

# Neuberger Berman Advisers Management Trust Sustainable Equity Portfolio

I Class Shares  
S Class Shares



Annual Report

December 31, 2019

Beginning on January 1, 2021, as permitted by regulations adopted by the U.S. Securities and Exchange Commission, you may no longer receive paper copies of the Fund's annual and semi-annual shareholder reports by mail from the insurance company that issued your variable annuity and variable life insurance contract or from the financial intermediary that administers your qualified pension or retirement plan, unless you specifically request paper copies of the reports from your insurance company or financial intermediary. Instead, the reports will be made available on the Fund's website [www.nb.com/AMTliterature](http://www.nb.com/AMTliterature), and may also be available on a website from the insurance company or financial intermediary that offers your contract or administers your retirement plan, and such insurance company or financial intermediary will notify you by mail each time a report is posted and provide you with a website link to access the report.

If you already elected to receive shareholder reports electronically, you will not be affected by this change and you need not take any action. You may elect to receive shareholder reports and other communications from the insurance company or financial intermediary electronically by following the instructions provided by the insurance company or financial intermediary. If offered by your insurance company or financial intermediary, you may elect to receive all future reports in paper and free of charge from the insurance company or financial intermediary. You can contact your insurance company or financial intermediary if you wish to continue receiving paper copies of your shareholder reports. Your election to receive reports in paper will apply to all funds available under your contract or retirement plan.

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## Sustainable Equity Portfolio Commentary (Unaudited)

The Neuberger Berman Advisers Management Trust Sustainable Equity Portfolio Class I generated a total return of 25.88% for the 12 months ended December 31, 2019, trailing the 31.49% total return of its benchmark, the S&P 500® Index (the Index), for the same period. (Performance for all share classes is provided in the table immediately following this letter.)

The Index returns outpaced earnings growth this year as valuation multiples continued to expand within a backdrop of steady, albeit slow, economic growth, less slack in the economy, low inflation, a de-escalation in trade tensions, and supportive monetary policy.

The Information Technology (IT) sector was the biggest driver of Index returns. Growth-focused investors created a narrow market, where the value-versus-growth dispersion continued, and stocks with high revenue growth surged past those of more established businesses. Although this backdrop was a headwind given our valuation-sensitive discipline, the market's volatility allowed us to opportunistically add high quality names at valuations we consider attractive.

By sector, Financials and Utilities contributed most to the Fund's relative returns versus the Index. Danaher and Aptiv were our top individual contributors. Danaher announced plans to acquire GE's healthcare assets, further positioning the diversified life sciences company for strong organic growth in the fast growing biopharma business. Aptiv outperformed as the company continued to capture the secular growth in autonomous technology, electrification and enhanced safety of automobiles.

IT and Consumer Staples sectors were our largest areas of underperformance. EQT Corp. and Premier Inc. were our largest absolute detractors. EQT, a natural gas exploration and delivery company, underperformed around concerns related to oversupply in U.S. natural gas. We sold Premier believing uncertainty in the healthcare regulatory backdrop could undermine the company's future growth potential.

In addition to Premier, sales included Cimarex Energy, Schlumberger, Equitrans Midstream Corp., eBay, ManpowerGroup and 3M. Purchases included National Grid, an investor-owned utility facilitating de-carbonization of the grid. The company is investing in safety, reliability and modernization, including the ability to help deliver smart grid technology, renewable energy connections and electric vehicle charging infrastructure. Volatility allowed our entry at a discounted price-to-earnings ratio relative to the overall market and sector. Other new holdings include Stanley Black & Decker, Vestas Wind Systems, United Rentals, Microsoft, CSX, Arista Networks and Zebra Technologies.

Despite current healthy economic fundamentals, we anticipate the slow growth environment to continue, with U.S. GDP in the 2% range. However, we believe a tight labor market and the U.S. Federal Reserve Board's need to monetize growing fiscal deficits could result in inflation. While currently subdued, we are mindful of the potential impact of inflation across our portfolio.

Globally, geopolitical issues—including the Chinese economic slowdown, Hong Kong unrest, Brexit, and any re-escalation of global trade conflicts—could fuel market volatility and weigh on global economic growth.

We continue to focus on owning best-in-class businesses exposed to secular growth trends (energy efficiency, health and nutrition, accelerating innovation, etc.) that we believe will enable them to grow and increase market share even within a slower growth backdrop.

We believe the fundamentals of the businesses the Fund owns can translate such top-line growth into stronger, advantaged bottom-line growth, supported by competitive advantages, attractive return on capital profiles and demonstrated leadership in environmental, social and governance (ESG) practices—in fact, 63% of the companies in our portfolio by weight this year ranked as either Trendsetters or First Tier by the CPA-Zicklin Index\*. We believe our portfolio holdings also have the balance sheet strength and free cash flow generation that could enable them to weather global economic turmoil, should it occur.

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We look forward to continuing to serve your investment needs.

Sincerely,

INGRID S. DYOTT AND SAJJAD S. LADIWALA  
CO-PORTFOLIO MANAGERS

**\* The CPA-Zicklin Index benchmarks the political disclosure and accountability policies and practices for election-related spending of leading U.S. public companies. Issued annually, it is produced by the Center for Political Accountability in conjunction with the Zicklin Center for Business Ethics Research at The Wharton School at the University of Pennsylvania. Companies receiving a score of 90% or higher for political disclosure and accountability received the "Trendsetter" designation, while companies that scored between 80-100% were ranked in the "First Tier."**

**Information about principal risks of investing in the Fund is set forth in the prospectus and statement of additional information.**

The portfolio composition, industries and holdings of the Fund are subject to change without notice.

The opinions expressed are those of the Fund's portfolio managers. The opinions are as of the date of this report and are subject to change without notice.

*To read more on how we integrate sustainability issues into our investment process and a recent engagement on a portfolio company's commitment to climate change, please visit [www.nb.com/sustainableequity](http://www.nb.com/sustainableequity).*

# Sustainable Equity Portfolio (Unaudited)

## SECTOR ALLOCATION

(as a % of Total Investments\*)

|                        |               |
|------------------------|---------------|
| Communication Services | 7.1%          |
| Consumer Discretionary | 10.6          |
| Consumer Staples       | 5.1           |
| Energy                 | 2.3           |
| Financials             | 13.5          |
| Health Care            | 18.7          |
| Industrials            | 15.3          |
| Information Technology | 18.0          |
| Materials              | 4.7           |
| Real Estate            | 1.6           |
| Utilities              | 1.6           |
| Short-Term Investments | 1.5           |
| <b>Total</b>           | <b>100.0%</b> |

\* Derivatives, if any, are excluded from this chart.

## PERFORMANCE HIGHLIGHTS

|   | Inception<br>Date | Average Annual Total Return<br>Ended 12/31/2019 |         |          |              |
|---|-------------------|---|---------|----------|--------------|
|   |                   | 1 Year  | 5 Years | 10 Years | Life of Fund |
| Class I                                   | 02/18/1999        | 25.88%  | 8.98%   | 11.92%   | 7.54%        |
| Class S <sup>2</sup>                      | 05/01/2006        | 25.58%  | 8.74%   | 11.72%   | 7.42%        |
| S&P 500 <sup>®</sup> Index <sup>1,3</sup> |                   | 31.49%  | 11.70%  | 13.56%   | 6.78%        |

The performance data quoted represent past performance and do not indicate future results. Current performance may be lower or higher than the performance data quoted. For current performance data, please visit <http://www.nb.com/amtportfolios/performance>.

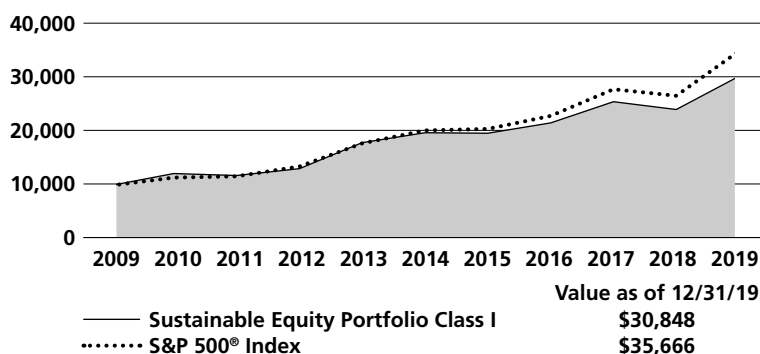
The results shown in the table reflect the reinvestment of income dividends and other distributions, if any. The results do not reflect the effect of taxes a shareholder would pay on Fund distributions or on the redemption of Fund shares. The results do not reflect fees and expenses of the variable annuity and variable life insurance policies or the qualified pension and retirement plans whose proceeds are invested in the Fund.

The investment return and principal value of an investment will fluctuate and shares, when redeemed, may be worth more or less than their original cost.

Returns would have been lower if Neuberger Berman Investment Advisers LLC ("Management") had not reimbursed certain expenses and/or waived a portion of the investment management fees during certain of the periods shown. Repayment by a class (of expenses previously reimbursed and/or fees previously waived by Management) will decrease the class's returns. Please see Note B in the Notes to Financial Statements for specific information regarding expense reimbursement and/or fee waiver arrangements.

As stated in the Fund's most recent prospectus, the total annual operating expense ratios for fiscal year 2018 were 0.95% and 1.20% for Class I and Class S shares, respectively (before expense reimbursements and/or fee waivers, if any). The expense ratio was 1.18% for Class S shares after expense reimbursements and/or fee waivers. The expense ratios for the annual period ended December 31, 2019 can be found in the Financial Highlights section of this report.

## COMPARISON OF A \$10,000 INVESTMENT



This graph shows the change in value of a hypothetical \$10,000 investment in the Fund over the past 10 fiscal years, or since the Fund's inception, if it has not operated for 10 years. The graph is based on Class I shares only; the performance of the Fund's share classes will differ primarily due to different class expenses (see Performance Highlights chart above). The result is compared with benchmarks, which include a broad-based market index and may include a more narrowly based index. Market indices have not been reduced to reflect any of the fees and costs of investing. The results shown in the graph reflect the reinvestment of income dividends and other distributions, if any. The results do not reflect the effect of taxes a shareholder would pay on Fund distributions or on the redemption of Fund shares. The results do not reflect fees and expenses of the variable annuity and variable life insurance policies or the qualified pension and retirement plans whose proceeds are invested in the Fund. Results represent past performance and do not indicate future results.

Please see Endnotes for additional information.

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## Endnotes

- 1 The date used to calculate Life of Fund performance for the index is February 18, 1999, the inception date of Class I shares, the Fund's oldest share class.
- 2 Performance shown prior to May 1, 2006 for Class S shares is that of Class I shares, which has lower expenses and correspondingly higher returns than Class S shares.
- 3 The S&P 500® Index is a float-adjusted market capitalization-weighted index that focuses on the large-cap segment of the U.S. equity market, and includes a significant portion of the total value of the market. Please note that the index described in this report does not take into account any fees, expenses or tax consequences of investing in the individual securities that it tracks, and that individuals cannot invest directly in any index. Data about the performance of an index are prepared or obtained by Neuberger Berman Investment Advisers LLC ("Management") and reflect the reinvestment of income dividends and other distributions, if any. The Fund may invest in securities not included in a described index and generally does not invest in all securities included in a described index.

The investments for the Fund are managed by the same portfolio manager(s) who manage(s) one or more other registered funds that have names, investment objectives and investment styles that are similar to those of the Fund. You should be aware that the Fund is likely to differ from those other mutual fund(s) in size, cash flow pattern and tax matters. Accordingly, the holdings and performance of the Fund can be expected to vary from those of the other mutual fund(s).

Shares of the separate Neuberger Berman Advisers Management Trust Portfolios, including the Fund, are not available to the general public. Shares of the Fund may be purchased only by life insurance companies to be held in their separate accounts, which fund variable annuity and variable life insurance policies, and by qualified pension and retirement plans.

Statistics and projections in this report are derived from sources deemed to be reliable but cannot be regarded as a representation of future results of the Fund. This report is prepared for the general information of shareholders and is not an offer of shares of the Fund. Shares are sold only through the currently effective prospectus, which must precede or accompany this report.

The "Neuberger Berman" name and logo and "Neuberger Berman Investment Advisers LLC" name are registered service marks of Neuberger Berman Group LLC. The individual Fund name in this piece is either a service mark or registered service mark of Neuberger Berman Investment Advisers LLC, an affiliate of Neuberger Berman BD LLC, distributor, member FINRA.

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## Information About Your Fund's Expenses (Unaudited)

As a Fund shareholder, you incur two types of costs: (1) transaction costs such as fees and expenses that are, or may be, imposed under your variable contract or qualified pension plan; and (2) ongoing costs, including management fees, distribution and/or service (12b-1) fees (if applicable), and other Fund expenses. This example is intended to help you understand your ongoing costs (in U.S. dollars) of investing in the Fund and compare these costs with the ongoing costs of investing in other mutual funds.

This table is designed to provide information regarding costs related to your investments. The following examples are based on an investment of \$1,000 made at the beginning of the six month period ended December 31, 2019 and held for the entire period. The table illustrates the Fund's costs in two ways:

**Actual Expenses and Performance:** The first section of the table provides information about actual account values and actual expenses in dollars, based on the Fund's actual performance during the period indicated. You may use the information in this line, together with the amount you invested, to estimate the expenses you paid over the period. Simply divide your account value by \$1,000 (for example, an \$8,600 account value divided by \$1,000 = 8.6), then multiply the result by the number in the first section of the table under the heading entitled "Expenses Paid During the Period" to estimate the expenses you paid over the period.

