

How America Shops and Why It Matters



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Executive Summary

- **Structural changes in how Americans shop shape economic trends, including jobs and inflation**
- **How America shops also influences a number of asset and sub-asset classes, as well as specific securities**
- **We consider these trends when constructing portfolios — holistically as well as when investing in the retail sector specifically**
- **Overall, we are more focused on the impact to inflation near term than any potential threat to the broader economy; we remain neutral equities versus strategic benchmarks**

For most folks, October conjures up thoughts of falling autumn leaves, getting sweaters and jackets out of closets, and children donning Halloween costumes and decorating pumpkins. Increasingly, October *also* means mailboxes stuffed full of holiday catalogues and Macy’s unveiling its annual “Holiday Lane” replete with “Elf on the Shelf” merchandise.

Whether we like it or not, October and the start of the fourth quarter kick off peak shopping season on the American calendar. The National Retail Federation estimated that last year, by the end of this month, more than half of U.S. consumers had already begun researching holiday purchases and a third had begun buying gifts.

It thus seems an appropriate time of year to consider shopping, both how Americans shop and why it matters. As investors, the “how” has significant implications for the “why” — shopping plays a critical role in shaping U.S. economic trends (given that consumption represents about two-thirds of overall GDP) as well as outlooks for different asset classes and even specific companies.

In this edition of our *Quarterly Investment Perspective*, we explore how shopping has evolved in the United States, including high-profile technology shifts underway today, and where it might be headed in the years to come. We then consider what these changes mean for the domestic labor market and inflation, and how those views in turn impact our portfolio construction. As always, we conclude with a recap of recent portfolio drivers and performance.

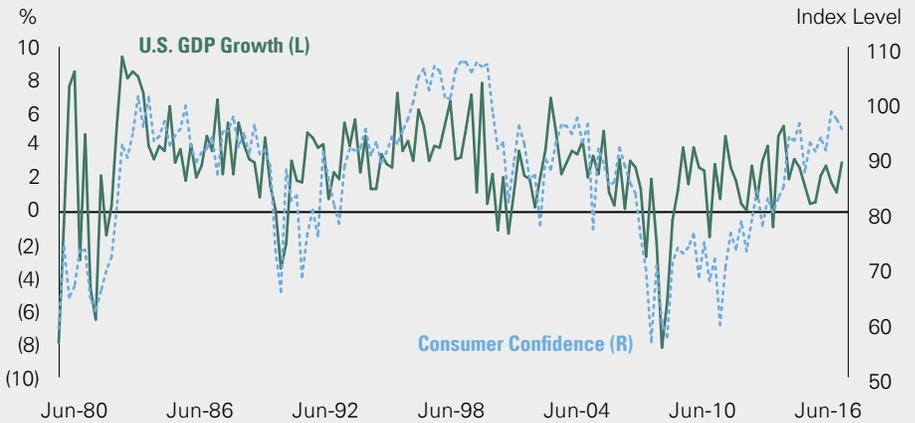
A Country of Consumers

The U.S. economy is all about consumption. In contrast to Germany or China, U.S. exports are a much-discussed but small piece of America’s economic pie, accounting for only about 10% of GDP. Meanwhile, despite calls for smaller government, public spending is only about 15% of GDP. The elephant in the U.S. economic room is consumption — generally around 65% to 70% of GDP. How the typical American consumer feels and acts is fundamental in understanding the broader economy (Exhibit 1). Consumption is bigger than just retail; the former, as defined by the government, also includes healthcare and housing-related spending. Still, even more narrowly defined retail accounts for around 30% of total GDP — double government spending and triple exports.

Today and for many years, the U.S. has had — by far — the most retail square footage per person compared with other countries around the world.

Exhibit 1: U.S. GDP Growth and Consumer Confidence

Key Takeaway: Consumer trends meaningfully impact broader GDP.



