

March 2022

Form CRS (Customer Relationship Summary)

Neuberger Berman Investment Advisers LLC
Neuberger Berman BD LLC

Introduction

Neuberger Berman Investment Advisers LLC ("NBIA") is registered with the Securities and Exchange Commission ("SEC") as an investment adviser. NBIA's affiliate, Neuberger Berman BD LLC ("NBBB"), is registered with the SEC as a broker-dealer and is a member of the Financial Industry Regulatory Authority ("FINRA") and the Securities Investor Protection Corporation ("SIPC"). Brokerage and investment advisory services and fees differ. It is important for you to understand those differences. Free and simple tools are available to research firms and financial professionals at <https://www.investor.gov/CRS>, which also provides educational materials about broker-dealers, investment advisers, and investing.

This Form CRS provides information applicable to retail investors. If you are not a retail investor and would like additional information regarding the services we provide to you, please contact your NBIA or NBBB representative.

What investment services and advice can you provide me?

We offer both brokerage and investment advisory services to retail investors.

NBBB's **brokerage** services offered to retail customers by its portfolio managers and wealth advisors in their capacities as associated persons of NBBB ("NBBB Brokers") include buying and selling securities (including for advisory clients of NBIA on a client-directed basis), making recommendations with respect to privately offered pooled investment vehicles managed by affiliates of NBBB (including privately offered pooled investment vehicles registered under the Investment Company Act of 1940, as amended, "NB Private Funds"), and wealth planning services. Certain portfolio managers, as NBBB Brokers, recommend, on a limited and complementary basis, select third-party privately offered pooled investment vehicles (collectively with NB Private Funds, "Private Funds").

With respect to NBBB's wealth planning services, NBBB provides one-time analyses that are intended solely for informational and discussion purposes and NBBB does not undertake to provide any ongoing or periodic review, follow-up or monitoring of any topics covered therein.

Certain existing retail customers have invested through an existing framework ("Brokerage Framework") where NBBB and NBBB Brokers provide asset allocation recommendations as among proprietary strategies managed by affiliates of NBBB (separately managed accounts ("NB SMAs"), mutual funds ("NB MFs"), exchange-traded funds ("NB ETFs"),¹ and NB Private Funds), which may include overlay strategies. In connection with its asset allocation recommendations under the Brokerage Framework, NBBB will confirm the retail customer's investment profile (e.g., financial situation, needs and investment objectives) on at least an annual basis, but will not provide any ongoing monitoring. The Brokerage Framework is no longer being offered to new customers.

In all cases, where strategies are only available to certain customers (e.g., based on the jurisdiction in which customer resides, the customer's financial sophistication), NBBB will recommend to customers only strategies in which they are permitted to invest.

Except as specifically provided above or otherwise agreed with a customer, NBBB does not provide any ongoing or periodic review, follow-up or monitoring of retail customer accounts for purposes of Regulation Best Interest.

When NBBB makes a recommendation, you make the ultimate decision regarding any purchase or sale of investments, or any asset allocation.

On a limited basis, certain NBBB Brokers may provide recommendations to its customers for which NBBB's trust company affiliate ("NB Trust Co") provides investment services. Those investment services may allow certain customers to access strategies different from those available through NBBB and its advisory affiliates, and subject those customers to different terms and different fees. Those customers should review carefully their agreement with NB Trust Co.

For most retail advisory clients of NBIA and for employees of NBBB and its affiliates, NBBB generally acts as broker in connection with the purchase and sale of securities, and introduces those customers' transactions and accounts to its clearing broker for clearance and settlement. From time to time, NBBB may also make recommendations to certain retail advisory clients of NBIA with respect to their equity investment goals or risk profiles.

NBIA's **advisory** services offered to retail clients by its portfolio managers and wealth advisors in their capacities as supervised persons of NBIA ("NBIA Advisers") include both discretionary and non-discretionary advisory services through its advisory programs and products. NBIA offers discretionary investment services through NB SMAs and its Guided Portfolio Solutions Program ("GPS Program"), where NBIA allocates client assets among NB MFs.

¹ The NB ETFs have filed a registration statement with the SEC, but it has not yet become effective. The NB ETFs may not sell securities until the registration statement on file with the SEC is effective. It is currently anticipated that the NB ETFs will launch and commence investment operations during the second quarter of 2022.

