



Form ADV Part 2A

Essex Investment Management Company, LLC

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This Form ADV Part 2A (the “Brochure”) provides information about the qualifications and business practices of Essex Investment Management Company, LLC (“Essex” or “Firm”). If you have questions about the contents of this Brochure, please contact us at 617-342-3200. The information in this Brochure has not been approved or verified by the U.S. Securities and Exchange Commission (“SEC”) or by any state securities authority.

Additional information about Essex is also available on the SEC’s website at www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with Essex who are registered, or are required to be registered, as investment adviser representatives of Essex.

Although Essex is registered as an investment adviser under the Investment Advisers Act of 1940, such registration does not imply that Essex or our personnel have a certain level of skill or training.

Item 2 Material Changes

This item requires us to summarize any material changes to our Brochure since our last annual filing dated March 29, 2024.

As of the date of this brochure there are no material changes to report.

A copy of Essex's Form ADV Brochure is also available on the SEC's website at www.adviserinfo.sec.gov and on our website at www.essexinvest.com/disclosures.

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Item 4 Advisory Business

Essex Investment Management Company, LLC (“Essex” or the “Firm”) generally provides investment management services on a discretionary basis to institutional clients, such as employee benefits plans, endowment funds, foundations, religious organizations, and mutual funds. Essex also provides investment management services to individuals (private clients), limited partnerships and limited liability companies.

Essex has been in business since 1976. Joseph C. McNay, the founder of the Firm, owns a 44% equity interest, with the remaining interest owned by key employees of the Firm. Essex currently has approximately 12 employees working in the Firm’s Boston, MA and Evanston, IL offices. As of December 31, 2024, Essex had \$610,160,466 in discretionary assets under management. Essex manages separately managed accounts and mutual funds.

Advisory Services

Essex primarily specializes in domestic (U.S.) growth equity strategies for institutional and individual investors. We are research oriented, and primarily utilize fundamental analysis for the selection of equity investments. Further information on Essex’s investment strategies and methods of analysis is provided in Item 8.

Essex recognizes that each of our clients is unique and that the client’s particular investment objectives must guide the Firm’s investment decisions. It does not, however, conduct a full review of the client’s entire financial affairs.

At the commencement of the client relationship, prior to the signing of an investment management agreement, Essex will discuss the client’s objectives, risk tolerance and any restrictions, and establish an investment policy that reflects the client’s needs and provides the Firm with sufficient discretion to properly invest the client’s assets. We may modify our primary investment strategies to accommodate the particular needs and preferences of the client. The client’s specific objectives, strategy and restrictions will be set forth in the agreement.

Mutual Funds

Essex currently acts as a sub-advisor for two mutual funds, 1. Pear Tree Essex Environmental Opportunities Fund (“EEOFX”, “GEOSX”, “GEORX”) and 2. 1290 Essex Small Cap Growth Fund (“ESCFX”, “ESCJX”, “ESCKX”). Essex’s services and fees, which are determined by contract with the fund, is contained in the fund's prospectus, which can be found at www.peartreefunds.com and www.1290funds.com respectively. The prospectus also describes other expenses paid by investors.

Essex does not participate in wrap fee programs.

Item 5 – Fees and Compensation

Standard Fee Schedule

Essex is compensated for its investment advisory services through payments of fees by our clients. The fees are based on a percentage of the assets in each client’s account as follows;

Type of Account	Annual Fee Rate
Equity Strategies	%1.0
Fixed Income	%0.5

Notwithstanding this fee schedule, and subject to applicable laws and regulations, Essex may, in its sole discretion, negotiate or modify its fees for various reasons, such as the size of the client relationship, service requirements or other factors. Essex may agree to offer clients a fee schedule that is lower than that of any other comparable clients in the same investment style. Also, there may be historical fee schedules with longstanding clients that differ from those applicable to new client relationships. For comparable services, other investment advisers may charge higher or lower fees than those charged by Essex. Advisory fees may be subject to a specified minimum annual fee; however, Essex reserves the right to waive all or a portion of its management fee and negotiate minimum annual fees. The annual standard fee schedule below may be modified from time to time. The fee schedule for each client’s account is stated in the investment advisory agreement.

Generally, the minimum account size is \$1,000,000 for separately managed account clients. Essex reserves the right, in its sole discretion, to waive the minimum account size in special circumstances. In addition, Essex reserves the right to set higher account minimums for certain strategies.

Fees for advisory services are generally billed separately at the end of each calendar quarter, in arrears. If an account is terminated mid-quarter, the fees will be prorated to the date of termination. Upon account termination, if any unearned fees were paid in advance, they will be refunded promptly. Fees are also prorated at the inception of the investment advisory agreement to cover only the period of time the account assets were under management. Generally, the investment management agreement grants Essex authority to instruct the account’s custodian to pay the fees directly to Essex from the client’s account. In other instances, Essex invoices the client directly and the client is responsible for remitting the payment.

To calculate the value of accounts in determining its advisory fees, Essex generally relies on prices provided by custodians, third-party pricing services, and/or broker/dealers or platform sponsors for purposes of valuing portfolio securities held in client accounts. Essex may, on occasion, be required to “fair value price” a security when a market price for that security is not readily available or when Essex has reason to believe that the market price is unreliable. When “fair value pricing” a security, Essex will use various sources of information at its disposal to determine the price that the security would obtain in the marketplace if, in fact, a market for the security existed. For any fair valued securities, Essex maintains policies and procedures relating to the pricing process in an effort to mitigate any conflicts of interest with respect to valuation.

In the non-discretionary third party-sponsored investment products described in Item 4, the client typically pays the sponsor an all-inclusive fee, a portion of which is paid to Essex as compensation for the investment

advisory services that it renders to the sponsor. For detailed information on the fees charged by each sponsor, please refer to the sponsor's fee brochure or client investment management agreement.

