

# LSV ASSET MANAGEMENT

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March 27, 2018

This Brochure provides information about the qualifications and business practices of LSV Asset Management (“LSV”). If you have any questions about this Brochure, please contact us at 312-460-2443. 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 LSV Asset Management is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 – Material Changes**

This Brochure dated March 27, 2018 is prepared in accordance with the SEC's rules and requirements. The purpose of this section of the Brochure is to discuss any material changes that have been made to the Brochure or in our business. While there have been no material changes in our business, since our last annual update on March 24, 2017, updates have been made to the March 24, 2017 Brochure to update the amount of assets under management noted in Item 4, to add disclosures regarding model accounts in Item 6 and certain other places, to update our proxy voting disclosures in Item 17 and to make certain other changes.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. We will continue to ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

If you want to a copy of our Brochure, please fax your request to Leslie Kondziela, Compliance Officer at 312-220-9241. Our Brochure is also available on our web site [www.lsvasset.com](http://www.lsvasset.com), free of charge.

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## Item 4 – Advisory Business

LSV was established in October 1994 to provide discretionary investment management services in portfolios of publicly-traded global equity securities to a variety of institutional investors and commingled investment funds, utilizing the application of our proprietary quantitative model. The quantitative model and clients' ability to impose restrictions on investing are further described in Item 8 "Methods of Analysis, Investment Strategies and Risk of Loss."

LSV is a partnership between LSV's management team and current and retired employee partners, owners of a majority position, and SEI Funds, Inc., a wholly-owned subsidiary of SEI Investments Company and the owner of a minority position. As of December 31, 2017, LSV had approximately \$118 billion in discretionary assets under management.

## Item 5 – Fees and Compensation

LSV's standard managed account investment management fee schedules are listed below. Fees schedules differing from these standard schedules, including performance fees, may be negotiated on a client by client basis. All fees are calculated and payable in arrears. Other parameters of the fee calculation method may vary on a client by client basis and are set forth in the written agreement with each client. Typically, clients are billed on a quarterly basis, based on the total market value of a client's account on the last day of each quarter. LSV's fees are exclusive of custody fees, brokerage commissions, transaction fees, and other transaction-related costs and expenses which are incurred by the client. See Item 12 "Brokerage Practices" for further information regarding LSV's brokerage practices. Such charges, fees and commissions are exclusive of and in addition to LSV's fee, and LSV does not receive any portion of these commissions, fees, and costs.

The minimum account size ranges from \$10 million to \$100 million. On a client by client basis, LSV may accept smaller investments.

### U.S. Small Cap Value

<u>Assets (millions)</u>	<u>Fee (BPs)</u>
\$0-25	75
Next \$25	65
Additional amounts over \$50	55

### U.S. Small/Mid Cap Value

<u>Assets (millions)</u>	<u>Fee (BPs)</u>
\$0-25	70
Next \$25	60
Additional amounts over \$50	50

