

DISCLOSURE OF INDIRECT COMPENSATION: SEPARATELY MANAGED ACCOUNT “SOFT DOLLARS”

Schedule C of Form 5500 requires disclosure of “indirect compensation” received by service providers to employee benefit plans that are subject to ERISA (the Employee Retirement Income Security Act of 1974). According to the instructions to Schedule C, “soft dollars” associated with separate accounts for which Northern Trust serves as investment manager are treated as separate reportable compensation for purposes of Schedule C reporting.¹ In addition, to the extent applicable, disclosure of this information may be required pursuant to the regulations under Section 408(b)(2) of ERISA.

The purpose of this disclosure is to provide you with the information about “soft dollar” revenue received in connection with separately-managed accounts that may result in “eligible indirect compensation” by Northern Trust and is intended to meet the requirements of Schedule C of Form 5500.

(A) EXISTENCE OF COMPENSATION AND (B) SERVICES PROVIDED

To the extent you have retained Northern Trust to manage the assets of a separate account, subject to the duty of best execution, Northern Trust Investments, Inc. (“NTI”) places transactions with broker-dealers who also provide Northern Trust with research services in accordance with the safe harbor of Section 28(e) of the Securities Exchange Act of 1934. These research services assist with investment decision-making process and may include industry and company reports, economic forecasts, databases, data services, analytical services and publications. These research services and soft dollar benefits are taken into account in the broker-dealer selection and as a result, clients may pay higher commissions than would otherwise be charged. Northern Trust determines in good faith that the amount of such commission is reasonable in relation to the value of the brokerage and research services the broker-dealer provides.

Northern Trust may obtain research services from brokerage commissions incurred in connection with an account that may not directly benefit such account. Similarly, an account may benefit from research even if trades placed for such account did not contribute to the compensation of the broker-dealer providing such research. Northern Trust does not seek to allocate research services to client accounts proportionately to the

¹ Please see the separate “DISCLOSURE OF INDIRECT COMPENSATION: FUND-RELATED COMPENSATION” for a description of the indirect compensation associated with the provision of investment management, custodial, administrative and other services to the Northern Funds, Northern Institutional Funds, Flexshares® Funds, and Northern Trust Investments, Inc. Common and Collective Funds (including the NTCC Collective Funds for Employee Benefit Trusts, NTCC Collective Funds for Grantor Trusts and NTCC Advisors Funds for Grantor Trusts).



commissions that the client accounts generate. Also, Northern Trust may receive products and services that are mixed use. In these cases, Northern Trust will use client commissions to pay only for the eligible portion of the product or service that assists Northern Trust in the investment decision-making process. Any ineligible portion of the product will be paid directly by Northern Trust. Northern Trust makes a good faith effort to reasonably allocate such items between eligible and ineligible products and services and keep records of such allocations although clients should be aware of the potential conflicts of interest in such eligible and ineligible allocations of mixed products and services. Northern Trust utilizes a number of commission sharing agreements with broker-dealers to unbundle research services from broker-dealer execution. The commission sharing agreements allow for a portion of the client commission to pay for execution trading services and a portion of the client commission is allocated to research. Commissions allocated to research are from a variety of providers. Northern Trust regularly monitors and evaluates the benefits of commission sharing arrangements.

(C) AMOUNT OF COMPENSATION

The Northern Trust commission rates on equity trades placed in 2024 for which Northern Trust received research services ranged from \$0.007 to \$0.03 per share. Of that amount, an amount between \$0.002 and \$0.0125 was attributable to trade execution, with the remaining portion representing the estimated value of the research services. DOL service code 68 may be applicable to the research services that Northern Trust receives from such brokerage commissions.

(D) IDENTITY OF PARTIES PAYING AND RECEIVING THE COMPENSATION

During 2024, Northern Trust obtained research services from brokerage commissions paid to the following providers:

Bank of America (Merrill Lynch)	Goldman, Sachs & Co.	Virtu (ITG)	UBS
Citigroup Global Markets, Inc.	Credit Suisse First Boston L.L.C	JP Morgan Chase	Piper Sandler

The research services were received by Northern Trust. Northern Trust is an affiliated group of companies that consists of The Northern Trust Company, Northern Trust Investments, Inc., and other affiliates.

The parent company of Northern Trust is:

Northern Trust Corporation

Employer Identification Number (EIN):

36-2723087

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