
Cramer Rosenthal McGlynn, LLC

Form ADV Part 2A

Firm Brochure

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March 14, 2025

This brochure provides information about the qualifications and business practices of Cramer Rosenthal McGlynn, LLC (“CRM”, the “Adviser” or the “Firm”). If you have any questions about the contents of this brochure, please contact us at 212.326.5300 or at info@crmlc.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Additional information about CRM is also available on the SEC’s website at www.adviserinfo.sec.gov.

Registration with the SEC or with any state securities authority does not imply a certain level of skill, training, or qualification.

Cramer Rosenthal McGlynn, LLC
Form ADV Part 2A
March 14, 2025

Item 2 Material Changes

The following is a discussion of material changes since June 3, 2024 (the last update of the brochure).

Portfolio Management Changes

Effective March 1, 2025, Bernard C. Frojmovich has resigned from his position as co-Portfolio Manager of the Firm's Small Cap Value strategy. Brian M. Harvey, CFA, Co-CEO, CIO and Managing Member of CRM, and Portfolio Manager, will continue to lead the team responsible for the management of the Firm's Small Cap Value strategy.

Cramer Rosenthal McGlynn, LLC
Form ADV Part 2A
March 14, 2025

Item 3 Table of Contents

Item 1	Cover Page	1
Item 2	Material Changes.....	2
Item 3	Table of Contents	3
Item 4	Advisory Business	4
Item 5	Fees and Compensation	4
Item 6	Performance-Based Fees and Side-by-Side Management	7
Item 7	Types of Clients	9
Item 8	Methods of Analysis, Investment Strategies and Risk of Loss	10
Item 9	Disciplinary Information.....	20
Item 10	Other Financial Industry Activities and Affiliations	20
Item 11	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	20
Item 12	Brokerage Practices	22
Item 13	Review of Accounts.....	25
Item 14	Client Referrals and Other Compensation	26
Item 15	Custody	27
Item 16	Investment Discretion.....	27
Item 17	Voting Client Securities.....	27
Item 18	Financial Information	28

Cramer Rosenthal McGlynn, LLC
Form ADV Part 2A
March 14, 2025

Item 4 Advisory Business

4 (A): Firm History and Ownership

Cramer Rosenthal McGlynn, LLC (“We,” “CRM,” the “Adviser,” or the “Firm”) was founded in 1973 and is a Delaware limited liability company. CRM has been registered with the SEC since June 1983 and is an SEC-registered investment adviser with its principal place of business in Stamford, CT. In September 2019, CRM employees repurchased the ownership stake of CRM previously held by M&T Bank. With the closing of this transaction, CRM once again became 100% employee owned. This agreement was reached with self-financing by CRM employees. With the finalization of this deal, employees of CRM completed a long-held goal of repurchasing the firm to better align our interests with those of our clients and stakeholders. We believe this transaction also enhances our ability to retain and attract top investment talent and focus all our resources on creating value for our clients.

4 (B): Investment Advisory Services

CRM provides discretionary investment advisory services to various types of clients, as detailed further under Item 7: Types of Clients, including but not limited to separately managed accounts (“SMAs”), a family of mutual funds (the “CRM Mutual Funds”), UCITS (the “Cramer Rosenthal McGlynn UCITS PLC”), private funds, and as sub-adviser to the CRM Small/Mid Cap Value Collective Investment Trust (“CIT”), as well as other U.S. and non-U.S. products that pursue several different value equity strategies, including portfolios that invest primarily in small cap value securities, small/mid cap value securities, and mid cap value securities, in addition to an “all cap” strategy as well as a long/short “hedged” strategy. CRM also provides non-discretionary investment advisory services to certain clients which receive CRM’s investment model(s) for its various investment strategies (the “Model Delivery Clients”). As a general matter, CRM manages such investment strategies which are provided to certain Model Delivery Program sponsors similar to its management of the same strategies implemented for CRM’s discretionary managed accounts. For Model Delivery Clients, CRM personnel support the financial institution sponsoring the program (the “Sponsor”) and not any underlying clients or investors of the Sponsor. In certain instances, CRM may engage third party service providers to assist in its provision of services to clients, including but not limited to outsourced trading and account onboarding and maintenance services. See Item 7: Types of Clients, for additional information.

CRM typically manages accounts in accordance with its overall investment style focused on a relative value-oriented investment philosophy. Relative value is a style where CRM seeks to identify stocks we believe are underappreciated relative to, for example, the market, their peer group and the company’s earnings potential, among other considerations. Clients may impose restrictions on investing in certain securities as well as the type of securities for their specific separate account.

4 (C): Firm Assets Under Management

As of December 31, 2024, we managed assets on a discretionary basis of \$1,892,705,000. This amount does not include cash derived from short sales of securities on behalf of clients. If this were included, the amount would total \$1,984,329,315. We also manage assets on a non-discretionary basis of \$366,770,561. As of December 31, 2024, we managed total assets of \$2,351,099,876.

Item 5 Fees and Compensation

CRM’s investment advisory fees are generally based on an annual percentage of assets under management (“AUM”). The percentage at which CRM’s investment advisory fee is calculated generally depends on the type of account, the type of securities in which the account invests, and the amount of assets under management. For separate account clients, fees are based on the total assets reflected on the respective CRM client account statements, unless otherwise

Cramer Rosenthal McGlynn, LLC
Form ADV Part 2A
March 14, 2025

directed by a client. We encourage our clients to compare these totals with those found on statements issued by their custodian and contact us with any questions. Fees may be subject to negotiation or modification as detailed below.

Subject to applicable law, CRM and certain eligible separate account clients may agree to apply an “incentive” or “performance” fee, calculated as a percentage of capital appreciation of the client’s account, which are subject to negotiation. See Item 6 for information as to performance-based fees that CRM currently charges to certain clients.

CRM 2019 Alternatives, LLC (the “General Partner”) is under common control with the Adviser and may be entitled to receive a performance allocation from the CRM Private Funds in its capacity as General Partner. In a performance allocation arrangement, the General Partner may receive a performance allocation up to 20% of net profits under certain circumstances as fully set forth in the private placement memorandum of the Private Funds. Please review the CRM Private Funds’ offering documents for more information.

Fees charged to CRM’s clients are subject to negotiation, and existing accounts may be paying higher or lower rates than those outlined below. In addition, clients may negotiate special fee arrangements with CRM from time to time.

The standard investment advisory fees CRM (and in the case of performance allocation payments, CRM affiliates) receives from different types of accounts are listed below. Except as otherwise noted, these are annual fees calculated as a percentage of assets under management.

CRM Standard Fee Schedule	
Type of Product	Standard Investment Advisory Fee
CRM Small Cap Value Strategy	
Small Cap Value Separate Accounts	0.85% on first \$25 million of AUM
	0.70% on the next \$75 million of AUM
	0.60% thereafter
CRM Small Cap Value Mutual Fund	0.75% on the first \$1 billion AUM
	0.70% on the next \$1 billion AUM
	0.65% thereafter
CRM U.S. Small Cap Opportunities UCITS	
Class A	0.40% of AUM plus 20% performance fee return
Class B	0.50% of AUM
CRM Small/Mid Cap Value Strategy	
Small/Mid Cap Value Separate Accounts	0.85% on first \$25 million of AUM
	0.65% on the next \$75 million of AUM
	0.50% thereafter
CRM Small/Mid Cap Value Mutual Fund	0.75% on the first \$1 billion AUM
	0.70% on the next \$1 billion AUM
	0.65% thereafter
CRM Small/Mid Cap Value Collective Investment Trust (“CIT”)	
Class S	0.38% of AUM
Class R-1	0.75% of AUM
Class R-2	0.65% of AUM
<i>Great Gray Trust Company, LLC, serves as trustee of the CIT. For more information on available share classes and fees, see Item 7 below.</i>	

Cramer Rosenthal McGlynn, LLC
Form ADV Part 2A
March 14, 2025

CRM Mid Cap Value Strategy	
Mid Cap Value Separate Accounts	0.75% on the first \$25 million of AUM
	0.60% on the next \$75 million of AUM
	0.40% thereafter
CRM Mid Cap Value Mutual Fund	0.75% on the first \$1 billion AUM
	0.70% on the next \$1 billion AUM
	0.65% thereafter
CRM All Cap Value Strategy	
All Cap Value Separate Accounts	1.00% on the first \$25 million AUM
	0.75% thereafter
CRM All Cap Value Mutual Fund	0.70% on the first \$1 billion of AUM
	0.65% on the next \$1 billion of AUM
	0.60% thereafter
CRM U.S. Equity Opportunities UCITS	
Class A	0.80% of AUM
Class B	1.20% of AUM
Class C	0.30% of AUM
Class S	1.60% of AUM
CRM Long/Short Opportunities Strategy	
Long/Short Opportunities Separate Accounts	1.50% of AUM
CRM Long/Short Opportunities Mutual Fund	1.50% on the first \$1 billion of AUM
	1.45% on the next \$1 billion of AUM
	1.40% thereafter
CRM Long/Short Opportunities UCITS	
Class A	1.00% of AUM
Class B	0.75% of AUM plus 15% performance fee return
Class F	1.15% of AUM plus 15% performance fee return
Class G	0% of AUM plus 20% performance fee return
Long/Short Opportunities Onshore Fund, LP and Long/Short Opportunities Offshore Fund, LP (collectively the "CRM Private Funds")	Management fees ranging from 1% to 1.5%. CRM Private Funds are subject to performance based fees described in Item 6 below.
Balanced Products	
Separate Accounts	0.75% of AUM
Fixed Income Products	
Separate Accounts	0.40% of AUM

CRM generally bills clients for its services. However, separate account clients may elect to have their fees deducted automatically from their account by the custodian that maintains their account. In that case, CRM will submit a bill for investment advisory services directly to the client's custodian, with a copy to the client. CRM will conduct these activities in a manner consistent with Rule 206(4)-2 of the Investment Advisers Act of 1940, as amended (the "Advisers Act"). Separate account clients generally pay investment advisory fees to CRM quarterly in arrears. CRM Mutual Funds generally pay investment advisory fees monthly in arrears based on the average daily net assets during the month (please refer to CRM Mutual Fund Trust prospectus and Statement of Additional Information ("SAI") for specific details). CRM Private Funds generally pay investment advisory fees to CRM quarterly in arrears in accordance with the terms of such CRM Private Funds offering documents, including any applicable Private Placement Memorandum.

