# Form ADV

# Part 2A

# Item 1- Cover Page

# Rainier Investment Management, LLC

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March 3, 2023

This Brochure provides information about the qualifications and business practices of Rainier Investment Management, LLC. ("Rainier"). If you have any questions about the contents of this Brochure, please contact us at 585-325-6880. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Rainier refers to itself as a "registered investment adviser" in materials distributed to current and prospective clients. As an investment adviser registered with the SEC, Rainier is subject to the rules and regulation adopted by the SEC under the Investment Advisers Act of 1940, as amended (the "Advisers Act"). Registration as an investment adviser is not an indication that Rainier or its directors, officers, employees, or representatives have attained a particular level of skill, ability or training.

Additional information about Rainier is also available on the SEC's website at www.adviserinfo.sec.gov.

## Item 2 – Material Changes

Since the prior annual amendment, dated March 25, 2022, there was one material change to Item 4 to reflect Callodine Group, LLC's acquisition of Manning & Napier, Inc., and resulting indirect ownership changes for Rainier.

## Item 3 - Table of Contents

## Item 4 – Advisory Business

### Advisory Firm

Rainier Investment Management, LLC ("Rainier") is an SEC-registered investment adviser that commenced operations in 1989, but its roots extend back to 1973 through predecessor organizations. Rainier is wholly owned by Manning & Napier Group, LLC, and indirectly owned and controlled by Callodine MN Holdings, Inc., the majority interest of which is beneficially owned and controlled by Callodine Group, LLC and its founder James Morrow. East Asset Management, LLC and its owners Terrence and Kim Pegula, also beneficially own a substantial interest in Callodine MN Holdings, Inc.

### Advisory Services

Rainier has experience and a strong background in providing investment advisory and sub-advisory services with respect to a range of institutional separate account clients, registered pooled investment vehicles and collective investment trust funds.

Rainier provides tailored advisory services focused on:

- Investment advisory services to discretionary separate account clients that invest in the International Small Cap strategy,
- Investment advisory services to the Rainier International Small Cap Collective Investment Trust,
- Sub-advisory services to the Rainier International Discovery Series of the Manning & Napier Fund, Inc., an affiliated open-end mutual fund company to which Manning & Napier serves as advisor, and
- Sub-advisory services to any International Small Cap separate account clients who have a direct advisory relationship with Manning & Napier.

### Tailoring of Advisory Services

All accounts in the same strategy are managed in a substantially similar manner. However, Rainier will manage to client imposed written restrictions or guidelines, which will cause accounts in the same strategy to hold different positions and to achieve different performance results. For example, a separate account client may restrict the purchase of certain securities, such as tobacco stocks.

### Assets under Management

As of December 31, 2022, Rainier managed $859,698,272 on a discretionary basis, including $25,949 in proprietary assets/seeded accounts.

## Item 5 – Fees and Compensation

### Separate Accounts – Advisory Fees

Rainier's fees for separate accounts are negotiable and are based on an annual percentage of the fair market value of assets held in the separate account. Fees will be set forth in an advisory agreement with each separate account client and determined based on the client's needs, such as, but not limited to, the complexity of the client's investment objective and the number of portfolio restrictions.

Generally, for International Small Cap Equity separate account clients, the fees are as follows:

| International Small Cap Equity | |
|---|---|
| 0.90% | First $100 million of assets |
| 0.75% | Balance of assets |

Minimum account size of $20,000,000.00
Minimum annual fee of $180,000.00

Specific advisory fees and expense-related information for the Rainier International Discovery Series of the Manning & Napier Fund, Inc. can be found in the prospectus and statement of additional information.

Rainier has entered into a relationship with SEI Trust Company, which has established and maintains a Collective Investment Trust (the "Trust") for the collective investment of assets of tax-qualified employee benefit plans. Rainier provides investment advisory and client services to the Trust. The fee is calculated based on the average daily assets under management and is disclosed in each participation agreement. The fee paid by clients includes trustee fees, direct expenses of the Trust and record keeping services in some share classes. The remaining amount, if any, is remitted to Rainier as its advisory services fee.

**Payment Method**

Rainier will generally bill its clients for the fees incurred with respect to their accounts on a quarterly basis in arrears. Some clients may direct Rainier to send statements to their custodians and the clients may then direct their custodians to pay Rainier's fees out of the assets of the account on an ongoing basis. Those clients that do so, and also elect to receive a copy of Rainier's statements, are encouraged to compare any statements received from Rainier with the statements received from the custodian.

Accounts initiated or terminated during a calendar quarter will be charged a pro-rated fee.

Investment advisory contracts typically can be terminated by the client upon thirty (30) days' written notice to Rainier. Because advisory fees are paid in arrears and are pro-rated for partial periods, no refunds will apply.

Rainier may direct debit certain clients' accounts to pay advisory fees. Direct debit will only be initiated upon client direction and a written agreement between Rainier and the client.

