

# Baird Private Wealth Management

## Wrap Fee Program Brochure

October 1, 2021



### Discretionary Programs

ALIGN Strategic Portfolios

BairdNext Portfolios

Private Investment Management

Russell Model Strategies

### Non-Discretionary Programs

ALIGN Custom Portfolios

Baird Advisory Choice

### Separate Managed Account Programs

Baird Equity Asset Management Portfolios

Baird Recommended Managers

Baird SMA Network

Dual Contract

Riverfront Managed Portfolios

### Unified Managed Account Programs

ALIGN UMA Select Portfolios

Unified Advisory Select Portfolios

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**This wrap fee program brochure ("Brochure") provides information about the qualifications and business practices of Robert W. Baird & Co. Incorporated ("Baird") and Baird Private Wealth Management, a department of Baird. Clients should carefully consider this information before becoming a client of Baird. If you have any questions about the contents of this Brochure, please contact us at the toll-free phone number listed above. The information contained in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Additional information about Baird is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

## Material Changes

Robert W. Baird & Co. Incorporated ("Baird") updated the Form ADV Part 2A wrap fee program brochure for its Private Wealth Management Department (the "Brochure") on October 1, 2021. The following summary discusses the material changes that Baird has made to the Brochure since March 24, 2021, the date of the last annual update to the Brochure.

- On October 1, 2021, Hilliard Lyons Trust changed its name to Baird Trust Company and reorganized its corporate form from a limited liability company to a corporation. Effective January 1, 2022, Baird Trust Company will replace Baird as trustee of Baird individual retirement accounts ("IRAs"). After this date, Baird will continue to custody a client's IRA assets and provide most services to the client's IRAs pursuant to an agreement between Baird Trust and Baird. No change or interruption to any product or service, including any Advisory Program or investment advisory service a client receives from Baird and a client's Baird Financial Advisor or from Baird Trust will result from this transition.
- Portfolios managed by 55I, LLC (d/b/a 55ip, "55ip") are made available under the BSN Program. 55ip uses research and other services from Riverfront, an affiliate of Baird, in the development of certain of those portfolios, and Riverfront receives compensation from 55ip with respect to those portfolios. *Due to its affiliation with Riverfront, Baird has a financial incentive to favor 55ip portfolios that use Riverfront services.*
- Baird has modified how it assesses its Program Fee with respect to short sales and options. Liabilities held in a client's Accounts, including the value of margin debit balances, open short sale positions and open options positions with a negative market value will be excluded from the calculation of a client's Program Fee. The value of cash balances held in a client's Account will be excluded from the calculation of a client's Program Fees in an amount equal to the value of any open short sale positions and options positions with a negative market value held in the margin account.

A client should note that the foregoing summary only discusses material changes made to the Brochure since March 24, 2021. The updated Brochure contains changes that are not listed above.

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## Services, Fees and Compensation

This Brochure describes some of the investment advisory services that Robert W. Baird & Co. Incorporated ("Baird") offers to its clients through its Private Wealth Management ("PWM") department. Baird and PWM offer other investment advisory services not described in this Brochure. Separate brochures describe those other investment advisory services and discuss the terms and conditions, fees and costs and potential conflicts of interest for those services. This Brochure also references other documents that contain additional important information about Baird. Those documents describe the types of services that Baird offers to clients and certain types of investments it makes available to clients, including the terms, conditions, fees and costs applicable to those services and investments and certain risks and conflicts of interest associated with those services and investments. Those documents are available on Baird's website at [bairdwealth.com/retailinvestor](http://bairdwealth.com/retailinvestor). Included on that website is Baird's Form CRS *Client Relationship Summary* and *Client Relationship Details* documents (together they are referred to as the *Client Relationship Booklet*). A client of Baird should have already received a copy of the *Client Relationship Booklet*. A client or prospective client who wishes to obtain a brochure for another investment advisory service provided by Baird, or a paper copy of any of the other documents referenced in this Brochure, including the *Client Relationship Booklet*, should contact a Baird Financial Advisor or call Baird toll-free at 1-800-792-2473.

The information contained in this Brochure is current as of the date above and is subject to change at Baird's discretion. Please retain this Brochure for your records.

## The Client-Baird Fiduciary Relationship

Baird is registered with the Securities and Exchange Commission ("SEC") as an investment adviser under the Investment Advisers Act of 1940, as amended (the "Advisers Act"). Baird and its associates are deemed to have a fiduciary relationship with a client when providing the investment advisory services that are described in this Brochure. That means that Baird and its associates are required to act in the best interest of the client when providing investment advisory services. From time to time, Baird or its associates may engage in certain business

practices or may receive compensation or other benefits that create a potential for conflict between the interests of clients and the interests of Baird or its associates. Baird generally addresses potential conflicts of interest by disclosing them to clients through documents provided to clients, including, without limitation, this Brochure, Brochure supplements that contain information about individuals providing investment advice to clients and the services they provide, and the agreements clients enter into with Baird. In addition, Baird has adopted internal policies and procedures for Baird and its associates that require them to: provide investment advice that is suitable for advisory clients (based upon the information provided by such clients); make full disclosure of all potential, material conflicts of interest; act with utmost care and good faith in dealings with advisory clients; and seek to obtain "best execution" of advisory client transactions. The specific business practices that create potential conflicts of interest with clients and additional measures used by Baird to address them are discussed in other sections of this Brochure.

*A client should note that registration as an investment adviser does not imply a certain level of skill or training.*

## Summary of Services

This Brochure describes certain investment advisory programs and services that Baird PWM offers to clients ("Programs") and applies to each advisory account enrolled in a Program ("Account"). The investment advisory services offered under the Programs generally include investment advice and consulting services, which are provided by Baird PWM's home office investment professionals or the client's Baird Financial Advisor, and, depending upon the Program that a client selects, the Program may include portfolio management. The Programs consist of:

- discretionary programs, whereby a client gives Baird (including Baird PWM's home office investment professionals or the client's Baird Financial Advisor) full discretionary authority to manage the client's Account ("Discretionary Programs");
- non-discretionary programs, whereby Baird provides investment advice and

recommendations but the client retains full authority with respect to the management of the client's Account ("Non-Discretionary Programs");

- separately managed account ("SMA") programs and services, whereby investment managers, which may include third party investment managers unrelated or related to Baird ("Other Managers") or Baird, manage the client's Account according to a strategy (each, an "SMA Strategy") with full discretionary authority, and Baird provides additional consulting services to the client (collectively, "SMA Programs"); and
- unified managed account ("UMA") Programs, whereby the client gives Baird and an overlay management firm, Envestnet Asset Management, Inc. (the "Overlay Manager"), selected by Baird authority to manage the client's Account according to a strategy (each, a "UMA Strategy") selected by the client ("UMA Programs").

Depending on their particular needs or objectives, clients may use one or more of these Programs.

The Discretionary Programs include: ALIGN Strategic Portfolios; BairdNext Portfolios; Private Investment Management ("PIM"); and Russell Model Strategies. The Non-Discretionary Programs include: ALIGN Custom Portfolios and Baird Advisory Choice. The SMA Programs include: Baird Equity Asset Management Portfolios; Baird Recommended Managers ("BRM"); Baird SMA Network ("BSN"); Dual Contract ("DC"); and Riverfront Managed Portfolios. The UMA Programs include: ALIGN UMA Select Portfolios and Unified Advisory Select ("UAS") Portfolios.

The SMA Programs are generally offered under a "single contract" arrangement. Under a single contract arrangement, a client enters into an advisory agreement with Baird, and Baird, in turn, enters into a subadvisory or similar agreement with the investment manager on the client's behalf. This type of arrangement is frequently referred to as a single contract arrangement because there is only one contract between the client and Baird; the client does not have an agreement directly with the client's investment manager. Under the Dual Contract Program, a client has a "dual contract" arrangement,

meaning the client has two contracts; one contract with Baird and another contract with the client's investment manager.

The UMA Programs allow a client to invest in a combination of mutual funds, exchange traded products ("ETPs"), primarily exchange traded funds ("ETFs") and exchange traded notes ("ETNs"), SMA Strategies, and groups of mutual funds and ETFs (referred to as "sleeves") and other model portfolios of securities managed by Baird (such sleeves and model portfolios collectively, "Baird-Managed Portfolios") using a single Account.

Baird has engaged the Overlay Manager to provide certain subadvisory services to clients that participate in certain SMA Programs and the UMA Programs. The SMA and UMA Programs make available two types of SMA Strategies: (1) manager-traded strategies, whereby the manager itself manages a client's Account and conducts the trading to implement the SMA Strategy selected by the client (a "Manager-Traded Strategy"); and (2) model-traded strategies, whereby the manager does not manage a client's Account (a "Model Provider") but instead provides a model portfolio ("Model Portfolio") to an overlay management firm, which may include the Overlay Manager, Baird or other third party firm (each, an "Implementation Manager"), that in turn manages a client's Account and conducts the trading to implement the SMA Strategy selected by the client (a "Model-Traded Strategy"). If a client selects a Model-Traded Strategy, the Model Provider will provide the Model Portfolio and updates to the Implementation Manager, and the Implementation Manager will manage the client's Account with full discretionary authority according to the strategy selected by the client. Otherwise, if the client selects a Manager-Traded Strategy, the investment manager will directly manage the client's Account with full discretionary authority as more fully described below.

Baird is also registered with the SEC as a broker-dealer under Securities Exchange Act of 1934, as amended (the "Exchange Act"). Baird provides the Programs described in this Brochure under a "wrap fee" arrangement. This means that in addition to the investment advisory services that Baird provides in connection with each Program, Baird, in its capacity as broker-dealer, also provides clients with trade execution, custody and other standard brokerage services for a single fee



*("Program Fee"). A client should note that the client may incur costs in addition to the Program Fee. See "Additional Program Information—Trading for Client Accounts" and "Other Fees and Expenses" below for more information.*

Each Program is designed to address different investment needs of clients. All of the Programs discussed in this Brochure may not be appropriate for every client. For example, the Programs may not be appropriate for clients who have low or no trading activity, who maintain their accounts invested in high levels of cash, who do not want ongoing professional investment advice or account monitoring, who tend to execute transactions without the recommendation or advice of an advisor, which are commonly referred to as "unsolicited" transactions, or who intend to utilize an investment strategy, product or solution that is not available in a Program.

Some Programs offer clients the ability to pursue alternative investment strategies ("Alternative Strategies") or other non-traditional or complex investment strategies that involve special risks not apparent in more traditional investments like stocks and bonds (collectively, "Complex Strategies"). Similarly, some Programs offer clients the ability to invest in non-traditional or real assets ("Non-Traditional Assets"). Some Programs also offer the ability to invest in investment products that pursue Alternative Strategies ("Alternative Investment Products") or other Complex Strategies (collectively, "Complex Investment Products"). The use of these strategies and investment products involves special risks, and a client should not engage in a strategy or purchase an investment product unless the client understands the related risks. See "Additional Program Information—Complex Strategies and Complex Investment Products" and "Portfolio Manager Selection and Evaluation—Methods of Analysis, Investment Strategies and Risk of Loss—Principal Risks" below for more information.

Certain Programs make available asset allocation investment strategies. Asset allocation strategies involve investing in one or more categories of assets, such as equity securities, fixed income securities, Non-Traditional Assets, Alternative Investment Products and cash, and one or more subcategories of assets, called asset classes. Asset allocation strategies have varying investment objectives and investment strategies.

Some asset allocation strategies use strategic investment strategies, which involve investing accounts in accordance with a predetermined target allocation to different asset classes. Some asset allocation strategies use tactical investing, which typically involves tactically and actively adjusting account allocations to different asset classes based upon the manager's perception of how those asset classes will perform in the short-term. Some asset allocation strategies involve the use of both strategic and tactical investment strategies, sometimes referred to as dynamic strategies. Asset allocation strategies may be implemented using a variety of investment types, such as individual securities, mutual funds and ETPs, including ETFs and ETNs. The amount allocated to an asset class or investment type varies by strategy, and some strategies may have little or no allocation to one or more asset classes or types of investments described above. See "Portfolio Manager Selection and Evaluation—Methods of Analysis, Investment Strategies and Risk of Loss—Investment Strategies and Methods of Analysis—Investment Strategies—Asset Allocation Strategies" below for more information.

The Programs make available investment products and services offered by parties that are not related to Baird. Some Programs make available investment products and services offered by parties related to Baird, including: Baird Advisors and Baird Equity Asset Management, investment management departments of Baird; Chautauqua Capital Management ("CCM"), a division of Baird Equity Asset Management; Riverfront Investment Group, LLC ("Riverfront") and Strategas Asset Management, LLC ("Strategas"), investment managers that are affiliated with Baird; Baird Trust Company ("Baird Trust"), a trust company that is affiliated with Baird; and mutual funds offered by Baird Funds, Inc. (the "Baird Funds"), which is affiliated with Baird. For more information about these and other related parties, see "Additional Information—Other Financial Industry Activities and Affiliations" below.

Baird clients typically work with a Baird Financial Advisor to determine the services that are appropriate given their financial goals and circumstances. During the new account process, clients provide information that assists the client and the client's Financial Advisor with determining the client's investment needs, objectives, investment time horizon, and risk tolerances for



the assets being invested. However, it is a client that ultimately selects the Program and investment strategy that is most appropriate for the client.

A client that wishes to participate in a Program will enter into a client relationship agreement or other investment advisory agreement with Baird ("advisory agreement"). The client's advisory agreement will contain the specific terms applicable to the services selected by the client, fees payable by the client, and other terms applicable to the client's advisory relationship with Baird. A client should note that the client's advisory relationship with Baird does not begin until Baird enters into the applicable advisory agreement with the client, which occurs when Baird PWM's Home Office has accepted the client's advisory agreement and determined that all of the client's paperwork is in order. See "Account Requirements and Types of Clients" below for more information.

As mentioned above, Baird, in its capacity as broker-dealer, also provides Program clients with trade execution, custody and other standard brokerage services. For this reason, a client will also enter into a client relationship agreement or other account agreement with Baird ("account agreement") if the client has not already done so. The client's account agreement authorizes Baird to execute trades for, and perform related brokerage and custody services to, the client's Account. Baird generally does not permit a client to include assets in the client's Account that are held by a third party custodian or that are otherwise held outside of a Baird account ("Held-Away Assets").

Each Program has different structures, administration, types and levels of service, and fees and expenses. In particular, a client should note that the investment advisory services provided by Baird and its associates, including the depth of initial and ongoing research, evaluation, monitoring and review of the investments in a client's Account, varies by Program and the investments selected for the Account.

The foregoing discussion of the Programs is only a summary. More specific information about the Programs and the particular investment advisory services that Baird provides in connection with each Program are further described below and in

the client's advisory agreement. Clients are encouraged to review this Brochure and their advisory agreement carefully.

## Discretionary Programs

### ***ALIGN Strategic Portfolios Program***

Under the ALIGN Strategic Portfolios Program, Baird manages a client's Account with full discretionary authority according to a proprietary model strategic asset allocation strategy developed by Baird (each such model an "ALIGN Strategic Portfolio") that is selected by the client. The ALIGN Strategic Portfolios Program offers model asset allocation portfolios that have different investment objectives and use different strategic investment strategies. Each ALIGN Strategic Portfolio provides for specific levels of investment across different asset classes, such as equity securities, fixed income securities, Non-Traditional Assets, Alternative Investment Products and cash. Each Portfolio generally uses mutual funds and ETPs, primarily ETFs, in order to implement the model asset allocation strategy. The amount allocated to an asset class or type of investment varies by Portfolio, and some Portfolios may have little or no allocation to one or more asset classes or types of investments described above.

Baird constructs each ALIGN Strategic Portfolio and adjusts the asset allocation of each ALIGN Strategic Portfolio from time to time. Baird also determines the mutual funds and ETPs that are available in the ALIGN Strategic Portfolios Program, including the percentage each mutual fund or ETP comprises in each asset class within an ALIGN Strategic Portfolio. Baird may make changes to an ALIGN Strategic Portfolio from time to time as it deems appropriate and without providing prior notice to, or obtaining the consent of, a client.

The ALIGN Strategic Portfolios include certain element portfolios ("ALIGN Elements Portfolios") that are designed for clients with smaller accounts and as such do not invest in as many mutual funds or ETFs compared to other ALIGN Strategic Portfolios. Clients that are able to satisfy applicable account minimums for other ALIGN Strategic Portfolios are encouraged to discuss with their Financial Advisor whether another portfolio may be a more appropriate choice for them.

For more specific information about the investment options made available through the Program and the level of initial and ongoing research, evaluation, monitoring and review performed by Baird on those investment options, if any, see "Portfolio Manager Selection and Evaluation—Methods of Analysis, Investment Strategies and Risk of Loss—Investment Strategies and Methods of Analysis—ALIGN Programs" below.

Some of the services provided under this Program may be provided to a client by a Baird Financial Advisor assigned to the client's Account. Typically, a client selects the ALIGN Strategic Portfolio appropriate for the client's Account with the assistance of the client's Baird Financial Advisor.

Baird may replace investments in a client's Account, rebalance a client's Account assets to be consistent with the client's chosen ALIGN Strategic Portfolio strategy, change the client's asset allocation, or engage in tax management strategies in certain circumstances. See "Additional Program Information—Special Considerations for ALIGN, BairdNext Portfolios, Russell, SMA and UMA Clients" below for more information.

**Important Information about Affiliated Funds.** *Some of the mutual funds offered by Baird Funds, which is affiliated with Baird, have been selected by Baird for inclusion in certain ALIGN Strategic Portfolios. This presents a conflict of interest. For more information, see "Additional Information—Other Financial Industry Affiliations and Activities" below.*

### **BairdNext Portfolios Program**

Under the BairdNext Portfolios Program, Baird manages a client's Account with full discretionary authority according to a proprietary model strategic asset allocation strategy developed by Baird (each such model, a "BairdNext Portfolio") that is selected by the client. The BairdNext Portfolios Program offers model asset allocation portfolios that have different investment objectives and use different strategic investment strategies. Each BairdNext Portfolio provides for specific levels of investment across different asset classes, such as equity securities, fixed income securities, Non-Traditional Assets, Alternative Investment Products and cash. Each Portfolio generally uses mutual funds and ETPs, primarily

ETFs, in order to implement the model asset allocation strategy. The amount allocated to an asset class or type of investment varies by Portfolio, and some Portfolios may have little or no allocation to one or more asset classes or types of investments described above.

Baird constructs each BairdNext Portfolio and adjusts the asset allocation of each BairdNext Portfolio from time to time. Baird also determines the mutual funds and ETPs that are available in the BairdNext Portfolios Program, including the percentage each mutual fund or ETP comprises in each asset class within a BairdNext Portfolio. Baird may make changes to a BairdNext Portfolio from time to time as it deems appropriate and without providing prior notice to, or obtaining the consent of, a client.

The BairdNext Portfolios Program is designed for clients with smaller accounts and as such does not invest in as many mutual funds or ETFs compared to other Programs. Clients that are able to satisfy applicable account minimums for other Programs are encouraged to discuss with their Financial Advisor whether another Program may be a more appropriate choice for them.

For more specific information about the investment options made available through the Program and the level of initial and ongoing research, evaluation, monitoring and review performed by Baird on those investment options, if any, see "Portfolio Manager Selection and Evaluation—Methods of Analysis, Investment Strategies and Risk of Loss—Investment Strategies and Methods of Analysis—BairdNext Portfolios Program" below.

Some of the services provided under this Program may be provided to a client by a Baird Financial Advisor assigned to the client's Account. Typically, a client selects the BairdNext Portfolio appropriate for the client's Account with the assistance of the client's Baird Financial Advisor.

Baird may replace investments in a client's Account, rebalance a client's Account assets to be consistent with the client's chosen BairdNext Portfolio strategy, change the client's asset allocation, or engage in tax management strategies in certain circumstances. See "Additional Program Information—Special Considerations for ALIGN, BairdNext Portfolios,

Russell, SMA and UMA Clients" below for more information.

**Important Information about Affiliated Funds.** *Some of the mutual funds offered by Baird Funds, which is affiliated with Baird, have been selected by Baird for inclusion in certain BairdNext Portfolios. This presents a conflict of interest. For more information, see "Additional Information—Other Financial Industry Affiliations and Activities" below.*

### **Private Investment Management Program**

Under the PIM Program, a client grants full discretionary authority and management of the client's Account to Baird and the client's Baird Financial Advisor who has been approved by Baird to manage client accounts in the PIM Program (a "PIM Manager").

In the PIM Program, a client's PIM Manager seeks to meet the client's particular investment needs by developing a customized investment strategy based upon guidelines that are jointly established by the client and the client's PIM Manager. At the commencement of services, the client's PIM Manager reviews the client's investment objectives and risk tolerance. Based upon that review and other information provided by the client, the PIM Manager makes a subsequent recommendation to the client as to which investment strategy the PIM Manager believes is best suited for the client. Some PIM Managers use model portfolios, which may include proprietary model asset allocation portfolio strategies developed by Baird, or other investment strategies. Some PIM Managers take a "counseled" or more customized approach to management of client accounts. A client makes the final decision as to which investment strategy is chosen for the client's Account. More specific information as to how the client's PIM Manager will manage the client's Account is provided to the client in connection with the opening of the Account.

A PIM Manager may make investments in various types of securities, including, but not limited to, equity securities, fixed income securities, Non-Traditional Assets, certain Alternative Investment Products and mutual funds and ETPs that in turn invest in those investments. All or a portion of the assets in a client's Account may be held in cash or cash equivalents, including securities issued by

money market mutual funds or may be deposited in interest-bearing bank accounts. Additional information about the types of investments a PIM Manager may use for client accounts is contained under the heading "Additional Program Information—Permitted Investments" below. For more information about the PIM Program, see "Portfolio Manager Selection and Evaluation—Methods of Analysis, Investment Strategies and Risk of Loss—Investment Strategies and Methods of Analysis—Private Investment Management Program" below.

Baird may remove any PIM Manager or strategy from the PIM Program at any time and transfer day-to-day management responsibility of a client's Account to another PIM Manager or Baird Financial Advisor at any time without providing prior notice to, or obtaining the consent of, a client.

### **Important Information about PIM Accounts.**

*PIM Managers may engage in strategies that involve: concentrated and less diversified portfolios of securities; leverage or margin; and frequent trading for client accounts. In addition, PIM Managers may invest client accounts in illiquid securities, community bank stocks and Complex Investment Products. These types of strategies and investments involve special, sometimes significant, risks and are not appropriate for all clients. A client should understand those risks before engaging in those strategies or investing in those products. See "Additional Program Information—Complex Strategies and Complex Investment Products" and "Portfolio Manager Selection and Evaluation—Methods of Analysis, Investment Strategies and Risk of Loss—Principal Risks" below for more information.*

*Mutual funds, ETFs and other investment products affiliated with Baird are available to clients under the PIM Program. This presents a conflict of interest. For more information, see "Additional Information—Other Financial Industry Affiliations and Activities" below.*

### **Russell Model Strategies Program**

Under the Russell Model Strategies Program (the "Russell Program"), Baird manages a client's Account with full discretionary authority according to a model mutual fund asset allocation strategy (a "Russell Strategy") developed by Russell

Investment Management, LLC ("Russell") that is selected by a client. The Russell Program offers model asset allocation portfolios that have different investment objectives and use different strategic and tactical investment strategies. Each Russell Strategy provides for specific levels of investment across different asset classes, such as equity securities, fixed income securities, Non-Traditional Assets, Alternative Investment Products and cash. Each Strategy generally uses mutual funds and ETFs in order to implement the model asset allocation strategy. The amount allocated to an asset class or type of investment varies by Strategy, and some Strategies may have little or no allocation to one or more asset classes or types of investments described above. Each Russell Strategy will typically invest exclusively or significantly in mutual funds offered by Russell Investment Company (the "Russell Funds"), although some non-Russell Funds may be used.

Russell constructs each Russell Strategy and adjusts the asset allocation of each Strategy from time to time. Russell also determines the mutual funds and ETFs, including the Russell Funds, that are available in each Russell Strategy, including the percentage each mutual fund and ETF comprises in each Strategy. From time to time, Russell may remove mutual funds and ETFs and replace them with other mutual funds and ETFs.

Baird anticipates that it generally will implement a Russell Strategy as proposed by Russell. However, Baird has sole discretionary authority over a client's Account invested in a Russell Strategy, and Baird may implement a Russell Strategy differently than proposed by Russell or may sell the client's investments if Baird determines such action to be necessary and in the client's best interest.

For more specific information about the investment options made available through the Program and the level of initial and ongoing research, evaluation, monitoring and review performed by Baird on those investment options, if any, see "Portfolio Manager Selection and Evaluation—Methods of Analysis, Investment Strategies and Risk of Loss—Investment Strategies and Methods of Analysis—Russell Model Strategies Program" below.

Some of the services provided under this Program may be provided to a client by a Baird Financial Advisor assigned to the client's Account. Typically, a client selects the Russell Strategy appropriate for the client's Account with the assistance of the client's Baird Financial Advisor.

Baird may rebalance a client's Account assets to be consistent with the client's chosen asset allocation strategy, change the client's asset allocation, or engage in tax management strategies in certain circumstances. See "Additional Program Information—Special Considerations for ALIGN, BairdNext Portfolios, Russell, SMA and UMA Clients" below for more information.

### **Non-Discretionary Programs**

#### ***ALIGN Custom Portfolios Program***

The ALIGN Custom Portfolios Program is a Non-Discretionary Program whereby Baird manages a client's Account on a non-discretionary basis according to a custom model asset allocation strategy (an "ALIGN Custom Portfolio") that is selected by the client. ALIGN Custom Portfolios involve the use of various different investment strategies because they are customized for each client. An ALIGN Custom Portfolio provides a client with a customized level of investment across different asset classes, such as equity securities, fixed income securities, Non-Traditional Assets, Alternative Investment Products and cash. To implement the asset allocation strategy, a client selects the investments for the Account from among those mutual funds and ETPs that Baird has determined are eligible for use in the Program.

For more specific information about the investment options made available through the Program and the level of initial and ongoing research, evaluation, monitoring and review performed by Baird on those investment options, if any, see "Portfolio Manager Selection and Evaluation—Methods of Analysis, Investment Strategies and Risk of Loss—Investment Strategies and Methods of Analysis—ALIGN Programs" below.

Some of the services provided under this Program may be provided to a client by a Baird Financial Advisor assigned to the client's Account. Typically, a client develops and selects the ALIGN Custom Portfolio appropriate for the client's Account with

the assistance of the client's Baird Financial Advisor.

While a client retains discretionary authority and management over the client's ALIGN Custom Portfolios Account, a client participating in the ALIGN Custom Portfolios Program gives Baird the authority to replace investments in a client's Account, rebalance a client's Account assets to be consistent with the client's chosen ALIGN Custom Portfolio strategy, or engage in tax management strategies in certain circumstances. See "Additional Program Information—Special Considerations for ALIGN, BairdNext Portfolios, Russell, SMA and UMA Clients" below for more information.

**Important Information about the ALIGN Custom Portfolios Program.** *Mutual funds and ETFs affiliated with Baird are available to clients under the ALIGN Custom Portfolios Program. This presents a conflict of interest. For more information, see "Additional Information—Other Financial Industry Affiliations and Activities" below.*

*The ALIGN Custom Portfolios Program is a non-discretionary Program. Once an investment is made by the client, the investment will only be removed from the client's Account upon the removal of the investment from the Program or the client's direction to do so. A client should carefully consider the foregoing when deciding to participate in the ALIGN Custom Portfolios Program and also consider whether another Baird Program may be more appropriate for the client.*

### **Baird Advisory Choice Program**

The Baird Advisory Choice Program is a Non-Discretionary Program whereby Baird provides advice to a client in connection with the client's own management of the client's Account.

Some of the services provided under this Program may be provided to a client by a Baird Financial Advisor assigned to the client's Account.

Some Baird Financial Advisors may recommend that a client implement a model portfolio in the client's Advisory Choice Account. A client implementing a model portfolio in the client's Advisory Choice Account may have the option to have Baird and the client's Financial Advisor automatically rebalance the client's Advisory

Choice Account to the target asset allocations specified by the model portfolio at predetermined intervals. Currently, Baird offers the following automatic rebalance options to applicable Advisory Choice Accounts: annual, semi-annual and quarterly.

Baird does not have discretionary authority over the assets in a client's Baird Advisory Choice Account, and Baird and the client's Baird Financial Advisor cannot purchase or sell any securities or other investments in the client's Baird Advisory Choice Account, including purchases and sales to rebalance the Account, without the client's authorization. Ultimately, the client makes the final decision as to selection of investments for the client's Baird Advisory Choice Account. Furthermore, if a client selects a model portfolio for the client's Baird Advisory Choice Account, a client should understand that the client is ultimately responsible for: the selection of the model portfolio, the model portfolio's implementation, and the selection of an automatic rebalance option, if any.

A client should understand that Baird only provides a client with certain consulting services and, for eligible Accounts, automatic Account rebalancing services under the Baird Advisory Choice Program. The consulting services that may be available in the Program from the client's Financial Advisor include research, analysis, advice and recommendations regarding: financial and investment goals and needs; asset allocation strategies, investment strategies and investment restrictions; methods for implementing investment strategies; trends and expectations regarding securities and other investments, securities markets, and economic sectors and industries; and the purchase, holding and sale of securities and other investments. The specific consulting services to be provided to a client will be determined by mutual agreement between the client and the client's Financial Advisor. Baird does not undertake to provide any other consulting or investment advisory services under this Program unless Baird agrees to do so in writing.

Baird or the client's Financial Advisor will provide investment recommendations for the client's Account and may recommend the amount, type and timing with respect to buying, holding, exchanging, converting and selling securities and other assets for the client's Account. Baird or the



client's Financial Advisor may recommend investments in various types of securities, including, but not limited to, equity securities, fixed income securities, Non-Traditional Assets, certain Alternative Investment Products and mutual funds and ETPs that in turn invest in those investments. All or a portion of the assets in a client's Account may be held in cash or cash equivalents, including securities issued by money market mutual funds or may be deposited in interest-bearing bank accounts. Additional information about the types of investments Baird or a Financial Advisor may recommend for client accounts is contained under the heading "Additional Program Information—Permitted Investments" below. For more information about the Baird Advisory Choice Program, see "Portfolio Manager Selection and Evaluation—Methods of Analysis, Investment Strategies and Risk of Loss—Investment Strategies and Methods of Analysis—Baird Advisory Choice Program" below.

A client should ask the client's Baird Financial Advisor questions about the investment styles, philosophies, strategies, analyses and techniques the client's Baird Financial Advisor will use in order to meet the client's objectives.

**Important Information about Baird Advisory Choice Accounts.** *A Baird Advisory Choice Account provides a fee-based alternative to a traditional, commission-based brokerage account. Unlike a traditional brokerage account where a client is paying for traditional brokerage services, an Advisory Choice client is also paying for investment advice and other investment advisory services above and beyond those available in a traditional brokerage account. Each client should determine whether a Baird Advisory Choice Account is appropriate. In making this determination, a client should carefully consider all relevant factors, including the client's investment objectives, risk tolerance, past and anticipated trading practices, current assets, current investments, the value and type of Permitted Investments to be held in the Account, anticipated use of other Baird products and services, and the costs and benefits of the Account. The costs of a Baird Advisory Choice Account may be more or less than in an account where the client is charged on a per-transaction basis. A Baird Advisory Choice Account may not be appropriate for a client who anticipates little or no trading activity, a client who prefers to direct the client's own investment strategies and*

*security selection independent of the advice of Baird or their Financial Advisor or a client who does not receive or request investment advisory or other non-trading services from Baird. A Baird Advisory Choice Account is also not for day trading or other extreme trading activity, including excessive options trading or trading in mutual funds based on market timing. If a client's Baird Advisory Choice Account engages in "excessive trading activity" (herein defined as activity that would be considered "excessive" by industry professionals in a non-discretionary, fee-based program, as determined by Baird in its sole discretion), Baird may, to the extent permitted by applicable law, immediately, upon sending notice to the client, restrict the activity occurring in the client's Account, terminate the Account, convert the Account to a commission-based account, or charge a higher fee at such rate as Baird, in its sole discretion, may elect. A client is responsible for monitoring the client's Account and determining the desirability of maintaining the Account as opposed to maintaining a traditional, commission-based brokerage account. In addition to Baird Advisory Choice Accounts and traditional, commission-based brokerage accounts, Baird offers various other advisory programs in which it has investment discretion. A client should periodically reevaluate whether the ongoing use of this Non-Discretionary Advisory Program is desired and request a Baird Financial Advisor to explain the benefits and disadvantages of maintaining a Baird Advisory Choice Account and the availability of alternative arrangements.*

Additional information regarding the differences between brokerage and advisory relationships can be found in the "Understanding Brokerage and Investment Advisory Relationships" document that is available on Baird's website at [bairdwealth.com/retailinvestor](http://bairdwealth.com/retailinvestor).

A client may terminate a Baird Advisory Choice Account and convert it into a traditional, commission-based brokerage account at any time by contacting the client's Baird Financial Advisor. Baird also has the right, at any time upon notice to a client, to terminate a client's Baird Advisory Choice Account and convert it into commission-based brokerage account.

A client should note that the client's Baird Advisory Choice Account may be engaged in strategies that involve concentrated and less diversified portfolios of securities, leverage or

*margin, options, and frequent trading. In addition, the client's Baird Advisory Choice Account may be invested in illiquid securities and Complex Investment Products. These types of strategies and investments involve special, sometimes significant, risks and are not appropriate for all clients. A client should understand those risks before engaging in those strategies or investing in those products. See "Additional Program Information—Complex Strategies and Complex Investment Products" and "Portfolio Manager Selection and Evaluation—Methods of Analysis, Investment Strategies and Risk of Loss—Principal Risks" below for more information.*

*Mutual funds, ETFs and other investment products affiliated with Baird are available to clients under the Advisory Choice Program. This presents a conflict of interest. For more information, see "Additional Information—Other Financial Industry Affiliations and Activities" below.*

## **SMA Programs**

### **Baird Equity Asset Management Portfolios Program**

Under the Baird Equity Asset Management Portfolios Program, a client grants full discretionary authority and management of the client's Account to Baird Equity Asset Management, an investment management department of Baird, or an Other Manager selected by the client, to manage the client's Account. Under the Baird Equity Asset Management Portfolios Program, Baird Equity Asset Management determines the Other Managers and their strategies eligible to participate in the Program. Affiliates of Baird may manage client accounts under the Baird Equity Asset Management Portfolios Program.

### **Baird Equity Asset Management Strategies**

Baird Equity Asset Management provides portfolio management to clients desiring investments in equity and balanced portfolios. Baird Equity Asset Management offers: growth investment strategies (the "Baird Equity Asset Management Growth Strategies"); Specialized Asset Management ("SAM") portfolio strategies (the "SAM Strategies"), consisting of SAM Strategic Portfolio strategies and SAM Custom Portfolio strategies; and value investment strategies (the "Baird Equity Asset Management Value Strategies").

Baird Equity Asset Management also manages client portfolios according to other strategies selected by clients ("Other Baird Equity Asset Management Strategies", and with the Baird Equity Asset Management Growth Strategies, the SAM Strategies, and the Baird Equity Asset Management Value Strategies, the "Baird Equity Asset Management Strategies").

The SAM Strategies are model asset allocation portfolios that have different investment objectives and strategies. Each SAM Strategy provides for specific levels of investment across different asset classes, such as equity securities, fixed income securities, Non-Traditional Assets, Alternative Investment Products and cash. Each Strategy generally uses individual securities, mutual funds and ETFs in order to implement the model asset allocation strategy. The amount allocated to an asset class or type of investment varies by Strategy, and some Strategies may have little or no allocation to one or more asset classes or types of investments described above.

A SAM Custom Portfolio provides a client with a customized level of investment across one or more of the asset classes described above. The custom model asset allocation strategy is determined by the client with the assistance of Baird Equity Asset Management.

Baird Equity Asset Management may invest a client's Baird Equity Asset Management Strategies Account in various types of securities, which will be chosen by Baird Equity Asset Management and which may include mutual funds or other investment products affiliated with Baird.

Clients are urged to review Baird Equity Asset Management's Form ADV Part 2A Brochure, which contains additional important information about Baird Equity Asset Management, including information about the Baird Equity Asset Management Strategies, the types of investments Baird Equity Asset Management may use for a client's Account, and the risks associated with investing in those Strategies. Baird Equity Asset Management's Form ADV Part 2A Brochure is available upon request.

### **Other Manager Strategies**

Clients that are considering engaging an Other Manager under this Program are urged to review the Other Manager's Form ADV Part 2A Brochure



("Other Manager Brochure"), which should contain additional important information about the Other Manager, including information about the Other Manager's strategies, the types of investments the Other Manager may use for a client's Account, and the risks associated with investing in the Other Manager's SMA Strategies. Other Manager Brochures are available upon request.

### Selecting a Strategy

Some of the services provided under this Program may be provided to a client by a Baird Financial Advisor assigned to the client's Account.

If the client has decided to retain Baird Equity Asset Management or an Other Manager under this Program to manage the client's Account, the client's Financial Advisor will generally assist the client in selecting a Portfolio suitable for the client's Account.

If a client selects a Baird Equity Asset Management Strategy or an Other Manager strategy under this Program, the client authorizes and directs Baird to appoint Baird Equity Asset Management to serve as sub-adviser to the client's Account. If the client has selected a Baird Equity Asset Management Strategy, the client also authorizes and directs Baird Equity Asset Management to manage the client's Account with full discretionary authority in accordance with the Baird Equity Asset Management Strategy selected by the client. If the client has selected an Other Manager strategy, the client authorizes and directs Baird Equity Asset Management to appoint the Other Manager as sub-adviser, and the client also authorizes and directs such Other Manager to manage the client's Account with full discretionary authority in accordance with the Other Manager strategy selected by the client.

If a client's Account is managed by an Other Manager under this Program, the client should understand that: Baird does not manage the Account and does not otherwise have any influence over the Other Manager's investment decisions or securities selections, and therefore, Baird is not responsible for the decisions made by the Other Manager; Baird does not provide any recommendation or investment advice regarding the purchase or sale of investment products made for the client's Account; and Baird and the client's Financial Advisor only provide the client with certain consulting services, which may include the

client's Financial Advisor's assistance with determining the client's financial needs, investment goals and investment restrictions and periodically reviewing the manager's performance. Baird does not undertake to provide any other consulting or investment advisory services under this Program unless Baird agrees to do so in writing.

**Important Information about Baird Equity Asset Management.** *Baird Equity Asset Management is an investment management department of Baird. Baird has a potential conflict of interest to the extent Baird would advise clients to participate in advisory services offered by Baird Equity Asset Management. For more information, see "Additional Information—Other Financial Industry Affiliations and Activities" below.*

*A client's appointment and continued retention of Baird Equity Asset Management or an Other Manager to manage the client's Account are based upon the client's review of Baird Equity Asset Management or such Other Manager and their services. Once retained by the client, Baird Equity Asset Management or the Other Manager will only be removed from managing the client's Account upon the manager's withdrawal, removal from the Program, or the client's direction to do so.*

### Baird Recommended Managers Program

The Baird Recommended Managers Program is a program whereby a client provides Baird and the client's Financial Advisor with discretionary authority to appoint investment managers to manage the client's Account with full discretionary authority and to terminate or replace investment managers for the client's Account. The Baird Recommended Managers Program is designed for a client who wishes to have the client's Account managed by investment managers that are monitored by Baird on an ongoing basis.

Under the Baird Recommended Managers Program, Baird determines the investment managers ("Recommended Managers") and their strategies ("BRM Strategies") eligible to participate in the Program through an initial and ongoing evaluation process.

For more specific information about the managers and SMA Strategies made available through the Baird Recommended Managers Program and the

level of initial and ongoing research, evaluation, monitoring and review performed by Baird on those managers and SMA Strategies, see “Portfolio Manager Selection and Evaluation—Selection and Evaluation—Baird Recommended Managers Program” below.

Recommended Managers have varying investment objectives, styles and strategies, and they may invest a client’s Account in various types of securities, which will be chosen by the Recommended Manager and which may include mutual funds, ETFs or other investment products affiliated with the manager or Baird.

Clients are urged to review the Recommended Manager’s Form ADV Part 2A Brochure, which should contain additional important information about the Recommended Manager, including information about the Recommended Manager’s strategies, the types of investments the Recommended Manager may use for a client’s Account, and the risks associated with investing in a BRM Strategy. Such brochures are available upon request.

Some of the services provided under the Baird Recommended Managers Program will be provided to a client by a Baird Financial Advisor assigned to the client’s Account. A client, typically working with a Baird Financial Advisor, initially selects the Recommended Manager and BRM Strategy for the client’s Account. Thereafter, whenever Baird or the client’s Financial Advisor deems it necessary, Baird or the client’s Financial Advisor will replace a Recommended Manager or BRM Strategy with another Recommended Manager or BRM Strategy for the client’s Account based upon the list of Recommended Managers and BRM Strategies that Baird makes available for the Baird Recommended Managers Program.

If a client participates in the Baird Recommended Managers Program, the client authorizes and directs Baird to appoint Recommended Managers to serve as sub-adviser to the client’s Account and to otherwise manage the client’s Account in accordance with the terms of the Baird Recommended Managers Program. The client also authorizes and directs the Recommended Managers to manage the client’s Account with full discretionary authority in accordance with the BRM Strategy selected.

Certain BRM Strategies are only made available through Implementation Managers. The BRM Strategies offered through Implementation Managers consist of Manager-Traded Strategies and Model-Traded Strategies. If a BRM Strategy offered through an Implementation Manager is selected for a client’s Account, the client authorizes and directs Baird to appoint the Implementation Manager to serve as sub-adviser to the client’s Account. If a Model-Traded Strategy offered through an Implementation Manager is selected for a client’s Account, the client authorizes and directs the Implementation Manager to manage the client’s Account with full discretionary authority in accordance with the selected BRM Strategy. If a Manager-Traded Strategy offered through an Implementation Manager is selected for a client’s Account, the client authorizes and directs the Implementation Manager to appoint the applicable Recommended Manager as sub-adviser, and the client also authorizes and directs such Recommended Manager to manage the client’s Account with full discretionary authority in accordance with the selected BRM Strategy.

If a Model-Traded Strategy offered through an Implementation Manager is selected for a client’s Account, the Implementation Manager will typically implement the Model Portfolio as proposed by the Model Provider. However, since the Implementation Manager has discretionary authority over the client’s Account, the Implementation Manager may implement the Model Portfolio differently than proposed by the Model Provider if the Implementation Manager determines such action to be necessary and in the client’s best interest. A client should note that Baird does not monitor or ascertain whether a third party Implementation Manager is fully and faithfully implementing the Model Portfolio on a continuous basis. The client should periodically discuss the Account’s performance with the client’s Financial Advisor.

Certain managers of Model-Traded Strategies offered through the Overlay Manager have adopted trade rotation policies that allow them to send Model Portfolio updates to the Overlay Manager after they have implemented the Model Portfolio updates for client accounts managed by them or after they have otherwise completed trading for those accounts. As a result, the performance of a Baird client Account pursuing a Model Portfolio strategy offered by those Model

Providers will differ, perhaps in a materially negative manner, from the performance of other client accounts managed by those Model Providers. See “Additional Program Information—Trading for Client Accounts—Trading Practices of Investment Managers” below for more information.

If a client’s Account is managed by an Other Manager under the Baird Recommended Managers Program, the client should understand that, notwithstanding the discretionary authority granted to Baird and the client’s Financial Advisor under the Program: Baird and the client’s Financial Advisor do not manage the Account and do not otherwise have any influence over the Other Manager’s investment decisions or securities selections, and therefore, Baird and the client’s Financial Advisor are not responsible for the decisions made by the Other Manager; and Baird and the client’s Financial Advisor do not provide any recommendation or investment advice regarding the purchase or sale of investment products made for the client’s Account.

From time to time, Baird may remove investment managers from the Baird Recommended Managers Program, and Baird may select a replacement manager to manage the client’s Account. In such event, Baird, at the direction of the client’s replacement manager, or the client’s replacement manager may sell all or a portion of the securities or other investments in the Account that were managed by the prior manager and the replacement manager will reinvest the cash proceeds of those sales. Sales of securities or other investments could result in adverse tax consequences for the client.

If Baird terminates an investment manager from the Baird Recommended Managers Program, a client authorizes Baird to invest, with full discretionary authority, the assets in the client’s Account previously managed by the terminated investment manager in other securities, including, but not limited to, mutual funds and ETPs. Baird’s discretionary authority to make such other investments will continue until a replacement investment manager is selected or alternative arrangements are made for the management of the client’s assets.

A client who prefers to continue using an investment manager that has been removed from the Baird Recommended Managers Program, or who directs or otherwise requests that a particular investment manager not recommended by Baird be selected to manage the client’s Account, will need to move to another Program, such as the BSN Program. See “Baird SMA Network Program” below for more information. Clients who elect to do so will no longer receive the same level of rigorous ongoing monitoring, evaluation, or review of that investment manager from Baird.

**Important Information about Affiliated Managers.** *The Baird Recommended Managers Program makes available to clients investment services that are offered by Baird Equity Asset Management, an investment management department of Baird. Baird has a potential conflict of interest to the extent Baird would advise a client to select investment products offered by Baird Equity Asset Management. For more information, see “Additional Information—Other Financial Industry Affiliations and Activities” below.*

### **Baird SMA Network Program**

The BSN Program is a program whereby a client independently selects an investment manager to manage the client’s Account with full discretionary authority according to a strategy selected by the client. The BSN Program is designed to accommodate a client who wishes to independently select an investment manager not available in the Baird Recommended Managers Program to manage the assets in the client’s Account.

Under the BSN Program, Baird determines the investment managers (“BSN Managers”) and their strategies (“BSN Strategies”) eligible to participate in the Program through a significantly less rigorous evaluation process compared to the Baird Recommended Managers Program. However, a client should note that Baird does not make any recommendation to clients regarding any BSN Strategy or any representations regarding a BSN Manager’s qualifications as an investment adviser or abilities to manage client assets.

For more specific information about the managers and SMA Strategies made available through the

BSN Program and the level of initial and ongoing research, evaluation, monitoring and review performed by Baird on those managers and SMA Strategies, if any, see “Portfolio Manager Selection and Evaluation—Selection and Evaluation—Baird SMA Network, Dual Contract and Riverfront Managed Portfolios Programs” below.

A client should only participate in the BSN Program if the client wishes to take more responsibility for monitoring the client’s Account, the Baird Recommended Managers Program does not contain an SMA Strategy that meets the client’s particular needs, and the client understands the risks of doing so.

BSN Managers have varying investment objectives, styles and strategies, and they may invest a client’s Account in various types of securities, which will be chosen by the BSN Manager and which may include mutual funds, ETFs or other investment products affiliated with the manager or Baird.

Clients are urged to review the BSN Manager’s Form ADV Part 2A Brochure, which should contain additional important information about the BSN Manager, including information about the BSN Manager’s strategies, the types of investments the BSN Manager may use for a client’s Account, and the risks associated with investing in a BSN Strategy. Such brochures are available upon request.

Some of the services provided under the BSN Program may be provided to a client by a Baird Financial Advisor assigned to the client’s Account, and the client’s Financial Advisor may provide his or her own advice and recommendations about BSN Managers.

If a client participates in the BSN Program, the client authorizes and directs Baird to appoint the BSN Manager selected by the client to serve as sub-adviser to the client’s Account. The client also authorizes and directs the BSN Manager to manage client’s Account with full discretionary authority in accordance with the BSN Strategy selected by the client.

Certain BSN Strategies are only made available through the Overlay Manager. The BSN Strategies offered through the Overlay Manager consist of

Manager-Traded Strategies and Model-Traded Strategies. If a client selects a BSN Strategy offered through the Overlay Manager for the client’s Account, the client authorizes and directs Baird to appoint the Overlay Manager to serve as sub-adviser to the client’s Account. If a client selects a Model-Traded Strategy offered through the Overlay Manager for the client’s Account, the client authorizes and directs the Overlay Manager to manage the client’s Account with full discretionary authority in accordance with the BSN Strategy selected by the client. If a client selects a Manager-Traded Strategy offered through the Overlay Manager for the client’s Account, the client authorizes and directs the Overlay Manager to appoint the applicable BSN Manager as sub-adviser, and the client also authorizes and directs such BSN Manager to manage the client’s Account with full discretionary authority in accordance with the BSN Strategy selected by the client.

If a client selects a Model-Traded Strategy offered through the Overlay Manager for the client’s Account, the Overlay Manager will typically implement the Model Portfolio as proposed by the Model Provider. However, since the Overlay Manager has discretionary authority over the client’s Account, the Overlay Manager may implement the Model Portfolio differently than proposed by the Model Provider if the Overlay Manager determines such action to be necessary and in the client’s best interest. A client should note that Baird does not monitor or ascertain whether the Overlay Manager is fully and faithfully implementing the Model Portfolio on a continuous basis. The client should periodically discuss the Account’s performance with the client’s Financial Advisor.

Certain managers of Model-Traded Strategies offered through the Overlay Manager have adopted trade rotation policies that allow them to send Model Portfolio updates to the Overlay Manager after they have implemented the Model Portfolio updates for client accounts managed by them or after they have otherwise completed trading for those accounts. As a result, the performance of a Baird client Account pursuing a Model Portfolio strategy offered by those Model Providers will differ, perhaps in a materially negative manner, from the performance of client accounts managed by those Model Providers. See “Additional Program Information—Trading for

Client Accounts—Trading Practices of Investment Managers” below for more information.

If a client’s Account is managed by an Other Manager under the BSN Program, the client should understand that: Baird does not manage the Account and does not otherwise have any influence over the Other Manager’s investment decisions or securities selections, and therefore, Baird is not responsible for the decisions made by the Other Manager; Baird does not provide any recommendation or investment advice regarding the purchase or sale of investment products made for the client’s Account; and Baird and the client’s Financial Advisor only provide the client with certain consulting services, which may include the client’s Financial Advisor’s assistance with determining the client’s financial needs, investment goals and investment restrictions and periodically reviewing the manager’s performance. Baird does not undertake to provide any other consulting or investment advisory services under the BSN Program unless Baird agrees to do so in writing.

A client that participates in the BSN Program is strongly encouraged to contact the client’s Baird Financial Advisor or BSN Manager on a periodic basis to discuss: the Account and its investment performance; the BSN Manager’s investment philosophy and style (to determine if the BSN Strategy remains appropriate for the client); any potential conflicts of interest; and any investment restrictions the client may wish to impose or change. A client should also periodically check the registration status, disciplinary events and other information regarding the BSN Manager, described on the manager’s Form ADV, which is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

The BSN Strategies and BSN Managers made available under the BSN Program are subject to change or removal at any time in Baird’s sole discretion. Under the terms of the BSN Program, Baird cannot appoint a replacement manager or otherwise manage a client’s Account assets. Given the terms of the BSN Program, upon the withdrawal or removal of an investment manager from the BSN Program, a client’s BSN Program Account will be automatically removed from the BSN Program and the Account will become an unmanaged brokerage account, unless the client provides contrary instructions to Baird. See “Portfolio Manager Selection and Evaluation—

Selection and Evaluation—Baird SMA Network, Dual Contract and Riverfront Managed Portfolios Programs” below for further information.

**Important Information about the BSN Program.** *Portfolios managed by 55I, LLC (d/b/a 55ip, “55ip”) are made available under the BSN Program. 55ip uses research and other services from Riverfront, an affiliate of Baird, in the development of certain of those portfolios, and Riverfront receives compensation from 55ip with respect to those portfolios. In addition, portfolios managed by Baird PWM’s home office investment professionals and investment managers affiliated with Baird are available to clients under the BSN Program. This presents a conflict of interest. For more information, see “Additional Information—Other Financial Industry Affiliations and Activities” below.*

*The BSN Program is designed to accommodate a client who wishes to independently select an investment manager that is not available in the Baird Recommended Managers Program to manage the client’s Account. The client assumes ultimate responsibility for monitoring the client’s BSN Program Account and the BSN Manager’s performance. A client’s appointment and continued retention of a BSN Manager to manage the client’s Account are based ultimately upon the client’s independent review of the BSN Manager and the BSN Manager’s services. The client ultimately determines that the BSN Strategy to be used in managing the client’s Account is consistent with the client’s stated investment objectives and financial needs and risk tolerance. Once retained by the client, a BSN Manager will only be removed from managing the client’s BSN Program Account upon the manager’s withdrawal, removal from the BSN Program, or the client’s direction to do so. A client should carefully consider the foregoing when deciding to participate in the BSN Program and also consider whether another Baird Program, such as the Baird Recommended Managers Program, may be more appropriate for the client.*

### **Dual Contract Program**

The DC Program is a program whereby a client independently selects an investment manager to manage the client’s Account with full discretionary authority according to a strategy selected by the client. The DC Program is designed to accommodate a client who wishes to



independently select an investment manager not available in the Baird Recommended Managers Program or BSN Program to manage the assets in the client's Account.

Under the DC Program, Baird determines the investment managers ("DC Managers") and their strategies ("DC Strategies") eligible to participate in the Program through a significantly less rigorous evaluation process compared to the Baird Recommended Managers Program. However, a client should note that Baird does not make any recommendation to clients regarding any DC Strategy or any representations regarding a DC Manager's qualifications as an investment adviser or abilities to manage client assets.

For more specific information about the managers and SMA Strategies made available through the DC Program and the level of initial and ongoing research, evaluation, monitoring and review performed by Baird on those managers and SMA Strategies, if any, see "Portfolio Manager Selection and Evaluation—Selection and Evaluation—Baird SMA Network, Dual Contract and Riverfront Managed Portfolios Programs" below.

A client should only participate in the DC Program if the client wishes to take more responsibility for monitoring the client's Account, the Baird Recommended Managers Program does not contain an SMA Strategy that meets the client's particular needs, and the client understands the risks of doing so.

DC Managers have varying investment objectives, styles and strategies, and they may invest a client's Account in various types of securities, which will be chosen by the DC Manager and which may include mutual funds, ETFs or other investment products affiliated with the manager or Baird.

Clients are urged to review the DC Manager's Form ADV Part 2A Brochure, which should contain additional important information about the DC Manager, including information about the DC Manager's strategies, the types of investments the DC Manager may use for a client's Account, and the risks associated with investing in a DC Strategy. Such brochures are available upon request.

Some of the services provided under the DC Program may be provided to a client by a Baird Financial Advisor assigned to the client's Account, and the client's Financial Advisor may provide his or her own advice and recommendations about DC Managers.

Under the DC Program, DC Managers are offered to clients through a dual contract arrangement, and a client will need to enter into a separate agreement with the DC Manager in addition to the advisory agreement the client enters into with Baird. A client participating in the DC Program is solely responsible for negotiating the client's agreement with the client's DC Manager, and neither Baird nor its Financial Advisors will participate or advise a client regarding the terms of such an agreement, the advisability of entering into such an agreement, or the retention of the client's DC Manager.

If a client's Account is managed by an Other Manager under the DC Program, the client should understand that: Baird does not manage the Account and does not otherwise have any influence over the Other Manager's investment decisions or securities selections, and therefore, Baird is not responsible for the decisions made by the Other Manager; Baird does not provide any recommendation or investment advice regarding the purchase or sale of investment products made for the client's Account; and Baird and the client's Financial Advisor only provide the client with certain consulting services, which may include the client's Financial Advisor's assistance with determining the client's financial needs, investment goals and investment restrictions and periodically reviewing the manager's performance. Baird does not undertake to provide any other consulting or investment advisory services under the DC Program unless Baird agrees to do so in writing.

A client that participates in the DC Program is strongly encouraged to contact the client's Baird Financial Advisor or DC Manager on a periodic basis to discuss: the Account and its investment performance; the DC Manager's investment philosophy and style (to determine if the DC Strategy remains appropriate for the client); any potential conflicts of interest; and any investment restrictions the client may wish to impose or change. A client should also periodically check the registration status, disciplinary events and other information regarding the DC Manager, described

on the manager's Form ADV, which is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

The DC Strategies and DC Managers made available under the DC Program are subject to change or removal at any time in Baird's sole discretion. Under the terms of the DC Program, Baird cannot appoint a replacement manager or otherwise manage a client's Account assets. Given the terms of the DC Program, upon the withdrawal or removal of an investment manager from the DC Program, a client's DC Program Account will be automatically removed from the DC Program and the Account will become an unmanaged brokerage account, unless the client provides contrary instructions to Baird. See "Portfolio Manager Selection and Evaluation—Selection and Evaluation—Baird SMA Network, Dual Contract and Riverfront Managed Portfolios Programs" below for more information.

**Important Information about the DC Program.** *Other investment management departments of Baird and managers affiliated with Baird are available to clients under the DC Program. This presents a conflict of interest. For more information, see "Additional Information—Other Financial Industry Affiliations and Activities" below.*

*The DC Program is designed to accommodate a client who wishes to independently select an investment manager that is not available in the Baird Recommended Managers Program or BSN Program to manage the client's Account. The client assumes ultimate responsibility for monitoring the client's DC Program Account and the DC Manager's performance. A client's appointment and continued retention of a DC Manager to manage the client's Account are based ultimately upon the client's independent review of the DC Manager and the DC Manager's services. The client ultimately determines that the DC Strategy to be used in managing the client's Account is consistent with the client's stated investment objectives and financial needs and risk tolerance. Once retained by the client, a DC Manager will only be removed from managing the client's DC Program Account upon the manager's withdrawal, removal from the DC Program, or the client's direction to do so. A client should carefully consider the foregoing when deciding to participate in the DC Program and also consider whether another Baird Program, such as the Baird*

*Recommended Managers Program, may be more appropriate for the client.*

### **Riverfront Managed Portfolios Program**

The Riverfront Managed Portfolios Program is a Program whereby a client independently selects an investment manager to manage the client's Account with full discretionary authority according to a strategy offered by Riverfront (a "Riverfront Portfolio") that is selected by the client. Certain Riverfront Portfolios are made available through The Overlay Manager. The Account is managed by Riverfront or The Overlay Manager depending upon the strategy selected by the client.

The Riverfront Portfolio strategies are model asset allocation portfolios that have different investment objectives and use different strategic and tactical investment strategies. Each Riverfront Portfolio provides for specific levels of investment across different asset classes, such as equity securities, fixed income securities, Non-Traditional Assets, Alternative Investment Products and cash. Each Portfolio generally uses mutual funds and ETPs, primarily ETFs and ETNs, in order to implement the model asset allocation strategy. The amount allocated to an asset class or type of investment varies by Portfolio, and some Portfolios may have little or no allocation to one or more asset classes or types of investments described above.

The Riverfront Portfolio strategies that Riverfront offers under the Riverfront Managed Portfolios Program include Riverfront Asset Allocation Portfolios (also known as "Advantage Portfolios"); Riverfront ETF Portfolios (also known as "ETF Advantage Portfolios"); Riverfront Income ETF Portfolios (also known as "Income ETF Advantage Portfolios"); and RiverShares Model Portfolios.

Riverfront or the Overlay Manager may invest a client's Account in various types of securities, which will be chosen by Riverfront or the Overlay Manager and which will likely include mutual funds, ETFs or other investment products affiliated with Riverfront or Baird.

