

# Form ADV 2A

## Brochure

### FISHER INVESTMENTS<sup>®</sup>

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### 401(k) SOLUTIONS

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March 28, 2024

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This brochure provides information about the qualifications and business practices of Fisher Investments. If you have any questions about the contents of this brochure, please contact us at 866-607-5156, or by email at [401k@fi.com](mailto:401k@fi.com). 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.

Fisher Investments is registered with the SEC as an investment adviser. Being registered with the SEC or any other regulatory authority does not imply Fisher Investments has a certain level of skill or training.

Additional information about Fisher Investments is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Material Changes

This section provides a summary of material changes that were made to this brochure since the last annual update, and is intended to help Clients determine if they want to review this brochure in its entirety, or contact Fisher Investments with questions about the changes.

*No material changes since the last Form ADV update.*

Information about Fisher Investments is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). To request a copy of the most recent disclosure brochure, contact us at:

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## Advisory Business

### Firm Description

Fisher Asset Management, LLC, doing business as Fisher Investments (“FI”), a privately held limited liability company, is an investment adviser with offices in California, Florida, Texas and Washington. FI is registered with the U.S. Securities and Exchange Commission (“SEC”); in Canada with the Alberta Securities Commission, British Columbia Securities Commission, Manitoba Securities Commission, New Brunswick Securities Commission, Newfoundland and Labrador Financial Services Regulation Division, Nova Scotia Securities Commission, Ontario Securities Commission, Prince Edward Island Securities Office, Quebec Autorité des Marchés Financiers, and Saskatchewan Financial Services Commission; and with the Netherlands Authority for the Financial Markets. FI has a branch office registered with the Dubai International Financial Centre. Being registered with the SEC or any other regulatory authority does not imply FI has a certain level of skill or training.

FI manages assets within different client groups: 401(k) Solutions; Institutional (including Personalized Retirement Outcomes); US and Canadian private clients; UK private clients; European private clients; and Australian private clients. Collectively, these groups comprise a global client base of diverse investors including corporate, public and multi-employer pension plans, foundations and endowments, insurance companies, healthcare organizations, governments, investment companies and high net worth individuals. The firm offers a broad array of US, non-US, global equity, and fixed income strategies with various capitalization and style orientations. Founded in 1979, all strategies are supported by the firm’s global research platform developed over its 40+ year history. Investment decisions are made by the firm’s five member Investment Policy Committee (“IPC”). In the mid-1990s, FI began offering separate portfolio management directly to high net worth individuals. In early 2000, FI expanded service offerings into Canada and Europe. 401(k) Solutions was launched in 2014.

The bedrock of FI’s business is based on maintaining a culture of ethics and integrity with the highest possible emphasis on clear and transparent communications with the investing public. Embedded within the firm’s culture is its embrace of the fiduciary duty to put client interests first. FI fosters a culture that hires, trains, and rewards employees in direct support of the values of openness, honesty, integrity, and trust.

### Principal Owners

Fisher Investments, Inc. owns 100% of the voting interests in FI, with the CEO (as co-trustee, with his spouse, of a family trust) holding non-voting interests. Ken Fisher (as co-trustee, with his spouse, of a family trust) owns more than 75% of the shares of Fisher Investments, Inc.

### Types of Advisory Services

FI, through 401(k) Solutions, provides fiduciary and non-fiduciary services for retirement plan sponsors in the United States. Depending on retirement plan type and FI’s agreement with each plan, these services generally include the following:

Provide a dedicated service team
Lead service provider transitions
Help plan sponsors establish and understand plan goals, rules, and features
Help establish an investment policy statement (“IPS”)
Build a goals-driven fund lineup (Fiduciary Service)
Provide a customizable employee introduction to the plan
Hold one-on-one enrollment and retirement guidance meetings with all employees

Keep investment lineup aligned with plan needs (Fiduciary Service)
Help maintain IPS
Help plan sponsors understand plan governance and compliance issues
Champion the plan with other service providers and spearhead transitions as needed
Analyze service provider fees and compare to industry averages
Deliver an annual plan review to key stakeholders
Compile fiduciary audit file materials
Execute ongoing financial education programs for employees
Provide employees direct access to Retirement Specialist support
Host ongoing customized employee events and one-on-one meetings
Provide additional plan compliance support
Provide ongoing fiduciary education

The Funds include registered investment companies (i.e., mutual funds) that are not advised by FI, and/or collective funds (“Collective Funds”) for which FI may serve as investment adviser. These are explained in more detail in Methods of Analysis, Investment Strategies, Risk of Loss, and Affiliations sections for additional information. FI does not receive any fees from funds, including fund distribution fees, revenue sharing, advisory fees, or management fees. When selecting funds, FI evaluates a range of qualitative and quantitative factors, including fund fees. FI seeks funds with reasonable fees that also meet our other fund evaluation criteria. Collective Funds, when utilized, are designed to be low fee for the participant. Some plan sponsors may elect to make additional investment options available to plan participants through a self-directed brokerage account.

