



CAPTRUST Financial Advisors

Annual Due Diligence Questionnaire For Discretionary Clients



SECTION ONE: INVESTMENT MANAGER MONITORING

CAPTRUST has proactively answered the questions below to make it easier for plan sponsors and investment committees to monitor CAPTRUST as their plan/account's investment manager.

Firm

Have there been any changes to the management or ownership of the firm? If yes, please describe.

We do not anticipate major changes in our ownership, management, restructuring, personnel reorganization, or philosophy in the coming years. In June 2020, we announced an agreement with private equity firm GTCR for a long-term minority investment in CAPTRUST that provides capital to grow the business through mergers and acquisitions and build out infrastructure and capabilities. We chose GTCR as our capital partner because of their similar culture, ability to be a long-term partner and desire to have only a minority interest in CAPTRUST. CAPTRUST employees own the majority of equity in the firm.

Have there been any organizational changes to the firm that may impact the management of the plan/account? If yes, please describe.

No. From a growth standpoint, over the past five years, CAPTRUST has expanded its client base and increased the number of office locations, growing opportunistically. We are growing at a pace consistent with maintaining high levels of stewardship and client service.

Has there been a change to the firm's status as an investment adviser registered under The Investment Advisers Act of 1940?

☐ Yes ☒ No

Has the firm been the subject of an investigation by any regulatory and/or government agency? If so, please describe and send a copy of any documentation regarding the disposition of such investigation.

☐ Yes ☒ No

Has the firm been the subject of any routine examination by regulatory authorities or independent auditors? If so, please provide a summary of the circumstances and outcome of such examination and/or audits.

Yes. The U.S. Securities & Exchange Commission (SEC) District Office in Atlanta announced a routine SEC exam on Wednesday, 2.21.18. The examiners were onsite for the week of March 12, 2018. While onsite the examiners conducted interviews with senior and executive level managers and directors, and the exam was comprehensive. We were pleased because the examiners wanted to understand the institutional book of business (representing 97 percent of assets under advisement). The exam covered many areas, including requests for proposal (RFPs), fund changes, share class analysis (institutional and wealth), investment research, and custody. They were particularly interested in our acquisition strategy, due diligence around acquisitions, any conflicts associated with that business, as well as integration of acquisitions and solicitor relationships. We addressed any deficiencies noted. At CAPTRUST, we foster a culture of compliance and we expect that was apparent to examiners.



Prior to the exam mentioned above, in Summer 2014, CAPTRUST was the subject of a routine examination by the SEC. The exam was focused entirely on the firm's wealth management business (as opposed to its retirement plan or institutional advisory business). Specifically, the SEC examined the firm's (wealth) wrap fee programs. Deficiencies noted by examiners were mitigated and addressed with revised disclosures in the wrap and non-wrap (wealth) brochures (no material changes to the institutional/retirement plan advisory services brochure). All clients received revised disclosure brochures. During the 2014 exam, the SEC examiners did not inquire or review any of the firm's institutional business.

Additionally, each year we undergo several audits by independent third parties. We have our financial statements audited by an independent CPA firm; we are also subject to a custodial "surprise audit" and a review of our internal control procedures by an independent CPA; as well as an annual AML audit by an independent consulting firm.

Has the firm been the subject of any litigation (settled, pending, or threatened)? If yes, please describe.

In 2015, a plan participant in a 401(k) Plan (which is sponsored by a client of CAPTRUST's) filed a legal action against Prudential Retirement Insurance alleging that Prudential had charged excessive fees to the Plan (Rosen v. Prudential Retirement Insurance and Annuity Company, et. al.). In April 2016, CAPTRUST and the Plan Sponsor were joined as additional defendants in that action. CAPTRUST felt that the claims were totally baseless and retained a nationally recognized law firm with expertise in this type of litigation to represent its interests in the litigation. On December 30, 2016, the presiding judge dismissed all claims against all defendants with prejudice. The plaintiff appealed that dismissal; but subsequently withdrew its appeal as to CAPTRUST and its client. On March 22, 2017, the Second Circuit Court of Appeals issued an Order dismissing all claims against CAPTRUST and its client, with prejudice; i.e., the case ended in CAPTRUST's favor.

In August 2016, a plan participant in a 403(b) Plan (which is sponsored by a private university client of CAPTRUST's (the "University")) filed a class action lawsuit action against the University and The Retirement Plan Oversight Committee of the University in the United States District Court for the Southern District of New York (Civil Action No. 16-cv-6525) alleging that the Defendants had breached various fiduciary duties owed to the participants in two of the University's retirement plans. In December 2016, the Plaintiff amended his complaint: (i) naming three more plan participants as additional Plaintiffs; (ii) naming the head of the Oversight Committee and CAPTRUST as additional Defendants; and (iii) revising its allegations with respect to the types of fiduciary breaches allegedly committed. The Complaint does not specifically allege any wrongdoing by CAPTRUST; but merely lumps it together with the University and the Oversight Committee. CAPTRUST unequivocally maintains that it properly fulfilled all of its fiduciary duties to its client, the retirement plans, and the plans' participants. CAPTRUST has retained a nationally recognized law firm with expertise in this type of litigation to represent it and has directed those attorneys to aggressively defend CAPTRUST against all of the alleged claims filed against it. Both the University and CAPTRUST filed motions to dismiss all Counts alleged in the Complaint with the Court. Pursuant to motions filed by CAPTRUST, the Court agreed and has either dismissed, with prejudice, or entered summary judgment in favor of CAPTRUST on all claims filed by Plaintiff. The time in which Plaintiff may appeal the Court's order has not yet expired.



