

Item 1 – Cover Page

EMPOWER ADVISORY GROUP, LLC

Wrap Fee Program Brochure for:

EMPOWER MANAGED PORTFOLIOS

8515 East Orchard Road Greenwood Village, CO 80111

Telephone: 844-878-5454

January 30, 2024

This wrap fee brochure provides information about the qualifications and business practices of Empower Advisory Group, LLC (EAG). If you have any questions about the contents of this brochure, please contact us at the phone number above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority.

EAG is a registered investment adviser under the Investment Advisers Act of 1940 (Advisers Act). Registration of EAG does not imply any level of skill or training.

Item 2 – Material Changes

This section of the Brochure highlights and discusses any changes that were made since the Adviser's last update on March 31, 2023. This Brochure was updated due to the sale of Putnam Investments, which was an EAG affiliate prior to January 1, 2024.

Additional information about EAG is also available via the SEC's web site or at www.adviserinfo.sec.gov or at EAG's website at www.empower.com/eag. The SEC's website also provides information about any person affiliated with EAG who is registered, or are required to be registered, as an investment adviser representative with EAG.

Item 3 -Table of Contents

Item 1 – Cover Page.....	1
Item 2 – Material Changes.....	2
Item 3 -Table of Contents	3
Item 4 – Advisory Business	4
Item 5 – Fees and Compensation	5
Item 6 – Performance-Based Fees and Side –by Side Management	7
Item 7 –Types of Clients	7
Item 8 – Methods of Analysis and Investment Strategies	7
Item 9 – Disciplinary Information	9
Item 10 - Other Financial Industry Activities and Affiliations	9
Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	11
Item 12 – Brokerage Practices	12
Item 13 – Review of Accounts	12
Item 14 – Client Referrals and Other Compensation.....	13
Item 15 - Custody	13
Item 16 – Investment Discretion	13
Item 17 – Voting Client Securities.....	13
Item 18 – Financial Information	13

Item 4 – Advisory Business

Description of Advisory Firm

EAG is a registered investment adviser under the Advisers Act since 2000. It submits notice filings with state securities divisions in all 50 states, the District of Columbia, Guam, US Virgin Islands, and Puerto Rico. EAG offers investment management and advisory services primarily to plan sponsors of employer-sponsored retirement plans such as 401(a), 401(k), 403(b) and 457 plans, including government entities and their participants, and to all account holders of the Empower IRA (IRA holder or account holder). EAG also offers investment management services to retail brokerage account holders. EAG does not choose the investments offered in employer-sponsored retirement plans. EAG serviced plans receive recordkeeping services through Empower Retirement, LLC (Empower), the recordkeeping entity affiliated with EAG. In addition, EAG offers Empower Managed Portfolios (the MP Service) to account holders of Empower Brokerage accounts. More information about EAG's services, including an applicable brochure, can be obtained by contacting EAG at the number provided on the cover page of this brochure or by visiting EAG's website at www.empower.com/eag. EAG's principal place of business is located in Greenwood Village, CO.

EAG is a wholly owned subsidiary of Empower Services Holdings US, LLC, (ESH US) a holding company domiciled in the State of Delaware. ESH US is owned by Empower Annuity Insurance Company of America (EAICA). EAICA is a direct wholly owned subsidiary of Empower Holdings, LLC (EHL), a Delaware holding company. EHL is a direct wholly owned subsidiary of Great-West Lifeco U.S. LLC. (Lifeco U.S.) and an indirect wholly owned subsidiary of Great-West Lifeco Inc. (Lifeco), a Canadian holding company. Lifeco is a subsidiary of Power Financial Corporation (Power Financial), a Canadian holding company with substantial interests in the financial services industry. Power Corporation of Canada (Power Corporation), a Canadian holding and management company, has voting control of Power Financial. The Desmarais Family Residuary Trust has voting control of Power Corporation, through a group of private holding companies that it controls.