### Assets under Management

FI manages client assets on a discretionary basis. As of December 31, 2023, FI managed a total of:

	<b>401(k) Solutions</b>	<b>Private Client</b>	<b>Institutional</b>	<b>Total</b>
Discretionary	\$4,093,948,454	\$195,488,349,846	\$36,361,057,165	\$235,943,355,465
Non-Discretionary	\$0	\$0	\$0	\$0
Total	\$4,093,948,454	\$195,488,349,846	\$36,361,057,165	\$235,943,355,465

## Fees and Compensation

### Description

FI Fees and Compensation are designed under the philosophy that plans benefit from receiving services, rather than paying for investment products. The only fee that FI will charge for providing the services will be an annual asset-based fee as outlined below. These fees assume the majority of participants receive group and individual support from FI 401(k) Solutions specialists in person and/or over the phone on educational topics such as savings rates, investment options, and general 401(k) knowledge. Fees are periodically benchmarked with third party data, when available. While at times based on the needs of the plan FI may offer services and fee rates other than specified below, the schedule below lays out the annual fee for the 401(k) Solutions services described in the Types of Advisory Services section.

Service Approach	Billable Assets and Fees (assumes 1 – 100 employees)					Custom fee required for \$5,000,001+
	\$0 to	\$1,000,001 to	\$2,000,001 to	\$3,000,001 to	\$4,000,001 to	

	\$1,000,000	\$2,000,000	\$3,000,000	\$4,000,000	\$5,000,000	<i>billable assets or 101+ employees</i>
Remote	\$6,500	0.95%	0.80%	0.75%	0.70%	
1 location, up to 20 one-on-one meetings onsite	\$11,000	1.15%	0.90%	0.80%	0.75%	
Up to 2 locations, up to 60 one-on-one meetings onsite	\$15,000	1.35%	1.05%	0.90%	0.85%	

Billable Assets are total plan assets less assets invested in a participant's self-directed brokerage account.

401(k) Solutions typically targets plans with at least \$1,000,000 in investable assets, but it will accept smaller plans at FI's discretion, which will be billed the annual flat fee shown above. FI will not negotiate fees to manage a plan fiduciary's personal assets based on its relationship with the plan.

### Fee Billing

The fee is paid quarterly in arrears, starting when the Plan has assets in it and Fisher is formally recognized as the advisor by the recordkeeper ("Milestone Date"). If the initial or final quarter is less than a full quarter, the fee for such quarter shall be prorated accordingly. If the initial partial quarter is fewer than 16 days, the fee will not be calculated and billed at the end of the partial quarter; instead the fee will be calculated and billed based on billable assets at the end of the next calendar quarter for the longer period of time since the Milestone Date. Clients amending or restating an agreement will pay the full quarterly fee under the terms of the agreement in force as of the first calendar quarter end. All fees are due within 30 days from the date of Fisher's invoice. Unless otherwise agreed, fees will be deducted from the plan's assets (excluding any assets forfeited by participants) pro rata based on each participant's account balance. The maximum portion of the fee that may be deducted from the plan's assets is 1.3% of total plan assets. The remainder of the fee must be paid by the plan sponsor directly.

In general, either party may terminate the Fiduciary Retirement Agreement ("FRA") with 30 days prior written notice to the other party. At such time, FI will bill the plan for services already rendered, prorated through the calendar day prior to the date of termination. Since FI does not bill in advance, a refund of fees is not applicable.

### Other Fees

Plans will incur certain charges imposed by unaffiliated third parties. Such charges include, but are not limited to, fees paid to the plan's recordkeeper or third-party administrator or indirect expenses charged to the Funds. These indirect expenses include brokerage fees, commissions and related taxes or charges. These other fees are not paid to FI. Investments through a self-directed brokerage account may be subject to additional fees charged by third parties. Please refer to the Brokerage Practices section below for additional information on how FI selects brokers.

## Performance-based Fees and Side-By-Side Management

FI does not charge performance-based fees for plans with 401(k) Solutions, but may for institutional clients who specifically request it, if appropriate. Performance-based fee arrangements may permit FI to receive compensation for unrealized appreciation as well as realized gains and may create an incentive for FI to make riskier or more speculative investments. Managing accounts that are charged a performance-based fee and accounts that are charged another type of fee, such as a fixed-rate fee, presents certain conflicts of interest. There is an incentive to favor performance-based fee accounts. FI's policies and procedures have been developed to ensure that all clients are treated fairly and equally, and without regard to the fee type in determining trade allocation. Please refer to the Order Aggregation section below for more information. FI reviews trade aggregation and allocation policies and procedures at least annually to ensure adherence to firm procedures and that no client is being

systematically favored.

## Types of Clients

### Description

FI has a global client base of diverse investors in an advisory and sub-advisory role including corporations, retirement plans, public and multi-employer pension plans, foundations, endowments, governments, investment companies and high-net-worth individuals across America, Europe, Canada, Asia, Australia, and the Middle East.

