# The Advisors' Inner Circle Fund II

# Reaves Infrastructure Fund

## SEMI-ANNUAL FINANCIALS AND OTHER INFORMATION

## JANUARY 31, 2025

Reaves Asset Management

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## SCHEDULE OF INVESTMENTS

### COMMON STOCK†† — 98.0%

| | Shares | Value |
|---|---|---|
| **COMMUNICATION SERVICES — 15.1%** | | |
| AT&T | 45,200 | $ 1,072,596 |
| Cogent Communications Holdings | 16,839 | 1,268,650 |
| Comcast, Cl A | 24,876 | 837,326 |
| Frontier Communications Parent * | 9,940 | 355,455 |
| T-Mobile US | 5,773 | 1,344,936 |
| | | 4,878,963 |
| **ELECTRIC UTILITIES — 25.4%** | | |
| Constellation Energy | 4,836 | 1,450,703 |
| Entergy | 15,814 | 1,282,199 |
| IDACORP | 10,524 | 1,157,009 |
| NextEra Energy | 12,566 | 899,223 |
| Pinnacle West Capital | 12,504 | 1,087,348 |
| PPL | 33,568 | 1,127,885 |
| TXNM Energy | 24,500 | 1,184,575 |
| | | 8,188,942 |
| **ENERGY — 6.7%** | | |
| Centrus Energy, Cl A * | 3,448 | 283,770 |
| DT Midstream | 18,621 | 1,882,211 |
| | | 2,165,981 |
| **GAS UTILITIES — 4.1%** | | |
| Atmos Energy | 9,293 | 1,324,345 |
| **INDEPENDENT POWER AND RENEWABLE ELECTRICITY PRODUCERS — 4.0%** | | |
| Talen Energy * | 5,750 | 1,274,948 |
| **INDUSTRIALS — 19.2%** | | |
| Canadian Pacific Kansas City | 14,124 | 1,124,271 |
| Dycom Industries * | 5,132 | 970,769 |
| Johnson Controls International | 7,341 | 572,598 |
| Old Dominion Freight Line | 6,030 | 1,119,228 |
| Quanta Services | 3,490 | 1,073,559 |
| Union Pacific | 5,392 | 1,336,084 |
| | | 6,196,509 |
| **MATERIALS — 3.5%** | | |
| Linde | 2,527 | 1,127,345 |
| **MULTI-UTILITIES — 12.6%** | | |
| NiSource | 45,366 | 1,692,152 |
| Public Service Enterprise Group | 15,101 | 1,261,537 |
| Sempra | 13,442 | 1,114,745 |
| | | 4,068,434 |

*The accompanying notes are an integral part of the financial statements.*

**COMMON STOCK†† — continued**

| | Shares | Value |
|---|---|---|
| **REAL ESTATE — 7.4%** | | |
| Equinix † | 1,500 | $ 1,370,490 |
| SBA Communications, Cl A † | 5,082 | 1,004,000 |
| | | 2,374,490 |
| TOTAL COMMON STOCK (Cost $23,231,997) | | 31,599,957 |

**SHORT-TERM INVESTMENT (A) — 2.1%**

| | Shares | Value |
|---|---|---|
| SEI Daily Income Trust Treasury II Fund, Cl F, 4.250% (Cost $681,433) | 681,433 | 681,433 |
| TOTAL INVESTMENTS— 100.1% (Cost $23,913,430) | | $ 32,281,390 |

*Percentages are based on Net Assets of $32,238,123.*

* *Non-income producing security.*

† *Real Estate Investment Trust*

†† *Narrow industries are utilized for compliance purposes, whereas broad sectors are utilized for reporting.*

(A) *The rate reported is the 7-day effective yield as of January 31, 2025.*

Cl — Class

*As of January 31, 2025, all of the Fund's investments were considered Level 1, in accordance with the authoritative guidance on fair value measurements and disclosure under U.S. generally accepted accounting principles.*

*For more information on valuation inputs, see Note 2 — Significant Accounting Policies in the Notes to Financial Statements.*

*The accompanying notes are an integral part of the financial statements.*

## STATEMENT OF ASSETS AND LIABILITIES

| | |
|---|---|
| **Assets:** | |
| Investments at Value (Cost $23,913,430) | $ 32,281,390 |
| Cash | 2,070 |
| Dividends Receivable | 10,580 |
| Prepaid Expenses | 22,443 |
| **Total Assets** | 32,316,483 |
| **Liabilities:** | |
| Professional Fees Payable | 18,638 |
| Printing Fees Payable | 15,612 |
| Transfer Agent Fees Payable | 9,064 |
| Payable due to Trustees | 8,983 |
| Payable due to Administrator | 8,068 |
| Chief Compliance Officer Fees Payable | 5,183 |
| Payable due to Adviser | 4,583 |
| Payable for Capital Shares Redeemed | 2,951 |
| Other Accrued Expenses | 5,278 |
| **Total Liabilities** | 78,360 |
| **Commitments and Contingencies†** | |
| **Net Assets** | $ 32,238,123 |
| **Net Assets Consist of:** | |
| Paid-in Capital | $ 21,834,388 |
| Total Distributable Earnings | 10,403,735 |
| **Net Assets** | $ 32,238,123 |
| Net Asset Value, Offering and Redemption Price Per Share (unlimited authorization – no par value) | |
| Institutional Class Shares ($32,238,123 ÷ 3,083,721) | $ 10.45 |

