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Charles Schwab & Co., Inc. Schwab Intelligent Portfolios Solutions Disclosure Brochure

**Charles Schwab & Co., Inc. Disclosure Brochure for the
Schwab Intelligent Portfolios Solutions Wrap Fee Program**

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This wrap fee program brochure provides information about the qualifications and business practices of Charles Schwab & Co., Inc. ("Schwab"). If you have any questions about the contents of this brochure, please contact us at 1-855-694-5208. 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. Schwab's description of itself in this brochure as a Registered Investment Adviser does not imply a certain level of skill or training on the part of Schwab or its representatives.

Additional information about Schwab is also available on the SEC's website at www.adviserinfo.sec.gov.

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Introduction

Charles Schwab & Co., Inc. (“Schwab,” “we,” or “us”) is a dual registrant investment adviser and broker-dealer. Schwab is registered as an investment adviser with the Securities and Exchange Commission (SEC). Schwab is registered as a broker-dealer under the Securities Exchange Act of 1934 and is a member of the Financial Industry Regulatory Authority (FINRA) and the Securities Investor Protection Corporation (SIPC).

Schwab is organized as a California corporation formed in 1971. Schwab is an indirect, wholly owned subsidiary of The Charles Schwab Corporation (“CSCorp.”), a Delaware corporation that is publicly traded and listed on the New York Stock Exchange (symbol: SCHW). Schwab’s principal place of business for its investment adviser is in San Francisco, California and the principal place of business for its broker-dealer is in Westlake, Texas.

Schwab sponsors other wrap fee programs and provides referral services described in separate disclosure brochures, which are available upon request.

Services, Fees, and Compensation

Schwab sponsors the advisory services Schwab Intelligent Portfolios® (“SIP” or the “SIP Program”) and Schwab Intelligent Portfolios Premium® (“SIP Premium” or the “SIP Premium Program”) (collectively, “Schwab Intelligent Portfolios Solutions” or the “Programs”). Schwab also sponsors other wrap fee programs, for which you can request a copy of their brochures. SIP is an automated discretionary investment advisory service that offers clients a diversified portfolio based on their stated investment objectives and risk tolerance. SIP Premium is a hybrid advisory service that combines financial planning and guidance from Schwab Financial Planners (“Financial Planners”) with discretionary portfolio management through the SIP Program.

Schwab Intelligent Portfolios

Schwab Intelligent Portfolios provides discretionary management through an automated investment advisory service. SIP portfolios consist of a diversified portfolio composed of exchange-traded funds (ETFs), as well as an FDIC-insured cash allocation (the “Cash Allocation”) that is based on the client’s stated investment objectives and risk tolerance. The portfolio of ETFs currently includes about 20 asset classes across stocks, fixed income, real estate, and commodities. Modifications to the number and types of asset classes included can occur at any time without prior notice to clients. The SIP Program is designed to monitor a client’s portfolio daily and to automatically rebalance as needed to keep a client’s portfolio consistent with the selected risk profile, unless such rebalancing may not be in the best interest of clients.

The SIP Program is offered online through an interactive website and mobile application (collectively, the “Website”). Clients use the Website and answer questions from an online questionnaire that help to determine whether the client is appropriate for the SIP Program. The Website also presents a suggested SIP portfolio based on the client information for clients’ review and approval. Prior to enrollment, clients are asked to carefully consider whether their participation in the SIP Program and whether their selected SIP portfolio are appropriate for their investment needs and goals. Once enrolled, SIP clients can update their investment profile or monitor their accounts’ allocation, activity, and performance through a customized dashboard. Clients should periodically review their investment profile and update it as needed when their goals, risk tolerance, or other aspects of their financial situation change.

Charles Schwab Investment Management, Inc. (“CSIM”), doing business as Schwab Asset Management, an affiliate of Schwab, provides portfolio management services for SIP Program accounts on a discretionary basis consistent with each client’s chosen investment strategy. Schwab acts as the qualified custodian for SIP Program accounts, providing trade execution, and related services. Schwab also provides administration and related services for the SIP Program.

The SIP Program uses algorithms (the “Algorithms”)—each algorithm is a set of rules embedded in a computer program: The various Algorithms in the SIP program (1) propose a portfolio based on a client’s answers to the online questionnaire (in the SIP Premium Program, clients may also receive their recommended portfolio from the Financial Planner); (2) identify portfolio rebalancing opportunities; (3) identify tax-loss harvesting opportunities; and (4) initiate buy/sell orders for the tax-loss harvesting and/or rebalancing opportunities it has identified, as detailed below (collectively, the “Rebalancing Algorithms”). Upon clients’ request to initiate recurring withdrawals through the Schwab Intelligent Income® feature as described below (“SII”), an additional algorithm (the “SII Algorithm”) is activated to enable withdrawals while the account assets remain invested through the Program. Except where otherwise indicated, “Algorithms” refer to the Rebalancing Algorithms and the SII Algorithm. The Rebalancing Algorithms are designed to perform a daily review of client accounts and holdings to identify rebalancing and tax-loss harvesting opportunities as well as to initiate buy or sell orders when such opportunities exist; trade orders are then sent to CSIM for review prior to the trade(s) being released for execution.

The Rebalancing Algorithms include a wash sale avoidance feature, which will prevent rebalancing and tax loss harvesting transactions from occurring in certain circumstances. This can prevent rebalancing towards accounts’ target allocation for 30 or more days, which can impact performance; it can also result in not utilizing all tax loss harvesting opportunities. Please see the “Wash Sale Avoidance” and the “Tax-Loss Harvesting Feature” sections for additional details.

Charles Schwab Investment Advisory, Inc., as a registered investment adviser and affiliate of Schwab, previously provided portfolio management services for SIP Program accounts and those services ceased and transferred to CSIM on March 30, 2024.

Although the activities described in this paragraph generally take place on a daily basis, there can be rare instances when they do not occur.

Clients give investment discretion to CSIM to manage their account and make trades in their account, and CSIM can therefore initiate or halt trading at its discretion and for any reason, including halting trading under conditions when CSIM believes that continued trading may pose an undue risk of harm to accounts. As with similar automated services, clients will not be allowed to make trades in their account(s). Clients may request that certain ETFs be excluded from their account(s) but not all requested restrictions will be processed. Unreasonable restrictions requested including other security types, such as stocks, mutual funds or cash will not be honored. A request to exclude ETFs from a client’s account may result in delays in the management of the account. The client will be notified if the account cannot be managed with the requested investment restrictions. Clients also may request that CSIM use a tax-loss harvesting strategy so that tax losses are generated to offset potential capital gains in their account, subject to meeting minimum balance requirements (currently \$50,000 in a single SIP or SIP Premium account, but is subject to change). Generally, it is not advisable for clients to use margin balances to deposit into the Programs for investment. Accounts enrolled in the Programs are not margin accounts and cannot be used as collateral for a margin loan.

Schwab Intelligent Portfolios Premium

The SIP Premium Program combines the discretionary portfolio management of the SIP Program, as described above, with the additional features of financial planning and ongoing access to guidance from Schwab Financial Planners, as well as to online financial planning tools. SIP Premium Accounts are invested in SIP portfolios and managed on a discretionary basis through the SIP Program. Unless otherwise indicated, descriptions of portfolio management through SIP apply to SIP Premium as well. Schwab also acts as the qualified custodian for SIP Premium Program accounts and provides administration and related services for the SIP Premium Program.

Like SIP, SIP Premium clients can complete an online questionnaire which results in the recommendation of a diversified portfolio based on the clients' stated investment profile and risk tolerance. Alternatively, SIP Premium clients can receive a recommended portfolio from the Financial Planner based on a review of the clients' stated investment profile and risk tolerance for the applicable accounts. Upon enrollment, SIP Premium clients receive discretionary management for the selected accounts.

As part of the SIP Premium Program, clients also have access to financial planning through a digital planning tool ("Planning Tool"), which captures information about clients' current financial situation, such as assets and liabilities and overall goals and risk tolerance. Clients will also receive a financial planning consultation with a Financial Planner, which will be guided by the Planning Tool and which will include wealth management topics applicable to the client's interests and needs, such as retirement planning, savings, educational funding, credit management, charitable giving, and budget management.

Information about assets held outside of Schwab, if provided, may be considered in developing a financial plan for the client, but information provided about the accounts that the client plans to enroll in SIP Premium will be the primary factor used to determine the appropriate strategy or strategies for those accounts. Although clients will receive financial planning advice on a broad range of subjects and accounts through SIP Premium, only those accounts actually enrolled in SIP Premium (each a "SIP Premium Account") or SIP will receive discretionary portfolio management through SIP.

Once enrolled, clients can stay connected to their plan and accounts online via a customized dashboard and have online access to the Planning Tool as well as ongoing access to Financial Planners. The interactive Planning Tool allows clients to explore the impact of changes to their financial plan or situation, such as spending goals, retirement time horizon, or other factors. The Financial Planners will conduct periodic client consultations, generally once a year, to review the online financial plan and subjects covered in prior consultations, as well as any new topics that may have arisen. At any time, clients may also request to schedule a consultation with a Financial Planner. Client consultations will also be used to review any changes to the client's accounts or financial situation that may warrant updating the online financial plan or selected SIP strategies.

