



REDWOOD INVESTMENTS, LLC

Firm Brochure

Form ADV Part 2A

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REDWOOD INVESTMENTS, LLC

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This Brochure provides information about the qualifications and business practices of Redwood Investments, LLC. If you have any questions about the contents of this Brochure, please contact us at 617-467-3000. 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.

Redwood Investments, LLC is an SEC-registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser. Additional information about Redwood Investments, LLC is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

The SEC requires that we highlight any material changes in this document since our last annual amendment. The following materials changes were made since our last annual amendment filed on March 2, 2023.

Date	Description of Changes
01/05/2024	<ul style="list-style-type: none">• Updated Item 4 to reflect the firm’s new ownership.
2/01/2024	<ul style="list-style-type: none">• Updated Item 4 to reflect the change to firm’s ownership and to disclose Redwood’s role as sub-adviser to affiliated mutual funds.• Updated Item 8 to disclose risks associated with the investments in mutual funds, including affiliated mutual funds.• Updated Item 10 to report Redwood’s financial industry affiliates and potential conflicts of interest related to such affiliations.• Updated Item 11 regarding Redwood’s and its affiliates’ Code of Ethics.• Updated Item 13 to disclose Redwood’s outsourcing of certain administrative services to its affiliates.

To obtain a copy of this Brochure, please contact us at 617-467-3000.

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Item 4 – Advisory Business

Redwood Investments, LLC (“Redwood”) was formed and began managing assets in 2004 by its Founders and Managing Partners Jennifer K. Silver and Michael J. Mufson. The firm is registered with the SEC (Securities and Exchange Commission) as a Registered Investment Adviser. As of January 31, 2024, Redwood is wholly-owned by Alger Group Holdings, LLC (“AGH”), which is wholly-owned by Alger Associates, Inc. (“AAI”). Redwood is under common ownership with Fred Alger Management, LLC (“FAM”) and Weatherbie Capital, LLC (“WC”), each registered investment advisers. Alexandra D. Alger, Hilary M. Alger and Nicole D. Alger together own (directly or through trusts they have created for the benefit of their families) approximately 35%, 35% and 29%, respectively, of AAI.

Investment Business

Redwood manages taxable and non-taxable equity investment portfolios, serves as an investment adviser to a collective investment trust and provides advisory and sub-advisory services to registered investment companies. The Redwood investment team invests each client’s portfolio in accordance with the client’s risk and return profile, the client’s investment guidelines (if any), and measured against a relevant benchmark. A client may impose restrictions on Redwood’s discretionary authority to invest in certain securities or types of securities. Redwood maintains documentation related to investment restrictions and/or limitations imposed by the client. Redwood’s investment strategies invest in a range of small to large capitalizations securities encompassing growth and value securities. Further details about Redwood’s portfolio strategies are provided in **Item 8**. Please note that Redwood does not offer wrap fee programs, mutual funds, real estate investment trusts or limited partnerships. Redwood does not invest in real estate, hedge funds, private equity, venture capital, or other alternative investments. Redwood does not sell insurance, tax services, accounting services, or estate planning services.

Portfolio Manager to Wrap-Fee Program

Redwood has entered into an agreement with a Wrap Program Sponsor. These are sub-advisory relationships where the Program Sponsor provides investment supervisory services to its Clients, including making recommendations concerning an investment sub-adviser to render certain investment advice with respect to a Client’s portfolio. The Client pays the Wrap Program Sponsor a wrap fee. The Client enters into an agreement with the Program Sponsor and the Program Sponsor has a separate master agreement with Redwood. For Wrap Program accounts, Redwood can choose to effect transactions through other broker-dealers in order to seek to obtain the best execution for each Client Account. We manage the Wrap Program accounts on a discretionary basis.

Redwood receives a portion of the wrap fee from the Wrap Program Sponsor as an investment sub-adviser to these programs. In these relationships, Redwood does not have direct contact with the underlying client.

Redwood manages these accounts in the same manner as our non-wrap accounts managed in the same strategy. The management styles offered by Redwood to Client participants in these wrap-fee programs may vary among the different programs.

Sub-Advisory Services

Redwood serves as sub-adviser to both affiliated and unaffiliated U.S. registered investment companies (“Mutual Funds”) per the terms of written Sub-Advisory Investment Management Agreements. Redwood also serves as a sub-adviser to a European fund. For these accounts, Redwood performs portfolio management of these pooled vehicles (or a portion of these funds) under the provisions and requirements of the advisory agreement with the registered funds’ Trust or Investment Company manager.

Collective Investment Trust

Redwood serves as an investment manager for a collective investment trust called the “Redwood Investments Collective Investment Trust” (the “Redwood CIT”). The Redwood CIT was created by Alta Trust, a South Dakota state chartered trust company that provides retirement plan services to plan sponsors throughout the United States. Redwood is the “Investment Manager” as that term is defined in Section 3(38) of the Employee Retirement Income Security Act of 1974 (“ERISA”), as amended, with respect to the Redwood CIT and any plan investing in any trust. Only certain qualified retirement plans may invest in the Redwood CIT; it is not available to the general public. For additional information about the Redwood CIT, please contact at 617-467-3000.

