



## **Signature Family Wealth Advisors**

### **Doing Business As Brown Advisory**

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### **BROCHURE FORM ADV PART 2A March 30, 2021**

This brochure provides information about the qualifications and business practices of Signature Financial Management, Inc., doing business as Brown Advisory (“Brown Advisory”). 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.

Additional information about Brown Advisory also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. Brown Advisory’s CRD number is 106375.

Brown Advisory is a registered investment adviser with the SEC under the Investment Advisers Act of 1940, as amended. The use of the terms “registered investment adviser” or “registered” by us does not imply by itself any level of skill or training. The oral and written communications we provide to you, including this brochure, is information you can use to evaluate us (and other advisers), which are factors in your decision to hire us or to continue to maintain a mutually beneficial relationship.

## **ITEM 2: MATERIAL CHANGES**

This brochure is the annual updating amendment to the prior brochure dated March 30, 2020. There have been no material changes from the last update to the brochure. However, this brochure contains updated and expanded disclosures particularly in the following areas:

- Item 5 – Fees and Compensation
- Item 12 – Brokerage Practices
- Item 13 – Review of Accounts
- Item 14 – Client Referrals and Other Compensation
- Item 17 – Voting Client Securities

Clients may request a copy of the Form ADV Part2A at any time without charge by sending a written request to our Chief Compliance Officer at 901 S. Bond Street, Suite 400, Baltimore, Maryland 21231 or by email to [compliancegroup@brownadvisory.com](mailto:compliancegroup@brownadvisory.com)

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## ITEM 4 ADVISORY BUSINESS

**A. General Description of the Advisory Firm.** Brown Advisory was founded in 1994 in Norfolk, Virginia. Brown Advisory is a wholly owned subsidiary of Brown Advisory Incorporated, a Maryland corporation, and an affiliate of Brown Advisory LLC (collectively, and together with its affiliates, “Brown Advisory” or the “firm”). Additional information about Brown Advisory LLC is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**B. Description of Advisory Services.** Brown Advisory provides integrated wealth management services to high net worth individuals and their families, and to a small number of charitable trusts and foundations. These services are designed to assist our clients in identifying and realizing their personal and financial objectives in coordination with their other professional advisors. Our offerings include the following:

### Investment Management

Brown Advisory’s approach to investing is long-term, generally defined as a full market cycle, lasting 7 to more than 10 years. We invest globally in both active and passive strategies. We invest in active strategies with managers we believe to have an identifiable edge in their investment process. Investments in passive strategies generally include ETFs and index funds, capturing market exposure with lower fees. We focus on risk as well as return, managing risk primarily by diversification and attention to valuation and we are willing to sacrifice on the upside in order to protect the downside. Across all strategies, Brown Advisory seeks to manage fees and taxes as part of our investment process.

### Strategic Planning and Family Governance

Brown Advisory assists clients in developing a strategic plan with measurable outcomes. This plan often includes documenting goals for future generations, outlining a process and implementing a plan for business succession, organizing family meetings, and educating children about financial matters.

### Cash Management

Our cash management services include developing and tracking budgets, providing bill-paying services and expense summaries, funding trusts and monitoring their distributions, and administering the processes around minimum required distributions and charitable giving.

### Income Tax Organization

We assist in aggregating data for both individual and entity tax preparation by client CPAs and participate in tax planning with CPAs and other advisors.

### Risk Management

Brown Advisory reviews certain security needs, analyzes insurance policies, assists in developing risk reduction strategies, and coordinates the details of insurance titling with estate plan and asset protection in mind.

### Estate and Wealth Transfer Planning

We coordinate estate planning with other advisors and integrate a strategy of investments consistent with that plan, prepare illustrations and summaries of documents for grantors, trustees, and beneficiaries, and assist in estate settlement.

### Household Administration

We assist in household administration, including employee confidentiality agreements, regulatory compliance, payroll processing, and health and retirement plan implementation for staff.

### Philanthropic Planning

Brown Advisory advises on various charitable strategies, organizes and implements impactful giving plans, and coordinates execution tactics with legal and accounting advisors.

**C. Availability of Tailored Services for Individual Clients.** Because each client's planning needs are different, Brown Advisory tailors its services to match the needs of each individual client. We design client portfolios to reflect different levels of risk and return, as well as a client's need for liquidity, tolerance for concentrated positions in illiquid investments, and time horizon. Clients may impose restrictions on investing in certain securities or types of securities. We offer to meet with each client as often as necessary for the client to feel comfortable with the investment process and call each client to meet at least annually.

**D. Wrap Fee Program.** Brown Advisory does not participate in wrap fee programs.

**E. Assets Under Management.** As of December 31, 2020, Brown Advisory had approximately \$7,694,508,273 in assets under management, of which \$7,638,776,995 is discretionary, and \$55,731,278 is non-discretionary.

## **ITEM 5 FEES AND COMPENSATION**

**A. Advisory Fees.** Brown Advisory enters into a written investment advisory agreement with its clients, the terms of which are negotiable. The advisory agreement contains the fee arrangement. Either party may cancel the advisory agreement without penalty upon thirty days' written notice. The client may also cancel the advisory agreement within five days of receiving this Form ADV Part 2A and Form ADV Part 2B. Brown Advisory charges investment advisory fees as a percentage of assets under management or as a flat fee. Fees are generally billed quarterly in arrears. If the fee is asset based, the fee is calculated on the value of the portfolio as of the last day of the quarter. Brown Advisory's standard fee is 1.00% per year on the first \$1,000,000; 0.75% on the next \$2,000,000; 0.65% on the next \$2,000,000; and 0.50% on assets greater than \$5,000,000. Brown Advisory negotiates fees for accounts depending on the size and type of account, the investments in the account, and the services required.

**B. Payment of Fees.** Investment clients generally authorize Brown Advisory to take payment of fees as they become due out of the client's account. Brown Advisory has the discretion to redeem at the then-current price or current net asset value a sufficient number of account securities in order to pay these fees. Fees are deducted quarterly. Some clients choose to pay by check. The custodian of the client's investment assets provides a written confirmation

of the fees taken, but does not calculate nor verify the accuracy of the fees. Brown Advisory provides a detailed quarterly billing statement so that the client can confirm the accuracy of the fee calculation.

**C. Other Fees and Expenses.** Investment advisory fees payable to Brown Advisory do not include all the fees the client will pay when we purchase or sell securities for the client's account(s). Investment advisory fees cover investment management. Clients also are responsible for paying custody fees, fees and expenses associated with collateral loans, any third party administration expenses, brokerage charges, fund expenses, taxes or transaction costs related to the purchase and sale of securities for a client's account, including available cash sweep options. Custody fees will vary depending on the custodian. All brokerage charges and related transaction costs are charged to the account(s) as they occur. See Item 12 for additional information about our brokerage practices.

Mutual funds, money managers, and private placement vehicles also charge investment management fees in addition to Brown Advisory's fees. The fund prospectus, the private placement documents, or the separate agreement between the money manager and the client explain these fees.

