



Fidelity® Strategic Disciplines

Program Fundamentals

Fidelity® Tax-Managed U.S. Equity Index Strategy

Fidelity® Equity-Income Strategy

Fidelity® U.S. Large Cap Equity Strategy

Fidelity® International Equity Strategy

Fidelity® Tax-Managed International Equity Index Strategy

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This brochure provides information about the qualifications and business practices of Strategic Advisers LLC ("Strategic Advisers"), a Fidelity Investments company, as well as information about Fidelity® Strategic Disciplines.

Throughout this brochure and related materials, Strategic Advisers refers to itself as a "registered investment adviser" or "being registered." These statements do not imply a certain level of skill or training.

If you have any questions about the contents of this brochure, please contact us at 800-544-3455. 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.

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



SUMMARY OF MATERIAL CHANGES

The SEC requires registered investment advisers to provide and deliver an annual summary of material changes to their advisory services program brochure (also referred to as the Form ADV Part 2A).

The section below highlights only material revisions that have been made to the Fidelity Strategic Disciplines Program Fundamentals from June 24, 2019, through March 27, 2020. Please contact a Fidelity representative regarding questions associated with your account at 800-544-3455.

No material changes were made to the Fidelity Strategic Disciplines Program Fundamentals from June 24, 2019, through March 27, 2020.

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ADVISORY BUSINESS

Strategic Advisers LLC ("Strategic Advisers") is a registered investment adviser under the Investment Advisers Act of 1940 ("Advisers Act") and an indirect, wholly owned subsidiary of FMR LLC (collectively with Strategic Advisers and its affiliates, "Fidelity Investments," "Fidelity," "us" or "we"). Strategic Advisers was formed in 1977 and provides a variety of investment management services including providing discretionary portfolio management services to retail and institutional clients and providing non-discretionary advisory services for use by its affiliates. This brochure provides information only about Strategic Advisers' role with respect to the Program. For information about the additional services that Strategic Advisers provides, please see Strategic Advisers' relevant Form ADV Part 2A brochures.

Strategic Advisers serves as a sub-advisor to its affiliate, Fidelity Personal and Workplace Advisors LLC ("FPWA"), in connection with various investment advisory programs offered by FPWA, including Fidelity® Strategic Disciplines (the "Program"). As sub-advisor, Strategic Advisers will make the day-to-day discretionary trading decisions with respect to Program accounts ("Program Accounts") and will receive a portion of the advisory fees clients pay to FPWA in connection with the Program. Important information regarding FPWA and the Program can be found in FPWA's Fidelity Strategic Disciplines Program Fundamentals ("FPWA Program Fundamentals").

As described in the FPWA Program Fundamentals, for the Program, five of the investment strategies offered to clients in the Program are sub-advised by Strategic Advisers:

- Fidelity® Tax-Managed U.S. Equity Index Strategy (the "Tax-Managed U.S. Equity Index Strategy")
- Fidelity® U.S. Large Cap Equity Strategy (the "Large Cap Equity Strategy")
- Fidelity® Equity-Income Strategy (the "Equity-Income Strategy")
- Fidelity® International Equity Strategy (the "International Equity Strategy")
- Fidelity® Tax-Managed International Equity Index Strategy (the "Tax-Managed International Equity Index Strategy").

Prior to enrolling in the Program, FPWA will determine whether the relevant strategy is appropriate for a client based on a review of the client's investor profile and any other relevant information that the client provides to FPWA. Subject to the imposition of reasonable restrictions, Strategic Advisers will apply its proprietary methodology to manage a client's Program Account to align with the selected strategy. Strategic Advisers is responsible for portfolio management, trading, and supervision of Program Accounts.

As of December 31, 2019, Strategic Advisers' total assets under management were \$436,654,685,517 on a discretionary basis, and \$20,055,910,175 on a non-discretionary basis.