† *See Note 5 in the Notes to Financial Statements.*

*The accompanying notes are an integral part of the financial statements.*

## STATEMENT OF OPERATIONS

| | |
|---|---|
| **Investment Income:** | |
| Dividend Income | $ 304,461 |
| Interest Income | 7,223 |
| Less: Foreign Taxes Withheld | (569) |
| **Total Investment Income** | 311,115 |
| **Expenses:** | |
| Investment Advisory Fees | 119,026 |
| Administration Fees | 47,782 |
| Transfer Agent Fees | 38,621 |
| Professional Fees | 32,188 |
| Trustees' Fees | 17,926 |
| Registration Fees | 14,582 |
| Printing Fees | 11,510 |
| Chief Compliance Officer Fees | 4,875 |
| Custodian Fees | 2,258 |
| Insurance and Other Expenses | 10,625 |
| **Total Expenses** | 299,393 |
| **Less:** | |
| Waiver of Investment Advisory Fees | (92,829) |
| Fees Paid Indirectly[(1)] | (157) |
| **Net Expenses** | 206,407 |
| **Net Investment Income** | 104,708 |
| **Net Realized Gain on Investments** | 2,793,889 |
| **Net Change in Unrealized Appreciation on Investments** | 1,184,847 |
| **Net Realized and Unrealized Gain on Investments** | 3,978,736 |
| **Net Increase in Net Assets Resulting from Operations** | $ 4,083,444 |

*(1) See Note 4 in the Notes to Financial Statements.*

*The accompanying notes are an integral part of the financial statements.*

## STATEMENTS OF CHANGES IN NET ASSETS

| | Six Months Ended January 31, 2025 (Unaudited) | Year Ended July 31, 2024 |
|---|---|---|
| **Operations:** | | |
| Net Investment Income | $ 104,708 | $ 296,255 |
| Net Realized Gain (Loss) | 2,793,889 | (539,488) |
| Net Change in Unrealized Appreciation | 1,184,847 | 2,841,733 |
| **Net Increase in Net Assets Resulting from Operations** | 4,083,444 | 2,598,500 |
| **Distributions:** | (328,681) | (882,399) |
| **Capital Share Transactions:** | | |
| Issued | 54,539 | 145,883 |
| Reinvestment of Distributions | 301,961 | 806,807 |
| Redeemed | (714,235) | (3,396,578) |
| **Net Decrease in Net Assets from Capital Share Transactions** | (357,735) | (2,443,888) |
| **Total Increase (Decrease) in Net Assets** | 3,397,028 | (727,787) |
| **Net Assets:** | | |
| Beginning of Year/Period | 28,841,095 | 29,568,882 |
| End of Year/Period | $ 32,238,123 | $ 28,841,095 |
| **Share Transactions:** | | |
| Issued | 5,113 | 17,239 |
| Reinvestment of Distributions | 30,227 | 95,459 |
| Redeemed | (69,377) | (403,519) |
| **Net Decrease in Shares Outstanding From Share Transactions:** | (34,037) | (290,821) |

*The accompanying notes are an integral part of the financial statements.*

## FINANCIAL HIGHLIGHTS

**Selected Per Share Data & Ratios**
**For a Share Outstanding Throughout the Years or Period**

**Institutional Class Shares**

| | Six Months Ended January 31, 2025 (Unaudited) | Year Ended July 31, 2024 | Year Ended July 31, 2023 | Year Ended July 31, 2022 | Year Ended July 31, 2021 | Year Ended July 31, 2020 |
|---|---|---|---|---|---|---|
| Net Asset Value, Beginning of Year/Period | $ 9.25 | $ 8.67 | $ 10.30 | $ 11.56 | $ 10.02 | $ 10.58 |
| Income from Operations: | | | | | | |
| Net Investment Income(1) | 0.03 | 0.09 | 0.11 | 0.03 | 0.03 | 0.07 |
| Net Realized and Unrealized Gain (Loss) | 1.27 | 0.75 | (0.68) | (0.68) | 1.55 | 0.14 |
| Total from Investment Operations | 1.30 | 0.84 | (0.57) | (0.65) | 1.58 | 0.21 |
| Dividends and Distributions: | | | | | | |
| Net Investment Income | (0.02) | (0.12) | (0.06) | (0.05) | (0.04) | (0.13) |
| Capital Gains | (0.08) | (0.14) | (1.00) | (0.56) | — | (0.64) |
| Total Dividends and Distributions | (0.10) | (0.26) | (1.06) | (0.61) | (0.04) | (0.77) |
| Net Asset Value, End of Year/Period | $ 10.45 | $ 9.25 | $ 8.67 | $ 10.30 | $ 11.56 | $ 10.02 |
| **Total Return †** | 14.18% | 10.09% | (5.47)% | (6.01)% | 15.80% | 1.87% |
| **Ratios and Supplemental Data** | | | | | | |
| Net Assets, End of Year/Period (Thousands) | $ 32,238 | $ 28,841 | $ 29,569 | $ 50,032 | $ 57,708 | $ 52,296 |
| Ratio of Expenses to Average Net Assets (including waivers, reimbursements and fees paid indirectly) | 1.30%* | 1.20% | 0.99% | 1.10% | 1.30% | 1.30% |
| Ratio of Expenses to Average Net Assets (excluding waivers, reimbursements and fees paid indirectly) | 1.88%* | 2.08% | 1.84% | 1.42% | 1.38% | 1.46% |
| Ratio of Net Investment Income to Average Net Assets | 0.66%* | 1.07% | 1.20% | 0.26% | 0.25% | 0.68% |
| Portfolio Turnover Rate | 21%** | 45% | 54% | 46% | 42% | 36% |

