

Fiduciary Management, Inc.
Verification and Small Cap Equity Composite Performance
Examination Report

December 31, 2017



Verification and Performance Examination Report

Fiduciary Management, Inc.
100 East Wisconsin Avenue, Suite 2200
Milwaukee, WI, 53202

We have verified whether Fiduciary Management, Inc. (the "Firm") (1) has complied with all the composite construction requirements of the Global Investment Performance Standards (GIPS®) on a firm-wide basis for the periods from January 1, 1994 through December 31, 2017, and (2) designed its policies and procedures to calculate and present performance in compliance with the GIPS standards as of December 31, 2017. We have also conducted a performance examination of the Firm's Small Cap Equity Composite for the periods from January 1, 1994 through December 31, 2017. The Firm's management is responsible for compliance with the GIPS standards and the design of its policies and procedures and for the Small Cap Equity Composite's compliant presentation. Our responsibility is to express an opinion based on our verification and performance examination. We conducted this verification and performance examination in accordance with the required verification and performance examination procedures of the GIPS standards. We also conducted such other procedures as we considered necessary in the circumstances.

In our opinion, the Firm has, in all material respects:

- Complied with all the composite construction requirements of the GIPS standards on a firm-wide basis for the periods from January 1, 1994 through December 31, 2017; and
- Designed its policies and procedures to calculate and present performance in compliance with the GIPS standards as of December 31, 2017.

Also, in our opinion, the Firm has, in all material respects:

- Constructed the Small Cap Equity Composite and calculated the Small Cap Equity Composite's performance for the periods from January 1, 1994 through December 31, 2017 in compliance with the GIPS standards; and
- Prepared and presented the Small Cap Equity Composite's accompanying compliant presentation for the periods from January 1, 2008 through December 31, 2017 in compliance with the GIPS standards.

This report does not relate to or provide assurance on any composite compliant presentation of the Firm other than the Firm's Small Cap Equity Composite.

ACA Performance Services, LLC

ACA Performance Services, LLC
April 2, 2018

Fiduciary Management Inc.
Small Cap Equity Composite
12/31/2007 - 12/31/2017

| Year | Total Return Gross of Fees % | Total Return Net of Fees % | *Benchmark Return % | Number of Portfolios | Dispersion % | Three Year Ex-Post Standard Deviation | | Total Composite Assets End of Period (\$ millions) | Total Firm Assets End of Period (\$ millions) | Percentage of Firm Assets % |
|------|------------------------------|----------------------------|---------------------|----------------------|--------------|---------------------------------------|------------|--|---|-----------------------------|
| | | | | | | Composite | *Benchmark | | | |
| 2008 | -21.06 | -21.69 | -33.79 | 145 | 1.16 | n/a | n/a | \$ 1,212.4 | \$ 4,062.5 | 29.84% |
| 2009 | 35.72 | 34.56 | 27.17 | 165 | 0.97 | n/a | n/a | \$ 2,004.6 | \$ 7,008.9 | 28.60% |
| 2010 | 23.45 | 22.43 | 26.85 | 170 | 0.48 | n/a | n/a | \$ 2,477.7 | \$ 9,816.0 | 25.24% |
| 2011 | 5.64 | 4.79 | -4.18 | 179 | 0.34 | 21.17% | 24.99% | \$ 2,523.2 | \$ 12,273.6 | 20.56% |
| 2012 | 11.34 | 10.43 | 16.35 | 182 | 0.40 | 15.46% | 20.20% | \$ 2,609.5 | \$ 15,253.5 | 17.11% |
| 2013 | 33.43 | 32.33 | 38.82 | 180 | 1.04 | 12.51% | 16.45% | \$ 2,801.8 | \$ 19,705.3 | 14.22% |
| 2014 | 7.99 | 7.06 | 4.89 | 178 | 0.39 | 9.65% | 13.12% | \$ 3,006.5 | \$ 21,001.1 | 14.32% |
| 2015 | -5.72 | -6.52 | -4.41 | 171 | 0.34 | 11.18% | 13.98% | \$ 2,597.2 | \$ 21,042.9 | 12.34% |
| 2016 | 21.65 | 20.65 | 21.31 | 171 | 0.46 | 12.02% | 15.77% | \$ 2,596.0 | \$ 22,626.7 | 11.47% |
| 2017 | 15.42 | 14.49 | 14.65 | 171 | 0.84 | 11.12% | 13.91% | \$ 2,774.0 | \$ 25,322.0 | 10.96% |

*Benchmark: Russell 2000 Index®

Returns reflect the reinvestment of dividends and other earnings.