In December 2019, a former client of CAPTRUST filed a lawsuit against CAPTRUST in the United States District Court for the Northern District of Alabama, Southern Division (Civil Action No. 2:19-cv-2082-GMB). The lawsuit alleged that the client's assets were not appropriately invested by CAPTRUST and sought damages related to additional returns that could have been made if the assets had been invested differently. On February 4, 2020, the Court dismissed the lawsuit based on the parties' joint stipulation. The plaintiff subsequently filed an arbitration proceeding with FINRA. CAPTRUST believes the claims are baseless and maintains that it properly fulfilled all of its fiduciary duties to its client. **CAPTRUST has retained an Alabama law firm to defend this matter.**

Have there been any material changes to the firm's fidelity bond insurance or error and omission insurance? If yes, please explain.

☐ Yes ☒ No

Have there been any changes to the firm's written fiduciary status as it relates to the plan/account? If yes, please explain.

☐ Yes ☒ No

Have there been any changes to the firm's roles and responsibilities as it relates specifically to the plan/account? If yes, please explain.

☐ Yes ☒ No

Have all sources of compensation been clearly disclosed?

☒ Yes ☐ No

Does the firm have any conflicts of interest with any of the plan/account's underlying investment managers or providers? If yes, please explain.

No, the firm does not have any conflicts of interest with the plan, the underlying investment managers or providers to the plan. The firm's Form ADV Part 2 (disclosure brochure) has a detailed disclosure of all real and potential conflicts of interest, but none that have an impact on the plan.

Does the firm have information security measures in place to protect sensitive data? If so, what information security measures has the firm implemented?

Yes, the firm has information security strategies in place. For more information, please reference the Information Security Brief here.

What are the investment manager's discretionary assets under advisement? What is the total number of plans/accounts with which the investment manager acts in a discretionary fashion?

As of 12.31.2020, CAPTRUST provided holistic discretionary investment manager services to approximately 990 accounts/plans representing over \$41.9 billion in assets under management.



Personnel

Have there been any personnel changes to the Investment Committee that makes investment decisions impacting the plan/account? If so, please list names, title, and a brief description of the person's role.

☒ Yes ☐ No

The below employees left the firm and the CAPTRUST Investment Committee.

- Kevin Barry
- Ryan Hill

The below employee were added to the CAPTRUST Investment Committee.

- Jim Underwood, CFA, Portfolio Strategist

Jim is a member of the Investment Committee and is based out of our Birmingham, Alabama, office. Jim joined CAPTRUST in 2020 from Welch Hornsby, an independent, fee-only investment advisory firm, where he served as chief portfolio strategist for more than 13 years. At CAPTRUST, he leads the Portfolio Management Team concentrating on the discretionary investment model strategies that encompass both wealth and institutional models. His professional focus is on investment model construction, risk, and performance attribution. He is a spokesperson for the firm both internally and externally on models and managers. He also leads the team that implements the decisions of the Investment Committee into the model strategies. He is a Chartered Financial Analyst (CFA) and has been in the industry since 1999. In 2012, Jim was awarded a prestigious Top 40 under 40 award by the Birmingham Business Journal.

Have there been any personnel additions or departures that directly affect the management of the plan/account?

☒ Yes ☐ No

Michael J. Vogelzang, CFA has been promoted to chief investment officer (CIO), leading CAPTRUST's Investment Group, Investment Committee, and overseeing the investment process. Vogelzang is a 38-year veteran of the investment industry and has been with the firm since October 2019. As CAPTRUST's CIO, Vogelzang will lead the Investment Committee and oversee the 34-person Investment Group, which includes our manager research team, portfolio management team, investment strategists, and individual securities portfolio managers. Our investment philosophy remains the same, based on our time-tested investment process, guided by a singular investment focus on client outcomes, and is not impacted by the change in CIO. Vogelzang is an extremely talented industry leader who embodies CAPTRUST's values and has a clear track record of delivering value to clients.

Investment Process

Have there been any changes to the firm's capital market assumptions or tactical views? If yes, please list each change and a brief description. How do these views impact the plan/account?



Our Capital Market Assumptions (CMAs) are generally reviewed and/or updated every 12-18 months, or when warranted by changes in market conditions. Our review of CMAs includes assessments of the valuations and return drivers of asset classes, e.g. price multiples for equities, levels of yields for fixed income, and an evaluation of asset classes relative to one another (equity risk premium).

