

**Part 2A of Form ADV: *Firm Brochure***



**BARROW HANLEY**  
GLOBAL INVESTORS

2200 Ross Avenue, 31st Floor  
Dallas, TX 75201

Phone: 214-665-1900

Email: [bhmscompliance@barrowhanley.com](mailto:bhmscompliance@barrowhanley.com)

Website: [www.barrowhanley.com](http://www.barrowhanley.com)

May 28, 2021

This Firm Brochure provides information about the qualifications and business practices of Barrow Hanley Global Investors (“Barrow Hanley” or “the Firm”). For information about Barrow Hanley or the contents of this brochure, please contact Hannah Ackels, Chief Compliance Officer (“CCO”), at the telephone number or email address provided above. The information in this brochure has not been approved or verified by the U.S. Securities and Exchange Commission (“SEC”) or by any state securities authority.

Barrow Hanley is an investment adviser registered with the SEC. Additional information about Barrow Hanley is also available on the Firm’s website provided above or on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). To search the SEC website, please use the Firm’s unique identifying number, CRD number 105519. Registration with the SEC does not imply any certain level of skill or training.

## Item 2 Material Changes

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This Firm Brochure dated May 28, 2021 is Barrow Hanley's disclosure document, prepared according to the SEC's requirements and rules. This amended Brochure contains disclosures about Barrow Hanley's advisory business as well as new and updated information since the last update on March 26, 2021.

*Item 4 – Advisory Business:*

- Update to CHIEF COMPLIANCE OFFICER.

*Part 2B – Brochure Supplement:*

- Update to INVESTMENT PROFESSIONALS.

In addition, this brochure includes a variety of formatting and narrative updates from the last amendment which we do not consider to be material changes.

Barrow Hanley will ensure that the Firm's clients receive a summary of any material changes to this and subsequent Brochures filed within 120 days of the close of its business' fiscal year, December 31<sup>st</sup>. Furthermore, Barrow Hanley will provide its clients with other interim disclosures about material changes as necessary.

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## Item 4 Advisory Business

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BARROW HANLEY GLOBAL INVESTORS is a brand name under trademark and is now our primary business name. Our legal name, Barrow, Hanley, Mewhinney & Strauss, LLC, has not changed.

Barrow Hanley is a SEC-registered investment adviser with its principal office and place of business located at 2200 Ross Avenue, 31<sup>st</sup> Floor, Dallas, Texas 75201, and began conducting business in 1979. Barrow Hanley is a value-oriented investment adviser, providing investment management services to separately managed U.S and global equity and fixed income portfolios for large institutional clients, mutual funds, employee benefit plans, endowments, foundations, limited liability companies, and other institutions and individuals.

Barrow Hanley has adopted a set of Compliance Policies and Procedures that are reasonably designed to manage potential conflicts of interests and has implemented internal review processes for oversight by the CCO, its directors and independent third-parties to address and mitigate actual conflicts.

### FIRM OWNERSHIP

Perpetual Limited, (“Perpetual”) (ASX:PPT), an Australian financial services company, holds a 75% interest in Barrow Hanley. Please refer to Barrow Hanley’s Form ADV, Part 1, Schedules A and B, for additional information about ownership of the firm.

### EXECUTIVE OFFICERS

The Executive Officers of Barrow Hanley are:

Name	Title
James Barrow	Founding Director
Cory Martin	Chief Executive Officer and Executive Director, Member Board of Managers
Patricia Barron	Chief Operating Officer, Senior Managing Director, Member Board of Managers
Mark Giambrone	Senior Managing Director, Member Board of Managers
Hannah Ackels	Chief Compliance Officer, Director
David Lane	Member Board of Managers, Perpetual Executive
Chris Green	Member Board of Managers, Perpetual Executive
Simone Mosse	Member Board of Managers, Perpetual Executive
Charles ‘Chuck’ Thompson	Member Board of Managers, Perpetual Executive

### PORTFOLIO MANAGEMENT

Barrow Hanley offers the following advisory services to its clients:

Barrow Hanley manages advisory accounts on a discretionary and non-discretionary basis. At the inception of a relationship, an investment strategy is selected, and each client provides investment objectives, guidelines, restrictions, and the appropriate benchmark. The Firm's investment recommendations are based on its value strategies, as described below, and include advice regarding the following types of securities:

- Global equities;
- Warrants and/or rights;
- Investment grade and non-investment grade credit and/or corporate bonds;
- Municipal bonds;
- U.S. governmental bonds;
- Mortgage backed, asset backed, and commercial mortgage backed securities;
- Sovereign bonds;
- Bank loans, par loans, junior and senior secured and unsecured loans, other asset-backed loans, stressed and distressed debt, CLOs, structured debt and equity and subordinated notes, other types of securitized debt tranches, and warehouse loan facilities; and
- Interests in partnerships investing in the Firm's value strategies.

Barrow Hanley's equity portfolio managers and analysts work as a team for the purposes of generating and researching investment ideas within their investment mandates. There are three portfolio managers, fourteen portfolio manager/analysts, three client portfolio managers and fifteen analysts. Individual security holdings and their weightings in the Firm's portfolios are the result of input from both analysts and portfolio managers. Barrow Hanley on occasion buys and sells the same security at the same time for different accounts due to cash flow considerations. These trades are not crossed, but instead, are worked in the marketplace in an effort to achieve best execution for each trade. Portfolio managers have broad research responsibilities, focused on particular sectors. Analysts have specific industry assignments for more in-depth research. Client portfolio managers work in tandem with the portfolio managers and are responsible for the effective flow of all vital information to, and from, the Firm's clients.

Barrow Hanley's fixed income portfolios are managed in a team approach, with investment strategy decisions resulting from a consensus of its fixed income professionals; there are two portfolio managers, six portfolio manager/analysts, two client portfolio managers and six analysts. All eight portfolio managers are generalists, but each also has specific responsibilities for strategic focus on particular aspects of the marketplace and the portfolio structure strategy. Fixed income research responsibilities are divided among the team members, each specializing in areas in which they have particular expertise and interest. Individual bond selection decisions are made across all portfolios having similar investment objectives. Client portfolio managers, working with the portfolio manager/analysts, are responsible for the effective flow of all vital information to, and from, the Firm's clients.

Pursuant to Rule 206(4)-2, Barrow Hanley is deemed to have custody of the private funds (i.e. commingled funds) under its management due to its related person, Barrow Hanley Investment

Funds LLC, serving as Managing Member of the private funds. Barrow Hanley does not maintain physical custody or possession of these funds or securities of any client.

## ASSETS UNDER MANAGEMENT

As of March 31, 2021, Barrow Hanley actively managed client assets on a discretionary basis and non-discretionary basis in the following amounts:

Type	Amount
Discretionary	USD \$ 45,675,453,810
Non-Discretionary	USD \$ 4,647,319,915
Total Firm	USD \$ 50,322,773,725

## CLASS ACTION CLAIMS

As stated in the latest investment management agreement(s) between Barrow Hanley and its clients, Barrow Hanley does not file class action settlement claims on behalf of its clients. Barrow Hanley considers the decision to participate in class action litigation to be a legal matter requiring legal advice and Barrow Hanley does not render legal advice to its clients. Accordingly, Barrow Hanley does not have the discretion necessary, nor can it assume the responsibility to make decisions regarding participation in class action litigation involving securities in Barrow Hanley clients' portfolios.