**Hypothetical Example for Comparison Purposes:** The second section of the table provides information about hypothetical account values and hypothetical expenses based on the Fund's actual expense ratio and an assumed rate of return at 5% per year before expenses. This return is not the Fund's actual return. The hypothetical account values and expenses may not be used to estimate the actual ending account balance or expenses you paid for the period. You may use this information to compare the ongoing costs of investing in this Fund versus other funds. To do so, compare the expenses shown in this 5% hypothetical example with the 5% hypothetical examples that appear in the shareholder reports of other funds.

Please note that the expenses in the table are meant to highlight your ongoing costs only and do not include any transaction costs, such as fees and expenses that are, or may be imposed under your variable contract or qualified pension plan. Therefore, the information under the heading "Hypothetical (5% annual return before expenses)" is useful in comparing ongoing costs only, and will not help you determine the relative total costs of owning different funds. In addition, if these transaction costs were included, your costs would have been higher.

## Expense Example (Unaudited)

### NEUBERGER BERMAN ADVISERS MANAGEMENT TRUST SUSTAINABLE EQUITY PORTFOLIO

|  | Beginning Account Value | Ending Account Value | Expenses Paid During the Period | Expense Ratio |
|--|-------------------------|----------------------|---------------------------------|---------------|
| Actual   | 7/1/19                  | 12/31/19             | 7/1/19 – 12/31/19               |               |
| Class I  | \$1,000.00              | \$1,106.30           | \$4.88 <sup>(a)</sup>           | 0.92%         |
| Class S  | \$1,000.00              | \$1,104.50           | \$6.21 <sup>(a)</sup>           | 1.17%         |
| <b>Hypothetical (5% annual return before expenses)</b> |                         |                      |                                 |               |
| Class I  | \$1,000.00              | \$1,020.57           | \$4.69 <sup>(b)</sup>           | 0.92%         |
| Class S  | \$1,000.00              | \$1,019.31           | \$5.96 <sup>(b)</sup>           | 1.17%         |

(a) For each class, expenses are equal to the annualized expense ratio for the class, multiplied by the average account value over the period, multiplied by 184/365 (to reflect the one-half year period shown).

(b) Hypothetical expenses are equal to the annualized expense ratios for each class, multiplied by the average account value over the period (assuming a 5% annual return), multiplied by 184/365 (to reflect the one-half year period shown).

## Schedule of Investments Sustainable Equity Portfolio^ December 31, 2019

| NUMBER OF SHARES   | VALUE  | NUMBER OF SHARES   | VALUE   |
|--|--|--|---|
| <b>Common Stocks 98.5%</b>                                     |  | <b>Insurance 1.7%</b>                                    |   |
|  |  | 147,440  | Progressive Corp. \$ 10,673,182                         |
| <b>Airlines 2.2%</b>   |  | <b>Interactive Media &amp; Services 3.4%</b>             |   |
| 153,453  | Ryanair Holdings PLC ADR \$ 13,444,017*      | 15,609   | Alphabet, Inc. Class A 20,906,538*                      |
| <b>Auto Components 3.4%</b>                                    |  | <b>IT Services 4.5%</b>                                  |   |
| 216,903  | Aptiv PLC 20,599,278                         | 192,228  | Cognizant Technology Solutions Corp. Class A 11,921,980 |
| <b>Banks 6.3%</b>  |  | 51,552   | MasterCard, Inc. Class A 15,392,912                     |
| 158,403  | JPMorgan Chase & Co. 22,081,378              | <b>Machinery 3.8%</b>                                    |   |
| 281,448  | U.S. Bancorp 16,687,052                      | 139,870  | Stanley Black & Decker, Inc. 23,182,054                 |
|  | <b>38,768,430</b>                            | <b>Materials 2.7%</b>                                    |   |
| <b>Capital Markets 3.7%</b>                                    |  | 27,877   | Sherwin-Williams Co. 16,267,345                         |
| 245,308  | Intercontinental Exchange, Inc. 22,703,255   | <b>Media 3.7%</b>  |   |
| <b>Communications Equipment 1.8%</b>                           |  | 501,443  | Comcast Corp. Class A 22,549,892                        |
| 53,636   | Arista Networks, Inc. 10,909,562*            | <b>Multi-Utilities 1.6%</b>                              |   |
| <b>Consumer Finance 1.8%</b>                                   |  | 763,373  | National Grid PLC 9,548,419                             |
| 87,284   | American Express Co. 10,865,985              | <b>Oil, Gas &amp; Consumable Fuels 2.3%</b>              |   |
| <b>Electrical Equipment 2.9%</b>                               |  | 399,418  | EQT Corp. 4,353,656                                     |
| 178,803  | Vestas Wind Systems A/S 18,060,252           | 400,609  | Noble Energy, Inc. 9,951,128                            |
| <b>Electronic Equipment, Instruments &amp; Components 1.7%</b> |  | <b>Personal Products 2.9%</b>                            |   |
| 39,988   | Zebra Technologies Corp. Class A 10,214,535* | 305,869  | Unilever NV 17,575,233                                  |
| <b>Equity Real Estate Investment Trusts 1.6%</b>               |  | <b>Pharmaceuticals 2.8%</b>                              |   |
| 328,439  | Weyerhaeuser Co. 9,918,858                   | 53,042   | Roche Holding AG 17,238,791                             |
| <b>Food &amp; Staples Retailing 2.2%</b>                       |  | <b>Road &amp; Rail 1.5%</b>                              |   |
| 465,664  | Kroger Co. 13,499,599                        | 127,834  | CSX Corp. 9,250,068                                     |
| <b>Health Care Equipment &amp; Supplies 9.7%</b>               |  | <b>Semiconductors &amp; Semiconductor Equipment 4.0%</b> |   |
| 73,779   | Becton, Dickinson & Co. 20,065,675           | 191,291  | Texas Instruments, Inc. 24,540,722                      |
| 126,548  | Danaher Corp. 19,422,587                     | <b>Software 6.1%</b>                                     |   |
| 175,576  | Medtronic PLC 19,919,097                     | 45,884   | Intuit, Inc. 12,018,396                                 |
|  | <b>59,407,359</b>                            | 162,208  | Microsoft Corp. 25,580,202                              |
| <b>Health Care Providers &amp; Services 6.1%</b>               |  | <b>Specialty Chemicals 2.0%</b>                          |   |
| 195,147  | AmerisourceBergen Corp. 16,591,398           | 255,332  | Novozymes A/S B Shares 12,497,748                       |
| 102,779  | Cigna Corp. 21,017,278                       |  |   |
|  | <b>37,608,676</b>                            |  |   |
| <b>Hotels, Restaurants &amp; Leisure 2.4%</b>                  |  |  |   |
| 587,053  | Compass Group PLC 14,696,834                 |  |   |

## Schedule of Investments Sustainable Equity Portfolio<sup>^</sup> (cont'd)

| NUMBER OF SHARES                                 | VALUE                |
|--|----------------------|
| <b>Specialty Retail 3.6%</b>                     |                      |
| 138,093 Advance Auto Parts, Inc.                 | <b>\$ 22,116,975</b> |
| <b>Textiles, Apparel &amp; Luxury Goods 1.2%</b> |                      |
| 247,696 Gildan Activewear, Inc.                  | <b>7,314,463</b>     |
| <b>Trading Companies &amp; Distributors 4.9%</b> |                      |
| 94,035 United Rentals, Inc.                      | 15,682,217*          |
| 42,346 W.W. Grainger, Inc.                       | 14,334,968           |
|  | <b>30,017,185</b>    |
| <b>Total Common Stocks</b>                       | <b>603,593,529</b>   |
| <b>(Cost \$430,453,043)</b>                      |                      |

### Short-Term Investments 1.4%

#### PRINCIPAL AMOUNT

|  |                |
|--|----------------|
| <b>Certificates of Deposit 0.0%</b> <sup>(a)</sup>                 |                |
| \$ 100,000 Self Help Credit Union,<br>0.25%, due 1/29/2020         | 100,000        |
| 100,000 Self Help Federal Credit<br>Union, 0.25%,<br>due 3/18/2020 | 100,000        |
|  | <b>200,000</b> |

#### NUMBER OF SHARES

|   |                      |
|---|----------------------|
| <b>Investment Companies 1.4%</b>  |                      |
| 8,686,349 State Street Institutional<br>Treasury Money Market Fund<br>Premier Class, 1.52% <sup>(b)</sup> | <b>8,686,349</b>     |
| <b>Total Short-Term Investments</b>   | <b>8,886,349</b>     |
| <b>(Cost \$8,886,349)</b>   |                      |
| <b>Total Investments 99.9%</b>  | <b>612,479,878</b>   |
| <b>(Cost \$439,339,392)</b>   |                      |
| Other Assets Less Liabilities 0.1%  | 332,706              |
| <b>Net Assets 100.0%</b>  | <b>\$612,812,584</b> |

\* Non-income producing security.

(a) Represents less than 0.05% of net assets of the Fund.

(b) Represents 7-day effective yield as of December 31, 2019.



## Schedule of Investments Sustainable Equity Portfolio<sup>^</sup> (cont'd)

### POSITIONS BY COUNTRY

| Country                                     | Investments at Value | Percentage of Net Assets |
|---|----------------------|--------------------------|
| Canada                                      | \$ 7,314,463         | 1.2%                     |
| Denmark                                     | 30,558,000           | 5.0%                     |
| Ireland                                     | 13,444,017           | 2.2%                     |
| Switzerland                                 | 17,238,791           | 2.8%                     |
| United Kingdom                              | 41,820,486           | 6.8%                     |
| United States                               | 493,217,772          | 80.5%                    |
| Short-Term Investments and Other Assets-Net | 9,219,055            | 1.5%                     |
|   | <b>\$612,812,584</b> | <b>100.0%</b>            |

The following is a summary, categorized by Level (see Note A of Notes to Financial Statements), of inputs used to value the Fund's investments as of December 31, 2019:

| Asset Valuation Inputs             | Level 1              | Level 2             | Level 3    | Total                |
|------------------------------------|----------------------|---------------------|------------|----------------------|
| Investments:                       |                      |                     |            |                      |
| Common Stocks                      |                      |                     |            |                      |
| Electrical Equipment               | \$ —                 | \$18,060,252        | \$—        | \$ 18,060,252        |
| Pharmaceuticals                    | —                    | 17,238,791          | —          | 17,238,791           |
| Specialty Chemicals                | —                    | 12,497,748          | —          | 12,497,748           |
| Other Common Stocks <sup>(a)</sup> | 555,796,738          | —                   | —          | 555,796,738          |
| Total Common Stocks                | 555,796,738          | 47,796,791          | —          | 603,593,529          |
| Short-Term Investments             | —                    | 8,886,349           | —          | 8,886,349            |
| <b>Total Investments</b>           | <b>\$555,796,738</b> | <b>\$56,683,140</b> | <b>\$—</b> | <b>\$612,479,878</b> |

(a) The Schedule of Investments provides information on the industry categorization as well as a Positions by Country summary.

<sup>^</sup> A balance indicated with a “—”, reflects either a zero balance or an amount that rounds to less than 1.

# Statement of Assets and Liabilities

## Neuberger Berman Advisers Management Trust

|  | <b>SUSTAINABLE<br/>EQUITY<br/>PORTFOLIO</b> |
|--|---|
|  | <b>December 31, 2019</b>                    |
| <b>Assets</b>  |   |
| Investments in securities, at value* (Note A)—see Schedule of Investments: |   |
| Unaffiliated issuers <sup>(a)</sup>  | \$612,479,878                               |
| Foreign currency <sup>(b)</sup>  | 11  |
| Dividends and interest receivable  | 682,945                                     |
| Receivable for securities sold   | 157,198                                     |
| Receivable for Fund shares sold  | 177,798                                     |
| Prepaid expenses and other assets  | 19,415                                      |
| Total Assets   | <u>613,517,245</u>                          |
| <b>Liabilities</b>   |   |
| Payable to investment manager—net (Note B)                                 | 273,160                                     |
| Payable for Fund shares redeemed   | 152,531                                     |
| Payable to administrator—net (Note B)                                      | 178,829                                     |
| Payable for audit fees   | 46,156                                      |
| Other accrued expenses and payables  | 53,985                                      |
| Total Liabilities  | <u>704,661</u>                              |
| Net Assets   | <u>\$612,812,584</u>                        |
| <b>Net Assets consist of:</b>  |   |
| Paid-in capital  | \$413,021,024                               |
| Total distributable earnings/(losses)                                      | 199,791,560                                 |
| Net Assets   | <u>\$612,812,584</u>                        |
| <b>Net Assets</b>  |   |
| Class I  | \$491,329,839                               |
| Class S  | 121,482,745                                 |
| <b>Shares Outstanding (\$.001 par value; unlimited shares authorized)</b>  |   |
| Class I  | 18,273,732                                  |
| Class S  | 4,504,040                                   |
| <b>Net Asset Value, offering and redemption price per share</b>            |   |
| Class I  | \$26.89                                     |
| Class S  | 26.97                                       |
| <b>*Cost of Investments:</b>   |   |
| (a) Unaffiliated issuers   | \$439,339,392                               |
| (b) Total cost of foreign currency   | <u>\$11</u>                                 |