Cramer Rosenthal McGlynn, LLC

Form ADV Part 2A

March 14, 2025

Separate account clients typically bear other fees and expenses, including custodian fees, transaction costs, and third-party consultant fees, in addition to the investment advisory fees noted above. Separate account clients will also incur brokerage costs associated with transactions conducted for their accounts (please review Item 12 “Brokerage Practices” for further information). CRM Mutual Funds, CRM UCITS and CRM Private Funds also bear other expenses, such as administrative fees, transfer agent fees, legal fees, shareholder servicing or placement fees, custodian fees, independent trustee fees and transaction costs. Potential investors in the CRM Mutual Funds should carefully review the Prospectus and SAI of the applicable CRM Mutual Fund for information about each Fund’s overall expense ratio and other charges the investor may bear. Eligible investors in the CRM Private Funds should carefully review the Private Placement Memorandum of the applicable CRM Private Fund for information about other charges the CRM Private Fund or its investors may bear. Potential investors in CRM UCITS should carefully review each sub-fund’s offering documents, including its prospectus and Key Investor Information Documents.

From time to time and at the sole discretion of CRM, separate account clients may negotiate payment of investment advisory fees to CRM quarterly in advance. Upon termination of CRM’s services, fees are pro-rated if services are provided for less than the full month or quarter, as applicable. If a client pays fees to CRM in advance, the client will be entitled to a refund to the extent the client has paid for services for periods after CRM’s services are terminated.

CRM also may be retained under certain Model Delivery arrangements whereby CRM is recommended as the investment manager and provides its investment models for certain of its investment strategies to the Sponsors of such Model Delivery programs. CRM manages such Model Delivery strategies similar to its management of the corresponding discretionary managed accounts of CRM. CRM generally is paid its management fee for such services directly by the program Sponsor(s) which represents a portion of the total fees paid by such program clients to the Sponsor(s). Fees paid to CRM from program Sponsors vary and depend on several factors, including but not limited to the total amount of assets managed, the Sponsor(s) to such programs, and the applicable investment strategy. See Item 6 and Item 7 for additional information.

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

CRM and its supervised persons provide investment management services to a diverse group of clients and various types of investment products. In addition to fees based on assets under management, certain advisory agreements allow for CRM to receive a performance-based fee. Such arrangements are available only to those clients which are “qualified clients” as defined in Rule 205-3 under the Advisers Act. For qualified separate accounts, this performance-based fee is equal to a percentage of the appreciation on the account over and above a pre-determined index or indices and is charged in addition to an asset-based fee.

CRM serves as investment adviser to the CRM Private Funds and CRM 2019 Alternatives, LLC (the “General Partner”) serves as the General Partner to the CRM Private Funds. CRM manages the portfolio of the CRM Private Funds. The General Partner, in accordance with the provisions of the CRM Private Fund offering documents, is entitled to receive a performance allocation each year, based on the performance of the CRM Private Funds. CRM Private Funds are generally managed in accordance with long-short strategy and are available only to investors who meet certain criteria. Certain CRM UCITS sub-funds also charge a performance fee. Please refer to each sub-fund’s offering documents for more information.

Performance-based fee arrangements provide an incentive to favor these higher fee paying accounts over other accounts in the allocation of investment opportunities. In the case of CRM Private Fund accounts, this inherent conflict of interest might be complicated by two additional factors: first, some CRM portfolio managers who have responsibility for managing the CRM Private Funds according to the long-short strategy also manage other client accounts according to long-only strategies; and second, in some cases the portfolio managers and their relatives and friends have substantial investment interests in the CRM Private Funds they manage.

Cramer Rosenthal McGlynn, LLC
Form ADV Part 2A
March 14, 2025

CRM has adopted procedures we believe are reasonably designed to ensure all clients are treated fairly and equally, and to prevent such conflicts of interest from influencing the allocation of investment opportunities among clients. This includes, among other things, the implementation of automated allocation of investments using the Firm's trade order management system for its discretionary managed accounts, as applicable, and trade rotation procedures designed to ensure both discretionary and non-discretionary investment advisory clients are treated fairly and equally. CRM's portfolio managers and traders receive annual training regarding these procedures. The performance-based fee accounts and other client accounts are monitored for fair and equitable portfolio management and trading allocation on a regular basis, and are periodically tested for adherence to CRM's procedures. See Item 12 (Brokerage Practices) for additional information.

The investment strategies offered by CRM have similar investment objectives and are managed in a similar manner, and therefore it is possible that CRM could engage in transactions in the same types of securities and instruments for various accounts, and that such transactions could affect the prices and availability of the securities and instruments in which an account invests, and could have an adverse impact on the account's performance. In certain circumstances, CRM may take a position on behalf of one account or strategy that may be contrary to a position taken on behalf of another account or strategy. In certain circumstances, CRM may take a position on behalf of one account or strategy prior to taking the same or similar position for another account or strategy. This may be due to risk tolerance levels, position size, discretion of the portfolio manager, available cash levels or other considerations. For example, CRM may take an earlier position in a private fund strategy prior to taking a position in the same security in a more conservative strategy. This may be due to risk tolerance levels of each respective strategy as determined by the portfolio manager.

We provide each client with the investment products or services to which the client is entitled and do not improperly favor one client over another. This does not mean we make the same investments for all clients or offer the same products or terms to all clients. However, we otherwise treat our clients on an equal footing, except in those cases where the client agrees or understands that there will be a different approach. CRM does not favor the interests of larger or more lucrative clients over the interests of other clients. CRM has adopted specific trade allocation procedures reasonably designed to ensure all eligible CRM accounts are given the opportunity to participate in appropriate investments in an equitable fashion. One way CRM manages this potential conflict is through our trade allocation policy and procedures. Generally, trades are allocated pro rata according to order size for CRM's discretionary managed accounts. See Item 12 (Brokerage Practices) for additional information.

CRM manages certain investment strategies for which it provides discretionary investment management services for its discretionary managed accounts, as well as providing the corresponding investment strategy model(s) for its non-discretionary investment client accounts (i.e., Model Delivery clients). Discretionary managed accounts are handled directly by CRM personnel and trades are executed through CRM's automated trade order management system, as detailed further below under Item 12: Brokerage Practices. With regard to Model Delivery clients, CRM does not exercise investment discretion and provides updates to its investment strategy models directly to the Sponsor(s) of such programs. The Sponsor is responsible for execution of each transaction in the underlying client accounts of such Sponsor(s) program.

CRM Trading Department personnel generally review each Model Delivery program Sponsor portal during each trading day, provided model reviews and updates may be made at other frequencies at the specific direction of such Model Delivery program Sponsor(s). CRM does not tailor any model portfolios to the individual needs of any underlying clients of any program Sponsor(s) and does not evaluate the suitability for any program clients or investors. The Sponsor(s) of such programs have primary responsibility for client communications and service and for executing portfolio transactions on behalf of their clients and investors. Model Delivery accounts may not be managed identically to CRM's discretionary managed accounts, however, CRM has adopted and implemented trade allocation procedures, which include specific rotational methodologies, which are designed to reasonably promote fair and equitable treatment of all client accounts over time and to promote compliance with applicable regulatory requirements. For example, CRM's trade allocation procedures are designed to provide for contemporaneous updates to be made among

Cramer Rosenthal McGlynn, LLC
Form ADV Part 2A
March 14, 2025

all participating client accounts when a trade instruction is received from the relevant Portfolio Manager, whereby discretionary managed accounts, or non-discretionary accounts (i.e., Model Delivery accounts), are updated by separate designated personnel of CRM. Additionally, CRM's trade allocation procedures require a daily randomized list be generated specific to its Model Delivery clients to ensure fairness among the Model Delivery clients when providing model updates over time. The trade allocation procedures and applicable rotation determine the order in which trade instructions are transmitted to those Model Delivery clients. The trade rotation seeks to allocate trading opportunities such that, over time, no Model Delivery program Sponsor(s) receive preferential treatment as a result of the timing of the receipt of its instructions. For certain Model Delivery program Sponsors which specify delivery requirements, such Model Delivery program Sponsors will have different delivery times. Similarly, for Model Delivery program Sponsors that require certain customization or manual adjustments, such updates typically will seek to follow CRM's allocation procedures and rotation, however slight delays may occur due to operational considerations.

Purchases and sales that are implemented for discretionary managed accounts will not always be reflected in Model Delivery updates, as certain Model Delivery program Sponsors have established guidelines and specific instructions as to the frequency of such investment strategy model updates. In addition, certain Model Delivery program Sponsor(s) may impose other guidelines and restrictions that may differ among Model Delivery program Sponsor(s) or which are different from those governing the investment strategy applicable to CRM's discretionary managed accounts. For these reasons, Model Delivery clients should expect the holdings and respective weightings of their respective portfolios to differ from one another and from that of the relevant investment strategy.

Item 7 Types of Clients

CRM manages separate accounts for corporate and public pension plans, endowments, foundations, community and religious organizations, as well as individual and family trusts, estates, and high net worth individuals. CRM serves as adviser of the CRM Mutual Fund Trust, consisting of the: (i) CRM Small Cap Value Fund; (ii) CRM Small/Mid Cap Value Fund; (iii) CRM Mid Cap Value Fund; (iv) CRM All Cap Value Fund; and (v) CRM Long/Short Opportunities Fund. CRM also serves as sub-adviser to the CRM Small/Mid Cap Value Collective Investment Trust ("CIT"). CRM also serves as adviser to Cramer Rosenthal McGlynn UCITS PLC, consisting of three Dublin-based UCITS sub-funds: (i) CRM U.S. Equity Opportunities UCITS; (ii) CRM Long/Short Opportunities UCITS; and (iii) CRM U.S. Small Cap Opportunities UCITS. CRM also serves as investment adviser to unregistered private funds (i.e., the CRM Private Funds). CRM serves as a participating portfolio manager for certain Unified Managed Accounts ("UMAs") and certain model delivery relationships ("Model Delivery"), respectively, whereby CRM provides its investment strategy models to such UMA / Model Delivery Sponsors. Additional information regarding UMAs and Model Delivery is available through each respective program Sponsor.

An institutional investor looking to invest in CRM's small cap value securities, small/mid cap value securities, mid cap value securities, or an "all cap" value strategy may open a separately managed account with the Adviser with a minimum of \$10 million in assets under management. An individual investor looking to invest in CRM's small cap value securities, small/mid cap value securities, mid cap value securities, or an "all cap" value strategy may generally open a separately managed account with the Adviser with a minimum of \$5 million in assets under management. Under certain circumstances, we may waive the minimum amounts required to open an account with us.

The CRM Small Cap Value Fund, the CRM Small/Mid Cap Value Fund, the CRM Mid Cap Value Fund, and the CRM All Cap Value Fund each have a minimum investment of \$2,500 for investment in the Investor class of shares (\$1,000 for IRAs or automatic investment plans) and a minimum of \$1,000,000 for investment in the Institutional class of shares. The CRM Long/Short Opportunities Fund has an initial minimum investment of \$10,000. Please review the Prospectus of the applicable Fund for more information.