Through its NB Private Wealth Management Advisory Program ("PWM Advisory Program"), NBIA provides discretionary or non-discretionary investment advisory services by allocating client assets among proprietary strategies (NB SMAs, NB MFs, and NB ETFs), and, on a limited and complementary-only basis, select third-party strategies (separately managed accounts ("Third-Party SMAs"), mutual funds ("Third-Party MFs") and exchange-traded funds ("Third-Party ETFs")). Where NBIA provides non-discretionary services, you make the ultimate decision regarding any purchase or sale of investments.

Unless specifically agreed with you, Private Funds are not available in advisory accounts, and are offered only through NBBB.

Unless otherwise agreed, the PWM Advisory Program is typically available to clients investing a minimum of \$5 million and standalone NB SMAs are typically available to clients investment a minimum of \$1 million. Certain offerings may be available at lower investment minimums; for example, GPS Program accounts require a minimum initial investment of \$100,000.

Certain third-party wrap fee program sponsors ("Wrap Sponsors") make NBIA's advisory services available to, or utilize NBIA's model portfolio for, their clients ("Wrap Clients"), including on a "dual contract" basis, where the clients ("Dual Contract Clients") contract separately with NBIA for advisory services and the Wrap Sponsor or a designated broker for brokerage and other services. The standard minimum account size is determined by the Wrap Sponsor but is typically \$250,000 for fixed income accounts and \$100,000 for equity accounts. For Dual Contract Clients, the standard minimum account size is typically \$1 million for equity strategies and \$2 million for fixed income strategies.

Not all strategies are available to all retail clients (e.g., based on the jurisdiction in which the client resides, and the client's financial sophistication); NBIA will allocate retail clients only to strategies in which they are eligible to invest (including where NBIA is so advised by the relevant Wrap Sponsor).

Generally, NBIA will monitor client assets within each NB SMA (including those offered through a dual contract program) or GPS Program account on an ongoing basis. With respect to the PWM Advisory Program, NBIA will monitor the allocation of assets across strategies on at least a quarterly basis.

For additional information, please see NBBB's Regulation Best Interest Disclosure Statement ("NBBB Reg BI Statement") at http://www.nb.com/req_BI/disclosure_nbbd/, NBIA's Form ADV Part 2A brochure ("NBIA ADV Part 2A") (Items 4 and 7 of Part 2A) at http://www.nb.com/adv_part_2A_nbia/, NBIA's Form ADV Part 2B brochures ("NBIA ADV Part 2Bs") and NBIA's ERISA 408(b)(2) disclosure as provided to you, and the terms of any agreement between you and NBIA or NBBB, as applicable.

CONVERSATION STARTERS. ASK YOUR FINANCIAL PROFESSIONAL:

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

What fees will I pay?

In most cases, retail **brokerage** customers enter into account agreements pursuant to which they receive advisory services from NBIA and brokerage services from NBBB. Generally, those customers are billed an "all-inclusive" investment advisory fee that includes NBBB's brokerage fees. A limited number of existing NBIA advisory retail customers do not pay an "all-inclusive" fee, but rather are charged separate brokerage commissions and other execution and transaction-related costs, in addition to NBIA's advisory fee. For those customers, the commission rates are agreed to by the customer and NBBB.

Commissions and other fees for client-directed transactions (which are generally added to/deleted from the purchase or sale price) include:

- Equities: \$0.10 a share, minimum of \$35 per trade
- Fixed Income: \$0.00
- Low-touch options: \$0.25/contract where option premium is \leq \$0.15; \$0.50/contract where option premium $>$ \$0.15
- ADR conversions: \$55 per conversion plus pass-through fees which vary by ADR
- Stock loans for short sales: varies by stock
- High-touch options: \$1.50/contract

Wealth planning analyses are provided at no additional charge.

With respect to retail **advisory** clients, generally, fees paid to NBIA are charged on the market value of client assets in each account and calculated and paid quarterly in advance. The market value of the securities in each account for purposes of determining the following quarter's advisory fee is calculated as of the close of trading on the last business day of each quarter. Because the fee paid to NBIA is, in most cases, an "all-inclusive fee" that includes NBBB's brokerage fees, NBIA's fees could be higher than a typical advisory fee.

For most NB SMAs, retail clients are charged an annual investment advisory fee that generally ranges between 0.450% and 1.750% for equity securities (and all other assets, including cash, not held for permanent investment in fixed income securities) ("Equity Assets"), and up to 0.750% for fixed income securities (and all other assets, including cash, of the account being held for permanent investment in fixed income securities) ("FI Assets"). For retirement accounts that can be invested in both Equity Assets and FI Assets, the investment advisory fee is based on those rates, but is applied based on a target allocation selected by the client

rather than the actual allocation between Equity Assets and FI Assets.