# Statement of Operations

## Neuberger Berman Advisers Management Trust

|  | <b>SUSTAINABLE<br/>EQUITY<br/>PORTFOLIO</b>                |
|--|--|
|  | <b>For the<br/>Fiscal Year Ended<br/>December 31, 2019</b> |
| <b>Investment Income:</b>  |  |
| Income (Note A):   |  |
| Dividend income—unaffiliated issuers                                     | \$8,520,966  |
| Interest and other income—unaffiliated issuers                           | 185,011  |
| Foreign taxes withheld   | (188,340)  |
| Total income   | <u>\$8,517,637</u>   |
| <b>Expenses:</b>   |  |
| Investment management fees (Note B)                                      | 2,865,478  |
| Administration fees (Note B):  |  |
| Class I  | 1,300,373  |
| Class S  | 309,061  |
| Distribution fees (Note B):  |  |
| Class S  | 257,551  |
| Audit fees   | 46,156   |
| Custodian and accounting fees  | 90,224   |
| Insurance  | 14,916   |
| Legal fees   | 139,490  |
| Shareholder reports  | 110,850  |
| Trustees' fees and expenses  | 48,214   |
| Interest   | 36   |
| Miscellaneous  | 45,140   |
| Total expenses   | <u>5,227,489</u>   |
| Expenses reimbursed by Management (Note B)                               | (1,611)  |
| Total net expenses   | <u>5,225,878</u>   |
| Net investment income/(loss)   | <u>\$3,291,759</u>   |
| <b>Realized and Unrealized Gain/(Loss) on Investments (Note A):</b>      |  |
| <b>Net realized gain/(loss) on:</b>                                      |  |
| Transactions in investment securities of unaffiliated issuers            | 23,859,791   |
| Settlement of foreign currency transactions                              | (5,638)  |
| <b>Change in net unrealized appreciation/(depreciation) in value of:</b> |  |
| Investment securities of unaffiliated issuers                            | 86,942,639   |
| Foreign currency translations  | 7,813  |
| Net gain/(loss) on investments   | <u>110,804,605</u>   |
| Net increase/(decrease) in net assets resulting from operations          | <u>\$114,096,364</u>                                       |

# Statements of Changes in Net Assets

## Neuberger Berman Advisers Management Trust

|   | <b>SUSTAINABLE EQUITY<br/>PORTFOLIO</b>            |  |
|---|--|--|
|   | <b>Fiscal Year Ended<br/>December 31,<br/>2019</b> | <b>Fiscal Year Ended<br/>December 31,<br/>2018</b> |
| <b>Increase/(Decrease) in Net Assets:</b>   |  |  |
| <b>From Operations (Note A):</b>  |  |  |
| Net investment income/(loss)  | \$3,291,759  | \$2,253,151  |
| Net realized gain/(loss) on investments   | 23,854,153   | 31,779,438   |
| Change in net unrealized appreciation/(depreciation) of investments               | 86,950,452   | (57,486,060)                                       |
| Net increase/(decrease) in net assets resulting from operations                   | <u>114,096,364</u>                                 | <u>(23,453,471)</u>                                |
| <b>Distributions to Shareholders From (Note A):</b>                               |  |  |
| Distributable earnings:   |  |  |
| Class I   | (27,383,729)                                       | (22,066,494)                                       |
| Class S   | (6,650,912)  | (4,403,246)  |
| Total distributions to shareholders   | <u>(34,034,641)</u>                                | <u>(26,469,740)</u>                                |
| <b>From Fund Share Transactions (Note D):</b>                                     |  |  |
| Proceeds from shares sold:  |  |  |
| Class I   | 50,062,884   | 8,513,562  |
| Class S   | 48,642,200   | 5,816,916  |
| Proceeds from reinvestment of dividends and distributions:                        |  |  |
| Class I   | 27,383,729   | 22,066,494   |
| Class S   | 6,650,912  | 4,403,246  |
| Proceeds from shares issued in connection with tax-free reorganizations (Note F): |  |  |
| Class I   | 51,104,256   | —  |
| Class S   | 125,163  | —  |
| Payments for shares redeemed:   |  |  |
| Class I   | (42,305,183)                                       | (29,595,142)                                       |
| Class S   | <u>(17,528,030)</u>                                | <u>(17,992,156)</u>                                |
| Net increase/(decrease) from Fund share transactions                              | 124,135,931  | (6,787,080)  |
| <b>Net Increase/(Decrease) in Net Assets</b>                                      | <b>204,197,654</b>                                 | <b>(56,710,291)</b>                                |
| <b>Net Assets:</b>  |  |  |
| Beginning of year   | 408,614,930  | 465,325,221  |
| End of year   | <u>\$612,812,584</u>                               | <u>\$408,614,930</u>                               |

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# Notes to Financial Statements Sustainable Equity Portfolio

## Note A—Summary of Significant Accounting Policies:

**1 General:** Neuberger Berman Advisers Management Trust (the “Trust”) is a Delaware statutory trust organized pursuant to an Amended and Restated Trust Instrument dated March 27, 2014. The Trust is currently comprised of six separate operating series (each individually a “Fund,” and collectively the “Funds”) each of which is diversified. The Trust is registered as an open-end management investment company under the Investment Company Act of 1940, as amended (the “1940 Act”), and its shares are registered under the Securities Act of 1933, as amended. Neuberger Berman Advisers Management Trust Sustainable Equity Portfolio (the “Fund”) currently offers Class I and Class S shares. The Trust’s Board of Trustees (the “Board”) may establish additional series or classes of shares without the approval of shareholders.

A balance indicated with a “—”, reflects either a zero balance or a balance that rounds to less than 1.

The assets of each Fund belong only to that Fund, and the liabilities of each Fund are borne solely by that Fund and no other.

The Fund is an investment company and accordingly follows the investment company accounting and reporting guidance of the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 946 “Financial Services—Investment Companies.”

The preparation of financial statements in accordance with U.S. generally accepted accounting principles (“GAAP”) requires Neuberger Berman Investment Advisers LLC (“Management” or “NBIA”) to make estimates and assumptions at the date of the financial statements. Actual results could differ from those estimates.

Shares of the Fund are not available to the general public and may be purchased only by life insurance companies to serve as an investment vehicle for premiums paid under their variable annuity and variable life insurance contracts and to certain qualified pension and other retirement plans.

**2 Portfolio valuation:** In accordance with ASC 820 “Fair Value Measurement” (“ASC 820”), all investments held by the Fund are carried at the value that Management believes the Fund would receive upon selling an investment in an orderly transaction to an independent buyer in the principal or most advantageous market for the investment under current market conditions. Various inputs, including the volume and level of activity for the asset or liability in the market, are considered in valuing the Fund’s investments, some of which are discussed below. Significant Management judgment may be necessary to value investments in accordance with ASC 820.

ASC 820 established a three-tier hierarchy of inputs to create a classification of value measurements for disclosure purposes. The three-tier hierarchy of inputs is summarized in the three broad Levels listed below.

- Level 1—quoted prices in active markets for identical investments
- Level 2—other observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, amortized cost, etc.)
- Level 3—unobservable inputs (including the Fund’s own assumptions in determining the fair value of investments)

The inputs or methodology used for valuing an investment are not necessarily an indication of the risk associated with investing in those securities.

The value of the Fund’s investments in equity securities, for which market quotations are readily available, is generally determined by Management by obtaining valuations from independent pricing services based on the latest sale price quoted on a principal exchange or market for that security (Level 1 inputs). Securities traded primarily on the NASDAQ Stock Market are normally valued at the NASDAQ Official Closing Price (“NOCP”) provided by NASDAQ each business day. The NOCP is the most recently reported price as of 4:00:02 p.m., Eastern

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Time, unless that price is outside the range of the “inside” bid and asked prices (i.e., the bid and asked prices that dealers quote to each other when trading for their own accounts); in that case, NASDAQ will adjust the price to equal the inside bid or asked price, whichever is closer. Because of delays in reporting trades, the NOCP may not be based on the price of the last trade to occur before the market closes. If there is no sale of a security on a particular day, the independent pricing services may value the security based on market quotations.

Management has developed a process to periodically review information provided by independent pricing services for all types of securities.

Certificates of deposit are valued at amortized cost (Level 2 inputs).

Investments in non-exchange traded investment companies are valued using the respective fund’s daily calculated net asset value (“NAV”) per share (Level 2 inputs).

If a valuation is not available from an independent pricing service, or if Management has reason to believe that the valuation received does not represent the amount the Fund might reasonably expect to receive on a current sale in an orderly transaction, Management seeks to obtain quotations from brokers or dealers (generally considered Level 2 or Level 3 inputs depending on the number of quotes available). If such quotations are not readily available, the security is valued using methods the Board has approved in the good-faith belief that the resulting valuation will reflect the fair value of the security. Numerous factors may be considered when determining the fair value of a security based on Level 2 or Level 3 inputs, including available analyst, media or other reports, securities within the same industry with recent highly correlated performance, trading in futures or American Depositary Receipts and whether the issuer of the security being fair valued has other securities outstanding.

The value of the Fund’s investments in foreign securities is generally determined using the same valuation methods and inputs as other Fund investments, as discussed above. Foreign security prices expressed in local currency values are normally translated from the local currency into U.S. dollars using the exchange rates as of 4:00 p.m., Eastern Time on days the New York Stock Exchange (“NYSE”) is open for business. The Board has approved the use of ICE Data Pricing and Reference Data LLC (“ICE”) to assist in determining the fair value of foreign equity securities when changes in the value of a certain index suggest that the closing prices on the foreign exchanges may no longer represent the amount that the Fund could expect to receive for those securities or on days when foreign markets are closed and U.S. markets are open. In each of these events, ICE will provide adjusted prices for certain foreign equity securities using a statistical analysis of historical correlations of multiple factors (Level 2 inputs). In the absence of precise information about the market values of these foreign securities as of the time as of which the Fund’s share price is calculated, the Board has determined on the basis of available data that prices adjusted or evaluated in this way are likely to be closer to the prices the Fund could realize on a current sale than are the prices of those securities established at the close of the foreign markets in which the securities primarily trade.

Fair value prices are necessarily estimates, and there is no assurance that such a price will be at or close to the price at which the security is next quoted or next trades.

- 3 Foreign currency translations:** The accounting records of the Fund are maintained in U.S. dollars. Foreign currency amounts are normally translated into U.S. dollars using the exchange rate as of 4:00 p.m. Eastern Time, on days the NYSE is open for business, to determine the value of investments, other assets and liabilities. Purchase and sale prices of securities, and income and expenses, are translated into U.S. dollars at the prevailing rate of exchange on the respective dates of such transactions. Net unrealized foreign currency gain/(loss), if any, arises from changes in the value of assets and liabilities, other than investments in securities, as a result of changes in exchange rates and is stated separately in the Statement of Operations.
- 4 Securities transactions and investment income:** Securities transactions are recorded on trade date for financial reporting purposes. Dividend income is recorded on the ex-dividend date or, for certain foreign dividends, as soon as the Fund becomes aware of the dividends. Non-cash dividends included in dividend income, if any, are recorded at the fair market value of the securities received. Interest income, including accretion of discount

(adjusted for original issue discount, where applicable), and amortization of premium, where applicable, is recorded on the accrual basis. Realized gains and losses from securities transactions and foreign currency transactions, if any, are recorded on the basis of identified cost and stated separately in the Statement of Operations. Included in net realized gain/(loss) on investments are proceeds from the settlement of class action litigation(s) in which the Fund participated as a class member. The amount of such proceeds for the year ended December 31, 2019, was \$596.

- 5 Income tax information:** The Fund is treated as a separate entity for U.S. federal income tax purposes. It is the policy of the Fund to continue to qualify for treatment as a regulated investment company (“RIC”) by complying with the requirements of the U.S. Internal Revenue Code applicable to RICs and to distribute substantially all of its net investment income and net realized capital gains to its shareholders. To the extent the Fund distributes substantially all of its net investment income and net realized capital gains to shareholders, no federal income or excise tax provision is required.

The Fund has adopted the provisions of ASC 740 “Income Taxes” (“ASC 740”). ASC 740 sets forth a minimum threshold for financial statement recognition of a tax position taken, or expected to be taken, in a tax return. The Fund recognizes interest and penalties, if any, related to unrecognized tax positions as an income tax expense in the Statement of Operations. The Fund is subject to examination by U.S. federal and state tax authorities for returns filed for the tax years for which the applicable statutes of limitations have not yet expired. As of December 31, 2019, the Fund did not have any unrecognized tax positions.

At December 31, 2019, the cost for all long security positions for U.S. federal income tax purposes was \$440,307,172. Gross unrealized appreciation of long security positions and derivative instruments, if any, was \$184,681,851 and gross unrealized depreciation of long security positions and derivative instruments, if any, was \$12,509,145 resulting in net unrealized appreciation of \$172,172,706 based on cost for U.S. federal income tax purposes.

Income distributions and capital gain distributions are determined in accordance with income tax regulations, which may differ from GAAP. These differences are primarily due to differing treatments of income and gains on various investment securities held by the Fund, timing differences and differing characterization of distributions made by the Fund. The Fund may also utilize earnings and profits distributed to shareholders on redemption of their shares as a part of the dividends-paid deduction for income tax purposes.