Source: Bloomberg, U.S. Bureau of Labor Statistics, University of Michigan

How retail shapes broader U.S. economic trends goes well beyond what one buys. The retail sector is a major job producer: Data from the Bureau of Labor Statistics (BLS) suggests nearly 16 million Americans are employed in retail, or about 10% of the total nonfarm labor force (compare that with under 12.5 million in manufacturing and fewer than 700,000 employed in mining, quarrying, and oil and gas extraction). Even this underestimates retail’s impact, as it limits its data set to cashiers, customer service representatives, managers, salespeople, and stock clerks.

Retail also creates jobs in related industries, perhaps the most notable being real estate and construction. Until quite recently, shopping in America mainly meant going to a physical “brick and mortar” store — be it a local mom-and-pop store, a stand-alone retailer like Wal-Mart, a strip center, or a shopping mall. The International Council of Shopping Centers, an industry body, estimated that as of this year, \$74.1 billion was being spent annually in U.S. retail construction. Today and for many years, the U.S. has had — by far — the most retail square footage per person compared with other countries around the world.

Creative Shopping Destruction

Shopping has been a major part of the U.S. economy, and a dynamic one, with changing winners and losers over time (Exhibit 2). It is also one heavy with memories and emotions for the average American, given what are often consumption-focused lives.

The early 1900s centered around mom-and-pop stores near town centers (my grandfather owned the general store in Lancaster, Minnesota) and over time, larger, stand-alone department stores. Macy’s in New York City

became the largest store in the world in 1924, the same year it launched its Thanksgiving Day Parade. In St. Petersburg, Florida, where this author spent much of her childhood, the Macy’s equivalent was Webb’s City, with an incredibly wide variety of goods but also “dancing chickens” for a dime and a “live” mermaid show.

The second half of the century saw these stand-alone stores face increased competition from strip centers and shopping malls (the first enclosed U.S. mall opened in 1956 in Minnesota). Social gatherings around Main Street were slowly replaced with friends meeting at the local mall food court or movie theater, in some cases leading to a hollowing out of these town centers. Many Generation Xers found their teenage independence taking the bus to the mall without parents and sneaking into horror movies or heading to their first job. (Webb’s closed in 1979, with many of its customers migrating to local malls for air-conditioned walks in the mornings and Chick-fil-A or Sbarro’s pizza for lunch, along with a cold Orange Julius.)

While malls continued to grow in popularity (including discount outlet malls), especially in suburban areas, “big-box” stores like Wal-Mart and Target also came onto the scene and provided additional competition (both opened their doors in the early 1960s). Some retail followers consider the “peak mall” along America’s shopping timeline to be the Mall of America — also in Minnesota — which opened in 1992, boasting 4.2 million square feet of so-called retail delights.

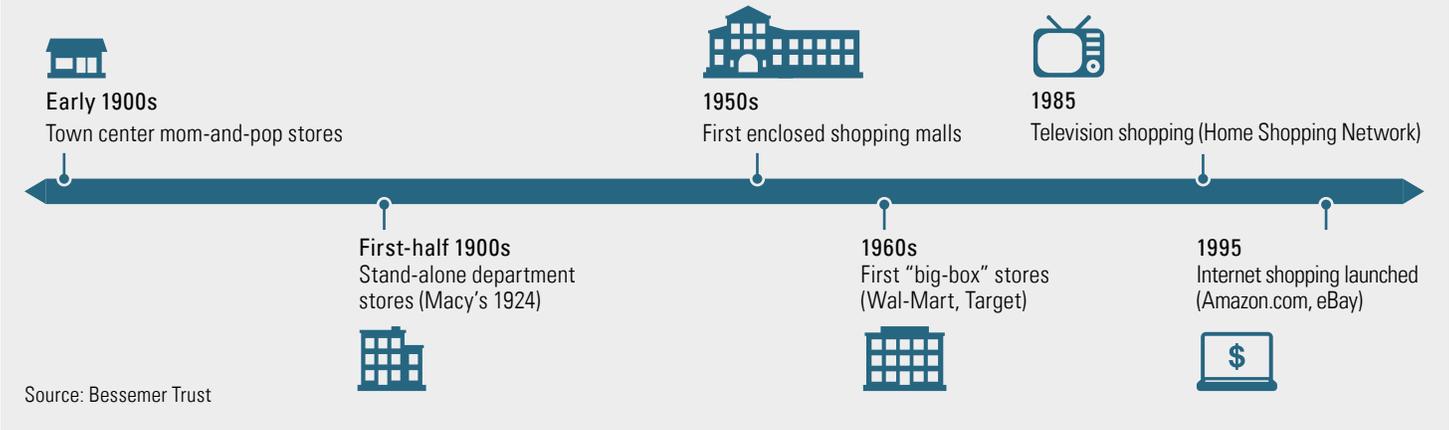
Perhaps the precursor to online shopping, the Home Shopping Network, allowing consumers to call in and buy products based on television ads, emerged in 1985. About a decade later, consumers got the option to shop over the internet: Of note, Amazon.com launched its site in 1995, the same year eBay began (see The ABCs of Amazon.com box for more details on the company).