Types of Services Discussed in this Brochure:

Empower Managed Portfolios is an investment management service utilizing asset allocation models comprised mainly of Empower Funds for customers with Empower Brokerage accounts.

Empower Managed Portfolios are created from the following Empower Funds plus a cash alternative investment (the Funds and the Cash Fund):

Fund Name	Symbol	CUSIP
Empower Core Strategies: U.S. Equity Fund	MXEBX	39137G264
Empower Core Strategies: International Equity Fund	MXECX	39137G256
Empower Core Strategies: Flexible Bond Fund	MXEDX	39137G249
Empower Core Strategies: Inflation- Protected Securities Fund	MXEGX	39137G223

The fees, risks, account holder responsibilities and limitations for this service are discussed in greater detail in this Brochure. Fees and expenses of the Empower Funds listed above are also fully explained in the prospectus and Statement of Additional Information materials that accompany each investment option, as applicable.

There is no guarantee provided by any party that participation in any of the advisory services will result in a profit.

Enrollment in the MP Service:

To enroll in the MP Service, you must have a minimum amount of \$5,000 in assets in your account (Account) subject to the MP Service. The MP Service asks you to provide EAG with information about yourself, your financial situation, your investment objectives, and your investment risk preferences. This information is used by the MP Service to manage your Account and is called your investment profile (Investment Profile).

Using your Investment Profile, EAG will make an initial investment allocation of your Account using EAG's investment methodology. No tax advice is provided through the MP Service.

After enrolling in the MP Service, you can no longer make trades in the funds in your Account managed by the MP Service, although you can terminate participation in the MP Service as described below.

Each quarter, EAG will review your Account allocation in light of your Investment Profile and its investment methodology and reallocate your Account if EAG deems it appropriate under the MP Service's parameters. These rebalancing transactions will take place without consideration of the tax consequences of the transaction. You will be responsible for capital gains and losses associated with the reallocation activity.

It is important that you provide EAG with the information needed to populate your Investment Profile, and that you update your Investment Profile as information changes. This can be done by contacting EAG's phone center, or by returning an updated profile questionnaire to EAG. If there is a change in the information you previously provided to EAG for your Investment Profile, it is your responsibility to contact EAG to update your Investment Profile. If you wish to terminate the MP Service relative to your Account, you should contact the EAG service center by telephone. If you terminate the MP Service, you may choose to transfer your assets in-kind to an Empower Investment account, a taxable brokerage account offered by Empower. If you do not choose this option, all of the assets in the Account will be moved into the cash alternative investment option, and there may be tax consequences associated with the movement out of the funds in the MP Service into the cash alternative investment. You may then receive your account balance or transfer the account balance to an Empower Investment account or other outside account to invest in other investment options.

Assets Under Management:

The SEC adopted a uniform method for advisers to calculate assets under management for regulatory purposes, which it refers to as an adviser's "regulatory assets under management." Regulatory assets under management are generally an adviser's gross assets, i.e., assets under management without deduction for outstanding indebtedness or other accrued but unpaid liabilities. EAG reports its regulatory assets under management in Item 5 of Part 1 of Form ADV, which is located at www.adviserinfo.sec.gov.

As of December 31, 2022:

Discretionary investment management among all services	\$70,413,154,579
Non-discretionary investment advisory services among all services in the amount of:	\$15,683,122,665
Total discretionary and non-discretionary investment management and advisory services in the amount of:	\$86,096,277,244

Item 5 – Fees and Compensation

EAG charges an investment service fee for providing the MP Service (the Investment Service Fee). The Investment Service Fee, shown below, is charged as an annual percentage of assets subject to the MP Service and held in your Account. The Investment Service Fee is debited quarterly based on the number of days in the quarter you used the MP Service. The fees are calculated on an average daily account balance and assessed in arrears. You authorize EAG

or its designee to debit your Account for the Investment Service Fee. A deduction showing the Investment Service Fee will appear on your Account statements. If you stop using the MP Service, your Account will be charged for the portion of the calendar quarter when you used the MP Service. During your relationship with EAG, EAG's fees may change. You will be notified of fee changes and your continued use of the MP Service means that you accept any fee change.

