

Risk Factors Comparison 2024-02-28 to 2023-02-28 Form: 10-K

Legend: **New Text** ~~Removed Text~~ Unchanged Text **Moved Text Section**

You should carefully consider the following risk factors in addition to the other information included or incorporated by reference in this Annual Report on Form 10-K before investing in our common stock. Any of the following risks could have a material adverse effect on our business, financial condition, results of operations or cash flow. If any of the following risks and uncertainties actually occurs, you may lose all or part of your investment. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business.

Risks Related to Operations Our overall financial results are dependent on the ability of Acadian to generate earnings. Substantially all of our revenue generation is dependent on Acadian, who receives the majority of their fees based on the values of assets under management. Substantially all of our cash flows consist of distributions received from Acadian. As a result, our cash flows and ability to fund operations are largely dependent upon the profitability of Acadian. Acadian is required to make certain cash distributions to us under its operating agreement. Distributions to us from Acadian may be subject to Acadian maintaining sufficient working capital, regulatory requirements, claims of creditors of Acadian and applicable bankruptcy and insolvency laws. Any material decrease in profits at, or material reduction in distributions from, Acadian could negatively impact our business and results of operations. Acadian operates under ownership, governance and economic arrangements that we and Acadian negotiated either at inception or during the course of our relationship. Periodically, this arrangement is reviewed and, in some instances, may be renegotiated and revised. Any renegotiation that results in a reduction in our ownership interest in Acadian and / or a revision to the economic arrangements could reduce the economic benefits derived by us from Acadian. Our ability to attract and retain assets under management and generate earnings is dependent on maintaining competitive investment performance, as well as market and other factors. Our financial performance is dependent upon our ability to minimize outflows and increase inflows through sound relative investment performance over measured periods of time compared to relevant benchmarks and peer performance results. The performance of our **systematic** investment strategies, which can be impacted by factors within and / or outside our control, including general market and economic conditions, is critical to retaining existing client assets and investors, including in mutual funds and private funds we advise or sub- advise, and attracting new client and investor assets. Poor performance can be caused by our choices in investing in sectors, industries, companies or assets that do not perform as well as others. Additionally, companies in which we invest may incur negative changes in their financial conditions or suffer other adverse events that could reduce the values of investments in those companies. Net flows related to our **systematic** investment strategies can be affected by investment performance relative to other competing investment strategies or to established benchmarks. Investment management strategies may be rated, ranked or assessed by independent third parties, distribution partners, and industry periodicals and services. These assessments often influence the investment decisions of our clients and investors in mutual funds and private funds we advise or sub- advise. If the performance or assessment of our **systematic** investment strategies is seen as underperforming relative to peers, it could, among other things, result in an increase in the withdrawal of assets by existing clients and investors in mutual funds and private funds we advise or sub- advise, the termination of us as a sub- adviser to a mutual fund and the inability to attract additional investments from existing and new clients or investors. If a significant portion of clients or investors decides to withdraw their investments or terminate their investment management agreements or sub- advisory agreements, our ability to generate earnings would decline and our results of operations and financial condition would be affected. In addition, assets could be withdrawn for any number of reasons other than poor absolute or relative investment performance, including macro- economic factors unrelated to investment performance, a reduction in market demand for the **systematic** asset classes, products or strategies we offer, the loss of key personnel, price declines in the securities markets generally, price declines in those assets in which client assets are concentrated or changes in investment patterns of clients, a failure by us to comply with applicable client and regulatory investment guidelines, or factors wholly unrelated to us. Any of these factors could have a negative impact on our results of operations and financial condition. We derive a substantial portion of our revenue from a limited number of investment strategies. **A** ~~In 2020 and 2021, we divested all of our affiliates with the exception of Acadian. Accordingly, a significant portion of our assets are invested in a limited number of investment strategies. As of December 31, 2022-2023, \$ 37-44. 3-7 billion, or 40-43 %, of our assets under management were concentrated across three investment strategies: Acadian' s Emerging Markets Equity (\$ 14-16. 7-8 billion, or 16 %), **Acadian' s Global Equity (\$ 14. 1 billion, or 14 %), and** Acadian' s All- Country World ex- US Equity (\$ 11-13. 5-8 billion, or 13-12 %) ~~and Acadian' s Global Equity (\$ 11. 1 billion, or 12 %).~~ Consequently, our results of operations are dependent upon our ability to minimize the risk of outflows from these strategies through relatively strong performance over measured periods of time compared to relevant benchmarks and peer performance results. Also, certain investors may evaluate us on the basis of the asset- weighted performance of our assets under management. A relatively small change in the relative performance of one of our largest strategies, such as Acadian' s Emerging Markets Equity, could have a significant impact on the asset- weighted performance of our assets under management. Such volatility could adversely affect our results of operations and investors' perception of us. We rely on certain key personnel, and our results are dependent upon our ability to retain and attract key personnel. We depend on the skills and expertise of our key investment and management personnel, and our success and growth depends on our ability to attract and retain key personnel. We rely heavily upon the services of certain key investment and management personnel. The loss of key investment and management personnel for any reason could have an adverse impact upon our business, results of operations and financial condition. Any of our key investment or management personnel could resign at any time, join a competitor or form a competing company. We have entered into non-~~