So where are we now? Some are proclaiming the “death of the mall.” Indeed, “dead malls” are so emotionally charged and dramatic-looking that they have become popular subjects for television shows and even coffee table photography books.

The ABCs of Amazon.com	
Price per share	\$938.60
YTD price return	25.2%
Price-earnings ratio	249.9x
Price-to-book	19.7x
Market capitalization	\$456.4Bn
Data as of September 27, 2017. Source: FactSet	

Amazon.com, Inc., based in Seattle and founded in 1994, is a U.S. e-commerce and cloud computing company. It has grown to be the largest internet-based retailer in the world by sales and market capitalization. According to founder Jeff Bezos, who says he has a “customer-obsessed focus,” the firm has three main business pillars: the retail marketplace, Amazon Prime, and Amazon Web Services (a cloud computing platform). It also has a number of other business lines and subsidiaries, including Amazon Studios, producing original video content for Prime Video; IMDb.com, one of the largest movie websites in the world; Alexa.com, a big-data company that provides analytics on people’s browsing habits; and most recently, Whole Foods Market.

Exhibit 2: The Evolution of Shopping in the U.S.



Source: Bessemer Trust

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In our view, rumors of the mall's demise have been greatly exaggerated. That said, we definitely see a significant structural shift underway, one that will meaningfully shrink the number of U.S. malls and leave many of those still standing very different from when they first opened. We would highlight two drivers in particular behind this change: technology and supply.

The technology impact may be best appreciated with an example.

- **Then:** Shopping in the 1980s or 1990s usually meant you decided you wanted to buy something — let's say a pair of pants. You went to the mall and browsed until you found what you liked. You might even get lucky and find a sale rack. Eventually, you bought pants and took them home.
- **Now:** Shopping today at times looks similar, especially if you want to try your purchase and then price-shop online, or use your purchase right away. Increasingly, though, shopping now follows a different pattern. You decide you want to buy pants. You go online (laptop, smartphone, iPad) and read reviews and see what you like. You may then compare prices of that item online to find the best deal. You order your pants, and they are delivered within days (hours) to your home. You may even order multiple pairs to be safe and then return the rejects for little or no charge. Payment is purely electronic — no need for cash or a check.

Many view shopping via the internet as faster, cheaper, and frankly better (with access to more options). So far in this new shopping reality, stores with merchandise that is seen as relatively commoditized and easier to research have been hardest hit: electronics, books, clothing and shoes, office supplies, and sporting goods. Specialty or “fresh product” stores (including grocery and thrift stores) have seen many fewer closures, so far. (With Amazon's recent purchase of the Whole Foods grocery chain, fresh products may be the next retail category at risk.)