### U.S. Mid Cap Value

<u>Assets (millions)</u>	<u>Fee (BPs)</u>
\$0-25	65
Next \$25	55

### U.S. Large Cap Value

<u>Assets (millions)</u>	<u>Fee (BPs)</u>
\$0-25	60
Next \$25	50

Additional amounts over \$50 45

Next \$50 40

Next \$100 35

Additional amounts over \$200 30

**Europe Value**

**Global Value**

**Japan Large Cap Value Equity**

**International Large Cap Value**

**Assets (millions)      Fee (BPs)**

\$0-25 75

Next \$25 65

Next \$50 55

Additional amounts over \$100 45

**U.S. Enhanced Index**

**Assets (millions)      Fee (BPs)**

\$0-100 30

Next \$300 25

Additional amounts over \$400 20

**Global Concentrated Value Equity**

**International Concentrated Value Equity**

**Global Small Cap Value**

**Europe Small Cap Value Equity**

**Japan Small Cap Value Equity**

**Australia Small Cap Value Equity**

**Canada Small Cap Value Equity**

**International Small Cap Value**

**Assets (millions)      Fee (BPs)**

\$0-25 100

Next \$25 90

Additional amounts over \$50 80

**Canadian All Cap Value**

**Assets (millions)      Fee (BPs)**

C\$0-50 50

Next C\$50 40

Additional amounts over C\$100 35

**U.S. Managed Volatility**

**Assets (millions)      Fee (BPs)**

\$0-50 40

Next \$50 35

Next \$100 30

Additional amounts over \$200 25

**Global Managed Volatility**

**International Managed Volatility**

**Assets (millions)      Fee (BPs)**

\$0-50 50

Next \$50 40

Next \$100 35

Additional amounts over \$200 30

**ACWI Managed Volatility**

<u>Assets (millions)</u>	<u>Fee (BPs)</u>
\$0-50	55
Next \$50	45
Next \$100	40
Additional amounts over \$200	35

**Emerging Markets**

<u>Assets (millions)</u>	<u>Fee (BPs)</u>
All assets	100

**U.S. Large Cap Value 130/30**

<u>Assets (millions)</u>	<u>Fee (BPs)</u>
First \$25	100
Next \$25	80
Next \$50	65
Additional amounts over \$100	50

**U.S. Micro Cap Value****Enhanced Hedged Equity****Emerging Markets Small Cap**

<u>Assets (millions)</u>	<u>Fee (BPs)</u>
All assets	125

**Global Value Equity (ACWI)****International Large Cap Value Equity****(ACWI Ex US)**

<u>Assets (millions)</u>	<u>Fee (BPs)</u>
First \$25	80.0
Next \$25	72.5
Next \$100	62.5
Additional amounts over \$150	52.5

**Frontier Markets Equity**

<u>Assets (millions)</u>	<u>Fee (BPs)</u>
All assets	150

**U.S. Managed Volatility SRI**

<u>Assets (millions)</u>	<u>Fee (BPs)</u>
All assets	40

LSV also provides investment advisory services to commingled funds, including mutual funds, UCITS Funds and private investment funds. The fees and expenses for those funds are described in the prospectuses and confidential offering memoranda of those funds, as applicable.

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

In some cases, LSV has entered into individualized performance fee arrangements with clients. LSV structures any performance or incentive fee arrangement subject to Section 205(a)(1) of the Investment Advisers Act of 1940, as amended (the “Advisers Act”) in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3. Accounts or funds with

performance-based fees, and accounts or funds in which employees may be invested, could create an incentive to favor those funds or accounts over other funds or accounts in the allocation of investment opportunities.

The same team of portfolio managers is responsible for the day-to-day management of all of LSV's accounts. LSV uses a proprietary quantitative investment model to manage all of LSV's accounts. LSV relies extensively on its quantitative investment model regarding the advisability of investing in a particular company. Any investment decisions are generally made based on whether a buy or sell signal is received from the proprietary quantitative investment model. In addition, it is possible that a short position may be taken on a security that is held long in another portfolio.

LSV seeks to make allocations of investment opportunities in a manner that it considers fair, reasonable and equitable without favoring or disfavoring, consistently or consciously, any particular client.

LSV has procedures designed to ensure that all clients are treated fairly and to prevent these potential conflicts from influencing the allocation of investment opportunities among clients. On a quarterly basis, the Forensic Testing Committee, whose members include representatives from LSV Compliance and Operations, reviews, among other things, allocations of investment opportunities among clients and allocation of partially-filled block trades to confirm consistency with LSV's policies and procedures.

LSV provides model portfolios to a number of clients (each a "Model Adviser" and collectively the "Model Advisers"), including SEI Investments Management Corporation ("SIMC"), a wholly-owned subsidiary of SEI Investments Company ("SEI"). Please see Item 10 – Other Financial Industry Activities and Affiliations for more information on SEI and SIMC. These model portfolios are currently utilized in relation to a managed account program and several registered investment company sub-advisory relationships and may be offered in additional ways in the future. The model portfolios utilize some of the same strategies that are offered to LSV's other accounts. After LSV has provided the model portfolio to the Model Adviser, both initially and at each rebalance of the model portfolio, the Model Adviser or its delegates determine the timing and manner of purchase or sale with respect to the model portfolio recommendations. Some Model Advisers may generally implement the model portfolio recommendations as provided by LSV, while others may retain complete discretion as to the extent to which the model recommendations are implemented. The portfolio management team maintains a calendar of rebalance dates for the model portfolios similar to other LSV portfolios. In order to seek to ensure the fair treatment of all clients, LSV provides model portfolios to the Model Advisers on a staggered schedule relative to our other portfolios, so that the model portfolios are delivered after the portfolio management team has begun to rebalance the other portfolios. As a result, the model portfolios may experience different account performance, including potentially less favorable prices, than LSV's accounts that it trades directly.