competition agreements with some, but not all, of our investment and management personnel, but these agreements may not be enforceable or may not be enforceable to their full extent. In addition, we may agree to waive a non-competition agreement applicable to investment or management personnel in light of the circumstances of our relationship with that person. Additionally, key employees have the opportunity to participate in the appreciation in the value of our business. Award documents typically limit a recipient's right to provide competitive services to our clients or solicit our employees for prescribed periods. We rely upon the contributions of our senior management team to establish and implement our strategy and to manage the future growth of our business. The amount and structure of compensation and opportunities for equity ownership we offer are key components of our ability to attract and retain qualified management personnel. There is no assurance that we will be successful in designing and implementing an attractive compensation model to attract and retain qualified personnel. Our business operations are complex, and a failure to properly perform operational tasks or maintain infrastructure could have an adverse effect on our revenues and income. In addition to providing investment management services, we must have the necessary operational capabilities to manage our business effectively in accordance with client expectations and applicable law. The required non-investment management functions include sales, marketing, portfolio recordkeeping and accounting, security pricing, trading activity, investor reporting, corporate governance, compliance, net asset value computations, account reconciliations and calculations of required distributions to accounts. Some of these functions are performed either independently or with the support of or in conjunction with us or third-party service providers that we oversee. Also, we may be highly dependent on specially developed proprietary systems, including proprietary computer code. Any material failure to properly develop, update, review, test or maintain sufficient technological infrastructure, including applicable controls, or perform and monitor non-investment management functions and operations, or adequately oversee the entities that provide the services, could result in potential liability to clients, regulatory sanctions, investment losses, loss of clients and damage to our reputation. Reputational harm could result in a loss of assets under management and revenues. The integrity of our brand and reputation is critical to our ability to attract and retain clients, business partners and employees and maintain relationships with consultants. We operate within the highly regulated financial services industry and various potential scenarios could result in harm to our reputation. They include internal operational failures, failure to follow investment or legal guidelines in the management of accounts, instances of financial criminal activity by our employees, intentional or unintentional misrepresentation of our products and services in offering or advertising materials, public relations information, social media or other external communications, employee misconduct or investments in businesses or industries that are controversial to certain special interest groups. Such factors could potentially result in regulatory actions and litigation. The negative publicity associated with any of these factors could harm our reputation and adversely impact relationships with existing and potential clients, third-party distributors, consultants and other business partners and subject us to regulatory sanctions. Damage to our brand or reputation would negatively impact our standing in the industry and result in loss of business in both the short term and the long term. We may not always successfully manage actual or potential conflicts of interests that may arise in our business. As we continue to expand the scope of our business, we continue to confront actual, potential and perceived conflicts of interest relating to our activities. Conflicts may arise with respect to decisions regarding, among other things, the allocation of specific investment opportunities among accounts in which we may receive an allocation of profits and accounts in which they we do not receive such an allocation or among client accounts that have overlapping investment objectives yet different fee structures, including certain accounts which may pay performance-based fees. Certain client accounts have similar investment objectives and may engage in transactions in the same types of securities and instruments. These transactions could impact the prices and availability of the securities and instruments in which a client account invests and could have an adverse impact on an account's performance. The SEC and other regulators have increased their scrutiny of conflicts of interest. We have implemented procedures and controls to identify, manage, mitigate (where possible) and disclose actual, potential or perceived conflicts of interest, but it is possible that the procedures adopted may not be effective in identifying, managing or mitigating all conflicts which could give rise to the dissatisfaction of, or litigation by, investors or regulatory enforcement actions. Appropriately dealing with conflicts of interest is complex and difficult, and our reputation could be damaged if we fail, or appear to fail, to deal appropriately with one or more potential or actual conflicts of interest. Regulatory scrutiny, litigation or reputational risk incurred in connection with conflicts of interest would adversely impact our business in a number of ways, including by making counterparties reluctant to do business with us, impeding our ability to retain or increase our assets under management, subjecting us to potential litigation and adversely impacting our results of operations. Equity ownership by employees of Acadian is at the level of Acadian and not at the holding company level, although employees of Acadian may acquire our common stock. There may be instances where the interests of Acadian's key employee equity-holders may not align with ours in effecting a desired outcome. There is no assurance that a resolution of any conflicts of interest may be possible or the interests of all parties can be taken into account. Impairment of our relationships with clients and / or consultants may negatively impact our business and our results of operations. We believe we have strong client and consultant relationships in our core institutional marketplaces, and we depend upon these relationships to successfully market our existing products and strategies and to introduce new products and strategies. As of December 31, 2022-2023, our Acadian's top five client relationships represented approximately 15-14% of total run rate gross management fee revenue, and our Acadian's top 25 clients represented approximately 36-38% of run rate gross management fee revenue. Total run rate gross management fee revenue reflects the sum for each account at Acadian, of the product of (a) assets under management in each account at December 31, 2022-2023, multiplied by (b) the relevant management fee rate on that account. Any negative changes in these relationships that reduce the number of client or consultant contacts, restrict access to existing or potential clients, or result in negative statements by a consultant, could have an adverse impact on our business and negatively impact our results of operations. Our business is dependent upon investment advisory agreements that are subject to negotiation, non-renewal, or termination, including termination upon assignment. We derive substantially all of our revenue from the fees charged to our clients under investment

advisory agreements with those clients. The agreements generally provide for fees to be paid on the basis of the value of assets under management, although a portion also provide for performance- based fees to be paid on the basis of investment performance against stated benchmarks. Acadian is a U. S. registered investment adviser. Acadian may provide investment advisory services to investment companies registered under the Investment Company Act pursuant to the terms of an investment advisory agreement between Acadian and the applicable U. S. registered investment company. Acadian may also be retained by U. S. registered investment advisers to certain U. S. registered investment companies to provide investment sub- advisory services to U. S. registered investment companies pursuant to the terms of an investment sub- advisory agreement between Acadian and the relevant U. S. registered investment adviser. An investment advisory agreement may be terminated by a client without penalty upon relatively short notice (typically no more than 30 days). In addition, the investment advisory agreements and sub- advisory agreements with respect to registered investment companies generally may be terminated by the ~~mutual fund~~ **registered investment company** or, in those instances where Acadian serves as a sub- adviser, the ~~mutual fund~~ **registered investment company**' s adviser, without penalty, upon 60 days' notice and are subject to annual approval by the ~~mutual fund~~ **registered investment company**' s board of directors or trustees. Clients may decide to terminate or not renew an agreement for poor investment performance or any variety of reasons which may be beyond our control. A decrease in revenues resulting from termination of an investment advisory agreement or sub- advisory agreement for any reason could have a material adverse effect on our revenue and profits and a negative effect on our results of operations. Pursuant to the Advisers Act, investment advisory agreements between Acadian, who is a U. S. registered investment advisers and their clients are not assignable without the consent of the client. As required by the Investment Company Act of 1940, or the Investment Company Act, investment advisory agreements and sub- advisory agreements between Acadian and investment company clients and / or the investment advisers to those investment companies terminate upon their assignment. Assignment, as generally defined, includes direct assignments as well as assignments that may be deemed to occur, under certain circumstances, upon the direct or indirect transfer of a "controlling block" of the voting securities of Acadian. A transaction is not deemed an assignment under the Advisers Act or the Investment Company Act, however, if it does not result in a change of actual control or management of Acadian. If anyone acquires, or is deemed to have acquired, a controlling block of our voting securities in the future, the contractual anti- assignment and termination provisions of the investment advisory and sub- advisory agreements between Acadian and its clients may be implicated. If an assignment of an investment advisory or sub- advisory agreement is deemed to occur, and clients do not consent to the assignment or, with respect to investment company clients, enter into a new agreement with Acadian, which may require the approval of the investment company' s stockholders in addition to its board of directors or trustees, our results of operations could be materially and adversely affected. Pressure on fee levels and changes to mix of assets could impact our results of operations. Our profit margins and net income are dependent on our ability to maintain current fee levels for the products and services we offer. The competitive nature of the asset management industry has led to a trend toward lower fees in certain segments of the asset management market, and there can be no assurance that we will be able to maintain our current pricing structures. We also may be required to restructure our fees due to regulatory changes. These factors also could inhibit the ability to increase fees for certain products. A reduction in the fees, or limited opportunities to increase fees, will reduce or limit our revenues and could reduce or limit our net income. The fees charged on our assets under management vary by asset class and produce different revenues per dollar of assets under management based on factors such as the type of assets being managed, the applicable investment strategy, the type of client and the client fee schedule. Institutional clients may have significant negotiating leverage in establishing the terms of an advisory relationship, particularly with respect to the level of fees paid, and the competitive pressure to attract and retain institutional clients may impact the level of fee income we earn. In order for us to maintain our fee structure in a competitive environment, we may elect to decline to manage additional assets from potential clients who demand lower fees even though our revenues may be adversely affected in the short term. Furthermore, a shift in the mix of assets under management from asset classes or products that generate higher fees to those that generate lower fees may result in a decrease in revenues while aggregate assets under management remain unchanged or increase. Such shifts can occur as various investment strategies go in and out of favor due to competition in the industry or as a result of movements between asset classes or certain products no longer being available to investors. In addition, in the event current or future Affiliates have or develop a focus on strategies that generate lower fees, a decrease in revenues may result. A decrease in revenues without a reduction in expenses will result in reduced net income. Changes in how clients choose to access asset management services may also exert downward pressure on fees. Some investment consultants, for example, are implementing programs in which the consultant provides a range of services, including selection, in a fiduciary capacity, of asset managers to serve as sub- adviser at lower fee rates than the manager' s otherwise applicable rates, with the expectation of a larger amount of assets under management through that consultant. The expansion of those and similar programs could, over time, make it more difficult for us to maintain our fee rates. Investments in non- U. S. markets, in securities of non- U. S. companies and utilization of currency forward contracts and options on currency may involve foreign currency exchange risk, and tax, political, social and economic uncertainties, and a reduction in assets under management associated with investments in non- U. S. equities could have a disproportionately adverse impact on our results of operations. A significant amount of our assets under management is represented by strategies that invest in securities of non- U. S. companies. Fluctuations in foreign currency exchange rates could negatively impact the account values and the investment returns of clients who are invested in these strategies, with a corresponding reduction in management fee income. In addition, an increase in the value of the U. S. dollar relative to non- U. S. currencies could result in a decrease in the U. S. dollar value of assets under management that are denominated in non- U. S. currencies, which in turn would result in lower revenues. Many non- U. S. financial markets are not as developed or as efficient as the U. S. financial markets and, as a result, have limited liquidity and greater price volatility and may lack established regulations. Liquidity in such markets also may be adversely impacted by political or economic events, government policies, expropriation, volume trading limits by foreign investors, and social or civil unrest. The ability to dispose of an investment and