Any permanent differences resulting from different book and tax treatment are reclassified at year-end and have no impact on net income, NAV or NAV per share of the Fund. For the year ended December 31, 2019, the Fund recorded the following permanent reclassifications primarily related to book to tax differences transferred to a surviving fund due to a reorganization. For the year ended December 31, 2019, the Fund recorded the following permanent reclassifications:

| <b>Paid-in Capital</b> | <b>Total Distributable Earnings/(Losses)</b> |
|------------------------|--|
| \$137,842              | \$(137,842)                                  |

The tax character of distributions paid during the years ended December 31, 2019, and December 31, 2018, was as follows:

|                        |             | <b>Distributions Paid From:</b> |              |              |              |
|------------------------|-------------|---------------------------------|--------------|--------------|--------------|
| <b>Ordinary Income</b> |             | <b>Long-Term Capital Gain</b>   |              | <b>Total</b> |              |
| <b>2019</b>            | <b>2018</b> | <b>2019</b>                     | <b>2018</b>  | <b>2019</b>  | <b>2018</b>  |
| \$2,241,408            | \$4,303,645 | \$31,793,233                    | \$22,166,095 | \$34,034,641 | \$26,469,740 |

As of December 31, 2019, the components of distributable earnings (accumulated losses) on a U.S. federal income tax basis were as follows:

| Undistributed Ordinary Income | Undistributed Long-Term Capital Gain | Unrealized Appreciation/ (Depreciation) | Loss Carryforwards and Deferrals | Other Temporary Differences | Total         |
|-------------------------------|--------------------------------------|---|----------------------------------|-----------------------------|---------------|
| \$3,284,616                   | \$24,327,166                         | \$172,179,778                           | \$—                              | \$—                         | \$199,791,560 |

The temporary differences between book basis and tax basis distributable earnings are primarily due to: losses disallowed and recognized on wash sales and tax adjustments related to other investments.

- 6 Distributions to shareholders:** The Fund may earn income, net of expenses, daily on its investments. Distributions from net investment income and net realized capital gains, if any, are generally distributed once a year (usually in October) and are recorded on the ex-date.

It is the policy of the Fund to pass through to its shareholders substantially all real estate investment trust (“REIT”) distributions and other income it receives, less operating expenses. The distributions the Fund receives from REITs are generally composed of income, capital gains, and/or return of REIT capital, but the REITs do not report this information to the Fund until the following calendar year. At December 31, 2019, the Fund estimated these amounts for the period January 1, 2019 to December 31, 2019 within the financial statements because the 2019 information is not available from the REITs until after the Fund’s fiscal year-end. All estimates are based upon REIT information sources available to the Fund together with actual IRS Forms 1099-DIV received to date. For the year ended December 31, 2019, the character of distributions, if any, paid to shareholders of the Fund disclosed within the Statements of Changes in Net Assets is based on estimates made at that time. Based on past experience it is possible that a portion of the Fund’s distributions during the current fiscal year, if any, will be considered tax return of capital, but the actual amount of the tax return of capital, if any, is not determinable until after the Fund’s fiscal year-end. After calendar year-end, when the Fund learns the nature of the distributions paid by REITs during that year, distributions previously identified as income are often re-characterized as return of capital and/or capital gain. After all applicable REITs have informed the Fund of the actual breakdown of distributions paid to the Fund during its fiscal year, estimates previously recorded are adjusted on the books of the Fund to reflect actual results. As a result, the composition of the Fund’s distributions as reported herein may differ from the final composition determined after calendar year-end and reported to Fund shareholders on IRS Form 1099-DIV.

- 7 Foreign taxes:** Foreign taxes withheld, if any, represent amounts withheld by foreign tax authorities, net of refunds recoverable.
- 8 Expense allocation:** Certain expenses are applicable to multiple funds within the complex of related investment companies. Expenses directly attributable to a fund are charged to that fund. Expenses of the Trust that are not directly attributable to a particular series of the Trust (e.g., the Fund) are allocated among the series of the Trust, on the basis of relative net assets, except where a more appropriate allocation of expenses to each of the series can otherwise be made fairly. Expenses borne by the complex of related investment companies, which includes open-end and closed-end investment companies for which NBIA serves as investment manager, that are not directly attributable to a particular investment company in the complex (e.g., the Trust) or series thereof are allocated among the investment companies in the complex or series thereof on the basis of relative net assets, except where a more appropriate allocation of expenses to each of the investment companies in the complex or series thereof can otherwise be made fairly. The Fund’s expenses (other than those specific to each class) are allocated proportionally each day among its classes based upon the relative net assets of each class.
- 9 Investments in foreign securities:** Investing in foreign securities may involve sovereign and other risks, in addition to the credit and market risks normally associated with domestic securities. These additional risks include the possibility of adverse political and economic developments (including political instability, nationalization, expropriation, or confiscatory taxation) and the potentially adverse effects of unavailability of public information regarding issuers, less governmental supervision and regulation of financial markets, reduced liquidity of certain



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financial markets, and the lack of uniform accounting, auditing, and financial reporting standards or the application of standards that are different or less stringent than those applied in the United States. Foreign securities also may experience greater price volatility, higher rates of inflation, and delays in settlement.

- 10 Investment company securities and exchange-traded funds:** The Fund may invest in shares of other registered investment companies, including exchange-traded funds (“ETFs”), within the limitations prescribed by (a) the 1940 Act, (b) the exemptive order from the Securities and Exchange Commission (“SEC”) that permits the Fund to invest in both affiliated and unaffiliated investment companies, including ETFs, in excess of the limits in Section 12(d)(1)(A) of the 1940 Act, subject to the terms and conditions of such order, or (c) the ETF’s exemptive order or other relief. Some ETFs seek to track the performance of a particular market index. These indices include both broad-based market indices and more narrowly-based indices, including those relating to particular sectors, markets, regions or industries. However, some ETFs have an actively-managed investment objective. ETF shares are traded like traditional equity securities on a national securities exchange or NASDAQ. The Fund will indirectly bear its proportionate share of any management fees and other expenses paid by such other investment companies, which will decrease returns.
- 11 Securities lending:** The Fund, using State Street Bank and Trust Company (“State Street”) as its lending agent, may loan securities to qualified brokers and dealers in exchange for negotiated lender’s fees. These fees, if any, would be disclosed within the Statement of Operations under the caption “Income from securities loaned-net” and are net of expenses retained by State Street as compensation for its services as lending agent.

The initial cash collateral received by the Fund at the beginning of each transaction shall have a value equal to at least 102% of the prior day’s market value of the loaned securities (105% in the case of international securities). Thereafter, the value of the cash collateral is monitored on a daily basis, and cash collateral is moved daily between a counterparty and the Fund until the close of the transaction. The Fund may only receive collateral in the form of cash (U.S. dollars). Cash collateral is generally invested in a money market fund registered under the 1940 Act that is managed by an affiliate of State Street. The risks associated with lending portfolio securities include, but are not limited to, possible delays in receiving additional collateral or in the recovery of the loaned securities. Any increase or decrease in the fair value of the securities loaned and any interest earned or dividends paid or owed on those securities during the term of the loan would accrue to the Fund.

As of December 31, 2019, the Fund did not participate in securities lending.

- 12 Indemnifications:** Like many other companies, the Trust’s organizational documents provide that its officers (“Officers”) and trustees (“Trustees”) are indemnified against certain liabilities arising out of the performance of their duties to the Trust. In addition, both in some of its principal service contracts and in the normal course of its business, the Trust enters into contracts that provide indemnifications to other parties for certain types of losses or liabilities. The Trust’s maximum exposure under these arrangements is unknown as this could involve future claims against the Trust.
- 13 Other:** All net investment income and realized and unrealized capital gains and losses of the Fund are allocated, on the basis of relative net assets, pro rata among its respective classes.

## Note B—Investment Management Fees, Administration Fees, Distribution Arrangements, and Other Transactions with Affiliates:

The Fund retains NBIA as its investment manager under a Management Agreement. For such investment management services, the Fund pays NBIA a fee at the annual rate of 0.55% of the first \$250 million of the Fund’s average daily net assets, 0.525% of the next \$250 million, 0.50% of the next \$250 million, 0.475% of the next \$250 million, 0.45% of the next \$500 million, 0.425% of the next \$2.5 billion, and 0.40% of average daily net assets in excess of \$4 billion. Accordingly, for the year ended December 31, 2019, the investment management fee pursuant to the Management Agreement was equivalent to an annual effective rate of 0.53% of the Fund’s average daily net assets.

The Fund retains NBIA as its administrator under an Administration Agreement. Each class pays NBIA an administration fee at the annual rate of 0.30% of its average daily net assets under this agreement. Additionally, NBIA retains State Street as its sub-administrator under a Sub-Administration Agreement. NBIA pays State Street a fee for all services received under the Sub-Administration Agreement.

NBIA has contractually agreed to waive fees and/or reimburse the Fund’s Class I and Class S shares so that the total annual operating expenses of those classes do not exceed the expense limitations as detailed in the following table. These undertakings exclude interest, taxes, transaction costs, brokerage commissions, acquired fund fees and expenses, extraordinary expenses, and dividend and interest expenses relating to short sales, if any (commitment fees relating to borrowings are treated as interest for purposes of this exclusion) (“annual operating expenses”); consequently, net expenses may exceed the contractual expense limitations. The Fund has agreed that each of its classes will repay NBIA for fees and expenses waived or reimbursed for that class provided that repayment does not cause that class’s annual operating expenses to exceed its contractual expense limitation in place at the time the fees and expenses were waived or reimbursed, or the expense limitation in place at the time the Fund repays NBIA, whichever is lower. Any such repayment must be made within three years after the year in which NBIA incurred the expense.

During the year ended December 31, 2019, there was no repayment to NBIA under these agreements.

At December 31, 2019, the Fund’s contingent liabilities to NBIA under the agreements were as follows:

| Class   | Contractual<br>Expense<br>Limitation <sup>(a)</sup> | Expiration | Expenses Reimbursed in<br>Year Ended December 31, |        |       |
|---------|---|------------|---|--------|-------|
|         |   |            | 2017  | 2018   | 2019  |
|         |   |            | Subject to Repayment until December 31,           |        |       |
|         |   |            | 2020  | 2021   | 2022  |
| Class I | 1.30%   | 12/31/22   | \$—   | \$—    | \$—   |
| Class S | 1.17%   | 12/31/22   | 15,076  | 20,826 | 1,611 |

- (a) Expense limitation per annum of the respective class’s average daily net assets.

Neuberger Berman BD LLC (the “Distributor”) is the Fund’s “principal underwriter” within the meaning of the 1940 Act. It acts as agent in arranging for the sale of the Fund’s Class I shares without sales commission or other compensation and bears all advertising and promotion expenses incurred in the sale of those shares. The Board adopted a non-fee distribution plan for the Fund’s Class I shares.

The Board has adopted a distribution and shareholder services plan (the “Plan”) for Class S shares pursuant to Rule 12b-1 under the 1940 Act. The Plan provides that, as compensation for administrative and other services related to the sale and distribution of Class S shares, and ongoing services provided to investors in the class, the Distributor receives from Class S a fee at the annual rate of 0.25% of Class S’s average daily net assets. The Distributor may pay a portion of the proceeds from the 12b-1 fee to institutions that provide such services, including insurance companies or their affiliates and qualified plan administrators (“intermediaries”) for services they provide respecting the Fund to current and prospective variable contract owners and qualified plan participants that invest in the Fund through the intermediaries. Those institutions may use the payments for, among other purposes, compensating employees engaged in sales and/or shareholder servicing. The amount of fees paid by the class during any year may be more or less than the cost of distribution and other services provided to the class. FINRA rules limit the amount of annual distribution fees that may be paid by a mutual fund and impose a ceiling on the cumulative distribution fees paid. The Plan complies with those rules.

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## Note C—Securities Transactions:

During the year ended December 31, 2019, there were purchase and sale transactions of long-term securities of \$108,454,406 and \$131,799,460, respectively.

During the year ended December 31, 2019, no brokerage commissions on securities transactions were paid to affiliated brokers.

## Note D—Fund Share Transactions:

Share activity for the years ended December 31, 2019, and December 31, 2018, was as follows:

### For the Year Ended December 31, 2019

|         | Shares Sold | Shares Issued on Reinvestment of Dividends and Distributions | Shares Issued in Connection With Tax-Free Reorganization (see Note F) | Shares Redeemed | Total     |
|---------|-------------|--|---|-----------------|-----------|
| Class I | 1,935,571   | 1,095,787  | 1,956,524   | (1,650,810)     | 3,337,072 |
| Class S | 1,862,001   | 265,188  | 4,775   | (680,000)       | 1,451,964 |

### For the Year Ended December 31, 2018

|         | Shares Sold | Shares Issued on Reinvestment of Dividends and Distributions | Shares Redeemed | Total     |
|---------|-------------|--|-----------------|-----------|
| Class I | 335,290     | 891,936  | (1,116,631)     | 110,595   |
| Class S | 221,485     | 177,122  | (681,518)       | (282,911) |

## Note E—Line of Credit:

At December 31, 2019, the Fund was a participant in a syndicated committed, unsecured \$700,000,000 line of credit (the “Credit Facility”), to be used only for temporary or emergency purposes. Series of other investment companies managed by NBIA also participate in this line of credit on substantially the same terms. Interest is charged on borrowings under this Credit Facility at the highest of (a) a federal funds effective rate plus 1.00% per annum, (b) a Eurodollar rate for a one-month period plus 1.00% per annum, and (c) an overnight bank funding rate plus 1.00% per annum. The Credit Facility has an annual commitment fee of 0.15% per annum of the available line of credit, which is paid quarterly. The Fund has agreed to pay its pro rata share of the annual commitment fee, based on the ratio of its individual net assets to the net assets of all participants at the time the fee is due, and interest charged on any borrowing made by the Fund and other costs incurred by the Fund. Because several mutual funds participate in the Credit Facility, there is no assurance that the Fund will have access to all or any part of the \$700,000,000 at any particular time. There were no loans outstanding under the Credit Facility at December 31, 2019. During the year ended December 31, 2019, the Fund did not utilize the Credit Facility.