As agreed with clients, certain NB SMAs are also subject to a performance fee and certain NB SMAs are subject to a customized fee schedule that are not "all-inclusive" (i.e., the accounts will pay separate brokerage commissions and other execution and transaction-related costs). The annual investment advisory fee applicable to GPS Program clients ranges between 1.000% and 1.400%.

With respect to the PWM Advisory Program, non-retirement retail clients are subject to an investment advisory fee and the investment strategy fees applicable to the strategies in which they invest. The annual investment advisory fee ranges between 0.300% and 0.600%. The annual investment strategy fee for an NB SMA or Third-Party SMA ranges between 0.100% and 1.000%. With respect to Third-Party SMAs, a portion of the investment strategy fee is paid to the third-party manager and, if applicable, the third-party separate account program provider (the "Third-Party SMA Provider"), and a portion is retained by NBIA. Clients invested in mutual funds or ETFs incur the indirect fees and expenses charged by those funds.

Retirement retail clients investing through the PWM Advisory Program are subject to a single-tiered retirement fee that does not vary based on underlying investment strategy and is based on the risk profile selected by the client (and can range from 0.350% – 1.400% annually). Generally, clients will not be charged any additional advisory fees for the strategies to which the client is allocated (e.g., advisory fees incurred as an investor in a mutual fund or ETF are offset). An investment in a Third-Party SMA will, where applicable, be subject to an additional fee of up to 0.150%, which is paid to the Third-Party SMA Provider.

Special investments such as private investment opportunities are subject to special fee schedules that are agreed between the retail client and NBIA. The fees to NBIA for certain of its options strategies are calculated based on target notional exposure/value, which is often higher or lower than the actual notional exposure for the client. In addition, some of those strategies are implemented on an "overlay" basis.

Certain Wrap Program Clients pay the Wrap Sponsors a bundled or "wrapped" fee that typically covers investment management, trade execution, custodial services and other administrative services. Of that fee, the Wrap Sponsors, in turn, pay fees to NBIA for its investment advisory services. Other Wrap Program Clients pay fees on an unbundled basis to separate parties, including fees to NBIA for its investment advisory services. NBIA generally negotiates its fees with each Wrap Sponsor and, subject to varying factors, NBIA's annualized fee schedule for Wrap Program Clients for discretionary wrap programs generally ranges between 0.34% and 0.70% annually for equity strategies and 0.23% and 0.35% annually for fixed income strategies. Wrap Program Clients (other than certain Dual Contract Clients) are generally subject to the billing policies and procedures of the relevant Wrap Sponsor.

Other Fees and Costs – With the exception of advisory clients investing through retirement accounts, clients will generally be subject to the underlying fees and expenses of the products purchased in their accounts. In addition, retail investors will generally incur other fees and expenses associated with their account, including, but not limited to custodial fees and expenses (where the custodian is selected by the client), transfer taxes, and electronic fund, wire and other account transfer fees.

Additional Information – Because NBBB and NBIA (and NBBB Brokers and NBIA Advisers) are generally compensated based on the revenues generated from retail investors, this creates an incentive for NBBB and NBIA (and NBBB Brokers and NBIA Advisers) to encourage the retail investor to increase the assets invested (including, on a limited basis, through margin and option overlays) and to recommend or allocate to products and strategies that will increase their compensation. Please see "*Examples of Ways We Make Money and Conflicts of Interest*" below.

You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying.

For additional information, please see NBBB Reg BI Statement at http://www.nb.com/reg_bi_disclosure_nbbbd/, NBIA ADV Part 2A brochure (Items 5.A., B., C., and D.) at http://www.nb.com/adv_part_2A_nbial/, NBIA ADV Part 2Bs and NBIA's ERISA 408(b)(2) disclosure as provided to you, and the terms of any agreement between you and NBIA or NBBB, as applicable.

CONVERSATION STARTERS. ASK YOUR FINANCIAL PROFESSIONAL:

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

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

When we provide you with a recommendation as your broker-dealer or act as your investment adviser, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we (and our advisory affiliates) make money creates some conflicts with your interests. You should understand and ask us about those conflicts because they can affect the recommendations and investment advice we provide you. Here are some examples to help you understand what this means.

Preference for Proprietary Products: In the Brokerage Framework, generally, NBBB and NBBB Brokers only recommend proprietary strategies. In the PWM Advisory Program, NBIA and NBIA Advisers utilize proprietary strategies as the primary investment options, and third-party strategies are generally considered as a complement to proprietary strategies. Third-party strategies are generally limited to those approved by the Third-Party SMA Provider and determined to be complementary (i.e., with meaningful differences from strategies offered directly by NBIA and its affiliates) by the Neuberger Berman Investment Strategy Group .