The CRM Small/Mid Cap Value Collective Investment Trust ("CIT") is available to certain eligible investors which meet the eligibility criteria set forth in the applicable trust documents, including but not limited to the Trust

Cramer Rosenthal McGlynn, LLC
Form ADV Part 2A
March 14, 2025

Participation Agreement and Fund Declaration (e.g., Participating Plans). In addition to meeting the eligibility criteria: (i) Class S is available to Participating Plans that have submitted a Participation Agreement in good order on or before April 30, 2021; (ii) Class R-1 is available to Participating Plans investing up to \$25 million in the CIT; and (iii) Class R-2 is available to Participating Plans investing over \$25 million in the CIT. Eligible investors should review the Trust Participation Agreement and Fund Declaration of the CIT for more information. Great Gray Trust Company, LLC, serves trustee of the CIT and CRM serves as sub adviser.

The CRM Private Funds have established minimum capital commitments that vary depending upon the nature of the Fund. Eligible investors should review the Private Placement Memorandum of the applicable Fund for more information.

The CRM U.S. Equity Opportunities, CRM Long/Short Opportunities, and CRM U.S. Small Cap Opportunities sub-funds are a part of the Cramer Rosenthal McGlynn UCITS PLC, a Dublin-based UCITS. The CRM U.S. Equity Opportunities sub-fund has three share classes, two of which have a minimum initial investment amount of \$100,000, and one of which has a minimum initial investment amount of \$5,000,000. The CRM Long/Short Opportunities sub-fund has nine share classes, with several different minimums by share class, which vary from no minimum to \$50,000,000. The CRM U.S. Small Cap Opportunities sub-fund has two share classes; one has an initial investment amount of \$50,000,000, and the other an initial investment amount \$100,000.

The UMA and Model Delivery programs each have their own account minimums and other participation requirements, as designated by their respective Sponsors. Investors wishing to participate in those programs and accounts should contact the Sponsors directly for further information. As a general matter, it is the responsibility of each program Sponsor to ensure any underlying client accounts of such UMA or Model Delivery programs adhere to any applicable investment guidelines or restrictions imposed by such clients. CRM does not know the identity or any other information pertaining to underlying client accounts of such Sponsors and makes no representations as to the suitability of investment for such underlying client accounts or investors.

As noted above, CRM provides investment and advisory services to separately managed accounts as well as certain private funds. Such services are provided pursuant to the agreed upon investment guideline terms set forth in the investment management agreement. Unlike investors in the private funds, separately managed account clients may impose reasonable mandates, guidelines, or restrictions relating to investments. For example, separately managed account clients may impose limits on concentration, risk, exposure, and liquidity that may be different from those in the private funds. A separately managed account client directly owns the positions in its separately managed account, therefore, the client will typically have full, real-time transparency to all transactions and holdings in such account compared with an investor in a private fund. The account owner in a separately managed account typically has the right to withdraw all or a portion of their capital from such managed account on shorter notice and/or with more frequency than the terms applicable to an investment in the private funds.

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

CRM views investment prospects on a long-term basis. Our relative value-oriented investment philosophy is designed to outperform the broad market and pertinent indices over a full market cycle by participating in good market periods and limiting declines in poor periods. CRM believes successful investing is a result of recognizing and responding to changes that may positively impact the future prospects of a business enterprise. Often times, investors misunderstand the potential benefits of these changes, resulting in relative neglect, which reduces the risks of investing at a point in time. We believe this results in investing in companies that are under earning both their potential and consensus expectations. As relative value investors, we seek to invest in companies that are trading at a discount to their own history and peers based upon prospective free cash flow and earnings. In summary, our investment approach is predicated on change, neglect, and valuation.

Cramer Rosenthal McGlynn, LLC
Form ADV Part 2A
March 14, 2025

Change

CRM seeks to identify change at an early stage that may be material to the future operations of publicly traded companies. The financial markets present a multitude of change opportunities. On a regular basis, investors are presented with management changes, spin-offs, cost restructurings, capital returns to shareholders, acquisitions, joint ventures, divestitures, regulatory changes, new products, and activist investors.

Neglect

In its earliest stages, change tends to be greeted with skepticism. The uncertainty resulting from the change creates a period of relative neglect or lowered expectations as investors wait for more clarity. CRM seeks to evaluate neglect by studying sell-side analyst coverage and recommendations, institutional ownership, key concepts in behavioral finance such as over and under reactions to news flow, and having a differentiated view about the outlook for the business.

Valuation

When change meets neglect, the intrinsic value of a company may exceed the current stock price. CRM appraises the business using a number of methodologies, but most are dependent upon our modeling of future free cash flows. CRM looks to normalize the cash flow and earnings streams for one time or unusual items, which themselves often create neglect. In many cases, reported GAAP earnings understate or distort a company's underlying free cash flow. As relative value investors, we are looking to invest in companies which are trading at a discount to their own history, peers, and when appropriate, our assessment of its value to a strategic or private equity buyer.

Process

Our investment process is very team-oriented and collaborative. While the portfolios managers have ultimate responsibility for buy/sell decisions and portfolio construction, they rely heavily on input from the entire team of analysts. There are typically multiple analysts/portfolio managers engaged in a review and discussion of new ideas and Investment Cases. Analysts prepare an Investment Case for each holding within the portfolio, which establishes both upside and downside price targets along with the risk characteristics of each stock. As such, a financial model in sufficient detail and relevant due diligence will also be prepared and reviewed as part of the evaluation process. If the risk/reward is deemed attractive by the portfolio managers in the context of their overall portfolio construction, a decision will be made by the portfolio managers to initiate a position in the stock. The portfolio managers modulate position size depending upon the relative attractiveness of the idea, the expected return, and other risk considerations. Both of our buy and sell disciplines revolve around our Investment Case for each individual investment. Within the Investment Case, the lead analyst outlines the identified change, neglect, valuation assumptions, material ESG considerations, sell-side expectations, and risks for a stock. It is this document that both the portfolio managers and the analysts return to repeatedly to challenge the existing investment. Having a written document mitigates against an analyst becoming emotionally attached to his/her names and helps ensure he/she remains objective in his/her continuing evaluation of a stock.

CRM's process is focused not only on building the Investment Case, but also on understanding how the case might deteriorate. The Firm's sell discipline is ultimately dependent upon the written Investment Case for the stock. A position generally will be sold when one or more of the following occurs: an established price target is approaching or is attained, implying the stock has reached our estimation of fair valuation; a factor in our initial investment thesis has deteriorated causing us to reassess the potential for the company; or we identify a more promising investment opportunity. After a decision to sell is made, the investment typically is replaced by either a new idea or existing holdings which offer a greater risk/reward profile.

Our investment process, which has been in place since 1973, allows enough flexibility to be successful in many different market environments. As an example, our Investment Team has experienced the "Dotcom Bubble," the Great Recession, the subsequent U.S. debt downgrade, and the recent COVID-19 global pandemic. Our experience leads us to believe remaining true to our process, over the long-term, is the key to successful investing.

Cramer Rosenthal McGlynn, LLC
Form ADV Part 2A
March 14, 2025

Environmental Social and Governance (ESG) Policy

CRM believes environmental, social, and governance (“ESG”) factors materially impact a company’s valuation, financial performance, and risk/return. The foundation of our approach to responsible and sustainable investing is built on our core tenets of serving our clients’ investment goals and strictly adhering to our fiduciary duty as an asset manager. As fiduciaries, our loyalty is to our clients. To that end, our responsibility is to maximize long-term risk adjusted returns, consistent with governing guidelines. CRM believes proper governance practices and responsible corporate behavior often contribute to a company’s long-term performance and reduce investment risk. We believe the incorporation of ESG considerations in the investment process enhances the effective allocation of investor capital. ESG considerations also naturally lend themselves to our longstanding investment style. We thoroughly integrate ESG evaluations of companies into our investment analysis and decision making process and engage with companies on material ESG issues.

Our investment analysts and portfolio managers meet with or otherwise engage with senior management of the companies in which we invest on behalf of our clients. When engaging with management teams our focus is on making financial judgments based on the risks and rewards of investing in their respective companies. As part of this analysis, we analyze, monitor, and integrate ESG criteria that may have a material impact on a company. If we believe a company exhibits ESG factors that create potential financial or other material risks, investment analysts monitor these issues and evaluate company risk exposure, disclosures, and standards of conduct. Our investment analysts also will discuss concerns directly with company management, as appropriate.

We monitor sectors with higher ESG related risks. For example, we monitor environmental risks in the energy, industrials, materials, and utilities sectors and social risks in consumer discretionary, consumer staples, energy, materials, and industrial sectors. CRM will seek to avoid investment in firms that it determines to be sufficiently involved with the production of firearms, cluster munitions, landmines, pornography, or tobacco products, or the operation of private prisons, to warrant exclusion.

We supplement our internal investment research process with external ESG research tools that provide us with detailed research and ratings on companies globally. CRM has engaged MSCI ESG Research LLC, Bloomberg, and Institutional Shareholder Services, Inc. (ISS) to provide ESG data. We utilize MSCI’s ESG data for ratings, research, and controversy alerts. Bloomberg is utilized for aggregated ESG data as well as publicly available information. For proxy analysis and voting, we utilize ISS governance database information. CRM licenses and applies the SASB Materiality Map® General Issue Categories in our work are utilized as a general framework for ESG industry-specific analysis.

We systematically and consistently incorporate ESG factors into our research process and portfolio construction as we believe ESG integration complements our fundamental, bottom-up investment style and provides a more complete picture of a company. Our investment analysts evaluate, integrate, and document ESG factors into their analysis of companies. This includes engaging directly with company management and reviewing data from external ESG data providers for both potential and existing investments. As we support each investment with a written Investment Case, we include an assessment regarding ESG factors related to the company within each Investment Case. We believe the inclusion of ESG data has and will continue to enhance the quality of our research.

Our investment analysts consider ESG factors based on the materiality relative to its specific sector. Core ESG risks and opportunities may be related, and are not limited to:

- Environment: climate change, energy management, water management, waste management, hazardous materials management
- Social: data security and customer privacy, compensation and benefits, labor relations, product quality and safety
- Governance: board composition, compensation and alignment, supply chain management

Cramer Rosenthal McGlynn, LLC
Form ADV Part 2A
March 14, 2025

CRM is a public supporter of the Task Force on Climate Related Financial Disclosures (“TCFD”). CRM is also a signatory of the Principles for Responsible Investment (“PRI”). We believe CRM’s Responsible Investing policy adheres to the six principles required of each signatory, and we will continue to monitor guidance and best practice in this area. These principles currently include the following.