## Note F—Reorganizations:

At a meeting held on December 13, 2018, the Board of the Trust approved two separate tax-free reorganizations of Neuberger Berman Advisers Management Trust Guardian Portfolio (“Guardian Portfolio”) and Neuberger Berman Advisers Management Trust Large Cap Value Portfolio (“Large Cap Value Portfolio”) (each, a “Merging Portfolio”) into the Fund (the “Surviving Portfolio,” and together with the Merging Portfolios, the “Reorganization Portfolios”). All Reorganization Portfolios are series of the Trust. After the close of business on April 30, 2019, the

Surviving Portfolio acquired all of the net assets of the Merging Portfolios in a tax-free exchange of shares pursuant to the Plan of Reorganization and Dissolution approved by the Board. Accordingly, shareholders of each Merging Portfolio became shareholders of the Surviving Portfolio.

|                    | Shares Prior to | Shares Issued by | Net Assets Prior  |
|--------------------|-----------------|------------------|-------------------|
| Guardian Portfolio | Reorganization  | the Surviving    | to Reorganization |
|                    |                 | Portfolio        |                   |
| Class I            | 743,986         | 308,792          | \$8,065,623       |
| Class S            | 11,758          | 4,775            | 125,163           |

|                 | Shares Prior to | Shares Issued by | Net Assets Prior  |
|-----------------|-----------------|------------------|-------------------|
| Large Cap       | Reorganization  | the Surviving    | to Reorganization |
| Value Portfolio |                 | Portfolio        |                   |
| Class I         | 3,418,695       | 1,647,732        | \$43,038,633      |

The appreciation of Guardian Portfolio and Large Cap Value Portfolio were \$2,282,095 and \$389,841, respectively, as of the date of the reorganization. The combined net assets of the Surviving Portfolio immediately after the reorganization were \$594,631,684. For financial reporting purposes, assets received and shares issued by the Surviving Portfolio were recorded at fair value; however, the cost basis of the investments received from the Merging Portfolios were carried forward to align ongoing reporting of the Surviving Portfolio's realized and unrealized gains and losses with amounts distributable to shareholders for tax purposes.

Assuming the reorganization had been completed on January 1, 2019, the beginning of the reporting period of the Surviving Portfolio, the Surviving Portfolio's pro forma results of operations for the year ended December 31, 2019, were as follows:

|   |               |
|---|---------------|
| Net Investment Income/(Loss)  | \$3,884,108   |
| Net Realized and Unrealized Gains/(Losses) on Investments and Foreign Currency Transactions | \$127,335,428 |
| Net Increase/(Decrease) in Net Assets resulting from Operations                             | \$131,219,536 |

Because the combined investment portfolios have been managed as a single integrated portfolio since the reorganization was completed, it is not practicable to separate the amounts of revenue and earnings of the Merging Portfolios that have been included in the Surviving Portfolio's Statement of Operations as of December 31, 2019.

## Note G—Recent Accounting Pronouncement:

In August 2018, FASB issued Accounting Standards Update No. 2018-13, Fair Value Measurement (Topic 820: "Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement") ("ASU 2018-13"). ASU 2018-13 eliminates the requirement to disclose the amount of and reasons for transfers between Level 1 and Level 2 of the fair value hierarchy, the timing of transfers between levels of the fair value hierarchy and the valuation processes for Level 3 fair value measurements. ASU 2018-13 will require the disclosure of the range and weighted average used to develop significant unobservable inputs for Level 3 fair value measurements and the changes in unrealized gains and losses for recurring Level 3 fair value measurements. ASU 2018-13 will also require that information is provided about the measurement uncertainty of Level 3 fair value measurements as of the reporting date. The guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019, and allows for early adoption of either the entire standard or only the provisions that eliminate or modify the disclosure requirements. Management has elected to adopt early the provisions that eliminate the disclosure requirements. Management is still currently evaluating the impact of applying the rest of the guidance.

# Financial Highlights

## Sustainable Equity Portfolio

The following tables include selected data for a share outstanding throughout each year and other performance information derived from the Financial Statements. Amounts that do not round to \$0.01 or \$(0.01) per share are presented as \$0.00 or \$(0.00), respectively. Ratios that do not round to 0.01% or (0.01)% are presented as 0.00% or (0.00)%, respectively. A “—” indicates that the line item was not applicable in the corresponding period.

### Class I

|   | <b>Year Ended December 31,</b> |                      |                      |             |                      |
|---|--------------------------------|----------------------|----------------------|-------------|----------------------|
|   | <b>2019</b>                    | <b>2018</b>          | <b>2017</b>          | <b>2016</b> | <b>2015</b>          |
| <b>Net Asset Value, Beginning of Year</b>                                   | \$22.70                        | \$25.61              | \$22.57              | \$21.46     | \$23.88              |
| <b>Income From Investment Operations:</b>                                   |                                |                      |                      |             |                      |
| <b>Net Investment Income/(Loss)<sup>@</sup></b>                             | 0.17                           | 0.14                 | 0.12                 | 0.13        | 0.16                 |
| <b>Net Gains or Losses on Securities<br/>(both realized and unrealized)</b> | 5.59                           | (1.48)               | 3.99                 | 1.94        | (0.28)               |
| <b>Total From Investment Operations</b>                                     | 5.76                           | (1.34)               | 4.11                 | 2.07        | (0.12)               |
| <b>Less Distributions From:</b>   |                                |                      |                      |             |                      |
| <b>Net Investment Income</b>  | (0.11)                         | (0.13)               | (0.13)               | (0.16)      | (0.14)               |
| <b>Net Realized Capital Gains</b>   | (1.46)                         | (1.44)               | (0.94)               | (0.80)      | (2.16)               |
| <b>Total Distributions</b>  | (1.57)                         | (1.57)               | (1.07)               | (0.96)      | (2.30)               |
| <b>Net Asset Value, End of Year</b>   | \$26.89                        | \$22.70              | \$25.61              | \$22.57     | \$21.46              |
| <b>Total Return<sup>†</sup></b>   | 25.88% <sup>^</sup>            | (5.73)% <sup>^</sup> | 18.43% <sup>^†</sup> | 9.86%       | (0.46)% <sup>^</sup> |
| <b>Ratios/Supplemental Data</b>   |                                |                      |                      |             |                      |
| <b>Net Assets, End of Year (in millions)</b>                                | \$491.3                        | \$339.0              | \$379.6              | \$329.1     | \$307.6              |
| <b>Ratio of Gross Expenses to Average Net Assets<sup>#</sup></b>            | 0.93%                          | 0.95%                | 0.94%                | 1.00%       | 0.98%                |
| <b>Ratio of Net Expenses to Average Net Assets</b>                          | 0.93%                          | 0.95%                | 0.93% <sup>β</sup>   | 1.00%       | 0.98%                |
| <b>Ratio of Net Investment Income/(Loss) to Average<br/>Net Assets</b>      | 0.67%                          | 0.53%                | 0.50% <sup>β</sup>   | 0.59%       | 0.70%                |
| <b>Portfolio Turnover Rate</b>  | 21% <sup>ñ</sup>               | 13%                  | 18%                  | 31%         | 24%                  |

## Financial Highlights (cont'd)

### Class S

|   | Year Ended December 31, |                      |                      |         |                      |
|---|-------------------------|----------------------|----------------------|---------|----------------------|
|   | 2019                    | 2018                 | 2017                 | 2016    | 2015                 |
| <b>Net Asset Value, Beginning of Year</b>                                   | \$22.79                 | \$25.69              | \$22.66              | \$21.54 | \$23.93              |
| <b>Income From Investment Operations:</b>                                   |                         |                      |                      |         |                      |
| <b>Net Investment Income/(Loss)<sup>®</sup></b>                             | 0.10                    | 0.08                 | 0.06                 | 0.09    | 0.12                 |
| <b>Net Gains or Losses on Securities<br/>(both realized and unrealized)</b> | 5.61                    | (1.48)               | 3.99                 | 1.94    | (0.27)               |
| <b>Total From Investment Operations</b>                                     | 5.71                    | (1.40)               | 4.05                 | 2.03    | (0.15)               |
| <b>Less Distributions From:</b>   |                         |                      |                      |         |                      |
| <b>Net Investment Income</b>  | (0.07)                  | (0.06)               | (0.08)               | (0.11)  | (0.08)               |
| <b>Net Realized Capital Gains</b>   | (1.46)                  | (1.44)               | (0.94)               | (0.80)  | (2.16)               |
| <b>Total Distributions</b>  | (1.53)                  | (1.50)               | (1.02)               | (0.91)  | (2.24)               |
| <b>Net Asset Value, End of Year</b>   | \$26.97                 | \$22.79              | \$25.69              | \$22.66 | \$21.54              |
| <b>Total Return<sup>†</sup></b>   | 25.58% <sup>^</sup>     | (5.94)% <sup>^</sup> | 18.11% <sup>^‡</sup> | 9.64%   | (0.59)% <sup>^</sup> |
| <b>Ratios/Supplemental Data</b>   |                         |                      |                      |         |                      |
| <b>Net Assets, End of Year (in millions)</b>                                | \$121.5                 | \$ 69.6              | \$ 85.7              | \$ 78.2 | \$ 74.9              |
| <b>Ratio of Gross Expenses to Average Net Assets<sup>#</sup></b>            | 1.18%                   | 1.20%                | 1.19%                | 1.25%   | 1.23%                |
| <b>Ratio of Net Expenses to Average Net Assets</b>                          | 1.17%                   | 1.17%                | 1.17% <sup>β</sup>   | 1.17%   | 1.17%                |
| <b>Ratio of Net Investment Income/(Loss) to Average<br/>Net Assets</b>      | 0.39%                   | 0.31%                | 0.25% <sup>β</sup>   | 0.42%   | 0.52%                |
| <b>Portfolio Turnover Rate</b>  | 21% <sup>ñ</sup>        | 13%                  | 18%                  | 31%     | 24%                  |

## Notes to Financial Highlights Sustainable Equity Portfolio

- @ Calculated based on the average number of shares outstanding during each fiscal period.
- † Total return based on per share NAV reflects the effects of changes in NAV on the performance of the Fund during each fiscal period. Returns assume income dividends and other distributions, if any, were reinvested. Results represent past performance and do not indicate future results. Current returns may be lower or higher than the performance data quoted. Investment returns and principal will fluctuate and shares, when redeemed, may be worth more or less than original cost. Total return would have been lower if Management had not reimbursed and/or waived certain expenses. The total return information shown does not reflect charges and other expenses that apply to the separate accounts or the related insurance policies or other qualified pension or retirement plans, and the inclusion of these charges and other expenses would reduce the total return for all fiscal periods shown.
- ^ The class action proceeds listed in Note A of the Notes to Financial Statements had no impact on the Fund's total return for the year ended December 31, 2019. The class action proceeds received in 2018, 2017 and 2015 had no impact on the Fund's total return for the years ended December 31, 2018, 2017 and 2015, respectively.
- ‡ In May 2016, the Fund's custodian, State Street, announced that it had identified inconsistencies in the way in which the Fund was invoiced for categories of expenses, particularly those deemed "out-of-pocket" costs, from 1998 through November 2015, and refunded to the Fund certain expenses, plus interest, determined to be payable to the Fund for the period in question. These amounts were refunded to the Fund by State Street during the year ended December 31, 2017. These amounts had no impact on the Fund's total return for the year ended December 31, 2017.
- # Represents the annualized ratios of net expenses to average daily net assets if Management had not reimbursed certain expenses and/or waived a portion of the investment management fee and/or if the Fund had not received refunds, plus interest, from State Street noted in ‡ above for custodian out-of-pocket expenses previously paid during the year ended December 31, 2017. Management did not reimburse or waive fees during the fiscal periods shown for Class I.
- β The custodian expenses refund noted in ‡ above is non-recurring and is included in these ratios. Had the Fund not received the refund, the annualized ratio of net expenses to average net assets and the annualized ratio of net investment income/(loss) to average net assets would have been:

|                | <b>Ratio of Net<br/>Expenses to<br/>Average Net<br/>Assets<br/>Year Ended<br/>December 31, 2017</b> | <b>Ratio of Net<br/>Investment<br/>Income/(Loss)<br/>to Average<br/>Net Assets<br/>Year Ended<br/>December 31, 2017</b> |
|----------------|---|---|
| <b>Class I</b> | 0.94%   | 0.48%   |
| <b>Class S</b> | 1.17%   | 0.25%   |

- ñ After the close of business on April 30, 2019, the Fund acquired all of the net assets of Neuberger Berman Advisers Management Trust Guardian Portfolio ("Guardian") and Neuberger Berman Advisers Management Trust Large Cap Value Portfolio ("Large Cap Value") in a tax-free exchange of shares pursuant to a Plan of Reorganization and Dissolution approved by the Board. Portfolio turnover excludes purchases of \$114,219,008 of securities acquired pursuant to the reorganization, and there were no sales made following a purchase-of-assets transaction relative to the reorganization.