Clients are urged to review Riverfront's Form ADV Part 2A Brochure, which contains additional important information about Riverfront, including information about the Riverfront Portfolios, the types of investments Riverfront may use for a client's Account, and the risks associated with



investing in those Portfolios. If a client has selected a Riverfront Portfolio offered through the Overlay Manager, the client should also review the Overlay Manager's Form ADV Part 2A Brochure. Riverfront's and the Overlay Manager's Form ADV Part 2A Brochures are available upon request.

Some of the services provided under this Program may be provided to a client by a Baird Financial Advisor assigned to the client's Account.

If the client has decided that Riverfront Portfolios meet the client's needs, the client's Financial Advisor will generally assist the client in selecting a Riverfront Portfolio suitable for the client's Account.

If a client selects a Riverfront Portfolio managed by Riverfront, the client authorizes and directs Baird to appoint Riverfront to serve as sub-adviser to the client's Account. The client also authorizes and directs Riverfront to manage the client's Account with full discretionary authority in accordance with the Riverfront Portfolio selected by the client.

Certain Riverfront Portfolios are only made available through the Overlay Manager. The Riverfront Portfolios offered through the Overlay Manager consist of Manager-Traded Strategies and Model-Traded Strategies. If a client selects a Riverfront Portfolio offered through the Overlay Manager for the client's Account, the client authorizes and directs Baird to appoint the Overlay Manager to serve as sub-adviser to the client's Account. If a client selects a Model-Traded Strategy offered through the Overlay Manager for the client's Account, the client authorizes and directs the Overlay Manager to manage the client's Account with full discretionary authority in accordance with the Riverfront Portfolio selected by the client. If a client selects a Manager-Traded Strategy offered through the Overlay Manager for the client's Account, the client authorizes and directs the Overlay Manager to appoint Riverfront as sub-adviser, and the client also authorizes and directs Riverfront to manage the client's Account with full discretionary authority in accordance with the Riverfront Portfolio selected by the client.

If a client selects a Model-Traded Strategy offered through the Overlay Manager for the client's Account, the Overlay Manager will typically

implement the Model Portfolio as proposed by Riverfront. However, since the Overlay Manager has discretionary authority over the client's Account, the Overlay Manager may implement the Model Portfolio differently than proposed by Riverfront if the Overlay Manager determines such action to be necessary and in the client's best interest. A client should note that Baird does not monitor or ascertain whether the Overlay Manager is fully and faithfully implementing the Model Portfolio on a continuous basis. The client should periodically discuss the Account's performance with the client's Financial Advisor.

Certain managers of Model-Traded Strategies offered through the Overlay Manager have adopted trade rotation policies that allow them to send Model Portfolio updates to the Overlay Manager after they have implemented the Model Portfolio updates for client accounts managed by them or after they have otherwise completed trading for those accounts. As a result, the performance of a Baird client Account pursuing a Model Portfolio strategy offered by those Model Providers will differ, perhaps in a materially negative manner, from the performance of client accounts managed by those Model Providers. See "Additional Program Information—Trading for Client Accounts—Trading Practices of Investment Managers" below for more information.

If a client's Account is managed by an Other Manager under this Program, the client should understand that: Baird does not manage the Account and does not otherwise have any influence over Riverfront's investment decisions or securities selections, and therefore, Baird is not responsible for the decisions made by Riverfront; Baird does not provide any recommendation or investment advice regarding the purchase or sale of investment products made for the client's Account; and Baird and the client's Financial Advisor only provide the client with certain consulting services, which may include the client's Financial Advisor's assistance with determining the client's financial needs, investment goals and investment restrictions and periodically reviewing the manager's performance. Baird does not undertake to provide any other consulting or investment advisory services under this Program unless Baird agrees to do so in writing.

Under the terms of the Riverfront Managed Portfolios Program, Baird cannot appoint a replacement manager or otherwise manage a

client's Account assets. Given the terms of the Riverfront Managed Portfolios Program, upon the withdrawal of Riverfront or removal of a Riverfront Portfolio, a client's Riverfront Managed Portfolios Program Account will be automatically removed from the Riverfront Managed Portfolios Program and the Account will become an unmanaged brokerage account, unless the client provides contrary instructions to Baird. See "Portfolio Manager Selection and Evaluation—Selection and Evaluation—Baird SMA Network, Dual Contract and Riverfront Managed Portfolios Programs" below for further information.

**Important Information about Riverfront.**

*Some Riverfront Portfolios utilize research or other services provided by Strategas or CCM. Baird is affiliated, and may be deemed to be under common control, with Riverfront, Strategas and CCM by virtue of their common indirect ownership. Baird has a potential conflict of interest to the extent Baird would advise a client to participate in advisory services offered by Riverfront, Strategas or CCM. For more information, see "Additional Information—Other Financial Industry Affiliations and Activities" below.*

*A client's appointment and continued retention of Riverfront to manage the client's Account are based upon the client's review of Riverfront and its services. In selecting the Riverfront Portfolio, the client ultimately determines that the strategy to be used by Riverfront in managing the client's Account is consistent with the client's stated investment objectives and financial needs and risk tolerance. Once retained by the client, Riverfront will only be removed from managing the client's Account upon Riverfront's withdrawal or the client's direction to do so.*

**Other SMA Strategy Information**

Certain SMA Strategies are available through multiple Programs. The overall cost of an SMA Strategy and the types and levels of service provided to a client in connection with an SMA Strategy will vary depending upon the particular Program selected by the client. A client should ask the client's Financial Advisor whether an SMA Strategy is available through multiple Programs and, if so, the client should discuss with the Financial Advisor the different costs of the Programs and the types and levels of service provided in connection with the Programs. A client

is solely responsible for selecting the Program in which the client's Account will participate.

**UMA Programs**

**ALIGN UMA Select Portfolios Program**

Under the ALIGN UMA Select Portfolios Program, Baird and the Overlay Manager manage a client's Account with full discretionary authority according to a proprietary model asset allocation strategy developed by Baird (each such model, an "ALIGN UMA Select Portfolio") that is selected by the client. The ALIGN UMA Select Portfolios Program offers model asset allocation portfolios that have different investment objectives and use different investment strategies. Each ALIGN UMA Select Portfolio provides for specific levels of investment across different asset classes, such as equity securities, fixed income securities, Non-Traditional Assets, Alternative Investment Products and cash. Each Portfolio generally uses mutual funds, ETPs, primarily ETFs, and SMA Strategies in order to implement the model asset allocation strategy. The amount allocated to an asset class or type of investment varies by Portfolio, and some Portfolios may have little or no allocation to one or more asset classes or types of investments described above.

Baird constructs each ALIGN UMA Select Portfolio and adjusts the asset allocation of each ALIGN UMA Select Portfolio from time to time. Baird also determines the mutual funds, ETPs, or SMA Strategies that are available in the ALIGN UMA Select Portfolios Program, including the percentage each investment comprises in each asset class within an ALIGN UMA Select Portfolio. Baird may remove mutual funds, ETPs, or SMA Strategies used in the ALIGN UMA Select Portfolios Program from time to time and replace them with other investment options. Baird may make changes to an ALIGN UMA Select Portfolio from time to time as it deems appropriate and without providing prior notice to, or obtaining the consent of, a client.

The ALIGN UMA Select Portfolios Program makes available: (1) certain mutual funds and ETPs that Baird determines are eligible for the UMA Programs through an initial and ongoing evaluation process ("UMA Recommended Funds"); and (2) certain BRM Strategies that Baird determines are eligible for the UMA Programs through an initial and ongoing evaluation process ("UMA Recommended SMA Strategies").

For more specific information about the investment options made available through the Program and the level of initial and ongoing research, evaluation, monitoring and review performed by Baird on those investment options, if any, see “Portfolio Manager Selection and Evaluation—Selection and Evaluation—UMA Programs” and “Portfolio Manager Selection and Evaluation—Methods of Analysis, Investment Strategies and Risk of Loss—Investment Strategies and Methods of Analysis—UMA Programs” below.

Investment managers participating in the ALIGN UMA Select Portfolios Program have varying investment objectives, styles and strategies, and they may invest a client’s Account in various types of securities, which will be chosen by the investment manager and which may include mutual funds, ETFs or other investment products affiliated with the manager or Baird.

Clients are urged to review the investment manager’s Form ADV Part 2A Brochure, which should contain additional important information about the investment manager, including information about the investment manager’s strategies, the types of investments the investment manager may use for a client’s Account, and the risks associated with investing in the investment manager’s SMA Strategies. Such brochures are available upon request.

Some of the services provided under this Program may be provided to a client by a Baird Financial Advisor assigned to the client’s Account. Typically, a client selects the ALIGN UMA Select Portfolio appropriate for the client’s Account with the assistance of the client’s Baird Financial Advisor.

Baird has engaged the Overlay Manager to provide certain subadvisory services in connection with the ALIGN UMA Select Portfolios Program. The ALIGN UMA Select Portfolios Program makes both Manager-Traded Strategies and Model-Traded Strategies available to clients. If a client selects an ALIGN UMA Select Portfolio, the client authorizes and directs Baird to manage the client’s Account with full discretionary authority in accordance with the ALIGN UMA Select Portfolio selected by the client. The client also authorizes and directs Baird to appoint the Overlay Manager to serve as sub-adviser to the client’s Account and directs the Overlay Manager to manage the

client’s Account in accordance with the ALIGN UMA Select Portfolio selected by the client and the terms of the ALIGN UMA Select Program. If an ALIGN UMA Select Portfolio contains a Model-Traded Strategy, the client authorizes and directs the Overlay Manager to manage such SMA Strategy within the client’s Account with full discretionary authority in accordance with the SMA Strategy. If an ALIGN UMA Select Portfolio contains a Manager-Traded Strategy, the client authorizes and directs the Overlay Manager to appoint the applicable investment manager as sub-adviser, and the client also authorizes and directs such investment manager to manage such SMA Strategy within the client’s Account with full discretionary authority in accordance with the SMA Strategy.

If an ALIGN UMA Select Portfolio contains a Model-Traded Strategy, the Overlay Manager will typically implement the Model Portfolio as proposed by the Model Provider. However, since the Overlay Manager has discretionary authority over the applicable portion of the client’s Account, the Overlay Manager may implement the Model Portfolio differently than proposed by the Model Provider if the Overlay Manager determines such action to be necessary and in the client’s best interest. A client should note that Baird does not monitor or ascertain whether the Overlay Manager is fully and faithfully implementing the Model Portfolio on a continuous basis. The client should periodically discuss the Account’s performance with the client’s Financial Advisor.

Certain managers of Model-Traded Strategies offered through the Overlay Manager have adopted trade rotation policies that allow them to send Model Portfolio updates to the Overlay Manager after they have implemented the Model Portfolio updates for client accounts managed by them or after they have otherwise completed trading for those accounts. As a result, the performance of a Baird client Account pursuing a Model Portfolio strategy offered by those Model Providers will differ, perhaps in a materially negative manner, from the performance of client accounts managed by those Model Providers. See “Additional Program Information—Trading for Client Accounts—Trading Practices of Investment Managers” below for more information.

If a portion of client’s ALIGN UMA Select Portfolios Account is managed by an Other Manager, the client should understand that: Baird does not

manage such portion of the Account and does not otherwise have any influence over the Other Manager's investment decisions or securities selections, and therefore, Baird is not responsible for the decisions made by the Other Manager; and Baird does not provide any recommendation or investment advice regarding the purchase or sale of investment products made for such portion of the client's Account.

A client participating in the ALIGN UMA Select Program gives the Overlay Manager and Baird the authority to replace investments in a client's Account, rebalance a client's Account assets to be consistent with the client's chosen asset allocation strategy, or engage in tax management strategies in certain circumstances. See "Additional Program Information—Special Considerations for ALIGN, BairdNext Portfolios, Russell, SMA and UMA Clients" below for more information.

**Important Information about Affiliated Products.** *Some of the investment services and products offered by Riverfront, and mutual funds offered by the Baird Funds, both of which are affiliated with Baird, have been selected by Baird for inclusion in certain ALIGN UMA Select Portfolios. This presents a conflict of interest. For more information, see "Additional Information—Other Financial Industry Affiliations and Activities" below.*

#### **Unified Advisory Select Portfolios Program**

Under the UAS Portfolios Program, Baird and the Overlay Manager generally manage a client's Account on a non-discretionary basis according to a custom model asset allocation strategy (each such model, a "UAS Portfolio") that is selected by the client. UAS Portfolios involve the use of various different investment strategies because they are customized for each client. A UAS Portfolio provides a client with a customized level of investment across different asset classes, such as equity securities, fixed income securities, Non-Traditional Assets, Alternative Investment Products and cash. To implement the asset allocation strategy, a client selects the investments for the Account from among those mutual funds, ETPs, SMA Strategies and Baird-Managed Portfolios that Baird has determined are eligible for use in the Program.

The UAS Portfolios Program also makes available a discretionary management option, whereby a

client grants discretionary investment authority over the client's UAS Program Account to Baird and a Financial Advisor who has been approved by Baird to manage client accounts in the UAS Portfolios Program (a "UAS Manager"). If a client selects that option, a client grants full discretionary authority and management of the client's Account to Baird and the client's UAS Manager. A client's UAS Manager will manage the client's Account on a discretionary basis according to the UAS Portfolio strategy selected by the client by investing Account assets in various mutual funds, ETPs, SMA Strategies and Baird-Managed Portfolios that Baird has determined are eligible for use in the Program.

The UAS Portfolios Program makes available two categories of mutual funds and ETPs: (1) UMA Recommended Funds that Baird determines are eligible for the UMA Programs through an initial and ongoing evaluation process; and (2) certain other mutual funds and ETPs ("UAS Available Funds") that Baird makes available under the UAS Program through a significantly less rigorous evaluation process compared to the UMA Recommended Funds.

Similarly, the UAS Portfolios Program makes available two categories of SMA Strategies: (1) UMA Recommended SMA Strategies that Baird determines are eligible for the UMA Programs through an initial and ongoing evaluation process; and (2) certain SMA Strategies ("UAS Available SMA Strategies") made available by certain managers ("UAS Available Managers") through the Overlay Manager that Baird makes available under the UAS Program through a significantly less rigorous evaluation process compared to the UMA Recommended SMA Strategies.

If a client has not selected the discretionary management option of the UAS Program, the client should note that: (1) the UAS Available Funds and UAS Available SMA Strategies are made available to accommodate a client who wishes to independently select investments that are not on a Baird recommended list for the client's Account; (2) Baird does not make any recommendation to clients regarding any UAS Available Fund or UAS Available SMA Strategy and Baird does not select any investments for the client's UAS Program Account; (3) Baird does not make any representation to clients regarding any UAS Available Manager's qualifications as an investment adviser or abilities to manage client

assets. If a client has selected the discretionary option of the UAS Program, the client should note that the client's UAS Manager may use UAS Available Funds and UAS Available SMA Strategies for the client's UAS Program Account if the UAS Manager believes such investments are consistent with the client's investment objectives, risk tolerance and in the client's best interest.

For more specific information about the investment options made available through the Program and the level of initial and ongoing research, evaluation, monitoring and review performed by Baird on those investment options, if any, see "Portfolio Manager Selection and Evaluation—Selection and Evaluation—UMA Programs" and "Portfolio Manager Selection and Evaluation—Methods of Analysis, Investment Strategies and Risk of Loss—Investment Strategies and Methods of Analysis—UMA Programs" below.

A client retaining discretion over the client's UAS Program Account should only select UAS Available Funds or UAS Available SMA Strategies if the client wishes to take more responsibility for managing and monitoring the client's UAS Program Account, the UMA Recommended Funds and UMA Recommended SMA Strategies do not meet the client's particular needs, and the client understands the risks of doing so.

Investment managers participating in the UAS Portfolios Program have varying investment objectives, styles and strategies, and they may invest a client's Account in various types of securities, which will be chosen by the investment manager and which may include mutual funds, ETFs or other investment products affiliated with the manager or Baird.

Clients are urged to review the investment manager's Form ADV Part 2A Brochure, which should contain additional important information about the investment manager, including information about the investment manager's strategies, the types of investments the investment manager may use for a client's Account, and the risks associated with investing in the investment manager's SMA Strategies. Such brochures are available upon request.

Some of the services provided under this Program may be provided to a client by a Baird Financial

Advisor assigned to the client's Account. Typically, a client develops and selects the UAS Portfolio appropriate for the client's Account with the assistance of the client's Baird Financial Advisor. If the client has selected the discretionary management option of the Program, Baird and the Financial Advisor, acting as UAS Manager, will manage the client's Account.

Baird has engaged the Overlay Manager to provide certain subadvisory services in connection with the UAS Select Portfolios Program. The UAS Portfolios Program makes both Manager-Traded Strategies and Model-Traded Strategies available to clients. If a client selects a UAS Portfolio, the client authorizes and directs Baird to manage the client's Account in accordance with the UAS Portfolio selected by the client and the terms of the UAS Program. The client also authorizes and directs Baird to appoint the Overlay Manager to serve as sub-adviser to the client's Account and directs the Overlay Manager to manage the client's Account in accordance with the UAS Portfolio selected by the client and the terms of the UAS Program. If a UAS Portfolio contains a Model-Traded Strategy, the client authorizes and directs the Overlay Manager to manage such SMA Strategy within the client's Account with full discretionary authority in accordance with the SMA Strategy. If a UAS Portfolio contains a Manager-Traded Strategy, the client authorizes and directs the Overlay Manager to appoint the applicable investment manager as sub-adviser, and the client also authorizes and directs such investment manager to manage such SMA Strategy within the client's Account with full discretionary authority in accordance with the SMA Strategy. If a UAS Portfolio contains a Baird-Managed Portfolio, the client authorizes and directs Baird to manage such Baird-Managed Portfolio within the client's Account with full discretionary authority in accordance with the Baird-Managed Portfolio.

If a UAS Portfolio contains a Model-Traded Strategy, the Overlay Manager will typically implement the Model Portfolio as proposed by the Model Provider. However, since the Overlay Manager has discretionary authority over the applicable portion of the client's Account, the Overlay Manager may implement the Model Portfolio differently than proposed by the Model Provider if the Overlay Manager determines such action to be necessary and in the client's best interest. A client should note that Baird does not



monitor or ascertain whether the Overlay Manager is fully and faithfully implementing the Model Portfolio on a continuous basis. The client should periodically discuss the Account's performance with the client's Financial Advisor.

Certain managers of Model-Traded Strategies offered through the Overlay Manager have adopted trade rotation policies that allow them to send Model Portfolio updates to the Overlay Manager after they have implemented the Model Portfolio updates for client accounts managed by them or after they have otherwise completed trading for those accounts. As a result, the performance of a Baird client Account pursuing a Model Portfolio strategy offered by those Model Providers will differ, perhaps in a materially negative manner, from the performance of client accounts managed by those Model Providers. See "Additional Program Information—Trading for Client Accounts—Trading Practices of Investment Managers" below for more information.

If a portion of client's UAS Program Account is managed by an Other Manager, the client should understand that: Baird does not manage such portion of the Account and does not otherwise have any influence over the Other Manager's investment decisions or securities selections, and therefore, Baird is not responsible for the decisions made by the Other Manager; and Baird does not provide any recommendation or investment advice regarding the purchase or sale of investment products made for such portion of the client's Account; and if the client has not selected the discretionary management option of the Program, Baird and the client's Financial Advisor only provide the client with certain consulting services, which may include the client's Financial Advisor's assistance with determining the client's financial needs, investment goals and investment restrictions and periodically reviewing the manager's performance. Baird does not undertake to provide any other consulting or investment advisory services under this Program unless Baird agrees to do so in writing.

A client that selects a UAS Available SMA Strategy is strongly encouraged to contact the client's Baird Financial Advisor or investment manager on a periodic basis to discuss: the Account and its investment performance; the investment manager's investment philosophy and style (to determine if the UAS Available SMA Strategy remains appropriate for the client); any potential

conflicts of interest; and any investment restrictions the client may wish to impose or change. A client should also periodically check the registration status, disciplinary events and other information regarding the investment manager, described on the manager's Form ADV, which is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Baird constructs each Baird-Managed Portfolio and may make changes to a Baird-Managed Portfolio from time to time as it deems appropriate and without providing prior notice to, or obtaining the consent of, a client.

A client participating in the UAS Portfolios Program gives the Overlay Manager and Baird the authority to replace investments in a client's Account, rebalance a client's Account assets to be consistent with the client's chosen asset allocation strategy, or engage in tax management strategies in certain circumstances. See "Additional Program Information—Special Considerations for ALIGN, BairdNext Portfolios, Russell, SMA and UMA Clients" below for more information.

*If a client has not selected the discretionary management option of the Program, the client retains discretionary authority over the selection of mutual funds, ETFs, SMA Strategies and Baird-Managed Portfolios for the Account. However, by selecting an SMA Strategy or Baird-Managed Portfolio, the client authorizes and directs Baird, the Overlay Manager and the client's investment manager, as applicable, to manage each SMA Strategy or Baird-Managed Portfolio portion of the Account with full discretionary authority in accordance with the SMA Strategy or Baird-Managed Portfolio selected by the client.*

If a client has selected the discretionary management option of the UAS Portfolios Program, the client should note that Baird may remove any UAS Manager or strategy from the UAS Portfolios Program at any time and transfer day-to-day management responsibility of a client's Account to another UAS Manager or Baird Financial Advisor at any time without providing prior notice to, or obtaining the consent of, a client.

**Important Information about the UAS Portfolios Program.** *Other investment management departments of Baird, and*

managers, mutual funds and ETFs affiliated with Baird are available to clients under the UAS Portfolios Program. This presents a conflict of interest. For more information, see "Additional Information—Other Financial Industry Affiliations and Activities" below.

*If a client has not selected the discretionary management option of the UAS Program, it is important to note that: the UAS Available Funds and UAS Available SMA Strategies are made available to accommodate a client who wishes to independently select investments that are not on a Baird recommended list for the client's Account; the client assumes ultimate responsibility for monitoring each UAS Available Fund and UAS Available SMA Strategy and the manager's performance; the client's selection and continued holding of a UAS Available Fund or a UAS Available SMA Strategy are based ultimately upon the client's independent review of such investment; the client ultimately determines that each UAS Available Fund and UAS Available SMA Strategy in the client's Account is consistent with the client's stated investment objectives and financial needs and risk tolerance; and once an investment is made by the client, the investment will only be removed from the client's Account upon the manager's withdrawal, removal of the investment from the Program, or the client's direction to do so. A client should carefully consider the foregoing when deciding to select a UAS Available Fund or UAS Available SMA Strategy or when deciding to participate in the UAS Program and also consider whether another mutual fund, ETF, SMA Strategy or Baird Program may be more appropriate for the client.*

### **SMA Strategy Information**

Certain SMA Strategies are available through multiple Programs. The overall cost of an SMA Strategy and the types and levels of service provided to a client in connection with an SMA Strategy will vary depending upon the particular Program selected by the client. A client should ask the client's Financial Advisor whether an SMA Strategy is available through multiple Programs and, if so, the client should discuss with the Financial Advisor the different costs of the Programs and the types and levels of service provided in connection with the Programs. A client is solely responsible for selecting the Program in which the client's Account will participate.

## **Additional Program Information**

### **Investment Discretion**

#### **Investment Selection and Trading Authorizations**

A client retains complete discretion over investment selection and trading decisions with respect to assets in a client's Non-Discretionary Program Accounts, and Baird will only execute transactions for such Accounts pursuant to the client's instruction or authorization.

If a client's Account participates in a Discretionary Program, the client's advisory agreement provides Baird and the client's Financial Advisor, as applicable, discretionary authority to manage the assets in the client's Account in accordance with the terms of the Program selected by the client.

If a client's Account participates in the Baird Recommended Managers Program, the client's advisory agreement provides Baird and the client's Financial Advisor discretionary authority to appoint investment managers to manage the client's Account and to terminate or replace investment managers for the client's Account for any reason without prior notice to the client. If Baird terminates an investment manager from management of a client's Baird Recommended Managers Program Account, the client's advisory agreement provides Baird discretionary authority to manage the assets in the client's Account until a replacement investment manager is selected or alternative arrangements are made for the management of the client's assets.

If a client's Account participates in an SMA Program, the client's advisory agreement provides the investment manager selected to manage the client's Account, which may include an Implementation Manager, discretionary authority to manage the assets in the client's Account in accordance with the terms of the SMA Program selected by the client.

If a client's Account participates in a UMA Program, the client provides Baird, the client's UAS Manager, the Overlay Manager and the client's investment manager, as applicable, discretionary authority to manage the assets in the client's Account in accordance with the terms of the UMA Program selected by the client.

If a client grants discretionary authority over the client's Account to Baird, the client's Financial



Advisor or the client's investment manager, the client's advisory agreement authorizes Baird, the client's Financial Advisor and the client's investment manager, as applicable, to manage the client's Account and to make investment decisions for the client's Account, with the authority to determine the amount, type and timing for buying, holding, exchanging, converting and selling securities and other assets for the client's Account, subject to the terms of the Program selected by the client. The client's advisory agreement also grants to Baird, the client's Financial Advisor and the client's investment manager, as applicable, complete and unlimited trading authorization and appoints them as the client's agents and attorneys-in-fact to manage the assets in the client's Account on the client's behalf, subject to the terms of the Program selected by the client. Pursuant to such authorization and powers of attorney, Baird, the client's Financial Advisor and the client's investment manager may, in their sole discretion and at the client's risk, purchase, sell, exchange, convert and otherwise trade the securities and other assets in the client's Account, as well as arrange for delivery and payment in connection with the above, and act on the client's behalf in all matters necessary or incidental to the handling of the client's Account without prior notice to the client. Such trading authorizations and powers of attorney, whether granted to Baird, the client's Financial Advisor or the client's investment manager, shall remain in full force and effect until terminated by the client, the client's investment manager or Baird.

Orders for the purchase and sale of securities in a client's Discretionary Program Accounts will generally be executed by Baird, in its capacity as broker-dealer, as further described under the heading "Trading for Client Accounts" below, unless Baird's duty to seek to obtain best execution otherwise requires or unless the client has provided other instructions to Baird in writing. Baird does not have discretionary authority over the assets in a client's SMAs or UMAs that are managed by an Other Manager and cannot purchase or sell such assets without the consent of the client or such Other Manager. The investment manager for a client's SMAs or UMAs may initiate securities transactions through Baird, in its capacity as broker-dealer, as further described under the heading "Trading for Client Accounts" below, subject to the manager's duty to seek to obtain best execution, or unless a client

has provided other instructions in writing. Baird, as broker-dealer, will rely upon any such instructions of any investment managers selected to manage the client's Account.

If a client participates in an SMA or UMA Program, the client authorizes Baird to share client's information with the Overlay Manager and any Other Manager or Implementation Manager managing the client's Account. The client also authorizes and directs Baird to transmit to the Overlay Manager and any such Other Manager or Implementation Manager any instructions that the client may provide to Baird to the extent necessary to carry out the client's instructions.

### **Client Investment Restrictions**

The Discretionary, SMA and UMA Programs offer a client the ability to impose reasonable investment restrictions on the management of an Account, including the designation of particular securities or types of securities that should not be purchased for the client's Account, but a client may not require that particular funds or securities (or types) be purchased for the client's Account. Reasonable investment restrictions requested by a client will apply only to those assets over which Baird or a client's investment manager has discretion.

Certain Programs offer clients a socially responsible investing ("SRI") service, which assists a client in restricting investments to those that are consistent with the client's social investment guidelines or objectives. Clients electing the SRI service generally bear the cost of the SRI service as it is generally included in the Program Fee.

In the event that a client's Account is restricted from investing in certain securities, Baird or the client's investment manager, as applicable, will select such other replacement securities, if any, as they deem appropriate. Accounts with investment restrictions may perform differently from accounts without restrictions and performance may be poorer. In addition, in the event there is a change in the classification or credit rating of a security held in the client's Account, a client's investment restrictions may force Baird or the client's investment manager to sell such security at an inopportune time, possibly negatively impacting Account performance and causing the client's Account to realize taxable

gains or losses, which could be significant. A client should also be aware that, if the client's Account holds any investment vehicle (such as a mutual fund or ETF), any investment restrictions the client places on the client's Account may not flow through to the securities owned by that investment vehicle.

Should a client wish to impose or modify existing restrictions, or the client's financial condition or investment objectives have changed, the client should contact the client's Financial Advisor.

### **Affiliated Investment Products**

Baird and its affiliates may use the discretionary authority granted to them by a client to invest the client's Account in investment products affiliated with Baird or that pay fees to Baird or to any of its affiliates for investment advisory or other services they provide ("affiliated investment products"). Baird and its affiliates may receive fees or other compensation related to such investments made by the client.

By signing an advisory agreement with Baird, a client consents to Baird and its affiliates investing all or a portion of the client's Account in affiliated investment products. The amount of fees received by Baird and its affiliates is generally described in the prospectus or other offering or disclosure documents for the investment product. Additional information is also available on Baird's website at [bairdwealth.com/retailinvestor](http://bairdwealth.com/retailinvestor). Baird and its affiliates will use their discretionary authority to invest the client's Account in affiliated investment products when they determine it to be in the client's best interest to do so. Generally, the criteria used by them in deciding to invest in affiliated investment products are the same as those used in deciding to invest a client's assets in investment products unaffiliated with Baird. For more information about the criteria used by Baird, clients should review the section of the Brochure entitled "Portfolio Manager Selection and Evaluation" below. For more information about the criteria used by Baird's affiliates, clients should review the affiliate's Form ADV Part 2A Brochure. A client's consent may be revoked at any time.

Other Managers may use the discretionary authority granted to them by a client to invest the client's Account in investment products affiliated with the Other Manager or that pay fees to the

Other Manager or to any of its affiliates for investment advisory or other services they provide.

By signing an advisory agreement with Baird, a client consents to each Other Manager managing client's Account investing all or a portion of the client's Account in investment products that pay advisory or other fees to the Other Manager or its affiliates. Each Other Manager is responsible for providing to the client information about the amount of fees received by the Other Manager and its affiliates and the criteria used by the Other Manager in deciding to invest in products affiliated with the Other Manager. A client should contact the Other Manager and review the Other Manager's Form ADV Part 2A Brochure for more information. A client's consent may be revoked at any time.

### **Investment Policy Statements**

Baird and its associates will not review, monitor, accept or adhere to an investment policy statement or similar document that was not prepared by Baird, unless Baird otherwise specifically agrees to do so in writing. Adherence to any such investment policy statement or similar document is solely a client's responsibility.

### **Conversion, Exchange or Sale of Certain Investments**

By participating in a Program, a client authorizes Baird to convert or exchange any shares of investment funds, such as mutual funds, ETFs, closed-end funds, unit investment trusts ("UITs"), Complex Investment Products, and other similar investment pools (collectively, "Investment Funds") held in the client's Account to a class of shares of the same fund, such as advisory class shares, institutional class shares, financial intermediary class shares, or another class of shares primarily designed for use in advisory programs (collectively, "Advisory Class Shares"), to the extent made available by the mutual fund or other Investment Fund in accordance with policies established by Baird from time to time, including, without limitation the Mutual Fund Share Class Policy that is described below.

A client should understand that, the client may not hold Advisory Class Shares in a non-Advisory Account and that the client may not be able to hold certain Advisory Class Shares in an account held at another firm. Upon the termination of a

Program for an Account or the closure of an Account for any reason, Baird may convert or exchange the Advisory Class Shares held in the Account to an appropriate non-Advisory Class Shares issued by the same fund, or, if an appropriate non-Advisory Class Shares is not available, Baird may redeem or sell such Advisory Class Shares.

### **Trading for Client Accounts**

#### **Baird's Trading Practices**

##### *Placement of Client Trade Orders*

Baird will select the broker-dealers that will execute trade orders for Non-Discretionary Accounts and with respect to Accounts that are managed directly by Baird unless the client has provided instructions to Baird to the contrary. As investment adviser, Baird has an obligation to seek "best execution" of client trade orders. "Best execution" means that Baird must place client trade orders with those broker-dealers that Baird believes are capable of providing the best qualitative execution of client trade orders under the circumstances, taking into account the full range and quality of the services offered by the broker-dealer, including the value of the research provided (if any), the broker-dealer's execution capabilities, the cost of the trade, the broker-dealer's financial responsibility, and its responsiveness to Baird. It is important to note that Baird's best execution obligation does not require Baird to solicit competitive bids for each transaction or to seek the lowest available cost of trade orders, so long as Baird reasonably believes that the broker-dealer selected can be reasonably expected to provide clients with the best qualitative execution under the circumstances.

Because a client does not pay commissions to Baird when Baird, acting as broker-dealer, executes a client's trade orders, and because a client may incur commission costs in addition to the Program Fee if trade orders were to be executed by another broker-dealer firm, clients generally receive a cost advantage whenever Baird executes client transactions. For this reason, and given Baird's execution capabilities as broker-dealer, Baird expects that it will generally execute trade orders, as broker-dealer, for Non-Discretionary Accounts and the client's Accounts that are directly managed by Baird.

However, in some instances, circumstances may arise that may require Baird, in compliance with

its best execution obligations to a client, to place a client's trade order with a firm other than Baird. If Baird places trade orders for the client's Account for execution by a firm other than Baird, and the other firm imposes a commission or equivalent fee on the trade (including a commission imbedded in the price of the investment), the client will incur trading costs in addition to the Program Fee.

##### *Trade Aggregation, Allocation and Rotation Practices*

Baird may aggregate contemporaneous buy and sell orders for the accounts over which it has discretionary authority (a practice also known as bunching trades or block transactions). This practice may enable Baird to obtain more favorable execution, including better pricing and enhanced investment opportunities, than would otherwise be available if orders were not aggregated. Using block transactions may also assist Baird in potentially avoiding an adverse effect on the price of a security that could result from simultaneously placing a number of separate, successive or competing client orders.

Baird generally aggregates buy and sell orders when executing trades for client account assets under its direct discretionary management when it has the opportunity to do so. When utilizing block transactions, Baird generally aggregates a client's trade orders with trade orders for clients who are participating in the same Program and pursuing the same model portfolio or strategy. In some cases, Baird may aggregate a client's trade orders with trade orders for other advisory clients who are not participants in the Programs described in this Brochure. However, Baird determines whether or not to utilize block transactions for a client in its sole discretion and Baird's decision is subject to its duty to seek best execution. In determining the amount to be allocated to an account, if any, Baird takes into consideration account specific investment restrictions, undesirable position size, account portfolio weightings, client tax status, client cash positions and client preferences.

All advisory clients participating in a block transaction will receive the same execution price for the security bought or sold. Average prices may be used when allocating purchases and sales to a client's Account because such securities may be purchased and sold at different prices in a

series of block transactions. As a result, the average price received by a client may be higher or lower than the price the client may have received had the transaction been effected for the client independently from the block transaction.

The amount of securities available in the marketplace, at a particular price at a particular time, may not satisfy the needs of all clients participating in a block transaction and may be insufficient to provide full allocation across all client accounts. To address this possibility, Baird has adopted trade allocation policies and procedures that are designed to make securities allocations to discretionary client accounts in a manner such that all such clients receive fair and equitable treatment over time. If a block transaction cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day will generally be allocated pro rata among the clients participating in the block transaction. However, Baird may also make random allocations to client accounts in certain circumstances, such as when Baird deems a partial fill for the total block order to be low. Adjustments may also be made to avoid a nominal allocation to client accounts.

When Baird is not able to aggregate trades, Baird generally uses a trade rotation process that is designed to be fair and equitable to its advisory clients over time. However, a client should be aware that Baird's trade rotation practices may at times result in a transaction being effected for the client's Account that occurs near or at the end of the rotation and, in such event, client's trade orders will significantly bear the market price impact, if any, of those trades executed earlier in the rotation, and, as a result, the client may receive a less favorable net price for the applicable trade.

Notwithstanding the foregoing, if an aggregated trade order involves fixed income securities, Baird and its Financial Advisors may allocate the securities based on the needs of client accounts. In addition, Baird and its Financial Advisors will at times place aggregated trade orders for fixed income securities prior to determining how the aggregated trade order will be allocated to client accounts. In those instances when an aggregated trade order for fixed income securities is placed prior to determining client allocations or when such trade order is only partially filled, Baird or the Financial Advisor will seek to allocate trades in

manner intended to be fair and equitable to applicable clients over time. Furthermore, when a trade order for fixed income securities is only partially filled, Baird and its Financial Advisors may place orders for other fixed income securities that have similar characteristics, such as issuer name, structure, credit rating, or market sector.

Because Baird is unable to buy or sell any security for a client's Non-Discretionary Accounts without the client's authorization, Baird generally does not aggregate or bunch trades for those Accounts with the same or similar trades for other client accounts. Because similar orders for the client and Baird's other clients may be placed and filled at different times, the client may buy or sell securities at prices that are different from the prices obtained by other clients who received the same or similar advice from Baird or the client's Baird Financial Advisor.

#### *Directed Brokerage Arrangements*

In some cases, a client may direct Baird to use a particular broker-dealer for execution of the client's trade orders (a "directed brokerage arrangement"), and Baird may agree to the arrangement. This may occur when a client's Account is held at another broker-dealer firm and a client directs Baird to execute trades through such firm, or when a client's retirement account or other account is maintained on a platform operated and managed by a third party unaffiliated with Baird and trades must be executed through that platform. A client should understand that Baird considers such arrangements to be directed brokerage arrangements. A client should also understand that if the client has a directed brokerage arrangement, Baird may be unable to achieve best execution for the client's transactions. A client should note that any costs related to the directed brokerage arrangement are not included in the Program Fee and that the client will be solely responsible for monitoring, evaluating and reviewing the arrangement with the directed broker-dealer and paying any commissions or markups or markdowns or other costs imposed by the directed broker-dealer. A client should also note that Baird generally will not aggregate the client's directed brokerage trade orders with orders for other Baird clients. As a result, a client's transaction costs may be higher because the client will not benefit from any volume discounts or other reduced transaction costs that

Baird may obtain for its other clients. A client should further note that Baird generally will not include such client trade orders in its trade rotation process and that Baird will generally place the client's trade orders with the directed broker-dealer after Baird completes its trading for other Baird client accounts. The client's trade orders will significantly bear the market price impact, if any, of those trades executed earlier in Baird's rotation. As a result, the client may receive a less favorable net price for the trade.

If a client directs Baird to use a particular broker-dealer, and if the particular broker-dealer referred the client to Baird or if the particular broker-dealer refers other clients to Baird in the future, Baird may benefit from the client's directed brokerage arrangement. Because of these potential benefits, Baird may have an economic interest in having the client continue the directed brokerage arrangement. The benefits that Baird receives conflict with the client's interest in having Baird recommend that the client utilize another broker-dealer to execute some or all transactions for the client's Account.

Before directing Baird to use a particular broker-dealer, a client should carefully consider the possible costs or disadvantages of directed brokerage arrangements.

#### *Cross Trading Involving Advisory Accounts*

From time to time, when Baird believes that each respective transaction is consistent with the client's best interest, Baird, acting as investment manager, may cause (or in the case of Non-Discretionary accounts, recommend) the sale of securities from the account of an advisory client while at or about the same time causing (or, in the case of Non-Discretionary accounts, recommending) the purchase of the same securities for the account of another Baird advisory client. Such transactions may have the benefit of reducing transaction and market impact costs.

In such cases, because Baird is acting as investment adviser for both buyer and seller, Baird is subject to potentially conflicting interests in causing (or recommending) the transactions. Also, because Baird is acting as investment adviser for both buyer and seller, transaction prices may be determined more by reference to market information or dealer indications for the

securities involved, and less through the type of independent arms-length negotiation that might otherwise occur. Baird has adopted internal policies and procedures that require Baird and its Financial Advisors to obtain approval of Baird's Compliance Department before affecting a cross trade.

#### *Trade Error Correction*

It is Baird's policy that if there is a trade error for which Baird is responsible, Baird will take actions, based on the facts and circumstances surrounding the error, to put the client's Account in the position that it would have been in as if the error had not occurred, including by adjusting or reversing the transaction, entering an offsetting transaction, or other methods that may be deemed appropriate by Baird. Errors caused by Baird will be corrected at no cost to client's Account, with the client's Account not recognizing any loss from the error. Baird may net gains and losses from a single error event involving more than one transaction in a security or transactions in multiple securities. The client's Account will be fully compensated for any losses incurred as a result of an error event. If the trade error results in a gain, the gain may be retained by Baird but such gain is not given to or shared with any Baird associate.

Baird offers many services and, from time to time, may have other clients in other programs trading in opposition to a client. To avoid favoring one client over another client, Baird attempts to use objective market data in the correction of any trading errors.

If a client's Account is managed by an Other Manager, the client should review the Other Manager's Brochure and contact the Other Manager for information about how the Other Manager corrects trade errors.

#### **Trading Practices of Investment Managers**

If a client's Account or a portion thereof is managed by an investment manager, the client should note that, like Baird, such investment manager has a duty to seek best execution for the client's Account.

Investment managers may participate in other wrap fee programs sponsored by firms other than Baird. In addition, investment managers may manage institutional and other accounts not part



of a wrap fee program. In the event an investment manager purchases or sells a security for all accounts using a particular SMA Strategy offered by the investment manager, the investment manager may have to potentially effect similar transactions through a number of different broker-dealers. In some cases, to address this situation, investment managers may decide to aggregate all such client transactions into a block trade that is executed through one broker-dealer. This practice may enable the investment manager to obtain more favorable execution, including better pricing and enhanced investment opportunities, than would otherwise be available if orders were not aggregated. Using block transactions may also assist the investment manager in potentially avoiding an adverse effect on the price of a security that could result from simultaneously placing a number of separate, successive or competing client orders. However, as it pertains to Baird Program clients, this practice may result in "trading away" from Baird, which is more fully described below.

Alternatively, an investment manager may utilize a trade rotation process where one group of clients may have a transaction effected before or after another group of the investment manager's clients. A client should be aware that an investment manager's trade rotation practices may at times result in a transaction being effected for the client's Account that occurs near or at the end of the investment manager's rotation and, in such event, client's trade orders will significantly bear the market price impact, if any, of those trades executed earlier in the investment manager's rotation, and, as a result, the client may receive a less favorable net price for the trade. Additional information regarding an investment manager's trade rotation policies, if any, is available in the investment manager's Form ADV Part 2A Brochure.

Certain Model Providers have adopted trade rotation policies that allow them to send Model Portfolio updates to the Overlay Manager after they have implemented the Model Portfolio updates for client accounts managed by them or after they have otherwise completed trading for those accounts. The Overlay Manager has provided to Baird a list of Model Providers that have such trade rotation policies, which list is available on Baird's website at [bairdwealth.com/retailinvestor](http://bairdwealth.com/retailinvestor). A Baird client should understand that an Account pursuing a

Model Portfolio strategy offered by those Model Providers will have trades executed for the client's Account at the end of the Model Provider's trade rotation on a regular and consistent basis. As a result, trade orders for such an Account will significantly bear the market price impact, if any, of those trades executed earlier in the Model Provider's rotation and the performance of the Account will differ, perhaps in a materially negative manner, from the performance of client accounts managed by the Model Provider. In addition and for the same reasons described above, the performance of a Model Portfolio, as reported by the Model Provider, will differ, perhaps in a materially negative manner, from the actual performance realized by Baird client Accounts pursuing the Model Portfolio strategy. Baird does not make or control any investment manager's trade rotation policies, and Baird does not monitor, evaluate or review any investment manager's compliance with the manager's trade rotation policies or whether such trade rotation policies result in inequitable performance of client Accounts. A client selecting a Model Portfolio offered by such a Model Provider is urged to obtain a copy of the Model Provider's Form ADV Part 2A Brochure and review the description of the Model Provider's trade rotation policy contained in that document. A copy of a Model Provider's Brochure can be obtained by contacting a Baird Financial Advisor. A client should also monitor the performance of an Account pursuing such a Model Portfolio strategy and compare that performance with the performance reported for the Model Portfolio by the Model Provider. A client should discuss questions about Account performance or the Model Provider's trade rotation policy with the client's Financial Advisor.

Because a client does not pay commissions to Baird when Baird, acting as broker-dealer, executes a client's trade orders, and because a client generally would incur trading costs in addition to the Program Fee if trade orders were to be executed by another broker-dealer firm, clients generally receive a cost advantage whenever Baird executes Program client transactions. For this reason, and given Baird's execution capabilities as broker-dealer, investment managers may determine that placing trade orders for the client's Account with Baird is the most favorable option for the client. However, investment managers may place a client's trade orders with a broker-dealer firm other than Baird if the manager determines that it must do so to

comply with its best execution obligations. This practice is frequently referred to as “trading away” and these types of trades are frequently called “step out trades”. A client’s trade order so executed is then cleared and settled through Baird in what is frequently referred to as a “step in”.

In some instances, step out trades are executed by the other firm without any additional commission or markup or markdown, but in other instances, the executing firm may impose a commission or a markup or markdown on the trade. If a client’s investment manager places trade orders for the client’s Account with a firm other than Baird, and the other firm imposes a commission or equivalent fee on the trade (including a commission imbedded in the price of the investment), the client will incur trading costs in addition to the Program Fee.

Some managers have historically placed nearly all client trades with broker-dealer firms other than Baird for execution. Some managers have placed nearly all or all client trades resulting from changes to their model portfolios or strategies with firms other than Baird. Similarly, some managers have frequently placed client trade orders for fixed income, foreign and small cap securities with firms other than Baird. In some cases, the other executing broker-dealer firm imposes a commission or markup or markdown (which is embedded in the price of the security) for executing the trade. As a result, these types of managers and their strategies could be more costly to a client than managers that primarily place client trade orders with Baird for execution.

A list of managers that have informed Baird that they have traded away from Baird during 2019 - 2020 and general information about the additional cost of those trades (if any) is available on Baird’s website at [bairdwealth.com/retailinvestor](https://bairdwealth.com/retailinvestor). The information about each manager provided on Baird’s website is based solely upon the information provided to Baird by such manager. Baird has not independently verified the information, and as a result, none of Baird or any of its affiliates or associates makes any representation as to the accuracy of any such information.

A client should contact the client’s Baird Financial Advisor or investment manager if the client would

like to obtain specific information about trade ways and the amount of commissions or other costs, if any, the client incurred in connection with step out trades.

*A client should note that each investment manager is solely responsible for ensuring that it complies with its best execution obligations to the client. A client should review the manager’s trading for the client’s Account because Baird does not monitor, review or evaluate whether the manager is complying with its best execution obligations to the client. A client should review the manager’s Form ADV Part 2A Brochure, inquire about the manager’s trading practices, and consider that information carefully, before selecting a manager. In particular, the client should carefully consider any additional trading costs the client may incur before selecting a manager to manage the client’s Account.*

A client should note that the client’s advisory agreement permits Baird to trade as principal on orders received from Other Managers. See “Trade Execution Services Performed by Baird—Principal Transactions” below for more information.

### **Trade Execution Services Performed by Baird**

If Baird provides trade execution services for a client’s Account, Baird will generally act as agent when routing client trade orders for execution. However, Baird may cross trades between client accounts or may act as principal for its own account in certain circumstances to the extent permitted by applicable law as is more fully described below.

A client should understand that certain securities, such as securities traded over-the-counter and fixed income securities, are primarily traded in dealer markets. When Baird purchases or sells these types of securities for client accounts, it generally does so through broker-dealer firms acting as a dealer or principal. Dealers executing principal trades typically include a markup, markdown or spread in the net price at which transactions are executed. A client bears such costs in addition to the Program Fee.

### **Agency Cross Transactions**

In certain circumstances and to the extent permitted by applicable law and regulation, Baird and its Financial Advisors may effect “agency cross” transactions with respect to a client’s



Account. An “agency cross” transaction is a transaction in which Baird or its affiliates act as broker for the party or parties on both sides of the transaction. As compensation for brokerage services, Baird may receive compensation from parties on both sides of an agency cross transaction, the amount of which may vary. Baird Financial Advisors may receive compensation from Baird related to agency cross transactions. Therefore, Baird and its Financial Advisors may have a conflicting division of loyalties and responsibilities. However, in all cases, Baird and its Financial Advisors will seek to obtain the best execution for each respective advisory client and will effect agency cross transactions only in accordance with the requirements of Rule 206(3)-2 under the Advisers Act. Furthermore, Baird will comply with additional regulations applicable to retirement accounts.

Where applicable, a client’s advisory agreement discusses agency cross transactions and authorizes Baird and its Financial Advisors to effect agency cross transactions for a client’s Account. **A client’s authorization to Baird and its Financial Advisors to effect “agency cross” transactions is given pursuant to Rule 206(3)-2 under the Advisers Act and may be revoked at any time by the client in client’s sole discretion by notifying the client’s Baird Financial Advisor in writing.**

#### *Principal Transactions*

Subject to the requirements of applicable law, Baird and its Financial Advisors may execute transactions for a client’s Account while acting as principal for Baird’s own account. Baird and its Financial Advisors act as principal when they sell a security from Baird’s inventory to a client or they purchase a security from a client for Baird’s inventory. Baird and its Financial Advisors also act as principal when they sell new issue securities to clients in securities offerings underwritten by Baird. Baird also acts as principal in riskless principal transactions. Riskless principal transactions refer to transactions in which Baird, after having received a client’s order, executes an identical order in the marketplace to fill the client’s order while acting as principal. Baird and its Financial Advisors commonly engage in principal trades with clients in the Baird Advisory Choice Program.

Baird may realize profits from principal transactions with a client based on the difference between the price Baird paid for the security and the price at which Baird sold the security, which may include a markup, markdown or spread from the prevailing market price, an underwriting fee, selling dealer concession, or other incentive to execute the transaction. Baird Financial Advisors may receive compensation from Baird related to principal trades of securities underwritten by Baird. Any compensation received by Baird or a Financial Advisor in a principal transaction is in addition to the Program Fee paid by the client. Principal trades also allow Baird to sell securities from its account that it deems undesirable and to buy securities for its account that it deems desirable. Thus, in trading as principal with a client, Baird and its Financial Advisors will have potentially conflicting division of loyalties and responsibilities regarding their own interests and the interests of the client. This potential compensation may give Baird and its Financial Advisors an incentive to recommend a transaction in which Baird and its Financial Advisors act as principal over other transactions. Nonetheless, Baird and its Financial Advisors have a fiduciary duty to act in the client’s best interest and to seek best execution for advisory clients. Baird addresses this conflict through disclosure in this Brochure. Furthermore, Baird has adopted internal procedures that require Baird and its Financial Advisors, when acting in a principal capacity, to disclose all material information regarding Baird’s interest in the transaction, and obtain the client’s approval of the transaction prior to settlement.

A client’s advisory agreement discloses, where applicable, the possibility of Baird’s role in potential principal transactions, and each transaction confirmation sent to Baird clients discloses the capacity in which Baird served in the transaction and whether Baird is a market maker in each security the client bought or sold.

To the extent permitted by applicable law and regulation, if a client’s Account participates in a Non-Discretionary Program or other non-discretionary service, or if the Account is managed by an Other Manager, the client’s advisory agreement provides Baird and its Financial Advisors with a blanket authorization to act as principal for Baird’s own account in selling any security to, or purchasing any security from, the client’s Account. With this authorization, Baird

and its Financial Advisors may effect any and all principal transactions with the client's Account without having to provide specific written disclosures or obtain written client consent prior to completion of each proposed principal trade, subject to the requirements of an exemptive order issued by the SEC to Baird (Rel. No. IA-4596) and other applicable law and regulation. **This authorization to enable Baird and its Financial Advisors to trade as principal with a client's Account may be revoked at any time by the client in client's sole discretion by notifying the client's Baird Financial Advisor in writing.**

### ***Complex Strategies and Complex Investment Products***

Some Programs offer clients the ability to pursue Alternative Strategies or other Complex Strategies that involve special risks not apparent in more traditional investments like stocks and bonds. Complex Strategies may be pursued in multiple ways, including by investing in alternative mutual funds, ETFs, hedge funds, managed futures, private equity funds and SMAs managed by third party managers. Some Complex Strategies invest in Non-Traditional Assets, such as real estate, commodities (which may include metals, mining, energy and agricultural products), currencies, movements in securities indices, credit spreads and interest rates, and venture capital and buyout investments in private companies. Some Complex Strategies engage in the use of margin or leverage or selling securities short ("short sales"). Some Complex Strategies invest in derivative instruments such as options, convertible securities, futures, swaps, or forward contracts. Complex Investment Products generally engage in one or more Complex Strategies. Additional information about Alternative Strategies and Complex Strategies is contained under the heading "Portfolio Manager Selection and Evaluation—Methods of Analysis, Investment Strategies and Risk of Loss—Investment Strategies and Methods of Analysis—Alternative Strategies and Complex Strategies" below. Additional information about Complex Strategies and Complex Investment Products, generally, is provided below.

### **Non-Traditional Assets**

Non-Traditional Assets, such as investments in commodities, currencies, securities indices,

interest rates, credit spreads, and private companies, may be used for diversification purposes. They may also be used to try to reduce market and inflation risk. The performance of Non-Traditional Assets may not correspond to the performance of the stock markets generally, and investments in Non-Traditional Assets will generally impact an account's returns differently than more traditional investments like stocks or bonds. Non-Traditional Assets are subject to risks that are different from, and in some instances, greater than, other assets like stocks and bonds. Non-Traditional Assets are generally more difficult to value, less liquid, and subject to greater volatility compared to stocks and bonds.

### **Margin and Leverage**

#### ***Margin***

Margin involves borrowing money from a firm, such as Baird, to buy securities or other property. If a client wishes to pay for securities by borrowing part of the purchase price from Baird, a client must open a margin account with Baird, and Baird may provide the client with a margin loan. Securities held in a client's margin account are used as Baird's collateral for the margin loan. The value of the collateral in the margin account must be maintained at a certain level relative to the margin loan for the duration of the loan. If the securities in the margin account decline in value, so does the value of the collateral supporting the margin loan, and as a result, Baird may take action, such as issue a margin call and sell securities in the account.

#### ***Leverage***

Leverage generally attempts to obtain investment exposure in excess of available assets through the use of borrowings, short sales and other derivative instruments. While leverage can potentially enhance returns, it can also exacerbate losses if changes in the markets, or the values of the investments subject to the leverage, are adverse to the strategy being pursued. The use of leverage may also increase an Account's volatility.

### **Short Sales**

Short selling attempts to benefit from an anticipated decline in the market value of a security. To affect a short sale, a client sells a security the client does not own. When a client sells a security short, Baird borrows the security

from a lender and makes delivery to the buyer on the client's behalf. Because short sales involve an extension of credit from Baird to the client, a client must use a margin account. A client must also eventually purchase the same shares sold short and return them back to the lender. It is possible that the prices of securities that a client sells short may increase in value, in which case the client may lose money on the short position. Short selling thus runs the risk of loss if the price of the securities sold short does not decline below the price at which they were originally sold. This risk of loss is theoretically unlimited, as there is no cap on the amount that the price of a security may appreciate.

Clients should note that investment managers managing a client's Account or investment products in the client's Account may also engage in short sales. Thus, a client's Account will be subject to short sales risks if the investment manager managing the client's Account or an investment product in the client's Account engages in short sales.

## **Options and Other Derivative Instruments**

### *Derivative Instruments*

Derivatives instruments, such as options, convertible securities, futures, swaps, and forward contracts are financial contracts that derive value based upon the value of an underlying asset, such as a security, commodity, currency, or index. Derivative instruments may be used as a substitute for taking a position in the underlying asset. Derivative instruments may also be used to try to hedge or reduce exposure to other risks. They may also be used to make speculative investments on the movement of the value of an underlying asset. The use of derivative instruments involves risks different from, or possibly greater than, the risks associated with investing directly in securities and other traditional investments. Investing in derivatives also generally involves leverage. Derivatives are also generally less liquid, and subject to greater volatility compared to stocks and bonds.

### *Options*

Options transactions may involve the buying or writing of puts or calls on securities. In some cases, Baird may require clients to open a margin account to engage in options trading.

With a call option, the purchaser has the right to buy, and the seller (writer) the obligation to sell, the underlying security or index at a predetermined price (i.e., the exercise or strike price) prior to expiration of the option. The premium paid to the seller (writer) for the option is in consideration for the underlying obligations imposed on the seller should the option be exercised. With a put option, the purchaser has the right to sell, and the seller has the obligation to buy, the underlying security or index at the exercise price prior to expiration of the option.

In buying a call option, the purchaser expects that the market value of the underlying security or index will appreciate, which would enable the purchaser of a call to buy the underlying security or index at a strike price lower than the prevailing market price. The purchaser of the call option makes a profit if the prevailing market price is greater than the sum of the strike price plus the premium paid for the option. The seller of a call option earns income in the form of the premium received from the purchaser for the option and expects that the market value of the underlying security or index will depreciate such that the option will expire without being exercised. The seller of a call option makes a profit if the prevailing market price of the underlying security or index is less than the sum of the strike price plus the premium received.

In buying a put option, the purchaser expects that the market value of the underlying security or index will depreciate, which would enable the purchaser of a put to sell the underlying security or index at a strike price higher than the prevailing market price. The purchaser of the put option makes a profit if the prevailing market price is less than the sum of the strike price and the premium paid for the option. The seller of a put option earns income in the form of the premium received from the purchaser for the option and expects that the market value of the underlying security or index will appreciate such that the option will expire without being exercised. The seller of a put option makes a profit if the prevailing market price of the underlying security or index is greater than the difference between the strike price and the premium.

In purchasing a put or call option, the purchaser faces the risk of loss of the premium paid for the option if the market price moves in a direction

opposite to what the purchaser had expected. In selling or writing an option, the seller faces significantly more risk. A seller of a call option faces the risk of significant loss if the prevailing market price of the underlying security or index increases above the strike price, and a seller of a put option faces the risk of significant loss if the prevailing market price of the underlying security or index decreased below the strike price.

Clients should note that investment managers managing a client's Account or investment products in the client's Account may also engage in options transactions. Thus, a client's Account will be subject to options risks if the investment manager managing the client's Account or an investment product in the client's Account engages in options transactions.

### **Complex Investment Products**

Complex Investment Products typically invest primarily in Non-Traditional Assets or engage in one or more Complex Strategies. Complex Investment Products include Alternative Investment Products, such as hedge funds, funds of hedge funds, private equity funds, funds of private equity funds, private debt funds, and managed futures, but also include other investments pursuing Complex Strategies, including but not limited to, exchange or swap funds, leveraged funds, inverse funds, and other special situation funds, structured certificates of deposit and structured notes ("structured products"), ETNs, business development companies ("BDCs"), real estate investment trusts ("REITs"), and master limited partnerships ("MLPs").

In addition, a client should be aware that more traditional investments, such as mutual funds, ETFs, UITs and variable annuities may also pursue Complex Strategies, thereby making them Complex Investment Products. A client should carefully review the prospectus or other offering document for each investment and understand the strategy being pursued before deciding to invest. More detailed information about mutual funds, ETFs, UITs and variable annuities is available on Baird's website at [bairdwealth.com/retailinvestor](http://bairdwealth.com/retailinvestor).

