisors	0.10%
Natixis Tactical Core Tax Aware Model – Aggressive Strategy	Natixis Advisors	0.10%
Natixis Tactical Core Tax Aware Model – Moderately Aggressive Strategy	Natixis Advisors	0.10%
Natixis Tactical Core Tax Aware Model – Moderate Strategy	Natixis Advisors	0.10%
Natixis Tactical Core Tax Aware Model – Moderately Conservative Strategy	Natixis Advisors	0.10%
Natixis Tactical Core Tax Aware Model – Conservative Strategy	Natixis Advisors	0.10%
Natixis Tax Managed Core Model – Moderately Aggressive Strategy	Natixis Advisors	0.10%
Natixis Tax Managed Core Model – Moderate Strategy	Natixis Advisors	0.10%
Natixis Tax Managed Core Model – Moderately Conservative Strategy	Natixis Advisors	0.10%
Natixis Strategic Diversified Moderately Conservative Portfolio Strategy	Natixis Advisors	0.41%
Natixis Strategic Diversified Moderate Portfolio Strategy	Natixis Advisors	0.41%
Natixis Strategic Diversified Moderately Aggressive Portfolio Strategy	Natixis Advisors	0.41%
Natixis Strategic Diversified Aggressive Portfolio Strategy	Natixis Advisors	0.41%
Natixis Strategic Diversified All Equity Portfolios Strategy	Natixis Advisors	0.41%
Natixis/Mirova Global Sustainable Equity ADR Strategy	Mirova	0.70% on first $15 Million; 0.50% thereafter
Natixis/Mirova International Sustainable Equity ADR Strategy	Mirova	0.70% on first $15 Million; 0.50% thereafter
Natixis/Mirova U.S. Sustainable Equity Strategy	Mirova	0.65% on first $15 Million; 0.45% thereafter
Natixis/VNIM Select Strategy	VNIM	1.00% on first $25 Million; 0.85% on next $25 Million; 0.75% thereafter

Investment Strategy	Affiliated Model Portfolio Provider	Fee Rates
Natixis/VNIM Small Cap Value Strategy	VNIM	1.00% on first $50 Million; 0.75% thereafter
Natixis/VNIM Mid Cap Strategy	VNIM	0.75% on first $50 Million; 0.60% thereafter
Investment Strategy	**Unaffiliated Model Portfolio Provider**	**Fee Rates**
Natixis/12th Street Opportunity Managed Account Strategy	12th Street Asset Management Company, LLC	0.55%
Natixis/1492 Small Cap Growth Strategy	1492 Capital Management, LLC	0.53%
Natixis/1492 Small Cap Value Strategy	1492 Capital Management, LLC	0.53%
Natixis/1492 Small Cap Core Alpha Strategy	1492 Capital Management, LLC	0.53%
Natixis/Advisory Research Global Sustainable Dividend Strategy	Advisory Research Inc.	0.46%
Natixis/Advisory Research US Sustainable Dividend Strategy	Advisory Research Inc.	0.46%
Natixis/Advisory Research European Sustainable Dividend Strategy	Advisory Research Inc.	0.46%
Natixis/Advisory Research US Large Cap Core Strategy	Advisory Research Inc.	0.46%
Natixis/Advisory Research US Small Cap Blue Chip Strategy	Advisory Research Inc.	0.46%
Natixis/Advisory Research US Large Cap Blue Chip Strategy	Advisory Research Inc.	0.46%
Natixis/AllianceBernstein L.P. Municipal Impact Strategy	AllianceBernstein, L.P.	0.41%
Natixis/AllianceBernstein L.P. Concentrated Growth Strategy	AllianceBernstein, L.P.	0.48%
Natixis/AllianceBernstein L.P. Large Cap Growth Strategy	AllianceBernstein, L.P.	0.48%
Natixis/AllianceBernstein L.P. Strategic Research Strategy	AllianceBernstein, L.P.	0.48%
Natixis/AllianceBernstein L.P. Concentrated International Growth ADR Strategy	AllianceBernstein, L.P.	0.48%
Natixis/AllianceBernstein L.P. Sustainable Global Thematic ADR Strategy	AllianceBernstein, L.P.	0.50%
Natixis/AllianceBernstein L.P. Sustainable International Thematic ADR Strategy	AllianceBernstein, L.P.	0.50%
Natixis/AllianceBernstein L.P. International Strategic Core	AllianceBernstein, L.P.	0.50%
Natixis/Anchor Balance Value Strategy	Anchor Capital Advisors LLC	0.53%
Natixis/Anchor Mid Cap Value Strategy	Anchor Capital Advisors LLC	0.53%

Investment Strategy	Unaffiliated Model Portfolio Provider	Fee Rates
Natixis/Anchor All Cap Value Strategy	Anchor Capital Advisors LLC	0.53%
Natixis/Anchor Small Cap Value Strategy	Anchor Capital Advisors LLC	0.58%
Natixis/Anchor Small Mid Cap Value Strategy	Anchor Capital Advisors LLC	0.58%
Natixis/Anchor Select Dividend Strategy	Anchor Capital Advisors LLC	0.53%
Natixis/Ancora Dividend Value and Equity Strategy	Ancora Advisors, LLC	0.48%
Natixis/Applied Finance Valuation 50 Strategy	Applied Finance Capital Management, LLC	0.53%
Natixis/Applied Finance Valuation Dividend Strategy	Applied Finance Capital Management, LLC	0.53%
Natixis/AQR LC Defensive Style Strategy	AQR Capital Management, LLC	0.43%
Natixis/Aristotle Value Equity Strategy	Aristotle Capital Management, LLC	0.48%
Natixis/Aristotle International Equity ADR Strategy	Aristotle Capital Management, LLC	0.53%
Natixis/Aristotle Small/Mid Cap Equity Strategy	Aristotle Capital Boston, LLC	0.58%
Natixis/Bernzott US Small Cap Value Strategy	Bernzott Capital Advisors, Inc.	0.53%
Natixis/Bernzott US All Cap Value Strategy	Bernzott Capital Advisors, Inc.	0.53%
Natixis/BirdRock Small Cap Value Strategy	BirdRock Asset Management	0.53%
Natixis/BirdRock Large Cap Value Strategy	BirdRock Asset Management	0.53%
Natixis/Boston Partners International ADR Strategy	Boston Partners Global Investors, Inc.	0.63%
Natixis/Boston Partners Large Cap Value Strategy	Boston Partners Global Investors, Inc.	0.53%
Natixis/Boyd Watterson Intermediate Investment Grade Strategy	Boyd Watterson Asset Management, LLC	0.38%
Natixis/Brookmont Dividend Growth Strategy	Brookmont Capital Management	0.53%
Natixis/Brookmont Quality Growth Strategy	Brookmont Capital Management	0.53%
Natixis/Brookmont Core Dividend Strategy	Brookmont Capital Management	0.53%
Natixis/Capital Group International Equity Strategy	Capital Guardian Trust Company	0.50%
Natixis/Capital Group Global Equity Strategy	Capital Guardian Trust Company	0.50%

Investment Strategy	Unaffiliated Model Portfolio Provider	Fee Rates
Natixis/Capital Group World Dividend Growers Strategy	Capital Guardian Trust Company	0.50%
Natixis/Capital Group U.S. Equity Strategy	Capital Guardian Trust Company	0.46%
Natixis/Chartwell Mid Cap Value Strategy	Chartwell Investment Partners, LLC	0.68%
Natixis/Chartwell Dividend Value Strategy	Chartwell Investment Partners, LLC	0.48%
Natixis/Chartwell Mid Cap Growth Strategy	Chartwell Investment Partners, LLC	0.68%
Natixis/Coho Relative Value Equity Strategy	Coho Partners, Ltd.	0.53%
Natixis/Coho Relative Value ESG Strategy	Coho Partners, Ltd.	0.53%
Natixis/Columbia Dividend Income Strategy	Columbia Management Investment Advisers, LLC	0.48%
Natixis/Columbia Dividend Opportunity Strategy	Columbia Management Investment Advisers, LLC	0.48%
Natixis/Columbia Select Large Cap Growth Strategy	Columbia Management Investment Advisers, LLC	0.48%
Natixis/Columbia Select Large Cap Value Strategy	Columbia Management Investment Advisers, LLC	0.48%
Natixis/Columbia Disciplined Value Strategy	Columbia Management Investment Advisers, LLC	0.48%
Natixis/Columbia Small Cap Growth Strategy	Columbia Management Investment Advisers, LLC	0.68%
Natixis/Congress Small Cap Growth Strategy	Congress Asset Management	0.63%
Natixis/Congress Mid Cap Growth Strategy	Congress Asset Management	0.55%
Natixis/Congress Large Cap Growth Strategy	Congress Asset Management	0.50%
Natixis/Congress Balanced Growth Strategy	Congress Asset Management	0.54%
Natixis/Confluence Emerging Markets ADR Strategy	Confluence Investment Management, LLC	0.58%
Natixis/Confluence International Equity Strategy	Confluence Investment Management, LLC	0.48%
Natixis/Confluence International Growth Equity Strategy	Confluence Investment Management, LLC	0.48%
Natixis/Cornerstone Concentrated Equity (30) Wrap Strategy	Cornerstone Investment Partners, LLC	0.43%
Natixis/Cornerstone Compass Strategy	Cornerstone Investment Partners, LLC	0.43%
Natixis/Cornerstone Value 50 Strategy	Cornerstone Investment Partners, LLC	0.43%

Investment Strategy	Unaffiliated Model Portfolio Provider	Fee Rates
Natixis/Cornerstone Global Strategy	Cornerstone Investment Partners, LLC	0.48%
Natixis/Opportunistic Cornerstone Small Cap Value Strategy	Cornerstone Investment Partners, LLC	0.58%
Natixis/Opportunistic Cornerstone SMID Cap Value Strategy	Cornerstone Investment Partners, LLC	0.58%
Natixis/Crawford Dividend Growth Strategy	Crawford Investment Counsel, Inc.	0.43%
Natixis/Credit Suisse Asset Management Global Risk Appetite Strategy (GRAS)	Credit Suisse Asset Management, LLC	0.50%
Natixis/Driehaus Small/Mid Cap Growth Strategy	Driehaus Capital Management, LLC	0.58%
Natixis/Earnest Partners Smid Core Strategy	Earnest Partners, LLC	0.58%
Natixis/Fiera Capital International All Cap ADR Strategy	Fiera Capital, Inc.	0.58%
Natixis/Fiera Capital Mid Cap Strategy	Fiera Capital, Inc.	0.58%
Natixis/Foundry Partners Large Cap Value Strategy	Foundry Partners LLC	0.48%
Natixis/Foundry Partners All Cap Value Strategy	Foundry Partners LLC	0.66%
Natixis/Foundry Partners Small Cap Value Strategy	Foundry Partners LLC	0.78%
Natixis/Foundry Partners Mid Cap Growth Strategy	Foundry Partners LLC	0.66%
Natixis/Foundry Partners Small Cap Growth Strategy	Foundry Partners LLC	0.78%
Natixis/Great Lakes Disciplined Equity SMidCap Core Strategy	Great Lakes Advisors, LLC	0.68% on first 9.99 Million; 0.60% on assets between $10 Million and $24.99 Million; and 0.52% on assets over $25 Million.
Natixis/Great Lakes Disciplined Equity LargeCap Core Strategy	Great Lakes Advisors, LLC	0.50% on first 24.99 Million; and 0.46% on assets over $25 Million.
Natixis/Great Lakes Disciplined Equity AllCap Core Strategy	Great Lakes Advisors, LLC	0.52% on first 24.99 Million; and 0.48% on assets over $25 Million.
Natixis/Great Lakes Disciplined Equity LargeCap-ESG Strategy	Great Lakes Advisors, LLC	0.55% on first 24.99 Million; and 0.51% on assets over $25 Million.
Natixis/Great Lakes Disciplined Equity SMidCap-ESG Strategy	Great Lakes Advisors, LLC	0.73% on first 9.99 Million; 0.65% on assets between $10 Million and $24.99 Million; and 0.57% on assets over $25 Million.
Natixis/Great Lakes Disciplined Equity Climate Opportunities Strategy	Great Lakes Advisors, LLC	0.60% on first 24.99 Million; and 0.55% on assets over $25 Million.
Natixis/Green Alpha Advisors Next Economy Social Index Strategy	Green Alpha Advisors, LLC	0.53%
Natixis/Green Alpha Advisors Growth & Income Portfolio Strategy	Green Alpha Advisors, LLC	0.53%
Natixis/Green Alpha Advisors Sierra Club Green Alpha Portfolio Strategy	Green Alpha Advisors, LLC	0.53%

Investment Strategy	Unaffiliated Model Portfolio Provider	Fee Rates
Natixis/Green Alpha Next Economy Index Strategy	Green Alpha Advisors, LLC	0.53%
Natixis/Green Square Asset Management Equity Income Strategy	Green Square Asset Management	0.63%
Natixis/Green Square Asset Management U.S. Core Equity Strategy	Green Square Asset Management	0.63%
Natixis/GCA Mid Cap Equity Strategy	Greenwood Capital Associates, LLC	0.53%
Natixis/GCA Small Cap Equity Strategy	Greenwood Capital Associates, LLC	0.48%
Natixis/GCA Global ETF Growth Strategy	Greenwood Capital Associates, LLC	0.48%
Natixis/Federated/Hermes U.S. SMID Strategy	Hermes Investment Management Limited	0.53%
Natixis/Horizon Core Value Strategy	Horizon Asset Management LLC	0.58%
Natixis/Invesco Comstock Strategy	Invesco Advisers, Inc.	0.48%
Natixis/Ironwood Small Cap Core Strategy	Ironwood Investment Management, LLC	0.63%
Natixis/Jarislowsky International Equity ADR Strategy	Jarislowsky, Fraser Limited	0.53%
Natixis/Jarislowsky Global Equity ADR Strategy	Jarislowsky, Fraser Limited	0.53%
Natixis/Jarislowsky U.S. Opportunity Strategy	Jarislowsky, Fraser Limited	0.48%
Natixis/Jensen Quality Growth Strategy	Jensen Investment Management, Inc.	0.58%
Natixis/J.P. Morgan Equity Income Strategy	J.P. Morgan Investment Management, Inc.	0.48%
Natixis/J.P. Morgan International ADR Strategy	J.P. Morgan Investment Management, Inc.	0.50%
Natixis/Kayne Small Mid Cap Core Strategy	Kayne Anderson Rudnick Investment Management, LLC	0.58%
Natixis/KBI Global Investors Infrastructure Strategy	KBI Global Investors (North America) Ltd.	0.53% on first $100 Million; 0.48% on next $200 Million; 0.46% over $300 million
Natixis/Kirr, Marbach Small-Cap Core Strategy	Kirr, Marbach & Company, LLC	0.58%
Natixis/Kirr, Marbach All-Cap Core Strategy	Kirr, Marbach & Company, LLC	0.48%
Natixis/TCM Multi-Cap Growth Equity Strategy	Tran Capital Management	0.53%
Natixis/Lazard Emerging Markets Equity Select ADR Strategy	Lazard Asset Management, LLC	0.63%

Investment Strategy	Unaffiliated Model Portfolio Provider	Fee Rates
Natixis/Lazard Emerging Markets Core Equity Select ADR Strategy	Lazard Asset Management, LLC	0. 63%
Natixis/Lazard Developing Markets Equity Select ADR Strategy	Lazard Asset Management, LLC	0. 63%
Natixis/Lazard International Equity Select ADR Strategy	Lazard Asset Management, LLC	0.58%
Natixis/Lazard International Equity with EM ADR Strategy	Lazard Asset Management, LLC	0.58%
Natixis/Lazard US Equity Select Strategy	Lazard Asset Management, LLC	0.48%
Natixis/Lazard Global Equity Select ADR Strategy	Lazard Asset Management, LLC	0.58%
Natixis/ClearBridge Small Cap Strategy	Legg Mason Private Portfolio Group, LLC	0.53%
Natixis/Martin Currie Emerging Markets Strategy	Legg Mason Private Portfolio Group, LLC	0.68%
Natixis/ClearBridge Large Cap Growth Strategy	Legg Mason Private Portfolio Group, LLC	0.46%
Natixis/ClearBridge Large Cap Growth ESG Strategy	Legg Mason Private Portfolio Group, LLC	0.46%
Natixis/ClearBridge International Growth ADR Strategy	Legg Mason Private Portfolio Group, LLC	0.48%
Natixis/ClearBridge International Growth ADR ESG Strategy	Legg Mason Private Portfolio Group, LLC	0.48%
Natixis/ClearBridge International Value ADR Strategy	Legg Mason Private Portfolio Group, LLC	0.48%
Natixis/ClearBridge Small Cap Growth Strategy	Legg Mason Private Portfolio Group, LLC	0.53%
Natixis/Leuthold Global Tactical ETF Strategy	The Leuthold Group, LLC	0.53%
Natixis/Leuthold Sector Rotation Strategy	The Leuthold Group, LLC	0.53%
Natixis/Leuthold Core Investment Strategy	The Leuthold Group, LLC	0.58%
Natixis/Leuthold Select Industries Strategy	The Leuthold Group, LLC	0.53%
Natixis/Leuthold Global Industries Strategy	The Leuthold Group, LLC	0.53%
Natixis/Leuthold Factor Tilt Strategy	The Leuthold Group, LLC	0.53%
Natixis/Madison Large Cap Strategy	Madison Investment Advisors, LLC	0.48%
Natixis/Madison Mid Cap Strategy	Madison Investment Advisors, LLC	0.53%
Natixis/Madison High Quality Intermediate Government/Corporate Bond Strategy	Madison Investment Advisors, LLC	0.43%

Investment Strategy	Unaffiliated Model Portfolio Provider	Fee Rates
Natixis/Madison Intermediate Government/Corporate Bond Strategy	Madison Investment Advisors, LLC	0.43%
Natixis/Madison Corporate Bond Strategy	Madison Investment Advisors, LLC	0.43%
Natixis/Madison Corporate Bond Ladder 1-3 Year Strategy	Madison Investment Advisors, LLC	0.33%
Natixis/Madison Corporate Bond Ladder 1-5 Year Strategy	Madison Investment Advisors, LLC	0.33%
Natixis/Madison Corporate Bond Ladder 1-10 Year Strategy	Madison Investment Advisors, LLC	0.33%
Natixis/Madison Government Bond Strategy	Madison Investment Advisors, LLC	0.43%
Natixis/Madison Municipal Bond Strategy	Madison Investment Advisors, LLC	0.43%
Natixis/Madison International Growth Equity Strategy	Madison Investment Advisors, LLC	0.53%
Natixis/Mesirow Financial SMID Cap Value Sustainable Equity Strategy	Mesirow Financial Investment Management, Inc.	0.58%
Natixis/Mesirow Financial Small Cap Value Equity Strategy	Mesirow Financial Investment Management, Inc.	0.58%
Natixis/Mesirow Financial Small Cap Value Sustainable Equity Strategy	Mesirow Financial Investment Management, Inc.	0.58%
Natixis/Mesirow Financial SMID Cap Value Equity Strategy	Mesirow Financial Investment Management, Inc.	0.58%
Natixis/MFS Research International ADR SMA Strategy	MFS Institutional Advisors, Inc.	0.52%
Natixis/MFS Large Cap Growth SMA Strategy	MFS Institutional Advisors, Inc.	0.50%
Natixis/MFS Large Cap Value SMA Strategy	MFS Institutional Advisors, Inc.	0.52%
Natixis/Mondrian International Equity ADR SMA Strategy	Mondrian Investment Partners Limited	0.53%
Natixis/Morgan Dempsey Small/Micro Cap Value Strategy	Morgan Dempsey Capital Management LLC	0.53%
Natixis/Morgan Dempsey Large Cap Value Strategy	Morgan Dempsey Capital Management LLC	0.53%
Natixis/Morgan Dempsey Mid Cap Strategy	Morgan Dempsey Capital Management LLC	0.53%
Natixis/Morgan Dempsey Small/Mid Cap Value Strategy	Morgan Dempsey Capital Management LLC	0.53%
Natixis/Morris Capital Large Cap Growth Strategy	Morris Capital Advisors, LLC	0.43%

Investment Strategy	Unaffiliated Model Portfolio Provider	Fee Rates
Natixis/MSIM Applied Global Core Equity Strategy	Morgan Stanley Investment Management Inc.	0.53%
Natixis/MSIM Applied Global Concentrated Equity Strategy	Morgan Stanley Investment Management Inc.	0.53%
Natixis/MSIM Applied US Core Equity Strategy	Morgan Stanley Investment Management Inc.	0.48%
Natixis/Neuberger Berman International ADR Strategy	Neuberger Berman Investment Adviser, LLC	0.58%
Natixis/Neuberger Berman All Cap Core (no MLP) Strategy	Neuberger Berman Investment Adviser, LLC	0.58%
Natixis/Neuberger Berman Core Bond Strategy	Neuberger Berman Investment Adviser, LLC	0.43%
Natixis/Neuberger Berman Limited Maturity Strategy	Neuberger Berman Investment Adviser, LLC	0.43%
Natixis/Nicholas U.S. Growth Equity (Mid Cap Growth) Strategy	Nicholas Investment Partners	0.53%
Natixis/Nicholas US Small Cap (Small Cap Growth) Strategy	Nicholas Investment Partners	0.58%
Natixis/Nicholas US SMID Growth Strategy	Nicholas Investment Partners	0.58%
Natixis/Nicholas Concentrated US Equity (All Cap Growth) Strategy	Nicholas Investment Partners	0.58%
Natixis/Nicholas Convertibles Strategy	Nicholas Investment Partners	0.53%
Natixis/Nuveen Limited Maturity Municipal Fixed Income Strategy	Nuveen Asset Management, LLC	0.43%
Natixis/Parnassus Core Equity Strategy	Parnassus Investments, LLC	0.46%
Natixis/Polen Capital Focus Growth Strategy	Polen Capital Management, LLC	0.58%
Natixis/Polen Capital U.S. Small Company Growth Strategy	Polen Capital Management, LLC	0.68%
Natixis/Polen Capital International Growth (ADR) Strategy	Polen Capital Management, LLC	0.58%
Natixis/Polen Capital Global Growth (ADR) Strategy	Polen Capital Management, LLC	0.58%
Natixis/Principal Edge SMA Concentrated Mid Cap Strategy	Principal Global Investors, LLC	0.53%
Natixis/Principal SMA Blue Chip Equity Strategy	Principal Global Investors, LLC	0.58%
Natixis/Principal SMA Mid Cap Equity Strategy	Principal Global Investors, LLC	0.58%
Natixis/Principal SMA US Real Estate Securities	Principal Global Investors, LLC	0.54%
Natixis/Promethos Capital International Equity-ADR Strategy	Promethos Capital, LLC	0.53%

Investment Strategy	Unaffiliated Model Portfolio Provider	Fee Rates
Natixis/RE Advisers Homestead Large Value Strategy	RE Advisers Corporation	0.53%
Natixis/RNC Genter Municipal Quality Intermediate Strategy	RNC Genter Capital Management	0.38%
Natixis/RNC Genter Municipal Quality Short Term Strategy	RNC Genter Capital Management	0.38%
Natixis/RNC Genter Taxable Quality Intermediate Strategy	RNC Genter Capital Management	0.33%
Natixis/RNC Genter Taxable Quality Short Term Strategy	RNC Genter Capital Management	0.33%
Natixis/RNC Genter Taxable Corporate Short Strategy	RNC Genter Capital Management	0.33%
Natixis/RNC Genter Dividend Income Equity Strategy	RNC Genter Capital Management	0.53%
Natixis/Sage ESG Intermediate Fixed Income Strategy	Sage Advisory Services, Ltd. Co.	0.41%
Natixis/Sage Impact Bond Strategy	Sage Advisory Services, Ltd. Co.	0.41%
Natixis/Sawgrass Diversified Large Cap Growth Strategy	Sawgrass Asset Management, LLC	0.47%
Natixis/Sawgrass Small Cap Growth Equity Strategy	Sawgrass Asset Management, LLC	0.63%
Natixis/Sawgrass Genesis Small Growth Equity Strategy	Sawgrass Asset Management, LLC	0.63%
Natixis/Schafer Cullen International High Dividend Value ADR Strategy	Schafer Cullen Capital Management	0.48%
Natixis/Schafer Cullen High Dividend Value Equity Strategy	Schafer Cullen Capital Management	0.48%
Natixis/Segall Bryant & Hamill All-Cap Core Strategy	Segall Bryant & Hamill	0.48%
Natixis/Segment Tax-Efficient Rising Dividend Strategy	Segment Wealth Management, LLC	0.43%
Natixis/Seizert Capital Large Cap Value Strategy	Seizert Capital Partners	0.48%
Natixis/Seizert Capital Mid Cap Strategy	Seizert Capital Partners	0.53%
Natixis/Seizert Capital Small Cap Value Strategy	Seizert Capital Partners	0.68%
Natixis/Sound Shore Large Cap Value Strategy	Sound Shore Management, Inc.	0.48%
Natixis/Stance Equity ESG Large Cap Core Strategy	Stance Capital, LLC	0.53% on first $100 Million; 0.48% on next $200 Million; 0.43% over $300 Million.
Natixis/Sterling Special Opportunities (Multi Cap Core) Strategy	Sterling Capital Management LLC	0.50%
Natixis/Sterling Equity Income Strategy	Sterling Capital Management LLC	0.50%

Investment Strategy	Unaffiliated Model Portfolio Provider	Fee Rates
Natixis/Sterling SMID Opportunities Strategy	Sterling Capital Management LLC	0.50%
Natixis/Sterling Stratton Small Value Strategy	Sterling Capital Management LLC	0.63%
Natixis/Sterling Global Leaders Strategy	Sterling Capital Management LLC	0.50%
Natixis/Sterling Mid Cap Value Strategy	Sterling Capital Management LLC	0.53%
Natixis/Sterling Focus Equity Strategy	Sterling Capital Management LLC	0.50%
Natixis/Strategas Core Strategy	Strategas Asset Management	0.33%
Natixis/Strategas Global Asset Allocation Strategy	Strategas Asset Management	0.38%
Natixis/Strategas Go Anywhere Strategy	Strategas Asset Management	0.33%
Natixis/Strategas New Sovereigns Portfolio Strategy	Strategas Asset Management	0.48%
Natixis/Strategas Policy Opportunities Portfolio Strategy	Strategas Asset Management	0.48%
Natixis/T. Rowe Price U.S. Growth Stock Equity SMA Strategy	T. Rowe Price Associates, Inc.	0.46%
Natixis/T. Rowe Price U.S. Value Equity SMA Strategy	T. Rowe Price Associates, Inc.	0.46%
Natixis/T. Rowe Price U.S. Blue Chip Equity SMA Strategy	T. Rowe Price Associates, Inc.	0.46%
Natixis/T. Rowe Price U.S. Large Cap Core Equity SMA Strategy	T. Rowe Price Associates, Inc.	0.46%
Natixis/T. Rowe Price U.S. Select Value Equity SMA Strategy	T. Rowe Price Associates, Inc.	0.46%
Natixis/T. Rowe Price International Core Equity SMA Strategy	T. Rowe Price Associates, Inc.	0.50%
Natixis/London Mid Cap Strategy	The London Company	0.58%
Natixis/London Income Equity Strategy	The London Company	0.53%
Natixis/London SMID Strategy	The London Company	0.58%
Natixis/London Large Cap Strategy	The London Company	0.53%
Natixis/Thornburg Emerging Markets ADR Strategy	Thornburg Investment Management, Inc.	0.63%
Natixis/Thornburg Equity Income Builder Strategy	Thornburg Investment Management, Inc.	0.53%
Natixis/Thornburg International ADR Strategy	Thornburg Investment Management, Inc.	0.53%

Investment Strategy	Unaffiliated Model Portfolio Provider	Fee Rates
Natixis/Thornburg International Growth ADR Strategy	Thornburg Investment Management, Inc.	0.53%
Natixis/Thornburg U.S. Equity Strategy	Thornburg Investment Management, Inc.	0.48%
Natixis/Titleist Asset Management Dividend Growth Strategy	Titleist Asset Management, Ltd.	0.58%
Natixis/Uniplan High Income Total Return Strategy	Uniplan Investment Counsel	0.53%
Natixis/Water Asset Management Global Water Equity Fund, L.P.	Water Asset Management, LLC	0.53% on first $100 Million; 0.48% on next $200 Million; and 0.43% over $300 Million.
Natixis/Waycross Focused Core Equity Strategy	Waycross Partners, LLC	0.47%
Natixis/Waycross Diversified Core Equity Strategy	Waycross Partners, LLC	0.47%
Natixis/WCM Focused Growth International Strategy	WCM Investment Management	1.00%
Natixis/WCM Focused International Value Strategy	WCM Investment Management	0.75%
Natixis/WCM Focused Mid Cap Strategy	WCM Investment Management	0.75%
Natixis/WCM Focused SMID Cap Strategy	WCM Investment Management	0.75%
Natixis/WCM Focused U.S. Growth Strategy	WCM Investment Management	0.75%
Natixis/WCM Select U.S. Growth Strategy	WCM Investment Management	0.75%
Natixis/WCM Quality Global Growth Strategy	WCM Investment Management	0.65%
Natixis/WCM Quality Dividend Growth Strategy	WCM Investment Management	0.53%
Natixis/WCM Dividend All-Cap Strategy	WCM Investment Management	0.53%
Natixis/Wellington Climate Adaptation Strategy	Wellington Management Company, LLP	0.93% on first $25 Million; 0.88% on next $25 Million; and 0.83% over $50 Million.
Natixis/Woodward SMID Strategy	Woodward Investment Management, LLC	0.63%

Appendix 4
Investment Company Strategy List & Risk Description

Investment Strategy	Allocation Risk	Authorized Participant Concentration	Below Investment Grade Fixed-Income Securities Risk	Credit/Counterparty Risk	Currency Risk	Cybersecurity Risk	Derivatives Risk	Emerging Markets Risk	Equity Securities Risk	Equity -Linked Notes Risk	Focused Investment Risk	Foreign Securities Risk	Index Call Options Risk	Inflation-Protected Securities Risk	Interest Rate Risk	Investments in Other Investment Companies Risk	Large Capitalization Companies Risk	Large Investor Risk	Leverage Risk	Liquidity Risk	Management Risk	Market/Issuer Risk	Master Limited Partnership Risk	Mid-Capitalization Companies Risk	Models and Data Risk	Mortgage-Related and Asset-Backed Securities Risk	Municipal Securities Risk	New and Smaller Sized Fund Risk	Non-Diversification Risk	Operational Risk	Options Risk	Premium/Discount Risk	REITs Risk	Retirement Risk	Secondary Market Trading Risk	Short Sale Risk	Small-Capitalization Companies Risk	Small- and Mid-Capitalization Companies Risk	Sustainable Investment Style Risk	Trading Issues Risk	Valuation Risk
Natixis Loomis Sayles Short Duration Income ETF Strategy		X	X	X		X	X	X				X			X				X	X	X	X				X		X		X		X			X					X	X
Natixis Gateway Quality Income ETF Strategy		X		X		X	X		X	X						X	X		X	X	X	X		X				X		X	X	X			X					X	X
Natixis Oakmark Strategy						X			X		X					X				X	X	X		X						X											X
Natixis Oakmark International Strategy					X	X		X	X		X	X				X				X	X	X		X						X											X
Natixis Sustainable Future 2015 Strategy	X		X	X	X	X	X	X	X			X		X	X	X		X	X	X	X	X		X		X				X				X				X	X		X
Natixis Sustainable Future 2020 Strategy	X		X	X	X	X	X	X	X			X		X	X	X		X	X	X	X	X		X		X				X				X				X	X		X
Natixis Sustainable Future 2025 Strategy	X		X	X	X	X	X	X	X			X		X	X	X		X	X	X	X	X		X		X				X				X				X	X		X
Natixis Sustainable Future 2030 Strategy	X		X	X	X	X	X	X	X			X		X	X	X		X	X	X	X	X		X		X				X				X				X	X		X
Natixis Sustainable Future 2035 Strategy	X		X	X	X	X	X	X	X			X		X	X	X		X	X	X	X	X		X		X				X				X				X	X		X

Investment Strategy	Allocation Risk	Authorized Participant	Below Investment Grade Fixed-Income Securities Risk	Credit/Counterparty Risk	Currency Risk	Cybersecurity Risk	Derivatives Risk	Emerging Markets Risk	Equity Securities Risk	Equity -Linked Notes Risk	Focused Investment Risk	Foreign Securities Risk	Index Call Options Risk	Inflation-Protected Securities Risk	Interest Rate Risk	Investments in Other Investment Companies Risk	Large Capitalization Companies Risk	Large Investor Risk	Leverage Risk	Liquidity Risk	Management Risk	Market/Issuer Risk	Master Limited Partnership Risk	Mid-Capitalization Companies	Models and Data Risk	Mortgage-Related and Asset-Backed Securities Risk	Municipal Securities Risk	New and Smaller Sized Fund Risk	Non-Diversification Risk	Operational Risk	Options Risk	Premium/Discount Risk	REITs Risk	Retirement Risk	Secondary Market Trading Risk	Short Sale Risk	Small-Capitalization Companies Risk	Small- and Mid- Capitalization Companies Risk	Sustainable Investment Style Risk	Trading Issues Risk	Valuation Risk
Natixis Sustainable Future 2040 Strategy	X		X	X	X	X	X	X	X			X		X	X	X		X	X	X	X	X		X		X				X				X				X	X		X
Natixis Sustainable Future 2045 Strategy	X		X	X	X	X	X	X	X			X		X	X	X		X	X	X	X	X		X		X				X				X				X	X		X
Natixis Sustainable Future 2050 Strategy	X		X	X	X	X	X	X	X			X		X	X	X		X	X	X	X	X		X		X				X				X				X	X		X
Natixis Sustainable Future 2055 Strategy	X		X	X	X	X	X	X	X			X		X	X	X		X	X	X	X	X		X		X				X				X				X	X		X
Natixis Sustainable Future 2060 Strategy	X		X	X	X	X	X	X	X			X		X	X	X		X	X	X	X	X		X		X				X				X				X	X		X
Natixis Sustainable Future 2065 Strategy	X		X	X	X	X	X	X	X			X		X	X	X		X	X	X	X	X		X		X				X				X				X	X		X
Natixis U.S. Equity Opportunities Strategy	X			X		X		X	X			X								X	X	X		X						X			X					X			X
VNIM Select Strategy			X	X		X	X	X	X		X	X			X				X	X	X	X		X					X	X			X			X		X			X
VNIM Small Cap Value Strategy						X		X	X		X	X								X	X	X		X						X			X			X	X	X			X
VNIM Mid Cap Strategy						X		X	X		X	X				X				X	X	X		X						X			X				X	X			X

Risk Descriptions
Risk is inherent in all investing. The value of your investment as well as the amount of return you receive on your investment may fluctuate significantly from day to day and over time. You may lose part or all of your investment or your investment may not perform as well as other similar investments. The following is a summary description of certain risks of investing.
Allocation Risk: Investment performance depends on how the strategy's assets are allocated. The allocation may not be optimal in every market condition. Investors could lose money on their investment in the strategy as a result of such allocation.
Authorized Participant Concentration Risk: Only an authorized participant ("Authorized Participant") may engage in creation or redemption transactions directly with the strategy. The Fund has a limited number of institutions that act as Authorized Participants, none of which are or will be obligated to engage in creation or redemption transactions. To the extent that these institutions exit the business or are unable to proceed with creation and/or redemption orders with respect to the strategy and no other Authorized Participant is able to step forward to create or redeem Creation Units, Fund shares may trade at a discount to net asset value ("NAV") and possibly face trading halts and/or delisting.
Below Investment Grade Fixed-Income Securities Risk: Investments in below investment grade fixed-income securities, also known as "junk bonds," may be subject to greater risks than other fixed-income securities, including being subject to greater levels of interest rate risk, credit/counterparty risk (including a greater risk of default) and liquidity risk. The ability of the issuer to make principal and interest payments is predominantly speculative for below investment grade fixed-income securities.
Credit/Counterparty Risk: Credit/counterparty risk is the risk that the issuer or the guarantor of a fixed-income security, or the counterparty to a derivatives or other transaction, will be unable or unwilling to make timely payments of interest or principal or to otherwise honor its obligations. The Fund will be subject to credit/counterparty risk with respect to the counterparties of its derivative transactions. Many of the protections afforded to participants on organized exchanges, such as the performance guarantee of an exchange clearing house, are not available in connection with OTC derivative transactions, such as foreign currency transactions. As a result, in instances when the strategy enters into OTC derivative transactions, the strategy will be subject to the risk that its counterparties will not perform their obligations under the transactions and that the strategy will sustain losses or be unable to realize gains.
Currency Risk: Fluctuations in the exchange rates between different currencies may negatively affect an investment.
Cybersecurity Risk: Failures or breaches of the electronic systems of the strategy, the Adviser, the Subadviser and the strategy's other service providers, market makers, listing exchange, Authorized Participants or the issuers of securities in which the strategy invests have the ability to cause disruptions and negatively impact the strategy's business operations, potentially resulting in financial losses to the strategy and its shareholders.

Risk Descriptions
Derivatives Risk: Derivatives are subject to changes in the value of the underlying asset or indices on which such transactions are based. There is no guarantee that the use of derivatives will be effective or that suitable transactions will be available. Even a small investment in derivatives may give rise to leverage risk and can have a significant impact on the investment's exposure to securities markets values, interest rates or currency exchange rates. It is possible that the investment's liquid assets may be insufficient to support obligations under derivatives positions. The use of derivatives for other than hedging purposes may be considered a speculative activity, and involves greater risks than are involved in hedging. The use of derivatives may cause the strategy to incur losses greater than those that would have occurred had derivatives not been used. The use of derivatives such as forward currency contracts, structured notes, futures transactions and swap transactions involves other risks, such as the credit risk relating to the other party to a derivative contract (which is greater for forward currency contracts, swaps and other over-the-counter traded derivatives), the risk of difficulties in pricing and valuation, the risk that changes in the value of a derivative may not correlate perfectly with relevant assets, rates or indices, liquidity risk, allocation risk and the risk of losing more than the initial margin required to initiate derivatives positions. There is also the risk that the investment manager may be unable to terminate or sell a derivatives position at an advantageous time or price. The Fund's derivative counterparties may experience financial difficulties or otherwise be unwilling or unable to honor their obligations, possibly resulting in losses to the strategy.
Emerging Markets Risk: In addition to the risks of investing in foreign investments generally, emerging markets investments are subject to greater risks arising from political or economic instability, nationalization or confiscatory taxation, currency exchange restrictions, sanctions by the U.S. government and an issuer's unwillingness or inability to make principal or interest payments on its obligations. Emerging markets companies may be smaller and have shorter operating histories than companies in developed markets.
Equity-Linked Notes Risk: When the Fund invests in ELNs, it receives cash but limits its opportunity to profit from an increase in the market value of the instrument because of the limits relating to the written index call options exposure replicated within the particular ELN. Investing in ELNs may be more costly to the Fund than if the Fund had invested in the underlying instruments directly. Investments in ELNs often have risks similar to the underlying instruments being replicated, which include market risk. ELNs are derivatives and therefore are subject to derivatives risk. In addition, since ELNs are in note form, ELNs are subject to certain debt securities risks, such as credit and counterparty risk. Should the prices of the underlying instruments move in an unexpected manner, the Fund may not achieve the anticipated benefits of an investment in an ELN, and may realize losses, which could be significant and could include the Fund's entire principal investment in such ELN. Investments in ELNs are also subject to liquidity risk, which may make ELNs difficult to sell and value. Alack of liquidity may also cause the value of the ELN to decline. In addition, ELNs may exhibit price behavior that does not correlate with the underlying securities being replicated. The Fund's ELN investments are subject to the risk that issuers and/or counterparties will fail to make payments when due or default completely, which could result in a loss of all or part of the Fund's investment. Prices of the Fund's ELN investments may be adversely affected if any of the issuers or counterparties it is invested in are subject to an actual or perceived deterioration in their credit quality. As with all investments, successful use of ELNs depends in significant part on the accuracy of the Subadviser's analysis of the issuer's creditworthiness and financial prospects, and of the Subadviser's forecast as to changes in relevant economic and financial market conditions and factors.

