

Item 1 – Cover Page

Gallagher Fiduciary Advisors, LLC

2850 Golf Road

Rolling Meadows, IL 60008

<https://www.ajg.com/us/services/investments-fiduciary-consulting/>

<https://www.ajg.com/us/services/retirement-plan-consulting/>

March 31, 2025

This Brochure provides information about the qualifications and business practices of Gallagher Fiduciary Advisors, LLC. If you have any questions about the contents of this Brochure, please contact us at 212-918-8629 or at gbs.frs.compliance@ajg.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Gallagher Fiduciary Advisors, LLC is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about Gallagher Fiduciary Advisors, LLC is also available on the SEC's website at www.adviserinfo.sec.gov.



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Item 2 – Material Changes

There are no changes in this ADV Part 2A (or “Brochure”) that materially change any of the services to our clients.

Any changes to the text herein were intended solely to better describe our business.

Our assets under management have been updated and include balances from our recent acquisitions.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

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Item 4 – Advisory Business

Arthur J. Gallagher & Co. (“AJG”) and Gallagher Benefit Services, Inc. (“GBS”), established Gallagher Fiduciary Advisors, LLC, (“GFA”) in 2008. GFA is the registered investment adviser subsidiary of GBS, one of the world’s largest employee benefits consulting firms. GBS and GFA are owned by Arthur J. Gallagher & Co. (“AJG”), the New York Stock Exchange-listed insurance brokerage and risk management firm (trading under the symbol “AJG”). GFA provides retirement, investment advice/consulting and decision-making to institutional investors, which include public and private sector employee benefit plans (including multiemployer plans), charitable institutions, foundations, endowments, labor organizations, state or municipal government entities, hospitals, non-profit organizations, private trusts, and corporations or business entities, insurance companies and individuals. GFA is also the appointed investment manager of one Collective Investment Trust. GFA also provides personalized financial guidance, retirement planning, data-driven investment advice/consulting, and managed account solutions to individual investors, including participants in workplace plans to private clients. For more information regarding GFA’s individual client services, please see our separate ADV 2A Brochure for Individuals. This Brochure provides information regarding our institutional clients.

Fiduciary Advisory/Consulting Practice

Our investment advisory/consulting practice serves defined contribution and defined benefit pension and other funds regulated under the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), not-for-profit endowments and foundations and other institutional investors, where we accept fiduciary responsibility for ongoing advice on asset allocation, portfolio structure, risk management, third-party investment manager selection and monitoring, trading and brokerage and other issues. Our work for consulting clients regularly includes supervising portfolio transitions when managers are engaged or terminated. This practice also provides investment review services, where we perform project-based evaluations of the investment programs, policies and investment-related organizational structures of institutional investors compared to best practices. We recognize that each client is different and our advice is customized accordingly. To that end, our professionals invest time helping clients define their investment objectives and needs and their tolerance for risk. We consider the nature of the client’s investment portfolio, client’s liabilities or spending requirements, funding objectives, cash flow needs and sensitivity to investment risks.

After helping the client establish its investment policy, asset allocation, risk management strategy and portfolio structure, GFA performs investment due diligence on third-party investment managers and provides advice and recommendations to clients regarding manager selection. In some cases we assume discretionary authority regarding investment decisions such as how and on what terms a client’s assets should be invested

and/or managed by third-party investment managers unrelated to GFA. In doing so, we use our discretion to select, monitor and, if need be, terminate and replace the outside investment managers. In other cases, we assume responsibility for selecting particular investment vehicles suitable for a particular strategy or asset class identified by the client and thereafter managing the client's investment in the vehicle. To support this aspect of our work, we use quantitative and qualitative methodologies, including conducting more than 250 due diligence meetings with investment managers each year, personally interfacing with key personnel both on-site and in our offices to gain insight into their processes, philosophies, resources and organizations¹.

Retirement Plan Consulting

Within GFA, the Gallagher Retirement Plan Consulting Team works with plan sponsors and their employees to design and manage successful employer sponsored retirement plans. This includes defined contribution and defined benefit plans. We help organizations meet their fiduciary responsibilities by working with them to implement prudent, documented processes. Our services include investment advisory, plan governance support, plan design consulting, vendor management and employee education.