### Account Minimums

401(k) Solutions primarily serves small and mid-size retirement plans. At present, 401(k) Solutions targets accounts with at least \$1,000,000 in investable assets, but may accept smaller accounts at FI's discretion.

## Methods of Analysis, Investment Strategies and Risk of Loss

### Methods of Analysis

FI uses both qualitative and quantitative tools to analyze markets, sectors, and securities. FI makes extensive use of computers, computer peripherals, software, and computer databases in screening for securities worthy of investment consideration. FI uses a centralized portfolio management system, which includes block trading, portfolio management and securities price data collection.

### Investment Strategies

The funds may include both mutual funds and Collective Funds. Mutual funds are investment companies registered under the Investment Company Act of 1940 ("40 Act") and are regulated by the SEC. A mutual fund's governing documents are a prospectus and statement of additional information, which can be accessed publicly on the SEC's website.

Collective Funds function similarly to mutual funds, but they are available only to qualified retirement plans. They are sponsored by a bank and regulated by the applicable banking authority. Collective Funds are exempt from registration under the 40 Act and their governing documents, which include a declaration of trust and a disclosure memorandum, must be delivered privately.

The Collective Funds advised by FI are part of a collective investment trust sponsored by SEI Trust Company ("SEI"). SEI, as trustee, manages those Collective Funds and maintains ultimate discretionary authority, with FI serving as investment adviser to the trust. SEI is a trust company organized under the laws of the Commonwealth of Pennsylvania regulated by the Pennsylvania Department of Banking. SEI is a wholly owned subsidiary of SEI Investments Company.

The Collective Funds advised by FI all have the goal of meeting or exceeding the return of a specific benchmark with a level of risk similar to the risk associated with the benchmark.

For the Collective Funds it advises, FI uses investment benchmarks as a framework for constructing portfolios, managing portfolio risk, and monitoring portfolio performance by comparing rates of return over time. FI can provide information about particular investment benchmarks upon request.

If FI forecasts a prolonged and substantial downturn for the U.S. and/or the foreign stock markets, it may advise a Collective Fund to deviate significantly from their respective benchmarks, in an effort to minimize losses or seek investment returns. There can be no guarantee that FI will accurately forecast any prolonged and substantial downturn in

the market, or that the use of derivatives and other defensive techniques would be successful in avoiding losses. These defensive strategies may be used for a Collective Fund only to the extent not prohibited by the governing documents, custodian limitations, and applicable law.

Derivatives typically derive their value from the performance of an underlying asset, interest rates or index. Premiums or other transaction costs related to the purchase of an option—a type of derivative—would be lost when the option expires worthless. The price movements of derivatives may be more volatile than those of other securities, and result in increased investment risk. Many of these investments may not enjoy as much liquidity as other securities. Consistent with a Collective Fund’s investment guidelines, FI will seek to recommend liquid investments to the extent they represent the best investment option in FI’s view.

### **Risk of Loss**

Investing in capital markets involves risk of loss that each plan should be prepared to bear. Investing in foreign stock markets involves additional risks including political, economic and currency risks, and differences in accounting methods. Investing in fixed income instruments may involve certain costs and risks such as liquidity risk, interest rate risk, and credit risk. Funds investing in derivatives could lose more than the principal amount invested in those instruments. There can be no guarantee that a plan fund will not suffer losses.

## **Disciplinary Information**

### **Legal and Disciplinary**

There have been no disciplinary events and no material legal events related to FI or any management personnel.

## **Other Financial Industry Activities and Affiliations**

### **Financial Publications**

Ken Fisher, Michael Hanson, Aaron Anderson, and other senior members of the firm are regular contributors to various media and publications globally. The Collective Funds can hold some or all of the securities mentioned in a particular article.

### **Affiliations**

As explained under Methods of Analysis, Investment Strategies and Risk of Loss section, FI acts as investment adviser to two Collective Funds available through 401(k) Solutions: the Fisher Investments All World Equity Collective Fund and the Fisher Investments U.S. Fixed Income Collective Fund. FI also advises the Fisher Investments Foreign Equity Collective Fund, the Fisher Investments Emerging Markets Equity Collective Fund, and the Fisher Investments All Foreign Equity Collective Fund, which are part of the same trust as but are not available through 401(k) Solutions. SEI Trust Company is the trustee and manager for all of the foregoing Collective Funds.

FI acts as the investment adviser for the Tactical Multi-Purpose Fund (“Tactical Fund”), organized as a non-diversified series of the Unified Series Trust established under the laws of Ohio by an Agreement and Declaration of Trust dated October 17, 2002. FI may recommend to clients, or use its discretionary authority over clients’ accounts, to invest client assets in shares of the Tactical Fund. Clients may also restrict or prohibit investment of their accounts in the Tactical Fund in writing. Additionally, FI acts as the investment adviser for the Fisher Investments Institutional Group Stock Fund for Retirement Plans, the Fisher Investments Institutional Group ESG Stock Fund for Retirement Plans, the Fisher Investments Institutional Group Fixed Income Fund for Retirement Plans, the Fisher Investments Institutional Group ESG Fixed Income Fund for Retirement Plans, the Fisher Investments Institutional Group All Foreign Equity Environmental and Social Values Fund, the Fisher Investments Institutional Group U.S. Large Cap Equity



Environmental and Social Values Fund, and the Fisher Investments Institutional Group U.S. Small Cap Equity Fund, each a diversified series of the Unified Series Trust.

