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### Part 2A

This disclosure document ("Brochure") provides information about the qualifications and business practices of SouthernSun Asset Management LLC ("SouthernSun"). If you have any questions about the contents of this Brochure, please contact us at (901) 341-2700. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

SouthernSun is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The adviser's oral and written communications provide you with information with which you may determine whether to hire or retain an adviser.

Additional information about SouthernSun is available on the SEC's website at <http://www.adviserinfo.sec.gov>.

## **Item 2 - Material Changes**

For purposes of this Brochure, Item 2 discloses material changes reflected since the last annual amendment which occurred on March 25, 2022.

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

As of October 16, 2023, Phillip W. Cook is the sole Chief Investment Officer (“CIO”) for SouthernSun and Portfolio Manager for the SouthernSun Funds. Michael Cook, founder and previous co-CIO of SouthernSun, will become Chairman of the firm, remaining on the management team and as part of the ownership group.

### **Requesting ADV**

Our Brochure may be requested by contacting the Compliance and Legal Team at (901) 341-2700 or [compliance@southernsunam.com](mailto:compliance@southernsunam.com).

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## **Item 4 - Advisory Business**

### **Ownership**

SouthernSun Asset Management, LLC ("SouthernSun" or the "Firm") was founded in 1989 by Michael W. Cook and is located in Memphis, Tennessee. SouthernSun is wholly owned by its employees, directly or indirectly, with Michael W. Cook and Phillip W. Cook each owning >25% of the firm's equity.

### **Advisory Services**

SouthernSun provides investment advisory services for our clients using a proprietary investment research process based on fundamental analysis. We invest primarily by taking long positions in the equity securities of companies that we believe meet our research criteria. SouthernSun primarily focuses its investments in companies that are in the small capitalization to small-to-mid ("SMID") capitalization range of the equity markets. Our Small Cap Strategy and SMID Cap Strategy consist primarily of companies based in the United States.

Subject to the approval of SouthernSun, clients are permitted to implement client-specific investment guidelines and restrictions on accounts that SouthernSun manages that may differ from SouthernSun's standard investment strategy guidelines. Prior to the execution of the client agreement, we review and refine the requested investment guidelines and restrictions in order to meet the client's needs while also providing us with sufficient discretion to properly invest the client's assets in a manner consistent with our process and philosophy. Types of restrictions include, but are not limited to, specific holdings, cash minimums/maximums, and/or industry concentration maximum/minimums. In some instances, certain investment restrictions imposed by a client may increase the client account's concentration in certain sectors, securities, or cash instruments, for periods of time, especially in comparison to other client accounts that follow a similar investment strategy with limited or no investment restrictions. Further, this could lead to significant performance dispersion between such client accounts.

### **Wrap Fee Programs**

SouthernSun provides portfolio management services to certain clients by participating in wrap fee programs sponsored by unaffiliated broker-dealers or investment advisers (the sponsors). The wrap program sponsors are responsible for determining suitability and recommending SouthernSun as an investment adviser, monitoring and evaluating performance, providing any client statements, executing portfolio transactions without commission charge, providing custodial services for the client's assets, and/or providing any combination of these or other services, all for a single fee paid by the client to the broker-dealer. SouthernSun receives a portion of the fee for providing portfolio management

services to the clients participating in the wrap fee programs. When trading on behalf of wrap fee accounts, SouthernSun seeks best execution; however, trades for wrap fee program accounts are typically directed to the wrap fee program sponsor (or its designated broker-dealer). In such situations, SouthernSun will typically trade a wrap fee program's accounts separately from other accounts being managed within the same strategy. As described in "Item 12- Brokerage Practices," while directed brokerage is designed to benefit the wrap fee program account through lower trading costs, there will likely be some circumstances where directed trades do not receive as favorable of a price, or where dividing the trade into separate components will inhibit SouthernSun's ability to obtain the same level of or as timely an execution as it may otherwise have been able to obtain if it had been able to execute the entire trade with one broker-dealer. Trading limitations with these types of accounts make trading away from the sponsor difficult. To the extent that SouthernSun trades away from the sponsor by placing trades with a different brokerage firm, the client will typically incur the costs associated with this trading, in addition to the wrap fees normally payable. Clients who enroll in these programs should satisfy for themselves that the sponsor is able to seek best execution of transactions. Accounts that SouthernSun manages through wrap fee programs are generally managed in the same manner as other accounts received from other sources.

#### Unified Managed Account ("UMA") Portfolios

SouthernSun provides model portfolios to the sponsors of multi-manager, multi-discipline investment products and diversified manager allocation products. In these instances, SouthernSun does not have discretionary investment authority over individual security portfolios. Another manager, typically the program sponsor or its affiliate, is the discretionary investment manager and is responsible for monitoring the individual needs of the client. Typically, SouthernSun provides a static model to such managers and updates this model only when actual target weighting changes occur. In limited instances, SouthernSun provides additional trading information to certain UMA managers based on contractual obligations and/or the sophistication and capabilities of the UMA manager's methodology for receiving such information.

#### AUM

As of 12/31/2022, the total discretionary assets under management by SouthernSun were \$899,078,000.