Risk Descriptions
Equity Securities Risk: The value of the strategy's investments in equity securities could be subject to the risks of unpredictable declines in the value of individual securities and periods of below-average performance in individual securities or in the equity market as a whole. Securities issued in IPOs tend to involve greater market risk than other equity securities due, in part, to public perception and the lack of publicly available information and trading history. Rule 144A securities may be less liquid than other equity securities. Growth stocks are generally more sensitive to market movements than other types of stocks primarily because their stock prices are based heavily on future expectations. If the an advisor's or subadviser's assessment of the prospects for a company's growth is wrong, or if their judgment of how other investors will value the company's growth is wrong, then the price of the company's stock may fall or not approach the value that the advisor or subadviser has placed on it. Value stocks can perform differently from the market as a whole and from other types of stocks. Value stocks also present the risk that their lower valuations fairly reflect their business prospects and that investors will not agree that the stocks represent favorable investment opportunities, and they may fall out of favor with investors and underperform growth stocks during any given period. In the event an issuer is liquidated or declares bankruptcy, the claims of owners of the issuer's bonds and preferred stock generally take precedence over the claims of those who own common stock. Small- and mid-capitalization and emerging growth companies may be subject to more abrupt price movements, limited markets and less liquidity than larger, more established companies, which could adversely affect the value of the strategy's equity portfolio.
Focused Investment Risk: Because the strategy may invest in a small number of industries or securities, it may have more risk because the impact of a single economic, political or regulatory occurrence may have a greater adverse impact on the strategy's net asset value.
Foreign Securities Risk: Investments in foreign securities may be subject to greater political, economic, environmental, credit/counterparty and information risks. The Fund's investments in foreign securities also are subject to foreign currency fluctuations and other foreign currency-related risks. Foreign securities may be subject to higher volatility than U.S. securities, varying degrees of regulation and limited liquidity. Foreign securities held by an exchange traded fund (ETF) may trade on foreign exchanges that are closed when the securities exchange on which the ETF shares trade is open, which may result in deviations between the current price of a foreign security and the last quoted price for that security (i.e., the ETF's quote from the closed foreign market). This could result in premiums or discounts to NAV that may be greater than those experienced by other ETFs.
Index Call Options Risk: As the seller of the index call option, the Fund may write index call options, typically on broad-based securities market indices, with an aggregate notional value less than the market value of its broadly diversified stock portfolio. As the seller of the index call option, the Fund receives cash(the "premium") from the purchaser. The premium, the exercise price and the value of the index determine the gain or loss realized by the Fund as the seller of the index call option. The Fund can also repurchase the call option prior to the expiration date, ending its obligation. In such a case, the difference between the cost of repurchasing the option and the premium received will determine the gain or loss realized by the Fund.
Inflation-Protected Securities Risk: Inflation-protected securities are subject to the risk that the rate of inflation will be lower than expected. Inflation-protected securities are intended to protect against inflation by adjusting the interest or principal payable on the security by an amount based upon an index intended to measure the rate of inflation. There can be no assurance that the relevant index will accurately measure the rate of inflation, in which case the securities may not work as intended.

Risk Descriptions
Interest Rate Risk: Interest rate risk is the risk that the value of the strategy's investments will fall if interest rates rise. Generally, the value of fixed-income securities rises when prevailing interest rates fall and falls when interest rates rise. Interest rate risk generally is greater for funds that invest in fixed-income securities with relatively longer durations than for funds that invest in fixed-income securities with shorter durations. In addition, an economic downturn or period of rising interest rates could adversely affect the markets for these securities and reduce the strategy's ability to sell them, negatively impacting the performance of the strategy. Potential future changes in government monetary policy may affect the level of interest rates, and the current historically low interest rate environment increases the likelihood of interest rates rising in the future.
Investments in Other Investment Companies Risk: The Fund will indirectly bear the management, service and other fees of any other investment companies in which it invests in addition to its own expenses.
Large Capitalization Companies Risk: The securities of large-capitalization companies may be relatively mature compared to smaller companies and therefore subject to slower growth during times of economic expansion. Large-capitalization companies may also be unable to respond quickly to new competitive challenges, such as changes in technology and consumer tastes. The Fund's performance may be adversely affected if securities of large capitalization companies outperform the market as a whole because although the Fund owns large-capitalization equities through its Equity Portfolio, the Fund also invests in ELNs with short call option spreads on large-capitalization equities (e.g., the S&P 500). Because ELNs generate income from premiums on options sold and are subject to limited upside appreciation given their use of short call option spreads on large-capitalization equities, the outperformance of, or volatility related to, large-capitalization companies may adversely impact the ELN's performance, which in turn may adversely impact Fund performance.
Large Investor Risk: Ownership of shares of the strategy may be concentrated in one or a few large investors. Such investors may redeem shares in large quantities or on a frequent basis. Redemptions by a large investor can affect the performance of the strategy, may increase realized capital gains, may accelerate the realization of taxable income to shareholders and may increase transaction costs. These transactions potentially limit the use of any capital loss carryforwards and certain other losses to offset future realized capital gains (if any). Such transactions may also increase the strategy's expenses.
Leverage Risk: Use of derivative instruments may involve leverage. Leverage is the risk associated with securities or practices that multiply small index, market or asset-price movements into larger changes in value. The use of leverage increases the impact of gains and losses on a fund's returns, and may lead to significant losses if investments are not successful.
Liquidity Risk: Liquidity risk is the risk that the strategy may be unable to find a buyer for its investments when it seeks to sell them or to receive the price it expects. Decreases in the number of financial institutions willing to make markets in the strategy's investments or in their capacity or willingness to transact may increase the strategy's exposure to this risk. Events that may lead to increased redemptions, such as market disruptions or increases in interest rates, may also negatively impact the liquidity of the strategy's investments when it needs to dispose of them. If the strategy is forced to sell its investments at an unfavorable time and/or under adverse conditions in order to meet redemption requests, such sales could negatively affect the strategy. Securities acquired in a private placement, such as Rule 144A securities, are generally subject to greater liquidity risk because they are subject to strict restrictions on resale and there may be no liquid secondary market or ready purchaser for such securities. Non- exchange traded derivatives are generally subject to greater liquidity risk as well. Liquidity issues may also make it difficult to value the strategy's investments.

Risk Descriptions
Management Risk: A strategy used by the investment manager may fail to produce the intended result.
Market/Issuer Risk: The market value of a Fund's investments will move up and down, sometimes rapidly and unpredictably, based upon overall market and economic conditions, as well as a number of reasons that directly relate to the issuers of the strategy's investments, such as management performance, financial condition and demand for the issuers' goods and services.
Master Limited Partnership Risk: Investments in MLPs involve risks in addition to the risks associated with investments in securities with similar characteristics, such as common stock of a corporation. Holders of common interests in MLPs typically have limited control and limited rights to vote on matters affecting the MLP. Conflicts of interest may also exist between an MLP's common interest holders and its general partner or managing member, including those arising from incentive distribution payments. Many interests in MLPs are subject to restrictions on resale and may therefore be less liquid than other investments, which may subject MLP interests to more abrupt or erratic price movements and may increase the difficulty of disposing of such interests at favorable times and prices. The Fund may gain exposure to MLPs through derivatives, including exchange-traded notes ("ETNs") and swaps, exposing the strategy to the risks of investing in derivatives generally. MLPs often own interests in energy infrastructure properties, including pipelines, or engage in activities related to the energy sector. Accordingly, to the extent the strategy invests in MLPs, it will likely be exposed to risks related to investments in the energy sector. In addition, if an MLP fails to meet the current legal requirements for treatment as a partnership, or if there are changes to the tax laws, an MLP could be treated as a corporation for U.S. federal income tax purposes, obligating the MLP to pay tax at the entity level and significantly reducing the income to the strategy from an investment in an MLP.
Mid-Capitalization Companies Risk: Compared to large-capitalization companies, mid-capitalization companies are more likely to have limited product lines, markets or financial resources. Stocks of these companies often trade less frequently and in limited volume and their prices may fluctuate more than stocks of large-capitalization companies. As a result, it may be relatively more difficult for the strategy to buy and sell securities of mid-capitalization companies.
Models and Data Risk: The Subadviser utilizes various proprietary quantitative models to identify investment opportunities. There is a possibility that one or all of the quantitative models may fail to identify profitable opportunities at any time. Furthermore, the models may incorrectly identify opportunities and these misidentified opportunities may lead to substantial losses for the Fund. Models may be predictive in nature and such models may result in an incorrect assessment of future events. Data used in the construction of models may prove to be inaccurate or stale, which may result in losses for the Fund.
Mortgage-Related and Asset-Backed Securities Risk: In addition to the risks associated with investments in fixed-income securities generally (for example, credit, liquidity and valuation risk), mortgage-related and asset-backed securities are subject to the risks of the mortgages and assets underlying the securities as well as prepayment risk, the risk that the securities may be prepaid and result in the reinvestment of the prepaid amounts in securities with lower yields than the prepaid obligations. Conversely, there is a risk that an unexpected rise in interest rates will extend the life of a mortgage-related or asset-backed security beyond the expected prepayment time, typically reducing the security's value, which is called extension risk. The investor also may incur a loss when there is a prepayment of securities that were purchased at a premium. The investments in other asset-backed securities are subject to risks similar to those associated with mortgage-related securities, as well as additional risks associated with the nature of the assets and the servicing of those assets.

Risk Descriptions
Municipal Securities Risk: Municipal bonds are investments issued by states, cities, public authorities or political subdivisions to raise money for public purposes, including general obligation bonds and revenue obligations. Municipal securities are subject to information risk, liquidity risk, credit risk and the risks that economic, political, fiscal or regulatory events, legislative changes and the enforceability of rights of municipal bond holders could adversely affect the values of municipal bonds. Municipal obligations may be susceptible to downgrades or defaults during recessions or similar periods of economic stress and insolvent municipalities may file for bankruptcy, which could significantly affect the rights of creditors and the value of the municipal securities. In addition, if the municipal securities held by the strategy fail to meet certain legal requirements allowing interest distributed from such securities to be tax-exempt, the interest received and distributed to shareholders by the strategy may be taxable.
New and Smaller Sized Fund Risk: The Fund is relatively new and has a limited operating history for investors to evaluate and may not be successful in implementing its investment strategies. The Fund may fail to attract sufficient assets to achieve or maintain economies of scale, which could result in the strategy being liquidated at any time without shareholder approval and at a time that may not be favorable for all shareholders.
Non-Diversification Risk: Compared with other mutual funds, the strategy may invest a greater percentage of its assets in a particular issuer and may invest in fewer issuers. Therefore, the strategy may have more risk because changes in the value of a single security or the impact of a simple economic, political or regulatory occurrence may have a greater adverse impact on the strategy's net asset value.
Operational Risk: The Fund is exposed to operational risk arising from a number of factors, including but not limited to human error, processing and communication errors, errors of the strategy's service providers, market makers, listing exchange, Authorized Participants, or the issuers of securities in which the strategy invests or with which they do business, failed or inadequate processes and technology or systems failures.
Options Risk: The Fund may invest in ELNs that incorporate the characteristics of index call options. The value of the ELNs, and therefore the Fund's, replication of the characteristics of index options will fluctuate in response to changes in the value of the underlying securities. Writing index call options limits the opportunity to profit from an increase in the market value of stocks in exchange for up-front cash at the time of selling the index call option. The Fund may replicate purchasing index call options through its use of ELNs. If it does so, it also risks losing all or part of the cash paid. Unusual market conditions or the lack of a ready market for any particular option at a specific time may reduce the effectiveness of the Fund's option strategies, and for these and other reasons the Fund's option strategies may not reduce the Fund's volatility to the extent desired.
Premium/Discount Risk: Shares of the strategy are listed for trading on the NYSE Arca, Inc. (the "NYSE Arca") and are bought and sold in the secondary market at market prices that may differ from their most recent NAV. The market value of the strategy's shares will fluctuate, in some cases materially, in response to changes in the strategy's NAV, the intraday value of the strategy's holdings, and the relative supply and demand for the strategy's shares on the exchange. Disruptions to creations and redemptions, the existence of extreme market volatility or potential lack of an active trading market for shares may result in shares trading at a significant premium or discount to NAV and/or in a reduced liquidity of your investment. During such periods, you may be unable to sell your shares or may incur significant losses if you sell your shares. There are various methods by which investors can purchase and sell shares and various types of orders that may be placed. Investors should consult their financial intermediary before purchasing or selling shares of the strategy. If a shareholder purchases shares at a time when the market price is at a premium to the NAV or sells shares at a time when the market price is at a discount to the NAV, the shareholder may sustain losses.

Risk Descriptions
REIT Risk: Investments in the real estate industry, including REITs, are particularly sensitive to economic downturns and are sensitive to factors such as changes in real estate values, property taxes and tax laws, interest rates, cash flow of underlying real estate assets, occupancy rates, government regulations affecting zoning, land use and rents, and the management skill and creditworthiness of the issuer. Companies in the real estate industry may also be subject to liabilities under environmental and hazardous waste laws. In addition, the value of a REIT is affected by changes in the value of the properties owned by the REIT or mortgage loans held by the REIT. Many REITs are highly leveraged, increasing the risk. The Fund will indirectly bear its proportionate share of expenses, including management fees, paid by each REIT in which it invests in addition to the expenses of the strategy.
Retirement Risk: The Fund is not a complete retirement program and there is no guarantee that an investment in the strategy will provide sufficient retirement income at or through retirement. Although the strategy will become more conservative over time (meaning that the strategy will allocate more of its assets to fixed-income investments than equity investments as it nears the target retirement date), the strategy will continue to be exposed to market/issuer risk and the share price of the strategy will fluctuate, even after the strategy reaches its most conservative allocation. This means that you could lose money by investing in the strategy, including losses near, at, or after the target retirement date. In addition, your risk tolerance may change over time, including in ways that do not correlate perfectly with the strategy's glide path. Achieving your retirement goals will depend on many factors, including the amount you save and the period over which you do so.
Secondary Market Trading Risk: Investors buying or selling shares of the strategy in the secondary market will pay brokerage commissions or other charges imposed by broker-dealers as determined by that broker. Brokerage commissions are often a fixed amount and may be a significant proportional cost for investors seeking to buy or sell relatively small amounts of shares.
Short Sale Risk: Short sales can increase the volatility of the strategy and may lower the strategy's return or result in losses, which potentially may be unlimited. If the strategy is unable to borrow securities in connection with a short sale at an advantageous time or price, the strategy may be limited in its ability to pursue its short sale strategy or may incur losses. The use of short sales also exposes the strategy to leverage risk.
Small-Capitalization Companies Risk: Small-cap companies are more likely than larger companies to have limited product lines, markets or financial resources, or to depend on a small, inexperienced management group. Stocks of these companies often trade less frequently and in limited volume and their prices may fluctuate more than stocks of larger companies. Stocks of small-cap companies may therefore be more vulnerable to adverse developments than those of larger companies.
Small- and Mid- Capitalization Companies Risk: Compared to companies with large market capitalization, small- and mid-capitalization companies are more likely to have limited product lines, markets or financial resources, or to depend on a small, inexperienced management group. Securities of these companies often trade less frequently and in limited volume and their prices may fluctuate more than stocks of large- capitalization companies. Stocks of small- and mid-capitalization companies may therefore be more vulnerable to adverse developments than those of larger companies.

Risk Descriptions
Sustainable Investment Style Risk: Because the strategy focuses on equity securities of companies that meet certain ESG criteria, bonds whose purpose is to finance projects with a positive environmental impact and other fixed-income securities that, in the opinion of the Adviser, present minimal ESG concerns, its universe of investments may be smaller than that of other funds and therefore the strategy may underperform the market as a whole if such investments underperform the market. The Fund may forgo opportunities to gain exposure to certain attractive companies, industries, sectors or countries and it may choose to sell a security when it might otherwise be disadvantageous to do so.
Trading Issues Risk: Trading in shares on the NYSE Arca may be halted in certain circumstances. There can be no assurance that the requirements of the NYSE Arca necessary to maintain the listing of the strategy will continue to be met.
Valuation Risk: This is the risk that the strategy has valued certain securities at a higher price than the price at which they can be sold. This risk may be especially pronounced for investments that may be illiquid or may become illiquid.

Appendix 5
Managed Account Strategy List & Risk Description

Investment Strategy	Allocation Risk	Below Investment-Grade Fixed-Income Securities Risk	Credit Risk	Derivatives Risk	Emerging Markets Risk	Equity Securities Risk	Fixed Income Securities Risk	Foreign Securities Risk	Interest Rate Risk	Issuer Risk	Liquidity Risk	Management Risk	Market Risk	Mortgage Related and Asset-Backed Securities Risk	REITs Risk	Small Cap Companies Risk
Affiliated Investment Strategies																
AIA Managed ETF Portfolio Conservative Strategy	X	X	X	X	X	X	X	X	X	X		X	X	X	X	X
AIA Managed ETF Portfolio Moderate Strategy	X	X	X	X	X	X	X	X	X	X		X	X	X	X	X
AIA Managed ETF Portfolio Aggressive Strategy	X	X	X	X	X	X	X	X	X	X		X	X	X	X	X
AIA Managed ETF Portfolio All Equity Strategy	X		X	X	X	X		X				X	X		X	X
AIA Managed ETF Portfolio Income-Conservative Strategy	X	X	X	X	X	X	X	X	X	X		X	X	X	X	X
AIA Managed ETF Portfolio Income-Aggressive Strategy	X	X	X	X	X	X	X	X	X	X		X	X	X	X	X
AIA S&P 400® Strategy						X						X	X		X	
AIA Mid Cap Value Strategy						X						X	X		X	
AIA Mid Cap Growth Strategy						X						X	X		X	
AIA Mid & Large Cap 1000 Strategy						X						X	X			
AIA Mid & Large Cap 1000 Growth Strategy						X						X	X			
AIA Mid & Large Cap 1000 Value Strategy						X						X	X			
AIA S&P 1000® Strategy						X						X	X		X	X
AIA S&P 500® Strategy						X						X	X		X	
AIA Large Cap Value Strategy						X						X	X		X	
AIA Large Cap Growth Strategy						X						X	X		X	
AIA S&P 600® Strategy						X						X	X		X	X
AIA Small Cap Value Strategy						X						X	X		X	X
AIA Small Cap Growth Strategy						X						X	X		X	X
AIA Small Cap 2000 Strategy						X						X	X			X
AIA S&P 1500® Strategy						X						X	X		X	X
AIA All Cap Value Strategy						X						X	X		X	X
AIA All Cap Growth Strategy						X						X	X		X	X
AIA All Cap 3000 Strategy						X						X	X			X

Investment Strategy	Allocation Risk	Below Investment-Grade Fixed-Income Securities Risk	Credit Risk	Derivatives Risk	Emerging Markets Risk	Equity Securities Risk	Fixed Income Securities Risk	Foreign Securities Risk	Interest Rate Risk	Issuer Risk	Liquidity Risk	Management Risk	Market Risk	Mortgage Related and Asset-Backed Securities Risk	REITs Risk	Small Cap Companies Risk
AIA S&P ADR/International Strategy					X	X		X				X	X		X	X
AIA World ex-US Strategy	X				X	X		X				X	X		X	X
AIA Developed ex-US Strategy	X					X		X				X	X		X	X
AIA S&P Global 500 Strategy	X				X	X		X				X	X		X	X
AIA S&P Global 1500 Strategy	X				X	X		X				X	X		X	X
AIA World Strategy	X				X	X		X				X	X		X	X
AIA U.S. Equity Core Plus Strategy						X						X	X		X	X
AIA U.S. Equity Core Plus Tax Managed Strategy						X						X	X		X	X
AIA U.S. All Cap Equity Core Plus Strategy						X						X	X		X	X
AIA U.S. All Cap Equity Core Plus Tax Managed Strategy						X						X	X		X	X
AIA Sustainable & Growing Dividend Strategy						X						X	X		X	X
AEW Diversified REIT Strategy						X						X	X		X	X
Harris Large Cap Value Strategy						X		X				X	X			
Loomis Sayles Core Fixed Income Strategy		X	X	X			X		X	X		X	X	X		
Loomis Sayles Core Total Return Strategy		X	X	X			X		X	X	X	X	X	X		
Loomis Sayles Large Cap Growth Strategy						X		X				X	X			
Loomis Sayles Global Growth ADR Strategy					X	X		X				X	X		X	X
Loomis Sayles Small Mid Core Strategy						X		X				X	X			X
Loomis Sayles Large Cap Value Strategy											X	X	X			
Natixis Alternative Completion Portfolio – Aggressive Strategy	X	X	X	X	X	X	X	X	X	X		X	X	X	X	X
Natixis Alternative Completion Portfolio – Moderate Strategy	X	X	X	X	X	X	X	X	X	X		X	X	X	X	X
Natixis Alternative Completion Portfolio – Conservative Strategy	X	X	X	X	X	X	X	X	X	X		X	X	X	X	X
Natixis Dynamic Core Portfolio – Conservative Strategy	X	X	X	X	X	X	X	X	X	X		X	X	X	X	X
Natixis Dynamic Core Portfolio – Moderately Conservative Strategy	X	X	X	X	X	X	X	X	X	X		X	X	X	X	X
Natixis Dynamic Core Portfolio - Moderate Strategy	X	X	X	X	X	X	X	X	X	X		X	X	X	X	X
Natixis Dynamic Core Portfolio – Moderately Aggressive Strategy	X	X	X	X	X	X	X	X	X	X		X	X	X	X	X
Natixis Dynamic Core Portfolio – Aggressive Strategy	X	X	X	X	X	X	X	X	X	X		X	X	X	X	X
Natixis Clarity Partners Global Moderate Strategy	X	X	X	X	X	X	X	X	X	X		X	X	X	X	X
Natixis Risk Efficient Conservative Strategy	X	X	X	X	X	X	X	X	X	X		X	X	X	X	X
Natixis Risk Efficient Moderate Strategy	X	X	X	X	X	X	X	X	X	X		X	X	X	X	X
Natixis Risk Efficient Growth Strategy	X	X	X	X	X	X	X	X	X	X		X	X	X	X	X
Natixis Risk Efficient Income Strategy	X	X	X	X	X	X	X	X	X	X		X	X	X	X	X
Natixis Tactical Allocation Model – All Equity Strategy	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Natixis Tactical Allocation Model – Aggressive Strategy	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Natixis Tactical Allocation Model – Moderately Aggressive Strategy	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Natixis Tactical Allocation Model – Moderate Strategy	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Natixis Tactical Allocation Model – Moderately Conservative Strategy	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Natixis Tactical Allocation Model – Conservative Strategy	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X

Investment Strategy	Allocation Risk	Below Investment-Grade Fixed-Income Securities Risk	Credit Risk	Derivatives Risk	Emerging Markets Risk	Equity Securities Risk	Fixed Income Securities Risk	Foreign Securities Risk	Interest Rate Risk	Issuer Risk	Liquidity Risk	Management Risk	Market Risk	Mortgage Related and Asset-Backed Securities Risk	REITs Risk	Small Cap Companies Risk
Natixis Tactical Alpha Model – Aggressive Strategy	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Natixis Tactical Alpha Model – Moderately Aggressive Strategy	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Natixis Tactical Alpha Model – Moderate Strategy	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Natixis Tactical Alpha Model – Moderately Conservative Strategy	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Natixis Tactical Alpha Model – Conservative Strategy	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Natixis Tactical Core Model – Aggressive Strategy	X	X	X		X	X	X	X	X	X	X	X	X	X	X	X
Natixis Tactical Core Model – Moderately Aggressive Strategy	X	X	X		X	X	X	X	X	X	X	X	X	X	X	X
Natixis Tactical Core Model – Moderate Strategy	X	X	X		X	X	X	X	X	X	X	X	X	X	X	X
Natixis Tactical Core Model – Moderately Conservative Strategy	X	X	X		X	X	X	X	X	X	X	X	X	X	X	X
Natixis Tactical Core Model – Conservative Strategy	X	X	X		X	X	X	X	X	X	X	X	X	X	X	X
Natixis Tactical Core Tax Aware Model – Aggressive Strategy	X	X	X		X	X	X	X	X	X	X	X	X	X	X	X
Natixis Tactical Core Tax Aware Model – Moderately Aggressive Strategy	X	X	X		X	X	X	X	X	X	X	X	X	X	X	X
Natixis Tactical Core Tax Aware Model – Moderate Strategy	X	X	X		X	X	X	X	X	X	X	X	X	X	X	X
Natixis Tactical Core Tax Aware Model – Moderately Conservative Strategy	X	X	X		X	X	X	X	X	X	X	X	X	X	X	X
Natixis Tactical Core Tax Aware Model – Conservative Strategy	X	X	X		X	X	X	X	X	X	X	X	X	X	X	X
Natixis Tax Managed Core Model – Moderately Aggressive Strategy	X	X	X		X	X	X	X	X	X	X	X	X	X	X	X
Natixis Tax Managed Core Model – Moderate Strategy	X	X	X		X	X	X	X	X	X	X	X	X	X	X	X
Natixis Tax Managed Core Model – Moderately Conservative Strategy	X	X	X		X	X	X	X	X	X	X	X	X	X	X	X
Natixis Strategic Diversified Moderately Conservative Portfolio Strategy	X		X		X	X	X	X	X	X	X	X	X	X		X
Natixis Strategic Diversified Moderate Portfolio Strategy	X		X		X	X	X	X	X	X	X	X	X	X		X
Natixis Strategic Diversified Moderately Aggressive Portfolio Strategy	X		X		X	X	X	X	X	X	X	X	X	X		X
Natixis Strategic Diversified Aggressive Portfolio Strategy	X		X		X	X	X	X	X	X	X	X	X	X		X
Natixis Strategic Diversified All Equity Portfolios Strategy	X		X		X	X		X				X	X			X
Natixis Tax Managed Core Balanced Strategy	X		X			X	X		X	X	X	X	X			
Mirova Global Sustainable Equity ADR Strategy					X	X		X				X	X		X	X
Mirova International Sustainable Equity ADR Strategy					X	X		X			X	X	X			X
Mirova U.S. Sustainable Equity Strategy						X					X	X	X			X
VNIM Select Strategy				X	X	X	X	X			X	X	X			
VNIM Small Cap Value Strategy						X		X				X	X			X
VNIM Mid Cap Strategy						X		X				X	X			X

Investment Strategy	Allocation Risk	Below Investment-Grade Fixed-Income Securities Risk	Credit Risk	Derivatives Risk	Emerging Markets Risk	Equity Securities Risk	Fixed Income Securities Risk	Foreign Securities Risk	Interest Rate Risk	Issuer Risk	Liquidity Risk	Management Risk	Market Risk	Mortgage Related and Asset-Backed Securities Risk	REITs Risk	Small Cap Companies Risk
Unaffiliated Investment Strategies																
Natixis/12th Street Opportunity Managed Account Strategy						X						X	X		X	X
Natixis/1492 Small Cap Growth Strategy						X		X				X	X			X
Natixis/1492 Small Cap Value Strategy						X		X				X	X			X
Natixis/1492 Small Cap Core Alpha Strategy						X		X				X	X			X
Natixis/Advisory Research Global Sustainable Dividend Strategy						X		X				X	X		X	X
Natixis/Advisory Research US Sustainable Dividend Strategy						X						X	X		X	X
Natixis/Advisory Research European Sustainable Dividend Strategy						X		X				X	X		X	X
Natixis/Advisory Research US Large Cap Core Strategy						X						X	X	N	X	X
Natixis/Advisory Research US Small Cap Blue Chip Strategy						X						X	X		X	X
Natixis/Advisory Research US Large Cap Blue Chip Strategy						X						X	X			
Natixis/AllianceBernstein L.P. Municipal Impact Strategy			X				X		X	X	X	X	X			
Natixis/AllianceBernstein L.P. Concentrated Growth Strategy						X						X	X			
Natixis/AllianceBernstein L.P. Large Cap Growth Strategy						X						X	X			
Natixis/AllianceBernstein L.P. Strategic Research Strategy					X	X		X				X	X			
Natixis/AllianceBernstein L.P. Concentrated International Growth ADR Strategy					X	X		X				X	X			
Natixis/AllianceBernstein L.P. Sustainable Global Thematic ADR Strategy					X	X		X				X	X			
Natixis/AllianceBernstein L.P. Sustainable International Thematic ADR Strategy					X	X		X				X	X			
Natixis/AllianceBernstein L.P.International Strategic Core					X	X		X				X	X			
Natixis/Anchor Balanced Value Strategy						X						X	X		X	X
Natixis/Anchor Mid Cap Value Strategy						X						X	X		X	X
Natixis/Anchor All Cap Value Strategy						X						X	X		X	X
Natixis/Anchor Small Cap Value Strategy						X						X	X		X	X
Natixis/Anchor Small Mid Cap Value Strategy						X						X	X		X	X
Natixis/Anchor Dividend Income Value Strategy						X						X	X		X	X
Natixis/Ancora Dividend Value and Equity Strategy						X			X			X	X		X	
Natixis/Applied Finance Valuation 50 Strategy						X			X			X	X		X	
Natixis/Applied Finance Valuation Dividend Strategy						X			X			X	X		X	
Natixis/AQR LC Defensive Style Strategy						X			X			X	X		X	
Natixis/Aristotle Value Equity Strategy						X						X	X		X	
Natixis/Aristotle International Equity ADR Strategy						X		X				X	X		X	
Natixis/Aristotle Small/Mid Cap Equity Strategy						X						X	X		X	X
Natixis/Bernzott US Small Cap Value Strategy						X						X	X		X	X
Natixis/Bernzott US All Cap Value Strategy						X						X	X		X	X
Natixis/BirdRock Small Cap Value Strategy						X						X	X		X	X
Natixis/BirdRock Large Cap Value Strategy						X						X	X		X	
Natixis/Boston Partners International ADR Strategy						X		X				X	X		X	X

Investment Strategy	Allocation Risk	Below Investment-Grade Fixed-Income Securities Risk	Credit Risk	Derivatives Risk	Emerging Markets Risk	Equity Securities Risk	Fixed Income Securities Risk	Foreign Securities Risk	Interest Rate Risk	Issuer Risk	Liquidity Risk	Management Risk	Market Risk	Mortgage Related and Asset-Backed Securities Risk	REITs Risk	Small Cap Companies Risk
Natixis/Boston Partners Large Cap Value Strategy						X						X	X		X	X
Natixis/Boyd Watterson Intermediate Investment Grade Strategy		X	X				X		X	X		X	X			
Natixis/Brookmont Dividend Growth Strategy											X	X	X			
Natixis/Brookmont Quality Growth Strategy											X	X	X			
Natixis/Brookmont Core Dividend Strategy											X	X	X			
Natixis/Capital Group International Equity Strategy						X		X				X	X		X	X
Natixis/Capital Group Global Equity Strategy						X		X				X	X		X	X
Natixis/Capital Group World Dividend Growers Strategy						X		X				X	X		X	X
Natixis/Capital Group US Equity Strategy						X						X	X		X	X
Natixis/Chartwell Mid Cap Value Strategy						X						X	X		X	X
Natixis/Chartwell Dividend Value Strategy						X						X	X		X	X
Natixis/Chartwell Mid Cap Growth Strategy						X						X	X		X	X
Natixis/Coho Relative Value Equity Strategy						X						X	X		X	
Natixis/Coho Relative Value ESG Strategy						X						X	X		X	
Natixis/Columbia Dividend Income Strategy						X						X	X		X	X
Natixis/Columbia Dividend Opportunity Strategy						X						X	X		X	X
Natixis/Columbia Select Large Cap Growth Strategy						X						X	X		X	X
Natixis/Columbia Select Large Cap Value Strategy						X						X	X		X	X
Natixis/Columbia Disciplined Value Strategy						X						X	X		X	X
Natixis/Columbia Small Cap Growth Strategy						X						X	X		X	X
Natixis/Congress Small Cap Growth Strategy						X			X		X	X	X			X
Natixis/Congress Mid Cap Growth Strategy						X			X		X	X	X		X	X
Natixis/Congress Large Cap Growth Strategy						X			X			X	X			
Natixis/Congress Balanced Growth Strategy						X			X			X	X			
Natixis/Confluence Emerging Markets ADR Strategy						X		X				X	X		X	X
Natixis/Confluence International Equity Strategy						X		X				X	X		X	
Natixis/Confluence International Growth Equity Strategy					X	X		X				X	X		X	
Natixis/Cornerstone Concentrated Equity (30) Wrap Strategy						X						X	X		X	X
Natixis/Cornerstone Compass Strategy						X						X	X		X	X
Natixis/Cornerstone Value 50 Strategy						X						X	X		X	X
Natixis/Cornerstone Global Strategy						X		X				X	X		X	X
Natixis/Opportunistic Cornerstone Small Cap Value Strategy						X						X	X		X	X
Natixis/Opportunistic Cornerstone SMID Cap Value Strategy						X		X				X	X		X	X
Natixis/Crawford Dividend Growth Strategy						X					X	X	X			
Natixis/Credit Suisse Asset Management Global Risk Appetite Strategy (GRAS)						X		X				X	X		X	X
Natixis/Driehaus Small/Mid Cap Growth Strategy											X	X	X		X	X
Natixis/Earnest Partners Smid Core Strategy						X						X	X			X
Natixis/Fiera Capital International All Cap ADR Strategy			X	X		X	X	X		X	X			X		

Investment Strategy	Allocation Risk	Below Investment-Grade Fixed-Income Securities Risk	Credit Risk	Derivatives Risk	Emerging Markets Risk	Equity Securities Risk	Fixed Income Securities Risk	Foreign Securities Risk	Interest Rate Risk	Issuer Risk	Liquidity Risk	Management Risk	Market Risk	Mortgage Related and Asset-Backed Securities Risk	REITs Risk	Small Cap Companies Risk
Natixis/Fiera Capital Mid Cap Strategy				X			X	X		X	X		X	X		
Natixis/Forward High Income Total Return Strategy						X						X	X		X	X
Natixis/Foundry Partners Large Cap Value Strategy						X						X	X		X	X
Natixis/Foundry Partners All Cap Value Strategy						X						X	X		X	X
Natixis/Foundry Partners Small Cap Value Strategy						X						X	X		X	X
Natixis/Foundry Partners Mid Cap Growth Strategy						X						X	X		X	X
Natixis/Foundry Partners Small Cap Growth Strategy						X						X	X		X	X
Natixis/Great Lakes Disciplined Equity SMidCap Core Strategy											X	X	X		X	X
Natixis/Great Lakes Disciplined Equity LargeCap Core Strategy											X	X	X			
Natixis/Great Lakes Disciplined Equity AllCap Core Strategy											X	X	X		X	X
Natixis/Great Lakes Disciplined Equity LargeCap-ESG Strategy											X	X	X			
Natixis/Great Lakes Disciplined Equity SMidCap-ESG Strategy											X	X	X		X	X
Natixis/Great Lakes Disciplined Equity Climate Opportunities Strategy											X	X	X		X	X
Natixis/Green Alpha Advisors Next Economy Social Index Strategy						X			X			X	X			X
Natixis/Green Alpha Advisors Growth & Income Portfolio Strategy						X			X			X	X			X
Natixis/Green Alpha Advisors Sierra Club Green Alpha Portfolio Strategy						X			X			X	X			X
Natixis/Green Alpha Next Economy Index Strategy						X						X	X			
Natixis/Green Square Asset Management Equity Income Strategy						X			X			X	X		X	
Natixis/Green Square Asset Management U.S. Core Equity Strategy						X			X			X	X			
Natixis/GCA Mid Cap Equity Strategy						X						X	X		X	X
Natixis/GCA Small Cap Equity Strategy						X						X	X		X	X
Natixis/GCA Global ETF Growth Strategy						X						X	X		X	X
Natixis/Federated/Hermes U.S. SMID Strategy											X	X	X		X	X
Natixis/Horizon Core Value Strategy						X						X	X		X	X
Natixis/Invesco Comstock Strategy						X						X	X		X	X
Natixis/Ironwood Small Cap Core Strategy						X					X	X	X		X	X
Natixis/Jarislowsky International Equity Strategy						X		X				X	X		X	X
Natixis/Jarislowsky Global Equity Strategy						X		X				X	X		X	X
Natixis/Jarislowsky U.S. Opportunity Strategy						X						X	X		X	X
Natixis/Jensen Quality Growth Strategy						X						X	X		X	X
Natixis/J.P. Morgan Equity Income Strategy						X			X			X	X		X	
Natixis/J.P. Morgan International ADR Strategy					X	X		X				X	X			
Natixis/Kayne Small Mid Cap Core Strategy						X					X	X	X		X	X
Natixis/KBI Global Investors Infrastructure Strategy					X	X		X	X	X		X	X		X	X
Natixis/Kirr, Marbach Small-Cap Core Strategy						X						X	X		X	X
Natixis/Kirr, Marbach All-Cap Core Strategy						X						X	X		X	X
Natixis/TCM Multi-Cap Growth Equity Strategy						X						X	X		X	X
Natixis/Lazard Emerging Markets Equity Select ADR Strategy					X						X	X	X			

Investment Strategy	Allocation Risk	Below Investment-Grade Fixed-Income Securities Risk	Credit Risk	Derivatives Risk	Emerging Markets Risk	Equity Securities Risk	Fixed Income Securities Risk	Foreign Securities Risk	Interest Rate Risk	Issuer Risk	Liquidity Risk	Management Risk	Market Risk	Mortgage Related and Asset-Backed Securities Risk	REITs Risk	Small Cap Companies Risk
Natixis/Lazard Emerging Markets Core Equity Select ADR Strategy					X						X	X	X			
Natixis/Lazard Developing Markets Equity Select ADR Strategy											X	X	X			
Natixis/Lazard Global Equity Select ADR Strategy					X	X		X	X	X		X	X			
Natixis/Lazard International Equity Select ADR Strategy											X	X	X			
Natixis/Lazard International Equity Select with EM ADR Strategy					X						X	X	X			
Natixis/Lazard US Equity Select Strategy											X	X	X			
Natixis/Clearbridge Small Cap Strategy											X	X	X		X	X
Natixis/Martin Currie Emerging Markets Strategy					X						X	X	X			
Natixis/Clearbridge Large Cap Growth Strategy						X					X	X	X			
Natixis/Clearbridge Large Cap Growth ESG Strategy						X					X	X	X			
Natixis/Clearbridge International Growth ADR Strategy					X	X		X			X	X	X			
Natixis/Clearbridge International Growth ADR ESG Strategy					X	X		X			X	X	X			
Natixis/Clearbridge International Value ADR Strategy					X	X		X			X	X	X			
Natixis/ClearBridge Small Cap Growth Strategy						X						X	X			X
Natixis/Leuthold Global Tactical ETF Strategy						X		X				X	X		X	X
Natixis/Leuthold Sector Rotation Strategy						X						X	X		X	X
Natixis/Leuthold Core Investment Strategy						X						X	X		X	X
Natixis/Leuthold Select Industries Strategy						X						X	X		X	X
Natixis/Leuthold Global Industries Strategy						X		X				X	X		X	X
Natixis/Leuthold Factor Tilt Strategy						X						X	X		X	X
Natixis/Madison Large Cap Strategy						X						X	X		X	
Natixis/Madison Mid Cap Strategy						X						X	X		X	X
Natixis/Madison High Quality Intermediate Government/Corporate Bond Strategy			X				X		X	X		X	X			
Natixis/Madison Intermediate Government/Corporate Bond Strategy			X				X		X	X		X	X			
Natixis/Madison Corporate Bond Strategy			X				X		X	X		X	X			
Natixis/Madison Corporate Bond Ladder 1-3 Year Strategy			X				X		X	X		X	X			
Natixis/Madison Corporate Bond Ladder 1-5 Year Strategy			X				X		X	X		X	X			
Natixis/Madison Corporate Bond Ladder 1-10 Year Strategy			X				X		X	X		X	X			
Natixis/Madison Government Bond Strategy			X				X		X	X		X	X			
Natixis/Madison International Equity Strategy					X	X		X				X	X		X	X
Natixis/Madison Municipal Bond Strategy			X				X		X	X		X	X			
Natixis/Mesirow Financial SMID Cap Value Sustainable Equity Strategy						X			X	X		X	X		X	X
Natixis/Mesirow Financial Small Cap Value Equity Strategy											X	X	X		X	X

