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**FIRM BROCHURE (FORM ADV Part 2A)**

**March 27, 2019**

This Brochure provides information about the qualifications and business practices of Ceredex Value Advisors LLC ("Ceredex"). If you have any questions about the contents of this Brochure, please contact us at 407-674-1270 and/or [www.ceredexvalue.com](http://www.ceredexvalue.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.

Ceredex is a registered investment adviser. Registration of an investment adviser does not imply a certain level of skill or training. The oral and written communications of an adviser provide you with information about which you determine to hire or retain an adviser.

Additional information about Ceredex is also 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, 2019, was prepared according to the SEC's requirements and rules. This Item is used to provide a summary of new or updated material information since the last annual update of our Brochure on March 27, 2018.

### Item 4 Advisory Business:

- Updated Assets Under Management

### Item 10 Other Financial Industry Activities and Affiliations

- Updated related persons after acquisition by Virtus of an additional affiliated registered investment advisor and the withdrawal from SEC registration of two related persons.

### Item 12 Brokerage

- Added language indicating that certain affiliates may benefit from receipt of proprietary research due to the market's recognition of the volume of aggregate trading activity conducted by Virtus Shared Services.

### Item 17 Voting Client Securities

- Revised conflict language
- Updated proxy voting vendor information

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Part 2A – Wrap Fee (not applicable)

## ITEM 4 ADVISORY BUSINESS

Ceredex is a wholly-owned subsidiary of Virtus Partners, Inc. ("VPI"), which is wholly-owned by Virtus Investment Partners, Inc. ("Virtus"). Virtus, a publicly traded firm, is singularly committed to the long-term success of individual and institutional investors, offering asset management through its affiliated managers and select subadvisers (see [www.virtus.com](http://www.virtus.com)).

Prior to March, 2008, Ceredex provided value equity investing as part of Trusco Capital Management, which was later renamed RidgeWorth Capital Management and now Virtus Fund Advisers, LLC ("VFA"). In 2008, Ceredex was established as a separate legal entity and investment adviser registered with the SEC, and became a wholly owned subsidiary of VFA until January 1, 2018 when it was realigned as a wholly owned subsidiary of VPI.

Ceredex offers value-equity strategies which are available in three portfolios: large cap, mid-cap and small cap.

Ceredex provides discretionary investment supervisory services to institutional clients, including investment companies ("Mutual Funds", including the Virtus Asset Trust, registered under the Investment Company Act of 1940, as amended ("1940 Act") and Undertakings for Collective Investment in Transferable Securities ("UCITS") authorized under the European Directive. Ceredex also provides these services, both under direct contract with a client and indirectly as subadviser under contracts with VFA, to pension and profit sharing plans, educational endowments and related funds, public and private foundations, governmental entities, other corporate entities, and high net worth clients. Ceredex serves as a non-discretionary investment subadviser to the Virtus Collective Trust and receives fees for the non-discretionary investment subadvisory services it provides thereunder. Customized investment management services are based on the account's investment guidelines which may consider client criteria such as organizational structure, risk assessment, liquidity and cash flow, income needs, tax consequences, other sources of funds to meet obligations, general economic conditions, social and other preferences. Clients can place reasonable restrictions on Ceredex's investment discretion. The most common restrictions are social restrictions or those that prohibit us from buying specific companies. Investment guidelines and restrictions must be provided to Ceredex in writing, and may impact performance.

Ceredex also delivers model portfolios pursuant to advisory contracts with other investment managers ("Implementing Manager") who operate programs to deliver investment advice, including to investors through the use of separately managed accounts ("Managed Account Program") or through a registered investment company. The portfolio recommendations reflected in the model portfolio are implemented by the Implementing Manager.

As of 12/31/2018, Ceredex had discretionary assets under management of \$7.9 billion and non-discretionary assets under management of \$ 67.8 million.

## ITEM 5 FEES and COMPENSATION

Ceredex's fees are competitive, and higher or lower fees may be available elsewhere for the same type of services. Ceredex charges most of its clients a fixed-percentage fee per annum for investment advice based on assets under management, payable quarterly in arrears. Assets under management include a client's uninvested cash position for which Ceredex does not provide investment advice. Fees may vary based on account type and client services requested. Determining factors include: number and frequency of reports and client meetings, individual security investments versus common or collective funds, mutual funds, investment guidelines and restrictions, and account size.

Ceredex reserves the right to negotiate all fees and annual minimums based on individual client considerations.

Initial fees are calculated based upon the number of days in the quarter the account came under management. Subsequent quarters are billed in full unless clients terminate the relationship prior to the end of the quarter, in which case the fee is prorated for the number of days prior to termination. Ceredex will invoice the client or the client's custodian directly as instructed by the client in the investment advisory agreement. A client may authorize its custodian to debit its account for the investment advisory fee and remit directly to Ceredex. It is important that you compare the client reports you receive directly from us to the statements you receive from your custodian. Ceredex's standard advisory contract is cancelable by either the client or Ceredex 30 days after receipt or delivery of written notice. Other termination conditions can be negotiated to accommodate special client requirements.

Ceredex's basic advisory fee schedules, subject to negotiation based on the above-described factors, are set forth below. If Ceredex is used by VFA as subadviser in providing advisory services to clients, such clients will not incur any increase in advisory or other fees as a result of any such subadvisory arrangement. VFA will share its fees with Ceredex when Ceredex is used to provide subadvisory services to VFA. Fees for individual accounts, employee benefit relationships, tax-exempt institutional accounts such as charitable foundations, endowments, corporate accounts, and other institutional client accounts are primarily based on the market value of the assets under management in accordance with the following schedules:

#### **ADVISORY FEE SCHEDULES**

Large Cap Value	Mid-Cap Value	Small Cap Value
0.75% on the first \$10 million	0.75% on the first \$25 million	1.00% on the first \$10 million
0.45% on the next \$40 million	0.65% on the next \$25 million	0.80% on the next \$40 million
0.25 % on all over \$50 million	0.55% on the next \$50 million	0.60% on all over \$50 million
	0.50 % on all over \$100 million	
Minimum Annual Fee \$10,000	Minimum Annual Fee \$15,000	Minimum Annual Fee \$10,000

In addition to Ceredex's investment management fees, a client's account pays trading costs. See Item 12 - Brokerage Practices. Ceredex does not custody client assets, thus a client will contract separately with a qualified custodian and pay custody fees charged by its selected custodian.

Ceredex acts as adviser or subadviser to one or more Mutual Funds or unregistered funds, or manage accounts that may invest in such Funds or third party Funds.

To the extent that client accounts are invested in Mutual Funds, these funds generally charge a management fee for their services as investment managers. This management fee, along with other charges, is included in the "expense ratio" of the fund. These fees are described in each fund's prospectus and are in addition to the fees you pay to Ceredex. However, when a Ceredex portfolio manager determines to invest assets of an individual discretionary client in a Mutual Fund for which it (or an affiliate) also acts as adviser and/or subadviser and receives an investment advisory fee, the Firm will offset the Mutual Fund fee against the individual advisory fee.