PRINCIPLE ONE: We will incorporate ESG issues into investment analysis and decision-making processes.

PRINCIPLE TWO: We will be active owners and incorporate ESG issues into our ownership policies and practices.

PRINCIPLE THREE: We will seek appropriate disclosure on ESG issues by the entities in which we invest.

PRINCIPLE FOUR: We will promote acceptance and implementation of the Principles within the investment industry.

PRINCIPLE FIVE: We will work together to enhance our effectiveness in implementing the Principles.

PRINCIPLE SIX: We will each report on our activities and progress towards implementing the Principles.

Reporting is required for all investment manager signatories annually. Reporting will address adherence to PRI principles and proxy voting processes. Reporting will generate Transparency Reports, which are publicly available on both CRM’s and PRI’s website, and assessment reports and scores, which are not published publicly.

Risk Control

We have multiple levels of risk control: the Investment Case, portfolio construction, and risk management review. The first level of control is the Investment Case, which is formally established for all long holdings in each strategy. Within each case, upside and downside price targets are established, as well as clearly defined investment milestones. Price targets are monitored and measured on a stock-by-stock basis. Primary and secondary analysts are typically assigned to each Investment Case. The cases are reviewed on an ongoing basis throughout the holding period. These internal reviews are our initial level of risk control, by monitoring our portfolios on a stock-by-stock basis.

The next level of risk control, portfolio construction, is conducted by the portfolio manager. On a daily basis, the portfolio manager monitors the entire strategy’s characteristics, exposures, and attribution. In addition, the portfolio manager reviews the portfolio’s pending buys and sells, cash levels, and any relevant market/economic information. We use Refinitiv and Bloomberg for attribution analysis of our portfolios. Performance is formally monitored on a monthly basis and is reviewed by our Chief Investment Officer, Brian Harvey, CFA and the relevant portfolio managers for each strategy. Further, on a daily basis, the research analysts/portfolio managers review portfolio holdings. On at least a weekly basis, the research analysts and portfolio managers meet and discuss portfolio holdings, macro, and other risk factors.

We have several other risk management tools, including our own internal macro/thematic risk buckets, Refinitiv and Bloomberg attribution reports, and price target sheets. We feel these tools provide a better sense of risk/characteristics in addition to the traditional GICS sectors and allow us to be more thoughtful about responding to changing market conditions.

CRM STRATEGIES

Small Cap Value Strategy

Under normal circumstances, CRM’s small cap value strategy will invest in equity and equity-related securities of U.S. and non-U.S. small cap companies that are publicly traded on a U.S. securities market.

Small/Mid Cap Value Strategy

Under normal circumstances, CRM's small/mid cap value strategy will invest in equity and equity-related securities of U.S. and non-U.S. small/mid cap companies that are publicly traded on a U.S. securities market.

Mid Cap Value Strategy

Under normal circumstances, CRM's mid cap value strategy will invest in equity and equity-related securities of U.S. and non-U.S. mid cap companies that are publicly traded on a U.S. securities market.

All Cap Value Strategy

Under normal circumstances, CRM's all cap value strategy will invest in equity and equity-related securities of U.S. and non-U.S. companies throughout the capitalization range that are publicly traded on a U.S. securities market.

Long/Short Opportunities Strategy

Under normal circumstances, CRM's long/short opportunities strategy will invest in long and short positions in equity and equity-related securities of U.S. and non-U.S. companies throughout the capitalization range that are publicly traded on the U.S. securities market and foreign securities markets.

CRM COLLECTIVE INVESTMENT TRUST ("CIT")

CRM Small/Mid Cap Value CIT

Under normal circumstances, the CRM Small/Mid Cap Value CIT will invest in equity and equity-related securities of U.S. and non-U.S. small/mid cap companies that are publicly traded on a U.S. securities market. Investment in the CRM Small/Mid Cap Value CIT are available only to certain eligible investors meeting certain criteria as detailed in the applicable Trust Participation Agreement and Fund Declaration.

CRM UCITS

CRM U.S. Equity Opportunities UCITS

Under normal circumstances, CRM's U.S. Equity Opportunities UCITS strategy looks to achieve long-term capital appreciation primarily through investments in U.S. equity and equity-related securities throughout the market capitalization range.

CRM Long/Short Opportunities UCITS

Under normal circumstances, CRM's Long/Short Opportunities UCITS strategy seeks to generate sustained, long-term capital appreciation by selecting both long and/or short positions primarily in equity securities issued by companies across all market capitalizations across all industry sectors in both U.S. and non-U.S. markets.

CRM U.S. Small Cap Opportunities UCITS

Under normal circumstances, CRM's U.S. Small Cap Opportunities UCITS strategy aims to obtain long-term capital appreciation through investments in equity and equity-related securities of U.S. and non-U.S. companies with market capitalizations at the time of initial purchase within the range of those in the Russell 2000 Value Index.

Cramer Rosenthal McGlynn, LLC
Form ADV Part 2A
March 14, 2025

CRM Private Funds

CRM serves as investment adviser and its affiliate CRM 2019 Alternatives LLC, serves as general partner of the following CRM Private Funds: Long/Short Opportunities Onshore LP and Long/Short Opportunities Offshore LP (collectively, the “CRM Private Funds”). The CRM Private Funds strategy is a fundamental value long/short equity strategy that focuses on stocks across all regions and capitalizations. Under normal circumstances, the CRM Private Funds will look to outperform the equity markets with less volatility by maintaining a low net exposure to allow stock selection to drive performance. The strategy utilizes leverage when selling equity securities short and investing in derivatives and seeks to be diversified across sectors and market capitalizations.

CRM Long/Short Opportunities Strategy

CRM also offers to certain eligible investors a liquid alternatives strategy that offers daily liquidity and seeks to generate returns on both the long and short sides of the securities market (the “Long/Short Opportunities Strategy”). The Long/Short Opportunities Strategy invests in equity and equity related securities of U.S. and non-U.S. companies throughout the capitalization range that are publicly traded on the U.S. securities market and foreign securities markets.

These methods, strategies, and investments involve risk of loss to clients and clients must be prepared to bear the loss of their entire investment. There is no guarantee the stock market or the stocks that are bought will increase in value. The following is a summary of certain risks of investing in securities.

PRINCIPAL INVESTMENT RISKS

Market Risk

Stock markets are volatile and can decline significantly in response to adverse issuer, industry, regulatory, market or economic developments. Different parts of the U.S. market and different markets around the world can react differently to these developments. When market prices fall, the value of your investment will go down. The U.S. government and the Federal Reserve, as well as certain foreign governments and their central banks, have taken steps to support financial markets, including by lowering interest rates to historically low levels. This and other government intervention may not work as intended, particularly if the efforts are perceived by investors as being unlikely to achieve the desired results. The Federal Reserve recently increased its market support activities and has begun lowering interest rates and expanding its balance sheet. Further Federal Reserve or other U.S. or non-U.S. governmental or central bank actions, including interest rate increases or contrary actions by different governments, could negatively affect financial markets generally, increase market volatility and reduce the value and liquidity of securities in which the Fund invests. Policy and legislative changes in the U.S. and in other countries are affecting many aspects of financial regulation, and may in some instances contribute to decreased liquidity and increased volatility in the financial markets. The impact of these changes on the markets, and the practical implications for market participants, may not be fully known for some time.

Company Risk

The value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the market as a whole. This may result from a wide variety of factors that affect particular companies or industries, including changes in market demand for particular goods and services, increases in costs of supply, changes in management, increased competition, changes in regulatory environment and domestic or international political influence.

Value Investing Risk

Value stocks can perform differently from the market as a whole and other types of stocks and can continue to be undervalued by the market for long periods of time. CRM may be incorrect when it decides that a stock is undervalued by the market.

Portfolio Selection Risk

The value of your investment may decrease if CRM's judgment about the attractiveness, value of, or market trends affecting a particular security, industry or sector, country or region, or about market movements, is incorrect.

Risks of Foreign Investments

Investing in foreign securities involves special risks that can increase the potential for losses. These risks may include nationalization or expropriation of assets, illiquid foreign securities markets, confiscatory taxation, foreign withholding taxes, imposition of currency controls or restrictions, natural disasters, terrorism and political, economic or social instability. Because many foreign markets are smaller, less liquid and more volatile, CRM may not be able to sell securities at times, in amounts and at prices it considers reasonable. In some foreign countries, less information is available about issuers and markets. Foreign markets may offer less protection to investors. Foreign stocks can fluctuate more widely in price than comparable U.S. stocks, and they may also be less liquid. Currency fluctuations could erase investment gains or add to investment losses. In addition, risk is typically greater for foreign investments in emerging markets.

Risks of Investments in Multinational Companies

CRM may invest in multinational companies. Investments in multinational companies, including those that are based in the U.S., involve certain risks that may be difficult to predict and can increase the potential for losses. Such risks include, without limitation, those associated with the political, regulatory and economic conditions of each country in which the multinational company conducts business. In addition, fluctuations in currency and risks related to less developed custody and settlement practices may be greater for investments in multinational companies.

Focus (Concentration) Risk

To the extent CRM invests in a smaller number of issuers or emphasizes investments in particular industries or market sectors, client accounts will be subject to a greater degree to any market price movements, regulatory or technological change, economic conditions or other developments affecting those issuers or companies in those industries or market sectors. This may lead to greater loss than a portfolio with a larger number or more diverse set of issues.

Portfolio Turnover Risk

If CRM does a lot of trading, it will incur additional operating expenses, which would reduce performance, and could cause shareowners to incur a higher level of costs, as well as taxable income or capital gains.

Expense Risk

Your actual costs of investing may be higher than the expenses shown in "Annual Fund Operating Expenses" for a variety of reasons. For example, expense ratios may be higher than those shown if overall net assets decrease. Net assets are more likely to decrease and Fund expense ratios are more likely to increase when markets are volatile.

Redemption Risk

Particularly during periods of declining or illiquid markets, a fund may experience periods of heavy redemptions that could cause the fund to liquidate its assets at inopportune times or at a loss or depressed value, and could cause the remaining shareholders in the fund to lose money. This redemption risk is greater to the extent that a fund has investors with large shareholdings, short investment horizons or unpredictable cash flow needs.