Clients are currently required to enroll a combined minimum of \$25,000 in the SIP Premium Program, which can be met through one or more SIP Premium Accounts. Each enrolled SIP Premium Account must meet an initial minimum requirement (currently set at \$5,000). Not all clients will be appropriate for the SIP Premium Program. It is designed for investors who are seeking portfolio management through an automated investing solution, are comfortable with online and mobile access, prefer a non-asset-based fixed advisory fee structure, and who also want to receive ongoing financial planning guidance from Financial Planners as well as an interactive Planning Tool.

If a SIP Premium account no longer meets program eligibility or appropriateness requirements, clients agree that Schwab may, at its sole discretion, unenroll the account from the SIP Premium Program while maintaining the account as a SIP account and continuing discretionary management through the SIP Program, or take other action as may be appropriate for the account.

Brokerage Practices

Schwab does not act as an investment adviser in the selection or recommendation of broker-dealers as part of the Programs. Clients agree with Schwab in the Schwab Intelligent Portfolios Advisory Agreement that all brokerage transactions for their account will be executed by Schwab. As a result, clients may not always obtain as favorable a price or execution as might have been available through another broker. Not all broker-dealers or investment advisers require their clients to direct trades to a particular broker-dealer (also known as "directed brokerage"). For additional details regarding brokerage practices, please review the "Participation or Interest in Client Transactions" section as well as the "Directed Brokerage" section of the CSIM Disclosure Brochure.

Custody

Schwab has custody of assets in the SIP and SIP Premium Program accounts and will provide an account statement, at least quarterly, for each account. The account statements detail account positions and activities during the preceding period. Clients should review their account statements carefully.

Investment Discretion

SIP and SIP Premium clients receive discretionary portfolio management through SIP and a diversified portfolio of ETFs and Cash Allocation.

Electronic Delivery

During the enrollment process for the Programs, clients agree that records and disclosures will be delivered electronically and that agreements will be signed electronically. This includes the disclosure brochures, supplements, and other documents relating to clients' accounts. Each client has an obligation to maintain an accurate and up-to-date email address and to ensure that he/she has the ability to read, download, print, and retain electronic documents. If a client is ever unable or unwilling to accept electronic delivery, the client's enrollment in the Programs may be terminated at Schwab's discretion. If a client's account is terminated for this reason, the client may be required to transfer the account assets to another account at Schwab or at another custodian, or to have the Account assets be liquidated and the proceeds returned to the client.

Fees and Compensation

Schwab Intelligent Portfolios Fees

The SIP Program includes the following services: (i) Schwab's SIP Program administration services, as well as trade execution, custody, and related services; and (ii) CSIM's portfolio management services. Clients are not charged an annual SIP Program fee for these services. However, the SIP Program is not free of charge. Clients pay the operating expense ratios of ETFs used in the portfolios, including Schwab ETFs™, which affects the performance of SIP Program accounts. Account performance is also affected by the Cash Allocation and the Sweep Program. Schwab,

CSIM and their affiliates earn compensation from certain ETFs used in the portfolios and from the Cash Allocation and Sweep Program, as described elsewhere in this brochure in “Schwab Intelligent Portfolios Sweep Program,” “Benefits to Schwab Affiliates,” and “Conflicts of Interest and How They Are Addressed.”

In programs similar to the SIP Program, clients might expect to pay an annual fee of 0.30% of client assets to reflect the value and cost of these services. While clients are not charged a SIP Program fee for services, due to retirement accounts in the SIP Program, for purposes of IRS rules, Schwab makes a nominal calculation that fully offsets in the amount of 0.30% of the compensation that it or its affiliates receive from ETF transactions in clients’ accounts. This includes advisory fees for managing Schwab ETFs if CSIM selects them to include in SIP Program accounts. If this affiliate compensation ever exceeds 0.30% of client assets, Schwab would refund the additional amount to client accounts or use it to pay account administrative expenses. The result is that clients pay no annual SIP Program fee.

Schwab Intelligent Portfolios Premium Fees

The SIP Premium Program fee (“SIP Premium Program Fee”) includes the following services: (i) planning services delivered by the Financial Planners; (ii) ongoing access to financial planning tools; (iii) administration services related to the SIP Premium Program. No portion of the SIP Premium Program Fee is attributable to the discretionary management received through SIP.

SIP Premium accounts combined together for billing purposes are referred to as a SIP Premium Account Group. Beginning March 28, 2019, for each new SIP Premium Account Group, the SIP Premium Program Fee consists of a \$300 initial planning fee (“Initial Planning Fee”) and an ongoing advisory fee (“Ongoing Advisory Fee”). The Ongoing Advisory Fee is \$90 per quarter (or \$30/month charged on a quarterly basis) per SIP Premium Account Group. The Initial Planning Fee is deducted for the initial planning appointment for the preparation of a financial plan. The Initial Planning Fee will not be reflected in the calculation of performance for your account(s). The Ongoing Advisory Fee will begin to accrue after the initial planning appointment and will be pro-rated based on number of days actually enrolled during the quarter. For purposes of allocating the Ongoing Advisory Fee to accounts in the same SIP Premium Account Group on a pro rata basis, Schwab weights asset values across the month for each account enrolled at the end of the month and allocates based on the weighting. The Ongoing Advisory Fee is a flat fee and is \$90 per quarter per SIP Premium Account Group, regardless of the level of assets. Thus, for example, a SIP Premium client with \$250,000 pays the same Ongoing Advisory Fee as a client with \$50,000. However, this also means that the client with fewer invested assets will pay an advisory fee that is a higher percentage of those invested assets. Clients should consider this when making the decision to enroll in SIP Premium.

Beginning April 1, 2019, SIP Premium Account Groups that were in existence as of March 28, 2019, will be charged on a quarterly basis the lower of the following: (1) quarterly fees under the SIP Premium Program Fee schedule; or (2) quarterly fees under the Schwab Intelligent Advisory® Legacy Program Fee schedule, as described below.

The Schwab Intelligent Advisory Legacy Program Fee is an annual rate of 0.28% of total client assets enrolled in SIP Premium, excluding cash (“Legacy Program Fee”). Schwab calculates the Legacy Program Fee by multiplying the daily value of the assets in a client’s SIP Premium account(s), excluding cash, for each calendar day in the quarter by the applicable daily fee rate (i.e., the annual rate of 0.28% divided by the number of days in that year) and then adding together the fee for each calendar day in the quarter.

Although some clients may qualify for discounts, the SIP Premium Program fee and the Schwab Intelligent Advisory Legacy Program fee are generally not negotiable.

Additional Information Regarding Fees in the Programs

There is no additional planning or advisory fee for the activation or use of the SII feature or the tax-loss harvesting feature. Clients do not pay brokerage commissions in the Programs to Schwab.

Each ETF, including a Schwab ETF, pays investment advisory, administrative, distribution, transfer agent, custodial, legal, audit, and other customary fees and expenses, as set forth in the ETF prospectus. An ETF pays these fees and expenses, which ultimately are borne by its shareholders. Therefore, CSIM will earn fees from Schwab ETFs that are held in accounts enrolled in the Programs.

Clients may incur sales charges, redemption fees, and other costs, as well as tax consequences, if they redeem or make other transactions in ETFs, mutual funds, or other investments in order to fund accounts enrolled in the Programs. To the extent that cash used by clients to fund their accounts comes from redemptions of mutual fund shares, ETFs, or other investments outside of the Programs, there may be tax consequences or additional costs from sales charges previously paid and redemption fees incurred.

Pursuant to an agreement between CSIM and Schwab, Schwab pays all costs and expenses incurred by CSIM in connection with the Programs and with other research services provided by CSIM, plus an additional amount based on a fixed percentage of such costs and expenses. CSIM does not enter into agreements directly with clients in the Programs and accordingly does not receive direct compensation from or negotiate fees with them.

Schwab provides administrative services to Schwab Bank in support of the operation of the Deposit Accounts; Schwab Bank will pay Schwab an annual per-account flat fee for these administrative services. This fee is more fully described in the Schwab Intelligent Portfolios Sweep Program Disclosure Statement.

The fees that clients pay directly and indirectly in the Programs may be more or less than they would pay if they purchased separately the types of services in the Programs. Clients may be able to obtain some or all of the types of services available through the Programs on a standalone basis from other firms. Factors that bear upon the cost of the Programs in relation to the cost of the same services purchased separately include, among other things, the type and size of the account (and other accounts that clients may be able to combine to determine fee breakpoints), the historical and expected size or number of trades for an account, types of investments and cash held in the account, and the number and range of supplementary advisory and other services provided to an account.

Compensation

Financial Consultant Compensation

Among Schwab investment professionals, branch-based and phone-based Financial Consultants (“FCs”) are most often responsible for recommending the Programs to clients like you. FCs may be Schwab employees or non-employee independent contractors who, with their own employees, operate Schwab Independent Branches pursuant to a franchise agreement with Schwab. The FCs who operate Schwab Independent Branches are known as Independent Branch Leaders (“IBLs”) or, if employed by such IBLs, Independent Branch (“IB”) Representatives.

