

Sasco Capital, Inc. (“Sasco Capital”) is registered with the U.S. Securities and Exchange Commission (“SEC”) as an investment adviser. As an investment adviser, the services and fees we offer differ from brokerage services and fees, and it is important that you understand the differences. We do not provide brokerage services. Free and simple tools to research firms and financial professionals are available at Investor.gov/CRS, which also provides educational materials about broker-dealers, investment advisers, and investing.

What investment services and advice can you provide me?

We provide discretionary investment advisory services. We offer only one investment strategy – a contrarian value equity strategy. We manage Mid, Small and SMID Cap contrarian, value equity portfolios for corporate pension and profit-sharing funds, state and local government funds, endowments, foundations and high net worth individuals. Our investment approach is contrarian with a value discipline and a focus on turnarounds and restructurings. We search for out of favor companies with “hidden jewels” that are selling at large discounts to their future “restructured earnings power.” Our discipline leads us to research and value individual business segments where there is an opportunity for smart and motivated management teams to fix, restructure and grow the company to unleash higher earnings that ultimately lead to higher stock prices. The investment approach is strictly “hands-on” stock-picking based on extensive fundamental analysis and personal meetings with senior management. We manage concentrated portfolios with a maximum of 35 stocks characterized by a high active ratio. Our investment approach provides for an average holding period of about three years. We remain fully invested at all times. We do not employ options, futures or derivative instruments. Portfolio weightings are determined by relative risk/reward and liquidity measures of individual issues. Weightings of 3% to 5% are deemed appropriate for achieving superior returns.

Sasco Capital provides its investment advisory services to clients under the terms of an investment management agreement (IMA). Our accounts are managed in accordance with the contrarian value equity strategy discussed above as well as any investment guidelines, policies, and restrictions established by you. Sasco Capital has full discretionary authority to determine, without obtaining specific client consent, the securities to be bought or sold for a client’s account, as well as the amount of securities to be bought or sold, in accordance with the relevant investment management agreement and written guidelines provided by the client. Sasco Capital also has discretion, in the absence of any instructions from a client, as to the broker-dealer to be used and the commission rate to be paid.

We daily monitor each account for portfolio-level compliance (adherence to client guidelines) and, more generally, provide account monitoring based on Sasco Capital’s review of fundamental company, economic and market conditions.

We have requirements to open or maintain an account or establish a relationship with us, such as minimum relationship size and/or investment amount, which vary according to the investment product or account offered. These requirements may

be waived under certain circumstances. Specifically, the minimum account size for Domestic and International Institutional Accounts is \$20 million and the minimum account size for High Net Worth Client Accounts is \$1 million.

For additional information, please see the responses to Items 4 and 7 of our Form ADV, Part 2A (Brochure), which is available at: <https://adviserinfo.sec.gov/firm/summary/105100>.

You can ask us:

- ***Given my financial situation, should I choose an investment advisory service? 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?

You will be assessed fees based on the account through which you invest. These accounts are described below. Fees are calculated on an annual basis. All fees are charged quarterly in arrears based on the ending asset value of the portfolio at the end of each quarter.

- **Domestic Institutional Accounts:** For institutional accounts, Sasco Capital charges an asset-based fee quarterly, meaning a specified rate is charged on assets under management in your account. The annual fee schedule is the same for all institutional accounts, irrespective of the product through which the account invests. The fee schedule is a tiered asset-based fee structure as follows: 80 basis points (0.80%) on the first \$10 Million, 50 basis points (0.50%) on the next \$40 Million, 40 basis points (0.40%) on the next \$50 Million, 35 basis points (0.35%) on the next \$200 Million, negotiable thereafter.
- **International Institutional Accounts:** For institutional international accounts, Sasco Capital charges an asset based fee quarterly, meaning a specified rate is charged on assets under management in your account. Fees for international institutional accounts that require international travel and/or servicing are negotiated individually and may vary from the tiered annual fee schedule used for domestic institutional accounts.
- **High Net Worth Clients:** Fees for high net worth clients are negotiated by Sasco Capital at a minimum annual rate of 0.50% of assets under management.
- **Other Accounts:** Fees for sub-advised accounts and for 3(38) fund structures are negotiated separately and are not subject to the same graduated fee schedule as other accounts. Fees are also discounted for Sasco Capital Employee separate accounts. Similar to the above accounts, the fee for these accounts is typically subject to a tiered asset-based fee structure.

When we negotiate a fee schedule with you, we consider such factors as the value and nature of your assets with respect to which we will be providing services and the discretionary nature of the

services provided to you. There is no guarantee that the fee schedule for your account(s), if any, will be the same as those for other accounts managed by Sasco Capital.

Other Fees and Costs: Advisory fees paid to Sasco Capital do not include all of the fees a client would pay in connection with our advisory services. A client may pay fees and expenses directly to third parties, including, but not limited to: brokerage commissions, SEC fees, transaction fees, custodial fees, accounting fees, audit fees, and wire transfer and electronic fund processing fees. Sasco Capital is not affiliated with any broker-dealer nor any other organization. Sasco Capital does not act as a custodian for any account and does not charge or collect custody fees.

Conflicts of Interest: For all accounts, Sasco Capital typically charges an asset-based fee – which may vary by account type. Therefore, the more assets there are in your account, the more you will pay in fees. This may cause Sasco Capital to have an incentive to encourage you to increase the assets in your account or otherwise make investment decisions due to the fee structure.

As discussed below, our financial professionals receive a bonus based on the overall financial performance of Sasco Capital. This may create an incentive for Sasco Capital financial professionals to make investments that are riskier or more speculative.

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.

You can ask us:

- **Help me understand how these fees and costs might affect my investments. If I give you \$1,000,000 to invest, how much will go to fees and costs, and how much will be invested for me?**

Additional information can be found in Item 5 of our Form ADV, Part 2A Brochure, at <https://adviserinfo.sec.gov/firm/summary/105100>.

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

When we 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 make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the investment advice we provide you. Here are some examples of our conflicts of interest to help you understand what this means.

- Sasco Capital and its employees are not affiliated with any third party or any broker-dealer, nor do we receive, directly or indirectly, any compensation from the sale of securities or investments that are purchased or sold for a client’s account. As a result, we are a “fee only”

investment adviser and do not have any potential conflicts of interest that relate to any additional compensation from a client.

- Sasco Capital accepts soft dollar benefits from brokers, and therefore Sasco Capital is incentivized to select brokers that provide research services because Sasco Capital gains resources it does not produce or pay for. Since all of Sasco Capital’s accounts are managed identically, the research services benefit all accounts equally.

You can ask us:

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

Additional information can be found in our Form ADV, Part 2A Brochure, at <https://adviserinfo.sec.gov/firm/summary/105100>.

How do your financial professionals make money?

Our financial professionals receive a salary and/or own equity interests in Sasco Capital. Employees receive standard employee benefits and may also receive a bonus based on the overall financial performance of Sasco Capital.

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

No. Please visit Investor.gov/CRS for a free and simple search tool to research us and our financial professionals.

You can ask us:

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

Additional Information

For additional information about our advisory services, up-to-date information, or a copy of this relationship summary, please visit www.sascocap.com or contact us at (203) 254-6800 or sasco@sascocap.com.

You can ask us:

- **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?**