All investment advisory fees paid to us for portfolio management services are separate from the fees and expenses incurred in respect of any mutual funds, limited partnerships or private funds in which client assets may be invested, including funds or partnerships advised by us or other Brown Advisory affiliates. Clients paying an investment advisory fee to Brown Advisory are typically rebated an amount approximately equal to the client's allocable share of management fees charged by Brown Advisory-sponsored mutual funds in which the client invests, up to the amount of the applicable account-level investment advisory fee for the applicable billing period. Typically, any such rebating occurs on a quarterly basis. Although clients do not bear any sales load for any affiliated funds, they may be charged a sales load for any unaffiliated funds. Clients are not rebated any fees in respect of investments made in privately offered funds offered by us or any of our affiliates. As such, investors in such affiliated funds will pay three levels of fees and expenses as discussed in *Item 6 Performance-Based Fees and Side-By-Side Management*: (1) to the underlying fund managers or private equity entities; (2) to Brown Advisory or one of its affiliates as general partner, with limited exceptions; and (3) to Brown Advisory as investment adviser.

Within mutual funds, other fees, including business management or shareholder servicing fees may be charged. An affiliate may receive fees in the form of a shareholder servicing fee and a business management fee for proprietary registered funds. Shareholder servicing fees are utilized to cover expenses related to on-going management and servicing of existing shareholders. The business management fees are utilized to cover business related expenses incurred by the funds; some examples of these expenses include but are not limited to Board of Trustee relations, technology expenses, and overhead.

For purposes of charging shareholder servicing fees to its clients, Brown Advisory classifies its internally managed and sub-advised mutual funds into two categories based on the inception date of the mutual fund. For mutual funds incepted prior to 2013, Brown Advisory typically

provides rebates to its clients, up to the amount of the investment advisory fee to be paid by the client, in an amount necessary to provide the client with a net expense ratio equivalent to that available for the lowest fee class shares, typically the institutional share class. For funds inceptioned in 2013 and thereafter, clients typically are invested in the share class offering the lowest net expense that is available to the client. Certain custodians may not offer the lowest fee share classes offered in Brown Advisory's mutual funds and sub-advised mutual funds on their platforms. In these cases, clients will be invested in the lowest share class available on the custodian's platform, which may not be the lowest share class offered by Brown Advisory. Therefore, clients should not assume that their assets will be invested in the share class with the lowest possible expense ratio.

Both affiliated and unaffiliated mutual funds may also be subject to distribution (12b-1) fees. The expenses that are incurred by an investment adviser to a mutual fund that could properly be categorized as Rule 12b-1 expenses are: (1) prospectus fulfillment, (2) some platform/distribution expenses, (3) marketing materials and advertising, (4) website maintenance, (5) brokerage, (6) compensation and related expenses, (7) conferences and memberships expenses, and (7) distributor fees. (Institutional Shares do not charge 12b-1 fees and are not considered eligible for 12b-1 plan distribution expenses reimbursement.)

For both registered and private funds, it is common for different share classes to maintain different fees. Certain share classes may receive more favorable fee structures. There is no guarantee that a client will be invested in the lowest share class offered or receive terms as favorable as those received by other clients of the firm. In addition, depending on the circumstances and from time to time, share class or fund minimums (either for private or mutual funds managed by Brown Advisory or one of its affiliates) are waived or lowered. Examples of these circumstances may include clients that maintain additional accounts or have a long-standing relationship with the firm or employees who are also clients of the firm.

In the case of affiliated pooled investment vehicles, the investors in such vehicles typically are required to pay all costs and expenses related to the operation of the vehicle. These costs and expenses can include organizational and offering expenses, including, without limitation, legal, accounting, travel, meeting, printing, federal or state securities law filings and other fees and expenses incidental thereto. In addition to the organizational and offering expenses, investors pay all of the operating expenses of such funds, including but not limited to: (i) any sales taxes or other taxes, fees, penalties or government charges of any kind which may be assessed against the funds and all expenses incurred in connection with any tax audit, investigation, settlement or review of the funds; (ii) commissions or brokerage fees or similar charges incurred in connection with the purchase or sale of securities (including any fees payable to third parties and whether or not any such purchase or sale is consummated); (iii) interest on and fees and expenses arising out of all permitted borrowings made by the funds; (iv) all costs and expenses (including legal fees, judgments and amounts paid in defense and settlement) relating to litigation and threatened litigation involving the funds, including, without limitation, settlements of claims and indemnification expenses; (v) expenses incurred in connection with distributions made by the funds; (vi) expenses associated with preparation and distribution of financial statements, tax returns and filings and the funds' (and any qualified custodian's) reports to their investors; (vii) expenses incurred in connection with the purchase, holding, sale

or proposed sale of any investment (whether or not consummated); (viii) all fees and expenses attributable to normal and extraordinary investment banking, commercial banking, accounting, third-party administration, auditing, appraisal, legal, custodial, registration services, and valuation services provided to the funds; (ix) premiums for insurance to protect the fund, the general partner of the fund, the officers, directors and members of the general partner and any of their respective partners, members, stockholders, officers, directors, managers, trustees, employees, agents, consultants and affiliates in connection with the activities of the funds; (x) fees and expenses associated with any federal or state securities law filings incurred in connection with the ongoing operations of the funds; (xi) out-of-pocket expenses of members of any advisory committee; (xii) liquidation expenses; (xiii) auditors' expenses; and (xiv) any other reasonable out-of-pocket expenses related to the business of the funds, as determined by the firm in its sole discretion. Each fund's share of the aggregate operating expenses is determined by the firm in a manner it deems equitable.

In addition, we engage fund administrators and other service providers to perform certain functions for Brown Advisory-sponsored investment funds, including but not limited to fund administration, custody, execution, record keeping, investor correspondence, performance reporting, capital calls and distributions, data collection for various regulatory reporting, and tax filings. These expenses are borne by the investors in the advisory client investment funds.

Brown Advisory and our affiliates, and funds sponsored by Brown Advisory and our affiliates, may engage common service providers, such as administrators, lenders, attorneys, and custodians. In such circumstances, there may be a conflict of interest between the firm and its affiliates, on the one hand, and the investment fund it sponsors, on the other hand, in determining whether to engage such service providers, including the possibility that the firm or its affiliates will favor the engagement or continued engagement of such persons if they receive a benefit from such service providers, such as lower fees or continuity of services, that it would not receive absent the engagement of such service provider by the sponsored funds. In addition, the firm and its personnel, as well as investment funds it sponsors, may have investments in certain service providers. In such cases, the firm may be incentivized to engage the service provider in order to benefit its investment. In certain circumstances, service providers, or their affiliates, charge different rates or have different arrangements for services provided to the firm or its affiliates, including other funds sponsored by the firm and its affiliates, which may result in the firm or its affiliates receiving more favorable rates or arrangements with respect to services provided to it by a common service provider than those payable by the advisory client funds. In most cases, the funds' allocable share of the costs and expenses of these service providers will be borne (directly or indirectly) by the funds and their respective investors (and not the firm).

**D. Fees Payable in Advance.** Brown Advisory charges some clients quarterly in advance. In these cases, Brown Advisory refunds a portion of the fee, prorated on a daily basis, to the client should the contract be cancelled during the billing period.

**E. Compensation for Sale of Securities or Other Investment Products.** Neither Brown Advisory nor any of its supervised persons receives compensation for the sale of securities or other investment products.



## **ITEM 6 PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

Brown Advisory sponsors investment limited partnerships available only to investors who meet specified financial qualifications. Generally, these investors are our advisory clients. Brown Advisory, its owners, officers, and employees have also invested in these partnerships, some of which provide for performance-based fees in addition to quarterly management fees. Such performance-based fees may create an incentive for the General Partner to favor those accounts over those that provide for asset-based or flat fees. Brown Advisory does not use discretionary investment management authority to invest client funds in Brown Advisory-sponsored partnerships nor does it require any client to invest in Brown Advisory partnerships. Brown Advisory offers alternative investment opportunities with non-affiliated funds to clients who prefer not to invest in Brown Advisory partnerships.