### **Item 5 - Fees and Compensation**

#### Asset Based Fees

SouthernSun provides investment advisory services for its clients for a fee based upon assets under advisement. The specific manner in which fees are charged by SouthernSun is established in a client's written agreement with SouthernSun. SouthernSun generally bills its fees on a quarterly basis in arrears although many clients elect to pay fees in advance. Clients may elect to be billed directly for fees or to authorize SouthernSun to debit fees directly from client accounts. If there are significant cash flows of ten percent (10%) or

greater during the quarter, it will result in one or more interim calculations and adjustments (upwards or downwards) to the fees for that quarter unless otherwise stated in the client agreement. There is no acceptance or termination fee charged. Unless otherwise agreed, services are cancelable by either party by written notice signed by an authorized representative of the terminating party; provided that in the case of a termination of an agreement by a client: 1) it shall be the client's exclusive responsibility to issue written instruction to SouthernSun regarding the termination date and any assets held in the account, and 2) SouthernSun may continue to manage the account for a period of up to two (2) business days until such instructions and termination notice are verified. After a client's instructions and termination notice are verified, SouthernSun will continue to manage the account through the termination date, unless otherwise instructed by the client. The client shall be obligated to continue paying fees to SouthernSun, through the termination date, on a pro-rata basis, in accordance with the pertinent fee schedule. If applicable, however, a pro rata refund will be made by SouthernSun to the client, upon termination, of all fees paid in advance.

SouthernSun's management fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may also incur certain charges imposed by custodians, brokers, and other third parties such as custodial fees, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. These fees are not collected by SouthernSun, but instead are paid, according to the custodian's direction, to the appropriate service provider from the client's account.

Item 12 further describes the factors that SouthernSun considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).

### **Fee Schedules**

<b><i>Small Cap Strategy</i></b> - Minimum separately managed account size is \$5,000,000 with a minimum annual fee of \$50,000.	
<b><i>Assets</i></b>	<b><i>Fees</i></b>
First \$50 million	1.00% (100 basis points)
Next \$50 million	0.95% (95 basis points)
Excess	0.90% (90 basis points)

<b><i>SMID Cap Strategy</i></b> - Minimum separately managed account size is \$5,000,000 with a minimum annual fee of \$45,000.	
<b><i>Assets</i></b>	<b><i>Fees</i></b>
First \$50 million	0.90% (90 basis points)
Next \$50 million	0.85% (85 basis points)
Excess	0.75% (75 basis points)

SouthernSun may at its discretion waive the minimum account size or negotiate a fee which is more or less than indicated in the fee schedules. The fee schedule may vary due to servicing

requirements, account inception date, and other factors. Further, SouthernSun may choose, at its discretion, to rebate or waive the collection of all or a portion of its management fee.

SouthernSun serves as the adviser to the SouthernSun Small Cap Fund and the SouthernSun U.S. Equity Fund (together, the “SouthernSun Funds”). Information concerning the SouthernSun Funds, including a description of the services provided and advisory fees, is contained in the SouthernSun Funds’ prospectus. Other fees payable as an investor in the SouthernSun Funds are described in the SouthernSun Funds’ prospectus. Furthermore, SouthernSun acts as a sub-adviser to other investment companies and other types of pooled investment vehicles. In its capacity as sub-adviser, SouthernSun’s fees and services are determined by contract with the adviser. Information concerning these sub-advised funds, including a description of the services provided and advisory services and expenses, is generally contained in each fund’s offering documents (e.g., prospectus or offering memorandum), which can be obtained from the fund sponsor.

### **Other Fee Information**

Employees of SouthernSun and their families receive investment advisory services for a reduced fee or without charge.

Clients in wrap fee programs generally pay the wrap program sponsor a single fee (called a “wrap fee”) for consulting, brokerage, custodial, portfolio monitoring and investment management services. The fees paid by clients for investing in a wrap fee account are set by the sponsor and are generally disclosed in the sponsor’s contract established with each client. The sponsoring firm then pays SouthernSun a portion of this wrap fee.

For detailed information on the wrap fees charged by each wrap fee program sponsor, please refer to the specific sponsor’s Form ADV Part 2A, Appendix 1. For additional information with respect to wrap fee programs, please see the sub-section entitled “Wrap Fee Programs” under Item 4 of this Brochure.

### **Other Investment Advisory Programs**

SouthernSun also provides investment advice not involving discretionary management services, such as multi-manager, multi-discipline investment products and diversified manager allocation products, which include the provision of a model portfolio. In these instances, another manager is the discretionary investment manager, has investment discretion over the accounts, and is responsible for monitoring the individual needs of the client. SouthernSun amends and updates the model portfolios from time to time and provides updated information to the sponsor.

In such programs, the client typically pays the sponsor an all-inclusive fee, a portion of which is paid to SouthernSun as compensation for the investment advisory services that it renders to the sponsor.

For detailed information on the fees charged by each sponsor, please refer to the sponsor’s fee brochure or client investment management agreement.

### Money Market and Exchange-Traded Fund Fees

A client's cash may be automatically swept into the custodian's designated money market fund unless different instructions are given. Clients pay a management fee to SouthernSun on this cash portion of their assets under management, in addition to paying the custodian's money market fund fee.

SouthernSun may utilize exchange-traded funds ("ETFs") that typically align with the applicable benchmark in certain situations in order to more effectively manage a client's portfolio and cash flows. ETFs also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees, and/or commissions are exclusive of and in addition to SouthernSun's fee, and SouthernSun does not receive any portion of ETF commissions, fees, and costs.

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

In addition to the asset-based fee arrangements described in Item 5 above, SouthernSun may enter into performance-based fee arrangements with certain clients. The simultaneous management of accounts with performance-based fee and asset-based fee arrangements creates potential conflicts of interest, as the Firm and its personnel may have an incentive to favor the performance-based fee accounts to generate higher fees for the Firm. For example, portfolio managers may be motivated to allocate limited investment opportunities that are believed to be more profitable to the performance-based fee accounts in order to generate higher investment returns and thus higher fees.

To address these and other potential conflicts, SouthernSun has implemented policies and procedures in an effort to treat clients fairly and to prevent this type of conflict from influencing the allocation of investment opportunities among clients. You can read more about our trading and allocation policies and procedures under Item 12 - Brokerage Practices.