In addition to their base salaries, Schwab employee FCs receive compensation for successfully navigating clients to the Programs and other investment advisory programs and for servicing those clients after enrollment in such programs. Schwab as a company may earn more or less

revenue depending on what products and services a Schwab employee FC recommends and a client chooses. Schwab has designed Schwab employee FC compensation to be based on factors that include the time, complexity, and expertise necessary to understand and recommend a program and to provide ongoing service to a client enrolled in a given program. Schwab employee FCs' compensation does not vary depending on whether a client enrolls in the SIP or SIP Premium Program. Based on these factors, amounts earned by Schwab employee FCs on assets enrolled in the Programs exceed the amounts earned on assets in commission-based brokerage accounts.

As independent contractors, IBLs receive a monthly "Net Payout" from Schwab, which includes amounts earned on assets in investment advisory programs like the Programs and assets in commission-based brokerage accounts, and it is from this Net Payout amount that IBLs pay their IB Representative employees. As with Schwab employee FCs, the amounts earned by IBLs and IB Representatives vary by the type of program in which an account participates.

Financial Planner Compensation

Financial Planners receive compensation in the form of a salary and a bonus based on factors such as corporate and individual performance. Financial Planners' compensation does not vary depending on the specific investment recommendations made to SIP Premium clients.

Compensation to Other Schwab Investment Professionals

Other Schwab employee investment professionals, such as New Client Investment Consultants, can also earn additional incentive compensation for referring clients to advisory services, including the Programs. For detailed information on the compensation of these and other Schwab investment professionals, please see our website at schwab.com/representative-compensation.

Benefits to Schwab Affiliates

Schwab affiliates earn revenue from the underlying assets in SIP and SIP Premium accounts.

This revenue comes from: (i) revenue earned by Schwab Bank on the Cash Allocation in the investment strategies; (ii) advisory fees received by CSIM from Schwab ETFs™ that CSIM selects to buy and hold in client accounts; (iii) payments Schwab may receive from the market centers where it routes ETF trade orders for execution; (iv) compensation Schwab affiliates such as Schwab Bank receive from the SII feature, which results in additional cash being automatically deposited in Schwab or Schwab Bank accounts on a recurring basis. More information about these revenues and their benefits to Schwab affiliates is set forth under the "Schwab Intelligent Portfolios Sweep Program," "Fees and Compensation," and "Participation or Interest in Client Transactions" sections.

Conflicts of Interest and How They Are Addressed

Schwab does not charge an advisory fee for the SIP Program in part because of the revenue Schwab Bank generates from the Cash Allocation (an indirect cost of the Program). As program sponsor, Schwab sets the Cash Allocation percentage for each of the investment strategies and considers among other factors the expected revenue Schwab Bank earns from the Sweep Program. This is a conflict of interest. Under certain market conditions, the Cash Allocation results in lower overall portfolio performance, for example when other riskier assets outperform cash.

As noted above, Schwab Bank earns income on the Cash Allocation for each investment strategy in the Programs. The Cash Allocation is placed in an FDIC-insured deposit account at Schwab Bank. The higher the Cash Allocation and the lower the interest rate paid to clients, the more Schwab Bank earns. A lower interest rate means a lower yield on the Cash Allocation. This is a conflict of interest, and the written parameters for the Programs do not mitigate this conflict. Outside of the Programs, clients have access to cash alternatives that pay a higher yield, although they may not have FDIC insurance.

Net interest revenue is a major source of revenue for Schwab Bank, including with respect to the Programs. Schwab Bank's net interest revenue is generated by the difference between the interest rate that it can earn extending loans and purchasing investment securities, and the interest rate it pays to clients on their Sweep Program deposits. The difference between the rates earned and paid is the "spread." Generally, an increase in market interest rates will mean that the Programs earn more revenue for Schwab Bank because the spread will increase.

Updated information is available at schwab.com/intelligent-cashrate. In general, Schwab Bank would receive more revenue on a Cash Allocation above 10% (as part of a more conservative investment portfolio allocation) and less revenue on a Cash Allocation below 10% (as part of a more aggressive investment portfolio allocation). Historically, the spread has increased when market interest rates have risen. For more information on how the Sweep Program works, including how to determine current interest rates on the Cash Allocation, please see the "Schwab Intelligent Portfolios Sweep Program" section.

Clients can elect their SII Withdrawals be sent to Schwab, Schwab Bank or a third-party financial institution. However, for those clients who have selected for the SII Withdrawals to be deposited into an account custodied at Schwab or Schwab Bank, this will result in additional revenue to Schwab or Schwab Bank, and this is also a conflict of interest.

Because Schwab and CSIM are affiliated companies, Schwab has an incentive to select and keep CSIM to provide portfolio management services for the SIP Program. Similarly, CSIM has a conflict of interest in selecting Schwab ETFs™, which pay compensation to CSIM. Schwab has a conflict in that it has instructed CSIM to select or retain Schwab ETFs in the portfolios, but only if Schwab ETFs meet all the criteria noted in the "Selection of ETFs" section. CSIM also has a conflict of interest because it selects ETFs that it holds in other client accounts CSIM manages in other Schwab programs.

Certain asset classes in SIP and SIP Premium accounts include both market-cap and fundamentally weighted ETFs. Market-cap weighted ETFs track indices based on the market capitalization of the index's underlying holdings. Fundamental ETFs weight holdings based on fundamental factors like sales, cash flow, dividend distribution, and buybacks. SIP and SIP Premium accounts are invested in both market-cap based and fundamentally weighted ETFs with the goal of helping to increase diversification, reduce volatility, and provide better risk-adjusted results over time. Typically, fundamental ETFs have a higher expense ratio than market-cap ETFs. The current method CSIM uses to select fundamentally weighted ETFs is based on asset classification by a third-party provider and, in combination with the selection criteria described above, results in Schwab ETFs being the primary ETF selection for fundamental asset classes in portfolios in the Programs.

In connection with ETF selection in the Programs, Schwab's written parameters do not allow CSIM to consider compensation to Schwab or other affiliates other than as described in the "Selection of ETFs" section. CSIM must also follow these written criteria in selecting securities for, and removing securities from, Program portfolios. Schwab reviews CSIM's performance in providing portfolio management services to SIP and SIP

Premium accounts. For more information regarding how ETFs are selected for inclusion in portfolios and on the fees earned by Schwab affiliates on ETFs in client accounts, see the “Selection of ETFs” and “Fees and Compensation” sections.

Clients should carefully consider these conflicts of interest and their impact on portfolio management prior to enrolling in the Programs.

Account Requirements and Types of Clients

Not all clients or prospects will be appropriate for the Programs. SIP is designed for investors who are seeking portfolio management through an automated investing solution and who are comfortable with a primarily digital experience. SIP Premium is designed for investors who are seeking portfolio management through an automated investing solution, are comfortable with online and mobile access, prefer a non-asset-based fixed advisory fee structure, and who also want to receive ongoing financial planning guidance from Financial Planners as well as an interactive Planning Tool.

Clients of the Programs may include, but are not limited to, individuals, IRAs, and living trusts. Organizations, such as corporations, limited liability companies, and limited partnerships, may also participate in the SIP Program as a client. These types of clients may not have the same client experience as individuals or trust clients. Clients that are government entities or clients that are subject to the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), are not eligible for the Programs.

Clients must agree to accept electronic delivery of contracts, disclosure documents, prospectuses, statements, and other materials.

Clients have the option to fund Program accounts with securities. Funding an account with a combination of securities that are and are not already included in the client’s recommended Program portfolio can cause additional rebalancing transactions in the portfolio. Clients authorize Schwab (or CSIM to instruct Schwab) to liquidate any securities used to fund Program accounts. In the SII feature, Clients authorize Schwab (or CSIM to instruct Schwab) to liquidate any securities needed to fund the SII Withdrawals. Securities may be liquidated at the client’s risk and expense and without taking into account the realization of a taxable gain or a loss that may result.

Neither CSIM nor Schwab will have responsibility for the performance of those securities pending their liquidation.

To be initially invested in an investment strategy, clients must meet all requirements of Schwab to open an account in the SIP or SIP Premium Program and fund it with the applicable minimums. SIP clients must establish their accounts with a minimum of \$5,000 in each account. SIP Premium clients must establish their accounts with a combined minimum of \$25,000 in the SIP Premium Account Group and a per-Account minimum of \$5,000. In SIP Premium, discretionary portfolio management begins after enrollment in that program and upon meeting the current account minimum requirement of \$5,000 per account. There is also a minimum balance requirement to request CSIM employ a tax-loss harvesting strategy, and a minimum balance requirement to maintain a tax-loss harvesting strategy. SII has specific requirements (such as likelihood of meeting SII Goals) in order to activate the SII Withdrawals and for clients to continue receiving income needs-related planning guidance related to the SII Goals.

Clients may terminate enrollment from the Programs at any time pursuant to the terms in the Schwab Intelligent Portfolios Solutions Advisory Agreement.

If a client terminates enrollment from the Programs, the Sweep Program will no longer apply to the account. That account will have its own sweep feature, which may have terms that are more favorable or less favorable than those of the Sweep Program.

