

## Customer Relationship Summary (Form CRS)

*Summary of material changes from the August 25, 2023, amendment\**

Material updates were made to Form CRS in response to changes in Manning & Napier Investor Services, Inc.'s ("MNBD") business practices and to address new private fund offerings available through Callodine, an indirect beneficial owner of MNBD and MNBD's affiliated investment advisor, Manning & Napier Advisors, LLC ("MNA"). Specifically, in a departure from prior practices, MNBD's financial professionals will no longer make recommendations of the MN Fund to retail investors ("you"). Instead, advice and recommendations regarding the MN Fund will be provided through MNA's advisory offering. MNA and MNBD's shared financial professionals will exclusively provide you with fiduciary investment advice under MNA. However, if you do not need or want MNA's fiduciary advisory services, you can continue to purchase the MN Fund through MNBD, but MNBD's financial professionals will not assist you in determining which MN Fund makes sense for your goals and objectives.

This change in business practices does not alter the fees that you will pay as a shareholder of the MN Fund, nor does it create new conflicts of interests. Importantly, this change primarily effects wealth management clients who previously engaged with MNBD's financial professionals. Asset management clients will continue to rely on their primary, third-party financial advisor for advice and recommendations regarding the MN Fund.

MNA and MNBD's affiliation with Callodine provides an opportunity for eligible retail investors to access private fund investments ("Callodine Funds"). MNA will recommend the Callodine Funds to certain eligible retail clients and MNBD will act as placement agent for the sale of the Callodine Funds. As placement agent, MNBD's financial professionals will provide retail investors with marketing material and other factual information about the Callodine Funds. MNBD will receive compensation for its role as placement agent, which creates a conflict with your interests because MNBD is encouraged to place retail investor money in the Callodine Funds. MNA's and MNBD's financial professionals will earn additional compensation when you invest in the Callodine Funds, which can encourage them to promote the Callodine Funds for the compensation and not to ensure your best interest. Form CRS now explains the fees and conflicts associated with the Callodine Funds and directs you on how to obtain additional information about investing in these private funds.

# Customer Relationship Summary (Form CRS)

August 25, 2023

## **Introduction**

Manning & Napier Advisors, LLC (“MNA,” “we,” “us” or “our”) is an investment adviser registered with the Securities and Exchange Commission (“SEC”). MNA’s affiliated, limited-purpose broker-dealer, Manning & Napier Investor Services, Inc. (“MNBD”), is separately registered with the SEC and is a member of the Financial Industry Regulatory Authority, Inc. (“FINRA”). Brokerage and investment advisory services and fees differ, and it is important for you to understand these differences. Free and simple tools are available for you to research firms and financial professionals at [Investor.gov/CRS](https://investor.gov/CRS), which also provides educational materials about broker-dealers, investment advisers, and investing.

## **What investment services and advice can you provide me?**

MNA offers investment advisory services to retail investors (“you”) through two distinct channels: wealth management and asset management. Our wealth management channel provides you with financial planning and advice-driven solutions. In wealth management, our financial professionals will examine your entire financial picture and help you to determine an appropriate MNA investment solution as one component of the financial advice we provide. By contrast, our asset management channel is designed to supplement the services provided by your primary financial advisor, a person other than MNA who you have entrusted to provide you with investment advice. Therefore, MNA’s asset management clients receive portfolio management services only. MNA invests your assets based on decisions you have made in consultation with your primary financial advisor. MNA does not offer financial planning or broader advice-driven solutions to asset management clients as those services are typically delivered through your primary financial advisor.

As a standard service, MNA will monitor your accounts on an ongoing basis through a variety of established processes. However, wealth management and asset management clients should expect different levels of monitoring and engagement from MNA. Specifically, as a wealth management client, MNA will communicate directly with you about progress towards the attainment of your goals. We will seek to obtain information from you on an ongoing basis to ensure that we have accurate and sufficient data to evaluate how best to support you and your goals. As an asset management client, MNA will work with your third-party advisor to adjust your investments in response to changes in your financial picture, goals, and market conditions. MNA will send you required and routine communications but does not otherwise communicate with you directly.

All MNA clients can access MNA’s investment solutions through separately managed accounts (“SMA”) or by investing in shares of the various series of Manning & Napier Fund, Inc. (“MN Fund”), a mutual fund company advised by MNA. Where appropriate for certain eligible wealth management clients, MNA will recommend that you invest in a private fund that is managed by subsidiaries of Callodine Group, LLC (“Callodine”), an indirect owner of MNA (hereinafter “Callodine Funds”). MNA will not recommend Callodine Funds to asset management clients, but Callodine Funds may be available to you through your primary third-party advisor. MNA only makes available the above investment solutions and will not offer or recommend products or services offered or sponsored by any other investment advisor or broker-dealer.