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# Report of Independent Registered Public Accounting Firm

To the Shareholders of  
Sustainable Equity Portfolio and  
Board of Trustees of the Neuberger Berman Advisers Management Trust

## **Opinion on the Financial Statements**

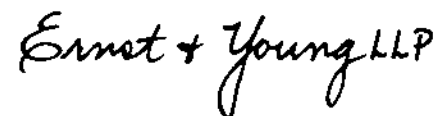
We have audited the accompanying statement of assets and liabilities of Sustainable Equity Portfolio (the “Portfolio”) (one of the portfolios constituting Neuberger Berman Advisers Management Trust (the “Trust”)), including the schedule of investments, as of December 31, 2019, and the related statement of operations for the year then ended, the statements of changes in net assets for each of the two years in the period then ended, the financial highlights for each of the five years in the period then ended and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Portfolio (one of the portfolios constituting Neuberger Berman Advisers Management Trust) at December 31, 2019, the results of its operations for the year then ended, the changes in its net assets for each of the two years in the period then ended and its financial highlights for each of the five years in the period then ended, in conformity with U.S. generally accepted accounting principles.

## **Basis for Opinion**

These financial statements are the responsibility of the Trust’s management. Our responsibility is to express an opinion on the Portfolio’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Trust in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Trust is not required to have, nor were we engaged to perform, an audit of the Trust’s internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Trust’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our procedures included confirmation of securities owned as of December 31, 2019, by correspondence with the custodian and brokers or by other appropriate auditing procedures where replies from others were not received. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

The signature of Ernst & Young LLP is written in a cursive, handwritten style in black ink.

We have served as the auditor of one or more Neuberger Berman investment companies since 1954.

Boston, Massachusetts  
February 11, 2020



## Trustees and Officers

The following tables set forth information concerning the Trustees and Officers of the Fund. All persons named as Trustees and Officers also serve in similar capacities for other funds administered or managed by Neuberger Berman Investment Advisers LLC (“NBIA”). The Fund’s Statement of Additional Information includes additional information about the Trustees as of the time of the Fund’s most recent public offering and is available upon request, without charge, by calling (800) 877-9700.

### Information about the Board of Trustees

| Name, (Year of Birth), and Address <sup>(1)</sup> | Position(s) and Principal Occupation(s) <sup>(3)</sup><br>Length of<br>Time Served <sup>(2)</sup> | Number of<br>Funds in Fund<br>Complex<br>Overseen by<br>Fund Trustee | Other Directorships<br>Held Outside Fund<br>Complex by Fund<br>Trustee <sup>(3)</sup>   |
|---|---|--|---|
| <b>Independent Fund Trustees</b>                  |   |  |   |
| <b>Michael J. Cosgrove (1949)</b>                 | Trustee since<br>2015   | 51   | Director, America Press, Inc. (not-for-profit Jesuit publisher), since 2015; formerly, Director, Fordham University, 2001 to 2018; formerly, Director, The Gabelli Go Anywhere Trust, June 2015 to June 2016; formerly, Director, Skin Cancer Foundation (not-for-profit), 2006 to 2015; formerly, Director, GE Investments Funds, Inc., 1997 to 2014; formerly, Trustee, GE Institutional Funds, 1997 to 2014; formerly, Director, GE Asset Management, 1988 to 2014; formerly, Director, Elfun Trusts, 1988 to 2014; formerly, Trustee, GE Pension & Benefit Plans, 1988 to 2014; formerly, Member of Board of Governors, Investment Company Institute. |

| Name, (Year of Birth), and Address <sup>(1)</sup> | Position(s) and Length of Time Served <sup>(2)</sup> | Principal Occupation(s) <sup>(3)</sup>   | Number of Funds in Fund Complex Overseen by Fund Trustee | Other Directorships Held Outside Fund Complex by Fund Trustee <sup>(3)</sup>  |
|---|--|--|--|---|
| Marc Gary (1952)                                  | Trustee since 2015                                   | Executive Vice Chancellor and Chief Operating Officer, Jewish Theological Seminary, since 2012; formerly, Executive Vice President and General Counsel, Fidelity Investments, 2007 to 2012; formerly, Executive Vice President and General Counsel, BellSouth Corporation, 2004 to 2007; formerly, Vice President and Associate General Counsel, BellSouth Corporation, 2000 to 2004; formerly, Associate, Partner, and National Litigation Practice Co-Chair, Mayer, Brown LLP, 1981 to 2000; formerly, Associate Independent Counsel, Office of Independent Counsel, 1990 to 1992. | 51   | Trustee, Jewish Theological Seminary, since 2015; Director, Legility, Inc. (privately held for-profit company), since 2012; Director, Lawyers Committee for Civil Rights Under Law (not-for-profit), since 2005; formerly, Director, Equal Justice Works (not-for-profit), 2005 to 2014; formerly, Director, Corporate Counsel Institute, Georgetown University Law Center, 2007 to 2012; formerly, Director, Greater Boston Legal Services (not-for-profit), 2007 to 2012. |

| Name, (Year of Birth), and Address <sup>(1)</sup> | Position(s) and Length of Time Served <sup>(2)</sup> | Principal Occupation(s) <sup>(3)</sup>  | Number of Funds in Fund Complex Overseen by Fund Trustee | Other Directorships Held Outside Fund Complex by Fund Trustee <sup>(3)</sup>   |
|---|--|---|--|--|
| <b>Martha C. Goss (1949)</b>                      | Trustee since 2007                                   | President, Woodhill Enterprises Inc./Chase Hollow Associates LLC (personal investment vehicle), since 2006; formerly, Consultant, Resources Global Professionals (temporary staffing), 2002 to 2006; formerly, Chief Financial Officer, Booz-Allen & Hamilton, Inc., 1995 to 1999; formerly, Enterprise Risk Officer, Prudential Insurance, 1994 to 1995; formerly, President, Prudential Asset Management Company, 1992 to 1994; formerly, President, Prudential Power Funding (investments in electric and gas utilities and alternative energy projects), 1989 to 1992; formerly, Treasurer, Prudential Insurance Company, 1983 to 1989. | 51   | Director, American Water (water utility), since 2003; Director, Allianz Life of New York (insurance), since 2005; Director, Berger Group Holdings, Inc. (engineering consulting firm), since 2013; Director, Financial Women's Association of New York (not-for-profit association), since 2003; Trustee Emerita, Brown University, since 1998; Director, Museum of American Finance (not-for-profit), since 2013; formerly, Non-Executive Chair and Director, Channel Reinsurance (financial guaranty reinsurance), 2006 to 2010; formerly, Director, Ocwen Financial Corporation (mortgage servicing), 2005 to 2010; formerly, Director, Claire's Stores, Inc. (retailer), 2005 to 2007; formerly, Director, Parsons Brinckerhoff Inc. (engineering consulting firm), 2007 to 2010; formerly, Director, Bank Leumi (commercial bank), 2005 to 2007; formerly, Advisory Board Member, Attensity (software developer), 2005 to 2007. |
| <b>Michael M. Knetter (1960)</b>                  | Trustee since 2007                                   | President and Chief Executive Officer, University of Wisconsin Foundation, since 2010; formerly, Dean, School of Business, University of Wisconsin—Madison; formerly, Professor of International Economics and Associate Dean, Amos Tuck School of Business—Dartmouth College, 1998 to 2002.  | 51   | Director, 1 William Street Credit Income Fund, since 2018; Board Member, American Family Insurance (a mutual company, not publicly traded), since March 2009; formerly, Trustee, Northwestern Mutual Series Fund, Inc., 2007 to 2011; formerly, Director, Wausau Paper, 2005 to 2011; formerly, Director, Great Wolf Resorts, 2004 to 2009.  |

| Name, (Year of Birth), and Address <sup>(1)</sup> | Position(s) and Length of Time Served <sup>(2)</sup> | Principal Occupation(s) <sup>(3)</sup>   | Number of Funds in Fund Complex Overseen by Fund Trustee | Other Directorships Held Outside Fund Complex by Fund Trustee <sup>(3)</sup>  |
|---|--|--|--|---|
| <b>Deborah C. McLean (1954)</b>                   | Trustee since 2015                                   | Member, Circle Financial Group (private wealth management membership practice), since 2011; Managing Director, Golden Seeds LLC (an angel investing group), since 2009; Adjunct Professor, Columbia University School of International and Public Affairs, since 2008; formerly, Visiting Assistant Professor, Fairfield University, Dolan School of Business, Fall 2007; formerly, Adjunct Associate Professor of Finance, Richmond, The American International University in London, 1999 to 2007. | 51   | Board member, Norwalk Community College Foundation, since 2014; Dean's Advisory Council, Radcliffe Institute for Advanced Study, since 2014; formerly, Director and Treasurer, At Home in Darien (not-for-profit), 2012 to 2014; formerly, Director, National Executive Service Corps (not-for-profit), 2012 to 2013; formerly, Trustee, Richmond, The American International University in London, 1999 to 2013.   |
| <b>George W. Morriss (1947)</b>                   | Trustee since 2007                                   | Adjunct Professor, Columbia University School of International and Public Affairs, since 2012; formerly, Executive Vice President and Chief Financial Officer, People's United Bank, Connecticut (a financial services company), 1991 to 2001.   | 51   | Director, 1 William Street Credit Income Fund, since 2018; Director and Chair, Thrivent Church Loan and Income Fund, since 2018; formerly, Trustee, Steben Alternative Investment Funds, Steben Select Multi-Strategy Fund, and Steben Select Multi-Strategy Master Fund, 2013 to 2017; formerly, Treasurer, National Association of Corporate Directors, Connecticut Chapter, 2011 to 2015; formerly, Manager, Larch Lane Multi-Strategy Fund complex (which consisted of three funds), 2006 to 2011; formerly, Member, NASDAQ Issuers' Affairs Committee, 1995 to 2003. |

| Name, (Year of Birth), and Address <sup>(1)</sup> | Position(s) and Length of Time Served <sup>(2)</sup>  | Principal Occupation(s) <sup>(3)</sup>  | Number of Funds in Fund Complex Overseen by Fund Trustee | Other Directorships Held Outside Fund Complex by Fund Trustee <sup>(3)</sup>   |
|---|---|---|--|--|
| <b>Tom D. Seip (1950)</b>                         | Trustee since 2000; Chairman of the Board since 2008; formerly Lead Independent Trustee from 2006 to 2008 | Formerly, Managing Member, Ridgefield Farm LLC (a private investment vehicle), 2004 to 2016; formerly, President and CEO, Westaff, Inc. (temporary staffing), May 2001 to January 2002; formerly, Senior Executive, The Charles Schwab Corporation, 1983 to 1998, including Chief Executive Officer, Charles Schwab Investment Management, Inc.; Trustee, Schwab Family of Funds and Schwab Investments, 1997 to 1998; and Executive Vice President-Retail Brokerage, Charles Schwab & Co., Inc., 1994 to 1997. | 51   | Formerly, Director, H&R Block, Inc. (tax services company), 2001 to 2018; formerly, Director, Talbot Hospice Inc., 2013 to 2016; formerly, Chairman, Governance and Nominating Committee, H&R Block, Inc., 2011 to 2015; formerly, Chairman, Compensation Committee, H&R Block, Inc., 2006 to 2010; formerly, Director, Forward Management, Inc. (asset management company), 1999 to 2006. |
| <b>James G. Stavridis (1955)</b>                  | Trustee since 2015  | Operating Executive, The Carlyle Group, since 2018; Commentator, NBC News, since 2015; formerly, Dean, Fletcher School of Law and Diplomacy, Tufts University, 2013 to 2018; formerly, Admiral, United States Navy, 1976 to 2013, including Supreme Allied Commander, NATO and Commander, European Command, 2009 to 2013, and Commander, United States Southern Command, 2006 to 2009.  | 51   | Director, American Water (water utility), since 2018; Director, NFP Corp. (insurance broker and consultant), since 2017; Director, U.S. Naval Institute, since 2014; Director, Onassis Foundation, since 2014; Director, BMC Software Federal, LLC, since 2014; Director, Vertical Knowledge, LLC, since 2013; formerly, Director, Navy Federal Credit Union, 2000-2002.                   |

| Name, (Year of Birth), and Address <sup>(1)</sup> | Position(s) and Length of Time Served <sup>(2)</sup> | Principal Occupation(s) <sup>(3)</sup>  | Number of Funds in Fund Complex Overseen by Fund Trustee | Other Directorships Held Outside Fund Complex by Fund Trustee <sup>(3)</sup>   |
|---|--|---|--|--|
| <b>Candace L. Straight (1947)</b>                 | Trustee since 1999                                   | Private investor and consultant specializing in the insurance industry; formerly, Advisory Director, Securitas Capital LLC (a global private equity investment firm dedicated to making investments in the insurance sector), 1998 to 2003. | 51   | Director, ERA Coalition (not-for-profit), since January 2019; Director, Re belle Media (a privately held TV and film production company), since 2018; formerly, Public Member, Board of Governors and Board of Trustees, Rutgers University, 2011 to 2016; formerly, Director, Montpelier Re Holdings Ltd. (reinsurance company), 2006 to 2015; formerly, Director, National Atlantic Holdings Corporation (property and casualty insurance company), 2004 to 2008; formerly, Director, The Proformance Insurance Company (property and casualty insurance company), 2004 to 2008; formerly, Director, Providence Washington Insurance Company (property and casualty insurance company), 1998 to 2006; formerly, Director, Summit Global Partners (insurance brokerage firm), 2000 to 2005. |
| <b>Peter P. Trapp (1944)</b>                      | Trustee since 1984                                   | Retired; formerly, Regional Manager for Mid-Southern Region, Ford Motor Credit Company, September 1997 to 2007; formerly, President, Ford Life Insurance Company, April 1995 to August 1997.  | 51   | None.  |

| Name, (Year of Birth), and Address <sup>(1)</sup> | Position(s) and Length of Time Served <sup>(2)</sup> | Principal Occupation(s) <sup>(3)</sup> | Number of Funds in Fund Complex Overseen by Fund Trustee | Other Directorships Held Outside Fund Complex by Fund Trustee <sup>(3)</sup> |
|---|--|--|--|--|
|---|--|--|--|--|