## **ITEM 7 TYPES OF CLIENTS**

Brown Advisory generally has two categories of clients:

Family Office clients generally are families with \$20 million or more in net worth who have complex financial issues and require financial services beyond investment management, such as strategic planning and family governance, cash management, tax organization and analysis, risk management, trust and estate planning and administration, philanthropic consulting, bill-paying and household employee administration, and concierge service analysis.

Family Wealth clients generally are families with \$5 to \$20 million in net worth whose services may include some of the above but without the same level of complexity. Brown Advisory generally requires that accounts must hold at least \$5 million in investment assets in order to be accepted for management. We will waive the account minimum depending on the client relationship, client service requirements and other circumstances.

Although Brown Advisory clients are predominantly individuals, their families and family entities, Brown Advisory also advises charitable organizations. Brown Advisory does not directly advise outside pension or profit-sharing plans, but provides investment advice to individual clients with respect to the self-directed portion of their retirement plans.

## **ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS**

**A. Methods of Analysis and Investment Strategies.** Brown Advisory seeks to achieve client investment objectives by allocating among asset classes, choosing affiliated strategies and funds, as well as non-affiliated money managers, monitoring the money managers' performance, and employing certain risk management or other techniques designed to enhance returns. Brown Advisory seeks to diversify the assets in client accounts as its primary risk management tool. Brown Advisory invests client portfolios in several asset classes, including public and private equities, fixed income, real assets, and hedge funds. Brown Advisory's client portfolios are intended to reflect the client's risk and return objectives, time frame, liquidity constraints and other applicable limitations.

Brown Advisory develops asset allocation strategies based on its independent research and its understanding of current economic conditions. Brown Advisory uses analytic tools from sources such as Morningstar and Bloomberg and commentary and analysis from various financial institutions.

Brown Advisory uses both affiliated and non-affiliated managers to invest various portions of a portfolio in accordance with a client's asset allocation. Investments may be in the United States, developed countries, or emerging markets, and the allocation among markets will change from time to time depending on underlying economic conditions and perceived risks and opportunities. Portfolios may include investments in companies of all sizes and in any sector, public and private, including investments in energy, natural resources, distressed securities, real estate, venture capital and buy-out, and other private equity, as well as any other business sectors or types of investments. In some cases, managers may invest in futures contracts, derivative instruments, duration investments, and other securities and financial instruments and may employ hedging or other non-traditional investing techniques, such as long and short equity investing, relative value and event driven arbitrage strategies, distressed securities investing, trading and short selling strategies, opportunistic investing in global equity and fixed income investing, and specialized equity investing.

Brown Advisory chooses managers for their expertise in particular investment strategies. Brown Advisory seeks to select managers that have demonstrated the ability to achieve risk adjusted rates of return greater than those available through traditional public equity investing and puts particular emphasis on managers who engage in extensive research and fundamental analysis.

In selecting managers, Brown Advisory considers a number of factors, including without limitation the following:

- Strong consistent historical returns,
- Well-articulated and understandable investment strategies,
- Reasonable expenses,
- Tax efficiency,
- Transparency,
- Manageable downside risk, and
- A strong cohesive team that is aligned with investor interests.

Brown Advisory generally compares the historical investment results of comparable managers, evaluates written information supplied by the money managers and others, and conducts interviews when possible with unaffiliated firms who manage money for clients.

Brown Advisory's investment strategy and method of operation involve risk of loss to clients.

**B. Material Risks Related to Investment Strategies.** Brown Advisory recommends investment vehicles that are primarily mutual funds and private placement vehicles. The subscription materials for each private placement vehicle fully describe its associated risks.

### Loss of Capital

All securities investments involve the risk of the loss of capital. The market value of a security may increase or decrease over time. These fluctuations can cause a security to be worth less than the price originally paid for it or less than it was worth at an earlier time. Market risk may affect a single issuer, an entire industry, or the market as a whole. Although Brown Advisory believes that its investment program will moderate this risk to some degree through a diversification of asset classes, investment strategies, and multiple investment managers, Brown Advisory does not represent or guarantee that the program will be successful. A client's portfolio may include the use of investment managers who use such investment techniques as limited diversification, short sales, leverage, and uncovered option transactions, which practices can, in certain circumstances, maximize the adverse impact on invested assets and can result in a loss of the entire investment. To the extent the investment managers pursue investment opportunities in undervalued securities and "special situations," there is an inherent uncertainty in the appraisal of future values and a risk of loss of capital.

### Use of Leverage

Some managers may use leverage by purchasing instruments with the use of borrowed funds, or by trading options or futures contracts. Although such techniques increase the opportunity for a higher return on investment, they also increase the risk of loss.

### Increased Costs of Frequent Trading

Some of the strategies employed by the investment managers may involve frequent trading. Portfolio turnover and brokerage commission expenses may therefore significantly exceed those of other investment entities of comparable size.

### Volatility of Financial Markets

Financial markets are occasionally subject to material changes in price volatility. Spikes in price volatility are typically commensurate with unexpected changes to macroeconomic or geopolitical conditions or other idiosyncratic events. Brown Advisory cannot predict the timing of these events. Heightened levels of volatility could disrupt Brown Advisory's investment strategy.

### Foreign Investments

Foreign investments involve certain special risks, including risks associated with political and economic developments, higher operating expenses, foreign withholding and other taxes that may reduce investment return, possibility of expropriation of assets, reduced availability of public information concerning issuers and the fact that foreign issuers are not generally subject to uniform accounting, auditing and financial reporting standards or to other regulatory practices and requirements comparable to those applicable to U.S. issuers. Other risks include those resulting from fluctuations in currency exchange rates, revaluation of currencies, and the possible imposition of currency exchange blockages. Securities of foreign issuers may be less liquid and their prices more volatile than those of securities of comparable domestic issuers. Transaction costs for foreign securities are generally higher than in the United States. Exchange

controls and tax or other regulations may affect the value and marketability of, and the returns derived from, the foreign investments.

### Emerging Markets Risks

Brown Advisory invests assets in securities issued by emerging markets companies. Securities of many issuers in emerging markets may be more volatile and less liquid than securities of domestic issuers and the risks of investing in foreign securities are often greater for investments in emerging markets. These risks include the possibility of: expropriation, nationalization, confiscatory taxation, imposition of foreign taxes on income and gains from securities such as imposition of dividend or interest withholding, foreign exchange controls, currency blockages or transfer restrictions, military coups or other adverse political or economic developments, default in foreign government securities, less government supervision and regulation of securities exchanges, brokers and listed companies, and difficulty of enforcing obligations in other nations. In addition, investments in emerging market securities involve special considerations due to more limited information, higher brokerage, custodial and other costs, different accounting standards and thinner trading markets. Communication between the United States and emerging markets may be less reliable than within the United States, increasing the risk of delayed settlements of portfolio transactions or loss of certificates for portfolio securities.

### Currency and Derivatives Risks

A decline in the value of a foreign currency relative to the U.S. dollar will reduce the value of securities denominated in that foreign currency.