We typically engage with our clients as the plan's ongoing advisor but can also consult on a project basis. Our national service model, which is delivered through a local team and regional support offices, can include, but is not limited to:

- **Plan Design** – Detailed analysis and consultation of program features and provisions, included industry best practices and benchmarking.
- **Fee Benchmarking** – Fee Benchmarking reports compare the current provider's hard dollar, soft dollar and transactional fees to other providers in the retirement plan marketplace.
- **Administrative Practices/Plan Consulting** – We will provide ongoing administrative support to the plan administrator and HR team, allowing for full consulting support as it relates to plan design, plan provisions, best practices and fiduciary process management.
- **Vendor Management & RFP Services** – We provide vendor management services to help our clients with day-to-day plan issues and work to ensure the services listed in the service agreement, and promised during the vendor search process, are honored by the service provider and provided in an acceptable manner. Periodically, Gallagher can help its clients complete a full request for proposal evaluation.

- **Regulatory Compliance** – Our Fiduciary Risk Mitigation Model provides for initial fiduciary risk review, best practice documentation of committee formation and ongoing operations, committee process and meeting management, recording of meeting notes (Minutes), and compliance support as it relates to Merger & Acquisitions, Self-Corrections, Voluntary Compliance and/or IRS/DOL audits.
- **Investments** – This includes ERISA 3(21) or 3(38) advisory services, including helping the committee establish an Investment Policy Statement and providing Investment Monitoring Reports.
- **Employee Communication and Education Management** – We will work with the plan sponsor to establish an education and communication strategy to support employees and the goals of the organization. We can help facilitate this through the provider or our own proprietary resources.

Fiduciary Decision-making Practice

Our fiduciary decision-making practice involves acting as a fiduciary decision-maker for ERISA-regulated benefit plans and other institutions when their regular fiduciaries have a conflict of interest or some other circumstance renders it appropriate – or legally necessary – for an independent, knowledgeable party to act in their stead with regard to a particular asset or transaction. Our fiduciary decision-making assignments have included, for example, acting as an independent fiduciary evaluating, valuing, acquiring and disposing of common stock and other securities issued by the employer/sponsor of ERISA-regulated defined contribution and defined benefit pension and other plans. Other assignments have included voting proxies with respect to reorganizations or other changes at mutual funds and other commingled vehicles for the benefit plan and other fiduciary clients of the financial institution that sponsors or manages the fund or vehicle, or corporate mergers involving such institutions. Other assignments have included assisting with pension risk transfer projects, including services relating to selecting annuity providers and assisting with annuity placement. On all of these assignments, we use our judgment as fiduciaries to make a decision about the transaction or asset at hand based on the client's governing documents, the applicable legal standards and the specific facts about the transaction or asset and the client on whose behalf we are taking fiduciary responsibility.

Tailored Advisory Services

Advisory services are tailored to the unique needs of our clients. GFA provides customized discretionary and non-discretionary investment management services. GFA manages both pre-defined, or “model”, as well as fully customized investment strategies that differ by risk and potential return characteristics. Our investment strategies employ multiple underlying managers and investment strategies to provide the desired



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diversification and risk characteristics. We are also a provider of structured equity and liability driven investments to institutional investors, offering a customized approach that endeavors to be affordable and transparent.

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As of December 31, 2024, Gallagher Fiduciary Advisors, LLC, has the following assets under management:

| | |
|-------------------|----------------------|
| Discretionary | \$12,507,982,705.00 |
| Non-discretionary | \$168,106,299,814.00 |
| Total AUM | \$180,614,282,519.00 |

Item 5 – Fees and Compensation

Fees for the investment advisory/consulting and retirement plan consulting practices are established through negotiation, based on the following factors, among others: the value of the assets subject to GFA's services; the nature and scope of the services we provide to the client; the nature and degree of fiduciary and other risk assumed in connection with the services we provide to the client; and whether our role is expected to be temporary or ongoing. We typically charge a flat hard dollar fee or a fee based on assets under advisement. In a few limited cases, GFA charges on an hourly or project basis. Fees are generally paid quarterly in arrears or in advance as agreed upon. Contracts between GFA and its investment advisory clients are generally terminable by either party upon thirty to ninety days' notice.

When GFA serves as a decision-maker for a particular transaction or asset, our fee is structured to reflect, among other possible factors, the size and complexity of the assignment, the degree of risk to which we are subject in connection with the assignment, the exact function to be performed by GFA and the type of investment asset(s) or transaction involved. The structure of the fee for this work has typically been a flat fee, plus reasonable expenses. In a few instances, the fee is asset-based or hourly. In addition, we may be paid on an hourly basis in connection with follow-up work performed for a client after a project is completed.

Our receipt of an asset-based fee presents a conflict of interest. This is because the more assets there are in the client's account, the more the client will pay in fees. Therefore, we have an incentive to encourage clients to increase the assets in their accounts. We address this conflict of interest by ensuring that any such recommendations are in the client's best interest.

GFA does not accept compensation from the sale of securities or other investment products, including asset-based charges or service fees from the sale of mutual funds.