Some of Ceredex's affiliated persons accept compensation via an internal sales bonus for the sale of securities or other investment products, including from the sale of affiliated Mutual Funds which pay Ceredex an advisory fee. This practice presents a conflict of interest and gives Ceredex and its affiliated persons an incentive to recommend investment products based on the compensation received, rather than on a client's needs. Ceredex addresses conflicts that arise, including disclosing the conflicts to

clients. The Firm's affiliated persons do not typically talk with or promote products to individuals, but rather, talk with platform partners and advisers about potential investments and those firms' supervised persons have the responsibility of assessing the needs of the end client. The Firm's affiliated persons do talk directly with institutional prospects and/or institutional clients.

Clients have the option to purchase investment products that we recommend through other brokers or agents that are not affiliated with Ceredex.

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

### **PERFORMANCE-BASED FEES**

In certain instances, Ceredex may be compensated for investment advisory services based on a share of the overall account performance of all or a portion of client assets (an "incentive fee"). The terms of any incentive fee are based upon a negotiated arrangement with the client. Ceredex anticipates that such client relationships and arrangements will also pay "base fees" calculated on the market value of the assets under management. Ceredex will enter into an incentive fee arrangement only at a client's request, and only if the client account qualifies for exclusion under Section 205 of the Investment Advisers Act of 1940, as amended ("Advisers Act") and Advisers Act Rule 205(a)(1) or 205-3 relating to exemption from certain compensation prohibitions.

Ceredex does not currently have any clients with a performance-based fee.

### **SIDE BY SIDE MANAGEMENT**

Ceredex performs investment advisory and investment management services for various clients and may give advice and take action with respect to one client that differs from advice given or the timing or nature of action taken with respect to another client. Ceredex manages assets for a portfolio owned by our affiliate, Virtus Investment Partners, Inc. that serves as seed money to develop Ceredex's Concentrated Large Cap Value Strategy (the "Proprietary Account"). We may have an incentive to favor accounts in which we or our affiliates own a substantial interest. Ceredex has compliance procedures in place that it believes are reasonably designed to mitigate these conflicts of interest. These potential conflicts include, among other things, treating a Proprietary Account more favorably than non-affiliated clients in connection with the allocation of limited investment opportunities or the allocation of aggregated trade orders. With respect to the allocation of investment opportunities, it is Ceredex's policy to allocate investment opportunities among its clients in a fair and equitable manner that, over time, does not unfairly favor some clients at the expense of others or favor a Proprietary Account over those of other clients.

Please also see Item 12 relating to trade aggregation and allocation practices.

## **ITEM 7 TYPES OF CLIENTS**

Ceredex serves as subadviser to certain investment portfolios of registered investment companies, including a family of Mutual Funds known as the Virtus Funds pursuant to a written subadvisory agreement with VFA. Ceredex advises or subadvises collective trust funds. Ceredex also serves as subadviser to an Irish Collective Fund, Undertakings for Collective Investment in Transferable Securities authorized under the European Directive ("UCIT"). In addition, Ceredex provides investment advisory services to institutional clients including pension and profit sharing plans, educational endowments and related funds, public and private foundations, governmental entities, and other corporate entities as well as high net worth clients.

Ceredex contracts directly with the client for these services or acts as subadviser to clients contracted with VFA pursuant to a written subadvisory agreement.

Ceredex provides investment advice to certain clients of SunTrust Bank (a prior affiliate) through a services agreement between VFA (further delegation to Ceredex) and SunTrust Bank.

Ceredex's basic fee schedules for investment advisory services and supervisory services for institutional separately managed accounts are generally subject to a minimum annual fee and an initial asset base. However, fees and minimum initial set base amounts are subject to modifications and negotiations to accommodate special client requirements.

## **ITEM 8 METHODS of ANALYSIS, INVESTMENT STRATEGIES and RISK of LOSS**

### **METHODS OF ANALYSIS**

Ceredex's methods of analysis include the following:

**FUNDAMENTAL** - Fundamental analysis is using real data to evaluate a security's value. For assessing stocks, this method uses revenues, earnings, future growth, return on equity, profit margins and other data to determine a company's underlying value and potential for future growth. In terms of stocks, fundamental analysis focuses on the financial statements of the company being evaluated. Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating a security.

**TECHNICAL** - This form of value analysis focuses on patterns of volume and price fluctuations for a given stock as compared to the activity of the larger, general market indicators. Securities are evaluated for purchase or sale based on an analysis of market statistics such as volume and prices over time as seen on charts, etc. that are believed to establish relational patterns that can predict future movements in the markets. This relative comparison has little or no concern for any company's fundamental structure, production or worth. Technical analysis assumes that all the market factors are known to and considered by all the market's participants, although the market can act in irrational ways. Technical analysis purports to see repeatable patterns in similar market conditions, but any one of many factors may alter the outcome of an otherwise similar situation.

### **SOURCES OF INFORMATION**

Sources of information used by Ceredex include financial newspapers and magazines; inspections of corporate activities; research materials prepared by others; corporate rating services; annual reports, prospectuses, filings with the SEC; and company press releases. In addition to publicly available sources of information, Ceredex also uses internal research developed by its investment professionals.

### **INVESTMENT STRATEGIES**

Ceredex uses quantitative screens to identify companies that pay dividends and are actively traded within the relevant market caps. The Firm believes dividends are a good indicator of management's confidence in the earnings potential of the company and that dividends can also provide an important source of total return and lower overall volatility. Ceredex evaluates the absolute and relative valuations of companies and performs in-depth fundamental analysis of financial statements. The valuation process looks at valuation relative to historical value, valuation versus peers, industry and markets and specific valuation metrics like price-to-book and price-to sales. Ceredex seeks stabilizing fundamentals and fundamental catalysts that could drive meaningful price appreciation in 12 to 24 months (Large Cap and Mid Cap) or 18 to 36 months (Small Cap).

In selecting investment for purchase and sale, Ceredex chooses companies that it believes are undervalued in the market relative to the industry sector and the company's own valuation history. Ceredex evaluates potential catalysts that may cause an upward re-rating of the stock's valuation. Additionally, the common stocks purchased generally pay dividends at the time of purchase or are expected to pay dividends soon after their purchase. In addition, to implement its investment strategy, Ceredex generally does not, but could buy or sell if not prohibited by client guidelines, to a limited extent, derivative instruments (such as futures, options and swaps) to use as a substitute for a purchase or sale of a position in the underlying assets and/or as part of a strategy designed to reduce exposure to other risks, such as market risk.

## **RISK OF LOSS**

All investments carry the risk of loss and there is no guarantee that any investment strategy will meet its objective. For investments in any pooled vehicles, please also refer to the prospectus, offering memoranda or other governing document that provides a more detailed discussion of strategies and risks. Depending on your guidelines and the type of security, your account may face the following investment risks:

**Equity Risk** - Investments in equity securities generally involve a high degree of risk. Prices are volatile and market movements are difficult to predict. These price movements may result from factors affecting individual companies or industries. Price changes may be temporary or last for extended periods. In addition to, or in spite of, the impact of movements in the overall stock market, the value of investments may decline if the particular investments within the portfolio do not perform well in the market. Prices of stocks may fall or fail to appreciate regardless of movements in securities markets.

**Market Risk** - The success of client portfolio activities will be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, commodity prices, economic uncertainty, changes in laws, trade barrier, currency fluctuations and controls, and national and international political circumstances. These factors may affect the level of volatility of securities prices and the liquidity of investments in client portfolios. Such volatility or illiquidity could impair profitability or result in losses.

