

# Sterling Capital Funds

## Information on Proxy Statement

### February 2026 Update for Shareholders & Advisors

On August 28, 2025, Guardian Capital Group Limited (“Guardian”), the indirect parent company of Sterling Capital, the investment adviser to each Fund, announced that it had entered into a definitive agreement (as amended by a first amending agreement dated September 17, 2025) with Desjardins Global Asset Management Inc. (“DGAM”), a wholly-owned indirect subsidiary of Fédération des caisses Desjardins du Québec (“Desjardins”), to be taken private pursuant to an arrangement agreement whereby DGAM will purchase all of the issued and outstanding shares of Guardian for cash, other than certain Guardian shares held by specified shareholders who entered into equity rollover agreements to exchange certain of their Guardian shares for a combination of cash and shares in the capital of DGAM (the “Transaction”). The closing of the Transaction (the “Closing”) is subject to various customary approvals and conditions and is expected to take place in the first half of 2026.

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 January 2026.

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 by Broadridge.

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	Status
Initial Mailings Completed	01.08.2026	Complete
Outbound Dialing to Holders Commenced	01.26.2026	Complete
Reminder Mailings Released (hard copy/email)	01.28.2026	Complete
E-Deliveries Only Release	01.30.2026	Complete
Endeavor Letters Mailing Release	02.02.2026	Complete
E-Deliveries Only Release	02.09.2026	Complete
Reminder Mailings Release (hard copy)	02.13.2026	In Process
Endeavor Letters Mailing Release	02.17.2026	In Process
E-Deliveries Only Release	02.19.2026	Scheduled
E-Deliveries Only Release	02.24.2026	Scheduled
E-Deliveries Only Release	02.25.2026	Scheduled
<b>Shareholder Meeting</b>	<b>02.27.2026</b>	<b>Scheduled</b>

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



**STERLING**  
CAPITAL FUNDS

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 800.228.1872 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

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

A. You are receiving these proxy materials (the Proxy Statement and your proxy card(s)) because you have the right to vote on important proposals concerning the Funds, including the approval of the Investment Advisory Agreement (the “New Agreement”). Shareholders of each Fund will vote separately on the New Agreement. The effectiveness of the New Agreement with respect to a Fund is not contingent on shareholder approval of the New Agreement with respect to any other Fund. Additionally, the shareholders of each Fund that currently has one or more fundamental investment restrictions prohibiting the Fund from engaging in certain type(s) of options and options-related transactions (with respect to each such Fund, an “Options Restriction”) are being asked to vote on the removal of their Fund’s Options Restrictions. Shareholders of each applicable Fund will vote separately for the removal of that Fund’s Options Restrictions. The elimination of the Options Restriction with respect to a Fund is not contingent on shareholder approval of the elimination of the Options Restriction with respect to any other Fund.

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

A. On August 28, 2025, Guardian Capital Group Limited (“Guardian”), the indirect parent company of Sterling Capital, the investment adviser to each Fund, announced that it had entered into a definitive agreement (as amended by a first amending agreement dated September 17, 2025) with Desjardins Global Asset Management Inc. (“DGAM”), a wholly-owned indirect subsidiary of Fédération des caisses Desjardins du Québec (“Desjardins”), to be taken private pursuant to an arrangement agreement whereby DGAM will purchase all of the issued and outstanding shares of Guardian for cash, other than certain Guardian shares held by specified shareholders who entered into equity rollover agreements to exchange certain of their Guardian shares for a combination of cash and shares in the capital of DGAM (the “Transaction”). The closing of the Transaction (the “Closing”) is subject to various customary approvals and conditions and is expected to take place in the first half of 2026. The Transaction, if consummated, will result in an indirect change of control of Sterling Capital effective as of the Closing. Pursuant to the terms of the current investment advisory agreement between Sterling Capital and each of the Funds (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, resulting in its automatic termination. 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 a Fund on an ongoing basis after the Closing, shareholders of that Fund must approve the New Agreement. In anticipation of the termination of the Current Agreement, the Board of Sterling Capital Funds has approved the New Agreement, which consists of substantially identical terms as the Current Agreement, including identical advisory fees. Accordingly, at the Special Meeting, shareholders will be asked to consider and approve the New Agreement.

Following the Closing, it is anticipated that Sterling Capital will continue to operate as a standalone entity indirectly owned by Desjardins. To provide continuity and stability, Sterling Capital's team of management and senior professionals are currently expected to continue servicing Sterling Capital's clients, including the Funds, after Closing. In addition, the investment objective and principal investment strategies of each Fund are expected to remain the same following the Transaction.

**Q. Why is the Board of Trustees recommending that shareholders approve the removal of each Fund's fundamental investment restriction regarding use of options and options-related transactions?**

A. Each Fund has identified certain investment policies in its registration statement that may only be changed with shareholder approval. Those restrictions are often referred to as "fundamental" investment restrictions. Currently, each Fund other than for Sterling Capital Behavioral Small Cap Value Equity Fund has one or more Options Restrictions that restrict the Fund's ability to engage in certain types of options and options related transactions such as writing or purchasing either call options or put options. Each Fund's Options Restriction(s), if any, are described in this Proxy Statement under Proposal 2.

Sterling Capital recommended that the Board approve the removal of each Fund's Options Restrictions, subject to shareholder approval. Sterling Capital advised the Board that its intent in seeking to remove each Fund's Options Restrictions is to provide each Fund with additional investment flexibility to engage in options and options-related transactions to generate income, obtain investment exposures, or hedge against risks consistent with pursuing the Fund's investment objective and strategies. As the use of options and other derivatives transactions has evolved and become more commonplace in the fund industry, Sterling Capital believes that the inability of the Funds to engage in options and options-related transactions to the extent permitted under the 1940 Act could place the Funds at a competitive disadvantage compared to other funds that are not subject to similar restrictions. Sterling Capital believes that eliminating each Fund's Options Restrictions will provide valuable investment flexibility and enhance its ability to help the Fund achieve its investment objective. Accordingly, after careful consideration, the Board supports Sterling Capital's recommendation and recommends that each Fund's shareholders approve the removal of the Fund's Options Restrictions.

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

A. In order to conduct the Special Meeting, a quorum must be present, in person or by proxy, at the Special Meeting. A quorum with respect to a matter before the Special Meeting is defined as representation of over 50% of the shares outstanding for the Funds as of December 1, 2025, entitled to vote on the matter. As each applicable Fund's shareholders will vote separately on each proposal with respect to such Fund, those Funds for which a quorum is present and sufficient votes received in favor of the proposal(s) as of a given Special Meeting date may hold their Special Meeting, while other Funds that have not received quorum or have not received sufficient votes in favor of a proposal may determine to adjourn to permit further solicitation of proxies. 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 and the special meeting for a Fund may be delayed. In order to avoid the time and cost associated with such additional solicitations or delays, please return the completed proxy ballot(s) 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 approval of the removal of



each applicable Fund's Options Restrictions. The Board also urges you to vote and return the enclosed proxy card(s).

**Q. How can I vote?**

A. You can vote in one of four ways:

- o Over the Internet, through the website listed on the proxy card(s),
- o By telephone, using the toll-free number listed on the proxy card(s),
- o By mail, using the enclosed proxy card(s) — be sure to sign, date and return the proxy card(s) in the enclosed postage-paid envelope, or
- o In person at the Shareholder Meeting on February 27, 2026.

**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.