The above table reflects past performance. Past performance does not guarantee future results. A client's investment return may be lower or higher than the performance shown above. Clients may suffer an investment loss.

Fiduciary Management, Inc. (FMI) claims compliance with the Global Investment Performance Standards (GIPS®) and has prepared and presented this report in compliance with the GIPS standards. FMI has been independently verified for the periods 12/31/1993 - 12/31/2017. Verification assesses whether (1) the firm has complied with all the composite construction requirements of the GIPS standards on a firm-wide basis and (2) the firm's policies and procedures are designed to calculate and present performance in compliance with the GIPS standards. The Small Cap Equity composite has been examined for the periods 12/31/1993 - 12/31/2017. The verification and performance examination reports are available upon request. Benchmark returns are not covered by the report of independent verifiers.

FMI was founded in 1980 and is an independent investment counseling firm registered with the SEC and the State of Wisconsin. The firm manages over \$25.3 billion in assets of pension and profit sharing trusts, mutual funds, Taft-Hartley funds, insurance company portfolios, endowments and personal trusts. The firm includes both institutional and mutual fund business. Although the firm has participated in wrap programs, it is a separate and distinct business, and is excluded from firm-wide assets.

The FMI Small Cap Equity Composite was created in January 1980. These accounts primarily invest in small to medium capitalization US equities.

The FMI Small Cap Equity Composite reflects time-weighted and asset-weighted returns for all discretionary accounts, with a market value greater than \$500,000 as of month end. A small percentage of composite assets (typically ranging from 0-5%) historically has been invested in unmanaged fixed income securities at the direction of account holders. From December 31, 1993 thru September 30, 2002 all accounts included were managed for at least one quarter, from October 1, 2002 to present all accounts were managed for at least one month. All returns are calculated using United States Dollars and are based on monthly valuations using trade date accounting. All accounts in this composite are fee paying. Gross of fees returns are calculated gross of management fees, gross of custodial fees, gross of withholding taxes and net of transaction costs. Net of fees returns are calculated net of actual management fees and transaction costs and gross of custodial fees and withholding taxes. Dispersion is calculated using the equal weighted standard deviation of all accounts in the composite for the entire period. As of 12/31/2011, the trailing three year annualized ex-post standard deviation for the Composite and Benchmark are required to be stated per GIPS®.

Currently, the advisory fee structure for the FMI Small Cap Equity Composite portfolios is as follows:

| | |
|----------------------------|-------|
| Up to \$25,000,000 | 0.90% |
| \$25,000,001-\$50,000,000 | 0.85% |
| \$50,000,001-\$100,000,000 | 0.75% |
| \$100,000,001 and above | 0.65% |

The firm generally requires a minimum of \$3 million in assets to establish a discretionary account. High Net Worth individuals may establish an account with a minimum of \$1,000,000, however, the firm reserves the right to charge a minimum dollar fee for High Net Worth individuals depending on the client servicing involved. The minimum account sizes do not apply to new accounts for which there is a corporate, family, or other substantial relationship to existing accounts. In addition, the firm reserves the right to waive the minimum account size and minimum annual fee under certain circumstances. A complete list and description of all firm composites is available upon request.

Policies for valuing portfolios, calculating performance, and preparing compliant presentations are available upon request.

The Russell 2000 Index® measures the performance of the small-cap segment of the U.S. equity universe. The Russell 2000 Index is a subset of the Russell 3000® Index representing approximately 8% of the total market capitalization of that index. It includes approximately 2,000 of the smallest securities based on a combination of their market cap and current index membership. The Small Cap Equity composite uses the Russell 2000 Index® as its primary index comparison.