While technology is clearly a critical driver of new retail trends, another reason for what feels like a “dead mall” epidemic is supply. Simply put, America became “over-malled” (Exhibit 3). According to a 2015 Forbes magazine article, since 1995, the number of U.S.

shopping centers grew by more than 23% and the total gross leasable area (GLA) by 30%, while the local population grew by less than 14%. Credit Suisse estimated that the number of U.S. enclosed malls ballooned from around 300 in 1970 to more than 1,200 today.

Exhibit 3: Shopping Center Space Around the World

Key Takeaway: The U.S. leads the rest of the world in shopping center square footage.

	Shopping Center GLA (sq ft, MM)	Population (MM)	GLA Per Capita
USA	7,567	321	23.5
Canada	589	36	16.4
UK	299	65	4.6
France*	254	66	3.8
Spain	157	46	3.4
Italy	169	61	2.8
Germany*	191	81	2.4

*Data for France and Germany from 2014, all others from 2015.

GLA stands for gross leasable area.

Source: Cowen and Company

Recent store-closure numbers are large. Beyond 250 department stores announcing closures so far this year, a number of smaller stores have also downsized (Exhibit 4). Further, retail-related bankruptcies have been rising — now at their highest level since the 2008–2009 financial crisis. For malls, there is a domino effect: Less in-person shopping means less revenue for the mall stores. Stores closing to stay profitable further reduce the potential for foot traffic as the mall experience and its effectiveness are diminished.

The future of retail, in our view, will still include malls, even if by some estimates, the number of U.S. malls could be cut in half by 2023. To get shoppers off their couch and internet and into the mall will require something different: great food, a fun experience or activity. At the same time,

Exhibit 4: Notable U.S. Store Closing Announcements, 2017***Key Takeaway:** U.S. retailers are on track to close more stores in 2017 than in 2008.

American Apparel	110	Chico's	120	lululemon	40	Teavana	379
Ascena	250-260	Guess	60	Michael Kors	125	The Limited	250
BCBG	120	Gymboree	60	Payless	389	True Religion	27
BEBE	175	hhgregg	350	Rue 21	400	Wet Seal	171

*Year-to-date through mid-August.

Source: Evercore ISI

some closing stores are being replaced by new names that appeal more. Europe's H&M and Zara, for instance, have been quickly opening stores across America. All stores are scrambling to improve their customer experience and allow for what is called "omni-channel" shopping — processes and technology that allow customers to move seamlessly between internet and in-store shopping.

Many of the still-thriving malls have remodeled, changing stores and offerings. Some are turning vacant retail space into healthcare facilities or corporate offices. Others are focusing on entertainment:

- Minnesota's Mall of America has mini golf, a nightly light show, a comedy show, a Nickelodeon indoor theme park, and an aquarium that allows visitors to do "Yoga Under the Sea."
- Los Angeles' Westfield Century City Mall plans to offer Dreamscape Immersive, a Steven Spielberg-backed virtual reality experience.
- New York's Palisades Center has what it claims is the tallest indoor rope course in the country as well as an Autobahn Indoor Speedway.
- Texas' Grapevine Mills includes an aquarium, a dine-in theater, and a fieldhouse to host sporting competitions and summer camps.

While it can feel like everyone is now online, there is still tremendous room for growth. The U.S. Census Bureau estimated that more than 90% of all retail

sales were still done in stores as of mid-2017. Over the coming years, it seems certain that online shopping will have a larger presence as the broader population gets increasingly comfortable with it. But how much and how quickly? A recent Goldman Sachs report looks for U.S. online shopping to grow by 14.8% (compounded annual rate) between 2016 and 2020. Stores and malls that do well in this shifting landscape will have to successfully integrate technology and create experiences for customers — thinking outside the brick-and-mortar box.

Why It Matters: Economic Implications of Online Shopping

While retail trends can impact the U.S. economy through myriad channels, we are focusing on two in particular: jobs and inflation.