The MP Service is a wrap fee program, and the Investment Service Fee is a wrap fee, sometimes referred to as a unitary fee. This means that the Investment Service Fee includes your cost of several investment services and functions provided by EAG, its affiliates, and their subcontractors. These services and functions include the following:

- investment methodology to manage your Account;
- portfolio management services, including ongoing evaluation and reinvestment;
- trade execution, clearing and settlement services;
- custody services;
- reporting services, including tax reporting; and
- brokerage account services.

Investment Service Fee:

<u>Assets subject to the MP Service</u>	<u>Total Annual fee</u>	<u>Quarterly portion of Annual fee</u>
The first \$100,000	0.50%	0.125%
\$100,001 to \$250,000	0.40%	0.10%
\$250,001 to \$400,000	0.30%	0.075%
Over \$400,000	0.20%	0.05%

The Investment Service Fee does not include the cost of the Empower Funds or the cash alternative investment, described above. For more information about the fees assessed by these investments, including information about the expense ratios and share class, please review the Fund prospectus. You will be provided with a Fund prospectus separately, upon EAG's investment of your Account in the Funds and the Cash Fund. You can also contact EAG for additional information.

Brokerage account fees applicable under the Service and not part of the Investment Service Fee (these fees are subject to change):

<u>Type of service or event</u>	<u>Fee</u>
Outgoing account transfer (ACATs)	\$65 per account
Returned and voided checks	\$20 per event
Fed funds wire	\$25 per event
Overnight/express mail- domestic	\$12 for weekday, \$18 for Saturday delivery

Other: EAG has authorized Empower Financial Services, Inc (EFSI), an affiliate of EAG, and its licensed agents and registered representatives who are Empower employees (collectively referred to as Agents) to solicit, refer, and market EAG's services. Also, EAG and EFSI representatives are eligible for incentive compensation, through bonus payments, in addition to their salary, for communication, education and/or assisting plan participants or account holders to enroll in the Services. The incentive compensation an EAG or EFSI representative receives depends on position type, but generally is calculated based on Empower's profitability and the achievement of individual performance goals that may include factors unrelated to the adoption of investment products or services offered through Empower, such as the MP Service.

Item 6 – Performance-Based Fees and Side –by Side Management

EAG does not charge any performance-based or side-by-side management fees (fees based on investment performance or a share of capital gains on, or capital appreciation of, the assets of a client).

Item 7 –Types of Clients

EAG offers investment advisory and management services to employer-sponsored retirement plans. These include 401(a), 401(k), 403(b) and 457 plans, including government entities and their participants through arrangements with the plan's recordkeeper and to account holders of the Empower Premier IRA, Empower Premier Investment Account, Personal Strategies+ Advisory Services or Core Managed Account Advisory Services. The MP Service is currently available only to those who have a retail Empower brokerage account.

Item 8 – Methods of Analysis and Investment Strategies

In providing investment management services, EAG relies on several approaches to select and manage asset allocation and underlying strategies. The asset allocation models are developed using a constrained mean-variance optimization approach. EAG uses capital market assumptions for the expected returns, standard deviations, and correlation between each asset class to optimize the maximum expected return per unit of risk at each pre-defined risk level, subject to reasonable investment management constraints. The models represent a range of equity/fixed income mixes such that each client can be individually assigned to a model.