*(1) Per share data calculated using average shares method.*

*† Total return is for the period indicated and has not been annualized. Returns shown do not reflect the deduction of taxes that a shareholder would pay on Fund distributions or the redemption of Fund shares. Total return would have been lower had certain fees not been waived and expenses assumed by the Adviser during the period.*

** Annualized*

*** Not Annualized*

*Amounts designated as "—" are $0.*

*The accompanying notes are an integral part of the financial statements.*

## NOTES TO FINANCIAL STATEMENTS

### 1. Organization:

The Advisors' Inner Circle Fund II (the "Trust") is organized as a Massachusetts business trust under an Amended and Restated Agreement and Declaration of Trust dated July 24, 1992. The Trust is registered under the Investment Company Act of 1940, as amended, as an open-end management investment company with 24 funds. The financial statements herein are those of the Reaves Infrastructure Fund (the "Fund"). The financial statements of the remaining funds of the Trust are presented separately. The Fund is diversified and its investment objective is to seek total return from income and capital growth. The assets of the Fund are segregated, and a shareholder's interest is limited to the fund in which shares are held.

### 2. Significant Accounting Policies:

The accompanying financial statements have been prepared in conformity with U.S. generally accepted accounting principles ("U.S. GAAP") and are presented in U.S. dollars which is the functional currency of the Fund. The Fund is an investment company and therefore applies the accounting and reporting guidance issued by the U.S. Financial Accounting Standards Board ("FASB") in Accounting Standards Codification ("ASC") Topic 946, Financial Services — Investment Companies. The following are significant accounting policies which are consistently followed in the preparation of the financial statements.

*Use of Estimates* — The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of increases and decreases in net assets from operations during the reporting period. Actual results could differ from those estimates and such differences could be material.

*Security Valuation* — Securities listed on a securities exchange, market or automated quotation system for which quotations are readily available (except for securities traded on NASDAQ), including securities traded over the counter, are valued at the last quoted sale price on an exchange or market (foreign or domestic) on which they are traded or, if there is no such reported sale on the valuation date, at the most recent quoted bid price. For securities traded on NASDAQ, the NASDAQ official closing price will be used. The prices for foreign securities are reported in local currency and converted to U.S. dollars using currency exchange rates. Prices for most securities held in the Fund are provided daily by recognized independent pricing agents. If a security price cannot be obtained from an independent, third-party pricing agent, the Fund seeks to obtain a bid price from at least one independent broker.

Securities for which market prices are not "readily available" are valued in accordance with fair value procedures (the "Fair Value Procedures") established by the Adviser and approved by the Trust's Board of Trustees (the "Board"). Pursuant to Rule 2a-5 under the 1940 Act, the Board has designated the Adviser as the "valuation designee" to determine the fair value of securities and other instruments for which no readily available market quotations are available. The Fair Value Procedures are implemented through a Fair Value Committee (the "Committee") of the Adviser.

Some of the more common reasons that may necessitate that a security be valued using Fair Value Procedures include: the security's trading has been halted or suspended; the security has been delisted from a national exchange; the security's primary trading market is temporarily closed at a time when under normal conditions it would be open; the security has not been traded for an extended period of time; the security's primary pricing source is not able or willing to provide a price; or trading of the security is subject to local government imposed restrictions. When a security is valued in accordance with the Fair Value Procedures, the Committee will determine the value after taking into consideration relevant information reasonably available to the Committee.

In accordance with U.S. GAAP, the Fund discloses fair value of its investments in a hierarchy that prioritizes the inputs to valuation techniques used to measure the fair value. The objective of a fair value measurement is to determine the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price).

Accordingly, the fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

- Level 1 — Unadjusted quoted prices in active markets for identical, unrestricted assets or liabilities that the Fund has the ability to access at the measurement date;
- Level 2 — Other significant observable inputs (includes quoted prices for similar securities, interest rates, prepayment speeds, credit risk, referenced indices, quoted prices in inactive markets, adjusted quoted prices in active markets, adjusted quoted prices on foreign equity securities that were adjusted in accordance with the Adviser's pricing procedures, etc.); and

- Level 3 — Prices, inputs or exotic modeling techniques which are both significant to the fair value measurement and unobservable (supported by little or no market activity).