Moreover, as NBIA, NBIA Advisers, NBBB and NBBB Brokers are generally compensated based on revenues generated, this creates an incentive for them to allocate clients' assets to more expensive strategies and to proprietary strategies, even where such strategies do not have the best performance.

For a more detailed list of potential conflicts of interest that can impact how we make recommendations or render advice, please see NBBB's Conflict Disclosures at http://www.nb.com/conflicts_disclosure_nbbd/ and NBIA's Conflict Disclosures at http://www.nb.com/conflicts_disclosure_nbia/.

CONVERSATION STARTERS. ASK YOUR FINANCIAL PROFESSIONAL:

- How might your conflicts of interest affect me, and how will you address them?

For additional information, please see NBBB Reg BI Statement at http://www.nb.com/reg_BI_disclosure_nbbd/, NBIA ADV Part 2A brochure at http://www.nb.com/adv_part_2A_nbia/, NBIA ADV Part 2Bs and NBIA's ERISA 408(b)(2) disclosure as provided to you, and the terms of any agreement between you and NBIA or NBBB, as applicable.

How do your financial professionals make money?

In general, in their role as broker-dealer representatives, most NBBB Brokers are compensated through sales commissions on the revenues generated by their customers, which creates an incentive to sell products. As revenue differs by product, this creates an incentive for NBBB Brokers to promote particular products that generate higher revenue. In certain instances, NBBB Brokers are also eligible to receive additional compensation if existing customers invest significant additional assets in a particular investment product. Some NBBB Brokers can receive a fixed amount rather than commissions and can also be eligible for special payouts when assets under management reach certain targets.

In general, in their role as investment adviser representatives, most NBIA Advisers are eligible to participate in a compensation pool made available to the portfolio management team with which the NBIA Adviser is associated. The amount available in the compensation pool is determined based on a number of factors, including the revenue that is generated by that particular portfolio management team, less certain adjustments. The percentage of the pool allocated to individual team participants is based on a variety of criteria, including aggregate investment performance and other quantitative measures (e.g., client retention) and, for certain portfolio management teams, certain qualitative measures (e.g., overall contribution to the success of NBIA). Revenue differs by product, which creates an incentive to invest clients' assets in particular strategies, including in proprietary strategies and strategies managed by the NBIA Adviser's own team as those investments will generally result in a benefit to the NBIA Adviser. Certain NBIA Advisers will receive more compensation if the NBIA Adviser meets certain "diversification thresholds". That creates an incentive for those NBIA Advisers to take actions to meet those thresholds.

For clients that are employee benefit plans subject to Title I of Employee Retirement Income Security Act of 1974, as amended ("ERISA") or plans or individual retirement accounts subject to Section 4975 of the Internal Revenue Code of 1986, as amended (the "Code"), NBIA and NBBB have established additional limitations on the compensation of NBIA Advisers and NBBB Brokers consistent with their fiduciary duties and certain exemptions on which they may rely.

For additional information, please see NBBB Reg BI Statement at http://www.nb.com/reg_BI_disclosure_nbbd/, NBIA ADV Part 2A brochure at http://www.nb.com/adv_part_2A_nbia/, and NBIA ADV Part 2Bs provided to you.

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

Yes. NBBB, NBIA and certain NBBB Brokers and NBIA Advisers have disciplinary or legal information that is disclosed in the BrokerCheck Report for NBBB available at <https://brokercheck.finra.org/>, NBIA's ADV brochures and on Form U4s.

Visit <https://www.investor.gov/CRS> for a free and simple search tool to research us and our financial professionals.

CONVERSATION STARTERS. ASK YOUR FINANCIAL PROFESSIONAL:

- As a financial professional, do you have any disciplinary history? For what type of conduct?

Additional Information

For additional information, please see NBBB Reg BI Statement at http://www.nb.com/reg_BI_disclosure_nbbd/, NBIA ADV Part 2A brochure at http://www.nb.com/adv_part_2A_nbia/, NBIA ADV Part 2Bs and NBIA's ERISA 408(b)(2) disclosure as provided to you, and the terms of any agreement between you and NBIA or NBBB, as applicable. If you would like additional, up-to-date information or a copy of this disclosure, please call 212.476.9000.

CONVERSATION STARTERS. ASK YOUR FINANCIAL PROFESSIONAL:

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