**Potential Concentration** - Client portfolios may have highly concentrated positions in issuers engaged in one or a few industries. This increases the risk of loss relative to the market as a whole.

**Large Company Risk** - Large cap stocks can perform differently from other segments of the equity market or the equity market as a whole. Large capitalization companies may be less flexible in evolving markets or unable to implement change as quickly as smaller capitalization companies.

**Smaller Company Risk** - Small and mid-cap stocks tend to perform differently from other segments of the equity market or the equity market as a whole and can be more volatile than stocks of a larger company. Smaller companies may be newer or less established and may have limited resources, products and markets. They may be less liquid.

**ADR Risk** – ADRs are subject to some of the same risks as direct investments in foreign companies. These include the risk that political and economic events unique to a country or region will affect those markets and their issuers.

**Style Risk (Value)** – A value investing style may be out of favor in the marketplace. The potential value of a security as perceived by Ceredex may never be realized by the market. Dividends reflect past performance and there is no guarantee they will continue to be paid.

**Exchange Traded Funds (ETFs)** - While actively managed ETFs are growing in number, ETFs, like index funds, typically represent shares of ownership in funds, unit investment trusts, or depository receipts that hold set portfolios of securities which closely track the performance and dividend yield of specific indices (i.e. broad market indices, sector indices, international indices, etc.) without being actively managed. ETFs give investors the opportunity to buy or sell an entire portfolio of stocks in a single security. Unlike



traditional mutual and index funds, ETFs typically issue and redeem shares only in large increments called "Creation Units" (e.g. a single Creation Unit may consist of 50,000 or 100,000 shares worth several million dollars). An ETF's shares can also be purchased and sold in much smaller increments and for cash in the secondary market. Because ETFs trade like stock (unlike traditional mutual and index funds), we can margin, utilize hedging strategies on, and sell short ETFs in addition to simply buying ETFs long. These transactions, however, are not made at the ETF's NAV, but rather are made at market prices which may vary throughout the day and may differ from the ETF's NAV. Like any listed security, ETF shares can generally be purchased and sold at any time a secondary market is open. Except when aggregated in Creation Units, shares of an ETF are not redeemable securities. Accordingly, there is no guarantee that ETF shares will trade at or near NAV. You may incur certain fees charged directly by an ETF when purchasing, holding, or selling Creation Units of an ETF ("Creation Unit Fees"). If you purchase shares of an ETF in the secondary market, it will generally not be subject to Creation Unit Fees, but will be subject to ETF expense fees. As a result of Creation Unit Fees and ETF expense fees, you may bear an additional level of fees in addition to those fees charged by us if you invest in and/or trade ETFs.

**Extraordinary Events** - Global terrorist activity and United States involvement in armed conflict may negatively affect general economic fortunes, including sales, profits, and production, and may lead to depressed securities prices and problems with trading facilities and infrastructure.

**Market Liquidity Risks** - The value of securities held in client accounts and that are traded on exchanges and the risks associated with holding these positions vary in response to events that affect asset markets in general. Market disruptions such as those that occurred in 1987, September 2001, and more recently the Flash Crash in May 2010 could lead to violent price swings in securities held within client portfolios and could result in substantial losses.

**Increased Regulations** - Events during the past several years and adverse financial results have focused attention upon the necessity of maintaining adequate risk controls and compliance procedures. These events have led to increased governmental and self-regulatory authority scrutiny of the financial industry. Various national governments have also expressed concern regarding disruptive effects of speculative trading and the need to regulate the markets in general. Any regulations that restrict the ability to employ, or for broker-dealers and counterparties to extend, credit or restrict trading activities could adversely impact profit potential.

**Cybersecurity Risk** - In addition to the risks associated to the value of investments, there are various operational, systems, information security and related risks involved in investing, including but not limited to "cybersecurity" risk. A breach in cybersecurity refers to both intentional and unintentional events that may cause an account to lose proprietary information such as misappropriating sensitive information, access to digital systems to obtain client and financial information, corrupting data, or causing operational disruption. Similar adverse consequences could result from cybersecurity incidents affecting counterparties with which we engage in transactions, third-party service providers (e.g. a client account's custodian), governmental and other regulatory authorities, exchange and other financial market operators, banks, brokers, dealers and other financial institutions and other parties. The Firm has in place risk management systems and business continuity plans which are designed to reduce the risks associated with these attacks, although there are inherent limitations in any cybersecurity risk management system or business continuity plan, including the possibility that certain risks have not been identified. Accordingly, there is no guarantee that such efforts will succeed especially since we do not directly control the cybersecurity systems of issuers or third-party service providers.

**Political, United Kingdom and European Union Market and Regulatory Related Risks** –There is continuing uncertainty around the future of the euro and the European Union (EU) following the United Kingdom's vote to exit the EU in June 2016. The United Kingdom's exit from the EU is scheduled to take place at the end of March 2019. There remains a significant degree of uncertainty about how the United Kingdom's exit will be conducted, including the outcome of a new relationship between the United Kingdom and EU. While it is not possible to determine the precise impact these events may have on a

portfolio during this period and beyond, the impact on the United Kingdom, EU countries, other countries or parties that transact with the United Kingdom and EU and the broader global economy could be significant and could adversely affect the value and liquidity of a portfolio's investments. In addition, if one or more countries were to exit the EU or abandon the use of the euro as a currency, the value of investments tied to those countries or the euro could decline significantly and unpredictably.

The European Union's Markets in Financial Instruments Directive (Directive 2014/65/EU) along with its accompanying regulation, the Markets in Financial Instruments Regulation ("MiFIR") (Regulation 600/2014/EU) (which are collectively known as "MiFID II") took effect on January 3, 2018. MiFID II is a wide ranging piece of legislation that affects financial market structure, trading and clearing obligations, product governance and investor protections. While MiFIR and a majority of the so-called "Level 2" measures are directly applicable across the EU as EU regulations, the revised MiFID directive must be "transposed" into national law by Member States. The transposition process can open the door to the act of so-called "gold-plating", where individual Member States and their national competent authorities ("NCAs") introduce requirements over and above those of the European text and apply MiFID II provisions to market participants that would not otherwise be caught by MiFID II, including U.S. asset managers. NCAs in certain jurisdictions may propose a number of regulatory measures and/or regulatory positions that may be unclear in scope and application (absent further guidance) resulting in confusion and uncertainty. It is impossible to predict how these regulatory positions or additional governmental restrictions may be imposed on market participants (including Ceredex) and/or the effect of such restrictions on Ceredex's ability to implement a client portfolio's investment objective. It is also impossible to predict the unintended consequences of MiFID II on the operation and performance of Ceredex or a client portfolio, which may be indirectly impacted by changes in market structure and/or regulatory interpretation.

## **ITEM 9 DISCIPLINARY INFORMATION**

Ceredex is required to disclose all material facts regarding any legal or disciplinary event that would be material to your evaluation of Ceredex or the integrity of Ceredex's management.

Ceredex and its employees have not been involved in any legal or disciplinary events that would be material to a client's evaluation of the company or its personnel.

## **ITEM 10 OTHER FINANCIAL INDUSTRY ACTIVITIES and AFFILIATIONS**

Ceredex has material relationships with its affiliates. Please find these relationships described below.