its market value may be adversely impacted by any of these factors. In addition, non- U. S. legal and regulatory financial accounting standards and practices may be different from those of the U. S., and there may be less publicly available information about non- U. S. companies and non- U. S. markets. Governments of foreign jurisdictions may assert their abilities to tax local gains and / or income of foreign investors, including our clients, which could adversely impact the economics associated with investing in foreign jurisdictions or non- U. S. based companies. These risks also could impact the performance of strategies that invest in such markets and, in particular, strategies that concentrate investments in emerging market companies and countries. In general, management fees for accounts that invest in non- U. S. equity markets, particularly emerging markets, are higher than those for accounts that invest in the domestic markets. Since over 95 % of our total assets under management as of December 31, ~~2021~~ **2023** were invested in global, international and emerging markets equities, a significant reduction in assets under management associated with such investments could have a disproportionately adverse impact on our results of operations. If our techniques for managing risk are ineffective, we may be exposed to material unanticipated losses. In order to manage the significant risks inherent in our business, we must maintain effective policies, procedures and systems that enable us to identify, monitor and control our exposure to operational, legal and reputational risks. Our risk management methods may prove to be ineffective due to their design or implementation, or as a result of the lack of adequate, accurate or timely information or otherwise. If our risk management efforts are ineffective, we could suffer losses that could have a material adverse effect on our financial condition or results of operations. The potential for some types of operational risks, including, for example, trading errors, may be increased or amplified in periods of increased volatility, which can magnify the cost of an error. We may experience operational errors, including trading errors, in the future. Additionally, we could be subject to litigation, particularly from our clients, and investigations and enforcement proceedings by and sanctions or fines from regulators. Our techniques for managing operational, legal and reputational risks in client portfolios may not fully mitigate the risk exposure in all economic or market environments, including exposure to risks that we might fail to identify or anticipate . **In addition, the development and use of various technologies based on machine learning and artificial intelligence is expanding rapidly in our industry. Our use, directly or indirectly, of these technologies could result in new or expanded risks to our business, including but not limited to legal and regulatory risk and the risk that information generated using such technologies is inaccurate, misleading, incomplete or otherwise flawed. To the extent that we do not anticipate or effectively mitigate these risks through policies, controls and procedures, and systems, there could be a material adverse effect on our financial condition and results of operations** . We may be exposed to potential liability as a general partner or a controlling person. Acadian may serve as general partner, managing member or their equivalents for investment products that are organized as partnerships or other commingled vehicles. As such, we may be exposed to liability in the limited liability company, partnership or investment vehicle or required to undertake certain obligations under applicable law that we or they otherwise would not be required to undertake as a holding company or investment adviser. In addition we may be deemed to be a control person of Acadian as that term is defined in various U. S. federal and state statutes and, as such, potentially liable for the acts of Acadian or its employees. Consequently, if under such circumstances Acadian incurs liabilities or expenses that exceed its ability to pay, we may be directly or indirectly liable for its payment to the extent provided in the governing documents of the limited liability company, partnership or investment vehicle or under applicable law. While we maintain errors and omissions and general liability insurance in amounts believed to be adequate to cover certain potential liabilities, we cannot be certain that claims will not be made against us that exceed the limits of available insurance coverage, that the insurers will remain solvent and will meet their obligations to provide coverage or that an adequate amount of insurance coverage will continue to be available to us at a reasonable cost. A judgment against us in excess of available insurance coverage could have a material adverse impact on our business and financial condition. Our expenses are subject to fluctuations that could materially impact our results of operations. Our results of operations are dependent upon the level of our expenses, which can vary from period to period. We have certain fixed expenses that we incur as a going concern, and some of those expenses are not subject to adjustment. If our revenues decrease, without a corresponding decrease in expenses, our results of operations would be negatively impacted. While we attempt to project expense levels in advance, there is no guarantee that an unforeseen expense will not arise or that we will be able to adjust our variable expenses quickly enough to match a declining asset base. Consequently, either event could have either a temporary or permanent negative impact on our results of operations. Losses on our seed capital could adversely impact our results of operations or financial condition. As of December 31, ~~2022~~ **2023** , we had approximately \$ ~~19-41~~ million committed to seed capital, which is currently invested in ~~three-five~~ products. The amount we commit to, or invest in, seed capital could change materially from time to time in our discretion based on the needs of the business. The capital utilized in the seed portfolios may be subject to liquidity constraints over certain time periods and is subject to market conditions. A decline in the value of our seed capital would adversely impact our results of operations or financial condition. The cost of insuring our business is meaningful and may increase. Our insurance costs are meaningful and can fluctuate significantly from year to year. In addition, certain insurance coverage may not be available or may only be available at prohibitive costs. As we renew our insurance coverage, we may be subject to additional costs caused by premium increases, higher deductibles, co- insurance liability, changes in the size of our business or nature of our operations, litigation or acquisitions or dispositions. Higher insurance costs and incurred deductibles, as with any expense, would reduce our net income. In addition, we may obtain additional liability insurance for our directors and officers. There have been historical periods in which directors' and officers' liability insurance and errors and omissions insurance have been available only with limited coverage amounts, less favorable terms or at prohibitive cost, and these conditions could recur. Our ~~growth non-U.S. distribution~~ initiatives , **including the development and introduction of new products and / or capabilities** , may be unsuccessful, may expose us to ~~other tax and regulatory~~ risks and may not facilitate the growth of our business. **Our continued** ~~One of the primary opportunities for growth lies depends in part on~~ **expanding the geographic regions in which our investment effectiveness in developing and introducing new** products and / services are distributed. The success of these non- U. S.