Investments are classified within the level of the lowest significant input considered in determining fair value. Investments classified within Level 3 whose fair value measurement considers several inputs may include Level 1 or Level 2 inputs as components of the overall fair value measurement.

*Federal Income Taxes* — It is the Fund's intention to continue to qualify as a regulated investment company under Subchapter M of the Internal Revenue Code and to distribute all of its taxable income. Accordingly, no provision for Federal income taxes has been made in the financial statements.

The Fund evaluates tax positions taken or expected to be taken in the course of preparing the Fund's tax returns to determine whether it is "more-likely-than-not" (i.e., greater than 50-percent) that each tax position will be sustained upon examination by a taxing authority based on the technical merits of the position. Tax positions not deemed to meet the more-likely-than-not threshold are recorded as a tax benefit or expense in the current year. The Fund did not record any tax provision in the current year. However, management's conclusions regarding tax positions taken may be subject to review and adjustment at a later date based on factors including, but not limited to, examination by tax authorities (i.e., the last 3 tax year ends, as applicable), on-going analysis of and changes to tax laws, regulations and interpretations thereof.

As of and during the six-month period ended January 31, 2025, the Fund did not have a liability for any unrecognized tax benefits. The Fund recognizes interest and penalties, if any, related to unrecognized tax benefits as income tax expense in the Statement of Operations. During the six-month period ended January 31, 2025, the Fund did not incur any interest or penalties relating to unrecognized tax benefits.

Withholding taxes on foreign dividends have been provided for in accordance with the Funds' understanding of the applicable country's tax rules and rates. The Funds or their agent files withholding tax reclaims in certain jurisdictions to recover certain amounts previously withheld. The Funds may record a reclaim receivable based on collectability, which includes factors such as the jurisdiction's applicable laws, payment history and market convention. Professional fees paid to those that provide assistance in receiving the tax reclaims, which generally are contingent upon successful receipt of reclaimed amounts, are recorded in Professional Fees on the Statement of Operations once the amounts are due. The professional fees related to pursuing these tax reclaims are not subject to the Adviser's expense limitation agreement.

*Security Transactions and Investment Income* — Security transactions are accounted for on the trade date for financial reporting purposes. Costs used in determining realized gains and losses on the sales of investment securities are based on specific identification. Dividend income is recognized on the ex-dividend date and interest income is recognized on an accrual basis.

*Investments in Real Estate Investment Trusts ("REITs")* — With respect to the Fund, dividend income is recorded based on the income included in distributions received from REIT investments using published REIT reclassifications including some management estimates when actual amounts are not available. Distributions received in excess of any estimated amount are recorded as a reduction of the cost of investments or reclassified to capital gains. The actual amounts of income, return of capital, and capital gains are only determined by each REIT after its fiscal year-end, and may differ from estimated amounts.

*Expenses* — Most expenses of the Trust can be directly attributed to a particular fund. Expenses that cannot be directly attributed to a fund are apportioned among the funds of the Trust based on the number of funds and/ or relative net assets.

*Dividends and Distributions to Shareholders* — The Fund seeks to declare quarterly dividends at fixed rates approved by the Board. To the extent that the amount of the Fund's net investment income and short-term capital gains is less than the approved fixed rate, some of its dividends may be paid from net capital gains or as a return of shareholder capital. To the extent the amount of the Fund's net investment income and short-term capital gains exceeds the approved fixed rate, the Fund may pay additional dividends. An additional distribution of net capital gains realized by the Fund, if any, may be made annually; provided, however, that no more than one distribution of net capital gains shall be made with respect to any one taxable year of the Fund (other than a permitted, supplemental distribution which does not exceed 10% of the aggregate amount distributed for such taxable year).

**3. Transactions with Affiliates:**

Certain officers and trustees of the Trust are also officers of SEI Investments Global Funds Services (the "Administrator"), a wholly owned subsidiary of SEI Investments Company, and/or SEI Investments Distribution Co. (the "Distributor"). Such officers and trustees are paid no fees by the Trust for serving as officers and trustees of the Trust.

The services provided by the Chief Compliance Officer ("CCO") and his staff, who are employees of the Administrator, are paid for by the Trust, as incurred. The services include regulatory oversight of the Trust's advisers and service providers as required by SEC regulations. The CCO's services and fees have been approved by and are reviewed by the Board.

**4. Administration, Transfer Agent and Custodian Agreements:**

The Fund and the Administrator are parties to an administration agreement under which the Administrator provides management and administrative services to the Fund. For these services, the Administrator is paid an asset-based fee (subject to certain minimums), which will vary depending on the number of share classes and the average daily net assets of the Fund. For the six-month period ended January 31, 2025, the Fund was charged $47,782 for these services.