Investment Strategy	Allocation Risk	Below Investment-Grade Fixed-Income Securities Risk	Credit Risk	Derivatives Risk	Emerging Markets Risk	Equity Securities Risk	Fixed Income Securities Risk	Foreign Securities Risk	Interest Rate Risk	Issuer Risk	Liquidity Risk	Management Risk	Market Risk	Mortgage Related and Asset-Backed Securities Risk	REITs Risk	Small Cap Companies Risk
Natixis/Mesirow Financial Small Cap Value Sustainable Equity Strategy											X	X	X		X	X
Natixis/Mesirow Financial SMID Cap Value Equity Strategy											X	X	X		X	X
Natixis/MFS Research International ADR SMA Strategy					X	X		X			X	X	X			
Natixis/MFS Large Cap Growth SMA Strategy						X					X	X	X			
Natixis/MFS Large Cap Value SMA Strategy						X					X	X	X			
Natixis/Mondrian International Equity ADR SMA Strategy					X	X		X				X	X			
Natixis/Morgan Dempsey Small/Micro Cap Value Strategy						X						X	X		X	X
Natixis/Morgan Dempsey Large Cap Value Strategy						X						X	X		X	X
Natixis/Morgan Dempsey Mid Cap Strategy						X						X	X		X	X
Natixis/Morgan Dempsey Small/Mid Cap Value Strategy						X						X	X		X	X
Natixis/Morris Capital Large Cap Growth Strategy						X						X	X		X	
Natixis/MSIM Applied Global Core Equity Strategy						X		X				X	X		X	X
Natixis/MSIM Applied Global Concentrated Equity Strategy						X		X				X	X		X	X
Natixis/MSIM Applied US Core Equity Strategy						X						X	X		X	X
Natixis/Neuberger Berman International ADR Strategy					X	X		X	X			X	X			
Natixis/Neuberger Berman All Cap Core (no MLP) Strategy						X			X			X	X		X	X
Natixis/Neuberger Berman Core Bond Strategy		X	X				X		X	X	X	X	X	X		
Natixis/Neuberger Berman Limited Maturity Strategy			X				X		X	X		X	X	X		
Natixis/Nicholas U.S. Growth Equity (Mid Cap Growth) Strategy						X						X	X		X	X
Natixis/Nicholas US Small Cap (Small Cap Growth) Strategy						X		X				X	X			X
Natixis/Nicholas US SMID Growth Strategy						X		X				X	X			X
Natixis/Nicholas Concentrated US Equity (All Cap Growth) Strategy						X		X				X	X			X
Natixis/Nicholas Convertibles Strategy		X	X				X		X	X		X	X			
Natixis/Nuveen Limited Maturity Municipal Fixed Income Strategy		X	X				X		X	X		X	X			
Natixis/Parnassus Core Equity Strategy						X						X	X			
Natixis/Polen Capital Focus Growth Strategy						X						X	X		X	X
Natixis/Polen Capital U.S. Small Company Growth Strategy						X					X	X	X		X	X
Natixis/Polen Capital International Growth (ADR) Strategy					X	X		X			X	X	X			
Natixis/Polen Capital Global Growth (ADR) Strategy					X	X		X			X	X	X			
Natixis/Principal Edge SMA Concentrated Mid Cap Strategy						X			X	X		X	X		X	X
Natixis/Principal SMA Blue Chip Equity Strategy						X			X	X		X	X		X	
Natixis/Principal SMA Mid Cap Equity Strategy						X			X	X		X	X		X	X
Natixis/Principal SMA US Real Estate Securities						X						X	X		X	
Natixis/Promethos Capital International Equity-ADR Strategy					X	X		X	X		X	X	X			
Natixis/RE Advisers Homestead Large Value Strategy						X						X	X			
Natixis/RNC Genter Municipal Quality Intermediate Strategy		X	X				X		X	X		X	X			
Natixis/RNC Genter Municipal Quality Short Term Strategy		X	X				X		X	X		X	X			
Natixis/RNC Genter Taxable Quality Intermediate Strategy		X	X				X		X	X		X	X			

Investment Strategy	Allocation Risk	Below Investment-Grade Fixed-Income Securities Risk	Credit Risk	Derivatives Risk	Emerging Markets Risk	Equity Securities Risk	Fixed Income Securities Risk	Foreign Securities Risk	Interest Rate Risk	Issuer Risk	Liquidity Risk	Management Risk	Market Risk	Mortgage Related and Asset-Backed Securities Risk	REITs Risk	Small Cap Companies Risk
Natixis/RNC Genter Taxable Quality Short Term Strategy		X	X				X		X	X		X	X			
Natixis/RNC Genter Taxable Corporate Short Strategy		X	X				X		X	X		X	X			
Natixis/RNC Genter Dividend Income Equity Strategy						X						X	X		X	
Natixis/Sage ESG Intermediate Fixed Income Strategy			X				X		X	X	X	X	X	X		
Natixis/Sage Impact Bond Strategy			X				X		X	X	X	X	X	X		
Natixis/Sawgrass Diversified Large Cap Growth Strategy						X			X			X	X			
Natixis/Sawgrass Small Cap Growth Equity Strategy						X			X		X	X	X			X
Natixis/Sawgrass Genesis Small Growth Equity Strategy						X			X		X	X	X			X
Natixis/Schafer Cullen International High Dividend Value ADR Strategy						X		X				X	X		X	X
Natixis/Schafer Cullen High Dividend Value Equity Strategy						X						X	X		X	X
Natixis/Segall Bryant & Hamill All-Cap Core Strategy						X					X	X	X		X	X
Natixis/Segment Tax-Efficient Rising Dividend Strategy											X	X	X			
Natixis/Seizert Capital Large Cap Value Strategy						X			X			X	X			
Natixis/Seizert Capital Mid Cap Strategy						X			X		X	X	X		X	X
Natixis/Seizert Capital Small Cap Value Strategy						X			X		X	X	X		X	X
Natixis/Sound Shore Large Cap Value Strategy						X						X	X			
Natixis/Stance Equity ESG Large Cap Core Strategy						X			X			X	X			
Natixis/Sterling Special Opportunities (Multi Cap Core) Strategy						X						X	X		X	X
Natixis/Sterling Equity Income Strategy						X						X	X		X	X
Natixis/Sterling Focus Equity Strategy						X			X	X		X	X		X	X
Natixis/Sterling SMID Opportunities Strategy						X						X	X		X	X
Natixis/Sterling Stratton Small Value Strategy						X						X	X		X	X
Natixis/Sterling Global Leaders Strategy						X		X				X	X		X	X
Natixis/Sterling Mid Cap Value Strategy						X						X	X		X	X
Natixis/Strategas Core Strategy					X	X			X	X		X	X		X	
Natixis/Strategas Global Asset Allocation Strategy	X	X	X		X	X		X	X	X		X	X		X	
Natixis/Strategas Go Anywhere Strategy	X				X	X		X	X	X		X	X		X	X
Natixis/Strategas New Sovereigns Portfolio Strategy					X	X		X	X	X		X	X		X	
Natixis/Strategas Policy Opportunities Portfolio Strategy					X	X		X	X	X		X	X		X	X
Natixis/T. Rowe Price U.S. Growth Stock Equity SMA Strategy						X						X	X		X	X
Natixis/T. Rowe Price U.S. Value Equity SMA Strategy						X						X	X		X	X
Natixis/T. Rowe Price U.S. Blue Chip Equity SMA Strategy						X						X	X		X	X
Natixis/T. Rowe Price U.S. Large-Cap Core Equity SMA Strategy						X						X	X		X	
Natixis/T. Rowe Price U.S. Select Value Equity SMA Strategy						X						X	X		X	
Natixis/T. Rowe Price International Core Equity SMA Strategy						X		X				X	X		X	X
Natixis/London Mid Cap Strategy						X					X	X	X		X	X
Natixis/London Income Equity Strategy						X					X	X	X		X	
Natixis/London SMID Strategy						X					X	X	X		X	X

Investment Strategy	Allocation Risk	Below Investment-Grade Fixed-Income Securities Risk	Credit Risk	Derivatives Risk	Emerging Markets Risk	Equity Securities Risk	Fixed Income Securities Risk	Foreign Securities Risk	Interest Rate Risk	Issuer Risk	Liquidity Risk	Management Risk	Market Risk	Mortgage Related and Asset-Backed Securities Risk	REITs Risk	Small Cap Companies Risk
Natixis/London Large Cap Strategy						X					X	X	X			
Natixis/Thornburg Emerging Markets ADR Strategy					X						X	X	X			
Natixis/Thornburg Equity Income Builder Strategy	X	X	X		X		X		X	X	X	X	X	X		
Natixis/Thornburg International ADR Strategy					X						X	X	X			
Natixis/Thornburg International Growth ADR Strategy					X						X	X	X			
Natixis/Thornburg U.S. Equity Strategy											X	X	X			
Natixis/Titleist Asset Management Dividend Growth Strategy											X	X	X			
Natixis/Water Asset Management Global Water Equity Fund, L.P.					X						X	X	X		X	X
Natixis/Waycross Focused Core Equity Strategy						X					X	X	X			
Natixis/Waycross Diversified Core Equity Strategy						X					X	X	X			
Natixis/WCM Focused Growth International Strategy						X		X				X	X		X	X
Natixis/WCM Focused International Value Strategy											X	X	X			
Natixis/WCM Focused Mid Cap Strategy											X	X	X		X	X
Natixis/WCM SMID Cap Strategy											X	X	X		X	X
Natixis/WCM Focused U.S. Growth Strategy											X	X	X			
Natixis/WCM Select U.S. Growth Strategy											X	X	X			
Natixis/WCM Quality Global Growth Strategy					X	X		X	X			X	X			
Natixis/WCM Quality Dividend Growth Strategy						X			X	X		X	X		X	X
Natixis/WCM Dividend All-Cap Strategy						X			X	X		X	X		X	X
Natixis/Wellington Climate Adaptation Strategy					X	X		X	X	X		X	X		X	X
Natixis/Woodward SMID Strategy						X						X	X			X

Risk Descriptions

Risk is inherent in all investing. The value of your investment as well as the amount of return you receive on your investment may fluctuate significantly from day to day and over time. You may lose part or all of your investment or your investment may not perform as well as other similar investments. You should be prepared to bear the risk of loss, including through diversification. The following is a summary description of certain risks of investing.

Allocation Risk: Investment performance depends on how the strategy's assets are allocated. The allocation may not be optimal in every market condition. Investors could lose money on their investment in the strategy as a result of such allocation.

Below Investment-Grade Fixed-Income Securities Risk: Investments in below investment-grade fixed income securities, also known as "junk bonds," may be subject to greater risks than other fixed-income securities, including being subject to greater levels of interest rate risk, credit risk (including a greater risk of default) and liquidity risk. The ability of the issuer to make principal and interest payments is predominantly speculative for below investment-grade fixed-income securities.

Credit Risk: Credit risk is the risk that the issuer or the guarantor of a fixed-income security, or the counterparty to a derivatives or other transaction, will be unable or unwilling to make timely payments of interest or principal or to otherwise honor its obligations. Below investment-grade fixed-income securities are considered predominantly speculative with respect to the ability of the issuer to make timely principal and interest payments.

Risk Descriptions
Derivatives Risk: Derivatives are subject to changes in the value of the underlying asset or indices on which such transactions are based. There is no guarantee that the use of derivatives will be effective or that suitable transactions will be available. Even a small investment in derivatives may give rise to leverage risk and can have a significant impact on the investment's exposure to securities markets values, interest rates or currency exchange rates. It is possible that the investment's liquid assets may be insufficient to support obligations under derivatives positions. The use of derivatives for other than hedging purposes may be considered a speculative activity, and involves greater risks than are involved in hedging. The use of derivatives such as forward currency contracts, structured notes, futures transactions and swap transactions involves other risks, such as the credit risk relating to the other party to a derivative contract (which is greater for forward currency contracts, swaps and other over-the-counter traded derivatives), the risk of difficulties in pricing and valuation, the risk that changes in the value of a derivative may not correlate perfectly with relevant assets, rates or indices, liquidity risk, allocation risk and the risk of losing more than the initial margin required to initiate derivatives positions. There is also the risk that the investment manager may be unable to terminate or sell a derivatives position at an advantageous time or price. Moreover, there can be no assurance that the derivative counterparties will not experience financial difficulties, possibly resulting in losses to the investor.
Emerging Markets Risk: Investing in emerging markets companies, which may be smaller and have shorter operating histories than companies in developed markets, involves risks in addition to, and greater than, those generally associated with investing in companies in developed foreign markets. The extent of economic development, political stability, market depth, infrastructure, capitalization and regulatory oversight in emerging market economies is generally less than in more developed markets.
Equity Securities Risk: The value of investments in equity securities could be subject to the risks of unpredictable declines in the value of individual securities and periods of below-average performance in individual securities or in the equity market as a whole. Equity securities may include common stocks, preferred stocks, warrants, securities convertible into common or preferred stocks and other equity-like interests in an entity. In the event an issuer is liquidated or declares bankruptcy, the claims of owners of the issuer's bonds and preferred stock generally take precedence over the claims of those who own common stock. Equity securities may take the form of stock in corporations, REITs or other trusts and other similar securities.
Fixed-Income Securities Risk: Fixed-income securities are subject to credit risk, interest rate risk and liquidity risk. Generally, the value of fixed income securities rises when prevailing interest rates fall and falls when interest rates rise. You may lose money on your investment due to unpredictable drops in a security's value or periods of below-average performance in a given security or in the securities market as a whole. In addition, an economic downturn or period of rising interest rates could adversely affect the market of these securities and reduce the investment manager's ability to sell them. Below investment-grade fixed-income securities may be subject to these risks to a greater extent than other fixed-income securities. These securities are considered predominantly speculative with respect to the issuer's continuing ability to make principal and interest payments. Rule 144A securities and structured notes may be more illiquid than other fixed-income securities.
Foreign Securities Risk: Investments in foreign securities are subject to foreign currency fluctuations. Foreign securities may be subject to higher volatility than U.S. securities, varying degrees of regulation and limited liquidity. Greater political, economic, credit and information risks are also associated with foreign securities.
Interest Rate Risk: Changes in interest rates may cause the value of investments to decrease. Generally, the value of fixed-income securities rises when prevailing interest rates fall and falls when interest rates rise. A period of low interest rates may cause your investment to have a low or negative yield, potentially reducing the value of your investment.
Issuer Risk: The value of investments may decline for a number of reasons that directly relate to the issuer, such as management performance, financial leverage and reduced demand for the issuer's goods and services.
Liquidity Risk: Liquidity risk exists when particular investments are difficult to purchase or sell, possibly preventing the investment manager from selling these illiquid securities at an advantageous price or at the time desired. A lack of liquidity may also cause the value of investments to decline. Illiquid investments may also be difficult to value. Investments in foreign securities tend to have greater exposure to liquidity risk than domestic securities.
Management Risk: A strategy used by the investment manager may fail to produce the intended result.
Market Risk: The market value of a security will move up and down, sometimes rapidly and unpredictably, based upon a change in an issuer's financial condition, as well as overall market and economic conditions.
Mortgage-Related and Asset-Backed Securities Risk: In addition to the risks associated with investments in fixed-income securities generally (for example, credit, liquidity and valuation risk), mortgage-related and asset-backed securities are subject to the risks of the mortgages and assets underlying the securities as well as prepayment risk, the risk that the securities may be prepaid and result in the reinvestment of the prepaid amounts in securities with lower yields than the prepaid obligations. Conversely, there is a risk that an unexpected rise in interest rates will extend the life of a mortgage-related or asset-backed security beyond the expected prepayment time, typically reducing the security's value. The investor also may incur a loss when there is a prepayment of securities that were purchased at a premium. The investments in other asset-backed securities are subject to risks similar to those associated with mortgage-related securities, as well as additional risks associated with the nature of the assets and the servicing of those assets.

Risk Descriptions
Real Estate Risk: The real estate industry is particularly sensitive to economic downturns. Securities of companies in the real estate industry, including REITs, are sensitive to factors such as changes in real estate values, property taxes, interest rates, cash flow of underlying real estate assets, occupancy rates, government regulations affecting zoning, land use and rents, and the management skill and creditworthiness of the issuer. Companies in the real estate industry may also be subject to liabilities under environmental and hazardous waste laws. In addition, the value of a REIT is affected by changes in the value of the properties owned by the REIT or securing mortgage loans held by the REIT. Many REITs are highly leveraged, increasing the risk. Your investment will indirectly bear its proportionate share of expenses, including management fees, paid by each REIT in which it invests.
Small- Cap Companies Risk: These companies are more likely than larger companies to have limited product lines, markets or financial resources, or to depend on a small, inexperienced management group. Stocks of these companies often trade less frequently and in limited volume, and their prices may fluctuate more than stocks of larger companies. Stocks of small companies may therefore be more vulnerable to adverse developments than those of larger companies. Small-capitalization companies in foreign countries may be relatively smaller than those in the United States.

Appendix 6
Bundled, Unbundled, Model Portfolio & Overlay Program Participation
Bundled Programs
Charles Schwab & Co., Inc.
Citigroup Global Markets, Inc.
Envestnet Asset Management, Inc.
Envestnet Portfolio Solutions, Inc.
First Republic Investment Management, Inc.
Goldman, Sachs & Co.
Janney Montgomery Scott LLC
J.P. Morgan Securities LLC
Lockwood Advisors, Inc.
LPL Financial LLC
Merrill Lynch (Managed Account Advisors LLC)
Raymond James & Associates, Inc.
Stifel, Nicolaus & Company, Incorporated
UBS Financial Services, Inc.
Unbundled Programs
Callan LLC
Charles Schwab & Company, Inc.
Citi Private Bank
Dynasty Wealth Management, LLC
Fidelity Brokerage Services LLC
JP Morgan Chase Bank, N.A.
J.P. Morgan Securities LLC
Janney Montgomery Scott LLC
Lockwood Advisors, Inc.
Merrill Lynch (Managed Account Advisors LLC)
Morgan Stanley Smith Barney LLC
Raymond James & Associates, Inc.
RBC Wealth Management, a division of RBC Capital Markets, LLC
SMArtX Advisory Solutions LLC
Stifel, Nicolaus & Company, Incorporated
UBS Financial Services, Inc.
Wells Fargo Advisors, LLC
Model Portfolio Programs
Atria Investments LLC
Callan LLC
Citigroup Global Markets, Inc.
Envestnet Asset Management, Inc.
Fidelity Institutional Wealth Adviser LLC
FolioDynamix
J.P. Morgan Securities, LLC
Lockwood Advisors, Inc.
LPL Financial LLC
Merrill Lynch (Managed Account Advisors LLC)
Morgan Stanley Smith Barney LLC
Pitcairn Trust Company
UBS Financial Services, Inc.
Overlay Portfolio Management Programs
Callan LLC
Edward D. Jones & Co., L.P.
Gitterman Wealth Management, LLC

Firm Brochure Supplement
Part 2B

Natixis Advisors, LLC ("Natixis Advisors")
Natixis Investment Managers Solutions, a division of Natixis Advisors ("Solutions")

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This brochure supplement provides information about the qualifications and business practices of Natixis Advisors. If you have any questions about the contents of this brochure, please contact us at 617-449-2838, or by email at ADVOPS@natixis.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

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

Registration does not imply any particular level of skill or training has been met by Natixis Advisors or its personnel.

November 1, 2024

Marina Gross

Supervised Person's name and business address:
Marina Gross
Natixis Advisors, LLC
Natixis Investment Managers Solutions
888 Boylston Street, Suite 800
Boston, MA 02199
Phone: 617-449-2589

The date of this brochure supplement is November 1, 2024. This brochure supplement provides information about Marina Gross that supplements the Natixis Advisors brochure. You should have received a copy of Natixis Advisors' brochure. Please contact ADVOPS@natixis.com if you did not receive Natixis Advisors' brochure or if you have any questions about the contents of this supplement.

Educational Background and Business Experience Year of Birth: 1976

Formal Education
BSBA, Boston University, 1998

Business Background For Preceding Five Years
Natixis Advisors, EVP, Co-Head Natixis Investment Managers Solutions
Natixis Advisors, EVP, Portfolio Research & Consulting Group

Natixis Advisors does not have specific educational or business requirements for personnel providing investment advice to managed account clients, but does generally require that its personnel have an undergraduate degree in business, accounting, finance or related areas, or equivalent investment advisory experience.

Disciplinary Information

Not applicable.

Other Business Activities

Not applicable.

Additional Compensation

Not applicable.

Supervision

Natixis Advisors supervises Marina Gross and monitors the advice she provides to her clients through regular reviews of client trading and positions for adherence to Natixis Advisors' stated guidelines. The name and contact information for the person responsible for supervising Marina Gross' advisory activities is: David Giunta, 617-449-2503.

Requirement for State Registered Advisers

Not applicable.

Professional Credentials

Not applicable.

Dan Price, CFA® and FRM

Supervised Person's name and business address:
Dan Price
Natixis Investment Managers Solutions
101 Second Street, Suite 1600
San Francisco, CA 94105
Phone: 415-764-3904

The date of this brochure supplement is November 1, 2024. This brochure supplement provides information about Dan Price that supplements the Natixis Advisors brochure. You should have received a copy of Natixis Advisors' brochure. Please contact ADVOPS@natixis.com if you did not receive Natixis Advisors' brochure or if you have any questions about the contents of this supplement.

Educational Background and Business Experience Year of Birth: 1974

Formal Education
Middlebury College, B.A. Biology 1996
Chartered Financial Analyst 2002

Business Background For Preceding Five Years
Solutions Investment Risk Officer since 2021
Chief Investment Officer, Overlay Management (formerly, Managed Portfolio Advisors) since 2018
Formerly SVP and Portfolio Manager of Natixis Advisors since 2010
VP and Portfolio Manager of Natixis Advisors, 2006-2010

Natixis Advisors does not have specific educational or business requirements for personnel providing investment advice to managed account clients, but does generally require that its personnel have an undergraduate degree in business, accounting, finance or related areas, or equivalent investment advisory experience.

Disciplinary Information

Not applicable.

Other Business Activities

Not applicable.

Additional Compensation

Not applicable.

Supervision

Natixis Advisors supervises Dan Price and monitors the advice he provides to his clients through regular reviews of client trading and positions for adherence to Natixis Advisors' stated guidelines. The name and contact information for the person responsible for supervising Dan Price's advisory activities is: Marina Gross, 617-449-2589.

Requirement for State Registered Advisers

Not applicable.

Professional Credentials

Chartered Financial Analyst (CFA®): Chartered Financial Analysts are licensed by the CFA® Institute to use the CFA® mark. CFA® certification requirements:

- Hold a bachelor's degree from an accredited institution or have equivalent education or work experience.
- Successful completion of all three exam levels of the CFA® Program.
- Have 48 months of acceptable professional work experience in the investment decision making process.
- Fulfill society requirements, which vary by society. Unless you are upgrading from affiliate membership, all societies require two sponsor statements as part of each application; these are submitted online by your sponsors.
- Agree to adhere to and sign the Member's Agreement, a Professional Conduct Statement, and any additional documentation requested by CFA® Institute.

Financial Risk Manager: The FRM certification is awarded after a candidate has passed two rigorous multiple-choice exams (FRM Exam Part I and Part II) and demonstrated two years of relevant work experience. Candidates must take the FRM Exam Part I before taking Part II. Certified FRMs are strongly encouraged to earn 40 hours of Continuing Professional Development (CPD) every two years to maintain the latest best practices in risk management.

Peter Klos, CFA®

Supervised Person's name and business address:
Peter Klos
Natixis Investment Managers Solutions
101 Second Street, Suite 1600
San Francisco, CA 94105
Phone: 415-764-3905

The date of this brochure supplement is November 1, 2024. This brochure supplement provides information about Peter Klos that supplements the Natixis Advisors brochure. You should have received a copy of Natixis Advisors' brochure. Please contact ADVOPS@natixis.com if you did not receive Natixis Advisors' brochure or if you have any questions about the contents of this supplement.

Educational Background and Business Experience — Year of Birth: 1978

Formal Education
Villanova University – B.A. Finance w/ Minor in History 2000
Chartered Financial Analyst 2007
University of California at Berkeley, MBA 2012

Business Background For Preceding Five Years
SVP Client Portfolio Manager of Natixis Investment Managers Solutions since 2021
Formerly SVP and Portfolio Manager of Natixis Advisors since 2016
Formerly VP and Portfolio Manager of Natixis Advisors since 2012
Formerly AVP and Portfolio Manager of Natixis Advisors since 2010

Natixis Advisors does not have specific educational or business requirements for personnel providing investment advice to managed account clients, but does generally require that its personnel have an undergraduate degree in business, accounting, finance or related areas, or equivalent investment advisory experience.

Disciplinary Information

Not applicable.

Other Business Activities

Not applicable.

Additional Compensation

Not applicable.

Supervision

Natixis Advisors supervises Peter Klos and monitors the advice he provides to his clients through regular reviews of client trading and positions for adherence to Natixis Advisors' stated guidelines. The name and contact information for the person responsible for supervising Peter Klos' advisory activities is: Marina Gross, 617-449-2589.

Requirement for State Registered Advisers

Not applicable.

Professional Credentials

Chartered Financial Analyst (CFA®): Chartered Financial Analysts are licensed by the CFA® Institute to use the CFA® mark. CFA® certification requirements:

- Hold a bachelor's degree from an accredited institution or have equivalent education or work experience.
- Successful completion of all three exam levels of the CFA® Program.
- Have 48 months of acceptable professional work experience in the investment decision making process.
- Fulfill society requirements, which vary by society. Unless you are upgrading from affiliate membership, all societies require two sponsor statements as part of each application; these are submitted online by your sponsors.
- Agree to adhere to and sign the Member's Agreement, a Professional Conduct Statement, and any additional documentation requested by CFA® Institute.

Kevin Maeda

Supervised Person's name and business address:
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Natixis Investment Managers Solutions
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San Francisco, CA 94105
Phone: 415-764-3930

The date of this brochure supplement is November 1, 2024. This brochure supplement provides information about Kevin Maeda that supplements the Natixis Advisors brochure. You should have received a copy of Natixis Advisors' brochure. Please contact ADVOPS@natixis.com if you did not receive Natixis Advisors' brochure or if you have any questions about the contents of this supplement.

Educational Background and Business Experience — Year of Birth: 1972

Formal Education
University of California, Los Angeles, MBA 2001
University of California, Berkeley, B.S. Industrial Engineering & Operations Research 1994

Business Background For Preceding Five Years
Chief Investment Officer, Direct Indexing, Natixis Investment Managers Solutions since 2021
Formerly Chief Investment Officer, Active Index Advisors® since 2006
Formerly Senior Portfolio Manager and Director of Product Management of Active Index Advisors® 2004-2006

Natixis Advisors does not have specific educational or business requirements for personnel providing investment advice to managed account clients, but does generally require that its personnel have an undergraduate degree in business, accounting, finance or related areas, or equivalent investment advisory experience.

Disciplinary Information

Not applicable.

Other Business Activities

Not applicable.

Additional Compensation

Not applicable.

Supervision

Natixis Advisors supervises Kevin Maeda and monitors the advice he provides to his clients through regular reviews of client trading and positions for adherence to Natixis Advisors' stated guidelines. The name and contact information for the person responsible for supervising Kevin Maeda's advisory activities is: Marina Gross, 617-449-2589.

Requirement for State Registered Advisers

Not applicable.

Professional Credentials

Not applicable.

Michael Yip, CFA®

Supervised Person's name and business address:
Michael Yip
Natixis Investment Managers Solutions
101 Second Street, Suite 1600
San Francisco, CA 94105
Phone: 415-764-3937

The date of this brochure supplement is November 1, 2024. This brochure supplement provides information about Michael Yip that supplements the Natixis Advisors brochure. You should have received a copy of Natixis Advisors' brochure. Please contact ADVOPS@natixis.com if you did not receive Natixis Advisors' brochure or if you have any questions about the contents of this supplement.

Educational Background and Business Experience Year of Birth: 1982

Formal Education
University of Washington – B.A. Business Administration with a concentration in Finance, 2004
Chartered Financial Analyst 2011

Business Background For Preceding Five Years
Natixis Investment Managers Solutions, Co-Chief Investment Officer – Direct Indexing since 2024
Russell Investments, Senior Portfolio Manager – Custom Portfolio Solutions 2020-2024
Parametric, Director – Portfolio Management 2011-2020

Natixis Advisors does not have specific educational or business requirements for personnel providing investment advice to managed account clients, but does generally require that its personnel have an undergraduate degree in business, accounting, finance or related areas, or equivalent investment advisory experience.

Disciplinary Information

Not applicable.

Other Business Activities

Not applicable.

Additional Compensation

Not applicable.

Supervision

Natixis Advisors supervises Michael Yip and monitors the advice he provides to his clients through regular reviews of client trading and positions for adherence to Natixis Advisors' stated guidelines. The name and contact information for the person responsible for supervising Michael Yip's advisory activities is: Marina Gross, 617-449-2589.

Requirement for State Registered Advisers

Not applicable.

Professional Credentials

Chartered Financial Analyst (CFA®): Chartered Financial Analysts are licensed by the CFA® Institute to use the CFA® mark. CFA® certification requirements:

- Hold a bachelor's degree from an accredited institution or have equivalent education or work experience.
- Successful completion of all three exam levels of the CFA® Program.
- Have 48 months of acceptable professional work experience in the investment decision making process.
- Fulfill society requirements, which vary by society. Unless you are upgrading from affiliate membership, all societies require two sponsor statements as part of each application; these are submitted online by your sponsors.
- Agree to adhere to and sign the Member's Agreement, a Professional Conduct Statement, and any additional documentation requested by CFA® Institute.

Benjamin Kerelian, CFA®

Supervised Person's name and business address:
Benjamin Kerelian
Natixis Investment Managers Solutions
101 Second Street, Suite 1600
San Francisco, CA 94105
Phone: 415-215-3939

The date of this brochure supplement is November 1, 2024. This brochure supplement provides information about Benjamin Kerelian that supplements the Natixis Advisors brochure. You should have received a copy of Natixis Advisors' brochure. Please contact ADVOPS@natixis.com if you did not receive Natixis Advisors' brochure or if you have any questions about the contents of this supplement.

Educational Background and Business Experience — Year of Birth: 1986

Formal Education
University of San Francisco, M.S., Financial Analysis, 2013
University of San Francisco, B.A., Economics, 2009
University of San Francisco, B.A., Psychology, 2009

Business Background For Preceding Five Years
Associate Portfolio Manager of Natixis Advisors since 2016
Formerly Associate of BlackRock since 2014
Formerly Senior Fixed Income Consultant of FactSet Research Systems since 2012

Natixis Advisors does not have specific educational or business requirements for personnel providing investment advice to managed account clients, but does generally require that its personnel have an undergraduate degree in business, accounting, finance or related areas, or equivalent investment advisory experience.

Disciplinary Information

Not applicable.

Other Business Activities

Not applicable.

Additional Compensation

Not applicable.

Supervision

Natixis Advisors supervises Benjamin Kerelian and monitors the advice he provides to his clients through regular reviews of client trading and positions for adherence to Natixis Advisors' stated guidelines. The name and contact information for the person responsible for supervising Benjamin Kerelian's advisory activities is: Dan Price, 415-764-3904.

Requirement for State Registered Advisers

Not applicable.

Professional Credentials

Chartered Financial Analyst (CFA®): Chartered Financial Analysts are licensed by the CFA® Institute to use the CFA® mark. CFA® certification requirements:

- Hold a bachelor's degree from an accredited institution or have equivalent education or work experience.
- Successful completion of all three exam levels of the CFA® Program.
- Have 48 months of acceptable professional work experience in the investment decision making process.
- Fulfill society requirements, which vary by society. Unless you are upgrading from affiliate membership, all societies require two sponsor statements as part of each application; these are submitted online by your sponsors.
- Agree to adhere to and sign the Member's Agreement, a Professional Conduct Statement, and any additional documentation requested by CFA® Institute.

Christopher Sharpe, CFA®

Supervised Person's name and business address:
Christopher Sharpe
Natixis Advisors, LLC
Natixis Investment Managers Solutions
888 Boylston Street, Suite 800
Boston, MA 02199
Phone: 617-449-2740

The date of this brochure supplement is November 1, 2024. This brochure supplement provides information about Christopher Sharpe that supplements the Natixis Advisors brochure. You should have received a copy of Natixis Advisors' brochure. Please contact ADVOPS@natixis.com if you did not receive Natixis Advisors' brochure or if you have any questions about the contents of this supplement.

Educational Background and Business Experience — Year of Birth: 1968

Formal Education
BS, Brown University (1990)

Business Background For Preceding Five Years
Chief Investment Officer (2021), Portfolio Manager, Natixis Advisors since 2019
Portfolio Manager, Global Tactical Asset Allocation, Fidelity Investments 2014-2017
Portfolio Manager, Target Date Strategies, Fidelity Investments 2005-2014

Natixis Advisors does not have specific educational or business requirements for personnel providing investment advice to managed account clients, but does generally require that its personnel have an undergraduate degree in business, accounting, finance or related areas, or equivalent investment advisory experience.

Disciplinary Information

Not applicable.

Other Business Activities

Not applicable.

Additional Compensation

Not applicable.

Supervision

Natixis Advisors supervises Christopher Sharpe and monitors the advice he provides to his clients through regular reviews of client trading and positions for adherence to Natixis Advisors' stated guidelines. The name and contact information for the person responsible for supervising Christopher Sharpe's advisory activities is: Marina Gross, 617-449-2589.

Requirement for State Registered Advisers

Not applicable.

Professional Credentials

Chartered Financial Analyst (CFA®): Chartered Financial Analysts are licensed by the CFA® Institute to use the CFA® mark. CFA® certification requirements:

- Hold a bachelor's degree from an accredited institution or have equivalent education or work experience.
- Successful completion of all three exam levels of the CFA® Program.
- Have 48 months of acceptable professional work experience in the investment decision making process.
- Fulfill society requirements, which vary by society. Unless you are upgrading from affiliate membership, all societies require two sponsor statements as part of each application; these are submitted online by your sponsors.
- Agree to adhere to and sign the Member's Agreement, a Professional Conduct Statement, and any additional documentation requested by CFA® Institute.

Brian Kmetz, CFA® and CIPM®

Supervised Person's name and business address:
Brian Kmetz
Natixis Advisors, LLC
Natixis Investment Managers Solutions
888 Boylston Street, Suite 800
Boston, MA 02199
Phone: 617-449-2738

The date of this brochure supplement is November 1, 2024. This brochure supplement provides information about Brian Kmetz that supplements the Natixis Advisors brochure. You should have received a copy of Natixis Advisors' brochure. Please contact ADVOPS@natixis.com if you did not receive Natixis Advisors' brochure or if you have any questions about the contents of this supplement.

Educational Background and Business Experience — Year of Birth: 1982

Formal Education
BS, St. Lawrence University (2005)

Business Background For Preceding Five Years
Associate Portfolio Manager, Natixis Advisors since 2019
Portfolio Consultant, Natixis Advisors 2015-2019
Hedge Fund Consultant, Callan Associates 2011-2015

Natixis Advisors does not have specific educational or business requirements for personnel providing investment advice to managed account clients, but does generally require that its personnel have an undergraduate degree in business, accounting, finance or related areas, or equivalent investment advisory experience.

Disciplinary Information

Not applicable.

Other Business Activities

Not applicable.

Additional Compensation

Not applicable.

Supervision

Natixis Advisors supervises Brian Kmetz and monitors the advice he provides to his clients through regular reviews of client trading and positions for adherence to Natixis Advisors' stated guidelines. The name and contact information for the person responsible for supervising Brian Kmetz's advisory activities is: Marina Gross, 617-449-2589.

Requirement for State Registered Advisers

Not applicable.

Professional Credentials

Chartered Financial Analyst (CFA®): Chartered Financial Analysts are licensed by the CFA® Institute to use the CFA® mark. CFA® certification requirements:

- Hold a bachelor's degree from an accredited institution or have equivalent education or work experience.
- Successful completion of all three exam levels of the CFA® Program.
- Have 48 months of acceptable professional work experience in the investment decision making process.
- Fulfill society requirements, which vary by society. Unless you are upgrading from affiliate membership, all societies require two sponsor statements as part of each application; these are submitted online by your sponsors.
- Agree to adhere to and sign the Member's Agreement, a Professional Conduct Statement, and any additional documentation requested by CFA® Institute.

Certificate in Investment Performance Management (CIPM®): Certificates in Investment Performance Management are licensed and issued by the CFA® Institute to use the CIPM® mark. CIPM® certification requirements:

- Hold a bachelor's degree from an accredited institution or have equivalent education or work experience.
- Attain the regular membership of the CIPM® Association.
- Abide by the CIPM® Associate Code of Ethics and Standards of Professional Conduct.
- Successful completion of both exam levels (CIPM® Principles Exam and CIPM® Expert Exam) of the CIPM® Program.
- Have 24 months of acceptable professional work experience in one or more performance related positions.
- Have 48 months of acceptable professional work experience in the investment decision making process.

Jack "John" Janasiewicz, CFA®

Supervised Person's name and business address:
Jack "John" Janasiewicz
Natixis Advisors, LLC
Natixis Investment Managers Solutions
888 Boylston Street, Suite 800
Boston, MA 02199
Phone: 617-449-2764

The date of this brochure supplement is November 1, 2024. This brochure supplement provides information about Jack "John" Janasiewicz that supplements the Natixis Advisors brochure. You should have received a copy of Natixis Advisors' brochure. Please contact ADVOPS@natixis.com if you did not receive Natixis Advisors' brochure or if you have any questions about the contents of this supplement.

Educational Background and Business Experience — Year of Birth: 1971

Formal Education
BA, Boston University (1994)
MA, Boston University (1994)

Business Background For Preceding Five Years
Portfolio Manager, Natixis Advisors since 2019
Portfolio Strategist, Natixis Advisors since 2015
Chief Strategist, Duet Alternative Investments (USA) Limited, 2012-2013
Chief Strategist and Portfolio Manager, Macquarie Capital Investment Management LLC, 2002-2011
Portfolio Manager, Deutsche Bank Asset Management, 1999-2002

Natixis Advisors does not have specific educational or business requirements for personnel providing investment advice to managed account clients, but does generally require that its personnel have an undergraduate degree in business, accounting, finance or related areas, or equivalent investment advisory experience.

Disciplinary Information

Not applicable.

Other Business Activities

Not applicable.

Additional Compensation

Not applicable.

Supervision

Natixis Advisors supervises Jack "John" Janasiewicz and monitors the advice he provides to his clients through regular reviews of client trading and positions for adherence to Natixis Advisors' stated guidelines. The name and contact information for the person responsible for supervising Jack "John" Janasiewicz's advisory activities is: Marina Gross, 617-449-2589.

Requirement for State Registered Advisers

Not applicable.

Professional Credentials

Chartered Financial Analyst (CFA®): Chartered Financial Analysts are licensed by the CFA® Institute to use the CFA® mark. CFA® certification requirements:

- Hold a bachelor's degree from an accredited institution or have equivalent education or work experience.
- Successful completion of all three exam levels of the CFA® Program.
- Have 48 months of acceptable professional work experience in the investment decision making process.
- Fulfill society requirements, which vary by society. Unless you are upgrading from affiliate membership, all societies require two sponsor statements as part of each application; these are submitted online by your sponsors.
- Agree to adhere to and sign the Member's Agreement, a Professional Conduct Statement, and any additional documentation requested by CFA® Institute.

Joseph Stein

Supervised Person's name and business address:
Joseph Stein
Natixis Advisors, LLC
Natixis Investment Managers Solutions
888 Boylston Street, Suite 800
Boston, MA 02199
Phone: 617-449-2740

The date of this brochure supplement is November 1, 2024. This brochure supplement provides information about Joseph Stein that supplements the Natixis Advisors brochure. You should have received a copy of Natixis Advisors' brochure. Please contact ADVOPS@natixis.com if you did not receive Natixis Advisors' brochure or if you have any questions about the contents of this supplement.

Educational Background and Business Experience — Year of Birth: 1972

Formal Education
BA, Wesleyan University (1994)
M.Eng, Cornell University (1998)
MBA, University of Pennsylvania – The Wharton School (2010)

Business Background For Preceding Five Years
Director of Quantitative Research, Natixis Advisors since 2020
Head of Index Development, State Street Associates 2016-2020
Senior Quantitative Researcher & Portfolio Manager, Global Equity, GMO 2008-2016

Natixis Advisors does not have specific educational or business requirements for personnel providing investment advice to managed account clients, but does generally require that its personnel have an undergraduate degree in business, accounting, finance or related areas, or equivalent investment advisory experience.