### **Side by Side Management**

Certain employees of SouthernSun may from time to time invest in unregistered pooled vehicles, which do invest in similar strategies as those of our clients, which may create an incentive to favor such vehicles over client accounts in the allocation of investment opportunities. SouthernSun has procedures designed and implemented in an effort to ensure that all clients are treated fairly, and to prevent this conflict from influencing the allocation of investment opportunities among clients. Please refer to Item 12 – Brokerage Practices for a description of our allocation practices.



## **Item 7 - Types of Clients**

SouthernSun primarily provides portfolio management services to high-net-worth individuals, family offices, corporate pension and profit-sharing plans, Taft-Hartley plans, public pension plans, charitable institutions, foundations, endowments, municipalities, pooled investment funds, registered mutual funds, trusts, banks, and other U.S. institutions.

The minimum account sizes and annual fees for separately managed accounts in our different strategies are as follows:

	<b>Small Cap</b>	<b>SMID Cap</b>
<b>Minimum Account Size</b>	\$5,000,000	\$5,000,000
<b>Minimum Annual Fee</b>	\$50,000	\$45,000

SouthernSun may at its discretion waive the minimum account size and may negotiate a fee which is more or less than indicated in the schedules above. The fee schedule may vary due to servicing requirements, account inception date, and other factors. Further, SouthernSun may choose, at its discretion, to rebate or waive the collection of all or a portion of its management fee.

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

### **Philosophy and Style**

SouthernSun is a research-driven investment management firm implementing long-only domestic equity strategies for institutions and individuals. We are absolute-return oriented, investing with a value approach and long-term perspective through disciplined, bottom-up, fundamental analysis and on-site research (e.g., management interviews and facility visits). This philosophy holds true for both SouthernSun strategies and has not changed since inception of the Firm in 1989.

SouthernSun generally invests with a long-term time horizon in niche-dominant, attractively-valued companies with financial flexibility and well-fitted management teams. SouthernSun believes careful, in-depth analysis of a company's financial strength, market position, and human capital is the most comprehensive method of assigning proper valuations, identifying opportunities, and reducing the risk of investment.

SouthernSun believes there is no substitute for knowing each company we invest in as if we owned the entire company. This approach compels us to be thorough, diligent, and patient in our study of each individual company. An integral part of this process is knowing

management and viewing the company “through the eyes of its management team” as well as an objective outside investor.

As Chief Investment Officer (“CIO”) for the Firm’s Small Cap and SMID Cap investment strategies and as Portfolio Manager for the SouthernSun Funds, Phillip Cook oversees the investment process. He leads and oversees a team of investment professionals which is collectively responsible for idea generation, security selection, risk management, and portfolio construction. The Investment Team brings a variety of backgrounds and skills to the team in order to execute our philosophy and process for our clients.

As CIO, Phillip Cook is also responsible for and must approve all decisions involving the purchase of a new security or the full unwind of an existing position for any security in the Firm’s Small Cap and SMID Cap investment strategies that, in the aggregate, hold approximately 30-50 holdings. The Investment Team provides analysis and company-specific research for current and potential portfolio holdings in the Firm’s investment strategies. Members of the team also provide input regarding portfolio management and construction. All portfolio management decisions will be communicated to the trading desk of SouthernSun, which is then responsible for executing transactions with counterparties on the approved broker list.

Each member of the Investment Team is well-versed in our holdings. Each Investment Team member is assigned primary responsibilities for a subset of the companies we own, which involves updating models and taking the lead on communications (as well as maintaining related notes on said communications or material events) with company management on behalf of the Investment Team.

Our Investment Team members are generalists in terms of sector coverage. While our investments are primarily U.S.-based companies, many have operations and interests throughout the world. Therefore, each Investment Team member is also responsible for understanding and monitoring issues that could affect our portfolio companies around the globe.

SouthernSun analyzes companies with a market cap range appropriate for the strategy. New ideas are primarily sourced through research on existing holdings, industry trade publications, industry conferences, and general market research.

Companies that meet the team’s initial financial criteria then warrant closer scrutiny by the Investment Team. The Investment Team typically conducts management interviews, on-site company visits, and facility tours in order to analyze business strategy and operational strengths while continuing to develop a valuation model. SouthernSun’s research process may also involve interviews with vendors, competitors, customers, and industry leaders.

Once we have targeted a list of possible investment opportunities, we continue our research process by evaluating the attractiveness of each prospective investment. Specifically, we seek niche-dominant, attractively-valued companies with financial flexibility (defined by

“discretionary cash flow,” balance sheet strength, or other metrics). Such flexibility can allow the company to invest in growth and profitability improvement initiatives and provides stability during adverse business conditions. Another key component of our process is identifying well-fitted management teams capable of allocating capital well and using financial flexibility to realize business growth opportunities and operational efficiencies that will translate into increased shareholder value. The specific financial and qualitative criteria we focus on generally include, but are not limited to, the following:

#### Quantitative Criteria

- Discretionary Cash Flow (“DCF”)/Price
- Private Market Value Analysis
- Organic Revenue Growth
- Efficient use of working capital
- Long -term debt as a % of total capital
- Net debt/EBITDA
- Interest coverage
- Return on capital, return on invested capital, return on equity, return on assets

#### Qualitative Criteria

- Understanding key risks and drivers of value-creation
- Understanding of niche markets and the opportunities/risks in these markets
- Competitive advantages analysis
- Management’s experience and expertise in light of the specific risks and opportunities for that business
- Management’s objectives and priorities for uses of DCF
- Experienced management teams that are forward thinking and execution oriented
- Management’s interests (i.e., executive compensation, equity purchases) closely aligned with shareholders

If it is determined an investment will be made, it will have a clearly articulated investment thesis that will be reviewed periodically to ensure that it is still applicable over time.