SS&C Global Investor & Distribution Solutions, Inc., serves as the transfer agent and dividend disbursing agent for the Fund under a transfer agency agreement with the Trust. The Fund may earn cash management credits which can be used to offset transfer agent expenses. During the six-month period ended January 31, 2025, the Fund earned credits of $157, which were used to offset transfer agent expenses. This amount is listed as "Fees Paid Indirectly" on the Statement of Operations.

U.S. Bank, N.A. acts as custodian (the "Custodian") for the Fund. The Custodian plays no role in determining the investment policies of the Fund or which securities are to be purchased or sold by the Fund.

**5. Investment Advisory Agreement:**

Under the terms of an investment advisory agreement, Reaves Asset Management (the "Adviser") provides investment advisory services to the Fund at a fee, which is calculated daily and paid monthly at an annual rate of 0.75% of the Fund's average daily net assets. The Adviser has voluntarily agreed to waive a portion of its advisory fees and to assume expenses, if necessary, in order to keep the Fund's total annual operating expenses from exceeding 1.30% of the Institutional Class Share average daily net assets. The Adviser may discontinue the expense limitation at any time. In addition, if at any point it becomes unnecessary for the Adviser to reduce fees or make expense reimbursements, the Adviser may retain the difference between the "Total Annual Fund Operating Expenses" and the aforementioned expense limitations to recapture all or a portion of its prior fee waivers or expense reimbursements made during the preceding three-year period up to the expense cap in place at the time the expenses were waived. As of January 31, 2025, fees which were previously waived and reimbursed by the Adviser which may be subject to possible future recapture to the Adviser were $306,146 expiring in 2026, $287,731 expiring in 2027, and

$204,505 expiring in 2028. During the six-month period ended January 31, 2025, the Fund did not recoup any previously waived fees.

## 6. Investment Transactions:

The cost of security purchases and the proceeds from security sales, other than long-term U.S. Government and short-term investments, for the six-month period ended January 31, 2025 were $6,625,537, and $7,841,166, respectively. There were no purchases or sales of long-term U.S. Government securities.

## 7. Federal Tax Information:

The amount and character of income and capital gain distributions, if any, to be paid are determined in accordance with Federal income tax regulations, which may differ from U.S. GAAP. As a result, net investment income (loss) and net realized gain (loss) on investment transactions for a reporting period may differ significantly from distributions during such period. These book/tax differences may be temporary or permanent. To the extent these differences are permanent in nature, they are charged or credited to distributable earnings or paid-in capital, as appropriate, in the period that the differences arise. The permanent differences primarily consist of reclassification of long term capital gain distribution on REITs and reclass of distribution.

There are no permanent differences that are credited or charged to distributable earnings and paid-in capital as of July 31, 2024.

The tax character of dividends and distributions declared during the fiscal years ended July 31, 2024 and 2023 was as follows:

| | Ordinary Income | Long-Term Capital Gain | Total |
|---|---|---|---|
| 2024 | $ 403,387 | $ 479,012 | $ 882,399 |
| 2023 | 236,673 | 3,507,718 | 3,744,391 |

As of July 31, 2024, the components of Distributable Earnings on a tax basis were as follows:

| | |
|---|---|
| Undistributed Ordinary Income | $ 70,164 |
| Capital Loss Carryforwards | (540,410) |
| Net Unrealized Appreciation | 7,119,216 |
| Other Temporary Differences | 2 |
| Total Distributable Earnings | $ 6,648,972 |

For Federal income tax purposes, capital loss carryforwards may be carried forward indefinitely and applied against all future gains. As of July 31, 2024, Short-Term Losses carried forward are $540,410.

For Federal income tax purposes the difference between Federal tax cost and book cost primarily relates to wash sales, which cannot be used for Federal income tax purposes in the current year and have been deferred for use in future years. The Federal tax cost and aggregate gross unrealized appreciation and depreciation on investments held by the Fund at January 31, 2025 were as follows:

| Federal Tax Cost | Aggregate Gross Unrealized Appreciation | Aggregate Gross Unrealized Depreciation | Net Unrealized Appreciation |
|---|---|---|---|
| $23,913,430 | $8,579,295 | $(211,335) | $8,367,960 |

**8. Concentration of Risks:**

The Fund has adopted a policy to concentrate its investments (invest at least 25% of its assets) in companies involved to a significant extent in the Utilities and/or Energy Industries. The Fund considers a company to be involved to a significant extent in the Utilities and/or the Energy Industry, as applicable, if at least 50% of its assets, gross income or profits are committed to or derived from Utilities or Energy. While the Fund primarily invests in equity securities of large and mid capitalization companies, it may also invest in securities of small capitalization companies.

As with all mutual funds, there is no guarantee that the Fund will achieve its investment objective. You could lose money by investing in the Fund. A Fund share is not a bank deposit and it is not insured or guaranteed by the Federal Deposit Insurance Corporation or any government agency. The principal risk factors affecting shareholders' investments in the Fund are set forth below.