Risk of Potential Public Health Crisis

A public health crisis, pandemic, epidemic or outbreak of a contagious disease, such as the outbreak of Coronavirus (or Covid-19) in China, the United States and other countries, could have an adverse impact on global, national and local economies, which in turn could negatively impact CRM and its investment products. Disruptions to commercial activity relating to the imposition of quarantines or travel restrictions (or more generally, a failure of containment efforts) may adversely impact CRM's investments, including by delaying or causing supply chain disruptions or by causing staffing shortages. In addition, the imposition of travel restrictions may impact the ability of CRM's personnel to travel in connection with potential or existing investments or to CRM's offices. This could negatively impact the ability of CRM to effectively identify, monitor, operate and dispose of investments. Finally, the outbreak of Coronavirus has contributed to, and may continue to contribute to, volatility in financial markets, including changes in interest rates. A continued outbreak may reduce the availability of liquidity to CRM's investments, which could have material and adverse impact on the returns of CRM's investment products. The impact of a public health crisis such as the Coronavirus (or any future pandemic, epidemic or outbreak of a contagious disease) is difficult to predict, which presents material uncertainty and risk with respect to CRM's performance.

Reliance on Technology

Certain data and information utilized by the Adviser are fundamentally dependent on technology, including hardware, software and other technological systems. In certain cases, the data gathering and processing, including but not limited to data pertaining to investment research, trade order execution, trade allocation, risk management, and operational back office and accounting systems, among others, utilized by the Adviser may be automated and computerized. Such automation and computerization is dependent upon certain third-party software and hardware systems. Such dependencies have and will likely continue to increase over time. Additionally, certain third-party technology providers may integrate Artificial Intelligence ("AI") into their product offerings which are utilized by the Adviser. The Adviser seeks, on an ongoing basis, to monitor and assess risks pertaining to its reliance on technology and its third-party data providers, including any potential risks associated with utilization of AI by such third-party providers.

Uncertain Economic, Social and Political Environment Risk

Client accounts, investment products and the issuers in which they invest may be adversely affected by economic, social and political developments in the United States and elsewhere in the world. The global economic and political climate can be uncertain. Acts of aggression, war, terrorism, the threat of additional terrorist strikes, growing social and political discord in the United States and elsewhere, economic sanctions, tariffs and other trade disputes, international political developments, changes in government policies and taxation, restrictions on foreign investment and currency repatriation, currency fluctuations and the fear of a prolonged global conflict have exacerbated volatility in the financial markets. These factors can cause consumer, corporate and financial confidence to weaken. This in turn may have an adverse effect on the economy generally and on the ability of our investments to execute their respective objectives. A climate of uncertainty may reduce the availability of potential investment opportunities and increases the difficulty of forecasting market conditions. Our investments may be adversely affected by abrogation of international agreements and national law. In addition, a failure of the designated national and international authorities to enforce compliance with applicable laws and agreements, or violation of international agreements, norms or treaties, may also adversely impact our investments and our investment process.

Climate Risk

CRM invests in portfolio companies across various economic sectors and industries. This includes certain companies which may be adversely impacted by climate events such as increased operating expenses, reduced performance, and loss of revenue. The impact of climate risks on portfolio companies may also include risks pertaining to disruptions in company supply chains and other business continuity disruptions which climate events can cause. As noted above, CRM has adopted and implemented an ESG Policy which memorializes the Firm's practice of consideration of ESG factors as part of its investment process and consideration of how such ESG factors materially impact a company's valuation, financial performance, and risk/return. CRM considers, among other ESG factors, the environmental impact of current or potential portfolio companies and other risks associated with climate events.

STRATEGY SPECIFIC RISKS

Risks of Small Cap Companies

Compared to strategies that focus exclusively on large capitalization companies, CRM's small cap strategy may be more volatile because it invests in small capitalization companies. Small capitalization companies are more likely to have more limited product lines, fewer capital resources and less depth of management than larger companies. Securities of smaller companies often have limited liquidity and may be difficult to value or to sell at an advantageous time or without a substantial drop in price.

Risks of Small and Mid Cap Companies

Compared to strategies that focus exclusively on large capitalization companies, CRM's small/mid cap strategy may be more volatile because it invests in small and/or mid-capitalization companies. Small and mid-capitalization companies are more likely to have more limited product lines, fewer capital resources and less depth of management than larger companies. Securities of smaller companies often have limited liquidity and may be difficult to value or to sell at an advantageous time or without a substantial drop in price.

Risks of Mid Cap Companies

Compared to strategies that focus exclusively on large capitalization companies, CRM's mid cap strategy may be more volatile because it invests in mid-capitalization companies. Mid-capitalization companies are more likely to have more limited product lines, fewer capital resources and less depth of management than larger companies.

Risks of Large Cap Companies

Large capitalization companies may fall out of favor with investors based on market and economic conditions. In addition, larger companies may not be able to attain the high growth rates of successful smaller companies and may be less capable of responding quickly to competitive challenges and industry changes. As a result, CRM's all cap strategy may not rise as much, or may fall more than, the value of funds that focus on companies with smaller market capitalizations. Certain large capitalization companies may be included in CRM's all cap and long/short strategies, respectively.

Risks of Concentrated Portfolios

From time to time, our clients may wish to set investment guidelines with fewer total number of positions within the portfolio. Such concentrated strategies may present potentially higher risk profiles as compared to other types of investment strategies. Each underlying security in a concentrated portfolio will have a greater impact on the overall

portfolio performance and may lead to greater risk of investment loss. Investors should carefully consider the risks associated with a concentrated portfolio prior to investing.

Currency Risk

CRM's long/short strategy may invest in securities denominated in foreign currencies, and could experience gains or losses solely on changes in the exchange rate between foreign currencies and the U.S. dollar. Currency exchange rates can be volatile, and are affected by factors such as general economic conditions, the actions of the U.S. and foreign governments on central banks, and the imposition of currency controls or restrictions and speculation.

Emerging Markets Risk

The risks of investing in foreign securities are generally greater in emerging markets, or to the extent CRM invests significantly in one region or country. The extent of economic development, political stability, market depth, infrastructure, capitalization and regulatory oversight can be less than in more developed markets. The economies of emerging market countries may be dependent on relatively few industries that are more susceptible to local and global changes. Emerging market countries may experience rising interest rates, or, more significantly, rapid inflation or hyperinflation.

Risks of Pooled Investments

Hedge funds are speculative investments and are designed only for sophisticated investors who are able to bear the economic risk of the loss of their investment in the hedge fund. Risks associated with investing in CRM's hedge funds include market risks, short sales that involve the sale of securities the funds do not own as well as option and leverage transaction risks. Investors in CRM's hedge funds should carefully review the appropriate private placement memorandum for a detailed description of the associated risks.

For more information relating to investment strategies and risks associated with registered and unregistered funds please refer to the relevant prospectus or Statement of Additional Information for the CRM Mutual Fund Trust and/or the prospectus or supplement for the Cramer Rosenthal McGlynn UCITS plc. Qualified investors should refer to the Private Placement Memorandum of the relevant Hedge Fund.

Short Sales Risk

Short sales involve significant risks. If a security sold short increases in price, CRM may have to cover its short position at a higher price than the short sale price, resulting in a loss. CRM may not be able to borrow securities that it needs to take a short position or purchase securities needed to close out a short position at an acceptable price. Also, the lender of a security that CRM has sold short may terminate the loan at a time when CRM is unable to borrow the same security from another lender. In that case, CRM would need to purchase a replacement security at the then current market price or pay the lender the cost of purchasing the security. Because CRM's loss on a short sale arises from increases in the value of the security sold short, such loss is theoretically unlimited as there is no limit on any such increases in value. By contrast, CRM's loss on a long position arises from decreases in the value of the security and is limited by the fact that a security's value cannot drop below zero. Short positions involve significant transaction costs.

Derivatives Risk

Using swaps, options and other derivatives can increase fund losses and reduce opportunities for gains when market prices, interest rates or the derivative instruments themselves behave in a way not anticipated by a fund. Using derivatives may increase the volatility of a fund's net asset value and may not provide the result intended. Derivatives may have a leveraging effect on a fund. Some derivatives have the potential for unlimited loss, regardless of the size

Cramer Rosenthal McGlynn, LLC
Form ADV Part 2A
March 14, 2025

of a fund's initial investment. Changes in a derivative's value may not correlate well with the referenced asset or metric. A fund also may have to sell assets at inopportune times to satisfy its obligations. Derivatives may be difficult to sell, unwind or value, and the counterparty may default on its obligations to a fund. Regulation of derivatives may make them more costly, may limit their availability, may disrupt markets or may otherwise adversely affect their value or performance.

Borrowing or Leverage Risk

Leverage occurs when CRM increases its assets available for investment using borrowings, derivatives or other investments, such as ETFs, that have embedded leverage. Since short sales involve borrowing securities and then selling them, CRM's short sales will effectively leverage CRM's assets. Borrowing and other transactions used for leverage may cause the value of CRM's shares to be more volatile than if CRM did not borrow or engage in such transactions and creates a risk of loss of value on a larger pool of assets than CRM would otherwise have, potentially resulting in the loss of all assets. Engaging in such transactions may cause CRM to liquidate positions when it may not be advantageous to do so to satisfy its obligations or meet segregation requirements. There are also costs associated with engaging in leverage, and these costs would offset and could eliminate CRM's net investment income in any given period. CRM cannot guarantee that its leveraging strategy will be successful.

Item 9 Disciplinary Information

There have not been any legal or disciplinary events relating to CRM that are material to a client's or prospective client's evaluation of CRM's advisory business or the integrity of CRM's management.

Item 10 Other Financial Industry Activities and Affiliations

Certain CRM personnel are registered representatives of ALPS Distributors, Inc., the distributor of the CRM Mutual Funds.

CRM also serves as investment adviser and its affiliate, CRM 2019 Alternatives LLC, serves as general partner of the CRM Private Funds. The CRM Private Funds are privately placed to accredited and qualified investors. This practice creates a conflict of interest because the Adviser appears to have an incentive to favor performance-based fee accounts over other client accounts. CRM has adopted policies and procedures reasonably designed to ensure all clients are treated fairly and equally (see Item 6 – Performance Based Fees and Side-by-Side Management).

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

CRM has a Code of Ethics ("Code") which sets forth standards of business conduct the Adviser requires of all its supervised persons. Our Code is reasonably designed, among other things, to: (a) minimize conflicts of interest, and even the appearance of conflicts of interest, between the personnel of CRM and its clients in the securities markets; (b) assist CRM personnel in seeing to it that their personal securities transactions are made in compliance with applicable securities laws; (c) prevent violations of the federal securities laws; and (d) effect the principles of conduct set forth by CRM. Under the Code, supervised persons are required to obtain pre-clearance of personal securities transactions and to disclose their securities transactions on a quarterly basis and holdings initially and on an annual basis. This generally is accomplished using the firm's third party, automated Code of Ethics compliance system which is designed and implemented specifically for CRM, which all supervised persons have access to and which is configured with each respective supervised person's personal brokerage accounts. A copy of CRM's Code of Ethics

Cramer Rosenthal McGlynn, LLC
Form ADV Part 2A
March 14, 2025

may be obtained by contacting our Legal and Compliance Department, by mail at 300 First Stamford Place, Suite 440, Stamford, CT 06902, by telephone at 212-326-5300 or by email at legal@crmlc.com.