Revenue Source

The firm earns its revenue from management fees paid by clients. Additional details about management fees are discussed in **Item 5**.

Independent custodians, broker dealers, and/or banks hold clients’ assets. Redwood’s preferred custodian is Charles Schwab & Co, Inc., but clients choose their own custodian.

As of December 31, 2022, Redwood managed approximately \$1,757,996,860 in assets for 232 accounts on a discretionary basis and \$0 in assets for 0 accounts on a non-discretionary basis. Redwood also has approximately \$38 million in Assets Under Advisement.

Item 5 – Fees and Compensation

A client’s written investment management agreement with Redwood includes a description of the method and timing of management fee calculations. Clients may choose to either pay their management fees in arrears or in advance. Redwood prefers to bill management fees quarterly in arrears. Clients may also choose to be billed directly for fees or to authorize Redwood to directly debit management fees from their account(s). Management fees are prorated for each significant capital contribution and withdrawal made during the applicable calendar quarter (with the exception of de minimis contributions and withdrawals). Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any earned, unpaid fees will be due and payable and any prepaid, unearned fees will be refunded.

The following table shows Redwood’s **standard** management fees schedule:

Account Value	Annual Management Fee
first \$5 million of account balance	1.00%
next \$5 million of account balance	0.85%
balance above \$10 million	Negotiable

Redwood aggregates accounts of related family and household members for the purpose of calculating management fees. **Redwood’s fees are subject to negotiation.**

Redwood’s fees are exclusive of brokerage commissions, transaction fees, and other related account costs and expenses. These additional expenses are paid by the client. Clients may incur charges imposed by custodians, brokers, and other third parties’ fees such as those charged by financial planners, custodial fees, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Such charges, fees and commissions are exclusive of and in addition to Redwood’s management fee. Item 12 describes the factors Redwood considers in selecting brokers for client transactions and determining the reasonableness of

their compensation (e.g., commissions).

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

Redwood does not charge any performance-based fees (fees based on a share of capital gains or capital appreciation of the assets of a client).

Item 7 – Types of Clients

Redwood provides portfolio management services to:

- individuals
- charitable institutions
- foundations
- endowments
- municipalities
- other institutions
- corporate and public pension plans
- profit-sharing plans
- Taft-Hartley plans
- registered investment companies
- comingled investment trusts (CITs)
- European Alternative Investment Funds

Redwood generally imposes a minimum opening account balance of \$1,000,000; Redwood will consider accepting a lower initial account balance.

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

Redwood implements the same investment process across all of its strategies. The firm's focus is on the successful implementation of its investment process which includes a rigorous fundamental, bottom-up stock selection process that integrates traditional fundamental analysis with proprietary quantitative screening tools. The Investment Team focuses on building a portfolio of companies that they believe are high quality, attractively valued and where our forecast of earnings growth exceeds consensus expectations which we anticipate will lead to positive earnings estimate revisions. By combining qualitative analysis with systematic risk management tools, the Redwood investment team builds diversified equity portfolios appropriate to each client's objectives and risk return profile.

We believe that earnings drive stock prices and with the risk of persistent forecast error from consensus, our investment process seeks to identify and capitalize on those meaningfully 'MISFORECASTED' businesses. To do so, the Redwood process conducts deep fundamental research with the support of a robust screening tool to identify stocks and build a portfolio of what we believe are high quality, attractively valued businesses whose future earnings growth are structurally underappreciated (and misforecasted by the consensus). We believe that a portfolio of these companies, where Redwood can develop a meaningfully differentiated view than consensus can lead to consistent performance over the index over time and importantly offer meaningful downside protection when the thesis does not play out. The strategy seeks to identify resilient, defensible businesses led by effective management teams that are characterized by strong underlying unit growth, market share gains, high profitability, and cash flow generation.

In the initial stage of the process, Redwood uses its proprietary quantitative model to screen the initial universe to highlight and source the most attractive areas for investment on the primary factors that best reflect our fundamental view for identifying attractively valued, high quality growth stocks: Earnings revisions, valuation, and quality. The investment team seeks to validate the model and highly ranked stocks by conducting fundamental, bottom-up, qualitative research on companies deemed to be the most attractive investment opportunities for consideration in the portfolio. Both research engines seek to identify the fundamental drivers of earnings and cash flows and to understand the near-term trajectories — the main objective is to own companies where Redwood has high conviction the company will exceed market expectations.

Investment recommendations are presented to the team and evaluated to ensure all potential objections are raised and deliberated. The goal of this approach is to leverage the complementary strengths and diverse thought processes of each member. From the cultural standpoint, a prerequisite to effective idea vetting as a team is that all members must trust each other enough to disagree candidly and impersonally. Without this sort of trust, debates would be driven by egos rather than ideas and evidence result in apathetic ineffective discussions. When ready for investment, the PMs manage the idea through the portfolio construction process including various risk scenarios around position weighting and exposures - another form of risk control to ensure the upside potential of a position is not meaningfully mitigated by excessive contributions to any unintended/unrewarded exposures at the portfolio and individual stock levels.

