Atalanta Sosnoff Capital, LLC
Part 2A of Form ADV
Firm Brochure

505 Fifth Avenue, 17th Floor
New York, NY 10017
(212) 867-5000
http://www.atalantasosnoff.com

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Item 1: Cover Page

This brochure provides information about the qualifications and business practices of Atalanta Sosnoff Capital, LLC ("ASC" or "the Company" or "Firm"). If you have any questions about the contents of this brochure, please contact us at 212-867-5000 and/or at mrk@atalantasosnoff.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.

ASC is a registered investment advisor. Registration of an Investment Advisor 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 advisor.

Additional information about ASC is also available on the SEC's website at: www.adviserinfo.sec.gov.

Item 2: Material Changes

ASC's most recent update to Part 2 of Form ADV was made in March 2024. ASC's business activities have not changed materially since the time of that update. Our brochure may be requested by contacting the compliance department at 212-867-5000 or mrk@atalantasosnoff.com. Our brochure is also available on our website at www.atalantasosnoff.com, also free of charge.

Additional information about ASC is also available via the SEC website (www.advisorinfo.sec.gov). The SEC's website also provides information about any persons affiliated with ASC who are registered or are required to be registered as an investment advisor representative of ASC.

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Item 4: Advisory Business

ASC, a New York Limited Liability Company, was founded in January of 1981 and is majority owned by its senior executives; Craig Steinberg, Robert Ruland, and Matthew Ward. The remaining minority ownership is held by Evercore Partners Services East, LLC, a wholly owned company of Evercore Partners Inc. ASC is a registered investment adviser dedicated to providing quality, separate account investment management services to its clients. All investment decisions are made on behalf of its client accounts by members of ASC's Investment Committee and Fixed Income Committee.

ASC provides investment advisory services on a discretionary basis to separately managed accounts including individuals, trusts, tax exempt funds (such as pension, annuity and profit-sharing plans), charitable organizations (such as endowments and foundations), State and Municipal government entities and corporations. The investment advisory services are provided based on written agreements between the client and ASC. The investment advisory services include, without limitation, management of equity, balanced and fixed income portfolios. These services are provided by ASC based on the client's financial goals and objectives which are provided by the client.

ASC provides investment advisory services to numerous separately managed accounts that have substantially similar investment objectives and similar portfolio holdings and characteristics. However, ASC clients having substantially similar investment objectives will not have identical investment portfolios. Differing investment portfolios can be expected to result from several factors, including, without limitation, the following: regulatory constraints that apply to certain accounts but not to others; investment constraints imposed by the client; and the amount of cash available for investment at certain times. As a result, accounts may have a different investment portfolio and performance results than other accounts even though the accounts have substantially similar investment objectives. In addition, there may be circumstances when one account will sell a security while another account may purchase the security on the same day, primarily due to cash contributions and/or withdrawals.

ASC recommends third party investment advisors to provide investment advisory services to certain client accounts. In such arrangements, ASC provides other financial services to these clients such as performance reporting and related services.

Atalanta Sosnoff Management, LLC ("ASM") is a registered investment advisor and a wholly owned subsidiary of ASC. ASC is retained by ASM as the sub advisor on all of ASM's client accounts at no fee. All investment decisions made on behalf of ASM's client accounts are made or given by members of ASC's Investment Committee and the Fixed Income Committee. ASC and ASM share employees and physical space in its New York City headquarters.

A small number of ASC's accounts, including accounts owned by its employees, their families, close associates and certain charitable organizations are managed without a management fee and/or, in certain cases, under special arrangements in which the client continues to exercise investment authority over their account. In addition, a small number of discretionary account clients also maintain non-discretionary accounts in which the clients make their own investment decisions without any investment advisory services provided by ASM or ASC personnel. The non-discretionary client accounts use ASC to communicate trade orders to their custodial broker-dealer on their behalf. ASM and ASC do not receive any compensation from non-discretionary accounts. ASM and ASC employees and their families will participate in bunched orders with the Firm's client accounts at an average price if it is beneficial to the client to do so subject to the Company's Code of Ethics.

As of December 31, 2024, ASC managed $4,497 million on a discretionary basis on behalf of approximately 195 clients.

<u>Item 5</u>: Fees and Compensation

Investment advisory fees for separately managed accounts are calculated on a percentage of assets under management computed and payable at specified intervals, generally quarterly in arrears. However, for a few smaller clients ASC receives a fixed fee computed and payable at specified intervals, generally quarterly in arrears. ASC receives permission from certain clients to automatically debit their investment advisory fee from their qualified custodial, banking or brokerage account.

The standard fees on a separately managed account are as follows; 1.00% up to $20,000,000, 0.50% on the next $30,000,000, 0.30% on the next $50,000,000 and 0.25% over $100,000,000. Fees are prorated for inception/termination dates other than customary fee computation dates and may be prorated for significant contributions and withdrawals at ASC's discretion. The investment advisory fee for separately managed accounts ranges from 0.20% to 1.00% per annum. Fees may vary depending on the size of the account and/or relationship, type of product and type of account. Assets under management are valued daily based on the last sale price of the security on the exchange on which it is traded. Security prices are provided to ASM and ASC by ICE Data Services ("ICE"), an independent pricing service widely recognized in the industry. If the security has not been traded, ICE will provide the current bid price or another similar method will be used to determine asset value. ASC investment advisory agreements with clients are terminable at will by the client or ASC. Minimum account size for separately managed accounts is $100,000 for an individual account and $500,000 for an institutional account. However, ASC may waive the minimum size requirement for certain relationships. In addition to ASC's investment management fees, clients bear trading costs, custodial fees and other expenses that may be charged by their custodian or other third parties. Clients should review all fees charged by ASC and its affiliates, custodians and brokers and others to fully understand the total amount of fees paid. For additional information about brokerage, please see "Brokerage Practices" section below.