### **Additional Important Information**

The use of Complex Strategies or Complex Investment Products is not appropriate for some

clients because they involve special risks. A client should not engage in those strategies or invest in those products unless the client is prepared to experience significant losses in the client's Account. This is especially true for short selling, which can result in unlimited losses as there is no limit to the amount borrowed securities can rise in value. See "Portfolio Manager Selection and Evaluation—Methods of Analysis, Investment Strategies and Risk of Loss—Principal Risks" below for more information. Before using those types of strategies or products, a client is strongly urged to discuss them with the client's Financial Advisor and any investment manager managing the client's Account. A client should also carefully review the client's agreements with Baird and related disclosure documents, which the client should have received when opening the Account. Additional information about Complex Strategies and Complex Investment Products is provided under the heading "Portfolio Manager Selection and Evaluation—Methods of Analysis, Investment Strategies and Risk of Loss—Investment Strategies and Methods of Analysis—Investment Strategies—Alternative Strategies and Complex Strategies" below and on Baird's website at [bairdwealth.com/retailinvestor](http://bairdwealth.com/retailinvestor).

A client assumes responsibility for engaging in Complex Strategies and investing in Complex Investment Products. If a client determines that the client no longer wants to engage in those strategies or invest in those products, the client is responsible for notifying the client's Financial Advisor and any investment manager managing the client's Account. Baird is not responsible for any losses resulting from any Other Manager's failure or delay in implementing any such instructions.

The use of Complex Strategies or Complex Investment Products has a unique impact upon the calculation of a client's asset-based Program Fee. See "Program Fees—Calculation and Payment of Program Fees" below for more information. A client should also understand that Baird and the client's Financial Advisor have a financial incentive to use, or recommend the use of, certain Complex Strategies or Complex Investment Products, including margin and short sales. See "Additional Information—Code of Ethics, Participation or Interest in Client Transactions and Personal Trading" below.

As a creditor, Baird may have interests that are adverse to a client. Neither Baird nor its Financial Advisors will act as investment adviser to a client with respect to the liquidation of securities held in an Account to meet a call on a margin loan. Any such sale of assets will be executed in Baird's capacity as broker-dealer and creditor and may, as permitted by law, result in executions on a principal basis.

### **Permitted Investments**

Under the Discretionary, Non-Discretionary and UMA Programs, Baird determines the asset categories and investment products that clients may access for investment ("Permitted Investments") and those that are not permitted in Program Accounts ("Unpermitted Investments"). Permitted Investments vary by Program. Although Baird determines the Permitted Investments under those Programs, the level of initial and ongoing evaluation, monitoring and review that Baird and its Financial Advisors perform on Permitted Investments varies. For more information, see the descriptions of each Program under "Services, Fees and Compensation" above and under "Portfolio Manager Selection and Evaluation—Methods of Analysis, Investment Strategies and Risk of Loss—Investment Strategies and Methods of Analysis" below.

*Baird may add Permitted Investments or restrict client access to a Permitted Investment at any time in its sole discretion.*

Some Permitted Investments contain restrictions that limit their use, and clients will not be permitted to purchase or hold such investments outside of an Account. See "Account Requirements and Types of Clients" below for more information.

In certain limited instances, Baird may allow a client to hold an investment in an Account that is an Unpermitted Investment.

**ALIGN, BairdNext Portfolios and UMA Programs.** The ALIGN, BairdNext Portfolios and UMA Programs generally only permit investments in certain mutual funds and ETPs, and with respect to UMA Portfolios, SMA Strategies and Baird-Managed Portfolios, that Baird has selected for use in those Programs. For more information, see the descriptions of each Program under "Services, Fees and Compensation" above.

**Baird Equity Asset Management Portfolios Program.** Permitted Investments for the Baird Equity Asset Management Portfolios Program are described in Baird Equity Asset Management's Form ADV Part 2A Brochure and the Other Managers' Form ADV Part 2A Brochures, which are available upon request.

**Baird Advisory Choice Program.** Permitted Investments for the Baird Advisory Choice Program generally include, but are not limited to, the following types of investments:

- equity securities, including, but not limited to, common stocks, American Depositary Receipts ("ADRs"), and ordinary shares, including whether exchange-traded, or over-the-counter traded;
- fixed income securities, including but not limited to, debt securities issued by domestic and foreign corporations and other entities; preferred stocks, asset-backed securities (including mortgage-backed securities and collateralized mortgage obligations ("CMOs")); convertible debt securities; obligations issued by U.S., state, or foreign governments or their agencies, instrumentalities, or authorities, such as securities issued by the U.S. Treasury, federal government agencies or federal government-sponsored enterprises ("Agency securities"), or foreign governments; municipal securities; money market mutual funds; certificates of deposit ("CDs") (primary or secondary); commercial paper;
- rights or warrants on equity securities, and written covered call and written cash secured put equity options;
- open-end mutual funds shares that Baird has selected for use in the Program, which generally includes only those funds with which Baird has a selling agreement and only those funds that are no-load, load-waived, or institutional are allowed for purchase; shares that were originally purchased in a Baird brokerage account and not sold when transitioned to an advisory account will held in the account as non-billable assets when the original purchase was subject to a front-end sales charge (typically 36 months) or until the Contingent Deferred Sales Charge (CDSC) expires (typically 13 months) if subject to a back-end sales



charge after which time they will be converted to the appropriate advisory share class and become billable assets;

- closed-end funds, ETFs, and UITs that have cost structures designed for use in fee-based investment advisory programs; UITs originally purchased in a brokerage account and not sold when transitioned to an advisory account will be held as non-billable assets until the UIT termination date at which time they will be liquidated and the proceeds are billable;
- BDCs, publicly-traded REITs, certain non publicly-traded (or private) REITs, and MLPs (which may be organized as limited liability companies ("LLCs"));
- ETNs, leveraged funds, inverse funds, and other special situation mutual funds, and exchange or swap funds;
- certain hedge funds, funds of hedge funds, private equity funds, funds of private equity funds, structured products, private debt funds and managed futures that Baird has selected for use in the Program;
- variable annuities that have cost structures designed for use in fee-based investment advisory programs; and
- cash and cash equivalents.

The Unpermitted Investments for the Baird Advisory Choice Program generally include, but are not limited to:

- Class B or Class C shares offered by mutual funds or any other class of mutual fund shares that impose a contingent deferred or level sales charge (back-end or level load);
- UITs that impose an initial or deferred sales charge (load);
- most private REITs and other real estate interests, and MLPs and LLC units that are not publicly-traded;
- all annuities and insurance products, except for variable annuities that have cost structures designed for use in fee-based investment advisory programs;

- commodities, futures or options on commodities, and commodity pools; and
- private investment funds and Complex Investment Products that Baird has not selected for use in the Program.

**PIM Program.** Permitted Investments and Unpermitted Investments for the PIM Program are generally the same as the Baird Advisory Choice Program, except the following types of investments are generally not permitted for PIM Accounts:

- leveraged funds;
- put options;
- hedge funds, funds of hedge funds, private equity funds, funds of private equity funds structured products, private debt funds and managed futures; and
- variable annuities.

**SMA Programs.** Investment products under the SMA Programs are selected solely by the investment manager providing services to the client. *The investment products used by an investment manager may include products that Baird does not permit to be used in connection with the other Programs described above.* A client should review the investment manager's Form ADV Part 2A Brochure for more information.

**Russell Program.** The Russell Program generally only permits investments in mutual funds selected by Russell, which will exclusively or substantially consist of Russell Funds, although non-Russell Funds may be used.

### **Unsupervised Assets**

Under certain circumstances, Baird, in its sole discretion, may accept a client request to hold an asset in an Account that is not included in the investment advisory services provided by Baird or a Baird Financial Advisor or otherwise monitored, overseen or supervised by them (an "Unsupervised Asset"). For example, if Baird permits a client to hold an Unpermitted Investment in an Account, the asset is typically also considered an Unsupervised Asset. Baird, in its sole discretion, may also designate an asset that is otherwise a Permitted Investment as an

Unsupervised Asset under certain circumstances, such as when a client acquires the asset in an unsolicited transaction, transfers the asset from an account held at another firm or Baird brokerage account, or continues to hold the asset against Baird's or the client's Financial Advisor's recommendation. If a client holds an Unsupervised Asset in an Account, the client should understand that the Unsupervised Asset may not be included in performance reports provided to the client and that Baird and its Financial Advisors do not manage, provide investment advice, or otherwise act as an investment adviser with respect to the Unsupervised Asset, even if the Unsupervised Asset is included in account statements or performance reports provided to the client. Because Baird and its Financial Advisors do not manage or provide investment advisory services regarding Unsupervised Assets, no asset-based Program Fee is charged on Unsupervised Assets. While Unsupervised Assets are not subject to the asset-based Program Fee, Baird may impose additional fees upon Accounts holding Unsupervised Assets. See "Other Fees and Expenses" below for more information. A client should also understand that holding an Unsupervised Asset in an Account may increase the risk of trade errors, overinvestment, and negative Account performance. A client should consult the client's Financial Advisor for further information.

### ***Special Considerations for the Programs***

#### **ALIGN, BairdNext Portfolios, Russell, SMA and UMA Clients**

##### ***Selection of Investment Options***

Baird solely determines the investment options made available to a client under the ALIGN, BairdNext Portfolios, Russell and UMA Programs. ALIGN, BairdNext Portfolios, Russell and UMA Program Accounts will generally be invested in mutual funds or ETPs, and, with respect to UMA Portfolios, SMA Strategies or Baird-Managed Portfolios. If Baird has discretion over a client's Account (or a portion thereof), Baird may invest such Account (or such portion of an Account over which Baird has discretion) in any investment product it deems appropriate for the client's Accounts participating in those Programs.

##### ***Replacement of Investment Options***

From time to time, Baird may remove mutual funds, ETPs, SMA Strategies and Baird-Managed

Portfolios, from the ALIGN, BairdNext Portfolios, Russell or UMA Programs, and Baird may replace them with other mutual funds, ETPs, or SMA Strategies or Baird-Managed Portfolios, as it deems appropriate. If a client's Account participates in those Programs, Baird may replace any such investments in the client's Account whenever Baird removes the investment option from those Programs. Baird may make such replacement in the client's Account without providing prior notice to, or obtaining the consent of, the client.

##### ***Tax Management Services***

If a client's Account participates in the ALIGN Strategic Portfolios Program, the ALIGN Custom Program, the BairdNext Portfolios Program, the Russell Model Strategies Program or the ALIGN UMA Select Program, the client has the option to engage Baird to employ tax harvesting, whereby Baird will sell certain securities in the client's Account deemed appropriate by Baird in order to realize capital gains or losses, and Baird will reinvest the proceeds of such sale in one or more ETFs, cash equivalents or other securities deemed appropriate by Baird for the duration of any applicable wash sale period; and after the expiration of any applicable wash sale period, sell such ETF shares, cash equivalents or other securities and re-invest the proceeds in a manner consistent with the target asset allocation for the Account. A client with an eligible Account wishing opt into this service and should contact the client's Baird Financial Advisor to do so.

In addition to the tax harvesting service described above, a client with an ALIGN Strategic Program or ALIGN Custom Program Account may engage Baird to employ a capital gain avoidance tax strategy for the Account, whereby Baird will sell certain securities in the client's Account deemed appropriate by Baird from time to time in order to avoid the capital gain distribution. The proceeds from the sale of these securities will be invested in cash until the capital gain distribution has been paid, and then the securities will be purchased again. If the securities were also sold at a loss, then Baird may invest the proceeds in ETFs, ETNs, or similar securities for the 30-day wash sale period in order to avoid the capital gain distribution while recognizing the loss.

The Overlay Manager offers an optional tax overlay service under the ALIGN UMA Select and

UAS Programs. Important information about the Overlay Manager's tax overlay services is contained in the paperwork provided to clients upon enrollment in the service and in the Overlay Manager's Form ADV Part 2A Brochure, which is available upon request. The Overlay Manager charges an additional fee for tax overlay services, which will be included in the Program Fee. The amount of the overlay fee will be disclosed to a client prior to enrolling an Account in the service.

Some investment managers participating in the SMA and UMA Programs offer tax management services and others do not. A client should consult the client's Baird Financial Advisor or review the investment manager's Form ADV Part 2A Brochure for specific information about a particular manager.

The performance of Accounts participating in a tax harvesting, capital gain avoidance, or tax-overlay service will vary from similarly-managed Accounts that are not participating or enrolled in such a service, possibly in a materially negative manner.

The offering of tax management services by Baird, the Overlay Manager or an investment manager is done at their discretion, and there is no guarantee they will continue to do so in the future. A client should discuss tax management needs and expectations with the client's Financial Advisor and manager prior to investing.

The offering and performance of tax management services to a client's Account does not constitute tax advice. Tax management services are provided solely based upon the direction and information provided by a client. Before enrolling in a tax management service, a client should consult the client's tax advisors about the tax consequences of doing so.

#### *Asset Allocation Changes and Rebalancing*

If a client's Account participates in an ALIGN Program, the BairdNext Portfolios Program, the Russell Program, or a UMA Program, the client authorizes Baird to rebalance the client's Account assets to be consistent with the client's chosen target asset allocation strategy at any time without prior notice to the client at such times and under such circumstances as Baird, in its discretion, deems appropriate.

Generally, ALIGN, BairdNext Portfolios, Russell, and UMA Program Accounts are currently rebalanced as follows:

- ALIGN Elements Portfolios and BairdNext Portfolios Program Accounts are automatically rebalanced quarterly whenever an Account's allocation to an asset class drifts by 3% or more from the target allocation if the Account has been open for a year. All such Accounts no matter how long they have been opened will be rebalanced weekly if an asset class drifts by more than 5% from the target. ALIGN Elements and BairdNext Portfolios Program Accounts with values of less than \$10,000 will be rebalanced automatically when a deposit or withdrawal causes the cash allocation to drift by more than 5% from the target, and Accounts with values of \$10,000 or more will be rebalanced automatically when a deposit or withdrawal causes the cash allocation to drift by more than 3% from the target.
- ALIGN Custom Portfolios, ALIGN Strategic Portfolios and Russell Program Accounts are automatically rebalanced quarterly whenever an Account's allocation to an asset class drifts by 3% or more from the target allocation if the Account has been open for a year. All such Accounts no matter how long they have been opened will be rebalanced weekly if an asset class drifts by more than 5% from the target. ALIGN Custom Portfolios, ALIGN Strategic Portfolios and Russell Program Accounts are also rebalanced automatically whenever a deposit or withdrawal causes the cash allocation to drift by more than 3% from the target.
- ALIGN UMA Select Portfolios Program Accounts rebalance each time there is a change to the model made by Baird or the manager, as applicable, if an investment in the Account drifts from the predetermined target weight established by Baird for the investment by a certain amount, generally 1-3%, or whenever an Account's allocation to cash drifts by 3% or more from the target allocation due to a deposit or withdrawal. Clients also have the option to have the Account rebalanced on an annual or semiannual basis. Accounts will automatically rebalanced on an annual basis unless otherwise directed by the client.

- UAS Portfolios are automatically rebalanced when they are outside of their drift tolerance initially either: annually (every 366 calendar days) or semi-annually (every 188 calendar days) based on the anniversary date of an Account's enrollment in the Program or whenever an Account's allocation to cash drifts by 3% or more from the target allocation due to the deposit or withdrawal. Thereafter, those Program Accounts are automatically rebalanced annually or semi-annually following the last time an Account was rebalanced or whenever an Account's allocation to cash is less than 0.5% or drifts by 3% or more from the target allocation due to the deposit or withdrawal.

A client's Financial Advisor may also rebalance the client's Account enrolled in the ALIGN Custom Portfolios or ALIGN Strategic Portfolios Program in accordance with rebalancing options that Baird makes available to Baird Financial Advisors. Current rebalancing options for those Programs include rebalancing annually on the Account's anniversary date, quarterly whenever the Account's allocation to an asset class drifts by 3% or more from the target allocation, or upon Financial Advisor Review after an Account's allocation to an asset class drifts by 3% or more from the target allocation.

Baird will not rebalance an Account as described above, particularly during the fourth calendar quarter, to the extent doing so would be inconsistent with its implementation of tax management services for the Account as described above.

With respect to the ALIGN Strategic Portfolios Program, the BairdNext Portfolios Program, the ALIGN UMA Select Portfolios Program, and the Russell Program, and with respect to Baird-Managed Models in the UAS Portfolios Program, Baird may also change a client's asset allocation for any reason, which may include, but shall not be limited to, updates made by Baird to the target asset allocations of its model portfolio strategies or changes in market conditions, Baird's opinion on the future performance of particular asset classes or the client's financial circumstances.

Any rebalance of a client's Account or other change in asset allocation may result in taxable gains or losses.

### *Overlay Manager*

Under the ALIGN or UMA Programs, the tax management services, asset allocation changes, rebalancing, and other changes described above may be performed or implemented by the Overlay Manager.

### **Third Party Information**

When providing services to a client, Baird and its Financial Advisors rely on information provided by third parties and other external sources believed to be reliable, including, but not limited to, information provided by investment managers. Baird and its Financial Advisors assume that all such information is accurate, complete and current. Baird and its Financial Advisors do not conduct an in-depth review of, or verify, such information, and they do not guarantee the accuracy of the information used. See "Portfolio Manager Selection and Evaluation—Performance Calculation" and "Portfolio Manager Selection and Evaluation—Methods of Analysis, Investment Strategies and Risk of Loss—Methods of Analysis" below for more information.

### **Goal Management**

Baird makes available to clients an optional goal management service ("Goal Management"). Goal Management provides clients the ability to set a single, overall investment objective for all or a portion of assets selected by the client with the flexibility of using multiple, eligible Advisory Accounts that may have different investment strategies or objectives. If a client elects to have Baird implement a plan of Goal Management (a "Goal Management Plan") using two or more eligible Advisory Accounts ("Goal Management Accounts"), the Goal Management Accounts, taken together, will be managed or advised by Baird and client's Financial Advisor in such a way so as to seek to achieve a single, overall goal or investment objective ("Goal Management Objective") chosen by the client. Each individual Account included in a Goal Management Plan will also be managed or advised by Baird and client's Financial Advisor in accordance with the terms of the applicable Advisory Program and any investment strategy or objective applicable to the Account. However, to the extent consistent with the terms applicable to an Account included in a Goal Management Plan, each individual Account included in the Goal Management Plan may be managed or advised in any manner believed by Baird or the client's Financial Advisor to be

necessary or appropriate for the Goal Management Accounts, taken together, to seek to achieve the Goal Management Objective.

The Goal Management Objectives that Baird makes available to clients as part of Goal Management include: (1) All Growth; (2) Capital Growth; (3) Growth with Income; (4) Income with Growth; (5) Conservative Income; and (6) Capital Preservation. A description of those objectives is contained under the heading "Portfolio Manager Selection and Evaluation—Methods of Analysis, Investment Strategies and Risk of Loss—Investment Strategies and Methods of Analysis—Investment Strategies—Asset Allocation Strategies" below.

In certain circumstances, clients that are part of the same household may include their eligible Advisory Accounts in the same Goal Management Plan (a "Household Goal Management Plan"). It is the client's sole responsibility to notify Baird that the client is part of a household so that Baird is aware of the client's eligibility for a Household Goal Management Plan. It is also the client's sole responsibility to notify Baird whenever the client ceases to be part of a household if an Account is part of a Household Goal Management Plan. Failure to do so could have a materially negative impact on applicable Accounts.

An Account will be removed from a Goal Management Plan: (1) upon request or consent of the client, (2) if the Account ceases to be an eligible Advisory Account, (3) in the event the Account is part of a Household Goal Management Plan, if the client notifies Baird that the client ceases to be a member of the applicable household, or (4) upon written notice from Baird that it is no longer able to manage the Account according to the Goal Management Plan.

Given the nature of Goal Management, a client enrolling Accounts in a Goal Management Plan should understand that each Account enrolled in a Goal Management Plan may not be invested in a manner such that the individual Account alone would be able to achieve the Goal Management Objective. It is likely that one or more Accounts included in a Goal Management Plan, taken alone, will be managed or advised differently and will be subject to greater or enhanced risks than would be the case if the Account alone had the same objective as the Goal Management Objective.

Such enhanced risks include, without limitation, market risks, investment objective and asset allocation risks, capitalization risks, investment style risks, illiquid securities and liquidity risks, concentration risks, frequent trading and portfolio turnover risks, Non-Traditional Assets and Complex Strategies risks, and Complex Investment Product risks.

A client should note, particularly if the client elects to include eligible Advisory Accounts in a Household Goal Management Plan, that: if an Account is removed from a Goal Management Plan for any reason, including if the client ceases to be a member of the same household, the Program and strategy for the Account removed from the Goal Management Plan will remain unchanged unless a change is requested by the client; further, the Account removed from the Goal Management Plan will not be allocated assets from other Accounts included in the Goal Management Plan unless the client and all other applicable clients, if any, consent and direct Baird to do so and then only to the extent permitted by applicable law; and Baird will have no liability for implementing a Goal Management Plan as requested by the client.

### ***Investment Objectives***

Generally, every Account will have one of the investment objectives described below.

All Growth. An All Growth investment objective typically seeks to provide growth of capital. Typically, an Account pursuing an All Growth investment objective will experience high fluctuations in annual returns and overall market value. Under normal market conditions, such an Account generally invests nearly all of its assets in equity securities. Such an Account may also hold other types of investments.

Capital Growth. A Capital Growth investment objective typically seeks to provide growth of capital. Typically, an Account pursuing a Capital Growth investment objective will experience moderately high fluctuations in annual returns and overall market value. Generally, under normal market conditions, such an Account will primarily invest in a mix of equity securities and fixed income securities, with a significantly higher allocation to equity securities. Such an Account may also hold other types of investments.



Growth with Income. A Growth with Income investment objective typically seeks to provide moderate growth of capital and some current income. Typically, an Account pursuing a Growth with Income investment objective will experience moderate fluctuations in annual returns and overall market value. Generally, under normal market conditions, such an Account will primarily invest in a mix of equity securities and fixed income securities, with a bias towards equity securities. Such an Account may also hold other types of investments.

Income with Growth. An Income with Growth investment objective typically seeks to provide current income and some growth of capital. Typically, an Account pursuing an Income with Growth investment objective will experience moderate fluctuations in annual returns and overall market value. Generally, under normal market conditions, such an Account will primarily invest in a mix of fixed income securities and equity securities, with a bias towards fixed income securities. Such an Account may also hold other types of investments.

Conservative Income. A Conservative Income investment objective typically seeks to provide current income. Typically, an Account pursuing a Conservative Income investment objective will experience relatively small fluctuations in annual returns and overall market value. Generally, under normal market conditions, such an Account will primarily invest in a mix of fixed income securities, cash and equity securities, with a significantly higher allocation to fixed income securities. Such an Account may also hold other types of investments.

Capital Preservation. A Capital Preservation investment objective typically seeks to preserve capital while generating current income. Typically, an Account pursuing a Capital Preservation investment objective will experience relatively small fluctuations in annual returns and overall market value. Under normal market conditions, such an Account generally invests nearly all of its assets in a mix of fixed income securities and cash. Such an Account may also hold other types of investments.

Opportunistic. An Opportunistic investment objective typically seeks to provide long term growth through capital appreciation and/or

income by utilizing an active management style that shifts the percentage of assets held in various categories to take advantage of market pricing anomalies, strong market sectors, the current interest rate environment and/or other macro-economic trends to achieve growth while accounting for a client's specific short, intermediate and long term investment and/or cash flow needs. Depending upon the investment strategy used, an Account pursuing an Opportunistic investment objective could experience high fluctuations in annual returns and overall market value. The types of investments in which such an Account may invest will also vary widely, depending upon the particular investment strategy used.

Goal. A Goal investment objective indicates that the Account is a Goal Management Account that is part of a Goal Management Plan and the Account will be managed or advised in accordance with the applicable Goal Management Objective.

For information about the risks associated with the investment objectives described above, see the section of the Brochure entitled "Portfolio Manager Selection and Evaluation—Methods of Analysis, Investment Strategies and Risk of Loss—Principal Risks—Risks Associated with Certain Investment Objectives and Asset Allocation Strategies" below.

### ***Mutual Fund Share Class Policy***

Most mutual funds offer different share classes. While each share class of a given mutual fund has the same underlying investments, those share classes have different fees, costs and investment minimums, and they provide different levels of compensation to Baird. In an effort to provide clients with appropriate low cost mutual fund investment options for their fee-based investment advisory accounts, Baird has established a mutual fund share class policy ("Share Class Policy") for certain Baird Financial Advisor-directed Programs, including the Advisory Choice, PIM, ALIGN Custom and UAS Programs (the "Share Class Policy Programs"). Typically, only one share class of a given mutual fund family will be made available for purchase by clients in the Share Class Policy Programs pursuant to the Share Class Policy (the "Approved Share Class"). When selecting the Approved Share Class for a mutual fund family, Baird endeavors to select the share class with the lowest expense ratio, based upon the average

expense ratio of the class across all mutual funds in the mutual fund family, that are widely available for trading on the mutual fund trading platform of Charles Schwab & Co., Inc. ("Schwab"). In selecting the share class for a mutual fund family to be made available for purchase by clients in the Share Class Policy Programs, Baird considers a number of factors, including the number of funds within the fund family that offer the share class, client positions in and demand for those funds, and the availability of the share classes and funds for purchase on the Schwab mutual fund trading platform. Generally, share classes designed for retirement plans and those that pay a distribution (12b-1) fee to Baird will not be permitted in those Programs, or, if such share classes are permitted and the client's Account is subject to an asset-based fee arrangement, Baird will either: (1) rebate the distribution (12b-1) fees to a client if the client is paying an asset-based Program Fee on such investment; or (2) exclude such fund shares from the calculation of the client's asset-based Program Fee (sometimes referred to as "unbillable assets") for such period of time that Baird collects and retains the distribution (12b-1) fee as further described under the heading "Additional Information—Code of Ethics, Participation or Interest in Client Transactions and Personal Trading—Participation or Interest in Client Transactions—Investment Product Selling or Servicing—Mutual Funds" below. Clients should note that the Approved Share Class for a mutual fund family is based upon the average expense ratio for the class across all mutual funds in the fund family and not on a fund-by-fund basis. Further, the expenses of every mutual fund can and will vary over time. Therefore, while Baird has endeavored to select the lowest cost share classes as described above, in some instances, the Approved Share Class is not the least expensive share class for a particular mutual fund. Clients may be able to obtain a less expensive share class in other Programs or at another firm.

Baird receives certain compensation from mutual fund families in the form of distribution (12b-1) fees, shareholder servicing fees, transfer agency fees, networking fees, accounting fees, marketing support payments, revenue sharing and administration fees. The amount of compensation paid to Baird generally varies based upon the share class of the applicable mutual fund purchased by clients. Because the compensation

that Baird receives from certain mutual funds is based upon share class purchased by clients, Baird has a financial incentive to make available to clients those share classes that provide Baird greater compensation, which, in many instances, would cause clients investing in those share classes to incur higher ongoing costs relative to other share classes made available by the fund families. This presents a conflict of interest. Baird addresses this conflict through the Share Class Policy described above and through disclosure in this Brochure. For more information about the compensation that Baird receives from mutual funds, see "Additional Information—Code of Ethics, Participation or Interest in Client Transactions and Personal Trading—Participation or Interest in Client Transactions—Investment Product Selling and Servicing—Mutual Funds" below.

Shares of mutual funds held in client Accounts that do not meet the requirements of the Share Class Policy will generally be converted to the applicable Approved Share Class subject to certain restrictions. The Share Class Policy is subject to change at Baird's discretion without notice to clients. Additional information about the Share Class Policy is available on Baird's website at [bairdwealth.com/retailinvestor](http://bairdwealth.com/retailinvestor).

### **Custody Services**

Each Program generally requires clients to custody their Account assets at Baird. If Baird is the custodian of a client's assets, Baird will provide certain custody services, including holding the client's Account assets, crediting contributions and interest and dividends received on securities held in a client's Account, and making or "debiting" distributions from the Account. Information about account statements and performance reports, if any, that Baird provides to clients is contained under the heading "Additional Information—Review of Accounts" below.

As custodian, Baird may hold a client's Account assets in nominee or "street" name, a practice that refers to securities and assets being registered in Baird's name or in a name that Baird designates, rather than in a client's name directly. Baird will be the holder of record in those instances.

Baird may utilize one or more subcustodians to provide for the custody of a client's assets in certain circumstances. For instance, Baird utilizes subcustodians to maintain custody of certain client securities that are traded on foreign exchanges.

Baird in its sole discretion may accept Held-Away Assets into a client's Account, including assets that are held by another custodian (a "third party custodian"). A client who uses a third party custodian to hold Account assets does so at the client's risk. A client should understand that Baird does not monitor, evaluate or review any third party custodian. The client should also understand that the client will pay a custody fee to the third party custodian in addition to the Program Fee. Baird may also impose additional fees on Accounts with assets held by a third party custodian due to the increase in resources needed to administer those Accounts. Further, such third party custody arrangements may limit the Programs made available to the client. In addition, a client should understand that: (a) each third party custodian has exclusive control over the investment options made available to client Accounts on the custodian's platform; (b) Baird has no authority or ability to add to, or remove from, a custodian's platform any investment option; (c) any advice given by Baird or the client's Financial Advisor with respect to the Account is inherently limited by the options available through a custodian's platform; (d) Baird or the client's Financial Advisor may have provided different investment advice with respect to the Account had they not been limited to the investment options made available through the custodian's platform; and (e) certain investments, such as mutual fund shares, could be more or less expensive than if the investment was obtained from Baird or another firm. A client should further note that Baird generally does not provide performance review or reporting for Held-Away Assets. In addition, a client who uses a third party custodian is not eligible for cash sweep services offered by Baird. Clients using a third party custodian are encouraged to establish appropriate cash sweep arrangements.

A client who uses a third party custodian authorizes Baird to give instructions to the client's custodian for all actions necessary or incidental to the purchase, sale, exchange, and delivery of securities held in the client's Account. Also, the client will receive account statements directly

from the client's selected custodian. A client should carefully review those account statements and compare them with any statements provided by Baird. A client should note that the prices shown on a client's Account statements provided by the custodian could be different from the prices shown on statements and reports provided by Baird due to a variety of factors, including the use of different valuation sources and accounting methods (e.g., trade or settlement date accounting) by the custodian and Baird.

### **Cash Sweep Program**

Baird maintains a Cash Sweep Program that is intended for clients who want to earn interest and receive FDIC insurance protection on their cash over short periods of time while awaiting investment. If a client participates in Baird's Cash Sweep Program, uninvested cash in the client's accounts will be automatically deposited or swept into one or more FDIC-insured deposit accounts at participating banks (the "Bank Sweep Feature") or, under certain conditions, will be automatically invested in shares of a money market mutual fund that Baird makes available in the program (the "Money Market Fund Feature"), subject to the terms and conditions of the program. By using multiple participating banks as opposed to a single bank, the Bank Sweep Feature seeks to provide FDIC insurance protection for a client's cash balances of up to an aggregate deposit limit determined under the program (currently, \$1,250,000 for most account types and \$2,500,000 for joint accounts). Each deposit account at a bank constitutes a direct obligation of the bank and is not directly or indirectly Baird's obligation.

Any aggregate cash balances held by a client in excess of the applicable aggregate deposit limit are automatically invested in shares of a money market mutual fund that Baird makes available in the Money Market Fund feature of the program. Cash held in employee benefit plan accounts, employee health and welfare plan accounts, and SEP and SIMPLE IRAs will be automatically invested or swept into a money market mutual fund that Baird makes available under the Money Market Fund Feature of the program. In addition, clients with aggregate cash balances of \$5 million or more across all of their accounts with Baird within the same household are eligible to have all or any portion of their cash balances automatically swept into a money market mutual

fund that Baird makes available under the Money Market Fund Feature of the program.

The Bank Sweep Feature seeks to provide FDIC insurance protection for a client's cash balances up to an aggregate deposit limit determined under the program. Any deposits, including CDs, that a client maintains, directly or indirectly through an intermediary (such as us or another broker), with a bank participating in the Cash Sweep Program in the same capacity with the bank will be aggregated with the client's cash balances deposited with the bank under the Cash Sweep Program for purposes of calculating the \$250,000 FDIC insurance limit. Total deposits exceeding \$250,000 at a bank may not be fully insured by the FDIC. A client is responsible for monitoring the total amount of other deposits that the client has with a bank outside the Cash Sweep Program in order to determine the extent of deposit insurance coverage available. Baird is not responsible for any insured or uninsured portion of a client's deposits at a bank. Cash invested in a money market mutual fund under the Money Market Fund Feature is not FDIC insured, but is protected by Securities Investor Protection Corporation ("SIPC") coverage up to applicable limits.

Baird receives compensation for the administrative, accounting and other services that Baird provides under the program, which is paid out of the aggregate interest that is paid by the participating banks on the aggregate client balances in the deposit accounts participating in the Bank Sweep Feature. Baird's annual rate of compensation may be up to 2.00% of the aggregate client balances, although in a low interest rate environment it is much lower. Baird also receives an annual rate of compensation of up to 0.50% of the aggregate client balances automatically invested into money market mutual funds under the Money Market Fund Feature. A client should note that the client will be charged the asset-based Program Fee on the value of all of the assets in the client's Accounts, including cash that is swept into a bank deposit account or invested into a money market mutual fund under the Cash Sweep Program. As a result, Baird receives two layers of fees on a client's assets swept or invested in the Cash Sweep Program: the Program Fee, which compensates Baird for the investment advice, trading and custody services provided to the client related to those assets, and the compensation paid by the banks

or money market funds related to those assets, which compensates Baird for the services Baird provides to the banks and funds and for Baird's efforts in maintaining the Cash Sweep Program. The compensation that Baird receives from the Cash Sweep Program gives Baird a financial incentive to recommend that a client participate in the Cash Sweep Program and maintain high levels of uninvested cash balances in the client's accounts.

As an alternative to the Cash Sweep Program, Baird makes available other money market mutual funds and other cash alternatives in which a client may invest, often at a higher yield, although these investments do not have an automatic sweep feature. In addition, instead of maintaining cash balances in an advisory Account, a client has the option to maintain such cash balances in a brokerage account that is not subject to an asset-based Program Fee.

A client should understand that the Cash Sweep Program is an ancillary account service and it is not nor is it part of any advisory program or investment advisory service. Baird does not act as investment adviser or a fiduciary to a client in connection with the Cash Sweep Program. However, a client should note that the amount of the client's advisory Account dedicated to cash and cash equivalents is part of the overall investment allocation advice provided to the client and thus the amount of such cash and cash equivalents included in the calculation of the Program Fee for the client's advisory Account.

More detailed information about the Cash Sweep Program and the compensation Baird receives is available on Baird's website at [www.rwbaird.com/cashsweeps](http://www.rwbaird.com/cashsweeps).

### ***Trust Services Arrangements***

Baird maintains an alliance with certain institutions, including Comerica Bank & Trust, National Association, that provide trust services, including trust administration, custody, tax reporting and recordkeeping. Baird Financial Advisors at times refer clients seeking trust services to institutions that are members of the alliance.

Baird Financial Advisors may refer a client to Baird Trust, Baird's affiliate. If a client enters into a relationship with Baird Trust, Baird and the

client's Baird Financial Advisor typically provide ongoing relationship management services. Baird Trust generally provides compensation to Baird and the client's Baird Financial Advisor for the referral and providing ongoing services, which may be up to 50% of the ongoing fees that a client pays to Baird Trust, and which is credited to the client's Baird Financial Advisor for purposes of determining the Financial Advisor's compensation. The compensation paid to Baird and a client's Baird Financial Advisor does not increase the fees that the client pays to Baird Trust. Due to Baird's affiliation with Baird Trust and the compensation paid to Baird and Baird Financial Advisors, Baird and Baird Financial Advisors have a financial incentive to favor Baird Trust over other trust companies.

A client should understand that any such referral for trust services made by Baird and its Financial Advisors is an ancillary account service and it is not an, nor is it part of any, Advisory Program or investment advisory service. They do not act as investment adviser or a fiduciary to the client when making such a referral and they will not provide advice on or oversee any such trust services arrangement.

### **Margin Loans**

Margin involves borrowing money from Baird, including for the purpose of buying securities. If a client uses margin, the client will pay Baird interest on the amount the client borrows. The rate of interest that a client pays on a margin loan will be at a base rate determined by Baird plus or minus a specified percentage that varies based on the outstanding debit balance of the margin loan and the client's household account value. Interest rates are lower for larger debit balances and those with higher household account balances. As a result, rates will vary. To determine the actual interest rate that may apply to a client's margin loan, visit Baird's website at [rwbaired.com/loanrates](http://rwbaired.com/loanrates) or contact a Baird Financial Advisor. Because a client will pay interest to Baird on the outstanding balance of the client's margin loan that is used to buy securities, Baird has an incentive to recommend that a client use margin. Baird and Baird Financial Advisors also have an incentive to recommend that a client use margin to buy securities, because a margin loan allows a client to make larger securities purchases and retain assets in the client's Accounts that pay an ongoing asset-based Program Fee instead of

liquidating them to fund a cash need, which increases the asset-based fees Baird earns on a client's Accounts. A client should note that any margin balance (i.e., the outstanding amounts of the margin loan the client owes to Baird) in the client's advisory Accounts will not be applied to reduce the client's billable account value in calculating the client's asset-based Program Fee, which gives Baird and Baird Financial Advisors further incentive to recommend client use of margin instead of liquidating assets to fund a cash need. Because the interest Baird receives and fees Baird earns on a client's Accounts increase as the amount of the client's margin loan increases, Baird and Baird Financial Advisors also have an incentive to recommend that the client continue to maintain a margin loan balance with Baird at high levels. Baird has the right to lend the securities a client pledges as collateral for the client's margin loan, and Baird receives additional compensation for lending those securities, which provides Baird a further incentive to recommend margin to a client.

A client should note that Baird's margin loan program is generally intended to be used to fund additional purchases of securities. If a client wishes to obtain a loan for some other purpose, a client should instead consider whether the client is eligible for Baird's Securities-Based Lending Program, which involves clients obtaining loans from third-party lenders for general use purposes. Baird and Baird Financial Advisors have a conflict to the extent they would recommend that a client use the Baird margin loan program instead of the Securities-Based Lending Program because a client pays interest and other fees to Baird instead of a third-party lender.

Additional important information about margin, including the risks and margin interest rates that apply, is set forth in the "Margin" section of Baird's website at [bairedwealth.com/retailinvestor](http://bairedwealth.com/retailinvestor).

### **Securities-Based Lending Program**

Baird offers clients an opportunity to borrow money from a third-party bank under Baird's Securities-Based Lending Program. These loans, if made, can be used for any personal or business purpose other than to purchase, carry or trade securities, or to repay margin debt. These loans are secured by the investments and other assets in the client's accounts with Baird. A client will pay interest on the outstanding balance of the



client's loan. The rates of interest charged by the bank depends on many factors, such as the prevailing interest rate environment, the amount of the loan or line of credit, a client's creditworthiness, and the aggregate assets in a client's Baird accounts in the client's household ("relationship size"). The interest rates are based on a benchmark rate (currently 30-day LIBOR), plus an applicable percentage that varies based on the approved loan amount and the relationship size. Rates are generally higher for smaller loans and relationship sizes and lower for larger loans and relationship sizes. The interest rate that will apply to a client's loan will be set forth in the loan agreement the client enters into with the bank. Baird receives an ongoing administrative fee from the bank, at an annual rate of up to 2.50% of the outstanding balance under a client's loan, which is paid by the bank out of the interest the client pays to the bank. A client's Baird Financial Advisor typically receives an ongoing referral fee at an annual rate of up to 0.25% of the outstanding balance of the client's loan, which is paid out of Baird's administrative fee. A client should note that Baird and Baird Financial Advisors will continue to receive compensation on assets held in the client's accounts that serve as collateral for the client's loans, including Program Fees. Because Baird receives an administrative fee and Baird Financial Advisors receive a referral fee if a client obtains a loan from a third party bank under Baird's Securities-Based Lending Program, Baird and Baird Financial Advisors have an incentive to recommend that a client obtain loans under that program. Baird and Baird Financial Advisors will continue to receive compensation on assets held in a client's accounts that are collateral for such loans, including Program Fees on such assets if those assets are in the client's advisory Account. As a result, Baird and Baird Financial Advisors have a financial incentive to recommend that a client obtain a loan under the program to provide for the client's needs instead of liquidating assets in the client's accounts with Baird because a decline in the amounts the client has in the client's accounts will result in lower revenues to Baird and compensation paid to the client's Baird Financial Advisor. Additional important information about securities-based lending is set forth in the "Securities-Based Lending Program" section of Baird's website at [bairdwealth.com/retailinvestor](http://bairdwealth.com/retailinvestor).

A client should understand that any referral made by Baird and its Financial Advisors under the

Securities-Based Lending Program is an ancillary account service and it is not an, nor is it part of any, Advisory Program or investment advisory service. They do not act as investment adviser or a fiduciary to the client when making such a referral and they will not provide advice on or oversee any such lending arrangement.

### ***Client Responsibilities***

A client is responsible for providing information to Baird and the client's Baird Financial Advisor reasonably requested by them in order to provide the services selected by the client. Baird, the client's Baird Financial Advisor and investment managers, if any, will rely on this information when providing services to the client. A client is also responsible for promptly informing the client's Baird Financial Advisor of any significant life changes (e.g., change in marital status, significant health issue, or change in employment) or if there is any change to the client's investment objectives, risk tolerance, financial circumstances, investment needs, or other circumstances that may affect the manner in which the client's assets are invested. None of Baird, the client's Baird Financial Advisor or any investment manager managing a client's Account is responsible for any adverse consequence arising out of the client's failure to promptly inform the client's Baird Financial Advisor of any such changes. Since investment goals and financial circumstances change over time, a client should review the client's participation in a Program with the client's Baird Financial Advisor at least annually.

### ***Legal and Tax Considerations***

Baird and its associates do not provide legal or tax advice to clients in connection with the Programs.

Additional laws, regulations and other conditions apply to retirement accounts, which include employee pension benefit plan accounts that are subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA") and individual retirement accounts ("IRAs") that are subject to the Internal Revenue Code of 1986, as amended ("IRC") (collectively, "Retirement Accounts"). Each owner, trustee, named fiduciary, responsible plan fiduciary, or other fiduciary acting on behalf of a Retirement Account ("Retirement Account Fiduciary") should understand that Baird and its associates do not

provide legal advice regarding Retirement Accounts. A Retirement Account Fiduciary is urged to consult with his or her own legal advisor about the laws and regulations that may apply to Retirement Accounts.

The investment strategies used for a client's Account and transactions in a client's Account, including liquidations, redemptions, and rebalancing transactions, may cause the client to realize gains or losses for income tax purposes. In addition, a client's Account may be invested in investment products classified as partnerships for U.S. federal income tax purposes, which may result in unique tax treatment, including Schedule K-1 reporting. In addition, when held in a client's Retirement Account under certain circumstances, such investments may produce unrelated business taxable income which may result in a current-year income tax obligation to the client. Baird does not provide any tax advice in connection with any of the Programs. A client should discuss the potential tax implications of the client's investment strategies, investment products, and transactions with the client's tax advisor. If a client wishes for Baird to implement a particular investment strategy for tax purposes, and Baird agrees to implement such strategy, Baird will not be responsible for the development, evaluation or efficacy of any such strategy.

## Program Fees

### **Fee Options and Fee Schedules**

A client's advisory agreement will set forth the actual compensation the client will pay to Baird. In most instances, a client pays an ongoing Program Fee based upon the value of assets in the client's Account (an "asset-based fee"), although other options, such as a flat fee, may be available.

### **Asset-Based Fee Arrangements**

Baird generally offers two types of asset-based fee arrangements: a tiered fee schedule and a breakpoint fee schedule.

Under a tiered fee schedule, the asset-based fee will vary for different segments of client assets, gradually decreasing as the Account balance increases. For example, a client with an Account value of \$1,000,000 may pay one rate on the first \$250,000 of assets in the Account, a lower rate on the next \$250,000 of assets in the Account and a still lower rate on the remaining \$500,000

of assets. Use of a tiered fee schedule will result in a blended asset-based fee rate.

Under a breakpoint fee schedule, the asset-based fee is determined by reference to the market value of the client's Account assets, with the fee being equal or lower for accounts with higher levels of assets. The breakpoint fee, once determined, is then applied to all of the assets in the client's Account.

The typical asset-based fee varies depending upon the Program and the fee option selected by the client. Fee options and rates may also differ among different Accounts held by the same client, depending on the Program and services selected for an Account.

All new client Accounts paying an asset-based fee are generally subject to a unified advice fee arrangement ("Unified Advice Fee Arrangement"), which is described below. Some existing client accounts are subject to a legacy wrap fee arrangement ("Legacy Wrap Fee Arrangement") described further below.

### *Unified Advice Fee Arrangement*

Under a Unified Advice Fee Arrangement, the asset-based Program Fee is comprised of an advice fee ("Advice Fee") and, for some Programs, an additional portfolio fee ("Portfolio Fee"). The Advice Fee covers certain investment advisory, brokerage and custody services provided by Baird. The Portfolio Fee covers portfolio management and other services provided by Baird and the manager to the client's Account, which may include departments or affiliates of Baird. If a client has a Unified Advice Fee Arrangement, the client's Program Fee rate will be equal to the sum of the applicable Advice Fee rate and the applicable Portfolio Fee rate, if any.

Clients with a Unified Advice Fee Arrangement may generally choose a tiered or breakpoint fee schedule for the Advice Fee portion of the Program Fee.

### Tiered Advice Fee Schedule

The following fee schedule sets forth the maximum tiered Advice Fee rates for the Programs.

### Tiered Advice Fee Schedule

<u>Value of Assets</u>	<u>Annual Fee Rate</u>
First \$1,000,000	2.00%
Next \$1,000,000	1.50%
Next \$3,000,000	1.35%
Next \$5,000,000	1.25%
Above \$10,000,000	1.00%

### Breakpoint Advice Fee Schedule

The following fee schedule sets forth the maximum breakpoint Advice Fee rates for the Programs.

### Breakpoint Advice Fee Schedule

<u>Value of Assets</u>	<u>Annual Fee Rate</u>
\$0 to \$1,000,000	2.00%
\$1,000,000 to \$1,999,999	1.75%
\$2,000,000 and above	1.50%

### Portfolio Fee Schedule

The Portfolio Fee rate varies by Program, investment vehicle, and the type of investment strategy or style being pursued by the Account. The following fee schedule sets forth the maximum Portfolio Fee rates or range of rates for the Programs.

### Portfolio Fee Schedule

<u>Program</u>	<u>Annual Fee Rate or Range of Rates</u>
<b>ALIGN Custom Portfolios</b>	0.00%
<b>ALIGN Elements Portfolios</b>	0.00%
<b>ALIGN Strategic Portfolios</b>	0.00%
<b>ALIGN UMA Select Portfolios</b>	
Equity SMA Strategies	0.25% - 0.52%
Balanced SMA Strategies	0.25% - 0.52%
Fixed Income SMA Strategies	0.16% - 0.40%
Global and International SMA Strategies	0.25% - 0.60%
Alternative SMA Strategies	0.35% - 0.60%
Riverfront SMA Strategies	0.32% - 0.50%
Mutual Funds	0.00%
ETFs	0.00%
ALIGN Strategic Sleeve or Portfolio	0.00%
<b>Baird Advisory Choice</b>	0.00%
<b>BairdNext Portfolios</b>	0.00%

### Portfolio Fee Schedule

<u>Program</u>	<u>Annual Fee Rate or Range of Rates</u>
<b>Baird Equity Asset Management Portfolios</b>	
SAM Strategic Portfolios	0.38% - 0.50%
Other Portfolios	0.32% - 0.50%
<b>Baird Recommended Managers</b>	
Equity SMA Strategies	0.25% - 0.75%
Balanced SMA Strategies	0.25% - 0.52%
Fixed Income SMA Strategies	0.16% - 0.40%
Global and International SMA Strategies	0.25% - 0.52%
Alternative SMA Strategies	0.35% - 0.60%
<b>Baird SMA Network (BSN)</b>	
Equity SMA Strategies	0.27% - 0.77%
Balanced SMA Strategies	0.22% - 0.60%
Fixed Income SMA Strategies	0.12% - 0.40%
Global and International SMA Strategies	0.32% - 0.60%
Alternative SMA Strategies	0.32% - 0.60%
Fund Strategist Portfolios	0.02% - 0.50%
Baird Trust Strategies	0.35% - 0.45%
<b>Dual Contract (DC)</b>	—*
<b>Private Investment Management (PIM)</b>	0.00%
<b>Riverfront Managed Portfolios</b>	0.32% - 0.50%
<b>Russell Model Strategies</b>	0.00%
<b>Unified Advisory Select (UAS) Portfolios</b>	
Equity SMA Strategies	0.25% - 0.52%
Balanced SMA Strategies	0.25% - 0.52%
Fixed Income SMA Strategies	0.16% - 0.40%
Global and International SMA Strategies	0.25% - 0.60%
Alternative SMA Strategies	0.35% - 0.96%
Riverfront SMA Strategies	0.32% - 0.50%
Fund Strategist Portfolios	0.02% - 0.50%
Mutual Funds	0.00%
ETFs	0.00%
ALIGN Elements Portfolios	0.00%
ALIGN Strategic Sleeve or Portfolio	0.00%
AQA Portfolios	0.00%
Baird Recommended Portfolio	0.00%

## Portfolio Fee Schedule

<u>Program</u>	<u>Annual Fee Rate or Range of Rates</u>
Baird Rising Dividend Portfolio	0.00%
Baird Equity Asset Management Portfolios	0.32% -0.40%
Baird Trust Strategies	0.35%

\* Fees charged by managers under the DC Program are negotiated by each client pursuant to a separate agreement that does not include Baird. Baird, therefore, does not have the necessary information to provide a definitive range of fees paid to managers under the DC Program.

The Portfolio Fee rates are current as of the date of this Brochure. A client's actual Portfolio Fees could be higher or lower than the amounts shown above if Baird adds new investment managers to the Programs with higher or lower fees or if Baird and a manager renegotiate the amount of the subadvisory fee.

Important Information about UMAs and Blended Rates. UMAs offer investments in different investment vehicles (such as mutual funds, ETFs, SMAs and Baird-Managed Portfolios) and asset classes (such as equity securities and fixed income securities). Each investment vehicle and asset class may have a different Portfolio Fee rate, which is shown in the table above. For purposes of calculating the Portfolio Fee for a UMA, the Portfolio Fee rate applicable to each investment vehicle or asset class will be applied to the value of assets invested in each such investment vehicle or asset class in the Account. In other words, the overall Portfolio Fee rate for the UMA as a whole will be a blended rate. The blended Portfolio Fee rate, and the actual Portfolio Fee paid by a client, will vary over time due to many factors, including market appreciation or depreciation of the assets in the Account and changes in allocations to different investment vehicles or asset classes in the Account.

## Legacy Wrap Fee Arrangements

Unlike a Unified Advice Fee Arrangement, under a Legacy Wrap Fee arrangement, the client pays one Program Fee for investment advisory, brokerage and custody services provided by Baird and for portfolio management and other services provided by Baird and the manager to the client's

Account, if any. For more specific information about the fee that applies to an existing Account, a client should refer to the paperwork the client received when opening the Account or the client may contact the client's Baird Financial Advisor.

## Overlay Manager Tax Overlay Services

The Overlay Manager charges an additional fee for tax overlay services, which will be included in the Program Fee. The amount of the fee will be disclosed to a client prior to enrolling an Account in the service.

## Flat Fee Arrangement

Under a flat fee arrangement, the applicable fee may be determined according to a fixed asset-based fee rate or may be a fixed dollar amount. Specific services may each have their own, separately stated flat fee, or several services may be grouped together under a single flat fee. Some services may entail a flat fee per usage. Flat fees are negotiable and vary by client. The details of flat fee arrangements, including fee amounts, the billing schedule, and the services covered, will be included in the client's advisory agreement.

## Program Account Minimums

The minimum asset value to open an Account in a Program is set forth in the table below.

<u>Program</u>	<u>Account Minimum Asset Level</u>
ALIGN Custom Portfolios	\$25,000
ALIGN Elements Portfolios	\$5,000
ALIGN Strategic Portfolios	\$25,000 <sup>(1)</sup>
ALIGN UMA Select Portfolios	\$200,000 <sup>(2)</sup>
Baird Advisory Choice	\$10,000
BairdNext Portfolios	\$5,000
Baird Equity Asset Management Growth Portfolios	\$250,000
Baird Equity Asset Management SAM Portfolios	\$250,000 <sup>(3)</sup>
Baird Equity Asset Management Value Portfolios	\$100,000
Baird Recommended Managers	\$100,000 <sup>(4)</sup>
Baird SMA Network	\$100,000 <sup>(4)</sup>
Dual Contract	\$100,000 <sup>(4)</sup>
Private Investment Management	\$50,000 <sup>(5)</sup>

## Account Minimum

<u>Program</u>	<u>Asset Level</u>
Riverfront Managed Portfolios	\$200,000 <sup>(6)</sup>
Riverfront Managed ETF Portfolios	\$100,000
Russell Model Strategies	\$10,000
Unified Advisory Select (UAS) Portfolios	\$5,000 <sup>(7)</sup>

- (1) ALIGN Strategic Retirement Portfolios have a minimum account requirement of \$5,000.
- (2) Some ALIGN UMA Select Portfolios have an account minimum of \$400,000.
- (3) Baird Equity Asset Management's SAM Strategic Portfolios have a minimum account requirement of \$250,000 and its SAM Custom Portfolios have a minimum account requirement of \$1,000,000.
- (4) Investment managers typically have an account minimum of \$100,000. However, each investment manager sets its own minimum account size requirements, which can range from \$25,000 to more than \$1,000,000. As a result, some investment managers may not be available to clients with smaller accounts.
- (5) PIM Accounts that use strategies that primarily invest in mutual funds or ETFs may have an account minimum of less than \$50,000.
- (6) Some Riverfront Managed Portfolios have an account minimum of \$250,000.
- (7) Account minimums vary depending upon the investments that are selected for UAS Program Account and will be significantly higher if, for example, an SMA Strategy is selected.

A client's Account may also be subject to a minimum quarterly Program Fee that will be set forth in the client's advisory agreement regardless of the value of the assets in the client's Account. In addition, if a third party custodian has custody of the client's Account assets, Baird may impose Account requirements different than those set forth above, including but not limited to higher minimums, and it may impose additional fees due to the increase in resources needed to administer the Account.

A client is encouraged to periodically review with the client's Financial Advisor the client's Program Fee and the services provided to determine if the services and fees continue to meet the client's needs.

**Calculation and Payment of Program Fees**

Baird will calculate a client's Program Fee by applying the applicable fee rate to the value of all of the assets in the client's Accounts, including cash and its equivalent and including all Held-Away Assets. Liabilities held in a client's Accounts, including the value of margin debit balances, open short sale positions and open options positions with a negative market value will be excluded from the calculation of a client's Program Fee. The value of cash balances held in a client's Account will be excluded from the calculation of a client's Program Fees in an amount equal to the value of any open short sale positions and options positions with a negative market value held in the margin account.

If requested by a client and approved by Baird, a client's Program Fee may be determined by also including the aggregate value of assets in certain other Advisory accounts held by a client and certain members of the client's household or family (a "household fee arrangement"). A client should note that Retirement Accounts may not be included in a household fee arrangement to the extent a prohibited transaction under ERISA or the IRC may result. The terms of any such household fee arrangement will be set forth in the client's advisory agreement.

A client should note that it is client's sole responsibility to inform the client's Financial Advisor that client's household or family has two or more Advisory accounts that are eligible for a household fee arrangement. Baird and its Financial Advisors do not perform an independent analysis or determination as to whether any client Accounts are eligible for a household fee arrangement. By agreeing to a household fee arrangement, each client subject to such household fee arrangement consents to Baird providing to each other client subject to such household fee arrangement, in Baird's sole discretion, information about the aggregate level, or range, of household assets used for fee calculation purposes. As a result, each such client should understand that the other clients included in the household fee arrangement may be able to ascertain the amount of the client's assets at Baird.

For purposes of calculating a client's asset-based Program Fee, the value of a client's assets is generally determined by Baird. Baird generally



relies upon third party sources, such as third party pricing services when valuing Account assets. In some instances, such as when Baird is unable to obtain a price for an asset from a pricing service, Baird may obtain a price from its trading desk or it may elect to not price the asset. Obtaining a price from its trading desk may present a conflict of interest. In some cases, Baird obtains prices from the issuers or sponsors of investment products in the client's Account when prices are not otherwise readily available. This frequently occurs with respect to the valuation of Complex Investment Products, as well as community bank stocks and private limited partnerships. If the assets in the client's Account are held by a custodian other than Baird, Baird may also use valuation information provided by the client's third party custodian in determining the value of the assets in the client's Account.

Baird does not conduct a review of valuation information provided by third party pricing services, issuers, sponsors, or custodians, and it does not verify or guarantee the accuracy of such information. Baird does not accept responsibility for valuations provided by third parties that are inaccurate unless Baird has a reason to believe that the source of such valuations is unreliable. Valuation data for investments, particularly Complex Investment Products, community bank stocks and private limited partnerships, may not be provided to Baird in a timely manner, resulting in valuations that are not current. The prices obtained by Baird from third party pricing services, issuers, sponsors and custodians may differ from prices that could be obtained from other sources.

Values used for fee-calculation purposes may vary from prices received in actual transactions and are not firm bids, offers or guarantees of any type with respect to the value of assets in an Account, and the Program Fee for some securities may be calculated based on values that are greater than the amount a client would receive if the securities were actually sold from the client's Account.

As mentioned above, Baird will include cash and cash equivalent balances in a client's Account when calculating a client's asset-based Program Fee. Baird has adopted internal policies that monitor the percentage of cash or cash equivalents in an Account for sustained periods of time. These internal policies are designed to inform Baird Financial Advisors and their clients

who hold large cash balances in their Accounts for sustained periods that those Accounts are holding large cash balances and that there may be other investment or account options for their cash and that Baird receives direct compensation in addition to the Program Fee from client balances in the Cash Sweep Program.

If a client maintains a debit balance in the client's margin account with Baird, such balance has no bearing on the asset-based Program Fees charged on client's Account. In other words, the margin balance (i.e., the outstanding amounts of the margin loan a client owes to Baird) in client's Account will not be applied to reduce the client's billable Account value in calculating the Program Fee.

The Account value used for the Program Fee calculation may differ from that shown on a client's Account statement or performance report due to a variety of factors, including the client's use of margin, options, short sales, and other considerations. If a client has assets held by a third party custodian, the prices shown on a client's Account statements provided by the custodian could be different from the prices shown on statements and reports provided by Baird. See "Services, Fees and Compensation—Additional Program Information—Custody Services" above for more information.

A client's Program Fees are payable in accordance with the terms of the client's advisory agreement. Typically, Program Fees are payable on a calendar quarterly basis, in advance. The initial billing period begins when the client's advisory agreement is accepted by Baird and the Account is opened by Baird (the "Opening Date"). The initial Program Fee payment will be adjusted for the number of days remaining in the then current quarter. The initial Program Fee will be based on the value of assets in the client's Account on the Opening Date. The period which such payment covers shall run from the Opening Date through the last business day of the then current calendar quarterly billing period. Thereafter, the quarterly Program Fees shall be calculated based upon the Account's asset value on the last business day of the prior calendar quarter and shall become payable on the first business day of the then current calendar quarter.

