

## **ITEM 2: MATERIAL CHANGES**

This Brochure has been revised to reflect the following updates and material changes since the last annual update of our Brochure on March 15, 2024.

### *Item 5, Fees and Compensation*

Aperio added fee rate information for strategies involving long-short strategies. The Short Advisory Fee rates are based on the client account's gross exposure level, which is determined by the total value of the account's long and short positions. Short Advisory Fee rates and gross exposure level thresholds are negotiable at the sole discretion of Aperio, and additional fees may apply for increased gross exposure levels.

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

BlackRock, Inc. ("BlackRock") has established certain information barriers and other policies to address the sharing of information between different businesses within BlackRock, including, effective on or about January 21, 2025, with respect to personnel responsible for managing and voting proxies with respect to certain index equity portfolios versus those responsible for managing and voting proxies with respect to all other portfolios. As a result, portfolio managers within certain units of BlackRock, including Aperio, may be restricted from access to certain information or personnel in other units of BlackRock and may also be subject to limitations from making certain investments on behalf of certain clients subject to threshold limitations on aggregate and/or portfolio-level ownership interests in certain companies. We have made updates to reflect these information barriers and policies in Item 11 ("Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading").

### *Item 12: Brokerage Practices*

In certain investment advisory programs, including the Model-Based SMA Program, Aperio exercises discretion to select securities and generate trades for each client account, in accordance with the mandate selected by the client and any account-specific restrictions imposed by such client, but does not have authority to submit orders for execution through selected broker-dealers. Instead, Aperio delivers orders to the OPM and the OPM is responsible for arranging for execution of trades in such client's account. Aperio will not be responsible for seeking best execution of trades effected by the OPM in the client's account.

### *Item 17: Voting Client Securities*

For those clients who have delegated to Aperio proxy voting authority, Aperio has established default proxy voting guidelines for its strategies. Prior to April 2025, Aperio offered the Aperio Governance Proxy Voting Guidelines (the "Governance Guidelines"), implemented by a third-party proxy service provider, Broadridge Financial Solutions ("Broadridge"). The Governance Guidelines were previously available for clients to choose and were generally the default option for accounts that did not use Aperio's values-aligned strategies and did not select different proxy voting guidelines (with exceptions for select Wrap Programs). The Governance Guidelines are

being retired and will no longer be available for clients to choose beginning in late March 2025.

All current clients using the Governance Guidelines will be moved to the BlackRock Active Investment Stewardship Proxy Voting Guidelines (the “BAIS Guidelines”), which are designed and implemented by BlackRock Active Investment Stewardship through Institutional Shareholder Services (“ISS”) beginning in late March 2025. The BAIS Guidelines will be the default option for accounts that do not use Aperio’s values-aligned strategies and do not select different proxy voting guidelines, and for clients in certain Wrap Program platforms.

Aperio has made additional changes to the available proxy voting guidelines, all now offered through ISS. The current proxy voting guideline options include:

- ISS SRI Proxy Voting Guidelines (the “SRI Guidelines”),
- ISS Catholic Faith-Based Proxy Voting Guidelines (the “Catholic Guidelines”),
- ISS Benchmark Proxy Voting Guidelines,
- ISS Global Board-Aligned Proxy Voting Guidelines,
- ISS Sustainability Proxy Voting Guidelines,
- ISS Public Fund Proxy Voting Guidelines, and
- ISS Taft-Hartley Proxy Voting Guidelines.

Aperio reserves the right to modify, add additional, or change the proxy voting guidelines it offers clients, as well as change or add third-party proxy voting service provider(s).

Aperio encourages each client to read the Brochure carefully and to contact us at the telephone number or email address on the cover page of this Brochure with any questions you may have.

Additional information about Aperio and its investment adviser representatives is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).