## Item 5 Fees and Compensation

### PORTFOLIO MANAGEMENT SERVICES FEES (DIRECT COMPENSATION)

The annualized fee for portfolio management services is charged as a percentage of assets under management. The standard asset-based fee schedules by investment strategy are provided below:

#### *Equity Strategies:*

DIVERSIFIED LARGE CAP VALUE	
Assets Under Management	Annual Percentage
First \$15 million	0.75%
Next \$10 million	0.55%
Next \$75 million	0.45%
Next \$100 million	0.35%
Next \$800 million	0.25%
Over \$1 billion	0.15%

DIVERSIFIED SMALL CAP VALUE	
Assets Under Management	Annual Percentage
First \$50 million	0.80%
Next \$50 million	0.75%
Next \$100 million	0.70%

Next \$200 million	0.60%
Over \$400 million	0.50%

EMERGING MARKETS AND CONCENTRATED EMERGING MARKETS	
Assets Under Management	Annual Percentage
First \$50 million	0.95%
Next \$50 million	0.90%
Next \$200 million	0.80%
Next \$200 million	0.70%
Over \$500 million	0.65%

LARGE CAP VALUE, DIVIDEND FOCUSED VALUE, AND U.S. ESG VALUE	
Assets Under Management	Annual Percentage
First \$10 million	0.75%
Next \$15 million	0.50%
Next \$175 million	0.25%
Next \$600 million	0.20%
Over \$800 million	0.15%

MID CAP VALUE	
Assets Under Management	Annual Percentage
First \$10 million	0.80%
Next \$15 million	0.60%
Next \$25 million	0.50%
Next \$50 million	0.40%
Next \$600 million	0.35%
Over \$700 million	0.30%

NON-U.S. VALUE, GLOBAL VALUE, ALL COUNTRY WORLD EX-U.S. VALUE	
Assets Under Management	Annual Percentage
First \$25 million	0.75%
Next \$25 million	0.70%
Next \$50 million	0.60%
Next \$200 million	0.50%
Next \$200 million	0.45%
Over \$500 million	0.40%

SMALL CAP VALUE	
Assets Under Management	Annual Percentage
First \$50 million	0.70%
Next \$50 million	0.65%
Next \$100 million	0.60%
Next \$200 million	0.55%
Over \$400 million	0.50%

U.S. OPPORTUNISTIC VALUE	
Assets Under Management	Annual Percentage
First \$20 million	0.65%
Next \$30 million	0.50%
Next \$50 million	0.35%
Next \$900 million	0.25%
Over \$1 billion	0.20%

***Equity Commingled Funds:***

DIVERSIFIED LARGE CAP VALUE FUND	
Assets Under Management	Annual Percentage
First \$15 million	0.75%
Next \$10 million	0.55%
Next \$75 million	0.45%
Next \$100 million	0.35%
Next \$800 Million	0.25%
Over \$1 billion	0.15%

CONCENTRATED EMERGING MARKETS FUND	
Assets Under Management	Annual Percentage
All assets	0.75%

LARGE CAP VALUE FUND	
Assets Under Management	Annual Percentage
First \$10 million	0.75%
Next \$15 million	0.50%
Next \$175 million	0.25%
Next \$600 million	0.20%
Next \$200 million	0.15%
Over \$1 billion	0.125%



***Fixed Income Strategies:***

<b>BANK LOANS</b>	
<b>Assets Under Management</b>	<b>Annual Percentage</b>
All assets	0.50%

<b>CORE</b>	
<b>Assets Under Management</b>	<b>Annual Percentage</b>
First \$50 million	0.30%
Next \$100 million	0.20%
Next \$150 million	0.15%
Next \$700 million	0.125%
Over \$1 billion	0.10%

<b>CORE PLUS, ENHANCED INTERMEDIATE CREDIT, INTERMEDIATE CREDIT, INVESTMENT GRADE CREDIT, AND LONG CREDIT</b>	
<b>Assets Under Management</b>	<b>Annual Percentage</b>
First \$20 million	0.375%
Next \$30 million	0.25%
Next \$100 million	0.20%
Next \$150 million	0.15%
Over \$300 million	0.125%

<b>EXTENDED DURATION</b>	
<b>Assets Under Management</b>	<b>Annual Percentage</b>
First \$1 billion	0.15%
Next \$1 billion	0.12%
Over \$2 billion	0.10%

<b>HIGH YIELD</b>	
<b>Assets Under Management</b>	<b>Annual Percentage</b>
First \$20 million	0.50%
Over \$20 million	0.40%

<b>INTERMEDIATE MATURITY</b>	
<b>Assets Under Management</b>	<b>Annual Percentage</b>
First \$50 million	0.30%
Next \$250 million	0.15%
Next \$700 million	0.125%
Over \$1 billion	0.10%

LONG GOVERNMENT CREDIT	
Assets Under Management	Annual Percentage
First \$20 million	0.375%
Next \$30 million	0.25%
Next \$100 million	0.20%
Next \$150 million	0.15%
Next \$700 million	0.125%
Over \$1 billion	0.10%

MUNICIPAL/U.S. GOVERNMENT ONLY AND TIPS	
Assets Under Management	Annual Percentage
First \$20 million	0.25%
Over \$20 million	0.15%

SHORT MATURITY	
Assets Under Management	Annual Percentage
First \$40 million	0.25%
Next \$40 million	0.15%
Over \$80 million	0.10%

***Fixed Income Commingled Funds:***

BANK LOAN FUND	
Assets Under Management	Annual Percentage
All assets	0.50%

CORE FIXED INCOME FUND	
Assets Under Management	Annual Percentage
First \$20 million	0.375%
Next \$30 million	0.25%
Next \$100 million	0.20%
Over \$150 million	0.15%

HIGH YIELD FIXED INCOME FUND	
Assets Under Management	Annual Percentage
First \$20 million	0.50%
Over \$20 million	0.40%

Advisory fees are generally payable monthly or quarterly, in advance or arrears, based on the market value of client assets. During the initial funding phase, certain clients are charged a negotiated rights-of-accumulation fee rate based on the appropriate base fee schedule and expected assets at the end of that funding period. Minimum initial account size is negotiable under

certain circumstances. Barrow Hanley aggregates certain related client accounts to determine the annualized fee.

Generally, advisory fees are billed in arrears at the end of each calendar quarter based upon the asset value (market or fair market value, in the absence of market value), of the client's account at quarter-end. Clients are billed on a quarterly basis in accordance with the terms set forth in the client's investment management agreement. In some cases, a performance-based fee is received. Please see *Item 6 Performance-Based Fees and Side-by-Side Management* for additional information on performance-based fee arrangements.

The annualized fee charged to Private (Commingled) Fund clients is based on a percentage of assets in the Fund, according to the Commingled Fund fee schedules listed on pages 5 and 7. Fees are generally charged quarterly, based on the market value of the Fund's assets. Additional fees for administrative, audit, and operating expenses are charged by the Administrator of the Private (Commingled) Funds (see *Item 10 Other Financial Industry Activities and Affiliations*).

***Limited Negotiability of Advisory Fees.*** Although Barrow Hanley has established the aforementioned fee schedules, it retains the discretion to negotiate alternative fees on a case-by-case basis. Within the selected investment strategy, a client's facts, circumstances, needs, and comparable services, as determined by the Firm, are considered in determining the fee schedule. These include the complexity of the client, use of multiple strategies, assets to be placed under management, anticipated future additional assets, related accounts, portfolio style, account composition, reporting requirements, and other factors. The specific annual fee schedule is identified in the investment management agreement between the adviser and each client. Discounts, not generally available to the Firm's advisory clients, are offered to family members of associated persons of the Firm.

Barrow Hanley serves as sub-adviser to a number of mutual funds and Private (Commingled) Funds as reported in Form ADV Part I, Items 5.G.(3) and 7.B.(1). The advisory fees charged to Barrow Hanley's sub-advisory clients are generally on the same tiered fee schedule based on assets under management as its other clients in the same investment strategy.

## GENERAL INFORMATION

***Additional Fees and Expenses.*** In addition to Barrow Hanley's advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker dealer with which Barrow Hanley, as an independent investment manager, effects transactions for the client's accounts. Please refer to *Item 12 Brokerage Practices* for additional information.