A client's Program Fees and other charges will be automatically deducted from the client's Account, unless the client requests, and Baird agrees, to an alternate arrangement, such as having Baird issue the client an invoice for the Program Fees ("direct billing"). A client should understand that the client's Program Fees and other charges relating to the client's Account may be satisfied from free credit balances and other assets in the client's Account. If free credit balances in a client's Account are insufficient to pay the Program Fees or other charges when due, Baird and any investment manager managing the client's Account may sell investments from the client's Account to the extent they deem necessary and appropriate, in their sole discretion, to pay the client's Program Fees and other charges.

If a client's Account is subject to direct billing, the client is required to pay each bill within 30 days of the date of the invoice. Baird may automatically deduct a client's Program Fees and other charges from the client's Account as described above in the event that Baird does not receive payment from the client within 30 days of the date of the invoice. Baird may rescind a direct billing arrangement with a client at any time. Direct billing may not be available for Retirement Accounts.

To the extent permitted by applicable law, Baird may modify a client's existing fees and other charges or add additional fees or charges by providing the client with 30 days' prior written notice.

If either Baird or the client terminates the client's advisory agreement or the client's participation in a Program, a pro-rated refund from the date of termination through the end of the applicable billing period will generally be made to the client in the client's affected Accounts. Baird will not implement a decrease in the client's fee rate during a billing period or otherwise reimburse or adjust Program Fees during any such period for asset value appreciation or depreciation in a client's Account during such period. For example, if a client's Account is subject to a tiered or breakpoint fee schedule and the asset levels of the Account move into a new tier or cross a breakpoint during such period, no rebate or fee adjustment will be made. However, Baird, in its sole discretion, may make fee adjustments in response to asset fluctuations in a client's Account occurring during a billing period that result from

contributions to, or withdrawals from, the client's Account.

Each Program may have a minimum asset value in order to open an Account as further described under "Program Fees—Program Account Minimums" above. A client's Account may be subject to a minimum Program Fee. The minimum Program Fee will be described in the client's advisory agreement. Baird may waive the minimum Program Fee at its discretion. The minimum Program Fee is subject to change upon notice to the client.

The Program Fee and minimum account value are negotiable in certain instances and may vary based upon a number of factors, including but not limited to the size and nature of the assets in the client's Account, the client's particular investment strategy or objective, and any particular services requested by the client. In some instances, clients may pay a higher fee than indicated in the fee schedules above. The fees paid by a client may differ from the fees paid by other clients based on a number of factors, including but not limited to the factors identified above.

The fee schedules set forth above are the current fee schedules for the Programs. Each Program has had other fee schedules in effect, which may reflect fees that are lower or higher, as the case may be, than those shown above. As new fee schedules are put into effect, they are made applicable only to new clients, and fee schedules applicable to existing clients may not be affected. Associates and affiliates of Baird may be eligible for reduced fees. Therefore, some clients may pay different fees than those shown above.

#### ***Obtaining Program Services Separately: Brokerage or Advisory? Factors to Consider***

Baird generally does not offer the Programs to clients on an unbundled basis. In other words, the Programs do not permit clients to pay for services, such as investment advice, trade execution, and custody separately. However, Baird offers brokerage accounts and other services to clients, and certain services provided to a client in connection with a particular Program may be available to a client outside of the Program separately. Thus, a client's participation in a Program could cost the client more or less than if the client purchased each service separately. A number of factors bear upon the

relative cost of each Program. In comparing the Programs to brokerage accounts or other services, a client should consider a number of factors, including, but not limited to:

- whether a client prefers to have ongoing monitoring, investment advice or professional management of the client's investments, which are provided to Program Accounts, or whether the client does not want or need such services;
- whether the types of investment strategies, products and solutions the client seeks are available;
- whether there are limitations on the types of securities and other investments available for purchase and whether those limitations are significant to the client;
- whether the nature and level of transaction services, account performance reporting, or other ancillary services the client wants are available;
- whether the client prefers to pay an ongoing Program Fee for continuous advice or pay commissions and other fees on a transaction-by-transaction basis;
- the relative costs and expenses of a Program Account and a brokerage account, which will vary depending upon:
  - the fee or commission rate the client negotiates;
  - the size of the client's account;
  - the level of trading activity and size of trade orders;
  - applicable account fees and charges;
  - the client's use of third party managers who charge their own fees for managing accounts in addition to Baird's Advice Fee; and
  - the amount of the client's account invested in investment products that have additional internal ongoing operating fees and expenses (e.g., Investment Funds).

*Additional important information about brokerage accounts and facts to consider when making account type decisions is contained in the Client Relationship Details document, which should have been delivered to the client and is available on Baird's website at [bairdwealth.com/retailinvestor](http://bairdwealth.com/retailinvestor).*

*A client should review other account types and programs with the client's Financial Advisor to determine whether they are more appropriate or should be used in addition to a Program.*

### **Program Fee Payments to Baird, Financial Advisors and Investment Managers**

Baird and its affiliates and associates benefit from the Program Fees and charges clients pay for the services described in this Brochure.

Baird retains the entire Program Fee paid by clients, except as further described below. With respect to the Baird Equity Asset Management Portfolios Program, Baird Recommended Managers Program, Baird SMA Network Program, Dual Contract Program and Riverfront Managed Portfolios Program, and with respect to investment managers providing SMA Strategies under the UMA Programs, Baird pays the manager (including Implementation Managers, if any) a subadvisory fee as compensation for the manager's services as further described below.

For client Accounts subject to a Legacy Wrap Fee Arrangement, Baird pays the manager out of the Program Fee paid by the client. The amount of the Program Fee paid to a particular manager varies based upon, among other factors, the Program selected by a client, the investment strategy and other services sought by a client, the subadvisory fee Baird negotiated with the manager, the manager's investment style or strategy, the level of services provided by the manager, and the size of a client's Account. The range of subadvisory fees paid to investment managers (which includes amounts paid to an Implementation Manager, if any) out of the Program Fee is set forth in the table below.

**Legacy Wrap Fee Arrangements**  
**Portion of Program Fee Paid to Investment Managers**

<u>Investment Style or Strategy</u>	<u>Range of Annual Subadvisory Fee Rates</u>
Equity Strategies	0.20% - 1.80%
Balanced Strategies	0.10% - 1.70%
Fixed Income Strategies	0.12% - 1.25%
Global and International Strategies	0.20% - 1.70%
Alternative Strategies	0.20% - 0.96%

The portion of Program Fees paid to investment managers could be higher or lower than the amounts shown above if Baird adds new investment managers to the Programs with higher or lower fees or if Baird and a manager renegotiate the amount of the subadvisory fee.

For client Accounts subject to a Unified Advice Fee Arrangement in which the Program Fee consists of an Advice Fee and a separate Portfolio Fee, Baird pays the manager out of the Portfolio Fee paid by the client. The Portfolio Fee rates are set forth under "Fee Options and Fee Schedules—Unified Advice Fee Arrangement—Portfolio Fee" above. The amount of the Portfolio Fee paid to a particular manager varies based upon the same factors described above for Legacy Wrap Fee Arrangements. However, Baird, in many instances, retains a portion of the Portfolio Fee when a client's Account is managed by an affiliated or unaffiliated investment manager. The maximum portion of the Portfolio Fee retained by Baird in those instances is equal to an annual rate of 0.10% of the value of a client's Account. Such amounts are retained by Baird for the services it provides.

As the portion of the Program Fee or Portfolio Fee paid to an investment manager increases, the portion of the Program Fee or Portfolio Fee that is retained by Baird decreases. Thus, Baird (but not its Financial Advisors) has an incentive to recommend or favor investment managers that are paid less, because Baird will receive a higher portion of the Program Fee or Portfolio Fee.

In addition, Baird has an incentive to favor related managers over other investment managers because the entire Program Fee is retained by Baird and affiliated investment managers. For more information about related managers, see

"Additional Information—Other Financial Industry Activities and Affiliations" below. Given the nature of the Program Fee, Baird also has an incentive to recommend or select investment managers that trade less frequently with or that trade away from Baird because Baird will incur lower trading costs with respect to such managers and such relationships will be more profitable to Baird. With respect to the UMAs subject to a Legacy Wrap Fee Arrangement, Baird shares a portion of the Program Fee with investment managers to the extent a UMA Portfolio contains an SMA Strategy, but it retains the entire Program Fee to the extent a UMA Portfolio contains mutual funds, ETPs or Baird-Managed Portfolios. Thus, Baird has an incentive to favor mutual funds, ETPs and Baird-Managed Portfolios over SMA Strategies with respect to UMAs subject to a Legacy Wrap Fee Arrangement because it will be more profitable for Baird. Conversely, with respect to UMAs subject to a Unified Advice Fee Arrangement, Baird retains a portion of the Portfolio Fee paid to certain managers as described above. Thus, Baird has an incentive to favor SMA Strategies provided by those managers over other SMA Strategies, mutual funds, ETPs and Baird-Managed Portfolios with respect to UMAs subject to a Unified Advice Fee Arrangement because it will be more profitable for Baird.

A Baird Financial Advisor is primarily compensated on a monthly basis based upon a percentage of the Financial Advisor's total production each month, which primarily consists of the total advisory fees and transaction-based fees paid to Baird by the Financial Advisor's clients and any other fees Baird earns on advisory and brokerage accounts held by those clients, including trail fees paid by third parties. The percentage of the Financial Advisor's total production actually paid to the Financial Advisor will increase as the total amount of the Financial Advisor's production increases, meaning that, as the total amount of the Financial Advisor's production increases, the rate and amount of compensation that Baird pays to the Financial Advisor also increase. Baird Financial Advisors generally also receive deferred compensation or bonuses based on various criteria, including net new assets they gather, performing certain wealth management activities, such as financial planning, and their total production levels. Baird Financial Advisors who achieve certain production thresholds are eligible for professional development conferences, business development coaching, reimbursements,

awards and recognition trips to attractive destinations. Baird Financial Advisors are also eligible for bonuses for achievement of professional designations depending on a Financial Advisor's total production level. Thus, Baird Financial Advisors have a general incentive to generate financial and other plans and charge higher fees for advisory accounts and recommend larger investments in advisory accounts.

Given the structure of their compensation, they also have an incentive to recommend that a client transfer the client's accounts to Baird, establish new accounts with Baird (including IRA rollovers) and add more money into the client's accounts. In addition, most Baird Financial Advisors are shareholders of Baird Financial Group, Inc. ("BFG"), Baird's parent company, and thus benefit financially from Baird's overall success. The number of shares of BFG stock that a Financial Advisor may purchase is based in part on the Financial Advisor's total production level. Baird Financial Advisors generally receive compensation for referrals to certain affiliated managers and products and for referrals to a limited number of other firms. More specific information is provided under the headings "Additional Information—Other Financial Industry Activities and Affiliations" and "Additional Information—Code of Ethics, Participation or Interest in Client Transactions and Personal Trading—Participation or Interest in Client Transactions" below. They also generally receive non-cash compensation and other benefits from Baird and from sponsors of investment products with which Baird does business. Such non-cash compensation and other benefits may include invitations to attend conferences or educational seminars, payment of related travel, lodging and meal expenses, reimbursement for branch and client events, and receipt of gifts and entertainment. Receipt of such compensation and benefits provides Baird Financial Advisors an incentive to favor investment products and their sponsors that provide the greatest levels of compensation and benefits.

Baird Financial Advisors generally receive recruitment bonuses and/or special compensation from Baird when they join Baird from another firm. The amount of such special compensation is typically based on the Baird Financial Advisor's production at the prior firm for the 1-year period prior to joining Baird or on the level of the Financial Advisor's client assets at the prior firm. All or a substantial portion of the special

compensation is paid in the form of an upfront bonus when the Baird Financial Advisor joins Baird, and the remaining portion, if any, is paid in the form of back end bonuses generally in equal installments on an annual basis thereafter for a certain number of years (generally from one to three years). Installment payments are generally contingent upon the Baird Financial Advisor achieving annual production or client asset levels that exceed a significant percentage of the Financial Advisor's annual production for the 1-year period prior to joining Baird or the client assets that the Financial Advisor had prior to joining Baird. The special compensation is intended to compensate Baird Financial Advisors for the significant effort involved in transitioning their business from the prior firm. This compensation provides Baird Financial Advisors who have left another firm additional incentive to recommend that clients of the prior firm become Baird clients and to recommend investment products and services that increase their production, and thus presents a conflict of interest. The special compensation is generally structured in the form of a forgivable loan from Baird to the Baird Financial Advisor. Under the terms of the forgivable loan, Baird makes the upfront or installment payment to the Baird Financial Advisor in the form of a loan, and Baird forgives a portion of the loan made to the Baird Financial Advisor each month for so long as the Baird Financial Advisor remains Baird's employee. Should the Baird Financial Advisor cease to be Baird's employee prior to the maturity date of the loan, the Baird Financial Advisor is required to repay Baird the amount of the loan outstanding and not forgiven by Baird. In other words, upon leaving Baird, the Baird Financial Advisor would be required to repay to Baird a portion of the special compensation that the Baird Financial Advisor had received and that had not been forgiven. The amount of such repayment declines over time in proportion to the time the Baird Financial Advisor remains Baird's employee. Structuring this special compensation in the form of forgivable loans provides the Baird Financial Advisor added incentive to remain Baird's employee and to recommend that persons become and remain a Baird client. Additional information about referral and non-cash compensation and other financial incentives provided to Baird Financial Advisors is provided under the heading "Additional Information—Code of Ethics, Participation or Interest in Client



## Transactions and Personal Trading—Participation or Interest in Client Transactions” below.

Due to the manner in which Baird compensates its Financial Advisors, a Financial Advisor generally will have a financial incentive to trade less for Baird Advisory Choice Accounts than traditional brokerage accounts and to reduce trading or increase a client’s Program Fees if trading for a client’s Advisory Choice Account exceeds certain levels established by Baird. Also, the compensation paid to Baird Financial Advisors related to Accounts subject to a Legacy Wrap Fee Arrangement is inversely related to the amount of the Program Fee, if any, paid to other investment managers managing such Accounts. This creates an incentive for them to recommend or favor investment managers that are paid less, because they will receive higher compensation. From time to time, Baird Financial Advisors outside of the PIM Program may refer their clients to PIM Managers. In those instances, the PIM Manager generally shares a portion of his or her compensation with the referring Baird Financial Advisor.

Baird addresses these conflicts through disclosure in this Brochure and by adopting internal policies and procedures for Baird and its associates that require them to provide investment advice that is suitable for advisory clients (based upon the information provided by such clients).

## Other Fees and Expenses

### **Cost and Expense Information for Certain Investment Products**

A client should be aware that certain investment products in which the client invests, such as mutual funds and other Investment Funds, annuities and other products, have their own ongoing management and other operating fees and expenses that are deducted from the assets of the product (or income or gains generated by the product on its investments) and thus reduce the value or return of the client’s investment in the product. These fees and expenses may include investment management fees, distribution (12b-1) fees, shareholder servicing fees, transfer agency fees, networking fees, accounting fees, marketing support payments, administration fees, custody fees, expense reimbursements, and expenses associated with executing securities transactions for the investment product’s portfolio (“ongoing operating expenses”). These ongoing

operating expenses are separate from, and in addition to, the Program Fees. As a result of making investments in these types of products, a client should be aware that the client is paying multiple layers of fees and expenses on the amount of the client’s assets so invested—the ongoing operating expenses and the Program Fee. Additional important information about ongoing fees and expenses that apply to those types of investments is provided in Baird’s *Client Relationship Details* document and Baird’s website at [bairdwealth.com/retailinvestor](http://bairdwealth.com/retailinvestor). A client can find the actual ongoing fees and expenses of an investment product that the client will pay or bear in the product’s prospectus or offering document.

### **Additional Account Fees and Charges**

If the client’s Account is custodied at Baird, the client is also responsible for all applicable account fees and service charges Baird may impose in connection with the client’s agreements with Baird. A schedule of fees and service charges is available on Baird’s website at [bairdwealth.com/retailinvestor](http://bairdwealth.com/retailinvestor).

### **Other Fees and Charges**

In addition to the Program Fee described above, a client will incur other fees and expenses. A client is responsible for bearing or paying, in addition to the Program Fee, the costs of all:

- markups, markdowns, and spreads charged by Baird in a principal transaction with a client or charged by other broker-dealers that buy securities from, or sell securities to, the client’s Account (such costs are inherently reflected in the price the client pays or receives for such securities);
- front-end or deferred sales charges, redemption fees, or other commissions or charges associated with securities transferred into or from an Account;
- redemption fees, surrender charges or similar fees that an investment product or its sponsor may impose;
- underwriting discounts, dealer concessions or similar fees related to the public offering of investment products;
- extra or special fees or expenses that may result from the execution of odd lot trade orders (i.e., “odd-lot differential”);

- electronic fund fees, wire transfer fees, fees for transferring an investment between firms, and similar fees or expenses related to account transfers (including any such fees imposed by Baird);
- currency conversions and transactions;
- securities conversions, including, without limitation, the conversion of ADRs to or from foreign ordinary shares;
- interest, fees and other costs related to margin accounts, short sales and options trades;
- fees related to the establishment, administration or termination of Retirement Accounts, retirement or profit sharing plans, trusts or any other legal entity, including, without limitation, the calculation and payment of unrelated business income tax ("UBIT");
- fees imposed by the SEC or securities markets, including transaction fees imposed by electronic trading platforms, which fees may be imbedded in the price the client receives for the security; and
- taxes imposed upon or resulting from transactions effected for a client's Account, such as income, transfer or transaction taxes, foreign stamp duties, or any other costs or fees mandated by law or regulation.

Clients who use a custodian other than, or in addition to, Baird will pay the other custodian's fees and expenses in addition to the Program Fee. In addition, if a third party custodian has custody of the client's Account assets, the Account is subject to all set-up, maintenance and administrative fees, if any, established by Baird. Baird may waive such fees in its discretion.

In addition to the Program Fee, a client will be responsible for paying the fees charged by each DC Manager selected by the client under the Dual Contract Program. If a client directs Baird to pay the client's DC Manager's fee out of the client's Account, and Baird agrees to do so, Baird will not be responsible for verifying the calculation or accuracy of such fee.

A client may also be assessed other trading costs in addition to the Program Fee if client trades are executed through another firm. Please see "Services, Fee and Compensation—Additional Program Information—Trading for Client Accounts" above for more information.

If a client holds an Unsupervised Asset in the client's Account, the client may be charged a commission, markup or markdown in connection with its purchase or sale. The cash proceeds from the sale of an Unsupervised Asset that remain in a client's Account are considered Permitted Investments subject to the asset-based Program Fee. If an asset becomes an Unsupervised Asset during a quarterly billing period, that asset will be excluded for purposes of determining the asset-based Program Fee beginning at the start of the next quarterly billing period, and no portion of the asset-based Program Fee paid by a client in advance for the quarter will be refunded or rebated to the client. Additionally, Unsupervised Assets in an Account are subject to any applicable set-up, maintenance and administrative fees established by Baird. Baird may waive such fees in its discretion.

Clients who have Accounts may also have other accounts with Baird under programs or services not described in this Brochure. Those accounts may be subject to fees, commissions or other expenses that are entirely separate from the payment of Program Fees.

### **Compensation Received by Baird and Baird Financial Advisors**

The individual who recommends a Program to a client, including a Baird Financial Advisor, receives compensation from Baird that is based upon the amount of the Program Fee paid by the client. The amount of the compensation may be more than what the individual would receive if the client participated in other Baird investment advisory programs or paid separately for investment advice, brokerage, and other services. Accordingly, the individual may have a financial incentive to recommend a Program over other programs or services offered by Baird. However, when providing investment advisory services to clients, Baird and its Financial Advisors are fiduciaries and are required to act solely in the best interest of clients. Baird addresses this conflict through disclosure in this Brochure and by adopting internal policies and procedures for Baird and its associates that require them to provide investment advice that is suitable for advisory clients (based upon the information provided by such clients). For more specific information about Baird's compensation and other benefit arrangements and how Baird addresses the potential conflicts of interest, please see the

sections “Services, Fees and Compensation—Additional Program Information” and “Services, Fees and Compensation—Program Fees—Program Fee Payments to Baird, Financial Advisors and Investment Managers” above, and “Additional Information—Other Financial Industry Activities and Affiliations” and “Additional Information—Code of Ethics, Participation or Interest in Client Transactions and Personal Trading” below.

## **Account Requirements and Types of Clients**

### **Opening an Account**

A client that wishes to participate in a Program will enter into an advisory agreement with Baird. The client’s advisory agreement will contain the specific terms applicable to the services selected by the client, Program Fees payable by the client, and other terms applicable to the client’s advisory relationship with Baird.

In addition to the investment advisory services that Baird provides in connection with each Program, Baird, in its capacity as broker-dealer, also provides clients with trade execution, custody and other standard brokerage services. For this reason, a client will also enter into a client account agreement with Baird if the client has not already done so. The client account agreement is a brokerage agreement that authorizes Baird to execute trades for, and perform related brokerage and custody services to, the client’s Account.

Baird generally requires that assets in a client’s Account be held in a Baird account, for which Baird acts as custodian. However, in certain limited circumstances when requested by a client, Baird may permit a client to include Held-Away Assets in the client’s Account.

After a client has signed and delivered an advisory agreement to Baird, the agreement is subject to review and acceptance by the client’s Financial Advisor, his or her Branch Office Manager or PWM Supervision department supervisor (or his or her respective designee), and Baird PWM’s Home Office. The agreement and Baird’s advisory relationship with a client will become effective when the client’s paperwork is accepted by Baird PWM’s Home Office and following such acceptance Baird has delivered to the client written confirmation of the Account’s enrollment in the applicable Program. A client should understand that the advisory agreement

will not become effective, and Baird will not provide any advisory services to the client, until such time that Baird has accepted the advisory agreement. Baird may delay acceptance of the advisory agreement and the provision of advisory services to the client for various reasons, including deficiencies in the client’s paperwork. Once it has become effective, the agreement shall continue until it is terminated in accordance with the terms described in the advisory agreement.

The terms of a client’s agreements and this Brochure apply to all Accounts that a client establishes with Baird, including any Accounts that a client may open with Baird in the future. Some of the information in those documents may not apply to a client now, but may apply in the future if a client changes Programs or services or establishes other Accounts with Baird. Baird will generally not provide a client another copy of the agreements or this Brochure when a client changes Programs or services or establishes new Accounts unless the client requests a copy from a Financial Advisor. Therefore, a client should retain those documents for future reference as they contain important information if a client changes Programs or services or establishes other Accounts with Baird.

### **Certain Account Requirements**

#### **Minimum Account Size**

Each Program has a minimum account size and may have a minimum Program Fee, which are described in the section entitled “Services, Fees and Compensation—Program Fees” above. Baird may remove a client from a Program and immediately terminate the advisory agreement with respect to an Account upon written notice to the client if the client fails to maintain the required minimum asset levels in an Account or if the client fails to otherwise abide by the terms of a Program as determined by Baird in its sole discretion.

#### **Account Contributions and Withdrawals**

A client may fund an Account with cash and with securities that Baird and the client’s investment manager, if any, deem to be acceptable in their sole discretion. Funds deposited or transferred to a client’s SMAs or UMAs from another Baird account and funds deposited or transferred to a client’s SMAs or UMAs from outside of Baird will not be available for investment by the client’s investment manager until the next business day

and therefore the investment of such funds, at the discretion of the manager, will occur no earlier than the next business day.

Some Baird Financial Advisors will invest, or recommend investing, cash contributions made to an Account over a period of time. This method of investment is sometimes referred to as dollar cost averaging ("DCA"). The goal of this method of investment is to reduce the risk of making large purchases of securities at an inopportune time or price. The Overlay Manager and certain investment managers also offer an optional DCA service for Accounts they manage. Additional information will be provided to a client if the client enrolls in a DCA service. A client should note that, if dollar cost averaging is used to invest cash in the client's Account, the returns for the Account could, depending upon market and other conditions, be lower than the returns that could have been obtained had all the cash in the Account been fully invested upon contribution to the Account. In addition, a client should note that, when dollar cost averaging is used, the amount of cash in the client's Account will be included in the value of the Account for fee calculation purposes. Whenever assets are contributed to an Account, a client should discuss with the client's Baird Financial Advisor the timing of when the assets will be invested. If DCA will be used to invest the assets, a client should ask for more specific information about how the assets will be invested and the associated timing for investing.

When a client funds an Account with securities, including when a client changes Programs for an Account or changes investment managers for an Account within the same Program, the client should understand that Baird's or the client's investment manager's review of securities used to fund the Account may delay investing. In addition, Baird or the client's investment manager, if any, may determine that the securities contributed to the Account may not be appropriate for the client's strategy, and Baird or the investment manager, if any, may sell, or recommend the sale of, such securities. Further, an investment manager may be removed from the management of a client's Account and a replacement investment manager may be appointed. In such event, Baird, at the direction of the client's replacement manager, or the client's replacement manager may sell all or a portion of the securities or other investments in the Account that were managed by the prior

manager and the replacement manager will reinvest the cash proceeds of those sales. Any such sale could result in adverse tax consequences for the client. A client should note that securities transferred into an Account may be subject to the Program Fee immediately upon its transfer into the Account, even if the client paid a commission or front-end sales charge on the security prior to its transfer into the Account. In addition, if the securities are subject to deferred sales charges or redemption fees, the client will be responsible for paying those charges and fees. To the extent permitted by applicable law, certain funding transactions may be handled by Baird on a principal basis, and such transactions are not considered investment advisory services of Baird or the client's investment manager.

If an asset transferred to an Account is an Unpermitted Investment under the terms of the applicable Program, Baird, the client's Financial Advisor or the client's investment manager may sell the asset or transfer it into a separate brokerage account. Alternatively, they may designate such asset as an Unsupervised Asset as further described under "Services, Fees and Compensation—Additional Program Information—Unsupervised Assets" above.

A client is responsible for notifying the client's Financial Advisor and any investment manager managing the client's Account of any contributions made into the Account and instructing the client's Financial Advisor and any investment manager to liquidate positions in the event the client wishes to withdraw assets from the Account. Baird and its Financial Advisors have no responsibility to invest cash deposits (other than complying with a client's cash sweep instructions) or liquidate positions with respect to an Account managed by an Other Manager, and they are not responsible for any losses that may result from a client's failure to notify the client's Financial Advisor and any investment manager managing the client's Account regarding deposits or withdrawals.

A client may also incur additional expenses and liabilities, including tax-related liabilities, when transferring assets out of an Account or Baird's custody. See "Termination of Accounts" below.

### ***Liens and Use of Account Assets as Collateral***

As security for the full and complete payment when due of any debts and other obligations that a client owes to Baird, and to the extent permitted by applicable law or regulation, all assets in a client's Account held at Baird will be subject to a first priority security interest, lien and right of setoff in favor of Baird. Baird may sell assets in an Account to satisfy the lien. As a secured party, Baird may have interests that are adverse to a client. Neither Baird nor its Financial Advisors will act as investment adviser to a client with respect to such sale of assets held in an Account. Any such sale of assets will be executed in Baird's capacity as broker-dealer and creditor and may, as permitted by law, result in executions on a principal basis. A client should review the client's agreements for more information.

All of the assets in a client's Account must be free and clear from any security interest, lien, charge or other encumbrance (other than a security interest, lien, charge or other encumbrance in favor of Baird) and must remain so for the duration of the client's relationship with Baird, unless Baird otherwise specifically agrees in writing.

If a client wishes to obtain loans secured by assets in the client's Account (commonly referred to as "securities-based lending") and Baird agrees to the arrangement, the client should understand that the lender may exercise certain rights and powers over the assets in the Account, including the disposition and sale of any and all assets pledged as collateral for the loan to meet a collateral call, which may occur without prior notice to the client. A collateral call could have adverse tax consequences, disrupt a client's investment strategy, and have an adverse impact on the Account's performance. A client should be aware of these and other potential adverse effects of securities-based lending and collateralizing Accounts before deciding to do so.

A client is required to disclose the terms of the client's agreements with Baird to any lender seeking to use Account assets as collateral. A client must promptly notify Baird of any default or similar event under the client's collateral arrangements.

A client should understand that Baird and its Financial Advisors will not provide advice on or oversee a securities-based lending or collateral arrangement and they will not act as investment adviser or a fiduciary to the client with respect to the liquidation of securities held in the client's Account to meet a collateral call. Any such liquidation will be executed in Baird's capacity as broker-dealer and may, as permitted by law, result in executions on a principal basis.

In some instances, Baird and its Financial Advisors may refer a client to a third party lender under its Securities-Based Lending Program that pays Baird and its Financial Advisors certain compensation. See "Services, Fees and Compensation—Additional Program Information—Securities-Based Lending Program" above for more information.

Securities purchased on margin are used as Baird's collateral for the margin loan. Clients that have a margin account should review the section "Services, Fees and Compensation—Additional Program Information—Complex Strategies and Complex Investment Products" above for additional information.

### ***Electronic Delivery of Documents***

By signing an advisory agreement, a client consents to the electronic delivery of documents that Baird may deliver to the client. The term of the consent to electronic delivery is indefinite but a client may revoke the consent at any time by notifying the client's Baird Financial Advisor.

### ***Termination of Accounts***

The client's advisory agreement will survive any event that causes the client's Financial Advisor to be unable to provide services to the client (either on a temporary or permanent basis), including if the client's Financial Advisor ceases to be employed by Baird. In any such event, Baird will continue to provide services to the client and will as promptly as practicable assign another Financial Advisor to the client's Accounts (either on a temporary or permanent basis) and the client will be notified of any such change. Similarly, if a client's PIM Manager or UAS Manager ceases to participate in the PIM of UAS Program or be employed by Baird, Baird may assign the client's PIM or UAS Account to another PIM Manager, UAS Manager or Financial Advisor, as applicable.



Baird may remove an Account from a Program and immediately close an Account upon written notice to a client if the client fails to abide by the terms of the Program. Baird may also remove an Account from a Program at any time upon written notice to a client if the client fails to maintain the required minimum asset levels in such Account.

Upon the termination of an Account's enrollment in a Program, Baird and, if relevant, any other investment manager managing such Account, shall have no obligation to act as investment adviser to such Account. If such Account is custodied at Baird, the Account shall be converted to and designated as a brokerage account. Baird, and, if relevant, any other investment manager managing such Account, shall be under no obligation to recommend any action with regard to, or to liquidate the securities or other investments in, such Account. After an Account is removed from a Program, it is the client's exclusive responsibility to issue instructions, in writing, regarding the management of any assets in such Account.

If a client directs Baird to liquidate assets in connection with a closure of an Account, the client should understand that Baird acts as broker-dealer, and not investment adviser, when processing such a liquidation request and that the client will generally be charged commissions, sales charges, sales "loads", or other applicable transaction-based fees in accordance with the applicable Baird fee schedule or other third-party transaction-based fee schedule for the particular investment then in effect. Additional information about the compensation that a client pays to Baird for effecting brokerage transactions is contained in Baird's Client Relationship Details document, available on Baird's website at [bairdwealth.com/retailinvestor](http://bairdwealth.com/retailinvestor).

A client may incur significant expenses and liabilities, including tax-related liabilities for which the client will be solely liable, if the client closes an Account, terminates an advisory agreement, or transfers assets out of Baird's custody. Baird will not be liable to a client in any way with respect to the termination, closure, transfer or liquidation of the client's Accounts.

Some of the investments offered in connection with the Programs contain restrictions that limit their use, and such investments may be

unavailable for purchase or holding outside of an Account. For example, certain Investment Funds held in an Account may only be available to a client through a Baird Program or may not be held at another firm. If such restrictions apply and the client terminates a Program or closes an Account, the Client will be required to sell or redeem such Investment Funds or exchange them for other Investment Funds that may be more costly to the client or have poorer performance. A client should consider restrictions applicable to investments carefully before participating in a Program. A client should contact the client's Financial Advisor for specific information as to how Account closure, termination of an agreement, or asset transfers might impact the assets in the client's Accounts.

### Types of Clients

Baird offers the Programs to all types of current or prospective clients, including, but not limited to: individuals; trusts; estates; Retirement Accounts; pension and profit sharing plans; charitable organizations; and corporations or other business entities.

### Portfolio Manager Selection and Evaluation

The persons providing portfolio management services to clients vary by Program. Information about how Baird may select and evaluate portfolio managers is further described below.

### Selection and Evaluation

#### ***Baird Equity Asset Management Portfolios Program***

The process and standards that Baird uses for determining whether to make SMA Strategies available under the Baird Equity Asset Management Program are significantly less rigorous than those used in connection with other SMA Programs offered by Baird. Baird generally makes available all SMA Strategies offered by Baird Equity Asset Management under the Baird Equity Asset Management Program, and Baird generally does not remove any of the Baird Equity Asset Management SMA Strategies from the Program unless Baird Equity Asset Management ceases to offer the SMA Strategy.

Portfolio management services under the Baird Equity Asset Management Portfolios Program may be provided by Baird Equity Asset Management or Other Managers. In order to provide portfolio

management services, Baird requires that Baird Equity Asset Management associates meet all applicable requirements set forth by self-regulatory organizations. Baird Equity Asset Management also requires Baird Equity Asset Management portfolio managers to have an undergraduate degree. Furthermore, Baird Equity Asset Management strongly encourages all Baird Equity Asset Management portfolio managers to pursue and work towards the attainment of the CFA designation or a relevant graduate level degree. Baird may remove a Baird Equity Asset Management portfolio manager from providing services under the Program if Baird deems circumstances warrant removal. Potential causes for removal may include significant drift from stated objectives, sustained underperformance in relation to peers, or other adverse changes affecting the manager.

### ***Baird Recommended Managers Program***

When selecting and removing BRM Strategies for the Baird Recommended Managers Program, Baird uses the process described under the heading “Methods of Analysis, Investment Strategies and Risk of Loss—Investment Strategies and Methods of Analysis—Methods of Analysis—Certain Recommended Lists—Baird’s Recommended Managers List” below.

Using the BRM Strategies made available for the Baird Recommended Managers Program, Baird Financial Advisors will select or replace, or recommend the selection or replacement of, a particular BRM Strategy based upon the client’s particular goals and circumstances.

If a Model-Traded Strategy offered through an Implementation Manager is selected for a client’s Account, a client should note that Baird does not monitor or ascertain whether a third party Implementation Manager is fully and faithfully implementing the Model Portfolio on a continuous basis.

A client assumes ultimate responsibility for client’s selection of an Other Manager under the Baird Recommended Managers Program (including any third party Implementation Manager). Baird assumes no responsibility for the client’s termination of an Other Manager (including any third party Implementation Manager), the Other Manager’s investment decisions, performance, compliance with

applicable laws or regulations, or for any other matters involving or affecting the Other Manager.

### ***Baird SMA Network, Dual Contract and Riverfront Managed Portfolios Programs***

Clients participating in the BSN Program, the DC Program or the Riverfront Managed Portfolios Program should note that the level of initial and ongoing review performed by Baird on the managers and their SMA Strategies made available under those Programs, including SMA Strategies offered by any Baird department or any manager affiliated with Baird, is significantly less than that performed by Baird with respect to managers and their strategies eligible for the Baird Recommended Managers Program.

BSN and DC Managers are subject to an initial review by Baird that considers the manager’s assets under management, regulatory and compliance history, and certain other limited qualitative and quantitative factors deemed relevant by Baird. The ongoing review is generally performed on an annual basis and is generally limited to changes in the managers’ assets under management in the SMA Strategy and a review of the SMA strategy in comparison to a relevant peer group or benchmark.

The BSN and DC Programs are designed to accommodate a client who wishes to independently select an investment manager not available in the Baird Recommended Managers Program to manage the assets in the client’s Account. A client should note that Baird does not make any recommendation to clients regarding any BSN Strategy or DC Strategy or any representations regarding a BSN Manager’s or DC Manager’s qualifications as an investment adviser or abilities to manage client assets.

The Overlay Manager may provide review and ongoing evaluations of certain BSN Managers that it makes available through the BSN Program. Clients should review Overlay Manager’s Form ADV Part 2A Brochure for more information, which is available upon request, or contact their Financial Advisor for more information.

Baird does not monitor or ascertain whether the Overlay Manager is fully and faithfully implementing Model Portfolios under the BSN Program on a continuous basis.

SMA Strategies offered under the BSN and DC Programs are subject to certain risks. See “Portfolio Manager Selection and Evaluation—Methods of Analysis, Investment Strategies and Risk of Loss—Principal Risks—Available Investment Product Risks” below for more information.

A client should only participate in the BSN or DC Programs if the client wishes to take more responsibility for monitoring the client’s Account, the Baird Recommended Managers Program does not contain an SMA Strategy that meets the client’s particular needs, and the client understands the risks of doing so.

The process and standards that Baird uses for determining whether to make SMA Strategies available under the Riverfront Program are significantly less rigorous than those used in connection with other SMA Programs offered by Baird. Baird only conducts a limited review of Riverfront, consisting solely of an annual compliance questionnaire. Baird generally makes available all SMA Strategies offered by Riverfront under the Riverfront Program, and Baird generally does not remove any of the Riverfront SMA Strategies from the Program unless Riverfront ceases to offer the SMA Strategy.

A client should note that the client’s appointment and continued retention of an investment manager to manage the client’s Account in connection with the BSN, DC and Riverfront Programs are based ultimately upon the client’s independent review of the investment manager and the investment manager’s services. Once retained by the client, an investment manager will only be removed from managing the client’s Account upon the investment manager’s withdrawal, removal from the Program, or the client’s direction to do so.

A client assumes ultimate responsibility for client’s selection of an Other Manager under the BSN, DC or Riverfront Managed Portfolios Programs (including any third party Implementation Manager). Baird assumes no responsibility for the client’s termination of an Other Manager under the BSN, DC or Riverfront Managed Portfolios Programs (including any third party Implementation Manager), the Other Manager’s investment decisions, performance, compliance with applicable laws or regulations, or

for any other matters involving or affecting the Other Manager.

Portfolio management services under the BSN and DC Programs may be provided by Baird PWM’s home office investment professionals or an investment management department of Baird if the client selects a model portfolio or an SMA Strategy offered by them. In order to provide portfolio management services under those Programs, Baird requires that Baird associates meet all applicable requirements set forth by applicable law and regulations of self-regulatory organizations, such as the Financial Industry Regulatory Authority, Inc., exchanges, and governmental agencies.

### ***ALIGN, BairdNext Portfolios, PIM and Russell Programs***

Portfolio management services under the ALIGN, BairdNext Portfolios, PIM and Russell Programs are provided by Baird PWM, Baird PWM’s home office investment professionals, and Baird Financial Advisors. In order to provide portfolio management services under the Programs, Baird requires that Baird associates meet all applicable requirements set forth by applicable law and regulations of self-regulatory organizations, such as the Financial Industry Regulatory Authority, Inc., exchanges, and governmental agencies.

Typically, PIM Managers must also meet the following additional criteria: endorsement by his or her Branch Office Manager; completion of a portfolio management course acceptable to Baird, which may include a Chartered Financial Analyst (CFA), Certified Investment Management Analyst (CIMA) or Certified Portfolio Manager (CPM) designation; and completion of an application to the PIM Program, which typically requires the PIM Manager to complete one or more investment strategy or experience statements acceptable to Baird. Certain PIM Managers may have been admitted to the PIM Program using different qualifications than those currently in place. In some instances, Baird may waive certain eligibility requirements when it deems it appropriate to do so, such as when a PIM Manager acted as a portfolio manager (or in a similar capacity) at another investment firm prior to joining Baird.

Potential causes for removing a PIM Manager from the PIM Program include operating outside of the policies of the Program, a change in

investment philosophy or style, significant drift from stated objectives, significant and sustained performance issues over lengthy periods of time, or other adverse changes affecting the PIM Manager that in Baird's opinion warrants removal.

### **UMA Programs**

Portfolio management services under the UMA Programs are provided by Baird PWM, Baird PWM's home office investment professionals, investment management departments of Baird and Baird Financial Advisors. In order to provide portfolio management services under the Programs, Baird requires that Baird associates meet all applicable requirements set forth by applicable law and regulations of self-regulatory organizations, such as the Financial Industry Regulatory Authority, Inc., exchanges, and governmental agencies.

Typically, UAS Managers must also meet the following additional criteria: endorsement by his or her Branch Office Manager; completion of a portfolio management course acceptable to Baird, which may include a CFA designation; and completion of an application to the UAS Program, which typically requires the UAS Manager to complete one or more investment strategy or experience statements acceptable to Baird. Certain UAS Managers may have been admitted to the UAS Program using different qualifications than those currently in place. In some instances, Baird may waive certain eligibility requirements when it deems it appropriate to do so, such as when a UAS Manager acted as a portfolio manager (or in a similar capacity) at another investment firm prior to joining Baird.

Potential causes for removing a UAS Manager from the UAS Program include operating outside of the policies of the Program, a change in investment philosophy or style, significant drift from stated objectives, significant and sustained performance issues over lengthy periods of time, or other adverse changes affecting the UAS Manager that in Baird's opinion warrants removal.

Under the UMA Programs, portfolio management services are also provided managers of mutual funds and ETPs, if those investments are part of a UMA Portfolio, and by Other Managers and the Overlay Manager, if an SMA Strategy is part of the UMA Portfolio.

The UMA Programs make available UMA Recommended Funds and UMA Recommended SMA Strategies. The process Baird uses for selecting and removing UMA Recommended Funds for the UMA Programs is substantially similar to the process Baird uses to select and remove mutual funds and ETPs in connection with the ALIGN Strategic Portfolios Program described under "ALIGN Programs—ALIGN Strategic Portfolios" below. The process Baird uses for selecting and removing UMA Recommended SMA Strategies for the UMA Programs is the same process used for selecting and removing BRM Strategies, which is described under the heading "Methods of Analysis, Investment Strategies and Risk of Loss—Investment Strategies and Methods of Analysis—Methods of Analysis—Certain Recommended Lists—Baird's Recommended Managers List" below.

In addition to the UAS Recommended Funds and the UAS Recommended SMA Strategies, the UAS Program also makes available UAS Available Funds and UAS Available SMA Strategies. Clients participating in the UAS Program should note that the level of initial and ongoing review performed by Baird on UAS Available Funds and UAS Available SMA Strategies, including mutual funds and ETPs affiliated with Baird and SMA Strategies offered by any Baird department or any manager affiliated with Baird, is significantly less than that performed by Baird with respect to UAS Recommended Funds and UAS Recommended SMA Strategies.

UAS Available Funds are subject to an initial review by Baird that considers the fund's assets under management, regulatory and compliance history, and certain other limited qualitative and quantitative factors deemed relevant by Baird. The ongoing review is generally performed on an annual basis and is generally limited to changes in the managers' assets under management and a review of the fund strategy in comparison to a relevant peer group or benchmark. The process Baird uses for selecting and removing UAS Available SMA Strategies and UAS Available Managers from the UAS Program is the same process used for selecting and removing BSN Strategies from the BSN Program, which is described under the heading "Portfolio Manager Selection and Evaluation—Selection and Evaluation—Baird SMA Network, Dual Contract and Riverfront Managed Portfolios Programs" above.

If a client has not selected the discretionary management option of the UAS Program, the client should note that: (1) the UAS Available Funds and UAS Available SMA Strategies are made available to accommodate a client who wishes to independently select investments that are not on a Baird recommended list for the client's Account; (2) Baird does not make any recommendation to clients regarding any UAS Available Fund or UAS Available SMA Strategy and Baird does not select any investments for the client's UAS Program Account; (3) Baird does not make any representation to clients regarding any UAS Available Manager's qualifications as an investment adviser or abilities to manage client assets.

The Overlay Manager may provide review and ongoing evaluations of certain UAS Available Managers that it makes available through the UAS Program. Clients should review Overlay Manager's Form ADV Part 2A Brochure for more information, which is available upon request, or contact their Financial Advisor for more information.

Baird does not monitor or ascertain whether the Overlay Manager is fully and faithfully implementing Model Portfolios under the UMA Programs on a continuous basis.

UAS Available Funds and UAS Available SMA Strategies are subject to certain risks. See "Portfolio Manager Selection and Evaluation—Methods of Analysis, Investment Strategies and Risk of Loss—Principal Risks—Available Investment Product Risks" below for more information.

A client retaining discretion over the client's UAS Program Account should only select UAS Available Funds or UAS Available SMA Strategies if the client wishes to take more responsibility for managing and monitoring the client's UAS Program Account, the UMA Recommended Funds and UMA Recommended SMA Strategies do not meet the client's particular needs, and the client understands the risks of doing so.

If a client has not selected the discretionary management option of the UAS Program, it is important to note that: the UAS Available Funds and UAS Available SMA Strategies are made available to accommodate a client who wishes to independently select investments that are not on

a Baird recommended list for the client's Account; the client assumes ultimate responsibility for monitoring each UAS Available Fund and UAS Available SMA Strategy and the manager's performance; the client's selection and continued holding of a UAS Available Fund or a UAS Available SMA Strategy are based ultimately upon the client's independent review of such investment; and once an investment is made by the client, the investment will only be removed from the client's Account upon the manager's withdrawal, removal of the investment from the Program, or the client's direction to do so.

A client assumes ultimate responsibility for client's selection of an Other Manager under the UAS Program (including any third party Implementation Manager). Baird assumes no responsibility for the client's termination of an Other Manager (including any third party Implementation Manager), the Other Manager's investment decisions, performance, compliance with applicable laws or regulations, or for any other matters involving or affecting the Other Manager.

Portfolio management services under the UMA Programs may be provided by Baird PWM's home office investment professionals or an investment management department of Baird if the client selects a model portfolio or an SMA Strategy offered by them. In order to provide portfolio management services under the UMA Programs, Baird requires that Baird associates meet all applicable requirements set forth by applicable law and regulations of self-regulatory organizations, such as the Financial Industry Regulatory Authority, Inc., exchanges, and governmental agencies.

### ***Oversight of the Programs***

The Investment Advisory Oversight Committee ("IAOC") of Baird, which includes members of Baird's Asset Management, PWM Sales Management, Investment Solutions, Asset Manager Research, Compliance, Legal, and Risk Management Departments, oversees the standards and implementation of the Programs. In addition, Baird Equity Asset Management's Director also oversees the Baird Equity Asset Management portfolio managers.

The IAOC delegates its day-to-day oversight responsibilities to Baird's PWM Supervision,



Investment Solutions and Compliance Departments to monitor the Programs and the performance of Baird associates providing portfolio management services under the ALIGN, BairdNext, PIM, Russell and ALIGN UMA Select Programs, and the discretionary management of UAS Program Accounts by UAS Managers. Baird's Investment Solutions Department, along with the Compliance Department and other designees, provide periodic review of the performance of Baird associates providing portfolio management services under those Programs. Performance information is provided to the IAOC or a subcommittee thereof.

### Performance Calculation

As part of Baird's selection and evaluation of portfolio managers, Baird calculates the investment performance of:

- Baird associates acting as portfolio managers under the ALIGN, BairdNext, PIM and ALIGN UMA Select Programs;
- Recommended Managers that directly manage client accounts under a Manager-Traded Strategy; and
- Model Portfolios provided by Recommended Managers.

When Baird calculates a manager's investment performance, Baird generally uses composites of the manager's client accounts to calculate the manager's performance. A composite is an aggregation of client accounts managed by the manager that are representative of a particular investment strategy, style, or objective. Examples of composites include large cap growth, all cap value, balanced (which includes equity and fixed income securities), and fixed income. Composites may be further broken down to separate taxable and non-taxable portfolios. Fixed income composites may be categorized by portfolio duration.

When calculating composite performance, Baird seeks to utilize calculation methods that adhere to Global Investment Performance Standards (GIPS®) recommendations. Baird calculates composite performance generally using the following principles:

- A total return calculation is used in reporting.

- Current market value including accrued income is used.
- Trade date accounting is used in deriving valuations.
- Monthly returns are calculated using the Modified Dietz calculation.
- Returns for periods greater than a month are calculated by geometrically linking the monthly returns. Returns for periods greater than one year are annualized.
- Reporting is net of fees at the total portfolio, but gross of fees for individual investment categories (e.g., equity or fixed income).

No independent third party reviews the composite performance information calculated by Baird to verify its accuracy or compliance with presentation standards.

To the extent Baird selects or reviews other portfolio managers participating in the Programs, Baird does not calculate investment performance information for such managers. Baird obtains investment performance information for those managers directly from the managers (including the Overlay Manager) or from other external sources that Baird believes to be reliable. A client should understand that: Baird does not recalculate the performance provided by such managers or external sources; neither Baird nor any independent third party reviews the performance information provided by such managers to verify its accuracy or compliance with presentation standards unless otherwise stated in writing; those managers may not calculate performance on a uniform or consistent basis; and Baird does not guarantee the accuracy of information provided by such managers or any external source.

A client should note that Baird does not generally present its investment performance calculations to clients. The information that Baird provides to clients about portfolio managers from time to time may not be calculated by Baird but may be calculated by the managers themselves or derived from external sources. Baird does not audit or verify that investment performance information presented to clients that is calculated by managers or external sources is accurate. In addition, a client should note that such investment performance information may not be

calculated on a uniform or consistent basis or reviewed by any independent third party. A client should ask the client's Financial Advisor for more information.

### **Portfolio Management by Baird and Related Persons**

Portfolio management services under the ALIGN, BairdNext Portfolios, Russell and UMA Programs are provided by Baird and its PWM home office investment professionals. Portfolio Management under the UMA Programs may be also provided by an investment management department of Baird or a manager affiliated with Baird if a client selects such a manager, and, if a client selects the discretionary management option of the UAS Program, portfolio management is also provided by the client's UAS Manager. Portfolio management services under the Baird Equity Asset Management Portfolios Program are provided by Baird Equity Asset Management. Portfolio management services under the PIM Program are provided by PIM Managers. Portfolio management services under the Riverfront Managed Portfolios Program are provided by Riverfront. Portfolio management services under the Baird Recommended Managers Program, the BSN Program or Dual Contract Program could be provided by Baird PWM's home office investment professionals, an investment management department of Baird or a manager affiliated with Baird should a client select such a manager. Such arrangements create a potential conflict of interest because Baird and its affiliates may receive higher aggregate compensation if clients retain affiliated managers instead of retaining unaffiliated managers.

When Baird selects managers, or otherwise determines manager availability or eligibility, for the Baird Recommended Managers Program, BSN Program, the Dual Contract Program, or the UMA Programs, affiliated investment managers are subject to the same selection and review processes, if any, that Baird applies to unaffiliated investment managers participating in each respective Program, which processes are further described under the heading "Portfolio Manager Selection and Evaluation—Selection and Evaluation" above.

The following programs exclusively offer portfolio management by Baird, its associates, its investment management departments, or

investment managers that are affiliated with Baird: ALIGN, BairdNext Portfolios, PIM, Russell, Baird Equity Asset Management, Riverfront and ALIGN UMA Select Programs and the UAS Program, if the client has selected the discretionary management option of the UAS Program ("Affiliates-Only Programs"). Likewise, the Baird-Managed Portfolios made available under the UAS Program exclusively offer portfolio management by Baird. The processes, if any, used by Baird for selecting and reviewing those portfolio managers is described under the headings "Portfolio Manager Selection and Evaluation—Selection and Evaluation" above and "Portfolio Manager Selection and Evaluation—Methods of Analysis, Investment Strategies and Risk of Loss—Investment Strategies and Methods of Analysis" below. A client should note that the processes and standards used by Baird in determining whether to make affiliated investment options available under Affiliates-Only Programs or to make Baird-Managed Portfolios available under the UAS Program differ from those processes and standards used by Baird in determining whether to make non-affiliated investment options available under other Programs. Baird approves, and continues to make available, affiliated investment options under Affiliates-Only Programs and Baird-Managed Portfolios that would not be approved for, or would have been removed from, such other Programs. For the Affiliates-Only Programs, this practice presents a conflict of interest because Baird has a financial incentive to maximize the number of affiliated investment options it makes available under Affiliates-Only Programs due to the fact that, by increasing investment options, Baird will likely attract more client assets and thereby increase Baird's revenues. A client participating in an Affiliates-Only Program or investing in a Baird-Managed Portfolio should monitor the client's Account performance and periodically discuss the performance of such Account with the client's Financial Advisor.

When providing investment advisory services to clients, Baird and its Financial Advisors are fiduciaries and are required to act solely in the best interest of clients. Baird addresses the conflicts described above through disclosure in this Brochure and by adopting internal policies and procedures for Baird and its associates that require them to provide investment advice that is suitable for advisory clients (based upon the information provided by such clients). For more

specific information about these potential conflicts and how Baird addresses them, please see the sections “Additional Information—Other Financial Industry Activities and Affiliations” and “Additional Information—Code of Ethics, Participation or Interest in Client Transactions and Personal Trading” below.

### Advisory Business

Baird is privately-held, employee-owned global investment and wealth management firm formed in the State of Wisconsin in 1919.

Baird is owned indirectly by its associates through several holding companies. Baird is owned directly by Baird Financial Corporation (“BFC”). BFC is, in turn, owned by Baird Financial Group, Inc. (“BFG”), which is the ultimate parent company of Baird. Associates of Baird own substantially all of the outstanding stock of BFG.

Baird offers various investment advisory services to clients, including services not described in this Brochure. The investment advisory services Baird offers include: portfolio management and analysis; analysis and recommendations regarding asset allocation and investment strategies; research, analysis and recommendations regarding investment managers and individual securities; investment consulting; financial planning; investment policy development; and account performance monitoring. Baird also offers clients execution of brokerage transactions and administrative services, including maintaining custody of account assets. Clients may also negotiate other services with Baird. Baird offers its services separately or in combination with other services. Baird tailors its advisory services to the individual needs of clients. For more information about the services offered by Baird, please see “Services, Fees and Compensation” above.

Subject to the agreement of Baird, a client may impose reasonable restrictions on the securities or types of securities to be held in the client’s Account. Please see “Services, Fees and Compensation—Additional Program Information—Investment Discretion” above for more information.

Baird participates in wrap fee programs not described in this Brochure and it provides portfolio management services in connection with those

programs. Baird receives a portion of the wrap fee paid by clients for providing portfolio management services under those wrap fee programs.

As of December 31, 2020, Baird had approximately \$231.5094 billion in regulatory assets under management, approximately \$173.5711 billion of which was managed on a discretionary basis and approximately \$57.9383 billion of which was managed on a non-discretionary basis.

### Performance-Based Fees and Side-By-Side Management

Baird advises client accounts not participating in services described in this Brochure that are subject to performance-based fee arrangements. Performance-based fee arrangements involve the payment of fees based upon the capital gains or capital appreciation of a client’s account. Any such fee arrangements are made in compliance with applicable provisions of Rule 205-3 under the Advisers Act. Performance-based fee arrangements present a potential conflict of interest for Baird with respect to other client accounts that are not subject to performance-based fee arrangements because such arrangements give Baird an incentive to favor client accounts subject to performance-based fees over client accounts that are not subject to performance-based fees.

In addition to complying with its fiduciary duties by disclosing this conflict of interest to clients through this Brochure, Baird generally addresses potential conflicts of interest posed by performance-based fee arrangements by periodically monitoring the holdings and performance of performance-based fee accounts and comparing them to accounts not subject to a performance fee that are also managed using a similar strategy in an attempt to detect any possible inequitable treatment. Baird also attempts to minimize potential conflicts of interest posed by performance-based fee arrangements through internal trade allocation procedures that are designed to make securities allocations to discretionary client accounts in a manner such that all such clients receive fair and equitable treatment over time.

## Methods of Analysis, Investment Strategies and Risk of Loss

### **Investment Strategies and Methods of Analysis**

#### **Investment Strategies**

The investment styles, philosophies, strategies, techniques and methods of analysis that Baird PWM home office investment professionals, its Financial Advisors and Other Managers use in formulating investment advice for clients vary widely by Program and the person providing the advice. A brief description of commonly used strategies is provided below.

#### *Equity Strategies*

Equity strategies generally have an objective to provide growth of capital and primarily invest in equity securities, such as common stocks. However, these strategies may also invest in other types of investments, such as fixed income securities and cash. Equity strategies may invest in companies of all market capitalization ranges or may focus on any combination of specific capitalization ranges, such as large cap, mid cap or small cap companies. Equity strategies may be combined with other strategies described below, such as growth, value, income, economic industry or sector focused, international, global, or geographic region or country focused strategies.

#### *Fixed Income or Bond Strategies*

Fixed income or bond strategies generally have one or more of the following objectives: (1) provide current income; or (2) preservation of capital. These strategies primarily invest in fixed income securities, such as corporate bonds, municipal securities, mortgage-backed or asset-backed securities, or government or agency debt obligations. However, these strategies may also invest in other types of investments, such as equity securities or cash. Fixed income strategies may invest in debt obligations having any credit rating, maturity or duration, or they may focus on specific credit ratings, maturities or durations, such as investment grade, non-rated, or high yield ("junk") bonds, or bonds having short-term, intermediate-term or long-term maturities. Fixed income strategies may be combined with other strategies described below, such as economic industry or sector focused, international, global, or geographic region or country focused strategies.

#### *Balanced Strategies*

Balanced strategies generally have one or more of the following objectives: (1) provide current income; (2) growth of capital/principal or income; or (3) preservation of capital. These strategies primarily invest in a mix of equity, fixed income securities and cash. Balanced strategies may invest in companies of all market capitalization ranges and in investments having any credit rating, maturity or duration, or they may focus on specific capitalization ranges, credit ratings, maturities or durations as described above. Balanced strategies may be combined with other strategies described below, such as economic industry or sector focused, international, global, or geographic region or market focused strategies.

#### *Value Strategies*

A value strategy typically invests primarily in equity securities of value companies, which are those that the investment manager believes are out of favor with investors, appear underpriced by the market relative to their earnings or intrinsic value, or have high dividend yields. This strategy is subject to investment style risks.

#### *Growth Strategies*

A growth strategy typically invests primarily in equity securities of growth companies, which are those that the investment manager believes exhibit signs of above-average growth relative to peers or the market, even if the share price is high relative to earnings or intrinsic value. This strategy is subject to investment style risks.

#### *Income Strategies*

An income strategy typically invests primarily in income-producing securities, such as dividend-paying equity securities and fixed income securities. This strategy may invest in a combination of investment grade and high yield bonds. This type of strategy may also invest in yield- or income-producing, Non-Traditional Assets.

#### *Economic Industry or Sector Focused Strategies*

Economic industry or sector focused strategies primarily invest in companies in one or more economic industries or sectors, such as the telecommunications, technology, industrial, materials, or financial sectors. *These strategies alone generally are not intended to satisfy a*

*client's entire portfolio diversification needs. These strategies are subject to concentration risks because they generally are not diversified or they may invest in a limited number of securities.*

#### *International Strategies*

Generally, international strategies primarily invest in securities issued by foreign companies, which may include companies in developed and emerging markets. International strategies may invest in companies of all market capitalization ranges and in investments having any credit rating, maturity or duration, or they may focus on specific capitalization ranges, industries or sectors, geographic regions, credit ratings, maturities or durations.