initiatives is dependent upon our **or capabilities** ability to structure products that appeal to the global markets. **Such innovation** Our inability to successfully execute on our non-U. S. distribution plans may adversely impact our growth prospects. Our non-U. S. distribution initiatives have required and will continue to require **significant time and resources, including** the incurrence of a number of up-front **upfront and ongoing** expenses, including those associated with obtaining regulatory approvals, as well as **expose us to** additional **risks** ongoing expenses, including **but not limited to legal and regulatory risks. There can be no assurances that we will correctly identify these—the strongest areas for growth, or that we will effectively develop and introduce products and / or capabilities in such areas and mitigate any additional risk related thereto. To the extent that our revenues** associated with **such products** the employment of additional support staff and regulatory compliance. Our employees travel outside the U. S. in connection with distribution efforts and may spend extended periods of time in one or more non-U. S. jurisdictions. Their activities outside the U. S. may raise both tax and regulatory issues. If we are incorrect in our analysis of the applicability of the impact of non-U. S. tax or regulatory requirements, we could incur costs, penalties or be the subject of an **and /** enforcement or other action. In addition, operating our **or capabilities** business in non-U. S. markets generally will be more expensive than in the U. S. To the extent that our revenues do not increase as much as our **related** expenses in connection with distribution initiatives outside the U. S., our profitability could be adversely affected. **Expanding our distribution initiatives into non-U. S. markets may also place significant demands on our existing infrastructure and employees.** Our outstanding indebtedness may impact our business and may restrict our growth and results of operations. As of **January December 31, 2022-2023**, we had \$ 275 million of long- term bonds outstanding. For additional information regarding our long- term bonds, see “ Management’ s Discussion and Analysis of Financial Condition and Results of Operations — Capital Resources and Liquidity — Working Capital and Long- Term Debt. ” We may incur additional indebtedness in the future for a variety of business reasons, including in relation to our share repurchases, for seed or co- investment capital, or for other strategic reasons. The level of our indebtedness has important consequences to investors in our securities. For example, our level of indebtedness may require us to use a substantial portion of our cash flow from operations to pay interest and principal on our debt, which would reduce the funds available to us for working capital, capital expenditures and other general corporate purposes and may limit our ability to pay future dividends. Too much debt may limit our ability to implement our business strategy; heighten our vulnerability to downturns in our business, the financial services industry or in the general economy and limit our flexibility in planning for, or reacting to, changes in our business and the financial services industry; limit our access to additional debt; or prevent us from taking advantage of business opportunities as they arise or successfully carrying out our plans to expand our business and our product offerings. Any of these consequences could have a material adverse effect on our financial condition or results of operations. We may be unable to obtain sufficient capital and liquidity to meet the financing requirements of our business. In July 2016 we issued an aggregate of \$ 400 million of long- term bonds, \$ 125 million of which we redeemed in January 2022. On August 20, 2019, we entered into a \$ 450 million senior unsecured revolving credit facility with third party lenders. In February 2021, we assigned this credit facility to Acadian and the available borrowings were decreased to \$ 125 million in connection with the assignment. Accordingly, this credit facility is no longer available to us at the holding company level for future borrowings. Our ability to finance our operations, strategic initiatives and maturing obligations under our long- terms bonds is therefore dependent on future issuances of long- term bonds and our future operating performance. Any future inability to obtain financing on reasonable terms and with reasonable restrictions on the operation of our business could impair our liquidity, have a negative impact on our growth and negatively impact our financial condition. Our business involves risks of potential litigation that could harm our business. We may be named as defendants or co- defendants in lawsuits, or may be involved in disputes that include the threat of lawsuits seeking substantial damages. Any such legal action, whether threatened or actual, could result in reputational damage, loss of clients and assets, increased costs and expenses in resolving a claim, diversion of employee resources and resulting financial losses. We make investment decisions on behalf of our clients that could result in substantial losses to those clients. If our clients suffer significant losses or otherwise are dissatisfied with our service, we could be subject to the risk of legal liability or actions alleging, among other theories, negligent misconduct, breach of fiduciary duty, breach of contract, unjust enrichment and / or fraud. These risks often are difficult to assess or quantify and their existence and magnitude often remain unknown for substantial periods of time, even after an action has been commenced. We may incur substantial legal expenses in defending against litigation commenced by a client or regulatory authority. Substantial legal liability levied on us could have a material adverse effect on our business, financial condition, or results of operations and could cause significant reputational harm. Any significant limitation on the use of our facilities or the failure or security breach of our software applications or operating systems and networks, including the potential risk of cyber- attacks, could result in the accidental or unlawful destruction, loss, alteration, unauthorized disclosure of, or access to, confidential client information or personal data, damage to our reputation, additional costs, regulatory penalties and financial losses. We depend upon our various centers of operation, including our information technology systems **and those of our vendors, contractors, and other third- party partners who process information on our behalf**, for the continued operations of our business. A disruption in the infrastructure that supports our business or prevents our employees from performing their job functions, including communication failures, natural disasters, terrorist attacks, third party cyber- attacks including ransomware, and international hostilities, may have a material impact on our ability to continue business operations without interruption. Insurance and other safeguards might not be available or might only partially reimburse us for our losses. Although we have back- up systems and disaster recovery programs in place and test their uses periodically, there can be no assurance that the recovery programs will be sufficient to mitigate any harm that may result from a disruption or disaster. Additionally, it is possible that any such disruption or disaster could have a significant impact on the general economy, domestic and local financial and capital markets or specific industries, including the financial services industry. A significant portion of our operations relies heavily on the secure processing, storage and transmission of confidential and other information as well as the monitoring of a large number of

complex transactions. Like many other financial institutions, we have been subject to **cyberattacks** **cyber- attacks** and will continue to **be** subject to an increasing risk of cyber incidents from these activities. Cyber- attacks are growing in sophistication and come from a variety of sources, including criminal hackers, hactivists, state- sponsored intrusions, industrial espionage, **personnel or the personnel of third parties**, and insider threats. We **take are required to expend significant resources in an effort to protective--- protect against security incidents and may be required or choose to spend additional resources or modify our business activities, particularly where required by applicable data privacy and security laws or regulations or industry standards. While we have implemented security** measures to secure information, including through system security technology. However, our technology systems, **and those of our vendors, contractors, and other third- party partners who process information on our behalf**, may still be vulnerable to **security incidents, disruptions, cyber- attacks or similar events such as** unauthorized access, computer malware, **phishing attacks and other forms of social engineering, denial- of- service attacks, ransomware attacks**, or other events that have a security impact, such as an authorized employee or vendor inadvertently causing the release of confidential information or third- party unauthorized access or account takeovers, which could materially damage our operations or cause the disclosure or modification of sensitive or confidential information. Breach of our technology systems through cyber- attacks, or failure to manage and secure our technology environment, could result in interruptions or malfunctions in the operations of our business, loss of valuable information, liability for stolen assets or information, remediation costs to repair damage caused by a breach, additional costs to mitigate against future incidents and litigation costs resulting from an incident. Moreover, accidental or unlawful destruction, loss, alteration, unauthorized disclosure of, or access to, personal data and confidential client information could harm our reputation and subject us to liability under the laws that protect personal data and confidential information, resulting in increased costs or loss of revenues. A successful attack could result in significant adverse consequences, including regulatory inquiries or litigation, increased costs and expenses including costs related to insurance and remediation of any security vulnerabilities, reputational damage, lost revenue, and fines or penalties. **Third parties with which we do business may also be sources of cybersecurity or other technological risks as we outsource certain functions. While we engage in certain actions to reduce the exposure resulting from outsourcing, such as performing onsite security control assessments, limiting third- party access to the least privileged level necessary to perform job functions, and restricting third- party processing to systems stored within our data centers, ongoing threats may result in accidental or unlawful destruction, loss, alteration, unauthorized disclosure of, or access to, data and information, or other cyber incidents with increased costs and consequences to us such as those discussed above.** We are subject to data protection laws including in the European Union (“ EU ”), United Kingdom (“ U. K. ”), United States (“ U. S. ”) and other jurisdictions, and any failure to comply with such legislation could adversely affect our business, reputation, results of operations and financial condition. We are subject to privacy and security laws in the various jurisdictions in which we operate, obtain or store personally identifiable information. The legislative and regulatory landscape for privacy and data protection continues to evolve, and there has been an increasing focus on privacy and data protection issues with the potential to affect our business. For example, certain of our processing activities are subject to the General Data Protection Regulation (EU) 2016 / 679 (“ GDPR ”), and also as it forms part of the law of England and Wales, Scotland and Northern Ireland by virtue of section 3 of the European Union (Withdrawal) Act 2018 and as amended by the Data Protection, Privacy and Electronic Communications (Amendments etc.) (EU Exit) Regulations 2019 (SI 2019 / 419) (“ U. K. GDPR ”), along with the Data Protection Act 2018 in the U. K. (“ Act ”) (together “ EU / U. K. Data Protection Laws ”). The EU / **U. K.** Data Protection Laws have a wide territorial reach and apply to data controllers and data processors which have an establishment in the EU / U. K., or which offer goods or services to, or monitor the behavior of, data subjects in the EU and U. K. The EU / U. K. Data Protection Laws impose stringent operational requirements on data controllers and data processors. These include (i) accountability and transparency obligations which require organizations to demonstrate and record compliance with the EU / U. K. Data Protection Laws and to provide detailed information to data subjects regarding the processing of their personal data, (ii) obligations to consider data privacy as any new products or services are developed and to limit the amount of information they collect, process and store, (iii) ensuring and maintaining an appropriate level of security for personal data, and (iv) reporting breaches to data protection authorities and, in some cases, affected individuals. The EU / U. K. Data Protection Laws give strong enforcement powers to data protection authorities in the EU / U. K., and introduce significant penalties for non- compliance, with fines of up to 4 % of total annual worldwide turnover or € 20 million (whichever is higher), depending on the type and severity of the breach. In the United States, we are subject to **rules adopted pursuant to the Gramm Leach Bliley Act and an ever- increasing number of state laws and regulations, such as** the California Consumer Privacy Act (“ CCPA ”). The CCPA gives California consumers, defined to include all California residents, certain rights, including the right to ask **as amended** companies to disclose the types of personal information collected, specific pieces of information collected by a company, the categories of sources from which such information was collected, the business purpose for collecting or selling the consumer’s personal information, and the categories of third parties with whom a company shares personal information. The CCPA also imposes several obligations on companies to provide notice to California consumers regarding a company’s data processing activities. Additionally, the CCPA gives California consumers the right to ask companies to delete a consumer’s personal information and it places limitations on a company’s ability to sell personal information, including providing consumers a right to opt out of sales of their personal information. These protections have been expanded by the California Privacy Rights Act (**together, the “ CPRA- CCPA ”**); which was approved by **. The CCPA regulates companies’ use and disclosure of the personal information of California residents** voters in November 2020 and **grants** became operational in most key respects on January 1, 2023. The CPRA imposes further obligations on covered businesses, establishes a new regulatory authority called the California **residents several** Privacy Protection Agency and offers consumers additional rights **with respect**, including the rights to correct and to opt out of the “ sharing ” of their personal information. **The CCPA also provides for civil penalties for violations purposes of cross- context behavioral advertising. Colorado, Connecticut including statutory fines for noncompliance, Utah as well as a**