The issuer of some of the securities or products we purchase for clients, such as ETFs, may charge product fees that affect clients. ASC does not charge these fees to clients and does not benefit directly or indirectly from any such fees. A mutual fund or ETF typically includes embedded expenses that reduce its net asset value, and therefore directly affect the performance and indirectly affect a client's portfolio performance or an index benchmark comparison. Expense of a mutual fund or ETF may include management fees, custodian fees, brokerage commissions, and legal and accounting fees. These expenses may change from time to time at the sole discretion of the issuer.

Investment Advisory services begin with the effective date of the Investment Advisory Agreement, which is the date that the client signs the Agreement. For the first fee billing cycle that the Agreement is effective, fees are charged on a pro-rata basis based upon the number of days in which the Company managed the account in the billing period. Either the Company or the client may terminate the Investment Advisory Agreement at any time upon written notice to the other party, subject to the terms of the Agreement. Clients are responsible for paying for services rendered until the effective termination of the Agreement. If the client has paid fees in advance and terminates the Agreement, the Company will provide a pro-rated refund.

ASC recommends third party investment advisors to provide investment advisory services to certain client accounts. ASC receives a portion of the fee charged to the client and the total fee is not increased due to this arrangement.

As discussed in the "Advisory Business" section above, a small number of ASC's accounts are managed without a management fee.

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

ASC does not charge any clients performance fees or have side-by-side managed accounts.

Item 7: Types of Clients

ASC provides investment advisory services on a discretionary basis to separately managed accounts including individuals, trusts, tax exempt funds (such as pension annuity and profit-sharing plans), charitable organizations (such as endowments and foundations), State and Municipal government entities and corporations. ASC generally imposes a minimum investment for a separately managed account of $100,000 for an individual account and $500,000 for an institutional account.

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

ASC provides a consistent investment strategy across all like accounts in an effort to achieve long-term performance for its clients. Investment decisions for all clients are made by ASC's Investment Committee and Fixed Income Committee of the Company on the basis of an analysis of publicly available information some of which is filed by issuers with regulatory authorities, research materials disseminated by brokers, including brokers which effect transactions for clients of ASC and other publicly available material disseminated in various financial media. ASC may also receive information from specialized investment and economic publications and electronic information retrieval systems, such as Bloomberg, Reuters and FactSet.

Investment services are considered in the context of the client's investment objectives, investment policies, restrictions, resources, and investment positions of the account under management. Decisions with respect to long-term or short-term investment strategies may include an analysis of the client's tax status, and investment needs and general market conditions. Once suitable strategies are identified, ASC will implement the appropriate asset allocation of equities, fixed income and/or balanced portfolio. The investments generally include common and preferred equities, U.S. Government and government agency debt securities, corporate debt securities, money market instruments including U.S. Treasury Bills, mutual funds, exchange-traded funds (ETFs) and other fixed income securities.

The Company performs security analysis in an effort to identify primarily large to mid-capitalization securities where we believe the earnings of the issuer will be greater in the future (generally 12-24 months) than in the recent past. The Company utilizes internally generated research, complemented by independent third-party research, to identify securities as potential investments for clients. The Company will consider factors such as specific company characteristics (products, management, industry), macroeconomic conditions (interest rates, inflation) and geo-political environment (government spending, macro-economic setting), quality and liquidity of the security and industry diversification. In the course of their portfolio analysis, the Company may contact and/or meet with officers or key personnel of issuers.

ASC also provides investment advisory services with respect to certain fixed income securities that typically include U.S. government obligations, corporate debentures, mortgage-backed securities, money market and cash sweep investments, exchange-traded funds ("ETF") and preferred stocks. ETFs are securities that generally seek to replicate the performance of an index of securities. ETF shares generally trade on a listed securities exchange or in the over-the-counter market. When investing ETFs in a client account, the client becomes a shareholder of the security and as a result bears its proportionate share of the ETF's management fee and other expenses. These fees are reflected in the price per share of the ETF. The fee and other expenses are in addition to the advisory fees paid by the client to ASC and may reduce the account's performance. ASC may invest in ETFs for several reasons, including to facilitate the handling of cash flows, reduce the risk of holding a single issuer security, improve liquidity or to obtain a more efficient means to obtain a specific type of market or specific sector exposure.

Risk Consideration

All investing involves a risk of loss and the investment strategies offered by ASC could lose money over short or long periods. Past performance is not a guarantee of future results and individual account performance will vary. Performance could be hurt by a number of different risks including but not limited to:

Stock market risk. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices. There is a risk that stock prices overall will decline. Market risk may affect a single company, sector of the economy or the market as a whole.

Sector risk. There is a risk that material problems can affect a particular sector of the economy, or that returns from that sector will trail returns from the overall market. Daily fluctuations in specific market sectors are often more extreme than fluctuations in the overall market.

Advisory risk. There is no guarantee that ASC's judgment or investment decisions about specific securities, sectors or asset classes will necessarily produce the intended results. ASC selects investments based, in part, on information provided by issuers to regulators or made publicly available by the issuers or other sources. ASC is not always able to confirm the completeness or accuracy of such information, and in some cases, complete and accurate information is not available. Incorrect or incomplete information increases risk and may result in losses. Identifying successful companies is difficult, and there are no assurances that such a strategy will succeed. Furthermore, clients may hold such investments for a substantial period of time before realizing any anticipated value.

Investing in securities entails risks associated with the underlying business. Investments in securities entail all the risks associated with their underlying businesses, including reliance on a company's managers and their ability to execute business strategies. In addition, all businesses face risks such as adverse changes in regulatory requirements, interest rate and currency fluctuations, general economic downturns, changes in political situations, market competitions and other factors. ASC will not have day-to-day control over any company in which it invests for clients.