Accounts initiated or terminated during a calendar quarter are charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be refunded unless the parties agree to other terms, and any earned, unpaid fees will be due and payable.

Certain of GFA's supervised persons are registered representatives of Osaic Wealth Inc. (CRD No. 23131) ("Osaic"), a registered broker-dealer (member FINRA and SIPC). As registered representatives of Osaic, they will earn commissions for selling securities products in this separate capacity to clients of GFA. An affiliate of Gallagher, GBS Retirement Services, Inc. ("GBSRS"), also has an arrangement with Osaic in which it will receive commissions for brokerage services provided by GFA's supervised persons who are also registered representatives of Osaic. These arrangements present a conflict of interest because our supervised persons who are registered representatives have an

incentive to recommend securities products to you for the purpose of generating commissions rather than solely based on your needs. To mitigate this conflict of interest, we or our delegate require all supervised persons to ensure that any such recommendations are in the client's best interest.

Certain of GFA's supervised persons may refer clients to GBS Insurance and Financial Services, Inc. ("GBS Insurance"), an affiliated insurance agency. These persons will earn commissions for selling insurance products in this separate capacity to clients of GFA. This presents a conflict of interest because our supervised persons who are insurance agents have an incentive to recommend insurance products to you for the purpose of generating commissions rather than solely based on your needs. To mitigate this conflict of interest, we require all supervised persons who are licensed to offer insurance products to our clients to assure that the recommendation to purchase insurance is in the client's best interest.

We require all supervised persons to seek prior approval of any outside employment activity so that we can ensure that any conflicts of interest in such activities are properly disclosed.

Commissions earned by these persons are separate and in addition to our advisory fees. Securities and insurance products are available through other channels and as a client you are not obligated to purchase products recommended by our supervised persons. For more information, please see Item 10 of this Brochure.

GFA's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which may be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third-party investment managers and other third parties, including for example asset management fees, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds, exchange traded funds, collective investment trusts, limited partnerships and other commingled vehicles also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to GFA's fee, and GFA does not receive any portion of those commissions, fees, and costs.

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

GFA does not currently charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client). If in the future GFA is compensated by the use of an incentive fee arrangements, we will comply with Rule 205-3, under the Investment Advisers Act of 1940 (the "Advisers Act").

Item 7 – Types of Clients

GFA provides retirement, investment advisory/consulting and decision-making services to institutional investors, which include public and private sector employee benefit plans (including multiemployer plans), charitable institutions, foundations, endowments, labor organizations, state or municipal government entities, hospitals, non-profit organizations, private trusts, pooled funds, insurance companies and corporations or business entities.

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

Our asset allocation and investment manager evaluation work spans quantitative as well as qualitative considerations, including traditional modeling, economic conditions and scenarios, and an interrelated set of cash flow, operational, and other considerations. We work with clients to establish a long-term, strategic asset allocation at the “total portfolio level” that is based on a deliberate and evaluative review of the client’s investment objectives, risk tolerance and other relevant information to form a sound foundation for the overall investment program and a road map for implementing investment strategies. We discuss with clients the risks associated with equities, fixed income, and alternative strategies (such as hedge funds of funds, real estate, commodities, certain derivative transactions and private equity/debt) as well as the relative merits of each. As capital markets evolve over time and certain asset classes present compelling investment opportunities, we re-review our clients’ strategic asset allocation to make sure it remains efficient and appropriate. GFA has invested considerable resources in developing and utilizing robust asset allocation modeling software which enables us to model severe market dislocations and how client portfolios would likely react under stressed market conditions. The software enables the team to stress test portfolios and model how different asset allocations would likely react to interest rate changes, severe market swings and dislocations which cause a high degree of correlation across typically non-correlated asset classes.

Communication is a key factor in assessing a client’s needs with respect to investment strategies and portfolio structures and may, from time to time, prove imperfect, although we maintain ongoing communications with our clients regarding those needs. Ascertaining a client’s tolerance for risk requires considerable judgment based on an assessment of the client’s financial position, and the Committee/Board and management’s attitudes toward risk. It is often difficult to assess attitudes toward risk because of diverse views among individuals. Our assessment of the organization’s financial position and capacity for risk (and thus, certain investment strategies) might differ from the organization’s own assessment. These needs and conversations will vary depending on plan type or investment pool.