#### **Buy/Sell Decisions**

Discretionary cash flow yield, private value market analysis, and discounted future cash flow models are among the primary drivers in determining price target ranges. These target ranges are revised from time to time based on industry and company specific parameters. We buy positions in companies that we believe have typically 50 - 100% upside over a 3 to 5-year time period at initial purchase. The responsibility for valuation comparisons, type/sources of data inputs, and assumptions falls under the Investment Team.

Sell decisions normally occur in the following situations, which primarily relate to our investment thesis and the valuation of the company:

- When a stock reaches its target price range, or
- If the thesis is compromised:
  - There is a change in management, or its policies, which could pose risks to shareholder value, or
  - New significant risks are identified and are material to the overall thesis (e.g., a material increase in financial leverage, a weakened market position, the announcement of a transformative acquisition, or a significant change in the regulatory environment or a significant new risk associated with ESG factors).

We execute this portfolio-management process through consistent interaction between the Firm's CIO and its trading desk.

Finally, once a sell decision has been made, we carefully review the security's trading volume, market liquidity, our percentage ownership of outstanding shares, as well as other related factors, to determine the most optimal time and manner in which to exit. Positions being exited may be sold entirely or scaled out over time depending on such factors.

In summary, we believe our competitive advantages to be:

- Our 100% employee-owned, independent boutique structure.
- Stable, long-tenured and well-rounded Investment Team: Led by Managing Partner & CIO, Phillip Cook. He is supported by a team of investment professionals with complementary industry and/or financial services backgrounds.
- Independent thinking: Hands-on, bottom-up, proprietary research: creative idea sourcing, "break room to board room" due diligence, a global perspective, and the desire to "sweat the small stuff."
- We make long-term investments in businesses, instead of "making bets" on stocks: Human capital and financial strength are of equal importance, and when coupled with niche dominance, can create unique long-term buying opportunities.
- We are business owners and act as partners with management as they work to unlock shareholder value.

### **Portfolio Risk Management**

Portfolio management and trading oversight are performed by Phillip Cook, CIO, and the Investment Team, with tactical and relational assistance from the Analytics and Support Team as well as the Operations, Compliance and Legal, and Client Relations Teams. Oversight of client account guidelines and specific restrictions are primarily managed by our Trading, Operations and Client Relations Teams with assistance from our Investment and Compliance and Legal Teams. Investing in securities involves risk of loss that clients should be prepared to bear. Below are the core portfolio risks associated with all of our strategies:

#### **Stock Market Risk**

Stock markets can be volatile. In other words, the prices of stocks can fall rapidly in response to developments affecting a specific company or industry, or to changing economic, political or market conditions. SouthernSun's investments may decline in value if the stock markets

perform poorly. There is also a risk that SouthernSun's investments will underperform either the securities markets generally or particular segments of the securities markets.

#### Company Risk

Common stock prices are subject to market, economic, and business risks that will cause their prices to fluctuate over time. The value of individual stocks may decrease in response to a company's financial prospects or changing expectations for the performance of the company. While common stocks have historically been a leading choice of long-term investors, stock prices may decline over short or even extended periods.

#### Small and Mid Cap Company Risk

Generally speaking, companies with smaller market capitalizations often have narrower markets, fewer products or services to offer, and more limited managerial and financial resources than do larger, more established companies. As a result, their performance can be more volatile, and they may face a greater risk of business failure, which could increase the volatility and risk of loss of SouthernSun's assets.

#### Value Investing

Because SouthernSun uses a value-oriented approach, there is a risk that the market will not recognize a stock's intrinsic value for an unexpectedly long time, or that the adviser's calculation of the underlying value will not be reflected in the market price. Finally, the adviser's calculation of a stock's intrinsic value involves estimates of future cash flow, which may prove to be incorrect, and, therefore, result in sales of the stock at prices lower than SouthernSun's original purchase price.

#### Liquidity Risk

The stocks of smaller companies purchased and held by SouthernSun tend to trade in markets that are less liquid than markets for larger company stocks. As a result, SouthernSun may not be able to readily dispose of particular investments at favorable times or prices or may have to sell them at a loss.

#### Investing in Companies Domiciled or with Significant Operations Outside the U.S.

Securities of issuers domiciled or with significant operations outside the United States may lose value because of political, social, or economic developments in the countries or regions in which the issuer is domiciled or operates. Risk considerations include, but are not limited to, currency risks (fluctuations in currency exchange rates and currency devaluations), settlement risks, country risks (political and social instability, regional conflicts, expropriation, and government policies that have the effect of limiting or restricting foreign investment or the movement of assets), less liquid markets, less publicly available information than is generally the case in the United States, and less government oversight of exchanges, brokers and issuers which could result in different trading practices. These risks may be heightened in connection with investments with exposure to emerging markets and developing countries.

#### Sector Risk

Issuers and companies that are in similar industry sectors may be similarly affected by particular economic or market events; to the extent that SouthernSun has substantial holdings within a particular sector, the risks associated with that sector increase.

#### Focused Investment Risk

A significant portion of a portfolio's holdings may be focused in a relatively small number of securities which may make the portfolio more volatile and subject to greater risk than a more diversified portfolio.