ASC may be limited in dealing with investments if ASC's principals acquire inside information Certain principals or employees of ASC may become aware of material non-public information. ASC is generally restricted from acting on such information, therefore ASC would not be able to buy an investment that it otherwise might have bought or may not be able to sell an investment that it otherwise might have sold when in possession of material non-public information. **ASC may invest client assets in securities issued by other clients, entities related to other clients, or other entities which ASC may have business relationships with.** No such investments are made unless the investments are in the best interests of clients and ASC has ensured that such investments are made in compliance with its Insider Trading Policy.

Fixed Income Securities. Risks associated with investing in fixed income securities (i.e., bonds) include:

- The bond issuer's ability to pay interest or repay the bond principal;
- Stability of the issuer's financial status;
- Changes in market interest rates cause the bond's value to fall;
- Illiquidity in the bond market may make the bond difficult or impossible to sell;
- The bond issuer may repay (call) the bond prior to maturity; or
- Inflation may reduce the effective yield on the bond's interest payments.

Bonds - Call Provisions. Many bonds, including agency, corporate and municipal bonds, and all mortgage-backed securities, contain a provision that allows the issuer to "call" all or part of the issue before the bond's maturity date. The issuer usually retains this right to refinance the bond in the future if market interest rates decline below the coupon rate. There are three disadvantages to the call provision. First, the cash flow pattern of a callable bond is not known with certainty. Second, because the issuer will call the bonds when interest rates have dropped, clients are exposed to reinvestment rate risk – clients will have to reinvest the proceeds received when the bond is called at lower interest rates. Finally, the capital appreciation potential of a bond will be reduced because the price of a callable bond may not rise much above the price at which the issuer may call the bond.

Bonds – Yield Curves. Bond portfolios typically include bonds with a range of maturity dates. In assembling a bond portfolio, ASC generally assumes that changes in the yield curve will occur at roughly parallel rates, that is, that interest rates on long-term bonds will move up or down in the same direction as interest rates on short-term bonds. In reality, shifts in the yield curve are unpredictable, and changes on long-term bond yields rarely move in parallel with changes to short-term bond yields. To the extent that the yield curve movements deviate from this assumption, the bond portfolio may generate results different from those anticipated by ASC.

Bonds – Inflation. Inflation risk results from the variation in the value of cash flows from a security due to inflation, as measured in terms of purchasing power. For example, if a client purchases a 5-year bond in which it can realize a coupon rate of 5%, but the rate of inflation is 6%, then the purchasing power of the cash flow has declined. For all but inflation linked bonds, adjustable bonds or floating rate bonds, clients are exposed to inflation risk because the interest rate the issuer promises to make is fixed for the life of the security. To the extent that interest rates reflect the expected inflation rate, floating rate bonds have a lower level of inflation risk.

Derivatives. ASC may invest the Fund in options and derivative instruments, including buying and writing puts and calls on some of the securities, currencies and other assets held by the Fund. The prices of many derivatives are highly volatile. Price movements of options contracts and swap payments are influenced by, among other things, interest rates, demand for such products, trade and exchange control programs and other government policies, and national and international political and economic events. The value of options and swap agreements depends upon the price of the underlying securities, currencies or other assets. The Fund is also subject to the risk of the failure of any of the exchanges on which ASC trades or of their clearinghouses or of counterparties. The cost of options is related, in part, to the degree of volatility of the underlying securities, currencies or other assets. Accordingly, options on highly volatile securities, currencies or other assets may be more expensive than options on other securities, currencies or other assets. Swaps and certain options and other custom instruments are subject to the risk of nonperformance by the counterparty, including risks relating to the financial soundness and creditworthiness of the counterparty.

Put Option. A put option allows the purchasing investor to require the writing investor to purchase the underlying security, currency or other asset at the specified exercise price. Purchasing and writing (i.e., selling) put options are highly specialized activities and entail significant risks. The risk involved in writing a put option include the possible decreases in the value of the underlying asset caused by declining stock prices, rising interest rates or other factors. If this occurred, the option could be exercised, and the client would be required to purchase the underlying security, currency or other asset at a price higher than its current market value. If a put option purchased by a Fund were permitted to expire without being sold or exercised, the Fund would lose the entire premium it paid for the option.

Call Option. A call option allows the purchasing investor, for a premium, to purchase from the selling investor the right to buy the underlying security, currency or other asset at the exercise price. Purchasing and writing (i.e., selling) call options are highly specialized activities and entail significant risks. The risks involved in writing a call option include possible increases in the market value of the underlying asset caused by rising stock prices, declining interest rates or other factors. If this occurred, the option could be exercised and the underlying security, currency or other assets would then be sold by the Fund at a lower price than its current market value. If a call option purchased by the Fund were permitted to expire without being sold or exercised, the Fund would lose the entire premium it paid for the option.

Counterparty Risk Arising from Investments in Derivatives. ASC may engage in transactions for the Fund in securities and financial instruments that involve counterparties. Under certain conditions, the Fund could suffer losses if a counterparty to a transaction were to default or if the market for certain securities or financial instruments were to fail. In addition, the Fund could suffer losses in the event of a default or bankruptcy by certain other third parties, including brokerage firms and banks with which the Fund does business.

Margin. Employing margin strategies in the Fund's account is a more aggressive, higher risk approach to pursuing investment objectives. The risks associated with investing, as well as costs, may be increased when employing margin strategies, and depending upon the return achieved, may make investment objectives more difficult to realize. The Fund may lose more than its original investments. Likewise, a positive or negative performance, net of interest charges and fees, is magnified. Gains or losses are greater than would be the case in accounts that do not employ margin strategies. The Fund may not benefit from employing margin strategies if the performance its account does not exceed interest expenses on the loan plus fees incurred as a result of depositing the proceeds of the loan.