Disciplinary Information

Not applicable.

Other Business Activities

Not applicable.

Additional Compensation

Not applicable.

Supervision

Natixis Advisors supervises Joseph Stein and monitors the advice he provides to his clients through regular reviews of client trading and positions for adherence to Natixis Advisors' stated guidelines. The name and contact information for the person responsible for supervising Joseph Stein's advisory activities is: Marina Gross, 617-449-2589.

Requirement for State Registered Advisers

Not applicable.

Professional Credentials

Not applicable.

Mark Cintolo, CFA®, CAIA®

Supervised Person's name and business address:
Mark Cintolo
Natixis Advisors, LLC
Natixis Investment Managers Solutions
888 Boylston Street, Suite 800
Boston, MA 02199
Phone: 617-449-2690

The date of this brochure supplement is November 1, 2024. This brochure supplement provides information about Mark Cintolo that supplements the Natixis Advisors brochure. You should have received a copy of Natixis Advisors' brochure. Please contact ADVOPS@natixis.com if you did not receive Natixis Advisors' brochure or if you have any questions about the contents of this supplement.

Educational Background and Business Experience Year of Birth: 1982

Formal Education
BA, Boston College (2004)
MS, Boston College – Wallace E. Caroll Graduate School of Management (2012)

Business Background For Preceding Five Years
Vice President, Portfolio Consultant, Natixis Advisors, since 2018
Senior Research Consultant – Asset Allocation, NEPC 2008-2018

Natixis Advisors does not have specific educational or business requirements for personnel providing investment advice to managed account clients, but does generally require that its personnel have an undergraduate degree in business, accounting, finance or related areas, or equivalent investment advisory experience.

Disciplinary Information

Not applicable.

Other Business Activities

Not applicable.

Additional Compensation

Not applicable.

Supervision

Natixis Advisors supervises Mark Cintolo and monitors the advice he provides to his clients through regular reviews of client trading and positions for adherence to Natixis Advisors' stated guidelines. The name and contact information for the person responsible for supervising Mark Cintolo's advisory activities is: Marina Gross, 617-449-2589.

Requirement for State Registered Advisers

Not applicable.

Professional Credentials

Chartered Financial Analyst (CFA®): Chartered Financial Analysts are licensed by the CFA® Institute to use the CFA® mark. CFA® certification requirements:

- Hold a bachelor's degree from an accredited institution or have equivalent education or work experience.
- Successful completion of all three exam levels of the CFA® Program.
- Have 48 months of acceptable professional work experience in the investment decision making process.
- Fulfill society requirements, which vary by society. Unless you are upgrading from affiliate membership, all societies require two sponsor statements as part of each application; these are submitted online by your sponsors.
- Agree to adhere to and sign the Member's Agreement, a Professional Conduct Statement, and any additional documentation requested by CFA® Institute.

Chartered Alternative Investment Analyst (CAIA®): Chartered Alternative Investment Analysts are licensed by the CAIA Association® to use the CAIA® mark. CAIA® certification requirements:

- Hold a bachelor's degree from an accredited institution or have equivalent education or work experience.
- Successful completion of both exam levels of the CAIA® program
- Have 48 months of acceptable professional work experience in the regulatory, banking, or financial industry.
- Agree and adhere to the terms and conditions of the CAIA Association® Member Agreement

Rosemary Ellis, CFP®

Supervised Person's name and business address:

Rosemary Ellis
Natixis Investment Managers Solutions
101 Second Street, Suite 1600
San Francisco, CA 94105
Phone: 415-764-3920

The date of this brochure supplement is November 1, 2024. This brochure supplement provides information about Rosemary Ellis that supplements the Natixis Advisors brochure. You should have received a copy of Natixis Advisors' brochure. Please contact ADVOPS@natixis.com if you did not receive Natixis Advisors' brochure or if you have any questions about the contents of this supplement.

Educational Background and Business Experience — Year of Birth: 1986

Formal Education

Lafayette College, B.A. Economics & Business 2008

Business Background For Preceding Five Years

Associate Portfolio Manager, Direct Indexing, Natixis Investment Managers Solutions since 2023
Senior Portfolio Associate, Direct Indexing, Natixis Investment Managers Solutions 2022-2023
Portfolio Associate, Direct Indexing, Natixis Investment Managers Solutions 2021-2022
Portfolio Associate, Active Index Advisors® 2019-2021
Client Portfolio Associate, Active Index Advisors® 2018-2019
Senior Client Service and Operations Associate, Managed Portfolio Advisors 2016-2018

Natixis Advisors does not have specific educational or business requirements for personnel providing investment advice to managed account clients, but does generally require that its personnel have an undergraduate degree in business, accounting, finance or related areas, or equivalent investment advisory experience.

Disciplinary Information

Not applicable.

Other Business Activities

Not applicable.

Additional Compensation

Not applicable.

Supervision

Natixis Advisors supervises Rosemary Ellis and monitors the advice she provides to her clients through regular reviews of client trading and positions for adherence to Natixis Advisors' stated guidelines. The name and contact information for the person responsible for supervising Rosemary Ellis's advisory activities is: Kevin Maeda, 415-764-3930.

Requirement for State Registered Advisers

Not applicable.

Professional Credentials

Certified Financial Planner (CFP®): Certified Financial Planners are licensed by the CFP® Board to use the CFP® mark. CERTIFIED FINANCIAL PLANNER™ certification requirements:

- Hold a bachelor's degree from an accredited institution
- Complete coursework on financial planning through a CFP Board Registered Program
- Successful completion the CFP® Exam
- Complete 6,000 hours of professional experience related to the financial planning process, or 4,000 hours of apprenticeship experience, which meets additional requirements.
- Agree to adhere to high ethical and professional standards for the practice of financial planning, and act as a fiduciary when providing financial advice to clients, always putting their best interests first.

Grace Bachman, CFA®

Supervised Person's name and business address:
Grace Bachman
Natixis Investment Managers Solutions
101 Second Street, Suite 1600
San Francisco, CA 94105
Phone: 415-764-3945

The date of this brochure supplement is November 1, 2024. This brochure supplement provides information about Grace Bachman that supplements the Natixis Advisors brochure. You should have received a copy of Natixis Advisors' brochure. Please contact ADVOPS@natixis.com if you did not receive Natixis Advisors' brochure or if you have any questions about the contents of this supplement.

Educational Background and Business Experience — Year of Birth: 1996

Formal Education
B.A., Economics, Messiah University (2018)

Business Background For Preceding Five Years
Associate Portfolio Manager, Natixis Investment Managers Solutions, since 2021
Analyst, Callan LLC 2018-2021

Natixis Advisors does not have specific educational or business requirements for personnel providing investment advice to managed account clients, but does generally require that its personnel have an undergraduate degree in business, accounting, finance or related areas, or equivalent investment advisory experience.

Disciplinary Information

Not applicable.

Other Business Activities

Not applicable.

Additional Compensation

Not applicable.

Supervision

Natixis Advisors supervises Grace Bachman and monitors the advice she provides to her clients through regular reviews of client trading and positions for adherence to Natixis Advisors' stated guidelines. The name and contact information for the person responsible for supervising Grace Bachman's advisory activities is: Dan Price, 415-764-3904.

Requirement for State Registered Advisers

Not applicable.

Professional Credentials

Chartered Financial Analyst (CFA®): Chartered Financial Analysts are licensed by the CFA® Institute to use the CFA® mark. CFA® certification requirements:

- Hold a bachelor's degree from an accredited institution or have equivalent education or work experience.
- Successful completion of all three exam levels of the CFA® Program.
- Have 48 months of acceptable professional work experience in the investment decision making process.
- Fulfill society requirements, which vary by society. Unless you are upgrading from affiliate membership, all societies require two sponsor statements as part of each application; these are submitted online by your sponsors.
- Agree to adhere to and sign the Member's Agreement, a Professional Conduct Statement, and any additional documentation requested by CFA® Institute.

Jonathan Chow

Supervised Person's name and business address:
Jonathan Chow
Natixis Investment Managers Solutions
101 Second Street, Suite 1600
San Francisco, CA 94105
Phone: 415-764-3944

The date of this brochure supplement is November 1, 2024. This brochure supplement provides information about Jonathan Chow that supplements the Natixis Advisors brochure. You should have received a copy of Natixis Advisors' brochure. Please contact ADVOPS@natixis.com if you did not receive Natixis Advisors' brochure or if you have any questions about the contents of this supplement.

Educational Background and Business Experience — Year of Birth: 1985

Formal Education
University of California, Irvine. B.A. International Studies 2007
University of San Francisco, M.S., Financial Analysis 2012

Business Background For Preceding Five Years
Natixis Investment Managers Solutions, Portfolio Manager since 2024
BlackRock, Portfolio Manager 2021-2024
Union Bank, Foreign Exchange Sales and Trading 2019-2021

Natixis Advisors does not have specific educational or business requirements for personnel providing investment advice to managed account clients, but does generally require that its personnel have an undergraduate degree in business, accounting, finance or related areas, or equivalent investment advisory experience.

Disciplinary Information

Not applicable.

Other Business Activities

Not applicable.

Additional Compensation

Not applicable.

Supervision

Natixis Advisors supervises Jonathan Chow and monitors the advice he provides to his clients through regular reviews of client trading and positions for adherence to Natixis Advisors' stated guidelines. The name and contact information for the person responsible for supervising Jonathan Chow's advisory activities is: Michael Yip, 415-764-3937.

Requirement for State Registered Advisers

Not applicable.

Professional Credentials

Not applicable.

Natixis Advisors, LLC

Privacy Notice

For purposes of this notice, the term "we" includes Natixis Advisors, LLC, and its internal divisions and advisory affiliates.

Notice of Privacy Policies and Practices

We consider client relationships to be the hallmark of our business and are dedicated to protecting the confidentiality of any nonpublic personal information ("personal information") provided by our customers. We understand the trust that our customers place in us and are committed to earning that trust well into the future.

Sources from Which We Collect Personal Information and the Types of Personal Information We Process

We may collect personal information regarding our current and prospective investors and shareholders through a variety of mediums, including on applications, forms, transaction histories, and correspondence (electronic, written, and telephonic). Personal information may also be gathered and made available to authorized associates as a result of complaints, issue resolution events, data inputs to Natixis websites, issuance of required mailings, regulatory monitoring and retention, and shareholder voting processes, and may also be received from a client's financial intermediary firm. Personal information collected includes: identifiers such as real name, alias, postal address, unique personal identifier, online identifier, Internet Protocol address, email address, account name, social security number, driver's license number, passport number, or other similar identifiers; telephone number; financial information (such as investor account name and number and transaction history); and information regarding protected characteristics.

How We Use Your Personal Information

We may use the personal information we collect from you or receive about you in a variety of ways depending on the type of information and your relationships with us. We may use personal information as required or permitted by law or for our everyday business purposes, such as to process transactions or service a client account. In addition, we may use your personal information to consider your eligibility for our products or services, and to provide you with additional information about products and services. Your personal information may be used for auditing, regulatory reporting and retention, required mailings, compliance testing, customer relationship management, portal functionality, research, data verification services for purposes of servicing your account and analytics, problem resolution, statement fulfilment, and debugging purposes.

How We Share Your Personal Information

The information we collect, as described above, may be shared in various ways depending on the information we process and our relationship with you. For example, we may share your personal information (a) with our corporate affiliates in the financial services industry to enhance and improve customer communications, services, and products designed to meet our customers' needs; (b) with federal, state, or local regulators and self-regulatory organizations pursuant to applicable federal and state law; and (c) with third-party service providers, business partners and vendors that perform services on our behalf and/or support our account maintenance and service capabilities (such as preparing and mailing prospectuses, reports, and account statements; conducting research on client satisfaction; gathering votes for shareholder proxies; and providing marketing, analytic, and processing services). We share your "nonpublic personal information" as such term is defined by federal law, as permitted or required by law, and unaffiliated service providers that process such information on our behalf have agreed not to retain, use, or disclose personal information for any purpose other than as contractually specified or as may be required by applicable federal and state law.

Policies and Practices to Protect the Security of Your Personal Information

Only employees that have a business need for personal information are given access to that information. We maintain physical, electronic, and procedural safeguards that are designed to comply with federal standards to protect your nonpublic personal information. For example, we take precautions to keep our information systems secure, including the use of firewalls for our Internet-based systems. When appropriate, we also use encryption technologies, user authentication systems, and access control mechanisms. Although we take measures to safeguard against unauthorized disclosures of information, we cannot assure you that your personal information or other information will never be disclosed in a manner that is inconsistent with the statements set forth in this policy. Should you have further questions, please email us at USPrivacy@natixis.com..

Natixis Investment Managers consists of Natixis Distribution, LLC, Natixis Advisors, LLC, Natixis Investment Managers S.A., and Natixis Investment Managers S.A.'s business development units across the globe, each of which is an affiliate of Natixis Investment Managers, the French holding company. Natixis Distribution, LLC and Natixis Advisors, LLC are located at 888 Boylston Street, Suite 800, Boston, MA 02199. Natixis Investment Managers Solutions, a division of Natixis Advisors, LLC, also operates an office located at 101 Second Street, Suite 1600, San Francisco, CA 94105.

Last Updated: January 2024

Proxy Voting Policy

November 2023

Natixis Advisors, LLC ("Natixis Advisors")
Natixis Investment Managers Solutions ("Solutions")

Advisory Business Overview

Natixis Advisors' investment advisory services are provided to investment company clients and managed account clients. With regard to investment company clients, Natixis Advisors is the investment adviser to some of the investment companies in the Natixis family of funds (the "Natixis Funds"). Each Natixis Fund is a registered investment company or a series thereof. Natixis Advisors is also the investment advisor to certain exhange-traded funds (the "Natixis ETFs"). Each such exchange-traded fund is a registered investment company.

With respect to the Natixis Funds, Natixis Advisors subcontracts portfolio management services to one or more affiliated or unaffiliated registered investment advisers to act in the capacity of subadviser to Natixis Advisors. As set forth in the relevant contract, each subadviser is responsible for the day-to-day investment operations of the relevant Natixis Fund/Natixis ETF it subadvises. Natixis Advisors is responsible, subject to the approval of the relevant Natixis Fund's/Natixis ETF's Board, for the selection and oversight of such subadviser. Natixis Advisors will replace subadvisers as it deems appropriate, subject to the approval, as may be required, of the affected Natixis Fund's Board of Trustees and/or the affected Natixis Fund's shareholders.

Natixis Advisors, through its Solutions division, is currently responsible for the management of a subset of sleeves of each of the Natixis Sustainable Futures Funds, each one of the Natixis Funds. Natixis Advisors fulfills its investment advisory obligations to the sleeves via its Solutions division. Solutions provides investment advisory services and trade execution services through its trade desk. When Natixis Advisors exercises investment discretion, it is Natixis Advisors that makes all investment decisions, including proxy voting decisions, and Natixis Advisors through its Solutions division that directs the execution of all transactions allocated to it for management (subject to the investment objectives and guidelines applicable to the sleeves).

In addition to its investment company related advisory services, Natixis Advisors also provides investment advisory services to managed account clients. For such clients, Natixis Advisors, where it is the discretionary investment manager, has the ultimate investment decision-making authority with respect to securities to be purchased or sold for a client account. In determining the securities to be held in particular accounts, Natixis Advisors will generally rely on recommendations implicit in model portfolios supplied by model portfolio providers. When voting proxies, Natixis Advisors may (but is not required to) take into account the opinion of the model portfolio providers. However, it is generally the case that Natixis Advisors does not request the opinion of the model portfolio providers when dealing with proxy related matters. Where Natixis Advisors has been granted proxy voting authority by a client, Natixis Advisors will vote proxies in accordance with this proxy voting policy.

Proxy Voting Agent

Natixis Advisors' authority to vote client proxies is established by Natixis Advisors' investment advisory agreements or other comparable documents. Where it is authorized to vote proxies, Natixis Advisors does so in accordance with the best interest of its clients. Similarly, Natixis Advisors resolves any conflicts of interest in accordance with the best interest of its clients. In order to minimize these conflicts of interest, Natixis Advisors has contracted with Broadridge/Glass Lewis ("Glass

Lewis"), an independent third party service provider, to vote proxies on behalf of Natixis Advisors' clients. Natixis Advisors has a fiduciary responsibility to exercise proxy voting authority when such authority is granted to it. Broadridge and Glass Lewis maintains records, provides reports, develops models and research, and votes proxies in accordance with instructions and guidelines that have been approved by Natixis Advisors. These instructions and guidelines are consistent with the Proxy Voting Policy of Natixis Advisors, which generally votes "for" proposals that, in the judgment of Natixis Advisors, would serve to enhance shareholder value, and votes "against" proposals that, in the judgment of Natixis Advisors, would impair shareholder value. These instructions and guidelines from Glass Lewis direct Broadridge to vote "for" or "against" specific types of routine proposals, while generally reserving other non-routine proposals for Natixis Advisors to decide on a case-by-case basis. With respect to proposals to be decided by Natixis Advisors on a case-by-case basis, a designated member of Natixis Advisors' portfolio management team has the responsibility to determine how the proxies should be voted and for directing the proxy voting agent, through other operational personnel of Natixis Advisors, to vote accordingly.

Procedures

Generally, a client's custodian directly sends all electronic ballots to Broadridge. For the electronic ballots received by Broadridge, Glass Lewis provides voting recommendations and Broadridge then executes votes. Broadridge is responsible for systematically processing and recordkeeping all electronic vote information. Physical ballots are received and processed by Natixis Advisors. Natixis Advisors directs Broadridge to execute votes that are received for physical ballots based on Glass Lewis recommendations. For physical ballots, Natixis Advisors is responsible for entering the vote information on Broadridge systems for recordkeeping and Broadridge is responsible for executing the vote. Natixis Advisors relies on the client's custodian to notify, either electronically or physically, of a pending proxy vote that is applicable to a client account. Natixis Advisors, through Glass Lewis, can exercise its proxy voting authority only when it receives proxy voting requests prior to the vote cut-off date.

With regard to new accounts for which Natixis Advisors is granted proxy voting authority, it is the responsibility of the client's custodian to ensure that proxies for the new account are directed either electronically or physically to Natixis Advisors. However, if a custodian does not appropriately setup the account for electronic receipt the account proxy voting information may be delivered to Natixis Advisors as a physical ballot. Physical ballots are more likely to experience voting delays and are more likely to be subject to non-voting because cut-offs dates may be missed.

Closed accounts are removed from the Broadridge system at the direction of Natixis Advisors. However, it the responsibility of the client's custodian to stop sending proxy votes to Natixis Advisors/Glass Lewis.

Conflicts of Interest

Natixis Advisors is aware that conflicts of interest may arise in the proxy decision-making process and is committed to resolving all such conflicts in the best interest of its clients. Conflicts of interest may arise where: (i) a proponent of a proxy proposal has a business relationship with Natixis Advisors, (ii) proxy votes are solicited by an issuer who has a relationship with Natixis Advisors, (iii) an employee of Natixis Advisors has a personal interest in the outcome of a proxy proposal, or (iv) Natixis Advisors has a relationship with participants in proxy contests, corporate directors or director candidates.

Natixis Advisors will generally vote in accordance with established policy guidelines in the presence of a conflict of interest. However, when proxy voting proposals give rise to conflicts of interest not addressed by the proxy voting policy, the dedicated portfolio manager may consult with an independent consultant and/or outside counsel to resolve such material conflicts of interest. Resolutions to these conflicts of interest may include, but are not limited to: (i) voting in accordance with the guidance of a third party, (ii) establishing information barriers around a person(s) making voting decisions, (iii) designating a person or internal committee to vote that has no knowledge of any relationship between Natixis Advisors and the issuer, its officers or directors, or proxy proponents.

Oversight

Natixis Advisors reviews and updates its proxy voting policy no less than annually. Additionally, Natixis Advisors conducts periodic reviews of the Glass Lewis/Broadridge relationship in order to confirm that proxy voting is being completed in accordance with this policy. All proxy voting related issues that arise are documented and presented to the Chief Compliance Officer ("CCO") for review.

Annual: On an annual basis, members of Natixis Advisors Portfolio Management team review and approve the guidelines issued by Glass Lewis. This review confirms that any new or existing proxy voting guidelines falls within the Natixis Advisor's risk tolerance. The review is evidenced and tracked by the Compliance team as part of the Annual 206(4)-7 Review.

Semi-annual: On a semi-annual basis, an internal team at Natixis Advisors, which includes members of Legal, Compliance, Portfolio Management, and/or Operations will conduct a thorough review of Glass Lewis' proxy voting activities.

- *Proxy Accuracy*: Natixis Advisors selects a random sample of proxy votes and compares Glass Lewis' accuracy of the Voting Items. This is completed through a combination of proxy voting summary reports provided by Glass Lewis and independent research through the U.S. Securities and Exchange Commission ("SEC") EDGAR filing site. The review is evidenced and tracked by the Compliance team as part of the Annual 206(4)-7 Review.

- *Compliance with Guidelines:* Natixis Advisors conducts a random sampling review of proxy voting ballots in order to ascertain whether votes cats were in compliance with Natixis Advisors' proxy voting policy and approved guidelines. The review is evidenced and tracked by the Compliance team as part of the Annual 206(4)-7 Review.

Upon request, clients may obtain a full and complete copy of the Natixis Advisors proxy voting policy and a record of how their securities were voted. To obtain a copy of the proxy voting policy or a record of how your securities were voted, please contact us via phone at 617-449-2813, or by email at ADVOPS@natixis.com.

SEC Rules 38(a)-1 and 206(4)-6

In accordance with Rule 38(a)-1, Natixis Advisors will initially provide the CCO with a summary of its proxy voting policy and will provide the CCO with a record of how these proxies were voted on an annual basis. Additionally, any proxy voting related issues or concerns are immediately provided to the CCO for review and guidance.

In accordance with Rule 206(4)-6, Natixis Advisors will initially provide clients with a summary of its proxy voting policy and will offer to provide them with a record of how their proxies were voted.

Records

Natixis Advisors, through its proxy voting agent, will maintain and preserve all required records. Natixis Advisors maintains all correspondence related to client requests for proxy voting records.

Proxy Voting Policy Exceptions

Natixis Advisors has adopted the attached Glass Lewis 2023 U.S. Proxy Voting Guidelines Summary with the expectation that all proxy votes be cast in accordance with these guidelines. In certain instances, Natixis Advisors will take an opposing view with the policy and will vote contrary to the guidelines. These exceptions to the guideline policy are reviewed by the members of the Operations and Compliance Committee ("OCC") and the ESG Committee, where applicable. All exceptions to the policy are tracked and maintained by the Operations team

United States

GLASS LEWIS

2023 Policy Guidelines

www.glasslewis.com

GLASS LEWIS

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About Glass Lewis

Glass Lewis is the world's choice for governance solutions. We enable institutional investors and publicly listed companies to make sustainable decisions based on research and data. We cover 30,000+ meetings each year, across approximately 100 global markets. Our team has been providing in-depth analysis of companies since 2003, relying solely on publicly available information to inform its policies, research, and voting recommendations.

Our customers include the majority of the world's largest pension plans, mutual funds, and asset managers, collectively managing over $40 trillion in assets. We have teams located across the United States, Europe, and Asia-Pacific giving us global reach with a local perspective on the important governance issues.

Investors around the world depend on Glass Lewis' **Viewpoint** platform to manage their proxy voting, policy implementation, recordkeeping, and reporting. Our industry leading **Proxy Paper** product provides comprehensive environmental, social, and governance research and voting recommendations weeks ahead of voting deadlines. Public companies can also use our innovative **Report Feedback Statement** to deliver their opinion on our proxy research directly to the voting decision makers at every investor client in time for voting decisions to be made or changed.

The research team engages extensively with public companies, investors, regulators, and other industry stakeholders to gain relevant context into the realities surrounding companies, sectors, and the market in general. This enables us to provide the most comprehensive and pragmatic insights to our customers.

Join the Conversation

Glass Lewis is committed to ongoing engagement with all market participants.

info@glasslewis.com | www.glasslewis.com

Guidelines Introduction

Summary of Changes for 2023

Glass Lewis evaluates these guidelines on an ongoing basis and formally updates them on an annual basis. This year we've made noteworthy revisions in the following areas, which are summarized below but discussed in greater detail in the relevant section of this document:

Board Diversity

Gender Diversity

We are transitioning from a fixed numerical approach to a percentage-based approach for board gender diversity, as announced in 2022.

Beginning with shareholder meetings held after January 1, 2023, we will generally recommend against the chair of the nominating committee of a board that is not at least 30 percent gender diverse at companies within the Russell 3000 index. For companies outside the Russell 3000 index, our existing policy requiring a minimum of one gender diverse director will remain in place.

Additionally, when making these voting recommendations, we will carefully review a company's disclosure of its diversity considerations and may refrain from recommending that shareholders vote against directors when boards have provided a sufficient rationale or plan to address the lack of diversity on the board, including a timeline to appoint additional gender diverse directors (generally by the next annual meeting).

Underrepresented Community Diversity

We have expanded our policy on measures of diversity beyond gender. Beginning in 2023, we will generally recommend against the chair of the nominating committee of a board with fewer than one director from an underrepresented community on the board at companies within the Russell 1000 index.

We define "underrepresented community" as an individual who self-identifies as Black, African American, North African, Middle Eastern, Hispanic, Latino, Asian, Pacific Islander, Native American, Native Hawaiian, or Alaskan Native, or who self-identifies as gay, lesbian, bisexual, or transgender. For the purposes of this evaluation, we will rely solely on self-identified demographic information as disclosed in company proxy statements.

Additionally, when making these voting recommendations we will carefully review a company's disclosure of its diversity considerations, and may refrain from recommending that shareholders vote against directors when boards have provided a sufficient rationale or plan to address the lack of diversity on the board, including a timeline to appoint additional directors from an underrepresented community (generally by the next annual meeting).

State Laws on Diversity

We have revised our discussion regarding state laws on diversity following recent changes to the status of certain state laws. Over the past several years, some U.S. states have encouraged board diversity through legislation. Most notably, companies headquartered in California were subject to mandatory board composition requirements during early 2022.

Subsequently, California's Senate Bill 826 and Assembly Bill 979 regarding board gender and "underrepresented community" diversity, respectively, were both deemed to violate the equal protection clause of the California state constitution. These laws are currently in the appeals process.

Accordingly, where we previously recommended in accordance with mandatory board composition requirements set forth in California's SB 826 and AB 979, we will refrain from providing recommendations pursuant to these state board composition requirements until further notice while we continue to monitor the appeals process. However, we will continue to monitor compliance with these requirements.

Disclosure of Director Diversity and Skills

We have revised our discussion on disclosure of director diversity and skills in company proxy statements. At companies in the Russell 1000 index that have not provided any disclosure in each of our tracked categories, we will generally recommend voting against the chair of the nominating and/or governance committee.

Additionally, beginning in 2023, when companies in the Russell 1000 index have not provided any disclosure of individual or aggregate racial/ethnic minority demographic information, we will generally recommend voting against the chair of the governance committee.

Board Oversight of Environmental and Social Issues

We have updated our guidelines with respect to board-level oversight of environmental and social (E&S) issues. For shareholder meetings held after January 1, 2023, we will generally recommend voting against the governance committee chair of a company in the Russell 1000 index that fails to provide explicit disclosure concerning the board's role in overseeing environmental and social issues. While we believe that it is important that these issues are overseen at the board level and that shareholders are afforded meaningful disclosure of these oversight responsibilities, we believe that companies should determine the best structure for this oversight. In our view, this oversight can be effectively conducted by specific directors, the entire board, a separate committee, or combined with the responsibilities of a key committee. Furthermore, beginning in 2023 we will expand our tracking of board-level oversight of environmental and social issues to all companies within the Russell 3000 index.

When evaluating a board's role in overseeing environmental and social issues, we will examine a company's proxy statement and governing documents (such as committee charters) to determine if directors maintain a meaningful level of oversight and accountability for a company's material environmental and social risks.

Director Commitments

We have revised our discussion of director commitments. We have clarified that we will generally recommend that shareholders vote against a director who serves as an executive officer (other than executive chair) of any public company while serving on more than one external public company board, a director who serves as an executive chair of any public company while serving on more than two external public company boards, and any other director who serves on more than five public company boards.

Cyber Risk Oversight

We have included a new discussion on our approach to cyber risk oversight. Given current regulatory focus on and the potential adverse outcomes from cyber-related issues, it is our view that cyber risk is material for all companies. We, therefore, believe that it is critical that companies evaluate and mitigate these risks to the greatest extent possible. With that view, we encourage all issuers to provide clear disclosure concerning the role of the board in overseeing issues related to cybersecurity. We also believe that disclosure concerning how companies are ensuring directors are fully versed on this rapidly evolving and dynamic issue can help shareholders understand the seriousness with which companies take this issue.

We will generally not make recommendations on the basis of a company's oversight or disclosure concerning cyber-related issues. However, we will closely evaluate a company's disclosure in this regard in instances where cyber-attacks have caused significant harm to shareholders and may recommend against appropriate directors should we find such disclosure or oversight to be insufficient.

Board Accountability for Climate-related Issues

We have included a new discussion on director accountability for climate-related issues. In particular, we believe that clear and comprehensive disclosure regarding climate risks, including how they are being mitigated and overseen, should be provided by those companies whose own GHG emissions represent a financially material risk, such as those companies identified by groups including Climate Action 100+.

Accordingly, for companies with material exposure to climate risk stemming from their own operations, we believe they should provide thorough climate-related disclosures in line with the recommendations of the Task Force on Climate-related Financial Disclosures ("TCFD"). We also believe the boards of these companies should have explicit and clearly defined oversight responsibilities for climate-related issues. As such, in instances where we find either of these disclosures to be absent or significantly lacking, we may recommend voting against responsible directors.

Officer Exculpation

We have included a new section regarding officer exculpation. In August 2022, the Delaware General Assembly amended Section 102(b)(7) of the Delaware General Corporation Law ("DGCL") to authorize corporations to adopt a provision in their certificate of incorporation to eliminate or limit monetary liability of certain corporate officers for breach of fiduciary duty of care. The amendment authorizes corporations to provide for exculpation of the following officers: (i) the corporation's president, chief executive officer, chief operating officer, chief financial officer, chief legal officer, controller, treasurer or chief accounting officer, (ii) "named executive officers" identified in the corporation's SEC filings, and (iii) individuals who have agreed to be identified as officers of the corporation.

Corporate exculpation provisions under the DGCL apply only to claims for breach of the duty of care, and not to breaches of the duty of loyalty. Exculpation provisions also do not apply to acts or omissions not in good faith or that involve intentional misconduct, knowing violations of the law, or transactions involving the receipt of any improper personal benefits. Furthermore, officers may not be exculpated from claims brought against them by, or in the right of, the corporation (i.e., derivative actions).

Under Section 102(b)(7), a corporation must affirmatively elect to include an exculpation provision in its certificate of incorporation. We will closely evaluate proposals to adopt officer exculpation provisions on a case-by-case basis. We will generally recommend voting against such proposals eliminating monetary liability for breaches of the duty of care for certain corporate officers, unless compelling rationale for the adoption is provided by the board, and the provisions are reasonable.

Long-Term Incentives

We revised our threshold for the minimum percentage of the long-term incentive grant that should be performance-based from 33% to 50%, in line with market trends. Beginning in 2023, Glass Lewis will raise concerns in our analysis with executive pay programs that provide less than half of an executive's long-term incentive awards that are subject to performance-based vesting conditions. As with past year, we may refrain from a negative recommendation in the absence of other significant issues with the program's design or operation, but a negative trajectory in the allocation amount may lead to an unfavorable recommendation.

Clarifying Amendments

The following clarifications of our existing policies are included this year:

Board Responsiveness

We have clarified our discussion of board responsiveness. Specifically, we have clarified that when 20% or more of shareholders vote contrary to management, we believe that boards should engage with shareholders and demonstrate some initial level of responsiveness. When a majority or more of shareholders vote contrary to management, we believe that boards should engage with shareholders and provide a more robust response to fully address shareholder concerns. Furthermore, we have clarified our approach at controlled companies and companies that have multi-class share structures with unequal voting rights, where we will carefully examine the level of disapproval attributable to unaffiliated shareholders and will generally evaluate vote results on a "one share, one vote" basis.

Compensation Committee Performance

We have clarified our approach when certain outsized awards (so called "mega-grants") have been granted and the awards present concerns such as excessive quantum, lack of sufficient performance conditions, and/or are excessively dilutive, among others. We will generally recommend against the chair of the compensation committee when such outsized awards have been granted and include any of the aforementioned concerns.

Company Responsiveness (for Say-on-Pay Analysis)

With regard to our discussion of company responsiveness, we have clarified that we will also scrutinize high levels of disinterested shareholders when assessing the support levels for previous years' say-on-pay votes. When evaluating a company's response to low support levels, we also expanded our discussion of what we consider robust disclosure, including discussion of rationale for not implementing change to pay decisions that drove low support and intentions going forward.

One-Time Awards

We have expanded our discussion regarding what we consider reasonable disclosure in terms of one-time awards. Specifically, we have included that we expect discussion surrounding the determination of quantum and structure for such awards.

Grants of Front-Loaded Awards

Adding to our discussion relating to front-loaded awards, we have included language touching on the topic of the rise in the use of "mega-grants". Furthermore, we expanded on our concerns regarding the increased restraint placed upon the board to respond to unforeseen factors when front-loaded awards are used. Finally, we provided clarification surrounding situations where front-loaded awards are intended to cover only the time-based or performance-based portion of an executive's long-term incentive awards.

Pay for Performance

We included mention of the new pay versus performance disclosure requirements announced by the U.S. Securities and Exchange Commission (SEC) in August of 2022. In our revised discussion of our Pay-for-Performance methodology, we have made clear that the methodology is not impacted by new rules. There is no change to the methodology for the 2023 Proxy Season. However, we note that the disclosure requirements from the new rule may be reviewed in our evaluation of executive pay programs on a qualitative basis.

Short- and Long-Term Incentives

We have added new discussion to codify our views on certain exercise of compensation committee discretion on incentive payouts. Glass Lewis recognizes the importance of the compensation committee's judicious and responsible exercise of discretion over incentive pay outcomes to account for significant events that would otherwise be excluded from performance results of selected metrics of incentive programs. We believe that companies should provide thorough discussion of how such events were considered in the committee's decisions to exercise discretion or refrain from applying discretion over incentive pay outcomes.

Recoupment Provisions

We have revised our discussion on clawback policies to reflect new regulatory developments for exchange-listed companies. On October 26, 2022, the U.S. Securities and Exchange Commission (SEC) approved final rules regarding clawback policies based on which the national exchanges are to create new listing requirements. During period between the announcement of the final rules and the effective date of listing requirements, Glass Lewis will continue to raise concerns for companies that maintain clawback policies that only meet the requirements set forth by Section 304 of the Sarbanes-Oxley Act. However, disclosure from such companies of early effort to meet the standards of the final rules may help to mitigate concerns.

A Board of Directors that Serves Shareholder Interest

Election of Directors

The purpose of Glass Lewis' proxy research and advice is to facilitate shareholder voting in favor of governance structures that will drive performance, create shareholder value and maintain a proper tone at the top. Glass Lewis looks for talented boards with a record of protecting shareholders and delivering value over the medium- and long-term. We believe that a board can best protect and enhance the interests of shareholders if it is sufficiently independent, has a record of positive performance, and consists of individuals with diverse backgrounds and a breadth and depth of relevant experience.

Independence

The independence of directors, or lack thereof, is ultimately demonstrated through the decisions they make. In assessing the independence of directors, we will take into consideration, when appropriate, whether a director has a track record indicative of making objective decisions. Likewise, when assessing the independence of directors we will also examine when a director's track record on multiple boards indicates a lack of objective decision-making. Ultimately, we believe the determination of whether a director is independent or not must take into consideration both compliance with the applicable independence listing requirements as well as judgments made by the director.

We look at each director nominee to examine the director's relationships with the company, the company's executives, and other directors. We do this to evaluate whether personal, familial, or financial relationships (not including director compensation) may impact the director's decisions. We believe that such relationships make it difficult for a director to put shareholders' interests above the director's or the related party's interests. We also believe that a director who owns more than 20% of a company can exert disproportionate influence on the board, and therefore believe such a director's independence may be hampered, in particular when serving on the audit committee.

Thus, we put directors into three categories based on an examination of the type of relationship they have with the company:

> **Independent Director** — An independent director has no material financial, familial or other current relationships with the company, its executives, or other board members, except for board service and standard fees paid for that service. Relationships that existed within three to five years[1] before the

[1] NASDAQ originally proposed a five-year look-back period but both it and the NYSE ultimately settled on a three-year look-back prior to finalizing their rules. A five-year standard for former employment relationships is more appropriate, in our view, because we believe that the unwinding of conflicting relationships between former management and board members is more likely to be complete and final after five years. However, Glass Lewis does not apply the five-year look-back period to directors who have previously served as executives of the company on an interim basis for less than one year.

inquiry are usually considered "current" for purposes of this test. For material financial relationships with the company, we apply a three-year look back, and for former employment relationships with the company, we apply a five-year look back.

Affiliated Director — An affiliated director has, (or within the past three years, had) a material financial, familial or other relationship with the company or its executives, but is not an employee of the company.[2] This includes directors whose employers have a material financial relationship with the company.[3] In addition, we view a director who either owns or controls 20% or more of the company's voting stock, or is an employee or affiliate of an entity that controls such amount, as an affiliate.[4]

We view 20% shareholders as affiliates because they typically have access to and involvement with the management of a company that is fundamentally different from that of ordinary shareholders. More importantly, 20% holders may have interests that diverge from those of ordinary holders, for reasons such as the liquidity (or lack thereof) of their holdings, personal tax issues, etc.

Glass Lewis applies a three-year look back period to all directors who have an affiliation with the company other than former employment, for which we apply a five-year look back.

Definition of **"Material"**: A material relationship is one in which the dollar value exceeds:

- $50,000 (or where no amount is disclosed) for directors who are paid for a service they have agreed to perform for the company, outside of their service as a director, including professional or other services. This threshold also applies to directors who are the majority or principal owner of a firm that receives such payments; or
- $120,000 (or where no amount is disclosed) for those directors employed by a professional services firm such as a law firm, investment bank, or consulting firm and the company pays the firm, not the individual, for services.[5] This dollar limit would also apply to charitable contributions to schools where a board member is a professor; or charities where a director serves on the board or is an executive;[6] and any aircraft and real estate dealings between the company and the director's firm; or

[2] If a company does not consider a non-employee director to be independent, Glass Lewis will classify that director as an affiliate.

[3] We allow a five-year grace period for former executives of the company or merged companies who have consulting agreements with the surviving company. (We do not automatically recommend voting against directors in such cases for the first five years.) If the consulting agreement persists after
this five-year grace period, we apply the materiality thresholds outlined in the definition of "material."

[4] This includes a director who serves on a board as a representative (as part of his or her basic responsibilities) of an investment firm with greater than 20% ownership. However, while we will generally consider him/her to be affiliated, we will not recommend voting against unless (i) the investment firm has disproportionate board representation or (ii) the director serves on the audit committee.

[5] We may deem such a transaction to be immaterial where the amount represents less than 1% of the firm's annual revenues and the board provides a compelling rationale as to why the director's independence is not affected by the relationship.

[6] We will generally take into consideration the size and nature of such charitable entities in relation to the company's size and industry along with any other relevant factors such as the director's role at the charity. However, unlike for other types

- 1% of either company's consolidated gross revenue for other business relationships (e.g., where the director is an executive officer of a company that provides services or products to or receives services or products from the company).[7]

Definition of **"Familial"** — Familial relationships include a person's spouse, parents, children, siblings, grandparents, uncles, aunts, cousins, nieces, nephews, in-laws, and anyone (other than domestic employees) who shares such person's home. A director is an affiliate if: i) he or she has a family member who is employed by the company and receives more than $120,000[8] in annual compensation; or, ii) he or she has a family member who is employed by the company and the company does not disclose this individual's compensation.

Definition of **"Company"** — A company includes any parent or subsidiary in a group with the company or any entity that merged with, was acquired by, or acquired the company.