Additional Fees and Expenses Payable by Clients

Essex's fees do not include fees for brokerage commissions, transaction fees, service provider fees, and other related costs and expenses which will be incurred by the client. Execution of client transactions typically requires payment of brokerage commissions by clients. Item 12: Brokerage Practices further describes the factors that Essex considers in selecting or recommending broker/dealers for the execution of transactions and determining the reasonableness of their compensation (*e.g.*, commissions). Investment activity may also involve other transaction fees payable by clients, such as sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. In addition, clients may incur certain charges imposed by custodians, broker/dealers, third-party investment consultants, and other third parties, such as custodial fees, consulting fees, administrative fees, and transfer agency fees.

Mutual Funds and Exchange Traded Funds

Essex may invest client assets in mutual funds and exchange traded funds ("ETFs") managed by third parties. Investors in these funds pay management fees and or other fees to the mutual fund's service providers in addition to the fees paid by the clients to Essex. Such fees and expenses for mutual fund and ETFs may include management fees, distribution and/or service fees and other expenses such as custodial, legal, accounting, transfer agent and other administrative expenses.

Mutual funds may also charge sales loads, redemption fees, exchange fees and account fees. ETFs generally do not bear marketing and sales expenses; however, purchase of their shares may include brokerage expenses.

If Essex were to invest any client account into a mutual fund that it manages, it would waive the account-level investment advisory fee for that portion of the account.

Third-Party Private Funds and other Pooled Investment Vehicles

To the extent that Essex invests in private funds or other pooled vehicles sponsored by third parties, clients typically pay fees to the issuers or sponsors of those funds in accordance with the funds' fee schedules as in effect from time to time. The terms of these funds, including fees and expenses, are described in the funds' offering memoranda. Various aspects of those terms, such as management and incentive fees, withdrawal and redemption conditions, and information rights, may be negotiable and varied in limited circumstances under side letters, depending on the size of the proposed investment, type of investor, and special legal requirements applicable to the proposed investor.

Model-Based Programs

Essex may provide model portfolio information, to include holdings, to a Model Program Sponsor for selected investment styles. Essex would provide updates to the model periodically but is not responsible for the actual implementation in client accounts. Essex does not have any contact with the underlying clients utilizing the model nor does Essex perform any trading on behalf of the underlying clients.

No Compensation for the Sale of Securities

Neither Essex nor its employees receive, directly or indirectly, any compensation from the sale of securities or investments that are purchased or sold for your account. Essex is compensated solely through the fees stated in the investment advisory agreement or fund offering documents.

Item 6 – Performance-Based Fees and Side-by-Side Management

Performance-Based Fees

Performance-based fees are typically equal to a percentage of the annual realized and unrealized gains in an account or fund. Essex does not currently charge a Performance Fee to any account

Side-by-Side Management

Investment teams and individual portfolio managers may manage multiple accounts, including separate accounts and mutual funds, according to the same or a similar investment strategy (i.e., side-by-side management). Side-by-side management of various types of portfolios with varying fee arrangements raises the possibility of favorable or preferential treatment of a portfolio or a group of portfolios, e.g., portfolios with higher fees or in which Essex or its principals have an ownership interest.

Essex is aware of these conflicts and other potential conflicts that may arise as a result of varying fee arrangements and managing proprietary accounts, and has implemented policies and procedures in furtherance of its efforts to treat all portfolios fairly and equally over time, as further described below and in Item 11.

Nonetheless, each account within a strategy will not necessarily be managed the same at all times. In general, investment decisions for each client account will be made independently from those of other client accounts, and will be made with specific reference to the individual needs and objectives of each client account. There is no requirement that Essex use the same investment practices consistently across all accounts. In fact, different client guidelines and/or differences within particular investment strategies may lead to the use of different investment practices for accounts within a similar investment strategy. In addition, Essex will not necessarily purchase or sell the same securities at the same time or in the same proportionate amounts for all eligible accounts, particularly if different accounts have materially different amounts of capital under management by Essex or different amounts of investable cash available. As a result, although Essex manages numerous accounts with similar or identical investment objectives, or may manage accounts with different objectives that trade in the same securities, the portfolio decisions relating to these accounts, and the performance resulting from such decisions, may differ from account to account.

Related Procedures and Controls

To maintain fair and equitable treatment of all accounts in a particular investment strategy over time, Essex has implemented policies, procedures and controls to further its efforts to treat all accounts fairly, regardless of their corresponding fee structure. For example, Essex has implemented trade allocation and aggregation procedures, as further described in Item 12. With respect to trade allocation, Essex has adopted a general policy of pro rata allocation per client account based upon order size as determined by the portfolio manager at the time of order entry. The policy does permit, under certain circumstances, allocation on a basis other

than pro rata if it is believed that such allocation is fair and reasonable. Accounts are reviewed by Essex's Chief Compliance Officer or his designee through performance-based analysis on a periodic basis to ensure compliance with these policies. The overriding principle to be followed in applying the following guidelines is to be fair and reasonable to all clients based upon client investment objectives and policies and to avoid even the appearance of favoritism or discrimination among clients.

As further discussed in Item 12, Essex's Brokerage Committee oversees the Firm's brokerage practices and meets periodically to review various matters relating to brokerage, including dispersion and brokerage allocation, the costs of brokerage commissions incurred on behalf of clients and the overall quality of the execution by the Firm's trading desk. The Brokerage Committee includes representatives from Compliance, Trading and Portfolio Management.

Item 7 – Types of Clients

As noted in Item 4, Essex provides investment management services to institutional clients, such as employee benefits plans, endowment funds, foundations, religious organizations, and mutual funds. Essex also provides investment management services to individuals (private clients), limited partnerships and limited liability companies.

Conditions for Managing Accounts

As noted in Item 5, as a general rule, Essex requires a minimum account size of \$1,000,000 for separately managed accounts. However, the minimum account size is negotiable and may be waived or modified at the Firm's discretion. In those circumstances where Essex serves as a sub-adviser to other funds or accounts, the account minimums are determined by the fund or account sponsor. Generally, Essex requires each client to execute an investment management agreement that details the services to be provided, the extent of Essex's authority, and the fees payable to Essex.

