

Fiduciary Management, Inc.

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Quarterly Review – March 31, 2017

FMI International Equity

Performance	Quarter	YTD	1 Year	3 Years	5 Years	10 Years	Since Inception
International (Gross)	5.94%	5.94%	15.43%	8.26%	12.07%	N/A	11.10%
MSCI EAFE-Local Index	4.71%	4.71%	18.00%	7.26%	10.70%	2.33%	7.92%
MSCI EAFE-USD Index	7.25%	7.25%	11.67%	0.50%	5.83%	1.05%	4.20%

Inception: December 31, 2010

Performance is preliminary and subject to reconciliation.

Investment Philosophy:

Purchase durable business franchises that are selling at a discount to their intrinsic value.

Investment Process:

We utilize a business owner's approach to investing, thoroughly investigating the economics of the business and the quality of the management team. Some of the characteristics of good businesses include strong recurring revenue and attractive returns-on-invested capital (ROIC). We have a strong orientation to low absolute or relative valuation, which are key to the execution of our investment strategy. A new idea will come from a variety of sources including company visits, screens, conferences, trade periodicals and general reading. All members of the research team are responsible for fundamental research.

Once an investment opportunity is identified it is put through an extensive due diligence process, which typically includes management interviews and site visits. When an acceptable level of conviction is achieved, the appropriate weighting (considering liquidity, valuation, etc.) is discussed and determined. A new company purchased in the portfolio will usually have an initial position size of 1-4%. The portfolio generally consists of 25-40 companies and is well diversified across sectors.

We are long-term investors, a typical holding period for our companies is three to five years, and portfolio turnover averages 20-40% per annum. Since inception, the strategy has generally hedged a significant portion of its currency exposure.

Portfolio Management Committee (PMC)	Research Team
Jonathan T. Bloom, CFA	✓
John S. Brandser	
Patrick J. English, CFA	✓
Matthew J. Goetzinger, CFA	✓
Robert M. Helf, CFA	✓
Andy P. Ramer, CFA	✓
Daniel G. Sievers, CFA	✓
Matthew T. Sullivan	✓
Jordan S. Teschendorf	✓

Please note disclosure footnote on reverse side.

⁽¹⁾ Estimated valuations are based on a representative account from the FMI International Equity Composite, and are weighted average calculations, not reweighted to exclude cash, and financial companies are excluded from the EV/EBITDA calculation. Valuations for the portfolio are modified, if necessary, based on criteria identified by FMI. For more detailed information regarding these valuations, please contact FMI.

Top 10 – Portfolio Holdings:

Accenture Plc Class A	3.8%
Smiths Group Plc	3.6%
Unilever PLC	3.6%
Schlumberger NV	3.5%
Rolls-Royce Holdings plc	3.1%
Addeco Group AG	3.0%
Potash Corporation of Saskatchewan	3.0%
Jardine Strategic Holdings Limited	3.0%
Whitbread PLC	3.0%
Makita Corporation	2.9%

Portfolio Characteristics: (1)

P/E Ratio (trailing one year)	18.3x
FY1 P/E Ratio (forward 4 quarters)	16.3x
P/S Ratio	1.4x
P/B Ratio	2.8x
EV/EBITDA Ratio	9.4x
Number of Holdings	37
Active Share	99%

Recent Purchase:

Whitbread	Ticker: WTB LN	Added: October 2016
Whitbread is the largest hospitality group in the U.K., with over 730 hotels and 2,000 coffee shops, operating primarily under two brand names, Premier Inn and Costa. Whitbread also operates over 400 restaurants, nearly 95% of which are co-located with a Premier Inn. Premier Inn drives a high and growing proportion of its bookings directly from its online bookings platform, PremierInn.com, which allows it to sell its inventory of rooms with very low distribution costs. The company's forward price-to-earnings multiple is below the 5-year and 10-year averages. Premier Inn and Costa have proven to be relatively defensive businesses, capable of growing organically and taking market share in many economic environments. After a period of impressive growth, Whitbread's shares have come under pressure over the past eighteen months as investors have grown cautious on the U.K. hotel cycle and the general sentiment of the U.K. consumer. This has provided us with the opportunity to invest in a high-quality and steadily growing company at a relatively attractive valuation. We initiated a 1% position in October 2016, and boosted the position size in December 2016.		

Recent Sale:

Akzo Nobel	Ticker: AKZA NL	Sold: March 2017
Based in the Netherlands, Akzo Nobel NV (AKZA NL) manufactures specialty coatings and paint products. We have owned the company since March 2012 and the company's business (and stock price) has been slowly recovering. We sold our position in Akzo Nobel in March 2017 after the company refused to engage with PPG upon receiving a second offer (~€90 per share). In our view, the probability of a successful takeover is low. It appears the Dutch political pressures, anti-trust concerns, and company dialogue about protecting all stakeholders (employees, customers, etc.), has provided the company's board with cover to turn away what appears to be a reasonable initial offer. The stock price is up 30% this year, and if PPG walks away and the stock retreats, we'd be open to owning the stock again in the future. We sold our 3.3% position in March 2017.		

Fiduciary Management Inc.
International Equity Composite
12/31/2010 - 12/31/2016

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			
2011	-0.78	-1.52	-12.15	1	0.00	n/a	n/a	\$ 16.7	\$ 12,273.6	0.14%
2012	19.35	18.46	17.31	1	0.00	n/a	n/a	\$ 76.3	\$ 15,253.5	0.50%
2013	25.89	24.95	26.93	1	0.00	9.78	12.22	\$ 165.8	\$ 19,705.3	0.84%
2014	5.66	4.87	5.92	1	0.00	7.49	10.33	\$ 771.6	\$ 21,001.1	3.67%
2015	4.24	3.46	5.33	2	0.00	8.14	11.73	\$ 2,832.9	\$ 21,042.9	13.46%
2016	11.04	10.23	5.34	3	0.38	7.39	11.53	\$ 5,946.2	\$ 22,626.7	26.28%

*MSCI EAFE Net Local 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, Incorporated (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 - 12/31/2016. 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 International Equity Composite has been examined for the periods 12/31/2010-12/31/2016. 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 \$22.6 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 International Equity Composite was created on December 31, 2010. This composite invests mainly in a limited number (usually between 25-40) of large capitalization (namely, companies with more than \$5 billion market capitalization) foreign companies.

The International Equity Composite reflects time-weighted and asset-weighted returns for all discretionary accounts. 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®. For the periods 2011-2012, the information is not available for the International Equity Composite.

Currently, the advisory fee structure for the International Equity Composite portfolios is as follows:

Up to \$25,000,000	0.70%
\$25,000,001-\$50,000,000	0.65%
\$50,000,001-\$100,000,000	0.60%
\$100,000,001 and above	0.55%

The firm generally requires a minimum of \$25 million in assets to establish a discretionary account. 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 MSCI EAFE Net Local Index® is a free float-adjusted market capitalization index that is designed to measure the equity market performance of developed markets, excluding the US & Canada. The MSCI EAFE Net Local Index consists of the following 21 developed market country indices: Australia, Austria, Belgium, Denmark, Finland, France, Germany, Hong Kong, Ireland, Israel, Italy, Japan, the Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland, and the United Kingdom. It is reported in local currency and net of hedges. The International Equity composite uses the MSCI EAFE Net Local Index® as its primary index comparison.