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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(A) of the  
Securities Exchange Act of 1934**  
**(Amendment No. )**

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Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**MANNING & NAPIER, INC.**  
(Name of the Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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Dear Advisor,

I am writing to you today to personally share that Manning & Napier has reached a definitive agreement to go private and be acquired by Callodine Group, a Boston-based asset management firm, in partnership with East Asset Management (EAM), the family office of Terrence and Kim Pegula. Following the close of the proposed combination, which we expect will occur in the third quarter of 2022, we will become a 100% private company, as we were for our first 40 years of operation.

In this new partnership, we expect to have more long-term stability and capital resources to do what we do best – outperform for your clients. Additionally, Callodine will bring expanded investment capabilities, including private credit, real estate and income-oriented strategies.

Meanwhile, the combination will not change our investment philosophy and we expect that you will be supported by the same processes and management teams.

Callodine has deep roots in the western New York region, and it is a strong long-term partner for Manning & Napier, strategically and culturally. Under the umbrella of a larger financial services organization, Manning & Napier will be better positioned to deliver excellent results and service over the long term, which is our highest priority.

Today's news does not change what has been true for the past 50 years – that Manning & Napier is steadfastly dedicated to helping our clients grow and achieve their financial goals. We have a long history of delivering superior results for clients, and this partnership will drive our next phase of growth. As a private company with stable, permanent ownership, we will have even more resources to help investors achieve their long-term goals.

Our relationship with you is our most valuable asset, and we are grateful for your ongoing trust and partnership. As always, we are committed to keeping you informed of updates as we are able.

I thank you again for your trust, confidence and loyalty.

Sincerely,

Marc Mayer

#### **Additional Information and Where to Find It**

In connection with the proposed transaction, Manning & Napier, Inc. (the "Company") expects to file a proxy statement, as well as other relevant materials, with the Securities and Exchange Commission (the "SEC"). This communication is not intended to be, and is not, a substitute for the proxy statement or any other document that the Company may file with the SEC in connection with the proposed transaction. **WE URGE INVESTORS TO READ THE PROXY STATEMENT AND THESE OTHER MATERIALS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.** Investors will be able to obtain free copies of the proxy statement (when available) and other documents that will be

filed by the Company with the SEC at <http://www.sec.gov>, the SEC's website, or from the Company's website (<http://ir.manning-napier.com>). In addition, the proxy statement and other documents filed by the Company with the SEC (when available) may be obtained from the Company free of charge by directing a request to Investor Relations at <http://ir.manning-napier.com>.

### **Participants in the Solicitation**

The Company, its directors and certain of its officers and employees, may be deemed to be participants in the solicitation of proxies from Company stockholders in connection with the proposed transaction. Information about the Company's directors and executive officers is set forth in its definitive proxy statement for its 2021 annual meeting of shareholders filed with the SEC on April 29, 2021. To the extent the holdings of Company securities by the Company's directors and executive officers have changed since the amounts set forth in the proxy statement for its 2021 annual meeting of shareholders, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC. These documents may be obtained free of charge at the SEC's web site at [www.sec.gov](http://www.sec.gov) and on the Investor Relations page of the Company's website located at <http://ir.manning-napier.com>. Additional information regarding the interests of participants in the solicitation of proxies in connection with the proposed transaction will be included in the proxy statement and other relevant materials the Company may file with the SEC.

### **Forward-Looking Statements**

This communication includes statements that are forward-looking statements made pursuant to the safe harbor provisions of the Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including statements regarding the proposed acquisition of the Company, stockholder and other approvals, the expected timetable for completing the proposed transaction and any other statements regarding the Company's future expectations, beliefs, plans, objectives, financial conditions, assumptions or future events or performance that are not historical facts. This information may involve risks and uncertainties that could cause actual results to differ materially from such forward-looking statements. These risks and uncertainties include, but are not limited to: failure to obtain the required vote of the Company's stockholders; the timing to consummate the proposed transaction; satisfaction of the conditions to closing of the proposed transaction may not be satisfied; the risk that a regulatory approval that may be required for the proposed transaction is not obtained or is obtained subject to conditions that are not anticipated; the diversion of management's time on transaction-related issues.

All statements, other than statements of historical fact, including statements regarding guidance, industry prospects, future results of operations or financial position, expected sources of incremental margin, strategy, financing needs, future capital expenditures and the outcome or effect of ongoing litigation, should be considered forward looking statements made in good faith by the Company, as applicable, and are intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. When used in this communication, or any other documents, words such as "anticipate," "believe," "estimate," "expect," "forecast," "goal," "intend," "objective," "plan," "project," "seek," "strategy," "target," "will" and similar expressions are intended to identify forward looking statements. These forward looking statements are based on the beliefs and assumptions of management at the time that these statements were prepared and are inherently uncertain. Such forward looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied in the

forward looking statements. These risks and uncertainties, as well as other risks and uncertainties that could cause our actual results to differ materially from those expressed in the forward looking statements, are described in greater detail under the heading “Item 1A. Risk Factors” on Form 10-K for the year ended December 31, 2021 and in any other SEC filings made by the Company. The company cautions that these risks and factors are not exclusive. Management cautions against putting undue reliance on forward-looking statements or projecting any future results based on such statements or present or prior earnings levels. Forward-looking statements speak only as of the date of this communication, and the Company does not undertake any obligation to update or supplement any forward-looking statements to reflect actual results, new information, future events, changes in its expectations or other circumstances that exist after the date as of which the forward-looking statements were made.