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

Strategy Overview and Related Risks

As noted in Item 4, Essex is primarily a discretionary asset management firm specializing in growth equity investments on behalf of institutional and private clients. The Firm offers a range of strategies and employs fundamental research combined with active portfolio management. Our investment strategies generally include investments in US traded common stocks, American Depositary Receipts (ADRs), Exchange Traded Funds (ETFs) and preferred stocks. Some of our investment strategies also include foreign equities. Our fixed income strategies include investment grade corporate bonds, U.S. Government and agency securities, municipal bonds and convertible securities (including stocks and convertible corporate bonds).

We believe a stock's performance is determined principally by the company's fundamentals, that is, its future revenue, earnings, and/or cash flow. We generally use fundamental analysis to determine a company's attractiveness. Fundamental analysis is a method of evaluating a company's business by analyzing its financial statements and health, its management, products or services and competitive advantages, and its competitors and markets. Earnings, revenue and cash flow growth rates, margins, expenses, assets, and liabilities are all important in determining the value of a company. The value is then

compared to the current price of the issuing company's security to determine whether to purchase, sell or hold the security.

We may use technical analysis in our stock selection process. Technical analysis is a method of evaluating securities by analyzing market statistics, such as past prices and volume. In performing technical analysis, Essex uses charts and other tools to attempt to predict patterns relating to the future activity of a security.

We may also use quantitative methods for the selection of investments. Quantitative methods are based on proprietary models that have been developed and researched extensively. These models are built on objective analysis of security characteristics including, but not limited to valuation, yield and price momentum.

In evaluating securities, the main sources of information used by Essex include, but are not limited to: quantitative data provided by third-party vendors, financial newspapers and magazines; research materials prepared by third parties; corporate rating services relating to historical prices of securities, dividends, and earnings; annual reports, prospectuses and other filings with the SEC; and company press releases. Essex may subscribe to other services (e.g., charting and timing), but does not rely on such services as a principal source of information.

With respect to portfolio construction, we generally hold stocks in three different lifestyle phases: recently purchased issues that have yet to catch Wall Street's attention, stocks whose growth is beginning to emerge, and sustainable growth stocks with attractive valuations and strong institutional interest. We seek to assemble portfolios that balance between these dynamic growth companies and sustainable growth companies, which we use in an effort to manage the risks associated with potential correlations among holdings. We further diversify our portfolios by sector and by industry.

Generally, we utilize Frank Russell profiles to assess sector exposure and Bloomberg for attribution analysis. The portfolio managers oversee all sector weightings and the individual analysts review the sectors in which they conduct research.

Investment Strategies

Essex's primary investment strategies are briefly described below. Depending on the needs of an individual client, Essex may use one or a combination of these strategies. Each of our investment strategies is managed by a portfolio manager or group of portfolio managers in a manner consistent with our general approach to investing. A number of these strategies are available through separately managed accounts and may also be available through a private fund, an investment in an Essex-managed private investment company or mutual fund.

All Cap Growth Equity Strategy

The Essex Growth Equity strategy provides exposure to growth companies in the small, medium, and large capitalization universes. By managing a diversified equity portfolio utilizing the full market capitalization spectrum, our active portfolio management approach is not constrained by a company's market value. This strategy may be pursued through a long-only portfolio or through a long/short portfolio (with or without leverage). Dividend yielding and/or fixed income securities can be added based on client income needs. Portfolio managers pursuing these strategies may select different individual securities in effecting the strategy. For comparative performance and construction purposes we utilize the Russell 3000 Growth Index over a full market cycle, typically defined as a three to five-year time period, although many of our clients

choose to use the Standard & Poor's 500 Stock Index as a better known, broad market performance comparison.

Micro Cap Growth Strategy

The Essex Micro Cap Strategy provides exposure to growth companies in a market capitalization range of under \$750 million. The portfolio is actively managed and for comparative performance purposes we utilize the Russell Micro Cap Growth index over a full market cycle, typically defined as a three to five-year time period. The strategy is a concentrated portfolio of 70-100 companies diversified across domestic industry sectors that show accelerating earnings and sustainable revenue growth.

Small Growth Strategy

The Essex Small Growth strategy provides exposure to growth companies predominantly within the micro and small capitalization universes. The Small Growth Equity portfolio utilizes a market capitalization range from \$75 million to \$3 billion. The portfolio is actively managed and for comparative performance purposes we utilize the Russell 2000 Growth Index over a full market cycle, typically defined as a three to five-year time period. The strategy is a concentrated portfolio of 80-100 companies diversified across domestic industry sectors that show accelerating earnings and sustainable revenue growth.

Small/Mid Cap Growth Strategy

The Essex Small/Mid Cap Growth strategy provides exposure to growth companies predominantly within the small and mid-capitalization universes. The Small/Mid Cap Equity portfolio utilizes a market capitalization range from \$400 million to \$7 billion. The portfolio is actively managed and for comparative performance purposes we utilize the Russell 2500 Growth Index over a full market cycle, typically defined as a three to five-year time period. The strategy is a concentrated portfolio of 60-80 companies diversified across domestic industry sectors that show accelerating earnings and sustainable revenue growth.

Global Environmental Opportunities Strategy (GEOS)

The Global Environmental Opportunities Strategy (GEOS) seeks to provide diversified exposure to companies that can profit from climate change action. GEOS is designed to leverage the technologies that will help mitigate and adapt to the implications of climate change. The portfolio management team evaluates companies based on a rigorous review of environmental and financial criteria. GEOS invests across nine climate themes to provide diversification and opportunity within each economic sector. The strategy is global, and invests across the full market capitalization spectrum. GEOS holds diversified large companies that are exposed to multiple climate themes, as well as smaller, specialized companies that we believe have leading technologies.

Investment Process

Essex's investment philosophy is based on the principle that revenue growth, future profitability, and cash flow drive a company's price performance. Through an understanding of the factors that determine a company's growth and profitability, Essex is better able to anticipate inflection points in a company's performance before they are fully reflected in the stock price. Essex also considers material environmental, social, and governance (ESG) factors to uncover relevant risks and opportunities. The Firm has maintained this philosophy since its inception in 1976.