Equity Risk – Since it purchases equity securities, the Fund is subject to the risk that stock prices will fall over short or extended periods of time. Historically, the equity markets have moved in cycles, and the value of the Fund's equity securities may fluctuate drastically from day to day. Individual companies may report poor results or be negatively affected by industry and/or economic trends and developments. The prices of securities issued by such companies may suffer a decline in response. In addition, the impact of any epidemic, pandemic or natural disaster, or widespread fear that such events may occur, could negatively affect the global economy, as well as the economies of individual countries, the financial performance of individual companies and sectors, and the markets in general in significant and unforeseen ways. Any such impact could adversely affect the prices and liquidity of the securities and other instruments in which the Fund invests, which in turn could negatively impact the Fund's performance and cause losses on your investment in the Fund. These factors contribute to price volatility, which is the principal risk of investing in the Fund.

Infrastructure Company Risk – Infrastructure companies are subject to a variety of factors that may adversely affect their business or operations, including high interest costs in connection with capital construction programs, costs associated with environmental and other regulations, difficulty in raising capital in adequate amounts on reasonable terms in periods of high inflation or unsettled capital markets, the effects of economic slowdown and surplus capacity, increased competition from other providers of services, uncertainties concerning the availability of fuel at reasonable prices, the effects of energy conservation policies, service interruption due to environmental, operational or other mishaps, and other factors. Additionally, infrastructure entities may be subject to regulation by various governmental authorities and may also be affected by governmental regulation of rates charged to customers; the imposition of special tariffs and changes in tax laws, regulatory policies and accounting standards; nationalization; and general changes in market sentiment towards infrastructure assets.

Industry Focus Risk – To the extent that the Fund's investments are focused in issuers conducting business in the Utilities Industry and/or the Energy Industry, the Fund is subject to the risk that legislative or regulatory changes, adverse market conditions and/or increased competition will negatively affect these industries. Fluctuations in the value of securities of companies in the Utilities Industry and/or the Energy Industry depend to a large extent on the price and supply of energy fuels. Many utility companies historically have been subject to risks of increases in fuel, power and other operating costs, high interest costs on borrowings needed for capital improvement programs and costs associated with compliance with and changes in environmental and other governmental regulations.

REITs Risk – REITs are pooled investment vehicles that own, and usually operate, income-producing real estate. REITs are susceptible to the risks associated with direct ownership of real estate, such as the following: declines in property values; increases in property taxes, operating expenses, interest rates or competition; overbuilding; zoning changes; and losses from casualty or condemnation. REITs typically incur fees that are separate from those of the Fund. Accordingly, the Fund's investments in REITs will result in the layering of expenses such that shareholders will indirectly bear a proportionate share of the REITs' operating expenses, in addition to paying Fund expenses. REIT operating expenses are not reflected in the fee table and example in this prospectus.

Focused Portfolio Risk – Although the Fund is diversified, its investment strategy often results in a relatively focused portfolio of stocks of companies that the Adviser believes hold the most total return potential. As a result, poor performance or adverse economic events affecting one or more of these companies could have a greater impact on the Fund than it would on another mutual fund with a broader range of investments.

Small and Medium Capitalization Company Risk – The small- and medium-sized companies the Fund invests in may be more vulnerable to adverse business or economic events than larger, more established companies. In particular, investments in these small- and medium-sized companies may pose additional risks, including liquidity risk, because these companies tend to have limited product lines, markets and financial resources, and may depend upon a relatively small management group. Therefore, small- and mid-cap stocks may be more volatile than those of larger companies. These securities may be traded over-the-counter or listed on an exchange.

Foreign Security Risk – Investing in foreign companies poses additional risks since political and economic events unique to a country or region will affect those markets and their issuers. These events will not necessarily affect the U.S. economy or similar issuers located in the United States. Securities of foreign companies may not be registered with the U.S. Securities and Exchange Commission (the "SEC") and foreign companies are generally not subject to the regulatory controls imposed on U.S. issuers and, as a consequence, there is generally less publicly available information about foreign securities than is available about domestic securities. Income from foreign securities owned by the Fund may be reduced by a withholding tax at the source, which tax would reduce income received from the securities comprising the Fund's portfolio. Foreign securities may also be more difficult to value than securities of U.S. issuers. In addition, investments in foreign companies are generally denominated in a foreign currency. As a result, changes in the value of those currencies compared to the U.S. dollar may affect (positively or negatively) the value of the Fund's investments. These currency movements may occur separately from and in response to events that do not otherwise affect the value of the security in the issuer's home country. In addition, periodic U.S. Government restrictions on investments in issuers from certain foreign countries may require the Fund to sell such investments at inopportune times, which could result in losses to the Fund.

**9. Concentration of Shareholder:**

At January 31, 2025, 23% of Institutional Class Shares outstanding were held by one record shareholder owning 10% or greater of the aggregate total shares outstanding. This shareholder is comprised of individual shareholders and omnibus accounts that were held on behalf of various individual shareholders.

**10. Indemnifications:**

In the normal course of business, the Fund enters into contracts that provide general indemnifications. The Fund's maximum exposure under these arrangements is dependent on future claims that may be made against the Fund and, therefore, cannot be established; however, based on experience, the risk of loss from such claims is considered remote.