From time to time, CRM may recommend to clients that they buy or sell securities or other instruments in which CRM, CRM employees or their families or affiliates have, or may later acquire, some financial interest. Such personal investing is subject to personal trading policies and procedures that are designed to address actual or potential conflicts of interest (or appearances of conflicts) with CRM clients (the “Policies”). CRM employees or their families also invest in CRM Affiliated Funds (as defined below), which are also recommended to CRM clients.

CRM imposes pre-clearance requirements on securities transactions in brokerage accounts in which any employee has a direct or indirect beneficial ownership. Transactions in certain financial products, including open-end mutual fund shares, exchange traded funds (“ETFs”), U.S. government securities, investment grade debt securities, certain money market instruments and non-discretionary accounts are excluded from such pre-clearance requirements.

CRM also restricts employees from engaging in certain types of securities transactions. Trading securities and other instruments during a prescribed blackout period after a trade on behalf of a client in the same security or instrument is generally restricted, subject to certain exceptions as set forth in CRM’s Code of Ethics and detailed below. Likewise, profiting from short-term personal trades is also generally restricted. In addition, CRM employees are required to hold their positions in securities with a market capitalization of \$500 million or less until CRM client account(s), including separate accounts, mutual funds and private funds, are fully divested of their corresponding position in the securities.

More specifically, CRM employees are not permitted to purchase or sell, directly or indirectly, any covered security in which the employee has, or by reason of such transaction acquires, any direct or indirect beneficial ownership:

- which he or she knows or should have known at the time of such purchase or sale is or has been considered for purchase or sale by any client accounts, within the most recent seven (7) calendar days, or
- which is or has been purchased or sold by any client accounts within the most recent seven (7) calendar days.

*The above shall not apply when a purchase or sale for a client account is the result of passive investment decisions (e.g., raising cash for client redemptions or liquidations).

An order to purchase or sell a covered security for an employee account is exempt from this prohibition if the market capitalization of the covered security is over \$10 billion or if the order for a client account(s) that is being handled by CRM’s trading desk where the market capitalization of the issuer of the security is at least \$500 million and is completed prior to any CRM employee executing any personal securities transaction in the same security.

Where an order for an employee account is handled in accordance with the above, orders for client accounts shall be executed prior to any order for an employee account. This proviso applies to the specific order or orders for client accounts to which the employee account follows. It does not apply to other orders for client accounts that may be entered by investment personnel later on the same day. In limited circumstances, a client account where the Client directs the order to be executed by a specific brokerage firm (so-called “hold” account), such clients’ execution may occur after execution of the order(s) for which the employee order is being approved, resulting in such client’s execution possibly occurring after the employee order is executed. In these cases, the execution price received by a client account may not always be superior to the execution price received by an order for an employee account.

To assist in monitoring compliance with the Policies, CRM requires all employees, with personal securities trading accounts, to hold such accounts with specified brokerage firms, or to establish a custodial account with a bank, which is compatible to CRM’s trading reconciliation system. This allows CRM’s Compliance department to monitor

Cramer Rosenthal McGlynn, LLC
Form ADV Part 2A
March 14, 2025

employees' personal securities trading accounts on a real-time basis, including the periodic and annual holdings reports detailed above.

CRM and its employees may not trade for clients or themselves or recommend trading in the securities of a company while in possession of material, non-public information concerning such company, or disclose such information to any person not entitled to receive it. Potential sources of inside information include the receipt, whether directly or indirectly, of information related to the offering of private investments in public offerings, and information from other third parties including but not limited to counsel, independent registered public accounting firms, investors, financial printers and trading partners of a material nature. In such circumstances, CRM will have no responsibility or liability to the client for not disclosing such information to the client (or the fact that CRM possesses such information), or not using such information for the client's benefit, as a result of following CRM's policies and procedures designed to provide reasonable assurances that it is complying with applicable law. Accordingly, each employee is required to inform CRM's Chief Compliance Officer and Counsel whenever such employee believes that he or she may have obtained material, non-public information regarding a public company.

CRM management, officers and employees, with compliance approval, may from time to time serve on the board of directors of an issuer of securities, as long as such issuer is not in an issuer whose securities are in a CRM portfolio. As a result of such service, or if a CRM executive, officer or employee receives material non-public information through his or service on the board of directors of an issuer or otherwise, CRM may be prevented from engaging in transactions in that security on behalf of client accounts or may be required to conduct such transactions only during specified time periods.

CRM may recommend that clients invest in mutual funds, private funds, limited partnerships, and other investment vehicles that CRM or its affiliates advise or manage (the "Affiliated Funds"). CRM receives investment advisory fees for managing these investment vehicles (see Item 5 - Fees and Compensation). However, we will not receive a separate advisory fee outside the advisory fee received from the pooled vehicle. CRM also will benefit from increased amounts of assets under management. Differences in compensation paid by different investment vehicles managed by CRM appears to create a financial incentive on the part of CRM to recommend one investment vehicle over another or to effect transactions differently for one vehicle or account as compared to other vehicles or products. CRM portfolio managers receive training on potential conflicts of interest. Certain employees of CRM serve as portfolio managers to Affiliated Funds. In that capacity, the portfolio managers receive a portion of the performance-based allocation made to the management company of the fund. Certain portfolio managers of CRM hedge funds may also serve as portfolio managers of CRM mutual funds. In addition, the management companies and certain portfolio managers or their family members have personal investments in the Affiliated Funds. Certain affiliates and employees of CRM as well as their family members also have invested as limited partners of the Affiliated Funds. CRM's policies prohibit the favoring of Affiliated Funds or any accounts over other accounts.

Some portfolio managers of the Affiliated Funds also serve as portfolio managers to other client accounts that trade in the same securities as the Affiliated Funds. The Affiliated Funds, however, may use investment techniques such as leverage and short sales transactions that are not utilized on behalf of other clients.

Item 12 Brokerage Practices

CRM has established policies with respect to the selection of brokers and determination of commissions, which are designed to seek best execution for our clients. CRM's Head of Trading coordinates brokerage selection activities for CRM and chairs CRM's Brokerage Committee. The Committee includes CRM traders, portfolio managers and CRM's Chief Compliance Officer and Counsel and Chief Financial Officer, respectively. The Committee meets formally on a regular basis to discuss the selection of brokers to execute trades for client accounts. CRM's traders also meet informally as necessary with CRM's portfolio managers and research analysts to discuss the selection of brokers to execute trades for client accounts. More extensive formal reviews of broker performance are conducted on a regular basis.

Cramer Rosenthal McGlynn, LLC
Form ADV Part 2A
March 14, 2025

In evaluating the services provided by a particular broker and consistent with its obligation to seek best execution for client accounts, CRM considers, among other things:

- Trade efficiency – The ability to minimize total trading costs including maintaining adequate capital, responding during volatile market periods, and minimizing incomplete trades.
- Level of trading expertise – The ability to obtain liquidity, trade completion, unique trading strategies, quick trade execution, ability to maintain the anonymity of an investment manager, execution and settlement of difficult trades, satisfaction of trading needs, ability to maximize opportunities for price improvement, methods of tracking and correcting trade errors and engaging in after-hours and cross-border trading.
- Infrastructure – Commitment to technology and a quality trading system, including with respect to internal cybersecurity policies and procedures and oversight of third-party service providers. CRM seeks certification in order to provide assurance to CRM that its brokers have adequate policies and procedures in place to protect the interests and sensitive information of our clients that could be susceptible to a cybersecurity incident.
- Other characteristics – Suggestions that improve the quality of trade execution, proprietary or third-party research, access to research analysts, broker staff and company insiders, reputation with respect to legal compliance and sound financial conditions and practices.
- Special transaction services – Step-outs, custody services, directed brokerage and soft dollar arrangements, and access to IPO shares.

CRM seeks to maintain an appropriate list of brokers with which CRM conducts business, including regional firms, as CRM believes smaller and regional brokers can help it identify emerging value stocks that may not be followed by larger brokerage firms. By maintaining an appropriately sized broker list, CRM believes it enhances the trading department's ability to achieve best execution on all transactions. The trading department can provide and investigate trading relationships and opportunities for execution that a smaller list might exclude and, therefore, limit the ability to achieve best execution. In addition to the placement and execution of trades made by CRM Trading Department personnel, as detailed above, orders also may be routed to the Firm's outsourced trading Desk (the "Outsourced Trading Desk") for execution on behalf of CRM client accounts. The Outsourced Trading Desk serves as an extension of CRM's Trading Department and seeks to execute a trading strategy consistent with CRM's established policies and procedures. CRM utilizes an unaffiliated outside firm that provides extensive data and information to measure and evaluate trading. This information is used by CRM in evaluating and meeting its best execution obligations.

CRM may enter into arrangements by which certain brokers will provide research, research products and services, and execution services to CRM in exchange for CRM executing client brokerage transactions through that particular broker at a higher overall cost than if the broker provided solely execution services. These practices are referred to as soft dollar arrangements. Clients should consider that these arrangements may create a potential conflict of interest between CRM and its clients, because CRM's decision to use a particular broker may in part be based on the broker's ability and/or willingness to provide certain products and services, and not merely on the broker's ability to provide the best trade execution for the best price which may result in commissions higher than those charged by other broker-dealers. CRM may also receive a benefit from the use of client brokerage commissions to obtain research or other products or services since we do not have to produce or pay for the research, product or services. CRM's research and trading departments evaluate, in relevant part, the value of the propriety research including such factors as access to management provided in relation to commission rates paid to brokers and the ultimate benefit to our clients.

CRM has entered into certain commission sharing arrangements with several brokerage firms under which a portion of the commissions from trades are retained by the firm for execution and related costs, and the remainder is pooled. This pool of client commission dollars (i.e., soft dollars) is then used to pay for certain research and brokerage services

Cramer Rosenthal McGlynn, LLC
Form ADV Part 2A
March 14, 2025

that CRM believes are eligible under the safe harbor provided by Section 28(e) of the Securities Exchange Act of 1934 (“Exchange Act”). CRM has designed its commission sharing arrangements to comply with applicable securities laws. CRM estimates that over time most of the commissions paid for trades in client accounts will be paid under commission sharing arrangements. CRM’s Brokerage Committee (described in more detail below) monitors all commission sharing arrangements entered into by CRM.