Cybersecurity Risk. The increased use of technologies to conduct business increases operational, information security and related risks. Cyber incidents can result from deliberate attacks or unintentional events and include, but are not limited to, gaining unauthorized access to digital systems (e.g. through "hacking" or malicious software coding) for purposes of misappropriating assets or sensitive information, corrupting data, or causing operational disruption, or for purposes of causing denial-of-service attacks on websites (i.e., efforts to make network services unavailable to intended users). Cyber security failures or breaches by issuers of securities or the exchanges on which they are traded, have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, interference with or impediments to trading, the inability to transact business, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs.

An Epidemic Outbreak or Other Natural Disaster Risk. Reactions to such an event could cause uncertainty in markets and businesses, including the Company's business, and may adversely affect the performance of the global economy, including causing market volatility, market and business uncertainty and closures, supply chain and travel interruptions, the need for employees and vendors to work at external locations, and extensive medical absences. The Company has policies and procedures to address known situations, but because a large epidemic or other natural disaster may create significant market and business uncertainties and disruptions, not all events that could affect the Company's business and/or the markets can be determined and addressed in advance.

Political Risk. The Company and portfolio investments could be adversely affected by changes in, or uncertainty surrounding, political events that are beyond their control or the control of ASC. For example, the outbreak of hostilities in or involving the U.S., Western European countries or elsewhere, the death of a major political figure or similar occurrences may have significant adverse effects on investment results. Investments may be subject to changing political environments, regulatory restrictions, sudden overturn of established norms and changes in government institutions and policies, any of which could adversely affect investments made by the Company.

Inflation Risk. Portfolio investments may be adversely affected by inflation, including, without limitation, by government regulations and contractual arrangements. These effects may differ based on the type of investment, as certain issuers may earn more revenue, but will incur higher expenses; as inflation declines, while fixed income investments may decline in value by becoming less competitive relative to newer higher rate fixed-income instruments. Further, wages and prices increase during periods of inflation, which can negatively impact returns on investments, and increases in energy prices will have a ripple effect through the economy. In an attempt to stabilize inflation, countries may impose wage and price controls or otherwise intervene in the economy. Governmental efforts to curb inflation often have negative effects on the level of economic activity. There can be no assurance that inflation will not become a serious problem in the future and have an adverse impact on the Company or investment returns.

Russian Invasion of Ukraine. On February 22, 2022, the United States and several European nations announced sanctions against Russia in response to Russia's actions. On February 24, 2022, President Putin commenced a full-scale invasion of Russia's pre-positioned forces into Ukraine, which could have a negative impact on the economy and business activity globally, and therefore could adversely affect the performance of the Company's investments. Furthermore, the conflict between the two nations and the varying involvement of the United States and other NATO countries could preclude prediction as to their ultimate adverse impact on global economic and market conditions, and, as a result, presents material uncertainty and risk with respect to the performance of investments. In response to the Russian invasion of Ukraine in February 2022, the European Union, the United States, the United Kingdom and other governmental entities have passed a variety of severe economic sanctions and export controls against Russia, including imposition of sanctions against Russia's Central Bank and largest financial institutions. In addition, a number of businesses have curtailed or suspended activities in Russia or dealings with Russian counterparts for reputational reasons. While current sanctions may not target the Company's portfolio investments generally, these sanctions have had and may continue to have the effect of causing significant economic disruption and may adversely impact the global economy generally, and the Russian economy specifically by, among other things, creating instability in the energy sectors, reducing trade as a result of economic sanctions and increased volatility and uncertainty in financial markets, including Russia's financial sector. Additionally, any new or expanded sanctions that may be imposed by the U.S., EU, UK, or other countries may materially adversely affect the Company's investments. Further, any sanctions might result in higher prices for gas, oil and other natural resources, which would result in higher costs and might also contribute to inflation, which may reduce discretionary consumer spending.

Government Policy Risk. Following the U.S. presidential election in 2024, there have been significant changes and continue to be potentially significant changes to U.S. trade policies, legislation, treaties and tariffs. Tariffs and other trade restrictions imposed by the Trump Administration have triggered, and could continue to trigger, retaliatory actions by affected countries, possibly resulting in "trade wars". At this time, it is unknown whether and to what extent new legislation will be passed into law, pending or new regulatory proposals will be adopted, international trade agreements will be negotiated, or the ultimate effect that any such actions would have, either positive or negative. Recent market activity has been volatile due to the recent imposition of "matching" tariffs, and uncertainty surrounding tariff policies and global reactions to them may continue to trigger increased market volatility, which increases the uncertainty of the investing climate and affects the performance of various portfolio investments that are expected to be sensitive to such market movements.

Item 9: Disciplinary Information

Registered Investment Advisers are obligated to disclose any disciplinary event that might be material to a client when evaluating our services.

ASC and its employees have not been involved in any legal or disciplinary events that would be material to a client's evaluation of the Company or its personnel.

Items 10: Other Financial Industry Activities and Affiliations

ASC is a New York Limited Liability Company that is majority owned by the senior executives of the Company; Craig Steinberg, Robert Ruland, and Matthew Ward. The remaining minority ownership is held by Evercore Partners Services East, LLC, and a wholly owned company of Evercore Partners Inc. (collectively "Evercore"). The aforementioned senior executives control all of the investment management responsibilities and general daily operations of the Company. ASC is governed by a management board consisting of Craig Steinberg, Robert Ruland, and an Evercore designee.

ASM is a New York Limited Liability Company and a wholly owned subsidiary of ASC and registered investment adviser. All employees of ASM are also employees of ASC. ASC serves as a sub adviser to ASM in connection with ASM's services to its clients at no fee. In such capacity, ASC's Investment Committee and Fixed Income Committee manage ASM's clients' portfolios. The Company provides the same investment services and portfolio management to ASC and ASM clients. ASC reviews the composition of its clients' portfolios to assure consistency with their investment objectives and policies.

ASC is affiliated with other financial services entities through its owner Evercore including certain research related service providers. However, ASC does not have arrangements with such entities that are material to the Company's advisory business. Any affiliated services provided to ASC are charged a fee at an arms-length basis.

