

Investment Philosophy

We are a fundamental, “bottom up” manager with a long-term time horizon. Our investment philosophy highlights buying high quality companies at a 30%+ discount to estimated fair value. Our approach emphasizes rigorous research, a disciplined stock selection process, a strong valuation orientation, a focused portfolio (25-35 holdings) and a well-defined sell discipline.

Portfolio Overview

Turnover	25-30%
Time Horizon	3-5 years
Universe	\$250mm - \$5Bn
Focused	25 - 35 positions
Typical Holding	3 - 5%
Maximum Holding	6%
Cash	5% average
Active Share	99.0%

Risk Metrics*

Beta	0.84
R-Squared	0.78
Standard Deviation	15.1%
Sharpe Ratio	0.92
Alpha	11.2%
Tracking Error	7.6%
Information Ratio	1.43
Batting Average	0.56
Up Market Capture	107.9%
Down Market Capture	61.8%

*3 YRS ending 12/31/19 vs. Russell 2000 Value

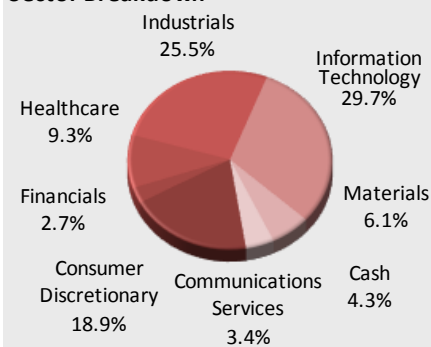
Firm

Founded in 1994	
All Employees are Shareholders	
AUM (Firm)	\$1,045 mm
AUM (U.S. Small Cap Value)	\$617 mm
Investment Team	
Tom A. Derse, CFA	2004 (19 yrs exp.)
Scott T. Larson, CFA	2007 (23 yrs exp.)
Ryan J. Ross, CFA	2014 (14 yrs exp.)
Kevin Bernzott	1994 (25 yrs exp.)

Top 10 Holdings

Douglas Dynamics, Inc.	5.4%
Catalent, Inc.	4.8%
EPAM Systems, Inc.	4.8%
Bottomline Technologies (de), Inc.	4.6%
Compass Minerals International, Inc.	4.5%
LogMeIn, Inc.	4.5%
Shutterstock, Inc.	4.5%
SP Plus Corporation	4.5%
Knowles Corporation	4.3%
Gentex Corporation	4.2%
% of total portfolio	46.1%

Sector Breakdown



Portfolio Characteristics

Number of holdings	27
Weighted Avg Market Cap	\$3.1Bn
Median Market Cap	\$2.4Bn
Largest Cap	\$11.7Bn
Smallest Cap	\$0.4Bn
EBIT Margin (Median)	14.3%
ROE (Median)	9.5%
LT EPS Growth (5Yr)	12.7%
P/E Ratio (Forward)	19.3x
Divident Yield (Current)	1.1%
Discount to Fair Value	20.0%

Small Cap Value Composite Performance (12/31/19)

	4Q19	1YR	3YRS	5YRS	7YRS	10YRS	Inception*
Bernzott Small Cap Value Equity (Gross)	10.8%	26.9%	15.6%	11.1%	13.5%	14.1%	14.0%
Bernzott Small Cap Value Equity (Net)	10.6%	26.2%	14.9%	10.4%	12.8%	13.4%	13.2%
Russell 2000 Value	8.5%	22.4%	4.8%	7.0%	10.1%	10.6%	10.2%
Russell 2500 Value	7.1%	23.6%	6.1%	7.2%	10.6%	11.3%	10.9%

Quarterly Commentary: The U.S. Small Cap Value composite's 4Q19 return was 10.6% (net) compared to the benchmark Russell 2000 Value's return of 8.5%. In 4Q19, the strategy's 213 bps of outperformance was primarily driven by strength in Information Technology (+343 bps), Industrials (+98 bps) and Consumer Discretionary (+82 bps) offset by underweighting in Financials (-183 bps), Communication Services (-54 bps) and underweighting in Real Estate (-36 bps). The top three contributors were Bottomline Technologies (EPAY), Douglas Dynamics (PLOW) LogMeIn (LOGM). The top three detractors were Mistras (MG), Michaels (MIK) and Cinemark (CNK). During the quarter we sold one position: Carbonite (CARB). We ended the quarter with 27 positions. We continue to believe the portfolio is well positioned for long-term appreciation with a weighted-average discount to fair value of 20.1% and a weighted average market-capitalization of \$3.1 billion at the end of 4Q19.

In our first quarter of 2018 quarterly letter we wrote about how patience is an important aspect of our approach to investing. The discussion primarily focused on how we wait for the right time to add new companies to the portfolio. We also discussed our time horizon (3-5 years, often longer) and ultimately selling positions when they reach 100% of our estimate of fair value.