Schwab may terminate a client from the Programs for failing to fund or maintain their accounts with the applicable minimums, for failure to maintain a valid email address, or for any other reason, at Schwab’s sole discretion. Schwab also may terminate a client from the Programs if the client’s requested investment restrictions are deemed to be unreasonable. Depending on the reason for the termination, the client may have the opportunity to resolve the reason for the termination. Upon termination from the Programs by either the client or Schwab, the client’s enrollment in the Sweep Program will terminate and the account will no longer be managed. Upon deactivation of the SII feature, the client’s enrollment in the SIP Program and the SIP Premium Programs remain unaffected. Upon unenrollment from the SIP Program or the SIP Premium Programs, the SII feature will be disabled and the SII Withdrawals will terminate upon notice to the client.

Retirement Accounts

Schwab and its employees and agents (i) have no investment or other discretion with respect to assets covered by either the SIP Program or the SIP Premium Program; (ii) will perform no discretionary acts with respect to such assets; (iii) will effect only such transactions as instructed by clients; and (iv) will exercise no discretion and provide no advice as to the voting of proxies.

CSIM is the sole fiduciary, as defined under the Internal Revenue Code, in performing investment management services and exercising discretion over the assets managed in any retirement account, subject to such reasonable restrictions as the client may impose.

Portfolio Manager Selection and Evaluation

Schwab has selected CSIM to provide portfolio management services for the SIP Program. Schwab believes that CSIM possesses the requisite expertise to serve in this capacity. Schwab reviews the performance of the investment strategies quarterly through standardized composite performance reporting.

About CSIM

CSIM is an affiliate of Schwab and provides portfolio management services for SIP Program accounts. CSIM also acts as the investment manager for certain strategies in the Schwab Managed Account Services™ Wrap Fee Program, the Schwab Managed Portfolios™ Wrap Fee Program, and the Schwab Funds® and Schwab ETFs™. CSIM has a conflict of interest in managing different strategies that use or consider the use of the same securities. See CSIM’s Disclosure Brochure.

SIP Program Selection and Evaluation

Schwab has selected the SIP Program as the vehicle for discretionary management within the SIP Premium Program, which includes Schwab-established parameters and its selection of CSIM to provide portfolio management in SIP accounts and SIP Premium accounts. Schwab reviews the performance of CSIM, and the performance of its own Financial Planners, on a periodic basis.

Performance-Based Fees

Schwab does not receive performance-based fees in connection with referrals to the Programs.

Side-by-Side Management

Not applicable. Schwab does not manage or recommend strategies in the Programs.

Methods of Analysis, Investment Strategies, and Risk of Loss

Using asset allocations and ETF selection parameters determined by Schwab, CSIM has created a number of investment strategies for the Programs. The investment strategies consist of diversified portfolios of ETFs combined with the Schwab Intelligent Portfolios Sweep Program ("Sweep Program"), which automatically deposits, or "sweeps," free credit balances to deposit accounts at Charles Schwab Bank, SSB ("Schwab Bank"), an affiliate of Schwab and CSIM. Each investment strategy is designed to be consistent with a certain combination of investment objectives and risk tolerance. Certain investment strategies are intended for taxable accounts and others for tax-deferred accounts such as Individual Retirement Accounts (IRAs). Certain investment strategies focus on higher yielding (i.e., interest and dividend) asset classes. Only a subset of these strategies are available to clients who are taking recurring withdrawals through the SII feature. Additional investment strategies or modifications to the parameters of existing strategies may occur at any time without prior notice to clients. Not all investment strategies will be appropriate for or available to all clients.

Investing in securities, whether through the Programs or otherwise, involves the risk of loss that clients should be prepared to bear. The specific risks associated with the ETFs comprising the portfolios, as well as the risks associated with securities held in those ETFs, are described in detail in the CSIM Disclosure Brochure. The Rebalancing Algorithms work to maintain asset class diversification for each portfolio within defined parameters and subject to the limitations described in this disclosure brochure.

There are limitations inherent in the use of Algorithms to manage accounts; for instance, the Rebalancing Algorithms are designed to manage accounts according to the asset allocation selected for that account and are not designed to actively manage asset allocations based on short-term market fluctuations. The Rebalancing Algorithms are also not designed to consider certain factors such as short-term asset class volatility or individual tax circumstances such as capital gains taxes. The SII Algorithm cannot ensure the duration of the SII Withdrawals. Although the SII Algorithm is designed to consider tax implications in the order and amount of withdrawals from various accounts, it is not designed to produce a specific tax result or to ensure that withdrawals will be made in the most tax efficient manner. Clients enrolled in SII should seek guidance from a qualified tax professional on how tax laws apply and the impact of enrollment to their specific circumstances. Investment advisory personnel of CSIM oversee the Algorithms but do not personally or directly monitor each individual account.

There is a risk that the Algorithms and related software used for strategy selection, tax-loss harvesting and rebalancing, and related functions may not perform within intended parameters, which may result in a recommendation of a portfolio that may be more aggressive or conservative than necessary, and trigger or fail to initiate rebalancing and/or tax-loss harvesting trading.

The various Algorithms interact with each other and follow relative prioritization. For instance, if an account is due for a planned withdrawal through the SII feature (as detailed below), the withdrawal will take precedence over any wash sales that the Rebalancing Algorithms may attempt to avoid. This means that if there is a planned withdrawal for the account, there will be a sale of securities as needed to fund the withdrawal even if this results in a wash sale.

Cybersecurity Risk

Information security risks for financial institutions are increasing, in part because of the use of the internet and mobile technologies to conduct financial transactions, and the increased sophistication and activities of organized crime, activists, hackers and other external parties, including foreign state actors. Schwab's systems and those of other financial institutions have been and will continue to be the target of cyber attacks, malicious code, computer viruses, ransomware, and denial of service attacks that could result in unauthorized access, misuse, loss, or destruction of data (including confidential client information), account takeovers, and the unavailability of service or other events. We seek to reduce these risks through controls and procedures we believe are reasonably designed to address these risks. Despite all efforts to ensure the integrity of Schwab's systems, we may not be able to anticipate or implement effective preventive measures against all security breaches of these types, and security breaches that would halt or impair our ability to provide advisory services could still occur. We will respond to breaches with appropriate resources to contain and remediate the cause of the breach and restore operations.

System Outages Risks

System interruptions, errors or downtime can result from a variety of causes, including changes in client use patterns, technological failure, changes to the systems, linkages with third-party systems and power failures and can have a significant impact on Schwab's business and operations. It could take an extended period of time to restore full functionality to the technology or other operating systems in the event of an unforeseen occurrence, which could affect Schwab's ability to manage client assets and deliver advisory services.

Selection of ETFs

The written parameters established by Schwab place limitations on the universe of ETFs that CSIM may select for the portfolios.

Schwab has ETF selection parameters designed to support its philosophy of low-cost and index-based investing. In support of providing broadly diversified and risk-adjusted portfolios, eligible ETFs must represent well a particular asset class in the portfolio, meet sufficient liquidity standards, and be among the lowest cost (in terms of its operating expense or "OER") in their asset class or category. When it comes to replacing an ETF, CSIM also considers the potential impact to clients, such as additional trading costs or other costs.

Eligible ETFs include Schwab ETFs™, which are managed by CSIM. Schwab has instructed CSIM to select or retain Schwab ETFs in the portfolios as long as CSIM determines that they satisfy the above factors.

CSIM will generally select both a primary and secondary ETF for each asset class in consideration of, among other things, tax-loss harvesting and requested investment restrictions. In limited circumstances, as determined by CSIM, only one ETF may be used in certain asset classes. In such cases, the tax-loss harvesting feature would not be available for execution in the affected asset class(es). To be eligible for consideration, ETFs designated as the primary ETF in an asset class are targeted to have a share price less than a cap that is necessary to enable trading in smaller balance accounts.

Schwab ETFs pay fees to CSIM that are described in "Participation or Interest in Client Transactions" below.

Rebalancing

The Rebalancing Algorithms are designed to conduct a daily review of client accounts for rebalancing opportunities. If the allocation of the ETFs in a client's account deviates by more than an amount specified in Schwab's parameters from the recommended asset allocation due to changes in ETF values, the Rebalancing Algorithms will initiate a rebalancing trade order unless CSIM exercises discretion to not do so for reasons such as market volatility or under certain circumstances such as those described below for tax loss harvesting and wash sale avoidance. Program trades are sent to CSIM for review prior to being routed for execution. The Rebalancing Algorithms may also trigger rebalancing in cases when a client makes changes to their investment profile, when a client requests to impose or modify restrictions on the management of their account, or when a deposit or withdrawal is made. Accounts are rebalanced by buying and selling ETF shares and depositing or withdrawing funds through the Sweep Program. Program monitoring and trading are subject to systems and technology constraints and availability, and while unlikely, may not take place daily.

Accounts below \$5,000 may deviate further than the amount specified by Schwab's rebalancing parameters; they may also deviate from the target allocation of the selected investment profile. Rebalancing below \$5,000 may impact the ability to maintain positions in selected asset classes due to the inability to buy or sell at least one share of an ETF. For example, withdrawal requests may require entire asset classes to be liquidated to generate and disburse the requested cash.