***Termination of the Advisory Relationship.*** An investment advisory agreement can be terminated upon thirty days written notice by the client to Barrow Hanley, or by Barrow Hanley upon ninety days written notice to the client, in which case a proportionate refund of the advisory fee, when and if made in advance, will be repaid by Barrow Hanley to the client.

## CONFLICTS OF INTEREST

As a fiduciary, Barrow Hanley must act in its clients' best interests and must care for the clients' assets in such a manner as to benefit the client. Barrow Hanley has adopted a Conflicts of Interest Policy provided in the Firm's Compliance Policies and Procedures. The Compliance Policies are available upon request to clients and prospective clients by emailing: [bhmscompliance@barrowhanley.com](mailto:bhmscompliance@barrowhanley.com). Within the following areas of its business, Barrow Hanley has identified potential conflicts of interest, adopted policies and procedures to mitigate potential conflicts, and disclosed conflicts including the following:

- Advisory agreements and fees, and performance-based fees;
- Investment risk management;
- Valuation of securities that cannot be priced by the third-party pricing service, particularly illiquid securities held in the Bank Loan investment strategy;
- Capital structure conflicts between investments in bonds, and/or bank debt, and/or equity holdings acquired for clients;
- Custody and affiliates deemed to have custody;
- Clients' directed brokerage arrangements;
- Communication of holdings and duty of confidentiality;
- Material non-public information ("MNPI");
- Personal securities transactions;
- Personal political contributions;
- Proxy voting;
- Side by side management of clients' assets;
- Client commission arrangements and purchasing research;
- Solicitation arrangements or compensation for referrals;
- Best execution, trade aggregation, allocation, IPOs, cross trading;
- Whistleblowing and retaliation.

Barrow Hanley makes investments in numerous issuers/companies for clients' portfolios, which include equity and/or debt (bonds or credit). Potential conflicts can arise when the Firm makes investments in senior and/or junior securities, or securities with competing interests for different investment strategies. Barrow Hanley manages potential conflicts between investment strategies through allocation policies and procedures, internal review processes, and oversight by the CCO, directors and independent third-parties.

## Item 6 Performance-Based Fees and Side-by-Side Management

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### PERFORMANCE-BASED FEES

A limited number of clients have negotiated fees based on the investment performance of the portfolios managed. To the extent Barrow Hanley's performance exceeds or falls below the performance target dictated by the agreement, the Firm's compensation is higher or lower, respectively, than is the case with accounts not on performance fee structures. Barrow Hanley

recognizes the potential conflicts that arise with performance fee structures and manages these and other potential conflicts between accounts through allocation policies and procedures, internal review processes and oversight by the CCO, directors and independent third-parties.

### **SIDE-BY-SIDE MANAGEMENT**

Barrow Hanley does not offer its own mutual funds and does not manage hedge funds or private equity funds. Barrow Hanley manages a number of accounts, for affiliated entities of its parent company, Perpetual. Actual or potential conflicts of interest can arise when a portfolio manager has management responsibilities for more than one account including mutual fund or private commingled fund accounts. Barrow Hanley manages potential conflicts between Funds or with other types of accounts through allocation policies and procedures, internal review processes, and oversight by the CCO, directors and independent third-parties. Barrow Hanley's investment management and trading policies are designed to address potential conflicts in situations where two or more funds or accounts participate in investment decisions involving the same securities or issuer.

### **VALUATION**

At times Bank Loans and High Yield investments will not have a readily available market price to value portfolios. To address this conflict, Barrow Hanley has adopted policies and procedures to value securities when a market price is unavailable.

## **Item 7 Types of Clients**

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Barrow Hanley provides advisory services to the following types of clients:

- Pension and profit-sharing plans;
- State or municipal government entities;
- Investment companies;
- Pooled investment vehicles (other than investment companies);
- Charitable organizations;
- Insurance companies;
- Corporations or other businesses not listed above; and
- Individuals (includes trusts, estates, and 401(k) plans and IRAs of individuals and their family members).

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

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Barrow Hanley's investment strategies are long term in nature.

### **EQUITY INVESTMENT METHODS OF ANALYSIS**

***Risk Analysis:*** Barrow Hanley defines risk in a number of ways starting with the probability of a

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permanent loss of our clients' capital. This differs from the commonly accepted academic definition of risk and while we recognize these risk metrics and incorporate them into our analysis, they are residuals of our active approach to individual stock selection. Thus, we measure portfolio risk as the total sum of the probability of loss for each individual security in the portfolio. Barrow Hanley reduces certain types of investment risk through its long-only equity investment strategies that avoid derivatives, shorting, or the use of leverage (gearing).

Barrow Hanley's comprehensive investment risk review is a supplemental analysis that assists us in identifying risk in our portfolios but does not drive our investment process or dominate stock selection. Our investment process is fundamental, and we build portfolios one company at a time by appraising individual company value. Barrow Hanley employs the following methods of analysis for equity investment selection and managing clients' assets:

***Portfolio Diversification:*** Barrow Hanley uses several portfolio exposure constraints in constructing portfolios which ensure prudent diversification of its clients' portfolios. The exposure constraints include maximum position size of holdings/issuers, industries, and sectors.

***Fundamental Analysis in Equity Portfolios:*** Barrow Hanley employs fundamental analysis in its value investment strategies by focusing on a company's return on equity and earnings power metrics, examining price to earnings, price to book, price to sales, free cash flow, and dividend yield. Barrow Hanley focuses on a company's balance sheet, use of leverage and dividend sustainability to evaluate risk in the investment. In addition, attention is paid to a company's management reputation, governance track record, and other environmental and social considerations. Fundamental analysis does not attempt to anticipate market movements, which presents a potential risk because the price of a security can move up or down with the overall market regardless of the economic and financial factors considered in evaluating a stock. Barrow Hanley also evaluates Beta, value, momentum, size, concentration liquidity, active share, and stock correlation factors to analyze strategy and portfolio risk. While some portfolio risks are intentional based on the Firm's fundamental analysis and value investment strategies that seek to generate a strong return, its risk management process is designed to identify unintended risks for timely review.

***ESG Policy and Responsible Investing:*** Barrow Hanley is a signatory to the United Nations-supported Principles for Responsible Investment ("PRI") and the Investor Stewardship Group ("ISG") and a Sustainability Accounting Standards Board ("SASB") Alliance Member. Barrow Hanley's approach to responsible investing is underpinned by the Barrow Hanley Guiding Principles for Responsible Investing, and the key elements of the PRI and ISG. Barrow Hanley believes that the consideration of material Environmental, Social, and Governance ("ESG") factors in its investment process aligns with its pursuit of superior risk-adjusted returns for clients and their beneficiaries. The Firm's experienced internal investment team analyzes all relevant ESG inputs and reaches reasoned conclusions on material issues and risks on which to engage management teams.

***Qualitative Analysis:*** Barrow Hanley subjectively evaluates business factors such as quality of

management, labor relations, and strength of research and development along with other factors that are not readily quantifiable, and predict changes based on that data. In addition, Barrow Hanley analyzes relevant ESG inputs and utilize ESG research and rankings from third-party providers. A risk in using qualitative analysis is that the Firm's subjective judgment can prove incorrect.

***Quantitative Analysis:*** Equity investment selection from quantitative analysis and the overall market can perform differently from investment selection made through fundamental analysis, based on the factors of the analysis. A risk of using quantitative analysis comes from possible inaccurate assumptions.

***Risk for All Forms of Analysis:*** Barrow Hanley investment strategies are subject to the risk of loss in value due to investment in equity securities, price fluctuation of the shares, or fluctuation and volatility of the overall markets. Our securities analysis process relies on the assumption that the companies whose securities we buy or sell, along with other publicly-available sources of information about the securities, are providing accurate and unbiased data. While we are alert to indications that data can be incorrect, there is a risk that our analysis will be compromised by inaccurate or misleading information.