However, the same software and procedures that are used for other LSV portfolios are also used with respect to the model portfolios. In addition, the model portfolios are constructed based on the most up-to-date rankings in LSV's quantitative investment model. LSV's policies require that the CCO be made aware of any changes to this process.

## **Item 7 – Types of Clients**

LSV provides portfolio management services to and has investors that are corporate pension and profit-sharing plans, Taft-Hartley plans, charitable institutions, foundations, endowments, municipalities, registered mutual funds, private investment funds, trust programs, sovereign funds, foreign funds (such as UCITS and SICAVs), other investment advisers, other U.S. and international institutions and, to a limited extent, sophisticated individual investors. The minimum account size ranges from \$10 million to \$100 million. On a client by client basis, LSV may accept smaller investments.

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

LSV is a value equity manager employing a proprietary quantitative process to evaluate individual stocks and construct portfolios.

The portfolio decision making process is quantitative and driven by (1) a proprietary model that ranks securities based on fundamental measures of value, past performance and indicators of recent positive changes and (2) a risk control process that controls for residual risk relative to a benchmark. All investment decisions are implemented using the quantitative model by the portfolio management team of Josef Lakonishok, Menno Vermeulen, Puneet Mansharamani, Greg Sleight and Guy Lakonishok. Jason Karceski, also a member of the portfolio management team, focuses on the management of LSV's managed volatility portfolios.

The objective of the model is to pick undervalued stocks showing signs of recent recovery. Stocks are ranked simultaneously on an array of variables in order to arrive at an overall expected return ranking for each stock in the universe. The model contains three principal blocks of variables. The first block of variables contains traditional value measures such as the cash flow-to-price ratio and the book-to-market ratio. We use several measures in this block and no single measure dominates the ranking process. The second block is also used to assess whether a security is undervalued. This block consists of past performance measures that measure changes in the stock price, earnings and sales over the previous 7 years. Stocks are ranked highly if their 7-year performance has been poor. The third block of variables is used to assess signs of recent recovery. Since undervalued stocks can remain undervalued for a long time and get even cheaper, we use this third block to determine whether the market is beginning to change its assessment of an undervalued stock in a positive



direction. In this block, we look at near-term movements in stock price, earnings and analyst forecasts to assess near-term appreciation potential.

A proprietary portfolio optimizer is used to construct portfolios and control risk. The optimizer considers such factors as weights of individual stocks, industries, sectors and countries relative to the appropriate benchmark index. Additional factors include the minimum number of stocks held, market capitalization, trading volume and historical risk characteristics.

LSV's investment strategies are designed for sophisticated investors with clearly-defined long-term investment goals, as they involve substantial risks. These risks include but are not limited to:

Quantitative model risk. Clients may incur substantial losses during periods when markets are dominated by factors that are not reflected in the data analyzed by LSV's model. For example, LSV may invest in the securities of companies located in markets and countries represented in a specific benchmark on the basis that such securities have generated a buy signal from LSV's quantitative investment model. In such a circumstance, LSV may not make its investment decisions based on factors such as the advisability of investing in the country where the companies are located or are doing business. In addition, as is the case with any complex software or data-driven model, it is possible that errors may occur in coding and/or data feeds resulting in the model not operating as intended.

Issuer risk. Securities held in a client's account may decline in value because of changes in the financial condition of, or other events affecting, the issuers of these securities.

Management risk. LSV's opinion about the intrinsic worth of a company or security may be incorrect, LSV may not make timely purchases or sales of securities for the account, the account's investment objective may not be achieved, or the market may continue to undervalue the account's securities.