ASC's employees may serve as outside directors or similar positions for various organizations. These organizations may include private corporations, charitable foundations and other not-for-profit institutions. Employees do not receive any compensation for serving these positions and responsibilities are limited to meeting with other board members and management to discuss the organization of the business and other routine corporate or business matters. Organizations for which employees of ASC serve on the board of directors may retain ASC to provide investment advisory services. To the extent that an organization retains ASC for advisory services, ASC may offer terms that are more favorable than those otherwise available to other clients of ASC.

ASC and its employees do not have any relationships or arrangements with other financial services companies that pose material conflicts of interest.

ASC may give advice and take action with respect to a client account that may be the same as or different from an action taken by ASC or its employees for its proprietary or personal accounts subject to the Company's Code of Ethics (See Item 11). ASC is not obligated to recommend, buy or sell, or refrain from recommending, buying or selling any security that ASC or its employees may buy or sell, directly or indirectly, for its or their own accounts or for the account of any other client. Additionally, ASC personnel may invest in private funds managed by ASC or its affiliates which may, in their discretion, waive or reduce all or a portion of the fees payable to it in connection with the interests held by ASC, its officers, directors and principals, their respective family members and certain affiliates and business associates.

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

ASC has adopted a Code of Ethics (the "Code") pursuant to Rule 204A-1 under the Investment Advisers Act of 1940 and is predicated on the principle that ASC owes a fiduciary duty to its clients. To avoid any potential conflicts of interest involving personal trades, the Code requires, among other things, that employees:

- Act with integrity, competence, diligence, respect, and in an ethical manner with the public, clients, prospective clients, employers, employees, colleagues in the investment profession, and other participants in the global capital markets;
- Place the integrity of the investment profession, the interests of clients, and the interests of ASC above one's own personal interests;
- Adhere to the fundamental standard that they should not take inappropriate advantage of their position;
- Avoid or disclose any actual or potential conflict of interest;
- Conduct all personal securities transactions in a manner consistent with the policy;
- Use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, taking investment actions, and engaging in other professional activities;
- Practice and encourage others to practice in a professional and ethical manner that will reflect credit on yourself and the profession;
- Promote the integrity of, and uphold the rules governing, capital markets;
- Maintain and improve their professional competence and strive to maintain and improve the competence of other investment professionals.
- Comply with applicable provisions of the federal securities laws.

ASC's Code also requires Employees to: 1) pre-clear certain personal securities transactions, 2) report personal securities transactions on at least a quarterly basis, and 3) provide ASC with a detailed summary of certain holdings (both initially upon commencement of employment and annually thereafter) over which such employees have a direct or indirect beneficial interest.

From time-to-time ASC buys or sells for a discretionary account, securities in which an employee and/or a related person or account also buys or sells. ASC has policies and procedures that are intended to identify these and other potential conflicts and to ensure client interests come first. ASC seeks to ensure that it and/or its employees do not benefit from short-term market effect of its securities transactions for its clients. The Code imposes restrictions on the purchase or sale of securities for their own or related accounts such as preclearance from the compliance department, a two-day waiting period for investment personnel whereby clients must receive better execution in same securities, restriction on investing in initial public offerings and engaging in any form of illegal or fraudulent activities. All employees must certify annually their adherence to the Code. Employees are compelled to disclose all of their investments and related accounts to the Compliance Department. If a transaction is inadvertently executed in an employee's account that is in violation of the Code, the trade is reallocated to the custodian broker's error account, closed and the profits are given to charity by the executing broker.

A copy of ASC's Code shall be provided to any client or prospective client upon request by contacting the Chief Compliance Officer at 212-867-5000.

There may be instances when ASC has the opportunity to buy for one of its clients, securities which another client wishes to sell, or sell for one client securities which another client seeks to buy. In this scenario it is ASC's goal not to favor one client over another and will only place the clients' orders if the price difference in the buy and sell is nil. Certain clients are prohibited from participating in cross transactions and therefore ASC will not transact in this manner. In cross transactions between two client accounts, ASC does not receive any compensation from these transactions. ASC employees or related accounts are prohibited from participating in client cross transactions.

Item 12: Brokerage Practices

ASC is generally responsible for selecting broker-dealers to execute client transactions, the placement of the securities transactions for clients and the negotiation of prices and commissions paid on such transactions. Securities are purchased through brokers on major securities' exchanges or in rare exceptions directly from the issuer or from an underwriter or market maker for the securities. Securities transactions (buys and sells) executed through broker-dealers generally include a commission to the broker. Purchases and sales of securities from dealers serving as market makers include the spread between the bid and the asked price. ASC may utilize the services of one or more introducing brokers who will execute brokerage transactions through a prime broker and a custodian that will clear the transactions for clients.

Securities transactions will be executed through brokers selected by ASC in its sole discretion and without the consent of clients, except ASC clients that direct their brokerage and ASM-managed broker-sponsored wrap accounts sub-advised by ASC. In placing portfolio transactions, ASC will seek to obtain the best execution for the clients, taking into account the following factors: the ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any); the operational efficiency with which transactions are effected, taking into account the size of order and difficulty of execution; the financial strength, integrity and stability of the broker; the broker's risk in positioning a block of securities; the quality, comprehensiveness and frequency of available research services considered to be of value; and the competitiveness of commission rates in comparison with other brokers satisfying ASC's other selection criteria.