***General Market and Investment Risk:*** Equity securities investment risk includes a possible decline in market valuation/share price, bankruptcy/default by the company, or minimal/reduced liquidity of a stock due to the size of the company or market influences. Other general risks include:

- Market volatility risk resulting from changing economic or market conditions;
- Political risk, changes in legislation, tax code, and/or regulatory risk;
- Foreign markets including developed and emerging markets, economic, political, taxation, and currency risks

Barrow Hanley employs long-term value investment strategies seeking capital growth based on a research driven, bottom-up process when managing client accounts. A risk in a long-term purchase strategy is that by holding the security for a length of time, the Firm does not seek to take advantage of short-term gains that could be profitable to a client. Moreover, if the Firm's analysis is incorrect a security can decline sharply in value before the Firm makes a decision to sell.

## **FIXED INCOME INVESTMENT METHODS OF ANALYSIS**

***Risk Analysis:*** Barrow Hanley defines risk as the downside variance between actual and expected returns based on a client's benchmark. The Firm eliminates certain types of risks through its long-only investment strategies that avoid the use of derivatives, or the use of leverage (gearing). Barrow Hanley uses the following methods of analysis in formulating its fixed income investment selection and/or managing client assets:

***Fundamental Analysis in Fixed Income Portfolios:*** Barrow Hanley's fixed income investment strategies (other than its High Yield strategy and Bank Loan strategy) consist of bonds. These



portfolios seek a yield advantage to the client's benchmark. Fixed income investment values generally move up or down in response to interest rates. When seeking to optimize projected returns, the portfolio will structurally match, or exceed, the benchmark in various scenarios and the Firm's investment process employs a scenario analysis to project variances in interest rates as rates rise or fall, as yield spreads narrow or widen, and as the yield curve steepens or flattens. Fixed income investment risks include the possibility of lowered credit ratings and/or debt default by the issuer.

***Qualitative Analysis:*** Barrow Hanley subjectively evaluates factors such as quality of management, competitive position of companies, current industry trends, and characteristics of borrower behavior to predict changes based on the data. Trade simulations are used to control risk to keep portfolio duration on target as part of the Firm's duration-neutral strategy. Fundamental credit analysis helps control the downside risk of ratings downgrades. Barrow Hanley further seeks to reduce risk through adherence to its investment strategy diversification rules. A risk in using qualitative analysis is that the Firm's subjective judgment can prove incorrect.

***Quantitative Analysis:*** Fixed Income investment selections from quantitative analysis can perform differently based on the accuracy of factors used in the analysis. The price risk of fixed income securities from interest rate and credit spread change is measured using a variety of quantitative tools. The duration of portfolios is calculated to compare their expected price change relative to clients' benchmarks in order to dampen the risk of underperformance. A risk of using quantitative analysis comes from possible inaccurate assumptions.

***Risks for All Forms of Analysis:*** Each investment strategy is subject to the risk of a loss in value due to their investment in securities and market fluctuation. Barrow Hanley's securities analysis methods rely on the assumption that the Firm has accurate and unbiased information from the rating agencies and other publicly-available sources of information about companies' bonds and structured loans it purchases and sells. While Barrow Hanley is alert to indications that data can be incorrect, there is always a risk that its analysis can be compromised by inaccurate or misleading information.

***General Market and Investment Risks:*** Fixed Income securities investment risk includes a possible decline in market valuation/price, bankruptcy/default, reduced credit rating, interest rate fluctuation, or early call of debt. Other general risks include:

- Market volatility risk resulting from changing economic or market conditions;
- Tightening spreads for credit investments will result in fewer or less desirable investment opportunities;
- Credit risk of downgrade or default;
- Political risk, changes in legislation, changes in monetary policy, and/or tax code risk;
- Foreign market, economic, political, taxation, and currency risk; and
- Environmental, Social and Governance Risks.



**Long-Term Purchases:** Barrow Hanley follows a long-term value strategy for principal preservation and income with a research driven, bottom-up approach in managing client accounts. Barrow Hanley generally purchases securities with the idea the securities are currently undervalued and will be held as long-term holdings. A risk in a long-term purchase strategy is that by holding the security the Firm will not seek to take advantage of short-term gains that could be profitable to a client. Moreover, if the Firm's predictions are incorrect, a security will decline sharply in value before the Firm makes the decision to sell.

**Short-Term Purchases:** When utilizing a short-maturity fixed income strategy, Barrow Hanley purchases securities with the idea of selling them before they mature which can be a relatively short time. Barrow Hanley does this in an attempt to increase income by taking advantage of higher rates available from maturity extensions while maintaining an overall average maturity similar to clients' benchmarks. A risk in the short-term purchase strategy is that higher interest rates can lead to price loss that offsets increased income.

Barrow Hanley's Bank Loan investment strategy is long-term and illiquid in nature and consists of debt investments, including, but not limited to, bonds, senior secured loans, unsecured loans, second lien loans, debtor-in-possession financings, delayed drawdown loans, revolving bank loans, participation interests, CLOs, synthetic securities, and distressed debt and restructurings that are typically traded by banks and other institutional investors engaged in loan syndications. Bank Loan portfolios will lack diversification by concentrating investments in few issuers or industries. Bank loan settlement is subject to delays due to extensive and customized documentation for loan transfer, significant fees, and agent bank or underlying obligor's consent. The creditworthiness of obligors/issuers/issues of lower-rated investments, loans, or bonds will be more complex than for obligors/issuers/issues of higher quality. Returns from bank loan investments will not be commensurate with the risks of investing and will result in a permanent loss of capital.

Participation interests may not entitle the holder to direct rights against the obligor, among other things, to enforce compliance with the terms of the related loan agreement, no rights of set-off, or may not directly benefit from the collateral supporting the debt.

CLOs can be unregistered securities, are intended to be long-term investments, and are illiquid. CLOs will use various forms of leverage, and/or operate with a significant leverage ratio, which will increase losses. CLOs will include equity investments, which can be subject to volatility or dilution. Contractual demands by lenders to a client to reduce its leverage will force such client to sell investments on an emergency basis at prices less than those obtainable in a more orderly liquidation. Financing arrangements will contain cross-default provisions that, if exercised, expose it to particular risk of loss. Financing arrangements that contain financial covenants could require the maintenance of certain financial ratios. CLOs are regarded as "high-yield" or "junk" and are seen as predominately speculative.

Synthetic securities or total return swaps present risks in addition to those resulting from direct purchases of the underlying securities or assets and will have a contractual relationship only with

the counterparty of such synthetic security and not the underlying obligor. With synthetic securities there is counterparty risk if financial institutions do not provide transparent financial statements, or the financial institution fails, will increase counterparty risk.

Distressed securities and restructurings are investments in companies/issuers that are experiencing or expect severe financial difficulties and will result in a permanent loss of capital.

*Counterparty Risk:* Bank Loan and High Yield investments are subject to counterparty risk due to settlement default, or lack of protections for settlement, segregation, and/or minimum capital requirements.

## **Item 9 Disciplinary Information**

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As a registered investment adviser, Barrow Hanley is required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of its advisory business or the integrity of its management. The Firm and its management personnel have no reportable legal or disciplinary events to disclose.

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

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Barrow Hanley is an indirect subsidiary of Perpetual Limited, an ASX listed company, ticker symbol: PPT. As required, Form ADV Part I Section 7.A. and Schedule D provide disclosure about affiliated investment advisers under Perpetual. Barrow Hanley has agreements with Perpetual for investment adviser services. Barrow Hanley manages assets for its principals through the Private (Commingled) Funds or separate accounts. The Funds and accounts are managed as a client account within the investment strategy. These arrangements can create a potential conflict of interest in that Barrow Hanley may appear to have an incentive to favor affiliates. Barrow Hanley manages potential conflicts of interest through allocation policies and procedures, internal review processes, and oversight by the CCO, directors, and independent third-parties.