Ceredex is a wholly owned subsidiary of VPI, which is a wholly owned subsidiary of Virtus, which is a publicly traded multi-manager asset management business (NASD: VRTS). Certain officers and directors of Virtus serve as officers of Virtus' indirect, wholly owned affiliates, including Ceredex.

Ceredex has material business relationships with VFA. VFA has contracted with Ceredex to subadvise and provide portfolio management, research and analysis to specified client assets of VFA, including certain Virtus Funds.

Ceredex has entered into solicitation or referral arrangements with affiliates as described in Item 14.

In a variety of instances, Ceredex utilizes the personnel and/or services of one or more of its affiliates, in the performance of its business, including, without limitation, finance, accounting, human resources, talent management, compliance, legal, technology, platform channel sales and service, marketing, wholesaling, portfolio operations, and trading. Such utilization can take a variety of forms including dual employee or delegation arrangements, formal sub-advisory or servicing agreements, or other formal and informal arrangements among Ceredex and its affiliates. In these circumstances, the registered affiliate

with which the client has its investment management agreement remains responsible for the account within the framework of the Advisers Act and/or other applicable regulatory frameworks and the relevant investment management agreement and no additional fees are charged to the client for the affiliates' services except as set forth in the investment management agreement.

Virtus Investment Partners International Ltd. ("Virtus International") (FRN 673689), a wholly owned subsidiary of VPI, is headquartered in London, England and is an Appointed Representative of Mirabella Advisers LLP ("Mirabella") (FRN 606792), which is authorized and regulated by the Financial Conduct Authority. As such, Approved Persons of Virtus International are permitted to introduce Ceredex investment advisory services to institutional entities and Sovereign Wealth funds and other foreign official institutions within the United Kingdom and certain other European Economic Area member states, and regulatory compliance services for these activities will primarily be provided to Virtus International by Mirabella, in its capacity as Virtus International's principal. In addition, Virtus International representatives will, to the extent permitted by each applicable jurisdiction, be introducing Ceredex investment advisory services to Sovereign Wealth funds and other foreign official institutions outside the European Economic Area.

The following advisers are subsidiaries of Virtus and affiliates of Ceredex:

- Duff & Phelps Investment Management Co. ("DPIM");
- Kayne Anderson Rudnick Investment Management, LLC ("KAR");
- Newfleet Asset Management, LLC ("Newfleet");
- Rampart Investment Management Company, LLC ("Rampart");
- Seix CLO Management LLC;
- Seix Investment Advisors LLC ("Seix");
- Silvant Capital Management LLC ("Silvant");
- Sustainable Growth Advisers, LP;
- Virtus Alternative Investment Advisers, Inc. ("VAIA");
- Virtus ETF Advisers LLC ("VEA");
- Virtus Fund Advisers, LLC ("VFA");
- Virtus Investment Advisers, Inc. ("VIA")

VP Distributors, LLC ("VPD") and ETF Distributors LLC are affiliated limited-purpose broker-dealers and have no trading activity nor retain trading operations. Ceredex subadvises certain investment portfolios of the Virtus Funds, which are distributed by VPD. Broker-dealers play a significant role in, and receive 12b-1 and other internal and external fees for, selling interests in the Virtus Funds. Service providers to the Virtus Funds subadvised by Ceredex include VPD, the Principal Underwriter and Distributor; Virtus Fund Services, LLC ("VFS"), the Administrator, Fund Accountant and Transfer Agent; and Bank of New York Mellon, Custodian. VFS may engage other firms to provide administrative, fund accounting and transfer agency services to the Virtus Mutual Funds.

VPD sponsors those Ceredex personnel whose job responsibilities require their registrations as broker-dealer representatives.

Ceredex is not registered and does not have applications to register as a futures commission merchant, commodity pool operator, or commodity trading adviser.

Ceredex has SEC-registered investment adviser affiliates that manage Private Funds (e.g., limited partnerships and limited liability companies). Complete and accurate information about such Private Funds are available in the Form ADV of each affiliate. Ceredex's clients do not invest in these Private Funds.

Virtus and its affiliates, including Ceredex are subject to information barriers that restrict prohibited communications and other information sharing between affiliates. Ceredex is aware of, and has

procedures to manage, its fiduciary duties and any potential conflicts that may arise related to providing services through affiliates.

## **ITEM 11 CODE OF ETHICS, PARTICIPATION or INTEREST in CLIENT TRANSACTIONS and PERSONAL TRADING**

Ceredex endeavors to ensure that the investment management and overall business of the firm complies with both our firm and Virtus (parent) policies and applicable U.S. federal and state securities laws and regulations. We have adopted the Virtus Code of Conduct and the Code of Ethics (the “Codes”) in accordance with Rule 204A-1 of the Investment Advisers Act of 1940, as amended. The Codes have been reasonably designed to prevent and detect possible conflicts of interest with client trades. Compliance with the Codes is a condition of employment. All of our supervised persons must acknowledge terms of the Codes, annually, or as amended. Any employee found to have engaged in improper or unlawful activity faces appropriate disciplinary action. Each employee is responsible for ensuring that they and those they manage conduct business professionally and comply with our firm’s policies and procedures. Employees must immediately report (to their supervisor, a compliance officer or corporate legal counsel) their knowledge of any wrongdoing or improper conduct. Failure to do so may result in disciplinary action being taken against that individual. Our reporting procedures are supported by a telephone number and similar on-line reporting technology available 24-hours/day to any employee to confidentially report, or request assistance concerning possible violations of the Codes and other firm policies. This technology and reporting platform is administered by an independent third-party.

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

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

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

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

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

### *Code of Conduct*

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

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

### *Code of Ethics*

Employees are categorized as Supervised, Access or Advisory Persons under our Code of Ethics.

All Supervised Persons are required to comply with the following:

- Instruct their brokers to directly provide our Compliance Department with duplicate copies of brokerage statements and trade confirmations or the electronic equivalent.
- Provide Initial Holdings Reports, Quarterly Transaction Reports, and Annual Certification and Holdings Reports, which our Compliance Department reviews for trading activity.
- Conduct their personal transactions consistent with the Code of Ethics and in a manner that avoids any actual or potential conflict of interest.

In addition to the above, those employees classified as Access Persons are further required to comply with the following:

- Pre-clear all non-exempt transactions with respect to which an employee is beneficial owner in order to prevent the employee from buying or selling at the same time as the firm.
- Hold all covered securities no less than 30-days.

Employees classified as Advisory Persons are further prohibited from directly or indirectly acquiring or disposing of a security on the date of, and within seven calendar days before and after the portfolio(s) associated with that person's portfolio management activities.

Any covered employee not in observance of the above may be subject to a variety of disciplinary actions.

### **PARTICIPATION or INTEREST in CLIENT TRANSACTIONS**

- Ceredex and its affiliates act as investment adviser and/or subadviser to numerous client accounts, including Virtus Funds. Ceredex may give advice and take action with respect to any Funds or accounts it manages that may differ from action taken by Ceredex on behalf of other Funds or accounts. As these situations may represent a potential conflict of interest, Ceredex has adopted restrictive policies and procedures, wherever deemed appropriate, to seek to detect

and mitigate or prevent potential conflicts of interest. Ceredex is not obligated to recommend, buy or sell, or to refrain from recommending, buying or selling, any security that Ceredex, its affiliates or their respective Access Persons, as defined by the 1940 Act and by the Advisers Act, may buy or sell for its or their own account or for the accounts of any other client. Ceredex is not obligated to refrain from investing in securities held by Funds or accounts that it manages except to the extent that such investments violate the Code adopted by Ceredex. From time to time, Ceredex, its officers and employees may have interests in securities owned by or recommended to Ceredex's clients. This includes interests in Funds that may invest directly or indirectly, in securities of issuers which Ceredex or its affiliates may purchase. As these situations may represent a potential conflict of interest, Ceredex has adopted procedures relating to personal securities transactions and insider trading, that are reasonably designed to prevent actual conflicts of interest.