Your written agreements with MNA grant us discretionary authority over your SMA assets. This means that we can buy and sell securities in your account and select securities to sell to meet a requested withdrawal, all without consulting you. You may impose certain limitations on our discretionary authority such as sector or industry restrictions, provided they are agreed upon in writing. Within your MN Fund account, MNA exercises discretion over the securities bought and sold within the MN Fund’s underlying portfolio but does not have authority to buy or sell shares of the MN Fund on your behalf without your authorization. MNA has no authority over the assets in which the Callodine Funds invest and cannot, invest in the Callodine Funds or liquidate your Callodine Funds account on your behalf.

MNBD distributes the MN Fund and acts as placement agent for the Callodine Funds. In this regard, MNBD is selling these securities products to you. However, MNBD does not offer general brokerage solutions, and you will not have a brokerage account with MNBD. MN Fund accounts are held at the MN Fund’s transfer agent and

Callodine Funds accounts are held at Callodine's named custodian. As distributor and placement agent, MNBD will market and sell the MN Fund and Callodine Funds to you but will not make recommendations or monitor your investments. Unless you have a written agreement with MNA to provide you with ongoing advice and account monitoring, you will be solely responsible for determining whether an investment in the MN Fund or Callodine Funds is in your best interest.

Investment minimums for SMAs vary by type of investment and range from \$200,000 to \$20,000,000 for wealth management and asset management clients. *For additional information about fees, services, and minimums, refer to Items 4, 5 and 7 of [WM Form ADV Part 2A](#) and [AM Form ADV Part 2A](#). The MN Fund's prospectuses contain additional information about your investments in the MN Fund, including the associated fees and investment minimums (starting at \$2,000). Prospectuses are available at [www.manning-napier.com/products/mutual-funds](http://www.manning-napier.com/products/mutual-funds). Callodine Funds are sold by offering memoranda and subscription agreements. These documents contain important information about fees, minimums, which range from \$250,000 to \$5,000,000, and investment risks, and will be made available to you following an initial determination that you satisfy eligibility requirements.*

#### Conversation Starters:

- Given my financial situation, should I choose an investment advisory service? Should I choose a brokerage service? Should I choose both types of service? Why or why not?
- How will you choose investments to recommend to me?
- What is your relevant experience, including your licenses, education, and other qualifications? What do these qualifications mean?

#### **What fees will I pay?**

Fees for MNA's wealth management services vary depending on the services you receive, type of account in which you invest and length of your tenure as a client. New wealth management SMA clients will pay a bundled fee that includes advice, portfolio management, and elective custody services (even if you hold your assets away from our recommended, affiliated custodian). Asset management SMA clients will pay a management fee for portfolio management any other agreed upon services. As an MN Fund client, you will pay the applicable Series' expense ratio, which includes a management fee, operating expenses and other ancillary costs as set forth in the prospectus. MNA does not currently charge additional advice fees on your MN Fund account. As an investor in the Callodine Funds, you will pay a standard management fee and, for certain Callodine Funds, you will also pay an incentive fee. MNA does not currently assess additional advice fees on your account with the Callodine Funds.

Typically, MNA's wealth management SMA clients will pre-pay fees at 6-month intervals and asset management SMA clients will pre-pay fees at 3-month intervals, based on the market value of the account on the billing date. Alternative billing options are available on a negotiated basis. All SMA clients are subject to a minimum annual management fee, though MNA can waive this fee at its discretion.

MNBD does not charge fees for marketing the MN Fund and Callodine Funds to you, and you do not pay fees directly to MNBD. Should you choose to invest in the MN Fund and/or Callodine Funds, you will pay the fees and costs linked with these investments, as described above. However, MNBD does earn a fee on your investment in those series and share classes of the MN Fund that include a 12b-1 fee, which is a distribution and/or shareholder servicing fee that is embedded in the respective MN Fund expense ratio. Additionally, MNA, as Investment Advisor to the MN Fund earns a management fee on your investment in the MN Fund, which is also included in the expense ratio. Fees that MNBD and MNA receive (which are paid directly from the Fund, not from you) will differ by series and share class (in the case of 12b-1 fees) and we will earn more from your investments in series with a 12b-1 fee or higher management fee. Additionally, the MN Fund pays transaction costs, such as brokerage commissions, when it buys and sells securities. Shareholders incur these transaction costs indirectly because the costs affect performance and may increase taxes when the MN Fund is held in a taxable account. MNBD and the MN Fund do not charge account inactivity fees.

Additionally, although you do not pay fees directly to MNBD when investing in the Callodine Funds, MNBD does earn a fee on your investment. The Callodine Funds pay MNBD a portion of the first- and second-year net management fee, which is included in total expenses of the respective fund. The fees that MNBD receives (which

are paid directly from the Callodine Funds, not from you) will differ by fund and share class and we will earn more from your investments in funds with a higher management fee. Additionally, the Callodine Funds pay transaction costs, such as brokerage commissions, when buying and selling securities. Investors in the funds incur these transaction costs indirectly because the costs affect performance and may increase taxes when the investment is held in a taxable account.

Other Fees and Costs: SMA, MN Fund, and Callodine Funds fees exclude brokerage commissions, transaction fees, and other related costs and expenses that you will also incur. You may also incur additional charges from the custodian who you select to hold your assets.