Our manager search and recommendation/selection process is designed to provide the foundation for insightful recommendations by our team and to support or, as the case

may be, implement prudent decision-making by or for our clients. We start by working with clients to fully define the prospective investment mandate given the overall structure of the client's assets and liabilities and the client's investment objectives and risk tolerance. GFA maintains a Focus List of high conviction managers that have been thoroughly vetted and evaluated by our asset class teams and Research Committee. We also recognize, however, that our clients have unique circumstances that cannot all be met by a single list. In such situations, our client teams employ a rigorous process to ensure that every manager meets our extremely high standards. We view investment manager searches as a critical function, recognizing that the cost of a "poor" decision can be extremely high. Our consulting team utilizes a number of quantitative and qualitative resources firm-wide in order to perform the search, whereby prospective investment managers compete with their peer universe of managers on a number of predetermined factors. And as discussed above, we meet in-person with key representatives of literally hundreds of investment management organizations each year.

We take extensive steps to adequately evaluate prospective and current investment managers for our clients, including seeking prudently to detect shortcomings such as organizational instability, financial weakness and lack of rigor in the investment process. However, our evaluation may not detect all of the nuances of certain functions that the managers perform or fail to perform.

We recognize that "non-traditional" asset classes such as hedge fund of funds strategies or other alternative investments may entail risks different from those presented by traditional asset classes. Members of the research team hold numerous in person meetings with portfolio managers responsible for alternative strategies, and at least one member of the team conducts on-site due diligence at the managers' offices in advance of recommending such strategies to clients. In addition to meeting with the lead portfolio manager, GFA meets with numerous members of the investment team and frequently views demonstrations of proprietary investment analytics used in the management of alternative investment portfolios. We also regularly monitor the portfolio decisions and performance of such funds, and in some cases may participate on a fund's advisory committee comprised of fund investors.

Alternative asset investments may have potential for extreme loss and are not suitable for all clients. For example, real estate may expose an investor to the risk of economic downturn, as well as overbuilding (leading to declines in rental income), inadequate leasing of properties, poor management of properties, inability to sell properties quickly, and political risks (zoning issues). Hedge funds pose several key risks: limited information regarding the managers' holdings, restrictions as to when investors can withdraw their money, investments in certain complex securities with limited liquidity (difficult to sell), use of leverage (investing borrowed money), difficulty in obtaining prices for certain investments, and high fees. Commodities may be highly volatile. Although commodities offer the potential to perform relatively well in a period of rising inflation, they

may sustain large losses when the economy declines. Private equity investments may pose the following risks: lack of access to invested assets for a decade or longer, dependence on good performance of public equity markets to sell investments, dependence on the manager to perform difficult functions – buying high-potential companies on favorable terms and improving their operating performance of the companies, and high fees.

Investing through a commingled investment vehicle such as a limited partnership, as opposed to a separate account that holds the individual securities or a readily tradable vehicle such as a mutual fund or exchange-traded fund, can present risks distinct from the investment risks associated with the underlying investment strategy. Examples include restrictions on withdrawals from the vehicle and contractual limitations on the liability of the general partner or other entity responsible for management. The investment vehicle's prospectus or other offering document and other governing instruments generally disclose those risks. Clients should obtain advice from competent legal counsel before investing in such vehicles. While GFA will assist clients' counsel in their analysis, we do not provide legal advice to our clients. If we have been given investment discretion to select a particular investment vehicle for a client, we use internal and external legal resources (including, if appropriate, the client's counsel) to analyze and, if appropriate, negotiate modifications to the documentation.

Investment Discretion: GFA also manages securities for clients pursuant to agreements that identify specifically the security being managed. The client is typically an employee benefit plan, and the security typically is one that has been issued by the employer/plan sponsor of the plan or an affiliate. If our assignment includes deciding whether and on what terms to acquire the security on behalf of the plan, we engage in fundamental analysis of the issuer and the security. We also consider whether the addition of the security is consistent with the client's Investment Policy Statement and other governing documents, and how the addition of the security affects the overall financial and, if applicable, actuarial condition of the plan. As ongoing manager of such a security, we conduct continuing fundamental analysis of the company and the security against the backdrop of the Investment Policy Statement and the client's needs for liquidity and other individualized concerns.

If the client is a participant-directed defined contribution plan subject to ERISA, and the plan explicitly provides that the investment options offered to participants must include stock or other securities issued by the employer/plan sponsor, our responsibility in these cases typically is to determine, as an independent fiduciary and "investment manager" under ERISA, whether and when, if ever, it has a duty under ERISA to sell the plan's holdings of the security notwithstanding the provisions of the plan and participant elections to invest their plan accounts in the security.