**Fund Trustees who are “Interested Persons”**

|                         |   |  |    |   |
|-------------------------|---|--|----|---|
| Joseph V. Amato* (1962) | Chief Executive Officer and President since 2018 and Trustee since 2009 | President and Director, Neuberger Berman Group LLC, since 2009; President and Chief Executive Officer, Neuberger Berman BD LLC (“Neuberger Berman”) and Neuberger Berman Holdings LLC (including its predecessor, Neuberger Berman Inc.), since 2007; Chief Investment Officer (Equities) and President (Equities), Neuberger Berman Investment Advisers LLC (“NBIA”) (formerly, Neuberger Berman Fixed Income LLC and including predecessor entities), since 2007, and Board Member of NBIA since 2006; formerly, Global Head of Asset Management of Lehman Brothers Holdings Inc.’s (“LBHI”) Investment Management Division, 2006 to 2009; formerly, member of LBHI’s Investment Management Division’s Executive Management Committee, 2006 to 2009; formerly, Managing Director, Lehman Brothers Inc. (“LBI”), 2006 to 2008; formerly, Chief Recruiting and Development Officer, LBI, 2005 to 2006; formerly, Global Head of LBI’s Equity Sales and a Member of its Equities Division Executive Committee, 2003 to 2005; President and Chief Executive Officer, ten registered investment companies for which NBIA acts as investment manager and/or administrator. | 51 | Member of Board of Advisors, McDonough School of Business, Georgetown University, since 2001; Member of New York City Board of Advisors, Teach for America, since 2005; Trustee, Montclair Kimberley Academy (private school), since 2007; Member of Board of Regents, Georgetown University, since 2013. |
|-------------------------|---|--|----|---|

| Name, (Year of Birth), and Address <sup>(1)</sup> | Position(s) and Principal Occupation(s) <sup>(3)</sup><br>Length of Time Served <sup>(2)</sup>   | Number of Funds in Fund Complex Overseen by Fund Trustee | Other Directorships Held Outside Fund Complex by Fund Trustee <sup>(3)</sup>   |
|---|--|--|--|
| <b>Robert Conti* (1956)</b>                       | Trustee since 2008; formerly, Chief Executive Officer and President 2008 to 2018<br>Retired; formerly, Managing Director, Neuberger Berman, 2007 to 2018; formerly, President—Mutual Funds, NBIA, 2008 to 2018; formerly, Senior Vice President, Neuberger Berman, 2003 to 2006; formerly, Vice President, Neuberger Berman, 1999 to 2003. | 51   | Director, Staten Island Mental Health Society, since 1994; formerly, Chairman of the Board, Staten Island Mental Health Society, 2008 to 2011; formerly, Member of the Board of Governors, Investment Company Institute. |

- (1) The business address of each listed person is 1290 Avenue of the Americas, New York, NY 10104.
- (2) Pursuant to the Trust’s Amended and Restated Trust Instrument, subject to any limitations on the term of service imposed by the By-Laws or any retirement policy adopted by the Fund Trustees, each Fund Trustee shall hold office for life or until his or her successor is elected or the Trust terminates; except that (a) any Fund Trustee may resign by delivering a written resignation; (b) any Fund Trustee may be removed with or without cause at any time by a written instrument signed by at least two-thirds of the other Fund Trustees; (c) any Fund Trustee who requests to be retired, or who has become unable to serve, may be retired by a written instrument signed by a majority of the other Fund Trustees; and (d) any Fund Trustee may be removed at any shareholder meeting by a vote of at least two-thirds of the outstanding shares.
- (3) Except as otherwise indicated, each individual has held the positions shown during at least the last five years.
- \* Indicates a Fund Trustee who is an “interested person” within the meaning of the 1940 Act. Mr. Amato is an interested person of the Trust by virtue of the fact that he is an officer of NBIA and/or its affiliates. Mr. Conti is an interested person of the Trust by virtue of the fact that he was an officer of NBIA and/or its affiliates until June 2018.



## Information about the Officers of the Trust

| Name, (Year of Birth), and Address <sup>(1)</sup> | Position(s) and Length of Time Served <sup>(2)</sup>   | Principal Occupation(s) <sup>(3)</sup>   |
|---|--|--|
| <b>Claudia A. Brandon (1956)</b>                  | Executive Vice President since 2008 and Secretary since 1985   | Senior Vice President, Neuberger Berman, since 2007 and Employee since 1999; Senior Vice President, NBIA, since 2008 and Assistant Secretary since 2004; formerly, Vice President, Neuberger Berman, 2002 to 2006; formerly, Vice President—Mutual Fund Board Relations, NBIA, 2000 to 2008; formerly, Vice President, NBIA, 1986 to 1999 and Employee, 1984 to 1999; Executive Vice President and Secretary, twenty-nine registered investment companies for which NBIA acts as investment manager and/or administrator.  |
| <b>Agnes Diaz (1971)</b>                          | Vice President since 2013  | Senior Vice President, Neuberger Berman, since 2012; Senior Vice President, NBIA, since 2012 and Employee since 1996; formerly, Vice President, Neuberger Berman, 2007 to 2012; Vice President, ten registered investment companies for which NBIA acts as investment manager and/or administrator.  |
| <b>Anthony DiBernardo (1979)</b>                  | Assistant Treasurer since 2011   | Senior Vice President, Neuberger Berman, since 2014; Senior Vice President, NBIA, since 2014, and Employee since 2003; formerly, Vice President, Neuberger Berman, 2009 to 2014; Assistant Treasurer, ten registered investment companies for which NBIA acts as investment manager and/or administrator.  |
| <b>Savonne L. Ferguson (1973)</b>                 | Chief Compliance Officer since 2018  | Senior Vice President, Chief Compliance Officer (Mutual Funds) and Associate General Counsel, NBIA, since November 2018; formerly, Vice President T. Rowe Price Group, Inc. (2018), Vice President and Senior Legal Counsel, T. Rowe Price Associates, Inc. (2014-2018), Vice President and Director of Regulatory Fund Administration, PNC Capital Advisors, LLC (2009-2014), Secretary, PNC Funds and PNC Advantage Funds (2010-2014); Chief Compliance Officer, twenty-nine registered investment companies for which NBIA acts as investment manager and/or administrator. |
| <b>Corey A. Issing (1978)</b>                     | Chief Legal Officer since 2016 (only for purposes of sections 307 and 406 of the Sarbanes-Oxley Act of 2002) | General Counsel and Head of Compliance—Mutual Funds since 2016 and Managing Director, NBIA, since 2017; formerly, Associate General Counsel (2015 to 2016), Counsel (2007 to 2015), Senior Vice President (2013-2016), Vice President (2009-2013); Chief Legal Officer (only for purposes of sections 307 and 406 of the Sarbanes-Oxley Act of 2002), twenty-nine registered investment companies for which NBIA acts as investment manager and/or administrator.  |
| <b>Sheila R. James (1965)</b>                     | Assistant Secretary since 2002   | Vice President, Neuberger Berman, since 2008 and Employee since 1999; Vice President, NBIA, since 2008; formerly, Assistant Vice President, Neuberger Berman, 2007; Employee, NBIA, 1991 to 1999; Assistant Secretary, twenty-nine registered investment companies for which NBIA acts as investment manager and/or administrator.   |

| Name, (Year of Birth), and Address <sup>(1)</sup> | Position(s) and Length of Time Served <sup>(2)</sup>                | Principal Occupation(s) <sup>(3)</sup>   |
|---|---|--|
| <b>Brian Kerrane (1969)</b>                       | Chief Operating Officer since 2015 and Vice President since 2008    | Managing Director, Neuberger Berman, since 2013; Chief Operating Officer—Mutual Funds and Managing Director, NBIA, since 2015; formerly, Senior Vice President, Neuberger Berman, 2006 to 2014; Vice President, NBIA, 2008 to 2015 and Employee since 1991; Chief Operating Officer, ten registered investment companies for which NBIA acts as investment manager and/or administrator; Vice President, twenty-nine registered investment companies for which NBIA acts as investment manager and/or administrator. |
| <b>Anthony Maltese (1959)</b>                     | Vice President since 2015   | Senior Vice President, Neuberger Berman, since 2014 and Employee since 2000; Senior Vice President, NBIA, since 2014; Vice President, ten registered investment companies for which NBIA acts as investment manager and/or administrator.  |
| <b>Josephine Marone (1963)</b>                    | Assistant Secretary since 2017                                      | Senior Paralegal, Neuberger Berman, since 2007 and Employee since 2007; Assistant Secretary, twenty-nine registered investment companies for which NBIA acts as investment manager and/or administrator.   |
| <b>Owen F. McEntee, Jr. (1961)</b>                | Vice President since 2008   | Vice President, Neuberger Berman, since 2006; Vice President, NBIA, since 2006 and Employee since 1992; Vice President, ten registered investment companies for which NBIA acts as investment manager and/or administrator.  |
| <b>John M. McGovern (1970)</b>                    | Treasurer and Principal Financial and Accounting Officer since 2005 | Senior Vice President, Neuberger Berman, since 2007; Senior Vice President, NBIA, since 2007 and Employee since 1993; formerly, Vice President, Neuberger Berman, 2004 to 2006; formerly, Assistant Treasurer, 2002 to 2005; Treasurer and Principal Financial and Accounting Officer, twenty-nine registered investment companies for which NBIA acts as investment manager and/or administrator.   |
| <b>Frank Rosato (1971)</b>                        | Assistant Treasurer since 2005                                      | Vice President, Neuberger Berman, since 2006; Vice President, NBIA, since 2006 and Employee since 1995; Assistant Treasurer, ten registered investment companies for which NBIA acts as investment manager and/or administrator.   |
| <b>Niketh Velamoor (1979)</b>                     | Anti-Money Laundering Compliance Officer since 2018                 | Senior Vice President and Associate General Counsel, Neuberger Berman, since July 2018; Assistant United States Attorney, Southern District of New York, 2009 to 2018; Anti-Money Laundering Compliance Officer, four registered investment companies for which NBIA acts as investment manager and/or administrator.  |

- (1) The business address of each listed person is 1290 Avenue of the Americas, New York, NY 10104.
- (2) Pursuant to the By-Laws of the Trust, each officer elected by the Fund Trustees shall hold office until his or her successor shall have been elected and qualified or until his or her earlier death, inability to serve, or resignation. Officers serve at the pleasure of the Fund Trustees and may be removed at any time with or without cause.
- (3) Except as otherwise indicated, each individual has held the positions shown during at least the last five years.

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## Proxy Voting Policies and Procedures

A description of the policies and procedures that the Trust uses to determine how to vote proxies relating to portfolio securities is available, without charge, by calling 800-877-9700 (toll-free) and on the SEC's website at [www.sec.gov](http://www.sec.gov). Information regarding how the Trust voted proxies relating to portfolio securities during the most recent 12-month period ended June 30 is also available upon request, without charge, by calling 800-877-9700 (toll-free), on the SEC's website at [www.sec.gov](http://www.sec.gov), and on Neuberger Berman's website at [www.nb.com](http://www.nb.com).

## Quarterly Portfolio Schedule

The Trust files a complete schedule of portfolio holdings with the SEC for the first and third quarters of each fiscal year as an exhibit to its report on Form N-PORT (Form N-Q for filings prior to March 31, 2019). The Trust's Forms N-Q and N-PORT are available on the SEC's website at [www.sec.gov](http://www.sec.gov). The portfolio holdings information on Form N-Q or Form N-PORT is available upon request, without charge, by calling 800-877-9700 (toll free).

## Board Consideration of the Management Agreement

On an annual basis, the Board of Trustees (the "Board") of Neuberger Berman Advisers Management Trust (the "Trust"), including the Trustees who are not "interested persons" of the Trust or of Neuberger Berman Investment Advisers LLC ("Management") (including its affiliates) ("Independent Fund Trustees"), considers whether to continue the management agreement with Management (the "Agreement") with respect to Sustainable Equity Portfolio (the "Fund"). Throughout the process, the Independent Fund Trustees are advised by counsel that is experienced in Investment Company Act of 1940 matters and that is independent of Management ("Independent Counsel"). At a meeting held on September 12, 2019, the Board, including the Independent Fund Trustees, approved the continuation of the Agreement for the Fund.

In evaluating the Agreement, the Board, including the Independent Fund Trustees, reviewed extensive materials provided by Management in response to questions submitted by the Independent Fund Trustees and Independent Counsel, and met with senior representatives of Management regarding its personnel, operations, and financial condition as they relate to the Fund. The annual contract review extends over at least two regular meetings of the Board to ensure that Management has time to respond to any questions the Independent Fund Trustees may have on their initial review of the materials and that the Independent Fund Trustees have time to consider those responses.