Wash Sale Avoidance

A wash sale is the sale at a loss of a security (such as an ETF) and the purchase of the same or a substantially similar security within 30 calendar days either before or after that sale. If a wash sale occurs, the IRS may disallow or defer the loss for current tax reporting purposes. In an effort to avoid wash sales, in certain circumstances, the Rebalancing Algorithms will prevent rebalancing and tax loss harvesting transactions from occurring. In those cases, the Rebalancing Algorithms could be unable to rebalance towards the target allocation for 30 or more days, which can impact performance. This can also result in not utilizing all tax loss harvesting opportunities.

CSIM will seek to avoid wash sales in any SIP or SIP Premium account(s) associated with the same primary account holder (with the exception of custodial or trust accounts). If CSIM is monitoring multiple accounts to avoid the wash sale disallowance rule, the first taxable account to sell an ETF at a loss will block the other account(s) from buying in that same ETF for 30 days. Similarly, the first account to buy an ETF will block the other taxable accounts from selling that same ETF at a loss for 30 days.

Although the Rebalancing Algorithms seek to avoid wash sales, they are not designed to and cannot avoid all wash sales.

For instance, in the event that securities need to be sold in order to enable withdrawals, such as for withdrawals made through SII, those sales will take place even if they could result in wash sales. If a client sells ETF shares at a loss and uses the proceeds to fund their Program account or other account, CSIM may purchase the same ETF shares for their Program account within 30 days, thereby creating a wash sale. CSIM only monitors for wash sale avoidance for accounts enrolled in the Programs, and clients are responsible for monitoring their and their spouse's other accounts (at Schwab or with another firm) to ensure that transactions in the same ETF or a substantially similar security do not create a wash sale.

"Tax-Loss Harvesting" Feature

Clients may request Schwab (and CSIM through Schwab) to employ a tax-loss harvesting strategy with any taxable account; however, the account must meet the minimum balance requirement of \$50,000 for the tax-loss harvesting strategy to become active on the account. There is also a lower minimum balance requirement to maintain a tax-loss harvesting strategy; for any accounts falling below this minimum balance, the tax-loss harvesting strategy will become inactive until such time as the minimum balance requirement is met. These minimums are designed to limit, but cannot always prevent, scenarios where tax-loss harvesting sales are made and a single share of the replacement ETF is too expensive to purchase. As a result, a portion of the proceeds from the sale of the ETF could remain in cash, rather than being used to purchase a replacement ETF.

The Rebalancing Algorithms are designed to conduct a daily review of client accounts for tax-loss harvesting opportunities. When the tax-loss harvesting threshold is met, the Rebalancing Algorithms are designed to initiate a tax-loss harvesting trade order for accounts in the Programs unless there are currently restrictions within the asset class, such as to avoid wash sales. During this process, certain ETFs in the client's account are sold at a loss to offset potential capital gains (although CSIM does not monitor the type and amount of capital gains). If the tax-loss harvesting sale causes the asset class to become underweight, the Rebalancing Algorithms can recommend a buy order to replace the ETFs sold for tax-loss harvesting purposes with the ETF(s) that CSIM reasonably believes are not substantially similar based upon different ETF indices used by each ETF.

When CSIM sells an ETF to harvest a tax loss, and purchases another ETF to replace it, CSIM will generally be unable to sell the replacement ETF for 30 days, even if it could sell the ETF at a gain and not cause a wash sale. If an account needs to be rebalanced in that 30-day period, CSIM will generally not be able to sell the replacement ETF as part of that rebalancing. As a result, the account may not be allocated according to the chosen investment strategy until the 30-day period has expired, which could affect its performance.

If a client has two or more Program accounts that are being monitored together to avoid the wash sale disallowance rule, and the accounts hold different ETFs in the same asset class, if the Rebalancing Algorithms recommend selling ETFs in that asset class to harvest tax losses, the Rebalancing Algorithms will choose to do so in the earliest-enrolled account and skip the other account(s), and therefore do not prioritize selling the ETF that will generate the greatest tax loss.

The performance of the replacement ETFs may be better or worse than the performance of the ETFs that are sold for tax-loss harvesting purposes. The utilization of losses harvested through tax loss harvesting will depend upon the recognition of capital gains in the same or a future tax period, and in addition may be subject to limitations under applicable tax laws.

The effectiveness of the tax-loss harvesting strategy to reduce the tax liability of the client will depend on the client's entire tax and investment profile, including purchases and dispositions in a client's (or client's spouse's) accounts outside of the Programs and type of investments (e.g., taxable or non-taxable) or holding period (e.g., short-term or long-term). The tax-loss harvesting strategy is not designed to ensure that it will reduce, defer, or eliminate the tax liability generated by a client's investment portfolio in any given tax year. The Rebalancing Algorithms only monitor accounts enrolled in the Programs to determine if there are unrealized losses for purposes of determining whether to harvest such losses. Transactions in accounts not enrolled in the Programs may affect whether a loss is successfully harvested and, if so, whether that loss is usable by the client in the most efficient manner.

Clients should consult with their professional tax advisors or check the Internal Revenue Service ("IRS") website at www.irs.gov about the consequences of tax-loss harvesting in light of their particular circumstances and its impact on their tax return. Neither the tax-loss harvesting strategy for the Programs, nor any discussion herein, is intended as tax advice, and neither Schwab nor CSIM represents that any particular tax consequences will be obtained.

"Schwab Intelligent Income®" Feature

SII is an optional feature available to SIP and SIP Premium clients who would like to enable recurring withdrawals from their accounts over a specified time period to meet ongoing income needs. The SII feature is not a portfolio strategy. SII is designed to meet income needs through recurring withdrawals and not by generating or harvesting interest and dividends from investments in your SIP or SIP Premium accounts.

Clients who have activated SII have instructed Schwab to make a series of recurring withdrawals (collectively, "SII Withdrawals"). On a recurring basis (typically monthly), cash in one or more of the designated SIP or SIP Premium accounts is transferred into an account of the client's choice. This could be at Schwab, which could include taxable brokerage accounts or an account at Schwab Bank, or at a third-party financial institution. Funds for SII Withdrawals may come from the sale of securities in the account in addition to existing cash in the account. After the SII Withdrawal, the Algorithms are designed to rebalance the accounts as necessary and sell securities to keep the target allocation, including the allocation to cash. The target cash allocation for a SIP or SIP Premium account does not change depending on whether SII is enabled. SII Withdrawals will reduce the amount available for investment in the Programs. Clients should consider these facts when deciding whether to activate SII.

Before SII Withdrawals can begin, clients are asked to use an interactive online planning tool to provide information about their goals for the duration and amount of the recurring SII Withdrawals (collectively, "SII Goals"). Not all SIP and SIP Premium clients will be eligible to activate SII Withdrawals. Clients must generally meet Schwab's then-current requirements, including the likelihood of meeting SII Goals before SII can be enabled for an account.

SIP Premium is focused on overall financial planning whereas the SII feature is focused on withdrawal-related planning in those specific accounts which have activated SII. A SIP Premium financial plan is not required in order to activate SII or receive SII Withdrawals. Accordingly, prior to requesting SII Withdrawals (or modifying SII Goals and SII Withdrawals), clients should consider whether their SII Goals are consistent with their overall financial plan and SIP Premium clients should discuss these topics with their Financial Planners. Because SII and SIP Premium are designed for different purposes, they rely on different inputs and therefore may produce different projections. For instance, the probability of success shown for SIP Premium does not automatically assume planned SII withdrawals (although if you are enrolled in SIP Premium, you or your Financial Planner can manually enter the information). Similarly, the SII goals status does not consider additional information from the SIP Premium financial plan, such as income sources outside of SIP or SIP Premium.

Once SII is enabled for an account, clients have ongoing access to online planning tools which provide current information on the likelihood of meeting the stated SII Goals. At any time, clients can request that Schwab stop the SII Withdrawals or modify the amount, duration, or destination of such SII Withdrawals. Modifications to SII Withdrawals must result in at least a 75% likelihood of meeting SII Goals. Due to factors beyond Schwab's control, including market changes and ad hoc client-initiated withdrawals, the likelihood of meeting the SII Goals may fluctuate and increase or decline over time.

In the event that a client's likelihood of meeting the SII Goals falls below Schwab's then-current thresholds (currently 75% likelihood of meeting SII Goals but subject to change at Schwab's discretion), Schwab will alert the client to consider modifying his/her SII Goals; however, Schwab will generally continue to make the SII Withdrawals unless (1) the client expressly requests to terminate the SII Withdrawals; or (2) there are insufficient assets to fund the SII Withdrawals.

Schwab will consider clients who disregard alerts to modify their SII Goals as having elected to deviate from Schwab's advice. Those clients are responsible for reviewing their SII Withdrawals for consistency with their overall financial plan, and they will stop receiving alerts on the likelihood of meeting their SII Goals.

Clients, and not Schwab, are responsible for making sure that required minimum distributions ("RMDs") will be met through their withdrawals, including but not limited to any SII Withdrawals. Clients should review their RMDs and consult with tax professionals as needed to avoid potential tax penalties for failure to meet RMDs. Although the SII Algorithm considers the tax status of the account(s) which are activated for SII, SII is not designed to consider each client's individual tax circumstances, to meet applicable RMD requirements, to avoid potential tax penalties, or to make SII Withdrawals in the most tax-efficient manner. The SII Algorithm follows a sequence: first, to meet RMDs from SII-enrolled accounts, when known, at the client level; second, to make proportionate withdrawals among tax-deferred and taxable accounts; and third, to make withdrawals from Roth accounts. Once the RMD has been met at the SII client level, RMDs are no longer considered for that calendar year. The SII Algorithm has no visibility into RMD requirements for accounts held outside the Program.