Futures, options, swaps, and forward foreign currency exchange contracts are forms of derivatives. Brown Advisory may use derivatives to gain exposure to a market sector or country, to invest cash temporarily in a fund's primary asset class, or to adjust the duration of a fixed income portfolio. Brown Advisory also may use derivatives to hedge a portfolio's currency or interest rate risk. Brown Advisory's use of derivatives presents several risks:

- the risk that Brown Advisory, the manager or the fund will not correctly anticipate the direction of movements in interest rates, securities prices, and foreign currency exchange rates;
- the imperfect correlation between the price of a derivative and that of the underlying securities, interest rates, or currencies being hedged;
- the possible absence of a liquid secondary market for a particular derivative;
- the risk that the other parties to a derivatives contract may fail to meet their obligations (credit risk); and
- the risk that adverse price movements in a derivative can result in a loss greater than the fund's initial investment in the derivative (in some cases, the potential loss is unlimited).

### Short Selling

Some underlying investment managers may engage in selling securities short. Short selling exposes the seller to unlimited risk due to the lack of an upper limit on the price to which a security may rise.

### Lack of Liquidity in Markets

Despite the heavy volume of trading in securities and futures, the markets for some securities and futures have limited liquidity and depth. This lack of depth could disadvantage an investor, both in the realization of the prices which are quoted and in the execution of orders at desired prices.

### Investment in Non-Marketable Securities

Managers of private equity, venture capital, and some real asset funds may invest capital in non-marketable securities as provided in each of their governing instruments. As a result, the investment manager may have to hold such security despite an adverse price movement.

### Fund of Funds

Unregistered investment funds offered by Brown Advisory and its affiliates to provide exposure to alternative investments typically are formed for the purpose of investing in underlying, externally managed funds. Investors in firm-sponsored funds will not be limited partners of any underlying funds, will have no direct interest in any underlying funds, will have no voting rights in any underlying funds, will not be party to any underlying fund's governing documents and may not bring an action for breach of any such governing documents. Returns, if any, to investors in such sponsored funds sponsored by us or our affiliates will be lower than returns, if any, to direct investors in the underlying funds as a result of the fees and expenses charged by the firm-sponsored funds. In addition, underlying funds in which firm-sponsored funds invest may take direct investors. Therefore an investment in a fund offered by Brown Advisory or one of its affiliates may not be necessary to participate in one or more underlying funds.

### Successor Funds and Previous Investments

The firm and its affiliates typically are not restricted from investing in, sponsoring, managing or advising investment vehicles which in some cases may compete with our existing funds. In addition, certain pooled investment vehicles sponsored by Brown Advisory and its affiliates may invest in underlying funds and investments, and in the affiliates and predecessor funds offered by such underlying funds and investments, on terms and conditions that may be more favorable than those on which its other advisory clients may invest. These earlier investments may have been on terms and conditions that are more favorable than the terms and conditions offered to advisory client funds making subsequent investments or investments in later vintage funds offered by the underlying manager. In addition, the firm and its affiliates may give advice and recommend the purchase of securities and other investments to other funds and clients it manages which may differ from the advice given to or the purchases and sales made on behalf of its other advisory clients, even though their investment strategies may be the same or similar.

### Cyber Security Risk

The firm's technology systems, and those of our critical third parties such as administrators, custodians and auditors, may be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunications failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, floods, tornadoes, hurricanes and earthquakes. Although we have implemented various measures to manage risks relating to these types of events, if our systems are compromised, become inoperable or cease to function properly, the firm and its affected advisory clients may have to make a significant investment to fix or replace them. The failure of these systems and/or of a disaster recovery plan for any reason could cause a significant interruption in the operations of the firm and its clients and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to clients. Such a failure could harm a person's reputation and subject the firm to legal claims, regulatory finds and impair business and financial performance.

#### Data and Information Risk

Although Brown Advisory obtains data and information from third party sources that it considers to be reliable, Brown Advisory does not warrant or guarantee the accuracy and/or completeness of any data or information provided by these sources. Brown Advisory does not make any express or implied warranties of any kind with respect to such data.

**THE FOREGOING RISKS DO NOT PURPORT TO BE A COMPLETE DESCRIPTION OF ALL OF THE RISKS ASSOCIATED WITH OUR INVESTMENT PROGRAM. PROSPECTIVE CLIENTS AND INVESTORS SHOULD READ THIS BROCHURE AND ANY APPLICABLE OFFERING MATERIALS IN THEIR ENTIRETY BEFORE MAKING ANY INVESTMENT DECISIONS.**

**C. Risks Associated with Types of Securities that are Primarily Recommended.** See *Item 8.B.*

#### **ITEM 9 DISCIPLINARY INFORMATION**

Brown Advisory has incurred no disciplinary events or proceedings to date.

#### **ITEM 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

##### **A. Broker-Dealer Registration Status**

Brown Advisory is not registered as a broker-dealer. Brown Advisory is affiliated with Brown Advisory Securities, LLC ("BAS"). BAS is a wholly owned subsidiary of BAM and an SEC-registered investment adviser and broker-dealer. It is also a member firm of the Financial Industry Regulatory Authority ("FINRA").

##### **B. Futures Commission-Merchant, Commodity Pool Operator, Commodity Trading Advisor**

Brown Advisory is not registered as a commodity pool operator or commodity trading adviser.

### **C. Related Persons**

Brown Advisory Group Holdings LLC (“BAGH”), a Delaware limited liability company, is the parent company of Brown Advisory Incorporated (“BAI”) and Brown Advisory Management LLC (“BAM”). BAI, which is organized as a Maryland corporation, serves as the manager of BAGH and the managing member of BAM. BAM, a Maryland limited liability company, is a holding company that serves as the parent company to several Brown Advisory subsidiaries. Brown Advisory is a wholly-owned subsidiary of BAI.

#### Affiliations with Broker-Dealers and other Investment Advisers

Brown Advisory is an affiliate of Brown Advisory LLC, an SEC registered investment adviser and a wholly owned subsidiary of BAM. Brown Advisory LLC is also registered as a Municipal Advisor with the SEC and the Municipal Securities Rulemaking Board (“MSRB”) and is eligible to conduct registerable activities in Ontario in reliance on the International Adviser Exemption. Brown Advisory LLC serves as the investment adviser to affiliated mutual funds, Collective Investment Trusts, and Ireland-domiciled UCITS funds. Brown Advisory LLC also serves as the managing member of a private fund that invests in public and private securities.

Brown Advisory is affiliated with Brown Advisory Securities, LLC (“BAS”). BAS is a wholly owned subsidiary of BAM and an SEC-registered investment adviser and broker-dealer. It is also a member firm of the Financial Industry Regulatory Authority (“FINRA”).

Brown Advisory is affiliated with Brown Advisory Ltd., a UK-based investment adviser which is authorized and regulated by the UK Financial Conduct Authority (“FCA”). It is a wholly owned subsidiary of BAM. Brown Advisory Ltd. is also an SEC-registered investment adviser.

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Brown Advisory Investment Solutions Group LLC (“BAISG”) is an SEC registered investment adviser and wholly owned subsidiary of BAM, specializing in alternative investments and offering both discretionary and non-discretionary investment advice primarily to private investment funds, individuals and institutional separate accounts. BAISG is registered with the U.S. Commodity Futures Trading Commission (“CFTC”) as a commodity pool operator and as a commodity trading advisor and has a membership with the National Futures Association in connection with such CFTC registration. BAISG is affiliated through common ownership with NextGen Venture Partners LLC (“NextGen”), which acts as a relying adviser to BAISG with respect to certain funds it manages. NextGen focuses on direct investing in early to mid-stage companies.