The portfolio management process at Essex combines bottom-up stock selection with top-down secular trend analysis. Our bottom-up process begins with our team of industry-focused research analysts. Each analyst focuses on understanding the long-term growth of his or her respective industry, and the specific outlook of each stock within that industry in terms of sustainable revenue growth, margin trends, ESG factors, and return trends.

Research analysts at Essex conduct primary research including contacting management, competitors, customers, suppliers, and industry experts to formulate their outlooks. They then perform financial and strategic analysis and utilize a variety of valuation disciplines to arrive at a target price range. Portfolio managers and analysts work together to identify top-down secular technological, demographic, behavioral, and macro-economic trends that influence long- and short-term demand and profitability.

Portfolio diversification and industry exposure are integral parts of managing the risk profile of our portfolios. We maintain diversified portfolios by investing across all growth market sectors. On a stock level, the companies in our portfolios are monitored through evaluation of their fundamentals and ESG criteria. This includes, but is not limited to, the volatility of earnings growth, risk-adjusted reward potential, and the upside versus downside price potential.

In addition to monitoring the overall risk profile, our trading system and operational area monitor cash balances, stock position size constraints and specific restrictions related to each portfolio. The process is generally monitored daily.

In evaluating securities, the main sources of information used by Essex include, but are not limited to: quantitative data provided by third-party vendors; financial newspapers and magazines; research materials prepared by third parties; corporate rating services relating to historical prices of securities, dividends, and earnings; annual reports prospectuses and other filings with the SEC, and company press releases. Essex may subscribe to other services (e.g., charting and timing), but does not rely on such services as a principal source of information.

Certain Risk Considerations

Investments in securities and other financial instruments and products are subject to many types of risk that can cause the permanent loss of capital. The investment strategies utilized by Essex carry different levels and types of risk. In each strategy, all securities include a risk of loss of principal and any profits that have not been realized. The stock and bond markets fluctuate substantially over time and, as recent global and domestic economic events have indicated, performance of any investment is not guaranteed. As a result, there is a risk of loss of the assets the Firm manages on your behalf, and such a loss may be out of our control. We cannot guarantee any level of performance and cannot guarantee that you will not experience a loss of value in your account. In addition, poor investment selection could cause our investment strategies to underperform other investment accounts or products managed by other firms under similar investment strategies.

Equity securities are subject to certain risks. Market prices of equity securities may fall rapidly or unpredictably and will rise and fall due to changing economic, political or market conditions or in response to events that affect particular industries or companies. Equity investments generally have greater price volatility than fixed-income investments. Because their prices tend to reflect future investor expectations, growth stocks may be more sensitive to change in current or expected earnings than other types of stocks and tend to be more volatile than the market in general. Growth stocks also may underperform value stocks and other investments during given periods.

As noted above, each of Essex's strategies has the potential for clients' assets to decline in value. Some of the specific risks to which client assets may be susceptible include sector risk, concentration risk, foreign investment risk, small- and mid-capitalization company risk, and large-cap stock risk.

Sector Risk.

Investment strategies focused on or concentrated in a single sector may be affected by particular economic or market events and could be more volatile than a strategy with securities across industry sectors.

Concentration Risk.

Concentrated portfolios that invest in a relatively small number of securities may have more risk because changes in the value of a single security or the impact of a single economic, political or regulatory occurrence may have a greater adverse impact on the strategy's performance.

Foreign Investment/Currency Risk.

Securities or other investments of foreign issuers involve additional risks (such as risks arising from less frequent trading, changes in political or social conditions, currency risk and less publicly available information about non-U.S. issuers) that differ from those associated with investing in securities of U.S. issuers and may result in greater price volatility.

Small- and Mid-Capitalization Company Risk.

The stocks of small- and mid-capitalization companies often have greater price volatility, lower trading volume and less liquidity than the stocks of larger, more established companies.

Large-Cap Stock Risk.

Investment strategies focusing on large-cap companies may underperform other equity investment strategies as large-cap companies may not experience sustained periods of growth in the mature product markets in which they operate.

Geopolitical Risk.

Changes in the political status of any country or countries can have profound effects on the value of securities within that country or countries and world markets.

Derivative Risk

On accounts that permit such investments, Essex may use derivatives on a limited basis as a way to control investment exposure. Use of derivatives introduces potential counterparty risk and possible increased volatility caused by price movements in underlying securities.

Item 9 – Disciplinary Information

There are no applicable legal or disciplinary events relating to Essex.

Item 10 – Other Financial Industry Activities and Affiliations

Essex is not registered, nor has an application pending to register, as a broker/dealer, futures commission merchant, commodity pool operator, or commodity trading advisor.

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

Code of Ethics

Essex has a fiduciary duty to its clients, and accordingly has adopted a Code of Ethics (the “Code”) that applies to all employees. The Code describes the fiduciary standard of conduct Essex requires of its employees and sets forth restrictions on certain activities, including personal trading in accounts owned, managed or beneficially owned by the employee. The Code’s provisions also include requirements relating to areas such as gifts and business entertainment, confidentiality of information, and certain contributions. By setting forth the regulatory and ethical standards to which Essex’s employees must adhere, the Code supports our efforts to promote a high level of professional ethical conduct in furtherance of our fiduciary duty to our clients.

Personal Trading

The Code limits and monitors the personal trading activity of our employees, including members of our employees’ households. These limitations seek to further Essex’s efforts to prevent employees from personally benefiting from Essex’s investment decisions for its clients and/or any short-term market effects of Essex’s transactions on behalf of clients. Specifically, the Code requires employees and certain members of their households to “pre-clear” their personal securities transactions with our firm’s Compliance Department prior to execution, with some limited exceptions. As part of the pre-clearance process, the Chief Compliance Officer or his designee will generally prohibit trading in securities when they may be considered for purchase or sale by the firm for clients’ accounts, or within seven days after a purchase or sale in client accounts (i.e., “blackout periods”). Certain exceptions are granted at the discretion of the Chief Compliance Officer for transactions that will not impact the firm’s clients. All Employees must provide Essex with a listing of their securities holdings and regularly report on transactions in their accounts, with some limited exceptions.