#### *Global Strategies*

Generally, global strategies invest in a mix of securities issued by U.S. and foreign companies, which may include companies in developed and emerging markets. Global strategies may invest in companies of all market capitalization ranges and in investments having any credit rating, maturity or duration, or they may focus on specific capitalization ranges, industries or sectors, geographic regions, credit ratings, maturities or durations.

#### *Geographic Region or Country Focused Strategies*

Geographic region or country focused strategies primarily invest in companies located a particular part of the world, such as Latin America, Europe or Asia, in a group of similarly-situated countries, such as developed or emerging markets, or one or more specific countries. *These strategies alone generally are not intended to satisfy a client's entire portfolio diversification needs. These strategies are subject to concentration risks because they generally are not diversified or they may invest in a limited number of securities.*

#### *Tactical and Rotation Strategies*

Tactical strategies typically tactically and actively adjust account allocations to different asset classes based upon the manager's perception of how those asset classes will perform in the short-term. Similarly, rotation strategies typically actively adjust account allocations to different market sectors based upon the manager's perception of how market sectors will perform in the short-term. Tactical and rotation strategies are often driven by technical analysis or

methodologies and typically involve underweighting and overweighting account allocations to certain asset classes or market sectors relative to an applicable long-term strategic asset allocation, benchmark index or the market generally. *These strategies often will be focused or concentrated in one or more asset classes or market sectors from time to time, and it is likely that they will have limited or no exposure to one or more asset classes or market sectors. For that reason, tactical and rotation strategies are often subject to concentration risk. Because the decision-making for tactical and rotation strategies is based upon the manager's short-term market outlook, accounts pursuing these strategies often experience higher levels of trading and portfolio turnover relative to other strategies.*

#### *Alternative Strategies and Complex Strategies*

Alternative Strategies and other Complex Strategies may invest in a wide range of investments, which may include equity securities, fixed income securities, Non-Traditional Assets, Alternative Investment Products and cash. Alternative Strategies and other Complex Strategies generally involve the use of margin, leverage, short sales and derivative instruments. Many Alternative Strategies and other Complex Strategies have no substantive restrictions on the types of investments that may be used. Examples of Alternative Strategies and other Complex Strategies include the following.

- Relative Value Strategies. Relative value strategies generally involve the purchase of traditional assets, such as stocks and bonds, and Non-Traditional Assets and the use of short sales and derivative instruments in an attempt to exploit price differences among securities that share similar economic or financial characteristics.
- Long/Short Strategies. Long/short strategies generally involve the purchase of securities believed to be undervalued and selling short securities believed to be overvalued. They may also involve the use of Non-Traditional Assets, leverage and derivative instruments.
- Market Neutral Strategies. Market neutral strategies generally involve the purchase of securities and selling securities short in similar dollar amounts in an attempt to produce returns



that are independent of general market performance. They may also involve the use of Non-Traditional Assets, leverage and derivative instruments.

- Statistical Arbitrage Strategies. Statistical Arbitrage is based on the theory that stocks have a tendency to return to a short-term trend line. This type of strategy typically involves the “systematic” or automated trading of securities based upon where a security is relative to its trend line.
- Convertible Arbitrage Strategies. Convertible arbitrage involves the purchase and short sale of multiple securities of the same company. The strategy is implemented by purchasing securities believed to be undervalued and selling short securities believed to be overvalued. Often, the strategy involves the purchase of a convertible bond issued by a company and selling short that company’s common stock. This strategy may involve the use of a wide range of derivative instruments.
- Fixed Income Arbitrage Strategies. Fixed income arbitrage strategies generally seek to profit from interest rate, credit spread and other arbitrage opportunities by investing in fixed income securities, interest rate instruments and derivative instruments.
- Capital Structure Arbitrage Strategies. Capital structure arbitrage generally involves investing in multiple levels of a single company’s capital structure, often taking long and short positions in a company’s debt or equity in order to capitalize on perceived mispricings resulting from market inefficiencies or different pricing assumptions. This type of strategy typically involves the use of derivatives and structured products.
- Absolute Return, Total Return and Real Return Strategies. Absolute return, total return and real return strategies generally involve the purchase of traditional assets, such as stocks and bonds, and Non-Traditional Assets in an attempt to generate performance that has low correlation to the major equity markets over a complete market cycle. They may also involve the use of derivative instruments.
- Event-Driven Strategies. Event-driven strategies generally involve the use of Non-Traditional Assets, short sales and derivative instruments in an attempt to seek arbitrage opportunities, particularly those triggered by corporate events (such as mergers, restructurings, and liquidations). These strategies typically involve the assessment of if, how and when an announced transaction will be completed.
- Merger Arbitrage/Special Situations Strategies. Merger arbitrage strategies involve the purchase and sale of securities of companies involved in corporate reorganizations and business combinations, such as mergers, exchange offers, cash tender offers, spin-offs, leveraged buy-outs, restructurings and liquidations. These strategies often involve short selling, options trading, and the use of other derivative instruments.
- Distressed Strategies. Distressed strategies generally involve the purchase of securities in companies that are in financial distress, or companies that are entering into or are already in bankruptcy. They may also involve the use of short sales and derivative instruments.
- Macro Strategies. Macro strategies generally involve the purchase of traditional assets, such as stocks and bonds, and Non-Traditional Assets and the use of short sales and derivative instruments in an attempt to profit from anticipated changes in securities markets, commodities markets, currency values, and/or interest rates.
- Discretionary and Systematic Trading Strategies. Discretionary trading strategies generally attempt to identify and capitalize on patterns or trends in the markets. Systematic trading strategies generally rely on computerized trading systems or models to identify and capitalize on those patterns or trends. These strategies often involve the use of Non-Traditional Assets, short sales, derivative instruments and significant leverage.
- Private Investment Strategies.
  - Private Equity Strategies. Private equity strategies generally involve purchasing stock or securities convertible into stock in private

transactions. Private equity strategies may invest in companies of all market capitalization ranges or may focus on any combination of specific capitalization ranges. They may also focus on companies in one or more economic industries or sectors or geographic regions. Some private equity strategies focus on companies that are newly formed, in financial distress or already in bankruptcy. The securities purchased are typically unregistered and illiquid. Private equity strategies may also involve the use of leverage.

- Private Debt or Private Credit Strategies. Private debt (also known as private credit) strategies invest in loans or debt instruments issued by companies in private transactions. The investments involved are typically unrated or rated below investment grade and are illiquid. Oftentimes, the interest rate paid by the companies is determined by a reference interest rate, such as the federal funds rate, which is periodically reset. These types of investments are sometimes referred to as floating rate corporate debt, floating rate loans or floating rate bank loans. Private debt strategies often involve the use of leverage and may involve investment in smaller capitalization, distressed or bankrupt companies.
- Leveraged Strategies. Leveraged strategies generally involve the use of Non-Traditional Assets, leverage, short sales and derivative instruments in an attempt to amplify returns or produce returns that are a multiple of a benchmark index.
- Inverse Strategies. Inverse strategies generally involve the use of Non-Traditional Assets, leverage, short sales and derivative instruments in an attempt to produce returns that are the opposite of a benchmark index.

*Alternative Strategies and other Complex Strategies are not appropriate for some clients because they are subject to special risks. See "Services, Fees and Compensation—Additional Program Information—Complex Strategies and Complex Investment Products" above and "Portfolio Manager Selection and Evaluation—Methods of Analysis, Investment Strategies and Risk of Loss—Principal Risks—Non-Traditional*

*Assets and Complex Strategies Risks" below for more information.*

#### *Asset Allocation Strategies*

Certain Programs, including the ALIGN, BairdNext Portfolios, PIM, Russell, Baird Equity Asset Management SAM Portfolios, Riverfront Managed Portfolios and UMA Programs, make available asset allocation strategies. Asset allocation strategies involve investing in one or more of the following categories of assets:

- the equity securities asset category, which is comprised of certain asset classes, such as, equity securities issued by: U.S. large cap growth companies; U.S. large cap value companies; U.S. large cap core companies; U.S. mid cap growth companies; U.S. mid cap value companies; U.S. mid cap core companies; U.S. small cap growth companies; U.S. small cap value companies; U.S. small cap core companies; foreign companies located in developed markets; foreign companies located in emerging markets; U.S. REITs; and foreign REITs;
- the fixed income securities asset category, which is comprised of certain asset classes, such as: short-term taxable bonds; intermediate term taxable bonds; long-term taxable bonds; short-term tax-exempt bonds; intermediate term tax-exempt bonds; long-term tax-exempt bonds; high yield fixed income securities; foreign fixed income securities; and broad fixed income securities;
- the Non-Traditional Assets category, which is comprised of certain asset classes, such as: commodities and commodity-linked instruments; and currencies and currency-linked instruments;
- the Alternative Investment Products category which is comprised of certain asset classes, such as: hedge funds, private equity funds and managed futures; and
- cash.

Asset allocation strategies have varying investment objectives, ranging from growth of capital to preservation of capital. Asset allocation strategies also have varying investment strategies. Some asset allocation strategies use

strategic investment strategies, which involve investing accounts in accordance with a predetermined target allocation to different asset classes. Some asset allocation strategies use tactical investing, which typically involves tactically and actively adjusting account allocations to different asset classes based upon the manager's perception of how those asset classes will perform in the short-term. Some asset allocation strategies involve the use of both strategic and tactical investment strategies, sometimes referred to as dynamic strategies.

Asset allocation strategies may be implemented using a variety of investment types, such as individual securities, mutual funds and ETPs. The amount allocated to an asset class or investment type varies by strategy, and some strategies may have little or no allocation to one or more asset classes or types of investments described above.

Baird uses its Capital Market Assumptions in developing its proprietary model asset allocation strategies, including those used in the ALIGN, BairdNext Portfolios and UMA Programs, and those used by some PIM Managers. In determining its Capital Market Assumptions, Baird conducts an analysis of different asset classes and the different levels of risk associated with those investments. That analysis involves the consideration of past performance and the use of forward-looking projections that are based upon certain assumptions made by Baird about how markets will perform in the future. There is no assurance that asset classes or markets will perform in accordance with Baird's projections or assumptions. For more information about Baird's Capital Market Assumptions, a client should contact the client's Financial Advisor.

Baird's most common asset allocation strategies are described below. A client should note that the specific investments in an Account following a particular asset allocation strategy could vary from the description below for a number of reasons, including market conditions.

All Growth Portfolio. An All Growth Portfolio typically seeks to provide growth of capital. Typically, an All Growth Portfolio will experience high fluctuations in annual returns and overall market value. Under normal market conditions, this strategy generally invests nearly all of its assets in equity securities. This strategy may also

invest in other asset classes, such as fixed income securities, Non-Traditional Assets and cash. This strategy may also invest in Alternative Investment Products or may involve the use of leverage, short sales and derivative instruments.

Capital Growth Portfolio. A Capital Growth Portfolio typically seeks to provide growth of capital. Typically, a Capital Growth Portfolio will experience moderately high fluctuations in annual returns and overall market value. Generally, under normal market conditions, this strategy will primarily invest in a mix of equity securities and fixed income securities, with a significantly higher allocation to equity securities. This strategy may also invest in other asset classes, such as Non-Traditional Assets and cash. This strategy may also invest in Alternative Investment Products or may involve the use of leverage, short sales and derivative instruments. Generally, under normal market conditions, this strategy will have a significantly higher allocation to equity securities than fixed income securities.

Growth with Income Portfolio. A Growth with Income Portfolio typically seeks to provide moderate growth of capital and some current income. Typically, a Growth with Income Portfolio will experience moderate fluctuations in annual returns and overall market value. Generally, under normal market conditions, this strategy will primarily invest in a mix of equity securities and fixed income securities, with a bias towards equity securities. This strategy may also invest in other asset classes, such as Non-Traditional Assets and cash. This strategy may also invest in Alternative Investment Products or may involve the use of leverage, short sales and derivative instruments. Generally, under normal market conditions, this strategy will have a slightly higher allocation to equity securities than fixed income securities.

Income with Growth Portfolio. An Income with Growth Portfolio typically seeks to provide current income and some growth of capital. Typically, an Income with Growth Portfolio will experience moderate fluctuations in annual returns and overall market value. Generally, under normal market conditions, this strategy will primarily invest in a mix of fixed income securities and equity securities, with a bias towards fixed income securities. This strategy may also invest in other asset classes, such as Non-Traditional Assets and cash. This strategy may also invest in Alternative Investment Products or may involve the use of

leverage, short sales and derivative instruments. Generally, under normal market conditions, this strategy will have a slightly higher allocation to fixed income securities than equity securities.

Conservative Income Portfolio. A Conservative Income Portfolio typically seeks to provide current income. Typically, a Conservative Income Portfolio will experience relatively small fluctuations in annual returns and overall market value. Generally, under normal market conditions, this strategy will primarily invest in a mix of fixed income securities, cash and equity securities, with a significantly higher allocation to fixed income securities. This strategy may also invest in other asset classes, such as Non-Traditional Assets. Generally, under normal market conditions, this strategy will have a significantly higher allocation to fixed income securities and cash than equity securities.

Capital Preservation Portfolio. A Capital Preservation Portfolio typically seeks to preserve capital while generating current income. Typically, a Capital Preservation Portfolio will experience relatively small fluctuations in annual returns and overall market value. Under normal market conditions, this strategy generally invests nearly all of its assets in a mix of fixed income securities and cash. This strategy may also invest in other asset classes, such as equity securities and Non-Traditional Assets.

Some ALIGN Programs, UMA Programs, Baird Financial Advisors and investment managers use asset allocation strategies that include target asset allocation percentages for equity and/or fixed income investments in the names or descriptions of the strategies (e.g., 80-20, 60-40, 40-60, 20-80, etc.). A client should note that those percentages are intended to be asset allocation targets only. There is no guarantee that Accounts following asset allocation strategies will be invested strictly in accordance with target asset allocations. It is likely that the actual investments in Accounts following those strategies will vary, sometimes significantly, from the target asset allocations and may include other asset classes due to market conditions and Baird's, the Financial Advisor's or investment manager's assessment of how to best invest a client's Accounts. See "Important Information about Implementation of Investment Objectives and Investment Strategies" below for more information.

For information about the risks associated with the asset allocation strategies described above, see the section of the Brochure entitled "Principal Risks—Risks Associated with Certain Investment Objectives and Asset Allocation Strategies" below.

*Important Information about Implementation of Investment Objectives and Investment Strategies*

A client should note that, to implement an investment strategy, a client's Financial Advisor or investment manager may use or recommend mutual funds, ETPs or other Investment Funds that primarily invest in particular types of securities instead of direct investment in those types of securities. A client should also note that the client's Financial Advisor or investment manager may use a strategy not described above or they may use a strategy with the same or similar name that is implemented differently. A client should ask the client's Financial Advisor or investment manager for more specific information about the strategy being used for the client's Account.

A client's Account is subject to the risks associated with the Account's particular strategies and investments. A client should review the risks associated with those strategies and investments described under the heading "Principal Risks" below.

*From time to time, the client's Financial Advisor or investment manager will invest the client's Account, or recommend that the client invest the Account, in a manner that is inconsistent with the investment strategy or investment objective selected by the client for the Account when the client's Financial Advisor or investment manager determines that it is appropriate to do so, such as using defensive strategies in response to adverse market or other conditions or engaging in tax management. Similarly, a client's Account may be invested in a manner inconsistent with the investment strategy or investment objective selected by the client for the Account in certain other circumstances, such as when the client's Account is transitioning to a new Program, investment objective or investment strategy, or due to other factors, such as market appreciation or depreciation of the assets in the client's Account, deposits and withdrawals made by the client, and investment restrictions, if any, imposed by the client. A client's Account may not be able to achieve its investment objectives*

*during any such period of time and the Account may be subject to different or enhanced risks than would be the case had the Account been invested in a manner wholly consistent with the investment objective or investment strategy selected by the client. Clients are encouraged to discuss with their Financial Advisor on a regular basis how the Account is being managed or advised and whether any such conditions exist.*

### Methods of Analysis

Baird, its PWM home office investment professionals, and its Financial Advisors may use various forms of security analyses, including the following:

- **Fundamental Analysis.** Fundamental analysis involves an approach to investing through a detailed analysis of specific companies, such as their financial statements and financial ratios, management, competitive advantages and markets, in an attempt to determine the value of an investment. Fundamental analysis may include qualitative and quantitative analyses.
- **Qualitative Analysis.** Qualitative analysis involves the use of subjective judgment to analyze factors that may be difficult to quantify or measure objectively. As it pertains to managers and investment products, qualitative analysis may include review of the background and experience of a manager or a mutual fund company.
- **Quantitative Analysis.** Quantitative analysis is a method of evaluating securities by analyzing a large amount of data through the use of algorithms or models in an attempt to understand behavior, predict market events, market prices, etc., and generate an investment decision. As it pertains to managers and investment products, quantitative analysis may include review of manager performance, investment style, style consistency, risk, and risk-adjusted performance.
- **Technical Analysis.** Technical analysis is a method of analyzing past price and volume patterns and trends in the trading markets to attempt to predict the direction of both the overall market and specific investments.

Baird, its PWM home office investment professionals, and its Financial Advisors use

various third party research information and related tools to provide investment advice to clients. These sources of information and tools may include, among others, issuer-supplied literature (such as annual reports, press releases and other information) and external market, economic, financial and investment data and analyses provided by organizations not affiliated with Baird. They may also employ the use of computers and third party software to more readily display information, assist with the evaluation and analysis, and create asset allocation recommendations. Although they generally use information and tools that Baird deems reliable, Baird does not independently verify or guarantee the accuracy of the information or tools used.

Baird and its Financial Advisors may also utilize research reports created by Baird. However, it should be noted that Baird Financial Advisors are not obligated to act in a manner consistent with Baird research reports and they may act in a manner that is contrary to those reports if they deem it to be consistent with the client's investment objectives and in the client's best interest.

When providing investment advice to clients, Baird Financial Advisors may also use the model portfolios or recommended or eligible product lists (described below) made available by Baird's Asset Manager Research Department or other Baird departments, or they may use investment products that Baird has generally deemed to be "available" for use in its advisory programs ("Available Investment Products"). The level of initial and ongoing evaluation, monitoring and review that Baird and its Financial Advisors perform on managers and on investment products varies. Available Investment Products generally do not receive the same level of initial or ongoing evaluation, monitoring or review by Baird as those managers or products that are included in a model portfolio or on a recommended or eligible product list. As a result, Available Investment Products are subject to certain risks. See "Portfolio Manager Selection and Evaluation—Methods of Analysis, Investment Strategies and Risk of Loss—Principal Risks—Available Investment Product Risks" below for more information.

More specific information about Baird model portfolios, recommended lists and eligible product



lists is provided below. A client should note that investment products recommended to the client or selected for the client's Account, including investment managers or products included on a Baird recommended or eligible product list, are those which, in Baird's professional judgment, may be appropriate to help the client pursue the client's financial goals. Baird and its Financial Advisors do not represent or guarantee that such investment managers or products are or will be the best investment managers or products available.

Under certain circumstances when requested by a client, Baird may allow a client to select a manager or investment product that is not on a Baird recommended or eligible product list or that is generally not made available to Baird clients. A client should note that Baird does not provide any initial or ongoing evaluation, monitoring or review of any such managers or investment products and that the client's decision to select such a manager or investment product is based solely upon the client's review of the manager or investment product.

#### *Certain Model Portfolios*

Baird Recommended Portfolio. The Baird Recommended Portfolio, which is managed by Baird's PWM Equity Research team, seeks to outperform the S&P 500 Index by investing in a diversified core portfolio of 35–50 stocks. The portfolio invests primarily in stocks with market capitalization greater than or equal to \$10 billion (large cap). The portfolio may also contain stocks with market caps below \$10 billion but these stocks generally will not represent more than 35% of the total portfolio. The team's top-down investment approach begins with macroeconomic and market outlooks from Baird's Investment Strategy team. This information is used to underweight or overweight particular industry sectors compared to the S&P 500 Index. Individual stocks are selected with an emphasis on higher quality companies that the team believes have strong fundamental characteristics and management teams, attractive growth prospects, and reasonable price-appreciation expectations. Each stock selected is assigned a weighting as a percentage of the portfolio. No single company stock will comprise more than the greater of 5% of the portfolio or 1.5 times the stock's market weight in the S&P 500 index. Stocks can be sold or positions reduced for a

variety of reasons such as valuation, a change in company or industry fundamentals, or a change in industry sector weighting. The Portfolio is intended as a long-term investment strategy.

Baird Rising Dividend Portfolio. The Baird Rising Dividend Portfolio, which is managed by Baird's PWM Equity Research team, seeks to provide a core equity strategy with a portfolio yield above that of the S&P 500 Index. The team's top-down investment approach begins with macroeconomic and market outlooks from Baird's Investment Strategy team. The 30–50 stocks in the portfolio are primarily large cap stocks—as defined by a market capitalization of \$10 billion or greater at the time of investment—and all are above \$5 billion at the time of investment. The team looks for quality companies with strong fundamental characteristics and management, attractive dividend yields, and the ability to increase their dividends. Companies are screened for dividend history and consistency, earnings growth expectations, and balance sheet quality. Each stock selected is assigned a weighting as a percentage of the portfolio. No single company stock will comprise more than the greater of 5% of the portfolio or 1.5 times the stock's market weight in the S&P 500 index. A position can be reduced or removed due to changes in valuation, company fundamentals or the perceived ability to continue to raise its dividend in the future—among a variety of other potential reasons for portfolio changes including a change in industry sector weighting. The Portfolio is intended as a long-term investment strategy.

AQA Portfolios. Baird makes available to clients certain Automated Quantitative Analysis ("AQA") Portfolios. AQA is an analytical tool that seeks to identify stocks of companies that are undervalued by calculating the intrinsic values for the stocks and comparing the calculated values to current market prices. Focusing on a company's past financial performance, AQA analyzes fundamental ratios and trends of the most recent eight-year history of a company and each company in its peer group, excluding estimates of future balance sheet and income statement performance. The analysis is quantitative and ignores certain qualitative information such as company-specific material news and events. Stocks are ranked from the most undervalued to the most overvalued based on the difference between the values calculated by AQA and current market prices. The stocks identified by AQA as being the

most undervalued are then selected for investment. Baird offers the following four (4) AQA Portfolio strategies, each of which invest in undervalued stocks identified using AQA, excluding securities issued by banks, REITS and insurance companies: (1) the AQA All Cap Strategy, which primarily invests in stocks across market capitalizations, generally those included in the S&P 500®, S&P MidCap 400® or S&P SmallCap 600® Indices; (2) the AQA Large Cap Strategy, which primarily invests in large cap stocks, generally those included in the S&P 500® Index; (3) the AQA Mid Cap Strategy, which primarily invests in mid cap stocks, generally those included in the S&P MidCap 400® Index; and (4) the AQA Small Cap Strategy, which primarily invests in small cap stocks, generally those included in the S&P SmallCap 600® Index.

**Baird Trust Strategies.** Baird makes available to clients five (5) portfolio strategies developed and maintained by Baird Trust ("Baird Trust Strategies") described below. The Baird Trust Strategies invest in a mix of equity securities and ETFs.

- (1) The Baird Trust Large Cap Equity strategy invests in a fairly concentrated portfolio of large cap equity securities. This strategy is intended for clients seeking investment in large cap companies as one part of their overall asset allocation. This strategy is generally not intended to be a complete investment program.
- (2) The Baird Trust Core + Satellite 100 strategy is a diversified portfolio with a 100% target equity allocation. The strategy uses the Baird Trust Large Cap Equity strategy as the core allocation of the portfolio while providing exposure to satellite asset classes (such as mid cap and small cap companies) through the use of ETFs that principally invest in equity securities. This model does not include fixed income.
- (3) The Baird Trust Core + Satellite 70/30 strategy utilizes the Baird Trust Large Cap Equity strategy as the core allocation of the portfolio while providing exposure to satellite asset classes (such as mid cap and small cap companies) and fixed income securities through the use of ETFs that

principally invest in equity securities and fixed income securities. This strategy has a target allocation of 70% of its assets to equity securities and 30% of its assets to fixed income securities.

- (4) The Baird Trust Core + Satellite 50/50 strategy utilizes the Baird Trust Large Cap Equity strategy as the core allocation portion of the portfolio while providing exposure to satellite asset classes (such as mid cap and small cap companies) and fixed income securities through the use of ETFs that principally invest in equity securities and fixed income securities. This strategy has a target allocation of 50% of its assets to equity securities and 50% of its assets to fixed income securities.
- (5) The Baird Trust Equity Income strategy primarily invests in dividend paying companies that Baird Trust believes have the ability to consistently grow their dividend at attractive rates over the long-term.

**Baird Trust Custom Portfolio Management.** Baird makes available to clients Baird Trust Custom Portfolio Management<sup>SM</sup>, which offers clients a customized approach to investing and the ability to work directly with an in-house Baird Trust Portfolio Manager. A client's Baird Trust Portfolio Manager and Financial Advisor will work closely with a client to develop a diversified, customized investment portfolio, managed to fit a client's specific needs. The Baird Trust Portfolio Manager will determine the investments for a client's Account based on a comprehensive assessment process that includes the client's investment objective, time horizon, financial situation, and special circumstances. Once the assessment is complete, a client's portfolio construction begins. Baird Trust Custom Portfolio Management accounts typically invest in a mix of equity securities, fixed income securities, mutual funds and ETFs, depending upon the needs of a particular client. Baird Trust Custom Portfolio Management is offered through the BSN Program.

#### *Certain Recommended Lists*

**Baird's Recommended Managers List.** When selecting managers and BRM Strategies for Baird's Recommended Managers List, Baird seeks registered investment advisory firms having

portfolio managers with academic credentials such as a master's degree or participation or completion of the Chartered Financial Analyst ("CFA") program. Baird also looks for a portfolio manager with greater than three (3) years of investment experience focusing on the particular investment style that is offered by the portfolio manager. Baird generally looks for portfolio managers that have demonstrated success, that have performance histories showing sufficient ability to achieve returns in excess of their respective benchmarks, and that have investment processes, infrastructure, personnel and other resources satisfactory to Baird. Baird also considers other qualitative and quantitative factors.

Baird's Asset Manager Research Department is primarily responsible for selecting and evaluating investment managers included on Baird's Recommended Managers List. In selecting investment managers, Baird's Asset Manager Research Department utilizes quantitative and qualitative measures to evaluate managers based on the:

- quality and stability of their organization
- soundness and clarity of their investment philosophy
- reliability and consistency of their investment process
- competitiveness of their investment performance

Baird's Asset Manager Research Department may also employ the use of computers and third party software to more readily display information and assist with the evaluation and analysis.

Baird's initial screening process begins with a proprietary, multi-factor model that evaluates managers on different factors including risk-adjusted performance, consistency of returns and downside protection. These factors are scored over various time periods and relative to a specific peer group universe, narrowing the pool of managers for further evaluation. Baird's Asset Manager Research Department then performs a more in-depth evaluation of managers that are identified through the initial screening process, which generally includes a review of the following factors: stability of the firm/team, the robustness and repeatability of the investment process, the

portfolio's past returns pattern and tax-efficiency, and how the manager adds value. The final determination of Baird's Recommended Managers List is subject to the approval of Baird's Investment Committee.

Ongoing manager evaluation generally includes quarterly conference calls, performance attribution and periodic onsite visits. Material adverse changes affecting a manager may result in the manager being placed on Baird's "watch" list. Managers on the watch list are scrutinized to see if improvement or degradation is taking place. Potential causes for removal from Baird's Recommended Managers List include fundamental changes in the operations of the manager, turnover in key personnel, substantial changes in management or ownership, a change in investment philosophy or style, significant drift from stated objectives, major legal, regulatory or compliance difficulties, impairment of financial condition, sustained underperformance in relation to its peers, or other adverse changes affecting the manager that in Baird's opinion warrants the manager's removal.

If a Model-Traded BRM Strategy is selected for a client's Account, it is important to note that Baird's selection and ongoing evaluation of a BRM Strategy is based upon an assumption that the Recommended Manager's Model Portfolio will be fully and faithfully implemented by the Overlay Manager or Implementation Manager on a continuous basis. A client should understand that the Overlay Manager or Implementation Manager has discretion over the client's Account and may invest the client's Account in a manner that differs from the Model Portfolio. Baird does not monitor the Account's performance nor does it ascertain whether the Overlay Manager or Implementation Manager is implementing the Model Portfolio as provided by the Recommended Manager. If the Overlay Manager or Implementation Manager, in the exercise of its discretion, decides to implement the Model Portfolio differently, the performance of a client's Account could be negatively impacted. Baird is not monitoring, evaluating or reviewing the Overlay Manager or Implementation Manager or the performance of a client's Account under those circumstances.

Certain investment strategies offered by Baird Equity Asset Management have been selected by Baird for inclusion on Baird's Recommended Managers List. This presents a conflict of interest.

However, the criteria used by Baird in deciding to select affiliated managers for Baird's Recommended Managers List are the same as those used for unaffiliated managers.

**Baird's Recommended Mutual Fund List.** Baird's Recommended Mutual Fund List is designed to include mutual funds across numerous asset classes. When selecting funds for inclusion on the List, Baird generally seeks mutual funds that have investment managers with tenure of at least three (3) years and have underlying investments that adhere to the fund's market capitalization policy and are consistent with the manager's stated investment process and philosophy. Baird generally looks for funds that are among the top-performing funds in a style category in terms of risk-adjusted returns or that are managed by individuals or firms that have demonstrated success in other, related asset classes; that have performance histories showing sufficient ability to achieve returns in excess of their respective style index; and that have investment processes, infrastructure, personnel and other resources satisfactory to Baird. Baird's Asset Manager Research Department is primarily responsible for assisting with selecting and evaluating mutual funds included on the List. In selecting funds, Baird's Asset Manager Research Department utilizes a quantitative and qualitative evaluation process of the investment managers of such funds. The process Baird uses for selecting and removing funds for the Baird Recommended Fund List is similar to the process Baird uses to select and remove BRM Strategies described under "Baird's Recommended Managers List" above. Baird's Investment Committee is ultimately responsible for selecting funds included on the List. The Baird Aggregate Bond Fund, Baird Quality Intermediate Municipal Bond Fund, Baird Short-Term Bond Fund, and Baird MidCap Fund, mutual funds affiliated with Baird, have been selected by Baird for inclusion in Baird's Recommended Mutual Fund List. This presents a conflict of interest. However, the criteria used by Baird in deciding to select affiliated mutual funds for Baird's Recommended Mutual Fund List are the same as those used for unaffiliated mutual funds.

**Baird's Recommended Funds of Hedge Fund List.** Baird's Recommended Funds of Hedge Fund List contains a variety of funds of hedge funds ("FOHFs") that pursue various Alternative Strategies or other Complex Strategies. Some

FOHFs primarily use credit-oriented investment strategies, which Baird classifies as fixed income diversifiers. Some FOHFs primarily use equity-oriented investment strategies, and classified as equity diversifiers. Other FOHFs use a combination of credit- and equity-oriented strategies, which Baird views as balanced diversifiers. In certain circumstances, FOHFs may be an appropriate substitute for part of a client's allocation to traditional high yield fixed income or equity investments.

To be added to Baird's Recommended FOHF List, a FOHF must generally meet the following requirements: Registered as an Investment Adviser under the Investment Advisers Act of 1940, stable to growing assets under management as determined by Baird, principals with an appropriate level of hedge fund management experience and network of contacts in the industry according to Baird, adequate diversification by number of hedge funds and type of hedge fund strategy in Baird's opinion, effective risk management, and reputable service providers (e.g., auditor, administrator, and legal counsel). Baird also seeks FOHFs that it believes possess one or more unique attributes that may lead to favorable performance relative to their peers going forward.

Before adding a prospective FOHF to the List, Baird's Asset Manager Research Department conducts an in-depth due diligence process. The process begins with a review of the FOHF's responses to a due diligence questionnaire and of marketing and legal documents (e.g., subscription documentation, limited partnership agreement, and offering memorandum, and the adviser's Form ADV Part 2A Brochures). This is followed by an onsite review, where Baird meets with one or more principals and analysts to assess how the FOHF identifies, hires, monitors, and terminates individual hedge funds. Baird also evaluates how the FOHF constructs its hedge fund portfolio and manages risk. In addition, Baird undertakes a brief review of the FOHF's third party service providers. At the conclusion of the onsite review, an investment thesis is presented to and discussed with a Baird Investment Committee. The Committee votes on whether to add the FOHF to Baird's Recommended Funds of Hedge Fund List. In making that determination, the Committee considers the information presented, taking into account the merits of the individual FOHF, how that FOHF compares to other FOHFs

that Baird offers, and the level of expected demand for the particular FOHF.

After a FOHF is added to Baird's Recommended Funds of Hedge Fund List, it is monitored each quarter, and subsequent onsite reviews periodically take place. As part of its quarterly monitoring, Baird evaluates a FOHF's assets under management and flows (subscriptions and redemptions), organizational changes (e.g., personnel changes or new offerings), recent changes made to the FOHF portfolio (e.g., hedge funds added or removed), and reasons for performance differences between the FOHF and its benchmark. Subsequent onsite reviews are similar in nature and scope to the initial on-site review.

Baird may place a FOHF on "Watch" status if it has experienced a material event that, in Baird's opinion, may negatively affect the FOHF's performance going forward or possibly lead to the departure of an important member(s) of the FOHF. Examples include a large decline in assets under management, high rate of redemptions, notable change in the investment or compliance teams, weakening performance, or regulatory problems. Any firm that is placed on Watch is evaluated more closely to determine if the problem is likely to be temporary or long-term, and whether it can be remedied. Baird will remove a FOHF from Watch and return it to active status if, in Baird's opinion, the problem has been or is in process of being adequately addressed. However, Baird will terminate a FOHF from the List if it believes the issue is likely to be long-term and adversely affect the FOHF's future performance.

Baird's Recommended Private Debt Funds List. Baird's Recommended Private Debt Fund List contains private debt funds (also known as private credit funds) that pursue certain Alternative Strategies or other Complex Strategies. Private debt funds primarily pursue private debt strategies described above. In certain circumstances, private debt funds may be an appropriate substitute for part of a client's allocation to traditional high yield fixed income or equity investments.

To be added to Baird's Recommended Private Debt Fund List, a private debt fund must generally meet the following requirements:

Investment advisor registration under the Investment Advisers Act of 1940, stable to growing assets under management as determined by Baird, principals with an appropriate level of private debt management (including workout) experience and network of contacts in the industry according to Baird, effective risk management, and reputable service providers (e.g., auditor, administrator, and legal counsel). Baird also seeks private debt funds that it believes possess one or more unique attributes that may lead to favorable performance relative to their peers going forward.

Before adding a prospective private debt fund to the List, Baird's Asset Manager Research Department conducts an in-depth due diligence process. The process begins with a review of the private debt fund's responses to a due diligence questionnaire and of marketing and legal documents (e.g., subscription documentation, limited partnership agreement, offering memorandum, and the adviser's Form ADV Part 2A Brochures). This is followed by an onsite review, where Baird meets with one or more principals and analysts to assess how the private debt fund makes investment and liquidation decisions. Baird also evaluates how the private debt fund constructs its portfolio and manages risk. In addition, Baird undertakes a brief review of the private debt fund's third-party service providers. At the conclusion of the onsite review, an investment thesis is presented to and discussed with a Baird Investment Committee. The Committee votes on whether to add the private debt fund to Baird's Recommended Private Debt Fund List. In making that determination, the Committee considers the information presented, taking into account the merits of the individual private debt fund, how that private debt fund compares to other private debt funds that Baird offers, and the level of expected demand for the particular private debt fund.

After a private debt fund is added to Baird's Recommended Private Debt Fund List, it is monitored each quarter, and subsequent onsite reviews periodically take place. As part of its quarterly monitoring, Baird evaluates a private debt fund's assets under management and flows (subscriptions and redemptions), organizational changes (e.g., personnel changes or new offerings), recent changes made to the private debt fund portfolio, and reasons for performance differences between the private debt fund and its



benchmark. Subsequent onsite reviews are similar in nature and scope to the initial on-site review.

Baird may place a private debt fund on "Watch" status if it has experienced a material event that, in Baird's opinion, may negatively affect the private debt fund's performance going forward or possibly lead to the departure of an important member(s) of the private debt fund. Examples include a large decline in assets under management, high rate of redemptions, notable change in the investment or compliance teams, weakening performance, or regulatory problems. Any firm that is placed on Watch is evaluated more closely to determine if the problem is likely to be temporary or long-term, and whether it can be remedied. Baird will remove a private debt fund from Watch and return it to active status if, in Baird's opinion, the problem has been or is in process of being adequately addressed. However, Baird will terminate a private debt fund from the List if it believes the issue is likely to be long-term and adversely affect the private debt fund's future performance.

#### *Certain Eligible Product Lists*

Baird's ETP Short List. Baird's ETP Short List is designed to encompass numerous asset classes and varied investment objectives. Baird generally seeks to include ETPs with transparent, experienced sponsors that have stable or growing assets under management and have demonstrated consistent strategy performance over time. Baird tends to favor ETPs that have well-known, diversified benchmark indices, lower fees and tracking errors, and higher trading liquidity relative to other ETPs. Inclusion on or exclusion from the Baird ETP Short List is not meant to be a buy or sell recommendation. Rather, the List is a collection of ETPs that may be appropriate to meet particular client investment goals.

Managed Futures. Effective March 1, 2018, Baird ceased maintaining an official list of managed futures funds that are structured as limited partnerships. Therefore, Baird does not, and will not in the future, provide any evaluation, monitoring or review of those funds or their sponsors. A client's decision to invest in, or to maintain an investment in, a managed futures fund is based solely upon the client's own review and evaluation of the fund.

Structured Products. When determining whether to make a structured product available to Baird clients, Baird reviews the offering documents for the structured product and considers: the size of the issuer and issuer's credit rating, the maturity of the product, how interest is calculated, the underlying asset category (e.g., a basket of securities or currencies or a market index), applicable caps, barriers, and participation rate, and whether the structured product has principal protection.

Baird tends to favor larger-sized issuers of structured products over smaller-sized issuers and also tends to favor structured products that have shorter maturities, less complex payout structures, underlying assets that are more liquid or transparent, and offer full or partial principal protection. If a product does not offer full principal protection, Baird also considers how much principal is exposed to loss, whether, in Baird's judgment, there is reasonable risk/reward trade-off for that exposure, as well as the events that could trigger loss of principal and Baird's belief as to the likelihood of the occurrence of such events.

Baird's Investment Solutions Department is primarily responsible for selecting and evaluating structured products made available to clients under the Programs. Baird's Alternative Investment Committee, which includes members of Baird's Investment Solutions, Asset Manager Research, Compliance, Legal, and Risk Management Departments, ultimately determines whether to make a structured product available to Baird clients.

Hedge Funds. Baird makes hedge funds available to clients in certain Programs, including hedge funds sponsored by, affiliated with or offered by Capital Integration Systems LLC or CAIS Capital LLC ("CAIS"). An independent third-party research firm provides research and due diligence materials to Baird on the hedge funds available on the CAIS platform ("CAIS Hedge Funds"). Clients interested in a CAIS Hedge Fund or invested in a CAIS Hedge Fund may obtain those research and due diligence materials from Baird upon request. Clients should note that Baird solely relies upon the independent third-party research firm to provide an independent analysis of each CAIS Hedge Fund, Baird does not conduct its own research or due diligence on any CAIS Hedge Fund, and Baird does not verify the accuracy of

the information contained in the research and due diligence materials. Clients should also note that neither Baird nor any other third party provides any initial or ongoing evaluation, monitoring or review of hedge funds not offered through the CAIS platform.

Private Equity Funds and Funds of Private Equity Funds. Baird makes available to clients private equity funds affiliated with Baird and private equity funds and funds of private equity funds that are not affiliated with Baird.

When making unaffiliated private equity funds or funds of private equity funds available to its clients, Baird generally seeks to identify fund or fund of private equity fund products that have the following traits: a management firm that is registered with the SEC as an investment adviser; stable or growing assets under management; a well-diversified portfolio; and reputable service providers (e.g., auditor, administrator, legal counsel and custodian). In addition, Baird looks for fund and fund of private equity fund products that offer strategies that Baird believes may be suitable for Baird clients. Baird also considers the fund's principals' experience managing a fund and whether they have a network of contacts in the industry.

Baird's Investment Solutions Department along with the Asset Manager Research Department are primarily responsible for selecting and evaluating the unaffiliated private equity funds and funds of private equity funds made available to clients under the Programs. Baird's initial evaluation of an unaffiliated private equity fund or fund of private equity product and its sponsor includes a review of a questionnaire and legal documents (e.g., subscription documents and agreements, disclosure documents, and offering materials) and a meeting with key personnel in person or via telephone. Baird's Product Strategy Committee determines whether to make a fund of private equity funds product available to Baird clients.

Baird generally monitors unaffiliated funds and fund of private equity funds made available to Baird clients on an annual basis through the use of a questionnaire that focuses primarily on the following factors: investments made or distributions, assets under management, organizational changes (e.g., personnel changes), changes made (e.g., investment strategies or

process), and reasons for the fund's recent performance. In addition, Baird conducts subsequent onsite reviews of each sponsor on a periodic basis when deemed necessary by Baird.

Baird may discontinue making a specific unaffiliated private equity fund or fund of private equity fund available for new investments if it experiences a notable change in investment or key personnel, or regulatory problems.

*Baird does not subject private equity funds affiliated with Baird to the criteria imposed upon unaffiliated private equity funds described above when making them available to clients, and Baird does not perform any evaluation, monitoring or review of the private equity funds affiliated with Baird. This presents a potential conflict of interest. See "Additional Information—Other Financial Industry Activities and Affiliations—Certain Affiliations—Affiliated Private Equity Funds" below.*

Private Debt Funds. In addition to Recommended Private Debt Funds, Baird makes private debt funds available to clients in certain Programs sponsored by, affiliated with or offered by CAIS. An independent third-party research firm provides research and due diligence materials to Baird on the private debt funds available on the CAIS platform ("Available Private Debt Funds"). Clients interested in an Available Private Debt Fund or invested in an Available Private Debt Fund may obtain those research and due diligence materials from Baird upon request. Clients should note that Baird solely relies upon the independent third-party research firm to provide an independent analysis of each Available Private Debt Fund, Baird does not conduct its own research or due diligence on any Available Private Debt Fund, and Baird does not verify the accuracy of the information contained in the research and due diligence materials.

More specific information about the particular investment strategies and methods of analysis that Baird uses in connection with each Program is further described below.

### **ALIGN Programs**

The ALIGN Programs offer model asset allocation portfolios that have varying investment objectives and strategies. Each ALIGN Portfolio provides for specific levels of investment (or allocation) across

the asset classes described under the heading “Investment Strategies—Asset Allocation Strategies” above.

Each ALIGN Portfolio generally uses mutual funds and ETPs, primarily ETFs and ETNs, in order to implement the model asset allocation strategy. Depending on the ALIGN Portfolio chosen, the ALIGN Portfolio may consist of mutual funds and ETFs that have various investment objectives and strategies, including but not limited to, the following: large cap, mid cap and small cap strategies (which may include value, growth or core strategies); short-term, intermediate-term and long-term fixed income strategies (which may include high yield corporate bond strategies); balanced strategies; international and global equity and fixed income strategies; real estate strategies; commodities strategies; currency strategies; and Alternative Strategies. For additional information regarding the characteristics of the mutual funds and ETPs used in an ALIGN Portfolio, clients should contact their Baird Financial Advisor or review the applicable prospectus.

The amount allocated to each asset class and type of investment varies by Portfolio. However, some Portfolios may have little or no allocation to one or more asset classes or types of investments described above.

More specific information about how Baird develops its asset allocation strategies is contained under the heading “Investment Strategies—Asset Allocation Strategies” above.

#### *ALIGN Custom Portfolios Program*

ALIGN Custom Portfolios involve the use of various different investment strategies because they are customized for each client. A client’s particular investment strategy is typically determined by the client in consultation with the client’s Financial Advisor. Certain mutual funds and ETPs are available to clients to pursue an investment objective or implement a customized asset allocation strategy. The process Baird uses for selecting and removing mutual funds and ETPs for the ALIGN Custom Portfolios Program is substantially similar to the process Baird uses to select and remove mutual funds and ETPs in connection with the ALIGN Strategic Portfolios Program described under the heading “ALIGN Strategic Portfolios” below. The mutual funds and

ETPs that are available for use in connection with the ALIGN Custom Portfolios Program may include funds included on Baird’s Recommended Mutual Fund List and funds affiliated with Baird. A client should ask the client’s Financial Advisor for additional information about the investment styles, philosophies, strategies, analyses and techniques the Financial Advisor will use in order to meet the client’s objectives.

#### *ALIGN Strategic Portfolios Program*

The ALIGN Strategic Portfolios Program offers model portfolios that have different investment objectives and use different strategic investment strategies. The ALIGN Strategic Portfolios Program generally accommodates both taxable and tax-exempt accounts of clients with differing investment objectives and risk tolerances.

The ALIGN Strategic Portfolios include active, indexed and hybrid options. Active ALIGN Strategic Portfolios primarily consist of actively managed mutual funds; indexed ALIGN Strategic Portfolios primarily consist of mutual funds and passive ETFs that are designed to replicate the performance of different market indices; and hybrid ALIGN Strategic Portfolios primarily consist of both actively managed mutual funds and passive ETFs. Multiple funds may be used for a particular asset class (referred to as a “sleeve”).

*Clients should note that indexed ALIGN Strategic Portfolio investment strategies are closed to new client accounts, although client accounts currently pursuing those strategies may continue to do so.*

Some ALIGN Strategic Portfolios are designed for certain Retirement Accounts. Those Portfolios offer the ability to invest in either actively managed mutual funds or passively managed ETFs.

Some ALIGN Strategic Portfolios invest a material portion of assets in mutual funds and ETFs that pursue Alternative Strategies designed to provide absolute return. Those strategies generally involve the purchase of traditional assets, such as stocks and bonds, and Non-Traditional Assets and the use of derivative instruments in an attempt to generate performance that has low correlation to the major equity markets over a complete market cycle.

Some ALIGN Strategic Portfolio Strategies invest a material portion of assets in mutual funds and ETFs that focus on investments that provide diversified yield or sources of income, such as dividend-paying stocks, preferred stocks, high yield bonds, foreign (including emerging markets) fixed income securities, Non-Traditional Assets, Alternative Investment Products and derivative instruments.

The ALIGN Strategic Portfolios Program offers “environmental, social and governance” (“ESG”) portfolios, which focus investments in mutual funds and ETFs with investment managers that evaluate portfolio companies’ performance on various environmental, social and corporate governance criteria as part of the managers’ investment process. The particular environmental, social and governance criteria used by mutual funds and ETFs vary by mutual fund and ETF and are determined by the manager for the applicable mutual fund or ETF and not Baird. How each company performs with respect to those criteria is a matter of subjective judgement. It is possible managers could come to different conclusions about how a particular company performs with respect to the same environmental, social and governance criteria.

Generally, under normal market conditions, the equity security allocation of each ALIGN Strategic Portfolio is designed to be global in nature and attempts to be diversified across countries, industry sectors and company capitalization sizes, with an objective to participate in the total return potential of the global stock markets. The fixed income allocation is also normally global in nature and diversified across credit quality and maturity. The Non-Traditional Asset and Alternative Investment Product allocations provide diversification and are intended to reduce correlation to U.S. stock and bond markets.

The ALIGN Strategic Portfolios are described below.

ALIGN Strategic All Growth Portfolio. The ALIGN Strategic All Growth Portfolio seeks to provide aggressive growth of capital. Under normal market conditions, this Portfolio generally invests nearly all of its assets in mutual funds that in turn principally invest in equity securities. This Portfolio may also invest in other asset classes described above, including fixed income

securities, Non-Traditional Assets, Alternative Investment Products and cash. This Portfolio has the same risk profile as an All Growth Portfolio.

ALIGN Strategic All Growth Hybrid Portfolio. The ALIGN Strategic All Growth Hybrid Portfolio has the same objective, underlying investments, target allocations and risk profile as the ALIGN Strategic All Growth Portfolio described above, except that this Portfolio also includes investments in passively managed ETFs in addition to actively managed mutual funds.

ALIGN Strategic All Growth (Absolute Return) Portfolio. The ALIGN Strategic All Growth (Absolute Return) Portfolio seeks to provide aggressive growth of capital. Under normal market conditions, this Portfolio primarily invests its assets in mutual funds that in turn principally invest in equity securities. A material portion of this Portfolio will normally seek to provide absolute return by investing in Alternative Investment Products, primarily mutual funds, that pursue that strategy. This may involve material exposure to Non-Traditional Assets, leverage, short sales, and derivative instruments. This Portfolio may also invest in other asset classes described above, including fixed income securities, Non-Traditional Assets, other Alternative Investment Products and cash. This Portfolio has the same risk profile as an All Growth Portfolio.

ALIGN Strategic All Growth Hybrid (Absolute Return) Portfolio. The ALIGN Strategic All Growth Hybrid (Absolute Return) Portfolio has the same objective, underlying investments, target allocations and risk profile as the ALIGN Strategic All Growth (Absolute Return) Portfolio described above, except that this Portfolio also includes investments in passively managed ETFs in addition to actively managed mutual funds.

ALIGN Strategic Capital Growth Portfolio. The ALIGN Strategic Capital Growth Portfolio seeks to provide growth of capital. Under normal market conditions, this Portfolio primarily invests its assets in mutual funds that in turn principally invest in equity securities or fixed income securities. This Portfolio normally will have a significantly higher underlying asset allocation to equity securities than fixed income securities. This Portfolio may also invest in other asset classes described above, including Non-Traditional Assets,

Alternative Investment Products and cash. This Portfolio has the same risk profile as a Capital Growth Portfolio.

ALIGN Strategic Capital Growth Hybrid Portfolio. The ALIGN Strategic Capital Growth Hybrid Portfolio has the same objective, underlying investments, target allocations and risk profile as the ALIGN Strategic Capital Growth Portfolio described above, except that this Portfolio also includes investments in passively managed ETFs in addition to actively managed mutual funds.

ALIGN Strategic Capital Growth (Tax Exempt) Portfolio. The ALIGN Strategic Capital Growth (Tax Exempt) Portfolio has the same objective, underlying investments, target allocations and risk profile as the ALIGN Strategic Capital Growth Portfolio described above, except that this Portfolio primarily invests its fixed income allocation in actively managed mutual funds that in turn principally invest in municipal securities.

ALIGN Strategic Capital Growth Hybrid (Tax Exempt) Portfolio. The ALIGN Strategic Capital Growth Hybrid (Tax Exempt) Portfolio has the same objective, underlying investments, target allocations and risk profile as the ALIGN Strategic Capital Growth Portfolio described above, except that this Portfolio: (1) includes investments in passively managed ETFs in addition to actively managed mutual funds; and (2) primarily invests its fixed income allocation in actively managed mutual funds and ETFs that in turn principally invest in municipal securities.

ALIGN Strategic Capital Growth (Absolute Return) Portfolio. The ALIGN Strategic Capital Growth (Absolute Return) Portfolio seeks to provide growth of capital. Under normal market conditions, this Portfolio primarily invests its assets in mutual funds that in turn principally invest in equity securities or fixed income securities. This Portfolio normally will have a significantly higher underlying asset allocation to equity securities than fixed income securities. A material portion of this Portfolio will normally seek to provide absolute return by investing in Alternative Investment Products, primarily mutual funds, that pursue that strategy. This may involve material exposure to Non-Traditional Assets, leverage, short sales, and derivative instruments. This Portfolio may also invest in other asset classes described above, including Non-Traditional

Assets, other Alternative Investment Products and cash. This Portfolio has the same risk profile as a Capital Growth Portfolio.

ALIGN Strategic Capital Growth Hybrid (Absolute Return) Portfolio. The ALIGN Strategic Capital Growth Hybrid (Absolute Return) Portfolio has the same objective, underlying investments, target allocations and risk profile as the ALIGN Strategic Capital Growth (Absolute Return) Portfolio described above, except that this Portfolio also includes investments in passively managed ETFs in addition to actively managed mutual funds.

ALIGN Strategic Capital Growth Hybrid (Tax Exempt with Absolute Return) Portfolio. The ALIGN Strategic Capital Growth Hybrid (Tax Exempt with Absolute Return) Portfolio has the same objective, underlying investments, target allocations and risk profile as the ALIGN Strategic Capital Growth (Absolute Return) Portfolio described above, except that this Portfolio: (1) includes investments in passively managed ETFs in addition to actively managed mutual funds; and (2) primarily invests its fixed income allocation in actively managed mutual funds and ETFs that in turn principally invest in municipal securities.

ALIGN Strategic Capital Growth (Diversified Yield) Portfolio. The ALIGN Strategic Capital Growth (Diversified Yield) Portfolio seeks to provide growth of capital. Under normal market conditions, this Portfolio primarily invests its assets in mutual funds that in turn principally invest in equity securities or fixed income securities. This Portfolio normally will have a significantly higher underlying asset allocation to equity securities than fixed income securities. A material portion of this Portfolio will normally seek to provide diversified yield by investing in mutual funds that pursue that strategy. This may involve material exposure to high yield bonds, foreign (including emerging markets) fixed income securities, Non-Traditional Assets, REITs, MLPs, and derivative instruments. This Portfolio may also invest in other asset classes described above, including Alternative Investment Products and cash. This Portfolio has the same risk profile as a Capital Growth Portfolio.

ALIGN Strategic Growth with Income Portfolio. The ALIGN Strategic Growth with Income Portfolio seeks to provide moderate growth of capital and some current income. Under normal market



conditions, this Portfolio primarily invests its assets in mutual funds that in turn principally invest in equity securities or fixed income securities. This Portfolio may also invest in other asset classes described above, including Non-Traditional Assets, Alternative Investment Products and cash. This Portfolio has the same risk profile as a Growth with Income Portfolio.

ALIGN Strategic Growth with Income Hybrid Portfolio. The ALIGN Strategic Growth with Income Hybrid Portfolio has the same objective, underlying investments, target allocations and risk profile as the ALIGN Strategic Growth with Income Portfolio described above, except that this Portfolio also includes investments in passively managed ETFs in addition to actively managed mutual funds.

ALIGN Strategic Growth with Income (Tax Exempt) Portfolio. The ALIGN Strategic Growth with Income (Tax Exempt) Portfolio has the same objective, underlying investments, target allocations and risk profile as the ALIGN Strategic Growth with Income Portfolio described above, except that this Portfolio primarily invests its fixed income allocation in actively managed mutual funds that in turn principally invest in municipal securities.

ALIGN Strategic Growth with Income Hybrid (Tax Exempt) Portfolio. The ALIGN Strategic Growth with Income Hybrid (Tax Exempt) Portfolio has the same objective, underlying investments, target allocations and risk profile as the ALIGN Strategic Growth with Income Portfolio described above, except that this Portfolio: (1) includes investments in passively managed ETFs in addition to actively managed mutual funds; and (2) primarily invests its fixed income allocation in actively managed mutual funds and ETFs that in turn principally invest in municipal securities.

ALIGN Strategic Growth with Income (Absolute Return) Portfolio. The ALIGN Strategic Growth with Income (Absolute Return) Portfolio seeks to provide moderate growth of capital and some current income. Under normal market conditions, this Portfolio primarily invests its assets in mutual funds that in turn principally invest in equity securities or fixed income securities. A material portion of this Portfolio will normally seek to provide absolute return by investing in Alternative Investment Products, primarily mutual funds, that

pursue that strategy. This may involve material exposure to Non-Traditional Assets, leverage, short sales, and derivative instruments. This Portfolio may also invest in other asset classes described above, including Non-Traditional Assets, other Alternative Investment Products and cash. This Portfolio has the same risk profile as a Growth with Income Portfolio.

ALIGN Strategic Growth with Income Hybrid (Absolute Return) Portfolio. The ALIGN Strategic Growth with Income Hybrid (Absolute Return) Portfolio has the same objective, underlying investments, target allocations and risk profile as the ALIGN Strategic Growth with Income (Absolute Return) Portfolio described above, except that this Portfolio also includes investments in passively managed ETFs in addition to actively managed mutual funds.

ALIGN Strategic Growth with Income Hybrid (Tax Exempt with Absolute Return) Portfolio. The ALIGN Strategic Growth with Income Hybrid (Tax Exempt with Absolute Return) Portfolio has the same objective, underlying investments, target allocations and risk profile as the ALIGN Strategic Growth with Income (Absolute Return) Portfolio described above, except that this Portfolio: (1) includes investments in passively managed ETFs in addition to actively managed mutual funds; and (2) primarily invests its fixed income allocation in actively managed mutual funds and ETFs that in turn principally invest in municipal securities.

ALIGN Strategic Growth with Income (Diversified Yield) Portfolio. The ALIGN Strategic Growth with Income (Diversified Yield) Portfolio seeks to provide moderate growth of capital and some current income. Under normal market conditions, this Portfolio primarily invests its assets in mutual funds that in turn principally invest in equity securities or fixed income securities. A material portion of this Portfolio will normally seek to provide diversified yield by investing in mutual funds that pursue that strategy. This may involve material exposure to high yield bonds, foreign (including emerging markets) fixed income securities, Non-Traditional Assets, REITs, MLPs, and derivative instruments. This Portfolio may also invest in other asset classes described above, including Alternative Investment Products and cash. This Portfolio has the same risk profile as a Growth with Income Portfolio.

ALIGN Strategic Income with Growth Portfolio.

The ALIGN Strategic Income with Growth Portfolio seeks to provide high current income and some growth of capital. Under normal market conditions, this Portfolio primarily invests its assets in mutual funds that in turn principally invest in fixed income securities or equity securities. This Portfolio normally will have a higher underlying asset allocation to fixed income securities than equity securities. This Portfolio may also invest in other asset classes described above, including Non-Traditional Assets, Alternative Investment Products and cash. This Portfolio has the same risk profile as an Income with Growth Portfolio.

ALIGN Strategic Income with Growth Hybrid Portfolio.

The ALIGN Strategic Income with Growth Hybrid Portfolio has the same objective, underlying investments, target allocations and risk profile as the ALIGN Strategic Income with Growth Portfolio described above, except that this Portfolio also includes investments in passively managed ETFs in addition to actively managed mutual funds.

ALIGN Strategic Income with Growth (Tax Exempt) Portfolio. The ALIGN Strategic Income with Growth (Tax Exempt) Portfolio has the same objective, underlying investments, target allocations and risk profile as the ALIGN Strategic Income with Growth Portfolio described above, except that this Portfolio primarily invests its fixed income allocation in actively managed mutual funds that in turn principally invest in municipal securities.

ALIGN Strategic Income with Growth Hybrid (Tax Exempt) Portfolio. The ALIGN Strategic Income with Growth Hybrid (Tax Exempt) Portfolio has the same objective, underlying investments, target allocations and risk profile as the ALIGN Strategic Income with Growth Portfolio described above, except that this Portfolio: (1) includes investments in passively managed ETFs in addition to actively managed mutual funds; and (2) primarily invests its fixed income allocation in actively managed mutual funds and ETFs that in turn principally invest in municipal securities.