Brown Advisory is affiliated with Meritage Capital, LLC (“Meritage”), which is a Delaware limited liability company located in Austin, Texas. Meritage is an SEC-registered investment adviser that provides investment advisory services to private pooled investment vehicles, investment advisory services and sub-advisory services on a discretionary and non-discretionary basis to separately managed account and investment advisory or sub-advisory

services to investment companies. Meritage is registered with the CFTC as a commodity pool operator and has a membership with the National Futures Association in connection with such CFTC registration.

#### Affiliations with Investment Companies or Other Pooled Investment Vehicles

Brown Advisory has arrangements that are material to its advisory business with affiliated investment companies. Its affiliate, Brown Advisory LLC serves as the investment adviser to affiliated mutual funds, Collective Investment Trusts and Ireland-domiciled UCITS funds. Brown Advisory also serves as the managing member of private funds that invest in public and private securities.

Brown Advisory (Ireland) Limited is authorized by the Central Bank of Ireland to operate as a management company for the purposes of the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations.

Brown Advisory LLC, BAISG, and NextGen provide investment advisory services to private pooled investment vehicles. Meritage Capital, LLC provides investment advisory services to private pooled investment vehicles and investment advisory and sub-advisory services to investment companies.

#### Affiliations with Banking or Thrift Institutions

Brown Advisory is affiliated with Brown Investment Advisory & Trust Company (“BIATC”) and Brown Advisory Trust Company of Delaware, LLC (“BATCDE”).

BIATC is a Maryland non-depository trust company that is subject to regulatory oversight by the Office of the Commissioner of Financial Regulation of the State of Maryland. BIATC is a wholly owned subsidiary of BAI and bears certain administrative and operating expenses on behalf of its affiliates. BATCDE is a Delaware limited-purpose trust company that is subject to regulatory oversight by the Office of the State Bank Commissioner of the State of Delaware. BATCDE is a wholly owned subsidiary of BAM. BALLC provides investment management services to trust clients of BATCDE.

#### Affiliations with Sponsors or Syndicators of Limited Partnerships

Brown Advisory LLC, BAISG, NextGen and Meritage serve as the general partner, managing member, and investment manager of private vehicles and limited partnerships formed to facilitate investment opportunities for clients. These vehicles may invest in both public and private equity securities.

One of our affiliates maintains an ownership interest in Blueprint Local Investments LLC (“Blueprint Local Investments”). Blueprint Local Investments was founded as a platform to launch pooled investment vehicles intended to qualify as “qualified opportunity funds,” as defined under the U.S. Tax Cuts and Jobs Act of 2017. Blueprint Local Investments is exempt from registration with the SEC as an “Exempt Reporting Adviser”. Brown Advisory receives some financial benefit, including a share of the management fees and any carried interest that may accrue, as a result of this joint venture relationship.



We and our affiliates may solicit clients to invest in these vehicles. In addition we or an affiliate may receive management fees and carried interest allocations for investments made in these vehicles.

**D. Material Conflicts of Interests Relating to Other Investment Advisers**

Brown Advisory and its affiliates recommend to their clients investments in certain unaffiliated advisers. We generally do not receive compensation, either directly or indirectly, from those unaffiliated advisers that would create a material conflict of interest. However, Brown Advisory and its affiliates are incentivized to allocate assets to unaffiliated advisers that are themselves (or whose principals and employees are) clients of Brown Advisory or its affiliates. We address this conflict through our allocation policies.

Brown Advisory and its affiliates receive compensation in connection with the management of our sponsored private investment funds and mutual funds advised by Brown Advisory LLC and other Brown Advisory affiliates. Such compensation includes management fees, carried interest, incentive allocations and account-level advisory fees. Brown Advisory and its affiliates have an incentive to recommend affiliated private investment funds and affiliated mutual funds over externally-managed funds for which we do not receive any compensation. In addition, Brown Advisory and its affiliates are incentivized to recommend that our clients invest in affiliated private investment funds that impose higher fees relative to other affiliated private funds.

Affiliates of Brown Advisory may offer clients more competitive fee schedules and a broader investment platform. In addition, our affiliates have the ability to select brokers and other counterparties to be used for client transactions and to negotiate commission rates and other monies paid by clients. We attempt to address this conflict primarily through disclosure in this brochure and in the brochures of our affiliated invested advisers.

Brown Advisory and its principals and employees may receive notice of, or offers to participate in, investment opportunities offered by unaffiliated advisers and their affiliates. Such opportunities will generally not be required to be offered to clients unless a determination has been made that any such opportunity is suitable for certain clients.

The employees and personnel of Brown Advisory and its affiliates may serve on the boards of directors of portfolio companies. Serving in such capacity may give rise to conflicts to the extent that an employee's fiduciary duties to the portfolio company may conflict with the interests of a client.

Brown Advisory and its affiliates are not restricted in investing in, sponsoring, managing or advising other investment vehicles which in some cases may in some cases compete for investments with other affiliated funds. In addition, certain affiliated funds may invest in portfolio companies and other funds on terms and conditions that may be more favorable than those on which other affiliated funds have invested. Affiliated funds may give advice and recommend the purchase and sale of investments that may differ from the advice given to other funds and clients.

## **ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS & PERSONAL TRADING**

**A. Code of Ethics.** Brown Advisory is committed to maintaining the highest standards of professional conduct and ethics to discharge our legal obligations to our clients, to protect our business reputation, and to avoid even the appearance of impropriety in our investment activities on behalf of clients. While we strive to avoid conflicts, we are cognizant that conflicts will nevertheless arise, and it is our policy to fully and fairly disclose known material conflicts to our clients.

Our Code of Ethics details certain minimum expectations that we have for our employees. All personnel, regardless of role, are expected to conduct the firm's business in full compliance with both the letter and the spirit of the law and any other policies and procedures that may be applicable. On an annual basis, we require that each employee certify in writing that he or she has read, understands and complies with the policies and procedures of the Code of Ethics. Any violations regarding the Code of Ethics must be brought to the attention of the Chief Compliance Officer of Brown Advisory. If it is determined that an employee has violated the Code of Ethics, we will take such remedial action as is deemed appropriate. Sanctions will vary but may include censure, limitation or prohibition of personal trading, and suspension or termination of employment.

Brown Advisory will provide a copy of our Code of Ethics to any client or prospective client upon request. We will provide clients with a copy of our complete Code of Ethics upon request. Clients may request a copy by contacting us at the address, telephone number or email on the cover page of this document.

### Personal Trading

Because our employees should have an opportunity to develop investment programs for themselves and their families, our Code of Ethics does not prohibit personal trading by employees. As a result, we, our affiliates, and related personnel may purchase or sell the same or similar securities for our own accounts that we purchase, sell, or recommend for client accounts.

Potential conflicts that could arise as a result include but are not limited to:

- Employees engage in unethical behavior.
- Personal trading of employees misuses material nonpublic information.
- Personal trading of employees is not supervised.
- Clients receive less favorable trading terms than our advisory employees.
- Abusive trading on the part of our advisory employees, including market timing.

While advisory personnel are permitted to trade within their own brokerage accounts, we require employees to obtain prior written approval from the Chief Compliance Officer before acquiring any securities in an initial public offering or private placement and before serving on the boards of directors of public or private companies. Brown Advisory approves these actions only if it determines that the acquisition or board service would be consistent with the interests of our clients and any securities laws.

**B. Participation or Interest in Client Transactions.** We, our affiliates or related personnel may recommend to clients, or purchase or sell for client accounts, securities in which we, our affiliates or related personnel have a material financial interest. These include situations in which we, our affiliates or related personnel act as general partner in a partnership in which we solicit client investments or act as an investment adviser to an investment company that we recommend to clients.