Investing in securities involves risk of loss that clients should be prepared to bear. If the client is a defined contribution plan under ERISA, the client should educate the plan's participants about the risk of loss associated with investment in securities subject to management by GFA since losses on the securities are effectively borne by the participants. Participants should be advised to give careful consideration to the benefits of a well-balanced and diversified investment portfolio. This is particularly true if the plan assets managed by GFA consists of the securities of a single issuer presented as a separate investment option to plan participants, rendering it significantly riskier than a diversified portfolio. If the securities are "qualifying employer securities" held in an employer stock fund investment option in a participant-directed plan, the plan's holdings of the stock are not subject to the diversification requirements of ERISA's fiduciary responsibility rules. In addition, we may have limited or no discretion to sell the plan's holdings of the stock, depending on the terms of the plan, the agreement between GFA and the plan and applicable law.

Accordingly officials or representatives of the client plan should tell participants that the value of investment in such a fund depends entirely on the investment performance of a single security (and, if the employer stock fund also includes a small amount of cash for liquidity purposes, the investment return on the cash), and the participants are therefore subject to the significant risk associated with investing in a single security as opposed to a portfolio of diversified investments. Plan fiduciaries should afford the plan and its participants the opportunity to mitigate that risk by making available to participants the opportunity to invest in a variety of different kinds of investments through an array of diversified investment options.

We do not recommend primarily any particular type of security. The client bears the risk of loss on its investments.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of GFA or the integrity of our firm.

Since its creation in 2008, GFA has had no involvement in any legal or disciplinary proceeding that would have been material to any client or potential client evaluating us or the integrity of our management.

Item 10 – Other Financial Industry Activities and Affiliations

GFA is not a registered broker-dealer and does not have an application pending to register as a broker-dealer. Certain of our employees are registered representatives of a broker-dealer, as further described below. Neither the firm nor any of its management

employees are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading adviser, or an associated person of the foregoing entities. Lastly, other than as described below or in our ADV or a consultant's ADV 2B Brochure, neither GFA nor any of its management employees have any material relationships or arrangements with any related broker-dealer, municipal securities dealer, government securities dealer or broker, investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund), other investment adviser or financial planner, futures commission merchant, commodity pool operator, commodity trading advisor, banking or thrift institution, accountant or accounting firm, lawyer or law firm, insurance company or agency, pension consultant, real estate broker or dealer, or sponsor or syndicator of limited partnerships.

GFA is a single-member, limited-liability company, with GBS as its single member. Itself a wholly-owned subsidiary of AJG. GBS offers expertise and guidance in all areas of benefits planning, delivery and administration for a broad range of employee benefit plans and services, including executive benefits and financial planning, actuarial, data analysis and benchmarking, retirement consulting, benefits outsourcing, and human resources services for its clients.

Some consultants for GFA provide fiduciary consulting services to small, mid, and large retirement plans, including 401k, 403b, 457, pooled, multi-employer, defined benefit, and nonqualified plans. A plan sponsor client of these consultants may choose to pay such fees for services rendered to a defined contribution plan with revenue generated within the plan or with hard dollars. The client chooses the method of payment; GFA is indifferent to which method the client selects. To accommodate clients that choose to pay within the plan (via commissions), a separate wholly-owned subsidiary called GBS Retirement Services, Inc. ("GBSRS"), a limited purpose, constructive receipt, registered broker-dealer was established whose primary function is to receive those plan-generated fees arising from transactions executed by Osaic Wealth Inc. (CRD No. 23131) ("Osaic"), a registered broker-dealer (member FINRA and SIPC), an unaffiliated broker-dealer firm. GFA does not receive any of those fees. While GBSRS is registered with FINRA and is registered in Illinois, New York and Texas as an investment adviser, GBSRS cannot and does not execute or clear securities transactions and cannot and does not receive commissions from any investment manager; it receives monies only from Osaic arising from transactions the latter executes. GFA believes this structure prevents the conflicts that other broker-dealer affiliates may pose. We may have a conflict of interest in that we have an incentive to recommend commissionable securities based on the receipt of commissions, rather than based on the client's needs. We address this conflict of interest by ensuring any such recommendations are in the client's best interest.

Certain of GFA's supervised persons are registered representatives of Osaic. As registered representatives of Osaic, they will earn commissions for selling securities products in this separate capacity to clients of Gallagher. GBSRS also has an arrangement with Osaic in which it will receive commissions for brokerage services provided by GFA's supervised persons who are also registered representatives of Osaic. Furthermore, the percentage of commissions paid to GBSRS is based on the aggregate commissions generated by our supervised persons who are registered representatives of Osaic each calendar year and will increase when certain negotiated thresholds are reached. These arrangements present a conflict of interest because we have an incentive for supervised persons to recommend securities products to you for the purpose of generating commissions rather than solely based on your needs. We have an additional incentive for our supervised persons to recommend commissionable products to you in order to increase the percentage of commissions retained by our affiliate GBSRS. To mitigate these conflicts of interest, we require all supervised persons to ensure that any such recommendations are in the client's best interest.