**Other Fees and Expenses**

Rainier's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients (and, indirectly, investors in pooled investment vehicles) may incur certain charges imposed by custodians, auditors, broker-dealers and other third parties such as custodial fees, wire transfer and electronic fund fees and other fees and taxes on brokerage accounts and securities transactions. Such charges, fees and commissions are in addition to Rainier's fee and Rainier shall not receive any portion of these commissions, fees, and costs.

Information regarding brokerage costs can be found in Item 12 of this Form ADV. Item 12 also describes the factors that Rainier considers in selecting broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).

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

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

## Item 7 – Types of Clients

Rainier provides portfolio management services to corporations, foreign corporations, registered investment companies, collective investment trusts, foreign funds such as UCITs, and other U.S. and international institutions.

The scope of Rainier's investment discretion may be limited based upon specific written objectives and guidelines between Rainier and the client, ERISA regulations or other regulatory body directives.

Rainier has established a $20 million investment minimum for International Small Cap Equity separately managed accounts. Minimums will be waived at the discretion of Rainier on a case-by-case basis.

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

Investments for each account are identified and selected by Rainier. Rainier evaluates investments based on a variety of factors described below. Following an investment for an account, Rainier will continue to monitor the progress and suitability of portfolio investments as well as the market and economic outlook.

To help develop its investment recommendations, Rainier typically uses commercially available information services and financial publications. Issuer-prepared materials and research releases prepared by third parties are also utilized. Rainier also uses research materials prepared by various broker-dealers and other research providers. Rainier can obtain information by meeting with an issuer's management, competitors, attending industry and broker-sponsored conferences and consulting with experts in the appropriate field.

**International Small Cap Equity Strategy**

Under normal conditions, the strategy will invest primarily in equity securities of foreign developed and emerging market companies that are small- to mid-sized at the time of purchase. In selecting securities for purchase, Rainier focuses on companies exhibiting a clear catalyst for positive change in the business that can lead to sustained earnings growth. Rainier focuses on companies that it believes have sustainable competitive advantages; strong market positions; disciplined management; and attractive relative valuations. Rainier selects stocks of companies it believes will increase in value over time and makes investment decisions based primarily on an analysis of individual companies, rather than on broad economic forecasts. Rainier believes that, over the long term, stock price movements follow growth in earnings, revenues and/or cash flow. In normal market conditions, the strategy will primarily consist of securities of companies whose earnings or revenues are growing due to solid or improving underlying company fundamentals.

The strategy can invest in equity securities, including common stock and preferred stock, and securities convertible into common stock, including warrants, convertible bonds, and rights. In addition, the strategy can also invest in IPOs of small-cap companies, real estate investment trusts ("REITs") and similar types of investments outside the U.S., and in participatory notes. Participatory notes allow foreign investors to invest indirectly in foreign securities without registering in such foreign markets where the country requires registration to make any direct security investment. The strategy will generally not invest more than 25% of an account's net assets in participatory notes.

The strategy will typically invest in foreign securities, including American Depository Receipts ("ADRs"), Global Depository Receipts ("GDRs"), International Depository Receipts ("IDRs"), U.S. dollar-denominated foreign securities and direct foreign securities (purchased on foreign exchanges). The strategy is not required to invest a specified portion of its net assets in any particular geographic region or any particular industry or sector but will typically invest in at least three foreign countries at any time. The strategy will generally not invest more than 50% of an account's net assets in issuers located in emerging markets.

**Investments in securities involve a risk of loss that investors must be prepared to bear.**

The risks associated with investing in international small cap are as follows:

*Management Risk*—The value of investments may decline if Rainier's judgment about the attractiveness, relative value or potential appreciation of a particular security or strategy proves to be incorrect. Financial models and other research that underpin Rainier's investment decisions may not adequately account for all relevant factors, may rely on inaccurate data inputs or assumptions or may contain design flaws, all of which could negatively impact Rainier's investment decisions.

*Sector Focus Risk* – From time to time, a strategy may be more heavily invested in a particular sector or sectors and the value of those shares may be especially sensitive to different factors and economic risks that specifically affect those sectors which can positively or negatively impact the market value of an account.

*Market Risk*—The market prices of securities may go down, sometimes rapidly or unpredictably, due to general market conditions, such as real or perceived adverse economic or political conditions, inflation, changes in interest rates or currency rates, lack of liquidity in the markets or adverse investor sentiment. Global events, such as epidemics, pandemics and disease, natural disasters, conflicts among nations and their related social and economic impacts, may cause significant adverse market conditions and result in losses in value to client investments. Adverse market conditions may be prolonged and may not have the same impact on all types of securities and may have a greater effect on the value of securities in which clients invests than on other securities or investments. Market prices of securities also may go down due to events or conditions that affect particular sectors, industries, or issuers, or that affect particular countries or geographic regions. When market prices fall, the value of client investment will go down. This means that clients may experience a substantial or complete loss on their investments.