**11. Recent Accounting Pronouncement:**

In this reporting period, the Fund adopted FASB Accounting Standards Update 2023-07, Segment Reporting (Topic 280) - Improvements to Reportable Segment Disclosures ("ASU 2023-07"). Adoption of the new standard impacted financial statement disclosures only and did not affect the Fund's financial position or the results of its operations. An operating segment is defined in Topic 280 as a component of a public entity that engages in business activities from which it may recognize revenues and incur expenses, has operating results that are regularly reviewed by the public entity's chief operating decision maker (CODM) to make decisions about resources to be allocated to the segment and assess its performance, and has discrete financial information available. The management of the Fund's Adviser acts as the Fund's CODM. The Fund represents a single operating segment, as the CODM monitors the operating results of the Fund as a whole and the Fund's long-term strategic asset allocation is pre-determined in accordance with the Fund's single investment objective which is executed by the Fund's portfolio manager[s]. The financial information in the form of the Fund's schedule of investments, total returns, expense ratios and changes in net assets (i.e., changes in net assets resulting from operations, subscriptions and redemptions), which are used by the CODM to assess the segment's performance versus the Fund's comparative benchmarks and to make resource allocation decisions for the Fund's single segment, is consistent with that presented within the Fund's financial statements. Segment assets are reflected on the accompanying Statement of Assets and Liabilities as "total assets" and significant segment expenses are listed on the accompanying Statement of Operations.

**12. Subsequent Events:**

Management has evaluated the need for disclosures and/or adjustments resulting from subsequent events through the date the financial statements were issued. Based on this evaluation, no disclosures and/or adjustments were required to the financial statements.

## OTHER INFORMATION (FORM N-CSRS ITEMS 8-11)

**Item 8. Changes in and Disagreements with Accountants for Open-End Management Investment Companies.**

Not applicable.

**Item 9. Proxy Disclosures for Open-End Management Investment Companies.**

There were no matters submitted to a vote of shareholders during the period covered by this report.

**Item 10. Remuneration Paid to Directors, Officers, and Others of Open-End Management Investment Companies.**

Included within the Statement(s) of Operations of the financial statements.

**Item 11. Statement Regarding Basis for Approval of Investment Advisory Contract.**

Pursuant to Section 15 of the Investment Company Act of 1940 (the "1940 Act"), the Fund's advisory agreement (the "Agreement") must be renewed at least annually after its initial two-year term: (i) by the vote of the Board of Trustees (the "Board" or the "Trustees") of The Advisors' Inner Circle Fund II (the "Trust") or by a vote of a majority of the shareholders of the Fund; and (ii) by the vote of a majority of the Trustees who are not parties to the Agreement or "interested persons" of any party thereto, as defined in the 1940 Act (the "Independent Trustees"), cast in person at a meeting called for the purpose of voting on such renewal.

A Board meeting was held on August 20–21, 2024 to decide whether to renew the Agreement for an additional one-year term. In preparation for the meeting, the Trustees requested that the Adviser furnish information necessary to evaluate the terms of the Agreement. Prior to the meeting, the Independent Trustees of the Fund met to review and discuss the information provided and submitted a request for additional information to the Adviser, and information was provided in response to this request. The Trustees used this information, as well as other information that the Adviser and other service providers of the Fund presented or submitted to the Board at the meeting and other meetings held during the prior year, to help them decide whether to renew the Agreement for an additional year.

Specifically, the Board requested and received written materials from the Adviser and other service providers of the Fund regarding: (i) the nature, extent and quality of the Adviser's services; (ii) the Adviser's investment management personnel; (iii) the

Adviser's operations and financial condition; (iv) the Adviser's brokerage practices (including any soft dollar arrangements) and investment strategies; (v) the Fund's advisory fee paid to the Adviser and overall fees and operating expenses compared with a peer group of mutual funds; (vi) the level of the Adviser's profitability from its relationship with the Fund, including both direct and indirect benefits accruing to the Adviser and its affiliates; (vii) the Adviser's potential economies of scale; (viii) the Adviser's compliance program, including a description of material compliance matters and material compliance violations; (ix) the Adviser's policies on and compliance procedures for personal securities transactions; and (x) the Fund's performance compared with a peer group of mutual funds and the Fund's benchmark indices.

Representatives from the Adviser, along with other Fund service providers, presented additional information and participated in question and answer sessions at the Board meeting to help the Trustees evaluate the Adviser's services, fee and other aspects of the Agreement. The Independent Trustees received advice from independent counsel and met in executive sessions outside the presence of Fund management and the Adviser.