On average, CRM typically pays higher brokerage commissions as a result of using brokers who provide research, research products and services, and execution services to CRM under soft dollar arrangements. This practice will typically cause clients to pay higher commissions than those charged by other non-research broker-dealers. Soft dollar products and services are, as noted above, one of many factors considered in selecting brokers to execute client transactions. CRM’s soft dollar program is conducted in accordance with Section 28(e) of the Exchange Act.

The Soft Dollar Committee meets periodically to review existing and potential soft dollar arrangements, including commission sharing arrangements. The Committee establishes CRM’s annual soft dollar budget which generally sets forth the cost of soft dollar products and services that may be obtained by CRM, the percentage of that cost to be paid by soft dollars, and the amount of brokerage that is expected to be directed to soft dollar brokers in return for research products and services and execution services. In consultation with CRM’s Legal and Compliance Department, the Brokerage and Soft Dollar Committees review CRM’s soft dollar arrangements for purposes of compliance with applicable law and guidance from the staff of the Securities and Exchange Commission.

On occasion, a broker provides research useful in making investment decisions regarding client accounts and administrative or other assistance to CRM not entirely related to research or execution services. Under such circumstances, CRM’s Head of Trading, Chief Financial Officer, and Chief Compliance Officer and Counsel (the Soft Dollar Committee) will make a reasonable good faith allocation as follows: the portion of such a service or specific component which provides assistance to CRM’s investment decision-making responsibilities is obtained from such broker with commissions paid on client portfolio transactions, while that portion of such service or specific component which provides non-research assistance is paid for by CRM with its own resources. CRM reviews such “mixed use” allocations from time to time to verify that the allocation ratio reflects the actual use of the product or service. CRM uses research obtained through soft dollars to benefit all of its clients, not just the clients for whom the order is being executed. Also, in instances where trading activity in a client’s account has generated soft dollars, CRM may not use all of the research obtained exclusively for that particular client.

The types of products and services CRM receives may include among other things: research, which contains statistical and background information on the U.S. and foreign economies, industry groups and individual companies; forecasts and interpretations with respect to the U.S. and foreign economies, securities, markets, specific industry groups and individual companies; information on federal, state, local and foreign political developments; portfolio management strategies; performance information on securities, indexes and investment accounts; access to management of companies currently in or being considered for investment by a CRM strategy; consultation with an expert relevant to a CRM investment and information concerning prices of securities. Research or brokerage services may also include the providing of electronic communications of trade information, the providing of custody services, as well as the providing of equipment used to communicate research information and the providing of specialized consultations with CRM’s personnel with respect to computerized systems and data furnished to CRM as a component of other research services. In addition, research services may include the arranging of meetings with management of companies, and the providing of access to consultants who supply research information. The outside research assistance is useful to an adviser since the broker-dealers used by the advisers tend to follow a broad universe of securities and the research provided by such broker-dealers may provide an adviser with a diverse perspective on financial markets. Research services provided to an adviser by broker-dealers are available for the benefit of all accounts managed or advised by such investment adviser or by its affiliates. An investment adviser cannot readily determine the extent to which spreads or commission rates or net prices charged by brokers or dealers reflect the value of their research, analysis, advice and similar services. Of the above, CRM makes greatest use of those products and services related to trading and pricing of securities. Access to management of companies currently in or being considered for investment by a CRM strategy

Cramer Rosenthal McGlynn, LLC
Form ADV Part 2A
March 14, 2025

and company specific research is also utilized by CRM personnel with some regularity, followed by economic and industry research. Other products and services are utilized with less frequency and/or regularity.

From time to time, certain clients may instruct CRM to direct brokerage transactions for their accounts to broker-dealers selected by the client. This practice is sometimes referred to as “directed brokerage.” A client may seek to direct brokerage, for example, when the client is participating in a commission recapture program where the client receives certain benefits from a broker if the client directs a minimum percentage of the client’s securities transactions to that particular broker. Where a client directs CRM to use particular broker-dealers, through a commission recapture program or otherwise, the client generally negotiates commission rates on transactions executed through such broker-dealers, and CRM does not evaluate the brokerage services provided to the client or the commission rates paid by the client. As a result of such direction, a client may lose possible advantages, such as the ability to aggregate orders, and therefore may receive a less favorable execution.

CRM has an obligation to seek the best execution of all trades for all its accounts, and it believes that at times it may obtain the best possible execution for its client accounts by aggregating client orders. When CRM determines that more than one client is purchasing or selling the same security, CRM generally seeks to aggregate individual orders by executing these orders as a block or in several blocks through its brokers. By aggregating purchase or sale orders for clients, CRM may be able to obtain lower commission costs because larger orders may provide economies of scale that may lead to lower brokerage costs. Each account that participates in an aggregated order will participate at the average price for all of CRM’s transactions in that security with respect to the particular block of orders for that security on a given business day, with transaction costs shared pro rata based on each account’s participation in the transaction. From time to time, CRM may enter an order for a security already being processed pursuant to an earlier order if such order has been entered within two hours of the second instruction. If the second instruction falls within that time parameter, both orders may be aggregated to achieve the same price. In the event the second order falls outside that time parameter, two separate trade orders shall be entered thereby creating two separate prices to ensure all accounts are treated fairly. CRM’s Head of Trading shall have the discretion to determine whether such aggregation to achieve the same price is in the best interests of all participating accounts and may determine separate orders are advantageous for particular accounts which otherwise qualify for an aggregated order. Such determination may be made upon a variety of factors, including but not limited to price considerations and liquidity constraints. Prior to executing an aggregated order, the applicable portfolio manager and/or assistant portfolio manager will communicate to CRM’s trading desk which accounts are participating in the transaction and how CRM intends to allocate the order among those accounts. If orders for a security cannot be completely filled, the orders generally are allocated pro rata among the participating accounts based upon order size, unless there are limit orders. If limit orders cannot be executed, all market orders are filled, with the securities being allocated pro rata among the accounts submitting market orders, based upon order size. If orders for a security cannot be completely filled, CRM may allocate securities on a basis other than pro rata, if, under the circumstances, such other method of allocation is reasonable and does not result in an improper disadvantage to a particular account. In certain other circumstances, it may be appropriate to deviate from the initial allocation statement submitted by a portfolio manager if the variation from the allocation statement does not result in an unfair advantage to a particular account, and the portfolio manager or equity trader specifies in writing the reason for the different allocation.

CRM uses special procedures for allocating initial public offerings (IPOs) among client accounts, which are eligible to participate in such offerings. CRM purchases shares in IPOs for CRM Mutual Funds and certain CRM Private Funds. IPOs may also be allocated to a product group of managed accounts (i.e., to managed accounts comprising the small cap value product) where CRM determines that such accounts are willing to accept the increased risk associated with IPOs and that such investment is appropriate for such accounts. Further, IPOs may be allocated to other managed accounts upon client request subject to certain conditions. These accounts have been identified by CRM as willing to accept the increased risk associated with an investment in IPOs and are eligible to participate pursuant to rules administered by the Financial Industry Regulatory Authority (“FINRA”). CRM generally does not purchase shares in IPOs for any other separate account. IPOs are generally allocated to those accounts eligible to receive them pro rata based on the size of the account. CRM will be subject to a number of conflicts of interest in the allocation of IPOs

Cramer Rosenthal McGlynn, LLC
Form ADV Part 2A
March 14, 2025

to accounts that pay performance fees to CRM or in which CRM employees participate (see Item 6 – Performance-Based Fees and Side-by-Side Management).

Item 13 Review of Accounts

At least one CRM professional is specifically assigned to each account and it is their responsibility to see that the portfolio is invested in a manner consistent with the particular client's needs. The portfolio managers, or as applicable, analysts, assigned to the CRM Mutual Funds are expected to review the securities held by the CRM Mutual Funds daily, with regard to each Fund's adherence to the model portfolio, subject to the investment guidelines of the Fund. The portfolio managers assigned to CRM's separate accounts and hedge funds are expected to review these accounts daily, with regard to the account's adherence to the model portfolio, subject to the investment objectives of the account.

Clients with separately managed accounts generally receive formal, written reports at least quarterly. Generally, the reports contain a statement of portfolio securities at cost and market and total cash balance. The contents of these reports may be tailored to meet client requirements. Clients may also receive quarterly performance results, and may request performance results from CRM at any time. These reports are in addition to statements clients will receive from their custodian.

Shareholders of the CRM Mutual Funds receive a quarterly statement from the Funds' shareholder servicing agent or administrator. In addition, CRM Mutual Funds issue annual and semi-annual reports to their shareholders. Annual reports include financial statements audited by the CRM Mutual Funds' independent accountants.

Holders of interests in the CRM Private Funds receive written quarterly statements and annual reports containing capital balances, performance and fees for the period.

Item 14 Client Referrals and Other Compensation

From time to time, CRM may enter into solicitation agreements under which it pays fees for client referrals as permitted by Rule 206(4) of the Advisers Act (the "Marketing Rule").

CRM may enter into solicitation agreements with solicitors (also referred to as "Promoters") that are not affiliated with CRM, and these solicitation agreements require that the solicitor perform its duties in accordance with the Advisers Act and appropriate state regulations. In addition, unaffiliated solicitors are required to provide each client with CRM's written disclosure document (Part 2A, Form ADV) and the solicitor's written disclosure document providing: (1) the name of the solicitor and CRM; (2) the nature of the relationship between the solicitor and CRM; (3) a statement that the solicitor will be compensated for its solicitation services by CRM; and (4) the terms of the compensation arrangement.

Third-party solicitors generally receive a percentage of the management fee and in some cases any performance-based fee, received by CRM or its affiliates from the clients they solicit so long as those clients maintain an account with CRM. Third-party solicitors may also from time to time receive fixed fees for the solicitation of client accounts. Clients of solicitors will not be charged by CRM an amount in addition to CRM's advisory and performance fee, nor will they be charged a higher advisory fee by CRM than other clients, to cover the cost of the solicitation of their accounts. CRM has an active agreement with a solicitor who solicits foreign institutional markets on behalf of CRM. From time to time, CRM may engage additional third-party solicitors.

As adviser to the CRM Mutual Fund Trust, CRM may make payments to dealers, financial intermediaries or service providers out of its own resources, including revenue from the advisory fees received from the Funds in connection with the sale and distribution of shares of the Funds and/or shareholder service. These payments may be made to compensate the recipient for marketing support services and/or shareholder service activities, finders or referral fees

Cramer Rosenthal McGlynn, LLC
Form ADV Part 2A
March 14, 2025

for directing investors to the Funds; marketing support fees for providing assistance in promoting the sale of the Funds' shares; and payments for the sale of shares and/or the maintenance of share balances.