#### Force Majeure

The Firm and its investments may be affected by force majeure events (i.e., events beyond the control of the party claiming that the event has occurred, including, without limitation, acts of God, fire, flood, earthquakes, outbreaks of an infectious disease, pandemic or any other serious public health concern, war, terrorism, labor strikes, major plant breakdowns, pipeline or electricity line ruptures, failure of technology, defective design and construction, accidents, demographic changes, government macroeconomic policies, social instability, etc.). Some force majeure events may adversely affect the ability of a party (including a portfolio holding or a counterparty) to perform its obligations until it is able to remedy the force majeure event. These risks could, among other effects, adversely impact the cash flows available from a portfolio holding, cause personal injury or loss of life, damage property, or instigate disruptions of service. Force majeure events that are incapable of or are too costly to cure can have a permanent adverse effect on a portfolio holding. Certain force majeure events (such as war or an outbreak of an infectious disease) could have a broader negative impact on the world economy and international business activity generally, or in any of the countries in which the firm invests. Additionally, major governmental intervention into industry, including the nationalization of an industry or the assertion of control over one or more portfolio companies or its assets, could result in a loss to clients, including if the investment in such portfolio holding is canceled, unwound, or acquired (which could be without adequate compensation).

#### Cybersecurity Risk

With the increased use of technologies to conduct business, SouthernSun is susceptible to operational, information security and related risks. Cyber incidents can result from deliberate attacks or unintentional events. Cyber-attacks include, but are not limited to, gaining unauthorized access to digital systems for purposes of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. Cyber incidents impacting SouthernSun may have the ability to cause disruptions and impact business operations, potentially resulting in the inability to transact business, financial losses, violations of applicable privacy and other laws, regulatory fines, penalties, or reputational damage. While SouthernSun has established a business continuity plan and risk management systems intended to identify and mitigate cyber-attacks, there are inherent limitations in such plans and systems including the possibility that certain risks have not been identified. Furthermore, SouthernSun cannot control the cybersecurity plans and systems put in place by third-party service providers and issuers in which client portfolios invest. Clients could be negatively impacted as a result.

## **Item 9 - Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of SouthernSun or the integrity of SouthernSun's management.

SouthernSun has no information applicable to Item 9.

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

SouthernSun has no information applicable to Item 10.

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

### **Code of Ethics Summary**

SouthernSun has adopted a Code of Ethics ("Code") for all supervised persons of the Firm that describes guidelines and procedures to promote ethical business practices, high standards of conduct, and a fiduciary duty to our clients. There are five main principles contained in our Code:

1. The interests of clients must always be paramount.
2. Supervised Persons should not take advantage of their relationship with Clients.
3. All personal securities transactions should avoid any actual, potential, or apparent conflicts of interest.
4. Supervised Persons must protect confidential information (as defined in the Code).
5. Supervised Persons must comply with all applicable laws.

In addition, specific provisions in our Code include policies and procedures for insider trading, confidentiality, gifts and entertainment, and personal securities transactions. All adviser personnel must acknowledge the Code annually as well as any amendments. Any client or prospective client can request a copy of the Code by contacting us at (901) 341-2700 or by email at [compliance@southernsunam.com](mailto:compliance@southernsunam.com).

### **Employee Trading**

To mitigate potential conflicts of interest with respect to its employees' personal securities transactions, SouthernSun's Code generally requires employees and certain members of their households, if applicable, to "pre-clear" certain personal securities transactions with our Firm's Compliance and Legal Team. All employees must provide SouthernSun with a listing of their reportable securities on an annual basis as well as duplicate copies of transaction reports on a quarterly basis with respect to their reportable brokerage accounts.

Because there are circumstances where employees will invest in the same securities as clients, there is a possibility that employees could benefit from a client's trading activity in a security owned by an employee. The Code of Ethics is designed to ensure that the personal securities transactions, activities, and interests of the employees of SouthernSun will not interfere with making decisions in the best interest of advisory clients and implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

### **Affiliated and Proprietary Trading**

SouthernSun manages certain accounts where it or its affiliates have a significant proprietary interest. SouthernSun and its employees may have an incentive to favor these accounts over other client accounts due to their financial interest in such accounts. To manage such conflicts, SouthernSun has procedures designed and implemented in an effort to ensure that all clients are treated fairly and to prevent this conflict from influencing the allocation of investment opportunities among clients. Please refer to Item 12 – Brokerage Practices for a description of our allocation practices.

### **Investing in Client-Issued Securities and Financial Institutions**

Due to the nature of our clientele, SouthernSun may from time to time trade in securities issued by our clients. SouthernSun may also invest in financial institutions that utilize or recommend SouthernSun's investment advisory services. In all such cases, SouthernSun shall invest in a way that we believe is consistent with our fiduciary duty to our clients.

### **Insider Trading Policy**

SouthernSun prohibits its employees from acting upon, misusing, or disclosing any material, non-public information ("MNPI") known as "insider information."

## **Item 12 - Brokerage Practices**

### **Best Execution**

As an investment advisory firm, SouthernSun has a fiduciary and fundamental duty to seek best execution for all client transactions and, as a matter of policy and practice, does seek to obtain best execution for client transactions. Although SouthernSun may, at times, elect to support its clients' request for participation in established commission recapture or discount programs, SouthernSun's duty to seek best execution, pursuant to established best execution policies, will dictate broker selection for all client transactions. In the event that a client requests SouthernSun to participate in a commission recapture or discount program and SouthernSun agrees, the Firm will discuss the request with the client to confirm our understanding of the program and to implement. Notwithstanding the foregoing, participation in a commission recapture or discount program may compromise SouthernSun's ability to seek best execution.



### Best Execution Committee

SouthernSun's best execution committee ("Best Execution Committee") is comprised of the following voting members: the Chairman, two Investment Team members, the Chief Compliance Officer, and the Director of Operations. The Best Execution Committee mandate is to oversee and monitor all relevant SouthernSun policies, procedures, and processes to ensure that SouthernSun seeks best execution for all client transactions. To that end, the Best Execution Committee meets no less than semi-annually; however, a meeting can be convened at any time at the request of three voting members. The Best Execution Committee meets to evaluate the performance of broker-dealers utilizing selected qualitative and quantitative measures and groups the brokers based on their performance. Typically, brokers of a higher or improving grouping will see more of the commission budget while lower grouping or declining brokers will see less. If it is determined that a broker has underperformed for an extended period or has exhibited a dramatic drop in performance or service, the Best Execution Committee can consider a number of actions including, but not limited to a verbal or written warning, decrease or cessation of trading volume, or termination of relationship.