Equity risk. Common stock and similar equity securities generally represent the most junior position in an issuer's capital structure and, as such, generally entitle holders to an interest in the assets of the issuer, if any, remaining after all more senior claims to such assets have been satisfied. Holders of common stock generally are entitled to dividends only if and to the extent declared by the governing body of the issuer out of income or other assets available after making interest, dividend and any other required payments on more senior securities of the issuer.

Market risk. There can be no assurance that what is perceived as an investment opportunity will not, in fact, result in substantial losses as a result of one or more of a wide variety of factors. Certain general market conditions — for example, a reduction in the volatility or pricing inefficiencies of the markets in which LSV is active — could materially reduce an investment's profit potential.

Investment in Thinly-Traded Securities. Certain accounts may invest in thinly-traded securities. LSV might only be able to liquidate such positions at disadvantageous prices.

Non-U.S. Issuer Risk. Investing in securities of non-U.S. issuers involves both opportunities and risks not typically associated with investing in U.S. securities. These include: fluctuations in exchange rates of foreign currencies; possible imposition of exchange control regulation or currency restrictions that would prevent cash from being brought back to the United States; less public information with respect to issuers of securities; less governmental supervision of stock exchanges, securities brokers and issuers of securities; difficulties in obtaining and enforcing a judgment against a foreign issuer; different accounting, auditing and financial reporting standards; different settlement periods and trading practices; less liquidity and frequently greater price volatility in foreign markets than in the United States; imposition of foreign withholding and other taxes; and sometimes less advantageous legal, operational and financial protections applicable to foreign sub-custodial arrangements.

Although the quantitative model is used as the basis for all portfolios LSV manages, individual clients may have investment guidelines differing from those utilized by the quantitative model. In these cases, LSV works with the client to establish portfolio guidelines that address all of the relevant investment objectives, restrictions and policies.

#### **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that may be material to your evaluation of the adviser. LSV has no information to disclose applicable to this Item.

#### **Item 10 – Other Financial Industry Activities and Affiliations**

LSV is affiliated with SEI Investments Company (“SEI”) because SEI Funds, Inc., a wholly-owned subsidiary of SEI, owns a minority interest in LSV.

SEI Investments Management Corporation (“SIMC”) is a registered investment adviser and a wholly-owned subsidiary of SEI. SIMC serves as adviser to the SEI Family of Mutual Funds. LSV serves as investment sub-adviser to certain of such funds. In addition, SIMC also serves as a sponsor and adviser to a managed account program in which LSV provides portfolio management services.

SEI Investments Distribution Co. (“SIDCO”) is a registered broker-dealer and a wholly-owned subsidiary of SEI. SIDCO is the distributor of the LSV Value Equity Fund, LSV Conservative Value Equity Fund, LSV Small Cap Value Fund, LSV U.S. Managed Volatility Fund, LSV Global Value Fund and LSV Global Managed Volatility Fund (the “LSV Funds”) to which LSV serves as investment adviser, and is also the distributor of the SEI Family of Mutual Funds.

SEI has several other affiliates and subsidiaries involved in the financial services industry. In connection with its role as investment adviser to the LSV Funds, a series of funds of The Advisors’ Inner Circle Fund, and as promoter and investment manager for LSV Funds plc, an Irish-domiciled

UCITS fund, LSV also has relationships with the following additional SEI-related entities: SEI Investments Global Fund Services and SEI Investments Global Fund Services Limited. Finally, LSV provides investment management services to SEI Investments Canada Company, the equity capital of which is ultimately owned by SEI.

LSV does not believe SEI's minority interest in LSV creates a material conflict of interest with LSV's clients.

In connection with the sale of the LSV Funds, certain LSV employees are registered representatives of Foreside Fund Services, LLC, an unaffiliated, third party broker-dealer.

Certain employees of LSV are investors in private placement limited partnerships managed by LSV in which clients and related persons of clients may also invest. These limited partnerships invest in some of the same securities that LSV invests in for its other clients. LSV is the general partner of LSV Emerging Markets Equity Fund, LP; LSV International Concentrated Equity Fund, LP; LSV U.S. Large Cap Long/Short Fund, LP; LSV Global Concentrated Value Fund, LP; LSV Emerging Markets Small Cap Equity Fund, LP; LSV Canada Small Cap Equity Fund, LP; LSV Australia Small Cap Equity Fund, LP; LSV Japan Small Cap Equity Fund, LP; LSV International (AC) Value Equity Fund, LP; LSV Micro Cap Fund, LP; LSV Global CV Equity Fund, LP; LSV International Small Cap Equity Fund, LP; LSV Japan Large Cap Value Equity Fund, LP; LSV Frontier Markets Equity Fund, LP; LSV Enhanced Hedged Equity Fund, LP; and LSV U.S. Managed Volatility SRI Equity Fund, LP, each of which are Delaware limited partnerships that are offered to clients and others who are financially sophisticated investors.