Certain of GFA's supervised persons may refer clients to GBS Insurance. These persons will earn commissions for selling insurance products in this separate capacity to clients of Gallagher. This presents a conflict of interest because our supervised persons who are insurance agents have an incentive to recommend insurance products to you for the purpose of generating commissions rather than solely based on your needs. To mitigate this conflict of interest, we require all supervised persons who are licensed to offer insurance products to our clients to assure that the recommendation to purchase insurance is in the client's best interest.

We require all supervised persons to seek prior approval of any outside employment activity so that we can ensure that any conflicts of interest in such activities are properly disclosed.

GFA has structured its relationship with all affiliates of GBS and AJG to prevent conflicts of interest and to preserve the objectivity and independence of Gallagher's investment consulting and fiduciary decision-making teams and their advice, decisions and operations. Information barrier procedures have been adopted to safeguard the independence of GFA. A copy of these information barrier procedures is available in their entirety to any client or prospective client upon request.

Item 11 – Code of Ethics

AJG, GBS, and GFA have adopted a Code of Ethics to restrict or prohibit transactions by its employees and their family members that could create actual conflicts of interest, the potential for conflicts or the appearance of conflicts. The Code also established reporting requirements and enforcement procedures. GFA will provide a copy of the Code of Ethics to any client or prospective client upon request.

GFA does not typically recommend to its advisory clients that they purchase or sell individual securities other than interests in commingled investment vehicles such as mutual funds, exchange traded funds, collective trusts, limited partnerships and limited liability companies. As an independent fiduciary decision-maker or adviser, GFA does have authority to purchase or sell, or to recommend the purchase and sale of a particular security. Accordingly, the Code of Ethics includes policies and procedures that limit the ability of employees to purchase or sell certain securities. Those procedures include maintenance and distribution to all Gallagher employees of a list of companies whose securities may not be traded by a Gallagher employee or an immediate family member without advance permission from the Chief Compliance Officer or the appropriate delegated representative, as well as other restrictions.

The Code of Ethics also requires that employees report all securities transactions (with narrowly-crafted exceptions related to instruments such as shares in registered open-end mutual funds, bank certificates of deposits and U.S. government securities) to the Chief Compliance Officer or the appropriate delegated representative, who uses the reports to monitor compliance with the Code of Ethics and other internal procedures. The Code of Ethics requires that each employee certify in writing that he or she has fully and accurately reported to and provided the Chief Compliance Officer or the appropriate delegated representative with statements for all personal securities accounts in which the employee holds a direct or indirect beneficial interest. GFA also has in place written procedures, as required by Section 204A of the Investment Advisers Act of 1940 to prevent the misuse by employees or other access persons of confidential or material non-public information concerning clients or potential clients.

Item 12 – Brokerage Practices

GFA has the authority to determine whether, when and on what terms to sell or buy specific securities only in connection with certain of its decision-making engagements. For those engagements, Gallagher and client negotiate the scope and limitations, if any, that apply to purchasing or selling specific securities. In engagements where GFA determines to buy or sell specific securities, we select the broker and negotiate the commission to be paid unless the client requests that we utilize the services of another broker.

GFA suggests brokers to clients for whom we act as an investment consultant only in the following, narrow senses. First, when clients terminate one investment manager and hire a replacement, they sometimes wish to utilize a portfolio transition agent to assist in transferring and to some extent, modifying the account securities. Based on analysis of competing brokerage firms that perform that type of transition service, GFA may recommend one or more such firms to the client. Second, clients sometimes wish to utilize commission recapture, discount brokerage, soft dollar converter programs or

similar brokerage arrangements. Based on analysis of competing brokerage firms that offer such arrangements, GFA may recommend one or more such firms.

GFA bases its recommendations on various factors and judgments, including the net commission cost to the client, the candidates' ability to provide the precise services desired, the candidates' experience with the category of securities and the relevant market, the exact terms on which such services are provided and a host of other considerations it has developed and documented over the years. Products, research and services given to GFA are not factors in making the determination. GFA does not receive compensation from whichever broker it recommends to the client, in order to preserve our objectivity.

GFA does not receive client referrals or compensation of any kind from broker-dealers or other third parties in exchange for using any particular broker-dealer.

GFA receives research or other products or services from Osaic in connection with client securities transactions. These services can include, but are not limited to: research regarding program investments, ongoing review, evaluation and continued recommendation of program investments, quarterly reports outlining the client's program investment performance, services to facilitate payment of our fees from client accounts, website and associated technology to assist us with the selection of program investments and generation of investment strategy proposals and other associated documents, performance reporting, trading and model management, transition assistance, consultation with compliance, marketing and brokerage services, and discounts on financial planning and business marketing programs. Osaic may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us.