Barrow Hanley Investment Funds LLC has retained the Firm as Adviser to manage six Private (Commingled) Funds, identified in Form ADV, Part I, Item 7.B. Each of these funds is one of a series of Barrow Hanley Investment Funds LLC, a limited liability company, for which Barrow Hanley is the managing member. The Funds are unregistered in reliance on the exemption provided under Section 3(c)(1) or 3(c)(7) of the Investment Company Act of 1940, offered to a limited number of accredited investors. These Funds offered are invested respectively in Barrow Hanley's large cap value equity, diversified large cap value equity, concentrated emerging markets equity, core fixed income, high-yield fixed income, and bank loans. Barrow Hanley has hired Northeast Retirement Services, Inc. ("NRS"), and BNY Mellon ("BNYM"), both unaffiliated entities, as Manager and Custodian respectively of the Funds. Barrow Hanley receives an advisory fee from the Funds, and NRS and BNYM each receive a fee from the Funds for the management and custodial services each

company provides. Advisory clients of Barrow Hanley are solicited to invest in these Funds. Certain affiliated persons of Barrow Hanley invest in these Funds with the advisory fees/investment minimums waived.

Barrow Hanley has retained WellsCap to provide non-discretionary quantitative portfolio modeling for the diversified small cap value equity strategy. Barrow Hanley performed due diligence reviews of WellsCap and will perform oversight reviews of their services provided.

Barrow Hanley has an arrangement with its affiliate, Perpetual Limited for referring potential clients to the Firm. This arrangement is also disclosed in *Item 14 Client Referrals and Other Compensation*.

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

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Barrow Hanley's officers and employees are permitted to invest for their own personal accounts and such activities are subject to the Firm's Code of Ethics and Conduct. Employees and other associated persons invest in certain pooled investments managed by Barrow Hanley, and the advisory fee and investment minimum are waived for employees/associated persons' investments.

### **CODE OF ETHICS AND CONDUCT**

As a fiduciary, Barrow Hanley and its employees owe a duty of loyalty, fairness, and good faith to the Firm's clients. Barrow Hanley has adopted a Code of Ethics and Conduct ("Code") that sets forth high ethical standards of business conduct that the Firm requires of its employees, including compliance with applicable federal securities laws, and addresses potential conflicts that arise from personal transactions. The Firm's Code is adopted in compliance with the requirements of Section 204A-1 of the Investment Advisers Act of 1940 and Section 17j-1 of the Investment Company Act of 1940.

The Code:

- Requires disclosure of any personal and/or business matter;
- Prohibits employees from trading on MNPI or communicating MNPI to others in violation of the law, frequently referred to as "insider trading";
- Imposes a Duty of Confidentiality on all employees to keep confidential at all times any nonpublic information they obtain in the course of their employment at the Firm, except as required for conducting the Firm's business;
- Restricts accepting or giving gifts from/to vendors or clients;
- Restricts or prohibits certain political and charitable contributions made for the purpose of obtaining or retaining business;
- Restricts or prohibits employees' political contributions;
- Generally, restricts employees' personal transactions through:

- Requiring pre-clearance of personal securities transactions;
- Prohibiting employees from trading in securities when that security is actively being traded or is considered for purchase or sale for client portfolios; and
- Restricting personal political and charitable contributions.

The Code requires all employees to report to the Firm's Chief Compliance Officer or Deputy CCO:

- All Reportable Accounts for brokerage or securities transactions;
- Disclosure of Reportable Securities and Reportable Transactions;
- Political Contributions to state or local officials;
- Gifts given and received and Business Entertainment activities;
- Conflicts or potential conflicts of interest with the Firm and/or its clients; and
- Violations of the Code.

The Code provides the Firm's Policy for Possession of MNPI. Barrow Hanley maintains a list of restricted securities to which the Firm or its employees will have access to MNPI and provides training to supervised persons with respect to conflicts of interest and how such conflicts are resolved under Barrow Hanley's policies and procedures.

The Firm's Code is available upon request to clients and prospective clients by contacting the Compliance Department at 214-665-1900 or [bhmscompliance@barrowhanley.com](mailto:bhmscompliance@barrowhanley.com).

## INTERNAL CONTROLS

Barrow Hanley has adopted Compliance Policies and Procedures that Barrow Hanley believes are reasonably designed to prevent violations of the Investment Advisers Act of 1940 (the "Advisers Act") in accordance with Rule 206(4)-7 (the "Compliance Program Rule").

Barrow Hanley has adopted the Firm's Code in compliance with the requirements of Section 204A-1 of the Investment Advisers Act of 1940 and Section 17j-1 of the Investment Company Act of 1940. See *Code of Ethics and Conduct* beginning on page 16.

Ashland Partners & Company LLP conducts a SOCI Type 2 examination of Barrow Hanley on an annual basis. The SOCI is an in-depth examination of the Firm's internal controls and reports on the suitability and effectiveness of the controls in place over a period of time. A SOCI Type 2 final report is prepared at the conclusion of the examination.

## Item 12 Brokerage Practices

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### INVESTMENT OR BROKERAGE DISCRETION

Barrow Hanley is committed to seeking best execution when trading its clients' portfolios.

***Securities (shares, bonds, or loans) to be Bought or Sold:*** Barrow Hanley generally has authority to determine securities to be bought or sold in its discretionary clients' accounts. Certain clients require that the Firm gives notice prior to realizing a designated percentage loss to their portfolio. Certain taxable clients require that the Firm realizes periodic gains/losses in their portfolio.

***Equity Approved Broker List:*** Barrow Hanley's head trader conducts a due diligence review of brokers within and outside its Approved Broker List and the list is updated monthly. Barrow Hanley obtains a FINRA BrokerCheck report for brokers/dealers added to the approved list. The commissions paid to executing brokers are reviewed on a quarterly basis by the Firm's Trade Management Oversight Committee ("TMOC"). Results of these quarterly reviews and any recommendations made are documented by the TMOC. See *TMOC* on page 22.

***Equity Best Execution:*** Barrow Hanley seeks to obtain best execution for client transactions to take all reasonable steps to obtain the best possible results under the trade's circumstances, and to monitor the quality of the trade execution it obtains. The Firm's traders seek to obtain the best overall qualitative execution under the particular circumstances including share price, size, costs, timing/speed, spreads, volume and likelihood of execution, market impact, other relevant information, competitive commission rate, which may or may not be the lowest commission rate. Commission rates may vary on trades based on the circumstances of the trade and/or by accounts aggregated in a trade based on the circumstances of the clients' portfolio restrictions and guidelines. The head trader is responsible for implementing and monitoring the Firm's best execution policy, practices, and recordkeeping. The Best Execution Policy is reviewed at least annually.

***Equity Directed Brokerage:*** Barrow Hanley generally has full discretion in selecting executing brokers for the initiation of security transactions. Certain clients require that all or a portion of their transactions be executed through firms they designate. If clients direct the Firm to utilize a particular broker, they can be preventing themselves from aggregation with other accounts in block trades and obtaining best price and execution by limiting Barrow Hanley's ability to negotiate elements of the trade.

***Equity Trade Allocation:*** Portfolio managers communicate securities/trades to the Firm's traders, and the traders set up trade pre-allocation in Charles River Investment Management Solution ("CRIMS"). Aggregation or blocking of client trades allows the Firm to execute trades in a more timely, equitable, and efficient manner. The Firm's policy is to aggregate client trades when possible and when advantageous to the Firm's clients. Clients that participate in aggregated/blocked trades receive an average share price and aggregated/blocked trades are generally allocated on a pro-rata basis. As disclosed below, trade commission rates may vary on trades based on the circumstances of the trade and/or by accounts aggregated in a trade based on the circumstances of the clients' portfolio restrictions and guidelines.