Conflicts Information: MNA and MNBD have a direct or indirect financial interest in the outcome of your decision to invest with MNA or its affiliates, which incentivizes MNA and MNBD to have you invest more of your assets and for MNA to recommend investment solutions to you that result in greater amounts of revenue to MNA, MNBD, and their affiliates. Specifically:

- Revenue that MNA earns through your investment management fee when you open and maintain a separately managed account.
- Revenue that MNBD earns when you invest in the Callodine Funds and certain share classes of the MN Fund.
- Revenue that MNA and its affiliated custodian earn when you use MNA's affiliated custodian to hold your assets incentivizes us to recommend our affiliated custodian to you.
- The fact that you will pay more in fees when you invest more assets with us and when you invest in more expensive strategies such as equity and multi-asset class offerings as compared with fixed income offerings.

*You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying. Additional information is available under Item 5 of [WM Form ADV Part 2A](#) and [AM Form ADV Part 2A](#) and in the MN Fund prospectuses, available at [www.manning-napier.com/products/mutual-funds](http://www.manning-napier.com/products/mutual-funds). The Callodine Funds offering memoranda and subscription documents contain important information about fees, minimums and investment risks and will be made available to you following an initial determination that you satisfy eligibility requirements.*

**Conversation Starter:** Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?

**What are your legal obligations to me when providing recommendations as a broker-dealer or when acting as my investment adviser? How else does your firm make money and what conflicts of interest do you have?**

We *do not* provide recommendations as your broker-dealer. *When we act as your investment adviser*, we have to act in your best interest and not put our interests ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the investment advice we provide you.

Here are some examples to help you understand what this means:

- MNA and MNBD only make available proprietary solutions or those offered through an affiliate. This creates a conflict because we retain all net revenue derived from your investments in our proprietary solutions and have a vested interest in receiving that revenue.
- MNA and MNBD are indirectly owned and controlled by Callodine. The Callodine Funds are managed by subsidiaries of Callodine. The ownership structure creates a conflict with your interests because MNA may be more inclined to recommend the Callodine Funds to you.
- While you do not pay fees directly to MNBD, MNBD still earns revenue when it sells Callodine Funds or certain share classes of the MN Fund to you, including when MNA recommends them to you. MNA also earns revenue on your investments in the MN Fund through the management fee component of the MN Fund's expense ratio. Fees that MNBD and MNA receive will differ by fund and share class and we will



earn more from your investments in funds with a higher management fee and those series of the MN Fund that charge a 12b-1 fee. Additionally, the MN Fund and Callodine Funds pay transaction costs, such as brokerage commissions, when buying and selling securities. Investors incur these transaction costs indirectly because the costs affect performance and may increase taxes when your investment is held in a taxable account. MNBD, the MN Fund, and the Callodine Funds do not charge account inactivity fees. The MN Fund Series and Callodine Funds do not have sales loads or redemption fees.

**Conversation Starter:** How might your conflicts of interest affect me, and how will you address them?

Please refer to [WM Form ADV Part 2A](#) and [AM Form ADV Part 2A](#) for additional information regarding MNA's conflicts. Please refer to the MN Fund's prospectuses, available at [www.manning-napier.com/products/mutual-funds](http://www.manning-napier.com/products/mutual-funds) for additional information regarding conflicts related to the MN Fund. The Callodine Funds offering memoranda and subscription documents contain important information regarding conflicts and will be made available to you following an initial determination that you satisfy eligibility requirements.

#### **How do your financial professionals make money?**

MNA's financial professionals are associated persons of MNBD but employed by MNA. MNA compensates its financial professionals through base salary and a performance-based bonus. Performance-based bonuses are based on various factors, including new business (SMA, MN Fund and Callodine Funds), total assets under the financial professional's management (including SMAs and the MN Fund but excluding Callodine Funds), client retention and new relationships. Additionally, MNBD pays associated persons involved in the sale of the Callodine Funds a portion of the first-year net management fee received by MNBD from the Callodine Funds. Additional cash and non-cash compensation opportunities exist on a discretionary basis. These arrangements could incentivize your financial professional to offer and/or recommend additional and/or more costly products and services to you in order to increase their pay.

#### **Do you or your financial professionals have legal or disciplinary history?**

No for MNA and MNBD. Yes for our financial professionals. Visit [Investor.gov/CRS](http://Investor.gov/CRS) and [BrokerCheck.finra.org](http://BrokerCheck.finra.org) for free and simple search tools to research us and our financial professionals.

**Conversation Starter:** As a financial professional, do you have any disciplinary history? For what type of conduct?

#### **Additional Information.**

For additional information about our services, please visit [www.manning-napier.com](http://www.manning-napier.com). If you would like additional, up-to-date information or a copy of this disclosure, please call (800) 551-0224 or visit our website.

**Conversation Starter:** Who is my primary contact person? Is he or she a representative of an investment adviser or a broker-dealer? Who can I talk to if I have concerns about how this person is treating me?