One aspect we did not discuss was having the patience to deal with uncertainty. Investing is inherently an exercise in dealing with uncertainty. A key component of our strategy is attempting to take advantage of some investor's inability or unwillingness to invest in companies dealing with near-term uncertainty. This does not mean that we have a crystal ball or know when a company's performance will improve but we agree with Warren Buffet who once said, "you pay a very high price in the stock market for a cheery consensus."

During the third quarter of 2019 a handful of our portfolio companies experienced some short-term volatility resulting in some stock price weakness. We objectively analyzed the reasons for the stock weakness, spoke with the management teams, and in most cases after believing the reasons for the declines were temporary/transitory we added to positions.

In the fourth quarter of 2019 the results for three companies were particularly positive: On November 11, Open Text (OTEX) announced they were acquiring portfolio company Carbonite (CARB) for a 78% premium. On December 4, portfolio company Verint (VRNT) announced it was splitting into two companies and the stock is up approximately 20% since the announcement. Lastly, on December 7, Francisco Partners and Evergreen Coast Capital Corp. (affiliate of Elliott Management Corp.) announced an acquisition offer for portfolio company LogMeIn (LOGM) for a 25% premium. The conclusion is patience, rather than panic, is a key to successful portfolio management that ultimately can help drive positive portfolio returns.

Explanation of Equity Performance

Performance Footnote Disclosure

Bernzott Capital Advisors claims compliance with the Global Investment Performance Standards (GIPS®) and has prepared and presented this report in compliance with the GIPS standards. Bernzott Capital Advisors has been independently verified for the periods of Jan. 1, 1995 through December 31, 2018. Verification assesses whether the firm has complied with all the composite construction requirements of the GIPS standards on a firm-wide basis and the firm's policies and procedures are designed to calculate and present performance in compliance with the GIPS standards. The US Small Cap Value composite has been examined for the periods of Jan. 1, 1995 through December 31, 2018. The verification and performance examination reports are available upon request.

	# of Portfolios in Composite at period end	Total Composite Assets (\$ millions) at period end	Composite Equity Only Assets (\$ millions) at period end ⁴	Composite Dispersion %	Composite 3 Yr Standard Deviation	Russell 2000 Value 3 Yr Standard Deviation	Russell 2500 Value 3 Yr Standard Deviation	Total US Small Cap Value Assets ¹ (\$ millions)	Total Firm-wide Assets Under Management (\$ millions)	Composite Assets as a % of US Small Cap Assets at period end	Composite Assets as a % of Firm-wide Assets at period end	Bernzott Gross of Fees	Bernzott Net of Fees	Russell 2000 Value	Russell 2500 Value
2010	94*	\$302.0*	\$275.7	1.2%	20.55%	28.01%	26.97%	\$319.7	\$470.8	94.46%	64.15%	21.13%	20.23%	24.50%	24.82%
2011	81	\$195.6	\$178.7	1.3%	17.70%	26.19%	24.23%	\$198.0	\$372.0	98.79%	52.58%	9.02%	8.24%	-5.50%	-3.36%
2012	39	\$170.9	\$159.7	1.0%	14.21%	20.15%	18.41%	\$192.0	\$395.2	89.01%	43.24%	16.81%	16.04%	18.05%	19.21%
2013	35	\$237.4	\$222.3	0.8%	12.33%	16.32%	15.08%	\$267.0	\$513.6	88.91%	46.22%	34.38%	33.53%	34.52%	33.33%
2014	35	\$269.1	\$260.0	0.4%	10.25%	12.77%	11.25%	\$274.7	\$528.7	97.96%	50.90%	6.73%	6.06%	4.22%	7.11%
2015	37	\$257.9	\$246.5	0.5%	12.62%	13.11%	12.03%	\$339.9	\$577.2	75.88%	44.68%	-6.91%	-7.46%	-7.47%	-5.49%
2016	34	\$385.3	\$365.7	0.3%	13.16%	15.38%	13.17%	\$405.9	\$655.3	94.92%	58.80%	17.62%	16.99%	31.74%	25.20%
2017	37	\$404.5	\$385.3	0.2%	12.47%	13.97%	11.81%	\$512.7	\$854.4	78.90%	47.34%	28.18%	27.54%	7.84%	10.36%
2018	42	\$444.1	\$421.3	0.3%	13.41%	15.76%	13.58%	\$470.0	\$793.8	94.49%	55.95%	-5.15%	-5.68%	-12.86%	-12.35%
2019	38	\$569.2	\$543.3	1.3%	15.14%	15.90%	14.43%	\$618.2	\$1,046.4	92.07%	54.39%	26.95%	26.21%	22.39%	23.56%

*Equity product inception: January 1, 1995. 1The difference between this column and the "total composite assets at period end" is the accounts that do not meet the size parameter for the composite and any new account under management that has not met the waiting period to join the composite. 2 Presented composite performance prior to October 1, 2006 is based upon equity only returns including allocated cash. Composite performance following October 1, 2006 is based on total account returns. * - To accommodate the needs of our high net worth non-institutional clients, Bernzott Capital Advisors has and will purchase equities across the capitalization spectrum, and not limit those purchases to the small cap universe. Effective October 1, 2010, the composite was redefined to only include those clients with a specific small cap mandate. This redefinition and client accommodation has resulted in a decline of AUM in the US Small Cap Value composite without impacting firm wide AUM.*

GIPS Compliance Requirements:

Bernzott Capital Advisors is an equity portfolio investment manager that invests in U.S.-based securities. Bernzott Capital Advisors is defined as an independent investment management firm that is not affiliated with any organization.