Redwood manages U.S. and International equity investment portfolios in the following primary strategies:

Investment Strategy	Objective	Benchmark
US Large Cap Core Equity	Invests in U.S. large-capitalization equity securities	Russell 1000 ® Index
US Large Cap Growth Equity	Invests in U.S. large-capitalization equity securities, primarily in the growth style	Russell 1000 Growth® Index
US Small Cap Growth Equity	Invests in U.S. small-capitalization equity securities primarily in the growth style	Russell 2000 Growth® Index
International Developed Markets Equity (formerly International Large Cap Equity)	Invests in Non-U.S. equity securities in developed markets The strategy typically invests across all market capitalizations but tends to have a mid-large cap allocation and a growth style based on the characteristics of the stocks attractive to Redwood based on earnings, quality, and valuation. It may invest in Global and American Depository Receipts.	MSCI World Ex-USA Index

Investment Strategy	Objective	Benchmark
International Opportunities (formerly ACWI ex US Equity)	Invests in non-US equities of developed and emerging markets countries across all market capitalizations and tends to have a growth style based on the characteristics of the stocks attractive to Redwood based on earnings, quality, and valuation. It may access Global and American Depository Receipts.	MSCI ACWI ex USA Index
Global Equity	Invests in US and non-US equities of developed and emerging markets countries across all market capitalizations but tends to have a mid-large cap allocation and a growth style based on the characteristics of the stocks attractive to Redwood based on earnings, quality, and valuation. It may access Global and American Depository Receipts.	MSCI All Country Index
Global Small Cap Equity	Invests in US and non-US equities of developed and emerging markets countries. The strategy typically invests in the small capitalization segment and tends to have a growth style based on the characteristics of the stocks attractive to Redwood based on earnings, quality, and valuation. It may access Global and American Depository Receipts.	MSCI World Small Cap Index

Investment Strategy	Objective	Benchmark
International Small Cap	Invests in non-US equities of developed and emerging markets countries. The strategy typically invests in the small capitalization segment and tends to have a growth style based on the characteristics of the stocks attractive to Redwood based on earnings, quality, and valuation. It may access Global and American Depository Receipts.	MSCI World ex USA Small Cap Index
Emerging Markets Equity	Invests in Non-US equities of emerging market countries. The strategy tends to have an all-cap allocation and a growth style based on the characteristics of the stocks attractive to Redwood based on earnings, quality, and valuation. It may access Global and American Depository Receipts and equities of emerging markets countries listed on a US exchange.	MSCI Emerging Market Index

The investment strategy for a specific client is based upon a client's objectives and risk profile. Redwood identifies and discusses these items during the initial and subsequent client meetings. A client's investment objectives are recorded during meetings, in the investment management agreement and in correspondence with the client. Redwood clients may invest in affiliated and unaffiliated mutual funds. The Mutual Funds' investment objectives, risks, fees, expenses, share classes, distributions, taxes and other important information are detailed in each Mutual Funds' prospectuses and other related documents.

All of the assets of the Redwood CIT are invested according to corresponding strategies and investment models developed and provided by Redwood. As of the date of this document, the Redwood CIT investment strategy is similar to the Small Cap Growth Equity investment strategy described here.

Material Risks of Investment Strategies

Investing in securities involves risk of loss that clients should be prepared to bear. All investment programs have certain risks that are borne by the investor. As with all investments, clients face investment risks including the following: Loss of Principal Risk, Management Risk, Market Risk, Interest-rate Risk, Inflation Risk,

Currency Risk, and Liquidity Risk.

Management Risk: Judgements about the value and potential appreciation of a security may be wrong and there is no guarantee that individual securities will perform as anticipated. The value of an individual security can be more volatile than the market as a whole and Redwood's approach may fail to produce the intended results.

Market Risk: The value of equity securities will decline from time to time due to daily fluctuations in the securities markets. Stock prices change daily as a result of many factors, including developments affecting the condition of both individual companies and the market in general. The price of a stock may even be affected by factors unrelated to the value or condition of its issuer, such as changed in interest rates, national and international economic and/or political conditions and general equity market conditions. In a declining stock market, prices for all companies may decline regardless of their long-term prospects.

Interest-rate Risk: Fluctuations in interest rates can affect investment prices.

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

Currency Risk: If Redwood invests client assets in securities denominated in currencies other than the U.S. dollar, the value of such securities will, to the extent unhedged, fluctuate with the U.S. dollar exchange rates as well as with price changes of the securities in the various local markets and currencies. A rise in the value of the U.S. dollar in comparison to the other currencies in which a portfolio may make its investments will reduce the effect of increases and magnify the effect of decreases in the prices of a client portfolio's securities in their local markets. Conversely, a decline in the value of the U.S. dollar will have the opposite effect of magnifying the effect of increases and reducing the effect of decreases in the prices of a client portfolio's non-U.S. dollar securities.