Capital market assumptions are generated using an expected return approach and various asset class-specific risk premia. We currently target seven individual inputs into our capital market assumptions; four equity inputs, two fixed income inputs, and a risk-free rate:

1. **Risk-Free Rate:** The process typically starts with an assumption regarding the risk-free rate. The current risk-free rate is generally assumed to be the current yield on the three-month U.S. Treasury T-Bill. The historical risk-free rate is the average 30-day T-Bill yield since 1926.
2. **Equity Risk Premium (equity):** The equity risk premium is defined as the average return on large-cap U.S. equities using the longest time series available, less the historical risk-free rate.
3. **Country Risk Premium (equity):** The country risk premium for non-U.S. developed markets is a function of the volatility-adjusted equity risk premium for domestic large-cap equities. The country risk premium for non-U.S. emerging markets is a function of the volatility-adjusted equity risk premium for domestic large-cap equities.
4. **Value Premium (equity):** The value premium is calculated using the historical returns of the appropriate Russell® Value and Growth indices since their inception in 1979.
5. **Size Premium (equity):** Small-cap and mid-cap size premia are a function of the average annual returns associated with these types of investments, less the return of comparable large cap investments.
6. **Default Premium (fixed income):** The default premium is estimated using the historical excess returns generated by corporate bonds, relative to comparable government bonds over long-term periods.
7. **Horizon Premium (fixed income):** The horizon premium is estimated using the historical excess returns generated by longer-term government bonds, relative to comparable shorter-term government bonds over long-term periods.

Expected standard deviations and correlations between asset classes are based on long-term results from relevant securities indices associated with each asset class. Finally, minimum, and maximum allocations to each asset class are established based on both absolute and relative positioning to ensure that mathematical-created allocations are not inappropriately weighted based on historical anomalies that EAG does not project into the future.

When assigning clients to particular portfolios, clients are asked to complete a risk tolerance questionnaire that assesses their tolerance and capacity for investment risk. Next, clients are assigned to the model that aligns most closely with their risk characteristics.

The risk tolerance questionnaire analyzes three factors:

1. Overall investment knowledge and capacity for investment risk;
2. Tolerance for investment risk; and
3. Time horizon for investment.

Each investor's results are scored and plotted against a preset matrix that determines which of the portfolios is most appropriate. For example, investors scoring low on risk tolerance and short on time horizon will be assigned to a conservative portfolio. Investors scoring high on risk tolerance and with a longer time horizon will be assigned to the aggressive portfolio.

EAG does not constrain itself to limited types of investments or methodologies. A variety of proprietary analytics and third- party data sources may be used in constructing the analyses supporting the investment decisions and subsequent monitoring and adjustments.

General Risks of Investing

Investing in securities involves risk of loss that clients should be prepared to bear. **Neither EAG nor its affiliates guarantee that the recommendations will result in achieving the retirement income goal. Neither EAG nor its affiliates can guarantee that negative returns can or will be avoided in any of the recommendations. An investment's future performance may differ substantially from its historical performance and may incur a loss. Past performance is no guarantee of future results.**

You should carefully consider the benefits of a well-balanced and diversified investment portfolio. Market or other economic conditions that cause one category of assets to perform very well often cause another asset category to underperform. Diversification does not guarantee investment returns and does not eliminate the risk of loss.

Below are some of the common risk factors that could produce a loss in a client's account, a specific investment product, or asset category:

- **Market Risk:** Stock and bond markets are volatile and can decline significantly in response to adverse issuer, political, regulatory, market or economic developments in the U.S. and in other countries. Market risk may affect a single company, a sector of the economy, a country or geopolitical region, or the market as a whole. Market risk may impact stock and or bond markets in unanticipated and different ways.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry.
- **Capitalization Risk:** Small-cap and mid-cap companies may be hindered due to limited resources or less diverse products or services, and their stocks have historically been more volatile than the stocks of larger, more established companies.
- **Category or Style Risk:** During various periods of time, one category or style may underperform or outperform other categories and styles.
- **Credit Risk:** The risk that the issuer of a security may be unable to make interest payments and/or repay principal when due. A downgrade to an issuer's credit rating or a perceived change in an issuer's financial strength may affect a security's value and impact the performance of the issue along with any mutual fund or exchange-traded fund which holds it.
- **Interest Rate Risk:** The market value of a debt security is affected significantly by changes in interest rates. When interest rates rise the security's market value declines. When interest rates decline, market values rise. The longer bond maturity results in the greater risk and the higher yield. Conversely, the shorter bond maturity results in the lower risk and the lower yield.
- **Inflation Risk:** When any type of inflation is present, purchasing power may erode at the inflation rate.
- **Reinvestment Risk:** The risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e., interest rate). This relates primarily to fixed income securities.
- **Exchange-traded funds:** Exchange-traded funds present market and liquidity risks because they are listed on a public securities exchange and are purchased and sold via the exchange at the listed price. The price will vary based on current market conditions and may deviate from the net asset value of the exchange-traded