The US Small Cap Value Composite includes all fully discretionary portfolios that invest in small capitalization U.S. stocks that are considered to have risk-adjusted returns purchased, at reasonable prices. The composite includes concentrated portfolios of market leading companies with consistent operating performance, significant recurring revenue, solid operating margin, moderate leverage and strong returns on capital. A size parameter of \$250,000 is applied for composite membership. As of October 1, 2006, composite asset performance is derived from total account performance and eligible accounts are added to the composite after accounts are under management for two complete quarters. Prior to October 1, 2006, the composite was constructed from fully discretionary small cap equity only portfolios and fully discretionary small cap equity segment carve outs of accounts included in the firm composite. Prior to October 1, 2006, accounts were included in the composite their first full quarter under management. The benchmark is the Russell 2000 Value Index (taken from published sources). The Russell 2500 Value Index is provided as a secondary benchmark.

Gross-of-Fees returns reflect only the deduction of trading costs. Net performance returns reflect the deduction from gross performance of all trading costs, actual management fees and embedded fees. Since January 1, 2005 non-fee-paying accounts represent <1% of the composite assets. For the period Jan. 1, 2004 through Dec. 31, 2004 non-fee-paying accounts represent 1% of the composite assets. For the period Jan. 1, 1998 through Dec. 31, 2003 non-fee-paying accounts represent 2% of the composite assets. Bernzott performance is stated in US dollars. Prior to 10/1/06 the annual composite dispersion was an asset-weighted standard deviation calculation for the equity only portion of the account in the composite for the entire year and calculations did not take into account the effect of cash. Following that date, the annual composite dispersion is an asset-weighted standard deviation calculation using total account returns. 1995 and 1996 dispersion values are presented as n/a since five or fewer accounts are in the composite for the entire annual periods presented. Returns are presented gross and net of management fees and include the reinvestment of all income.

For institutional client accounts in the US Small Cap Value strategy, the management fee schedule is as follows: 0.90% on the first \$10 Million; 0.80% on the next \$15

Million; 0.75% on the next \$25 Million and 0.65% on the balance. For private client accounts, the management fee schedule is as follows: 1% on the first \$2 Million; 0.75%

on the next \$3 Million; 0.50% on the balance.

Special circumstances unique to a specific client may result in the negotiation of fees different than those set forth herein. We generally aggregate separate accounts of a single relationship for billing purposes. We may serve certain non-profits qualified under Section 501(c)3 IRC at a discount and we waive fees for employees and related parties.

Bernzott's composite was created July 1, 1999 and composite membership parameters were revised December 1, 2006 effective October 1, 2006. A complete list of Bernzott's composites is available upon request. The policies of valuing portfolios, calculating performance and preparing compliant presentations are available upon request. Bernzott does not utilize leverage, derivatives or short positions. Bernzott does not have any significant company events to disclose. A size parameter of \$250,000 is applied for composite membership. The minimum account size was implemented January 1, 2001. As of October 1, 2006, composite asset performance is derived from total account performance. Prior to October 1, 2006, the composite was constructed from fully discretionary small cap equity only portfolios and fully discretionary small cap equity segment carve outs of accounts included in the firm composite. Prior to January 1, 2004, the composite was known as the Small/Mid Cap Domestic Equity Composite. There was no change in the investment process as a result of the composite name change. Prior to October 1, 2006, carve-out portfolio segments were included in this composite and cash was allocated to the composite on a set percentage of 5%. As of October 1, 2006, portfolio segments are not included in this composite and all cash and cash equivalents are included in performance. An account will be removed from the composite membership if a cash outflow reduces the account value below the minimum size parameter. Additional information regarding the treatment of significant cash flows is available upon request.

Past performance is not indicative of future results.

Prior to April 2013, Schmetter & Associates, LLC. (S&A) served as an independent institutional sales and marketing representative for Camarillo, California based Bernzott Capital Advisors. S&A continues to receive 20-25% of collected revenue from specified institutional clients. S&A is not a broker/dealer. BCA currently employs one individual responsible for business development. This individual receives a % of collected revenue from specified institutional clients. All fees paid by Bernzott Capital are in hard dollars. No additional amount is ever billed to any client as a result of such payments.

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