FI acts as the investment manager for the UK-based Purisima Investment Funds, an open ended investment company incorporated in England and Wales under registered number IC 162 and authorized as an Undertaking for Collective Investment in Transferrable Securities (“UCITS”) by the UK Financial Conduct Authority, which is comprised of three sub-funds: the Purisima Global Total Return Fund, the Purisima UK Total Return Fund, and the Purisima EAFE Total Return Fund.

FI acts as the investment manager for the Purisima Investment Fund (CI) Limited, an open ended investment company established in Jersey, Channel Islands, as an Expert Fund in accordance with the Jersey Collective Investment Funds Order 1995.

FI acts as the investment manager for the Fisher Investments Institutional Funds plc, an open ended investment company with variable capital incorporated in Ireland under the Irish Companies Act 1963 to 2009 with registered number 496650 and authorized as a UCITS by the Central Bank of Ireland, which is currently comprised of twenty-nine sub-funds: the Fisher Investments Institutional Emerging Markets Equity Fund, the Fisher Investments Institutional Emerging Markets Equity ESG Fund, the Fisher Investments Institutional Emerging Markets Small Cap Equity ESG Fund, the Fisher Investments Institutional Frontier Markets Equity Fund, the Fisher Investments Institutional Asia ex-Japan Equity Fund, the Fisher Investments Institutional Global Small Cap Equity Fund, the Fisher Investments Institutional US Small Cap Core Equity ESG Fund, the FIE All-Purpose Fund, the Fisher Investments Institutional European Equity Fund, the Fisher Investments Institutional Global Equity Fund, the Fisher Investments Institutional Global Equity Focused Fund, the Fisher Investments Institutional Global Equity High Yield Fund, the Fisher Investments Institutional Global Developed Equity Fund, the Fisher Investments Institutional Global Developed Equity ESG Fund, the Fisher Investments Institutional US Small and Mid-Cap Core Equity Fund, the Fisher Investments Institutional Emerging Markets Equity Fund (Cash Limit), the Fisher Investments Institutional US Equity ESG Fund, the Fisher Investments Institutional China All Cap Equity ESG Fund, the Fisher Investments Institutional Emerging Markets Responsible Equity ex Fossil Fuels Fund, the Fisher Investments Institutional Emerging Markets Concentrated Equity ESG Fund, the Fisher Investments Institutional Global Sustainable Equity Impact ESG Fund, the Fisher Investments Institutional Quantitative Global Equity ESG Fund, the Fisher Investments Institutional Emerging Markets Hard Currency Government Bond Fund, the Fisher Investments Institutional US High Yield Bond Fund, the Fisher Investments Institutional China A-Shares Equity Fund, the Fisher Investments Institutional US All Cap Equity ESG Fund, the Fisher Investments Institutional Emerging Markets Sustainable Equity Impact ESG Fund, the Fisher Investments Institutional Global Small Cap Equity ESG Fund, and the Fisher Investments Institutional Global Low Volatility Equity Fund.

FI acts as the investment manager for the Fisher Investments Trust, a Delaware statutory trust, which currently has eleven series: Fisher Investments Institutional Group Emerging Markets Equity Fund, the Fisher Investments Institutional Group Foreign Equity Fund, the Fisher Investments Institutional Group Global Small Cap Fund, the Fisher Investments Institutional Group All Foreign Equity Fund, the Fisher Investments Institutional Group All Foreign Small Cap Equity Fund, the Fisher Investments Institutional Group All Foreign Small Cap Equity Quant Fund, the Fisher Investments Institutional Group Emerging Markets Equity ESG Fund, the Fisher Investments Institutional Group Emerging Markets Small Cap Equity ESG Fund, the Fisher Investments Institutional Group Frontier Markets Equity Fund, the Fisher Investments Institutional Group African Equity Fund, and the Fisher Investments Institutional Group Emerging Markets Equity Opportunities Fund.

FI acts as the investment manager for the Fisher Investments Canadian Series Trust Funds, an Ontario, Canada multi-series trust, which currently has nine series: the Fisher Investments Global Total Return Unit Trust Fund, the Fisher Investments Emerging Markets Equity Unit Trust Fund, the Fisher Investments Emerging Markets Equity ESG Unit Trust Fund, the Fisher Investments Emerging Markets Small Cap Equity Unit Trust Fund, the Fisher Investments International Small Cap Equity Unit Trust Fund, the Fisher Investments Frontier Markets Equity Unit Trust Fund, the Fisher Investments Global Small Cap Unit Trust Fund, the Fisher Investments Global Equity ESG Ex-Fossil Fuels Unit Trust Fund, and the Fisher Investments US Small Cap Core Equity ESG Unit Trust Fund.