**C. Investing in Securities Recommended to Clients.** Brown Advisory and its related persons will sometimes simultaneously engage in the purchase or sale of certain investments that are also being traded for clients. To achieve the desired level of diversification, client portfolios include mutual funds and managed accounts, in addition to direct investments in ETFs, closed end mutual funds, and stocks of broadly diversified holding companies. Brown Advisory's related persons frequently invest alongside and in line with client portfolios and are included in the aggregation process as described in *Item 12: Brokerage Practices*.

**D. Cross Trades.** Brown Advisory will occasionally direct a cross trade of securities, whereby Brown Advisory arranges for one client account or pooled investment fund managed by Brown Advisory or one of its affiliates to purchase securities directly from another client or fund, only if we determine that (1) it is in the best interest of the clients and (2) no client will be disadvantaged by the transaction

**D. Additional Conflicts of Interest.** Potential conflicts that could arise include:

- Officer, Director and Advisory Board Conflicts—Conflicts that involve a transaction to be entered into by us for ourselves, or by us on behalf of our clients, in which one of our officers, directors or advisory board members of an affiliated entity has a financial interest;
- Equity Holder Conflicts—Conflicts that involve a transaction to be entered into by us for ourselves, or by us on behalf of our clients, in which an equity holder of Brown Advisory has a financial interest;
- Client Conflicts—Conflicts that involve a transaction to be entered into by us for ourselves, or by us on behalf of our clients, in which a client has a financial interest; and
- Employee Behavior—Situations where employees engage in unethical behavior and misuse material inside information.

In addition to the foregoing, we face other conflicts of interest including:

- As a result of differences in client objectives, strategies and risk tolerances, Brown Advisory and its affiliates may give different investment advice or make different recommendations to clients that are authorized to invest in the same securities. In addition, investment advice given to clients may differ between our affiliates and from portfolio manager to portfolio manager.
- Certain of our service providers (including investment advisers, accountants, administrators, custodians, lenders, bankers, attorneys and independent directors) provide goods or services to, or have business, personal, financial or other relationships with Brown Advisory and its affiliates. We have adopted policies designed to ensure that service providers are evaluated and selected based on the quality of the services they provide.

- Directors, officers and employees of Brown Advisory and its affiliates may serve on the board of directors or hold another senior position with a company in which we make an investment on behalf of our clients. In such cases, the investment opportunity available to clients may be limited or wholly restricted.

In allocating limited investment opportunities, Brown Advisory and its affiliates have an incentive to allocate opportunities to larger clients, clients with whom we would like to develop a new relationship, and clients paying a higher fee. We have adopted allocation policies designed to ensure a fair and equitable allocation of limited investment opportunities while preserving our ability to account for a range of considerations in making such determinations.

Brown Advisory or its personnel or affiliates may be presented with an opportunity to invest in various alternative investment opportunities where the amount available for investment is limited or fixed. If it is determined that such limited investment opportunities are suitable for certain clients (which may include officers, directors and employees of the firm and its affiliates), the allocation of these investments across such clients is typically executed on a pro rata basis, while also considering investor suitability, account size, risk tolerance, liquidity needs, as well as other factors. Our processes are designed to equitably and appropriately allocate these limited investment opportunities while balancing the additional risk with the client's investment profile and investor suitability. In this regard, some private investments or limited investment opportunities may not be appropriate to allocate to some clients, depending on various factors, including minimum investment size, account size, risk profiles, investor eligibility, liquidity needs, relationship and investment history with a particular manager, and diversification requirements. In addition, Brown Advisory and its affiliates may elect to exclude clients and other investors who do not pay an account-level fee (e.g., certain private equity-only accounts). Accordingly, an account may not be allocated such investments. If an investment cannot reasonably be allocated on a pro rata basis, it may be allocated based on an alternate approach, including an approach based on one or more of the factors above, random selection, or another methodology deemed fair and equitable. Finally, employees, officers and directors of Brown Advisory and its affiliates may participate in such limited investment opportunities, which will reduce the amount of investment available to clients.

In addition to the foregoing, we employ the following policies and procedures to address these potential conflicts and protect and promote the interests of clients:

- Trading practices designed to address potential conflicts of interest inherent in proprietary and client discretionary trading, including bunching and pro-rata allocation.
- To further protect and promote the interests of clients, the Board of Directors at Brown Advisory Incorporated has established a Corporate Governance and Conflicts Committee that assists it in its oversight of potential material conflicts of interest. The members of the Corporate Governance and Conflicts Committee are chosen by the independent members of the Board of Directors of Brown Advisory Incorporated.
- If we enter into a transaction on behalf of our clients that presents a material or conflict of interest, we have policies in place requiring that the conflict is disclosed to the client or otherwise mitigated prior to the consummation of such transaction.
- Employees must comply with our policy on the handling and use of material non-public information. Employees are reminded that they may not purchase or sell, or recommend

the purchase or sale, of a security for any account while they are in possession of material non-public information.

- Employees are required to report to our Compliance team outside business activities. These include board and committee memberships and obligations, employment commitments, non-profit commitments, government commitments and other outside business commitments.
- To ensure that there is not intentional or unintentional front-running of purchasing securities in client accounts, we may restrict trading stocks of companies in which we are actively performing due diligence as potential candidates for purchase in our portfolios.

## **ITEM 12 BROKERAGE PRACTICES**

**A. Factors Considered in Selecting or Recommending Broker-Dealers for Client Transactions.** Brown Advisory has discretion to specify the types and amounts of securities to be bought or sold in client accounts. Brown Advisory chooses unaffiliated broker-dealers through whom securities are traded and the commission rates at which these transactions are effected. Under the provisions of its written investment advisory agreement, Brown Advisory's policy is to secure for its clients the best overall execution of buy or sell orders at the most favorable net prices in securities transactions, consistent with a determination as to the business qualifications of the various broker-dealer firms with which Brown Advisory does business. Among the factors Brown Advisory considers in selecting a broker-dealer are price, efficiency in effecting the transactions, reliability and financial stability, custody, quotation and recordkeeping services.

### Research and Other Soft Dollar Benefits

Brown Advisory custodies client assets primarily with Fidelity Family Office Services ("Fidelity"), Charles Schwab & Company and BNY Mellon and generally uses these companies to trade for client accounts. Clients pay the custodian through commissions and other transaction-related or asset-based fees for securities trades that the custodians execute. Brown Advisory will sometimes receive a discount from Schwab on maintenance of portfolio software contingent upon placing or maintaining a specific level of assets at Schwab, which software allows Brown Advisory to execute trades electronically on behalf of clients. Schwab provides Brown Advisory the support necessary to provide this service, such as access to client account data, pricing information and other market data, as well as back-office support, recordkeeping and client reporting.

In addition to brokerage, institutional services include research, and access to mutual funds and other investments that are otherwise available only to institutional clients. Brown Advisory also receives educational opportunities and occasional business entertainment of personnel.

It is not Brown Advisory's practice to negotiate execution only commission rates; therefore, the client may be deemed to be paying for these other benefits provided by the custodian which are included in the commission rate. These products and services obtained by the use of commissions arising from client portfolio transactions will be used to facilitate the management of all client accounts. Brown Advisory does not attempt to allocate these benefits to client accounts proportionately to the commissions generated by the accounts.