FEES AND COMPENSATION

Clients of the Program do not pay Strategic Advisers for the services it provides under the Program. Instead, as compensation for its discretionary portfolio management services provided to Program Accounts, Strategic Advisers receives a portion of the advisory fee paid to FPWA by Program clients. In certain circumstances, Strategic Advisers and its affiliates can receive compensation with respect to the mutual funds and exchange-traded products ("ETPs") held in a client's Program Account. However, the fee crediting applied by FPWA reduces the advisory fees by the amount of compensation, if any, Strategic Advisers and its affiliates retain with respect to these mutual funds and ETPs that is derived as a direct result of investments by Program Accounts (the "Credit Amount"). Compensation that is not directly derived from Program Account assets is not included in the Credit Amount calculation. Please see the FPWA Program Fundamentals for information about Program fees and the application of the Credit Amount.

PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Strategic Advisers does not currently charge performance-based management fees for any of its advisory services and, therefore, does not engage in side-by-side management.

TYPES OF CLIENTS

Strategic Advisers provides discretionary portfolio management services for clients' Program Accounts.

Please see the FPWA Program Fundamentals for information about the types of clients eligible for the Program.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

This section contains information about how Strategic Advisers provides discretionary portfolio management services to Program Accounts.

About the Tax-Managed U.S. Equity Index Strategy

The Tax-Managed U.S. Equity Index Strategy seeks to develop an account focused on equity securities that seeks to approximate the pre-tax return and risk characteristics of the Fidelity U.S. Large Cap Index while enhancing after-tax returns through the use of tax-smart investing techniques. The Fidelity U.S. Large Cap Index is a float-adjusted market capitalization-weighted index designed to reflect the performance of the stocks of the largest 500 U.S. companies based on float-adjusted market capitalization. Tax-Managed U.S. Equity Index Strategy Program Accounts will initially consist of a portfolio of approximately 200–300 securities selected from the universe of securities that make up the Fidelity U.S. Large Cap Index. The number of securities used by Strategic Advisers within this strategy will vary over time and could be materially higher or lower than Strategic Advisers' estimate. Strategic Advisers will actively trade holdings for accounts in this strategy within the universe of securities that make up the Fidelity U.S. Large Cap Index in an attempt to enhance after-tax returns through tax-smart investing techniques (described below).

Note that this active trading strategy could result in a "drift" from the Fidelity U.S. Large Cap Index and/or wash sales from trading activity in non-managed accounts. Accounts in this strategy will consist of a portfolio of approximately 200–300 securities selected from the universe of securities that make up the Fidelity U.S. Large Cap Index, although the number of securities will vary over time and could be materially higher or lower than this estimate. The securities selected for such an account can be individually tailored based on a client's existing holdings and unique financial situation, as well as tax attributes of the assets held in the account.

For those clients interested and subject to our agreement to do so, there is an environmental, social and governance ("ESG") preference available. For this preference, clients have the ability to exclude the securities of companies based on certain ESG themes. Strategic Advisers uses company scoring and classification data it receives from a third party to classify ESG themes to assist with implementing the ESG preference. Strategic Advisers will identify the securities of companies included in the chosen ESG theme held within the benchmark index for the Strategy and will exclude them from a client's account. Clients should be aware that a Program Account invested using an ESG preference could experience different performance from a Program Account managed without an ESG preference, possibly producing lower overall results, and that the addition of an ESG preference to an established account will result in the sale of any securities that are included in the ESG theme without regard to the impact of taxes.

About the Tax-Managed International Equity Index Strategy

The Tax-Managed International Equity Index Strategy seeks to develop an account focused on international equity securities that seeks to approximate the pre-tax return and risk characteristics of the Fidelity Developed ex North America Focus Index (Net), while enhancing after-tax returns through the use of tax-smart investing techniques. This investment strategy invests primarily in American Depositary Receipts ("ADRs") and exchange-traded products ("ETPs"). The Fidelity Developed International ex North America Focus Index (Net) is a float-adjusted market capitalization-weighted index designed to reflect the performance of the developed international equity market, including large-capitalization stocks. Strategic Advisers will actively trade holdings for accounts in this strategy within the universe of securities that make up the Developed ex North America Focus Index (Net) in an attempt to enhance after-tax returns through tax-smart investing techniques (described below). Note that this active trading strategy could result in a "drift" from the Fidelity Developed ex North America Focus Index (Net) and/or wash sales from trading activity in non-managed accounts. Accounts in this strategy will initially consist of a portfolio of approximately 250–350 securities, although the number of securities will vary over time and could be materially higher or lower than this estimate. The securities selected for such an account can be individually tailored based on a client's existing holdings and unique financial situation, as well as tax attributes of the assets held in the account.