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

LSV has adopted a Code of Ethics and Personal Trading Policy ("Code of Ethics") describing its high standard of business conduct and fiduciary duty to its clients. LSV's Code of Ethics is reasonably designed to conform to Rule 204A-1 under the Advisers Act and Rule 17j-1 of the Investment Company Act of 1940, as amended. The Code of Ethics is the primary document governing the ethical standards applicable to all staff members and includes provisions relating to the confidentiality of client information, a prohibition on insider trading, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, personal securities trading procedures, and political contributions, among other things. All staff members at LSV must acknowledge the terms of the Code of Ethics annually, or as amended.

As noted previously, employees of LSV are permitted to invest in funds advised by LSV, which could create an incentive to favor those funds over other funds or accounts in the allocation of investment opportunities. See Item 6 "Performance-Based Fees and Side-By-Side Management" for further information.

LSV may recommend purchase or sale of securities in which LSV employees or partners may have a material financial interest through their personal holdings. The Code of Ethics is designed to ensure that the personal securities transactions, activities and interests of the employees of LSV will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. The Code of Ethics requires pre-clearance of many personal transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics permits employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. LSV Compliance conducts post-trade reviews to determine if LSV was active in a security during the 3 trading days following an employee trade in that security. If so, the trade details are reviewed and tracked to enable detection of an inappropriate trading pattern.

LSV's Code of Ethics defines an "access person" as "a Staff Member who meets any of the following criteria: has access to nonpublic information regarding clients' purchase or sale of securities; is involved in making securities recommendations to clients; has access to securities recommendations that are non-public; has access to non-public information regarding the portfolio holdings of Affiliated Mutual Funds; works in LSV's Chicago office; or is a director, officer or partner of LSV." Brokerage statements and personal trading reports of all Staff Members are reviewed regularly by compliance.

It is LSV's policy not to affect any cross securities transactions for client accounts without the prior approval of the Chief Compliance Officer.

LSV has appointed Josh O'Donnell as Chief Compliance Officer. LSV will provide a copy of its Code of Ethics and Personal Trading Policy to any client or prospective client upon request. If you want a copy of our Code of Ethics, please fax your request to Leslie Kondziela, Compliance Officer at 312-220-9241.

## **Item 12 – Brokerage Practices**

In selecting brokers for transactions, LSV uses its best judgment to choose the broker most capable of providing the brokerage services necessary to obtain the best available price and most favorable execution, i.e., the price and commission which provides the most favorable total cost and proceeds reasonably obtainable under the circumstances. Brokers may be selected on the basis of such factors as the following: the ability to match up natural order flow; the ability to control anonymity, timing or price limits; the quality of the back office; commission rates; use of automation; and/or the ability to provide information relating to the particular transaction or security. LSV does not consider itself obligated to choose the broker offering the lowest available commission rate, provided that the rate paid is for execution only. LSV may on occasion talk to analysts about the financial or accounting aspects of a company or industry, but this does not increase our commission rates and it does not

influence our selection of brokers. LSV keeps informed of rate structures offered by the brokerage community. In the selection of brokers, LSV does not solicit principal or competitive bids unless there is a clear indication that doing so would be in the best interest of clients. LSV uses algorithmic trading and crossing networks in order to minimize market impact and to trade more efficiently.