- In addition, the existence of business relationships and investment practices creates the potential for conflicts of interest. Ceredex has adopted restrictive policies and procedures wherever deemed appropriate, to seek to detect and mitigate or prevent potential conflicts of interest. Certain known conflicts and Ceredex's handling of such conflicts are disclosed below.
- Ceredex, directly or through VFA, may manage simultaneously parallel accounts in some cases with the same portfolio managers, with similar objectives, but with differing fees to VFA or Ceredex. Ceredex's policy is to manage each account independently and fairly, and recognizes and seeks to control the conflicts of interests inherent in such practices.
- VSS Trading and other personnel who provide administrative services to Ceredex also will have information about Ceredex investments. Some Ceredex officers also have officer titles at other Ceredex affiliates.
- Ceredex serves as subadviser to certain Virtus Funds, which offer investors a selection of fixed income and equity funds. When appropriate, Ceredex may recommend investment in these affiliated funds. To the extent Ceredex chooses to invest all or a portion of its separate account (excluding an asset allocation account) in an affiliated fund, Ceredex does not charge an advisory fee, other than the fund's embedded advisory fee, on assets invested in such funds.
- Ceredex has a policy of not purchasing or recommending the purchase of securities issued by its parent company, Virtus.
- To the best of its abilities, Ceredex reviews and monitors each individual situation to ensure that all clients are adequately protected against conflicts of interest. With respect to voting proxies for any such companies, Ceredex follows the conflicts provisions described in its Proxy Voting policy designed to eliminate or minimize any such conflict. For more information, see Item 17 Voting Client Securities.

#### *Other Related Policies and Procedures*

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

In addition to the above, our policies set limitations on and require reporting of gifts, entertainment, business meals, sponsorships, business building and charitable donations, whether given or received.

Generally, our employees are prohibited from accepting or providing gifts or other gratuities from clients or individuals seeking to conduct business with us in excess of \$100.

Our personnel may, under certain conditions, be granted permission to serve as directors, trustees, or officers of outside organizations. Prior to doing so, approval must be provided by Compliance.

A complete copy of our Code of Conduct and/or our Code of Ethics is available by sending a written request to Ceredex Value Advisors LLC, Attn: Chief Compliance Officer, 301 East Pine Street, Suite 500, Orlando Florida 32801 or by emailing a request to us at: [InvestmentAdviser@Virtus.com](mailto:InvestmentAdviser@Virtus.com).

## **ITEM 12 BROKERAGE PRACTICES**

Ceredex generally has discretionary authority to determine, without obtaining specific client consent, the securities, the amounts thereof to be bought or sold, and the broker used to conduct the trade. At a client's request, Ceredex may also provide non-discretionary investment management services.

Ceredex has delegated to its affiliate, Virtus Shared Services, LLC ("VSS") certain trading and operational functions. VSS is authorized under this arrangement to place orders on behalf of Ceredex for trades as instructed by Ceredex for accounts it advises or subadvises.

Ceredex remains ultimately accountable for all services provided to it by VSS and is responsible for providing adequate oversight of the delegated functions.

VSS also provides trading services to Ceredex's registered investment adviser affiliates, Silvant Capital Management LLC ("Silvant") and Virtus ETF Advisers LLC ("VEA"), and together with Ceredex ("Affiliated RIAs").

### **SELECTION CRITERIA FOR BROKER/DEALERS**

Ceredex's objective in selecting brokers and dealers and in effecting portfolio transactions is to seek to obtain the best combination of price and execution with respect to portfolio transactions in its clients' accounts. The best net price, giving effect to brokerage commissions, spreads and other costs, is normally an important factor in this decision, but a number of other judgmental factors are considered as they are deemed relevant.

Ceredex's Best Execution and Broker Selection Committee ("Committee") covers equity trading only, and is comprised of members from VSS and Ceredex. The committee meets quarterly and while the review of all broker-dealer and agent relationships is an ongoing practice, at least annually these relationships are reviewed in depth. In selecting among broker-dealers to execute transactions under Ceredex's discretionary authority, the Committee considers, among other things, the following:

- the broker's expertise and ability to execute the transactions at the most favorable net price of the security for the client;
- the ability of the broker to handle large blocks/thin markets and other special trading situations;
- the price of the security for the client;
- the competitiveness of the brokerage rates charged;
- the financial strength and stability of the brokerage firm; and
- the investment research services provided by the broker.

The Committee evaluates the reasonableness of the brokerage rates charged using the criteria specified above and other input as deemed appropriate.

Under certain circumstances, the Firm may, subject to best execution, trade on a “net” basis, without paying the broker-dealer any commission, commission equivalent, or markup/ markdown other than the “spread.” Net trades are used where the broker-dealer profits from the “spread”; that is, the difference between the price paid (or received) by the client’s account and the price received (or paid) by the broker-dealer in its trades with other broker-dealers or other customers.

### **Trade Errors**

The Firm, in recognizing its fiduciary duty to its clients, has a policy of promptly resolving trade errors upon identification and ensuring that erroneous orders are removed from client accounts so that clients are treated fairly. During this process, factors such as materiality and disclosure will be considered and handled in compliance with any available SEC guidance and any legal or regulatory restrictions. Clients will not be disadvantaged by a trade error resulting from actions of employees of the Firm or VSS.

### **COMMISSION RATES or EQUIVALENT POLICIES**

Ceredex endeavors to be aware of current charges of eligible broker-dealers and to minimize the expense incurred for effecting portfolio transactions to the extent consistent with the interests and policies of its accounts. However, Ceredex will not select broker-dealers solely on the basis of “posted” commission rates nor always seek in advance competitive bidding for the most favorable commission rate applicable to any particular portfolio transaction. Although Ceredex generally seeks competitive commission rates, it will not necessarily pay the lowest commission or commission equivalent. Transactions may involve specialized services on the part of the broker-dealer involved, resulting in higher commissions or their equivalents than would be the case with transactions requiring more routine services.

The reasonableness of commissions is based on the broker’s ability to provide professional services, competitive commission rates, research, and other services which will help Ceredex in providing investment management services to clients. Ceredex may, therefore, use a broker who provides useful research and securities transaction services even though a lower commission may be charged by a broker who offers no research services and minimal securities transaction assistance.

### **TRADE AGGREGATION AND ALLOCATION**

As a fiduciary, Ceredex has a duty to obtain best execution for its clients. Where securities are purchased on behalf of more than one client at the same time, the Firm must fulfill its duty to obtain best execution for all clients, and will not favor one client at the expense of the other. VSS will attempt (to the extent appropriate, permissible and/or feasible) to aggregate multiple orders for the purchase or sale of the same security placed at or around the same time, to achieve best execution with respect to all transactions being effected on behalf of client accounts. This “block” trading process includes pro-rata allocations of trades across all accounts and clients to promote fairness. Employee trades are not blocked with client trades as employees must use an outside broker to conduct personal trades which are subject to black-out periods to prevent employees from trading in front of Ceredex for its clients. Ceredex includes a proprietary account owned by our parent company, Virtus Investment Partners, Inc. that serves as seed money to develop Ceredex’s Concentrated Large Cap Value strategy, in such aggregate trades, subject to best execution and its allocation policies as described below.