limited private right of action in connection with certain data breaches, and Virginia have also passed establishes a new regulatory agency to implement and enforce the law. Moreover, comprehensive privacy laws similar to the CCPA are either in effect, have been enacted or are being considered in multiple other states. All of these new privacy laws and others that we expect to be developed and enacted going forward may impact our operations, with the Virginia law in effect impose additional data protection obligations and potential liability on companies such as ours doing business of January 1, 2023, and there are similar legislative proposals being advanced in those other U. S. states, as well as in Congress. The evolving patchwork of differing state and federal privacy and data security laws increases the cost and complexity of operating our business and increases our exposure to liability, including from third- party litigation and regulatory investigations, enforcement, fines and penalties. In addition, the interpretation of EU / U. K. Data Protection Laws, the CCPA, and other privacy laws to which we are subject around the world can be uncertain, and as business practices are challenged by regulators, data subjects and consumer protection agencies, it is possible that these laws may be interpreted and applied in a manner that is inconsistent with our data protection practices. Compliance with data privacy and security regulations can require allocation of significant resources as well as changes in operations and non- compliance can result in substantial fines. Any failure or perceived failure by us or our employees, representatives, contractors, consultants, collaborators, or other third parties to comply with such requirements or adequately address privacy and security concerns, even if unfounded, could result in additional cost and liability to us, damage our reputation, and adversely affect our business and results of operations. The failure of a counterparty to meet its obligations could affect our business adversely. We routinely execute transactions with counterparties in the financial industry and for the provision of services that are important to the business, and we may engage in transactions with counterparties as part of our corporate finance management function and for the provision of services, including insurance protection. As a result, we and our clients have exposure to the credit, operational and other risks posed by such counterparties, including the risk of default by or bankruptcy of a counterparty. Additionally, we hold insurance policies which cover historical and future tax benefits relating to certain of our deferred tax assets. The insurers of the policies are considered a significant counterparty to us. The failure of a counterparty to meet its obligations or provide the services or insurance protection we depend on for these or other reasons could adversely affect our ability to conduct our business and result in loss of client assets and potential liability. We are subject to the U. S. Foreign Corrupt Practices Act, the U. K. Bribery Act and other anti- corruption laws, as well as export control laws, customs laws, sanctions laws, anti- facilitation of tax evasion laws and other laws governing our operations. If we fail to comply with these laws, we could be subject to civil or criminal penalties, other remedial measures, and legal expenses, which could adversely affect our business, results of operations and financial condition. Our operations are subject to anti- corruption laws, including the U. S. Foreign Corrupt Practices Act, or the FCPA, the U. K. Bribery Act 2010, or the Bribery Act, and other anti- corruption laws that apply in countries where we do business. The FCPA, the Bribery Act and other applicable anti- corruption laws generally prohibit us and our employees and intermediaries from paying bribes, receiving bribes or making other prohibited payments to government officials or other persons to obtain or retain business or gain some other business advantage. We and our commercial partners operate in a number of jurisdictions that may pose an elevated risk of corruption, and we participate in collaborations and relationships with third parties whose actions could potentially subject us to liability under FCPA, the Bribery Act or local anti- corruption laws. We are also subject to other laws and regulations governing our international operations, including applicable export control regulations, economic sanctions on countries or persons, customs requirements currency exchange regulations, and anti- facilitation of tax evasion rules, or collectively Trade Control Laws. As with anti- corruption laws, misconduct by third parties could potentially subject us to liability under Trade Control Laws. There is no assurance that we will be completely effective in ensuring our compliance with all applicable anti- corruption laws or Trade Control Laws. In addition, we cannot predict the nature, scope or effect of future regulatory requirements to which our internal operations might be subject or the manner in which existing laws might be administered or interpreted. If we are not in compliance with anti- corruption laws or Trade Control Laws, we may be subject to criminal and civil penalties, disgorgement and other sanctions and remedial measures, and legal expenses, which could have an adverse impact on our business, financial condition, results of operations and liquidity. Likewise, any investigation of any potential violations of anti- corruption laws or Trade Control Laws by U. K., U. S. or other authorities could also have an adverse impact on our reputation, business, results of operations and financial condition. The U. K. exit from the EU (“Brexit”) could adversely impact our business. The U. K. left the EU on January 31, 2020 (commonly referred to as “Brexit”). During an 11- month transition period, the U. K. and the EU agreed to a Trade and Cooperation Agreement which sets out the agreement for certain parts of the future relationship between the EU and the U. K. from January 1, 2021. The Trade and Cooperation Agreement does not provide the U. K. with the same level of rights or access to all goods and services in the EU as the U. K. previously maintained as a member of the EU and during the transition period. In particular the Trade and Cooperation Agreement does not include an agreement on financial services which is yet to be agreed. Accordingly, uncertainty remains in certain areas as to the future relationship between the U. K. and the EU. From January 1, 2021, EU laws ceased to apply in the U. K. However, many EU laws have been transposed assimilated into English- U. K. law and these transposed assimilated laws will continue to apply until such time that they are repealed, replaced or amended. Depending on the terms of any future agreement between the EU and the U. K. on financial services, substantial amendments to English- U. K. law may occur. **The U. K. government has enacted legislation that will repeal, and it replace or otherwise make substantial amendments to the EU laws that currently apply in the U. K. It** is impossible to predict the consequences of this on us and our investments. Although one cannot predict the full effect of Brexit, it could have a significant adverse impact on the U. K., European and global macroeconomic conditions and could lead to prolonged political, legal, regulatory, tax and economic uncertainty. This uncertainty is likely to continue to impact the global economic climate and may impact opportunities, pricing, availability and cost of bank financing, regulation, values or exit opportunities of companies or assets based, doing business, or having service or other significant relationships in, the U. K. or