Barrow Hanley does not engage in proprietary trading, the Firm does not manage a portfolio/account for itself, and the Firm's Traders do not execute trades for Barrow Hanley's

employees' self-directed personal accounts. Employees' separate accounts are managed on a discretionary basis within the stated investment strategy and are treated the same as a client's account. Potential conflicts of interest from side-by-side management of employees' and clients' accounts are mitigated through policies and procedures and dispersion monitoring.. Barrow Hanley manages a group of accounts for affiliated entities through its parent company, Perpetual. All affiliated portfolios are managed in the selected investment strategy group in the same manner as other accounts in the group. Barrow Hanley does not enter into/execute cross trades.

***IPOs:*** When Barrow Hanley purchases shares in an IPO, the Firm's policy and practice is to allocate IPO shares in the same manner that all other trades are allocated as stated above.

***Equity Foreign Exchange Transactions:*** Barrow Hanley has the responsibility to execute foreign exchange ("FX") trades for non-U.S. dollar denominated securities for its clients who have delegated this responsibility to the Firm. These FX trades are for the purpose of trade settlement of non-U.S. dollar denominated securities or repatriation to a client account's selected base currency. The FX trades are spot trades and not for portfolio hedging purposes. Barrow Hanley has an arrangement with an unaffiliated broker for FX trade execution. Barrow Hanley has a separate arrangement with a third-party for FX trade cost analysis.

- FX trades are executed by a third-party broker or by the client's custodian and reported to Barrow Hanley operations for account reconciliation.
- Barrow Hanley utilizes a third-party service to evaluate FX trades and prepare quarterly trade cost analysis reports.
- FX Trade Cost Analysis reports are prepared quarterly by a third-party and reviewed by the Firm's TMOC.
- The quarterly reports are delivered to applicable clients upon request.
- The reports are retained as part of Barrow Hanley's business records.

***Use of Research and Client Commission Practices (Soft Dollars) for Equity Trades (Indirect Compensation):*** To aid in investment selection and implementation, Barrow Hanley utilizes investment research that is produced in-house by the Firm's analysts, provided by third-party brokers, research-related products, and other investment and market analysis. Some research and research-related products are obtained through subscriptions or cash payments, other research and research-related products are purchased with clients' trade commissions, i.e. on a "soft dollar" commission basis. Some clients, due to regulatory or other factors, are restricted from purchasing research with trade commissions and trade commission rates may vary on trades when commissions are used to purchase research based on the circumstances of the trade and/or by accounts aggregated in a trade based on the circumstances of the clients' portfolio restrictions and guidelines.

Barrow Hanley monitors the Firm's use of brokerage research through a resource tracking module to monitor research that is received and consumed, assess the research quality based on analysts'



use, conduct semi-annual research voting, and monitor and report on commission payments to research brokers. Barrow Hanley's soft dollar trading policy is to:

- Ensure that research and research-related items that are purchased using clients' commissions are used for the clients' benefit through the investment process;
- Examine each soft dollar arrangement for research products and services that assist in the investment decision-making process;
- Evaluate the market value, hard dollar cost and soft dollar cost, and facilitating broker, for each research product or service;
- Make a good faith determination of the value of the research product or service in relation to the commissions paid (Note: trade commission rates may vary by accounts aggregated in a trade based on the circumstances of the clients' portfolio restrictions and guidelines); and
- Review, at least annually, the Firm's soft dollar arrangements, research budget, trade allocations, and this policy to monitor the Firm's practices.

Barrow Hanley will direct brokerage transactions to certain approved brokers who provide specialized research services that are helpful in analyzing the attractiveness of various securities. These services include reports on the quality of company earnings, earnings estimates of research analysts, company and industry research reports, the screening quality of company earnings, company and industry research reports, screening and value models identifying undervalued securities, reports showing portfolio characteristics, performance attribution, and expected returns and quotation and block activity services that aid in the investment decision making process.

Barrow Hanley does not allocate brokerage transactions in return for products or services other than brokerage or research services. In accordance with the provisions of Section 28(e) of the Securities Exchange Act of 1934, Barrow Hanley receives services and products that serve both research and brokerage execution. Because of these considerations, the Firm can pay a brokerage commission in excess of that which another broker might charge for effecting the same transactions in recognition of the value of brokerage or research services provided by the broker. Research products purchased with clients' commissions are used in the investment decision process and benefit all clients in the Firm's investment strategies, not all such services are in connection with the accounts which pay the brokers providing the research. Barrow Hanley manages accounts in strategy groups for investment selection and implementation. **Although a group of clients have restricted their commissions from purchasing third-party research, it is impossible to disaggregate the benefit of such research and trade aggregation usually will include both clients who will and will not pay for research.**

In obtaining mixed-use products or services on a soft dollar basis, Barrow Hanley makes a reasonable allocation of the cost between the portion that is eligible as research or brokerage services and the portion that is not so qualified based on its use and contribution to the investment process. The portion eligible as research or other brokerage services will be paid for with

discretionary client commissions. For all soft dollar products, Barrow Hanley will maintain appropriate records of its reviews and good faith determinations of the Firm's reasonable allocations.

***Fixed Income Approved Broker List:*** The portfolio management team, analysts and traders periodically conduct a review of brokers within and outside of the Firm's Approved Broker List. Barrow Hanley obtains a FINRA BrokerCheck report for brokers/dealers added to the approved list. Barrow Hanley ranks broker/dealers on the basis of their ability and willingness to actively make markets in sectors in which the Firm is invested. Barrow Hanley analyzes the trading volume with each broker/dealer by sector to determine patterns that prove useful in implementing strategic shifts across all portfolios. The trading volume of executing brokers and the Firm's broker/research voting results are reviewed in developing the approved broker list and on an ongoing basis. The Approved Broker List and trade volume is reviewed by the TMOC.

***Fixed Income Best Execution:*** Bonds are traded in a broker market versus an exchange market and the execution of fixed income trades frequently requires the commitment of capital by the executing brokers. When trading U.S. Treasury or Agency securities, Barrow Hanley typically requests bids/offers using internet-based trading systems, primarily Bloomberg Fixed Income Trading Platform ("FIT"). Barrow Hanley uses Market Axess in the pursuit of best price execution for corporate bonds and other securities. These systems are prevalent in the fixed income market, pursuing competitive execution of purchases and sales or best execution prices.

When trading agency and non-agency mortgages, commercial mortgage-backed securities, asset-backed securities, bank loans, and large orders for other securities, Barrow Hanley utilizes its internal expertise to access those broker/dealers willing to commit capital to facilitate the transaction, at the best price under the circumstances. In many cases, the broker/dealer who participated in the original underwriting of the security can be the best source of bids/offers. In other instances, the Firm utilizes its trading experience and knowledge of the markets to solicit bids/offers from those broker/dealers who have expressed interest in sectors and securities Barrow Hanley either owns or in which the Firm has expressed an interest.

Barrow Hanley will on occasion buy and sell the same security at the same time for different accounts due to cash flow considerations. These trades are not crossed, but instead worked in the marketplace in an effort to achieve best execution for the trade.

***Fixed Income Trade Allocation:***

- Investment Grade and High Yield Bonds  
Portfolio managers or traders set up trade pre-allocations using CRIMS. Aggregation of client transactions allows transactions to be executed in a timely, equitable, and efficient manner. CRIMS runs a pre-trade compliance check for accounts in trade orders; after execution, CRIMS runs a post trade compliance check, then a member of the operations staff exports the trades from CRIMS to APX. CRIMS sends the allocation to the broker



through OASYS. The DTC matching program alerts operations of any trade discrepancies between the Firm's information and the broker's information, which is resolved by operations before trade settlement.