Item 15 Custody

CRM does not as a general matter act as a custodian for client funds or securities; it does not hold client monies and/or securities. Clients' funds and securities are held by a qualified custodian that is chosen by the client. Further, as a general matter, CRM does not deduct advisory fees or other expenses directly from a client's account.

CRM 2019 Alternatives LLC, an affiliate of CRM, serves as general partner or managing member to a private fund. These activities in certain limited instances may cause CRM to be deemed to be acting as a custodian for purposes of Rule 206(4)-2 of the Advisers Act.

Managed account clients receive account statements from the qualified custodian of the account. Clients should carefully review those statements. To the extent CRM sends statements directly to a client in addition to those sent by the qualified custodian, the client should compare the statements received from the custodian with the statements received from CRM.

Holders of interests in the CRM Private Funds receive written quarterly statements and annual financial statements.

Item 16 Investment Discretion

In most cases, CRM has full discretionary authority to manage accounts for its clients, including the decisions as to which securities are bought and sold as well as the amount and price of those securities. Many of our clients have specific account restrictions. CRM's procedures are designed to assist in observing the investment policies and restrictions that govern client accounts. Customarily a client will provide investment guidelines which may limit the types of securities in which CRM may invest, the amount of cash reserves held in their account, the amount that may be invested in a particular company or industry sector, limit investments in firms that engage in certain businesses or other activities as well as direct proxy votes with respect to a particular issue. Investment restrictions may also be imposed by applicable law and regulations or in the case of mutual funds, hedge funds and other collective investment vehicles managed by CRM, by the terms of the offering documents.

In order to assume discretionary authority over a client account, CRM requires the client to complete an investment management agreement ("IMA") which is reviewed by CRM's Legal and Compliance Department. The IMA outlines the terms of the agreement as well as CRM's fiduciary duty to the client and must be signed before CRM opens an account and assumes such authority.

In cases where CRM does not have discretionary authority (i.e., Model Delivery), we do not make the decision as to the manner in which securities are bought and sold, including as to the amount and price of those securities. CRM's role in such cases is limited to making securities recommendations, which typically is accomplished by providing updated investment strategy models to the Sponsors of such programs.

Item 17 Voting Client Securities

In most instances, CRM clients have delegated to CRM the authority to vote proxies on their behalf for equity securities held in their account(s). In exercising such voting authority, CRM has policies and procedures in place so that proxies are voted in the best interest of clients. Specifically, CRM seeks to monitor corporate actions, analyze proxy solicitation materials, and vote proxies for stocks held in client accounts (and for which CRM has voting authority) as of the record date in a timely and appropriate manner.

Cramer Rosenthal McGlynn, LLC
Form ADV Part 2A
March 14, 2025

CRM receives analysis and voting recommendations based on empirical research measuring the impact of proxy issues on shareholder value through an independent third party, currently ISS. These recommendations cover several categories, including but not limited to recommendations on social and environmental shareholder proposals and recommendations intended to generally maximize shareholder value. ISS also provides analysis and recommendations, and the voting platform and recordkeeping function, for the CRM Mutual Funds.

In determining how to vote on a proxy issue, CRM will consider ISS analyses and recommendations, as well as the portfolio manager's own knowledge of the company (including its management, operations, industry and the particular proxy issue) in rendering a decision, with the exception of accounts where the client specifically directs CRM to vote in a "socially responsible" manner (in which case, CRM would generally follow the particular ISS recommendations for that category).

CRM recognizes that there may be conflicts of interest or potential conflicts of interest between itself and its clients with respect to the voting of proxies of certain companies. An example of such a conflict may include instances where CRM is voting the proxy for an issuer that is also a client. It is CRM's policy that such conflicts and potential conflicts shall not affect the manner in which it votes client proxies. When a conflict or potential conflict is identified, CRM will vote as recommended by ISS, subject to a review by CRM's Compliance Committee to review that voting is in the best interests of clients.

Most proxy votes cast by CRM are done so electronically through an independent vendor. Some client proxies may be voted manually.

CRM retains records of proxy statements, records of votes cast, and certain other records relevant to the voting process. Clients may obtain a proxy report from CRM detailing how securities were voted for their specific account. ISS retains such records for the CRM Mutual Funds. A copy of CRM's Proxy Voting Policies and Procedures is available upon request at legal@crmlc.com.

Item 18 Financial Information

CRM typically does not require or solicit pre-payment of fees from its clients six months or more in advance.

Brian M. Harvey, CFA

March 14, 2025

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This brochure supplement provides information about Brian M. Harvey that supplements the brochure of Cramer Rosenthal McGlynn, LLC (“CRM”). You should have received a copy of that brochure. Please contact CRM’s Compliance Department, by mail at 300 First Stamford Place, Suite 440, Stamford, CT 06902, by telephone at (212) 326-5300 or email at info@crmlc.com if you did not receive CRM’s brochure or if you have any questions about the contents of this supplement.

Additional information is available on the SEC’s website.

Item 2 Educational Background and Business Experience

Brian M. Harvey, 51, received a BS from Fairfield University, 1994. He is currently CRM's Co-Chief Executive Officer and Managing Member (as of September 30, 2019), Chief Investment Officer (as of July 31, 2019), Director of Research (since 2017), and a portfolio manager and senior research analyst in CRM's investment group. Mr. Harvey joined CRM in 2005. Prior to CRM, Mr. Harvey was an equity research analyst at Fox-Pitt, Kelton, 1998-2005 and an accountant in the financial services audit practice at KPMG LLP, 1994-1998.

Item 3 Disciplinary Information

There are no legal or disciplinary events relating to Mr. Harvey to report.

Item 4 Other Business Activities

Mr. Harvey is not engaged in any outside investment-related business or occupation.

Item 5 Additional Compensation

Mr. Harvey does not receive any additional compensation from anyone who is not a client in return for providing advisory services.

Item 6 Supervision

All supervised persons of the Adviser are subject to its compliance policies and procedures. Stephen J. Gaeta, CCO, is responsible for administering the Adviser's compliance program. Mr. Gaeta can be reached by telephone at (212) 326-5300.

Robert Maina

March 14, 2025

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Additional information is available on the SEC’s website.

Item 2 Educational Background and Business Experience

Robert Maina, 54, received a BS from Fairfield University's School of Business, 1993. Mr. Maina is a portfolio manager and senior research analyst in CRM's investment group and joined the firm in 2005. Prior to CRM, he was with Copper Beech Capital Management, 2003-2005, as well as CIBC World Markets, 2000-2003, and Donaldson, Lufkin & Jenrette, 1997-2000.

Item 3 Disciplinary Information

There no legal or disciplinary events relating to Mr. Maina to report.

Item 4 Other Business Activities

Mr. Maina is not engaged in any outside investment-related business or occupation.

Item 5 Additional Compensation

Mr. Maina does not receive any additional compensation from anyone who is not a client in return for providing advisory services.

Item 6 Supervision

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Madeleine “Mimi” B. Morris

March 14, 2025

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This brochure supplement provides information about Madeleine “Mimi” B. Morris that supplements the brochure of Cramer Rosenthal McGlynn, LLC (“CRM”). You should have received a copy of that brochure. Please contact CRM’s Compliance Department, by mail at 300 First Stamford Place, Suite 440, Stamford, CT 06902, by telephone at (212) 326-5300 or by e-mail at info@crmlc.com if you did not receive CRM’s brochure or if you have any questions about the contents of this supplement.

Additional information is available on the SEC’s website.

Item 2 Educational Background and Business Experience

Madeleine “Mimi” Morris, 47, earned a BA from Williams College in 1999 and an MBA from Columbia Business School in 2006. Ms. Morris joined CRM in 2010 and serves as a portfolio manager and research analyst in CRM’s investment group. Prior to CRM, she was a Director at Telsey Advisory Group, 2006-2010, where she was an equity analyst and consultant. She has additional financial experience from Columbia House Company, 2002-2006, and Donaldson, Lufkin, and Jenrette, 1999-2002.

Item 3 Disciplinary Information

There are no legal or disciplinary events relating to Ms. Morris to report.

Item 4 Other Business Activities

Ms. Morris is not engaged in any outside investment-related business or occupation.

Item 5 Additional Compensation

Ms. Morris does not receive any additional compensation from anyone who is not a client in return for providing advisory services.

Item 6 Supervision

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Jeffrey Yanover

March 14, 2025

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Additional information is available on the SEC’s website.

Item 2 Educational Background and Business Experience

Jeffrey Yanover, 46, joined the Firm in 2017 and currently serves as a portfolio manager and research analyst. Prior to CRM, Jeffrey worked at Clovis Capital Management as a senior analyst covering the industrial and healthcare sectors. Previously, Jeffrey was an analyst at Lord Abbett, Arience Capital, and Savannah-Baltimore Capital. Jeffrey is a graduate of the University of Texas at Austin with a BS in Finance.

Item 3 Disciplinary Information

There are no legal or disciplinary events relating to Mr. Yanover to report.

Item 4 Other Business Activities

Mr. Yanover is not engaged in any outside investment-related business or occupation.

Item 5 Additional Compensation

Mr. Yanover does not receive any additional compensation from anyone who is not a client in return for providing advisory services.

Item 6 Supervision

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Kevin Chin

March 14, 2025

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Additional information is available on the SEC’s website.

Item 2 Educational Background and Business Experience

Kevin Chin, 60, rejoined the Firm in 2020 and currently serves as a portfolio manager and research analyst in CRM's investment group. Previously, Kevin was a portfolio manager and Chief Investment Officer of Keeley Asset Management. Before joining Keeley Asset Management, Kevin was a principal with CRM from 1989 through 2012. Kevin began his career as an investment banking analyst in the Mergers and Acquisitions department at Morgan Stanley (1986-1988) and was an associate in the risk arbitrage trading department at Credit Suisse First Boston (1988-1989). Kevin graduated from Columbia University with a BS in Electrical Engineering.

Item 3 Disciplinary Information

There are no legal or disciplinary events relating to Mr. Chin to report.

Item 4 Other Business Activities

Mr. Chin is not engaged in any outside investment-related business or occupation.

Item 5 Additional Compensation

Mr. Chin does not receive any additional compensation from anyone who is not a client in return for providing advisory services.

Item 6 Supervision

All supervised persons of the Adviser are subject to its compliance policies and procedures. Stephen J. Gaeta, CCO, is responsible for administering the Adviser's compliance program. Mr. Gaeta can be reached by telephone at (212) 326-5300.