In connection with its deliberations, the Board also considered the broad range of information relevant to the annual contract review that is provided to the Board (including its various standing committees) at meetings throughout the year, including reports on investment performance, portfolio risk, and other portfolio information for the Fund, as well as periodic reports on, among other matters, pricing and valuation; quality and cost of portfolio trade execution; compliance; and shareholder and other services provided by Management and its affiliates. The Contract Review Committee, which is comprised of Independent Fund Trustees, was established by the Board to assist in its deliberations regarding the annual contract review. The Board has also established other committees that focus throughout the year on specific areas relevant to the annual contract review, such as Fund performance or compliance matters, and that are charged with specific responsibilities regarding the annual contract review. Those committees provide reports to the Contract Review Committee and the full Board, which consider that information as part of the annual contract review process. The Board's Contract Review Committee annually considers and updates the questions it asks of Management in light of legal advice furnished to them by Independent Counsel; their own business judgment; and developments in the industry, in the markets, in mutual fund regulation and litigation, and in Management's business model.

The Independent Fund Trustees received from Independent Counsel a memorandum discussing the legal standards for their consideration of the proposed continuation of the Agreement. During the course of the year and during their deliberations regarding the annual contract review, the Contract Review Committee and the Independent Fund Trustees met with Independent Counsel separately from representatives of Management.

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Provided below is a description of the Board's contract approval process and material factors that the Board considered at its meetings regarding renewal of the Agreement and the compensation to be paid thereunder. In connection with its approval of the continuation of the Agreement, the Board evaluated the terms of the Agreement, the overall fairness of the Agreement to the Fund, and whether the Agreement was in the best interests of the Fund and its shareholders. The Board's determination to approve the continuation of the Agreement was based on a comprehensive consideration of all information provided to the Board throughout the year and specifically in connection with the annual contract review. The Board considered the Fund's investment management agreement separately from those of other funds of the Trust.

This description is not intended to include all of the factors considered by the Board. The Board members did not identify any particular information or factor that was all-important or controlling, and each Trustee may have attributed different weights to the various factors. The Board focused on the costs and benefits of the Agreement to the Fund and, through the Fund, its shareholders.

## Nature, Extent, and Quality of Services

With respect to the nature, extent, and quality of the services provided, the Board considered the investment philosophy and decision-making processes of, and the qualifications, experience, and capabilities of, and the resources available to, the portfolio management personnel of Management who perform services for the Fund. The Board noted that Management also provides certain administrative services, including fund accounting and compliance services. The Board also considered Management's policies and practices regarding brokerage, commissions, other trading costs, and allocation of portfolio transactions and reviewed the quality of the execution services that Management had provided. The Board also reviewed Management's use of brokers to execute Fund transactions that provide research services to Management. Moreover, the Board considered Management's approach to potential conflicts of interest both generally and between the Fund's investments and those of other funds or accounts managed by Management. The Board also noted that Management had increased its research capabilities with respect to environmental, social, and corporate governance matters and how those factors may relate to investment performance.

The Board noted the extensive range of services that Management provides to the Fund beyond the investment management services. The Board noted that Management is also responsible for monitoring compliance with the Fund's investment objectives, policies, and restrictions, as well as compliance with applicable law, including implementing rulemaking initiatives of the U.S. Securities and Exchange Commission. The Board considered that Management assumes significant ongoing risks with respect to all Funds, for which it is entitled to reasonable compensation. Specifically, Management's responsibilities include continual management of investment, operational, enterprise, legal, regulatory, and compliance risks as they relate to the Fund, and the Board considers on a regular basis information regarding Management's processes for monitoring and managing risk. In addition, the Board also noted that when Management launches a new fund or share class, it assumes entrepreneurial risk with respect to that fund or share class, and that some funds and share classes have been liquidated without ever having been profitable to Management.

The Board also noted Management's activities under its contractual obligation to oversee the Fund's various outside service providers, including its renegotiation of certain service providers' fees and its evaluation of service providers' infrastructure, cybersecurity programs, compliance programs, and business continuity programs, among other matters. The Board also considered Management's ongoing development of its own infrastructure and information technology to support the Fund through, among other things, cybersecurity, business continuity planning, and risk management. In addition, the Board noted the positive compliance history of Management, as no significant compliance problems were reported to the Board with respect to Management. The Board also considered the general structure of the portfolio managers' compensation and whether this structure provides appropriate incentives to act in the best interests of the Fund. The Board also considered the ability of Management to attract and retain qualified personnel to service the Fund.

As in past years, the Board also considered the manner in which Management addressed various matters that arose during the year, some of them a result of developments in the broader fund industry or the regulations governing it. In addition, the Board considered actions taken by Management in response to recent market conditions and considered the overall performance of Management in this context.

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## Fund Performance

The Board requested a report from an outside consulting firm that specializes in the analysis of fund industry data that compared the Fund's performance, along with its fees and other expenses, to a group of industry peers and a broader universe of funds pursuing generally similar strategies with the same investment classification and/or objective. The Board considered the Fund's performance and fees in light of the limitations inherent in the methodology for constructing such comparative groups and determining which investment companies should be included in the comparative groups.

With respect to investment performance, the Board considered information regarding the Fund's short-, intermediate- and long-term performance, net of the Fund's fees and expenses on an absolute basis and relative to a benchmark index that does not deduct the fees or expenses of investing, and compared to the performance of the industry peer group and a broader universe of funds, each constructed by the consulting firm. The Board also reviewed performance in relation to certain measures of the degree of investment risk undertaken by the portfolio managers.

The broader universe of funds referenced in this section was identified by the consulting firm, as discussed above, and the risk/return ratio referenced is the Sharpe ratio provided by the consulting firm. For any period of underperformance, the Board considered the magnitude and duration of that underperformance relative to the broader universe, as defined below, and/or the benchmark (e.g., the amount by which a Fund underperformed, including, for example, whether the Fund slightly underperformed or significantly underperformed its benchmark). With respect to performance quintile rankings for the Fund compared to its broader universe ("Performance Universe"), the first quintile represents the highest (best) performance and the fifth quintile represents the lowest performance. The Board considered that, based on performance data for the periods ended December 31, 2018: (1) as compared to its benchmark, the Fund's performance was lower for the 1-, 3-, 5-, and 10-year periods; and (2) as compared to its Performance Universe, the Fund's performance was in the second quintile for the 1-year period and the third quintile for the 3-, 5-, and 10-year periods. In determining to renew the Agreement, the Board took into account that the Fund showed a risk/return ratio that was better than the median of its Performance Universe for the 5-year period, meaning that per unit of risk taken versus a presumed risk-free investment, the Fund achieved a higher level of return than the median of its Performance Universe for that period.

Noting that the Fund underperformed over certain periods, the Board discussed with Management the Fund's performance, potential reasons for the relative performance, and, if necessary, steps that Management had taken, or intended to take, to improve performance. The Board also met with the portfolio managers of the Fund during the 12 months prior to voting on the contract renewal to discuss the Fund's performance. The Board also considered Management's responsiveness to the Fund's relative performance. In this regard, the Board noted that performance, especially short-term performance, is only one of the factors that it deems relevant to its consideration of the Agreement and that, after considering all relevant factors, it determined to approve the continuation of the Agreement notwithstanding the Fund's relative performance.

## Fee Rates, Profitability, and Fall-out Benefits

With respect to the overall fairness of the Agreement, the Board considered the fee structure for the Fund under the Agreement as compared to the peer group provided by the consulting firm. The Board reviewed a comparison of the Fund's management fee to a peer group of comparable funds. The Board noted that the comparative management fee analysis includes, in the Fund's management fee, the separate administrative fees paid to Management. However, the Board noted that some funds in the peer group pay directly from fund assets for certain services that Management covers out of the administration fees for the Fund. Accordingly, the Board also considered the Fund's total expense ratio as compared with its peer group as a way of taking account of these differences.

The Board compared the Fund's contractual and actual management fees to the median of the contractual and actual management fees, respectively, of the Fund's peer group. (The actual management fees are the contractual management fees reduced by any fee waivers or other adjustments.) The Board also compared the Fund's total expenses to the median of the total expenses of the Fund's peer group. The Board noted that the Fund's actual management fee and total expenses

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were higher than the peer group median, and considered whether specific portfolio management, administration or oversight needs contributed to the Fund's actual management fee and total expenses. With respect to the quintile rankings for fees and total expenses (net of waivers or other adjustments, if any) for the Fund compared to its peer group ("Expense Group"), the first quintile represents the lowest fees and/or total expenses and the fifth quintile represents the highest fees and/or total expenses. For fee comparisons and investment performance comparisons, the Board looked at the Fund's Class I as a proxy for both of the Fund's classes. The Board considered that, as compared to its Expense Group, the Fund's contractual management fee, the actual management fee, and total expenses each ranked in the fifth quintile. The Board considered Management's representations regarding the resources devoted to the sustainable equity strategy that are available to the portfolio management team. In addition to considering the above-referenced factors, the Board took note of its ongoing dialogue with Management regarding the dynamics of the insurance/annuity marketplace, including the specific challenges facing that market generally, which assisted the Board in understanding the context for the Fund's expense ratio and performance.

In concluding that the benefits accruing to Management and its affiliates by virtue of their relationship with the Fund were reasonable in light of the costs of providing the investment advisory and other services and the benefits accruing to the Fund, the Board reviewed specific data as to Management's estimated profit on the Fund for a recent period on a pre-tax basis without regard to distribution expenses, including year-over-year changes in each of Management's reported expense categories. (The Board also reviewed data on Management's estimated profit on the Fund after distribution/servicing expenses and taxes were factored in, as indicators of the health of the business and the extent to which Management is directing its profits into the growth of the business.) The Board considered the cost allocation methodology that Management used in developing its estimated profitability figures. In recent years, the Board engaged an independent forensic accountant to review the profitability methodology utilized by Management when preparing this information and discussed with the consultant its conclusion that Management's process for calculating and reporting its estimated profit was not unreasonable.

Recognizing that there is no uniform methodology within the asset management industry for determining profitability for this purpose and that the use of different reasonable methodologies can give rise to different profit and loss results, the Board, in recent years, requested from Management examples of profitability calculated by different methods and noted that the estimated profitability levels were still reasonable when calculated by these other methods. The Board further noted Management's representation that its estimate of profitability is derived using methodology that is consistent with the methodology used to assess and/or report measures of profitability elsewhere at the firm. In addition, the Board recognized that Management's calculations regarding its costs may not reflect all risks, including regulatory, legal, operational, reputational, and, where appropriate, entrepreneurial risks, associated with offering and managing a mutual fund in the current regulatory and market environment. The Board also considered any fall-out (i.e., indirect) benefits likely to accrue to Management or its affiliates from their relationship with the Fund. The Board recognized that Management and its affiliates should be entitled to earn a reasonable level of profits for services they provide to the Fund and, based on its review, concluded that Management's reported level of estimated profitability on the Fund was reasonable.

## Information Regarding Services to Other Clients

The Board also considered other funds and separate accounts that were advised or sub-advised by Management or its affiliates with investment objectives, policies and strategies that were similar to those of the Fund, and compared the fees charged to the Fund to the fees charged to such comparable funds and separate accounts. The Board considered the appropriateness and reasonableness of any differences between the fees charged to a Fund and such comparable funds and/or separate accounts, and determined that differences in fees and fee structures were consistent with the differences in the management and other services provided. The Board explored with Management its assertion that although, generally, the rates of fees paid by such accounts (other than mutual funds) were lower than the fee rates paid by the corresponding Fund, the differences reflected Management's greater level of responsibilities and significantly broader scope of services regarding the Fund, the more extensive regulatory obligations and risks associated with managing the Fund, and other financial considerations with respect to creation and sponsorship of the Fund.

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## Economies of Scale

The Board also evaluated apparent or anticipated economies of scale in relation to the services Management provides to the Fund. The Board considered whether the Fund's fee structure provides for a reduction of payments resulting from the use of breakpoints, the size of any breakpoints in the Fund's advisory fees, and whether any such breakpoints are set at appropriate asset levels. The Board also compared the breakpoint structure to that of the peer group. In addition, the Board considered the expense limitation and/or fee waiver arrangements that reduces Fund expenses at all asset levels which can have an effect similar to breakpoints in sharing economies of scale with shareholders and provide protection from an increase in expenses if the Fund's assets decline. The Board also considered that Management has provided, at no added cost to the Fund, certain additional services, including but not limited to, services required by new regulations or regulatory interpretations, services impelled by changes in the securities markets or the business landscape, and/or services requested by the Board. The Board considered that this is a way of sharing economies of scale with the Fund and its shareholders.

## Conclusions

In approving the continuation of the Agreement, the Board concluded that, in its business judgment, the terms of the Agreement are fair and reasonable to the Fund and that approval of the continuation of the Agreement is in the best interests of the Fund and its shareholders. In reaching this determination, the Board considered that Management could be expected to continue to provide a high level of service to the Fund; that the Board retained confidence in Management's capabilities to manage the Fund; that the Fund's fee structure appeared to the Board to be reasonable given the nature, extent, and quality of services provided; and that the benefits accruing to Management and its affiliates by virtue of their relationship with the Fund were reasonable in light of the costs of providing the investment advisory and other services and the benefits accruing to the Fund. The Board's conclusions may be based in part on its consideration of materials prepared in connection with the approval or continuance of the Agreement in prior years and on the Board's ongoing regular review of Fund performance and operations throughout the year, in addition to material prepared specifically for the most recent annual review of the Agreement.

## Notice to Shareholders

100.00% of the dividends earned during the fiscal year ended December 31, 2019 qualify for the dividends received deduction for corporate shareholders.

The Fund designates \$31,793,233 as a capital gain distribution.

**Variable Product Funds**

70100 Ameriprise Financial Center  
Minneapolis, MN 55474

PRSRT STD  
U.S. POSTAGE  
**PAID**  
RIVERSOURCE  
LIFE INSURANCE  
COMPANY