

# Sterling Capital Funds

## Information on Proxy Statement

### June 2024 Update for Shareholders & Advisors

On February 2, 2024, Guardian Capital Group Ltd. (Guardian) announced that it had reached an agreement under which Guardian's wholly-owned subsidiary, Guardian Capital LLC, will acquire Sterling Capital Management LLC (SCM) from Truist Financial Corporation.

Broadridge Financial Solutions has been engaged by the Sterling Capital Funds to serve as the Funds' proxy solicitor. Broadridge began outreach on this important matter in May 2024.

The calendar below outlines the communications schedule for this outreach. A list of Questions and Answers is included herein for your convenience. This Q&A was previously distributed with the proxy statement.

Please review these mailings carefully. Should you have additional questions regarding this proxy, please contact your Sterling Capital representative or call Broadridge Financial Solutions, Inc., toll-free at 888.596.1876.

Scheduled Communication	Date
Initial Mailings Completed	05.07.2024
Outbound Dialing to Holders Commenced	05.15.2024
1 <sup>st</sup> Reminder Mailings Release (hard copy/email)	05.21.2024
1 <sup>st</sup> Letter Mailings Release	05.29.2024
2 <sup>nd</sup> Reminder Mailings Release (hard copy/email)	05.31.2024
2 <sup>nd</sup> Letter Mailings Release	06.05.2024
1 <sup>st</sup> Text Messages Release	06.06.2024
3 <sup>rd</sup> Reminder Mailings Release (hard copy/email)	06.10.2024
3 <sup>rd</sup> Letters Mailings Release	06.14.2024
1 <sup>st</sup> E-Deliveries Only Release	06.18.2024
2 <sup>nd</sup> Text Messages Release	06.20.2024
2 <sup>nd</sup> E-Deliveries Only Release	06.20.2024
<b>Shareholder Meeting</b>	<b>06.24.2024</b>

**Sterling Capital has provided this notice for informational purposes only. Please refer to the disclosures below for additional important information.**

**Before investing, investors should consider carefully the investment objectives, risks, charges and expenses of a mutual fund. This and other important information is contained in the prospectus and summary prospectus, which can be obtained from a financial advisor. Prospective investors should read the prospectus carefully before investing. To obtain more information, please call 888.228.1872 or visit us online at [www.sterlingcapital.com](http://www.sterlingcapital.com).**

Sterling Capital does not provide tax or legal advice. Prospective investors should consult with a tax or legal advisor before making any investment decision. The funds are distributed by Sterling Capital Distributors, LLC.



# Sterling Capital Funds

## Information on Proxy Statement Questions and Answers

**The following “Questions and Answers” section is a summary and is not intended to be as detailed as the discussion found in the proxy materials. For this reason, the information is qualified in its entirety by reference to the proxy statement to shareholders (the “Proxy Statement”).**

### **Q. Why am I receiving this Proxy Statement?**

A. You are receiving these proxy materials (the Proxy Statement and your proxy cards) because you have the right to vote on important proposals concerning the Funds, including the approval of the Investment Advisory Agreement (the “New Agreement”) and the election of a Trustee.

### **Q. Why is the Board of Trustees requesting the approval of a new Investment Advisory Agreement for each of the Funds?**

A. On February 2, 2024, Guardian Capital Group Limited (“Guardian”) entered into a unit purchase agreement under which Guardian’s wholly owned subsidiary, Guardian Capital LLC, will acquire 100% of the voting interests of Sterling Capital Management LLC (“Sterling Capital”) from Truist Financial Corporation (“Truist”) (the “Transaction”). The closing of the Transaction (the “Closing”) is subject to certain conditions and is expected to take place near the end of the second quarter of 2024.

The Transaction, if consummated, will result in a change of control of Sterling Capital effective as of the Closing. Consequently, pursuant to the terms of the current investment advisory agreement between Sterling Capital and the Trust, on behalf of each Fund (the “Current Agreement”), the Transaction would be deemed an assignment, as such term is used for purposes of the Investment Company Act of 1940, as amended (the “1940 Act”), of the Current Agreement and result in its automatic termination.

Guardian has indicated that, following the Closing, it plans to operate Sterling Capital as a standalone entity, led by the current team of management and senior professionals, providing continuity and stability for Sterling Capital’s clients. The Transaction is not expected to result in any changes in the personnel managing the Funds or the manner in which the Funds’ portfolios are managed. In addition, the investment objectives and principal investment strategies of the Funds are expected to remain the same, and the fee rates paid by each Fund for investment advisory services under the Current Agreement and the New Agreement are identical.

Section 15(a) of the 1940 Act prohibits any person from serving as an investment adviser to a registered investment company except pursuant to a written contract that has been approved by the shareholders of such registered investment company. Therefore, in order for Sterling Capital to continue to serve as investment adviser to each Fund on an ongoing basis after the Closing, the Fund’s shareholders must approve the New Agreement.

# Sterling Capital Funds

## Information on Proxy Statement Questions and Answers

### **Q. Why is the Board of Trustees proposing the election of Scott A. Haenni to the Board of each Fund?**

A. Effective May 17, 2023, Alexander W. McAlister, who previously served as Sterling Capital's Chief Executive Officer, retired from the Board, and the Board appointed Scott A. Haenni, Mr. McAlister's successor as Sterling Capital's Chief Executive Officer, to the Board. Mr. Haenni is considered an "interested person" of the Funds, as defined in Section 2(a)(19) of the 1940 Act, as amended, due to his position as Chief Executive Officer of Sterling Capital.

Mr. Haenni was previously appointed to the Board without a vote of shareholders in compliance with applicable law, and the Board is now asking shareholders to elect Mr. Haenni to the Board. Each other current Trustee was last elected by shareholders on October 12, 2022.

### **Q. What if I do not return my proxy voting ballot?**

A. In order to conduct the Special Meetings, a quorum must be present, in person or by proxy, at each Special Meeting. A quorum with respect to a matter before each Special Meeting is defined as representation of over 50% of the shares outstanding for the Funds as of April 8, 2024, entitled to vote on the matter. In the event that not enough shareholders return the enclosed proxy ballot cards to achieve a quorum, the Funds will be required to conduct additional solicitations. In order to avoid the time and cost associated with such additional solicitations, please return the completed proxy ballots as soon as possible.

### **Q. How do the Trustees suggest that I vote?**

A. After careful consideration, the Board unanimously recommends that you vote "FOR" the approval of the New Agreement and "FOR" the election of Scott Haenni as a Trustee. The Board also urges you to vote and return the proxy cards.

### **Q. How can I vote?**

A. You can vote in one of four ways:

- Over the Internet, through the website listed on the proxy cards,
- By telephone, using the toll-free number listed on the proxy cards,
- By mail, using the enclosed proxy cards -- be sure to sign, date and return the proxy cards in the enclosed postage-paid envelope, or
- In person at the Shareholder Meetings on June 24, 2024.

### **Q. Whom should I call with questions about this proxy?**

A. If you have any questions regarding this proxy, please contact your investment representative, or call Broadridge Financial Solutions, Inc., the Fund's proxy solicitor, toll-free at (888) 596-1876.