FI acts as investment manager to the following Australian registered funds: the Fisher Investments Australasia Global Equity Focused Fund, the Fisher Investments Australasia Global Small Cap Equity Fund, and the Fisher Investments Australasia Emerging Markets Equity ESG Fund. Equity Trustees Limited is the Responsible Entity.

FI owns Fisher Investments Europe Limited, doing business as Fisher Investments UK (“FIUK”), an investment firm in the United Kingdom whose main activities are marketing FI’s and its own investment management services to prospective private clients in the United Kingdom, including providing investment and pension transfer recommendations and marketing its own investment management services to and managing assets for institutional clients in the United Kingdom, Switzerland, and Belgium, which are sub-managed by FI. FI earns a sub-management fee for the sub-management services it provides to FIUK.

FI owns Fisher Investments Australasia Pty Ltd (“FIA”), an investment firm in Australia whose primary purpose is to manage assets for wholesale clients (as defined by the Australian Securities and Investments Commission) in Australia that are sub-managed by FI. FI earns a sub-management fee for the sub-management services it provides to FIA.

FI owns Fisher Investments Japan Limited (“FIJ”), a Delaware corporation with a branch in Japan that has a discretionary investment management (“DIM”) and investment advisory and agency (“IAA”) licenses in Japan. FIJ’s primary purpose is to manage assets for professional and general clients (as defined by the Japan Financial Service Agency), a portion of which management will be delegated to FI. FI earns a sub-management fee for the sub-management services it provides to FIJ.

FI has a branch established in the Dubai International Financial Centre, whose primary purpose is to market FI’s investment management services to prospective institutional clients in the Middle East.

FI owns Grüner Fisher Investments GmbH (“GFI”), an investment firm in Germany whose primary purpose is to manage assets for private clients in Germany, Austria and Switzerland that are sub-managed by FI. FI earns a sub-management fee for the sub-management services it provides to GFI.

FI owns Fisher Investments Ireland Limited (“FII”), an investment firm in Ireland whose primary purpose is to manage assets for private and institutional clients in Europe that is sub-managed by FI. FI earns a sub-management fee for the sub-management services it provides to FII.

FI owns Fisher Investments Luxembourg, Sàrl (“FIL”), an investment firm in Luxembourg whose primary purpose is to manage assets for private clients in Europe that are sub-managed by FI. FIL also engages in insurance brokerage activities in France. FI earns a sub-management fee for the sub-management services it provides to FIL.

To improve fiduciary literacy and advance brand awareness, the Fisher Investments Institutional Group, from time to time, may sponsor, either independently or with other managers, consultants, or advisers, training and educational programs and conferences attended by retirement advisors and plan sponsor fiduciaries.

## Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

### Code of Ethics and Personal Trading

Ethics and integrity are the bedrock on which the rest of our business is built. When designated employees and contractors of FI and its subsidiaries invest for their own accounts, conflicts of interest may arise between clients and employees. As an investment adviser and mutual fund adviser, FI is subject to Rule 204A-1 of the Advisers Act and Rule 17j-1 of the Investment Company Act of 1940, as amended. To comply with these requirements, FI has adopted a Code of Ethics containing provisions reasonably necessary to prevent its “Access Persons,” as defined in the Code of Ethics, from engaging in any act, practice or course of business prohibited by these Rules. The Code of Ethics addresses investments by Access Persons in securities with particular rules for initial public offerings and limited offerings.

In accordance with FI’s Code of Ethics, all Access Persons are required to have most security transactions including all common stock, options, corporate bonds, exchange traded funds and trades in mutual funds where FI is the sub-adviser to the fund company approved in advance by designated personnel involved in the trading process. Access Persons and FI Principals have bought, owned, and sold securities in various publicly traded corporations, including those held by the Funds, including the Collective Funds advised by FI.

Access Persons and Principals may hold securities, which were purchased previous to their employment with FI, and are now still held. Access Persons and Principals whose accounts are managed by FI may participate in block transactions placed for clients or the funds advised by FI. Additionally, Access Persons and Principals must submit all brokerage statements, which reflect transactions for their benefit, to ensure this policy is implemented according to stated objectives. FI will provide a copy of its Code of Ethics upon request.

In addition to these explicit policies, we also stress ethics in our company vision statement, which states that “our quest requires delivering unparalleled service, continuous education, and appropriate solutions to our clients and always considering their interests first.” Likewise, ethics and integrity are a core component of employee performance reviews, where they are listed as an explicit competency and factor directly into performance evaluations.

### Participation or Interest in Client Transactions

FI imposes restrictions upon itself and all managed accounts that have a relationship with an FI Access Person or Principal to ensure plan and client interests are considered before the interests of FI or any person associated with FI. Such accounts are called proprietary accounts. They will trade in block trades with or after non-proprietary clients. Exceptions may be made to liquidate certain previously held equity positions in proprietary accounts that cannot be blocked with non-proprietary accounts provided a determination is made that no non-proprietary client will be disadvantaged. All clients with assets in proprietary accounts are aware of such trading practices. At no time will transactions be effected in any manner such that FI or the FI Access Person could benefit at the expense of a non-proprietary client.