Inside Director — An inside director simultaneously serves as a director and as an employee of the company. This category may include a board chair who acts as an employee of the company or is paid as an employee of the company. In our view, an inside director who derives a greater amount of income as a result of affiliated transactions with the company rather than through compensation paid by the company (i.e., salary, bonus, etc. as a company employee) faces a conflict between making decisions that are in the best interests of the company versus those in the director's own best interests. Therefore, we will recommend voting against such a director.

Additionally, we believe a director who is currently serving in an interim management position should be considered an insider, while a director who previously served in an interim management position for less than one year and is no longer serving in such capacity is considered independent. Moreover, a director who previously served in an interim management position for over one year and is no longer serving in such capacity is considered an affiliate for five years following the date of the director's resignation or departure from the interim management position.

Voting Recommendations on the Basis of Board Independence

Glass Lewis believes a board will be most effective in protecting shareholders' interests if it is at least two-thirds independent. We note that each of the Business Roundtable, the Conference Board, and the Council of Institutional Investors advocates that two-thirds of the board be independent. Where more than one-third of the members are affiliated or inside directors, we typically[8] recommend voting against some of the inside and/or affiliated directors in order to satisfy the two-thirds threshold.

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of related party transactions, Glass Lewis generally does not apply a look-back period to affiliated relationships involving charitable contributions; if the relationship between the director and the school or charity ceases, or if the company discontinues its donations to the entity, we will consider the director to be independent.

[7] This includes cases where a director is employed by, or closely affiliated with, a private equity firm that profits from an acquisition made by the company. Unless disclosure suggests otherwise, we presume the director is affiliated.

[8] Pursuant to SEC rule Item 404 of Regulation S-K under the Securities Exchange Act, compensation exceeding $120,000 is the minimum threshold deemed material for disclosure of transactions involving family members of directors.

[8] With a staggered board, if the affiliates or insiders that we believe should not be on the board are not up for election, we will express our concern regarding those directors, but we will not recommend voting against the other affiliates or insiders

In the case of a less than two-thirds independent board, Glass Lewis strongly supports the existence of a presiding or lead director with authority to set the meeting agendas and to lead sessions outside the insider chair's presence.

In addition, we scrutinize avowedly "independent" chairs and lead directors. We believe that they should be unquestionably independent or the company should not tout them as such.

Committee Independence

We believe that only independent directors should serve on a company's audit, compensation, nominating, and governance committees.[9] We typically recommend that shareholders vote against any affiliated or inside director seeking appointment to an audit, compensation, nominating, or governance committee, or who has served in that capacity in the past year.

Pursuant to Section 952 of the Dodd-Frank Act, as of January 11, 2013, the U.S. Securities and Exchange Commission (SEC) approved new listing requirements for both the NYSE and NASDAQ which require that boards apply enhanced standards of independence when making an affirmative determination of the independence of compensation committee members. Specifically, when making this determination, in addition to the factors considered when assessing general director independence, the board's considerations must include: (i) the source of compensation of the director, including any consulting, advisory or other compensatory fee paid by the listed company to the director (the "Fees Factor"); and (ii) whether the director is affiliated with the listing company, its subsidiaries, or affiliates of its subsidiaries (the "Affiliation Factor").

Glass Lewis believes it is important for boards to consider these enhanced independence factors when assessing compensation committee members. However, as discussed above in the section titled Independence, we apply our own standards when assessing the independence of directors, and these standards also take into account consulting and advisory fees paid to the director, as well as the director's affiliations with the company and its subsidiaries and affiliates. We may recommend voting against compensation committee members who are not independent based on our standards.

Independent Chair

Glass Lewis believes that separating the roles of CEO (or, more rarely, another executive position) and chair creates a better governance structure than a combined CEO/chair position. An executive manages the business according to a course the board charts. Executives should report to the board regarding their performance in achieving goals set by the board. This is needlessly complicated when a CEO chairs the board, since a CEO/chair presumably will have a significant influence over the board.

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who are up for election just to achieve two-thirds independence. However, we will consider recommending voting against the directors subject to our concern at their next election if the issue giving rise to the concern is not resolved.

[9] We will recommend voting against an audit committee member who owns 20% or more of the company's stock, and we believe that there should be a maximum of one director (or no directors if the committee is composed of less than three directors) who owns 20% or more of the company's stock on the compensation, nominating, and governance committees.

While many companies have an independent lead or presiding director who performs many of the same functions of an independent chair (e.g., setting the board meeting agenda), we do not believe this alternate form of independent board leadership provides as robust protection for shareholders as an independent chair.

It can become difficult for a board to fulfill its role of overseer and policy setter when a CEO/chair controls the agenda and the boardroom discussion. Such control can allow a CEO to have an entrenched position, leading to longer-than-optimal terms, fewer checks on management, less scrutiny of the business operation, and limitations on independent, shareholder-focused goal-setting by the board.

A CEO should set the strategic course for the company, with the board's approval, and the board should enable the CEO to carry out the CEO's vision for accomplishing the board's objectives. Failure to achieve the board's objectives should lead the board to replace that CEO with someone in whom the board has confidence.

Likewise, an independent chair can better oversee executives and set a pro-shareholder agenda without the management conflicts that a CEO and other executive insiders often face. Such oversight and concern for shareholders allows for a more proactive and effective board of directors that is better able to look out for the interests of shareholders.

Further, it is the board's responsibility to select a chief executive who can best serve a company and its shareholders and to replace this person when his or her duties have not been appropriately fulfilled. Such a replacement becomes more difficult and happens less frequently when the chief executive is also in the position of overseeing the board.

Glass Lewis believes that the installation of an independent chair is almost always a positive step from a corporate governance perspective and promotes the best interests of shareholders. Further, the presence of an independent chair fosters the creation of a thoughtful and dynamic board, not dominated by the views of senior management. Encouragingly, many companies appear to be moving in this direction — one study indicates that only 10 percent of incoming CEOs in 2014 were awarded the chair title, versus 48 percent in 2002.[10] Another study finds that 53 percent of S&P 500 boards now separate the CEO and chair roles, up from 37 percent in 2009, although the same study found that only 34 percent of S&P 500 boards have truly independent chairs.[11]

We do not recommend that shareholders vote against CEOs who chair the board. However, we typically recommend that our clients support separating the roles of chair and CEO whenever that question is posed in a proxy (typically in the form of a shareholder proposal), as we believe that it is in the long-term best interests of the company and its shareholders.

Further, where the company has neither an independent chair nor independent lead director, we will recommend voting against the chair of the governance committee.

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[10] Ken Favaro, Per-Ola Karlsson and Gary L. Nelson. "The $112 Billion CEO Succession Problem." (*Strategy+Business*, Issue 79, Summer 2015).

[11] Spencer Stuart Board Index, 2019, p. 6.

Performance

The most crucial test of a board's commitment to the company and its shareholders lies in the actions of the board and its members. We look at the performance of these individuals as directors and executives of the company and of other companies where they have served.

We find that a director's past conduct is often indicative of future conduct and performance. We often find directors with a history of overpaying executives or of serving on boards where avoidable disasters have occurred serving on the boards of companies with similar problems. Glass Lewis has a proprietary database of directors serving at over 8,000 of the most widely held U.S. companies. We use this database to track the performance of directors across companies.

Voting Recommendations on the Basis of Performance

We typically recommend that shareholders vote against directors who have served on boards or as executives of companies with records of poor performance, inadequate risk oversight, excessive compensation, audit- or accounting-related issues, and/or other indicators of mismanagement or actions against the interests of shareholders. We will reevaluate such directors based on, among other factors, the length of time passed since the incident giving rise to the concern, shareholder support for the director, the severity of the issue, the director's role (e.g., committee membership), director tenure at the subject company, whether ethical lapses accompanied the oversight lapse, and evidence of strong oversight at other companies.

Likewise, we examine the backgrounds of those who serve on key board committees to ensure that they have the required skills and diverse backgrounds to make informed judgments about the subject matter for which the committee is responsible.

We believe shareholders should avoid electing directors who have a record of not fulfilling their responsibilities to shareholders at any company where they have held a board or executive position. We typically recommend voting against:

1. A director who fails to attend a minimum of 75% of board and applicable committee meetings, calculated in the aggregate.[12]
2. A director who belatedly filed a significant form(s) 4 or 5, or who has a pattern of late filings if the late filing was the director's fault (we look at these late filing situations on a case-by-case basis).
3. A director who is also the CEO of a company where a serious and material restatement has occurred after the CEO had previously certified the pre-restatement financial statements.
4. A director who has received two against recommendations from Glass Lewis for identical reasons within the prior year at different companies (the same situation must also apply at the company being analyzed).

Furthermore, with consideration given to the company's overall corporate governance, pay-for-performance alignment and board responsiveness to shareholders, we may recommend voting against directors who served

[12] However, where a director has served for less than one full year, we will typically not recommend voting against for failure to attend 75% of meetings. Rather, we will note the poor attendance with a recommendation to track this issue going forward. We will also refrain from recommending to vote against directors when the proxy discloses that the director missed the meetings due to serious illness or other extenuating circumstances.

throughout a period in which the company performed significantly worse than peers and the directors have not taken reasonable steps to address the poor performance.

Board Responsiveness

Glass Lewis believes that boards should be responsive to shareholders when a significant percentage of shareholders vote contrary to the recommendation of management, depending on the issue.

When 20% of more of shareholders vote contrary to management, we believe that boards should engage with shareholders on the issue and demonstrate some initial level of responsiveness. These include instances when 20% or more of shareholders:

- (i) withhold votes from (or vote against) a director nominee;
- (ii) vote against a management-sponsored proposal; or
- (iii) vote for a shareholder proposal.

In our view, a 20% threshold is significant enough to warrant a close examination of the underlying issues and an evaluation of whether the board responded appropriately following the vote, particularly in the case of a compensation or director election proposal. While the 20% threshold alone will not automatically generate a negative vote recommendation from Glass Lewis on a future proposal (e.g., to recommend against a director nominee, against a say-on-pay proposal, etc.), it may be a contributing factor to our recommendation to vote against management's recommendation in the event we determine that the board did not respond appropriately.

When a majority of shareholders vote contrary to management, we believe that boards should engage with shareholders on the issue and provide a more robust response to fully address shareholder concerns. These include instances when a majority or more of shareholders:

- (i) withhold votes from (or vote against) a director nominee;
- (ii) vote against a management-sponsored proposal; or
- (iii) vote for a shareholder proposal.

In the case of shareholder proposals, we believe clear action is warranted when such proposals receive support from a majority of votes cast (excluding abstentions and broker non-votes). In our view, this may include fully implementing the request of the shareholder proposal and/or engaging with shareholders on the issue and providing sufficient disclosures to address shareholder concerns.

At controlled companies and companies that have multi-class share structures with unequal voting rights, we will carefully examine the level of approval or disapproval attributed to unaffiliated shareholders when determining whether board responsiveness is warranted. In the case of companies that have multi-class share structures with unequal voting rights, we will generally examine the level of approval or disapproval attributed to unaffiliated shareholders on a "one share, one vote" basis. At controlled and multi-class companies, when at least 20% or more of unaffiliated shareholders vote contrary to management, we believe that boards should engage with shareholders and demonstrate some initial level of responsiveness, and when a majority or more of unaffiliated shareholders vote contrary to management, we believe that boards should engage with shareholders and provide a more robust response to address shareholder concerns.

As a general framework, our evaluation of board responsiveness involves a review of publicly available disclosures (e.g., the proxy statement, annual report, 8-Ks, company website, etc.) released following the date of the company's last annual meeting up through the publication date of our most current Proxy Paper. Depending on the specific issue, our focus typically includes, but is not limited to, the following:

- At the board level, any changes in directorships, committee memberships, disclosure of related party transactions, meeting attendance, or other responsibilities;
- Any revisions made to the company's articles of incorporation, bylaws or other governance documents;
- Any press or news releases indicating changes in, or the adoption of, new company policies, business practices or special reports; and
- Any modifications made to the design and structure of the company's compensation program, as well as an assessment of the company's engagement with shareholders on compensation issues as discussed in the Compensation Discussion & Analysis (CD&A), particularly following a material vote against a company's say-on-pay.
- Proxy statement disclosure discussing the board's efforts to engage with shareholders and the actions taken to address shareholder concerns.

Our Proxy Paper analysis will include a case-by-case assessment of the specific elements of board responsiveness that we examined along with an explanation of how that assessment impacts our current voting recommendations.

The Role of a Committee Chair

Glass Lewis believes that a designated committee chair maintains primary responsibility for the actions of his or her respective committee. As such, many of our committee-specific voting recommendations are against the applicable committee chair rather than the entire committee (depending on the seriousness of the issue). In cases where the committee chair is not up for election due to a staggered board, and where we have identified multiple concerns, we will generally recommend voting against other members of the committee who are up for election, on a case-by-case basis.

In cases where we would ordinarily recommend voting against a committee chair but the chair is not specified, we apply the following general rules, which apply throughout our guidelines:

- If there is no committee chair, we recommend voting against the longest-serving committee member or, if the longest-serving committee member cannot be determined, the longest-serving board member serving on the committee (i.e., in either case, the "senior director"); and
- If there is no committee chair, but multiple senior directors serving on the committee, we recommend voting against both (or all) such senior directors.

In our view, companies should provide clear disclosure of which director is charged with overseeing each committee. In cases where that simple framework is ignored and a reasonable analysis cannot determine which committee member is the designated leader, we believe shareholder action against the longest serving committee member(s) is warranted. Again, this only applies if we would ordinarily recommend voting against the committee chair but there is either no such position or no designated director in such role.

Audit Committees and Performance

Audit committees play an integral role in overseeing the financial reporting process because stable capital markets depend on reliable, transparent, and objective financial information to support an efficient and effective capital market process. Audit committees play a vital role in providing this disclosure to shareholders.

When assessing an audit committee's performance, we are aware that an audit committee does not prepare financial statements, is not responsible for making the key judgments and assumptions that affect the financial statements, and does not audit the numbers or the disclosures provided to investors. Rather, an audit committee member monitors and oversees the process and procedures that management and auditors perform. The 1999 Report and Recommendations of the Blue Ribbon Committee on Improving the Effectiveness of Corporate Audit Committees stated it best:

> *A proper and well-functioning system exists, therefore, when the three main groups responsible for financial reporting — the full board including the audit committee, financial management including the internal auditors, and the outside auditors — form a 'three legged stool' that supports responsible financial disclosure and active participatory oversight. However, in the view of the Committee, the audit committee must be 'first among equals' in this process, since the audit committee is an extension of the full board and hence the ultimate monitor of the process.*

Standards for Assessing the Audit Committee

For an audit committee to function effectively on investors' behalf, it must include members with sufficient knowledge to diligently carry out their responsibilities. In its audit and accounting recommendations, the Conference Board Commission on Public Trust and Private Enterprise said "members of the audit committee must be independent and have both knowledge and experience in auditing financial matters."[13]

We are skeptical of audit committees where there are members that lack expertise as a Certified Public Accountant (CPA), Chief Financial Officer (CFO) or corporate controller, or similar experience. While we will not necessarily recommend voting against members of an audit committee when such expertise is lacking, we are more likely to recommend voting against committee members when a problem such as a restatement occurs and such expertise is lacking.

Glass Lewis generally assesses audit committees against the decisions they make with respect to their oversight and monitoring role. The quality and integrity of the financial statements and earnings reports, the completeness of disclosures necessary for investors to make informed decisions, and the effectiveness of the internal controls should provide reasonable assurance that the financial statements are materially free from errors. The independence of the external auditors and the results of their work all provide useful information by which to assess the audit committee.

When assessing the decisions and actions of the audit committee, we typically defer to its judgment and generally recommend voting in favor of its members. However, we will consider recommending that shareholders vote against the following:

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[13] Commission on Public Trust and Private Enterprise. The Conference Board. 2003.

1. All members of the audit committee when options were backdated, there is a lack of adequate controls in place, there was a resulting restatement, and disclosures indicate there was a lack of documentation with respect to the option grants.
2. The audit committee chair, if the audit committee does not have a financial expert or the committee's financial expert does not have a demonstrable financial background sufficient to understand the financial issues unique to public companies.
3. The audit committee chair, if the audit committee did not meet at least four times during the year.
4. The audit committee chair, if the committee has less than three members.
5. Any audit committee member who sits on more than three public company audit committees, unless the audit committee member is a retired CPA, CFO, controller or has similar experience, in which case the limit shall be four committees, taking time and availability into consideration including a review of the audit committee member's attendance at all board and committee meetings.[14]
6. All members of an audit committee who are up for election and who served on the committee at the time of the audit, if audit and audit-related fees total one-third or less of the total fees billed by the auditor.
7. The audit committee chair when tax and/or other fees are greater than audit and audit-related fees paid to the auditor for more than one year in a row (in which case we also recommend against ratification of the auditor).
8. The audit committee chair when fees paid to the auditor are not disclosed.
9. All members of an audit committee where non-audit fees include fees for tax services (including, but not limited to, such things as tax avoidance or shelter schemes) for senior executives of the company. Such services are prohibited by the Public Company Accounting Oversight Board (PCAOB).
10. All members of an audit committee that reappointed an auditor that we no longer consider to be independent for reasons unrelated to fee proportions.
11. All members of an audit committee when audit fees are excessively low, especially when compared with other companies in the same industry.
12. The audit committee chair if the committee failed to put auditor ratification on the ballot for shareholder approval. However, if the non-audit fees or tax fees exceed audit plus audit-related fees in either the current or the prior year, then Glass Lewis will recommend voting against the entire audit committee.
13. All members of an audit committee where the auditor has resigned and reported that a section 10A[15] letter has been issued.

[14] Glass Lewis may exempt certain audit committee members from the above threshold if, upon further analysis of relevant factors such as the director's experience, the size, industry-mix and location of the companies involved and the director's attendance at all the companies, we can reasonably determine that the audit committee member is likely not hindered by multiple audit committee commitments.

[15] Auditors are required to report all potential illegal acts to management and the audit committee unless they are clearly inconsequential in nature. If the audit committee or the board fails to take appropriate action on an act that has been determined to be a violation of the law, the independent auditor is required to send a section 10A letter to the SEC. Such letters are rare and therefore we believe should be taken seriously.

14. All members of an audit committee at a time when material accounting fraud occurred at the company.[16]
15. All members of an audit committee at a time when annual and/or multiple quarterly financial statements had to be restated, and any of the following factors apply:[17]
    a. The restatement involves fraud or manipulation by insiders;
    b. The restatement is accompanied by an SEC inquiry or investigation;
    c. The restatement involves revenue recognition;
    d. The restatement results in a greater than 5% adjustment to costs of goods sold, operating expense, or operating cash flows; or
    e. The restatement results in a greater than 5% adjustment to net income, 10% adjustment to assets or shareholders equity, or cash flows from financing or investing activities.
16. All members of an audit committee if the company repeatedly fails to file its financial reports in a timely fashion. For example, the company has filed two or more quarterly or annual financial statements late within the last five quarters.
17. All members of an audit committee when it has been disclosed that a law enforcement agency has charged the company and/or its employees with a violation of the Foreign Corrupt Practices Act (FCPA).
18. All members of an audit committee when the company has aggressive accounting policies and/or poor disclosure or lack of sufficient transparency in its financial statements.
19. All members of the audit committee when there is a disagreement with the auditor and the auditor resigns or is dismissed (e.g., the company receives an adverse opinion on its financial statements from the auditor).
20. All members of the audit committee if the contract with the auditor specifically limits the auditor's liability to the company for damages.[18]
21. All members of the audit committee who served since the date of the company's last annual meeting, and when, since the last annual meeting, the company has reported a material weakness that has not yet been corrected, or, when the company has an ongoing material weakness from a prior year that has not yet been corrected.

We also take a dim view of audit committee reports that are boilerplate, and which provide little or no information or transparency to investors. When a problem such as a material weakness, restatement or late filings occurs, we take into consideration, in forming our judgment with respect to the audit committee, the transparency of the audit committee report.

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[16] Research indicates that revenue fraud now accounts for over 60% of SEC fraud cases, and that companies that engage in fraud experience significant negative abnormal stock price declines—facing bankruptcy, delisting, and material asset sales at much higher rates than do non-fraud firms (Committee of Sponsoring Organizations of the Treadway Commission. "Fraudulent Financial Reporting: 1998-2007." May 2010).

[17] The SEC issued guidance in March 2021 related to classification of warrants as liabilities at special purpose acquisition companies (SPACs). We will generally refrain from recommending against audit committee members when the restatement in question is solely as a result of the aforementioned SEC guidance.

[18] The Council of Institutional Investors. "Corporate Governance Policies," p. 4, April 5, 2006; and "Letter from Council of Institutional Investors to the AICPA," November 8, 2006.

Compensation Committee Performance

Compensation committees have a critical role in determining the compensation of executives. This includes deciding the basis on which compensation is determined, as well as the amounts and types of compensation to be paid. This process begins with the hiring and initial establishment of employment agreements, including the terms for such items as pay, pensions and severance arrangements. It is important in establishing compensation arrangements that compensation be consistent with, and based on the long-term economic performance of, the business's long-term shareholders returns.

Compensation committees are also responsible for the oversight of the transparency of compensation. This oversight includes disclosure of compensation arrangements, the matrix used in assessing pay for performance, and the use of compensation consultants. In order to ensure the independence of the board's compensation consultant, we believe the compensation committee should only engage a compensation consultant that is not also providing any services to the company or management apart from their contract with the compensation committee. It is important to investors that they have clear and complete disclosure of all the significant terms of compensation arrangements in order to make informed decisions with respect to the oversight and decisions of the compensation committee.

Finally, compensation committees are responsible for oversight of internal controls over the executive compensation process. This includes controls over gathering information used to determine compensation, establishment of equity award plans, and granting of equity awards. For example, the use of a compensation consultant who maintains a business relationship with company management may cause the committee to make decisions based on information that is compromised by the consultant's conflict of interests. Lax controls can also contribute to improper awards of compensation such as through granting of backdated or spring-loaded options, or granting of bonuses when triggers for bonus payments have not been met.

Central to understanding the actions of compensation committee is a careful review of the CD&A report included in each company's proxy. We review the CD&A in our evaluation of the overall compensation practices of a company, as overseen by the compensation committee. The CD&A is also integral to the evaluation of compensation proposals at companies, such as advisory votes on executive compensation, which allow shareholders to vote on the compensation paid to a company's top executives.

When assessing the performance of compensation committees, we will consider recommending that shareholders vote against the following:

1. All members of a compensation committee during whose tenure the committee failed to address shareholder concerns following majority shareholder rejection of the say-on-pay proposal in the previous year. Where the proposal was approved but there was a significant shareholder vote (i.e., greater than 20% of votes cast) against the say-on-pay proposal in the prior year, if the board did not respond sufficiently to the vote including actively engaging shareholders on this issue, we will also consider recommending voting against the chair of the compensation committee or all members of the compensation committee, depending on the severity and history of the compensation problems and the level of shareholder opposition.

2. All members of the compensation committee who are up for election and served when the company failed to align pay with performance if shareholders are not provided with an advisory vote on executive compensation at the annual meeting.[19]
3. Any member of the compensation committee who has served on the compensation committee of at least two other public companies that have consistently failed to align pay with performance and whose oversight of compensation at the company in question is suspect.
4. All members of the compensation committee (during the relevant time period) if the company entered into excessive employment agreements and/or severance agreements.
5. All members of the compensation committee when performance goals were changed (i.e., lowered) when employees failed or were unlikely to meet original goals, or performance-based compensation was paid despite goals not being attained.
6. All members of the compensation committee if excessive employee perquisites and benefits were allowed.
7. The compensation committee chair if the compensation committee did not meet during the year.
8. All members of the compensation committee when the company repriced options or completed a "self tender offer" without shareholder approval within the past two years.
9. All members of the compensation committee when vesting of in-the-money options is accelerated.
10. All members of the compensation committee when option exercise prices were backdated. Glass Lewis will recommend voting against an executive director who played a role in and participated in option backdating.
11. All members of the compensation committee when option exercise prices were spring-loaded or otherwise timed around the release of material information.
12. All members of the compensation committee when a new employment contract is given to an executive that does not include a clawback provision and the company had a material restatement, especially if the restatement was due to fraud.
13. The chair of the compensation committee where the CD&A provides insufficient or unclear information about performance metrics and goals, where the CD&A indicates that pay is not tied to performance, or where the compensation committee or management has excessive discretion to alter performance terms or increase amounts of awards in contravention of previously defined targets.
14. All members of the compensation committee during whose tenure the committee failed to implement a shareholder proposal regarding a compensation-related issue, where the proposal received the affirmative vote of a majority of the voting shares at a shareholder meeting, and when a reasonable analysis suggests that the compensation committee (rather than the governance committee) should have taken steps to implement the request.[20]

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[19] If a company provides shareholders with a say-on-pay proposal, we will initially only recommend voting against the company's say-on-pay proposal and will not recommend voting against the members of the compensation committee unless there is a pattern of failing to align pay and performance and/or the company exhibits egregious compensation practices. For cases in which the disconnect between pay and performance is marginal and the company has outperformed its peers, we will consider not recommending against compensation committee members.

[20] In all other instances (i.e., a non-compensation-related shareholder proposal should have been implemented) we recommend that shareholders vote against the members of the governance committee.

15. All members of the compensation committee when the board has materially decreased proxy statement disclosure regarding executive compensation policies and procedures in a manner which substantially impacts shareholders' ability to make an informed assessment of the company's executive pay practices.
16. All members of the compensation committee when new excise tax gross-up provisions are adopted in employment agreements with executives, particularly in cases where the company previously committed not to provide any such entitlements in the future.
17. All members of the compensation committee when the board adopts a frequency for future advisory votes on executive compensation that differs from the frequency approved by shareholders.
18. The chair of the compensation committee when" mega-grants" have been granted and the awards present concerns such as excessive quantum, lack of sufficient performance conditions, and/or are excessively dilutive, among others.

Nominating and Governance Committee Performance

The nominating and governance committee is responsible for the governance by the board of the company and its executives. In performing this role, the committee is responsible and accountable for selection of objective and competent board members. It is also responsible for providing leadership on governance policies adopted by the company, such as decisions to implement shareholder proposals that have received a majority vote. At most companies, a single committee is charged with these oversight functions; at others, the governance and nominating responsibilities are apportioned among two separate committees.

Consistent with Glass Lewis' philosophy that boards should have diverse backgrounds and members with a breadth and depth of relevant experience, we believe that nominating and governance committees should consider diversity when making director nominations within the context of each specific company and its industry. In our view, shareholders are best served when boards make an effort to ensure a constituency that is not only reasonably diverse on the basis of age, race, gender and ethnicity, but also on the basis of geographic knowledge, industry experience, board tenure and culture.

Regarding the committee responsible for governance, we will consider recommending that shareholders vote against the following:

1. All members of the governance committee[21] during whose tenure a shareholder proposal relating to important shareholder rights received support from a majority of the votes cast (excluding abstentions and broker non-votes) and the board has not begun to implement or enact the proposal's subject matter.[22] Examples of such shareholder proposals include those seeking a declassified board structure, a

[21] If the board does not have a committee responsible for governance oversight and the board did not implement a shareholder proposal that received the requisite support, we will recommend voting against the entire board. If the shareholder proposal at issue requested that the board adopt a declassified structure, we will recommend voting against all director nominees up for election.

[22] Where a compensation-related shareholder proposal should have been implemented, and when a reasonable analysis suggests that the members of the compensation committee (rather than the governance committee) bear the responsibility

majority vote standard for director elections, or a right to call a special meeting. In determining whether a board has sufficiently implemented such a proposal, we will examine the quality of the right enacted or proffered by the board for any conditions that may unreasonably interfere with the shareholders' ability to exercise the right (e.g., overly restrictive procedural requirements for calling a special meeting).

2. All members of the governance committee when a shareholder resolution is excluded from the meeting agenda but the SEC has declined to state a view on whether such resolution should be excluded, or when the SEC has verbally permitted a company to exclude a shareholder proposal but there is no written record provided by the SEC about such determination and the company has not provided any disclosure concerning this no-action relief.
3. The governance committee chair when the chair is not independent and an independent lead or presiding director has not been appointed.[23]
4. The governance committee chair at companies with a multi-class share structure and unequal voting rights when the company does not provide for a reasonable sunset of the multi-class share structure (generally seven years or less).
5. In the absence of a nominating committee, the governance committee chair when there are fewer than five, or the whole governance committee when there are more than 20 members on the board.
6. The governance committee chair when the committee fails to meet at all during the year.
7. The governance committee chair, when for two consecutive years the company provides what we consider to be "inadequate" related party transaction disclosure (i.e., the nature of such transactions and/or the monetary amounts involved are unclear or excessively vague, thereby preventing a share-holder from being able to reasonably interpret the independence status of multiple directors above and beyond what the company maintains is compliant with SEC or applicable stock exchange listing requirements).
8. The governance committee chair, when during the past year the board adopted a forum selection clause (i.e., an exclusive forum provision)[24] designating either a state's courts for intra-corporate disputes, and/or federal courts for matters arising under the Securities Act of 1933 without shareholder approval,[25] or if the board is currently seeking shareholder approval of a forum selection clause pursuant to a bundled bylaw amendment rather than as a separate proposal.

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for failing to implement the request, we recommend that shareholders only vote against members of the compensation committee.

[23] We believe that one independent individual should be appointed to serve as the lead or presiding director. When such a position is rotated among directors from meeting to meeting, we will recommend voting against the governance committee chair as we believe the lack of fixed lead or presiding director means that, effectively, the board does not have an independent board leader.

[24] A forum selection clause is a bylaw provision stipulating that a certain state or federal jurisdiction is the exclusive forum for specified legal matters. Such a clause effectively limits a shareholder's legal remedy regarding appropriate choice of venue and related relief.

[25] Glass Lewis will evaluate the circumstances surrounding the adoption of any forum selection clause as well as the general provisions contained therein. Where it can be reasonably determined that a forum selection clause is narrowly crafted to suit the particular circumstances facing the company and/or a reasonable sunset provision is included, we may make an exception to this policy.

9. All members of the governance committee during whose tenure the board adopted, without shareholder approval, provisions in its charter or bylaws that, through rules on director compensation, may inhibit the ability of shareholders to nominate directors.
10. The governance committee chair when the board takes actions to limit shareholders' ability to vote on matters material to shareholder rights (e.g., through the practice of excluding a shareholder proposal by means of ratifying a management proposal that is materially different from the shareholder proposal).
11. The governance committee chair when directors' records for board and committee meeting attendance are not disclosed, or when it is indicated that a director attended less than 75% of board and committee meetings but disclosure is sufficiently vague that it is not possible to determine which specific director's attendance was lacking.
12. The governance committee chair when a detailed record of proxy voting results from the prior annual meeting has not been disclosed.
13. The governance committee chair when a company does not clearly disclose the identity of a shareholder proponent (or lead proponent when there are multiple filers) in their proxy statement. For a detailed explanation of this policy, please refer to our comprehensive *Proxy Paper Guidelines for Environmental, Social & Governance Initiatives*, available at www.glasslewis.com/voting-policies-current/.

In addition, we may recommend that shareholders vote against the chair of the governance committee, or the entire committee, where the board has amended the company's governing documents to reduce or remove important shareholder rights, or to otherwise impede the ability of shareholders to exercise such right, and has done so without seeking shareholder approval. Examples of board actions that may cause such a recommendation include: the elimination of the ability of shareholders to call a special meeting or to act by written consent; an increase to the ownership threshold required for shareholders to call a special meeting; an increase to vote requirements for charter or bylaw amendments; the adoption of provisions that limit the ability of shareholders to pursue full legal recourse — such as bylaws that require arbitration of shareholder claims or that require shareholder plaintiffs to pay the company's legal expenses in the absence of a court victory (i.e., "fee-shifting" or "loser pays" bylaws); the adoption of a classified board structure; and the elimination of the ability of shareholders to remove a director without cause.

Regarding the nominating committee, we will consider recommending that shareholders vote against the following:

1. All members of the nominating committee, when the committee nominated or renominated an individual who had a significant conflict of interest or whose past actions demonstrated a lack of integrity or inability to represent shareholder interests.
2. The nominating committee chair, if the nominating committee did not meet during the year.
3. In the absence of a governance committee, the nominating committee chair when the chair is not independent, and an independent lead or presiding director has not been appointed.
4. The nominating committee chair, when there are fewer than five, or the whole nominating committee when there are more than 20 members on the board.

5. The nominating committee chair, when a director received a greater than 50% against vote the prior year and not only was the director not removed, but the issues that raised shareholder concern were not corrected.[26]
6. The chair of the nominating committee of a board that is not at least 30 percent gender diverse,[27] or all members of the nominating committee of a board with no gender diverse directors, at companies within the Russell 3000 index. For companies outside of the Russell 3000 index, we will recommend voting against the chair of the nominating committee if there are no gender diverse directors.
7. The chair of the nominating committee of a board with fewer than one director from an underrepresented community on the board, at companies within the Russell 1000 index.
8. The nominating committee chair when, alongside other governance or board performance concerns, the average tenure of non-executive directors is 10 years or more and no new independent directors have joined the board in the past five years. We will not be making voting recommendations solely on this basis; rather, insufficient board refreshment may be a contributing factor in our recommendations when additional board-related concerns have been identified.

In addition, we may consider recommending shareholders vote against the chair of the nominating committee where the board's failure to ensure the board has directors with relevant experience, either through periodic director assessment or board refreshment, has contributed to a company's poor performance. Where these issues warrant an against vote in the absence of both a governance and a nominating committee, we will recommend voting against the board chair, unless the chair also serves as the CEO, in which case we will recommend voting against the longest-serving director.

Board-level Risk Management Oversight

Glass Lewis evaluates the risk management function of a public company board on a strictly case-by-case basis. Sound risk management, while necessary at all companies, is particularly important at financial firms which inherently maintain significant exposure to financial risk. We believe such financial firms should have a chief risk officer reporting directly to the board and a dedicated risk committee or a committee of the board charged with risk oversight. Moreover, many non-financial firms maintain strategies which involve a high level of exposure to financial risk. Similarly, since many non-financial firms have complex hedging or trading strategies, those firms should also have a chief risk officer and a risk committee.

Our views on risk oversight are consistent with those expressed by various regulatory bodies. In its December 2009 Final Rule release on Proxy Disclosure Enhancements, the SEC noted that risk oversight is a key competence of the board and that additional disclosures would improve investor and shareholder understanding of the role of the board in the organization's risk management practices. The final rules, which

[26] Considering that shareholder disapproval clearly relates to the director who received a greater than 50% against vote rather than the nominating chair, we review the severity of the issue(s) that initially raised shareholder concern as well as company responsiveness to such matters, and will only recommend voting against the nominating chair if a reasonable analysis suggests that it would be most appropriate. In rare cases, we will consider recommending against the nominating chair when a director receives a substantial (i.e., 20% or more) vote against based on the same analysis.

[27] Women and directors that identify with a gender other than male or female.

became effective on February 28, 2010, now explicitly require companies and mutual funds to describe (while allowing for some degree of flexibility) the board's role in the oversight of risk.

When analyzing the risk management practices of public companies, we take note of any significant losses or writedowns on financial assets and/or structured transactions. In cases where a company has disclosed a sizable loss or writedown, and where we find that the company's board-level risk committee's poor oversight contributed to the loss, we will recommend that shareholders vote against such committee members on that basis. In addition, in cases where a company maintains a significant level of financial risk exposure but fails to disclose any explicit form of board-level risk oversight (committee or otherwise),[28] we will consider recommending to vote against the board chair on that basis. However, we generally would not recommend voting against a combined chair/CEO, except in egregious cases.

Board Oversight of Environmental and Social Issues

Glass Lewis recognizes the importance of ensuring the sustainability of companies' operations. We believe that insufficient oversight of material environmental and social issues can present direct legal, financial, regulatory and reputational risks that could serve to harm shareholder interests. Therefore, we believe that these issues should be carefully monitored and managed by companies, and that all companies should have an appropriate oversight structure in place to ensure that they are mitigating attendant risks and capitalizing on related opportunities to the best extent possible.

To that end, Glass Lewis believes that companies should ensure that boards maintain clear oversight of material risks to their operations, including those that are environmental and social in nature. These risks could include, but are not limited to, matters related to climate change, human capital management, diversity, stakeholder relations, and health, safety & environment.

For companies in the Russell 3000 index and in instances where we identify material oversight concerns, Glass Lewis will review a company's overall governance practices and identify which directors or board-level committees have been charged with oversight of environmental and/or social issues. Furthermore, given the importance of the board's role in overseeing environmental and social risks, Glass Lewis will generally recommend voting against the governance committee chair of a company in the Russell 1000 index that fails to provide explicit disclosure concerning the board's role in overseeing these issues.

While we believe that it is important that these issues are overseen at the board level and that shareholders are afforded meaningful disclosure of these oversight responsibilities, we believe that companies should determine the best structure for this oversight. In our view, this oversight can be effectively conducted by specific directors, the entire board, a separate committee, or combined with the responsibilities of a key committee.

When evaluating the board's role in overseeing environmental and/or social issues, we will examine a company's proxy statement and governing documents (such as committee charters) to determine if directors

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[28] A committee responsible for risk management could be a dedicated risk committee, the audit committee, or the finance committee, depending on a given company's board structure and method of disclosure. At some companies, the entire board is charged with risk management.

maintain a meaningful level of oversight of and accountability for a company's material environmental and social impacts.

Cyber Risk Oversight

Companies and consumers are exposed to a growing risk of cyber-attacks. These attacks can result in customer or employee data breaches, harm to a company's reputation, significant fines or penalties, and interruption to a company's operations. Further, in some instances, cyber breaches can result in national security concerns, such as those impacting companies operating as utilities, defense contractors, and energy companies.

In response to these issues, regulators have increasingly been focused on ensuring companies are providing appropriate and timely disclosures and protections to stakeholders that could have been adversely impacted by a breach in a company's cyber infrastructure.

Given the regulatory focus on, and the potential adverse outcomes from, cyber-related issues, it is our view that cyber risk is material for all companies. We therefore believe that it is critical that companies evaluate and mitigate these risks to the greatest extent possible. With that view, we encourage all issuers to provide clear disclosure concerning the role of the board in overseeing issues related to cybersecurity.

We also believe that disclosure concerning how companies are ensuring directors are fully versed on this rapidly evolving and dynamic issue can help shareholders understand the seriousness with which companies take this issue.

We will generally not make voting recommendations on the basis of a company's oversight or disclosure concerning cyber-related issues. However, we will closely evaluate a company's disclosure in this regard in instances where cyber-attacks have caused significant harm to shareholders and may recommend against appropriate directors should we find such disclosure or oversight to be insufficient.

Board Accountability for Environmental and Social Performance

Glass Lewis carefully monitors companies' performance with respect to environmental and social issues, including those related to climate and human capital management. In situations where we believe that a company has not properly managed or mitigated material environmental or social risks to the detriment of shareholder value, or when such mismanagement has threatened shareholder value, Glass Lewis may recommend that shareholders vote against the members of the board who are responsible for oversight of environmental and social risks. In the absence of explicit board oversight of environmental and social issues, Glass Lewis may recommend that shareholders vote against members of the audit committee. In making these determinations, Glass Lewis will carefully review the situation, its effect on shareholder value, as well as any corrective action or other response made by the company.

For more information on how Glass Lewis evaluates environmental and social issues, please see Glass Lewis' Overall Approach to ESG as well as our comprehensive *Proxy Paper Guidelines for Environmental, Social & Governance Initiatives* available at www.glasslewis.com/voting-policies-current/.

Board Accountability for Climate-related Issues

Given the exceptionally broad impacts of a changing climate on companies, the economy, and society in general, we view climate risk as a material risk for all companies. We therefore believe that boards should be considering and evaluating their operational resilience under lower-carbon scenarios. While all companies maintain exposure to climate-related risks, we believe that additional consideration should be given to, and that disclosure should be provided by those companies whose GHG emissions represent a financially material risk.

We believe that companies with this increased risk exposure, such as those companies identified by groups including Climate Action 100+, should provide clear and comprehensive disclosure regarding these risks, including how they are being mitigated and overseen. We believe such information is crucial to allow investors to understand the company's management of this issue, as well as the impact of a lower carbon future on the company's operations.