the EU, including companies or assets held by us or considered by us as a prospective investment. The future application of EU-based legislation to the investment management industry in the U. K and the EU will ultimately depend on how the U. K. renegotiates the regulation of the provision of financial services within and to persons in the EU. There can be no assurance that any renegotiated terms or regulations will not have an adverse impact on us and our investments, including our ability to achieve our investment objectives. Brexit may result in significant market dislocation, heightened counterparty risk, an adverse effect on the management of market risk and, in particular, asset and liability management due in part to redenomination of financial assets and liabilities, an adverse effect on our ability to manage, operate and invest, and increased legal, regulatory or compliance burden for us, each of which may have a negative impact on our operations, financial condition, returns or prospects. Areas where the uncertainty created by the U. K.'s withdrawal from the EU is relevant include, but are not limited to, trade within Europe, foreign direct investment in Europe, the scope and functioning of European regulatory frameworks **(including with respect to the regulation of alternative investment fund managers and the distribution and marketing of alternative investment funds)**, industrial policy pursued within European countries, immigration policy pursued within EU countries, the regulation of the provision of financial services within and to persons in Europe and trade policy within European countries and internationally. The volatility and uncertainty caused by the withdrawal may adversely affect the value of our investments and the ability to achieve our investment objectives.

~~The novel coronavirus (COVID-19) pandemic has disrupted and may continue to disrupt financial markets and our business. The outbreak of COVID-19 and the related containment and mitigation measures put in place have had, and may continue to have, a serious impact on the economy and the financial and securities markets. As a result, our investment results have been, and may as a result of COVID-19 or other outbreaks again be, negatively affected, resulting in decreases to our assets under management and related revenue and earnings. In addition, the economic conditions caused by the COVID-19 pandemic or another outbreak may increase our funding costs or limit our access to the capital markets, which could impact our ability to finance our operations through borrowing. As the potential impact of COVID-19 or any other future outbreak is impossible to predict, the extent of any negative effects on our operating results or the duration of any potential business disruption is uncertain. In addition, our operations, as well as third-party service providers on whom we rely, have been, and in the future may again be, significantly impacted by the COVID-19 pandemic. No assurance can be given that the steps we have taken with respect to business continuity plans will be effective or appropriate. While our employees have been successful in working remotely, operational challenges may arise in the future. In the event that our workforce or the workforces of our key service providers were to experience significant illness levels, our ability to operate our business normally could be materially disrupted. Any such material disruptions to our business operations could have a material adverse impact on our results of operation or financial condition.~~

Risks Related to Our Industry We operate in a competitive environment. The investment management industry is highly competitive, with competition based on a variety of factors, including investment performance, investment management fee rates, continuity of investment professionals and client relationships, the quality of services provided to clients, reputation and the strategies offered. We compete against a broad range of domestic and international asset management firms, broker-dealers, hedge funds, investment banking firms and other financial institutions. We directly compete against these organizations with respect to investment products, distribution channels, opportunities to acquire other investment management firms and retention and recruitment of talent. The capital resources, scale, name recognition and geographic footprints of many of these organizations are greater than ours. The recent trend toward consolidation in the investment management industry, and the financial services industry in general, has served to increase the size and strength of a number of our competitors. Some investors may prefer to invest with an investment manager that is not publicly traded based on the perception that a publicly traded asset manager may focus on the manager's own growth to the detriment of investment performance for clients. Some competitors may operate in a different regulatory environment than we do, which may give them certain competitive advantages in the investment products and portfolio structures that they offer.

Furthermore, the development and use of various technologies based on machine learning and artificial intelligence is expanding rapidly in our industry. To the extent we do not effectively avail ourselves of new technologies, others in our industry may have a competitive advantage over us, which could have a material adverse effect on our financial condition and results of operations.

Our ability to attract assets also is dependent upon our ability to offer a mix of products and services that meet client demand and our ability to maintain investment management fees at competitive levels. When asset classes or products that we do not offer are in favor with either existing or potential clients, we will miss the opportunity to attract and manage these assets and face the risk of assets being withdrawn in favor of competitors who manage the asset classes and / or provide these products. If we are unable to compete effectively in the market, our results of operations and potential business growth could be adversely affected. Our sole business is asset management ~~and we have divested all of our affiliates other than Acadian~~. As a result, we may be more impacted by trends and issues and more susceptible to negative events impacting us and the asset management industry than other more diversified asset managers or other financial services companies that provide asset management and other financial services. We operate in a highly regulated industry, and continually changing federal, state, local and foreign laws and regulations could materially adversely affect our business, financial condition and results of operations. The investment management business is highly regulated and, as a result, we are required to comply with a wide array of domestic and international laws and regulations. The requirements imposed by our regulators are designed to ensure the integrity of the financial markets and to protect customers and other third parties who deal with us, and are not designed to protect our stockholders. Accordingly, these regulators often serve to limit our activities, including through client protection and market conduct requirements. Acadian is subject to extensive regulation in the U. S. through its primary regulator, the SEC, under the Advisers Act. To the extent Acadian acts as investment adviser or sub-adviser to registered investment companies, it must also comply with the terms of the Investment Company Act and the rules thereunder. The Advisers Act imposes numerous obligations on registered investment advisers, including fiduciary, record keeping, advertising and operational requirements, disclosure obligations, and prohibitions on fraudulent activities. The