Participation or Interest in Client Transactions

Certain principals of Essex and certain employees may invest their own or the firm’s assets in accounts managed by Essex, including our private funds. These accounts may hold, purchase, or sell the same securities in which clients have interests. We may have an incentive to favor accounts in which our employees invest with respect to trading opportunities, trade allocation and allocation of investment opportunities. As such, Essex requires that any orders for employee-owned or firm-owned (i.e., proprietary) accounts that are managed by Essex must be executed in the customary trade rotation for a particular order or set of orders.

Essex does not engage in principal trades with our clients, that is, Essex does not buy a security from, or sell a security to, the account of a client from its own account.

In addition, due to the nature of its clientele, Essex may, from time to time, trade in securities issued by our clients. In all such instances, Essex will do so in what it believes to be the best interest of its clients who are trading in such securities. Essex will not, under any circumstances, consider a security issuer’s status as a client of the firm when determining to trade in that issuer’s security on behalf of other client accounts.

A portion of Essex's corporate assets may be invested in mutual funds for which Essex serves as investment adviser or sub-adviser. Therefore, potential conflicts of interest exist. We mitigate these conflicts by monitoring all such purchase or sale recommendations, where Essex has a financial investment, to ensure that any such investments are made in a manner consistent with our fiduciary duty to our clients.

Insider Trading/Material Non-Public Information

All employees of Essex are subject to Essex's Insider Trading Policy, which includes policies and procedures prohibiting the use of material non-public information that are designed to prevent insider trading by an officer, principal or employee of Essex. Essex, from time to time, prohibits employees, clients, and firm-owned accounts because material, non-public information may have been received by an employee of the Firm. These securities are coded as "prohibited" in Essex's trading and portfolio compliance system, thus blocking Essex from trading in these securities without the consent of Essex's Chief Compliance Officer.

Any in-person meetings between Essex investment personnel and the management of a public company are recorded and reviewed by the Brokerage Committee and the Chief Compliance Officer.

Distribution of Code

All of our employees are provided with a copy of our Code at the time of hire and annually thereafter, and each employee must affirm that they have received a copy of the Code, and that they have read and understand its provisions.

A copy of Essex's Code is available upon request, by contacting Essex at the contact information listed on the cover sheet.

Item 12 – Brokerage Practices

For most accounts, Essex is authorized to determine and direct execution of portfolio transactions within the client's specified investment objectives. Essex has a fiduciary duty to seek best execution, and to ensure that trades are allocated fairly and equitably among clients over time. Some clients limit Essex's authority in terms of the selection of broker/dealers in favor of their own brokerage arrangements.

Brokerage Relationships

Essex may also have relationships with the broker/dealers that it uses to execute trades on behalf of clients. For example:

- Essex may invest client assets in securities issued by broker/dealers or their affiliates.
- Essex may provide investment management services to certain broker/dealers or their affiliates.
- Certain broker/dealers may provide both internally-generated and third-party research to Essex as part of a bundled service.
- Certain brokers/dealers may refer clients to Essex.

Notwithstanding such relationships or business dealings with these broker/dealers, Essex has a fiduciary duty to its clients to seek best execution when trading with these firms, and has implemented policies and procedures to monitor its efforts in this regard.

Best Execution – Selection Factors for Broker/Dealers

As noted above, Essex has a duty to seek best execution of transactions for client accounts.

“Best execution” is generally understood to mean the most favorable cost or net proceeds reasonably obtainable under the circumstances. In seeking best execution, Essex looks for the best combination of transaction price, quality of execution (e.g., the speed of execution, the likelihood the trade will be executed, etc.), and other valuable services that an executing broker/dealer may provide. As such, best execution is not synonymous with “lowest price” on a buy transaction or “highest price” on a sell transaction.

Essex, in seeking best execution, will make this selection based on a number of factors, which may include, but are not limited to, the following: the broker/dealer’s financial soundness; the broker/dealer’s ability to effectively and efficiently execute, report, clear, and settle the order; the broker/dealer’s ability to commit capital; the broker/dealer’s ability to timely and accurately communicate with Essex’s trading desk and operations team; the broker/dealer’s research services provided in connection with soft dollar arrangements (explained in more detail in the “Soft Dollars” sub-section of this Item 12 below); the broker/dealer’s commission rates; and similar factors. Essex does not consider any client referrals from a broker/dealer when determining which broker to use when placing client trades.

As a result of applying these factors, Essex may select a broker/dealer that charges a commission in excess of that which another broker/dealer might have charged for effecting the same transaction. Therefore, Essex may not choose the broker/dealer offering the lowest available commission rate if, in Essex’s reasonable judgment, another broker/dealer with a higher commission rate will provide a better net result for the clients or if the higher commission is justified by the service and/or research provided by the broker/dealer. See Soft Dollars, below.

Essex has implemented a series of internal controls and procedures to address the conflicts of interest associated with its brokerage practices. The Firm executes all client trades through a centralized trading desk, which coordinates the aggregation of eligible client trades when appropriate, creates the appropriate buy/sell orders, and then places the trades with the broker or brokers that the Firm believes will provide best execution and maximize the value of client accounts over time.

The Firm’s process for assessing execution quality incorporates a variety of factors and involves an evaluation of the trading process and execution results over extended periods. Essex considers a number of factors in the broker selection process, and reviews its practices in order to ensure that the Firm does not become overly dependent on a particular broker or brokers. In addition, Essex uses a third-party trade execution evaluation service which produces quarterly reports on the Firm’s trade execution capabilities. The results of these reviews are presented to the Brokerage Committee (as described further below) for consideration and discussion.