fund's underlying portfolio. There may also be an inactive market for certain funds, and/or losses from trading in secondary markets.

- Target Date Funds: Generally, the asset allocation of each target date fund will change on an annual basis with the asset allocation becoming more conservative as the fund nears the target retirement date. The target date is the approximate date when investors plan to start withdrawing their money. The principal value of the fund(s) in a plan's lineup is not guaranteed at any time, including at the time of target date and/or withdrawal.
- An investment in a money market fund is not insured or guaranteed by the FDIC or any other government agency. Although some money market funds such as U.S. Government money market funds strive to preserve the value of the investment at \$1.00 per share, it is possible to lose money by investing in a money market fund. Additionally, other money market funds may operate under new rules and regulations permitting such funds to have a "floating" value per share. A floating value may be more or less than \$1.00 per share depending on market conditions and impose liquidity/redemption fees for large or frequent withdrawals.

For more complete information about any of the mutual funds or investment products available within the Account, please contact the phone number on page 1.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of EAG or the integrity of EAG's management. EAG has no legal or disciplinary event to report relative to this Item.

Item 10 - Other Financial Industry Activities and Affiliations

EAG is not a registered broker-dealer. However, due to the organizational structure of EAG's indirect parent company, Great-West, certain registered representatives of EFSI are also supervised persons of EAG and are required to comply with EAG policies and procedures when acting in that advisory capacity. EAG and its management persons are not, and do not have an application pending to register as, a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

Other Financial Industry Affiliations

EAG has arrangements that are material to its advisory business or its clients/participants/account holders with the related entities shown below. These related entities may receive certain fees that are unrelated to EAG's fees for its advisory services.

Recordkeeping and Administrative Services Company

Empower Retirement, LLC (Empower) is a comprehensive administrative and recordkeeping service provider for financial institutions and employers, which include educational, advisory, enrollment, and communication services for employer-sponsored defined contribution plans and associated defined benefit plans under Internal Revenue Code Section 401(a), 401(k), 403(b), 408, and 457.

Insurance Companies

Empower Annuity Insurance Company of America (EAICA) is an insurance company domiciled in the State of Colorado. EAG is a wholly owned direct subsidiary of Empower Services Holdings US, LLC, (ESH US), which is owned by EAICA. EAICA, pursuant to various agreements, may provide investment products, recordkeeping, and other administrative services through its affiliates.

Empower Life & Annuity Insurance Company of New York (ELAINY) is an insurance company domiciled in the State of New York. EAG is under common control with ELAINY and is an affiliate of ELAINY where EAICA indirectly owns EAG and is the sole owner of ELAINY. ELAINY, pursuant to various agreements, may provide investment products and administrative services through its affiliate, Empower, to retirement plans for which EAG may also provide its services.

Empower Annuity Insurance Company (EAIC) is an insurance company domiciled in the State of Connecticut. EAG is under common control with EAIC and is an affiliate of EAIC where EAICA indirectly owns EAG and is the sole owner of EAIC. EAIC, pursuant to various agreements, may provide investment products and administrative services individually and through its affiliate, Empower, to retirement plans for which EAG may also provide its services.