Research and Other Soft Dollar Benefits

The term "soft dollars" refers to paying for research related products and services through client commission revenue earned by an executing broker. The revenue is based on the volume of brokerage commissions generated from securities transactions executed through brokers by an investment manager on behalf of advisory clients. Section 28(e) of the Securities Exchange Act of 1934, as amended allows ASC to cause clients to pay broker-dealers more than the lowest commission available in order to obtain research and brokerage services without breaching its fiduciary duties to clients or imposing a duty upon ASC to obtain the lowest commission if certain conditions are met and ASC makes a good faith determination that the commissions paid are reasonable in relation to the value of the brokerage and research services on behalf of its advisory clients. The determination may be viewed in terms of either particular transaction(s) or the overall responsibilities of ASC with respect to the accounts over which it exercises investment discretion, including ASM-managed broker-sponsored wrap accounts sub-advised by ASC. In determining if something is research, thus falling within the safe harbor provisions, the controlling principle is whether it provides lawful and appropriate assistance to the money manager in the performance of its investment decision-making responsibilities.

Certain brokerage and research products and services utilized by ASC may be categorized as mixed-use items that are partially paid for with soft dollars. Pursuant to the guidance set forth by the SEC Interpretive Release regarding permissible client commission practices, ASC will partially pay for mixed-use items with soft dollars after reasonably allocating between eligible and ineligible uses and making a good faith determination that the commissions being paid are reasonable in light of each of the brokerage and research services that are provided. ASC maintains adequate books and records regarding the mixed-use allocations.

ASC causes clients (except those that direct brokerage) to pay commissions (or spreads) higher than those charged by other broker-dealers in return for soft dollar benefits, resulting in higher transaction costs for these clients.

The use of client commissions (or spreads) to obtain research and brokerage products and services raises conflicts of interest. For example, ASC will not have to pay for the products and services itself. This creates an incentive for ASC to select or recommend a broker-dealer based on its interest in receiving those products and services. To address these conflicts of interest, ASC will execute client trades through broker-dealers that provide research and brokerage products to ASC only if it is determined by ASC that client trades with such broker-dealers are otherwise consistent with seeking best execution.

ASC clients (except those that direct brokerage) and a small number of ASM clients sub-advised by ASC, specifically, those that do not have broker-sponsored wrap accounts (together, "Soft Dollar Clients") generate all of the soft dollar credits available to ASC through their portfolio transactions. Some ASC clients direct their brokerage and therefore do not generate soft dollar credits for ASC through their portfolio transactions. The broker-sponsored wrap accounts sub-advised by ASC do not generate soft dollar credits through their portfolio transactions (together with the directed brokerage clients, "Non-Soft Dollar Clients"). However, research purchased by ASC using soft dollar credits benefits both Soft Dollar Clients and Non-Soft Dollar Clients. In addition, Soft Dollar Clients generate soft dollar credits in different amounts due to, among other things, differences in trading volume. ASC does not seek to allocate soft dollar benefits among client accounts proportionately to the soft dollar credits the accounts generate. There is a conflict of interest between Soft Dollar Clients and Non-Soft Dollar Clients when ASC uses research and brokerage services obtained using soft dollar credits generated by Soft Dollar Client transactions for the benefit of Non-Soft Dollar Clients. Similarly, there is a conflict of interest among Soft Dollar Clients when ASC uses research and brokerage services obtained using soft dollar credits for the benefit of Soft Dollar Clients disproportionately to how such soft dollar credits were generated. Neither ASC nor any ASC clients or ASM clients will reimburse Soft Dollar Clients for their proportionate amount of soft dollar credits used to obtain research and brokerage services that benefit other ASC clients or ASM clients.

Research and brokerage services obtained using soft dollar credits are in addition to and not in lieu of services required to be performed by ASC and investment advisory fees are not reduced as a consequence of the receipt of such research and brokerage services. Because commission rates in the United States are negotiable, ASC's selection of broker-dealers on the basis of considerations which are not limited to applicable commission rates will at times result in a client being charged higher transaction costs than it would otherwise obtain. Nonetheless, ASC's decision on which broker-dealer to utilize will be fully driven by a concerted effort to seek best execution. Research services received from broker-dealers are supplemental to ASC's own research effort and, when utilized, are subject to internal analysis before being incorporated by ASC into its investment process.

Certain broker-dealers who provide quality brokerage and execution services also furnish research services to ASC. In selecting a broker-dealer, ASC may consider, among other things, the broker- dealer's best execution capabilities, reputation, and access to the markets for the securities being traded. ASC will seek competitive commissions for transactions for advisory client's accounts. ASC may have an incentive to select or recommend a broker-dealer based on its interest in receiving research or other products or services, rather than on its clients' interest in receiving most favorable execution. Consistent with obtaining best execution, transactions for advisory clients may be directed to brokers in return for research services furnished by them to ASC. ASC generally assesses the reasonableness of commissions in light of the total brokerage and research services provided by each particular broker-dealer. ASC receives a wide range of services from broker-dealers. These services include information on the economy, industries, groups of securities, individual companies, statistical analysis, performance analysis, and analysis of corporate responsibility issues. Research services are received primarily in the form of written reports, computer generated services, and personal meetings with security analysts. In addition, such services may be provided in the form of meetings arranged with corporate and industry spokespersons, economists, academics and government representatives. In some cases, research services are generated by third parties but are provided to ASC by or through broker-dealers.

Directed Brokerage

Certain clients direct ASC to trade their account with a specific broker to primarily utilize a commission recapture program. Any such direction or limitation must be in writing from the client. Clients which, in whole or in part, direct ASC to use a particular broker to execute transactions for their account should be aware that, in so doing, they may adversely affect ASC's ability to, among other things, obtain best price and execution, and the cost of the transaction may be greater. Based upon the types of securities ASC typically trades (large cap domestic equity and fixed securities with ample liquidity) there is generally a narrow range in the execution prices and therefore directed brokerage generally does not materially impact long term performance. Clients that direct ASC to use a specific broker to execute part or all of their transactions should consider the overall financial arrangement to determine the cost/benefit of the arrangement.

Step out Transactions and Aggregation

In seeking best execution for portfolio transactions on behalf of its clients, ASC from time to time may instruct the broker-dealer that executes a transaction to allocate, or "step out" a portion of such transaction to another broker-dealer. The broker-dealer to which ASC has stepped out would then settle and complete the designated portion of the transaction, and the executing broker would settle and complete the remaining portion of the transaction that has not been "stepped out." Each broker-dealer would receive a commission or fee with respect to that portion of the transaction that it settles and completes. Certain directed brokers are unable to accommodate step out trades.