Political, financial or health crisis, among others, that initially affect a particular industry, sector, country, or region may spread quickly or unpredictably to affect global markets broadly. Adverse market conditions, and related investment losses, may continue, worsen, or spread during a crisis notwithstanding legal, monetary, or fiscal measures undertaken by governments, central banks and international organizations. The withdrawal of these measures, failure of these efforts, or public or investor perception that these efforts are not succeeding could negatively affect financial markets generally as well as the value and liquidity of certain securities. The impact of a changes in markets arising out of a crisis, and the practical implications for market participants, may not be fully known for some time. In addition, crisis-related conditions may also impair other aspects of Rainier's business and operations, including the sourcing of new investments and the ability to perform due diligence on and monitor investments. Furthermore, global health crises may result in quarantines, work stoppages, lockdowns, supply chain disruptions, and travel restrictions that may impede the functioning of business generally and, together with any resulting illness, may mean that key personnel may be unavailable for a period of time.

*Equity Risk* – The prices of individual equity securities rise and fall daily. The price movements may result from factors affecting individual companies, industries, or the securities market as a whole. Individual companies may report poor results or be negatively affected by industry and/or economic trends and developments. The prices of securities issued by such companies may suffer and decline in response. In addition, the equity market tends to move in cycles which may cause stock prices to fall over short or extended periods of time.

*Small- and Mid-Cap Risk* – Small- and mid-cap companies may be more vulnerable to adverse business or economic events than larger, more established companies. In particular, small- and mid-cap companies may have limited product lines, markets, and financial resources, and may depend upon a relatively small management group. The securities of smaller companies are often traded in the over-the-counter market and, even if listed on a national securities exchange, the trading market (i.e., the volume of trades on any given day) for such securities may be less active than larger companies listed on that exchange. Consequently, the securities of these companies may be less liquid, may have limited market stability, and may be subject to more abrupt or erratic market movements than the securities of larger, more established companies. As a result, the prices of the smaller companies owned by clients may be volatile.

*Foreign Securities Risk* – A client's investments in securities of foreign issuers involve certain risks that are greater than those associated with investments in securities of U.S. issuers. These include risks of adverse changes in foreign economic, political, regulatory, and other conditions, or changes in currency exchange rates or exchange control regulations (including limitations on currency movements and exchanges). In certain countries, legal remedies available to investors may be more limited than those available with respect to investments in the United States. The securities of some foreign companies may be less liquid and, at times, more volatile than securities of comparable U.S. companies. Clients may also experience more rapid or extreme changes in value than individuals who invest solely in securities of U.S. companies because the securities markets of many foreign countries are relatively small, with a limited number of companies representing a small number of industries. There also is the risk that the cost of buying, selling, and holding foreign securities, including brokerage, tax, and custody costs, may be higher than those involved in domestic transactions. During any period when foreign securities underperform other types of investments – U.S. securities, for instance – the performance of a client's investments may lag these investments.

*Emerging Market Risk* – Clients may be exposed to risks associated with investments in emerging market countries. Emerging market countries are countries that the World Bank or the United Nations considers to be emerging or developing. Emerging markets may be more likely to experience political turmoil or rapid changes in market or economic conditions than more developed countries. Emerging market countries often have less uniformity in accounting and reporting requirements and unreliable securities valuation. It is sometimes difficult to obtain and enforce court judgments in such countries and there is often greater potential for nationalization and/or expropriation of assets by the government of an emerging market country. In addition, the financial stability of issuers (including governments) in emerging market countries may be more precarious than in other countries. As a result, there will tend to be an increased risk of price volatility associated with a client's investments in emerging market countries, which may be magnified by currency fluctuations relative to the U.S. dollar.

*Depositary Receipts*—Rainier may purchase Depositary Receipt that represent an ownership interest in securities of foreign companies. Depositary Receipts are subject to many of the risks associated with investing directly in foreign securities. Rainier could invest in both "sponsored" or "unsponsored" Depository Receipts, which carry different risks. Sponsored are established jointly by a depositary and the underlying issuer, whereas unsponsored Depositary Receipts may be established by a depositary without participation by the underlying issuer. Holders of unsponsored Depositary Receipts generally bear all the costs associated with establishing unsponsored Depositary Receipts. In addition, the issuers of the securities underlying unsponsored Depositary Receipts are not obligated to disclose material information in the United States and, therefore, there may be less information available regarding such issuers and there may not be a correlation between such information and the market value of the Depositary Receipts.