We generally require FX dealers to have a credit rating of A or higher from Standard & Poor's or A3 or higher from Moody's Investors Service. Foreign currencies are typically traded only to the extent needed to effect settlement of equity trades or to convert currency balances – no speculative trades are made. Our general objective is to match the timing of foreign currency ("FX") trading to the timing of the associated equity trading or the need for a converted balance. To the extent possible, we net and aggregate trades, allowing for reduced order size or potentially improved pricing. Unless required by the client, we choose to not automatically repatriate portfolio income to base currency in order to reduce the overall amount of FX trading. LSV has facilitated implementation of Continuous Linked Settlement ("CLS") for those clients whose custodians support it. CLS provides a payment- versus- payment settlement process which helps protect against potential loss of principal if a currency counterparty fails. In the event of a settlement failure, trade-related funding is promptly returned to the CLS member bank. Due to market restrictions, trades in certain emerging markets currencies, such as Taiwanese Dollars, must be executed through the client's custodian; however, we do not otherwise seek to trade FX with a client's custodian unless required to do so by a client.

The LSV Best Execution Committee, whose members include the traders, Chief Operating Officer, Chief Compliance Officer and Compliance Officer, meet and monitor best execution on a semi-annual basis. Part of LSV's best execution analysis includes the traders rating the brokers used for client transactions based on ability to match up natural order flow; the ability to control anonymity; the quality of the back office; and an overall rating. Failure to score well in the ability to match up natural order flow; the ability to control anonymity, timing or price limits; the quality of the back office; commission rates; use of automation; and/or the ability to provide information relating to the particular transaction or security would result in LSV no longer doing business with a broker. LSV has implemented ITG's Trade Cost Analysis to assist with the internal evaluation of our use of market liquidity and overall cost structure of our trading. We are able to analyze these metrics over time on an annual and quarterly basis. Given our patient style of trading and execution only commission costs, the results have been generally favorable versus the ITG peer universe.

## **Trade Aggregation**

LSV may be in the position of buying or selling the same security for a number of its clients at roughly the same time. LSV will aggregate such transactions if it believes such aggregation is consistent with its duty to seek best execution for its clients and is consistent with the terms of LSV's investment advisory agreement with each client for which trades are being aggregated.

Because of market fluctuations, the prices obtained on such transactions within a single day may vary substantially. In order to more equitably allocate the effects of such market fluctuations, for certain transactions, LSV may use an “averaging” procedure. Under this procedure, purchases or sales of a particular security for a client’s account will at times be combined with purchases or sales of the same security for other clients on the same day. In such cases, the price shown on the confirmation of the client’s purchase or sale will be the average execution price on all of the purchases and sales that are aggregated for this purpose. Commission costs will be shared pro-rata based on each client’s participation in the transactions.

Clients that have selected to have their trading directed to a particular broker will not be able to participate in aggregated trades, other than with other clients directed to that same broker.

### **Trade Allocation**

For aggregated trades that are partially filled, shares will be allocated pro-rata among participating accounts that day, based upon their proportionate share of the order. All allocations are subject to change at the trader’s discretion, to take into consideration cash balances, the use of round lots, the completion of small orders, or the reduction of settlement fees. On a quarterly basis the Forensic Testing Committee reviews allocation of partially filled trades to confirm consistency with LSV’s policies and procedures.

### **Allocation of Investment Opportunities**

LSV seeks to make allocations of investment opportunities in a manner that it considers fair, reasonable and equitable without favoring or disfavoring, consistently or consciously, any particular client. On a quarterly basis, the Forensic Testing Committee reviews allocations of investment opportunities to confirm consistency with LSV’s policies and procedures. See Item 6 “Performance-Based Fees and Side-By-Side Management” for further information.

### **Soft Dollars, Directed Brokerage**

Although allowed by Section 28(e) of the Securities Exchange Act of 1934, as amended, LSV does not cause an account to pay more in commissions to a broker-dealer in return for research products and/or services provided to LSV. As noted above, LSV may on occasion talk to analysts about the financial or accounting aspects of a company or industry, but this does not increase our commission rates and it does not influence our selection of brokers.

If requested by a client, LSV may direct trades in that client’s account to brokers selected by the client. In these cases, the client’s trades may be executed at different times and/or prices and/or at

a higher commission rate than they otherwise would have been executed if the trades were not so directed by the client. LSV does not accept any directed brokerage arrangements for U.S. registered investment company clients.