As noted earlier, the retail sector is a major employer in the U.S. With a tide of store closures occurring and likely to continue to offset the hit from online shopping, oversupply, and changing customer preferences, it's reasonable to assume that retail employment is getting hit hard and will continue to decline.

The reality, however, is not nearly that dark. In absolute terms, retail jobs (narrowly defined) have been declining this year, albeit only by about 0.5% through end-August. But that follows job growth since late 2009. Put another way, the number of U.S. workers in retail remains near an all-time high. How do we square that circle?

For now and at least the foreseeable future, we think the odds of a recession due to a decline in retail are extremely low.

- While department store jobs are indeed declining, food and beverage stores and online retailers have both seen job growth. (Exhibit 5)
- In addition, some impacted retail workers are finding opportunities with stores that are expanding footprints (partly a reflection of changing consumer tastes). A recent report by IHL Group, a global research and advisory firm focused on retail and technology, suggested more than 4,100 *net* store openings in the U.S. this year (retail and restaurants), including nearly 2,000 new discount stores from just two firms: Dollar General and Dollar Tree.

(As an aside, we note that department store job losses have been fairly evenly spread around the country, while online jobs tend to be more concentrated in several cities, possibly adding to a social and political sense of “winners and losers” in today’s economy.)

Exhibit 5: Net Change in Employment by Category, January 2007 to August 2017

Key Takeaway: While jobs have been lost in department stores, food and beverage and online retailers have added jobs.



Source: Bureau of Labor Statistics

When we think about jobs and the economy as investors, we want to make sure retail does not present an outsized risk: For now and at least the foreseeable future, we think the odds of a recession due to a decline in retail are extremely low (though retail could exacerbate a downturn when it comes, see our July 2017 *Quarterly Investment Perspective*, “[Lessons from the Peak](#)”). And as we look at the broader labor market, we also see little reason for near-term worry. As of August, payroll growth was trending at a respectable 185,000 per month, while the unemployment rate and weekly jobless claims were both holding near cyclical lows (the jobless rate at 4.4%). Of the major industries covered in the labor report, the only one

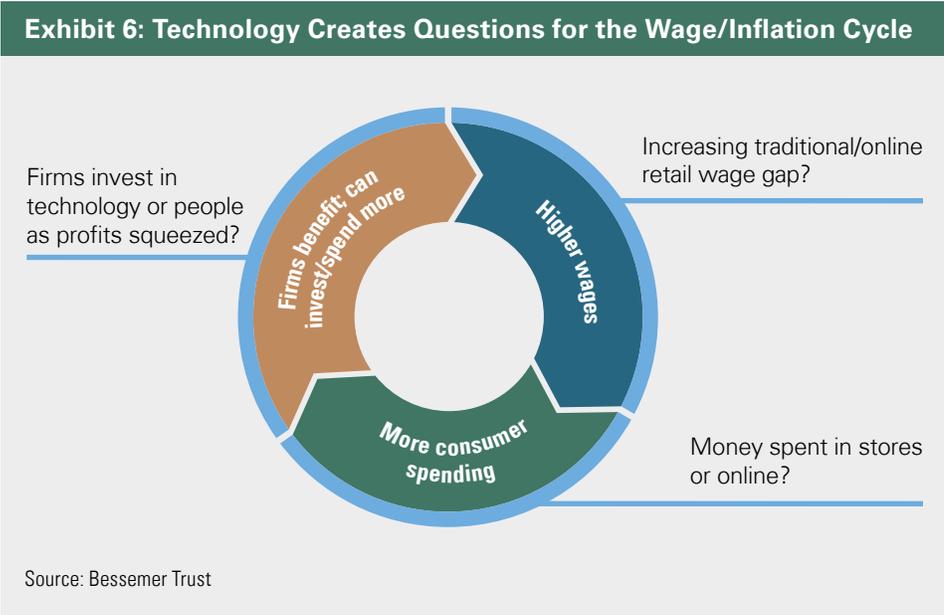
that has seen sustained, material losses in recent years is manufacturing (also being disrupted in part by technology). Historically, weekly jobless claims have tended to bottom and start trending upward about 14 months in advance of a recession. For now, recession risks are low.