Once an investment strategy is selected for an account, that strategy will continue to apply until an investment profile change triggers an updated investment strategy. This means that the SII Algorithm does not automatically make adjustments for the client's investment profile as he or she ages.

Schwab Intelligent Portfolios Sweep Program

Each investment strategy involves the Cash Allocation to the Sweep Program. The Cash Allocation will generally range from 6% to 30% of an account's value to be held in cash, depending on the investment strategy the client selects based on the client's risk tolerance and time horizon. The target Cash Allocation for an account does not differ depending on whether SII is enabled on the account.

The Cash Allocation will be accomplished through enrollment in the Sweep Program, a program sponsored by Schwab. By enrolling accounts in SIP or SIP Premium, clients consent to having the free credit balances in their brokerage accounts swept to deposit accounts ("Deposit Accounts") at Schwab Bank through the Sweep Program. Schwab Bank is an FDIC-insured depository institution affiliated with Schwab and CSIM.

The Sweep Program is a required feature of the Programs. If the cash balances exceed the Cash Allocation for the selected investment strategy, the excess over the rebalancing parameter will be used to purchase securities as part of rebalancing. If clients request cash withdrawals from their accounts, either periodically or by enabling SII, this likely will require the sale of ETF positions in their accounts to bring their Cash Allocation in line with the allocation for their chosen investment strategy. If those clients have taxable accounts, those sales may generate capital gains (or losses) for tax purposes.

The terms and conditions of the Sweep Program and Schwab's ability to make changes to the Sweep Program or move balances to a new sweep product are set forth in the Schwab Intelligent Portfolios Sweep Program Disclosure Statement that is made available to clients when they open their accounts. Clients should read this document carefully and retain a copy for their records. Clients grant to Schwab the authority to change the cash investment allocation from the Sweep Program to another cash savings or investment product or vehicle offered by Schwab, an affiliate, or a third party.

In accordance with an agreement with Schwab, beginning June 1, 2022, Schwab Bank has agreed to pay an interest rate on cash balances in the Sweep Program which will be set monthly to be equal to the seven-day yield (with waivers) for Schwab Government Money Fund – Sweep Shares (symbol: SWGXX). This interest rate as well as the method used to determine it are both subject to change. The current rate for cash in your account and additional information can be found at schwab.com/intelligent-cashrate.

Under the agreement between Schwab and Schwab Bank, Schwab Bank may change the method of determining the interest rate upon notice to Schwab or upon a regulatory requirement. Schwab will notify clients if it receives such notice from Schwab Bank. The rate may be higher or lower than the interest rates available on other deposit accounts at Schwab Bank or on comparable deposit accounts at other banks. It may also be higher or lower than other cash-equivalent investments, such as money market funds, that are available through Schwab.

Schwab Bank's revenue from the Cash Allocation in the Deposit Accounts is dependent upon the difference, or "spread," between the interest rate Schwab Bank pays to clients on such deposits and the amount it can earn from the extension of loans and the purchasing of investment securities with these deposits. Therefore, Schwab Bank's ability to earn revenue from the Deposit Accounts is affected by the interest rate negotiated with its affiliated broker-dealer, Schwab. This revenue is a component of the overall revenue to Schwab Bank and its affiliates in connection with the Programs. Funds in the Deposit Accounts can also benefit Schwab Bank by providing it with increased liquidity, stable funding, and low cost deposits. Schwab Bank intends to use the assets in the Deposit Accounts to fund current and new lending activities and investments.

A portion of the revenue contributed to the Schwab entities from the Programs is the revenue earned by Schwab Bank in offering the Deposit Accounts. Schwab Bank will pay Schwab a fee for administrative services provided in support of the Deposit Accounts as disclosed in the Schwab Intelligent Portfolios Sweep Program Disclosure Statement and below in "Participation or Interest in Client Transactions."

If clients select a Schwab Bank account or another Schwab account to receive the SII Withdrawals, Schwab entities will earn additional revenue from the cash held in those accounts, as described in the "Conflicts of Interest and How They Are Addressed" section.

Funds Awaiting Investment or Pending Distribution

When you are waiting for cash to be deposited or invested in, or distributed from, your account, Schwab earns interest on that cash prior to such deposit, investment, or distribution. This occurs with (1) funds waiting to be credited to your investment account or (2) funds that have been debited from your account and are pending receipt by the receiving party or institution. Such interest retained by Schwab shall generally be at money market rates and for periods of time described in the paragraphs immediately below.

Funds awaiting investment or deposit include: (1) amounts deposited by you into your account; and (2) any other Free Credit Balance held by your account (which will, after the period described below, automatically be swept into a Schwab® Sweep Money Fund or deposited into a Sweep Bank).

With respect to such funds awaiting investment or deposit:

1. where such funds are received by Schwab on a business day and before deposit cutoff time for which the funds are deposited, such interest will be earned by Schwab through the beginning of the following business day;
2. where such funds are received on a day which is not a business day, or where such funds are received after the deposit cutoff time, such interest will be earned through the beginning of the second following business day.

When Schwab receives a request for a distribution check from your account, Schwab generally processes the request within two or three Business Days (unless the distribution is in connection with an unusual event such as death or divorce, in which case it generally will take longer to process the request). On the same day that the processing is completed, the amount of the distribution check will be debited from your account. The distribution check will be written and mailed on the following business day.

Schwab will earn interest beginning on the date your account is debited and ending on the date the check is presented for payment, the timing of which is beyond the control of Schwab. Upon request, Schwab will provide you a verbal update to determine the status of your outstanding distribution checks.

If you request a Schwab MoneyLink® transfer from your account to another financial institution:

1. the amount of the transfer will be debited from your account on the day that the transfer process is commenced;
2. the funds will be received by the other financial institution within one to two Business Days of the date the transfer process is commenced; and
3. you agree and acknowledge that Schwab will earn interest on that amount beginning on the date your account is debited and ending on the date the Electronic Fund Transfer is received by the other financial institution and thereby debited from Schwab's bank account.

Voting Client Securities

Schwab does not have or accept authority to vote clients' securities (i.e., proxy voting) in the Programs. CSIM coordinates proxy voting in the Programs.

Client Information Provided to Portfolio Manager

At the time a client enrolls in the Programs, Schwab provides CSIM with information about that client's chosen investment strategy and any reasonable restrictions applicable to the client's Program account. Schwab provides updated information to CSIM as necessary thereafter in order for CSIM to provide portfolio management services under the Programs.

Client Contact With Portfolio Manager

SIP or SIP Premium clients who wish to contact CSIM can do so by making a request to a Schwab representative. Schwab and its representatives are the primary points of contact for clients in the Program.

Additional Information

Disciplinary Information

The SEC and other regulatory agencies and organizations have taken certain disciplinary actions against Schwab for violations of investment-related statutes, regulations, and rules. The parties settled these matters and Schwab paid fines with respect to certain violations.

1. In June 2022, Schwab and its former affiliate Charles Schwab Investment Advisory, Inc. settled a matter with the U.S. SEC related to historical disclosures and marketing of the Schwab Intelligent Portfolios® advisory program.

The SEC found that Schwab, along with its former affiliate, Schwab Wealth Investment Advisory, Inc., violated certain provisions of the Investment Advisers Act of 1940, as amended (the "Advisers Act"), and the rules thereunder, from March 2015 through November 2018. The SEC found that Schwab made false and misleading statements in Form ADV Part 2A brochures about the cash allocations in Schwab Intelligent Portfolios accounts, in particular about:

- Schwab's conflict of interest in setting the cash allocations;
- the influence of this conflict of interest on the size of the cash allocations; and
- the negative effect of the cash allocations on performance in Schwab Intelligent Portfolios accounts under market conditions where other assets such as equities outperform cash.

The SEC also found that Schwab failed to sufficiently implement compliance policies designed to prevent the publication of misleading statements. Finally, the SEC found that Schwab made similarly misleading statements in advertisements for the Schwab Intelligent Portfolios.

Without admitting or denying these findings, Schwab agreed to pay a total of \$186,536,861 in disgorgement, pre-judgment interest, and civil penalties. Schwab also agreed to engage an independent consultant to:

- review Schwab's supervisory, compliance, and other policies and procedures designed to ensure that Schwab Intelligent Portfolios' disclosures, advertising, and marketing communications comply with the requirements of the Advisers Act, and the rules thereunder, and with other applicable federal securities laws with respect to the Schwab Intelligent Portfolios; and
- submit a report to both Schwab and the SEC describing the independent consultant's findings and making recommendations. Schwab may identify any recommendations that it considers to be unduly burdensome, impractical, or inappropriate and attempt to reach agreement over such recommendations with the independent consultant, and Schwab must ultimately adopt and implement the independent consultant's final recommendations.

Other Financial Industry Activities and Affiliations

Schwab holds dual registrations to act as both a broker-dealer and a registered investment adviser.