VSS will (in accordance with the arrangement between Ceredex and VSS) in most cases, aggregate or “block” transactions on behalf of various Firm clients in order to facilitate best execution and possibly negotiate more favorable pricing and commission rates. To the extent that transactions are blocked, the Firm will allocate such transactions to all participating client accounts in a fair and equitable manner consistent with its trade allocation procedures, fiduciary obligations and each participating client’s investment advisory agreement.

VSS follows the procedures below when executing like orders:



- Like orders sent at overlapping times from different portfolio managers within Ceredex will be combined and traded together, subject to any limits managers place on the orders. When a trade is in progress at the time a subsequent trade is received in the same security, the existing block may be closed and a new block established combining the remaining unexecuted trades with the subsequent trade.
- Like orders sent at overlapping times from different Affiliated RIAs will not be combined but will share executions on a one-for-one basis starting when the second order arrives, regardless of the size of either order. This is subject to any limits managers place on the orders.

Due to market conditions or a change in portfolio management decisions, a specific aggregated order may not be completely filled at one price or in total. At such times, the order will be average-priced so that all accounts receive a fair price, and the transaction will be distributed among all accounts in a fair and equitable manner so that no account will be systematically disadvantaged by the allocation.

Ceredex realizes such situations present inherent conflicts of interest and that certain Ceredex accounts may appear to be disadvantaged in specific instances. Ceredex will, however, at all times allocate trades on a basis believed to be fair and equitable. In addition, Ceredex will not disproportionately allocate trades in a manner inconsistent with the manager's ability to effectively and efficiently maintain or sell the position (i.e., "odd lots" or less than standard incremental amounts). The trader will, however, ensure that all accounts are treated fairly based on all distribution criteria (i.e., no client or Fund will disproportionately receive rounded-up allocations).

In accordance with applicable guidance from the SEC staff and the Firm's soft dollar policy, Ceredex may aggregate client orders under the principles noted above where some clients may pay different amounts for research because of certain requirements under MiFID II. Each client in such an aggregated order shall, however, pay or receive the same average price for the purchase or sale of the underlying security and pay the same amount for execution. Notwithstanding the foregoing, there may be circumstances where Ceredex may be required by MiFID II to execute transactions on a "step-out" or "trade away" basis to the extent necessary to achieve best execution in compliance with applicable law.

Ceredex performs investment advisory and investment management services for various clients and may give advice and take action with respect to one client that differs from advice given or the timing or nature of action taken with respect to another client. It is, however, Ceredex's policy not to favor or disfavor consistently or consciously any clients or class of clients in the allocation of investment opportunities, with the result that, to the extent practicable, all investment opportunities will be allocated among clients over a period of time on a fair and equitable basis.

When Ceredex delivers model portfolios pursuant to advisory contracts with other investment managers under a Managed Account Program, the portfolio recommendations reflected in the model portfolio are implemented by the Implementing Manager. Ceredex may withhold, as necessary and temporarily, individual trades that are deemed to potentially interfere with its ability to execute those trades for its traditional clients.

## **DIRECTED BROKERAGE**

Ceredex usually has discretion to select executing broker-dealers and to negotiate brokerage rates for securities transactions for clients' accounts. However, clients occasionally restrict Ceredex from using a particular broker or request that Ceredex use a specified broker or dealer to effect transactions in an account as compensation for services provided directly or indirectly by the broker to the client, or they may elect to execute trades themselves.

A client's specification or restriction of broker-dealers or its election to execute trades itself may be inconsistent with obtaining best overall execution of the transaction. Where a client directs or restricts

the use of a particular broker-dealer or broker-dealers, Ceredex may not be in a position where it can negotiate commission rates or spreads or obtain volume discounts, and best price may not be achieved, meaning that such restrictions may affect returns. In addition, clients who direct Ceredex to use a particular broker-dealer or restrict Ceredex from using a particular broker-dealer may be prevented from participating in allocations of certain limited availability securities and from obtaining a portion of the allocation of new offerings through any such broker-dealers who are members of the offering underwriting syndicate.

Upon written client direction, Ceredex may execute trades through specified broker-dealers, but only on the client's understanding that separating such transactions from block orders could materially and adversely affect the client's return. Trades from client directed brokerage arrangements are generally entered subsequent to Ceredex's conventional trading model and on a best efforts basis. To the extent that Ceredex would otherwise have included the client's transaction in a block order, directed orders are generally placed after block trades. Ceredex reserves the right not to use a directed broker-dealer if the Best Execution and Broker Selection Committee deems it in the best interests of the client. Moreover, Ceredex is not obligated to execute any brokerage transactions through a directed broker-dealer which is not on its approved broker-dealer list.

The practice of directing brokerage commissions to particular broker-dealers in order to compensate them for selling fund shares is a practice the Firm believes poses significant conflicts of interest and may be harmful to the Firm, the Virtus Funds and their shareholders. In addition, Rule 12b-1(h)(1) of the Investment Company Act of 1940 prohibits funds from compensating a broker-dealer for promoting or selling fund shares by directing brokerage transactions to that broker. The Firm, together with the Virtus Funds, does not direct brokerage commissions to broker-dealers to compensate them for selling fund shares. This includes the practice of "stepping-out" trades to broker-dealers for selling fund shares.

#### **"SOFT DOLLAR" or RESEARCH/EXECUTION POLICY**

Ceredex's General Policy: When appropriate under its discretionary authority and when executing trades with discretionary authority, and consistent with its duty to seek best execution, the Firm may pay a broker-dealer a brokerage commission in excess of that which another broker-dealer might have charged for effecting the same transaction, if the Firm determines in good faith that the brokerage commission is reasonable in relation to the value of the brokerage and research services provided by the broker-dealer, viewed in terms of either that particular transaction or the Firm's overall responsibilities to the client and to other client accounts over which the Firm exercises investment discretion. Although the Firm will accept written client brokerage direction, it does not engage in the type of "directed" brokerage relationships under which it compensates broker-dealers in exchange for client or business referrals, although the Firm may execute trades with firms which sell the Virtus Funds. The Firm may receive unsolicited research from various broker-dealers.

A statutory "safe harbor," Section 28(e) of the Securities Exchange Act of 1934, allows an investment adviser to pay for research and brokerage services with commission dollars generated by client account transactions. The Firm may direct transactions for client accounts to broker-dealers that provide Ceredex, either directly or indirectly through VSS and the portfolio analytics team, with 28(e) eligible research and services. The commissions used to acquire research in these arrangements are known as "soft dollars."

Such research services include proprietary and third party research provided by a broker-dealer (and made available to the Firm under arrangements as described below) such as tangible research products as well as access to analysts and traders. Certain broker-dealers accumulate credits from the Firm's client trades. At the Firm's direction, these broker-dealers use the credits generated to pay other research providers directly for their 28(e) eligible research. The Firm makes the compensation decisions based on its determination of the relative benefits of the various research services available and the investment utility of those services.