Accordingly, for such companies with material exposure to climate risk stemming from their own operations, we believe thorough climate-related disclosures in line with the recommendations of the Task Force on Climate-related Financial Disclosures ("TCFD") should be provided to shareholders. We also believe the boards of these companies should have explicit and clearly defined oversight responsibilities for climate-related issues. As such, in instances where we find either (or both) of these disclosures to be absent or significantly lacking, we may recommend voting against the chair of the committee (or board) charged with oversight of climate-related issues, or if no committee has been charged with such oversight, the chair of the governance committee. Further, we may extend our recommendation on this basis to additional members of the responsible committee in cases where the committee chair is not standing for election due to a classified board, or based on other factors, including the company's size and industry and its overall governance profile.

Director Commitments

We believe that directors should have the necessary time to fulfill their duties to shareholders. In our view, an overcommitted director can pose a material risk to a company's shareholders, particularly during periods of crisis. In addition, recent research indicates that the time commitment associated with being a director has been on a significant upward trend in the past decade.[29] As a result, we generally recommend that shareholders vote against a director who serves as an executive officer (other than executive chair) of any public company[30] while serving on more than one external public company board, a director who serves as an executive chair of any public company while serving on more than two external public company boards, and any other director who serves on more than five public company boards.

[29] For example, the 2015-2016 NACD Public Company Governance Survey states that, on average, directors spent a total of 248.2 hours annual on board-related matters during the past year, which it describes as a "historically high level" that is significantly above the average hours recorded in 2006. Additionally, the 2020 Spencer Stuart Board Index indicates that, while 39% of S&P 500 CEOs serve on one additional public board, just 2% of S&P 500 CEOs serve on two additional public boards and only one CEO serves on three.

[30] When the executive officer in question serves only as an executive at a special purpose acquisition company (SPAC) we will generally apply the higher threshold of five public company directorships.

Because we believe that executives will primarily devote their attention to executive duties, we generally will not recommend that shareholders vote against overcommitted directors at the companies where they serve as an executive.

When determining whether a director's service on an excessive number of boards may limit the ability of the director to devote sufficient time to board duties, we may consider relevant factors such as the size and location of the other companies where the director serves on the board, the director's board roles at the companies in question, whether the director serves on the board of any large privately-held companies, the director's tenure on the boards in question, and the director's attendance record at all companies. In the case of directors who serve in executive roles other than CEO (e.g., executive chair), we will evaluate the specific duties and responsibilities of that role in determining whether an exception is warranted.

We may also refrain from recommending against certain directors if the company provides sufficient rationale for their continued board service. The rationale should allow shareholders to evaluate the scope of the directors' other commitments, as well as their contributions to the board including specialized knowledge of the company's industry, strategy or key markets, the diversity of skills, perspective and background they provide, and other relevant factors. We will also generally refrain from recommending to vote against a director who serves on an excessive number of boards within a consolidated group of companies in related industries, or a director that represents a firm whose sole purpose is to manage a portfolio of investments which include the company.

Other Considerations

In addition to the three key characteristics — independence, performance, experience — that we use to evaluate board members, we consider conflict-of-interest issues as well as the size of the board of directors when making voting recommendations.

Conflicts of Interest

We believe board members should be wholly free of identifiable and substantial conflicts of interest, regardless of the overall level of independent directors on the board. Accordingly, we recommend that shareholders vote against the following types of directors:

1. A CFO who is on the board: In our view, the CFO holds a unique position relative to financial reporting and disclosure to shareholders. Due to the critical importance of financial disclosure and reporting, we believe the CFO should report to the board and not be a member of it.
2. A director who provides — or a director who has an immediate family member who provides — material consulting or other material professional services to the company. These services may include legal, consulting,[31] or financial services. We question the need for the company to have consulting relationships with its directors. We view such relationships as creating conflicts for directors, since they may be forced to weigh their own interests against shareholder interests when making board decisions. In addition, a company's decisions regarding where to turn for the best professional

[31] We will generally refrain from recommending against a director who provides consulting services for the company if the director is excluded from membership on the board's key committees and we have not identified significant governance concerns with the board.

services may be compromised when doing business with the professional services firm of one of the company's directors.

3. A director, or a director who has an immediate family member, engaging in airplane, real estate, or similar deals, including perquisite-type grants from the company, amounting to more than $50,000. Directors who receive these sorts of payments from the company will have to make unnecessarily complicated decisions that may pit their interests against shareholder interests.
4. Interlocking directorships: CEOs or other top executives who serve on each other's boards create an interlock that poses conflicts that should be avoided to ensure the promotion of shareholder interests above all else.[32]
5. All board members who served at a time when a poison pill with a term of longer than one year was adopted without shareholder approval within the prior twelve months.[33] In the event a board is classified and shareholders are therefore unable to vote against all directors, we will recommend voting against the remaining directors the next year they are up for a shareholder vote. If a poison pill with a term of one year or less was adopted without shareholder approval, and without adequate justification, we will consider recommending that shareholders vote against all members of the governance committee. If the board has, without seeking shareholder approval, and without adequate justification, extended the term of a poison pill by one year or less in two consecutive years, we will consider recommending that shareholders vote against the entire board.

Size of the Board of Directors

While we do not believe there is a universally applicable optimal board size, we do believe boards should have at least five directors to ensure sufficient diversity in decision-making and to enable the formation of key board committees with independent directors. Conversely, we believe that boards with more than 20 members will typically suffer under the weight of "too many cooks in the kitchen" and have difficulty reaching consensus and making timely decisions. Sometimes the presence of too many voices can make it difficult to draw on the wisdom and experience in the room by virtue of the need to limit the discussion so that each voice may be heard.

To that end, we typically recommend voting against the chair of the nominating committee (or the governance committee, in the absence of a nominating committee) at a board with fewer than five directors or more than 20 directors.

Controlled Companies

We believe controlled companies warrant certain exceptions to our independence standards. The board's function is to protect shareholder interests; however, when an individual, entity (or group of shareholders party to a formal agreement) owns more than 50% of the voting shares, the interests of the majority of shareholders

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[32] We do not apply a look-back period for this situation. The interlock policy applies to both public and private companies. We will also evaluate multiple board interlocks among non-insiders (i.e., multiple directors serving on the same boards at other companies), for evidence of a pattern of poor oversight.

[33] Refer to the "Governance Structure and the Shareholder Franchise" section for further discussion of our policies regarding anti-takeover measures, including poison pills.

are the interests of that entity or individual. Consequently, Glass Lewis does not apply our usual two-thirds board independence rule and therefore we will not recommend voting against boards whose composition reflects the makeup of the shareholder population.

Independence Exceptions

The independence exceptions that we make for controlled companies are as follows:

1. We do not require that controlled companies have boards that are at least two-thirds independent. So long as the insiders and/or affiliates are connected with the controlling entity, we accept the presence of non-independent board members.
2. The compensation committee and nominating and governance committees do not need to consist solely of independent directors.
    a. We believe that standing nominating and corporate governance committees at controlled companies are unnecessary. Although having a committee charged with the duties of searching for, selecting, and nominating independent directors can be beneficial, the unique composition of a controlled company's shareholder base makes such committees weak and irrelevant.
    b. Likewise, we believe that independent compensation committees at controlled companies are unnecessary. Although independent directors are the best choice for approving and monitoring senior executives' pay, controlled companies serve a unique shareholder population whose voting power ensures the protection of its interests. As such, we believe that having affiliated directors on a controlled company's compensation committee is acceptable. However, given that a controlled company has certain obligations to minority shareholders we feel that an insider should not serve on the compensation committee. Therefore, Glass Lewis will recommend voting against any insider (the CEO or otherwise) serving on the compensation committee.
3. Controlled companies do not need an independent chair or an independent lead or presiding director. Although an independent director in a position of authority on the board — such as chair or presiding director — can best carry out the board's duties, controlled companies serve a unique shareholder population whose voting power ensures the protection of its interests.

Size of the Board of Directors

We have no board size requirements for controlled companies.

Audit Committee Independence

Despite a controlled company's status, unlike for the other key committees, we nevertheless believe that audit committees should consist solely of independent directors. Regardless of a company's controlled status, the interests of all shareholders must be protected by ensuring the integrity and accuracy of the company's financial statements. Allowing affiliated directors to oversee the preparation of financial reports could create an insurmountable conflict of interest.

Board Responsiveness at Multi-Class Companies

At controlled companies and companies that have multi-class share structures with unequal voting rights, we will carefully examine the level of approval or disapproval attributed to unaffiliated shareholders when determining whether board responsiveness is warranted. In the case of companies that have multi-class share structures with unequal voting rights, we will generally examine the level of approval or disapproval attributed to unaffiliated shareholders on a "one share, one vote" basis. At controlled and multi-class companies, when at least 20% or more of unaffiliated shareholders vote contrary to management, we believe that boards should engage with shareholders and demonstrate some initial level of responsiveness, and when a majority or more of unaffiliated shareholders vote contrary to management we believe that boards should engage with shareholders and provide a more robust response to fully address shareholder concerns.

Significant Shareholders

Where an individual or entity holds between 20-50% of a company's voting power, we believe it is reasonable to allow proportional representation on the board and committees (excluding the audit committee) based on the individual or entity's percentage of ownership.

Governance Following an IPO, Spin-off, or Direct Listing

We believe companies that have recently completed an initial public offering (IPO), spin-off, or direct listing should be allowed adequate time to fully comply with marketplace listing requirements and meet basic corporate governance standards. Generally speaking, we refrain from making recommendations on the basis of governance standards (e.g., board independence, committee membership and structure, meeting attendance, etc.) during the one-year period following an IPO.

However, some cases warrant shareholder action against the board of a company that have completed an IPO, spin-off, or direct listing within the past year. When evaluating companies that have recently gone public, Glass Lewis will review the terms of the applicable governing documents in order to determine whether shareholder rights are being severely restricted indefinitely. We believe boards that approve highly restrictive governing documents have demonstrated that they may subvert shareholder interests following the IPO. In conducting this evaluation, Glass Lewis will consider:

1. The adoption of anti-takeover provisions such as a poison pill or classified board
2. Supermajority vote requirements to amend governing documents
3. The presence of exclusive forum or fee-shifting provisions
4. Whether shareholders can call special meetings or act by written consent
5. The voting standard provided for the election of directors
6. The ability of shareholders to remove directors without cause
7. The presence of evergreen provisions in the company's equity compensation arrangements
8. The presence of a multi-class share structure which does not afford common shareholders voting power that is aligned with their economic interest

In cases where Glass Lewis determines that the board has approved overly restrictive governing documents, we will generally recommend voting against members of the governance committee. If there is no governance committee, or if a portion of such committee members are not standing for election due to a classified board structure, we will expand our recommendations to additional director nominees, based on who is standing for election.

In cases where, preceding an IPO, the board adopts a multi-class share structure where voting rights are not aligned with economic interest, or an anti-takeover provision, such as a poison pill or classified board, we will generally recommend voting against all members of the board who served at the time of the IPO if the board: (i) did not also commit to submitting these provisions to a shareholder vote at the company's first shareholder meeting following the IPO; or (ii) did not provide for a reasonable sunset of these provisions (generally three to five years in the case of a classified board or poison pill; or seven years or less in the case of a multi-class share structure). In the case of a multi-class share structure, if these provisions are put to a shareholder vote, we will examine the level of approval or disapproval attributed to unaffiliated shareholders when determining the vote outcome.

In our view, adopting an anti-takeover device unfairly penalizes future shareholders who (except for electing to buy or sell the stock) are unable to weigh in on a matter that could potentially negatively impact their ownership interest. This notion is strengthened when a board adopts a classified board with an infinite duration or a poison pill with a five- to ten-year term immediately prior to going public, thereby insulating management for a substantial amount of time.

In addition, shareholders should also be wary of companies that adopt supermajority voting requirements before their IPO. Absent explicit provisions in the articles or bylaws stipulating that certain policies will be phased out over a certain period of time, long-term shareholders could find themselves in the predicament of having to attain a supermajority vote to approve future proposals seeking to eliminate such policies.

Governance Following a Business Combination with a Special Purpose Acquisition Company

The business combination of a private company with a publicly traded special purpose acquisition company (SPAC) facilitates the private entity becoming a publicly traded corporation. Thus, the business combination represents the private company's de-facto IPO. We believe that some cases warrant shareholder action against the board of a company that have completed a business combination with a SPAC within the past year.

At meetings where shareholders vote on the business combination of a SPAC with a private company, shareholders are generally voting on a new corporate charter for the post-combination company as a condition to approval of the business combination. In many cases, shareholders are faced with the dilemma of having to approve corporate charters that severely restrict shareholder rights to facilitate the business combination. Therefore, when shareholders are required to approve binding charters as a condition to approval of a business combination with a SPAC, we believe shareholders should also be provided with advisory votes on material charter amendments as a means to voice their opinions on such restrictive governance provisions.

When evaluating companies that have recently gone public via business combination with a SPAC, Glass Lewis will review the terms of the applicable governing documents to determine whether shareholder rights are being severely restricted indefinitely and whether these restrictive provisions were put forth for a shareholder vote on an advisory basis at the prior meeting where shareholders voted on the business combination.

In cases where, prior to the combined company becoming publicly traded, the board adopts a multi-class share structure where voting rights are not aligned with economic interest, or an anti-takeover provision, such as a poison pill or classified board, we will generally recommend voting against all members of the board who served at the time of the combined company becoming publicly traded if the board: (i) did not also submit these provisions to a shareholder vote on an advisory basis at the prior meeting where shareholders voted on the business combination; (ii) did not also commit to submitting these provisions to a shareholder vote at the company's first shareholder meeting following the company becoming publicly traded; or (iii) did not provide for a reasonable sunset of these provisions (generally three to five years in the case of a classified board or poison pill; or seven years or less in the case of a multi-class share structure).

Consistent with our view on IPOs, adopting an anti-takeover device unfairly penalizes future shareholders who (except for electing to buy or sell the stock) are unable to weigh in on a matter that could potentially negatively impact their ownership interest.

Dual-Listed or Foreign-Incorporated Companies

For companies that trade on multiple exchanges or are incorporated in foreign jurisdictions but trade only in the U.S., we will apply the governance standard most relevant in each situation. We will consider a number of factors in determining which Glass Lewis country-specific policy to apply, including but not limited to: (i) the corporate governance structure and features of the company including whether the board structure is unique to a particular market; (ii) the nature of the proposals; (iii) the location of the company's primary listing, if one can be determined; (iv) the regulatory/governance regime that the board is reporting against; and (v) the availability and completeness of the company's SEC filings.

OTC-listed Companies

Companies trading on the OTC Bulletin Board are not considered "listed companies" under SEC rules and therefore not subject to the same governance standards as listed companies. However, we believe that more stringent corporate governance standards should be applied to these companies given that their shares are still publicly traded.

When reviewing OTC companies, Glass Lewis will review the available disclosure relating to the shareholder meeting to determine whether shareholders are able to evaluate several key pieces of information, including: (i) the composition of the board's key committees, if any; (ii) the level of share ownership of company insiders or directors; (iii) the board meeting attendance record of directors; (iv) executive and non-employee director compensation; (v) related-party transactions conducted during the past year; and (vi) the board's leadership structure and determinations regarding director independence.

We are particularly concerned when company disclosure lacks any information regarding the board's key committees. We believe that committees of the board are an essential tool for clarifying how the responsibilities of the board are being delegated, and specifically for indicating which directors are accountable for ensuring: (i) the independence and quality of directors, and the transparency and integrity of the nominating process; (ii) compensation programs that are fair and appropriate; (iii) proper oversight of the company's accounting, financial reporting, and internal and external audits; and (iv) general adherence to principles of good corporate governance.

In cases where shareholders are unable to identify which board members are responsible for ensuring oversight of the above-mentioned responsibilities, we may consider recommending against certain members of the board.

Ordinarily, we believe it is the responsibility of the corporate governance committee to provide thorough disclosure of the board's governance practices. In the absence of such a committee, we believe it is appropriate to hold the board's chair or, if such individual is an executive of the company, the longest-serving non-executive board member accountable.

Mutual Fund Boards

Mutual funds, or investment companies, are structured differently from regular public companies (i.e., operating companies). Typically, members of a fund's advisor are on the board and management takes on a different role from that of regular public companies. Thus, we focus on a short list of requirements, although many of our guidelines remain the same.

The following mutual fund policies are similar to the policies for regular public companies:

1. **Size of the board of directors** — The board should be made up of between five and twenty directors.
2. **The CFO on the board** — Neither the CFO of the fund nor the CFO of the fund's registered investment advisor should serve on the board.
3. **Independence of the audit committee** — The audit committee should consist solely of independent directors.
4. **Audit committee financial expert** — At least one member of the audit committee should be designated as the audit committee financial expert.

The following differences from regular public companies apply at mutual funds:

1. **Independence of the board** — We believe that three-fourths of an investment company's board should be made up of independent directors. This is consistent with a proposed SEC rule on investment company boards. The Investment Company Act requires 40% of the board to be independent, but in 2001, the SEC amended the Exemptive Rules to require that a majority of a mutual fund board be independent. In 2005, the SEC proposed increasing the independence threshold to 75%. In 2006, a federal appeals court ordered that this rule amendment be put back out for public comment, putting it back into "proposed rule" status. Since mutual fund boards play a vital role in overseeing the relationship between the fund and its investment manager, there is greater need for independent oversight than there is for an operating company board.
2. **When the auditor is not up for ratification** — We do not recommend voting against the audit committee if the auditor is not up for ratification. Due to the different legal structure of an investment company compared to an operating company, the auditor for the investment company (i.e., mutual fund) does not conduct the same level of financial review for each investment company as for an operating company.
3. **Non-independent chair** — The SEC has proposed that the chair of the fund board be independent. We agree that the roles of a mutual fund's chair and CEO should be separate. Although we believe this would be best at all companies, we recommend voting against the chair of an investment company's nominating committee as well as the board chair if the chair and CEO of a mutual fund are the same person and the fund does not have an independent lead or presiding director. Seven former SEC commissioners support the appointment of an independent chair and we agree with them that "an independent board chair would be better able to create conditions favoring the long-term interests of

fund shareholders than would a chair who is an executive of the advisor." (See the comment letter sent to the SEC in support of the proposed rule at http://www.sec.gov/news/studies/indchair.pdf.)

4. **Multiple funds overseen by the same director** — Unlike service on a public company board, mutual fund boards require much less of a time commitment. Mutual fund directors typically serve on dozens of other mutual fund boards, often within the same fund complex. The Investment Company Institute's (ICI) Overview of Fund Governance Practices, 1994-2012, indicates that the average number of funds served by an independent director in 2012 was 53. Absent evidence that a specific director is hindered from being an effective board member at a fund due to service on other funds' boards, we refrain from maintaining a cap on the number of outside mutual fund boards that we believe a director can serve on.

Declassified Boards

Glass Lewis favors the repeal of staggered boards and the annual election of directors. We believe staggered boards are less accountable to shareholders than boards that are elected annually. Furthermore, we feel the annual election of directors encourages board members to focus on shareholder interests.

Empirical studies have shown: (i) staggered boards are associated with a reduction in a firm's valuation; and (ii) in the context of hostile takeovers, staggered boards operate as a takeover defense, which entrenches management, discourages potential acquirers, and delivers a lower return to target shareholders.

In our view, there is no evidence to demonstrate that staggered boards improve shareholder returns in a takeover context. Some research has indicated that shareholders are worse off when a staggered board blocks a transaction; further, when a staggered board negotiates a friendly transaction, no statistically significant difference in premium occurs.[34] Additional research found that charter-based staggered boards "reduce the market value of a firm by 4% to 6% of its market capitalization" and that "staggered boards bring about and not merely reflect this reduction in market value."[35] A subsequent study reaffirmed that classified boards reduce shareholder value, finding "that the ongoing process of dismantling staggered boards, encouraged by institutional investors, could well contribute to increasing shareholder wealth."[36]

Shareholders have increasingly come to agree with this view. In 2019, 90% of S&P 500 companies had declassified boards, up from 68% in 2009.[37] Management proposals to declassify boards are approved with near unanimity and shareholder proposals on the topic also receive strong shareholder support; in 2014, shareholder proposals requesting that companies declassify their boards received average support of 84% (excluding

[34] Lucian Bebchuk, John Coates IV, Guhan Subramanian, "The Powerful Antitakeover Force of Staggered Boards: Further Findings and a Reply to Symposium Participants," 55 Stanford Law Review 885-917 (2002).

[35] Lucian Bebchuk, Alma Cohen, "The Costs of Entrenched Boards" (2004).

[36] Lucian Bebchuk, Alma Cohen and Charles C.Y. Wang, "Staggered Boards and the Wealth of Shareholders: Evidence from a Natural Experiment,"
SSRN: http://ssrn.com/abstract=1706806 (2010), p. 26.

[37] Spencer Stuart Board Index, 2019, p. 15.

abstentions and broker non-votes), whereas in 1987, only 16.4% of votes cast favored board declassification.[38] Further, a growing number of companies, nearly half of all those targeted by shareholder proposals requesting that all directors stand for election annually, either recommended shareholders support the proposal or made no recommendation, a departure from the more traditional management recommendation to vote against shareholder proposals.

Given our belief that declassified boards promote director accountability, the empirical evidence suggesting staggered boards reduce a company's value and the established shareholder opposition to such a structure, Glass Lewis supports the declassification of boards and the annual election of directors.

Board Composition and Refreshment

Glass Lewis strongly supports routine director evaluation, including independent external reviews, and periodic board refreshment to foster the sharing of diverse perspectives in the boardroom and the generation of new ideas and business strategies. Further, we believe the board should evaluate the need for changes to board composition based on an analysis of skills and experience necessary for the company, as well as the results of the director evaluations, as opposed to relying solely on age or tenure limits. When necessary, shareholders can address concerns regarding proper board composition through director elections.

In our view, a director's experience can be a valuable asset to shareholders because of the complex, critical issues that boards face. This said, we recognize that in rare circumstances, a lack of refreshment can contribute to a lack of board responsiveness to poor company performance.

We will note as a potential concern instances where the average tenure of non-executive directors is 10 years or more and no new directors have joined the board in the past five years. While we will be highlighting this as a potential area of concern, we will not be making voting recommendations strictly on this basis, unless we have identified other governance or board performance concerns.

On occasion, age or term limits can be used as a means to remove a director for boards that are unwilling to police their membership and enforce turnover. Some shareholders support term limits as a way to force change in such circumstances.

While we understand that age limits can aid board succession planning, the long-term impact of age limits restricts experienced and potentially valuable board members from service through an arbitrary means. We believe that shareholders are better off monitoring the board's overall composition, including the diversity of its members, the alignment of the board's areas of expertise with a company's strategy, the board's approach to corporate governance, and its stewardship of company performance, rather than imposing inflexible rules that don't necessarily correlate with returns or benefits for shareholders.

However, if a board adopts term/age limits, it should follow through and not waive such limits. In cases where the board waives its term/age limits for two or more consecutive years, Glass Lewis will generally recommend that shareholders vote against the nominating and/or governance committee chair, unless a compelling

[38] Lucian Bebchuk, John Coates IV and Guhan Subramanian, "The Powerful Antitakeover Force of Staggered Boards: Theory, Evidence, and Policy".

rationale is provided for why the board is proposing to waive this rule, such as consummation of a corporate transaction.

Board Diversity

Glass Lewis recognizes the importance of ensuring that the board is composed of directors who have a diversity of skills, thought and experience, as such diversity benefits companies by providing a broad range of perspectives and insights. Glass Lewis closely reviews the composition of the board for representation of diverse director candidates.

Board Gender Diversity

Beginning in 2023, we will generally recommend voting against the chair of the nominating committee of a board that is not at least 30 percent gender diverse, or all members of the nominating committee of a board with no gender diverse directors, at companies within the Russell 3000 index. For companies outside the Russell 3000 index, our existing policy requiring a minimum of one gender diverse director will remain in place.

We may extend our gender diversity recommendations to additional members of the nominating committee in cases where the committee chair is not standing for election due to a classified board, or based on other factors, including the company's size and industry, applicable laws in its state of headquarters, and its overall governance profile.

Additionally, when making these voting recommendations, we will carefully review a company's disclosure of its diversity considerations and may refrain from recommending that shareholders vote against directors when boards have provided a sufficient rationale or plan to address the lack of diversity on the board, including a timeline of when the board intends to appoint additional gender diverse directors (generally by the next annual meeting).

Board Underrepresented Community Diversity

Beginning in 2023, we will generally recommend against the chair of the nominating committee of a board with fewer than one director from an underrepresented community on the board at companies within the Russell 1000 index.

We define "underrepresented community director" as an individual who self-identifies as Black, African American, North African, Middle Eastern, Hispanic, Latino, Asian, Pacific Islander, Native American, Native Hawaiian, or Alaskan Native, or who self-identifies as gay, lesbian, bisexual, or transgender. For the purposes of this evaluation, we will rely solely on self-identified demographic information as disclosed in company proxy statements.

We may extend our underrepresented community diversity recommendations to additional members of the nominating committee in cases where the committee chair is not standing for election due to a classified board, or based on other factors, including the company's size and industry, applicable laws in its state of headquarters, and its overall governance profile.

Additionally, when making these voting recommendations, we will carefully review a company's disclosure of its diversity considerations and may refrain from recommending that shareholders vote against directors when boards have provided a sufficient rationale or plan to address the lack of diversity on the board, including a timeline to appoint additional directors from an underrepresented community (generally by the next annual meeting).

State Laws on Diversity

Several states have begun to encourage board diversity through legislation. Some state laws imposed mandatory board composition requirements, while other states have enacted or are considering legislation that encourages companies to diversify their boards but does not mandate board composition requirements. Furthermore, several states have enacted or are considering enacting certain disclosure or reporting requirements in filings made with each respective state annually.

Glass Lewis will recommend in accordance with mandatory board composition requirements set forth in applicable state laws when they come into effect. We will generally refrain from recommending against directors when applicable state laws do not mandate board composition requirements, are non-binding, or solely impose disclosure or reporting requirements.

We note that during 2022, California's Senate Bill 826 and Assembly Bill 979 regarding board gender and "underrepresented community" diversity, respectively, were both deemed to violate the equal protection clause of the California state constitution. These laws are currently in the appeals process.

Accordingly, where we previously recommended in accordance with mandatory board composition requirements set forth in California's SB 826 and AB 979, we will refrain from providing recommendations pursuant to these state board composition requirements until further notice while we continue to monitor the appeals process. However, we will continue to monitor compliance with these requirements.

Disclosure of Director Diversity and Skills

Because company disclosure is critical when measuring the mix of diverse attributes and skills of directors, Glass Lewis assesses the quality of such disclosure in companies' proxy statements. Accordingly, we reflect how a company's proxy statement presents: (i) the board's current percentage of racial/ethnic diversity; (ii) whether the board's definition of diversity explicitly includes gender and/or race/ethnicity; (iii) whether the board has adopted a policy requiring women and minorities to be included in the initial pool of candidates when selecting new director nominees (aka "Rooney Rule"); and (iv) board skills disclosure. Such ratings will help inform our assessment of a company's overall governance and may be a contributing factor in our recommendations when additional board-related concerns have been identified.

At companies in the Russell 1000 index that have not provided any disclosure in each of the above categories, we will generally recommend voting against the chair of the nominating and/or governance committee. Further, beginning in 2023, when companies in the Russell 1000 index have not provided any disclosure of individual or aggregate racial/ethnic minority board demographic information, we will generally recommend voting against the chair of the nominating and/or governance committee.

Stock Exchange Diversity Disclosure Requirements

On August 6, 2021, the U.S. Securities and Exchange Commission (SEC) approved new listing rules regarding board diversity and disclosure for Nasdaq-listed companies. Beginning in 2022, companies listed on the Nasdaq stock exchange are required to disclose certain board diversity statistics annually in a standardized format in the proxy statement or on the company's website. Nasdaq-listed companies are required to provide this disclosure by the later of (i) August 8, 2022, or (ii) the date the company files its proxy statement for its 2022 annual meeting. Accordingly, for annual meetings held after August 8, 2022, of applicable Nasdaq-listed companies, we will recommend voting against the chair of the governance committee when the required disclosure has not been provided.

Proxy Access

In lieu of running their own contested election, proxy access would not only allow certain shareholders to nominate directors to company boards but the shareholder nominees would be included on the company's ballot, significantly enhancing the ability of shareholders to play a meaningful role in selecting their representatives. Glass Lewis generally supports affording shareholders the right to nominate director candidates to management's proxy as a means to ensure that significant, long-term shareholders have an ability to nominate candidates to the board.

Companies generally seek shareholder approval to amend company bylaws to adopt proxy access in response to shareholder engagement or pressure, usually in the form of a shareholder proposal requesting proxy access, although some companies may adopt some elements of proxy access without prompting. Glass Lewis considers several factors when evaluating whether to support proposals for companies to adopt proxy access including the specified minimum ownership and holding requirement for shareholders to nominate one or more directors, as well as company size, performance and responsiveness to shareholders.

For a discussion of recent regulatory events in this area, along with a detailed overview of the Glass Lewis approach to shareholder proposals regarding Proxy Access, refer to Glass Lewis' *Proxy Paper Guidelines for Environmental, Social & Governance Initiatives*, available at www.glasslewis.com.

Majority Vote for Election of Directors

Majority voting for the election of directors is fast becoming the de facto standard in corporate board elections. In our view, the majority voting proposals are an effort to make the case for shareholder impact on director elections on a company-specific basis.

While this proposal would not give shareholders the opportunity to nominate directors or lead to elections where shareholders have a choice among director candidates, if implemented, the proposal would allow shareholders to have a voice in determining whether the nominees proposed by the board should actually serve as the overseer-representatives of shareholders in the boardroom. We believe this would be a favorable outcome for shareholders.

The number of shareholder proposals requesting that companies adopt a majority voting standard has declined significantly during the past decade, largely as a result of widespread adoption of majority voting or director resignation policies at U.S. companies. In 2019, 89% of the S&P 500 Index had implemented a resignation policy for directors failing to receive majority shareholder support, compared to 65% in 2009.[39]

The Plurality Vote Standard

Today, most U.S. companies still elect directors by a plurality vote standard. Under that standard, if one shareholder holding only one share votes in favor of a nominee (including that director, if the director is a shareholder), that nominee "wins" the election and assumes a seat on the board. The common concern among companies with a plurality voting standard is the possibility that one or more directors would not receive a majority of votes, resulting in "failed elections."

Advantages of a Majority Vote Standard

If a majority vote standard were implemented, a nominee would have to receive the support of a majority of the shares voted in order to be elected. Thus, shareholders could collectively vote to reject a director they believe will not pursue their best interests. Given that so few directors (less than 100 a year) do not receive majority support from shareholders, we think that a majority vote standard is reasonable since it will neither result in many failed director elections nor reduce the willingness of qualified, shareholder-focused directors to serve in the future. Further, most directors who fail to receive a majority shareholder vote in favor of their election do not step down, underscoring the need for true majority voting.

We believe that a majority vote standard will likely lead to more attentive directors. Although shareholders only rarely fail to support directors, the occasional majority vote against a director's election will likely deter the election of directors with a record of ignoring shareholder interests. Glass Lewis will therefore generally support proposals calling for the election of directors by a majority vote, excepting contested director elections.

In response to the high level of support majority voting has garnered, many companies have voluntarily taken steps to implement majority voting or modified approaches to majority voting. These steps range from a modified approach requiring directors that receive a majority of withheld votes to resign (i.e., a resignation policy) to actually requiring a majority vote of outstanding shares to elect directors.

We feel that the modified approach does not go far enough because requiring a director to resign is not the same as requiring a majority vote to elect a director and does not allow shareholders a definitive voice in the election process. Further, under the modified approach, the corporate governance committee could reject a resignation and, even if it accepts the resignation, the corporate governance committee decides on the director's replacement. And since the modified approach is usually adopted as a policy by the board or a board committee, it could be altered by the same board or committee at any time.

Conflicting and Excluded Proposals

SEC Rule 14a-8(i)(9) allows companies to exclude shareholder proposals "if the proposal directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting." On October 22,

[39] Spencer Stuart Board Index, 2019, p. 15.

2015, the SEC issued Staff Legal Bulletin No. 14H (SLB 14H) clarifying its rule concerning the exclusion of certain shareholder proposals when similar items are also on the ballot. SLB 14H increased the burden on companies to prove to SEC staff that a conflict exists; therefore, many companies still chose to place management proposals alongside similar shareholder proposals in many cases.

During the 2018 proxy season, a new trend in the SEC's interpretation of this rule emerged. Upon submission of shareholder proposals requesting that companies adopt a lower special meeting threshold, several companies petitioned the SEC for no-action relief under the premise that the shareholder proposals conflicted with management's own special meeting proposals, even though the management proposals set a higher threshold than those requested by the proponent. No-action relief was granted to these companies; however, the SEC stipulated that the companies must state in the rationale for the management proposals that a vote in favor of management's proposal was tantamount to a vote against the adoption of a lower special meeting threshold. In certain instances, shareholder proposals to lower an existing special meeting right threshold were excluded on the basis that they conflicted with management proposals seeking to ratify the existing special meeting rights. We find the exclusion of these shareholder proposals to be especially problematic as, in these instances, shareholders are not offered any enhanced shareholder right, nor would the approval (or rejection) of the ratification proposal initiate any type of meaningful change to shareholders' rights.

In instances where companies have excluded shareholder proposals, such as those instances where special meeting shareholder proposals are excluded as a result of "conflicting" management proposals, Glass Lewis will take a case-by-case approach, taking into account the following issues:

- The threshold proposed by the shareholder resolution;
- The threshold proposed or established by management and the attendant rationale for the threshold;
- Whether management's proposal is seeking to ratify an existing special meeting right or adopt a bylaw that would establish a special meeting right; and
- The company's overall governance profile, including its overall responsiveness to and engagement with shareholders.

Glass Lewis generally favors a 10-15% special meeting right. Accordingly, Glass Lewis will generally recommend voting for management or shareholder proposals that fall within this range. When faced with conflicting proposals, Glass Lewis will generally recommend in favor of the lower special meeting right and will recommend voting against the proposal with the higher threshold. However, in instances where there are conflicting management and shareholder proposals and a company has not established a special meeting right, Glass Lewis may recommend that shareholders vote in favor of the shareholder proposal and that they abstain from a management-proposed bylaw amendment seeking to establish a special meeting right. We believe that an abstention is appropriate in this instance in order to ensure that shareholders are sending a clear signal regarding their preference for the appropriate threshold for a special meeting right, while not directly opposing the establishment of such a right.

In cases where the company excludes a shareholder proposal seeking a reduced special meeting right by means of ratifying a management proposal that is materially different from the shareholder proposal, we will generally recommend voting against the chair or members of the governance committee.

In other instances of conflicting management and shareholder proposals, Glass Lewis will consider the following:

- The nature of the underlying issue;
- The benefit to shareholders of implementing the proposal;
- The materiality of the differences between the terms of the shareholder proposal and management proposal;
- The context of a company's shareholder base, corporate structure and other relevant circumstances; and
- A company's overall governance profile and, specifically, its responsiveness to shareholders as evidenced by a company's response to previous shareholder proposals and its adoption of progressive shareholder rights provisions.

In recent years, we have seen the dynamic nature of the considerations given by the SEC when determining whether companies may exclude certain shareholder proposals. We understand that not all shareholder proposals serve the long-term interests of shareholders, and value and respect the limitations placed on shareholder proponents, as certain shareholder proposals can unduly burden companies. However, Glass Lewis believes that shareholders should be able to vote on issues of material importance.

We view the shareholder proposal process as an important part of advancing shareholder rights and encouraging responsible and financially sustainable business practices. While recognizing that certain proposals cross the line between the purview of shareholders and that of the board, we generally believe that companies should not limit investors' ability to vote on shareholder proposals that advance certain rights or promote beneficial disclosure. Accordingly, Glass Lewis will make note of instances where a company has successfully petitioned the SEC to exclude shareholder proposals. If after review we believe that the exclusion of a shareholder proposal is detrimental to shareholders, we may, in certain very limited circumstances, recommend against members of the governance committee.

Transparency and Integrity in Financial Reporting

Auditor Ratification

The auditor's role as gatekeeper is crucial in ensuring the integrity and transparency of the financial information necessary for protecting shareholder value. Shareholders rely on the auditor to ask tough questions and to do a thorough analysis of a company's books to ensure that the information provided to shareholders is complete, accurate, fair, and that it is a reasonable representation of a company's financial position. The only way shareholders can make rational investment decisions is if the market is equipped with accurate information about a company's fiscal health. As stated in the October 6, 2008 Final Report of the Advisory Committee on the Auditing Profession to the U.S. Department of the Treasury:

> *"The auditor is expected to offer critical and objective judgment on the financial matters under consideration, and actual and perceived absence of conflicts is critical to that expectation. The Committee believes that auditors, investors, public companies, and other market participants must understand the independence requirements and their objectives, and that auditors must adopt a mindset of skepticism when facing situations that may compromise their independence."*

As such, shareholders should demand an objective, competent and diligent auditor who performs at or above professional standards at every company in which the investors hold an interest. Like directors, auditors should be free from conflicts of interest and should avoid situations requiring a choice between the auditor's interests and the public's interests. Almost without exception, shareholders should be able to annually review an auditor's performance and to annually ratify a board's auditor selection. Moreover, in October 2008, the Advisory Committee on the Auditing Profession went even further, and recommended that "to further enhance audit committee oversight and auditor accountability ... disclosure in the company proxy statement regarding shareholder ratification [should] include the name(s) of the senior auditing partner(s) staffed on the engagement."[40]

On August 16, 2011, the PCAOB issued a Concept Release seeking public comment on ways that auditor independence, objectivity and professional skepticism could be enhanced, with a specific emphasis on mandatory audit firm rotation. The PCAOB convened several public roundtable meetings during 2012 to further discuss such matters. Glass Lewis believes auditor rotation can ensure both the independence of the auditor and the integrity of the audit; we will typically recommend supporting proposals to require auditor rotation when the proposal uses a reasonable period of time (usually not less than 5-7 years), particularly at companies with a history of accounting problems.

On June 1, 2017, the PCAOB adopted new standards to enhance auditor reports by providing additional important information to investors. For companies with fiscal year end dates on or after December 15, 2017,

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[40] "Final Report of the Advisory Committee on the Auditing Profession to the U.S. Department of the Treasury." p. VIII:20, October 6, 2008.

reports were required to include the year in which the auditor began serving consecutively as the company's auditor. For large accelerated filers with fiscal year ends of June 30, 2019 or later, and for all other companies with fiscal year ends of December 15, 2020 or later, communication of critical audit matters (CAMs) will also be required. CAMs are matters that have been communicated to the audit committee, are related to accounts or disclosures that are material to the financial statements, and involve especially challenging, subjective, or complex auditor judgment.

Glass Lewis believes the additional reporting requirements are beneficial for investors. The additional disclosures can provide investors with information that is critical to making an informed judgment about an auditor's independence and performance. Furthermore, we believe the additional requirements are an important step toward enhancing the relevance and usefulness of auditor reports, which too often are seen as boilerplate compliance documents that lack the relevant details to provide meaningful insight into a particular audit.

Voting Recommendations on Auditor Ratification

We generally support management's choice of auditor except when we believe the auditor's independence or audit integrity has been compromised. Where a board has not allowed shareholders to review and ratify an auditor, we typically recommend voting against the audit committee chair. When there have been material restatements of annual financial statements or material weaknesses in internal controls, we usually recommend voting against the entire audit committee.

Reasons why we may not recommend ratification of an auditor include:

1. When audit fees plus audit-related fees total less than the tax fees and/or other non-audit fees.
2. Recent material restatements of annual financial statements, including those resulting in the reporting of material weaknesses in internal controls and including late filings by the company where the auditor bears some responsibility for the restatement or late filing.[41]
3. When the auditor performs prohibited services such as tax-shelter work, tax services for the CEO or CFO, or contingent-fee work, such as a fee based on a percentage of economic benefit to the company.
4. When audit fees are excessively low, especially when compared with other companies in the same industry.
5. When the company has aggressive accounting policies.
6. When the company has poor disclosure or lack of transparency in its financial statements.
7. Where the auditor limited its liability through its contract with the company or the audit contract requires the corporation to use alternative dispute resolution procedures without adequate justification.
8. We also look for other relationships or concerns with the auditor that might suggest a conflict between the auditor's interests and shareholder interests.
9. In determining whether shareholders would benefit from rotating the company's auditor, where relevant we will consider factors that may call into question an auditor's effectiveness, including auditor

[41] An auditor does not audit interim financial statements. Thus, we generally do not believe that an auditor should be opposed due to a restatement of interim financial statements unless the nature of the misstatement is clear from a reading of the incorrect financial statements.

tenure, a pattern of inaccurate audits, and any ongoing litigation or significant controversies. When Glass Lewis considers ongoing litigation and significant controversies, it is mindful that such matters may involve unadjudicated allegations. Glass Lewis does not assume the truth of such allegations or that the law has been violated. Instead, Glass Lewis focuses more broadly on whether, under the particular facts and circumstances presented, the nature and number of such lawsuits or other significant controversies reflects on the risk profile of the company or suggests that appropriate risk mitigation measures may be warranted."