Schwab is registered as a broker-dealer under the Securities Exchange Act of 1934 and is a member of FINRA and SIPC. We provide brokerage services to clients located throughout the United States and, in some circumstances, outside the United States. Incidental to our broker-dealer business, we offer our clients a variety of investment information services and products, including seminars, periodicals, reports, guides, planning tools, brochures, and other publications about securities and investment techniques and insurance. We also provide certain online data and financial reporting services.

Schwab is also registered as an investment adviser under the Advisers Act. In addition to sponsoring the Schwab Intelligent Portfolios Solutions, Schwab also acts as a registered investment adviser for other programs, including:

- Managed Account Connection® ("Connection"),
- Managed Account Select®,
- Schwab Managed Portfolios™ (SMP),
- Schwab Wealth Advisory (investment advisory and brokerage services),
- Schwab Advisor Network® (a referral program of investment advisors to investors who are looking for assistance in managing their assets and/or other financial planning activities. Advisors participating in Schwab Advisor Network are independent and not affiliated with Schwab. Investment advisors pay a fee to participate in the Schwab Advisor Network program),
- Retirement Plan Services—Morningstar Investment Management LLC, and
- Schwab Managed Account Services—for clients of independent investment advisors.

Schwab Affiliates

Schwab is a wholly owned subsidiary of CSCorp.

Other wholly owned subsidiaries of CSCorp. are engaged in investment advisory, brokerage, trust, custody, or banking services.

CSIM is an affiliate of Schwab that we describe under the heading “About CSIM” above. In addition to managing certain strategies in the Connection wrap fee program, CSIM also manages the SMP wrap fee program and provides advisory and administrative services to certain Schwab affiliated funds marketed under the Schwab Funds® and Schwab ETFs™ names.

TD Ameritrade Holding Corporation is a wholly owned subsidiary of CSCorp. TD Ameritrade, Inc. and TD Ameritrade Clearing, Inc., SEC-registered broker-dealers, and members FINRA/SIPC are separate but affiliated companies and subsidiaries of TD Ameritrade Holding Corporation. TD Ameritrade, Inc. is a registered broker-dealer. TD Ameritrade Clearing, Inc., an SEC-registered clearing broker-dealer, provides clearing and execution services for securities brokerage businesses. TD Ameritrade Singapore Pte. Ltd. enables retail investors in Singapore to trade the U.S. markets. Clients can trade stocks, ETFs, options, futures, and options on futures using the thinkorswim® trading platform.

CSCorp. provides services to retirement and other employee benefit plans and participants through its separate but affiliated companies and subsidiaries: Charles Schwab Bank, SSB and Charles Schwab Premier Bank, SSB; Charles Schwab & Co., Inc.; Schwab Retirement Plan Services, Inc.; and Schwab Retirement Plan Services Company.

Charles Schwab Trust Bank offers trust and custody products and services.

Schwab Retirement Plan Services, Inc. and Schwab Retirement Plan Services Company provide recordkeeping and related services with respect to retirement plans.

Charles Schwab Futures and Forex LLC is a Commodities Futures Trading Commission-registered futures commission merchant, a member of the Municipal Securities Rulemaking Board, and National Future Association forex dealer member and offers futures and forex trading to qualified clients.

Charles Schwab Bank, SSB is a subsidiary of CSCorp. that offers deposit accounts, mortgage and home equity line of credit lending products, and credit card products to both Schwab brokerage clients and other clients who have no relationship with Schwab.

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

Code of Ethics

Schwab has a code of ethics adopted pursuant to SEC Rule 204A-1 under the Advisers Act (the “Code”). The Code reflects the fiduciary principles that govern the conduct of Schwab employees when Schwab acts as an investment adviser as defined under the Advisers Act. The Code requires that Schwab’s covered representatives comply with applicable federal securities laws, report violations of the Code, and for those deemed “access persons” by virtue of providing investment advice or having access to certain related information, report their personal transactions and holdings in certain securities periodically. The Code prohibits access persons from disclosing portfolio transactions or any other non-public information to anyone outside of Schwab, except as required to effect securities transactions for clients, or from using the information for personal profit or to cause others to profit. Access persons are also prohibited from engaging in deceptive conduct in connection with the purchase or sale of securities for client accounts. The Code is subject to change as necessary to remain current with regulatory requirements and internal business policies and procedures. A copy of the Code is available upon request.

Participation or Interest in Client Transactions

Order Routing and Trade Execution

In arranging for the execution of non-directed orders for equities and listed options, Schwab seeks out industry-leading execution services and access to the best-performing markets. Schwab routes orders for execution to unaffiliated broker-dealers, who may act as market maker or manage execution of the orders in other market venues, and also routes orders directly to major exchanges. Schwab considers a number of factors in evaluating execution quality among markets and firms, including execution price and opportunities for price improvement, market depth and order size, the trading characteristics of the security, speed and accuracy of executions, the availability of efficient and reliable order-handling systems, liquidity and automatic execution guarantees, the likelihood of execution when limit orders become marketable, and service levels and the cost of executing orders at a particular market or firm. Price improvement occurs when an order is executed at a price more favorable than the displayed national best bid or offer. Schwab regularly monitors the execution quality obtained to ensure orders are routed to market venues that have provided high-quality executions over time.

Schwab does not act as principal for equity security trades in the Programs except in limited circumstances, such as when executing fractional shares. As an accommodation, Schwab will facilitate the sale of fractional shares of equity securities within your account by purchasing share(s) from you on a principal basis at prevailing market rates. Fractional shares, for example, can be created as a result of dividend reinvestment and cannot be sold directly into the market or transferred via an automatic clearinghouse. Fractional share liquidations will be executed at no additional cost to you. Acting as principal on a trade is a conflict of interest because Schwab is on the other side of the transaction from the customer; however, Schwab seeks to mitigate this conflict by not charging additional fees on fractional share trades.

Schwab receives payments, such as liquidity or order flow rebates, from market venues to which orders are routed, and also pays fees for execution of certain orders. Quarterly information regarding the market venues to which we route orders and payments received is available on our website at schwab.com/legal/order-routing-1 or in written form upon request. Information regarding the specific routing destination and execution time of your orders for up to a six-month period is also available upon request. Schwab may execute fixed income orders for customers as agent or as principal for our own account. In the bond market, there is no centralized exchange or quotation service for most fixed income products. Prices generally reflect activity by market participants or dealers linked to various trading systems. A small number of corporate bonds are listed on national exchanges. Although Schwab seeks access to major trading systems, exchanges, and dealer markets in an effort to obtain competitive pricing, at any given time it is possible that securities could be available through other trading systems, exchanges, or dealers at superior or inferior prices compared to those available at Schwab. All prices are subject to change without prior notice.

ETFs

The ETFs that are eligible for inclusion in the Programs are described above under “Selection of ETFs.”

Each ETF pays investment advisory, administrative, distribution, transfer agent, custodial, legal, audit, and other customary fees and expenses, as set forth in the ETF prospectus. An ETF pays these fees and expenses, which ultimately are borne by its shareholders. Therefore, CSIM will earn fees from Schwab ETFs that are held in SIP and SIP Premium accounts.

Some third-party ETF sponsors or their affiliates make payments to Schwab for ETF-related opportunities, including education and events and data and reporting. Certain ETF sponsors pay Schwab up to \$750,000 annually for access to data and reports. The total amount of the fee paid by each ETF firm for education and events will vary depending on the type and number of opportunities in which the ETF firm participates.

Schwab's affiliate CSIM serves as investment adviser to the Schwab ETFs and receives a fee for its services from the Schwab ETFs. The amount of the fees is disclosed in the prospectus of each ETF. Schwab may receive additional payments from CSIM for educational support, data and reporting, and other services.

Referrals to Other Products and Services

Financial planning and other ongoing guidance in the SIP Premium Program may result in suggestions of or referrals to other products or services made available by Schwab or its affiliates and from which Schwab or its affiliates earn additional revenue. These include other investment advisory wrap fee programs sponsored by Schwab, checking and savings accounts offered by Schwab Bank, and insurance products from which Schwab earns a portion of the commissions paid pursuant to selling or marketing agreements.

Personal Trading

Schwab monitors the personal securities holdings and trading of Schwab representatives. Schwab reviews accounts of its representatives custodied at Schwab and applicable accounts custodied at other firms. The surveillance program monitors holdings and trades against the Code, Schwab's Compliance Manual, and other applicable policies. Additionally, Schwab representatives must disclose all securities accounts they own or control after their hire date and review and confirm the accuracy of those accounts on a quarterly basis.

Schwab representatives are prohibited from engaging in activities that violate federal or state securities laws, or rules and regulations of the exchanges or regulatory agencies. These prohibitions include rules against (1) frontrunning customer orders—which is when a Schwab representative buys or sells a security to possibly capitalize on advance knowledge of an imminent customer transaction that is expected to influence the market price; (2) passing such information to others for that purpose, so-called “shadowing”—which means misusing confidential customer trade information for possible personal benefit; and (3) purchasing shares in initial public offerings.

Review of Accounts

If you enroll in the SIP or SIP Premium Program, you will open a Schwab brokerage account, and we will furnish you with account statements and electronic confirmations of all transactions initiated and effected for your account. You will also receive quarterly account statements detailing positions and activity in all your accounts enrolled in the Programs. The statement includes a summary of all securities purchases and sales, interest, dividends and other earnings, all contributions and withdrawals, fees and other charges, and the account value. The statement may be based upon information obtained from third parties. It is your responsibility to review all confirmations and account statements promptly and to communicate directly with us if you have any concerns about the management of your account.