*Currency Risk* – Because the International Small Cap strategy includes the investment in securities denominated in, and/or receiving revenues in, foreign currencies, they will be subject to currency risk. This is the risk that those currencies will decline in value relative to the U.S. dollar, or, in the case of hedging positions, that the U.S. dollar will decline in value relative to the currency hedged. In either event, the dollar value of an investment would be adversely affected. Currencies in non-U.S. countries may fluctuate significantly over short periods of time for a number of reasons, including changes in interest rates, intervention by U.S. or foreign governments, central banks, or supranational agencies, such as the International Monetary Fund, or by the imposition of currency controls or other political developments in the United States or abroad.

**Other notable Risks:**

IPO share prices can be volatile and fluctuate considerably due to factors such as the absence of a prior public market, unseasoned trading, a limited number of shares available for trading, and limited operating history and/or information about the issuer.

REITS and similar U.S. and foreign investments can be negatively affected by economic downturns or by changes in real estate values, rents, property taxes, interest rates, tax treatment, regulations, or their legal structure.

The International Small Cap Equity strategy may experience turnover in excess of 100% in a calendar year. A higher turnover rate may indicate higher transaction costs and may result in higher taxes in taxable accounts. These costs may also affect the strategy's performance.

**In addition to the above investment and portfolio construction risks, various regulatory, operational and system risks can disrupt Rainier's business operations and result in harm to clients.**

*Cybersecurity*— Rainier relies exclusively on Manning & Napier's network and computer infrastructure. Today's computing environments are complex and interconnected. No organization big or small is immune to the threats faced by this ever-changing global industry. Threat actors that could do Rainier harm include, Organized Crime, Nation States, opportunistic criminals, vendor or third parties along with insider threats. Manning & Napier has programs and processes in place to test and monitor these threats for Rainier. Manning & Napier has a clear chain of command to manage the risk of these events should they occur.

Manning & Napier increasingly relies on computing and communication technologies and on the technology of third-party service providers to conduct business related to your accounts. Manning & Napier takes measures, including cybersecurity preparedness, business continuity plans combined with other cybersecurity related policies and procedures, to protect its technology from intentional and unintentional cybersecurity threats. Manning & Napier ensures that Rainier's and Manning & Napier's key service providers also have appropriate protections in place. However, it is important for you to understand that Manning & Napier's controls are not infallible owing to the fact that Manning & Napier cannot identify every risk or threat as cybersecurity attacks continue to evolve in complexity. A cybersecurity breach could have severe repercussions, including misappropriation of sensitive client information or assets, service disruptions, loss of proprietary or confidential information or corporate data, among others. A cybersecurity incident could also subject Rainier and/or Manning & Napier to regulatory penalties, reputational damage, additional compliance and operational costs, or financial loss, which could temporarily or permanently impede Rainier's and/or Manning & Napier's ability to provide you with advisory services.

*Regulatory Risk*—Pending and ongoing regulatory reform may have a significant impact on Rainier's business. Additionally, new laws and regulations promulgated by governments and regulatory authorities can affect the value of securities issued by specific companies, in specific industries or sectors, or in all securities issued in the affected country. In times of political or economic stress or market turmoil, governments and regulators may intervene directly in markets and take actions that adversely affect certain industries, securities, or specific companies. Government and/or regulatory intervention can reduce the value of debt and equity securities issued by affected companies and can also severely limit the ability to trade those securities.

**Risk Management**

Rainier mitigates conflicts in the management of portfolios by separating duties among the portfolio management, trading, and portfolio accounting functions. Rainier's compliance polices are overseen by Rainier's CCO.

## Item 9 – Disciplinary Information

There have been no disciplinary events and no material legal events related to Rainier or any management person.

## Item 10 – Other Financial Industry Activities and Affiliations

Rainier's affiliates include:

- Manning & Napier, a registered investment adviser with a discretionary separately managed account base and adviser to the Manning & Napier Fund, Inc. (a series of mutual funds) and the Manning & Napier Collective Investment Trust Funds,

- Exeter Trust Company, a New Hampshire chartered trust company and trustee to the Manning & Napier Collective Investment Trust Funds, provides custodial and trust services to certain of Manning & Napier's clients, and

- Manning & Napier Investor Services, Inc., a limited purpose, broker/dealer that serves as underwriter and distributor to the Manning & Napier Fund, Inc.

Rainier and Manning & Napier share supervised persons. Specifically, Rainier's CEO, General Counsel, and Chief Compliance Officer serve as officers of Manning & Napier. These individuals have conflicts of interest that do not exist when officers serve only one entity. Policies and procedures and various oversight mechanisms exist to prevent conflicts of interest from interfering with Rainier's fiduciary obligation to act in the best interests of its clients.

Shares of the Manning & Napier Fund, Inc. Rainier International Discovery Series are offered directly to investors and to clients and employees of Rainier and Manning & Napier. Rainier and Manning & Napier receive compensation when clients purchase shares of the Series. Rainier also acts as the advisor to the Rainier International Small Cap Equity Collective Trust Fund. SEI, trustee for the collective, is not affiliated with Rainier.