In evaluating the choice of custodian, Brown Advisory may take into account the availability of some of the foregoing products and services, in addition to the cost and quality of custody or brokerage services. For this reason, the use of client commissions to obtain these products and services presents a potential conflict of interest in creating an incentive for Brown Advisory to select a custodian based on its interest in receiving those products and services.

#### Brokerage for Client Referrals

Brown Advisory does not select or recommend broker dealers based on whether we receive client referrals from such broker-dealer.

#### Directed Brokerage

Brown Advisory permits clients to direct their brokerage. If clients choose to do so, Brown Advisory will not be able to negotiate commissions for those accounts, and, as a result, these clients might pay higher commission rates.

#### Cross Trading

A cross trade is generally defined as the matching of buy and sell orders for the same security between different accounts. Cross trades are also deemed to include any prearranged or orchestrated transactions between two accounts that are executed through external brokers. With respect to cross trading, we generally will allow cross trading where the transaction would comply with our policy and client-specific guidelines, and be fair and equitable to both accounts. When an account is subject to ERISA, no cross trades shall be permitted unless allowed by applicable regulations.

Cross trading can significantly reduce the transaction costs for both the buying and selling accounts and may allow for other beneficial efficiencies to clients. However, where an investment adviser has discretion on each side of a transaction, cross trading presents a potential fiduciary conflict of interest. Cross trading may be appropriate if we meet our fiduciary obligations to clients on both sides of the transaction and where best execution requirements are met.

B. **Order Aggregation.** While each client is advised independently and transactions directed in accordance with such advice, Brown Advisory will sometimes aggregate orders to reduce execution costs. If Brown Advisory aggregates orders, Brown Advisory allocates the securities in the order among client accounts so as not to systematically favor any client account over another. Brown Advisory determines which accounts will participate in an aggregated order on a case by case basis in the best interests of the client and considers such factors as account size, suitability, taxes, diversification and/or cash availability. Participating accounts share the benefit, if any, of aggregation pro rata. If aggregated orders are not completely filled on the day on which they are placed, Brown Advisory completes the allocation on the next business day when the order is filled at the average price for trades on both days. Each participating client should receive the average share price on the transaction day and costs should be allocated pro rata.

### **ITEM 13 REVIEW OF ACCOUNTS**

Brown Advisory's client management team manages client relationships. The team generally consists of Relationship Managers, Client Service Associates, and members of the Investment

Team. The Relationship Managers are primarily responsible for financial planning and work closely with the client to establish and work toward investment objectives.

Client management teams review client accounts throughout the year to determine whether they believe the investment strategy being utilized is an appropriate strategy in light of the client's objectives, risk tolerance, and restrictions. The client management team considers the client's profile along with factors that may affect the account's performance, including changes in the market and current tax laws, then recommends adjustments to the account's asset allocation if needed.

Brown Advisory provides quarterly reports to our clients which reflect deposits and withdrawals from the account and investment performance net of fees and costs.

#### **ITEM 14 CLIENT REFERRALS AND OTHER COMPENSATION**

Brown Advisory is not compensated by any non-client in connection with providing advice to clients. Brown Advisory does not directly or indirectly compensate any individual or entity for client referrals.

Our affiliate, Brown Advisory LLC has arrangements with certain custodians to provide custodian services to our clients at pre-negotiated fees. Fidelity and U.S. Bank are the custodians that offer these rates and with whom the firm has achieved some operational efficiencies.

Brown Advisory LLC has an agreement with U.S. Bank pursuant to which U.S. Bank serves as a preferred custodian for the clients of Brown Advisory LLC and its affiliates. Clients of Brown Advisory LLC and its affiliates who select U.S. Bank as their custodian benefit from a favorable custody fee schedule and operational efficiencies that have been developed over the approximately ten years that U.S. Bank has served as one of the Brown Advisory LLC's primary custodians. In exchange, U.S. Bank pays Brown Advisory LLC a fee approximately equal to 0.21 basis points annually on non-retirement client assets held by U.S. Bank as custodian. If a client chooses to use U.S. Bank, Brown Advisory will benefit from the payment described above.

In addition, Brown Advisory receives compensation or other benefits in the form of marketing support or other arrangements from Fidelity or one of its affiliates, which will accrue to the benefit of Brown Advisory and its affiliates. Brown Advisory has entered into an agreement with a Fidelity affiliate under which the affiliate may, in its discretion, pay certain third parties for services or software used by Brown Advisory that are intended to facilitate interoperability between Fidelity and Brown Advisory technology systems. The Fidelity affiliate, when it makes or declines to make these payments, is obligated to do so without regard to the volume or value of brokerage transactions executed through Fidelity or its affiliates or the volume or value of accounts under custody of Fidelity or its affiliates. This compensation, as well as the fee arrangement with U.S. Bank described above, may create an incentive for Brown Advisory to recommend custody services provided by U.S. Bank or Fidelity to its clients when other custodians may be better suited for a particular client or offer better services or fees. Brown Advisory mitigates this conflict by evaluating the custody services provided by U.S. Bank and

Fidelity solely on quality of services provided and the operational efficiencies that may be achieved.

From time to time, we may use money market funds and cash sweep products offered by banks and broker-dealers, as cash management options for discretionary client accounts. For clients that agree to custody their accounts at U.S. Bank, we will, unless otherwise instructed, use as cash sweep vehicles First American Funds treasury and government money market funds, which are managed by a U.S. Bank affiliate. Brown Advisory believes these money market funds offer competitive fees and performance for our clients, as well as administrative efficiencies because of their operational connection to U.S. Bank. Because of these efficiencies, the U.S. Bank affiliate has agreed to pay Brown Advisory a fee that ranges from 13 basis points to 13.5 basis points and is based upon the value of client assets invested in those funds, other than certain retirement account assets, which are excluded from the arrangement. The arrangement applies only to client accounts custodied at U.S. Bank. This payment provides Brown Advisory with an incentive to use the First American Funds money market funds as cash sweep options and thus creates a conflict of interest. Brown Advisory mitigates this conflict by evaluating these and all other funds and cash sweep options solely on their investment merits, initially and on an ongoing basis.

#### **ITEM 15: CUSTODY**

Brown Advisory clients over which we are deemed to have custody receive account statements at least quarterly from the qualified custodian of the client's assets. Brown Advisory encourages clients to carefully review and compare the information in the custodian's statements with the information in Brown Advisory's quarterly statements for consistency.

Brown Advisory's private investment limited partnerships are subject to annual audits by an independent public accountant registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board ("PCAOB"). Audited statements are delivered to investors within 180 days of fiscal year-end.

Brown Advisory offers a bill-paying service to clients and is subject to an annual surprise audit by a PCAOB independent public accountant in accordance with SEC regulations.

#### **ITEM 16 INVESTMENT DISCRETION**

Brown Advisory clients enter into a written investment advisory agreement that sets forth the scope of Brown Advisory's discretion. Unless otherwise directed by the client and except with respect to private placements that must be authorized by the client, Brown Advisory has the authority to invest client assets, including the investment and reinvestment of interest, dividends and capital gains, and to exercise authority granted under a limited power of attorney included in their custodial account agreement.

Brown Advisory has the power under the limited power of attorney to direct the transfer of funds for investment purposes or to the client personally and will send checks, wire funds, and otherwise transfer funds held in the client's accounts (1) to other accounts of identical registration, (2) to the client, or (3) as otherwise directed by the client in writing.



Brown Advisory clients must complete certain documents and provide written authorizations, including a Subscription Agreement, to invest in any of Brown Advisory's private placements.