Inflation

In contrast to the impact on jobs, we believe the impact on inflation from technology, including via retail, could prove more meaningful. The link between wages and inflation is chicken and egg. As wages and disposable income rise, purchases of goods and services will also tend to rise, giving benefitting firms more room to raise wages. At the same time, as firms need to raise wages to keep or attract employees in a tightening labor market, they can offset this cost with an increase in goods and services sold. This last point, the relationship between a tighter labor market and resulting increased wages, is known as the Phillips curve, and has increasingly been thrown into question. Despite falling unemployment rates, U.S. wages and overall inflation have not followed the historical pattern suggested by the Phillips curve relationship.

It remains unclear whether wages are just following employment with a longer-than-normal lag (a delayed Phillips curve), or if there is something more structural at work — including technology (Exhibit 6). We believe, at least from anecdotal evidence, that technology is having some impact (again, in retail but also more generally). We know, for instance, that increased online competition for similar products prevents many retailers from raising prices much or at all, even with decent disposable income across the country. Amazon.com reportedly grew the number of products it sold online

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last year by 14%, with the number of products around half a billion by mid-2017. That disinflationary trend continues: Just this fall, Amazon acquired Whole Foods and immediately cut prices on more than 400 items. Further, companies that do see increased revenues and profits from more demand may want to plow that capital not into more workers or higher wages, but instead into technology to allow them to compete in an “omni-channel” shopping world.

A separate but related point, more for retail specifically, is the trend in wages for that significant part of the economy. While a number of jobs have been lost in certain retail segments, such as clothing retailers, many of the new positions that have been created in online retail and logistics often pay more than the jobs that they replaced (Exhibit 7). According to BLS data, warehouse and logistics jobs have annual incomes some 42% higher than traditional retail jobs. Online retail incomes are even higher, well over double those for traditional retail jobs. This dynamic has helped to soften the overall impact to the broader economy, but it’s unclear how long this will last. Many economists expect that a large number of the warehouse-related jobs are themselves highly vulnerable to the deflationary effects of automation.

Exhibit 7: Annual Income in Online Retail and Brick-and-Mortar Versus the Private Sector Average

Key Takeaway: Jobs tied to online retail have higher overall wages than brick-and-mortar retail.



Source: Bureau of Labor Statistics

Broadly speaking, our bias is still for higher inflation a year or two from now in the U.S., barring some large and unexpected shock (core consumer prices were rising by 1.7% year-on-year as of August). We do not believe the Phillips curve is broken. That said, the weight from technology, in retail and many other industries, seems a force that will at least limit the degree of U.S. inflation and may continue to work against historical inflationary relationships, such as that between jobless rates and wages.

Our top-down view gives us comfort staying neutral equities versus benchmark, slightly underweight fixed income. Equity valuations and the beginning of the exit from easy monetary policy globally, meanwhile, support the defensive exposures in portfolios, including a tilt to U.S. equities and managed-volatility equity strategies.

Retail Investing: Looking Through to Portfolios

Our understanding of how retail is evolving and why, and its implications for the economy, flows through to client portfolios via a number of channels. Broadly speaking, retail trends that support a combination of steady growth and moderate inflation, all else equal, suggest healthy equity and credit markets. They also suggest bond yields that will rise slowly (since the Federal Reserve will not need to move aggressively on the inflation side of its mandate).

We clearly need to drill down deeper, however, to other asset classes and even specific companies. We know that most retail companies are looking for ways to at least reduce the technology threat from Amazon.com and others. Consider just a few examples of steps firms are taking:

- Nike Inc. announced this summer that it would sell products directly on Amazon.com’s website (in addition to sales via Amazon’s Zappos.com) and create a brand registry program to keep counterfeit athletic wear off these sites. Nike hopes to limit third-party sales of fake products via Amazon and have better control of overall online sales.