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

As an investment adviser and fiduciary to direct investors and sub-advisor to a mutual fund, Rainier is subject to Rule 204A-1 under the Advisers Act and Rule 17j-1 under the Investment Company Act of 1940, as amended. To comply with these requirements, Rainier has adopted and been made a party to the Manning & Napier Code of Ethics (the "Code") which sets forth the standard of conduct that employees are required to maintain as a condition of their employment. The Code includes provisions relating to personal securities trading pre-approval and reporting procedures, conflicts of interest, outside business activities, gifts and entertainment, insider trading, and the treatment of violations, among other matters. All Rainier employees must acknowledge the terms of the Code upon hire, quarterly and when amendments are implemented.

Each Access Person of Rainier as defined under Rule 204A-1 of the Investment Advisers Act of 1940, must provide an initial and annual holding report to the Advisors' Chief Compliance Officer ("CCO") or a designated Review Officer. Access Persons are responsible for ensuring that the CCO receives confirmation or reports of all covered and reportable securities transactions. Additionally, all employees must obtain pre-approval from the CCO or a designee before transacting in any Covered Security, as defined in the Code.

Employees of Rainier or Manning & Napier can own securities that Rainier clients own or that Rainier recommends to clients, including shares of the Manning & Napier Fund, Inc. Rainier International Discovery Series or the Rainier International Small Cap Equity Collective Trust Fund. Rainier anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which Rainier has management authority to effect and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which Rainier or its affiliates have a position of interest. Subject to satisfying the requirements of the Code, officers and employees of Rainier and officers, directors and employees of Rainier's affiliates may trade for their own accounts in securities which are recommended to and/or purchased for Rainier' clients.

The Code of Ethics is reasonably designed to ensure that the personal securities transactions, activities, and interests of the employees of Rainier will not interfere with Rainier's fiduciary obligation to make and implement decisions in the best interest of its clients. Nonetheless, because Rainier's Code permits employees of Manning & Napier and Rainier to invest for their own accounts in the same securities as clients, there is a possibility that the Code would enable employees to benefit from market movement that occurs as a result of Rainier-directed trades in client accounts. Rainier's CCO or a designee continually monitors employee personal trading to ensure that such activity does not conflict with Rainier's obligations to its clients and to address issues that arise under the Code.

The CCO will at least annually, and on an as-needed basis, evaluate the Code. Rainier's clients or prospective clients can request a copy of the Code by contacting the Compliance Department at 585-325-6880.

### Investment in Rainier Advised or Sub-Advised Funds

Rainier may, though does not currently, promote the International Discovery mutual fund or other pooled investment vehicles for which Rainier acts as sub-advisor or adviser to certain separate account clients on a fully disclosed basis.

Because of the relationship between Rainier and any fund or pooled vehicle that Rainier advises, Rainier could be considered to have recommended the investment as suitable for a separate account client if such client should invest in the fund. Rainier will inform each client of its relationship with a Rainier managed fund prior to the client's investment but does not intend to advise its separate account clients as to the appropriateness of the investment and will not receive any compensation for doing so or for selling interests in a Rainier managed fund (except to the extent that Rainier receives fees from that Fund).

## Item 12 – Brokerage Practices

Pursuant to a reliance agreement, Rainier has delegated to Manning & Napier and Manning & Napier has assumed responsibility for Rainier's brokerage practices. As such, disclosures under this Item pertain to Manning & Napier's practices that effect Rainier's clients. Rainier is responsible for overseeing the functions that Manning & Napier performs and has adopted policies and procedures to instruct the oversight process. You can obtain a copy of Manning & Napier's Form ADV Part 2A by contacting Compliance at 585-325-6880.

### Broker Selection

Manning & Napier has established a Broker Monitoring Group, which has responsibility for (i) approving broker-dealers through which trades for discretionary client accounts may be executed; (ii) evaluating the performance of broker-dealers which shall include, among other things, commission rates, execution services, reliability and coverage; (iii) reviewing brokerage allocations; and (iv) monitoring best execution.

### Soft Dollar Practices

Rainier creates its commission budget and makes broker allocations independently from Manning & Napier. However, Manning & Napier oversees the administration of Rainier's commission budget through its Commission Sharing Agreement (CSA) provider. Rainier generated commissions are combined with Manning & Napier generated commission in the CSA, but Manning & Napier has processes in place to ensure that the commissions generated for Rainier pay for research that Rainier's investment team uses in support of investment decisions for Rainier's clients. Rainier's CCO is responsible for overseeing Manning & Napier's soft-dollar practices with regard to Rainier's clients and ensuring that Manning & Napier's soft-dollar policies and procedures are reasonably designed to comply with the safe harbor provided under Section 28(e) of the Securities Exchange Act of 1934.