## **ITEM 17: VOTING CLIENT SECURITIES**

Brown Advisory generally does not vote proxies solicited by or with respect to the issuers of securities in which client accounts are invested and will not take any action or render any advice on investments in client accounts which become subject to class actions or related litigation or other matters such as mergers, acquisitions, tender offers, bankruptcy proceedings or other similar events.

Pursuant to an agreement with a client, Brown Advisory will accept authority to vote proxies on behalf of clients. In such cases, proxies will be voted consistent with the Brown Advisory Proxy Voting Policy. In general, the Proxy Voting Policy is designed to ensure that Brown Advisory votes proxies in the best interest of our clients, so as to promote the long-term economic value of the underlying securities. Our proxy voting is informed by both financial and extra-financial data, including material ESG factors, with the objective of maximizing long-term value for our clients. Clients may receive a copy of the Proxy Voting Policy at any time upon request. The Proxy Voting Policy also is available on Brown Advisory's website. Clients may, at any time, opt to change their proxy voting authorization. Upon notice that a client has revoked Brown Advisory's authority to vote proxies, we will forward any relevant research obtained to the party that will assume proxy voting authority, as identified by the client.

To facilitate the proxy voting process, Brown Advisory has engaged Institutional Shareholder Services Inc. ("ISS"), an unaffiliated, third-party proxy voting service, to provide proxy research and voting recommendations. In addition, Brown Advisory subscribes to ISS's proxy vote management system, which provides a means to receive and vote proxies, as well as services for recordkeeping, auditing, reporting and disclosure regarding votes. On a regular basis, a list of upcoming proxies issued for companies that held within Brown Advisory LLC's institutional equity strategies are provided to the institutional portfolio managers. Except in situations identified as presenting material conflicts of interest, the portfolio manager who follows an issuer may make the final voting decision based on a variety of considerations, including their review of relevant materials, their knowledge of the company, and ISS recommendations. Fundamental research analysts guide vote recommendations on management proposals and ESG research analysts guide vote recommendations on shareholder proposals, with both groups working together to think through the relevant issues.

In keeping with its fiduciary obligations to clients, Brown Advisory considers each proxy voting proposal related to holdings in Brown Advisory LLC's institutional equity strategies on its own merits and an independent determination is made based on the relevant facts and circumstances, including both fundamental and ESG factors. Proxy proposals include a wide range of matters. The firm typically votes with management on routine matters and takes a more case-by-case approach regarding non-routine matters. Examples of routine matters include election of directors, appointment and rotation of auditors, changes in state of incorporation and changes in capital structure. Examples of non-routine matters include executive compensation,

shareholder action, proposals affecting shareholder rights, corporate restructurings, corporate mergers and acquisitions, anti-takeover issues, and social, environmental and governance issues.

Voting preferences of clients may differ based on values, and the firm takes these values into account when assessing individual proxy questions. For clients who integrate sustainable investing, including socially responsible, mission-aligned or other types of ESG integration, Brown Advisory generally follows ISS guidelines that focus on enhanced environmental, social and governance practices. For Taft-Hartley clients, Brown Advisory generally follows the ISS Taft-Hartley Guidelines. Although ISS guidelines are generally followed, Brown Advisory may depart from these guidelines when we deem such departure necessary in the best interest of the client.

### Management Recommendations

Since the quality and depth of management is a primary factor considered when investing in an issuer, the recommendation of the issuer's management on any issue will be given substantial weight. Although proxies with respect to most issues are voted in line with the recommendation of the issuer's management, Brown Advisory will not blindly vote in favor of management. We will not support proxy proposals or positions that we believe compromise clients' best interests or that we determine may be detrimental to the underlying value of client positions.

### ESG ISSUES

Shareholder proposals regarding environmental, social and governance issues, in general, are supported, especially when they would have a clear and direct positive financial effect on shareholder value and would not be burdensome or impose unnecessary or excessive costs on the issuer. The environmental, social and governance proposals we generally support often result in increased reporting and disclosure, which deepens our understanding of the risks and opportunities pertaining to a specific company. Although policy decisions are typically better left to management and the board, in cases where the firm believes a company has not adequately mitigated significant ESG risks, the firm may vote against directors.

Brown Advisory broadly supports proposals that encourage the following considerations that we believe are in the best long-term economic interest of our clients:

#### Environment

- Climate change and emissions reporting, goal setting, and action
- Water quality, accessibility, and management
- Responsible and effective waste management
- Energy efficiency and renewable, lower-carbon energy sourcing

#### Social

- Social justice
- Human rights and responsible labor management
- Data privacy and AI ethics

#### Governance

- Executive compensation measures that are linked to ESG metrics
- Diverse and inclusive board composition
- Transparency with regard to political spending

With respect to our private clients, the firm’s Proxy Voting Policy is assigned by default, unless otherwise agreed with a particular client. Clients may direct us to vote proxies in a particular solicitation, including client requests to attend a meeting and vote, vote in line with a specific request or ask us to take no action or to abstain. In addition, clients have the option to customize their voting preferences and implement client-specific guidelines.

### Conflicts of Interest

A “conflict of interest” means any circumstance when the firm or one of its affiliates (including officers, directors and employees), or in the case where Brown Advisory LLC serves as investment adviser to a Brown Advisory Fund, when the Fund or the principal underwriter, or one or more of their affiliates (including officers, directors and employees), knowingly does a material amount of business with, receives material compensation from, or sits on the board of, a particular issuer or closely affiliated entity and, therefore, may appear to have a conflict of interest between its own interests and the interests of clients or Fund shareholders in how proxies of that issuer are voted. For example, a perceived conflict of interest may exist if an employee of the firm serves as a director of an actively recommended issuer, or if the firm is aware that a client serves as an officer or director of an actively recommended issuer. Conflicts of interest will be resolved in a manner the firm believes is in the best interest of the client.

Brown Advisory votes proxies relating to such issuers in accordance with the following procedures:

### Routine Matters and Immaterial Conflicts

The firm may vote proxies for routine matters, and for non-routine matters that are considered immaterial conflicts of interest, consistent with its Proxy Voting Policy. A conflict of interest will be considered material to the extent that it is determined that such conflict has the potential to influence the firm’s decision-making in voting a proxy. Materiality determinations will be made by the Chief Compliance Officer or designee based upon an assessment of the particular facts and circumstances.

### Material Conflicts and Non-Routine Matters

If the firm believes that (a) it has a material conflict and (b) that the issue to be voted upon is non-routine or is not covered by this Policy, then to avoid any potential conflict of interest:

- in the case of a Fund, the firm shall contact the Fund board for a review and determination;
- in the case of all other conflicts or potential conflicts, the firm may “echo vote” such shares, if possible, which means the firm will vote the shares in the same proportion as the vote of all other holders of the issuer’s shares; or

- in cases when echo voting is not possible, the firm may defer to ISS recommendations, abstain or vote in a manner the firm, in consultation with the General Counsel, believes to be in the best interest of the client.

Clients can obtain a copy of our proxy voting policies and information on how we have voted proxies by calling 1-800-645-3923 or by visiting the Brown Advisory website. If a client requests this information, the Chief Compliance Officer or designee will prepare a written response to the client that lists for each specific request:

- The name of the issuer,
- The proxy proposal voted on, and
- How the client's proxy was voted.

#### **ITEM 18: FINANCIAL INFORMATION**

Brown Advisory is unaware of any financial condition that is reasonably likely to impair our ability to meet our contractual commitment to our clients.