Directed Brokerage

In some cases, clients have directed Essex to use a specified broker/dealer for portfolio transactions in their account. In these cases, Essex is not obligated to, and will generally not solicit competitive bids for each transaction or seek the lowest possible commission rates for the client, as the commission rates have typically been pre-negotiated between the clients and the broker. If such clients have not negotiated commission rates, the client will be charged the broker's applicable commission rate. As such, the client may pay higher commission costs, higher prices and transaction costs than it otherwise would have had it not directed Essex to trade through a specific broker.

Furthermore, the client may not be able to participate in the allocation of a security of limited availability (such as an initial public offering). As a result of the special instruction, Essex will execute directed client securities transactions after non-directed brokerage orders are completed. Accordingly, clients directing commissions may not generate returns equal to clients that do not direct brokerage. Clients who direct brokerage should consider whether similar brokerage services may be obtained from other broker/dealers at lower costs and possibly with more favorable execution.

Essex reserves the right to reject or limit client requests for directed brokerage, and clients may be charged a premium for such arrangements.

Step-Outs

Essex may use “step-out trades” when we determine that it may facilitate better execution for certain client trades. Step-out trades are transactions which are placed at one broker/dealer and then “given up” or “stepped out” by that broker/dealer to another broker/dealer for credit. Step-out trades may benefit the client by finding a natural buyer or seller of a particular security so that Essex can trade a larger block of shares more efficiently. Unless directed otherwise by the client, Essex may use step-out trades for any client account.

Essex may use step-out trades to accommodate a client’s directed brokerage mandate. In the case of directed brokerage accounts, trades are often executed through a particular broker/dealer and then “stepped-out” to the directed brokerage firm for credit. In circumstances where Essex has followed the client’s instructions to direct brokerage, there can be no assurance that Essex will be able to step-out the trades, or, if it is able to step-out the trades, that it will be able to obtain more favorable execution than if it had not stepped-out the trades.

Step-out trades may also be used by Essex in order to generate soft-dollar credits, provided that Essex has determined that such transactions are consistent with the principles of best execution and applicable regulations. Please see the discussion of Essex’s soft dollar transaction practices in the “Soft Dollars” subsection below.

Cross Trades

Essex does not engage in cross trades in its client accounts.

Soft Dollars

Essex may direct certain transactions for execution to certain broker/dealers in recognition of brokerage and research services provided by those broker/dealers and/or other third-party providers, to the extent permitted under Section 28(e) of the Securities Exchange Act. The practice of obtaining research in this manner is referred to as using “soft dollars.” Soft dollar transactions generally cause clients to pay a commission rate higher than would be charged for execution only. The products and services received through soft dollar transactions include investment research (either directly, through publications or reports, or through arrangements with third parties) as to the value of securities, the advisability of investing in, purchasing, or selling securities, the availability of securities or purchasers or sellers of securities, presentation of special situations and trading opportunities, advice concerning trading strategy, attendance at broker sponsored investment conferences, access to group and one-on-one meetings with company management and analyses and reports concerning issues, industries, securities, economic factors and trends, portfolio strategy, and the performance of specific strategies.

To the extent that Essex is able to obtain such products and services through the use of clients' commission dollars, it reduces the need to produce the same research internally or to pay outside providers directly, and thus provides an economic benefit to. As an example, Essex has received research services relating to market data and research tools that allow Essex's investment team to perform detailed analysis of securities being considered for purchase or held in accounts, which Essex has found useful in its research process. Essex may have an incentive to select a broker/dealer in order to receive such products and services whether or not the client receives the best execution price. However, Essex may give trading preference to those broker/dealers that provide research products and services, either directly or indirectly, only so long as Essex believes that the selection of a particular broker/dealer is consistent with Essex's duty to seek best execution and obtain the greatest overall benefit for our clients.

Essex also receives services which, based on their use, are only partially paid for through soft dollars. Any such service is considered "mixed-use" because it is used by Essex for both research or brokerage and non-research, non-brokerage purposes. This allocation between hard dollars, paid by Essex, and soft dollars, paid by client commissions, creates an inherent conflict of interest. In each such case, Essex makes a good faith determination of which portion of the service should be paid for with soft dollars and which portion should be paid for with hard dollars. Such determination is then reviewed by Essex's Compliance Department. Essex thereafter retains documentation of the soft dollar to hard dollar allocation.

The research products/services provided by broker/dealers through soft dollar arrangements benefit Essex's investment process for client accounts and may be used in formulating investment advice for any and all clients of Essex, including accounts other than those that paid commissions to the broker/dealers on a particular transaction. Nonetheless, not all research generated by a particular client's trade will benefit that particular client's account. In some instances, the other accounts benefited may include accounts for which the accounts' owners have directed their portion of brokerage commissions to go to particular broker/dealers other than those that provided the research products/services.

As noted previously, Essex maintains a series of internal controls and procedures relating to its brokerage practices, including its use of soft dollars. These controls and procedures are designed to mitigate the potential conflicts of interest described in this Item. As noted above, Essex's Brokerage Committee reviews on a periodic basis Essex's soft dollar arrangements, including the products and services received through soft dollars and the commissions allocated to brokers to ensure these products and services remain useful. Essex also maintains a Soft Dollar Policy that sets forth the Firm's policy and procedures for using soft dollars.

Trade Aggregation

When two or more portfolios are simultaneously engaged in the purchase or sale of the same security, Essex may, but is not obligated to, combine and aggregate the transactions to form a "block trade." In such cases, these accounts will receive the average price of the transactions in that security for the day.

Essex has adopted a policy of using a pro rata allocation of block-traded securities among each account whose order makes up part of the block. In cases where Essex is unable to fulfill a block trade the same day, those securities that have been purchased or sold by the end of the day will generally be allocated pursuant to Essex's pro rata allocation methodology.

Essex believes that, in most instances, a pro rata allocation of block trades will assure fairness. However, we also recognize that no rigid formula will necessarily lead to a fair and reasonable result, and that a degree of flexibility to adjust the formula to accommodate specific circumstances is necessary when determining

how to allocate block trades. Therefore, under certain circumstances, allocation of block trades on a basis other than strictly pro rata may occur if we believe that such allocation is fair and reasonable.