- **Bank Loans**  
Brokers execute bond trades based on instructions from Barrow Hanley's Portfolio Managers or Trader and settle trades on a DVP/RVP basis. Account instructions are provided through Alert, allocations are provided through OASYS, and trades are affirmed and settled by operations.

Trades are allocated across accounts participating in the trade on a pro-rata basis; specific exceptions can apply.

***Soft Dollar Client Commission Practices for Fixed Income Trades:***

Barrow Hanley's fixed income group receives bundled trade execution and research, which may be defined as a client commission practice or soft dollars. The fixed income group does not currently purchase third-party research or research-related products on a soft dollar commission basis.

***Trade or Operational Errors – Equity and Fixed Income:*** In the event an error occurs in the handling of a client transaction due to Barrow Hanley's actions or inaction, the Firm's policy is to seek to identify and correct errors as promptly as possible and to:

- Notify the CCO;
- Identify and promptly resolve errors;
- Monitor and reconcile account activity;
- Document the trade or operational error;
- Notify the client(s) affected by the error upon discovery, generally within 24 hours of correction;
- Reimburse the client or broker for any loss resulting from the error; and
- Maintain an error log/file containing appropriate documentation of the error.

***Trade Management Oversight Committee ("TMOC") – Equity and Fixed Income:*** Barrow Hanley's TMOC meets quarterly to review the Firm's brokerage practices and commission payments to third-party brokers, trade cost analysis reports, research data reports, and broker voting. Barrow Hanley retains Abel Noser for equity trade cost analysis and reporting and uses trace data reports for evaluation of fixed income trade execution.

## **Item 13 Review of Accounts**

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### **PORTFOLIO MANAGEMENT SERVICES AND REVIEWS:**

Generally, each client's account is managed and reviewed by the investment strategy's portfolio management team based on the client's chosen strategy. A daily diversification report is provided

to the portfolio managers for their review of the client's portfolio and the overall strategy. The investment strategy's portfolio management team is jointly and primarily responsible for the daily review of the client's account.

Generally, the master list of securities is reviewed and the appropriateness of each security for client portfolio use at that time is determined in accordance with the relationship between price and the value of the security and the objectives of each portfolio.

The Equity Investment Risk Committee evaluates and analyzes risks in the investment strategies and is structured to be independent from the portfolio management investment teams. The committee members include representatives from the equity client portfolio management team, global development team, and portfolio analytics team. Generally, the committee meets quarterly, however, market activity, risk monitoring, and other actions may result in adjustments to the meetings' schedule.

The Fixed Income Investment Risk Committee consists of three fixed income professionals who are separate and independent from the Firm's fixed income portfolio management teams. The Fixed Income Risk Committee's purpose is to assess and monitor investment risk in the Firm's fixed income strategies, to challenge the strategy's positioning in light of intended, or unintended risks, to provide an unbiased assessment of underlying risks within the fixed income strategies, and to ensure portfolios are consistent to minimize dispersion.

Generally, each client receives a quarterly report containing an overview of the investment environment, performance results for the account, portfolio holdings and transaction details. More frequent reports on portfolio holdings and performance are also provided as requested by the client. Clients are provided access to reports through a password protected website. The client portfolio managers meet with each client two times per year or on a frequency determined by the client.

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

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Barrow Hanley has an arrangement with its affiliate, Perpetual Limited for referring potential clients to the Firm. Perpetual referral fees are based on a percentage of revenues received from clients referred.

Barrow Hanley has retained WellsCap to provide non-discretionary quantitative portfolio modeling for the diversified small cap value equity strategy, for which Barrow Hanley pays WellsCap a percentage of the investment management fees received from clients in the strategy.

These arrangements can create a potential conflict of interest in that Barrow Hanley may appear to have an incentive to favor or disfavor referred clients. Barrow Hanley has adopted a Third-Party Solicitation Arrangements Policy that covers the applicable solicitation arrangement. Barrow

Hanley manages potential conflicts of interests through trade allocation policies and procedures, internal review processes, and oversight by the CCO, directors and independent third-parties to ensure that any such conflicts are addressed and mitigated.

These arrangements are also disclosed in *Item 10 Other Financial Industry Activities and Affiliations*.

## **Item 15 Custody**

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Each client selects and contracts with its own qualified custodian for safe-keeping of the client's assets. In addition to the periodic statements that clients receive directly from their qualified custodians, Barrow Hanley also provides quarterly investment strategy reports and reviews of account holdings directly to its clients or their representatives. Barrow Hanley recommends that its clients compare the information provided in the Firm's quarterly reports to their custodial statements to ensure that holdings and values are correct and current.

Barrow Hanley does not have physical custody of client accounts, securities, or cash, nor does it have authorization to debit management fees for its services from clients' accounts. Pursuant to Rule 206(4)-2, Barrow Hanley is deemed to have custody of the commingled funds under its management due to its related person, Barrow Hanley Investment Funds LLC, serving as Managing Member of such Funds, but Barrow Hanley does not have custody.

## **Item 16 Investment Discretion**

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At the inception of a client relationship, an investment strategy is selected, and each client provides investment objectives, guidelines, restrictions, and the appropriate benchmark. For clients who hire Barrow Hanley to provide discretionary asset management services, Barrow Hanley places trades in a client's account without contacting the client for permission prior to each trade.

Barrow Hanley's discretionary authority includes the ability to do the following without contacting the client:

- Determine the security to buy or sell; and/or
- Determine the amount of the security to buy or sell;
- Determine the appropriate price when buying or selling;
- Determine the broker to execute the buy or sell; and
- Vote proxies, corporate actions, proposals, amendments, consents, or resolutions  
(see *Item 17 Voting Client Securities below*).

## Item 17 Voting Client Securities

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### *Voting Equity Securities:*

Barrow Hanley has accepted responsibility to vote proxies for equity securities for its clients who have delegated this responsibility to us, and the Firm's policy is to vote our clients' proxies in the best economic interests of our clients, the beneficial owners of the shares. Barrow Hanley has adopted this Proxy Voting Policy and maintains written procedures for handling research, voting, reporting of proxy votes, and making appropriate disclosures about proxy voting on behalf of our clients.

It is Barrow Hanley's policy to vote all clients' proxies the same based on this Proxy Voting Policy and Barrow Hanley's Proxy Voting Guidelines. If or when additional costs to clients are identified in association with voting the client's proxy, **Barrow Hanley will determine whether such costs exceed the expected economic benefit of voting the proxy and may determine that abstaining from voting is the better action for ERISA Plan clients. However, if/when such voting costs are borne by Barrow Hanley and not by the client, all proxies will be voted for all clients.** Barrow Hanley's Proxy Voting Guidelines provide a framework for assessing proxy proposals.

To assist in the equity proxy voting process, at its own expense Barrow Hanley retains the services of Glass Lewis & Co. Glass Lewis provides:

- Research on corporate governance, financial statements, business, legal and accounting risks;
- Proxy voting recommendations, including ESG voting guidelines;
- Portfolio accounting and reconciliation of shareholdings for voting purposes; and
- Proxy voting execution, record keeping, and reporting services.

Barrow Hanley's Proxy Oversight Committee is responsible for implementing and monitoring Barrow Hanley's proxy voting policy, procedures, disclosures, and recordkeeping, including outlining our voting guidelines in our procedures. The Proxy Oversight Committee conducts periodic reviews to monitor and ensure that the Firm's policy is observed, implemented properly, and amended or updated, as appropriate. The Proxy Oversight Committee is made up of the CCO, the Responsible Investing Committee Lead, the Director of Investment Operations, the ESG Coordinator, and an At-Large Portfolio Manager.