Subject to meeting a fiduciary responsibility to seek best execution for all client transactions, Rainier and Manning & Napier will obtain research products or services that fall within the "safe harbor" established by Section 28(e) of the Securities Exchange Act of 1934, and as has been interpreted through regulatory guidance issued by the Securities and Exchange Commission in connection with its portfolio brokerage.

Rainier relies on Manning & Napier to execute trades for Rainier's client accounts. Manning & Napier frequently causes Rainier's clients to pay broker-dealers who supply Rainier or Manning & Napier with research or brokerage services higher commissions than those obtainable from other broker-dealers who do not supply it with research or brokerage services. When Rainier uses client brokerage commissions to obtain research or other products or services, Rainier benefits because Rainier would otherwise have to produce or pay for the research, products or services, or forego the use of such research, products or services in our investment decision-making process.

Where more than one broker-dealer is believed to be capable of providing best execution with respect to a particular transaction, Manning & Napier, on Rainier's behalf, has an incentive to select a broker-dealer that furnishes research or brokerage services. However, Manning & Napier will not select an executing broker on the basis of research, brokerage services or other services unless such selection is consistent with best available price and most favorable execution.

Research or brokerage services furnished by broker-dealers may be used in servicing any or all of the clients and may be used in connection with accounts other than those that pay commissions to the broker-dealer providing the research or brokerage services.

Where a product or service provides Rainier with benefits other than execution or research, a good faith allocation will be made between the costs that that can be paid with soft-dollars and those that must be paid with hard-dollars, and Rainier will pay for the hard-dollar portion itself. Rainier has a conflict of interest in how it allocates the cost of such "mixed-use" items. However, a written justification exists for all "mixed-use" items, which Manning & Napier's Compliance Department reviews and Rainier's CCO is responsible to oversee.

Manning & Napier has a process to ensure that products and services acquired with client brokerage commissions qualify for the safe harbor in section 28(e) of the Securities Exchange Act of 1934. Examples of eligible products and services include research reports on companies, industries, and securities, economic and financial data, financial publications, research-oriented computer software and services, verbal communications with analysts, and trade execution and settlement related computer programs. Examples of ineligible products and services include telephone lines, office equipment and furniture, business supplies, salaries, rent, utilities, computer hardware, etc.

Manning & Napier's Broker Monitoring Group is charged with monitoring execution cost, quality, and market impact and Manning & Napier's trade desk will formally evaluate brokerage execution and services annually. Rainier's investment team must review the quality of research no less than annually. Rainier's CCO is responsible for ensuring that Manning & Napier's trading practices, including broker selection and monitoring and commission negotiation, are reasonably designed to achieve best execution.

**Client-Directed Brokerage**

Rainier does not currently have directed brokerage arrangements. If a client wishes to enter into a directed brokerage arrangement, Rainier must receive a written letter of instruction from a client detailing the client's directives. Rainier will honor client requests to direct brokerage as long as Rainier can fulfill its fiduciary and investment management responsibilities under the investment management agreement with the client.

**Trade Aggregation and Allocation**

When consistent with its duty to obtain best execution, Manning & Napier typically aggregates orders (a practice generally known as "block trading") for trades within the same strategy. Manning & Napier may receive a discounted commission rate on block trades that typically is less than the rate that each client would pay if charged on a per-trade basis. With block trades, each client purchasing or selling securities in the transaction pays its proportionate share of the brokerage commission charged by the brokerage firm for effecting the blocked transaction. Manning & Napier will not aggregate orders for Rainier's clients when specific client or account level restrictions preclude aggregation. Other variables such as cash balances, order size or market restrictions may also prevent aggregation.

Manning & Napier typically will not aggregate research-directed orders for trades in International Small Cap strategy with trades in the same security for Manning & Napier strategies. Exceptions can occur in very rare circumstances.

Manning & Napier's allocation practices are designed to ensure that clients receive fair and impartial participation in the blocks and trade allocations. Manning & Napier's Trading Department uses computer-based systems to generate a pre-trade allocation statement and will allocate to participating accounts using a pro-rata-based methodology. The Trading Department may deviate from the allocation statement when account cancellations, investment objective changes, account-level restrictions, cash flow constraints or other account level factors preclude allocations to certain accounts that were included in the allocation statement. In these instances, the Trading Department will remove these accounts from its trade file and reduce the size of its order accordingly but allocate the balance of the order to participating accounts pursuant to the original allocation statement.

**Trade Errors**

It is the policy of Rainier and of Manning & Napier that the utmost care is taken in making and implementing investment decisions on behalf of client accounts. To the extent that any trade errors occur that are determined to be Rainier's or Manning & Napier's fault, they are to be:

- corrected as soon as practicable and in such a manner that the client incurs no loss,
- documented for review, and
- scrutinized carefully with a view toward implementing procedures to prevent or reduce future errors, if necessary.