The Best Execution Committee reviews as needed all client brokerage activity including those dollars directed by the client to ensure their instructions are met. The Best Execution Committee also takes note of any large variances in a broker's year over year percentage of the overall commission pool. We strive to ensure that we maintain a diverse group of highly skilled brokers that can provide best execution for our clients.

### Broker Review and Approval Process

SouthernSun has a best execution process where brokers are evaluated on the following criteria: qualitative information and quantitative performance which is currently based on transaction cost analysis data. The commissions charged must be, in SouthernSun's judgment, reasonable under the circumstances in light of the value of all services provided.

During the routine course of business, SouthernSun's trading desk selects a broker for each discretionary trade, unless restricted by contract or explicit client instructions, and takes into consideration certain qualitative factors (e.g., execution, responsiveness, anonymity, access to liquidity, geographic location, size and specialty of the firm, flexibility, etc.) for the given security at that period in time in an attempt to facilitate best execution. For example, depending on the size of the trade, the same broker is not always the best source of liquidity every time SouthernSun elects to trade that position. SouthernSun may have advisory relationships with affiliates of brokers selected for each trade; however, such relationships are not the determinant in the Firm's broker selection process. We may or may not elect to solicit competitive bids or offers for a particular transaction based on the trading desk's judgment of the potential benefit or harm to the execution of that transaction. Prior to adding a new broker to the approved broker list, the Chairman of the Best Execution Committee will notify the Committee of the new potential broker, including the rationale for presenting the broker. The Compliance and Legal Team must also screen the broker to determine if there are any significant deficiencies from a due diligence perspective. If a screened broker has significant deficiencies identified by the Compliance and Legal Team, or warrants further

review for other reasons, the Best Execution Committee must review the results and opine on the addition of any new broker. For purposes of ongoing due diligence, the Compliance and Legal Team will periodically send current brokers a due diligence questionnaire and will review responses for any notable business, regulatory, or legal updates. As part of the semi-annual best execution meeting, the Best Execution Committee will review each broker's performance and determine any underperformance based on various factors and remove any brokers from the Approved Broker List as needed.

### **Trading Procedures**

SouthernSun generally adheres to a trade sequence when investing for accounts under similar investment policies and objectives. Our trade sequence typically includes two steps: 1) fully discretionary trading relationships and 2) captive or directed trading relationships. Unified Managed Accounts ("UMA") or model relationships are typically provided investment model updates only if there is a change in the target weightings and the trade sequence has completed the first two steps. In limited instances, SouthernSun provides additional trading information to certain UMA managers based on contractual obligations and/or the sophistication and capabilities of the UMA manager's methodology for receiving such information. Fully discretionary separately managed accounts ("SMAs") generally utilize the same investment strategies offered to wrap programs, but wrap accounts may experience performance dispersion relative to SMAs, and one another, as a result of investment discretion and brokerage selection differences, among other reasons.

In addition, any employee-related pooled vehicles will be traded in the same manner and subject to all of the trading procedures in this section (i.e., sequencing, aggregation, and allocation), as well as the overall principles of Brokerage Practices discussed in this Item.

### **Sequencing**

Each account and/or trading relationship in step 2 is placed in a randomizer giving each relationship an equal opportunity in the sequence of trading. The trade sequence may be altered or not completed at the discretion of the Investment Team or the trading desk, depending on the time of trade, liquidity conditions, and the broker's ability to complete the trade, in order to facilitate best execution.

### **Aggregation**

SouthernSun may aggregate client purchase and sale orders of securities with those of other clients if, in SouthernSun's judgment, such aggregation is reasonably likely to result in an overall economic benefit to its clients, better execution price, lower commission expenses, beneficial timing of transactions, or a combination of these and other factors. SouthernSun may also consider a cross trade if it is permissible, determined to be a mutually beneficial opportunity for both sides of the trade, and executed at arm's length. Any cross trades that occur must be approved by a member of the Compliance and Legal Team.

As stated previously, SouthernSun provides investment advisory services to employees and their families for a reduced fee or without charge. Because there could be an inherent conflict of interest in such cases, the relevant investment account or fund itself will be subject to

these trading procedures and to ongoing conflict reviews by the Firm. These procedures seek to ensure that all clients' interests remain paramount.

### Allocation

Partially filled orders are generally allocated on a prorated basis in order to achieve comparable gross exposure levels per each security position held or traded. Orders filled with less than 25% of the total order size are typically allocated on a random basis across similar accounts. Similar accounts are defined as a common investment strategy, trading venue, or both.

These allocation guidelines could be altered for accounts that pay commissions on a per trade basis rather than a per share basis, or other client-directed requests. Orders that are not completed retain priority in subsequent trading, subject to the conditions previously mentioned.

### Soft Dollars

SouthernSun receives research and other services including, but not limited to, access to conferences, management meetings, and plant and facility tours from brokers with whom we trade as well as brokers who are trying to solicit business but with whom we do not currently have a trading relationship. For those situations in which we receive research and other services from brokers with whom we trade, these are considered "soft dollar" benefits that fall within the safe harbor provision of Section 28(e) of the Securities Exchange Act of 1934. However, we are under no obligation to trade with any broker, and we do not adjust commission rates for research and other services. These services are used for the benefit of all applicable clients irrespective of the nature of the relationship. SouthernSun does not attempt to allocate such services proportionately to clients based on the soft dollar benefits generated by their respective accounts. SouthernSun pays a negotiated rate in cents per share or per transaction or in basis points depending on the broker, but we do not currently have any formal soft dollar arrangements with any broker.