ALIGN Strategic Income with Growth (Diversified Yield) Portfolio. The ALIGN Strategic Income with Growth (Diversified Yield) Portfolio seeks to provide high current income and some growth of

capital. Under normal market conditions, this Portfolio primarily invests its assets in mutual funds that in turn principally invest in fixed income securities or equity securities. This Portfolio normally will have a higher underlying asset allocation to fixed income securities than equity securities. A material portion of this Portfolio will normally seek to provide diversified yield by investing in mutual funds that pursue that strategy. This may involve material exposure to high yield bonds, foreign (including emerging markets) fixed income securities, Non-Traditional Assets, REITs, MLPs, and derivative instruments. This Portfolio may also invest in other asset classes described above, including Alternative Investment Products and cash. This Portfolio has the same risk profile as an Income with Growth Portfolio.

ALIGN Strategic Conservative Income Portfolio.

The ALIGN Strategic Conservative Income Portfolio seeks to provide high current income. Under normal market conditions, this Portfolio primarily invests its assets in mutual funds that in turn principally invest in fixed income securities and equity securities. This Portfolio normally will have a significantly higher underlying asset allocation to fixed income securities than equity securities. This Portfolio may also invest in other asset classes described above, including Non-Traditional Assets and cash. This Portfolio has the same risk profile as a Conservative Income Portfolio.

ALIGN Strategic Conservative Income Hybrid Portfolio.

The ALIGN Strategic Conservative Income Hybrid Portfolio has the same objective, underlying investments, target allocations and risk profile as the ALIGN Strategic Conservative Income Portfolio described above, except that this Portfolio also includes investments in passively managed ETFs in addition to actively managed mutual funds.

ALIGN Strategic Conservative Income (Tax Exempt) Portfolio.

The ALIGN Strategic Conservative Income (Tax Exempt) Portfolio has the same objective, underlying investments, target allocations and risk profile as the ALIGN Strategic Conservative Income Portfolio described above, except that this Portfolio primarily invests its fixed income allocation in actively managed mutual funds that in turn principally invest in municipal securities.

ALIGN Strategic Conservative Income Hybrid (Tax Exempt) Portfolio. The ALIGN Strategic Conservative Income Hybrid (Tax Exempt) Portfolio has the same objective, underlying investments, target allocations and risk profile as the ALIGN Strategic Conservative Income Portfolio described above, except that this Portfolio: (1) includes investments in passively managed ETFs in addition to actively managed mutual funds; and (2) primarily invests its fixed income allocation in actively managed mutual funds and ETFs that in turn principally invest in municipal securities.

The ALIGN Strategic Portfolios also include certain ALIGN Elements Portfolios that are designed for clients with smaller accounts and as such do not invest in as many mutual funds or ETFs compared to other ALIGN Strategic Portfolios. Clients that are able to satisfy applicable account minimums for other ALIGN Strategic Portfolios are encouraged to discuss with their Financial Advisor whether another portfolio may be a more appropriate choice for them.

The ALIGN Elements Portfolios are described below.

ALIGN Elements All Growth Portfolio. The ALIGN Elements All Growth Portfolio seeks to provide aggressive growth of capital. Under normal market conditions, this Portfolio generally invests nearly all of its assets in mutual funds that in turn principally invest in equity securities. This Portfolio may also invest in other asset classes described above, including fixed income securities, Non-Traditional Assets, Alternative Investment Products and cash. This Portfolio has the same risk profile as an All Growth Portfolio.

ALIGN Elements All Growth ETF Portfolio. The ALIGN Elements All Growth ETF Portfolio has the same objective, types of underlying investments, target allocations and risk profile as the ALIGN Elements All Growth Portfolio described above, except that this Portfolio primarily invests in passively managed ETFs instead of actively managed mutual funds.

ALIGN Elements ETF All Growth ESG Portfolio. The ALIGN Elements All Growth ESG Portfolio has the same objective, types of underlying investments, target allocations and risk profile as the ALIGN Elements All Growth Portfolio described above,

except that this Portfolio primarily invests in ETFs that incorporate ESG criteria into their investment process.

ALIGN Elements Capital Growth Portfolio. The ALIGN Elements Capital Growth Portfolio seeks to provide growth of capital. Under normal market conditions, this Portfolio primarily invests its assets in mutual funds that in turn principally invest in equity securities or fixed income securities. This Portfolio normally will have a significantly higher underlying asset allocation to equity securities than fixed income securities. This Portfolio may also invest in other asset classes described above, including Non-Traditional Assets, Alternative Investment Products and cash. This Portfolio has the same risk profile as a Capital Growth Portfolio.

ALIGN Elements Capital Growth ETF Portfolio. The ALIGN Elements Capital Growth ETF Portfolio has the same objective, types of underlying investments, target allocations and risk profile as the ALIGN Elements Capital Growth Portfolio described above, except that this Portfolio primarily invests in passively managed ETFs instead of actively managed mutual funds.

ALIGN Elements ETF Capital Growth ESG Portfolio. The ALIGN Elements Capital Growth ESG Portfolio has the same objective, types of underlying investments, target allocations and risk profile as the ALIGN Elements Capital Growth Portfolio described above, except that this Portfolio primarily invests in ETFs that incorporate ESG criteria into their investment process.

ALIGN Elements Growth with Income Portfolio. The ALIGN Elements Growth with Income Portfolio seeks to provide moderate growth of capital and some current income. Under normal market conditions, this Portfolio primarily invests its assets in mutual funds that in turn principally invest in equity securities or fixed income securities. This Portfolio may also invest in other asset classes described above, including Non-Traditional Assets, Alternative Investment Products and cash. This Portfolio has the same risk profile as a Growth with Income Portfolio.

ALIGN Elements Growth with Income ETF Portfolio. The ALIGN Elements Growth with Income ETF Portfolio has the same objective, types of underlying investments, target

allocations and risk profile as the ALIGN Elements Growth with Income Portfolio described above, except that this Portfolio primarily invests in passively managed ETFs instead of actively managed mutual funds.

ALIGN Elements ETF Growth with Income ESG Portfolio. The ALIGN Elements Growth with Income ESG Portfolio has the same objective, types of underlying investments, target allocations and risk profile as the ALIGN Elements Growth with Income Portfolio described above, except that this Portfolio primarily invests in ETFs that incorporate ESG criteria into their investment process.

ALIGN Elements Income with Growth Portfolio. The ALIGN Elements Income with Growth Portfolio seeks to provide high current income and some growth of capital. Under normal market conditions, this Portfolio primarily invests its assets in mutual funds that in turn principally invest in fixed income securities or equity securities. This Portfolio normally will have a higher underlying asset allocation to fixed income securities than equity securities. This Portfolio may also invest in other asset classes described above, including Non-Traditional Assets, Alternative Investment Products and cash. This Portfolio has the same risk profile as an Income with Growth Portfolio.

ALIGN Elements Income with Growth ETF Portfolio. The ALIGN Elements Income with Growth ETF Portfolio has the same objective, types of underlying investments, target allocations and risk profile as the ALIGN Elements Income with Growth Portfolio described above, except that this Portfolio primarily invests in passively managed ETFs instead of actively managed mutual funds.

ALIGN Elements Conservative Income Portfolio. The ALIGN Elements Conservative Income Portfolio seeks to provide high current income. Under normal market conditions, this Portfolio primarily invests its assets in mutual funds that in turn principally invest in fixed income securities and equity securities. This Portfolio normally will have a significantly higher underlying asset allocation to fixed income securities than equity securities. This Portfolio may also invest in other asset classes described above, including Non-Traditional Assets and cash. This Portfolio has the

same risk profile as a Conservative Income Portfolio.

ALIGN Elements Conservative Income ETF Portfolio. The ALIGN Elements Conservative Income ETF Portfolio has the same objective, types of underlying investments, target allocations and risk profile as the ALIGN Elements Conservative Income Portfolio described above, except that this Portfolio primarily invests in passively managed ETFs instead of actively managed mutual funds.

The descriptions of the ALIGN Strategic Portfolios are current as of the date of this Brochure. However, Baird may change the objective, investments, target allocations or risk profile for any Portfolio at any time. Baird may also offer other model portfolios under the Program from time to time.

An ALIGN Strategic Portfolio is subject to the risks associated with the Portfolio's particular strategies and investments. A client should review the risks associated with those strategies and investments described under the heading "Principal Risks" below.

The construction of the ALIGN Strategic Portfolios, including allocation and strategic decisions, and the selection of the mutual funds and ETFs for each Strategic Portfolio, are made by Baird's ALIGN Oversight Committee.

Baird's Asset Manager Research Department is primarily responsible for assisting with selecting and evaluating mutual funds and ETFs available in the ALIGN Strategic Portfolios Program. The process Baird uses for selecting and removing funds for the ALIGN Strategic Portfolios Program is substantially similar to the process Baird uses to select and remove funds from Baird's Recommended Mutual Fund List described under the heading "Portfolio Manager Selection and Evaluation—Methods of Analysis, Investment Strategies and Risk of Loss—Investment Strategies and Methods of Analysis—Methods of Analysis—Certain Recommended Lists—Baird's Recommended Mutual Fund List" above. The ALIGN Strategic Portfolios Program may include funds included on Baird's Recommended Mutual Fund List and funds affiliated with Baird.

The Portfolio asset allocations and the funds included in the Program are evaluated on an ongoing basis, generally at least quarterly. Portfolios may be modified or rebalanced and funds may be removed or added as Baird determines is appropriate.

### **BairdNext Portfolios Program**

The BairdNext Portfolios Program offers model asset allocation portfolios that have different investment objectives and use different strategic investment strategies. Each BairdNext Portfolio provides for specific levels of investment (or allocation) across the asset classes described under the heading “Investment Strategies—Asset Allocation Strategies” above.

Each BairdNext Portfolio generally uses mutual funds or ETPs, primarily ETFs, in order to implement the model asset allocation. Depending on the BairdNext Portfolio chosen, the BairdNext Portfolio may consist of mutual funds and ETFs that have various investment objectives and strategies, including but not limited to, the following: large cap, mid cap and small cap strategies (which may include value, growth or core strategies); short-term, intermediate-term and long-term fixed income strategies (which may include high yield corporate bond strategies); balanced strategies; international and global equity and fixed income strategies; real estate strategies; commodities strategies; currency strategies; and Alternative Strategies. For additional information regarding the characteristics of the mutual funds and ETFs used in a BairdNext Portfolio, clients should contact their Baird Financial Advisor or review the applicable prospectus.

The amount allocated to each asset class and type of investment varies by Portfolio. However, some Portfolios may have little or no allocation to one or more asset classes or types of investments described above. While the BairdNext Portfolios may invest in Non-Traditional Assets and Alternative Investment Products, those Portfolios tend to have little or no allocation to those asset classes.

More specific information about how Baird develops its asset allocation strategies is contained under the heading “Investment Strategies—Asset Allocation Strategies” above.

The BairdNext Portfolios include mutual fund and ETF portfolio options. BairdNext mutual fund portfolios primarily consist of actively managed mutual funds; and BairdNext ETF portfolios primarily consist of passively managed ETFs.

The BairdNext Portfolios Program offers “environmental, social and governance” (“ESG”) portfolios, which focus investments in mutual funds and ETFs with investment managers that evaluate portfolio companies’ performance on various environmental, social and corporate governance criteria as part of the managers’ investment process. The particular environmental, social and governance criteria used by mutual funds and ETFs vary by mutual fund and ETF and are determined by the manager for the applicable mutual fund or ETF and not Baird. How each company performs with respect to those criteria is a matter of subjective judgement. It is possible managers could come to different conclusions about how a particular company performs with respect to the same environmental, social and governance criteria.

Generally, under normal market conditions, the equity security allocation of each BairdNext Portfolio is designed to be global in nature and attempts to be diversified across countries, industry sectors and company capitalization sizes, with an objective to participate in the total return potential of the global stock markets. The fixed income allocation is also normally global in nature and diversified across credit quality and maturity. The Non-Traditional Asset and Alternative Investment Product allocations provide diversification and are intended to reduce correlation to U.S. stock and bond markets.

The BairdNext Portfolios Program is designed for clients with smaller accounts and as such does not invest in as many mutual funds or ETFs compared to other Programs. Clients that are able to satisfy applicable account minimums for other Programs are encouraged to discuss with their Financial Advisor whether another Program may be a more appropriate choice for them.

The BairdNext Portfolios are described below.

**BairdNext All Growth Portfolio.** The BairdNext Growth Portfolio seeks to provide aggressive growth of capital. Under normal market conditions, this Portfolio generally invests nearly



all of its assets in mutual funds that in turn principally invest in equity securities. This Portfolio may also invest in other asset classes described above, including fixed income securities, Non-Traditional Assets, Alternative Investment Products and cash. This Portfolio has the same risk profile as an All Growth Portfolio.

BairdNext Capital Growth Portfolio. The BairdNext Capital Growth Portfolio seeks to provide growth of capital. Under normal market conditions, this Portfolio primarily invests its assets in mutual funds that in turn principally invest in equity securities or fixed income securities. This Portfolio normally will have a significantly higher underlying asset allocation to equity securities than fixed income securities. This Portfolio may also invest in other asset classes described above, including Non-Traditional Assets, Alternative Investment Products and cash. This Portfolio has the same risk profile as a Capital Growth Portfolio.

BairdNext Growth with Income Portfolio. The BairdNext Growth with Income Portfolio seeks to provide moderate growth of capital and some current income. Under normal market conditions, this Portfolio primarily invests its assets in mutual funds that in turn principally invest in equity securities or fixed income securities. This Portfolio may also invest in other asset classes described above, including Non-Traditional Assets, Alternative Investment Products and cash. This Portfolio has the same risk profile as a Growth with Income Portfolio.

BairdNext ETF All Growth Portfolio. The BairdNext ETF Growth Portfolio has the same objective, underlying investments, target allocations and risk profile as the BairdNext Growth Portfolio described above, except that this Portfolio invests in passively managed ETFs instead of actively managed mutual funds.

BairdNext ETF All Growth Portfolio ESG. The BairdNext ESG Growth Portfolio has the same objective, underlying investments, target allocations and risk profile as the BairdNext Growth Portfolio described above, except that this Portfolio invests in passively managed ETFs that incorporate ESG criteria into their investment process instead of actively managed mutual funds.

BairdNext ETF Capital Growth Portfolio. The BairdNext ETF Capital Growth Portfolio has the same objective, underlying investments, target allocations and risk profile as the BairdNext Capital Growth Portfolio described above, except that this Portfolio invests in passively managed ETFs instead of actively managed mutual funds.

BairdNext ETF Capital Growth Portfolio ESG. The BairdNext ETF Capital Growth Portfolio ESG has the same objective, underlying investments, target allocations and risk profile as the BairdNext Capital Growth Portfolio described above, except that this Portfolio invests in passively managed ETFs that incorporate ESG criteria into their investment process instead of actively managed mutual funds.

BairdNext ETF Growth with Income Portfolio. The BairdNext ETF Growth with Income Portfolio has the same objective, underlying investments, target allocations and risk profile as the BairdNext Growth with Income Portfolio described above, except that this Portfolio invests in passively managed ETFs instead of actively managed mutual funds.

BairdNext ETF Growth with Income Portfolio ESG. The BairdNext ETF Growth with Income ESG Portfolio has the same objective, underlying investments, target allocations and risk profile as the BairdNext Growth with Income Portfolio described above, except that this Portfolio invests in passively managed ETFs that incorporate ESG criteria into their investment process instead of actively managed mutual funds.

The descriptions of the BairdNext Portfolios are current as of the date of this Brochure. However, Baird may change the objective, investments, target allocations or risk profile for any Portfolio at any time. Baird may also offer other model portfolios under the Program from time to time.

A BairdNext Portfolio is subject to the risks associated with the Portfolio's particular strategies and investments. A client should review the risks associated with those strategies and investments described under the heading "Principal Risks" below.

The process Baird uses for selecting and removing funds and ETFs for the BairdNext Portfolios Program is substantially similar to the process

Baird uses to select and remove mutual funds and ETFs in connection with the ALIGN Strategic Portfolio Program described under “ALIGN Programs—ALIGN Strategic Portfolios” above. A BairdNext Portfolio may include funds included on Baird’s Recommended Mutual Fund List and funds and ETFs offered by managers affiliated with Baird.

The Portfolio asset allocations and the investment options included in the BairdNext Portfolios Program are evaluated on an ongoing basis, generally at least quarterly.

### **Baird Advisory Choice Program**

When recommending investment products to clients under the Baird Advisory Choice Program, Baird Financial Advisors may use the investment strategies described in the section “Methods of Analysis, Investment Strategies and Risk of Loss—Investment Strategies and Methods of Analysis—Investment Strategies” above. They may also use the model portfolios or recommended or eligible product lists made available by Baird’s Asset Manager Research Department or other Baird Departments, or they may use lists of investment products that Baird has generally deemed to be “available” for use in its advisory programs. For more information about Baird model portfolios, recommended lists and eligible product lists, see “Methods of Analysis, Investment Strategies and Risk of Loss—Investment Strategies and Methods of Analysis—Methods of Analysis” above.

When providing recommendations to clients in the Baird Advisory Choice Program, some Baird Financial Advisors may use model investment portfolios constructed by The Capital Group, an investment advisory affiliate of the American Funds family of funds (each, an “American Funds Model Portfolio”). The American Funds Model Portfolios have different investment objectives and use different investment strategies.

The American Funds Model Portfolios are constructed by the Capital Group’s Portfolio Oversight Committee, using an objective-based process. The Committee starts by making a bottom-up, strategic allocation to investment objectives, rather than a top-down allocation to asset classes. Next, the Committee selects investments, generally mutual funds, to implement the model portfolio. Using its

understanding of the underlying funds’ objectives, holdings and history, the Committee selects and allocates fund based upon what it believes to be the best mix to create a blended portfolio. The Committee meets regularly to review the American Funds Model Portfolios’ results and holdings to keep them aligned with their objectives. When necessary, the Committee may adjust a model portfolio’s allocations or underlying holdings based on research and market movements.

Each American Funds Model Portfolio generally uses mutual funds in order to implement the model strategies. Depending on the American Funds Model Portfolio chosen, the American Funds Model Portfolio may consist of mutual funds that have various investment objectives and strategies, including but not limited to, the following: large cap, mid cap and small cap strategies (which may include value, growth or core strategies); short-term, intermediate-term and long-term fixed income strategies (which may include high yield corporate bond strategies); balanced strategies; international and global equity and fixed income strategies; real estate strategies; commodities strategies; currency strategies; and Alternative Strategies. Each American Funds Model Portfolio will typically invest exclusively in mutual funds in the American Funds family of funds. For additional information regarding the characteristics of the mutual funds used in an American Funds Model Portfolio, clients should contact their Baird Financial Advisor or review the applicable prospectus.

The American Funds Model Portfolios are described below.

**American Funds Growth Portfolio.** The American Funds Growth Portfolio seeks to help investors pursue long-term growth through a focus on U.S. companies. Under normal market conditions, this Portfolio generally invests nearly all of its assets in mutual funds that in turn principally invest in equity securities. This Portfolio will also invest in other asset categories described above, including fixed income securities Non-Traditional Assets, Alternative Investment Products and cash.

**American Funds Growth and Income Portfolio.** The American Funds Growth and Income Portfolio seeks to provide capital growth through a variety of stocks, and income through dividend-paying

companies and fixed income securities. Under normal market conditions, this Portfolio primarily invests its assets in mutual funds that in turn principally invest in equity securities and fixed income securities. This Portfolio normally will have a significantly higher underlying asset allocation to equity securities than fixed income securities. This Portfolio may also invest in other asset categories described above, including Non-Traditional Assets, Alternative Investment Products and cash.

American Funds Moderate Growth and Income Portfolio. The American Funds Moderate Growth & Income Portfolio seeks a combination of long-term growth of capital and current income primarily through a balanced exposure to growth- and income-oriented equities and fixed-income securities. Under normal market conditions, this Portfolio primarily invests its assets in mutual funds that in turn principally invest in equity securities and fixed income securities. This Portfolio normally will have a higher underlying asset allocation to equity securities than fixed income securities. This Portfolio may also invest in other asset categories including Non-Traditional Assets, Alternative Investment Products and cash.

American Funds Retirement Income Conservative Portfolio. The American Funds Retirement Income Conservative Portfolio is designed for retirees who seek lower volatility and it focuses on capital preservation. Under normal market conditions, this Portfolio primarily invests its assets in mutual funds that in turn principally invest in equity securities and fixed income securities. This Portfolio may also invest in other asset classes described above, including Non-Traditional Assets, Alternative Investment Products and cash.

American Funds Conservative Income Portfolio. The American Funds Conservative Income Portfolio seeks current income and preservation of capital through a diversified portfolio of high-quality bonds and dividend-paying equities. Under normal market conditions, this Portfolio primarily invests its assets in mutual funds that in turn principally invest in fixed income securities and equity securities. This Portfolio normally will have a significantly higher underlying asset allocation to fixed income securities than equity securities. This Portfolio may also invest in other asset classes described above, including Non-Traditional Assets and cash.

American Funds Preservation Portfolio. The American Funds Preservation Portfolio seeks to provide investors with capital preservation and current income to help cover unexpected expenses. Under normal market conditions, this Portfolio invests all or nearly all of its assets in mutual funds that in turn principally invest in fixed income securities and cash.

American Funds Tax Exempt Preservation Portfolio. The American Funds Tax Exempt Preservation Portfolio seeks to provide investors with capital preservation and a source of tax-exempt income. Under normal market conditions, this Portfolio invests all or nearly all of its assets in mutual funds that in turn principally invest in fixed income securities and cash.

*A client should note that a Financial Advisor utilizing an American Funds Model Portfolio or other model portfolio is not obligated to recommend the full and faithful implementation of the model to the client. A Financial Advisor may recommend the client's Account be invested differently than the applicable model.*

#### **Private Investment Management Program**

Under the PIM Program, a PIM Manager may use various investment strategies. A client's particular investment strategy is typically determined by the client's PIM Manager in consultation with the client.

PIM Managers, as a group, utilize a wide variety of investment styles, philosophies, strategies and techniques, including the investment strategies described in the section "Methods of Analysis, Investment Strategies and Risk of Loss—Investment Strategies and Methods of Analysis—Investment Strategies" above. They may also use the model portfolios or recommended or eligible product lists made available by Baird's Asset Manager Research Department or other Baird Departments, or they may use lists of investment products that Baird has generally deemed to be "available" for use in its advisory programs. For more information about Baird model portfolios, recommended lists and eligible product lists, see "Methods of Analysis, Investment Strategies and Risk of Loss—Investment Strategies and Methods of Analysis—Methods of Analysis" above.

PIM Managers may use a wide variety of investment products to implement the client's

investment strategy, which investments are further described under “Services, Fees and Compensation—Additional Program Information—Permitted Investments” above. PIM Managers may also engage in certain strategies and use certain investments that involve special, sometimes significant, risks. See “Services, Fees and Compensation—Discretionary Programs—Private Investment Management Program” above for more information.

A client should ask the client’s PIM Manager for additional information about the investment styles, philosophies, strategies, analyses, techniques and investments the PIM Manager will use in order to meet the client’s objectives.

### **Russell Model Strategies Program**

The Russell Program offers model asset allocation portfolios that have different investment objectives and use different strategic and tactical investment strategies. Each Russell Strategy provides for specific levels of investment (or allocation) across the asset classes described under the heading “Investment Strategies—Asset Allocation Strategies” above.

Each Russell Strategy generally uses mutual funds and ETFs in order to implement the model asset allocation. Depending on the Russell Strategy chosen, the Russell Strategy may consist of mutual funds and ETFs that have various investment objectives and strategies, including but not limited to, the following: large cap, mid cap and small cap strategies (which may include value, growth or core strategies); short-term, intermediate-term and long-term fixed income strategies (which may include high yield corporate bond strategies); balanced strategies; international and global equity and fixed income strategies; real estate strategies; commodities strategies; currency strategies; and Alternative Strategies. Each Russell Strategy will typically invest exclusively or significantly in mutual funds offered by Russell Funds. For additional information regarding the characteristics of the mutual funds and ETFs used in a Russell Strategy, clients should contact their Baird Financial Advisor or review the applicable prospectus.

The amount allocated to each asset class and type of investment varies by Strategy. However, some Strategies may have little or no allocation to one

or more asset classes or types of investments described above.

Russell performs a quantitative and qualitative assessment in the selection of money managers for the mutual funds and ETFs included in the Russell Strategies. The quantitative review generally includes a performance and investment profile analysis. Russell generally reviews the performance patterns of the money managers relative to historic market trends, comparing the manager’s performance to benchmarks and peer group performance statistics. Russell also may review the money manager’s performance in volatile markets for adherence to the money manager’s stated investment philosophy and relative performance in such markets. The qualitative review may include a review of the money manager’s organization, ownership, leadership, experience, research and development efforts, information management, investment process, stability of personnel, adherence to philosophy and risk management. Based on Russell’s quantitative and qualitative assessment, Russell establishes an overall opinion of the money manager.

Each Russell Strategy allocates a portion of the client’s Account to a short term component, typically a money market mutual fund. This allocation is typically for the payment of fees and other charges. Russell determines the percent allocated to this short term component; however, Baird determines which short term investment product is used. This short term investment allocation may include investments in money market mutual funds affiliated with Baird.

The Russell Program offers a number of investment strategies through four primary asset allocation models: core models (“Russell Core Models”), tax-managed models (“Russell Tax-Managed Models”), hybrid models (“Russell Hybrid Models”), and income models (“Russell Income Models”). Russell Core Model Strategies and Russell Tax-Managed Model Strategies primarily consist of actively managed mutual funds; and Russell Hybrid Model and Income Model Strategies primarily consist of both actively managed mutual funds and passive ETFs.

### *Russell Core Model Strategies*

The Russell Core Model Strategies offer model portfolios that have different investment

objectives and use different strategic investment strategies.

Generally, under normal market conditions, the Russell Core Model Strategies are designed to be globally diversified and offer exposure to mix of asset classes and investment styles.

The Russell Core Model Strategies are described below.

**Russell Equity Growth Strategy.** The Russell Equity Growth Strategy seeks to provide high long-term capital appreciation. Under normal market conditions, this Strategy generally invests nearly all of its assets in mutual funds that in turn principally invest in equity securities. This Portfolio will also invest in other asset classes described above, including fixed income securities, Non-Traditional Assets, Alternative Investment Products and cash.

**Russell Growth Strategy.** The Russell Growth Strategy seeks to provide high long-term capital appreciation and low current income. Under normal market conditions, this Strategy generally invests nearly all of its assets in mutual funds that in turn principally invest in equity securities, fixed income securities. This Strategy normally will have a significantly higher underlying asset allocation to equity securities than fixed income securities. This Portfolio will also invest in other asset classes described above, including Non-Traditional Assets, Alternative Investment Products and cash.

**Russell Balanced Strategy.** The Russell Balanced Strategy seeks to provide above average capital appreciation and moderate current income. Under normal market conditions, this Strategy generally invests nearly all of its assets in mutual funds that in turn principally invest in equity securities, fixed income securities. This Portfolio will also invest in other asset classes described above, including Non-Traditional Assets, Alternative Investment Products and cash.

**Russell Moderate Strategy.** The Russell Moderate Strategy seeks to provide moderate long-term capital appreciation and high current income. Under normal market conditions, this Strategy generally invests nearly all of its assets in mutual funds that in turn principally invest in fixed income securities, equity securities. This Strategy

normally will have a significantly higher underlying asset allocation to fixed income securities than equity securities. This Portfolio will also invest in other asset classes described above, including Non-Traditional Assets, Alternative Investment Products and cash.

**Russell Conservative Strategy.** The Russell Conservative Strategy seeks to provide low long-term capital appreciation and high current income. Under normal market conditions, this Strategy generally invests nearly all of its assets in mutual funds that in turn principally invest in fixed income securities. This Portfolio will also invest in other asset classes described above, including equity securities, Non-Traditional Assets, Alternative Investment Products and cash.

#### *Russell Tax-Managed Model Strategies*

The Russell Tax-Managed Models also seek to improve after-tax returns by investing in actively managed mutual funds that place a higher priority on managing tax liability, such as mutual funds that consider shareholder tax consequences when buying and selling portfolio securities or that invest in tax-exempt securities.

The Russell Tax-Managed Model Strategies generally include: (1) a Tax-Managed Equity Growth Strategy; (2) a Tax-Managed Growth Strategy; (3) a Tax-Managed Balanced Strategy; (4) a Tax-Managed Moderate Strategy; and (5) a Tax-Managed Conservative Strategy. Each Russell Tax-Managed Model Strategy generally has the same objective and target asset allocations as its counterpart Russell Core Model Strategy discussed above, except that Russell Tax-Managed Models will seek to achieve their objectives by investing in actively managed mutual funds that place a higher priority on managing tax liability as described above.

#### *Russell Hybrid Model Strategies*

The Russell Hybrid Model Strategies are designed to balance an investor's preference for active management and the investor's aversion to the risk of relative underperformance associated with active management. The Russell Hybrid Model Strategies invest in a mix of actively managed mutual funds, multi-factor mutual funds that focus on certain investment characteristics (also known as factors), such as value, quality, momentum or low volatility, and passively managed ETFs. The Russell Hybrid Model



Strategies will likely engage in short- and intermediate-term tactical trading that will cause the Strategy's actual asset allocation to differ from the Strategy's long-term strategic target asset allocation from time to time.

The Russell Hybrid Model Strategies generally include: (1) a Hybrid Equity Growth Strategy; (2) a Hybrid Growth Strategy; (3) a Hybrid Balanced Strategy; (4) a Hybrid Moderate Strategy; and (5) a Hybrid Conservative Strategy. Each Russell Hybrid Model Strategy generally has the same objective and target asset allocations as its counterpart Russell Core Model Strategy discussed above, except that Hybrid Model Strategies will seek to achieve their objectives by investing in a mix of actively managed mutual funds, multi-factor mutual funds and passively managed ETFs as described above.

#### *Russell Income Model Strategies*

The Russell Income Models have a dynamic, yield-oriented income approach to investing. The Income Model Strategies invest in a mix of actively managed mutual funds and passively managed ETFs.

Russell Target Income Strategy. The Russell Target Income Strategy is designed to grow principal over time and offer sustainable cash flow. It is intended to be a core part of an income-seeking portfolio.

Russell Target Income Plus Strategy. The Russell Target Income Plus Strategy is designed to meet more aggressive current income needs and has a higher potential for capital depreciation compared to the Russell Target Income Strategy. It is not intended to be a complete investment program, but rather it is intended to be a complement to other income sources.

Under normal market conditions, the Russell Income Models will invest in mutual funds and ETFs that invest in a mix of equity securities, fixed income securities, Non-Traditional Assets, Alternative Investment Products and cash.

#### *Implementation by Baird*

Baird will typically implement the Russell Strategies as they are proposed by Russell. However, since Baird has discretionary authority, Baird may implement a Russell Strategy differently than proposed by Russell or may sell

the client's investments if Baird determines such action to be necessary and in the client's best interest.

Clients should contact their Baird Financial Advisor with any questions regarding the Russell Strategies.

#### **UMA Programs**

The UMA Programs offer model asset allocation portfolios that have varying investment objectives and strategies. Each UMA Portfolio provides for specific levels of investment (or allocation) across the asset classes described under the heading "Investment Strategies—Asset Allocation Strategies" above.

Each UMA Portfolio may use mutual funds, ETPs, primarily ETFs, and SMA Strategies, and with respect to the UAS Program, Baird-Managed Portfolios, in order to implement the model asset allocation. Depending on the UMA Portfolio chosen, the UMA Portfolio may consist of mutual funds, ETFs, SMAs and Baird-Managed Portfolios that have various investment objectives and strategies, including but not limited to, the following: large cap, mid cap and small cap strategies (which may include value, growth or core strategies); short-term, intermediate-term and long-term fixed income strategies (which may include high yield corporate bond strategies); balanced strategies; international and global equity and fixed income strategies; real estate strategies; commodities strategies; currency strategies; and Alternative Strategies. For additional information regarding the characteristics of the mutual funds and ETPs used in a UMA Portfolio, clients should contact their Baird Financial Advisor or review the applicable prospectus.

The UMA Programs may offer investment in the following sleeves of mutual funds used in the ALIGN Strategic Portfolios Program (the "ALIGN Strategic Sleeves"):

- ALIGN Large Cap Growth Sleeve, which seeks to provide consistent exposure to larger companies that have above-market growth rates;
- ALIGN Large Cap Value Sleeve, which seeks to provide consistent exposure to larger

companies that are trading at below-market valuations, on average;

- ALIGN Mid Cap Sleeve, which seeks to provide consistent exposure to medium-sized companies;
- ALIGN Small Cap Sleeve, which seeks to provide consistent exposure to smaller-sized companies;
- ALIGN International Equity Sleeve, which seeks to provide consistent exposure to non-U.S. companies;
- ALIGN Satellite Sleeve, which seeks to provide exposure to asset classes that are not commonly owned in many investors' portfolios, including emerging markets securities, commodities, real estate, high yield bonds and other Non-Traditional Assets;
- ALIGN Absolute Return Sleeve, which seeks to provide diversification to a traditional stock and bond allocation by investing in Alternative Strategies;
- ALIGN Diversified Yield Sleeve, which seeks to provide exposure to a wide range of income-producing securities, including various equity investments such as dividend-paying stocks, MLPs, and REITs, as well as various fixed income instruments;
- ALIGN Short-Term Taxable Fixed Income Sleeve, which seeks to provide consistent exposure to fixed income securities that have shorter maturities, typically less than five years;
- ALIGN Short-Term Tax Exempt Fixed Income Sleeve, which seeks to provide consistent exposure to municipal or other tax exempt fixed income securities that have shorter maturities, typically less than five years;
- ALIGN Intermediate Taxable Fixed Income Sleeve, which seeks to provide consistent exposure to a broad range of fixed income securities that under normal market conditions on average will have intermediate term durations and maturities; and

- ALIGN Intermediate Tax Exempt Fixed Income Sleeve, which seeks to provide consistent exposure to a broad range of municipal or other tax exempt fixed income securities that under normal market conditions on average will have intermediate term durations and maturities.

The amount allocated to each asset class and type of investment varies by Portfolio. However, some Portfolios may have little or no allocation to one or more asset classes or types of investments described above.

More specific information about how Baird develops its asset allocation strategies is contained under the heading "Investment Strategies—Asset Allocation Strategies" above.

Some UMA Portfolios have a risk profile designation of (1) All Growth Portfolio, (2) Capital Growth Portfolio, (3) Growth with Income Portfolio, (4) Income with Growth Portfolio, (5) Conservative Income Portfolio, or (6) Capital Preservation Portfolio, which are described under "Principal Risks—Risk Information for ALIGN, PIM, and UMA Program Accounts and Other Accounts Following Asset Allocation Strategies" below.

#### *ALIGN UMA Select Portfolios*

The ALIGN UMA Select Portfolios Program offers model portfolios that have different investment objectives and use different investment strategies. The ALIGN UMA Select Portfolios Program generally accommodates both taxable and tax-exempt accounts of clients with differing investment objectives and risk tolerances.

Generally, under normal market conditions, the equity security allocation of each ALIGN UMA Select Portfolio is designed to be global in nature and attempts to be diversified across countries, industry sectors and company capitalization sizes, with an objective to participate in the total return potential of the global stock markets. The fixed income allocation is also normally global in nature and diversified across credit quality and maturity. The Non-Traditional Asset and Alternative Investment Product allocations provide diversification and are intended to reduce correlation to U.S. stock and bond markets.

Certain strategies offered under the ALIGN UMA Select Portfolios Program are "environmental, social and governance" ("ESG") portfolios, which

focus investments in mutual funds, ETFs and SMAs with investment managers that evaluate portfolio companies' performance on various environmental, social and corporate governance criteria as part of the managers' investment process. The particular environmental, social and governance criteria used by mutual funds and ETFs vary by mutual fund and ETF and are determined by the manager for the applicable mutual fund or ETF and not by Baird. How each company performs with respect to those criteria is a matter of subjective judgement. It is possible managers could come to different conclusions about how a particular company performs with respect to the same environmental, social and governance criteria.

The ALIGN UMA Select Portfolios are described below.

ALIGN UMA Select All Growth Portfolio. The ALIGN UMA Select All Growth Portfolio seeks to provide aggressive growth of capital. Under normal market conditions, this Portfolio generally invests nearly all of its assets in mutual funds, ETFs and SMAs that in turn principally invest in equity securities. This Portfolio may also invest in other asset classes described above, including fixed income securities, Non-Traditional Assets, Alternative Investment Products and cash. This Portfolio has the same risk profile as an All Growth Portfolio.

ALIGN UMA Select ESG Equity. The ALIGN UMA Select ESG Equity Portfolio seeks to provide growth of capital, with some consideration for volatility. Under normal market conditions, this Portfolio generally invests nearly all of its assets in mutual funds, ETFs and SMAs that in turn principally invest in equity securities and that have investment managers that incorporate ESG criteria into their investment process. While this Portfolio may invest in companies across all market capitalizations, the equity securities portion of this Portfolio tends to emphasize mid cap and large cap companies. This Portfolio may also invest in other asset classes described above, including fixed income securities, Non-Traditional Assets, Alternative Investment Products and cash. However, it tends to have little or no allocation to those asset classes, except for cash. This Portfolio has the same risk profile as an All Growth Portfolio.

ALIGN UMA Select Opportunistic Equity Portfolio.

The ALIGN UMA Select Opportunistic Equity Portfolio seeks to provide growth of capital, with limited consideration for volatility. Under normal market conditions, this Portfolio generally invests nearly all of its assets in mutual funds, ETFs and SMAs that in turn principally invest in equity securities. This Portfolio may also invest in other asset classes described above, including fixed income securities, Non-Traditional Assets, Alternative Investment Products and cash. However, it tends to have little or no allocation to those asset classes, except for cash. This Portfolio has the same risk profile as an All Growth Portfolio.

ALIGN UMA Select Traditional Equity Portfolio.

The ALIGN UMA Select Traditional Equity Portfolio seeks to provide growth of capital, with some consideration for volatility. Under normal market conditions, this Portfolio generally invests nearly all of its assets in mutual funds, ETFs and SMAs that in turn principally invest in equity securities. While this Portfolio may invest in companies across all market capitalizations, the equity securities portion of this Portfolio tends to emphasize mid cap and large cap companies. This Portfolio may also invest in other asset classes described above, including fixed income securities, Non-Traditional Assets, Alternative Investment Products and cash. However, it tends to have little or no allocation to those asset classes, except for cash. This Portfolio has the same risk profile as an All Growth Portfolio.

ALIGN UMA Select Conservative Equity Portfolio.

The ALIGN UMA Select Conservative Equity Portfolio seeks to provide growth of capital, with great consideration for volatility. Under normal market conditions, this Portfolio generally invests nearly all of its assets in mutual funds, ETFs and SMAs that in turn principally invest in equity securities. While this Portfolio may invest in companies across all market capitalizations and geographic locations, the equity securities portion of this Portfolio tends to emphasize mid cap and large cap companies and the foreign equity securities portion of this Portfolio tends to emphasize developed market companies. This Portfolio may also invest in other asset classes described above, including fixed income securities, Non-Traditional Assets, Alternative Investment Products and cash. However, it tends to have little or no allocation to those asset

classes, except for cash. This Portfolio has the same risk profile as an All Growth Portfolio.

ALIGN UMA Select Capital Growth Portfolio. The ALIGN UMA Select Capital Growth Portfolio seeks to provide growth of capital. Under normal market conditions, this Portfolio primarily invests its assets in mutual funds, ETFs and SMAs that in turn principally invest in equity securities or fixed income securities. This Portfolio normally will have a significantly higher underlying asset allocation to equity securities than fixed income securities. This Portfolio may also invest in other asset classes described above, including Non-Traditional Assets, Alternative Investment Products and cash. This Portfolio has the same risk profile as a Capital Growth Portfolio.

ALIGN UMA Select Capital Growth (Municipal) Portfolio. The ALIGN UMA Select Capital Growth (Municipal) Portfolio has the same objective, underlying investments, target allocations and risk profile as the ALIGN UMA Select Capital Growth Portfolio described above, except that this Portfolio primarily invests its fixed income allocation in actively managed mutual funds, ETPs and SMAs that in turn principally invest in municipal securities.

ALIGN UMA Select Growth with Income Portfolio. The ALIGN UMA Select Growth with Income Portfolio seeks to provide moderate growth of capital and some current income. Under normal market conditions, this Portfolio primarily invests its assets in mutual funds, ETFs and SMAs that in turn principally invest in equity securities or fixed income securities. This Portfolio may also invest in other asset classes described above, including Non-Traditional Assets, Alternative Investment Products and cash. This Portfolio has the same risk profile as a Growth with Income Portfolio.

ALIGN UMA Select Growth with Income (Municipal) Portfolio. The ALIGN UMA Select Growth with Income (Municipal) Portfolio has the same objective, underlying investments, target allocations and risk profile as the ALIGN UMA Select Growth with Income Portfolio described above, except that this Portfolio primarily invests its fixed income allocation in actively managed mutual funds that in turn principally invest in municipal securities.

ALIGN UMA Select Income with Growth Portfolio. The ALIGN UMA Select Income with Growth Portfolio seeks to provide current income and some growth. Under normal market conditions, this Portfolio primarily invests its assets in mutual funds, ETFs and SMAs that in turn principally invest in fixed income securities or equity securities. This Portfolio normally will have a higher underlying asset allocation to fixed income securities than equity securities. This Portfolio may also invest in other asset classes described above, including Non-Traditional Assets, Alternative Investment Products and cash. This Portfolio has the same risk profile as an Income with Growth Portfolio.

ALIGN UMA Select Income with Growth (Municipal) Portfolio. The ALIGN UMA Select Income with Growth (Municipal) Portfolio has the same objective, underlying investments, target allocations and risk profile as the ALIGN UMA Select Income with Growth Portfolio described above, except that this Portfolio primarily invests its fixed income allocation in actively managed mutual funds that in turn principally invest in municipal securities.

Baird Research Equity Portfolio. The Baird Research Equity Portfolio seeks to provide aggressive growth of capital. The Baird Research Equity portfolio provides a globally-diversified allocation to equity securities by investing in stocks included in the Baird Recommended Portfolio, which is then complimented by investing in sleeves of mutual funds used in the ALIGN Mid Cap Sleeve, ALIGN Small Cap Sleeve and the ALIGN International Equity Sleeve. The Portfolio may also include other investments deemed appropriate by Baird, such as funds included on the Recommended Mutual Fund List. This Portfolio has the same risk profile as an All Growth Portfolio.

Baird Research Income Portfolio. The Baird Research Income Portfolio seeks to provide income while outperforming the MSCI ACWI index on a risk-adjusted basis over full market cycles. The Baird Research Income Portfolio provides a solution for certain income-oriented investors seeking to benefit from broader diversification. The Portfolio invests in stocks included in Baird's Rising Dividend Portfolio, which is then complimented by investing in the ALIGN Diversified Yield Sleeve and mutual funds included on the Baird Recommended Mutual Fund List for

exposure to non-US dividend stocks and high yield fixed income. This Portfolio has the same risk profile as an All Growth Portfolio.

Baird Research Capital Growth (Taxable) Portfolio.

The Baird Research Capital Growth (Taxable) Portfolio seeks to provide growth of capital. Under normal market conditions, the Baird Research Capital Growth (Taxable) Portfolio provides a globally-diversified asset allocation with a target allocation of 80% to equity securities and 20% to fixed income securities. The Portfolio invests in stocks included in the Baird Recommended Portfolio, which is then complimented by investing in sleeves of mutual funds used in the ALIGN Mid Cap Sleeve, ALIGN Small Cap Sleeve, the ALIGN International Equity Sleeve, ALIGN Short-Term Taxable Fixed Income Sleeve, and ALIGN Intermediate Taxable Fixed Income Sleeve. The Portfolio may also include other investments deemed appropriate by Baird, such as funds included on the Recommended Mutual Fund List. This Portfolio has the same risk profile as a Capital Growth Portfolio.

Baird Research Capital Growth (Tax-Exempt) Portfolio.

The Baird Research Capital Growth (Tax-Exempt) Portfolio seeks to provide growth of capital. Under normal market conditions, the Baird Research Capital Growth (Tax-Exempt) Portfolio provides a globally-diversified asset allocation with a target allocation of 80% to equity securities and 20% to fixed income securities. The Portfolio invests in stocks included in the Baird Recommended Portfolio, which is then complimented by investing in sleeves of mutual funds used in the ALIGN Mid Cap Sleeve, ALIGN Small Cap Sleeve, the ALIGN International Equity Sleeve, ALIGN Short-Term Tax-Exempt Fixed Income Sleeve, and ALIGN Intermediate Tax-Exempt Fixed Income Sleeve. The Portfolio may also include other investments deemed appropriate by Baird, such as funds included on the Recommended Mutual Fund List. This Portfolio has the same risk profile as a Capital Growth Portfolio.

Baird Research Growth with Income (Taxable) Portfolio.

The Baird Research Growth with Income (Taxable) Portfolio seeks to provide moderate growth of capital and some current income. Under normal market conditions, the Baird Research Growth with Income (Taxable) Portfolio provides a globally-diversified asset allocation with a target allocation of 60% to equity securities and 40% to

fixed income securities. The Portfolio invests in stocks included in the Baird Recommended Portfolio, which is then complimented by investing in sleeves of mutual funds used in the ALIGN Mid Cap Sleeve, ALIGN Small Cap Sleeve, the ALIGN International Equity Sleeve, ALIGN Short-Term Taxable Fixed Income Sleeve, and ALIGN Intermediate Taxable Fixed Income Sleeve. The Portfolio may also include other investments deemed appropriate by Baird, such as funds included on the Recommended Mutual Fund List. This Portfolio has the same risk profile as a Growth with Income Portfolio.

Baird Research Growth with Income (Tax-Exempt) Portfolio.

The Baird Research Growth with Income (Tax-Exempt) Portfolio seeks to provide moderate growth of capital and some current income. Under normal market conditions, the Baird Research Growth with Income (Tax-Exempt) Portfolio provides a globally-diversified asset allocation with a target allocation of 60% to equity securities and 40% to fixed income securities. The Portfolio invests in stocks included in the Baird Recommended Portfolio, which is then complimented by investing in sleeves of mutual funds used in the ALIGN Mid Cap Sleeve, ALIGN Small Cap Sleeve, the ALIGN International Equity Sleeve, ALIGN Short-Term Tax-Exempt Fixed Income Sleeve, and ALIGN Intermediate Tax-Exempt Fixed Income Sleeve. The Portfolio may also include other investments deemed appropriate by Baird, such as funds included on the Recommended Mutual Fund List. This Portfolio has the same risk profile as a Growth with Income Portfolio.

Baird Research Income with Growth (Taxable) Portfolio.

The Baird Research Income with Growth (Taxable) Portfolio seeks to provide high current income and some growth of capital. Under normal market conditions, the Baird Research Income with Growth (Taxable) Portfolio provides a globally-diversified asset allocation with a target allocation of 40% to equity securities and 60% to fixed income securities. The Portfolio invests in stocks included in the Baird Recommended Portfolio, which is then complimented by investing in sleeves of mutual funds used in the ALIGN Mid Cap Sleeve, ALIGN Small Cap Sleeve, the ALIGN International Equity Sleeve, ALIGN Short-Term Taxable Fixed Income Sleeve, and ALIGN Intermediate Taxable Fixed Income Sleeve. The Portfolio may also include other investments deemed appropriate by Baird, such as funds



included on the Recommended Mutual Fund List. This Portfolio has the same risk profile as an Income with Growth Portfolio.

**Baird Research Income with Growth (Tax-Exempt) Portfolio.** The Baird Research Income with Growth (Tax-Exempt) Portfolio seeks to provide high current income and some growth of capital. Under normal market conditions, the Baird Research Income with Growth (Tax-Exempt) Portfolio provides a globally-diversified asset allocation with a target allocation of 40% to equity securities and 60% to fixed income securities. The Portfolio invests in stocks included in the Baird Recommended Portfolio, which is then complimented by investing in sleeves of mutual funds used in the ALIGN Mid Cap Sleeve, ALIGN Small Cap Sleeve, the ALIGN International Equity Sleeve, ALIGN Short-Term Tax-Exempt Fixed Income Sleeve, and ALIGN Intermediate Tax-Exempt Fixed Income Sleeve. The Portfolio may also include other investments deemed appropriate by Baird, such as funds included on the Recommended Mutual Fund List. This Portfolio has the same risk profile as an Income with Growth Portfolio.

The descriptions of the ALIGN UMA Select Portfolios are current as of the date of this Brochure. However, Baird may change the objective, investments, target allocations or risk profile for any Portfolio at any time. Baird may also offer other model portfolios under the Program from time to time.

An ALIGN UMA Select Portfolio is subject to the risks associated with the Portfolio's particular strategies and investments. A client should review the risks associated with those strategies and investments described under the heading "Principal Risks" below.

The ALIGN UMA Select Portfolios Program makes available certain UMA Recommended Funds and certain UMA Recommended SMA Strategies. The process Baird uses for selecting and removing UMA Recommended Funds and UMA Recommended SMA Strategies under the ALIGN UMA Select Portfolio Program is described under the heading "Portfolio Manager Selection and Evaluation—Selection and Evaluation—UMA Programs" above.

An ALIGN UMA Select Portfolio may include funds included on Baird's Recommended Mutual Fund List and products and SMA Strategies offered by Baird and managers affiliated with Baird.

The Portfolio asset allocations and the investment options included in the ALIGN UMA Select Program are evaluated on an ongoing basis, generally at least quarterly.

#### *Unified Advisory Select Portfolios*

UAS Portfolios involve the use of various different investment strategies because they are customized for each client. A client's particular investment strategy is typically determined by the client in consultation with the client's Financial Advisor. Certain mutual funds, ETPs, SMA Strategies and Baird-Managed Portfolios are available to clients to pursue an investment objective or implement a customized asset allocation strategy.

**Mutual Funds and ETPs.** The UAS Portfolios Program makes available two categories of mutual funds and ETPs: (1) UMA Recommended Funds and (2) UAS Available Funds. The process Baird uses for selecting and removing mutual funds and ETPs under the UAS Portfolios Program is described under the heading "Portfolio Manager Selection and Evaluation—Selection and Evaluation—UMA Programs" above.

**SMA Strategies.** The UAS Portfolios Program makes available two categories of SMA Strategies: (1) UMA Recommended SMA Strategies; and (2) UAS Available SMA Strategies. The process Baird uses for selecting and removing SMA Strategies under the UAS Portfolios Program is described under the heading "Portfolio Manager Selection and Evaluation—Selection and Evaluation—UMA Programs" above.

**Baird-Managed Portfolios.** The Baird-Managed Portfolios made available under the UAS Portfolios Program include the following:

- The ALIGN Strategic Sleeves;
- the Baird Recommended Portfolio, Baird Rising Dividend Portfolio, AQA Portfolios, and Baird Trust Strategies described under the heading "Methods of Analysis, Investment Strategies and Risk of Loss—Investment Strategies and

Methods of Analysis—Methods of Analysis—  
Certain Model Portfolios” above; and

- certain ALIGN Elements Portfolios and ALIGN Strategic Portfolios described under the heading “ALIGN Programs” above.

The descriptions of the Baird-Managed Portfolios are current as of the date of this Brochure. However, Baird may change the objective, investments or target allocations for any Baird-Managed Portfolio at any time. Baird may also offer other Baird-Managed Portfolios under the Program from time to time.

Discretionary Management by UAS Managers. If a client has selected the discretionary management option of the UAS Program, the Financial Advisor, acting as UAS Manager, will manage the client’s Account in accordance with the UAS Portfolio strategy selected by client. UAS Managers, as a group, utilize a wide variety of investment styles, philosophies, strategies and techniques, including the investment strategies described in the section “Methods of Analysis, Investment Strategies and Risk of Loss—Investment Strategies and Methods of Analysis—Investment Strategies” above. To implement a client’s UAS Portfolio strategy, UAS Managers may use any of the mutual funds, ETPs, SMA Strategies and Baird-Managed Portfolios made available by Baird for use in the Program. UAS Portfolio strategies will have one of the following investment objectives: (1) All Growth Portfolio, (2) Capital Growth Portfolio, (3) Growth with Income Portfolio, (4) Income with Growth Portfolio, (5) Conservative Income Portfolio, or (6) Capital Preservation Portfolio, which are described under “Investment Strategies—Asset Allocation Strategies” above.

A client should ask the client’s Financial Advisor for additional information about the investment styles, philosophies, strategies, analyses and techniques the Financial Advisor will use in order to meet the client’s objectives.

A UAS Portfolio is subject to the risks associated with the Portfolio’s particular strategies and investments. A client should review the risks associated with those strategies and investments described under the heading “Principal Risks” below.

### **Principal Risks**

Risk is inherent in any investment product and Baird does not guarantee any level of return on a client’s investments. There is no assurance that a client’s investment objectives will be achieved, and a client could lose all or a portion of the amount invested. The management of client accounts and recommendations made to clients are based in part upon the use of forward-looking projections, which in turn are based upon certain assumptions about how markets will perform in the future. There can be no guarantee that markets will perform in the manner assumed and the actual performance of markets and a client’s Account could differ materially from those assumptions. Also, a client’s Account value may fluctuate, sometimes dramatically, depending upon the nature of the client’s investments, market conditions and other factors. By participating in a Program, a client may be subject to certain risks, including, but not limited to the risks described below. The risks discussed below vary by Program, investment style or strategy, and the investments in the client’s Account, and each risk may or may not apply to a client. Clients should not pursue a strategy or invest in an investment product unless they are prepared to accept the associated risks. Clients are encouraged to discuss with their Financial Advisor the risks that apply to them. A client should also review the prospectus or other disclosure document for any security or other investment product in which the client invests, as it will contain important information about the risks associated with investing in such security or other investment product.

### **General Risk Information**

General risks of the Programs include the following:

**Market Risks.** A client’s Account may change in value due to overall market fluctuations. General economic conditions, political developments, international events and other factors may cause the overall market to decline, which in turn may reduce the value of the client’s Account regardless of the relative strength of the securities held in the Account. Securities prices often vary for reasons unrelated to matters directly affecting the issuers of the securities.

**Management and Securities Selection Risks.** A client’s Account may fluctuate in value

differently than, or in the opposite direction as, the overall market or applicable benchmark because of the selection of individual securities for the Account. The judgments made by the persons managing client accounts about the attractiveness, value and potential appreciation of particular securities may prove to be incorrect. For example, while the stock markets may experience increases in value, the client's Account may experience a decline in value due to the underperformance of the stocks selected for investment in the client's Account.

**Investment Objective and Asset Allocation Risks.**

A client's investment objective and asset allocation strategies involve the risk that certain asset classes selected for the client's Account may not perform as well as other asset classes during varying periods. In addition, clients who pursue more aggressive investment objectives and asset allocation strategies, while hoping to achieve high returns, may face greater risk of loss than clients with more conservative objectives and strategies. In developing investment objectives and asset allocation strategies, clients should carefully consider their financial situation and needs, investment goals, investment time horizon and risk tolerance. A client should inform the client's Financial Advisor of these considerations so the Financial Advisor can assist in determining the client's investment objectives and asset allocation strategies.

**Conflicts of Interest Risks.** Issuers, advisors or other sponsors of investment products or their affiliates may engage in business practices that conflict with the interests of investors. Among other things, these business practices can have a negative impact on the market price of the investment product. Clients are encouraged to review the prospectus or other disclosure document for the investment product and also discuss with their Financial Advisor the conflicts of interest risks that may apply to them.

**Stock Market Risks.** Equity security prices vary and may fall, thus reducing the value of a client's investments. Certain stocks selected for a client's Account may decline in value more than the overall stock market.

**Equity Securities Risks.** Equity securities may experience sudden, unpredictable drops in value or long periods of decline in value. This may occur

because of factors that affect the securities markets in general, such as adverse changes in economic conditions, the general outlook for corporate earnings, interest rates or investor sentiment. Equity securities may also lose value because of factors affecting an entire industry or sector, such as increases in production costs, or factors directly related to a specific company, such as decisions made by its management.

**Common Stock Risks.** Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. These investor perceptions are based on various and unpredictable factors including: expectations regarding government, economic, monetary and fiscal policies; inflation and interest rates; economic expansion or contraction; and global or regional political, economic and banking crises. Holders of common stocks are generally subject to greater risk than holders of preferred stocks and debt obligations of the same issuer because common stockholders generally have inferior rights to receive payments from issuers in comparison with the rights of preferred stockholders, bondholders and other creditors.

**Fixed Income Security Risks.** Fixed income securities are subject to certain risks, including interest rate risk, credit risk and liquidity risk. In addition, they are subject to maturity risk. Generally, the longer a bond's maturity, the greater the interest rate risk and the higher its yield. Conversely, the shorter a bond's maturity, the lower the interest rate risk and the lower its yield. Non-rated, split-rated, below investment grade, and asset-backed securities, including mortgage-backed securities and CMOs, have additional, special risks.

**Interest Rate Risk.** The value of some investment products, particularly fixed income securities, is affected significantly by changes in interest rates. Generally, when interest rates rise, the product's market value declines and when interest rates decline, its market value rises. In addition, a rise in interest rates may have a negative impact on the issuer, which, in turn, could have a negative impact on the market value of the investment product.

**Credit Risk.** The value of some investment products, particularly fixed income securities, is affected by changes in the product's credit quality rating or the issuer's financial condition. If the credit quality rating or the issuer's financial condition declines, so may the value of the investment product. Issuers may experience unanticipated financial problems and may be unable to meet its payment obligations. Municipal obligations in particular may be adversely affected by political and economic conditions and developments (for example, legislation reducing state aid to local governments.) Bonds receiving the lowest investment grade rating or a non-investment grade rating may have speculative characteristics and, compared to higher grade debt obligations, may have a weakened capacity to make principal and interest payments due to changes in economic conditions or other adverse circumstances. Ratings agencies such as Moody's, Fitch and S&P provide ratings on bonds based on their analyses of information they deem relevant. Ratings are essentially opinions or judgments of the credit quality of an issuer and may prove to be inaccurate. In addition, there may be a delay between events or circumstances adversely affecting the ability of an issuer to pay interest and/or repay principal and an agency's decision to downgrade a security.

**Capitalization Size Risks.** A client may be invested in small and mid cap stocks, which are often more volatile and less liquid than investments in larger companies. The frequency and volume of trading in securities of such companies may be substantially less than is typical of larger companies. Therefore, the securities of such companies may be subject to greater and more abrupt price fluctuations. In addition, small- and mid-size companies may lack the management experience, financial resources and product diversification of larger companies, making them more susceptible to market pressures and business failure.

**Growth and Value Investment Style Risks.** Investment styles or strategies that focus on growth stocks may perform better or worse than styles or strategies that focus on value stocks or that are broader or more diversified. Similarly, investment styles or strategies that focus on value stocks may perform better or worse than styles or strategies that focus on growth stocks or that are broader or more diversified. A particular style of investing may go out of favor at times

and for extended periods. Growth stocks are often characterized by high price-to-earnings ratios and may be more volatile than stocks with lower price-to-earnings ratios. Value stocks are subject to the risk that the broader market may not agree with the manager's assessment of, or recognize, the investments' intrinsic value.