In all cases of trade errors which are determined to be Rainier's or Manning & Napier's fault, it is our policy that a client account is "made whole." Thus, trades are adjusted as needed in order to put the client in such a position as if the error had never occurred. Trade errors will be corrected at no cost to the client and the client. If a trade error is discovered after the trade has settled in a client custody account, and the error results in a net gain, the client will retain the gain. If a trade error is discovered before the associated trade(s) settles in a client custody account and the error results in a net gain, Manning & Napier will donate the gain to charity. However, the facts and circumstances of a particular error, including broker-dealer policies and procedures, may cause Manning & Napier to deviate from this policy. Under such circumstances and subject to statutory or contractual requirements, Rainier and Manning & Napier may seek to have the client(s) retain the gain or, in limited circumstances, may retain the gain itself.

Moreover, soft dollars will not be used to correct trade errors. Manning & Napier also will not use future brokerage to compensate a broker either directly or indirectly for absorbing the cost of correcting an error in an earlier transaction. If a broker or custodian causes an error in one of Rainier's client accounts, Manning & Napier will work with that third-party to make Rainier's clients whole for any incurred losses.

**Cross Trades**

Manning & Napier does not engage in cross trades on behalf of Rainier's clients.

**Security Valuation**

Normally, securities will be valued using market quotations provided by third-party pricing vendors. However, when market quotations are not available, are stale, or are deemed not suitable, the security may be fairly valued through a coordinated effort between Rainier and Manning & Napier pursuant to Manning & Napier's pricing policies and procedures. The objective of a fair value measurement is to determine the price that would be received to sell the asset at the measurement date–an exit price.

**Initial Public Offerings ("IPOs")**

Rainier will consider an investment in IPOs for client accounts whenever such securities are available and deemed suitable to meeting the clients' investment objectives. Rainier will seek to allocate IPOs in a manner that is fair and equitable to all clients over time, including ensuring that these limited investment opportunities have the potential to contribute meaningfully to our clients' accounts. A strategy or client may not participate in one or more IPOs due to the size of Rainier's overall allocation of shares, restrictions specific to the strategy or client, or other factors.

Non-account specific transaction costs incurred in processing an IPO trade shall be shared on a pro-rata basis among all accounts participating in such trade consistent with the allocation.

IPOs are generally allocated pro rata across a strategy, with the goal of achieving an equal target weighting, as a percentage of each account. In the case of a partial fill, Rainier will consider a variety of factors including order size, account size, among others, to instruct Manning & Napier as to how to allocate the partial fill.

In the event that an allocation is performed differently than the original instructions, the portfolio manager must do so fairly and reasonably with respect to clients' best interests and such changes will be documented in Charles River and/or by the Compliance Department during their post-allocation review.

## Item 13 – Review of Accounts

Rainier's portfolio managers review reports of client accounts on a daily basis with regards to holdings, asset allocation and weightings. Client guidelines and restrictions are automated in Charles River Compliance and monitored continually throughout the trading day and overnight to help ensure that guidelines are not breached.

Clients typically receive written quarterly performance reports, which Manning & Napier produces and delivers. Reports will be more or less frequent depending on account size and contracted service requirements.

A Manning & Napier representative will meet with clients as requested to review progress and the client's expectations for their portfolio. Meetings are typically held annually but may be held more or less frequently depending on client needs or requests. Manning & Napier sales representatives also typically call or correspond with Rainier clients quarterly to review performance.

Rainier's CCO has implemented an oversight program for Manning & Napier, which consists of attestations and review of control reports to help ensure that accounts are managed according to guidelines, prospectus restrictions and Federal Securities Law.

## Item 14 – Client Referrals and Other Compensation

Rainier is not currently a party to any agreement that compensates individuals that refer advisory clients. Any future arrangements will be structured in accordance with Advisers Act requirements, and all referred clients would receive detailed disclosure regarding the nature of the referral agreement including compensation. The compensation paid to parties that refer advisory clients would be paid completely by Rainier from the investment advisory fees that it earns from its clients.

## Item 15 – Custody

Rainier does not maintain physical custody of client funds or securities. Due to certain fee payment arrangements, Rainier may be deemed to have "custody" of certain client accounts within the meaning of Rule 206(4)-2 under the Advisers Act.

Clients should receive at least quarterly account statements from the qualified custodian that holds and maintains the client's investment assets. Rainier urges its clients to carefully review such statements and compare such official custodial records to the account statements provided by Rainier as described in Item 13 above. Rainier's statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. You should contact us immediately if you do not receive account statements from your custodian on at least a quarterly basis.

## Item 16 – Investment Discretion

Rainier receives discretionary authority from a client at the outset of an advisory relationship through the execution of an advisory agreement by the client. Discretionary authority will be exercised in a manner consistent with the stated investment objectives for the particular client account. Investment guidelines and restrictions must be provided to Rainier in writing prior to the funding of the account.