We understand that the description above may create a potential conflict when deciding with whom to trade due to an incentive to select a broker based on our interest in receiving the research and other services. However, our Code of Ethics seeks to prevent the Firm from acting in its own interest instead of the best interest of the client. Please see the Best Execution process described above for further information on how the Firm mitigates such potential conflicts of interest.

### Directed Brokerage

In certain cases, SouthernSun accepts client instructions for directing the client's brokerage transactions to a particular broker-dealer; provided that the trading desk has to confirm that the client instructions can be successfully implemented. Any client instructions to SouthernSun are to be in writing. However, as a result of SouthernSun accepting directed brokerage instructions from a client, the following results could occur: 1) SouthernSun may not be able to negotiate commissions, 2) SouthernSun may not obtain volume discounts or aggregate directed transactions, 3) commission charges will likely vary among clients, 4)

best execution may not be obtained and 5) performance may disperse. Please see below for further information regarding directed brokerage scenarios:

1. SouthernSun has clients who have a contract directly with SouthernSun and who do not have a pre-existing custodial relationship. In these instances, SouthernSun does not direct or require its clients to use specified broker-dealers for portfolio transactions in their accounts.
2. SouthernSun has clients who have a contract directly with SouthernSun but were recommended to us by a broker-dealer where the client's assets are custodied and the brokerage is directed. Because we are unable to aggregate these accounts with others for trading, we may not receive similar execution results, which would have an impact on the performance of the account.
3. SouthernSun has clients who have a contract directly with SouthernSun but who also have a commission recapture program. In certain cases, in order to fulfill these client-directed objectives, we are unable to aggregate these accounts with others for trading. Consequently, we may not receive similar execution results, which would have an impact on the performance of the account. However, SouthernSun has worked extensively with several execution partners to "bundle" as many of these recapture programs as possible, so that similar requests can be aggregated in some cases.
4. SouthernSun has certain SMA clients in addition to wrap program clients where trade execution is limited to specific broker-dealers recommended by the intermediary to the SMA or by the wrap sponsor. Because these accounts are generally traded within step 2 of the aforementioned trade sequence, we may not receive similar execution results, which could have an impact on the performance of the account relative to other SMAs.

## **Item 13 - Review of Accounts**

### **Portfolio Management**

Accounts are reviewed on a periodic basis to ensure that they remain within the client's stated investment objectives. On a daily basis, all composites are viewed to determine that their portfolio weights are within tolerance to their intended targets. All accounts are regularly screened to ensure that any significant cash flows are captured and the appropriate investment action is taken. Accounts are also regularly examined to view their position weights versus the composite weights. In general, the Firm has similarly managed accounts which typically results in less dispersion; however, there may be some dispersion across client accounts, particularly at the inception of a new account or if market conditions, trading costs, or other factors make rebalancing to the target weights inappropriate, and as a result, dispersion may increase at times. Client-directed portfolio inflows or redemptions, tax loss

harvesting requests, and/or client investment restrictions may also cause dispersion among accounts. Accounts with specific restrictions are continually monitored to ensure continued compliance. Portfolio management and trading oversight are performed by the Investment Team, with tactical and relational assistance from the Analytics and Support Team as well as the Operations and Compliance and Legal Teams.

### **Operational Procedures**

In addition, SouthernSun has a thorough account opening process which documents key account details, including investment restrictions, proxy voting guidelines, reporting requirements, etc. For the purposes of security and portfolio restrictions specifically, we have a detailed pre- and post-trade methodology which is designed to ensure compliance with client investment policy statements.

Trade activity, cash transactions, and holdings are monitored daily through our automated reconciliation software. There are a few accounts that are reconciled weekly which are not part of our automated process. If there is a discrepancy or reconciling issue, the Operations Team will investigate such issues until they are resolved or until the investigation is complete. Also, each account is reconciled to the custodial statement on a daily basis.

### **Client Reports**

Each account, with the exception of wrap program accounts and select other accounts as directed by the client, receives a quarterly written statement which includes the following reports: 1) portfolio appraisal detailing each security with cost and market values; 2) interest, dividend and expenses; 3) cash ledger; 4) purchases and sales; 5) performance history (vs. benchmark); and 6) realized gains and losses (for taxable accounts). In addition, special reporting is available to accommodate unique client needs or requests (e.g., proxy voting, commissions, fiscal year reporting, performance attribution, etc.).

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

SouthernSun may be party to agreements with affiliated and non-affiliated solicitors pursuant to which SouthernSun pays a fee to such parties in connection with their solicitation of clients and other services that they provide. SouthernSun may compensate these solicitors by sharing a portion of its investment advisory fee or such other means that will be disclosed, to the extent required, to a client in accordance with the Investment Advisers Act of 1940.

## **Item 15 - Custody**

Pursuant to contractual arrangements with clients, SouthernSun may be deemed to have the authority to debit fees from a client's account; however, in practice, SouthernSun reconciles

any invoice for advisory fees directly with the client or custodian and awaits payment from such parties rather than debit fees directly from any client's account.

The statements that clients receive directly from the account custodian are the official record of the account. We encourage the client to carefully review and verify the information on the statement from SouthernSun with the information on statements independently received from the account custodian.

### **Item 16 - Investment Discretion**

SouthernSun accepts discretionary authority from the client at the outset of an advisory relationship via the client agreement between the two parties. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account. The investment objectives, policies, limitations, and guidelines, along with any particular restrictions, should be given to SouthernSun in writing prior to or at the time of the engagement of our services for SouthernSun's review and acceptance. For registered investment companies, SouthernSun adheres to the relevant fund's Prospectus and Statement of Additional Information. In the case of UMA relationships, SouthernSun does not have investment discretion and is not involved in the decision to implement investment recommendations.