Investment Company Act regulates the structure and operations of registered investment companies and imposes additional obligations on advisers to registered investment companies, including detailed disclosure and regulatory requirements applicable to the registered investment companies and additional compliance responsibilities which must strictly be adhered to by the funds and their advisers. Acadian may also be subject to the rules and regulations adopted by the Commodity Futures Trading Commission, under the Commodity Exchange Act; by the Department of Labor, under ERISA; the Financial Industry Regulatory Authority, Inc., or FINRA; and state regulators. We also are subject to the regulatory environments of the non- U. S. jurisdictions in which we operate, some of which also recently implemented or are in the process of implementing changes in regulations. In the U. K., we are subject to regulation by the Financial Conduct Authority, or FCA, which imposes a comprehensive system of regulation on investment advisers and the manner in which we conduct our business. We may also be registered from time to time in jurisdictions outside of the United States and will be subject to applicable regulation in those jurisdictions. We additionally are subject to regulation relating to the offer and sale of financial products in each of the EU countries in which we operate. The system of financial regulation outside the United States continues to develop and evolve and, as a result, the rules to which we are subject (including rules relating to the remuneration of staff) are and will continue to be subject to change. As we execute on our growth strategy and continue to expand our distribution efforts into non- U. S. jurisdictions, including other member countries of the EU, Latin America, the Middle East and Asian countries, we may be required to register with additional foreign regulatory authorities or otherwise comply with non- U. S. rules and regulations that currently are not applicable to our business and with respect to which we may have limited or no compliance experience. Our lack of experience in complying with any such non- U. S. or non- English laws and regulations may increase our risk of becoming a party to litigation or subject to regulatory actions. Additionally, one or more of the jurisdictions in which we operate may require our stockholders to seek the approval of, or provide notice to, an applicable regulator before acquiring a substantial amount of our outstanding shares. Developments in the regulatory environment in the U. S. may include heightened and additional examinations and inspections by regulators and the imposition of additional reporting and disclosure obligations. Regulators also may take a more aggressive posture on bringing enforcement proceedings which could result in fines, penalties and additional remedial activities. Policy and legislative changes in the U. S. and in other countries are affecting many aspects of financial regulation. Our business, results of operations and financial condition may be adversely affected as a result of new or revised legislation or regulations or by changes in the interpretation or enforcement of existing laws and regulations in any of the jurisdictions in which we conduct business. Our ability to function in this legislative and regulatory environment will depend on our ability to monitor and promptly react and adapt to legislative and regulatory changes, including situations where such changes in regulatory requirements may be driven by internal factors. It is impossible to determine the extent of the impact of any new laws, regulations or initiatives that may be proposed, or whether any of the proposals will become law. Any new laws or regulations could make compliance more difficult and expensive and affect the manner in which we conduct business. Failure to comply with applicable laws or regulations could result in fines, suspension or revocation of Acadian's registration as an investment adviser, suspensions of individual employees, revocation of licenses to operate in certain jurisdictions or other sanctions, which could materially adversely affect our business, financial condition and results of operations. Even if an investigation or proceeding did not result in a fine or sanction, or the fine or sanction imposed against us or our respective employees by a regulator were small in monetary amount, the adverse publicity relating to an investigation, proceeding or imposition of a fine or sanction could cause us to suffer financial loss, harm our reputation and cause us to lose business or fail to attract new business which would have a direct adverse impact on our business, financial condition and results of operations.

Risks Related to Our Ownership Structure and Governance Paulson has meaningful ability to influence our business. As of February 22-14, 2023-2024, Paulson & Co. Inc. (" Paulson ") owns 21-23. 6-11% of our common stock. This concentration of ownership may have the effect of delaying or preventing a change in control of us or discouraging others from making tender offers for our common stock. It also may make it difficult for other stockholders to replace management and may adversely impact the trading price of our common stock because investors often perceive disadvantages in owning common stock in companies with significant stockholders. Additional repurchases of our common stock could, without any action by Paulson, further increase Paulson's concentration of ownership. Additionally, Paulson has the right to appoint one director so long as it holds at least 7 % of our outstanding common stock. Paulson also has the right to transfer this appointment right to a transferee that acquires from Paulson the foregoing percentage of our common stock, at which point such unknown third party may have a meaningful ability to influence our business. Future sales of our common stock by us, Paulson or other stockholders could cause our share price to decline. If we, Paulson or other stockholders sell, or indicate an intention to sell, or there is a perception that we or they might sell, a substantial number of shares of our common stock in the public market or in privately negotiated transactions, the trading price of our common stock could decline below the current trading level. Sales by Paulson or other stockholders or the possibility that these sales may occur also may make it more difficult for us to raise additional capital by selling equity securities in the future, at a time and price that we deem appropriate. We cannot predict the size of future issuances or sales of our common stock or the effect, if any, that future issuances and sales of our common stock may have on the market price of our common stock. Sales or distributions of substantial amounts of our common stock, including shares issued in connection with an acquisition, or the perception that such sales or distributions could occur, may cause the market price of our common stock to decline. Our amended and restated certificate of incorporation designates the Court of Chancery of the State of Delaware as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers, employees or agents. Our amended and restated certificate of incorporation provides that, unless we consent in writing to an alternative forum, the Court of Chancery of the State of Delaware will be the sole and exclusive forum for (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a claim of breach of a fiduciary duty owed by any of our directors, officers, employees or agents to us or our stockholders, (iii) any action asserting a claim arising pursuant to

any provision of the Delaware General Corporation Law or (iv) any action asserting a claim that is governed by the internal affairs doctrine, in each case subject to the Court of Chancery having personal jurisdiction over the indispensable parties named as defendants therein and the claim not being one which is vested in the exclusive jurisdiction of a court or forum other than the Court of Chancery or for which the Court of Chancery does not have subject matter jurisdiction. Any person purchasing or otherwise acquiring any interest in any shares of our capital stock shall be deemed to have notice of and to have consented to this provision of our amended and restated certificate of incorporation. This choice of forum provision may limit our stockholders' ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers, employees or agents, which may discourage such lawsuits against us and our directors, officers, employees and agents. Alternatively, if a court were to find this provision of our restated certificate of incorporation inapplicable to, or unenforceable in respect of, one or more of the specified types of actions or proceedings, we may incur additional costs associated with resolving such matters in other jurisdictions, which could adversely affect our business and financial condition. The exclusive forum provision described above does not impact the Federal courts' exclusive jurisdiction over Exchange Act claims or the Federal and state courts' concurrent jurisdiction over Securities Act claims. There can be no assurance that we will repurchase shares of our common stock or that we will repurchase shares of our common stock at favorable prices. Our Board of Directors may from time to time authorize us to repurchase shares of our common stock. The amount and timing of share repurchases are subject to market conditions, stock price and other factors, including compliance with all respective laws and our applicable agreements. The amount, timing and execution of repurchase shares of our common stock will depend upon, among other factors, our cash balances and potential future capital requirements for strategic transactions, our results of operations, our financial condition, tax laws and other factors that we may deem relevant. A reduction in repurchases under, or the completion of, our share repurchase program could have a negative effect on our stock price. We can also provide no assurance that we will repurchase shares of our common stock at favorable prices, if at all. Risks Related to Our Tax Matters Our global effective tax rate is subject to a variety of different factors, which could create volatility in that rate, expose us to greater than anticipated tax liabilities and cause us to adjust previously recognized tax assets and liabilities. We are subject to income taxes in the U. S., ~~the~~ U. K. and many other jurisdictions. As a result, our global effective tax rate from period to period can be affected by many factors, including our global mix of earnings, the tax characteristics of our income and changes in tax legislation. Significant judgment is required in determining our worldwide provision for income taxes, and our determination of our tax liability is always subject to review by applicable tax authorities. We cannot provide any assurances as to what our tax rate will be in any period because of, among other things, uncertainty regarding the nature and extent of our business activities in any particular jurisdiction in the future and the tax laws of such jurisdictions, as well as changes in U. S. and other tax laws, treaties and regulations. Our actual global tax rate may vary from our expectation and that variance may be material. Failure to comply with the tax laws of the U. S., the U. K. or other jurisdictions, which laws are subject to potential legislative, judicial or administrative change and differing interpretations, possibly on a retroactive basis, may result in erroneous filings, adjustments to previously recognized tax assets and liabilities, negative impact to income and reputational damage. We are subject to a range of taxes and tax audits and may be subject to future audits and examinations by both foreign and domestic taxing authorities. Tax and other regulatory authorities may disagree with tax positions taken by us based on our, or their, interpretations of the relevant tax laws, including, for example, with respect to our tax positions related to the ~~Redomestication~~ **redomestication** or to prior reorganizations, which could result in erroneous filings, retroactive adverse impact on income, the loss of tax benefits and reputational damage. The resolution of such audits and examinations could impact our tax rate in future periods, as would any reclassification or other matter (such as changes in applicable accounting rules) that increases the amounts we have provided for income taxes in our Consolidated Financial Statements. We will regularly assess the likelihood of favorable or unfavorable outcomes resulting from these audits and examinations to determine the adequacy of our provision for income taxes, which will require estimates and judgments. Although we will make these tax estimates and judgments on a reasonable basis, there can be no assurance that the tax authorities will agree with such estimates and judgments. From time to time, we may have to engage in litigation to attempt to achieve the results reflected in our estimates, which may be time- consuming and expensive and may have other adverse impacts. There can be no assurance that we will be successful in any such litigation or other attempts to mitigate adverse effects resulting from such audits or examinations or that any final determination of our tax liability will not be materially different from the historical treatment reflected in our historical income tax provisions and accruals. Our inability to mitigate the negative consequences of any resolution of audits and examinations could cause our global tax rate to increase, our use of cash to increase and our financial condition and results of operations to suffer. Changes in tax laws could have an adverse impact on our business, financial condition, and results of operations. ~~The~~ **We are subject to income taxes in the U. S., the U. K. and many other jurisdictions. Changes to income tax laws of the U. S., the U. K. and regulations, or other-- the interpretation of such laws, in any of the jurisdictions in which we operate could significantly increase change in the future, and such changes could cause a material change in our effective tax rate and ultimately reduce our cash flows from operating activities and otherwise have a material adverse-- adverse affect effect on our financial condition,** results of operations. ~~While the likelihood and cash flows nature of any such legislation or regulations is uncertain, the new administration has pursued, and may continue to pursue, tax policies seeking to increase the corporate tax rate and further limit the deductibility of interest, among other things. For example, the Inflation Reduction Act of 2022, enacted in August 2022, contained a number of changes to the U. S. federal tax laws, including a new 15 % corporate minimum tax and a new 1 % excise tax on stock repurchases, which could impact our stock repurchase program and our ability to return value to stockholders efficiently. These-- The and other such changes could materially increase the amount of taxes we are required to pay. Further, pursuant to ongoing efforts to encourage global tax compliance, the U. S. Congress, the Organization for Economic Co- operation and Development (the "OECD ") , and other government agencies in jurisdictions in which we ~~conduct invest or do~~ **conduct invest or do** business have maintained a focus on issues related to the taxation of multinational companies. The OECD **has recommended** , which represents a coalition of~~