Broker-Dealer

Empower Financial Services, Inc. (EFSI), an affiliate of EAG, is a registered broker/dealer, principal underwriter and distributor of Empower Funds and wholly owned subsidiary of EAICA. EFSI may provide wholesaling, direct sales, enrollment and/or communication services to retirement plans, their participants and to Empower Brokerage account holders for which EAG may also provide its services. Certain trades are executed through EFSI; however, trades for the MP Service are not executed through EFSI, but through a non-affiliated broker-dealer.

Trust Company

Empower Trust Company, LLC (ETC) is a trust company and affiliate of EAG. ETC is a wholly owned subsidiary of ESH US, which is a wholly owned subsidiary of EAICA. ETC is chartered under the laws of the State of Colorado. ETC may provide discretionary or directed trustee and/or custodial services for EAG's clients. ETC also serves as the trustee for certain collective investment trusts which may be available as investment options and is the custodian of all Empower IRA accounts.

Investment Company

Empower Funds, Inc (EFI) is an investment company affiliated with EAG. It is registered under the Investment Company Act of 1940. EFI may provide investment products to retirement plans, retail brokerage accounts and IRAs for which EAG may also provide its services. Empower Funds are managed by Empower Capital Management, LLC (ECM) as discussed below.

Investment Advisers

Empower Capital Management, LLC (ECM), an affiliate of EAG, is the investment adviser for Empower Funds and is registered under the Investment Advisers Act of 1940. It is a wholly owned subsidiary of ESH US, which is a wholly owned subsidiary of EAICA. EAG provides managed account, guidance, and advice services to participants in certain defined contribution plans and to account holders of the Empower IRA and an Empower retail brokerage account which may have as investment options certain portfolios of Empower Funds managed by ECM. EAG also provides the MP Service, which has as its investment options of four Empower Funds managed by ECM.

Irish Life Investment Managers Limited (ILIM) – a Dublin, Ireland based, SEC registered investment adviser. ILIM is part of the Great-West Lifeco, Inc. (Lifeco) group of companies; Lifeco has operations in Canada, the United States, Europe, and Asia through ownership of companies including EAICA. EAG is an indirect wholly owned subsidiary of EAICA. EAICA is an indirect wholly owned subsidiary of Lifeco which controls ILIM. ILIM manages the index series of Empower Funds.

Holding Company:

Great-West Lifeco Inc. (Lifeco), EAG's indirect parent company, owns approximately 6% of Franklin Templeton Investments' parent company, Franklin Resources, Inc. (Franklin) as of January 1, 2024. Franklin or certain of its investment management subsidiaries (collectively, the Franklin Group entities) may provide management, advisory or sub-advisory services to investment funds that may be investment options in a Managed Account. Franklin and Lifeco have entered into arrangements under which Lifeco has committed to allocate Lifeco and affiliate assets over a period of time to be managed by Franklin's investment managers and to support the availability of Franklin Group entity products and services on enterprise platforms. As a result, Empower and Lifeco will derive an economic benefit to the extent that Franklin Group entities provide management, advisory or sub-advisory services to funds or products. If certain Franklin revenue thresholds are achieved under those arrangements, Lifeco will receive

contingent transaction consideration and Lifeco and other Empower affiliates will derive an economic benefit if assets are allocated to a Franklin investment option.

Branding

The affiliated companies of EAG, ECM, EFSI, EAICA, EAIC, ELAINY, EFI, Empower Holdings, LLC, Empower Retirement, LLC, and ETC operate under the multiple brands of *Empower Holdings Inc.*®, *Empower*, *Empower Retirement* and *Empower Institutional* depending upon the products, services and retirement markets involved. These brands do not materially affect the internal structure of EAG's corporate ownership.

Conflicts of Interest

Investment models for the MP Service are comprised mainly of Empower Funds. ECM provides services to Empower Funds, for administering, managing, and supervising the funds. Because participation in the MP Service will result in an allocation to one or more investment options managed by ECM, use of the MP Service will result in an increase of the assets for which ECM charges service fees. The fees paid to ECM for management of the Empower Funds are included in the fund share price. EAG does not receive compensation from its parent company or any of its affiliates as a result of allocations to Empower Funds.