**Foreign Issuer and Investment Risks.**

Securities of foreign issuers, ADRs, Global Depositary Receipts ("GDRs") and European Depositary Receipts ("EDRs"), and investments in foreign markets generally, are subject to certain inherent risks, such as political or economic instability of the country of issue, the difficulty of predicting international trade patterns and the possibility of imposition of exchange controls. Such securities may also be subject to greater fluctuations in price than securities of domestic corporations. Investors in foreign markets may face delayed settlements, currency controls and adverse economic developments as well as higher overall transaction costs. In addition, fluctuations in the U.S. dollar's value versus other currencies may enhance, erode, reverse gains or widen losses from investments denominated in foreign currencies. For instance, foreign governments may limit or prevent investors from transferring their capital out of a country. This may affect the value of a client's investment in the country that adopts such currency controls. Exchange rate fluctuations also may impair an issuer's ability to repay U.S. dollar denominated debt, thereby increasing the credit risk of such debt. In addition, there may be less publicly available information about a foreign company than about a domestic company. Foreign companies generally are not subject to uniform accounting, auditing and financial reporting standards comparable to those applicable to domestic companies. With respect to certain foreign countries, there is a possibility of expropriation or confiscatory taxation, or diplomatic developments, which could affect investment in those countries.

**Emerging Markets Risks.** Investments in emerging markets can involve risks in addition to and greater than those generally associated with investing in more developed foreign markets. The extent of economic development, political stability, market depth, infrastructure, capitalization, and regulatory oversight can be less than in more developed markets. Emerging market economies can be subject to greater social, economic, regulatory, and political

uncertainties. All of these factors can make emerging market securities more volatile and potentially less liquid than securities issued in more developed markets.

**Cybersecurity Risks.** With the increased use of technologies such as the Internet to conduct business, issuers of investments are susceptible to operational, information security and related risks. In general, cyber incidents can result from deliberate attacks or unintentional events. Cyber attacks include, but are not limited to, gaining unauthorized access to digital systems (e.g., through “hacking” or malicious software coding) for purposes of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. Cyber attacks may also be carried out in a manner that does not require gaining unauthorized access, such as causing denial-of-service attacks on websites (i.e., efforts to make network services unavailable to intended users). Cyber incidents affecting issuers or their service providers have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, interference with the ability to transact business, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs. Similar adverse consequences could result from cyber incidents affecting governmental and other regulatory authorities, exchange and other financial market operators, banks, brokers, dealers, insurance companies and other financial institutions and other parties. In addition, substantial costs may be incurred in order to prevent any cyber incidents in the future. While issuers and other parties may establish business continuity plans in the event of, and risk management systems to prevent, such cyber incidents, there are inherent limitations in such plans and systems including the possibility that certain risks have not been identified. As a result, client accounts and investments could be negatively impacted.

**Government Obligation Risks.** Client assets may be invested in securities issued, sponsored or guaranteed by the U.S. Government, its agencies and instrumentalities. However, no assurance can be given that the U.S. Government will provide financial support to U.S. Government-sponsored agencies or instrumentalities where it is not obligated to do so by law. For instance, securities issued by the Government National Mortgage

Association (“Ginnie Mae”) are supported by the full faith and credit of the United States. Securities issued by the Federal National Mortgage Association (“Fannie Mae”) and the Federal Home Loan Mortgage Corporation (“Freddie Mac”) have historically been supported only by the discretionary authority of the U.S. Government. While the U.S. Government provides financial support to various U.S. Government-sponsored agencies and instrumentalities, such as those listed above, no assurance can be given that it will always do so.

**Municipal Securities Risks.** Repayment of municipal securities depends on the ability of the issuer or project backing such securities to generate taxes or revenues. Municipal securities may also decrease in value during times when tax rates are falling. Since interest income on municipal securities is normally not subject to regular federal income taxation, the attractiveness of municipal securities in relation to other investment alternatives is affected by changes in federal income tax rates applicable to, or the continuing federal tax-exempt status of, such interest income. Any proposed or actual changes in such rates or exempt status, therefore, can significantly affect the liquidity, marketability and supply and demand for municipal securities, which would in turn affect Baird’s ability to acquire and dispose of municipal securities at desirable yield and price levels. Investment in tax-exempt debt obligations poses additional risks. In many cases, the IRS has not ruled on whether the interest received on a tax-exempt obligation is tax-exempt, and accordingly, purchases of these municipal securities are based on the opinion of bond counsel to the issuers at the time of issuance. Thus, there is a risk that interest may be taxable on a municipal security that is otherwise expected to produce tax-exempt interest.

**Money Market Fund Risks.** A money market fund is a type of mutual fund that generally invests in short-term debt instruments. Many investors use money market funds to store cash. There are three primary types of money market funds: (1) government money market funds (funds that invest nearly all assets in cash, government securities, and/or repurchase agreements collateralized by cash or government securities); (2) retail money market funds (funds that have policies and procedures reasonably designed to limit beneficial ownership to natural



persons); and (3) institutional money market funds (funds that permit beneficial ownership by institutions and natural persons). The rules governing money market funds vary based on the type of money market fund. Government and retail money market funds generally try to keep their net asset value (NAV) at a stable \$1.00 per share using special pricing and valuation conventions. Institutional money market funds are required to calculate their NAV in a manner such that the NAV will vary based upon the market value of assets and liabilities of the fund (also known as a “floating NAV”). An investment in a money market fund is not insured or guaranteed by the FDIC or any other government agency. Although some money market funds seek to preserve the value of an investment at \$1.00 per share, there can be no assurance that will occur, and it is possible to lose money should the fund value per share fall. In some circumstances, money market funds may be forced to cease operations when the value of a fund drops. In that event, the fund’s holdings may be liquidated and distributed to the fund’s shareholders. This liquidation process could take time to complete. During that time, the amounts a client has invested in the money market fund would not be available for purchases or withdrawals. In addition, retail and institutional money market funds are required to impose redemption fees (also known as liquidity fees) and suspend redemptions (also known as redemption gates) in certain circumstances. Government money market funds may also impose redemption fees and suspend redemptions in those same circumstances. More specific information about how a money market fund calculates its NAV and the circumstances under which it will impose a redemption fee or suspend redemptions is set forth in the prospectus for that money market fund.

#### **Illiquid Securities and Liquidity Risks.**

Liquidity risk is the risk that certain investments may be difficult or impossible to sell at the time and price that a client would like to sell. Clients may have to lower the price, sell other investments or forego an investment opportunity, any of which may have a negative effect on the management or performance of client accounts. The liquidity of a particular investment depends on the strength of demand for the investment, which is generally related to the willingness of broker-dealers to make a market for the investment as well as the interest of other

investors to buy the investment. During periods of economic uncertainty, significant economic and market downturns and periods in which financial services firms are unable to commit capital to make a market in, or otherwise buy, certain investments, a client may experience challenges in selling such investments at optimal prices. In addition, recent regulatory changes applicable to financial intermediaries that make markets in debt securities have restricted or made it less desirable for those financial intermediaries to hold large inventories of debt securities. Because market makers provide stability to a market through their intermediary services, a reduction in dealer inventories may lead to decreased liquidity and increased volatility in the fixed income markets. In the event the client directs Baird to liquidate an illiquid investment, the client should understand that Baird may have difficulty finding a buyer in the market for such investment and such investment may be held in the Account for a period of time while Baird attempts to satisfy the client’s liquidation request.

**Quantitative Strategy Risks.** Some investment managers may employ quantitative investment methodologies or processes to make investment decisions. The success of the quantitative investment methodologies and processes used by investment managers depends on the analyses and assessments that were used in developing such methodologies and processes, as well as on the accuracy and reliability of models and data provided by third parties. Incorrect analyses and assessments or inaccurate or incomplete models and data would adversely affect performance. Additionally, an investment manager’s methodologies and processes are predictive in nature, based on historical outcomes and trends. Certain low-probability events or factors that are assigned little weight may occur or prove to be more likely or may have more relevance than expected, for short or extended periods of time, which may adversely affect the portfolios generated by the investment manager’s quantitative methodologies and processes. It is also possible that prices of securities may move in directions that were not predicted by the investment manager’s quantitative methodologies and processes or may fail to move as much as predicted, for reasons that were not expected. There can be no assurance that these methodologies will enable a client to achieve the client’s objective.

**Technical Strategy Risks.** Some investment managers and Financial Advisors may employ technical analysis or investment methodologies to make investment decisions or recommendations. The primary risk of using technical analysis is that past price and volume patterns and trends in the trading markets cannot predict future prices, volume patterns or trends. There is no guarantee that technical investment methods used are designed properly, are updated with new data as it becomes available, or can accurately predict future market or investment performance. In order for technical investment methods to work, there must be sufficient data about the markets available so that trends can be identified and predictions can be made. A technical method may fail to identify trends or be able to accurately predict future prices if a market does not have sufficient data or trends or if the market behaves erratically.

**Concentration Risks.** A client's Account may consist of a portfolio of securities that is concentrated in an issuer or group of issuers, an industry or economic sector or group of related industries or sectors, or concentrated in limited asset classes. Client accounts with concentrated positions are susceptible to greater volatility and increased risk of loss than an Account that is diversified across several issuers and industries or sectors and asset classes. A client should not engage in strategies using concentration unless the client is prepared to experience significant losses in the value of the client's Account.

**Frequent Trading and Portfolio Turnover Risks.** Some of the investment strategies offered to clients in this Brochure may involve frequent or active trading for client accounts, which could result in high portfolio turnover. Strategies that involve frequent or active trading increase the management and securities selection risks because the persons managing the accounts are making more trading decisions, which may prove to be incorrect. A portfolio with a high turnover rate will also incur more transaction costs than one with a lower rate. Higher transaction costs may negatively impact the return of the portfolio. High portfolio turnover may also cause a client to experience adverse tax consequences due to the fact that the client may have increased instances of realized gains and losses and such gains and losses may commonly be characterized as short term gains and losses under applicable tax law.

**Asset-Backed Securities Risks.** Asset-backed securities are securities secured or backed by mortgage loans, student loans, automobile loans, installment sale contracts, credit card receivables or other assets and are issued by entities such as commercial banks, trusts, financial companies, finance subsidiaries of industrial companies, savings and loan associations, mortgage banks and investment banks. These securities represent interests in pools of assets in which periodic payments of interest or principal on the securities are made, thus, in effect passing through periodic payments made by the individual borrowers on the assets that underlie the securities, net of any fees paid to the issuer or guarantor of the securities. Asset-backed securities are issued in multiple classes (or tranches) and their relative payment rights may be structured in many ways. Asset-backed securities may be subject to greater risk of default during periods of economic downturn than other instruments. Asset-backed securities also can be more sensitive to interest rate risk than other types of fixed income securities. Modest movements in interest rates (both increases and decreases) may quickly and significantly reduce the value of certain types of these securities. Asset-backed securities are subject to a number of other risks, including, but not limited to, market and valuation risks, liquidity risk, and prepayment risk.

**Non-Rated, Split-Rated, and Below Investment Grade Securities (High Yield or "Junk" Bonds) Risks.** Investing in securities or other investment products that are not rated, split-rated or are below investment grade (also known as high yield or "junk" bonds) involve significant, special risks. As a result, they may not be suitable for some clients. The risks associated with these investments include, but not limited to, price volatility risk, credit risk, default risk, and liquidity risk. Clients investing in securities or other investment products that are not rated, split-rated or are below investment grade should have a high tolerance for risk, including the willingness and ability to accept significant price volatility, potential lack of liquidity and potential loss of their investment.

**Mutual Fund Risks.** Mutual funds can have many different investment objectives and strategies, including equity, fixed income, balanced, international, and global strategies, and strategies that focus on a particular market capitalization, investment style, economic

industry or sector, or geographic region. Mutual funds have risks, which may include market risk, management and securities selection risk, investment objective and asset allocation risk, stock market risk, equity securities risk, common stock risk, fixed income securities risk, interest rate risk, credit risk, capitalization risk, investment style risk, foreign issuer and investment risk, and emerging market risk. *Certain mutual funds pursue Complex Strategies, which are subject to special risks.* The degree of these and other risks will vary depending on the type of mutual fund selected. Also, investment return and principal value will fluctuate, and shares, when redeemed, may be worth more or less than their original cost.

**Exchange Traded Fund Risks.** An ETF is different from a mutual fund in that an ETF does not sell its shares directly to public investors and does not redeem shares from public investors. Rather, shares of an ETF are commonly purchased or sold in the secondary market on a securities exchange, like common stocks. An ETF maintains a net asset value but, based on demand and other factors, the market price of shares of an ETF may vary from its net asset value. ETFs invest in and hold securities and other assets, such as stocks, bonds, commodities and currencies, and have stated investment objectives and principal strategies. ETFs can have many different investment objectives and strategies, including equity, fixed income, balanced, international, and global strategies, and strategies that focus on a particular market capitalization, investment style, economic industry or sector, or geographic region. Many ETFs seek to track the performance of an index or other underlying benchmark. Passively managed ETFs will not be able to replicate exactly the performance of the indices the ETFs track because the total return generated by the securities will be reduced by management fees, transaction costs and other expenses incurred by the ETF. ETFs have other risks, which may include market risk, management and securities selection risk, investment objective and asset allocation risk, stock market risk, equity securities risk, common stock risk, fixed income securities risk, interest rate risk, credit risk, capitalization risk, investment style risk, foreign issuer and investment risk, and emerging market risk. *Certain ETFs pursue Complex Strategies, which are subject to special risks.* The degree of these

and other risks will vary depending on the type of ETF selected.

**Closed-End Fund Risks.** Unlike mutual funds which continuously offer and redeem their shares on a daily basis at net asset value, closed-end funds typically raise money by selling a fixed number of shares of common stock in a single, one-time offering, much the way a company issues stock in an initial public offering. Closed-end funds can have many different investment objectives and strategies, including equity, fixed income, balanced, international, and global strategies, and strategies that focus on a particular market capitalization, investment style, economic industry or sector, or geographic region. Closed-end fund shares are not redeemable, meaning that investors cannot require closed-end funds to buy back their shares, although closed-end fund shares are listed and traded on an exchange. For many reasons, closed-end fund shares often trade at a discount to their net asset value and the market prices of closed end fund shares often fall below their public offering prices. Clients are therefore cautioned about buying shares of a closed-end fund in its initial public offering. Closed-end funds often engage in leverage to raise additional capital for purposes of making investments through borrowings and issuances of senior securities (such as preferred stock). Such leverage may present the opportunity to enhance potential returns but also involve the risk of exacerbating losses and depreciation in the value of the underlying securities. Closed-end funds have other risks, which may include market risk, management and securities selection risk, investment objective and asset allocation risk, stock market risk, equity securities risk, common stock risk, fixed income securities risk, interest rate risk, credit risk, capitalization risk, investment style risk, foreign issuer and investment risk, and emerging market risk. *Certain closed-end funds pursue Complex Strategies, which are subject to special risks.* Some closed-end funds are organized as interval funds, which differ from traditional closed-end funds in that their shares do not trade on the secondary market, but instead their shares are subject to repurchase offers from the fund. Closed-end funds structured as an interval fund will, therefore be relatively less liquid. Interval funds also often impose a redemption fee when shares are sold back to the fund. The degree of

these and other risks will vary depending on the type of close-end fund selected.

**Unit Investment Trust Risks.** A UIT is a pooled investment vehicle in which a portfolio of securities is selected by the sponsor and deposited into the trust for a specified period of time. The portfolio of a UIT is designed to follow an investment objective over a specified time period, although there is no guarantee that the objective will be met. UITs can have many different investment objectives and strategies, including equity, fixed income, balanced, international, and global strategies, and strategies that focus on a particular market capitalization, investment style, economic industry or sector, or geographic region. UITs are passively managed and follow a “buy and hold” strategy, meaning that UITs buy a fixed portfolio of securities and hold on to that portfolio until their termination date at which time the portfolio is liquidated with the net proceeds paid to investors. UITs, thus, generally have a relatively higher risk of loss than other funds in the event of adverse changes in market or economic conditions. UITs have other risks, which may include management and securities selection risk, investment objective and asset allocation risk, stock market risk, equity securities risk, common stock risk, fixed income securities risk, interest rate risk, credit risk, capitalization risk, investment style risk, foreign issuer and investment risk, and emerging market risk. *Certain UITs pursue Complex Strategies, which are subject to special risks.* The degree of these and other risks will vary depending on the type of UIT selected. Also, investment return and principal value will fluctuate, and units, if and when redeemed, may be worth more or less than their original cost.

**Investment Fund Risks; Purchase and Redemption Risks.** Investment Funds are generally subject to the same risks as the securities or other assets in which they invest. In addition, from time to time Baird, a PIM Manager, or an investment manager may decide to add or remove an Investment Fund to or from an investment strategy or Program. In addition, they may decide to increase or decrease their clients’ account allocations to an Investment Fund. In general, they will place transactions for all affected Accounts at one time, which may cause the fund to experience relatively large purchases or redemptions. Significant purchases and redemptions may adversely affect the fund in

question and consequently, a client’s investment. An Investment Fund receiving large purchase orders may have difficulty investing the cash, which may have a negative impact on the fund’s performance. An Investment Fund experiencing large redemption orders may have to sell portfolio securities, which may negatively impact performance and which may have negative tax consequences. Large redemptions could also reduce liquidity as the fund may suspend or delay redemptions. These risks are more pronounced with respect to newer Investment Funds and those with smaller asset sizes.

**Community Bank Stock Risks.** Stocks issued by community banks, small banks and their holding companies are subject to unique risks. Unlike national or larger regional banks, community banks are less geographically diversified and their businesses and revenues tend to be closely tied to the economies in which they are located. Investments in community bank stocks could therefore be negatively impacted by adverse conditions affecting those local economies. Community bank stocks are also subject to capitalization risk and illiquid securities and liquidity risks described above.

#### **Non-Traditional Assets and Complex Strategies Risks**

**Non-Traditional Assets Risks.** Non-Traditional Assets, such as commodities, currencies, securities indices, interest rates, credit spreads, and private companies, are subject to risks that are different from, and in some instances, greater than, other assets like stocks and bonds. Some Non-Traditional Assets are less transparent and more sensitive to domestic and foreign political and economic conditions than more traditional investments. Non-Traditional Assets are also generally more difficult to value, less liquid, and subject to greater volatility compared to stocks and bonds.

**Commodities Risks.** Investments in commodities markets or a particular sector of the commodities markets, and investments in securities or other instruments denominated in or indexed or linked to commodities, are subject to certain risks. Those investments generally will subject a client Account to greater volatility than investments in traditional securities. The commodities markets are impacted by a variety of factors, including changes in overall market

movements, domestic and foreign political and economic conditions, interest rates, inflation rates and investment and trading activities in commodities. Prices of commodities may also be affected by factors such as drought, floods, weather, livestock disease, embargoes, tariffs and other regulatory developments. The prices of commodities can also fluctuate widely due to supply and demand disruptions in major producing or consuming regions. Certain commodities may be produced in a limited number of countries and may be controlled by a small number of producers or groups of producers. As a result, political, economic and supply related events in such countries could have a disproportionate impact on the prices of such commodities. No active trading market may exist for certain commodities investments, which may impair the value of the investments.

**Currency Risks.** Investments in currencies, and investments in securities or other instruments denominated in or indexed or linked to currencies, are subject to certain risks. Those investments are subject to all of the risks associated with foreign investing generally. In addition, currency markets generally are not as regulated as securities markets. Also, changes in currency exchange rates could adversely impact the investment. Devaluation of a currency by a country will also have a significant negative impact on the value of any investment denominated in that currency. Currency investments may also be positively or negatively affected by a country's strategies intended to make its currency stronger or weaker relative to other currencies.

**Leverage and Margin Risks.** Leveraging strategies may amplify the impact of any decrease in the value of underlying securities in the client's Account, thereby increasing a client's risk of loss. The use of leverage may also increase an Account's volatility. Strategies involving margin can cause a client to lose more money than deposited in the client's margin account. A client should not engage in strategies involving leverage or margin unless the client is prepared to experience significant losses in the value of the client's Account.

**Short Sales Risks.** Short selling runs the risk of loss if the price of the securities sold short does not decline below the price at which they were originally sold. This risk of loss is theoretically

unlimited, as there is no cap on the amount that the price of a security may appreciate. In addition, a lender may request, or market conditions may dictate, that securities sold short be returned to the lender on short notice, which may result having to buy the securities sold short at an unfavorable price. A client should not engage in short sales unless the client is prepared to experience significant losses in the client's Account.

**Derivative Instrument Risks.** The values of options, convertible securities, futures, swaps, forward contracts and other derivative instruments is derived from an underlying asset, such as a security, commodity, currency, or index. Derivative instruments often have risks similar to the underlying asset, however, in certain cases, those risks are greater than the risks presented by the underlying asset. Derivative instruments may experience dramatic price changes and imperfect correlations between the price of the derivative and the underlying asset, which may increase volatility. Derivatives generally create leverage, and as a result, a small movement in the underlying asset's value can result in large change in the value of the derivative instrument. Derivatives are also subject to liquidity risk, interest rate risk, market risk, credit risk, management risk and counterparty risk. The use of these instruments is not appropriate for some clients because they involve special risks. A client should not invest in these instruments unless the client is prepared to experience volatility and significant losses in the client's Account.

**Options Risks.** In purchasing a put or call option, the purchaser faces the risk of loss of the premium paid for the option if the market price moves in a direction opposite to what the purchaser had expected. In selling or writing an option, the seller faces significantly more risk. A seller of a call option faces the risk of significant loss if the prevailing market price of the underlying security or index increases above the strike price, and a seller of a put option faces the risk of significant loss if the prevailing market price of the underlying security or index decreased below the strike price.

**Hedging Risks.** When a derivative instrument is used as a hedge against an opposite position, any loss on the derivative instrument should be substantially offset by gains on the hedged



investment, and vice versa. Although hedging can be an effective way to reduce the investment risk, it may not always perfectly offset one position with another. As a result, there is no assurance that hedging transactions will be effective.

### **Complex Investment Product Risks**

**Hedge Funds and Funds of Hedge Fund Risks.** Hedge funds typically engage in one or more Complex Strategies, including the use of Non-Traditional Assets, short sales, leverage and other derivative instruments. Funds of hedge funds typically invest substantially all of their assets in other hedge funds. Hedge funds and funds of hedge funds have unique tax characteristics. A client should consult with a tax advisor before investing in those funds. Some hedge funds and funds of hedge funds are subject to limited regulation and offer limited disclosure and transparency. Also, the costs of hedge funds and funds of hedge funds are typically higher than other types of funds. Investment advisers or managers for those funds often receive a management fee plus an incentive or performance-based fee. Because of the existence of a performance-based fee, fund managers may be motivated to make riskier investments that have the potential for significant growth in value. Hedge funds and funds of hedge funds are also subject to a higher risk of incorrect valuations. Many hedge funds hold investments for which market quotations are not readily available, which necessitates the use of "fair value" pricing. Fair value pricing is an inherently subjective process and may not accurately reflect the prices that can actually be obtained upon sale of the assets for which fair values are used. Investments in hedge funds and funds of hedge funds also have reduced liquidity compared to other investments and are generally subject to a higher risk of volatility. Investing in hedge funds and funds of hedge funds involves other special risks, including, but not limited to, risks associated with Non-Traditional Assets, short sales, leverage, derivative instruments, and Complex Strategies. Other risks may include: market risk, management and securities selection risk, investment objective and asset allocation risk, stock market risk, equity securities risk, common stock risk, fixed income securities risk, interest rate risk, credit risk, capitalization risk, investment style risk, foreign issuer and investment risk, and emerging market risk. *Hedge funds and funds of hedge funds are complex*

*investments that have significant, special risks. As a result, they may not be suitable for some clients. Clients investing in hedge funds or funds of hedge funds should have a high tolerance for risk, including the willingness and ability to accept significant price volatility, potential lack of liquidity and potential loss of their investment.*

### **Private Equity Funds and Funds of Private Equity Funds Risks.**

Private equity funds are pools of actively managed capital that invest primarily in private companies with the intent of creating value in the companies in which they invest by improving operations, reducing costs, selling non-core assets and maximizing cash flow. Private equity funds usually have an investment objective or strategy that may focus on companies in certain sectors, industries, geographic regions, size ranges or stages of development or operations, or on certain types and sizes of investments. Funds of private equity funds typically invest substantially all of their assets in other private equity funds. Private equity funds and funds of private equity funds have unique tax characteristics. A client should consult with a tax advisor before investing in those funds. Private equity funds and funds of private equity funds are subject to limited regulation and offer limited disclosure and transparency. Also, the costs of private equity funds and funds of private equity funds are typically higher than other types of funds. Investment advisers or managers for those funds often receive a management fee plus an incentive fee or carried interest. Private equity funds and funds of private equity fund are also generally subject to administrative service fees and portfolio company transaction fees. Because of the existence of a carried interest, fund managers may be motivated to make riskier investments that have the potential for significant growth in value. Investments in private equity funds and funds of private equity funds also have reduced liquidity compared to other investments. Investors should not expect to receive distributions from a fund for a number of years. Private equity investing is very risky. Many investments made in portfolio companies are not profitable. In addition, investments made by private equity funds and funds of private equity funds may be concentrated in one or more economic industries or sectors, geographic regions, stages of development or operation, or sizes of companies. Investing in private equity funds and funds of private equity funds involves

other special risks, including, but not limited to, dependence upon key personnel and conflicts of interest risks. Other risks may include: market risk, management and securities selection risk, investment objective and asset allocation risk, interest rate risk, credit risk, capitalization risk, investment style risk, foreign issuer and investment risk, and emerging market risk. *Private equity funds and funds of private equity funds are complex investments that have significant, special risks. As a result, they may not be suitable for some clients. Clients investing in private equity funds and funds of private equity funds should have a high tolerance for risk, including the willingness and ability to accept lack of liquidity and potential loss of their investment.*

**Private Debt Funds (or Private Credit Funds) and Funds of Private Debt Funds.** Private debt funds (also known as private credit funds) are pools of actively managed capital that invest primarily in loans or debt instruments issued by companies in private transactions. Sometimes, repayment of the loan is secured by assets of the companies obtaining the loans. However, the companies often have low or no credit ratings. Thus, investments held by private debt funds generally are subject the same risks as below investment grade or “junk” bonds. Trading markets for the investments held by those funds are also limited and their investments may be illiquid. Oftentimes, the interest rate paid by the companies is determined by a reference interest rate, such as the federal funds rate, which is periodically reset. These types of investments are sometimes referred to as floating rate corporate debt, floating rate loans or floating rate bank loans. Private debt funds usually have an investment objective or strategy that may focus on companies in certain sectors, industries, geographic regions, size ranges or stages of development or operations, or on certain types and sizes, including focusing investments on smaller capitalization, distressed or bankrupt companies. Private debt funds commonly use borrowings or leverage to make investments. Funds of private debt funds typically invest substantially all of their assets in other private debt funds. Private debt funds and funds of private debt funds have unique tax characteristics. A client should consult with a tax advisor before investing in those funds. Private debt funds and funds of private debt funds are subject to limited regulation and offer limited disclosure and transparency. Also, the costs of

private debt funds and funds of private debt funds are typically higher than other types of funds. Investment advisers or managers for those funds often receive a management fee plus a performance fee. Private debt funds and funds of private debt fund are also generally subject to operational expenses and transaction fees. Because of the existence of a performance fee, fund managers may be motivated to make riskier investments that have the potential for significant growth in value. Investments in private debt funds and funds of private debt funds also have reduced liquidity compared to other investments. Investors should not expect to receive distributions from a fund for a number of years. Private debt investing is very risky. Investments made by private debt funds and funds of private debt funds may be concentrated in one or more economic industries or sectors, geographic regions, stages of development or operation, or sizes. Investing in private debt funds and funds of private debt funds involves special risks, including, but not limited to, dependence upon key personnel, conflicts of interest risks, market risk, management and securities selection risk, investment objective and asset allocation risk, interest rate risk, credit risk, capitalization risk, investment style risk, foreign issuer and investment risk, emerging market risk, illiquid securities and liquidity risks, concentration risks, investment fund risks, currency risks and leveraging risks. *Private debt funds and funds of private debt funds are complex investments that have significant, special risks. As a result, they may not be suitable for some clients. Clients investing in private debt funds and funds of private debt funds should have a high tolerance for risk, including the willingness and ability to accept lack of liquidity and potential loss of their investment.*

**Exchange Traded Notes Risks.** An ETN is a type of debt security that trades on an exchange and provides a return linked to the performance of an underlying benchmark. The underlying benchmark can be a particular security, bond, commodity, currency, or other Non-Traditional Asset type, a group or basket of companies, securities, commodities, currencies, derivative instruments, Non-Traditional Asset investments or other assets, or an index or other benchmark linked to stocks, market volatility, bonds, interest rates, Treasury yields, yield curves and spreads, derivative instruments, strategies, commodities, currencies or other assets. ETNs trade on

exchanges throughout the day at prices determined by the market. Unlike ETFs, issuers of ETNs do not buy or hold assets to replicate or approximate the performance of the underlying benchmark. Also in contrast to ETFs, ETNs also do not calculate their net asset value, are generally not redeemable on a daily basis, and are not registered under the Investment Company Act of 1940. Issuers may also have the right and option to redeem ETNs. Redemptions are made at the ETN's "indicative value" or "closing indicative value". An ETN's closing indicative value is computed by the issuer and is distinct from an ETN's market price, which is the price at which an ETN trades in the secondary market. Issuers of ETNs may also issue and redeem notes as a means to keep the ETN's market price in line with its indicative value, which have caused significant fluctuations in ETN prices. Investing in ETNs involves special risks, including, but not limited to, risks associated with Non-Traditional Assets and derivative instruments and the risk that the actual market price for an ETN may vary significantly from the indicative value computed by the issuer. Other risks may include: market risk, management and securities selection risk, investment objective and asset allocation risk, stock market risk, equity securities risk, common stock risk, fixed income securities risk, interest rate risk, credit risk, capitalization risk, investment style risk, foreign issuer and investment risk, and emerging market risk. *ETNs are complex investments and involve significant, special risks. As a result, ETNs may not be suitable for some clients.*

**Managed Futures Risks.** Managed futures are commodity pools (typically structured as investment partnerships) managed by a futures trading adviser that trade speculatively in various derivative instruments and other investments. There are significantly higher fees and expenses associated with investments in managed futures than other types of funds. Sponsors or managers for these pools often receive a management fee plus incentive or performance-based fee. Because of the existence of a performance-based fee, managers may be motivated to make riskier investments that have the potential for significant growth in value. Managed futures may seek exposure to different asset classes, such as equity securities, fixed income securities, commodities (such as metals, agricultural products, and energy products), currencies, interest rates, and indices. Managed futures often obtain this exposure

through derivative instruments, which may be traded on U.S. or foreign exchanges or markets. Managed futures often employ computerized, systematic and often proprietary trading models and systems. Investing in managed futures involves special risks, including, but not limited to, liquidity risks and risks associated with commodities, currencies, and other Non-Traditional Assets, leverage, derivative instruments and Complex Strategies. Other risks may include: market risk, management and securities selection risk, investment objective and asset allocation risk, stock market risk, equity securities risk, common stock risk, fixed income securities risk, interest rate risk, credit risk, foreign issuer and investment risk, and emerging market risk. *Managed futures can be speculative investments because of the types of investments they make and they involve significant, special risks. As a result, they may not be suitable for some clients. Clients investing in these funds should have a high tolerance for risk, including the willingness and ability to accept significant price volatility, potential lack of liquidity and potential loss of their investment.*

#### **Leveraged Fund and Inverse Fund Risks.**

Leveraged funds and inverse funds may be structured as ETNs, ETFs or open-end mutual funds. Leveraged funds seek to deliver multiples of the performance of the index or benchmark they track. Inverse funds seek to deliver the opposite of the performance of the index or benchmark they track. Leveraged inverse funds seek to achieve a return that is a multiple of the inverse performance of the underlying index. Most leveraged and inverse funds "reset" daily, meaning that they are designed to achieve their stated objectives on a daily basis. Because of the effects of compounding, volatility and the fund expenses, the returns of a leveraged or inverse fund over longer periods of time can differ significantly from the performance (or inverse of the performance) of their underlying index or benchmark during the same period of time. To achieve their objectives, leveraged and inverse funds typically employ aggressive investment techniques, such as the use of leverage, short sales, swap contracts, futures, options and other derivative instruments. Investing in leveraged funds and inverse funds involves special risks, including, but not limited to, risks associated with Non-Traditional Assets, short sales, leverage, and derivative instruments. Other risks may include: market risk, management and securities selection

risk, investment objective and asset allocation risk, stock market risk, equity securities risk, common stock risk, fixed income securities risk, interest rate risk, credit risk, foreign issuer and investment risk, and emerging market risk. *Leveraged funds and inverse funds are complex investments that have an increased risk of loss compared to other funds and they involve significant, special risks. As a result, they may not be suitable for some clients. A client should not invest in these securities unless the client is prepared to experience significant losses in the value of the client's Account.*

**Structured Products Risks.** Structured products are a hybrid between two asset classes (typically issued in the form of a CD or note) but instead of having a pre-determined rate of interest, the return is linked to the performance of an underlying asset class, such as single security or basket or index of securities; a commodity or basket or index of commodities, including futures; and a foreign currency or basket of foreign currencies. Investing in structured products involves special risks, including, but not limited to, risks associated with derivative instruments. Other risks may include: market risk, management and securities selection risk, investment objective and asset allocation risk, stock market risk, equity securities risk, common stock risk, fixed income securities risk, interest rate risk, credit risk, foreign issuer and investment risk, emerging market risk, commodities risk and currency risk. *Structured products are complex investments and involve special risks. As a result, they may not be suitable for some clients.*

**Real Estate Investment Trusts Risks.** A REIT is a corporation, trust or association that owns and typically operates income-producing real estate or real estate-related assets. The income-producing real estate assets owned by a REIT may include office buildings, shopping malls, multi-family housing, student housing, hotels, resorts, hospitals and health care facilities, self-storage facilities, data centers, warehouses, telecommunications facilities, and mortgages or loans. Many REITs are registered with the SEC and their common stock and preferred stock are publicly traded on a stock exchange. These are known as publicly-traded REITs. Others may be registered with the SEC but are not publicly traded. These are known as private REITs (also known as non-traded or non-exchange traded

REITs). There is no public trading market for private REITs and the sole method for disposing of the shares may be limited to a periodic offer to redeem the shares by the issuer, if the issuer offers a redemption program. Private REITs are generally subject to limited regulation and offer limited disclosure and transparency. The shareholders of a REIT are responsible for paying taxes on the dividends that they receive and on any capital gains associated with their investment in the REIT. Dividends paid by REITs generally are treated as ordinary income and are not entitled to the reduced tax rates on other types of corporate dividends. Prices of REIT securities and trading volumes may be more volatile than other investments. Many REITs focus on a particular sector of the real estate market, such as apartments, student housing, hotels and hospitality, health care, office buildings, shopping malls, warehouses, self-storage facilities and the like. Those REITs are subject to risks associated with sectors in which they are focused. Additionally, many REITs may own properties that are concentrated in a particular geographic region or regions, which subject them to the risk of deteriorating economic conditions in those areas. Investing in REITs involves other special risks, including, but not limited to, real estate portfolio risk (including development, environmental, competition, occupancy and maintenance risk), liquidity risk, leverage risk, distribution risk, capital markets access risk, growth risk, counterparty risk, conflicts of interest risk, dependence upon key personnel risk, and regulatory risk. Other risks may include: market risk, management and securities selection risk, investment objective and asset allocation risk, stock market risk, equity securities risk, interest rate risk, credit risk, foreign issuer and investment risk, and emerging market risk. *REITs involve significant, special risks and may not be suitable for some clients. Clients investing in REITs should have a high tolerance for risk, including the willingness and ability to accept significant price volatility and volatility of regular distribution amounts, potential lack of liquidity and potential loss of their investment.*

**Business Development Company Risks.** A BDC is typically a domestic, closed-end investment company that is operated for the purpose of making equity and debt investments in small and developing businesses, as well as financially troubled businesses. As a result, investments made by BDCs tend to be risky and



speculative. Investment advisers or managers for BDCs often receive a management fee plus incentive or performance-based fee. Because of the existence of a performance-based fee, managers may be motivated to make riskier investments that have the potential for significant growth in value. BDCs commonly use borrowings or leverage to make investments in portfolio companies. Adverse interest rate movements can negatively impact a BDC's ability to make investments. Investments made by BDCs are typically illiquid, and valuing such investments is challenging. It is possible that valuations on investments used are materially different from the values that BDCs will ultimately receive upon disposition of those investments. Changing market and economic conditions affecting a BDC's investments may cause significant volatility in the BDC's net asset value and stock price. Due to the nature of BDCs' investments, securities issued by BDCs are subject to greater liquidity risk than other investments. A debt security or preferred stock issued by a BDC, in many cases, is non-rated or is rated below investment grade, which can carry its own risks. Investing in BDCs involves other special risks, including, but not limited to, portfolio company credit and investment risk, leverage risk, capital markets access risk, dependence upon key personnel risk, and regulatory risk. Other risks may include: market risk, management and securities selection risk, investment objective and asset allocation risk, stock market risk, equity securities risk, common stock risk, fixed income securities risk, and interest rate risk. *BDCs can be speculative investments because of the types of investments they make and involve significant, special risks. As a result, BDC investments may not be suitable for some clients. Clients investing in BDCs should have a high tolerance for risk, including the willingness and ability to accept significant price volatility, potential lack of liquidity and potential loss of their investment.*

**Master Limited Partnership Risks.** An MLP is a form of publicly-traded partnership that is taxed as a partnership. MLPs have unique tax characteristics. A client should consult with a tax advisor before investing in MLPs. An MLP must generally earn at least 90% of its income from certain qualifying sources, which includes income and gains from certain activities involving natural resources such as oil, natural gas, natural gas liquids, refined petroleum products, coal, carbon dioxide and biofuels. An MLP is generally

structured as a limited partnership or limited liability company and managed and operated by a general partner or manager. Owners of an MLP are called "limited partners" or "unit holders". Unit holders own interests or units in the MLP ("units") that are traded on a stock exchange. MLPs make distributions to unit holders of their available cash flows. Many MLPs focus on a particular sector or industry. Those MLPs are subject to risks associated with sectors or industries in which they are focused. The value of an investment in an MLP and the amount of distributions it makes may depend on the prices of the underlying commodity, such as oil or natural gas. Many MLPs are sensitive to changes in the prevailing level of commodity prices. MLPs have also shown sensitivity to interest rate movements. Investing in MLPs involves other special risks, including, but not limited to, macroeconomic risk, interest rate risk, liquidity risk, operating risk, capital markets access risk, growth risk, distribution risk, conflicts of interest risk, and regulatory risk. *MLPs are complex investments that have significant, special risks. As a result, MLPs may not be suitable for some clients. Clients investing in MLPs should have a high tolerance for risk, including the willingness and ability to accept potential lack of liquidity and potential loss of their investment.*

**Additional information about certain Complex Investment Products and other investments pursuing Complex Strategies, including the risks associated with those investments, is available on Baird's website at [bairdwealth.com/retailinvestor](http://bairdwealth.com/retailinvestor) and on FINRA's website at [www.finra.org/Investors](http://www.finra.org/Investors). A client is encouraged to read the disclosure documents included on those websites carefully before investing.**

#### **Risks Associated with Certain Investment Objectives and Asset Allocation Strategies**

Each Account is subject to the risks associated with the investments in the Account. Generally, an Account will be subject to the risks associated with the portfolio listed below that corresponds to the investment objective of the Account or the asset allocation strategy pursued by the Account.

**All Growth Portfolio.** An All Growth Portfolio will generally be invested in a manner that seeks to provide growth of capital. All Growth Portfolios have historically experienced high fluctuations in



annual returns and overall market value, typically as a result of changes to market and economic conditions. The Portfolio's investments are subject to a high risk of price declines, especially during periods when stock markets in general are declining. An All Growth Portfolio's primary risks generally include: market risk, management and securities selection risk, investment objective and asset allocation risk, stock market risk, equity securities risk, common stock risk, and capitalization risks. Depending upon the Portfolio's specific investments, the Portfolio may also be subject to other primary risks, including investment style risks, foreign issuer and investment risks, emerging market risks, fixed income security risks, below investment grade (high yield or "junk" bonds) securities risks, and the risks described under the headings "Non-Traditional Assets and Complex Strategies Risks" and "Complex Investment Product Risks" above.

**Capital Growth Portfolio.** A Capital Growth Portfolio will generally be invested in a manner that seeks to provide growth of capital. Capital Growth Portfolios have historically experienced moderately high fluctuations in annual returns and overall market value, typically as a result of changes to market and economic conditions. The Portfolio's investments are subject to a risk of price declines, especially during periods when stock markets in general are declining. A Capital Growth Portfolio's primary risks generally include: market risk, management and securities selection risk, investment objective and asset allocation risk, stock market risk, equity securities risk, common stock risk, and capitalization risks. Depending upon the Portfolio's specific investments, the Portfolio may also be subject to other primary risks, including investment style risks, foreign issuer and investment risks, emerging market risks, fixed income securities risk, interest rate risk, credit risk, asset-backed securities risks, below investment grade (high yield or "junk" bonds) securities risks, and the risks described under the headings "Non-Traditional Assets and Complex Strategies Risks" and "Complex Investment Product Risks" above.

**Growth with Income Portfolio.** A Growth with Income Portfolio will generally be invested in a manner that seeks to provide moderate growth of capital and some current income. Growth with Income Portfolios have historically experienced moderate fluctuations in annual returns and overall market value, typically as a result of

changes to market and economic conditions and interest rates. The Portfolio's investments are subject to a risk of price declines, especially during periods when stock markets in general are declining or when interest rates are rising. A Growth with Income Portfolio's primary risks generally include: market risk, management and securities selection risk, investment objective and asset allocation risk, stock market risk, equity securities risk, common stock risk, fixed income securities risk, interest rate risk, credit risk, and capitalization risks. Depending upon the Portfolio's specific investments, the Portfolio may also be subject to other primary risks, including investment style risks, foreign issuer and investment risks, emerging market risks, asset-backed securities risks, below investment grade (high yield or "junk" bonds) securities risks, and the risks described under the headings "Non-Traditional Assets and Complex Strategies Risks" and "Complex Investment Product Risks" above.

**Income with Growth Portfolio.** An Income with Growth Portfolio will generally be invested in a manner that seeks to provide current income and some growth of capital. Income with Growth Portfolios have historically experienced moderate fluctuations in annual returns and overall market value, typically as a result of changes to interest rates and market and economic conditions. The Portfolio's investments are subject to a risk of price declines, especially during periods when interest rates are rising or when stock markets in general are declining. An Income with Growth Portfolio's primary risks generally include: market risk, management and securities selection risk, investment objective and asset allocation risk, fixed income securities risk, interest rate risk, credit risk, money market fund risk, stock market risk, equity securities risk, common stock risk, and capitalization risks. Depending upon the Portfolio's specific investments, the Portfolio may also be subject to other primary risks, including investment style risks, foreign issuer and investment risks, emerging market risks, asset-backed securities risks, below investment grade (high yield or "junk" bonds) securities risks, and the risks described under the headings "Non-Traditional Assets and Complex Strategies Risks" and "Complex Investment Product Risks" above.

**Conservative Income Portfolio.** A Conservative Income Portfolio will generally be invested in a manner that seeks to provide current income. Relative to the portfolios described above,

Conservative Income Portfolios have historically experienced smaller fluctuations in annual returns and overall market value as a result of changes in stock market conditions, but have experienced fluctuations in relation to changes in interest rates and economic conditions. The Portfolio's investments are subject to risk of price declines, especially during periods when interest rates are rising. A Conservative Income Portfolio's primary risks generally include: market risk, management and securities selection risk, investment objective and asset allocation risk, fixed income securities risk, interest rate risk, credit risk, money market fund risk, equity securities risk, and common stock risks. Depending upon the Portfolio's specific investments, the Portfolio may also be subject to other primary risks, including investment style risks, foreign issuer and investment risks, asset-backed securities risks, and below investment grade (high yield or "junk" bonds) securities risks.

**Capital Preservation Portfolio.** A Capital Preservation Portfolio will generally be invested in a manner that seeks to preserve capital while generating current income. Relative to the portfolios described above, Capital Preservation Portfolios have historically experienced smaller fluctuations in annual returns and overall market value as a result of changes in stock market conditions, but have experienced fluctuations in relation to changes in interest rates and economic conditions. The Portfolio's investments are subject to risk of price declines, especially during periods when interest rates are rising. A Capital Preservation Portfolio's primary risks generally include: market risk, management and securities selection risk, investment objective and asset allocation risk, fixed income securities risk, interest rate risk, credit risk, and money market fund risk. Depending upon the Portfolio's specific investments, the Portfolio may also be subject to other primary risks, including foreign issuer and investment risks, asset-backed securities risks, and below investment grade (high yield or "junk" bonds) securities risks.

**Opportunistic Portfolio.** An Opportunistic Portfolio will generally be invested in a manner that seeks to provide long term growth through capital appreciation and/or income by utilizing an active management style that shifts the percentage of assets held in various categories to take advantage of market pricing anomalies, strong market sectors, the current interest rate

environment and/or other macro-economic trends to achieve growth while accounting for a client's specific short, intermediate and long term investment and/or cash flow needs. Depending upon the investment strategy used, some Opportunistic Portfolios have historically experienced high fluctuations in annual returns and overall market value, typically as a result of changes to market and economic conditions. Depending upon the investment strategy used and the investments made, the Portfolio's investments may be subject to a high risk of price declines, especially during periods when stock markets in general are declining. An Opportunistic Portfolio's primary risks generally include: market risk, management and securities selection risk, investment objective and asset allocation risk, stock market risk, equity securities risk, common stock risk, and capitalization risks. Depending upon the Portfolio's specific investments, the Portfolio may also be subject to other primary risks, including investment style risks, foreign issuer and investment risks, emerging market risks, fixed income security risks, below investment grade (high yield or "junk" bonds) securities risks, and the risks described under the headings "Non-Traditional Assets and Complex Strategies Risks" and "Complex Investment Product Risks" above.

**Additional Considerations.** *A client should note that an Account pursuing a particular investment objective or asset allocation strategy will from time to time be subject to actual risks that are higher or lower than, or different from, the risks described above under certain circumstances. See "Investment Strategies and Methods of Analysis—Investment Strategies—Important Information about Implementation of Investment Objectives and Investment Strategies" above for more information.* In addition to the specific risks described above, a client's Account may be subject to additional risks, depending upon the particular investments in the client's Account. A client should discuss the risks of particular investments with the client's Financial Advisor. A client should also note that there is no guarantee as to how an Account will perform in the future. It is possible that an Account could experience more dramatic return or market value fluctuations than occurred in the past.

### Available Investment Product Risks

The use of Available Investment Products, including SMA Strategies made available under the BSN and DC Programs, and including UAS Available SMA Strategies and UAS Available Funds made available under the UAS Program, are subject to additional risks compared to the use of Baird recommended investment products. Available Investment Products are investment products that generally do not meet the qualifications and standards that Baird establishes for its recommended product lists. As a result, there is a higher likelihood that some Available Investment Products will have poor performance and will significantly underperform compared to an applicable benchmark index or peer group. Available Investment Products are also subject to significantly less rigorous review by Baird compared to recommended investment products. Thus, if an Available Investment Product experiences significant performance problems or if the manager or sponsor of an Available Investment Product experiences significant management, organizational, operational, compliance, legal, regulatory or other problems, there is a higher risk that the Available Investment Product will be made available (and will continue to be made available) to clients by Baird. An investment by a client in an Available Investment Product that experiences the occurrence of any such event could negatively impact the client's Account. Available Investment Products should only be used by a client if the client wishes to take more responsibility for monitoring and managing the assets in the client's Account, the list of recommended products does not contain an investment product that meets the client's particular needs, and the client understands the risks of doing so.

### Recent Events

In response to the financial crisis that began in 2008, the Federal Reserve took extraordinary steps to support financial markets and the United States ("U.S.") economy, including various bond buying or quantitative easing ("QE") programs as well as maintaining their policy interest rate at historically low levels. The Federal Reserve undertook a policy rate normalization process raising its policy rate, the overnight Federal Funds rate, several times in 2017 and 2018. However, in the first quarter of 2020, responding to the significant market and economic dislocation due to the coronavirus (COVID-19) global pandemic,

the Federal Reserve again took extraordinary steps and lowered their policy interest rate to historically low levels. The Federal Reserve and global central banks continue to operate with a highly accommodative monetary policy given the ongoing effects of the pandemic. In addition, the U.S. Government has initiated several rounds of fiscal stimulus intended to offset some of the negative impact of the pandemic. There is uncertainty regarding the long-term effect of significant government spending and low interest rates, and the potential dependency on these stimulus measures to support economic growth.

The coronavirus (COVID-19) pandemic presents a global health issue and a continued risk to the global economy. Efforts to limit the spread of the coronavirus (COVID-19) have included significant travel restrictions and business shutdowns. U.S. and international markets have experienced periods of significant volatility because of the pandemic. The full global humanitarian, social, and economic impact of the coronavirus (COVID-19) pandemic remains unknown. Despite the development of vaccines, the coronavirus (COVID-19) and related public health issues, and the measures taken to limit the spread of the coronavirus (COVID-19), may continue to negatively impact global economic growth.

The U.S. recently completed its traditional presidential election cycle, resulting in a change in the political party of the President. The financial markets may experience periods of heightened uncertainty as investors assess the potential impact of policy changes by the new administration. As an example, changes in trade policy, which could include the removal of or addition to tariffs, may impact global trade and economic growth. The ability of countries to effectively resolve meaningful trade disagreements is uncertain.

In June 2016, the United Kingdom ("UK") voted to leave the European Union ("EU"), following a referendum referred to as "Brexit." While, the UK formally left the EU at the end of January 2020, new rules impacting the day-to-day relationship between the UK and EU, including such things as trade, regulations, and travel, took effect on January 1, 2021. As a result, there remains uncertainty regarding Brexit's ramifications, and the range of possible political, regulatory, economic, and market outcomes are difficult to predict, particularly for companies that rely

significantly on Europe for their business activities and revenues.

It is possible that these or other geopolitical events could have an adverse effect on a client's Account.

### **Voting Client Securities**

#### ***Baird Advisory Choice Program and Other Non-Discretionary Accounts***

Under the Baird Advisory Choice Program and with respect to any other Accounts over which the client retains discretionary investment authority, a client retains the right to vote proxies with respect to the securities held in such Accounts. Accordingly, the client is responsible for voting proxies and otherwise addressing all matters submitted for consideration by security holders, and Baird is under no obligation to take any action or render any advice regarding such matters. The client's Baird Financial Advisor may, upon the client's request, provide advice on proxy voting or what other action the client could take.

#### ***UMA Programs***

Under the ALIGN UMA Select Portfolios and UAS Portfolios Programs, a client may retain the right to vote proxies with respect to the securities held in the client's Account, or the client may delegate such right to the Overlay Manager. A client may select either option by making the appropriate election in the client's advisory agreement. For information about the Overlay Manager's voting policies and procedures, clients should review the Overlay Manager's Form ADV Part 2A Brochure.

#### ***Separately Managed Accounts***

Under the Baird Equity Asset Management Portfolios Program, Baird Recommended Managers Program, Baird SMA Network Program, Dual Contract Program, and Riverfront Managed Portfolios Program, a client may retain the right to vote proxies with respect to the securities held in the client's Account, or the client may delegate such right to the investment manager selected to manage the client's Account (which may include Baird, the Overlay Manager or an Implementation Manager). A client may select either option by making the appropriate election in the client's advisory agreement (and in the case of a dual contract arrangement under the Dual Contract Program, by providing proper instructions to the manager directly). For information about a

manager's voting policies and procedures, clients should review the manager's Form ADV Part 2A Brochure.

#### ***Discretionary and ALIGN Programs***

Under the ALIGN Custom Portfolios, ALIGN Strategic Portfolios, BairdNext Portfolios, PIM, and Russell Programs, a client may retain the right to vote proxies with respect to the securities held in the client's Account, or a client may delegate such right to Baird.

If a client retains proxy voting authority, Baird will forward proxy materials that Baird actually receives to the client. The client will then be solely responsible for analyzing the materials and casting the vote.

If a client delegates voting authority to Baird, Baird will vote proxies solicited by, or with respect to, securities held in the client's Account for the exclusive benefit of the client and in accordance with policies and procedures adopted by Baird.

Baird has adopted written policies and procedures that are reasonably designed to ensure that it votes client securities in the best interests of clients. Those procedures address material conflicts of interest that may arise between Baird's interests and those of its clients. Although a description of Baird's proxy voting policies and procedures is provided below, Baird will furnish a copy of its proxy voting policies and procedures to clients upon their request. Additionally, clients may obtain information on how Baird actually voted proxies with respect to the securities held in their accounts by contacting their Baird Financial Advisor or by calling (414) 765-3500.

In situations in which a client has delegated to Baird voting authority with respect to securities in the client's Account, Baird will vote proxies in a manner that Baird believes is consistent with the client's best interests. Baird utilizes an independent provider of proxy voting and corporate governance services, currently Institutional Shareholder Services ("ISS"), to analyze proxy materials and votes and make independent voting recommendations. ISS provides proxy voting guidelines regarding its position on various matters presented by companies to their shareholders for consideration. Baird will typically vote shares in accordance with the recommendations made by ISS. However,

ISS's guidelines are not exhaustive, do not address all potential voting issues, and do not necessarily correspond with the opinions of Baird Financial Advisors or other Baird portfolio managers managing a client's Account. In the event the client's Financial Advisor or Baird portfolio manager believes the ISS recommendation is not in the best interest of the client, the Financial Advisor or Baird portfolio manager, as applicable, will bring the issue to Baird's Proxy Voting Sub-Committee through a proxy challenge process. The Sub-Committee will then be responsible for determining how the vote will be cast. The decision made by the Proxy Voting Sub-Committee on the proxy challenge applies to all advisory accounts managed by the Financial Advisor or Baird portfolio manager (or team of Financial Advisors or Baird portfolio managers), unless the client has directed Baird to utilize specific voting guidelines (e.g., Taft-Hartley guidelines). For those matters for which the independent proxy voting service does not provide a specific voting recommendation, each Financial Advisor or Baird portfolio manager will cast the vote in a manner he or she believes is in the best interest of clients. The votes cast for a client's Account may differ from those votes cast for other Baird clients based on differing views of Baird Financial Advisors and other Baird portfolio managers.

Baird uses ISS's electronic vote management system to cast votes on behalf of clients. In connection with Baird's use of that system, ISS pre-populates how client votes should be cast based upon ISS's voting recommendations. The system allows Baird to change the pre-populated vote (to the extent permitted by Baird's proxy voting policies) up until a certain time prior to the applicable meeting (the "voting cut-off time"). Baird's proxy voting policies are designed to address situations when additional information becomes available after the votes are pre-populated in the system and before the voting cut-off time. However, there is no guarantee that all information that could affect Baird's proxy voting decision will be received or considered by Baird prior to a vote being cast.

The proxy voting policies and procedures also address instances in which Baird's interests may appear to conflict with client interests, such as when Baird or an affiliate of Baird is managing or administering (or seeking to manage or administer) a corporate retirement, pension or

employee benefit plan or providing (or seeking to provide) advisory or other services to a company whose management is soliciting proxies. In such instances, there may be a concern that Baird would be inclined to vote in favor of management because of Baird's relationship or pursuit of a relationship with the company. In situations where there is a potential conflict of interest, Baird's Proxy Voting Sub-Committee will determine the nature and materiality of the conflict. If the conflict is determined to not be material, the Sub-Committee will vote the proxy in a manner the Sub-Committee believes is in the best interests of the client and without consideration of any benefit to Baird or its affiliates. If the potential conflict is determined to be material, Baird's Proxy Voting Sub-Committee will take one of the following steps to address the potential conflict: (1) cast the vote in accordance with the recommendations of ISS or other independent third party; (2) refer the proxy to the client or to a fiduciary of the client for voting purposes; (3) suggest that the client engage another party to determine how the proxy should be voted; (4) if the matter is not addressed by ISS, vote in accordance with management's recommendation; or (5) abstain from voting.

While Baird uses its best efforts to vote proxies, there are instances when voting is not practical or is not, in Baird's or Baird Financial Advisors' view, in the best interest of clients. For example, casting a vote on a foreign security may involve additional costs or may prevent, for a period of time, sales of shares that have been voted. Also, when a client has entered into a securities lending program, Baird generally will not seek to recall the securities on loan for the purpose of voting the securities; however, Baird reserves the right to recall the shares on loan on a best efforts basis if the client's Financial Advisor becomes aware of a proxy proposal where the proxy vote is materially important to the client's Account.

In addition to the services described above, Baird has engaged ISS for vote execution and record-keeping services.

### **Other Proxy Voting Information**

Clients wishing to direct particular votes once they have granted Baird discretionary voting authority may do so by contacting their Baird Financial Advisor. However, if Baird has been granted discretionary voting authority, neither



Baird nor the client's Financial Advisor will provide a client with notice that Baird has received a proxy solicitation, nor will they consult with the client before casting a vote, unless the client otherwise directs them to do so.

Except to the extent a client has delegated proxy voting authority to Baird, Baird has no authority, direct or implicit, and accepts no responsibility for taking any action or rendering any advice with respect to the voting of proxies related to securities held in a client's Accounts.

### ***Legal Proceedings and Corporate Actions***

Generally, neither Baird nor any Other Manager responsible for managing all or a portion of the assets in a client's Account will render advice or take action on a client's behalf with respect to securities that are or were held in the client's Account, or the issuers thereof, which go into default or become the subject of legal proceedings, such as class action claims, defaults or bankruptcies. Also, they may or may not vote or advise clients on other corporate actions, like tender offers, that are not solicited by a proxy statement. At a client's request, Baird will forward information that Baird actually receives to the client.

### ***Providing Baird Voting Instructions***

As mentioned above, Baird may be the holder of record for certain securities in a client's Account. If the client retains voting authority over such securities (or delegates such authority to party other than Baird), and a proxy is solicited with respect to any such securities, the client (or other authorized party) will need to provide voting instructions to Baird. To the extent the client (or other authorized party) does not provide timely voting instructions, Baird will vote such securities to the extent permitted by law and in compliance with the rules of the New York Stock Exchange and the SEC relating to such matters.

### **Client Information Provided to Portfolio Managers**

Under the Baird Equity Asset Management Portfolios Program, Baird Recommended Managers Program, Baird SMA Network Program, Dual Contract Program, Riverfront Managed Portfolios Program, and UMA Programs, Baird provides certain information about the client to the investment managers managing the client's

Account (which may include the Overlay Manager or an Implementation Manager) when the client establishes the advisory relationship with such managers. Such information includes the client's investment objectives and risk tolerance. Under the Baird Recommended Managers Program, Baird SMA Network Program, and Riverfront Managed Portfolios Program, Baird also provides to the investment manager a client's age, investment timeframe, and liquidity requirements.

Unless specifically requested to do so by a client, Baird does not generally provide such information about the client on an ongoing basis to the investment manager managing the client's Account.

Baird also generally provides the following to the client's manager unless otherwise instructed by a client: trade confirmations, account statements, and access to client's Account on Baird's system.