In accounts with Directed Brokerage, Essex will place the client's trade with the designated broker/dealer as instructed rather than include the client's order in the block trade; the client may not necessarily get the better price and/or level of execution that those clients who participate in the block may receive.

In the case of proprietary and affiliated accounts, Essex may aggregate orders for those accounts with orders for other client accounts placed on the same day at approximately the same time; provided that Essex will only aggregate trades by proprietary or affiliated accounts with trades for other accounts if Essex believes at the time the order is placed that aggregation is appropriate, in the best interest of the various accounts, and consistent with the duty to seek best execution for its clients and is not prohibited by the terms of the investment advisory agreement with any client for which trades are being aggregated.

Initial Public Offerings

In the event that Essex participates in an initial public offerings or other securities offerings with limited availability (collectively, "IPOs"), Essex allocates IPOs among accounts taking into consideration factors such as account type, client account objectives, client custodian limitations and preference, investment restrictions, account sizes, cash availability, current specific needs and other factors.

Essex does not allocate IPOs to proprietary or related accounts of the Firm.

Where the actual allocation of an IPO to Essex for its accounts is significantly lower than that originally requested by Essex, the original allocation proportions that we determined for our accounts may result in allocations that are not meaningful to certain accounts. In those situations, Essex may allocate the securities received to significantly fewer accounts than originally intended. Those accounts chosen to receive smaller allocations (or no allocation) are selected based on a combination of factors, such as size, cash position, sector allocations, number of positions, diversification among similar companies, and minimization of custodian transaction costs to the client. While Essex's intention is to allocate IPO shares fairly to all eligible accounts using this methodology, some smaller accounts may not receive allocations.

Item 13 – Review of Accounts

Essex's portfolio management, trading, operations, and compliance teams are responsible for the regular review of the assets of the accounts under their supervision. The number of reviewers and accounts assigned to each varies depending on the nature of the product, service, or strategy. In addition, Essex has established various oversight committees consisting of appropriate representatives within the Firm, including senior members, to assist with the review of activity affecting client accounts.

Our investment professionals, including both portfolio managers and investment research analysts, review the holdings of client accounts on a regular basis. Specifically, portfolio managers review the assets of each account on a regular basis for portfolio strategy and asset allocation purposes. Essex's investment research analysts are typically responsible for tracking a variety of companies and/or industries or sectors and making recommendations for Essex's portfolios. In addition, Essex typically holds regular investment meetings to discuss the securities that Essex is monitoring for potential purchase or sale.

Periodic reviews of client accounts are also conducted by compliance personnel for adherence to internal investment guidelines, client-mandated or contractual guidelines, and regulatory requirements. Compliance will also compare individual client accounts against other accounts invested in a similar manner on a periodic basis.

Essex also performs reconciliations of its records of the securities and cash within its clients' accounts against the records of the custodians who actually hold the securities and cash. These reconciliations are performed by Essex's operations personnel. At a minimum, positions and cash are reconciled on a monthly basis. Depending on the client's custodian, daily automatic reconciliation may be performed. To the extent any discrepancies are identified through the performance of these reconciliations, our operations personnel will work with both our internal team and the custodian to resolve any such discrepancies. The statements and records of the custodian are the official books and records for the account.

Reporting

Essex provides its clients with account reports on a quarterly basis, unless they request these reports more frequently. The reports typically include:

1. Listing of individual holdings, including number of shares and current market value;
2. Quarterly, year-to-date, and/or since-inception time-weighted rates of return;
3. Historical statement of changes describing clients' original capital and additions of capital, together with income earned and a combination of realized and unrealized appreciation or depreciation;
4. Purchase and sale transactions occurring during the quarter; and
5. Comments on markets and strategy.

Due to the variety of accounts that we manage we may provide additional reports to meet each client's individual needs.

In addition, each client will also generally receive reports at least quarterly from their custodian. As noted, the custodian statements reflect the official books and records for the accounts we manage, rather than Essex's statements.

Item 14 – Client Referrals and other Compensation

Relationships with Consultants

Many of our clients and prospective clients retain investment consultants to advise them on the selection and review of investment managers. Essex may have certain accounts that were introduced to Essex through consultants. These consultants or their affiliates may, in the ordinary course of their investment consulting business, recommend Essex's investment advisory services, or otherwise place Essex into searches or other selection processes for a particular client.

Essex has extensive dealings with investment consultants, both in the consultants' role as adviser for their clients and through independent business relationships. Specifically, we provide consultants with information on portfolios we manage for our mutual clients, pursuant to our clients' directions. Essex also provides information on our investment styles to consultants, who use that information in connection with

searches they conduct for their clients. Essex may also respond to “Requests for Proposals” from prospective clients in connection with those searches.

Clients obtained from these consultants may instruct Essex to direct some or all of their brokerage transactions to these consultants, which may also be a broker/dealer, or to the particular broker/dealers with whom they have relationships. Essex, within its normal trading practices, may trade with and allocate brokerage to such consultants or broker/dealers.

Other interactions that Essex may have with consultants include, but are not limited to, the following:

- Essex may invite consultants to events or other entertainment hosted by Essex.
- Essex may, from time to time, purchase software applications, access to databases, and other products or services from some consultants.
- Essex may pay registration or other fees for the opportunity to participate, along with other investment managers, in consultant-sponsored industry forums or conferences. These conferences or forums provide Essex with the opportunity to discuss a broad variety of business topics with consultants, clients, and prospective clients.
- In some cases, Essex may serve as investment adviser for the proprietary accounts of consultants or their affiliates, or as adviser or sub-adviser for funds offered by consultants and/or their affiliates.

In general, Essex relies on each consultant to make appropriate disclosure to its clients of any conflict that the consultant may believe to exist due to its relationship with our firm.