We do not have to pay the broker-dealer for these services and no client is charged for these services. Therefore, we receive a benefit. This presents a conflict of interest, as we have an incentive to recommend Osaic because of our existing relationship and the benefits we receive, rather than on your interest in receiving most favorable execution. We mitigate this conflict by conducting best execution reviews and through the application of our policies and procedures. We may cause clients to pay commissions that are higher than those charged by another broker-dealer to effect the same transaction. We have determined that the transaction charges incurred are reasonable in relation to the value of the services received. These products or services received may benefit all of our clients, not just those whose assets are custodied at the broker-dealer who provides the products or services.

Except as explained above in herein and in Item 10, GFA does not direct trades to any affiliate of GFA, AJG or GBS and GFA does not accept or receive brokerage commissions or "soft dollars."

Item 13 – Review of Accounts

The frequency, type and level of reviews and factors triggering reviews depend on the specific nature of the client, the portfolio and the engagement. When an investment review is undertaken, GFA generally will focus on systems and practices regarding investment-related matters, rather than on periodically evaluating specific portfolio holdings. When overseeing investment-related matters on an ongoing basis, GFA periodically reviews reports from the custodian/master trustee. Investment performance and related reviews generally are conducted on a periodic basis.

GFA meets with clients and typically issues oral or written reports on a periodic basis. These meetings and reports may address any matters subject to the supervision of GFA, pursuant to contract, including for example, asset allocation; adherence of managers to investment objectives, guidelines and policies; investment performance (on both an absolute basis and relative to relevant peers and agreed benchmarks), activities of the master trustee/custodian, such as cash management, reporting, settlement of securities transactions; new investment opportunities and strategies; brokerage practices, including “soft dollar” arrangements; and other matters. GFA generally conducts investment manager searches and evaluations as circumstances require.

Item 14 – Client Referrals and Other Compensation

GFA may directly compensate persons who refer clients to it. However, if applicable, we pay such compensation only through “hard dollars” and do not pay such compensation through directed brokerage involving transactions effectuated on behalf of its clients. In addition, full disclosure is made to clients, if applicable.

The only compensation GFA receives comes directly from our clients for the investment services provided. We do not provide investment advice or recommendations to investment managers regarding their proprietary businesses and do not receive compensation from investment managers for doing so. However, GFA does provide performance measurement service in a non-advisory capacity to a single entity organized as a federally chartered savings bank and which is a registered investment adviser. No actual or potential conflicts are created as a result of this relationship as GFA neither recommends the use of any investment offerings from this entity to its clients nor advises any of its clients regarding this entity.

Item 15 – Custody

GFA does not hold physical custody of client funds or securities. We require that qualified custodians hold client assets, as fully described in Item 12 – Brokerage Practices. GFA has custody because we are granted authority, upon written consent from our clients in our agreements, to make certain third-party transfers on behalf of our clients who have

granted us this authority. This authority is granted to us by the client through the use of a standing letter of authorization (“LOA”) established by the client with his or her qualified custodian. The standing LOA authorizes our Firm to take specific actions pursuant to the terms of the LOA and can be changed or revoked by the client at any time. We have implemented the safeguard requirements of SEC regulations by requiring safekeeping of client funds and securities by a qualified custodian. We have further implemented procedures to comply with the requirements outlined by the SEC in its February 1, 2017 No- Action Letter to the Investment Adviser Association.

GFA does have “custody”, as that term is defined by the SEC, only with respect to accounts which hold securities used as collateral for certain derivative transactions. Because it is necessary for GFA to move the collateral assets when and where they are needed, without obtaining written client instructions in every case, GFA must have a level of authority which constitutes “custody” of the assets. Under Investment Adviser’s Act Rule 206(4)-2, firms are required to hire a qualified independent accounting firm to conduct a surprise audit of these accounts on a yearly basis.

Item 16 – Investment Discretion

GFA accepts discretionary authority to manage securities accounts on behalf of clients pursuant to an investment management agreement that specifically describes the scope and limits on that authority. Clients may limit the authority to a particular category of investment or even to a particular security, such as employer stock. Before GFA assumes this authority, we negotiate with the client the terms of the investment management agreement to ensure that the investment authority is properly delegated, and its scope and limitations are carefully defined. GFA also obtains from the client assurance that the delegation of authority is consistent with the client’s governing instruments such as, for example, the trust agreement establishing an employee benefit plan’s fund and the Investment Policy Statement governing the client’s investment portfolio.