member countries, is contemplating changes to numerous long-standing international tax principles through its base erosion and profit shifting (“ BEPS ”) project, and many which is focused on a number of issues, including profit shifting among affiliated entities in different jurisdictions, interest deductibility and eligibility for the benefits of double tax treaties. Some member countries have begun codifying been moving forward on, and have implemented aspects of, the those recommendations into law BEPS agenda but, because timing of implementation and the specific measures adopted will vary among participating states, significant uncertainty remains regarding the impact of BEPS proposals. These and other proposals could adversely affect us. In addition, the OECD is working on a BEPS 2.0 initiative, which is aimed at (i) shifting taxing rights to the jurisdiction of the consumer and (ii) ensuring all companies pay a global minimum tax. New rules could be recommended in 2021 and if implemented could impact us. The timing and scope of any provisions are subject to significant uncertainty. Any changes to in domestic or foreign tax laws, and related regulations, or accompanying standards or the release of additional guidance, interpretation or information relating to existing legislation (including the Tax Act) could impact extent adopted, may increase tax uncertainty and / or our effective tax rate or, result in higher compliance cost unanticipated additional tax liabilities, which could have an and adverse adversely effect affect on our business, financial condition or our provision for income taxes, results of operations and / or cash flows.

General Risk Factors

The market price of our common stock and the broader equity markets have been, and may continue to be, volatile. The market price of our common stock has been and may continue to be volatile, and equity markets have experienced and may continue to experience significant price and volume fluctuations. Among the factors that may affect our stock price are the following:

- **public health emergencies; the impact of the COVID-19 pandemic.** speculation in the investment community or the press about, or actual changes in, our competitive position, organizational structure, executive team, operations, financial condition, financial reporting and results, ability to maximize shareholder returns or plans to engage in strategic transactions by us or others in our industry;
- the announcement of mergers, acquisitions, dispositions or new products or services by us or others in our industry;
- announcements of our financial results, including changes in net client cash flows and assets under management, changes in earnings estimates by the investment community, and variations between estimated financial results and actual financial results; and
- the pricing structure for products offered by us or our competitors.

Changes in general conditions and volatility in the economy, the financial markets and our industry, and other developments affecting us or our competitors, as well as geopolitical, regulatory, economic, and business factors unrelated to us, could cause the market price of our common stock to fluctuate substantially. Declines in the market price of our common stock or failure of the market price to increase could also harm our ability to retain key employees, reduce our access to capital and otherwise harm our business. The carrying value of goodwill and other intangible assets on our balance sheet could become impaired, which would adversely affect our financial condition and results of operations. We have recorded goodwill and intangible asset impairments in the past and could incur such charges in the future as acquisitions occur and we take on more goodwill. We review the carrying value of goodwill and intangible assets not subject to amortization on an annual basis, or more frequently if indications exist suggesting that the fair value of our intangible assets may be below their carrying values. We test the values of intangible assets subject to amortization whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Should such review indicate impairment, a write-down of the carrying value of goodwill or the intangible asset could occur, resulting in a non-cash charge that may, in turn, affect our reported results of operations, financial condition and shareholders’ equity. Our ability to pay regular dividends to our stockholders is subject to the discretion of our Board of Directors and may be limited by our structure and applicable provisions of Delaware law. Any declaration of dividends will be at the discretion of our Board of Directors, and will depend on our financial condition, earnings, cash needs, regulatory constraints, capital requirements and any other factors that our Board of Directors deems relevant in making such a determination. However, our ability to make such distributions will be subject to our operating results, which are impacted by the ability of Acadian to make distributions to us, cash requirements and financial condition, the applicable provisions of Delaware law that may limit the amount of funds available for distribution, our compliance with covenants and financial ratios related to existing or future indebtedness, including under our notes and our credit facilities, and our other agreements with third parties. In addition, we are dependent upon the ability of Acadian to generate earnings and cash flows and distribute them to us so that we may pay dividends to our stockholders. As a consequence of these various limitations and restrictions, we may not be able to make, or may have to reduce or eliminate, the payment of dividends on our common stock. Our management devotes substantial time to compliance with our public company legal and reporting obligations. We are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and are required to implement specific corporate governance practices and adhere to a variety of reporting requirements under the Sarbanes- Oxley Act of 2002, or Sarbanes- Oxley, and the related rules and regulations of the SEC, as well as the rules of the NYSE. The Exchange Act requires us to file annual, quarterly and current reports with respect to our business and financial condition. Our management and other personnel devote substantial time to compliance with our public company obligations. Moreover, these rules and regulations increase our legal and financial compliance costs and make some activities more time-consuming and costly. In addition, Sarbanes- Oxley requires, among other things, that we maintain effective internal control over financial reporting and disclosure controls and procedures. In particular, we perform system and process evaluations and we have tested our internal control over financial reporting to allow management to report on the effectiveness of our internal control over financial reporting, as required by Section 404 of Sarbanes- Oxley, and obtain an auditor attestation as to the effectiveness of our internal controls. Testing may reveal material weaknesses or other deficiencies in our internal control over financial reporting. Our compliance with Section 404 has required that we incur additional accounting expense and expend additional management time on compliance-related issues. Moreover, if at any time we are not able to comply with the requirements of Section 404 in a timely manner, or if we identify material weaknesses or other deficiencies in our internal control over financial reporting, the market price of our common stock could decline, and we could be subject to sanctions or investigations by the NYSE, the SEC or other regulatory authorities, which would require additional

financial and management resources.