Research services obtained directly or indirectly may include:

- analytical and other information pertaining to specific equity or fixed income securities;
- research information relating to overall investment strategy including macroeconomics forecasts and analyses; and
- analyst reports, analyst models, analyst access, conferences, and invitations to analyst events.

The Firm does not have any agreement or understanding with any broker-dealer that would obligate the Firm to direct a specific amount of brokerage transactions or commissions in return for such services. The Firm does receive proprietary research from broker-dealers directly and third party research "provided" by executing brokers who either (directly or through commission management service providers) are obligated to pay or in fact pay the research provider and sends trades in part based on the perceived value of the research received. The Firm does receive research provided by certain broker-dealers that may state in advance the amount of brokerage commissions required for research and the applicable cash equivalent.

The receipt of research in exchange for soft dollars benefits Ceredex by allowing the Firm to supplement its own research and analysis activities, receive the views and information of individuals and research staffs of other securities firms, and gain access to persons having special expertise in certain companies, industries, areas of the economy and market factors, all without incurring costs. Obtaining research from a broker-dealer using soft dollars may cause an account to pay more for such research than if the account had otherwise purchased such research directly from such broker-dealer using account assets ("hard dollars"). The Firm may, in its sole discretion, use soft dollars to obtain, and pay up to 100% of the cost of, research. Up to 100% of the account trades may be soft dollar trades. Certain research may only be purchased from broker-dealers through the use of soft dollars and not hard dollars. Research obtained with soft dollars may or may not be utilized by the specific account that generated the soft dollars. Ceredex may, in its discretion, though it would not usually attempt to do so, allocate the relative costs or benefits of research among client accounts based on actual usage, because they believe that, in the aggregate, the research received benefits all clients and assists the Firm in fulfilling its overall duty to its clients. Such benefits to the Firm and any targets, may lead to conflict of interests and incentives to overtrade.

Some of the Firm's clients may direct their own brokerage. Thus, those clients may require the Firm to send their trades to a particular broker-dealer in some cases so that the client may receive some direct benefit. Other advisory clients may prohibit the Firm from paying up for research or permit proprietary research but not third-party research. In each of these cases, these advisory clients may be benefiting, through an improved investment process, from research obtained through commission dollars of other accounts, which have not so restricted the Firm's brokerage discretion. Under this approach, the potential for one account to subsidize another exists. VSS places trades on behalf of Ceredex and two affiliates of Ceredex, specifically Silvant and VEA. Affiliates may indirectly benefit from receipt of proprietary research due to the market's recognition of the volume of aggregate trading activity of these affiliates.

When Ceredex delivers model portfolios pursuant to advisory contracts with other investment managers, the portfolio recommendations reflected in the model portfolio are implemented by the Implementing Manager. In these arrangements, Ceredex does not conduct the trading, thus the Implementing Manager and their clients may be benefiting, through an improved investment process, from research obtained from commission dollars of other accounts.

The determination and evaluation of the reasonableness of the brokerage commissions paid in connection with portfolio transactions are based primarily on the professional opinions of the persons responsible for the placement and review of such transactions. These opinions are formed on the basis of, among other things, the experience of these individuals in the securities industry and information available to them concerning the level of commissions being paid by other investors of comparable size

and type. In determining whether a service or product qualifies as research or brokerage, the Firm evaluates whether the service or product provides lawful and appropriate assistance to Ceredex in carrying out its investment decision-making and execution responsibilities. The Firm may select broker-dealers based on its assessment of their abilities to provide quality executions and its belief that the research, information and other services provided by such broker-dealers may benefit client accounts. It is not possible to place a dollar value on the special executions or on the research services Ceredex receives from broker-dealers effecting transactions in portfolio securities.

The European Union's Markets in Financial Instruments Directive (Directive 2014/65/EU) along with its accompanying regulation, the Markets in Financial Instruments Regulation ("MiFIR") (Regulation 600/2014/EU) (which are collectively known as "MiFID II") took effect on January 3, 2018. MiFID II restricts EU firms providing portfolio management services from receiving and retaining "inducements" from third parties. An EU investment firm may only receive "research" (which is considered an inducement) if: (i) the "research" is paid for directly out of its own resources; or (ii) if "research" is paid from a separate research payment account ("RPA") controlled by the investment manager and funded by a specific research charge to the client, provided that the conditions under MiFID II relating to the operation of such an RPA are met.

While the Firm is not directly subject to MiFID II or the "research payment rules" noted above, the Firm may be required to substantively comply with the "research payment rules" to the extent that the Firm provides sub-advisory services to a MiFID-licensed investment firm or otherwise commercially by an EU client. As a result, the Firm may be restricted for certain client portfolios from utilizing soft dollar credits to purchase brokerage and research services to be used by the Firm for the benefit of such clients. As the Firm acts as a sub-adviser to non-U.S. funds or accounts, the Firm can only engage in soft dollar practices as it relates to the services provided to the portfolio in compliance with an approved policy on soft dollars and the laws of the jurisdiction of the fund, the account and/or the investment manager to such portfolio. As noted above, research products or services provided by brokers may be used by the Firm for the benefit of clients other than the client(s) that paid commissions to the broker providing such products or services.

The Firm may be required by contract when acting as a sub-adviser to an EU MiFID investment firm to: (i) set a budget for the maximum research costs that the portfolio will incur; and (ii) fully account for the research the Firm receives in relation to the portfolio and the value of any research the Adviser receives in relation to the portfolio.

In accordance with applicable guidance from the SEC staff and the Firm's policy, the Firm may aggregate client orders under the Firm's policy where some clients may pay different amounts for research because of requirements under MiFID II. While it is the Firm's policy not to favor or disfavor consistently or consciously any clients or class of clients, there may be certain instances where some clients of the Firm benefit from the research services utilized or purchased through soft dollar credits generated in connection with trades executed for the benefit of other clients.

## **ITEM 13 REVIEW OF ACCOUNTS**

Portfolio managers for each investment discipline determine the specific securities purchased or sold within a portfolio based on the investment discipline's philosophy and process, as well as the client's investment policy guidelines. Portfolio managers are thoroughly familiar with the client's organization, philosophy, investment guidelines and objectives and continually evaluate all client relationships and verify portfolios are continuously serviced, monitored and supervised. The portfolio manager works with each client to make certain that the assets are invested in accordance with regulations and stated client and investment discipline guidelines.

Virtus' Investment Oversight Committee also provides investment oversight and analysis of Ceredex activities, including performance attribution evaluation and analysis.

Specific client guidelines and restrictions are coded into the compliance guideline system (Bloomberg) upon account opening and periodically reviewed and updated as appropriate. The compliance guideline system is designed to screen individual transactions to prevent trade allocations to accounts that do not comply with specific client or Firm guidelines.

Ceredex's policy is to provide separately managed account clients of Ceredex quarterly reports listing current assets (as of the report date), which generally includes summary information of account activity since the previous report. Some clients request reports or meeting booklets that contain portfolio holdings, portfolio characteristics and investment performance. Other special reports are prepared when requested.

The frequency of reports depends upon the investment style and agreed upon timeframe of the client; however, Ceredex's general policy is to issue reports quarterly. You will receive statements from your custodian in addition to our reports. These reports will differ in presentation and type of information presented, but should be consistent in regards to assets, contributions and withdrawals.