Pension Accounting Issues

A pension accounting question occasionally raised in proxy proposals is what effect, if any, projected returns on employee pension assets should have on a company's net income. This issue often arises in the executive-compensation context in a discussion of the extent to which pension accounting should be reflected in business performance for purposes of calculating payments to executives.

Glass Lewis believes that pension credits should not be included in measuring income that is used to award performance-based compensation. Because many of the assumptions used in accounting for retirement plans are subject to the company's discretion, management would have an obvious conflict of interest if pay were tied to pension income. In our view, projected income from pensions does not truly reflect a company's performance.

The Link Between Compensation and Performance

Glass Lewis carefully reviews the compensation awarded to senior executives, as we believe that this is an important area in which the board's priorities are revealed. Glass Lewis strongly believes executive compensation should be linked directly with the performance of the business the executive is charged with managing. We believe the most effective compensation arrangements provide for an appropriate mix of performance-based short- and long-term incentives in addition to fixed pay elements while promoting a prudent and sustainable level of risk-taking.

Glass Lewis believes that comprehensive, timely and transparent disclosure of executive pay is critical to allowing shareholders to evaluate the extent to which pay is aligned with company performance. When reviewing proxy materials, Glass Lewis examines whether the company discloses the performance metrics used to determine executive compensation. We recognize performance metrics must necessarily vary depending on the company and industry, among other factors, and may include a wide variety of financial measures as well as industry-specific performance indicators. However, we believe companies should disclose why the specific performance metrics were selected and how the actions they are designed to incentivize will lead to better corporate performance.

Moreover, it is rarely in shareholders' interests to disclose competitive data about individual salaries below the senior executive level. Such disclosure could create internal personnel discord that would be counterproductive for the company and its shareholders. While we favor full disclosure for senior executives and we view pay disclosure at the aggregate level (e.g., the number of employees being paid over a certain amount or in certain categories) as potentially useful, we do not believe shareholders need or will benefit from detailed reports about individual management employees other than the most senior executives. Additional company disclosure provided as a result of the recent final rules on pay versus performance from the SEC in August 2022 may be considered if they provide further insight into a company's executive pay program.

Advisory Vote on Executive Compensation (Say-on-Pay)

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") required companies to hold an advisory vote on executive compensation at the first shareholder meeting that occurs six months after enactment of the bill (January 21, 2011).

This practice of allowing shareholders a non-binding vote on a company's compensation report is standard practice in many non-U.S. countries, and has been a requirement for most companies in the United Kingdom since 2003 and in Australia since 2005. Although say-on-pay proposals are non-binding, a high level of "against" or "abstain" votes indicates substantial shareholder concern about a company's compensation policies and procedures.

Given the complexity of most companies' compensation programs, Glass Lewis applies a highly nuanced approach when analyzing advisory votes on executive compensation. We review each company's compensation on a case-by-case basis, recognizing that each company must be examined in the context of industry, size, maturity, performance, financial condition, its historic pay for performance practices, and any other relevant internal or external factors.

We believe that each company should design and apply specific compensation policies and practices that are appropriate to the circumstances of the company and, in particular, will attract and retain competent executives and other staff, while motivating them to grow the company's long-term shareholder value.

Where we find those specific policies and practices serve to reasonably align compensation with performance, and such practices are adequately disclosed, Glass Lewis will recommend supporting the company's approach. If, however, those specific policies and practices fail to demonstrably link compensation with performance, Glass Lewis will generally recommend voting against the say-on-pay proposal.

Glass Lewis reviews say-on-pay proposals on both a qualitative basis and a quantitative basis, with a focus on several main areas:

- The overall design and structure of the company's executive compensation programs including selection and challenging nature of performance metrics;
- The implementation and effectiveness of the company's executive compensation programs including pay mix and use of performance metrics in determining pay levels;
- The quality and content of the company's disclosure;
- The quantum paid to executives; and
- The link between compensation and performance as indicated by the company's current and past pay-for-performance grades.

We also review any significant changes or modifications, including post fiscal year-end changes and one-time awards, particularly where the changes touch upon issues that are material to Glass Lewis recommendations.

Say-on-Pay Voting Recommendations

In cases where we find deficiencies in a company's compensation program's design, implementation or management, we will recommend that shareholders vote against the say-on-pay proposal. Generally such instances include evidence of a pattern of poor pay-for-performance practices (i.e., deficient or failing pay-for-performance grades), unclear or questionable disclosure regarding the overall compensation structure (e.g., limited information regarding benchmarking processes, limited rationale for bonus performance metrics and targets, etc.), questionable adjustments to certain aspects of the overall compensation structure (e.g., limited rationale for significant changes to performance targets or metrics, the payout of guaranteed bonuses or sizable retention grants, etc.), and/or other egregious compensation practices.

Although not an exhaustive list, the following issues when weighed together may cause Glass Lewis to recommend voting against a say-on-pay vote:

- Inappropriate or outsized self-selected peer groups and/or benchmarking issues such as compensation targets set well above the median without adequate justification;

- Egregious or excessive bonuses, equity awards or severance payments, including golden handshakes and golden parachutes;
- Insufficient response to low shareholder support;
- Problematic contractual payments, such as guaranteed bonuses;
- Insufficiently challenging performance targets and/or high potential payout opportunities;
- Performance targets lowered without justification;
- Discretionary bonuses paid when short- or long-term incentive plan targets were not met;
- High executive pay relative to peers that is not justified by outstanding company performance; and
- The terms of the long-term incentive plans are inappropriate (please see “Long-Term Incentives”).

The aforementioned issues may also influence Glass Lewis’ assessment of the structure of a company’s compensation program. We evaluate structure on a “Good, Fair, Poor” rating scale whereby a “Good” rating represents a compensation program with little to no concerns, a “Fair” rating represents a compensation program with some concerns and a “Poor” rating represents a compensation program that deviates significantly from best practice or contains one or more egregious compensation practices.

We believe that it is important for companies to provide investors with clear and complete disclosure of all the significant terms of compensation arrangements. Similar to structure, we evaluate disclosure on a “Good, Fair, Poor” rating scale whereby a “Good” rating represents a thorough discussion of all elements of compensation, a “Fair” rating represents an adequate discussion of all or most elements of compensation and a “Poor” rating represents an incomplete or absent discussion of compensation. In instances where a company has simply failed to provide sufficient disclosure of its policies, we may recommend shareholders vote against this proposal solely on this basis, regardless of the appropriateness of compensation levels.

In general, most companies will fall within the “Fair” range for both structure and disclosure, and Glass Lewis largely uses the “Good” and “Poor” ratings to highlight outliers.

Where we identify egregious compensation practices, we may also recommend voting against the compensation committee based on the practices or actions of its members during the year. Such practices may include: approving large one-off payments, the inappropriate, unjustified use of discretion, or sustained poor pay for performance practices. (Refer to the section on "Compensation Committee Performance" for more information.)

Company Responsiveness

When companies receive a significant level of shareholder opposition to a say-on-pay proposal, which occurs when there is more than 20% opposition to the proposal, we believe the board should demonstrate a commensurate level of engagement and responsiveness to the concerns behind the disapproval, with a particular focus on responding to shareholder feedback. When assessing the level of opposition to say-on-pay proposals, we may further examine the level of opposition among disinterested shareholders as an independent group. While we recognize that sweeping changes cannot be made to a compensation program without due consideration, and that often a majority of shareholders may have voted in favor of the proposal, given that the average approval rate for say-on-pay proposals is about 90%, we believe the compensation committee should provide some level of response to a significant vote against. In general, our expectations regarding the minimum appropriate levels of responsiveness will correspond with the level of shareholder opposition, as expressed both through the magnitude of opposition in a single year, and through the persistence of shareholder disapproval over time.

Responses we consider appropriate include engaging with large shareholders, especially dissenting shareholders, to identify their concerns, and, where reasonable, implementing changes and/or making commitments that directly address those concerns within the company's compensation program. In cases where particularly egregious pay decisions caused the say on pay proposal to fail, Glass Lewis will closely consider whether any changes were made directly relating to the pay decision that may address structural concerns that shareholders have. In the absence of any evidence in the disclosure that the board is actively engaging shareholders on these issues and responding accordingly, we may recommend holding compensation committee members accountable for failing to adequately respond to shareholder opposition. Regarding such recommendations, careful consideration will be given to the level of shareholder protest and the severity and history of compensation practices.

Pay for Performance

Glass Lewis believes an integral part of a well-structured compensation package is a successful link between pay and performance. Our proprietary pay-for-performance model was developed to better evaluate the link between pay and performance. Generally, compensation and performance are measured against a peer group of appropriate companies that may overlap, to a certain extent, with a company's self-disclosed peers. This quantitative analysis provides a consistent framework and historical context for our clients to determine how well companies link executive compensation to relative performance. Companies that demonstrate a weaker link are more likely to receive a negative recommendation; however, other qualitative factors such as overall incentive structure, significant forthcoming changes to the compensation program or reasonable long-term payout levels may mitigate our concerns to a certain extent.

While we assign companies a letter grade of A, B, C, D or F based on the alignment between pay and performance, the grades derived from the Glass Lewis pay-for-performance analysis do not follow the traditional U.S. school letter grade system. Rather, the grades are generally interpreted as follows:

Grade of A: The company's percentile rank for pay is significantly less than its percentile rank for performance
Grade of B: The company's percentile rank for pay is moderately less than its percentile rank for performance
Grade of C: The company's percentile rank for pay is approximately aligned with its percentile rank for performance
Grade of D: The company's percentile rank for pay is higher than its percentile rank for performance
Grade of F: The company's percentile rank for pay is significantly higher than its percentile rank for performance

For the avoidance of confusion, the above grades encompass the relationship between a company's percentile rank for pay and its percentile rank in performance. Separately, a specific comparison between the company's executive pay and its peers' executive pay levels is discussed in the analysis for additional insight into the grade. Likewise, a specific comparison between the company's performance and its peers' performance is reflected in the analysis for further context. Finally, Glass Lewis' pay-for-performance analysis is currently unaffected by any additional disclosure concerning pay versus performance as mandated by an August 2022 SEC rule.

We also use this analysis to inform our voting decisions on say-on-pay proposals. As such, if a company receives a “D” or “F” from our proprietary model, we are more likely to recommend that shareholders vote against the say-on-pay proposal. However, supplemental quantitative factors like realized pay levels may be considered, and other qualitative factors such as an effective overall incentive structure, the relevance of selected performance metrics, significant forthcoming enhancements or reasonable long-term payout levels may give us cause to recommend in favor of a proposal even when we have identified a disconnect between pay and performance.

In determining the peer groups used in our A-F pay-for-performance letter grades, Glass Lewis utilizes a proprietary methodology that considers both market and industry peers, along with each company’s network of self-disclosed peers. Each component is considered on a weighted basis and is subject to size-based ranking and screening. The peer groups used are provided to Glass Lewis by Diligent Intel based on Glass Lewis’ methodology and using Diligent Intel’s data.

Selecting an appropriate peer group to analyze a company’s compensation program is a subjective determination, requiring significant judgment and on which there is not a “correct” answer. Since the peer group used is based on an independent, proprietary technique, it will often differ from the one used by the company which, in turn, will affect the resulting analyses. While Glass Lewis believes that the independent, rigorous methodology it uses provides a valuable perspective on the company’s compensation program, the company’s self-selected peer group is also presented in the Proxy Paper for comparative purposes.

Short-Term Incentives

A short-term bonus or incentive (STI) should be demonstrably tied to performance. Whenever possible, we believe a mix of corporate and individual performance measures is appropriate. We would normally expect performance measures for STIs to be based on company-wide or divisional financial measures as well as non-financial, qualitative or non-formulaic factors such as those related to safety, environmental issues, and customer satisfaction. While we recognize that companies operating in different sectors or markets may seek to utilize a wide range of metrics, we expect such measures to be appropriately tied to a company’s business drivers.

Further, the threshold, target and maximum performance goals and corresponding payout levels that can be achieved under STI plans should be disclosed. Shareholders should expect stretching performance targets for the maximum award to be achieved. Any increase in the potential target and maximum award should be clearly justified to shareholders, as should any decrease in target and maximum performance levels from the previous year.

Glass Lewis recognizes that disclosure of some measures or performance targets may include commercially confidential information. Therefore, we believe it may be reasonable to exclude such information in some cases as long as the company provides sufficient justification for non-disclosure. However, where a short-term bonus has been paid, companies should disclose the extent to which performance has been achieved against relevant targets, including disclosure of the actual target achieved.

Where management has received significant short-term incentive payments but overall performance and/or the shareholder experience over the measurement year prima facie appears to be poor or negative, we believe the company should provide a clear explanation of why these significant short-term payments were made. We also believe any significant changes to the program structure should be accompanied by rationalizing disclosure.

Further, where a company has applied upward discretion, which includes lowering goals mid-year, increasing calculated payouts or retroactively pro-rating performance periods, we expect a robust discussion of why the decision was necessary. In addition, we believe that where companies use non-GAAP or bespoke metrics, clear reconciliations between these figures and GAAP figures in audited financial statement should be provided. Adjustments to GAAP figures may be considered in Glass Lewis' assessment of the effectiveness of the incentive at tying executive pay with performance.

Glass Lewis recognizes the importance of the compensation committee's judicious and responsible exercise of discretion over incentive pay outcomes to account for significant, material events that would otherwise be excluded from performance results of selected metrics of incentive programs. For instance, major litigation settlement charges may be removed from non-GAAP results before the determination of formulaic incentive payouts, or health and safety failures may not be reflected in performance results where companies do not expressly include health and safety metrics in incentive plans; such events may nevertheless be consequential to corporate performance results, impact the shareholder experience, and, in some cases, may present material risks. Conversely, certain events may adversely impact formulaic payout results despite being outside executives' control. We believe that companies should provide thorough discussion of how such events were considered in the committee's decisions to exercise discretion or refrain from applying discretion over incentive pay outcomes. The inclusion of this disclosure may be helpful when we consider concerns around the exercise or absence of committee discretion.

We do not generally recommend against a pay program due to the use of a non-formulaic plan. If a company has chosen to rely primarily on a subjective assessment or the board's discretion in determining short-term bonuses, we believe that the proxy statement should provide a meaningful discussion of the board's rationale in determining the bonuses paid as well as a rationale for the use of a non-formulaic mechanism. Particularly where the aforementioned disclosures are substantial and satisfactory, such a structure will not provoke serious concern in our analysis on its own. However, in conjunction with other significant issues in a program's design or operation, such as a disconnect between pay and performance, the absence of a cap on payouts, or a lack of performance-based long-term awards, the use of a non-formulaic bonus may help drive a negative recommendation.

Long-Term Incentives

Glass Lewis recognizes the value of equity-based incentive programs, which are often the primary long-term incentive for executives. When used appropriately, they can provide a vehicle for linking an executive's pay to company performance, thereby aligning their interests with those of shareholders. In addition, equity-based compensation can be an effective way to attract, retain and motivate key employees.

There are certain elements that Glass Lewis believes are common to most well-structured long-term incentive (LTI) plans. These include:

- No re-testing or lowering of performance conditions;
- Performance metrics that cannot be easily manipulated by management;
- Two or more performance metrics;
- At least one relative performance metric that compares the company's performance to a relevant peer group or index;

- Performance periods of at least three years;
- Stretching metrics that incentivize executives to strive for outstanding performance while not encouraging excessive risk-taking;
- Individual award limits expressed as a percentage of base salary; and
- Equity granting practices that are clearly disclosed.

In evaluating long-term incentive grants, Glass Lewis generally believes that at least half of the grant should consist of performance-based awards, putting a material portion of executive compensation at-risk and demonstrably linked to the performance of the company. While we will consistently raise concern with programs that do not meet this criterion, we may refrain from a negative recommendation in the absence of other significant issues with the program's design or operation. However, in cases where performance-based awards are significantly rolled back or eliminated from a company's long-term incentive plan, such decisions will generally be viewed negatively outside of exceptional circumstances, and may lead to a recommendation against the proposal.

As with the short-term incentive, Glass Lewis recognizes the importance of the compensation committee's judicious and responsible exercise of discretion over incentive pay outcomes to account for significant events that would otherwise be excluded from performance results of selected metrics of incentive programs. We believe that companies should provide thorough discussion of how such events were considered in the committee's decisions to exercise discretion or refrain from applying discretion over incentive pay outcomes.

Performance measures should be carefully selected and should relate to the specific business/industry in which the company operates and, especially, to the key value drivers of the company's business. As with short-term incentive plans, the basis for any adjustments to metrics or results should be clearly explained, as should the company's judgment on the use of discretion and any significant changes to the performance program structure.

While cognizant of the inherent complexity of certain performance metrics, Glass Lewis generally believes that measuring a company's performance with multiple metrics serves to provide a more complete picture of the company's performance than a single metric. Further, reliance on just one metric may focus too much management attention on a single target and is therefore more susceptible to manipulation. When utilized for relative measurements, external benchmarks such as a sector index or peer group should be disclosed and transparent. The rationale behind the selection of a specific index or peer group should also be disclosed. Internal performance benchmarks should also be disclosed and transparent, unless a cogent case for confidentiality is made and fully explained. Similarly, actual performance and vesting levels for previous grants earned during the fiscal year should be disclosed.

We also believe shareholders should evaluate the relative success of a company's compensation programs, particularly with regard to existing equity-based incentive plans, in linking pay and performance when evaluating potential changes to LTI plans and determining the impact of additional stock awards. We will therefore review the company's pay-for-performance grade (see below for more information) and specifically the proportion of total compensation that is stock-based.

Grants of Front-Loaded Awards

Many U.S. companies have chosen to provide large grants, usually in the form of equity awards, that are intended to serve as compensation for multiple years. This practice, often called front-loading, is taken up either in the regular course of business or as a response to specific business conditions and with a predetermined objective. The so-called "mega-grant", an outsized award to one individual sometimes valued at over $100 million is sometimes but not always provided as a front-loaded award. We believe shareholders should generally be wary of this approach, and we accordingly weigh these grants with particular scrutiny.

While the use of front-loaded awards is intended to lock-in executive service and incentives, the same rigidity also raises the risk of effectively tying the hands of the compensation committee. As compared with a more responsive annual granting schedule program, front-loaded awards may preclude improvements or changes to reflect evolving business strategies or to respond to other unforeseen factors. Additionally, if structured poorly, early vesting of such awards may reduce or eliminate the retentive power at great cost to shareholders. The considerable emphasis on a single grant can place intense pressures on every facet of its design, amplifying any potential perverse incentives and creating greater room for unintended consequences. In particular, provisions around changes of control or separations of service must ensure that executives do not receive excessive payouts that do not reflect shareholder experience or company performance.

We consider a company's rationale for granting awards under this structure and also expect any front-loaded awards to include a firm commitment not to grant additional awards for a defined period, as is commonly associated with this practice. Even when such a commitment is provided, unexpected circumstances may lead the board to make additional payments or awards for retention purposes, or to incentivize management towards more realistic goals or a revised strategy. If a company breaks its commitment not to grant further awards, we may recommend against the pay program unless a convincing rationale is provided. In situations where the front-loaded award was meant to cover a certain portion of the regular long-term incentive grant for each year during the covered period, our analysis of the value of the remaining portion of the regular long-term incentives granted during the period covered by the award will account for the annualized value of the front-loaded portion, and we expect no supplemental grant be awarded during the vesting period of the front-loaded portion.

The multiyear nature of these awards generally lends itself to significantly higher compensation figures in the year of grant than might otherwise be expected. In our qualitative analysis of the grants of front-loaded awards to executives, Glass Lewis considers the quantum of the award on an annualized basis and may compare this result to the prior practice and peer data, among other benchmarks. Additionally, for awards that are granted in the form of equity, Glass Lewis may consider the total potential dilutive effect of such award on shareholders.

Linking Executive Pay to Environmental and Social Criteria

Glass Lewis believes that explicit environmental and/or social (E&S) criteria in executive incentive plans, when used appropriately, can serve to provide both executives and shareholders a clear line of sight into a company's ESG strategy, ambitions, and targets. Although we are strongly supportive of companies' incorporation of material E&S risks and opportunities in their long-term strategic planning, we believe that the inclusion of E&S metrics in compensation programs should be predicated on each company's unique circumstances. In order to establish a meaningful link between pay and performance, companies must consider factors including their industry, size, risk profile, maturity, performance, financial condition, and any other relevant internal or external factors.

When a company is introducing E&S criteria into executive incentive plans, we believe it is important that companies provide shareholders with sufficient disclosure to allow them to understand how these criteria align with its strategy. Additionally, Glass Lewis recognizes that there may be situations where certain E&S performance criteria are reasonably viewed as prerequisites for executive performance, as opposed to behaviors and conditions that need to be incentivized. For example, we believe that shareholders should interrogate the use of metrics that award executives for ethical behavior or compliance with policies and regulations. It is our view that companies should provide shareholders with disclosures that clearly lay out the rationale for selecting specific E&S metrics, the target-setting process, and corresponding payout opportunities. Further, particularly in the case of qualitative metrics, we believe that shareholders should be provided with a clear understanding of the basis on which the criteria will be assessed. Where quantitative targets have been set, we believe that shareholders are best served when these are disclosed on an ex-ante basis, or the board should outline why it believes it is unable to do so.

While we believe that companies should generally set long-term targets for their environmental and social ambitions, we are mindful that not all compensation schemes lend themselves to the inclusion of E&S metrics. We also are of the view that companies should retain flexibility in not only choosing to incorporate E&S metrics in their compensation plans, but also in the placement of these metrics. For example, some companies may resolve that including E&S criteria in the annual bonus may help to incentivize the achievement of short-term milestones and allow for more maneuverability in strategic adjustments to long-term goals. Other companies may determine that their long-term sustainability targets are best achieved by incentivizing executives through metrics included in their long-term incentive plans.

One-Time Awards

Glass Lewis believes shareholders should generally be wary of awards granted outside of the standard incentive schemes, as such awards have the potential to undermine the integrity of a company's regular incentive plans or the link between pay and performance, or both. We generally believe that if the existing incentive programs fail to provide adequate incentives to executives, companies should redesign their compensation programs rather than make additional grants.

However, we recognize that in certain circumstances, additional incentives may be appropriate. In these cases, companies should provide a thorough description of the awards, including a cogent and convincing explanation of their necessity and why existing awards do not provide sufficient motivation and a discussion of how the quantum of the award and its structure were determined. Further, such awards should be tied to future service and performance whenever possible.

Additionally, we believe companies making supplemental or one-time awards should also describe if and how the regular compensation arrangements will be affected by these additional grants. In reviewing a company's use of supplemental awards, Glass Lewis will evaluate the terms and size of the grants in the context of the company's overall incentive strategy and granting practices, as well as the current operating environment.

Contractual Payments and Arrangements

Beyond the quantum of contractual payments, Glass Lewis will also consider the design of any entitlements. Certain executive employment terms may help to drive a negative recommendation, including, but not limited to:

- Excessively broad change in control triggers;
- Inappropriate severance entitlements;
- Inadequately explained or excessive sign-on arrangements;
- Guaranteed bonuses (especially as a multiyear occurrence); and
- Failure to address any concerning practices in amended employment agreements.

In general, we are wary of terms that are excessively restrictive in favor of the executive, or that could potentially incentivize behaviors that are not in a company's best interest.

Sign-on Awards and Severance Benefits

We acknowledge that there may be certain costs associated with transitions at the executive level. In evaluating the size of severance and sign-on arrangements, we may consider the executive's regular target compensation level, or the sums paid to other executives (including the recipient's predecessor, where applicable) in evaluating the appropriateness of such an arrangement.

We believe sign-on arrangements should be clearly disclosed and accompanied by a meaningful explanation of the payments and the process by which the amounts were reached. Further, the details of and basis for any "make-whole" payments (paid as compensation for awards forfeited from a previous employer) should be provided.

With respect to severance, we believe companies should abide by predetermined payouts in most circumstances. While in limited circumstances some deviations may not be inappropriate, we believe shareholders should be provided with a meaningful explanation of any additional or increased benefits agreed upon outside of regular arrangements. However, where Glass Lewis determines that such predetermined payouts are particularly problematic or unfavorable to shareholders, we may consider the execution of such payments in a negative recommendation for the advisory vote on executive compensation.

In the U.S. market, most companies maintain severance entitlements based on a multiple of salary and, in many cases, bonus. In almost all instances we see, the relevant multiple is three or less, even in the case of a change in control. We believe the basis and total value of severance should be reasonable and should not exceed the upper limit of general market practice. We consider the inclusion of long-term incentives in cash severance calculations to be inappropriate, particularly given the commonality of accelerated vesting and the proportional weight of long-term incentives as a component of total pay. Additional considerations, however, will be accounted for when reviewing atypically structured compensation approaches.

Change in Control

Glass Lewis considers double-trigger change in control arrangements, which require both a change in control and termination or constructive termination, to be best practice. Any arrangement that is not explicitly double-trigger may be considered a single-trigger or modified single-trigger arrangement.

Further, we believe that excessively broad definitions of change in control are potentially problematic as they may lead to situations where executives receive additional compensation where no meaningful change in status or duties has occurred.

Excise Tax Gross-ups

Among other entitlements, Glass Lewis is strongly opposed to excise tax gross-ups related to IRC § 4999 and their expansion, especially where no consideration is given to the safe harbor limit. We believe that under no normal circumstance is the inclusion of excise tax gross-up provisions in new agreements or the addition of such provisions to amended agreements acceptable. In consideration of the fact that minor increases in change-in-control payments can lead to disproportionately large excise taxes, the potential negative impact of tax gross-ups far outweighs any retentive benefit.

Depending on the circumstances, the addition of new gross-ups around this excise tax may lead to negative recommendations for a company's say-on-pay proposal, the chair of the compensation committee, or the entire committee, particularly in cases where a company had committed not to provide any such entitlements in the future. For situations in which the addition of new excise tax gross ups will be provided in connection with a specific change-in-control transaction, this policy may be applied to the say-on-pay proposal, the golden parachute proposal and recommendations related to the compensation committee for all involved corporate parties, as appropriate.

Amended Employment Agreements

Any contractual arrangements providing for problematic pay practices which are not addressed in materially amended employment agreements will potentially be viewed by Glass Lewis as a missed opportunity on the part of the company to align its policies with current best practices. Such problematic pay practices include, but are not limited to, excessive change in control entitlements, modified single-trigger change in control entitlements, excise tax gross-ups, and multi-year guaranteed awards.

Recoupment Provisions (Clawbacks)

On October 26, 2022, the SEC adopted Rule 10D-1 under the Securities Exchange Act of 1934. The rule mandates national securities exchanges and associations to promulgate new listing standards requiring companies to maintain recoupment policies ("clawback provisions"). While the final rules will be effective 60 days after the date of publication in the federal register, listing standards may be effective as late as one year following such publication. Affected companies are provided with another 60 days following the listing standards' effective date to comply.

Despite the above timeline, Glass Lewis believes in the importance of such risk-mitigating provisions and their alignment with shareholder interests. Whether or not a company is affected by Rule 10D-1, during the intervening time between the final rule's announcement and the effective date of listing standards, we believe it is prudent for boards to adopt detailed variable compensation recoupment policies that, at a minimum, provide companies the ability to recover compensation from former and current named executive officers in the event of overpayment due to erroneous data that triggered an accounting restatement. For companies that will be subject to the new listing requirements and are yet to adopt clawback policies that exceed the standards set forth by Section 304 of the Sarbanes-Oxley Act, providing detailed disclosure in the proxy statement evidencing the board's proactive effort to ensure that the company will be in compliance may serve to mitigate concerns.

Notwithstanding the new rules, we are increasingly focusing attention on the specific terms of recoupment policies beyond whether a company maintains a clawback that simply satisfies the minimum legal requirements. We believe that clawbacks should be triggered, at a minimum, in the event of a restatement of financial results or similar revision of performance indicators upon which incentive awards were based. Such policies allow the board to review all performance-related bonuses and awards made to senior executives during a specified period and, to the extent feasible, allow the company to recoup such incentive pay where appropriate. However, some recoupment policies empower companies to recover compensation without regard to a restatement, such as those triggered by actions causing reputational harm. These may inform our overall view of the compensation program in future especially as market practice continues to evolve around expanded clawback authority.

Hedging of Stock

Glass Lewis believes that the hedging of shares by executives in the shares of the companies where they are employed severs the alignment of interests of the executive with shareholders. We believe companies should adopt strict policies to prohibit executives from hedging the economic risk associated with their share ownership in the company.

Pledging of Stock

Glass Lewis believes that shareholders should examine the facts and circumstances of each company rather than apply a one-size-fits-all policy regarding employee stock pledging. Glass Lewis believes that shareholders benefit when employees, particularly senior executives, have meaningful financial interest in the success of the company under their management, and therefore we recognize the benefits of measures designed to encourage employees to both buy shares out of their own pocket and to retain shares they have been granted; blanket policies prohibiting stock pledging may discourage executives and employees from doing either.

However, we also recognize that the pledging of shares can present a risk that, depending on a host of factors, an executive with significant pledged shares and limited other assets may have an incentive to take steps to avoid a forced sale of shares in the face of a rapid stock price decline. Therefore, to avoid substantial losses from a forced sale to meet the terms of the loan, the executive may have an incentive to boost the stock price in the short term in a manner that is unsustainable, thus hurting shareholders in the long-term. We also recognize concerns regarding pledging may not apply to less senior employees, given the latter group's significantly more limited influence over a company's stock price. Therefore, we believe that the issue of pledging shares should be reviewed in that context, as should policies that distinguish between the two groups.

Glass Lewis believes that the benefits of stock ownership by executives and employees may outweigh the risks of stock pledging, depending on many factors. As such, Glass Lewis reviews all relevant factors in evaluating proposed policies, limitations and prohibitions on pledging stock, including:

- The number of shares pledged;
- The percentage executives' pledged shares are of outstanding shares;
- The percentage executives' pledged shares are of each executive's shares and total assets;
- Whether the pledged shares were purchased by the employee or granted by the company;
- Whether there are different policies for purchased and granted shares;
- Whether the granted shares were time-based or performance-based;
- The overall governance profile of the company;
- The volatility of the company's stock (in order to determine the likelihood of a sudden stock price drop);
- The nature and cyclicality, if applicable, of the company's industry;
- The participation and eligibility of executives and employees in pledging;
- The company's current policies regarding pledging and any waiver from these policies for employees and executives; and
- Disclosure of the extent of any pledging, particularly among senior executives.

Compensation Consultant Independence

As mandated by Section 952 of the Dodd-Frank Act, as of January 11, 2013, the SEC approved listing requirements for both the NYSE and NASDAQ which require compensation committees to consider six factors (https://www.sec.gov/rules/final/2012/33-9330.pdf, p.31-32) in assessing compensation advisor independence. According to the SEC, "no one factor should be viewed as a determinative factor." Glass Lewis believes this six-factor assessment is an important process for every compensation committee to undertake but believes companies employing a consultant for board compensation, consulting and other corporate services should provide clear disclosure beyond just a reference to examining the six points, in order to allow shareholders to review the specific aspects of the various consultant relationships.

We believe compensation consultants are engaged to provide objective, disinterested, expert advice to the compensation committee. When the consultant or its affiliates receive substantial income from providing other services to the company, we believe the potential for a conflict of interest arises and the independence of the consultant may be jeopardized. Therefore, Glass Lewis will, when relevant, note the potential for a conflict of interest when the fees paid to the advisor or its affiliates for other services exceeds those paid for compensation consulting.

CEO Pay Ratio

As mandated by Section 953(b) of the Dodd-Frank Wall Street Consumer and Protection Act, beginning in 2018, issuers will be required to disclose the median annual total compensation of all employees except the CEO, the total annual compensation of the CEO or equivalent position, and the ratio between the two amounts. Glass Lewis will display the pay ratio as a data point in our Proxy Papers, as available. While we recognize that the pay ratio has the potential to provide additional insight when assessing a company's pay practices, at this time it will not be a determinative factor in our voting recommendations.

Frequency of Say-on-Pay

The Dodd-Frank Act also requires companies to allow shareholders a non-binding vote on the frequency of say-on-pay votes (i.e., every one, two or three years). Additionally, Dodd-Frank requires companies to hold such votes on the frequency of say-on-pay votes at least once every six years.

We believe companies should submit say-on-pay votes to shareholders every year. We believe that the time and financial burdens to a company with regard to an annual vote are relatively small and incremental and are outweighed by the benefits to shareholders through more frequent accountability. Implementing biannual or triennial votes on executive compensation limits shareholders' ability to hold the board accountable for its compensation practices through means other than voting against the compensation committee. Unless a company provides a compelling rationale or unique circumstances for say-on-pay votes less frequent than annually, we will generally recommend that shareholders support annual votes on compensation.

Vote on Golden Parachute Arrangements

The Dodd-Frank Act also requires companies to provide shareholders with a separate non-binding vote on approval of golden parachute compensation arrangements in connection with certain change-in-control transactions. However, if the golden parachute arrangements have previously been subject to a say-on-pay vote which shareholders approved, then this required vote is waived.

Glass Lewis believes the narrative and tabular disclosure of golden parachute arrangements benefits all shareholders. Glass Lewis analyzes each golden parachute arrangement on a case-by-case basis, taking into account, among other items: the nature of the change-in-control transaction, the ultimate value of the payments particularly compared to the value of the transaction, any excise tax gross-up obligations, the tenure and position of the executives in question before and after the transaction, any new or amended employment agreements entered into in connection with the transaction, and the type of triggers involved (i.e., single vs. double). In cases where new problematic features, such as excise tax gross-up obligations, are introduced in a golden parachute proposal, such features may contribute to a negative recommendation not only for the golden parachute proposal under review, but for the next say-on-pay proposal of any involved corporate parties, as well as recommendations against their compensation committee as appropriate.

Equity-Based Compensation Plan Proposals

We believe that equity compensation awards, when not abused, are useful for retaining employees and providing an incentive for them to act in a way that will improve company performance. Glass Lewis recognizes that equity-based compensation plans are critical components of a company's overall compensation program, and we analyze such plans accordingly based on both quantitative and qualitative factors.

Our quantitative analysis assesses the plan's cost and the company's pace of granting utilizing a number of different analyses, comparing the program with absolute limits we believe are key to equity value creation and with a carefully chosen peer group. In general, our model seeks to determine whether the proposed plan is either absolutely excessive or is more than one standard deviation away from the average plan for the peer group on a range of criteria, including dilution to shareholders and the projected annual cost relative to the company's financial performance. Each of the analyses (and their constituent parts) is weighted and the plan is scored in accordance with that weight.

We compare the program's expected annual expense with the business's operating metrics to help determine whether the plan is excessive in light of company performance. We also compare the plan's expected annual cost to the enterprise value of the firm rather than to market capitalization because the employees, managers and directors of the firm contribute to the creation of enterprise value but not necessarily market capitalization (the biggest difference is seen where cash represents the vast majority of market capitalization). Finally, we do not rely exclusively on relative comparisons with averages because, in addition to creeping averages serving to inflate compensation, we believe that some absolute limits are warranted.

We then consider qualitative aspects of the plan such as plan administration, the method and terms of exercise, repricing history, express or implied rights to reprice, and the presence of evergreen provisions. We also closely review the choice and use of, and difficulty in meeting, the awards' performance metrics and targets, if any. We believe significant changes to the terms of a plan should be explained for shareholders and clearly indicated. Other factors such as a company's size and operating environment may also be relevant in assessing the severity of concerns or the benefits of certain changes. Finally, we may consider a company's executive compensation practices in certain situations, as applicable.

We evaluate equity plans based on certain overarching principles:

- Companies should seek more shares only when needed;
- Requested share amounts or share reserves should be conservative in size so that companies must seek shareholder approval every three to four years (or more frequently);
- If a plan is relatively expensive, it should not grant options solely to senior executives and board members;
- Dilution of annual net share count or voting power, along with the "overhang" of incentive plans, should be limited;
- Annual cost of the plan (especially if not shown on the income statement) should be reasonable as a percentage of financial results and should be in line with the peer group;
- The expected annual cost of the plan should be proportional to the business's value;
- The intrinsic value that option grantees received in the past should be reasonable compared with the business's financial results;
- Plans should not permit re-pricing of stock options;
- Plans should not contain excessively liberal administrative or payment terms;
- Plans should not count shares in ways that understate the potential dilution, or cost, to common shareholders. This refers to "inverse" full-value award multipliers;
- Selected performance metrics should be challenging and appropriate, and should be subject to relative performance measurements; and

- Stock grants should be subject to minimum vesting and/or holding periods sufficient to ensure sustainable performance and promote retention.

Option Exchanges and Repricing

Glass Lewis is generally opposed to the repricing of employee and director options regardless of how it is accomplished. Employees should have some downside risk in their equity-based compensation program and repricing eliminates any such risk. As shareholders have substantial risk in owning stock, we believe that the equity compensation of employees and directors should be similarly situated to align their interests with those of shareholders. We believe this will facilitate appropriate risk- and opportunity-taking for the company by employees.

We are concerned that option grantees who believe they will be “rescued” from underwater options will be more inclined to take unjustifiable risks. Moreover, a predictable pattern of repricing or exchanges substantially alters a stock option’s value because options that will practically never expire deeply out of the money are worth far more than options that carry a risk of expiration.

In short, repricings and option exchange programs change the bargain between shareholders and employees after the bargain has been struck.

There is one circumstance in which a repricing or option exchange program may be acceptable: if macroeconomic or industry trends, rather than specific company issues, cause a stock’s value to decline dramatically and the repricing is necessary to motivate and retain employees. In viewing the company’s stock decline as part of a larger trend, we would expect the impact to approximately reflect the market or industry price decline in terms of timing and magnitude. In this circumstance, we think it fair to conclude that option grantees may be suffering from a risk that was not foreseeable when the original “bargain” was struck. In such a scenario, we may opt to support a repricing or option exchange program only if sufficient conditions are met. We are largely concerned with the inclusion of the following features:

- Officers and board members cannot participate in the program; and
- The exchange is value-neutral or value-creative to shareholders using very conservative assumptions.
- In our evaluation of the appropriateness of the program design, we also consider the inclusion of the following features:
- The vesting requirements on exchanged or repriced options are extended beyond one year;
- Shares reserved for options that are reacquired in an option exchange will permanently retire (i.e., will not be available for future grants) so as to prevent additional shareholder dilution in the future; and
- Management and the board make a cogent case for needing to motivate and retain existing employees, such as being in a competitive employment market.

Option Backdating, Spring-Loading and Bullet-Dodging

Glass Lewis views option backdating, and the related practices of spring-loading and bullet-dodging, as egregious actions that warrant holding the appropriate management and board members responsible. These practices are similar to repricing options and eliminate much of the downside risk inherent in an option grant that is designed to induce recipients to maximize shareholder return.

Backdating an option is the act of changing an option's grant date from the actual grant date to an earlier date when the market price of the underlying stock was lower, resulting in a lower exercise price for the option. In past studies, Glass Lewis identified over 270 companies that have disclosed internal or government investigations into their past stock-option grants.

Spring-loading is granting stock options while in possession of material, positive information that has not been disclosed publicly. Bullet-dodging is delaying the grants of stock options until after the release of material, negative information. This can allow option grants to be made at a lower price either before the release of positive news or following the release of negative news, assuming the stock's price will move up or down in response to the information. This raises a concern similar to that of insider trading, or the trading on material non-public information.