At the Board meeting, the Trustees, including all of the Independent Trustees, based on their evaluation of the information provided by the Adviser and other service providers of the Fund, renewed the Agreement. In considering the renewal of the Agreement, the Board considered various factors that they determined were relevant, including: (i) the nature, extent and quality of the services provided by the Adviser; (ii) the investment performance of the Fund and the Adviser; (iii) the costs of the services provided and profits realized by the Adviser from its relationship with the Fund, including both direct and indirect benefits accruing to the Adviser and its affiliates; (iv) the extent to which economies of scale are being realized by the Adviser; and (v) whether fee levels reflect such economies of scale for the benefit of Fund investors, as discussed in further detail below.

**Nature, Extent and Quality of Services Provided by the Adviser**

In considering the nature, extent and quality of the services provided by the Adviser, the Board reviewed the portfolio management services provided by the Adviser to the Fund, including the quality and continuity of the Adviser's portfolio management personnel, the resources of the Adviser, and the Adviser's compliance history and compliance program. The Trustees reviewed the terms of the Agreement. The Trustees also reviewed the Adviser's investment and risk management approaches for the Fund. The most recent investment adviser registration form ("Form ADV") for the Adviser was available to the Board, as was the response of the Adviser to a detailed series of questions which included, among other things, information about the investment advisory services provided by the Adviser to the Fund.

The Trustees also considered other services provided to the Fund by the Adviser such as selecting broker-dealers for executing portfolio transactions, monitoring adherence to the Fund's investment restrictions, and monitoring compliance with various Fund policies and procedures and with applicable securities laws and regulations. Based on the factors above, as well as those discussed below, the Board concluded, within the context of its full deliberations, that the nature, extent and quality of the services provided to the Fund by the Adviser were sufficient to support renewal of the Agreement.

**Investment Performance of the Fund and the Adviser**

The Board was provided with regular reports regarding the Fund's performance over various time periods. The Trustees also reviewed reports prepared by the Fund's administrator comparing the Fund's performance to its benchmark indices and a peer group of mutual funds as classified by Lipper, an independent provider of investment company data, over various periods of time. Representatives from the Adviser provided information regarding and led discussions of factors impacting the performance of the Fund, outlining current market conditions and explaining their expectations and strategies for the future. The Trustees determined that the Fund's performance was satisfactory, or, where the Fund's performance was materially below its benchmarks and/or peer group, the Trustees were satisfied by the reasons for the underperformance and/or the steps taken by the Adviser in an effort to improve the performance of the Fund. Based on this information, the Board concluded, within the context of its full deliberations, that the investment results that the Adviser had been able to achieve for the Fund were sufficient to support renewal of the Agreement.

**Costs of Advisory Services, Profitability and Economies of Scale**

In considering the advisory fee payable by the Fund to the Adviser, the Trustees reviewed, among other things, a report of the advisory fee paid to the Adviser. The Trustees also reviewed reports prepared by the Fund's administrator comparing the Fund's net and gross expense ratios and advisory fee to those paid by a peer group of mutual funds as classified by Lipper. The Trustees reviewed the management fees charged by the Adviser to other clients with comparable mandates. The Trustees considered any differences in management fees and took into account the respective demands, resources and complexity associated with the Fund and other client accounts as well as the extensive regulatory, compliance and tax regimes to which the Fund is subject. The Board concluded, within the context of its full deliberations, that the advisory fee was reasonable in light of the nature and quality of the services rendered by the Adviser.

The Trustees reviewed the costs of services provided by and the profits realized by the Adviser from its relationship with the Fund, including both direct benefits and indirect benefits, such as research and brokerage services received under soft dollar arrangements, accruing to the Adviser and its affiliates. The Trustees considered how the Adviser's profitability was affected by factors such as its organizational structure and method for allocating expenses. The Trustees concluded that the profit margins of the Adviser with respect to the management of the Fund were not unreasonable. The Board also considered the Adviser's commitment to managing the Fund and its willingness to continue its expense limitation and fee waiver arrangement with the Fund.

The Trustees considered the Adviser's views relating to economies of scale in connection with the Fund as Fund assets grow and the extent to which the benefits of any such economies of scale are shared with the Fund and Fund shareholders. The Board considered the existence of any economies of scale and whether those were passed along to the Fund's shareholders through a graduated advisory fee schedule or other means, including fee waivers. The Trustees recognized that economies of scale are difficult to identify and quantify and are rarely identifiable on a fund-by-fund basis. Based on this evaluation, the Board concluded that the advisory fee was reasonable in light of the information that was provided to the Trustees by the Adviser with respect to economies of scale.

**Renewal of the Agreement**

Based on the Board's deliberations and its evaluation of the information described above and other factors and information it believed relevant in the exercise of its reasonable business judgment, the Board, including all of the Independent Trustees, with the assistance of Fund counsel and Independent Trustees' counsel, unanimously concluded that the terms of the Agreement, including the fees payable thereunder, were fair and reasonable and agreed to renew the Agreement for another year. In its deliberations, the Board did not identify any absence of information as material to its decision, or any particular factor (or conclusion with respect thereto) or single piece of information that was all-important, controlling or determinative of its decision, but considered all of the factors together, and each Trustee may have attributed different weights to the various factors (and conclusions with respect thereto) and information.

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This information must be preceded or accompanied by a current prospectus for the Portfolio described.

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