Representative Compensation.

EAG has authorized EFSI, an affiliate of EAG, and its licensed agents and registered representatives who are Empower Retirement employees (collectively referred to as Agents) to solicit, refer and market EAG's services. In addition to their salary, Agents may earn bonus compensation based upon engaging plan sponsors to offer EAG's services. Other Agents and EAG representatives may be indirectly compensated through bonus compensation, in addition to their salary, for communication, education and/or assisting plan participants to enroll in EAG's Services. Compensation paid to Agents or EAG representatives does not increase the fees paid by the plan, plan sponsor, Members and/or account holders. The incentive compensation an EAG representative receives depends on position type, but generally is calculated based on Empower's and/or EAICA's profitability and the achievement of individual performance goals that may include factors unrelated to an account holder's adoption of investment products or services offered through Empower.

Agents and EAG representatives' individual performance goals and their related incentive compensation is based on a combination of factors including the number and quality of customer engagements during the measurement period and the amount of customer assets retained as result of the engagements. The rate of incentive compensation considers the total amount of retained or accumulated assets, compared with the monthly asset goal, as determined by EAG on a periodic basis. The asset goal is generally set on an annual basis and may differ by product or account type. Additional factors include certain qualitative factors, such as leadership, teamwork, client experience, quality and efficiency of client interactions, and adherence to corporate policies and regulatory standards.

Other Business Activities

Certain senior managers and officers of EAG may also serve as executive officers of EAG's indirect parent company, EAICA, and other affiliates of EAG.

Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

EAG's Code of Ethics

EAG has adopted a written Code of Ethics (the Code) in compliance with Rule 204A-1 of the Advisers Act. The Code sets forth standards of business conduct expected of advisory personnel and applies to EAG's advisory personnel (referred to as Supervised Persons). EAG's Supervised Persons are required to report their personal securities holdings and transactions in accordance with the Advisers Act. EAG's Supervised Persons are required to comply

with the Code. A copy of the Code will be provided to current or prospective clients, upon request. EAG's Code includes provisions related to:

- Fiduciary responsibility to clients;
- Compliance with federal securities laws;
- Protection and safeguarding of confidential information;
- Giving and receiving gifts, gratuities, and entertainment;
- Political contributions;
- Reporting and monitoring personal securities transactions;
- Avoiding and disclosing conflicts of interest; and
- Reporting violations of the Code.

Personal Trading

The Code requires pre-clearance of certain securities transactions. Officers, managers, and certain employees of EAG (collectively, Access Persons) may trade for their own personal accounts in securities that are recommended to and/or purchased for EAG's advisory clients. As a result, trading is continually monitored in accordance with the Code and federal securities laws. The Code is intended to ensure that the personal securities transactions and outside business activities of EAG's Access Persons do not interfere with making decisions in the best interest of advisory clients.

Principal Trading

EAG has adopted a policy and practice not to engage in any principal transactions. EAG holds no investments for its own accounts which could be bought from, or sold to, an advisory client. In the event of any change in EAG's policy, any such change must be approved by management. Any principal transactions would only be permitted after meeting the review and approval requirements described under the anti-fraud section of the Advisers Act.

Participation or Interest in Client Transactions

Registered representatives of EFSI may make recommendations to retirement plan participants and provide wholesaling, direct sales, enrollment, and/or communication services to retirement plans, their participants and to account holders for which EAG may also provide its services.

Item 12 – Brokerage Practices

Brokerage Selection; Best Execution

Transactions for the MP Service are processed by EAG's non-affiliated service provider, Lockwood Advisors, Inc., or its affiliates, including Pershing LLC.

Soft Dollar Practices

As a matter of policy, EAG does not utilize research, or other products or services from third parties in connection with client securities transactions on a soft-dollar commission basis.