Consulting Databases

Essex may pay consultants or other third parties to include information about Essex’s investment approaches in databases that they maintain to describe the services provided by investment managers to prospective clients.

Relationships with Solicitors

Essex has agreements with unaffiliated third-party solicitors in accordance with Rule 206(4)-3 pursuant to which, Essex compensates the solicitor for referring clients to us. The cost of this arrangement is borne by Essex and does not result in higher fees to clients.

Compensation from Third Parties

Essex does not receive any monetary compensation or any other economic benefit from a nonclient for Essex’s provision of investment advisory services to a client, other than as described above in Item 12 – Brokerage Practices.

Item 15 – Custody

All of the assets in client accounts are held by qualified custodians. Clients must make their own arrangements for custody of securities in their accounts. Such custodians may be broker/dealers, banks, trust companies, or other qualified institutions. The qualified custodian is required to provide the client

with at least quarterly account statements relating to the assets held within the account managed by Essex. Each client should carefully review the qualified custodian's statement upon receipt to determine that it completely and accurately states all holdings in the client's account and all account activity over the relevant period. Any discrepancies identified by a client should be immediately reported to Essex and the qualified custodian. We also encourage clients to compare the statements provided to them by Essex against those provided to them by the qualified custodians.

Essex is considered to be a custodian of client accounts in which Essex has authority to deduct its advisory fees directly. In such cases, Essex is required to assure that the clients in these accounts receive statements from the custodians that reflect the deduction of Essex's fee.

Item 16 – Investment Discretion

Essex is typically granted discretionary authority by a client at the outset of an advisory relationship to determine the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account. When selecting securities and determining amounts of securities for purchase or sale, Essex observes the investment policies, limitations, and restrictions that are applicable to our clients' accounts, as set forth by our clients. Any investment guidelines and restrictions, including amendments, must be provided to Essex by our clients in writing. Please refer to Item 5 for information regarding Essex's non-discretionary client accounts.

Item 17 – Voting Client Securities

Where clients have delegated proxy voting authority to Essex, as an investment adviser and fiduciary of client assets, Essex will follow its proxy voting policies and procedures intended to protect the value of shareholder investments and designed to reasonably ensure that Essex votes proxies in the best interest of clients. In voting proxies, we seek to both maximize the long-term value of our clients' assets and to cast votes that we believe to be fair and in the best interest of the affected client(s).

Voting Agent

Essex has contracted with an independent third-party provider of proxy voting and corporate governance services ("proxy agent") which specializes in providing a variety of services related to proxy voting. Specifically, this proxy agent has been retained to conduct proxy research, execute proxy votes, and keep various records necessary for tracking proxy voting materials and proxy voting actions taken for the appropriate client account.

The proxy agent makes available proxy voting policy guidelines ("Policies") based on varying criteria. Essex has adopted a number of these Policies in determining how clients' proxies will be voted. Essex generally votes in favor of ESG principals, with emphasis on climate change, environmental actions, diversity, and positive social change.

Conflicts of Interest

As noted, Essex has an agreement with the proxy agent and has adopted the proxy agent's Policies. By adopting the Policies, Essex has essentially removed discretion that Essex would have otherwise had to determine how to vote proxies in cases where Essex has a material conflict of interest.

Notwithstanding the appointment of the proxy agent, there may be some instances where Essex votes proxies. Specifically, there may be a situation where the proxy agent itself may have a material conflict of interest with respect to a proxy vote that it is voting on Essex's clients' behalf. In those situations, the proxy agent is obligated to fully or partially abstain from voting the proxy, and Essex's Proxy Committee will provide the voting recommendation after a review of the vote(s) involved. Essex's Chief Compliance Officer must approve any decision made on such vote prior to the vote being cast. Essex's Chief Compliance Officer will also become involved in any other situation, though expected to be rare, where Essex determines to remove voting discretion from the proxy agent. In both of the preceding circumstances, Essex's Proxy Committee will work to ensure that prior to a vote being made, conflicts of interest are identified and material conflicts are properly addressed such that the proxy may be voted in the best interest of clients.

Securities on Loan

Essex generally does not vote proxies for securities on loan. Some clients may participate in client-directed security lending programs, which require a recall of the loaned securities to properly assign voting rights to the lender. Because of these administrative considerations, Essex may not receive adequate notice of a proxy voting solicitation to arrange a recall of shares through the client's custodian or other intermediary in time to vote the proxies. Due to these administrative difficulties, Essex does not vote loaned securities unless contractually required under a client agreement on a best effort basis.

Proxy/Share Blocking

In general, unless otherwise directed by the client, Essex will make reasonable efforts to vote client proxies for accounts in which it has been delegated voting authority. Essex may decline to vote proxies if to do so would cause a restriction to be placed on Essex's ability to trade securities held in client accounts in "share blocking" countries. Accordingly, Essex may abstain from votes in a share blocking country in favor of preserving its ability to trade any particular security at any time.

If you would like a copy of Essex's Proxy Policy, if you would like to review how Essex voted on a particular security in your account, or if you would like further information on the proxy agent's proxy voting policy guidelines, please contact us at the contact information on the cover page.

Class Action Suits and Other Legal Actions

Essex is not obligated to, and typically does not take any legal action with regard to class action suits relating to securities purchased by Essex for its clients. Essex provides instructions to custodians and brokers regarding tender offers and rights offerings for securities in client accounts. However, Essex does not provide legal advice to clients and, accordingly, does not determine whether a client should join, opt out of or otherwise submit a claim with respect to any legal proceedings, including bankruptcies or class actions, involving securities held or previously held by the client. Essex generally does not have authority to submit claims or elections on behalf of clients in legal proceedings. Should a client, however, wish to retain legal

counsel and/or take action regarding any class action suit proceeding, Essex will attempt to provide the client or the client's legal counsel with information that may be needed upon the client's reasonable request.

Item 18 – Financial Information

Essex has no financial condition that impairs our ability to meet our contractual and fiduciary commitments to our clients, and Essex has not been the subject of a bankruptcy proceeding.