- Starbucks launched an order-and-pay feature to reduce lines at stores and retain market share; as of the latest quarter, 30% of U.S. sales were paid for using the firm's mobile app.
- Nordstrom in recent years has acquired HauteLook (an online retailer known for "flash" sales on designer goods) and Trunk Club (an online styling service), and invested in BaubleBar, Bonobos, and Shoes of Prey, all in an effort to broaden its online footprint quickly. That footprint now spans from Nordstrom.com to nordstromrack.com and HauteLook.com. Online sales have reportedly grown from 8% in 2010 to nearly 25% in early 2017, although at the expense of profit margins in recent years.

These efforts have had equity-price results that so far are at best mixed. Retail, broadly defined, has continued to be a lagging equity sector (in the U.S. and globally). Given our views, Bessemer mandates are positioned underweight versus the benchmark for traditional non-auto retail sectors. The mandates have no direct exposure to department stores, home furnishing retail, and computer and electronics retail, and small (less than 0.5%) exposure to general merchandise stores, distributors, and apparel, respectively. Bessemer mandates also have no exposure to public or private real estate investment trusts (REITs), which have underperformed the broader market by 11% over the last five years.

Bessemer mandates have significantly more exposure to internet and direct marketing retail, at 3.8% of equity exposure, or more than double the benchmark at 1.4%. This sector includes names such as Amazon and Priceline. Bessemer mandates also look for companies that can profit from online shopping other ways. For example, within the small- and mid-cap equity space, Bessemer portfolio managers hold Vantiv, a company offering integrated electronic processing for merchandisers. It can benefit whether sales are conducted in a store, online, via Amazon, or in any other form.

Within the private assets world, venture capital firms are often the most aggressive in capitalizing on smaller start-up companies that are embracing new retail-related technology. Meanwhile, where retail commercial real estate has suffered in recent years,

the Bessemer Real Assets program has focused more broadly — with investments ranging from oil and gas, power and renewables, to clean energy, infrastructure, and agriculture. There is limited exposure to real estate in general in recent programs given what we view as relatively more attractive opportunities elsewhere. Where there is exposure, it is largely in neighborhood centers, where a significant amount of the income is derived from service tenants, such as hairdressers and dry cleaners, which are less negatively affected by e-commerce trends.

How America shops flows through to fixed income as well as public and private equity and real assets. For municipal bonds, sales tax revenues are important at the state and local levels, and thus an understanding of the retail complex and taxation is a standard part of our colleagues' detailed credit analysis. This is even more important for states such as Florida, Texas, and Washington, which do not have income tax and thus rely more on sales tax. Tax of internet sales is a complicated topic, and loss of sales tax revenue for states and municipalities could be problematic given that it is occurring alongside trends of the federal government downloading responsibilities to state and local levels. Many municipal bonds are secured solely by sales tax revenues, and in these cases, Bessemer portfolio teams require that there is at least \$2 of sales tax revenue for each dollar of debt service associated with a bond, while teams also focus on larger municipalities and states, so there is a wider base from which to collect.

In taxable fixed income, retail changes have hit hardest in high-yield debt and commercial mortgage-backed securities (CMBS). For non-investment grade (high-yield) rated retailers, the added leverage from store leases, less product diversification, and weaker asset coverage has magnified the effect of sales lost to online competition. CMBS deals that have high shopping mall exposures also feel collateral deterioration from shrinking mall foot traffic and struggling department store tenants. Bessemer-managed fixed-income accounts currently have only a 2% exposure in this area, and here only to what we deem to be higher-quality retailers: So far, all are sustaining strong operating margins, low debt leverage, healthy foot traffic, and solid asset coverage.