### **Client Contact with Portfolio Managers**

Baird does not place any restrictions upon clients who wish to contact or consult with Other Managers managing their accounts. Baird encourages clients to discuss their accounts with their Baird Financial Advisor.

### **Additional Information**

#### **Disciplinary Information**

In April 2016, Baird, without admitting or denying the findings, consented to the sanctions and findings of the Financial Industry Regulatory Authority, Inc. ("FINRA") that it violated NASD Conduct Rule 3010, FINRA Rule 3110, and FINRA Rule 2010, by failing to establish and maintain a supervisory system and procedures reasonably designed to ensure that customers who purchased mutual fund shares received the benefit of applicable sales charge waivers. In May 2015, Baird began a review to determine whether Baird had provided available sales charge waivers to eligible customers. Based on this review, in May 2015, Baird self-reported to FINRA that various eligible customers had not received available sales charge waivers. Baird was found to have disadvantaged certain retirement plan and charitable organization customers that were eligible to purchase Class A shares in certain mutual funds without a front-end sales charge. The findings also stated that these customers were instead sold Class A shares with a front-end

sales charge or Class B or C shares with higher ongoing fees and the potential application of a contingent deferred sales charge. Baird was censured and required to pay restitution to affected customers estimated to be approximately \$2.1 million including interest.

In July 2016, Baird, without admitting or denying the findings, consented to the sanctions and to the entry of findings of FINRA that the firm and a firm supervisor within its Private Wealth Management business did not reasonably supervise a former Financial Advisor who misused a customer's funds. The findings stated that the supervisor did not reasonably follow-up on red flags associated with a trade correction request submitted by the Financial Advisor that should have alerted him to the Financial Advisor's misuse of a customer's funds. The supervisor also did not follow certain of Baird's written supervisory procedures ("WSPs") relating to trade corrections. After the supervisor realized that the Financial Advisor misused the customer's funds, Baird reimbursed the customer for the loss. The findings also included that Baird did not establish and maintain a supervisory system, including WSPs, for correcting trade errors that was reasonably designed to ensure compliance with applicable securities laws, regulations and rules. Baird was censured and fined \$200,000.

In September 2016, the SEC announced that Baird, without admitting or denying the findings, consented to the sanctions and findings of the SEC that it violated Section 206(4) of the Advisers Act and Rule 206(4)-7 thereunder by failing to adopt and implement adequate policies and procedures to track and disclose trading away practices by certain of the subadvisors participating in Baird's wrap fee programs offered through its Private Wealth Management Department. Through these programs, Baird's advisory clients pay an annual fee in exchange for receiving access to select subadvisors and trading strategies, advice from Baird's financial advisors, and trade execution services through Baird at no additional cost. However, if a subadvisor chooses not to direct the execution of particular equity trades through Baird in order to fulfill its best execution obligation and the executing broker charges a commission or fee, Baird's advisory clients often are charged additional commissions or fees for those transactions, which is often embedded in the price paid or received for the security. This practice is referred to as "trading

away" and these types of trades are frequently called "trade aways." Baird was found to have failed to adopt or implement policies and procedures designed to provide specific information to Baird's clients and financial advisors about the costs of trading away. Baird agreed to provide additional disclosure to clients and review and, as necessary, update its policies and procedures. Baird also was ordered to cease and desist committing or causing any violations and any future violations of Section 206(4) of the Advisers Act and Rule 206(4)-7 thereunder and pay a civil money penalty in the amount of \$250,000.

In March 2019, Baird, without admitting or denying the findings, consented to an order of the SEC, which found that it violated Sections 206(2) and 207 of the Advisers Act for making inadequate disclosures to advisory clients about mutual fund share classes. The order was part of a voluntary self-reporting program initiated by the SEC called the "Share Class Selection Disclosure (or SCSD) Initiative." Under the program, investment advisory firms were offered the opportunity to voluntarily self-report violations of the federal securities laws relating to mutual fund share class selection and related disclosure issues and agree to settlement terms imposed by the SEC, including returning money to affected investment advisory clients. The central issue identified by the SEC was that, in many cases, investment advisory firms bought for or recommended to their investment advisory clients mutual fund share classes that had distribution or service fees (commonly known as 12b-1 fees) paid out of fund assets to the firms when lower-cost share classes were available to those advisory clients, and the investment advisory firms did not adequately disclose their receipt of 12b-1 fees and/or the conflict of interest associated with those 12b-1 paying share classes. Baird and many other firms self-reported under the program and entered into substantially identical orders. By self-reporting and consenting to the order, Baird agreed to a censure and to cease and desist from committing or causing any violations and future violations of Sections 206(2) and 207 of the Advisers Act. Baird also agreed to establish a distribution fund and to deposit into that fund the improperly disclosed 12b-1 fees received by Baird plus prejudgment interest, which will be paid to affected advisory clients. More information about the order is contained in Baird's Form ADV, which is available on the SEC's

Investment Advisory Public Disclosure website at <https://www.adviserinfo.sec.gov/IAPD/Default.aspx> or in the SEC's press release about the SCSD Initiative at <https://www.sec.gov/news/press-release/2019-28>.

In June 2019, Baird, without admitting or denying the findings, consented to the sanctions and to the entry of findings of FINRA that between late April 2013 and early July 2013 it published research reports about an issuer without disclosing that the research analyst who authored the reports was engaged in employment discussions with the issuer that constituted an actual, material conflict of interest and that the failure to disclose the research analyst's employment discussions with the issuer in the research reports made those reports misleading. Baird was censured and fined \$150,000.

Additional information about Baird's disciplinary history is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

### Other Financial Industry Activities and Affiliations

Baird is registered with the SEC as a broker-dealer under the Exchange Act and as an investment adviser under the Advisers Act. Baird is also affiliated with certain broker-dealers, investment advisors, other financial services firms and investment products that are identified below. Certain Baird associates and certain management persons of Baird may invest in those investment products.

From time to time, Baird and its Financial Advisors may recommend that clients retain the services of financial services firms or invest in investment products that are affiliated with Baird. Such a recommendation of affiliated financial services firms or investment products creates a potential conflict of interest because Baird, its Financial Advisors and its affiliates may receive higher aggregate compensation if clients retain affiliated firms or invest in affiliated investment products instead of retaining unaffiliated firms or investing in unaffiliated investment products. Baird addresses this potential conflict through disclosure in this Brochure. Further, when acting as fiduciaries, Baird and its Financial Advisors are required to select or recommend affiliated investment products only when they determine it to be in the client's best interest to do so. The

criteria used by them in deciding to select or recommend affiliated investment products are generally the same as those used for unaffiliated investment products. *However, a client should note that certain Programs and certain categories of investment products made available to clients only offer advisors or investment products that are affiliated with Baird. In those cases, Baird and its Financial Advisors do not impose the same criteria or level of review.*

### Broker-Dealer Activities

Baird is engaged in a broad range of broker-dealer activities, including: individual and institutional brokerage transactions; origination of, and participation in, underwritings of corporate and municipal securities; market making and trading activities in corporate securities and municipal and governmental bonds; distribution of mutual fund shares; option transactions; and research services.

Certain Baird associates and certain management persons of Baird are registered, or have an application pending to register, as registered representatives and associated persons of Baird to the extent necessary or appropriate to perform their job responsibilities.

### Investment Management Activities

Baird and its Financial Advisors may, from time to time refer clients to Baird Advisors or Baird Equity Asset Management, investment management departments of Baird, or CCM, a division of Baird Equity Asset Management. Baird Financial Advisors are eligible for referral compensation to be paid by Baird that is based upon, among other factors, the compensation received by Baird. *Baird Financial Advisors may have a financial incentive to recommend to clients the services of those Baird investment management departments over the services provided by other investment managers.*

Baird Equity Asset Management acts as investment manager to clients pursuing the Baird Equity Asset Management Strategies under the Baird Equity Asset Management Portfolios Program. Certain investment strategies offered by Baird Equity Asset Management have been selected by Baird for inclusion in the Baird Recommended Managers Program and on Baird's Recommended Managers List. Certain CCM investment products and services have been

selected for inclusion in the Riverfront Managed Portfolios Program. In addition, investment products and services offered by Baird Advisors, Baird Equity Asset Management and CCM have been selected by Baird for inclusion in the UMA Programs and are made available to clients through other Programs. *Baird has a financial incentive to favor Baird Advisors, Baird Equity Asset Management and CCM because Baird receives more compensation if Baird Advisors, Baird Equity Asset Management or CCM manages a client's Account rather than other unaffiliated managers.*

### **Certain Affiliations**

#### **Affiliated Broker-Dealers**

Baird is affiliated, and may be deemed to be under common control, with Strategas Securities, LLC ("Strategas Securities"), which is registered with the SEC as a broker-dealer and investment adviser, by virtue of their common indirect ownership by BFG. Certain investment products associated with Strategas Securities are made available to clients through the Programs. *Due to its affiliation with Strategas Securities, Baird has a financial incentive to favor Strategas Securities' investment products and services.*

#### **Affiliated and Related Investment Advisors**

Baird is affiliated, and may be deemed to be under common control, with Riverfront by virtue of their common indirect ownership by BFG. Additional information about Riverfront is available in Riverfront's Form ADV Part 2A Brochure. Riverfront provides investment management services under the Riverfront Managed Portfolios Program. Certain Riverfront investment products and services have been selected by Baird for inclusion in the UMA Programs and are made available to clients through other Programs. *Due to its affiliation with Riverfront, Baird has a financial incentive to favor Riverfront investment products and services.*

Baird is affiliated, and may be deemed to be under common control, with Greenhouse Funds LLLP ("Greenhouse") and Greenhouse Fund GP LLC ("Greenhouse GP") by virtue of their common indirect ownership by BFG. From time to time, Baird Financial Advisors may use or recommend Greenhouse or Greenhouse GP investment products and services. *Due to its affiliation with Greenhouse and Greenhouse GP, Baird has a*

*financial incentive to favor their investment products and services.*

Baird is affiliated, and may be deemed to be under common control, with Strategas by virtue of their common indirect ownership by BFG. Certain Strategas investment products and services have been selected for inclusion in the Riverfront Managed Portfolios Program and are made available to clients through other Programs. *Due to its affiliation with Strategas, Baird has a financial incentive to favor Strategas investment products and services.*

Portfolios managed by 55ip are made available under the BSN Program. 55ip uses research and other services from Riverfront, an affiliate of Baird, in the development of certain of those portfolios, and Riverfront receives compensation from 55ip with respect to those portfolios. *Due to its affiliation with Riverfront, Baird has a financial incentive to favor 55ip portfolios that use Riverfront services.*

#### **Affiliated Mutual Funds, ETFs and Investment Companies**

Baird is the investment adviser and principal underwriter for the Baird Funds. Baird Advisors provides investment management, administrative, and other services to certain Baird Funds investing primarily in fixed income securities (the "Baird Bond Funds"). Baird Equity Asset Management provides investment management and other services to certain Baird Funds investing primarily in equity securities (the "Baird Equity Funds"). CCM provides investment management and other services to certain Baird Funds pursuing global or international investment strategies (the "Chautauqua Funds"). Certain Baird Equity Funds have investment objectives and strategies substantially similar to certain of the Baird Equity Asset Management Portfolio strategies discussed above. As compensation for its services, Baird receives fees from each Baird Fund, which fees are disclosed in each Fund's prospectus and statement of additional information available on Baird's website at [bairdassetmanagement.com/baird-funds](http://bairdassetmanagement.com/baird-funds). Certain Baird Funds and Chautauqua Funds have been selected by Baird for inclusion in the ALIGN, BairdNext Portfolios and UMA Programs and on Baird's Recommended Mutual Fund List, and all Baird Funds and Chautauqua Funds are made available to clients through other Programs. *Baird*

*has a financial incentive to favor the Baird Funds and Chautauqua Funds because Baird receives more compensation if a client invests in the Baird Funds or Chautauqua Funds rather than other unaffiliated funds.*

Baird Financial Advisors who refer clients to the Baird Funds or Chautauqua Funds are eligible for referral compensation to be paid by Baird that is based upon, among other factors, the compensation received by Baird. The amount of the referral compensation is disclosed in each Fund's statement of additional information available on Baird's website at [bairdassetmanagement.com/baird-funds](http://bairdassetmanagement.com/baird-funds). *Baird Financial Advisors may have a financial incentive to favor investments in those Funds over investments in other mutual funds and to favor the Baird Equity and Chautauqua Funds over the Baird Bond Funds.*

Baird Advisors serves as investment sub-adviser to a mutual fund series of the Bridge Builder Trust and Baird receives compensation for those services. Additional information about that mutual fund, including information relating to the fees paid by that fund for investment management services, is available in the fund's prospectus and statement of additional information.

Baird Advisors also serves as investment sub-adviser to two sub-funds of PrivilEdge, a Société d'Investissement à Capital Variable (SICAV) (an investment company with variable capital) organized under the laws of Luxembourg. Baird receives compensation for the services provided to those sub-funds.

Baird Equity Asset Management serves as investment sub-adviser to a mutual fund series of the Principal Funds, Inc. and Baird receives compensation for those services. Additional information about that mutual fund, including information relating to the fees paid by that fund for investment management services, is available in the fund's prospectus and statement of additional information.

CCM serves as investment sub-adviser to a mutual fund series of the Pace® Select Advisors Trust and Baird receives compensation for those services. Additional information about those mutual funds, including information relating to the fees paid by those funds for investment

management services, is available in the funds' prospectus and statement of additional information.

Baird acts as a portfolio consultant for certain UITs that are part of the FT Series, including the DIT Global Portfolio Series, the Dividend Income Trust Series, the Automated Quantitative Analysis (AQA®) Portfolio Series and the AQA® Large-Cap Portfolio Series. Baird also acts as administrator for certain closed-end funds sponsored by Duff & Phelps Investment Management Co., including DNP Select Income Fund, Inc., Duff & Phelps Utility and Corporate Bond Trust, Inc., and DTF Tax Free Income Fund Inc. Additional information about those investment products, including information relating to the compensation paid to Baird is available in the applicable prospectus and other fund documents. Those investment products are made available to clients through the Programs. *Due to its affiliation with those investment products, Baird has a financial incentive to favor those investment products.*

Riverfront acts as investment sub-adviser for certain mutual fund series of the Financial Investors Trust and certain ETFs that are part of the ALPS ETF Trust and First Trust Exchange-Traded Fund III. Additional information about those mutual funds and ETFs, including information relating to the compensation paid to Riverfront by those funds for investment management services, is available in each fund's prospectus and statement of additional information. Certain mutual funds and ETFs managed by Riverfront have been selected by Baird for inclusion in the ALIGN and UMA Programs, and all such mutual funds and ETFs are made available to clients through other Programs. *Due to its affiliation with Riverfront, Baird has a financial incentive to favor funds managed by Riverfront.*

Strategas acts as investment sub-adviser for the Destinations Large Cap Equity Fund. Strategas Securities is a sponsor of Strategas Trust, a unit investment trust organized in series, which series currently consists of Strategas Trust, Series 1-1 (Strategas Policy Basket Portfolio). Additional information about those investment products, including information relating to the compensation paid to Strategas and Strategas Securities, is available in the applicable prospectus. Those investment products are made available to clients through the Programs. *Due to its affiliation with*



*Strategas and Strategas Securities, Baird has a financial incentive to favor those investment products.*

### **Affiliated Private Funds**

CCM acts as investment manager for, and Baird is the general partner or manager of, the Chautauqua International Growth Equity QP Fund, LP, the Chautauqua Global Growth Equity QP Fund, LP and the Chautauqua New World Growth Equity Series (a series of Chautauqua Series Fund, LLC) (the "Chautauqua Private Funds"), and CCM serves as investment sub-adviser to the Multi-Advisor Funds International Fund. Those funds are private pooled investment vehicles that are not required to be registered with the SEC as investment companies. *Due to their affiliation with the Chautauqua Private Funds and the Multi-Advisor Funds International Fund, Baird Equity Asset Management, CCM and Baird have a financial incentive to favor those funds.*

### **Affiliated Private Equity Funds**

Baird is also engaged in a private equity business through Baird Capital ("Baird Capital"), Baird's global private equity group. Baird and its Financial Advisors may refer clients to Baird Capital. The private equity funds offered through Baird Capital make venture capital, growth equity and private equity investments primarily in the healthcare, technology and services, and products sectors. The private equity funds offered through Baird Capital and the investment adviser entities that manage them are set forth below.

#### Certain Baird Capital-Related Entities

##### *Investment Advisor      Private Equity Fund(s)*

*Baird Venture Partners Management Company I, LLC*

Baird Venture Partners I(B) Limited Partnership

*Baird Venture Partners Management Company III, LLC*

Baird Venture Partners III Limited Partnership

BVP III Affiliates Fund Limited Partnership

BVP III Special Affiliates Limited Partnership

*Baird Venture Partners Management Company IV, LLC*

Baird Venture Partners IV Limited Partnership

BVP IV Affiliates Fund Limited Partnership

BVP IV Special Affiliates Fund Limited Partnership

*Baird Venture Partners Management Company V, LLC*

Baird Venture Partners V Limited Partnership

BVP V Affiliates Fund Limited Partnership

#### Certain Baird Capital-Related Entities

##### *Investment Advisor      Private Equity Fund(s)*

BVP V Special Affiliates Fund Limited Partnership

*Baird Capital Partners Management Company V, LLC*

Baird Capital Partners V Limited Partnership

BCP V Affiliates Fund Limited Partnership

BCP V Special Affiliates Limited Partnership

*Baird Capital Partners Asia Management I Limited Partnership*

Baird Capital Partners Asia I Limited Partnership

Baird Capital Partners Asia I (Cayman) Limited Partnership

BCPA I Affiliates Fund Limited Partnership

*Baird Capital Global Fund Management I LP*

Baird Capital Global Fund I LP

Baird Capital Global Fund I-DE LP

BCGF I Special Affiliates LP

BCGF I Affiliates Fund LP

*Baird Capital Partners Europe Limited\**

Baird Capital Partners Europe Fund LP

Baird Capital Partners Europe II LP

Baird Capital Partners Europe II Special Affiliates LP

The Growth Fund

\* Baird Capital Partners Europe Limited, an English limited company, is regulated and authorized by the Financial Conduct Authority.

Baird Financial Advisors who assist in obtaining a client's investment in a private equity fund offered through Baird Capital are eligible for referral compensation from the general partner of the private equity fund. The actual amount of compensation may vary based upon the client's investment commitment and will be disclosed to a client in the documentation the client receives in connection with the investment. *Due to Baird's affiliation with those private equity funds and the referral compensation paid to Baird Financial Advisors, Baird and its Financial Advisors have a financial incentive to favor those private equity funds.*

The Baird Principal Group is a group within Baird that has private equity funds where investors are limited to Baird employees and Baird affiliated entities. These funds generally co-invest with unaffiliated private equity funds and private equity professionals in transactions in the United States and Europe. The private equity funds

offered through Baird Principal Group and the investment adviser entities that manage them are set forth below.

#### Certain Baird Principal Group-Related Entities

##### *Investment Advisor Private Equity Fund(s)*

*Baird Principal Group Management Company I, LLC*  
Baird Principal Group Partners Fund I Limited Partnership

*Baird Principal Group Management Company II, LLC*  
Baird Principal Group Partners Fund II Limited Partnership

*Baird also has a financial incentive to the extent it would recommend that a client invest in a portfolio company owned by an affiliated private equity fund. A list of the portfolio investments held by private equity funds affiliated with Baird is located on Baird Capital's website at <https://www.bairdcapital.com/portfolio/baird-capital-portfolio.aspx>.*

#### **Affiliated Hedge Funds**

Greenhouse acts as investment manager for, and Greenhouse GP is the general partner of, the Greenhouse Master Fund LP and the Greenhouse Onshore Fund LP. Greenhouse also acts as investment adviser for the Greenhouse Overseas Fund Ltd. Those funds are hedge funds that are not required to be registered with the SEC as investment companies. The Greenhouse Onshore Fund LP is available to clients under the Programs. *Due to its affiliation with Greenhouse and Greenhouse GP, Baird has a financial incentive to favor those hedge funds.*

#### **Other Affiliated Financial Services Firms**

Baird is affiliated, and may be deemed to be under common control, with Baird Trust, a Kentucky-chartered trust company, by virtue of their common indirect ownership by BFG. Certain Baird Trust investment products and services, such as the Baird Trust Strategies, have been selected for inclusion in the BSN and UMA Programs and are made available to clients through other Programs. *Due to its affiliation with Baird Trust, Baird has a financial incentive to favor Baird Trust investment products and services.*

Baird and Baird Financial Advisors receive compensation from Baird Trust for referring

clients and providing ongoing relationship management services to clients engaging Baird Trust for trust administration services as described under the heading "Services, Fees and Compensation—Additional Program Information—Trust Services Arrangements" above. *Baird and Baird Financial Advisors thus have a financial incentive to favor Baird Trust over other trust companies.*

Baird is affiliated with, and may be deemed to control, bFinance UK Limited ("bFinance") and bFinance's related companies by virtue of Baird's indirect control over those entities. bFinance is a financial services firm located in the United Kingdom and regulated by the Financial Conduct Authority. From time to time, bFinance or its related companies may refer clients to Baird or recommend Baird products or services.

#### **Other Financial Industry Activities**

Baird has business relationships with many investment managers, including those participating in the Programs, separate and apart from the Programs. Other investment management firms may select Baird, in its capacity as a broker-dealer, to execute portfolio trades for their clients, including for Investment Funds they advise. Investment management firms may also select Baird to provide custody, research or other services. Baird receives compensation for those services. This may create an incentive for Baird to favor the services of such investment management firms or their products, including the Investment Funds advised by such investment management firms. However, Baird is a fiduciary that is required to act in the best interest of advisory clients when selecting or recommending investment management firms or their investment products to such clients. Baird addresses this potential conflict through disclosure in this Brochure. Further, Baird does not consider the extent to which an investment management firm directs or is expected to direct trades to Baird for execution when considering the eligibility of an investment management firm or its investment products for Baird's advisory programs (including when Baird constructs its ALIGN Programs, BairdNext Portfolios Program, Baird Recommended Managers Program, UMA Programs, Recommended Managers List or Recommended Mutual Fund List). In addition, investment management firms are, absent client direction to the contrary, obligated at all times to

retain the broker or dealer providing the client best execution as described under the heading “Services, Fees and Compensation—Additional Program Information—Trading for Client Accounts” above. In addition, mutual fund companies are prohibited from considering Baird’s efforts in marketing and selling their funds when selecting Baird for executing portfolio trades for the funds. To learn more about how a mutual fund company selects brokerage firms for trade execution, a client should consult the fund’s statement of additional information, available from each fund.

Certain Baird associates from time to time may provide clients with tax return preparation, bill pay or related services. In some instances, the fee for those services may be bundled with the Program Fee. A client should understand that the provision of such services is separate from, and not related to, the Programs offered under this Brochure and will be governed by an agreement separate from the client’s advisory agreement with Baird. *A client should understand that Baird and its associates do not act as investment adviser or fiduciary to the client when providing tax return preparation, bill pay or related services to the client.*

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

#### **Code of Ethics**

Subject to the restrictions described below, Baird and its affiliates and associates may engage in securities transactions for their own accounts, including the same or related securities that are recommended to or owned by Baird clients. These transactions may include trading in securities in a manner that differs from, or is inconsistent with, the advice given to Baird clients, and the transactions may occur at or about the same time that such securities are recommended to or are purchased or sold for client accounts. This creates a potential for a conflict between the interest of clients and the interests of Baird and its affiliates and associates.

To address the potential for conflicts of interest, Baird has adopted a Code of Ethics (the “Code”) that applies to its associates that provide investment advisory services to clients, including Baird Financial Advisors, their supervisors, and certain associates who have access to non-public information relating to advisory client accounts

(“Access Persons”). The Code prohibits Access Persons from using knowledge about advisory client account transactions to profit personally, directly, or indirectly, by trading in his or her personal accounts. The Code also generally prohibits Access Persons from executing a security transaction for their personal accounts during a blackout period one business day before or after the date that a client transaction in that same security is executed. The Code provides for certain exceptions deemed appropriate by Baird management or by Baird’s Compliance Department. In addition, orders for the accounts of Access Persons and other Baird associates that are under discretionary management by Baird may be aggregated with orders for other Baird client accounts, so long as the order is executed as part of a block transaction with client orders. A copy of the Code is available to clients or prospective clients upon request.

Baird has also implemented certain policies and procedures relating to Baird’s and its associates’ trading activities that are designed to prevent them from improperly benefiting from the trading activities of Baird’s advisory clients. In addition, Baird’s Compliance Department monitors the personal trading activities of all of Baird’s associates providing advisory-related services to clients.

### **Participation or Interest in Client Transactions**

#### **Investment Advisory Accounts**

Asset-based Program Fee arrangements create an incentive for Baird and Baird Financial Advisors to set the applicable fee rate at a high level and to encourage clients to add more money into their accounts. Baird and Baird Financial Advisors also have an incentive to recommend an investment advisory account to a client rather than a brokerage account if the client has, or is expected to have, lower levels of trading activity in the client’s account. Select clients may pay a fixed dollar fee, which presents a conflict in that such fee does not give the Baird Financial Advisor an incentive to make recommendations that could benefit the client’s account, or a performance or incentive fee, which presents a conflict because it gives the Baird Financial Advisor an incentive to recommend riskier investments in order to achieve the level of performance in the account that would result in payment of the fee.

Baird also periodically provides special incentives to Baird Financial Advisors to recommend advisory products and services to clients and to recommend that clients put more assets into their Accounts.

#### *Accounts and Investments Provide Different Levels of Compensation*

The accounts and investments Baird offers provide Baird different levels of compensation. Baird and Baird Financial Advisors have an incentive to generate revenues from client accounts and to offer investment products and make recommendations that will provide them the greatest level of compensation.

#### *Recommendations of Proprietary or Affiliated Funds and Managers*

Baird and Baird Financial Advisors have an incentive to recommend proprietary or affiliated funds or managers because when client's invest in affiliated funds or select an affiliated manager to manage client accounts, they will make more money. See "Additional Information—Other Industry Activities and Affiliations—Certain Affiliations" above and "List of Affiliated Companies, Funds and Managers" on Baird's website at [bairdwealth.com/retailinvestor](http://bairdwealth.com/retailinvestor).

#### *Referral Compensation Paid to Baird Financial Advisors*

Baird Financial Advisors receive additional compensation for referring clients to certain of Baird's proprietary or affiliated funds or managers described above. Such special compensation and referral fees give Baird Financial Advisors an incentive to recommend or refer clients to these proprietary or affiliated funds and managers. See "Additional Information—Other Industry Activities and Affiliations—Certain Affiliations" above. Baird Financial Advisors also receive additional compensation for referring clients to Baird Trust and for referring clients to unaffiliated banks that make loans to clients under Baird's Securities-Based Lending Program. See "Trust Services Arrangements" and "Securities-Based Lending Program" below. In addition to those referral arrangements, Baird Financial Advisors receive special compensation for referring business to certain of Baird's other departments. See "Investment Banking, Public Finance and Institutional Equities Trading Activities" below.

#### *Ongoing Product Fees*

Baird receives ongoing fees from certain investment products that are purchased and held in client Accounts. Those fees, such as distribution (12b-1) and/or service fees ("12b-1 fees") from mutual funds, are based on the value of client assets invested in those products. A Baird Financial Advisor's compensation increases as those fees increase. Thus, Baird and Baird Financial Advisors have an incentive to recommend such products and to recommend such products that pay the greatest ongoing fees.

Certain mutual funds charge 12b-1 fees, which are paid to Baird. Baird receives 12b-1 fees on an ongoing basis as compensation for the services Baird provides to the applicable mutual fund. The 12b-1 fees paid by a mutual fund are disclosed in the mutual fund's prospectus.

Baird generally does not allow mutual funds with 12b-1 fees to be purchased for Program Accounts. If Baird receives 12b-1 fees from a fund with respect to a client's mutual fund investment in the client's Account and the client's Account is subject to an asset-based fee arrangement, Baird either: (1) rebates such 12b-1 fees to the client's Account if the client is paying an asset-based Program Fee on such investment; or (2) excludes such fund shares from the calculation of the client's asset-based Program Fee (sometimes referred to as "unbillable assets") for such period of time that Baird collects and retains the 12b-1 fee. 12b-1 fees rebated to a client's Account are estimated based on the average daily balance of the mutual fund shares in the Account and the annual rate of the 12b-1 fee paid by the applicable fund. If any rebated fees remain in a client's Account at the time of billing, those rebated amounts will be included in the Account assets subject to the Program Fee.

If Baird receives 12b-1 fees with respect to mutual fund shares that are designated as unbillable assets in a client's Account, Baird will retain such 12b-1 fees. This presents a conflict of interest because it provides Baird and its Financial Advisors an incentive to recommend or invest client accounts in mutual fund shares that pay greater 12b-1 fees. Baird addresses this conflict by adopting a Mutual Fund Share Class Policy described above and by adopting internal policies that limit the circumstances under which mutual fund investments in client accounts can be

designated as unbillable assets and 12b-1 fees can be retained.

*Marketing Support and Revenue Sharing from Mutual Fund and UIT Sponsors*

Baird receives marketing support or revenue sharing payments ("marketing support") from the sponsors and investment advisers of certain mutual funds. These payments, which are based on sales of, or client assets invested in, such funds, are intended to compensate Baird for providing marketing, distribution and other services for the mutual funds. Marketing support is not paid by sponsors or investment advisers of mutual funds on mutual fund assets held in investment advisory Retirement Accounts. Baird received marketing support payments over the past two calendar years from the sponsors or investment advisers of American Funds, Hartford Funds, JPMorgan Funds, Oppenheimer Funds (now part of Invesco Funds), Lord Abbett Funds, Principal Funds, AllianceBernstein Funds, Franklin Templeton Funds, Goldman Sachs Funds, Invesco Funds, MFS Funds, and PIMCO Funds. Baird also generally receives marketing support related to the sale of units of UITs. Sponsors of UITs typically make marketing or concession payments to the firms that sell their UITs, including Baird. These payments are typically calculated as a percentage of the total volume of sales of the sponsor's UITs made by the firm during a particular period. That percentage typically increases as higher sales volume levels are achieved. Descriptions of these additional payments are provided in a UIT's prospectus. UIT sponsors that have paid volume concessions to Baird over the past two calendar years include Advisors Asset Management (AAM), First Trust Portfolios and Guggenheim Investments. Receipt of marketing support payments from sponsors and investment advisers of mutual funds and UITs provides Baird an incentive to offer, market and recommend such mutual funds and UITs and to favor mutual funds and UITs with sponsors or investment advisers that make the greatest levels of such payments. Baird does not share these payments with Baird Financial Advisors. Please see "Revenue Sharing/Marketing Support and Other Third Party Payments" at [bairdwealth.com/retailinvestor](http://bairdwealth.com/retailinvestor) for more information.

*Schwab Clearing Arrangement*

Baird has a clearing arrangement with Charles Schwab & Co., Inc. ("Schwab") whereby Schwab maintains an omnibus account with certain mutual fund families for Baird on behalf of Baird clients. Under the clearing arrangement, Schwab provides clearing services for most "no load" funds and "load" funds held by Baird clients. Although Baird pays Schwab a fee for its clearing and omnibus services, Schwab generally passes through to Baird the shareholder servicing fees that Schwab receives from the funds. Shareholder servicing fees are not paid by Schwab on mutual fund assets held in Retirement Accounts. The amount of the shareholder servicing fees paid to Baird is based on the value of the client assets invested in those funds. However, the shareholder servicing fee rate varies based on the type of fund (load or no load), the value of client assets in those funds, and the relationship that Schwab has with those funds (whether or not Schwab receives payments from those funds or their sponsors, and the rates of such payments). As a result, Baird has an incentive to recommend mutual funds from which Baird would receive higher payments from Schwab. However, Baird generally does not compensate Baird Financial Advisors based upon the amounts Baird receives from Schwab except with respect to amounts attributable to sales loads and 12b-1 fees that Baird would otherwise receive directly from a fund if it were not for the existence of the clearing arrangement with Schwab. If Baird receives 12b-1 fees from Schwab with respect to a mutual fund investment in a client's Account, Baird rebates or retains such fees as further described under the heading "Ongoing Product Fees" above.

*Baird Conference Sponsorships*

Baird hosts a number of seminars and conferences for Baird Financial Advisors in any given year, including Baird's PWM Symposium, which gives sponsors of investment products, such as mutual funds, the opportunity to make presentations at, and contribute money toward the cost of, such seminars and conferences. This presents a conflict of interest in that it gives Baird an incentive to promote or market the sponsors' investment products in order to persuade them to continue supporting Baird seminars and conferences. Please see "Revenue Sharing/Marketing Support and Other Third Party Payments" at [bairdwealth.com/retailinvestor](http://bairdwealth.com/retailinvestor) for more information.



### *Baird Financial Advisors Receive Benefits from Product Providers*

Baird Financial Advisors generally receive non-cash compensation and other benefits from Baird and from sponsors of investment products with which Baird does business. Such non-cash compensation and other benefits may include invitations to attend conferences or educational seminars, payment of related travel, lodging and meal expenses, and receipt of gifts and entertainment. For example, Baird Financial Advisors are invited to educational conferences hosted by sponsors of mutual funds, annuities and other investment products, with the costs associated with such conference (including travel and lodging) paid by the sponsors. In addition, Baird Financial Advisors hold client events with some or all of the costs of such events paid by sponsors of investment products. Product sponsors may also provide gifts and entertainment in connection with those or other events. These benefits present a conflict of interest in that they give Baird Financial Advisors an incentive to recommend investment products and their sponsors that provide the greatest levels of such benefits. Please see "Revenue Sharing/Marketing Support and Other Third Party Payments" at [bairdwealth.com/retailinvestor](http://bairdwealth.com/retailinvestor) for more information.

### *Cash Sweep Program*

Baird has an incentive to have clients participate and maintain significant balances in Baird's Cash Sweep Program because Baird receives substantial compensation on client cash balances that are automatically swept into bank deposit accounts and invested in money market mutual funds under the program. Please see "Services, Fees and Compensation—Additional Program Information—Cash Sweep Program" above for more detailed information.

### *Trust Services Arrangements*

Baird and Baird Financial Advisors have an incentive to recommend that a client retain Baird Trust for the client's trust services needs rather than an unaffiliated firm because it is more profitable for Baird and they receive compensation from Baird Trust if the client retains Baird Trust. Please see "Services, Fees and Compensation—Additional Program Information—Trust Services Arrangements" above for more detailed information.

### *Margin Loans*

Baird has an incentive to recommend that a client use margin because Baird receives interest on client margin loans, and Baird and Baird Financial Advisors also have an incentive to recommend that a client use margin to buy securities, because a margin loan allows the client to make larger and more securities purchases. It also increases the value of a client's Account and thus the Program Fee associated with that Account because the margin loan is not deducted for purposes of calculating the fee. Please see "Services, Fees and Compensation—Additional Program Information—Margin Loans" above for more detailed information.

### *Securities-Based Lending Program*

Baird and Baird Financial Advisors have an incentive to recommend that a client participate in Baird's Securities-Based Lending Program because Baird and Baird Financial Advisors receive referral compensation and such loans allow a client to keep more assets in the client's Accounts, which result in more advisory fees for us and paid to the client's Baird Financial Advisor. Please see "Services, Fees and Compensation—Additional Program Information—Securities-Based Lending Program" above for more detailed information.

### *Investment Advisory and Brokerage Account and Service Recommendations*

Baird and Baird Financial Advisors generally have a financial incentive to recommend investment advisory Accounts to clients rather than brokerage accounts because Program Fee revenue is recurring, more predictable and typically greater than the revenues Baird earns, and the compensation Baird Financial Advisors receive, from brokerage accounts. In addition, because Program Fees are paid by a client regardless of the trade activity in the client's advisory Account, Baird will receive greater revenue, and the client's Baird Financial Advisor will receive greater compensation, from a low trade-activity advisory Account than from a low trade-activity brokerage account. Baird and Baird Financial Advisors thus have an incentive to recommend an investment advisory Account to a client rather than a brokerage account if the client has, or is expected to have, lower levels of trading activity in the client's account. However, because Baird's revenues and the compensation paid to Baird Financial Advisors from brokerage accounts

increase as the level of trading increases, Baird and Baird Financial Advisors have an incentive to recommend a brokerage account to a client rather than an investment advisory Account if the client has, or is expected to have, significant trading activity in the client's account. Baird Financial Advisors also have a financial incentive to recommend certain wealth management services, such as financial planning. Please see "Services, Fees and Compensation—Program Fees—Program Fee Payments to Baird, Financial Advisors and Investment Managers" above for more detailed information.

#### *Account Transfers and New Accounts*

Baird and a client's Baird Financial Advisor have an incentive to recommend that the client transfer the client's accounts to Baird and establish new accounts with Baird (including IRA rollovers) because doing so will result in increased revenues to Baird and compensation for the Baird Financial Advisor.

#### *Recommendations to Open Different Types of Accounts*

Baird and Baird Financial Advisors have an incentive to recommend that a client open different types of accounts with Baird, such as individual accounts, IRA rollovers, joint accounts, 529 plan accounts and UGMA/UTMA accounts, because if a client has different types of accounts with Baird, the client brings more of the client's investable assets to Baird, on which fees can be generated, thereby increasing Baird's revenues and the client's Baird Financial Advisor's compensation. Also, if a client has more account types with Baird, the client is statistically more likely to maintain the client's relationship with Baird and the client's Baird Financial Advisor for longer periods of time.

#### *Baird Stock Ownership*

Most Baird Financial Advisors own common stock of BFG, Baird's ultimate parent, and when offered the opportunity to buy BFG stock they usually do so. The amount of BFG stock that a Financial Advisor may purchase is based in part on the Financial Advisor's total production level. A client's Baird Financial Advisor thus has an incentive to make recommendations that increase the Financial Advisor's total production on the client's accounts with Baird. Moreover, revenues from Baird's PWM department, in which Baird Financial Advisors operate, contribute

substantially to BFG's overall revenues and profitability, and the performance of BFG's stock price is largely due to the profitability of Baird's PWM department. As a result, a client's Baird Financial Advisor's ownership of BFG stock creates a financial incentive to make recommendations to the client that increase the amount of revenues generated from the client's accounts with Baird, even if those recommendations will not increase the Baird Financial Advisor's production, so as to increase the revenues and profitability of Baird's PWM department and thus of BFG, which will serve to grow the value of the BFG stock. For example, ownership of BFG stock provides a client's Baird Financial Advisor an incentive to recommend affiliated products to a client even though such recommendation does not increase the client's Baird Financial Advisor's production.

#### *Relationships with Issuers of Securities*

From time to time, Baird may have proprietary investments in companies or issuers whose securities are offered and sold to clients, a Baird Financial Advisor or another Baird associate may have significant investments in companies or issuers whose securities are offered and sold to clients, or a Baird Financial Advisor or another other Baird associate (or their spouses, partners or family members) may have a position as an officer or director of a company or issuer whose securities are offered and sold to clients. In such cases, Baird and/or a client's Baird Financial Advisor will have an incentive to recommend that the client invest in those companies.

#### *Baird Financial Advisors Transferring to Baird*

A Baird Financial Advisor joining Baird from another firm has an incentive to recommend that a client to transfer the client's accounts from such firm to Baird because doing so will increase the Baird Financial Advisor's compensation. Please see "Services, Fees and Compensation—Program Fees—Program Fee Payments to Baird, Financial Advisors and Investment Managers" above for more detailed information.

#### *Principal Trading*

Baird and Baird Financial Advisors have an incentive to execute a trade for a client on a principal basis. The compensation that Baird and Baird Financial Advisors receive on principal trades, such as a markup or markdown, is often higher than the compensation they receive when executing trades as agent, such as commissions.

The compensation received by Baird and Baird Financial Advisors is in addition to the asset-based Program Fee a client pays on the client's advisory Accounts. Thus, Baird and Baird Financial Advisors have an incentive to trade as principal rather than as agent. Principal trades also allow Baird to sell securities from Baird's account that Baird deems undesirable and to buy securities for Baird's account that Baird deems desirable. For more information, please see "Services, Fees and Compensation—Additional Program Information—Trading for Client Accounts—Trade Execution Services Performed by Baird—Principal Trades" above.

*Baird's Investment Banking, Public Finance and Institutional Equities Services Activities*

Through its Investment Banking, Public Finance and Institutional Equities Services Departments, Baird provides investment banking, municipal advisory, securities underwriting, stock buyback and related services to various corporate, municipal, and other issuers of securities. Baird receives compensation and fees from such entities in connection with the services it provides. Baird may, therefore, have an incentive to favor the securities of issuers for which Baird provides such services over the securities of issuers for which Baird does not provide such services. A Baird Financial Advisor who refers a client to Baird Investment Banking for a possible transaction in which Baird Investment Banking earns a financial advisory or underwriting fee receives a portion of such fee. A Baird Financial Advisor who refers a client to Baird Public Finance for a municipal advisory or underwriting opportunity receives a portion of the compensation earned by Baird Public Finance on that opportunity. Baird and Baird Financial Advisors thus have an incentive to recommend the securities issued in those offerings. A Baird Financial Advisor who refers a corporation to Baird's Institutional Equities business for a stock buy-back program receives a portion of the commissions earned by Baird's Institutional Equities business. Baird and its Financial Advisors may, therefore, have an incentive to buy, and to recommend that clients sell, the securities of issuers that are part of Baird's buyback services. For more information about referral compensation paid to Baird Financial Advisors and related conflicts of interest, please see "Baird Referral Programs" on Baird's website at [bairdwealth.com/retailinvestor](http://bairdwealth.com/retailinvestor).

*Baird Underwritten Offerings*

Baird and Baird Financial Advisors have an incentive to recommend that clients purchase securities in offerings underwritten by Baird because the underwriting compensation that Baird and Baird Financial Advisors will earn on those offerings tends to be higher than the compensation they would normally receive if clients were to buy them in the secondary market, and because the profitability of underwritten offerings to Baird depends upon Baird's ability to sell the securities allocated to Baird in the offering.

*Allocations of IPOs and Other Public Offerings*

Baird Financial Advisors have the incentive to favor some clients over other clients when allocating shares issued in public offerings, particularly those clients with larger accounts or accounts that generate high fees and compensation, as a reward for their past business or to generate future business.

*Research Activities*

The investment advice provided to a client may be based on the research opinions of Baird's research departments. Baird does, and seeks to do, business with companies covered by those research departments and as a result, Baird may have a conflict of interest that could affect the content of its research reports.

*Trade Error Correction*

It is Baird's policy that a client's account will be fully compensated for any losses incurred as a result of a trade error for which Baird is responsible. If the trade error results in a gain, the gain may be retained by Baird. For more information, please see "Services, Fees and Compensation—Additional Program Information—Trading for Client Accounts—Baird's Trading Practices—Trade Error Correction" above.

*Other Client Relationships*

Certain client accounts overseen by Baird and Baird Financial Advisors may have similar investment objectives and strategies but may be subject to different fee schedules or commission rates. Thus, Baird and its Financial Advisors have an incentive to favor client accounts that generate a higher level of compensation.

### *Baird's Other Broker-Dealer and Related Activities*

In their broker-dealer, and broker-dealer representative capacities, respectively, Baird and its Financial Advisors provide brokerage and related services to clients, including the purchase and sale of individual stocks, bonds, mutual funds, Complex Investment Products and other securities. Baird and its Financial Advisors receive compensation based upon the sale of such investment products.

Baird and its affiliates and associates may buy or sell investments that are recommended to or owned by a client for their own accounts, or they may act as broker or agent for other clients buying or selling those investments. Those transactions may include buying or selling investments in a manner that differs from, or is inconsistent with, the advice given to a client, and those transactions may occur at or about the same time that such investments are recommended to or are purchased or sold for a client's account. Baird may also engage in agency cross transactions and principal transactions with clients as further described under "Services, Fees and Compensation—Additional Program Information—Trading for Client Accounts—Trade Execution Services Performed by Baird" above.

As a registered broker-dealer, Baird effects transactions in securities on a national exchange and may receive and retain compensation for such services, subject to the limitations and restrictions made applicable to such transactions by Section 11(a) of the Exchange Act and Rule 11a2-2(T) thereunder. Baird may also benefit from the possession or use of any free credit balances in client Accounts, subject to restrictions imposed by Rule 15c3-3 under the Exchange Act. Free credit balances include uninvested cash in client Accounts that has not been automatically deposited or swept into a bank deposit account or money market mutual fund.

Baird may route certain securities orders to other broker-dealers or securities exchanges for execution. Baird selects execution venues based on the size of the order, trading characteristics of the security, speed of execution, likelihood of price improvement, availability of efficient automated transaction processing, guaranteed automatic execution levels, and other qualitative factors. Baird receives remuneration in the form of payment or liquidity rebates on certain options

or equity securities orders routed to some venues (commonly known as "payment for order flow"). This compensation, although not material to Baird's trading business, gives Baird an incentive to route client orders for securities transactions to those venues that provide Baird the greatest levels of compensation. At a client's request, Baird will make available certain information about the routing of such client's orders routed for execution in the six months prior to the request. Such information will include the identity of the venue to which orders were routed, whether such orders were directed or non-directed and the time of the transactions, if any, that resulted from such orders. Baird also prepares a quarterly summary discussing certain orders routed away for execution, including the type and the identity of the broker-dealers or exchanges receiving such orders. This summary as well as other important information about Baird's order routing practices are available at: <http://www.rwbaird.com/help/account-disclosures/routing-equity-orders.aspx>.

Baird and its associates, by reason of Baird's broker-dealer, investment banking or other activities, may from time to time acquire information deemed confidential, material and non-public, about corporations or other entities and their securities. Baird and its associates are prohibited by applicable law or agreements from disclosing such information to clients or acting upon such information with respect to any client Account. Baird's other activities thus present a potential conflict of interest because such activities may limit Baird's ability to advise or manage client Accounts.

### *Other Conflicts of Interest*

Baird offers to clients other investment products and services not described in this Brochure. These investment products and services provide different levels of compensation to Baird and its Financial Advisors. Baird and its Financial Advisors have an incentive to favor those investment products and services that generate a higher level of compensation than those that generate a lower level of compensation. For more information about the other investment products and services offered by Baird, clients should contact Baird or a Baird Financial Advisor.

Other sections of this Brochure also describe instances when Baird and its Financial Advisors

may recommend to clients, and may buy and sell for client's Account, securities in which Baird and its affiliates and associates have a material financial interest or practices that present a conflict of interest. For more information, please see "Services, Fees and Compensation—Program Fees—Program Fee Payments to Baird, Baird Financial Advisors and Investment Managers" and "Additional Information—Other Financial Industry Activities and Affiliations" above, and "Additional Information—Client Referrals and Other Compensation" below.

#### *Addressing Conflicts*

The foregoing activities could create a conflict of interest with clients. In addition to the measures described above, Baird addresses conflicts posed by those activities through disclosure in this Brochure, the client's agreements with Baird, the *Client Relationship Booklet* and prospectuses, offering documents or other disclosure documents provided or made available to clients. Baird has also adopted a Code of Ethics and other internal policies and procedures for Baird and its associates that:

- require them to provide investment advice that is suitable for advisory clients (based upon the information provided by such clients);
- are designed to ensure that securities allocations made to discretionary client accounts are made in a manner such that all such clients receive fair and equitable treatment over time;
- address Baird's and its associates' trading activities and are designed to prevent them from improperly benefiting from the trading activities of Baird's advisory clients; and
- address and limit cash and non-cash benefits provided to Baird Financial Advisors by third parties in an attempt to avoid any question of propriety or any conduct inconsistent with Baird's high standards of ethics.

#### *Duration Compensation Will Be Received*

If a client holds any of the investment products described above, Baird, its affiliates and associates will receive the fees and payments described above for the duration of the client's advisory relationship with Baird. In some circumstances, the receipt of such compensation may extend beyond a client's advisory

relationship with Baird if the client continues to hold those assets at Baird.

*If Baird, or an affiliate or associate of Baird, receives any compensation or benefit described in this Brochure from or related to a client's investment, they will generally retain the compensation or benefit. Except as otherwise described above, Baird generally does not rebate these amounts to a client's Account or credit the amount against the Program Fees payable by a client unless such compensation may not be retained under applicable law or regulation.*

## **Review of Accounts**

### **Client Account Review**

Client accounts are monitored on a periodic basis by the client's Financial Advisor and are subject to review by the Baird Branch Office Manager or PWM Supervision department supervisor (or his or her respective designee) responsible for supervising the client's Financial Advisor. A client's Baird Financial Advisor generally reviews the performance of the client's Account at least annually. However, the client's Financial Advisor may not review the performance of a client's SMAs managed by Other Managers under the Baird SMA Network Program or Dual Contract Program. Baird has designated individuals who are responsible for monitoring a client's PIM Manager or UAS Manager with respect to the client account's trading activity, verifying that the PIM Manager's or UAS Manager's composites of client accounts are generally being managed in accordance with the manager's investment philosophy statement and attempting to ascertain whether client accounts within each composite are being treated equitably.

The performance of a client's PIM Account may be compared to one or more benchmark indices that the PIM Manager, in conjunction with a PIM Product Manager, determines is most suitable for comparison with the portfolio's investment style or the Account may be monitored using a risk score assigned to the Account by Baird based upon information provided by the client. Baird may at times change a client's PIM Account benchmark index without prior notice to the client.



### **Account Statements and Performance Reports**

If Baird provides transaction execution services to a client, Baird will generally provide the client with a monthly brokerage account statement when activity occurs during that month. Otherwise, Baird will provide the client with a quarterly statement if there has not been any intervening monthly transaction activity.

A client's Baird Financial Advisor will provide the client with a written report on the client's Account's performance as often as the client and the Financial Advisor may from time to time mutually agree. PIM clients generally receive a performance report in paper or electronic form at least annually. Performance reporting may not be available for Account assets that are not custodied at Baird. Baird may change or discontinue performance reporting to a client at any time for any reason upon notice.

Client performance reports usually contain a portfolio valuation and typically show the asset allocation of the client's portfolio, changes in a client's portfolio, and account performance compared to a benchmark market index or indices (such as the S&P 500® Index or the Barclays U.S. Intermediate Government/Credit Bond Index). The benchmark may be a blended benchmark that combines the returns for two or more indices.

A client should note that past performance does not indicate or guarantee future results. None of Baird, its associates or investment managers managing the client's Account promise or guarantee any level of investment returns or that the client's investment objective will be achieved.

Benchmarks shown in performance reports are for informational purposes only. Baird's selection and use of benchmarks is not a promise or guarantee that the performance of a client's Account will meet or exceed the stated benchmark. When the client compares Account performance to the performance of a market index, the client should recognize that a market index merely reflects the performance of a list of unmanaged securities included in the index and the index performance does not take into account management fees, execution costs, and other expenses related to investing for a client's Account. The securities included in a client's Account generally do not exactly mirror the securities included in the index.

The benchmarks used by Baird with respect to a client's SMA may differ from the benchmarks used by the manager of the client's SMA. As a result, the performance comparisons in Baird's performance reports may differ from reports provided to clients directly by the investment manager for the client's SMA.

The performance of investment managers may, under certain circumstances, be presented to clients on a "gross" or "gross of fees" basis, which means the performance results being presented does not reflect the deduction of Program Fees and other costs that clients have incurred and will incur when retaining the manager. Had applicable Program Fees and other costs been included in the performance calculation, the manager's performance results would have been lower than the performance results presented. Documents presenting a manager's performance results on a gross of fees basis should contain certain disclosures about the performance results being presented. Clients are urged to review carefully those disclosures because they contain important information about the calculation of the performance results. If a client is presented performance information for a manager's strategy on a gross of fees basis and the client has an Account managed by that manager pursuant to that strategy, the client should obtain a performance report for the Account and review that performance information carefully because the performance report for the Account will reflect the deduction of applicable Program Fees and other costs.

Certain Model Providers have adopted trade rotation policies that allow them to send Model Portfolio updates to the Overlay Manager after they have implemented the Model Portfolio updates for client accounts managed by them or after they have otherwise completed trading for those accounts. As a result, the performance of a Model Portfolio, as reported by the Model Provider, will differ, perhaps in a materially negative manner, from the actual performance realized by Baird client Accounts pursuing the Model Portfolio strategy. See "Additional Program Information—Trading for Client Accounts—Trading Practices of Investment Managers" above for more information.

When preparing a client's Account statements and performance reports, Baird generally relies upon third party sources, such as third party pricing

services. In some instances, such as when Baird is unable to obtain a price for an asset from a pricing service, Baird may obtain a price from its trading desk or it may elect to not price the asset. Obtaining a price from its trading desk may present a conflict of interest. In some cases, Baird obtains prices from the issuers or sponsors of investment products in the client's Account when prices are not otherwise readily available. This frequently occurs with respect to the valuation of Complex Investment Products, as well as community bank stocks and private limited partnerships. If the assets in the client's Account are held by a custodian other than Baird, Baird may also use valuation information provided by the client's third party custodian.

Baird does not conduct a review of valuation information provided by third party pricing services, issuers, sponsors, or custodians, and it does not verify or guarantee the accuracy of such information. Baird does not accept responsibility for valuations provided by third parties that are inaccurate unless Baird has a reason to believe that the source of such valuations is unreliable. Valuation data for investments, particularly Complex Investment Products, community bank stocks and private limited partnerships, may not be provided to Baird in a timely manner, resulting in valuations that are not current. The prices obtained by Baird from the third party pricing services, issuers, sponsors and custodians may differ from prices that could be obtained from other sources. Values used in account statements and performance reports may vary from prices received in actual transactions and are not firm bids, offers or guarantees of any type with respect to the value of assets in an Account, and the values may be greater than the amount a client would receive if the securities were actually sold from the client's Account.

If a client has assets held by a third party custodian, the prices shown on a client's Account statements provided by the custodian could be different from the prices shown on statements and reports provided by Baird. See "Services, Fees and Compensation—Additional Program Information—Custody Services" above for more information.

### **Client Referrals and Other Compensation**

Baird may provide compensation to individuals who refer clients in some instances. When

applicable, the compensation paid is a percentage of the client's fee payments or the value of the client's Account. The amount of compensation will vary, with the specific level determined based upon consideration of various factors including, but not limited to, the individual's role in developing the client relationship and the assets under management. Baird may pay these fees to registered representatives of Baird and its affiliates as well as to unaffiliated solicitors that have entered into a written agreement with Baird.

Baird and its affiliates and associates may receive certain economic benefits in connection with providing advisory services to clients, which are described in the sections entitled "Services, Fees and Compensation", "Account Requirements and Types of Clients", "Additional Information—Other Financial Industry Activities and Affiliations" and "Additional Information—Code of Ethics, Participation or Interest in Client Transactions and Personal Trading" above.

### **Financial Information**

Baird does not require or solicit prepayment of more than \$1,200 in fees per client six months or more in advance and, thus, has not included a balance sheet of its most recent fiscal year. Baird is not aware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to clients, nor has it been the subject of a bankruptcy petition at any time during the past ten years.

### **Special Considerations for Retirement Accounts**

Each Retirement Account Fiduciary of a client should understand that Baird may invest for the client, or recommend that the client invest in, affiliated investment products and that Baird and its affiliates may receive fees or other compensation related to such investments made by the client. Each Retirement Account Fiduciary should also understand that when Baird invests with discretion the assets of a Retirement Account in an affiliated investment product that pays investment advisory fees to Baird or any of its affiliates, including in connection with any cash sweep services, Baird and its affiliates may receive such investment advisory fees in accordance with the terms of Department of Labor ("DOL") Prohibited Transaction Exemption ("PTE") 77-4, and, as required thereby, Baird will waive its asset-based Program Fees on that

portion of the assets invested in the affiliated investment product for such period of time so invested or Baird will offset the investment advisory fees received by Baird or any of its affiliates from the affiliated investment product against the asset-based Program Fee that Baird charges to the client. For the purpose of complying with the terms of DOL PTE 77-4, the client and each Retirement Account Fiduciary of the client acknowledge in the client's advisory agreement that: (i) the investment in affiliated investment products for the client's Account is appropriate because of, among other things, the investment goals, redeemability, liquidity, and diversification of those products; (ii) subject to the terms of the applicable Program, all assets of the client's Account may be invested in one or more of the affiliated investment products; (iii) the client and such Retirement Account Fiduciary received prospectuses or other offering or disclosure documents for the affiliated investment products that may be used in connection with the Account, each of which include a summary of all fees that may be paid by the affiliated investment products to Baird or its affiliates; and (iv) the client received information concerning the nature and extent of any differential between the rate of such affiliated investment product fees and the Program Fees payable by the client. The differential between the fees to be charged by Baird for the investment advisory services it provides to the client and, if applicable, the investment advisory and other similar fees paid by the affiliated investment product to Baird or its affiliates with respect to the services Baird or any of its affiliates provides to the affiliated investment product is the difference between the Program Fee disclosed in the client's advisory agreement and the applicable investment management, investment advisory and other similar fees detailed in the applicable prospectus or other offering or disclosure documents for the affiliated investment product.

If the client's Account is a Retirement Account and if Baird is directed to implement a directed brokerage arrangement for the Account, each Retirement Account Fiduciary of the client should understand: that the directed brokerage arrangement must be for the exclusive benefit of participants and beneficiaries of the Retirement Account; and the fiduciary responsibilities discussed in ERISA Technical Bulletin 86-1. Each Retirement Account Fiduciary should also understand that such Fiduciary is solely

responsible for complying with all fiduciary responsibilities discussed in ERISA Technical Bulletin 86-1, including, without limitation, the duty to make an initial determination that the directed broker-dealer is capable of providing best execution for the client's brokerage transactions, the duty to monitor the services provided by the directed broker-dealer so as to assure that the client has received best execution of the client's brokerage transactions, and the duty to determine that the commissions paid by the client and any other fees or costs incurred by the client are reasonable in relation to the value of the brokerage and other services received by the client. The client and each Retirement Account Fiduciary of the client should also understand that the client and the client's Retirement Account Fiduciaries are solely responsible for engaging a directed broker-dealer, monitoring its performance and terminating a directed brokerage arrangement, and that Baird is not responsible for determining whether a directed broker-dealer is capable of providing best execution.

If a client's Account is a Retirement Account and if the client has selected an investment manager or product affiliated with Baird (such as the use of services or products offered by Baird Advisors, Baird Equity Asset Management, CCM, Baird Trust, Greenhouse, Riverfront, Strategas or any Investment Fund affiliated with any of them), each Retirement Account Fiduciary of the client understands and agrees that in making such selection: (a) Baird and its affiliates may receive higher aggregate compensation than if the client selected investment managers, funds or other products not affiliated with Baird and thus Baird may have an incentive to offer such affiliated investment managers, funds or other products; (b) Baird makes available to the client investment managers, funds and products not affiliated with Baird and the client may obtain additional information about such unaffiliated investment managers, funds or products at any time by contacting the client's Baird Financial Advisor; and (c) the client is free to choose another investment option or participate in another Baird advisory program that does not use investment managers, funds or products affiliated with Baird at any time by contacting the client's Baird Financial Advisor. For more information about investment managers and products that are affiliated with Baird, please see "Additional Information—Other Financial Industry Activities and Affiliations" above.