### Political Contributions

FI personnel may make personal contributions to support political candidates or elected officials, including candidates who may share the firm’s views on issues related to its business interests. Designated personnel are responsible for ensuring that their political activities comply with applicable laws restricting political contributions and solicitations, as well as FI’s policies and procedures.

## Brokerage Practices

### Selecting Brokerage Firms

FI generally determines both the brokers to be used to effect transactions for plans and the commissions at which those transactions are to be effected. Brokers are selected on the basis of FI's assessment of the brokers' execution and other services relative to the commission charged for each trade. FI evaluates brokers' fees and commission rates in light of rates other advisers could obtain from brokers for similar transactions.

### ***FI has delegated a portion of its trading function for certain markets and securities to its affiliate, Fisher Investments Luxembourg, Sàrl ("FIL"), subject to the oversight of FI. Best Execution***

FI allocates transactions to brokers and/or dealers for execution on such markets at such prices and at such commission rates (which may be in excess of the prices or commission rates that might have been charged for execution on other markets or by other brokers or dealers) as in the good faith judgment of FI are appropriate. FI considers the selection of brokers and/or dealers based not only on the available prices and rates of brokerage commissions, but also other relevant factors which can include:

- (a) the execution capabilities of the brokers and/or dealers;
- (b) the size of the transaction
- (c) the difficulty of execution;
- (d) the operational facilities of the brokers and/or dealers involved;
- (e) the risk in positioning a block of securities;
- (f) the quality of the overall brokerage and research services provided by the broker and/or dealer; and,
- (g) research (including economic forecasts, investment strategy advice, fundamental and technical advice on individual securities, valuation advice and market analysis), custodial, trade generation and management software, and other services provided by such brokers and/or dealers which are expected to enhance FI's general management capabilities.

FI may cause a client to pay a broker or dealer a higher amount of commission for effecting a transaction than another broker or dealer would have charged for effecting that same transaction. This may occur if FI determines in good faith that the amount of commission is reasonable in relation to the value of the brokerage and research services provided by the broker or dealer, viewed in terms of either the particular transaction or FI's overall responsibilities with respect to the accounts for which FI exercises investment discretion.

To the extent FIL places trades on behalf of client accounts, FIL will abide by its best execution policy, which is substantially similar to FI's best execution policy described above.

### Soft Dollars

FI does not have any formal soft dollar arrangements where it uses a portion of commissions generated by trades by clients' accounts to pay specific amounts for research products and brokerage services from broker-dealers or research vendors. However, broker-dealers that custody client assets or effect securities transactions provide their own research services such as reports, access to website materials, and access to their analysts. In some cases, FI uses that research if it is believed to be useful and of reasonable value, which can be considered a soft-dollar benefit for FI even though there is no specific allocated amount of commissions in order for FI to receive those benefits nor is there believed to be any impact to the transaction costs for our clients. Additionally, some broker-dealers also provide FI with unsolicited research that FI considers to have limited value and does not use, which also are technically considered soft dollar benefits for FI. To the extent FIL places trades on behalf of client accounts, FIL may also receive research services, which would be made available to FI.

Generally speaking, all of FI's clients benefit from research services provided to FI by the brokers and dealers who effect transactions for FI's client accounts. FI periodically considers the value and usefulness of proprietary research services available through broker-dealers as part of assessing FI's overall relationship with a broker-dealer and the quality of services provided, but FI does not make specific trading or commission allocation decisions based on the research provided. FI's receipt of research services from brokers and dealers that effect transactions for FI's client accounts does not reduce FI's customary research activities.

### Order Aggregation

FI has adopted the following allocation policy and procedure for aggregating trade orders.

- Orders will not be aggregated unless aggregation is consistent with our best execution duty and the applicable advisory agreements.
- No advisory account will be consistently favored over any other account.
- Before entering an aggregated order, an electronic summary of the allocation shall be made in connection with that order.

FI's IPC determines the securities to be purchased and sold in client accounts where FI acts with discretion and recommends the securities to be purchased or sold in each of the FI-advised Collective Funds. FI will aggregate all orders directed by the IPC by custodian and/or business segment (e.g., Institutional, including 401(k) Solutions, and Private Client Group) for trade routing as described below.

FI uses two separate order management systems (OMS) currently – SS&C EZE (“EZE”) and Charles River (“CRD”). As FI's newest OMS, CRD is largely facilitating the Institutional Group and 401(k) Solutions, collectively referred to as “Institutional”. EZE largely encompasses the Private Client Group and Private Client Group International, collectively referred to as “Private Client”. Over approximately the next 12 months, Technology Transformation is migrating Private Clients to CRD from EZE.