## **Model Accounts**

LSV provides model portfolios to a number of clients. The Model Advisers or their delegates determine the timing and manner of purchase or sale with respect to the model portfolio recommendations. See Item 6 “Performance-Based Fees and Side-By-Side Management” for further information.

## **Item 13 – Review of Accounts**

The quantitative portfolio management system reviews each portfolio’s investment characteristics and adherence to investment product risk control parameters approximately every 4 to 8 weeks. Relevant investment guidelines and restrictions are coded into the compliance systems, which monitor portfolios daily. Additional ad hoc reviews covering performance and investment guidelines are carried out by members of the Compliance, Portfolio Management, Operations, Portfolio Accounting and Client Service groups.

LSV provides all clients with a quarterly written review of performance and portfolio structure. Clients may request additional or more frequent reporting.

## **Item 14 – Client Referrals and Other Compensation**

LSV may pay cash fees in accordance with Rule 206(4)-3 of the Advisers Act. LSV currently has in place solicitation arrangements with three individuals and/or firms to attract and retain clients in Australia, Germany and the Middle East. The compensation paid to such solicitors is borne by LSV and not by its clients.

## **Item 15 – Custody**

LSV does not take physical custody of client assets under any circumstances.

However, because LSV is the general partner of the limited partnerships it offers (“LPs”) and has the authority over the custody accounts of the LPs, LSV is deemed under SEC rules to have custody of assets of the LPs. LSV follows the SEC’s rules regarding this “deemed” custody. See Item 10 “Other Financial Industry Activities and Affiliations” for a listing of such LPs.

## **Item 16 – Investment Discretion**

LSV receives discretionary authority from clients in a written agreement, detailing the nature and scope of such authority and investment guidelines, investment objectives and investment restrictions.

With respect to model portfolios provided by LSV, some Model Advisers may generally implement the model portfolio recommendations as provided by LSV, while others may retain complete discretion as to the extent to which the model recommendations are implemented. See Item 6 “Performance-Based Fees and Side-By-Side Management” for further information.

## **Item 17 – Voting Client Securities**

LSV’s standard investment management agreement expressly authorizes LSV to vote proxies on behalf of the client’s account. Therefore, unless the client expressly reserves proxy voting responsibility, it is LSV’s responsibility to vote proxies relating to securities held for the client’s account. Clients may obtain a copy of LSV’s complete proxy voting policies and procedures upon request. Clients may also obtain information from LSV about how LSV voted any proxies on behalf of their account(s).

### ERISA Clients

With respect to ERISA plan clients, unless proxy voting responsibility has been expressly reserved, LSV, as the investment adviser for the account, must, subject to this policy, seek to vote all proxies relating to securities held for the plan’s account. If LSV is responsible for voting, LSV shall make appropriate arrangements with each account custodian to have proxies forwarded, on a timely basis to the appropriate person, and shall endeavor to correct delays or other problems relating to timely delivery of proxies and proxy materials. Fiduciary obligations of prudence and loyalty require an investment adviser with proxy voting responsibility to vote proxies on issues that affect the value of the client’s investment. Proxy voting decisions must be made solely in the best interests of the client’s account. In voting proxies, LSV is required to consider those factors that may affect the value of the client’s investment and may not subordinate the interests of the client to unrelated objectives.

### General Policies

LSV has adopted proxy voting guidelines that provide direction in determining how various types of proxy issues are to be voted. LSV has engaged an expert independent third party to design guidelines for client accounts that are updated for current corporate governance issues, helping to ensure that clients’ best interests are served by voting decisions. Clients are sent a copy of their respective guidelines on an annual basis.



LSV's quantitative investment process does not provide output or analysis that would be functional in analyzing proxy issues. LSV, therefore, has retained an expert independent third party to assist in proxy voting, currently Glass Lewis & Co. ("GLC"). GLC implements LSV's proxy voting process, provides assistance in developing guidelines and provides analysis of proxy issues on a case-by-case basis. LSV is responsible for monitoring GLC to seek to ensure that proxies are appropriately voted. LSV will vote issues contrary to, or issues not covered by, the guidelines only when LSV believes it is in the best interest of the client. Where the client has provided proxy voting guidelines to LSV, those guidelines will be followed. In certain circumstances, clients are permitted to direct their vote in a particular solicitation. Direction from a client on a particular proxy vote will take precedence over the guidelines. LSV's use of GLC is not a delegation of LSV's fiduciary obligation to vote proxies for clients.