Liquidity Risk: Some companies are not well known are thinly traded or can be significantly affected by political and economic events. Securities issued by these companies may be difficult to buy or sell and the value of strategies that buy these securities may rise and fall substantially. Small companies may not be listed on a stock market or traded through an organized market. They may be hard to value because they are developing new products or services for which there is not yet an established market or revenue stream.

Approach to Responsible Investing: The investment team incorporates considerations of ESG in its fundamental assessment of a company. Accounts with client specific ESG restrictions may experience differences in performance, either positive or negative, when compared to a similar strategy that does not have client specific ESG restrictions.

Material Risks of Securities Used in Investment Strategies

Equity Risk: Regardless of any one company's particular prospects, a declining stock market may produce a decline in prices for all equity securities, which would generally also result in losses for a portfolio's holdings.

Small to Medium Capitalization Companies Risk: Redwood may invest a portion of a client account in stocks of companies with small to medium sized market capitalization. These stocks, particularly smaller-capitalization stocks, involve higher risks in some respects than do investments in stocks or larger companies. Smaller capitalization stocks are subject to greater price volatility and tend to be less liquid than larger capitalization stocks. Small or medium-sized companies may be more susceptible to market downturns, and the prices of which may be more volatile than those of larger companies. Because of this there could be difficulty in valuing or selling the investments in a small or medium-sized company. Smaller companies generally have greater vulnerability to competition, limited product lines, narrower markets and more limited managerial and financial resources than

larger, more established companies.

Foreign Securities Risk: Investments in non-U.S. securities involve certain risk factors not typically associated with investing in U.S. securities, such as risks relating to (i) differences between the U.S. and non-U.S. securities markets, including the absence of uniform accounting, auditing, and financial reporting standards and practices and disclosure requirements, and less government supervision and regulation; (ii) political, social, or economic instability; (iii) the extension of credit, especially in the case of sovereign debt; and (iv) certain tax-related risks including, without limitation, uncertainties in the application of tax laws by non-U.S. jurisdictions, the imposition of withholding and other taxes on dividends, interest, capital gains or other income, the possibility of expropriation, confiscatory taxation and limitations on the removal of funds or other assets.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Redwood Investments, LLC or the integrity of our management. Neither Redwood nor its employees have been involved in any legal or disciplinary events related to past or present activities.

Item 10 – Other Financial Industry Activities and Affiliations

Redwood is affiliated with Fred Alger & Company, LLC (“FAC”), a registered broker-dealer. FAC serves as the principal underwriter for the affiliated Mutual Funds sub-advised by Redwood. FAC does not conduct public brokerage business and substantially all of its transactions are for clients of Redwood’s affiliates who authorize such affiliates to use FAC as a broker, provided that relevant regulations that govern their accounts allow it. Additionally, Redwood is under common ownership with FAM, an investment adviser based in New York, New York and WC, an investment adviser based in Boston, Massachusetts.

From time to time, Redwood, FAC, FAM, WC, AGH, or AAI, or other affiliated persons may hold controlling positions in certain pooled investment vehicles, such that they are considered affiliates.

Redwood is the sub-adviser to certain series of The Alger Funds, The Alger Funds II and Alger Global Focus Fund, each of which is a registered investment company. Redwood also serves as a sub-adviser to third-party registered investment companies or pooled investment vehicles, as well as a bank collective investment trust. From time to time, Redwood, its affiliates or a related person (“Redwood Affiliates”) may own significant stakes in one or more of the above entities.

Redwood can recommend to clients that they purchase interests in investment partnerships or funds for which Redwood serves as investment adviser or sub-adviser and in which Redwood and related persons have a financial interest. Redwood and such related persons will fully disclose such financial interests to all clients to which such recommendations are given in accordance with applicable regulations.

Conflicts as a Result of Redwood’s Affiliates

Selection of Administrative and Other Service Providers

Redwood relies on Redwood Affiliates to provide certain administrative services, shareholder services and other account services to certain of its clients. While any such engagement should be on market terms, it will nevertheless

result in greater benefit to Redwood than hiring a similarly qualified unaffiliated service provider.

In connection with these services and subject to applicable law, Redwood Affiliates, including Redwood, will from time to time, and without notice to investors or clients, in-source or outsource certain processes or functions that it provides in its administrative or other capacities. Such in-sourcing or outsourcing will give rise to additional conflicts of interest, including which processes or functions to in-source or outsource, which entity to outsource to, and the fees charged by Redwood Affiliates or the third party. Redwood maintains policies designed to mitigate the conflicts described in these paragraphs; however, such policies may not fully address situations described above.