Accounts are reviewed formally at least biennially at Ceredex to verify that account guidelines and objectives are being followed with regard to asset allocation, individual securities owned and other client specific factors. This review is performed by the client portfolio manager or designee, reviewed by the portfolio manager, and ultimately reviewed by the Chief Investment Officer.

In addition, external events may trigger a non-periodic account review or action by the portfolio manager. These include, but are not limited to:

- a change in the fundamentals or performance expectations of a security held in an account;
- a change in investment strategy;
- a change in the client's risk tolerance, income and cash needs, tax status, or any other changes in the client's profile;
- additions to or withdrawals from an account;
- a meeting with a client where its needs are reviewed and/or changed; or
- a material market or economic change.

## **ITEM 14 CLIENT REFERRALS and OTHER COMPENSATION**

Ceredex may on occasion enter into solicitation agreements with individuals or entities that may or may not be affiliated with Ceredex. All solicitation agreements will comply with the Firm's Solicitation policy and Rule 206(4)-3 under the Advisers Act, and any other law as applicable. Ceredex currently has solicitation arrangements with VPD and Virtus International, but currently does not have such arrangements with unaffiliated third parties. These solicitation arrangements, where applicable, require an affiliated solicitor to disclose such affiliation, and require a third party solicitor to provide each prospective client with a copy of adviser's Form ADV Part 2 and to disclose to the prospective client the nature of the arrangement between the solicitor and adviser. Payment to the solicitor by the adviser will not increase the general fees paid by the prospective client.

In compliance with applicable law, Ceredex or an affiliate from time to time pays event attendance or participation or other fees; underwrites educational, charitable or industry events; or provides gifts of value to, or at the request of, an organization or individual(including Ceredex affiliates) that, among other things: (i) offers or includes products or services of Ceredex or an affiliate in a particular program; (ii) permits Ceredex or an affiliate access to their financial advisers, brokers, employees, or other affiliated

persons to provide training, marketing support, and educational presentations on products or services affiliated with Ceredex; and/or (iii) refers or has referred a client to Ceredex. Ceredex may obtain products and/or services from consulting firms separate and apart from any recommendations made to clients for Ceredex's investment services. Additionally, certain affiliated or third party institutions provide financial support on a voluntary basis for marketing, educational, and sales meetings of Ceredex or affiliates.

The amount of any such payments to or from Ceredex and affiliates may be substantial, may vary among recipients or payors, and may be higher for affiliates than third parties.

These payments pose conflicts of interest for the parties that receive them. A fund client should obtain from its intermediary details of any such payments received by such intermediary from Ceredex or affiliates.

## **ITEM 15 CUSTODY**

Ceredex does not provide custodial services to its clients. Clients select banks or registered broker-dealers that are "qualified custodians" to provide custody of clients' assets. However, under the SEC's Custody Rule, Ceredex is deemed to have custody due to the fact that Ceredex can inform the custodian to remit investment advisory fees directly to Ceredex.

You should receive quarterly custodial statements directly from your qualified custodian. We urge you to carefully review those statements and compare the custodial records to the reports we provide you. Comparing reports will allow you to determine whether account transactions, including advisory fees, are proper. The information in our reports may vary from custodial statements based on accounting procedures, reporting dates or valuation of methodologies of certain securities.

## **ITEM 16 INVESTMENT DISCRETION**

Ceredex accepts discretionary authority from the client at the outset of an advisory relationship to manage assets in the client's account. However, the client can place reasonable restrictions on Ceredex's investment discretion, which will be observed by Ceredex when discretionary authority is exercised. The most common restrictions are social restrictions or those that prohibit us from buying specific companies. Investment guidelines and restrictions must be provided to Ceredex in writing and may impact performance.

For registered investment companies, Ceredex's authority to trade securities may also be limited by certain federal securities and tax laws.

See Item 4 for additional information about discretionary and non-discretionary services.

## **ITEM 17 VOTING CLIENT SECURITIES**

Ceredex will accept proxy voting responsibility at the client's request. Once Ceredex accepts proxy voting responsibility, generally the client will be allowed to request to vote its proxies on a particular solicitation and Ceredex will (if operationally possible) attempt to comply with the request. Where Ceredex is responsible to vote proxies for a client, Ceredex has a Proxy Committee ("Proxy Committee") that is responsible for establishing policies and procedures designed to enable Ceredex to ethically and effectively discharge its fiduciary obligation to vote all applicable proxies on behalf of all discretionary

client accounts and funds. Annually (or more often as needed), the Proxy Committee will review, reaffirm and/or amend guidelines, strategies and proxy policies for all client accounts, funds and product lines.

Ceredex votes all shares per the Ceredex Proxy Guidelines unless the client chooses custom guidelines. In the case that a ballot item is not covered under the policy or is coded as case-by-case in the Firm's guidelines, a research analyst or portfolio manager will review the available information and will utilize such information, along with his knowledge of the company, to make a vote recommendation to the Proxy Committee. The Proxy Committee members consider the information and recommendation, and will then vote on that ballot item. As reflected in the Ceredex Proxy policy, the Proxy Committee will affirmatively vote proxies for proposals that it deems to be in the best economic interest of its clients, as a whole, as shareholders and beneficiaries of those actions.

Due to the Firm's diverse client base, product lines, and affiliations, the Committee may determine a potential conflict exists in connection with a proxy vote based on the SEC guidelines.

For these situations, the Committee will determine how to address the conflict and that may include voting strictly in accordance with policy and/or allowing the third party service provider to vote in accordance with its guidelines.

Additional conflicts of interests will be evaluated by the Committee on an individual basis. Although the Firm does its best to alleviate or diffuse known conflicts, there is no guarantee that all situations have been or will be mitigated through proxy policy incorporation.

The Firm utilizes the services of Institutional Shareholder Services, Inc. as the Firm's agent in the provision of certain administrative, clerical, functional recordkeeping, and support services related to the Firm's proxy voting processes/procedures, which include, but are not limited to:

1. The collection of proxy material from our clients' custodians;
2. The facilitation of proxy voting, reconciliation, and disclosure, in accordance with Ceredex's Proxy policy and the Proxy Committee's direction; and
3. Recordkeeping and voting record retention.

Clients may view the Ceredex complete Proxy policy at <https://www.ceredexvalue.com/legal-compliance/proxy-voting>

To obtain a copy of the complete proxy voting guidelines or information about how Ceredex voted your proxies, please contact the Proxy Voting Committee Administrator by telephone at 1. 860.263.4731 or via e-mail at [proxyoperations@virtus.com](mailto:proxyoperations@virtus.com).

*Virtus Mutual Fund shareholders:*

Information regarding how the Funds voted proxies relating to portfolio securities during the most recent 12-month period ending June 30 will be available free of charge by calling, toll-free, 888-784-3863, or on the SEC's Web site at [www.sec.gov](http://www.sec.gov).

*Class Actions, Bankruptcies and Similar Claims.* Client will, should it choose to do so, and not Ceredex unless otherwise stipulated by law or written agreement, initiate and pursue all appropriate litigation claims and related filings in connection with their account(s) for class actions, bankruptcies, and similar claims. Ceredex will attempt to forward to client materials it receives in this regard and will employ reasonable efforts to assist clients in responding to claims, but disclaims responsibility for any reasonable delays in transmission that may occur.

Ceredex has no financial commitment or condition that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.