Item 13 – Review of Accounts

At least annually, EAG personnel review the methodologies used to establish the managed portfolios. EAG does not assume responsibility for any incomplete or erroneous information provided by an account holder. Account holders should periodically review and update their information.

Each quarter, EAG will review your Account allocation in light of your Investment Profile and its investment methodology and rebalance your Account if EAG deems it appropriate under the MP Service's parameters.

EAG's product oversight analysts will review a sample of client accounts quarterly to ensure that clients receive all appropriate documentation for their accounts. Review will also ensure initial account allocations are consistent with the Investment Profile and its investment methodology and that rebalancing is performed timely. If EAG becomes aware of a matter that requires the client's attention in order to resolve, EAG will promptly notify the client.

Item 14 – Client Referrals and Other Compensation

EAG does not pay cash or other compensation to outside solicitors for referrals to Empower Brokerage or the MP Service.

EAG has authorized EFSI, an affiliate of EAG, and its licensed agents and registered representatives who are Empower employees (collectively referred to as Agents) to solicit, refer and market EAG's services. EAG does not pay any compensation directly to EFSI or its Agents for the solicitation activities performed by EFSI and its Agents. The Agents receive compensation in the form of a salary and a variable bonus paid by Empower. No commissions are paid to Agents for the Services by EAG or EFSI. Agents may earn bonus compensation based upon engaging plan sponsors to offer EAG's services. Other Agents and EAG representatives may be indirectly compensated through bonus compensation, in addition to their salary, for communication, education and/or assisting participants to enroll in EAG's Services. The incentive compensation an EAG representative receives depends on position type, but generally is calculated based on Empower and/or EAICA profitability and the achievement of individual performance goals that may include factors unrelated to an account holder's adoption of investment products or services offered through Empower.

Agents and EAG representatives' individual performance goals and their related incentive compensation is based on a combination of factors including the number and quality of customer engagements during the measurement period and the amount of customer assets retained as result of the engagements. The rate of incentive compensation considers the total amount of retained or accumulated assets, compared with the monthly asset goal, as determined by EAG on a periodic basis. The asset goal is generally set on an annual basis and may differ by product or account type. Additional factors may include certain qualitative factors, such as leadership, teamwork, client experience, quality and efficiency of client interactions, and adherence to corporate policies and regulatory standards. **Compensation paid to Agents or EAG representatives does not increase the fees paid by the account holder.**

Item 15 - Custody

EAG does not maintain actual custody of its clients' cash, bank accounts, or securities. Pershing is the custodian for the MP Service and is responsible for any reporting requirements.

Item 16 – Investment Discretion

EAG provides discretionary investment management services for those account holders who enroll in MP Service.

EAG retains discretionary authority over the allocation of available investment options without requiring prior approval of each transaction. All ongoing investment transfers and investment direction changes are implemented for account holders enrolled in the MP Service.

Item 17 – Voting Client Securities

EAG does not assume the responsibility to aid or vote proxies or other issuer communications regarding your Account. EAG will also refrain from voting or other decision-making authority regarding proxies or other issuer communications. Correspondence regarding the matters described in this section will be handled in connection with the account's policies and service provider arrangements.

EAG, as a registered investment adviser, and as a matter of practice, does not accept authority to vote client securities in connection with any of the services described in this Brochure. Correspondence regarding the matters described in this section will be handled in connection with the policies and service provider arrangements.

Item 18 – Financial Information

As previously discussed, under certain circumstances, EAG has discretionary authority over certain client funds and securities. Accordingly, EAG is required to disclose information about EAG's financial condition that is reasonably likely to impair EAG's ability to meet contractual commitments to its clients. EAG has no financial commitment that impairs its ability to meet contractual commitments to its clients, nor has EAG been the subject of a bankruptcy

proceeding. Further, EAG does not require or solicit prepayment of fees in excess of \$1,200 per client more than six months in advance.