A Final Word on Third-Quarter Performance and a Peek Ahead

The third quarter of 2017 continued the trend of strong equity performance and positive, though modest, returns for fixed income, allowing a typical “balanced growth” portfolio (70/30 risk profile) to post year-to-date double-digit returns, albeit lagging the benchmark. We were happily surprised that a handful of September risks, primarily the U.S. government debt ceiling and budget deadlines, were either quickly resolved or delayed (thanks in part, unfortunately, to the need to act in a quick, bipartisan way to help hurricane victims). We were not surprised that the U.S. Federal Reserve’s decision on September 20 to start reducing its balance sheet was met with a figurative sniff, given how well telegraphed this inflection point had been.

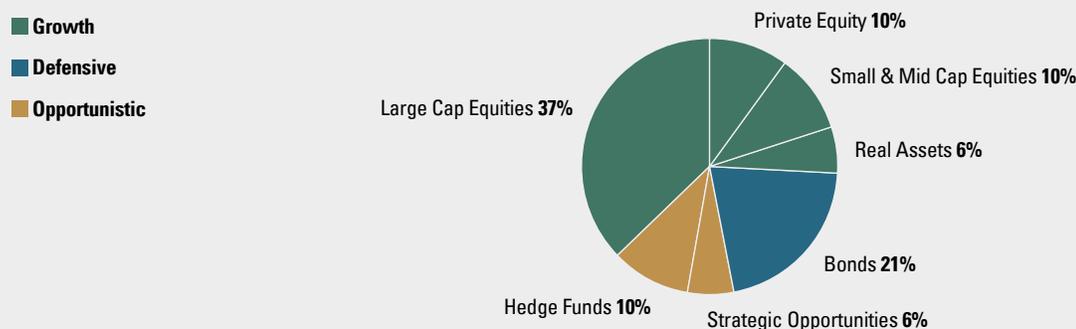
Over the latest quarter, Bessemer portfolios benefitted from overweight exposures (versus benchmark) to technology and healthcare equity sectors, as well as security selection in a number of internally managed and external equity mandates. Reducing value-oriented U.S. equity exposure and adding incrementally to European and emerging market equity exposure also proved additive during the quarter. Still, portfolios remained modestly underweight emerging equities, which continued to perform strongly

during the quarter. Continued broad weakness in the dollar and U.S. value-style and managed-volatility equity exposures also detracted versus the benchmark.

Looking ahead, leading economic indicators, such as business and consumer sentiment surveys, suggest a benign global growth ending for 2017, acknowledging that hurricane impacts are likely to weigh on certain U.S. data reports near term and add back later during reconstruction. The same will likely hold true for corporate earnings in the U.S., as a host of firms will be managing through the ups and downs of hurricane-related effects on profits and sales. Year-end could become more volatile, as speculation likely increases around potential new leaders at the Federal Reserve, and as Congress tries to progress on a host of issues including the debt ceiling and tax reform. Meanwhile, October will shed more light on Europe’s monetary path (details on balance sheet direction in 2018) and on China’s future (the Communist Party National Congress may give clues about leadership as well as policy priorities; both could shape expectations for global growth, emerging markets, and commodity prices).

Whatever comes our way, whatever structural shifts or near-term events occur, our goal as investors is to give you, our clients, peace of mind. We will always strive to capture market opportunities but equally look to protect what we view as irreplaceable capital.

Bessemer’s Positioning (70/30 Risk Profile with Alternatives)



Positioning as of October 2, 2017. This model displays Bessemer’s Balanced Growth with Hedge Funds and Private Assets target portfolio allocation guidelines. Each client situation is unique and may be subject to special circumstances, including but not limited to greater or less risk tolerance, classes, and concentrations of assets not managed by Bessemer, and investment limitations imposed under applicable governing documents and other limitations that may require adjustments to the suggested allocations. Model asset allocation guidelines may be adjusted from time to time on the basis of the foregoing or other factors. Alternative investments, including Bessemer private equity, real assets, and hedge funds of funds, are not suitable for all clients and are available only to qualified investors.

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