ASC will typically combine orders into block orders when more than one account is participating in a trade. This blocking or bunching technique must be equitable and advantageous for each such account with the intent to reduce brokerage commissions or to obtain a more favorable transaction price. Block trading is performed when it is consistent with the terms of ASC's investment advisory contracts with each client for which trades are being blocked. All accounts that participate in a block transaction receive the same execution price and an average share price on the transaction. Any portion of an order that remains unfilled at the end of a given day will be rewritten on the following day as a new order with a new daily average price to be determined the next day. Securities purchased are aggregated and then allocated pro-rata among participating accounts in proportion to the size of the order placed for each account. If an order is partially filled, the securities purchased will be allocated pro rata based upon the intended full allocation.

Trade Rotation

ASC directs client orders with several different brokers (some of which are directed brokers) which poses a conflict regarding the order of execution. ASC rotates client order of execution in an effort to be equitable to all clients. ASC has adopted a rotation policy for the fair and equitable allocation of transactions. ASC maintains a list of all of our trading relationships. A portfolio transaction will start with the first trading relationship on the list and work down the list until the entire order is completed. The next new order will start with the second broker relationship on the list and stay in the same order. This policy is designed to have all broker relationships share equitably in the timing of order execution. The rotation list is revised monthly.

Other Brokerage Practices

Occasionally, ASC considers investing in an initial public offering ("IPO") for its discretionary advisory clients. The advisory accounts that are eligible for investing in an IPO must meet appropriate size, investment objective, risk profile, cash levels and overall suitability. When allocating shares of an IPO to accounts that meet the eligibility criteria, ASC uses the account number sequence to fairly allocate to all accounts. Once an account receives an allocation of an IPO, it goes to the bottom of the list so as to not favor one client over another.

As is consistent with its duty to seek to obtain best execution, occasionally ASC may cross trades for client accounts. A cross trade occurs when ASC purchases and sells a particular security between two or more accounts under ASC's management by instructing brokers to cross the trade. However, in no instance will ASC engage in cross transactions that involve employee or related accounts or an ERISA client. ASC generally utilizes “cross” trades to address account funding issues and when it specifically deems the practice to be advantageous for each participant. In no instance does ASC receive additional compensation when crossing trades for client accounts. ASC will seek to ensure that the terms of the transaction, including the consideration to be paid or received, are fair and reasonable, and the transactions are done for the sole benefit of the clients.

ASC does not engage in principal transactions. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or an affiliated account, buys from or sells any security to any advisory client.

ASC has internal controls in place to prevent trade errors from occurring. On those occasions when such an error nonetheless occurs, ASC will use reasonable efforts to correct the error as soon as possible. The goal of error correction is to make the client “whole,” regardless of the cost to ASC. If an error is in the client's favor the client will keep the benefit if possible. Soft dollar arrangements cannot be used to correct errors made by ASC when placing a trade for a client’s account.

ASC does not maintain custody of client assets that ASC manages or on which ASC advises although ASC may be deemed to have custody of a client’s assets if given the authority to withdraw assets from the account (see Item 15 Custody below). In addition, certain employees serve as a trustee to the Company sponsored pension plans. Client assets must be maintained in an account at a “qualified custodian,” generally a broker-dealer or bank.

Item 13: Review of Accounts

Client accounts are reviewed frequently by investment personnel, traders, client service and compliance departments. Substantially all of the accounts are monitored on a portfolio accounting system which provides comprehensive on-going analysis concerning performance, asset allocation and the relative and absolute performance of specific portfolio holdings. Additional reviews of an account may be triggered by performance variance, changes in market conditions, specific events in a portfolio holding or changes in client circumstances. Clients are responsible to keep ASC informed as to any personal changes in their financial condition or investment objectives.

Portfolio managers review accounts continuously. The review is facilitated by comparing the equity, balanced and fixed accounts' portfolio positions against a model portfolio. The portfolio accounting system provides weekly audit reports which help to identify differences between the model performance and each client's performance. Trading, client service and compliance departments also review the audit reports. ASC uses a front-end trading system to compare client-imposed restrictions and investment policy guidelines to their respective portfolios. The front-end systems will help prevent violations of restricted activities and identify other potential conflicts or violations. The client accounts are reconciled via DTC every day and in some cases via reconciliations with custodial statements on a less frequent basis.

Clients managed via separately managed accounts receive performance reports, portfolio holdings reports and our market outlook letter at least quarterly. Some clients receive these and other reports more frequently upon request. Clients receive monthly custodial statements and have the opportunity to receive transaction confirmations. In certain wrap programs the sponsor provides the client with performance and portfolio holding data.

Item 14: Client Referrals and Other Compensation

ASC from time to time enters into arrangements with independent contractors whereby the independent contractors receive a portion of the fees paid to ASC by the clients they solicit on behalf of ASC. All such arrangements are fully disclosed to the clients so solicited, in accordance with applicable law. The client's fee is not increased where a third-party solicitor is receiving a portion of the fee paid to ASC. The Company retains full authority in managing the accounts under these arrangements and the third-party solicitor has no authority or input on the management of the client's assets. The Company will comply with Rule 206(4)-3 under the Advisors Act with respect to its use of solicitors.

Item 15: Custody

All client assets are held in custody by a qualified, unaffiliated broker-dealer or bank. ASC can access certain client's funds due to its ability to debit ASC's advisory fees directly from the client account. In such instances, the client must provide the broker-dealer or bank custodian with authority to release our fees upon receipt of the request for payment. The client typically will receive a copy of the invoice.