Should a material conflict arise between LSV's interest and that of its clients, LSV will vote the proxies in accordance with the recommendation of the independent third party proxy voting service. A written record will be maintained describing the conflict of interest and an explanation of how the vote made was in the client's best interest.

LSV may be unable or may choose not to vote proxies in certain situations. For example, LSV may refrain from voting a proxy if (i) the cost of voting the proxy exceeds the expected benefit to the client, (ii) LSV is not given enough time to process the vote, (iii) voting the proxy requires the security to be "blocked" or frozen from trading or (iv) it is otherwise impractical or impossible to vote the proxy, such as in the case of voting a foreign security that must be cast in person.

As noted above, clients may receive a copy of LSV's voting record for their account by request. LSV will additionally provide any mutual fund for which LSV acts as adviser or sub-adviser, a copy of LSV's voting record for the fund so that the fund may fulfill its obligation to report proxy votes to fund shareholders.

#### Recordkeeping.

LSV will retain:

- (i) Copies of its proxy voting policies and procedures.
- (ii) A copy of each proxy statement received regarding client securities (maintained by the proxy voting service and/or available on EDGAR).
- (iii) A record of each vote cast on behalf of a client (maintained by the proxy voting service).
- (iv) A copy of any document created that was material to the voting decision or that memorializes the basis for that decision (maintained by the proxy voting service).
- (v) A copy of clients' written requests for proxy voting information and a copy of LSV's written response to a client's request for proxy voting information for the client's account.

- (vi) LSV will ensure that it may obtain access to the proxy voting service's records promptly upon LSV's request.

The above listed information is intended to, among other things, enable clients to review LSV's proxy voting procedures and actions taken in individual proxy voting situations.

LSV will maintain required materials in an easily accessible place for not less than five years from the end of the fiscal year during which the last entry took place, the first two years in LSV's principal office.

#### Consideration of Environmental, Social and Governance Factors

LSV became a signatory to the Principles for Responsible Investment (PRI) in April 2014. GLC is also a signatory to the PRI. The PRI provides a framework, through its six principles, for consideration of environmental, social and governance ("ESG") factors in portfolio management and investment decision-making. The six principles ask an investment manager, to the extent consistent with its fiduciary duties, to seek to: (1) incorporate ESG issues into investment analysis and decision-making processes; (2) be an active owner and incorporate ESG issues into its ownership policies and practices; (3) obtain appropriate disclosure on ESG issues by the entities in which it invests; (4) promote acceptance and implementation of the PRI principles within the investment industry; (5) work to enhance its effectiveness in implementing the PRI principles; and (6) report on its activities and progress toward implementing the PRI principles.

For clients where LSV has proxy voting authority, certain ESG factors are built into our standard proxy voting guidelines. For example, GLC views the identification, mitigation and management of environmental and social risks as integral components when evaluating a company's overall risk exposure. In cases where the board or management has failed to sufficiently identify and manage a material environmental or social risk that did or could negatively impact shareholder value, GLC will recommend shareholders vote against directors responsible for risk oversight in consideration of the nature of the risk and the potential effect on shareholder value. In addition, GLC generally recommends supporting shareholder proposals likely to increase and/or protect shareholder value and also those that promote the furtherance of shareholder rights. In evaluating shareholder resolutions regarding environmental and social issues, GLC examines: (1) direct environmental and social risk, (2) risk due to legislation and regulation, (3) legal and reputational risk, and (4) governance risk. Finally, through GLC, LSV is able to offer additional guidelines that provide another level of analysis for clients seeking to vote consistent with widely-accepted enhanced ESG practices. These ESG-specific guidelines are available to clients with a focus on disclosing and mitigating company risk with regard to ESG issues.

If a client has elected not to have LSV vote proxies for their account, Clients will receive all voting information or solicitations directly from their custodian or proxy voting agent. Because of LSV's

quantitative investment process, LSV does not formulate or provide independent analysis of proxy issues.

#### **Item 18 – Financial Information**

LSV has no financial condition that is reasonably likely to impair its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.