Information Redwood Can Receive

Redwood will have, or be deemed to have, access to the current status of certain markets, investments, and funds because of Redwood Affiliates' activities. Redwood Affiliates will therefore possess information which, if known to Redwood, might cause Redwood to seek to dispose of, retain, or increase interests in investments held by accounts, or acquire certain positions for the accounts. Moreover, Redwood and its Redwood Affiliates may come into possession of material, non-public information that would prohibit or otherwise limit its ability to trade on behalf of client accounts. A client not advised by Redwood would not be subject to these restrictions. Redwood maintains policies designed to mitigate the conflicts described in this paragraph; however, such policies may not fully address situations described above.

Item 11 – Code of Ethics and Fiduciary Duty

Redwood maintains a Code of Ethics that establishes standards and procedures for detecting and preventing the abuse of fiduciary duties by persons with knowledge of recommended investments and investment restrictions of Redwood's clients. In general, the fiduciary principles that govern personal investment activities reflect, at the minimum, the following:

- The duty at all times to place the interests of clients first,
- The requirement that all personal securities trades be conducted consistent with the Code of Ethics and in such a manner as to avoid any actual or potential conflict of interest or any abuse of a position of trust and responsibility, and
- The fundamental standard that one should not take advantage of their position.

With respect to personal securities transactions, employees are generally required to pre-clear transactions and are required to submit duplicate confirmations and account statements to Redwood's Compliance Department. Further, a Redwood employee may not:

- Engage in a personal securities transaction within seven days of a trade made on behalf of an advisory client in the same security, subject to a de minimis limit;
- Engage in a personal securities transaction in the same security that is recommended for transaction in client accounts within the next seven days, subject to a de minimis limit;
- Engage in a personal securities transaction in their primary industry or industries of investment coverage (applies to Portfolio Managers, Traders and Analysts);
- Engage in excessive trading, including successive transactions in the same security;
- Purchase and sell or sell and purchase a security within sixty days unless done so at a loss;
- Purchase securities in an initial public offering;
- Engage in short sales in an individual security;
- Invest in futures and options on an individual security;

- Make an investment in a private placement (without prior approval); or
- Serve on the board of directors of a publicly traded or private company without prior approval.

The Code of Ethics will be provided to any client or prospective client upon request.

Interest in Client Transactions

A conflict of interest will exist to the extent that Redwood recommends that its clients invest in securities in which one or more of its affiliates has a financial interest or position. Additionally, Redwood has conflicts related to its management of client accounts alongside accounts (including Redwood advised Mutual Funds) in which its affiliates and their personnel have interests (collectively, the “Affiliate Accounts”). For example, Redwood and its affiliates hold investments in certain Mutual Funds or other publicly or privately offered pooled investment vehicles for which Redwood acts as an investment sub-adviser and from which Redwood receives sub-advisory fees, and from which its affiliates receive administration and/or distribution fees. Redwood might recommend that its advisory clients purchase shares of such Mutual Funds or other pooled vehicles.

Additionally, to the extent Redwood or its affiliates own a significant percentage of the outstanding shares of a Mutual Fund or the interests in a pooled investment vehicle, Redwood may be deemed to control that entity, and may have enough shares to determine the outcome of any matters submitted for a shareholder vote. The Mutual Fund or pooled investment vehicle may be precluded or limited in its ability to make certain investments or participate in certain transactions because of the ownership interest of Redwood or its affiliates. Clients should be aware that Redwood is incented to make decisions for its own benefit or the benefit of an affiliate with respect to Mutual Funds and other investment products in which it or said affiliate owns significant stakes.

Redwood considers these conflicts of interest when allocating investment opportunities and portfolio securities, selecting service providers or brokers, and establishing investment products, guidelines for the selection of share classes, sales incentives, and compensation practices. Redwood has adopted procedures in an attempt to limit or manage these conflicts of interest.

Redwood, its employees and its affiliates can invest in certain equity or fixed-income securities that it recommends to its clients. The results achieved by Affiliate Accounts may differ from those achieved for client accounts. Redwood may give advice, and take action, with respect to any current or future account or investment that competes or conflicts with the advice Redwood may give to other accounts (or for its own account) including with respect to the return of the investment, the timing or nature of action relating to the investment or method of exiting the investment.

Recommending, Purchasing, or Selling Securities for Clients that an Affiliate May Purchase or Sell for its Own Account

Redwood’s affiliates provide seed capital to, or own significant shares of, certain of the Mutual Funds, or other publicly or privately offered pooled investment vehicles that Redwood advises or that its affiliates offer. These investments may be for the purposes of establishing a track record for a new vehicle or for hedging purposes. Such funding may also occur in a separate account maintained in the name of Redwood’s affiliates. As such, it is possible for securities held or traded in client accounts to be similarly held in Redwood’s affiliates’ separate account(s) and a Redwood affiliate may purchase or sell for its own account securities at or about the same time that it recommends those securities to its clients.

Redwood and its affiliates consider these conflicts of interest when making investments. Redwood and its affiliates have adopted procedures in an attempt to limit or manage these conflicts of interest. These policies are discussed in more detail in Item 12 - Brokerage Practices.