Proxy Coordinators are assigned from the Operations department. Proxy Coordinators review and organize the data and recommendations provided by the proxy service. Proxy Coordinators are responsible for ensuring that the proxy ballots are routed to the appropriate research analyst based on industry sector coverage.

Barrow Hanley's research analysts review and evaluate proxy proposals and make recommendations to the Proxy Voting Committee to ensure that votes are consistent with the Firm's analysis and are in the best economic interest of the shareholders, our clients.

Barrow Hanley's equity portfolio managers are members of the Proxy Voting Committee. Equity portfolio managers vote proxy proposals based on shareholders' economic interests utilizing the Firm's Proxy Voting Guidelines, internal research recommendations, and the research from Glass Lewis. Proxy votes must be approved by the Proxy Voting Committee before submitting to the proxy service provider.

Proxies for the Diversified Small Cap Value accounts are voted in accordance with the proxy service provider's recommendations for the following reasons:

- Investments are based on a quantitative model. Fundamental research is not performed for the holdings.
- The holding period is too short to justify the time for analysis to vote.

Potential conflicts may arise when:

- Clients elect to participate in securities lending arrangements; in such cases, the votes follow the shares, and because Barrow Hanley has no information about clients' shares on loan, the proxies for those shares may not be voted.
- Barrow Hanley invests in equity securities of corporations who are also clients of the Firm; in such cases, Barrow Hanley seeks to mitigate potential conflicts by:
  - Making voting decisions for the benefit of the shareholders, the Firm's clients;
  - Uniformly voting every proxy based on Barrow Hanley's internal research and consideration of Glass Lewis' recommendations; and
  - Documenting the votes of companies who are also clients of the Firm.
- If a material conflict of interest exists, members from the Proxy Voting and Proxy Oversight Committees will determine if clients should have an opportunity to vote their proxies themselves, or whether Barrow Hanley will address the specific voting issue through other objective means, such as voting the proxies in a manner consistent with a predetermined voting policy or accepting the voting recommendation of Glass Lewis.

***Voting Debt and/or Bank Loan Securities:***

Barrow Hanley has the responsibility to vote proxies and related interests for its clients who have delegated this responsibility to the Firm, which include voting on proposals, amendments, consents, or resolutions solicited by or in respect to the issuers of securities, including bank loan debt instruments. Barrow Hanley votes proxies and related interests in the best interest of the securities' owners, its clients.

***Exceptions***

Limited exceptions may be permitted based on a client's circumstances, such as foreign regulations that create a conflict with U.S. practices, expenses to facilitate voting when the costs outweigh the benefit of voting the proxies, or other circumstances.

The Firm's Proxy Voting Policy is available upon request to clients and prospective clients by contacting the Compliance Department at 214-665-1900 or [bhmscompliance@barrowhanley.com](mailto:bhmscompliance@barrowhanley.com).

**Item 18 Financial Information**

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Barrow Hanley is unaware of any financial condition that is reasonably likely to impair its ability to meet its contractual obligations to clients. Barrow Hanley has not been the subject of a bankruptcy petition at any time and has no additional financial circumstances to report.

**Additional Information**

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**PRIVACY POLICY**

Barrow Hanley has a duty to protect the personal information/ data of its clients, their agents, and its employees it collects, and a duty to disclose to such persons its policy for collecting, processing, and protecting their personal information/data. Because of the Firm's diverse clients and employees Barrow Hanley has adopted policies, procedures, and practices to comply with Regulation S-P, the European Union's General Data Protection Regulation ("GDPR"), and the California Consumer Privacy Act ("CCPA").

Personal information may include non-public personally identifiable information/data and/or financial information, including names, addresses, phone numbers, bank account numbers, income, credit histories, Social Security numbers, descriptions, lists, or grouping of clients, information that identifies, relates to, describes, or is capable of being associated with a person, the Firm's account information, information relating to services performed, transactions entered into on behalf of clients, advice provided by Barrow Hanley to clients, and data or analysis derived personal information.

Barrow Hanley's employees are bound by this Privacy Policy and the Duty of Confidentiality in the Firm's Code that requires its employees to keep confidential any non-public and/or personal information obtained in the course of their employment at Barrow Hanley. The Firm's personnel have the highest fiduciary obligation to not reveal or disclose confidential company or client-related information to a party that does not have a clear and compelling need to know such information, and to safeguard all such confidential information. It is Barrow Hanley's policy that employees shall not disclose client information, employee information, or information about the Firm, unless reasonable disclosure is necessary to conduct the Firm's business, required by law, directed by the client, or to provide the client with the Firm's services.

## **Information Barrow Hanley Collects, Maintains, and Processes**

### **Clients, Prospective Clients, and Their Agents**

As an Investment Adviser, in order to provide investment management services to its clients and to conduct its business, Barrow Hanley collects, maintains, and processes personal information for and/or about its clients and their agents, and prospective clients and their agents. The information the Firm collects and maintains may include:

- Information received from or provided to the client and/or third party to open an account or provide investment advice to the client, including name, home and/or business addresses, personal and/or business email addresses, personal and/or business telephone numbers, personally identifiable details and/or information, and financial information;
- Information generated to service a client's account, including investment recommendations, trade data, custodial bank information, account numbers, and account statements;
- Information the Firm receives from third parties with respect to a client's account, such as trade confirmations from brokerage firms, custodians, or third-party vendors;
- Information that identifies, relates to, describes, is reasonably capable of being associated with, or could reasonably be linked, directly or indirectly, with a particular natural person, including location data, online identifiers, or identification numbers; and/or
- Other information obtained while conducting the Firm's business.

### **Employees and Prospective Employees**

As an employer, Barrow Hanley collects, maintains, and processes personal information for or about its employees' and prospective employees, including, among other things, the following:

- Information required under federal and state laws it receives from employees to implement the Firm's procedures for employment, payroll, retirement, and other benefits the Firm provides;
- Information required by the federal securities laws and the Firm's Code to address its fiduciary duties and mitigate potential conflicts of interest including, personal financial account information, banking account information, and credit card account numbers; and/or
- Information that identifies, relates to, describes, is reasonably capable of being associated with, or could reasonably be linked, directly or indirectly, with a particular person.



## Data Collection, Processing and Protection

Barrow Hanley will not disclose, share, or sell any personal information about a client or prospective client, their agents, a client's account, an employee, or an employee's circumstances unless one of the following conditions is met:

- The Firm has a reason to believe the recipient is a client's authorized representative;
- The Firm has a reason to believe, under the appropriate circumstances, that the recipient is an employee's authorized representative;
- The Firm is required or permitted by law to disclose specific information to the recipient; or
- The Firm is conducting business, as outlined in Barrow Hanley's Marketing Practices Policy.

The Firm will respond to requests to know and/or delete personal information/data, as necessary and/or allowed under law when the requestor's identity has been verified. Requests should be submitted by email to [bhmscompliance@barrowhanley.com](mailto:bhmscompliance@barrowhanley.com) or by calling 214-665-1900.

To fulfill the Firm's privacy requirements, Barrow Hanley has adopted Firm-wide practices to safeguard the information maintained about clients, clients' agents, and employees. These practices include:

- Adopting procedures for physical, electronic, and other safeguards to keep information safe, and for proper disposal of information, as outlined in the Firm's recordkeeping policy;
- Limiting access to information by the Firm's employees who those who need access to perform their job duties/responsibilities; and
- Reviewing confidentiality clauses in agreements with third-parties who perform services for the Firm and thereby, need access to perform their service.

The Firm and its employees shall adhere to this privacy policy and procedures when/if a client closes their account or becomes an inactive client, and when/if an employee leaves their employment with the Firm. Barrow Hanley does not discriminate against any person who exercises their privacy rights under any regulation.

Barrow Hanley shall provide the Firm's Privacy Policy to clients, prospective clients, their agents, and employees, as required.