### Private Client Blocking

- EZE: All Investment Policy Committee (IPC) directed orders for Private Client accounts are aggregated with any existing IPC block by internal custodian designation (“alt-broker code”). The alt-broker code is determined by, but not limited to, a combination of the Private Client account's custodian, prime brokerage eligibility, and anticipated order size. If a block does not exist, one will be created.
- CRD: All IPC directed orders for Private Client accounts are aggregated with any existing IPC block by internal custodian designation (“custodian code”). The custodian code is determined by, but not limited to, a combination of the Private Client account's custodian, prime brokerage eligibility, and order size. If a block does not exist, one will be created.

### Institutional Blocking

- CRD: All Institutional orders are blocked by traders if they share the same side, symbol, and trade objective. Other examples where traders have discretion on blocking Institutional orders is covered under cash raises and spends.

Orders for both Institutional and Private Clients will not be blocked across OMSs. Orders will be executed separately across OMS by those received first (Institutional) or based on custodian rotation (Private Client), IPC objective, operational constraint, or other approved exception listed below prevents execution. Respective executions in each OMS where there is overlap between symbol, side and broker will be booked and allocated at their respective execution prices on an unaggregated basis. Allocation policies and procedures as outlined below will still be followed specific to each OMS.



- When transactions are aggregated into blocks:
  - The actual execution prices applicable to the aggregated transaction will be averaged, and each client account or fund participating in the aggregated transaction will be deemed to have purchased or sold its share of the security, instrument or obligation involved at that average price; and,
  - All transaction costs incurred in effecting the aggregated transaction shall be shared on a pro rata basis among all participating accounts, except to the extent certain broker-dealers that also furnish custody services impose minimum transaction charges. Client direction and other restrictions may result in different costs for a particular account.
- If it is expected that an order will take more than one day to complete, transactions for a security or group of securities, the allocation order of accounts must follow a rotation order. For the purposes of determining rotation order, clients are classified into business unit groups (US and Canadian private clients, UK private clients, European private clients, and Institutional clients). The order in which business units receive allocations changes each time a business unit rotation is used.
- When blocks are partially executed, trades are allocated on a pure prorated basis. Each account is allocated executed shares in direct proportion to the percentage of the overall block executed. Aggregated orders receive one average price per broker. FI may, at its discretion, make small adjustments to accounts with relatively small share counts (generally <1,000 shares) to avoid excessive transaction costs.
- Orders will be allocated on a basis different from the above only if all clients receive fair treatment and the reason for the different allocation is approved by a member of the IPC member in writing. Common reasons for deviations include, but are not limited to, cash balance differences and relative position sizes.
- Client mandated orders are generally segregated from existing blocks and executed at the market. If it is deemed that executing the order at the market may have significant market impact, the order will be executed with discretion.
- Books and records will reflect separately the securities held, bought, and sold for each client account or fund. With respect to 401(k) Solutions, an independent third party is responsible for maintaining records relevant to each plan and plan participant.
- FI does not participate in initial public offerings and therefore has no allocation policy with respect to such offerings.
- No additional compensation or remuneration of any kind will be received by FI as a result of the procedure.

Trades executed by FIL (as described above under “Selecting Brokerage Firms”) will be aggregated by FIL with respect to multiple accounts and clients for which the same security is being traded by FIL. Trades executed by FIL will not, however, be executed together with trades in the same security executed directly by FI.

### Trading Errors

Trading errors sometimes happen for various reasons that may or may not be FI’s responsibility. FI handles trading errors according to its trade error policy and procedure, including the use of trade error accounts intended to absorb unfavorable consequences of trade errors (as well as favorable consequences when deemed not beneficial to a client account or a fund) to reduce the chance that a fund or an account would be affected. FI aggregates the balances of its error accounts among various broker-dealer and bank custody accounts on a quarterly basis to determine whether to donate aggregate gains to charity or to contribute to one or more accounts for aggregate losses. In any event, each of the FI-advised Collective Funds will always be made whole and soft dollars will never be used to correct trade errors.

## Review of Accounts

### Periodic Reviews

Information about the holdings of each of the FI-advised Collective Funds, including quantities and values of securities held, the amounts of cash and cash equivalents, and account transaction activity is maintained in FI's portfolio management and accounting systems. This information is reconciled against statements or electronic files from appropriate custodial agents generally daily, but no less than monthly. Information about the plan and individual plan participants is provided and maintained by the third party administrator or recordkeeper.

### Review Triggers

Each of the FI-advised Collective Funds is subject to periodic reviews depending on the criteria being evaluated. Most reviews utilize computer-generated exception reports from FI's portfolio management and accounting systems. Cash balance, position count, position size, asset allocation, country weight, and sector weight reports are among the measures periodically evaluated. Additionally, ad hoc reports supplement the review process. FI's Implementation department oversees the daily operations of the existing account review process.

The IPC consists of five members: the Executive Chairman, a Vice Chairman, an Executive Vice President, and two Senior Vice Presidents. They collectively determine firm investment policy and are responsible for managing broad investment strategies. All are actively engaged in securities and capital markets research contributing to the review process.