The exercise price for an option is determined on the day of grant, providing the recipient with the same market risk as an investor who bought shares on that date. However, where options were backdated, the executive or the board (or the compensation committee) changed the grant date retroactively. The new date may be at or near the lowest price for the year or period. This would be like allowing an investor to look back and select the lowest price of the year at which to buy shares.

A 2006 study of option grants made between 1996 and 2005 at 8,000 companies found that option backdating can be an indication of poor internal controls. The study found that option backdating was more likely to occur at companies without a majority independent board and with a long-serving CEO; both factors, the study concluded, were associated with greater CEO influence on the company's compensation and governance practices.[42]

Where a company granted backdated options to an executive who is also a director, Glass Lewis will recommend voting against that executive/director, regardless of who decided to make the award. In addition, Glass Lewis will recommend voting against those directors who either approved or allowed the backdating. Glass Lewis feels that executives and directors who either benefited from backdated options or authorized the practice have failed to act in the best interests of shareholders.

Given the severe tax and legal liabilities to the company from backdating, Glass Lewis will consider recommending voting against members of the audit committee who served when options were backdated, a restatement occurs, material weaknesses in internal controls exist and disclosures indicate there was a lack of documentation. These committee members failed in their responsibility to ensure the integrity of the company's financial reports.

When a company has engaged in spring-loading or bullet-dodging, Glass Lewis will consider recommending voting against the compensation committee members where there has been a pattern of granting options at or near historic lows. Glass Lewis will also recommend voting against executives serving on the board who benefited from the spring-loading or bullet-dodging.

[42] Lucian Bebchuk, Yaniv Grinstein and Urs Peyer. "LUCKY CEOs." November, 2006.

Director Compensation Plans

Glass Lewis believes that non-employee directors should receive reasonable and appropriate compensation for the time and effort they spend serving on the board and its committees. However, a balance is required. Fees should be competitive in order to retain and attract qualified individuals, but excessive fees represent a financial cost to the company and potentially compromise the objectivity and independence of non-employee directors. We will consider recommending support for compensation plans that include option grants or other equity-based awards that help to align the interests of outside directors with those of shareholders. However, to ensure directors are not incentivized in the same manner as executives but rather serve as a check on imprudent risk-taking in executive compensation plan design, equity grants to directors should not be performance-based. Where an equity plan exclusively or primarily covers non-employee directors as participants, we do not believe that the plan should provide for performance-based awards in any capacity.

When non-employee director equity grants are covered by the same equity plan that applies to a company's broader employee base, we will use our proprietary model and analyst review of this model to guide our voting recommendations. If such a plan broadly allows for performance-based awards to directors or explicitly provides for such grants, we may recommend against the overall plan on this basis, particularly if the company has granted performance-based awards to directors in past.

Employee Stock Purchase Plans

Glass Lewis believes that employee stock purchase plans (ESPPs) can provide employees with a sense of ownership in their company and help strengthen the alignment between the interests of employees and shareholders. We evaluate ESPPs by assessing the expected discount, purchase period, expected purchase activity (if previous activity has been disclosed) and whether the plan has a "lookback" feature. Except for the most extreme cases, Glass Lewis will generally support these plans given the regulatory purchase limit of $25,000 per employee per year, which we believe is reasonable. We also look at the number of shares requested to see if a ESPP will significantly contribute to overall shareholder dilution or if shareholders will not have a chance to approve the program for an excessive period of time. As such, we will generally recommend against ESPPs that contain "evergreen" provisions that automatically increase the number of shares available under the ESPP each year.

Executive Compensation Tax Deductibility – Amendment to IRC 162(M)

The "Tax Cut and Jobs Act" had significant implications on Section 162(m) of the Internal Revenue Code, a provision that allowed companies to deduct compensation in excess of $1 million for the CEO and the next three most highly compensated executive officers, excluding the CFO, if the compensation is performance-based and is paid under shareholder-approved plans. Glass Lewis does not generally view amendments to equity plans and changes to compensation programs in response to the elimination of tax deductions under 162(m) as problematic. This specifically holds true if such modifications contribute to the maintenance of a sound performance-based compensation program.

As grandfathered contracts may continue to be eligible for tax deductions under the transition rule for Section 162(m), companies may therefore submit incentive plans for shareholder approval to take of advantage of the tax deductibility afforded under 162(m) for certain types of compensation.

We believe the best practice for companies is to provide robust disclosure to shareholders so that they can make fully informed judgments about the reasonableness of the proposed compensation plan. To allow for meaningful shareholder review, we prefer that disclosure should include specific performance metrics, a maximum award pool, and a maximum award amount per employee. We also believe it is important to analyze the estimated grants to see if they are reasonable and in line with the company's peers.

We typically recommend voting against a 162(m) proposal where: (i) a company fails to provide at least a list of performance targets; (ii) a company fails to provide one of either a total maximum or an individual maximum; or (iii) the proposed plan or individual maximum award limit is excessive when compared with the plans of the company's peers.

The company's record of aligning pay with performance (as evaluated using our proprietary pay-for-performance model) also plays a role in our recommendation. Where a company has a record of setting reasonable pay relative to business performance, we generally recommend voting in favor of a plan even if the plan caps seem large relative to peers because we recognize the value in special pay arrangements for continued exceptional performance.

As with all other issues we review, our goal is to provide consistent but contextual advice given the specifics of the company and ongoing performance. Overall, we recognize that it is generally not in shareholders' best interests to vote against such a plan and forgo the potential tax benefit since shareholder rejection of such plans will not curtail the awards; it will only prevent the tax deduction associated with them.

Governance Structure and the Shareholder Franchise

Anti-Takeover Measures

Poison Pills (Shareholder Rights Plans)

Glass Lewis believes that poison pill plans are not generally in shareholders' best interests. They can reduce management accountability by substantially limiting opportunities for corporate takeovers. Rights plans can thus prevent shareholders from receiving a buy-out premium for their stock. Typically we recommend that shareholders vote against these plans to protect their financial interests and ensure that they have an opportunity to consider any offer for their shares, especially those at a premium.

We believe boards should be given wide latitude in directing company activities and in charting the company's course. However, on an issue such as this, where the link between the shareholders' financial interests and their right to consider and accept buyout offers is substantial, we believe that shareholders should be allowed to vote on whether they support such a plan's implementation. This issue is different from other matters that are typically left to board discretion. Its potential impact on and relation to shareholders is direct and substantial. It is also an issue in which management interests may be different from those of shareholders; thus, ensuring that shareholders have a voice is the only way to safeguard their interests.

In certain circumstances, we will support a poison pill that is limited in scope to accomplish a particular objective, such as the closing of an important merger, or a pill that contains what we believe to be a reasonable qualifying offer clause. We will consider supporting a poison pill plan if the qualifying offer clause includes each of the following attributes:

- The form of offer is not required to be an all-cash transaction;
- The offer is not required to remain open for more than 90 business days;
- The offeror is permitted to amend the offer, reduce the offer, or otherwise change the terms;
- There is no fairness opinion requirement; and
- There is a low to no premium requirement.

Where these requirements are met, we typically feel comfortable that shareholders will have the opportunity to voice their opinion on any legitimate offer.

NOL Poison Pills

Similarly, Glass Lewis may consider supporting a limited poison pill in the event that a company seeks shareholder approval of a rights plan for the express purpose of preserving Net Operating Losses (NOLs). While companies with NOLs can generally carry these losses forward to offset future taxable income, Section 382 of the Internal Revenue Code limits companies' ability to use NOLs in the event of a "change of ownership."[43] In this case, a company may adopt or amend a poison pill (NOL pill) in order to prevent an inadvertent change of ownership by multiple investors purchasing small chunks of stock at the same time, and thereby preserve the ability to carry the NOLs forward. Often such NOL pills have trigger thresholds much lower than the common 15% or 20% thresholds, with some NOL pill triggers as low as 5%.

Glass Lewis evaluates NOL pills on a strictly case-by-case basis taking into consideration, among other factors, the value of the NOLs to the company, the likelihood of a change of ownership based on the size of the holding and the nature of the larger shareholders, the trigger threshold and whether the term of the plan is limited in duration (i.e., whether it contains a reasonable "sunset" provision) or is subject to periodic board review and/or shareholder ratification. In many cases, companies will propose the adoption of bylaw amendments specifically restricting certain share transfers, in addition to proposing the adoption of a NOL pill. In general, if we support the terms of a particular NOL pill, we will generally support the additional protective amendment in the absence of significant concerns with the specific terms of that proposal.

Furthermore, we believe that shareholders should be offered the opportunity to vote on any adoption or renewal of a NOL pill regardless of any potential tax benefit that it offers a company. As such, we will consider recommending voting against those members of the board who served at the time when an NOL pill was adopted without shareholder approval within the prior twelve months and where the NOL pill is not subject to shareholder ratification.

Fair Price Provisions

Fair price provisions, which are rare, require that certain minimum price and procedural requirements be observed by any party that acquires more than a specified percentage of a corporation's common stock. The provision is intended to protect minority shareholder value when an acquirer seeks to accomplish a merger or other transaction which would eliminate or change the interests of the minority shareholders. The provision is generally applied against the acquirer unless the takeover is approved by a majority of "continuing directors" and holders of a majority, in some cases a supermajority as high as 80%, of the combined voting power of all stock entitled to vote to alter, amend, or repeal the above provisions.

The effect of a fair price provision is to require approval of any merger or business combination with an "interested shareholder" by 51% of the voting stock of the company, excluding the shares held by the interested shareholder. An interested shareholder is generally considered to be a holder of 10% or more of the company's outstanding stock, but the trigger can vary.

Generally, provisions are put in place for the ostensible purpose of preventing a back-end merger where the interested shareholder would be able to pay a lower price for the remaining shares of the company than he or she paid to gain control. The effect of a fair price provision on shareholders, however, is to limit their ability to gain a premium for their shares through a partial tender offer or open market acquisition which typically raise the share price, often significantly. A fair price provision discourages such transactions because of the potential

[43] Section 382 of the Internal Revenue Code refers to a "change of ownership" of more than 50 percentage points by one or more 5% shareholders within a three-year period. The statute is intended to deter the "trafficking" of net operating losses.

costs of seeking shareholder approval and because of the restrictions on purchase price for completing a merger or other transaction at a later time.

Glass Lewis believes that fair price provisions, while sometimes protecting shareholders from abuse in a takeover situation, more often act as an impediment to takeovers, potentially limiting gains to shareholders from a variety of transactions that could significantly increase share price. In some cases, even the independent directors of the board cannot make exceptions when such exceptions may be in the best interests of shareholders. Given the existence of state law protections for minority shareholders such as Section 203 of the Delaware Corporations Code, we believe it is in the best interests of shareholders to remove fair price provisions.

Quorum Requirements

Glass Lewis believes that a company's quorum requirement should be set at a level high enough to ensure that a broad range of shareholders are represented in person or by proxy, but low enough that the company can transact necessary business. Companies in the U.S. are generally subject to quorum requirements under the laws of their specific state of incorporation. Additionally, those companies listed on the NASDAQ Stock Market are required to specify a quorum in their bylaws, provided however that such quorum may not be less than one-third of outstanding shares. Prior to 2013, the New York Stock Exchange required a quorum of 50% for listed companies, although this requirement was dropped in recognition of individual state requirements and potential confusion for issuers. Delaware, for example, required companies to provide for a quorum of no less than one-third of outstanding shares; otherwise such quorum shall default to a majority.

We generally believe a majority of outstanding shares entitled to vote is an appropriate quorum for the transaction of business at shareholder meetings. However, should a company seek shareholder approval of a lower quorum requirement we will generally support a reduced quorum of at least one-third of shares entitled to vote, either in person or by proxy. When evaluating such proposals, we also consider the specific facts and circumstances of the company, such as size and shareholder base.

Director and Officer Indemnification

While Glass Lewis strongly believes that directors and officers should be held to the highest standard when carrying out their duties to shareholders, some protection from liability is reasonable to protect them against certain suits so that these officers feel comfortable taking measured risks that may benefit shareholders. As such, we find it appropriate for a company to provide indemnification and/or enroll in liability insurance to cover its directors and officers so long as the terms of such agreements are reasonable.

Officer Exculpation

In August 2022, the Delaware General Assembly amended Section 102(b)(7) of the Delaware General Corporation Law ("DGCL") to authorize corporations to adopt a provision in their certificate of incorporation to eliminate or limit monetary liability of certain corporate officers for breach of fiduciary duty of care. Previously, the DGCL allowed only exculpation of corporate directors from breach of fiduciary duty of care claims if the corporation's certificate of incorporation includes an exculpation provision.

The amendment authorizes corporations to provide for exculpation of the following officers: (i) the corporation's president, chief executive officer, chief operating officer, chief financial officer, chief legal officer, controller, treasurer or chief accounting officer, (ii) "named executive officers" identified in the corporation's SEC filings, and (iii) individuals who have agreed to be identified as officers of the corporation.

Corporate exculpation provisions under the DGCL only apply to claims for breach of the duty of care, and not to breaches of the duty of loyalty. Exculpation provisions also do not apply to acts or omissions not in good faith or that involve intentional misconduct, knowing violations of the law, or transactions involving the receipt of any improper personal benefits. Furthermore, officers may not be exculpated from claims brought against them by, or in the right of, the corporation (i.e., derivative actions).

Under Section 102(b)(7), a corporation must affirmatively elect to include an exculpation provision in its certificate of incorporation. We will closely evaluate proposals to adopt officer exculpation provisions on a case-by-case basis. We will generally recommend voting against such proposals eliminating monetary liability for breaches of the duty of care for certain corporate officers, unless compelling rationale for the adoption is provided by the board, and the provisions are reasonable.

Reincorporation

In general, Glass Lewis believes that the board is in the best position to determine the appropriate jurisdiction of incorporation for the company. When examining a management proposal to reincorporate to a different state or country, we review the relevant financial benefits, generally related to improved corporate tax treatment, as well as changes in corporate governance provisions, especially those relating to shareholder rights, resulting from the change in domicile. Where the financial benefits are de minimis and there is a decrease in shareholder rights, we will recommend voting against the transaction.

However, costly, shareholder-initiated reincorporations are typically not the best route to achieve the furtherance of shareholder rights. We believe shareholders are generally better served by proposing specific shareholder resolutions addressing pertinent issues which may be implemented at a lower cost, and perhaps even with board approval. However, when shareholders propose a shift into a jurisdiction with enhanced shareholder rights, Glass Lewis examines the significant ways would the company benefit from shifting jurisdictions including the following:

- Is the board sufficiently independent?
- Does the company have anti-takeover protections such as a poison pill or classified board in place?
- Has the board been previously unresponsive to shareholders (such as failing to implement a shareholder proposal that received majority shareholder support)?
- Do shareholders have the right to call special meetings of shareholders?
- Are there other material governance issues of concern at the company?
- Has the company's performance matched or exceeded its peers in the past one and three years?
- How has the company ranked in Glass Lewis' pay-for-performance analysis during the last three years?
- Does the company have an independent chair?

We note, however, that we will only support shareholder proposals to change a company's place of incorporation in exceptional circumstances.

Exclusive Forum and Fee-Shifting Bylaw Provisions

Glass Lewis recognizes that companies may be subject to frivolous and opportunistic lawsuits, particularly in conjunction with a merger or acquisition, that are expensive and distracting. In response, companies have sought ways to prevent or limit the risk of such suits by adopting bylaws regarding where the suits must be brought or shifting the burden of the legal expenses to the plaintiff, if unsuccessful at trial.

Glass Lewis believes that charter or bylaw provisions limiting a shareholder's choice of legal venue are not in the best interests of shareholders. Such clauses may effectively discourage the use of shareholder claims by increasing their associated costs and making them more difficult to pursue. As such, shareholders should be wary about approving any limitation on their legal recourse including limiting themselves to a single jurisdiction (e.g., Delaware or federal courts for matters arising under the Securities Act of 1933) without compelling evidence that it will benefit shareholders.

For this reason, we recommend that shareholders vote against any bylaw or charter amendment seeking to adopt an exclusive forum provision unless the company: (i) provides a compelling argument on why the provision would directly benefit shareholders; (ii) provides evidence of abuse of legal process in other, non-favored jurisdictions; (iii) narrowly tailors such provision to the risks involved; and (iv) maintains a strong record of good corporate governance practices.

Moreover, in the event a board seeks shareholder approval of a forum selection clause pursuant to a bundled bylaw amendment rather than as a separate proposal, we will weigh the importance of the other bundled provisions when determining the vote recommendation on the proposal. We will nonetheless recommend voting against the chair of the governance committee for bundling disparate proposals into a single proposal (refer to our discussion of nominating and governance committee performance in Section I of the guidelines).

Similarly, some companies have adopted bylaws requiring plaintiffs who sue the company and fail to receive a judgment in their favor pay the legal expenses of the company. These bylaws, also known as "fee-shifting" or "loser pays" bylaws, will likely have a chilling effect on even meritorious shareholder lawsuits as shareholders would face an strong financial disincentive not to sue a company. Glass Lewis therefore strongly opposes the adoption of such fee-shifting bylaws and, if adopted without shareholder approval, will recommend voting against the governance committee. While we note that in June of 2015 the State of Delaware banned the adoption of fee-shifting bylaws, such provisions could still be adopted by companies incorporated in other states.

Authorized Shares

Glass Lewis believes that adequate capital stock is important to a company's operation. When analyzing a request for additional shares, we typically review four common reasons why a company might need additional capital stock:

1. **Stock Split** — We typically consider three metrics when evaluating whether we think a stock split is likely or necessary: The historical stock pre-split price, if any; the current price relative to the company's most common trading price over the past 52 weeks; and some absolute limits on stock price that, in our view, either always make a stock split appropriate if desired by management or would almost never be a reasonable price at which to split a stock.
2. **Shareholder Defenses** — Additional authorized shares could be used to bolster takeover defenses such as a poison pill. Proxy filings often discuss the usefulness of additional shares in defending against or discouraging a hostile takeover as a reason for a requested increase. Glass Lewis is typically against such defenses and will oppose actions intended to bolster such defenses.
3. **Financing for Acquisitions** — We look at whether the company has a history of using stock for acquisitions and attempt to determine what levels of stock have typically been required to accomplish such transactions. Likewise, we look to see whether this is discussed as a reason for additional shares in the proxy.
4. **Financing for Operations** — We review the company's cash position and its ability to secure financing through borrowing or other means. We look at the company's history of capitalization and whether the company has had to use stock in the recent past as a means of raising capital.

Issuing additional shares generally dilutes existing holders in most circumstances. Further, the availability of additional shares, where the board has discretion to implement a poison pill, can often serve as a deterrent to interested suitors. Accordingly, where we find that the company has not detailed a plan for use of the proposed shares, or where the number of shares far exceeds those needed to accomplish a detailed plan, we typically recommend against the authorization of additional shares. Similar concerns may also lead us to recommend against a proposal to conduct a reverse stock split if the board does not state that it will reduce the number of authorized common shares in a ratio proportionate to the split.

With regard to authorizations and/or increases in preferred shares, Glass Lewis is generally against such authorizations, which allow the board to determine the preferences, limitations and rights of the preferred shares (known as "blank-check preferred stock"). We believe that granting such broad discretion should be of concern to common shareholders, since blank-check preferred stock could be used as an anti-takeover device or in some other fashion that adversely affects the voting power or financial interests of common shareholders. Therefore, we will generally recommend voting against such requests, unless the company discloses a commitment to not use such shares as an anti-takeover defense or in a shareholder rights plan, or discloses a commitment to submit any shareholder rights plan to a shareholder vote prior to its adoption.

While we think that having adequate shares to allow management to make quick decisions and effectively operate the business is critical, we prefer that, for significant transactions, management come to shareholders to justify their use of additional shares rather than providing a blank check in the form of a large pool of unallocated shares available for any purpose.

Advance Notice Requirements

We typically recommend that shareholders vote against proposals that would require advance notice of shareholder proposals or of director nominees.

These proposals typically attempt to require a certain amount of notice before shareholders are allowed to place proposals on the ballot. Notice requirements typically range between three to six months prior to the annual meeting. Advance notice requirements typically make it impossible for a shareholder who misses the deadline to present a shareholder proposal or a director nominee that might be in the best interests of the company and its shareholders.

We believe shareholders should be able to review and vote on all proposals and director nominees. Shareholders can always vote against proposals that appear with little prior notice. Shareholders, as owners of a business, are capable of identifying issues on which they have sufficient information and ignoring issues on which they have insufficient information. Setting arbitrary notice restrictions limits the opportunity for shareholders to raise issues that may come up after the window closes.

Virtual Shareholder Meetings

A growing contingent of companies have elected to hold shareholder meetings by virtual means only. Glass Lewis believes that virtual meeting technology can be a useful complement to a traditional, in-person shareholder meeting by expanding participation of shareholders who are unable to attend a shareholder meeting in person (i.e. a "hybrid meeting"). However, we also believe that virtual-only meetings have the potential to curb the ability of a company's shareholders to meaningfully communicate with the company's management.

Prominent shareholder rights advocates, including the Council of Institutional Investors, have expressed concerns that such virtual-only meetings do not approximate an in-person experience and may serve to reduce the board's accountability to shareholders. When analyzing the governance profile of companies that choose to hold virtual-only meetings, we look for robust disclosure in a company's proxy statement which assures shareholders that they will be afforded the same rights and opportunities to participate as they would at an in-person meeting.

Examples of effective disclosure include: (i) addressing the ability of shareholders to ask questions during the meeting, including time guidelines for shareholder questions, rules around what types of questions are allowed, and rules for how questions and comments will be recognized and disclosed to meeting participants; (ii) procedures, if any, for posting appropriate questions received during the meeting and the company's answers, on the investor page of their website as soon as is practical after the meeting; (iii) addressing technical and logistical issues related to accessing the virtual meeting platform; and (iv) procedures for accessing technical support to assist in the event of any difficulties accessing the virtual meeting.

We will generally recommend voting against members of the governance committee where the board is planning to hold a virtual-only shareholder meeting and the company does not provide such disclosure.

Voting Structure

Multi-Class Share Structures

Glass Lewis believes multi-class voting structures are typically not in the best interests of common shareholders. Allowing one vote per share generally operates as a safeguard for common shareholders by ensuring that those who hold a significant minority of shares are able to weigh in on issues set forth by the board.

Furthermore, we believe that the economic stake of each shareholder should match their voting power and that no small group of shareholders, family or otherwise, should have voting rights different from those of other shareholders. On matters of governance and shareholder rights, we believe shareholders should have the power to speak and the opportunity to effect change. That power should not be concentrated in the hands of a few for reasons other than economic stake.

We generally consider a multi-class share structure to reflect negatively on a company's overall corporate governance. Because we believe that companies should have share capital structures that protect the interests of non-controlling shareholders as well as any controlling entity, we typically recommend that shareholders vote in favor of recapitalization proposals to eliminate dual-class share structures. Similarly, we will generally recommend against proposals to adopt a new class of common stock. We will generally recommend voting against the chair of the governance committee at companies with a multi-class share structure and unequal voting rights when the company does not provide for a reasonable sunset of the multi-class share structure (generally seven years or less).

In the case of a board that adopts a multi-class share structure in connection with an IPO, spin-off, or direct listing within the past year, we will generally recommend voting against all members of the board who served at the time of the IPO if the board: (i) did not also commit to submitting the multi-class structure to a shareholder vote at the company's first shareholder meeting following the IPO; or (ii) did not provide for a reasonable sunset of the multi-class structure (generally seven years or less). If the multi-class share structure is put to a shareholder vote, we will examine the level of approval or disapproval attributed to unaffiliated shareholders when determining the vote outcome.

At companies that have multi-class share structures with unequal voting rights, we will carefully examine the level of approval or disapproval attributed to unaffiliated shareholders when determining whether board responsiveness is warranted. In the case of companies that have multi-class share structures with unequal voting rights, we will generally examine the level of approval or disapproval attributed to unaffiliated shareholders on a "one share, one vote" basis. At controlled and multi-class companies, when at least 20% or more of unaffiliated shareholders vote contrary to management, we believe that boards should engage with shareholders and demonstrate some initial level of responsiveness, and when a majority or more of unaffiliated shareholders vote contrary to management we believe that boards should engage with shareholders and provide a more robust response to fully address shareholder concerns.

Cumulative Voting

Cumulative voting increases the ability of minority shareholders to elect a director by allowing shareholders to cast as many shares of the stock they own multiplied by the number of directors to be elected. As companies generally have multiple nominees up for election, cumulative voting allows shareholders to cast all of their votes for a single nominee, or a smaller number of nominees than up for election, thereby raising the likelihood of electing one or more of their preferred nominees to the board. It can be important when a board is controlled by insiders or affiliates and where the company's ownership structure includes one or more shareholders who control a majority-voting block of company stock.

Glass Lewis believes that cumulative voting generally acts as a safeguard for shareholders by ensuring that those who hold a significant minority of shares can elect a candidate of their choosing to the board. This allows the creation of boards that are responsive to the interests of all shareholders rather than just a small group of large holders.

We review cumulative voting proposals on a case-by-case basis, factoring in the independence of the board and the status of the company's governance structure. But we typically find these proposals on ballots at companies where independence is lacking and where the appropriate checks and balances favoring shareholders are not in place. In those instances we typically recommend in favor of cumulative voting.

Where a company has adopted a true majority vote standard (i.e., where a director must receive a majority of votes cast to be elected, as opposed to a modified policy indicated by a resignation policy only), Glass Lewis will recommend voting against cumulative voting proposals due to the incompatibility of the two election methods. For companies that have not adopted a true majority voting standard but have adopted some form of majority voting, Glass Lewis will also generally recommend voting against cumulative voting proposals if the company has not adopted anti-takeover protections and has been responsive to shareholders.

Where a company has not adopted a majority voting standard and is facing both a shareholder proposal to adopt majority voting and a shareholder proposal to adopt cumulative voting, Glass Lewis will support only the majority voting proposal. When a company has both majority voting and cumulative voting in place, there is a higher likelihood of one or more directors not being elected as a result of not receiving a majority vote. This is because shareholders exercising the right to cumulate their votes could unintentionally cause the failed election of one or more directors for whom shareholders do not cumulate votes.

Supermajority Vote Requirements

Glass Lewis believes that supermajority vote requirements impede shareholder action on ballot items critical to shareholder interests. An example is in the takeover context, where supermajority vote requirements can strongly limit the voice of shareholders in making decisions on such crucial matters as selling the business. This in turn degrades share value and can limit the possibility of buyout premiums to shareholders. Moreover, we believe that a supermajority vote requirement can enable a small group of shareholders to overrule the will of the majority shareholders. We believe that a simple majority is appropriate to approve all matters presented to shareholders.

Transaction of Other Business

We typically recommend that shareholders not give their proxy to management to vote on any other business items that may properly come before an annual or special meeting. In our opinion, granting unfettered discretion is unwise.

Anti-Greenmail Proposals

Glass Lewis will support proposals to adopt a provision preventing the payment of greenmail, which would serve to prevent companies from buying back company stock at significant premiums from a certain shareholder. Since a large or majority shareholder could attempt to compel a board into purchasing its shares at a large premium, the anti-greenmail provision would generally require that a majority of shareholders other than the majority shareholder approve the buyback.

Mutual Funds: Investment Policies and Advisory Agreements

Glass Lewis believes that decisions about a fund's structure and/or a fund's relationship with its investment advisor or sub-advisors are generally best left to management and the members of the board, absent a showing of egregious or illegal conduct that might threaten shareholder value. As such, we focus our analyses of such proposals on the following main areas:

- The terms of any amended advisory or sub-advisory agreement;
- Any changes in the fee structure paid to the investment advisor; and
- Any material changes to the fund's investment objective or strategy.

We generally support amendments to a fund's investment advisory agreement absent a material change that is not in the best interests of shareholders. A significant increase in the fees paid to an investment advisor would be reason for us to consider recommending voting against a proposed amendment to an investment advisory agreement or fund reorganization. However, in certain cases, we are more inclined to support an increase in advisory fees if such increases result from being performance-based rather than asset-based. Furthermore, we generally support sub-advisory agreements between a fund's advisor and sub-advisor, primarily because the fees received by the sub-advisor are paid by the advisor, and not by the fund.

In matters pertaining to a fund's investment objective or strategy, we believe shareholders are best served when a fund's objective or strategy closely resembles the investment discipline shareholders understood and selected when they initially bought into the fund. As such, we generally recommend voting against amendments to a fund's investment objective or strategy when the proposed changes would leave shareholders with stakes in a fund that is noticeably different than when originally purchased, and which could therefore potentially negatively impact some investors' diversification strategies.

Real Estate Investment Trusts

The complex organizational, operational, tax and compliance requirements of Real Estate Investment Trusts (REITs) provide for a unique shareholder evaluation. In simple terms, a REIT must have a minimum of 100 shareholders (the 100 Shareholder Test) and no more than 50% of the value of its shares can be held by five or fewer individuals (the "5/50 Test"). At least 75% of a REITs' assets must be in real estate, it must derive 75% of its gross income from rents or mortgage interest, and it must pay out 90% of its taxable earnings as dividends. In addition, as a publicly traded security listed on a stock exchange, a REIT must comply with the same general listing requirements as a publicly traded equity.

In order to comply with such requirements, REITs typically include percentage ownership limitations in their organizational documents, usually in the range of 5% to 10% of the REITs outstanding shares. Given the complexities of REITs as an asset class, Glass Lewis applies a highly nuanced approach in our evaluation of REIT proposals, especially regarding changes in authorized share capital, including preferred stock.

Preferred Stock Issuances at REITs

Glass Lewis is generally against the authorization of "blank-check preferred stock." However, given the requirement that a REIT must distribute 90% of its net income annually, it is inhibited from retaining capital to make investments in its business. As such, we recognize that equity financing likely plays a key role in a REIT's growth and creation of shareholder value. Moreover, shareholder concern regarding the use of preferred stock as an anti-takeover mechanism may be allayed by the fact that most REITs maintain ownership limitations in their certificates of incorporation. For these reasons, along with the fact that REITs typically do not engage in private placements of preferred stock (which result in the rights of common shareholders being adversely impacted), we may support requests to authorize shares of blank-check preferred stock at REITs.

Business Development Companies

Business Development Companies (BDCs) were created by the U.S. Congress in 1980; they are regulated under the Investment Company Act of 1940 and are taxed as regulated investment companies (RICs) under the Internal Revenue Code. BDCs typically operate as publicly traded private equity firms that invest in early stage to mature private companies as well as small public companies. BDCs realize operating income when their investments are sold off, and therefore maintain complex organizational, operational, tax and compliance requirements that are similar to those of REITs—the most evident of which is that BDCs must distribute at least 90% of their taxable earnings as dividends.

Authorization to Sell Shares at a Price Below Net Asset Value

Considering that BDCs are required to distribute nearly all their earnings to shareholders, they sometimes need to offer additional shares of common stock in the public markets to finance operations and acquisitions. However, shareholder approval is required in order for a BDC to sell shares of common stock at a price below Net Asset Value (NAV). Glass Lewis evaluates these proposals using a case-by-case approach, but will recommend supporting such requests if the following conditions are met:

- The authorization to allow share issuances below NAV has an expiration date of one year or less from the date that shareholders approve the underlying proposal (i.e. the meeting date);
- The proposed discount below NAV is minimal (ideally no greater than 20%);
- The board specifies that the issuance will have a minimal or modest dilutive effect (ideally no greater than 25% of the company's then-outstanding common stock prior to the issuance); and
- A majority of the company's independent directors who do not have a financial interest in the issuance approve the sale.

In short, we believe BDCs should demonstrate a responsible approach to issuing shares below NAV, by proactively addressing shareholder concerns regarding the potential dilution of the requested share issuance, and explaining if and how the company's past below-NAV share issuances have benefitted the company.

Auditor Ratification and Below-NAV Issuances

When a BDC submits a below-NAV issuance for shareholder approval, we will refrain from recommending against the audit committee chair for not including auditor ratification on the same ballot. Because of the unique way these proposals interact, votes may be tabulated in a manner that is not in shareholders' interests. In cases where these proposals appear on the same ballot, auditor ratification is generally the only "routine proposal," the presence of which triggers a scenario where broker non-votes may be counted toward shareholder quorum, with unintended consequences.

Under the 1940 Act, below-NAV issuance proposals require relatively high shareholder approval. Specifically, these proposals must be approved by the lesser of: (i) 67% of votes cast if a majority of shares are represented at the meeting; or (ii) a majority of outstanding shares. Meanwhile, any broker non-votes counted toward quorum will automatically be registered as "against" votes for purposes of this proposal. The unintended result can be a case where the issuance proposal is not approved, despite sufficient voting shares being cast in favor. Because broker non-votes result from a lack of voting instruction by the shareholder, we do not believe shareholders' ability to weigh in on the selection of auditor outweighs the consequences of failing to approve an issuance proposal due to such technicality.

Special Purpose Acquisition Companies

Special Purpose Acquisition Companies (SPACs), also known as "blank check companies," are publicly traded entities with no commercial operations and are formed specifically to pool funds in order to complete a merger or acquisition within a set time frame. In general, the acquisition target of a SPAC is either not yet identified or otherwise not explicitly disclosed to the public even when the founders of the SPAC may have at least one target in mind. Consequently, IPO investors often do not know what company they will ultimately be investing in.

SPACs are therefore very different from typical operating companies. Shareholders do not have the same expectations associated with an ordinary publicly traded company and executive officers of a SPAC typically do not continue in employment roles with an acquired company.

Extension of Business Combination Deadline

Governing documents of SPACs typically provide for the return of IPO proceeds to common shareholders if no qualifying business combination is consummated before a certain date. Because the time frames for the consummation of such transactions are relatively short, SPACs will sometimes hold special shareholder meetings at which shareholders are asked to extend the business combination deadline. In such cases, an acquisition target will typically have been identified, but additional time is required to allow management of the SPAC to finalize the terms of the deal.

Glass Lewis believes management and the board are generally in the best position to determine when the extension of a business combination deadline is needed. We therefore generally defer to the recommendation of management and support reasonable extension requests.

SPAC Board Independence

The board of directors of a SPAC's acquisition target is in many cases already established prior to the business combination. In some cases, however, the board's composition may change in connection with the business combination, including the potential addition of individuals who served in management roles with the SPAC. The role of a SPAC executive is unlike that of a typical operating company executive. Because the SPAC's only business is identifying and executing an acquisition deal, the interests of a former SPAC executive are also different. Glass Lewis does not automatically consider a former SPAC executive to be affiliated with the acquired operating entity when their only position on the board of the combined entity is that of an otherwise independent director. Absent any evidence of an employment relationship or continuing material financial interest in the combined entity, we will therefore consider such directors to be independent.

Director Commitments of SPAC Executives

We believe the primary role of executive officers at SPACs is identifying acquisition targets for the SPAC and consummating a business combination. Given the nature of these executive roles and the limited business operations of SPACs, when a directors' only executive role is at a SPAC, we will generally apply our higher limit for company directorships. As a result, we generally recommend that shareholders vote against a director who serves in an executive role only at a SPAC while serving on more than five public company boards.

Shareholder Proposals

Glass Lewis believes that shareholders should seek to promote governance structures that protect shareholders, support effective ESG oversight and reporting, and encourage director accountability. Accordingly, Glass Lewis places a significant emphasis on promoting transparency, robust governance structures and companies' responsiveness to and engagement with shareholders. We also believe that companies should be transparent on how they are mitigating material ESG risks, including those related to climate change, human capital management, and stakeholder relations.

To that end, we evaluate all shareholder proposals on a case-by-case basis with a view to promoting long-term shareholder value. While we are generally supportive of those that promote board accountability, shareholder rights, and transparency, we consider all proposals in the context of a company's unique operations and risk profile.

For a detailed review of our policies concerning compensation, environmental, social, and governance shareholder proposals, please refer to our comprehensive *Proxy Paper Guidelines for Environmental, Social & Governance Initiatives*, available at www.glasslewis.com/voting-policies-current/.

Overall Approach to Environmental, Social & Governance Issues

Glass Lewis evaluates all environmental and social issues through the lens of long-term shareholder value. We believe that companies should be considering material environmental and social factors in all aspects of their operations and that companies should provide shareholders with disclosures that allow them to understand how these factors are being considered and how attendant risks are being mitigated. We also are of the view that governance is a critical factor in how companies manage environmental and social risks and opportunities and that a well-governed company will be generally managing these issues better than one without a governance structure that promotes board independence and accountability.

We believe part of the board's role is to ensure that management conducts a complete risk analysis of company operations, including those that have material environmental and social implications. We believe that directors should monitor management's performance in both capitalizing on environmental and social opportunities and mitigating environmental and social risks related to operations in order to best serve the interests of shareholders. Companies face significant financial, legal and reputational risks resulting from poor environmental and social practices, or negligent oversight thereof. Therefore, in cases where the board or management has neglected to take action on a pressing issue that could negatively impact shareholder value, we believe that shareholders should take necessary action in order to effect changes that will safeguard their financial interests.

Given the importance of the role of the board in executing a sustainable business strategy that allows for the realization of environmental and social opportunities and the mitigation of related risks, relating to environmental risks and opportunities, we believe shareholders should seek to promote governance structures that protect shareholders and promote director accountability. When management and the board have displayed disregard for environmental or social risks, have engaged in egregious or illegal conduct, or have failed to adequately respond to current or imminent environmental and social risks that threaten shareholder value, we believe shareholders should consider holding directors accountable. In such instances, we will generally recommend against responsible members of the board that are specifically charged with oversight of the issue in question.

When evaluating environmental and social factors that may be relevant to a given company, Glass Lewis does so in the context of the financial materiality of the issue to the company's operations. We believe that all companies face risks associated with environmental and social issues. However, we recognize that these risks manifest themselves differently at each company as a result of a company's operations, workforce, structure, and geography, among other factors. Accordingly, we place a significant emphasis on the financial implications of a company's actions with regard to impacts on its stakeholders and the environment.

When evaluating environmental and social issues, Glass Lewis examines companies':

Direct environmental and social risk — Companies should evaluate financial exposure to direct environmental risks associated with their operations. Examples of direct environmental risks include those associated with oil or gas spills, contamination, hazardous leakages, explosions, or reduced water or air quality, among others. Social risks may include non-inclusive employment policies, inadequate human rights policies, or issues that adversely affect the company's stakeholders. Further, we believe that firms should consider their exposure to risks emanating from a broad range of issues, over which they may have no or only limited control, such as insurance companies being affected by increased storm severity and frequency resulting from climate change or membership in trade associations with controversial political ties.

Risk due to legislation and regulation — Companies should evaluate their exposure to changes or potential changes in regulation that affect current and planned operations. Regulation should be carefully monitored in all jurisdictions in which the company operates. We look closely at relevant and proposed legislation and evaluate whether the company has responded proactively.

Legal and reputational risk — Failure to take action on important environmental or social issues may carry the risk of inciting negative publicity and potentially costly litigation. While the effect of high-profile campaigns on shareholder value may not be directly measurable, we believe it is prudent for companies to carefully evaluate the potential impacts of the public perception of their impacts on stakeholders and the environment. When considering investigations and lawsuits, Glass Lewis is mindful that such matters may involve unadjudicated allegations or other charges that have not been resolved. Glass Lewis does not assume the truth of such allegations or charges or that the law has been violated. Instead, Glass Lewis focuses more broadly on whether, under the particular facts and circumstances presented, the nature and number of such concerns, lawsuits or investigations reflects on the risk profile of the company or suggests that appropriate risk mitigation measures may be warranted.

Governance risk — Inadequate oversight of environmental and social issues carries significant risks to companies. When leadership is ineffective or fails to thoroughly consider potential risks, such risks are likely unmitigated and could thus present substantial risks to the company, ultimately leading to loss of shareholder value.

Glass Lewis believes that one of the most crucial factors in analyzing the risks presented to companies in the form of environmental and social issues is the level and quality of oversight over such issues. When management and the board have displayed disregard for environmental risks, have engaged in egregious or illegal conduct, or have failed to adequately respond to current or imminent environmental risks that threaten shareholder value, we believe shareholders should consider holding directors accountable. When companies have not provided for explicit, board-level oversight of environmental and social matters and/or when a substantial environmental or social risk has been ignored or inadequately addressed, we may recommend voting against members of the board. In addition, or alternatively, depending on the proposals presented, we may also consider recommending voting in favor of relevant shareholder proposals or against other relevant management-proposed items, such as the ratification of auditor, a company's accounts and reports, or ratification of management and board acts.

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