Redwood is deemed to be affiliated with certain pooled investment vehicles managed by FAM and WC, and certain Redwood affiliates have a financial interest in separate accounts or pooled investment vehicles managed by FAM and WC. These relationships could create conflicts of interest with clients with regard to simultaneous trading of securities, allocation of investment opportunities, or recommending securities in which a Redwood affiliate has a material financial interest; however, Redwood's accounts generally follow different strategies than those accounts and are implemented independently by different investment personnel.

Item 12 – Brokerage Practices

Brokers

We make investment decisions on behalf of our clients in accordance with each client's investment objectives, restrictions and selected investment strategy. This sometimes results in Redwood making an investment decision for one client that differs from the investment decision made for another client. For example, a client can limit our authority in the following ways:

- 1) a client restricts or prohibits transactions in securities of a specific industry; and/or
- 2) a client directs that transactions be effected through specific brokers and dealers (Client Directed Brokerage).

When trading client accounts, Redwood's fiduciary role requires that it seek best execution. Redwood generally has the authority to determine, without a client's consent, the securities to be bought or sold, the amount of those securities, the broker-dealer to be used and the commission rates paid. Best execution comprises many factors including security price, execution capability, quality of trade execution and clearing commission cost, and research services. Redwood selects a number of brokers to provide brokerage services, and considers several factors when selecting brokers, including the following:

1. The broker's knowledge of the underlying company and the trading activity of the specific security, and the broker's ability to execute the proposed transaction at the most favorable price possible to the client.
2. The financial strength of the broker.
3. The efficiency of the broker's administrative operations and its ability to assure efficient transactions among Redwood, the brokerage house, the depository institution, if any, the transfer agent and the custodian.
4. The commission or fees to be charged on the transaction, with the understanding that no transaction will be executed if commissions to be charged are not reasonably competitive with prevailing institutional rates.
5. The provision to Redwood of "research services," as described below.

If a client is referred to Redwood by a broker who has an established relationship with the client, and the client maintains that brokerage relationship, then it will be the client's responsibility to negotiate a commission schedule with that broker. The commissions paid by the client in such broker-directed accounts could, depending on the client's commission arrangement with the broker, be higher or lower than the commission level that Redwood would otherwise be able to obtain for such client.

Broker Selection Criteria

Redwood has discretion to select the broker-dealers for trade execution for direct clients, sub-advisory clients, and mutual fund clients.

Redwood maintains a list of broker-dealers that meet our standards with respect to brokerage, execution and research capabilities. We seek to achieve “best execution” in selecting a broker-dealer for transactions placed by us. To achieve “best execution,” we consider a number of factors (as noted above). In placing transactions, Redwood can cause client accounts to pay commissions to broker-dealers on an agency basis or to buy or sell securities directly from or to broker-dealers that are acting as principals (such as market-makers for over-the-counter securities). Redwood has complete discretion in negotiating all these compensation arrangements. When placing orders for execution in client accounts, we allocate transactions to broker-dealers for execution in various markets at prices and transaction costs that, based upon our good faith judgment, we believe will be qualitatively in the best interest of our clients. Our Best Execution Committee reviews the amount of commissions paid to these selected broker-dealers, and the list is updated as appropriate, including targets for commissions to be paid to each, subject to the fundamental policy of obtaining best execution on each trade. The amount of commissions allocated to each broker-dealer is strictly a target and not an obligation. In addition to the broker-dealers on the list, we also place non-directed brokerage clients’ trades with various electronic trading networks (ECNs). The Best Execution Committee also performs periodic reviews of executions received to help ensure that clients are receiving overall best execution.

Trade Aggregation

In managing client portfolios, Redwood will generally aggregate trades, subject to best execution. Aggregation describes a procedure whereby Redwood combines the orders of two or more clients into a single order for the purpose of obtaining better prices and lower execution. Aggregation opportunities for Redwood generally arise when more than one client is capable of purchasing or selling a particular security based on investment objectives, available cash and other factors. Clients in an aggregated transaction each receive the same average price per share which is generally allocated on a pro-rata basis. Eligibility for a transaction will depend on various factors including available cash, account restrictions, client directed brokerage, among others. If more than one price is paid for securities in an aggregated transaction, each client in the aggregated transaction will typically receive the average price paid for the securities in the same aggregate transaction on that day. If Redwood is unable to fill an aggregated transaction completely, but receives a partial fill of the aggregated transaction, Redwood will normally allocate the partially filled transaction to clients pro rata. Redwood is not required to aggregate trades, but it must disclose its policies and procedures, including, if applicable, the consequences of not aggregating trades. Redwood may aggregate client orders when doing so will result in best execution.

Some clients with highly specific investment policies or restrictions may not be able to participate in aggregated transactions for certain issues and may only be invested in such issues after guideline compliance has been established with respect to the acceptability of the issue and permissible amounts. Such clients may receive a less favorable price on such transactions. Some clients may not be able to participate in aggregated transactions for most issues and/or may be consistently traded toward the end of Redwood’s trade rotation if Redwood determines that including such a client in aggregated transactions or in the normal trade rotation could adversely impact Redwood’s broader client group. In such cases, Redwood will provide such client with prior notice of the reasons preventing them from regularly participating in aggregated transactions and/or being placed higher in the trade rotation. Such clients may regularly receive less favorable prices on account transactions. If clients have instructed Redwood to direct their trades to a particular broker, they may pay different, and potentially higher, prices and commissions than those accounts that are unrestricted.