## Client Referrals and Other Compensation

### Incoming Referrals

From time to time, FI has client referral relationships with outside vendors and will pay a referral fee to these vendors. There is no increase in fees that clients will pay to Fisher as a result of the referral fees that FI pays to outside vendors. Conflicts of interest exist with respect to these referral relationships, as FI receives certain economic benefits through its participation in these relationships. FI also has incentives for its personnel to solicit and refer clients. FI occasionally pays a referral fee to third party solicitors. No fee is paid unless a signed contract is executed and the prospective client signs a disclosure form that contains the details of the referral agreement. FI's participation in referral relationships does not reduce or eliminate FI's fiduciary duties to put the interests of its clients first and seek best execution in securities transactions on behalf of its clients.

### Other Compensation

FI has obligations under referral programs with custodians with respect to certain clients, including certain clients who become clients of FI as part of its merger and acquisition activities. Pursuant to such programs, FI is obligated to pay the custodian an ongoing fee, usually as a percentage of the fees billed to the account or a percentage of the assets in the account, with a one-time fee generally payable in the event the account is transferred away from such custodian. Since the one-time fee is generally higher than the ongoing fee, FI will have an incentive to maintain the account at the existing custodian.

FI receives very limited income from speaking, writing, and royalties—all related to finance and investing. Kenneth L. Fisher receives royalties from his books. In addition, FI currently receives income for books published under Fisher Investments Press, an imprint series published by John Wiley & Sons, Inc. from 2009 to 2011.

## Custody

### Account Statements

FI is not a broker-dealer and does not take possession of plan assets. Although assets of plans using the 401(k) Solutions platform may be invested in a variety of investment options, they are generally invested in the Funds. These assets are, in turn, housed in independent, third party firms, otherwise known as custodians. Plan sponsors and plan participants have access to their individual account statements through their plan's recordkeeper or third party administrator. Plan sponsors and plan participants should carefully review those statements.

### Direct Debit of Fees

If authorized by a plan in its FRA, FI will have the ability to invoice the plan's recordkeeper for its fee, and the recordkeeper will be authorized to use plan assets to pay FI. FI has policies and procedures in place to ensure fees are calculated correctly and in accordance with clients' agreed upon rates. Refer to the Fee Billing under Fees and Compensation section above.

## Investment Discretion

### Discretionary Authority for Trading and Limited Power of Attorney

FI serves as the investment adviser to the Collective Funds identified above under Affiliations. SEI, as manager and trustee, nevertheless retains and will exercise complete, final and full authority and power to maintain the Collective Funds advised by FI and manage the assets in those Collective Funds at all times.

## Voting Client Securities

### Proxy Votes

SEI, as trustee and manager of Collective Funds, delegates proxy voting to FI, the investment adviser, for the securities held in the Collective Funds FI advises. FI exercises this authority in accordance to its proxy voting policies and procedures. These policies and procedures set forth guidelines for voting (or abstaining from voting) many typical proxy proposals. FI regularly reviews these guidelines. In certain instances the IPC will determine it is in the best interests of a client account or a Collective Fund to vary from the guidelines or the proxy issue will require individual case-by-case consideration under the guidelines. Where a proxy proposal raises a material conflict of interest between the interests of FI and its clients or one of the FI-advised Collective Funds, FI will vote in accordance with the guidelines where FI does not have discretion to vary from the guidelines. Alternatively, FI will obtain voting direction from Institutional Shareholder Services ("ISS"), an independent third party proxy service provider, disclose the conflict of interest and abstain from voting, or obtain consent prior to voting the securities. The IPC can override an ISS voting recommendation if they believe it is in the best interest of our clients to vote otherwise. Clients may obtain a copy of FI's proxy voting policies and procedures and/or information on how FI has voted the client's securities by written request to FI. There may also be a variety of corporate actions or other matters for which shareholder action is required or solicited and with respect to which FI may take action that it deems appropriate in its best judgment except to the extent otherwise required by agreement. These actions may include, for example and without limitation, tender offers or exchanges, and bankruptcy proceedings. Unless FI otherwise agrees in writing, FI will not have any duty or obligation to advise or take any action on behalf of clients in any legal proceedings, including bankruptcies or class actions, involving securities held in or formerly held in the client's account or the issuers of securities. At the client's written request, FI will assist when practical with administrative matters regarding any settlement or judgment.



## Financial Information

### Financial Condition

FI does not require or solicit prepayment of fees. FI is currently not in, nor has been historically in, a financially precarious situation, or the subject to a bankruptcy petition.

## Additional Information: Fair Valuation

For the FI-advised Collective Funds, SEI as trustee and manager is responsible for determining the fair value of securities and other assets for which market quotations are not readily available. SEI will make its determinations according to the valuation standards that it, in good faith, deems applicable under the circumstances. For other funds, custodians may have alternative valuation procedures that will apply to accounts or funds managed by FI.