SouthernSun does not employ securities lending in the execution of its investment strategies nor does SouthernSun advise clients on whether or not securities lending is appropriate for their use. Should any client independently choose to engage in lending any of the securities in a portfolio advised by SouthernSun, the portfolio will be subject to the general investment and operational risks associated with securities lending, and with the specific risks associated with the management, terms and conditions of the program selected by the client.

Furthermore, absent any explicit agreement, SouthernSun does not engage in or monitor legal proceedings, including class-action claims, on behalf of its clients. SouthernSun also does not provide tax or legal advice, and no information provided to you by SouthernSun or our affiliates should be construed as such.

### **Item 17 - Voting Client Securities**

SouthernSun accepts client authority to vote proxies on the client's behalf. As a fiduciary with discretionary authority to manage the client's assets, our responsibility is that we are to vote unless specifically instructed not to do so by the client. The Investment Team has the responsibility for the implementation and monitoring of our proxy voting policy and procedures for proxy voting with regard to companies in investment portfolios of our clients.

### **Proxy Voting Summary**

Due to our investment philosophy, SouthernSun generally invests in companies only if we believe the management will act in the best interest of shareholders. Because of this confidence, SouthernSun will often vote for management's decisions and recommendations on their proxy ballots. However, when we believe management is not acting in the best interest of shareholders, we will act accordingly by voting against management's position.

SouthernSun maintains a written proxy voting policy and proxy voting guidelines, which are used to determine how to vote. As adviser (or sub-adviser) to certain U.S. and non-U.S. funds, we will vote such proxies solely in the interest of its shareholders. We will not subordinate the interests of these funds to any unrelated objectives.

The following are key guiding principles of SouthernSun's Proxy Voting Policy:

- **Accountability** - Each company should have effective means in place to hold those entrusted with running a company's business accountable for their actions. Management should be accountable to its board of directors and the board should be accountable to shareholders.
- **Alignment of Management and Shareholder Interest** - Each company should endeavor to align the interests of management and the board of directors with the interests of the company's shareholders, employees, and communities in which they do business. For example, we generally believe that compensation should be designed to reward management for creating value for the shareholders of the company.
- **Transparency** - Promotion of timely disclosure of important information about a company's business operations and financial performance enables investors to evaluate the performance of a company and to make informed decisions about the purchase and sale of a company's securities.

SouthernSun utilizes Broadridge Proxy Edge in order to access web-based proxy voting and meeting information to assist in the administration of the voting process. In addition, we use third-party proxy advisory firms ("Proxy Advisors") that provide vote recommendations for proxy votes, which we may utilize in our research process to assist the overall decision process on proxy votes. SouthernSun, however, does not rely on such vote recommendations but rather adheres to its own proxy voting process as outlined in the proxy voting policy.

When a conflict is identified as material, SouthernSun will disclose the conflict to the affected client. Upon contact, SouthernSun will then either vote in accordance with the client specific instructions (e.g., AFL-CIO proxy voting guidelines) or obtain permission to vote, as usual, in the best interest of shareholders or clients. If SouthernSun is unable to contact the client, information and/or recommendations prepared by the Proxy Advisor may be referenced.

Should you wish to receive a copy of SouthernSun's proxy voting policy, proxy voting guidelines, or should a client wish to receive record of votes cast on their behalf, please

submit your request by calling our office at (901) 341-2700 or by emailing us at [operations@southernsunam.com](mailto:operations@southernsunam.com).

## **Item 18 - Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about SouthernSun's financial condition. SouthernSun has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients. We do not require or solicit prepayment of more than \$1,200 in fees per client, six months in advance and have not been the subject of a bankruptcy proceeding.



## Part 2B

### **Phillip W. Cook**

SouthernSun Asset Management LLC  
240 Madison Avenue, Suite 800  
Memphis, TN 38103  
(901) 341-2700

October 16, 2023

**This Brochure Supplement provides information about Phillip Cook that supplements the SouthernSun Asset Management LLC Brochure. If you have any questions about the contents of this Brochure Supplement, please contact the Compliance and Legal Team at (901) 341-2700 or [compliance@southernsunam.com](mailto:compliance@southernsunam.com).**

**Additional information about Phillip Cook is available on the SEC's website at <http://www.adviserinfo.sec.gov>.**

### **Educational Background and Business Experience**

**Year of Birth:** 1981

**Education:** Received his Bachelor of Science in International Business, summa cum laude, from Auburn University.

#### **Business Experience:**

October 2023 to Present – Managing Partner and CIO for the SouthernSun Small Cap and SMID Cap Strategies, Portfolio Manager for the SouthernSun Funds, SouthernSun Asset Management LLC

June 2021 to Present – Co-CIO for the SouthernSun Small Cap and SMID Cap Strategies, Co-Portfolio Manager for the SouthernSun Funds, SouthernSun Asset Management LLC

July 2006 to June 2021 – Investment Team/Principal, SouthernSun Asset Management LLC

May 2004 – June 2006 – Analyst, Trivest Partners

### **Disciplinary Information**

No information is applicable to this Item.

**Other Business Activities**

No information is applicable to this Item.

**Additional Compensation**

No information is applicable to this Item.

**Supervision**

Phillip Cook, as Managing Partner and CIO has direct responsibility for the Investment Team, including regular training, reviews, and discussions, which protect the qualitative and quantitative aspects of SouthernSun's investment philosophy, style, and process. While Phillip is not directly supervised by an individual(s) within the Firm, he is subject to the Firm's compliance program, which is implemented by our Chief Compliance Officer and is also subject to the oversight of the Firm's Management Team. Phillip is also required to abide by applicable laws and adhere to mutually agreed upon client and employment agreements.