Item 17 – Voting Client Securities

- A.** When GFA’s Fiduciary Decision-making team is voting the proxies on behalf of its client:

As an independent fiduciary, GFA is required to act at all times in the interest of the plan’s participants and beneficiaries. When Gallagher’s fiduciary decision-making discretion extends to voting proxies, we do not apply a blanket guideline to any proxy issue but consider each particular issue on its merits. Even in situations where the scope of our assignment includes the acceptance of a client’s pre-established proxy voting guideline,

GFA generally has a fiduciary obligation to reach its own conclusion and to override the guideline if Gallagher determines adherence to the guideline is contrary to applicable law.

Our procedure for reaching a conclusion on proxy issues generally consists of the following outline:

- Review proxy statement and other public documents (annual report, SEC filings, etc.) for information relevant to the issues;
- Solicit views on the issues from other investment professionals such as money managers who hold the stock (that we may deem “prudent persons in like circumstances,” consistent with the ERISA standard of prudence);
- Review analyses by proxy voting advisory services such as Institutional Shareholder Services and Glass Lewis;
- Identify pro and con considerations relative to the viewpoint of a shareholder;
- Consider appropriate considerations unique to the perspective of an ERISA covered plan (as distinct from other shareholders), if any;
- For more complex issues, generally consider information in the public sphere; for example, news reports or analysis in widely read financial publications which may give us additional perspective;
- Solicit view from other shareholders that own the share in question (that we may deem “prudent persons in like circumstances,” consistent with the ERISA standard of prudence);
- Provide a prudent assessment of the impact on risk-return to the plan for any issue that is raised, including a review of all facts and circumstances surrounding the issue – such factors may include the economic effects of climate change and other environmental, social, or governance factors (ESG factors) on the particular investment or investment course of action;
- Discuss all inputs internally and reach a conclusion;
- Document our process and conclusions in writing; and,

- Upon approval of our investment committee, exercise the proxy vote.

Shareholder votes that involve a transaction materially affecting the ownership or assets of the company that sponsors the ERISA plan may require additional financial and/or legal analysis, such as:

- The price offered for the shares relative to their price before the proposed transaction was announced (i.e., the “premium”);
- Assessment of the consideration offered relative to the company’s financial condition and profitability and business trends impacting the company;
- Comparison of the business and financial prospects of the company in the event the transaction is approved relative to its prospects on a “stand-alone” basis;
- Prospects for additional offers from third parties;
- The adequacy of financing necessary to complete the transaction;
- Potential obstacles to closing, such as litigation or regulatory review; and
- Assessment of the process applied by the company’s Board of Directors in reviewing the bid and soliciting and evaluating competing bids.

- B.** When Gallagher Fiduciary Advisors, LLC’s Fiduciary Decision-making team is voting the proxies of a mutual fund reorganization on behalf of the fund’s benefit plan investors (“Clients”):

GFA shall conduct an independent fiduciary analysis of the reasonableness from the investment perspective of the Clients collectively of the transactions with respect to each of the funds, and based on such fiduciary analysis, direct the Company in writing whether to vote the shares of each fund held by all relevant Clients either in favor of or against the transaction with respect to that particular fund (each such direction an “Instruction” and, collectively, the “Instructions,” it being understood that GFA may provide a separate Instruction with respect to each fund covering the shares in the particular fund held by the Clients in that fund).

GFA's instructions shall be based on its independent determination. Our responsibility shall be limited to the delivery of the Instructions, and it shall have no responsibility, fiduciary or otherwise, with respect to any other aspect of the funds or the transactions. It is understood and agreed that the Company, and not GFA, is responsible for casting the Clients' votes for or against the approval of each of the transactions in accordance with the Instructions.

GFA shall act independently of the Company and its affiliates at all times and shall take such actions as it deems necessary and appropriate in its sole discretion to discharge fully its duties hereunder.

GFA shall complete the services described above in a timely manner.

- C. When Gallagher Fiduciary Advisors, LLC's Investments practice is monitoring the proxy voting policies of third-party investment managers on behalf of its client:

When serving as an investment consultant, GFA's fiduciary duty on behalf of its client is to select third-party investment managers, monitor their performance and their fees, and make any necessary changes (including replacing the manager) when either the performance of the manager is sub-par, or their fees are unreasonable. As part of the monitoring process, GFA is charged with monitoring the third-party investment manager's activities with respect to its proxy voting of the underlying investments. GFA shall request a copy of the proxy voting policy that the third-party manager has adopted and monitor its actions in relation to the policy.

Clients may obtain a copy of GFA's proxy voting policies and procedures upon request. Clients may also obtain information from GFA about how we voted on any proxies on behalf of their account(s).

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about GFA's financial condition. GFA, or any of its affiliates, has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding.

Item 19 – Requirements for State-Registered Advisers

Not applicable since GFA is registered with the SEC.