ASC is deemed to have custody over certain assets by acting as trustee for the Company sponsored profit-sharing and 401K plan. As a result, the Company is subject to a surprise audit by an independent, qualified auditing firm. A copy of the audit report is available via the SEC website and by request.

Account custodians send statements directly to the account owners monthly, and in some instances at least on a quarterly basis. Clients should carefully review these statements and should compare these statements to any account information provided by ASC. Clients confirm to ASC that their account is maintained at a qualified custodian via the investment advisory contract.

Item 16: Investment Discretion

ASC has discretionary authority to invest client portfolios within client investment objectives and guidelines, subject to client specified investment restrictions or limitations. Limits to ASC's authority, if any, and other specifications are included in client investment advisory contracts or a client's Investment Policy Statement. Client restrictions must be written and might include concentration limitations on issuers or sectors, diversification criteria, liquidity requirements, specified asset allocations (mostly for balanced accounts), prohibitions on investing in an issuer, industry or sector (socially responsible, Taft-Hartley) and direction to use specified broker-dealers.

Item 17: Voting Client Securities

ASC votes proxies for substantially all ASC client accounts. Clients may elect to vote their own proxy ballots. ASC believes that the voting of proxies can be an important tool for investors to promote best practices in corporate governance and ASC will vote all proxies in the best interests of its clients as investors.

ASC utilizes the proxy voting guidelines set forth by our third-party service provider, Institutional Shareholder Services, Inc. ("ISS"). Clients have an option of selecting one of three sets of written guidelines: Standard (US Voting Guidelines), Taft-Hartley (labor sensitive), or SRI (Catholic Faith Based). Since ASC believes ISS' voting guidelines have been developed in the shareholders' best interests, ASC typically follows ISS recommendations. Similarly, we will not notify clients of "material" proxy proposals prior to voting because we believe the voting guidelines have been created to promote best practices in corporate governance. Clients, however, may contact ASC to inquire how a particular proposal will be voted.

ISS administers the voting of proxies and maintains voting records on behalf of ASC. Based on a client's choice of voting guidelines, votes are typically sent automatically into the proxy voting system. Unless otherwise directed by a client, ASC may override ISS's vote recommendation based on ASC's analysis of the proxy. ASC monitors the vendor's activities and reports to the Compliance Department on a regular basis. ASC will vote only proxy ballots received and will utilize its best efforts in obtaining missing ballots on behalf of clients. Since there can be many factors affecting proxy ballot retrieval, it is possible that ASC or its third-party vendor will not receive a ballot in time to place a vote. Clients who participate in securities lending programs should be aware that ASC will not call back any shares on loan for proxy voting purposes.

Since ASC may have a significant business relationship or personal investment with some proxy issuers, it is possible that a conflict between the client's interest and ASC interest will arise. In such cases, ASC votes proxies solely on the investment merits of the proposal. As a general rule, ASC will default to the vendor's policy for the vote. On occasion, ASC will consult with our compliance team and/or our Investment Committee prior to casting a vote.

ASC's proxy voting policy and procedures are available on its website (www.atalantasosnoff.com). Clients may obtain a copy of the proxy voting policy and procedures by contacting ASC's Compliance Department either by email (mrk@atalantasosnoff.com) or by phone (212-867-5000). Clients may also obtain information from ASC about how we voted any proxies on behalf of their account(s) by contacting us at the phone number or email provided directly above. Since written voting guidelines are available upon request, our client proxy reports will provide a reason for any proxy vote that is against such written guidelines.

In addition, if "Class Action" documents are received by ASC on behalf of clients, ASC will ensure that clients either participate in, or opt out of, any class action settlements received. ASC will determine if it is in the best interest of clients to recover monies from a class action. ASC's Investment Committee will determine the action to be taken when receiving class action notices. In the event ASC opts out of a class action settlement, ASC will maintain documentation of any cost/benefit analysis to support its decision.

Item 18: Financial Information

Registered investment advisers are required in this item to provide you with certain financial information or disclosures about ASC's financial condition. ASC 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.

Privacy Policy

ATALANTA SOSNOFF CAPITAL, LLC ATALANTA SOSNOFF MANAGEMENT, LLC

PRIVACY POLICY DISCLOSURE

December 31, 2024

Thank you for your decision to invest with us. Your privacy is very important to us. The following constitutes a summary of our policies regarding disclosure of nonpublic personal information that you provide to us or that we collect from other sources.

Categories of Information We Collect
We may collect the following nonpublic personal information about you:

- Information we receive from you on applications or other forms, correspondence, or conversations, including, but not limited to, your name, address, phone number, social security number, assets, income and date of birth; and

- Information about your transactions with us, our affiliates, or others, including, but not limited to, your account number and balance, payment history, parties to transactions, cost basis information, and other financial information.

Categories of Information We Disclose and Parties to Whom We Disclose
We do not disclose any nonpublic personal information about our current or former clients or customers to nonaffiliated third parties, except as required or permitted by law.

Custodian/Broker Exception
We are permitted by law to disclose all of the information we collect, as described above, to executing brokers and your custodian to process and settle your transactions.

Confidentiality and Security
We restrict access to your nonpublic personal information to those persons who require such information to provide products or services which you have requested. We maintain physical, electronic, and procedural safeguards that comply with federal standards to guard your nonpublic personal information.

Intermediaries
Because we do not act as a custodian or broker, the privacy policy of the financial intermediary such as your custodian or executing broker would govern how your nonpublic personal information under its control would be shared with nonaffiliated third parties.

Additional Rights Pertaining to Investors in Other Jurisdictions
Note that California residents who are natural person investors have additional rights under California's privacy laws (the "CCPA"). Such additional rights include:

- The right to correct inaccurate personal information.
- The right to restrict usage of "sensitive" personal information.
- The right to opt out of "sharing" of personal information when personal information is used for the

purpose of targeted advertising.

If you have any questions about this notice or wish to exercise any rights contained in it, please contact Client Services at 212-867-5000.