When selecting securities and determining amounts, Rainier observes the investment policies, limitations, and restrictions of the clients for which it advises. For registered investment companies, Rainier's authority to purchase or hold securities may also be limited by certain federal securities and tax laws.

## Item 17 – Voting Client Securities

Rainier has adopted and been made a party to Manning & Napier's written proxy voting policy. Manning & Napier's proxy voting policy is designed to uphold Rainier's and Manning & Napier's fiduciary responsibility to vote proxies in a manner that reflects the best interests of clients. It is Manning & Napier's policy regarding proxies to: (1) discharge our duties prudently, in the interest of plans, plan fiduciaries, plan participants, beneficiaries, clients and shareholders (together "clients"); (2) act prudently in voting of proxies by considering those factors which would affect the value of client assets; (3) maintain accurate records as to voting of such proxies that will enable clients to periodically review voting procedures employed and actions taken in individual situations; (4) provide, upon request, a report of proxy activity for clients reflecting the activity of the portfolio requested; (5) by following our procedures for reconciling proxies, take reasonable steps under the particular circumstances to ensure that proxies for which we are responsible are received by us; (6) make available, upon request, this policy to all plan fiduciaries, clients, and shareholders; and (7) comply with all current and future applicable laws, rules, and regulations governing proxy voting.

Rainier has instructed Manning & Napier to vote proxy ballots in accordance with Glass Lewis & Co. ESG recommendations. Rainier will review the Glass Lewis voting principles no less than annually to ensure that Glass Lewis principles continue to align with the best interests of Rainier's clients.

Voting proxies in shares of foreign companies may involve significantly greater effort and corresponding cost due to the variety of regulatory schemes and corporate practices in foreign countries. These conditions present numerous challenges and as a result there may be times when refraining from voting a proxy is in our clients' best interest.

Certain clients have expressly retained proxy voting authority, and, in such instances, Rainier has no proxy voting responsibility and may not take any action regarding those clients' proxies.

Rainier does not have conflicts of interest when exercising proxy voting authority because Rainier votes in accordance with Glass Lewis recommendations and does not evaluate each proxy on a case-by-case basis.

Clients may obtain a copy of Manning & Napier's Proxy Voting Policy or information about how Rainier voted proxies on behalf of their account(s) by calling 585-325-6880.

## Item 18 – Financial Information

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

## Additional Information

### Privacy Policy

Rainier or Manning & Napier on Rainier's behalf must collect certain personally identifiable financial information about its customers to ensure that we offer the highest quality financial services and products. The personally identifiable financial information which we gather during the normal course of business with you may include:

- Information we receive from you on the advisory agreement or other forms,
- Information we receive from you on our website forms or email communications,
- Information about your transactions with us, or
- Information you may give us orally.

We do not disclose any nonpublic personal information about our customers or former customers to anyone, except as permitted by law and as disclosed in our privacy notice. In accordance with Sections 248.13 of the Regulation S-P, we may disclose information we collect, as described above, to certain nonaffiliated third parties such as attorneys, accountants, auditors, brokers, custodians, service providers or joint marketers, or persons or entities that are assessing our compliance with industry standards. Importantly, these third parties, in order to process transactions for your account or in accordance with the laws of the jurisdiction in which they reside, domestic or foreign, may share information with their affiliates, subsidiaries, regulators and other third parties. We may also disclose information to affiliates for business reasons, including but not limited to, trade order execution and management and creation of performance reports. Rainier may also share information with affiliates in order for Rainier to market certain of the affiliates' products and services to you. Our affiliates will not use this information to market directly to you.

We restrict access to nonpublic personal information about you to those employees who need to know information to provide products or services to you. We maintain physical, electronic, and procedural safeguards to protect your nonpublic personal information.

### Class Action Policy

As a general rule, Rainier will not undertake to act on behalf of its clients or former clients with respect to legal proceedings. However, Rainier or Manning & Napier on Rainier's behalf may, in its sole discretion, elect to act in connection with legal proceedings in the following circumstances:

- Situations in which our action or professional opinion is necessary for the satisfactory resolution of a legal proceeding for a client or former client; or

- Situations in which Rainier has learned of facts leading it to believe that it may be desirable for a client or former client to consider a course of action other than would occur in the normal course if the matter is handled by the client or former client's custodian.

If a client requires that we participate in legal proceedings on an on-going basis, Rainier (or Manning & Napier on Rainier's behalf) will provide the service only after entering into a contract with the client specifically giving us the authority. We will only file proofs of claim for class actions for which we receive a notice. We will not actively track class action settlements in the courts, and we will have no legal liability.

**Business Continuity**

Manning & Napier maintains a business continuity plan to ensure that Rainier and Manning & Napier can continue to provide you with essential services in the event of a disaster or disruption that requires plan activation. Manning & Napier tests its plan at least annually.