In the SIP Program, Schwab will contact clients at least once a year via electronic channels to ask them to update their information on the Website if there have been any material changes. Clients who have experienced material changes to their goals, financial circumstances, or investment objectives, or who wish to impose or modify restrictions on the management of their Program accounts, should promptly update their information on the Website. Schwab will not change a client's portfolio selection unless the client updates their investment profile through the Website.

In the SIP Premium Program, Financial Planners will conduct periodic client consultations, which generally occur on an annual basis, but which may occur with varying frequency, depending on the client's needs and requests. During those consultations, Financial Planners will review the client's situation, validate the client's financial planning, and review the strategy chosen for the SIP Premium accounts. Clients may update their financial plans online at any time.

Client Referrals and Other Compensation

Schwab employee FCs and other employees, as well as IBLs and IB Representatives, receive compensation from Schwab as explained in the “Fees and Compensation” section. Schwab has entered into an agreement (the “Referral Agreement”) with USAA Investment Services Company (“USAA ISCO”) under which Schwab will pay USAA ISCO based on a percentage of the assets in Schwab accounts attributable to a referral by USAA ISCO, including assets in accounts enrolled in the Programs. Under the Referral Agreement, Schwab will pay USAA ISCO an annual percentage amount of 0.15% (or 15 basis points) of asset balances of applicable accounts.

Representatives of Schwab's affiliate TD Ameritrade, Inc. receive a payment from TD Ameritrade, Inc. for referring clients to Schwab for services not available through TD Ameritrade, Inc., including the Programs and other investment advisory services offered by Schwab. Representatives receive this payment regardless of whether referred clients avail themselves of the Schwab service for which they have been referred.

Financial Information

Schwab does not require or solicit prepayment of any fee and is therefore not required to include a balance sheet for its most recent fiscal year. Schwab is not the subject of any financial condition that is reasonably likely to impair its ability to meet its contractual obligations to its clients. Schwab is not the subject of any bankruptcy petition, nor has it been the subject of any bankruptcy petition at any time during the past 10 years.





March 2024

Summary of Material Changes to the Disclosure Brochures (Form ADV, Part 2A)

**For the following services since
March 31, 2023:**

- Schwab Intelligent Portfolios®
- Schwab Intelligent Portfolios Premium®

Notice to clients of the following services:

- Schwab Intelligent Portfolios®
- Schwab Intelligent Portfolios Premium®

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Introduction

Charles Schwab & Co., Inc. (“Schwab”) and Charles Schwab Investment Management, Inc. are required under the Investment Advisers Act of 1940 (the “Advisers Act”) to create and provide to clients disclosure brochures for the investment advisory services we provide or refer clients to, including Schwab Intelligent Portfolios® and Schwab Intelligent Portfolios Premium® (collectively, “Schwab Intelligent Portfolios Solutions”). The Advisers Act also requires that we update our disclosure brochures annually and provide existing clients with a summary of the material changes to the brochure(s) for their service since the date of the last annual update—in this case, March 31, 2023.

This document summarizes the material changes to the Charles Schwab & Co., Inc. Schwab Intelligent Portfolios Solutions Disclosure Brochure and the Charles Schwab Investment Management, Inc. Disclosure Brochure.

These brochures have also undergone various nonmaterial changes since the last annual revisions were made. Such changes—normally small edits made to enhance clarity or minor updates to numerical values that vary from year to year—are not described below.

If you’d like to receive a copy of any of these updated disclosure brochures, please call 1-877-566-9109 (or +1-415-667-8400 when calling from outside the U.S.) or email updateddisclosures@schwab.com. You can also find copies of our latest disclosure brochures on the website of the United States Securities and Exchange Commission (SEC) at www.adviserinfo.sec.gov.

Securities, products, and services are not available in all countries and are subject to country-specific restrictions.

Schwab Intelligent Portfolios Solutions™

Charles Schwab & Co., Inc. Schwab Intelligent Portfolios Solutions Disclosure Brochure

This brochure, which describes the Schwab Intelligent Portfolios® and Schwab Intelligent Portfolios Premium® programs (collectively, “Schwab Intelligent Portfolios Solutions” or the “Programs”),

has undergone the following material changes since March 31, 2023.

- **CSIA and CSIM.** Schwab has updated its disclosures to reflect that on March 30, 2024, the Charles Schwab Investment Advisory, Inc. (“CSIA”) portfolio management teams for the Schwab Intelligent Portfolios® program (“SIP Program”) were integrated into Charles Schwab Investment Management, Inc. (“CSIM”) and CSIM assumed portfolio management duties for the SIP Program.
- **Wash Sale Avoidance.** Schwab has updated its disclosures on wash sale avoidance.
- **Tax-Loss Harvesting.** Schwab has updated its disclosures on the Programs’ tax-loss harvesting feature.
- **System Outages.** Schwab has updated its disclosures on system outages.

Charles Schwab Investment Management, Inc. Disclosure Brochure

This brochure, which describes the role of Schwab’s affiliate, Charles Schwab Investment Management, Inc. (“CSIM”), as the investment manager for the Schwab Intelligent Portfolios® program (the “SIP Program”), has undergone the following material changes since March 31, 2023:

On March 30, 2024, the Charles Schwab Investment Advisory, Inc. (“CSIA”) portfolio management teams that managed the SIP Program and the SIP Program assets were integrated into CSIM, and CSIM assumed fiduciary responsibilities for the SIP Program and its assets. Also, in September 2023, CSIM became the investment adviser, and assumed fiduciary responsibility, for the Selective Portfolios strategies and their assets. As a result of these changes, material changes were made throughout the brochure to incorporate the SIP Program and Selective Portfolios.

- **Item 4—Advisory Business.** CSIM has updated the disclosure to reflect the investment management services it provides for clients including those in the SIP Program and Selective Portfolios.
- **Item 8—Methods of Analysis, Investment Strategy and Risk of Loss.** CSIM has modified the discussion of its methods of analysis and investment strategies, and certain risks currently disclosed in the brochure where CSIM believes that

additional disclosure would be beneficial to investors in the current market environment and to reflect the SIP Program and Selective Portfolios.

- **Item 9—Disciplinary Information.** CSIM has added disclosure regarding a disciplinary matter relating to the SIP Program that occurred prior to CSIM assuming fiduciary responsibilities for the SIP Program and its assets.
- **Item 10—Other Financial Industry Activities and Affiliations.** CSIM has modified the discussion of its relationship with affiliates to disclose new and modified relationships.
- **Item 12—Brokerage Practices.** CSIM has updated information pertaining to its trading process for the different types of accounts it manages, the relationships among separate trading groups and portfolio management groups, and how trade rotation and trade allocation are handled.

March 30, 2024

Notice of Amendments to Account Agreements

- Schwab Intelligent Portfolios®
- Schwab Intelligent Portfolios Premium®

This notice amends the agreements applicable to the Schwab Intelligent Portfolios and Schwab Intelligent Portfolios Premium programs.

Schwab Intelligent Portfolios and Schwab Intelligent Portfolios Premium

On March 30, 2024, Charles Schwab & Co., Inc. (“Schwab”) made the following changes to the agreements governing Schwab Intelligent Portfolios and Schwab Intelligent Portfolios Premium.

- **CSIA and CSIM.** Schwab has updated its agreements to reflect that on March 30, 2024, the Charles Schwab Investment Advisory, Inc. (“CSIA”) portfolio management teams for the Schwab Intelligent Portfolios® program (“SIP Program”) were integrated into Charles Schwab Investment Management, Inc. (“CSIM”) and CSIM assumed portfolio management duties for the SIP Program.

This update is reflected throughout agreements applicable to the Schwab Intelligent Portfolios Solutions program, including the following.

- Schwab Intelligent Portfolios Solutions Advisory Agreement
- Schwab Intelligent Portfolios Solutions Brokerage Account Agreement
- Schwab Intelligent Portfolios Solutions Individual Retirement Account Brokerage Agreement

On March 30, 2024, Schwab also made the following updates to the Schwab Intelligent Portfolios Solutions Advisory Agreement.

- **Rebalancing.** Schwab has updated its description of the algorithms used in the SIP Program.
- **Wash Sale Avoidance.** Schwab has updated its description of wash sale avoidance.
- **Tax-Loss Harvesting.** Schwab has updated its description of the Programs' tax-loss harvesting feature.

These updates are also described in more detail in the Disclosure Brochures (Form ADV, Part 2A), available upon request. Your continued enrollment in the Schwab Intelligent Portfolios® or Schwab Intelligent Portfolios Premium® program shall be deemed as acceptance of the updated terms.

Please review these documents carefully and contact us if you have any questions. No additional action is required on your part. If you have questions about the information contained in this document or about any of our products and services, call your Schwab representative at 1-855-694-5208.

For a current copy of your Account Agreements, please visit intelligent.schwab.com/accountagreements.



Please note that this notice does not apply to Schwab accounts managed by an independent investment advisor.

Independent investment advisors are not owned by, affiliated with, or supervised by Schwab.

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