In early 2020, as the severity and impact of the COVID-19 pandemic became apparent, we revisited our CMAs to understand what (if any) adjustments to forward-looking assumptions may be appropriate. Our assumption for GDP growth is fundamental to this process, and we applied a modelling approach based upon a near-term recessionary period, followed by a return to long-term trend. Although our process is designed to incorporate changes within the contemporary environment, our CMAs are intended to be long term assumptions, and as a result, changes tend to be incremental in nature.

As a result of this exercise, some of the changes to the May 2020 assumptions (relative to the prior, September 2019 CMAs) were as follows:

- A slight reduction in U.S. economic growth (-0.5%) and inflation (-0.5%) expectations
- No changes occurred within expectations for U.S. equities; we expect continued relative strength for the U.S. economy relative to other international developed markets.
- Return expectations for international equities (developed and emerging markets) remained the same.
- A reduction in return expectations for most fixed income categories, ranging from -0.35% to -0.90%, following a continued decline in the level of interest rates. Forward returns for fixed income are generally highly correlated to the level of current yield. Our municipal bond expectation increased slightly by 0.30%.
- Real asset categories, including real estate, commodities, and commodities, were revised slightly lower by -0.25%, while core private real assets expectations rose by 0.50%.
- Within alternatives, our return expectations for core private equity and core private credit rose by 0.25% and 1.00% respectively, while hedged strategies were lowered by -0.25%.
- Risk/volatility assumptions were adjusted as follows:
 - Equities
 - Slight increase in volatility expectation for U.S. and emerging market equities
 - Slight decrease for international developed equities
 - Fixed Income
 - A small increase in volatility expectation for T-bills, core fixed income, long-term U.S. treasury bonds, investment grade corporate bonds, and municipal bonds
 - A small decrease in volatility expectations for intermediate-term U.S. treasury bonds, long-term corporate bonds, high-yield bonds, global bonds, and TIPS
 - Real Assets
 - An increase in volatility expectation for U.S. core private real estate, and core private assets, and a slight increase in U.S. public real estate
 - A small decrease in volatility expectations for commodities.
- Alternatives – an increase in volatility expectations for core private equity, hedged strategies, and core private credit.

**Have there been any changes to the investment process or philosophy of the firm?
If yes, please explain.**

☐ Yes ☒ No

Have there been any changes to the manager due diligence process employed by the firm? If yes, please explain.

☐ Yes ☒ No



Have there been any changes to the process with which investment options are monitored? If yes, please explain.

☐ Yes ☒ No

Have there been any changes to the reporting for investment options? If yes, please explain.

☐ Yes ☒ No

Have there been any changes to the firm's standard Investment Policy Statement? If so, please describe.

☐ Yes ☒ No

SECTION TWO: INVESTMENT PROCESS MONITORING

The questions below are intended for plan sponsors and/or investment committees to complete to memorialize what they are doing from an investment process perspective to monitor the actions of their plan's investment manager.

Documentation and Communication

Does the investment manager clearly communicate any changes made to the investment options in the plan and the rationale for doing so?

☐ Yes ☐ No

Does the investment manager provide proper documentation of investment decisions made and house these documents in a secure and central place?

☐ Yes ☐ No

Does the investment manager clearly define its criteria for selection and ongoing monitoring of investment options through an Investment Policy Statement?

☐ Yes ☐ No

Are all investment decisions communicated in a timely fashion?

☐ Yes ☐ No

If a Qualified Default Investment Option (QDIA) is utilized in the plan, is the selection and rationale properly documented?

☐ Yes ☐ No



Disclosures

Does the investment manager acknowledge its fiduciary status in writing?

☐ Yes ☐ No

Are the roles and responsibilities of the investment manager clearly stated and documented in the plan's Investment Policy Statement? If there are areas where the investment manager does not take on discretion (e.g. individual annuity contracts, company stock), are those areas properly communicated and disclosed?

☐ Yes ☐ No

Does the investment manager have any conflicts of interest with any of the plan's underlying investment managers or providers?

☐ Yes ☐ No

Does the investment manager fully disclose all sources of compensation?

☐ Yes ☐ No

Investment Selection and Monitoring

Does the investment manager clearly define its criteria for selection and ongoing monitoring of investment options through an Investment Policy Statement? Are these procedures consistently applied to all investment options and any deviations from the process clearly explained?

☐ Yes ☐ No

Does the investment manager monitor the plan's investments on a periodic basis, but no less than annually?

☐ Yes ☐ No

Has the investment manager clearly communicated who makes investment decisions that impact the plan? Who has final say in investment decisions? What is the process involved in making these decisions? Does the investment advisor periodically assess the plan's investment options and provider capabilities in an effort to optimize outcomes?

☐ Yes ☐ No

Lineup Construction

Does the investment lineup provide for a reasonable range of participant risk tolerances?



☐ Yes ☐ No

Is the lineup constructed with the intent to meet ERISA 404(c) requirements?

☐ Yes ☐ No

Does the investment lineup offer pre-diversified investment options, such as target date or risk-based portfolios that are based on reasonable risk/return assumptions?

☐ Yes ☐ No

If the investment advisor manages any diversified portfolios or models for the plan, are the underlying risk/return assumptions clearly communicated? Are all changes to diversified portfolios or models clearly communicated? How?

☐ Yes ☐ No