Trade Rotation

Redwood’s trade rotation policy is designed to provide each client an equal opportunity to trade first in the trading rotation. The firm believes, over time, this policy will treat all clients fairly with respect to being first to the market. Trade order rotation is determined by a pre-scheduled trade calendar (pre-determined each week). Accounts for which we do not have

full trading discretion, such as directed brokerage or model-based UMA programs, will go last in the rotation. Trade Rotation is irrespective of investment strategy.

Soft Dollars

"Soft dollars" refers to the practice of using broker commission dollars to pay for trading and research related goods or services in addition to paying for trade execution. That is, historically, full-service broker dealers have provided other services, such as research and analytical tools, with trade execution ("bundled services"). "Soft dollar arrangements" often refers to bundled services and to the practice of advisers directing part of the broker's commissions to third parties to pay for these services. The US Congress created a safe harbor under Section 28(e) of the Securities Exchange Act of 1934 to protect advisers from claims that they had breached their fiduciary duties by causing clients to pay more than the lowest available commission rates in exchange for research and execution.

Redwood's Soft Dollar Policy prohibits the firm from entering into brokerage arrangements (whether formal or informal) to use brokerage commissions as payment for goods and services other than order execution services and research. If such products or services are used by Redwood for other purposes, Redwood will reasonably allocate such "mixed use" products and services between soft dollar arrangements and payments made by Redwood in "hard" dollars. Further, Redwood must act in the best interests of its clients by seeking to ensure that the order execution services or research adds value to investment or trading decisions, and that the brokerage commissions are reasonable in relation to the goods and services received.

Redwood defines research as:

- Traditional research reports analyzing the performance of a particular company or stock
- Discussions with analysts
- Meetings with corporate executives to obtain oral reports on performance of a company
- Seminars/ conferences as they relate to research (not travel and related expenses)
- Software that provides analyses of securities portfolios
- Publications that are not mass-marketed e.g. financial newsletters, trade magazines and technical journals concerning specific industries or product lines marketed to a small audience, and serve the specialized interests of a narrow group
- Research related to the market for securities, such as trade analytics (including analytics available through order management systems (OMS)) and advice on market color and execution strategies.

During the most recent fiscal year (2022), Redwood used soft dollar arrangements to pay for the following types of products and services: research calls, research reports, meetings with analysts, investment conferences, and investment research data.

Redwood participates in eight soft-dollar programs:

- 1) **Instinet's BrokerShare.** Redwood Investments uses a soft-dollar program called BrokerShare provided by Instinet. The BrokerShare program allows Redwood to separate the cost of trade execution from investment research on a cents-per-share basis. The industry standard cost for execution often ranges from 1 to 2 cents per share, depending on volume and broker relationship. When Redwood Investments negotiates brokerage commissions, the maximum commission is typically 3 cents per share. Accordingly, when Redwood trades with Instinet, 1 cent per share is usually assigned to execution and 2 cents per share is usually assigned to research. Payment to brokers for research under the BrokerShare program fall under Section 28(e) of the Securities and Exchange Act and thus qualify for Safe Harbor

protection associated with soft dollars.

- 2) Redwood uses soft-dollar arrangements with several other brokers that are similar to the Instinet BrokerShare program described above (see brokers listed in the table below). Accordingly, when Redwood Investments trades with these brokers, a portion of the cost is assigned to execution and a portion of the cost is assigned to research (soft dollars) (see the details in the table below). Thus, a conflict exists between our interests and those of advisory clients: Redwood has an incentive to select a broker-dealer based on Redwood's interest in receiving the research or other products or services, rather than on the clients' interest in receiving the lower commission. Using soft dollars can result in clients having to pay commissions higher than those charged by other broker-dealers in return for soft dollar benefits. Payment to brokers or vendors for research fall under Section 28(e) of the Securities and Exchange Act and thus qualify for Safe Harbor protection associated with soft dollars.

Broker for U.S. Equity Trades	Execution cost – cents per share	Research cost – cents per share
BTIG	2	1
CAPIS	2	1
Goldman Sachs	1	2
Instinet	1	2
Jeffries	1	2
Jones	2	1
Liquidnet	1	2
Piper	1	2

Raymond James	1	2
STIFEL	1	2
Wells Fargo	1	2

Broker for non-U.S. Equity Trades	Execution cost – basis points per share	Research cost – basis points per share
Goldman Sachs	3	9
Instinet (average)	8	4
Jeffries	3	9
Liquidnet	7	5
STIFEL	3	9

When brokerage commissions relating to transactions for clients are used to obtain research or other products or services,

Redwood receives a benefit because it does not have to produce or pay for the research, products or services. Thus, a conflict exists between our interests and those of advisory clients: Redwood has an incentive to select a broker-dealer based on Redwood's interest in receiving the research or other products or services, rather than on the clients' interest in receiving the lower commission. Using soft dollars can result in clients having to pay commissions higher than those charged by other broker-dealers in return for soft dollar benefits.

Trades executed for clients (i.e., individuals and high net-worth individuals) whose accounts are custodied with Charles Schwab & Co. are charged neither a fee nor commission for these trades. Redwood does not require these clients to trade away from Schwab just to pay for research.

The products and services that Redwood obtains through these soft dollar arrangements generally benefit all of our clients. For administrative purposes, we allocate the soft dollar benefits received above to clients' accounts based on each account's pro-rata net balance of soft dollars.

Trade Error Correction Policy

Where possible, all trade errors will be corrected through an error account and not the client account. If the error negatively affects the client, the client is made whole. If the error positively affects the client, the client retains the benefit. If the error were to affect the client account causing a loss or gain, the client is notified immediately. All conflicts and trade errors will be corrected in a timely manner at no cost to the client. Broker- dealers are not compensated through brokerage commissions for cancelling or correcting trades.

Item 13 – Review of Accounts

On an annual basis, Redwood's Portfolio Managers review with each client their investment goals and objectives. The Redwood investment team reviews each investment strategy at each investment meeting; these meetings are generally held three times a week. Moreover, the investment team will increase the frequency of these reviews in response to market conditions. Based on a client's preference, Redwood will provide a client with periodic account statements and suggests a careful review of the Redwood statements.

Redwood outsources certain administrative services to FAM and FAC. Redwood's portfolio managers, and FAM's Compliance and Institutional Sales and Service departments review each client's portfolio guidelines when the account is opened, and if changes are made.

Item 14 – Client Referrals and Other Compensation

The SEC has adopted strict rules for advisers when accepting third party referrals. We follow written policies and procedures to ensure compliance with these rules, including those governing compensation and written client disclosure. If you are referred to us by a promoter, we pay a referral fee as allowed under SEC rules. The referral fee is paid entirely from our investment advisory fee; you do not pay an additional fee. The promoter must tell you about their relationship with Redwood at the time of solicitation, deliver a copy of this ADV Part 2A, and provide a written disclosure explaining the terms of arrangement. Referred clients should be aware of inherent conflicts of interest between you and Redwood with respect to the promoter arrangement described above. Promoters may refer potential clients to Redwood because they will be paid a fee and not because we provide appropriate and suitable investment strategies for the client.

Item 15 – Custody

It is Redwood’s policy and intention that it does not act as a custodian for the assets of its clients. All client assets are held at broker dealers, banks, or other qualified custodians (“custodians”) who provide account statements directly to clients at their address of record. Redwood has a reasonable basis, after “due inquiry,” for believing that client custodial account statements are sent directly to clients by their custodian bank. These custodians are required to provide a client statement at least quarterly. Redwood will, at times, provide clients with account statements, and urges clients to carefully review these statements and to compare them with the official custodial records. Redwood statements vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. Please note that custodian statements reflect the official books and records for accounts managed by Redwood, and require careful review.

Item 16 – Investment Discretion

Redwood accepts full discretionary investment authority to manage securities accounts on behalf of clients. Discretionary investment authority is described in Redwood’s investment management agreement which is executed by both Redwood and client at the outset of the investment management relationship. Redwood has the authority to determine, without obtaining specific client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold. Discretionary trading authority facilitates placing trades in clients’ accounts on their behalf so that Redwood can promptly implement the investment policy that the client has

approved. In all cases, however, such discretion is exercised in a manner consistent with the stated investment objectives for each particular client account, including any guidelines, limitations and/or restrictions imposed by the client.

Item 17 – Voting Client Securities (i.e. Proxy Voting)

Unless the client designates otherwise, Redwood votes proxies for securities over which it maintains discretionary authority consistent with its proxy voting policy. Redwood will accept written direction from clients on a particular solicitation. Clients may request a copy of Redwood’s complete proxy voting policies and procedures. Clients may also request information from Redwood regarding how Redwood voted any proxies on behalf of their account(s). Please direct these requests to us at 617-467-3000.

Redwood has a responsibility to identify material conflicts of interest related to voting proxies for client securities. In order to ensure Redwood is aware of the facts necessary to identify these conflicts, its senior management must disclose any personal conflicts, such as officer or director positions held by them or their spouses or close relatives in any portfolio company, to the CCO. Redwood has contracted with an independent third-party provider of proxy voting and corporate governance services (“proxy service”). The proxy service provides proxy research, executes proxy votes, and maintains proxy records. Redwood has adopted the proxy service’s voting policy guidelines as its own, and accordingly, the proxy service votes the proxies on behalf of Redwood’s clients (who have elected to have Redwood vote proxies).

Item 18 – Financial Information

Registered investment advisers are required in this Item 18 to provide clients with certain financial information or disclosures. Redwood Investments, LLC has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.