About the Equity-Income Strategy

The Equity-Income Strategy seeks to develop an account focused on equity securities that seeks the potential for capital appreciation over a full market cycle, as well as to produce dividend income greater than that of the S&P 500® Index. The strategy seeks to invest primarily in stocks of reasonably priced firms that have been paying, or are expected to pay, a dividend in the near/medium term. Accounts in this strategy will consist primarily of income-producing equity securities, which tends to lead to investments in large-cap stocks, and also can include ADRs and real estate investment trusts. Accounts in this strategy will initially consist of a portfolio of approximately 85–100 securities, although the number of securities will vary over time and could be materially higher or lower than this estimate.

About the Large Cap Equity Strategy

The Large Cap Equity Strategy seeks to develop an account focused on equity securities that seeks the potential for capital appreciation and to outperform the S&P 500® Index over a full market cycle. The strategy seeks to invest primarily in U.S. large cap stocks. Accounts in this strategy will have a blend of growth, value and core equity exposures, based on Strategic Advisers' view of market cycle implications and overall portfolio positioning. Accounts in this strategy will initially consist of a portfolio of approximately 150–250 securities, although the number of securities will vary over time and could be materially higher or lower than this estimate.

About the International Equity Strategy

The International Equity Strategy seeks to develop an account focused on international equity securities that seeks the potential for capital appreciation and to outperform the MSCI EAFE Index (Net MA Tax) over a full market cycle. Accounts in this strategy will have a blend of equity exposures, based upon Strategic Advisers' view of market cycle implications and overall portfolio positioning. Accounts in this strategy will initially consist of a portfolio primarily invested in ADRs and a mutual fund designed for use in Program Accounts that invests in foreign securities to obtain foreign exposures for which Strategic Advisers believes ADRs are either unavailable or inappropriate, and will consist of approximately 100–200 securities, although the number of securities will vary over time and could be materially higher or lower than this estimate.

About Tax-Smart Investing Techniques

For Tax-Managed U.S. Equity Index Strategy and Tax-Managed International Equity Index Strategy Program Accounts, Strategic Advisers employs multiple tax-smart investing techniques seeking to generate tax alpha within the stated investment objective. These tax-smart investing techniques will be used proactively to seek to enhance after-tax returns. For taxable accounts in the Equity-Income Strategy, International Equity Strategy and Large Cap Equity Strategy, Strategic Advisers could also implement tax-smart investing techniques, on a limited basis, consistent with the strategy, although tax management is not a primary goal of the strategy; the fact that these strategies are based on a model portfolio will limit the degree to which tax management techniques can be implemented.

The potential federal income tax consequences of holding, buying, and selling securities are considered as part of the investment services. Please note that Strategic Advisers does not take direction from clients on when to take gains or losses from a client's Program Account. Over the long run, this extra level of management is intended to contribute to helping clients reach their investment goals. However, Strategic Advisers can implement trades in accounts that trigger significant tax consequences as they seek to manage the accounts consistently with long-term strategy investment objectives. Strategic Advisers cannot guarantee the effectiveness of its tax-smart investing techniques in serving to reduce or minimize a client's overall tax liability or the tax results of a given transaction. Furthermore, if a Program Account is held by an entity, such as a corporation or limited liability company, the tax-smart investing techniques used will not take into account all the tax rules applicable to that entity, which, in certain circumstances, will reduce the effectiveness of the tax-smart investing techniques. For example, if a Program Account is held by an entity treated as a corporation for federal income tax purposes, the tax-smart investing techniques will not take into account the rules limiting the use of capital losses by a corporation, which could affect the amount and timing of taxes payable by such entity. Strategic Advisers believes appropriate diversification is of primary importance and apply tax-smart investing techniques as secondary consideration in managing a strategy. Prior to making trading decisions to buy, hold, or sell securities for an account managed with tax-smart investment management strategies, Strategic Advisers considers the following:

Ability to harvest tax losses. Individual stock positions can experience price declines, possibly below a client's adjusted tax basis in the security (as determined by the tax basis information on record for the client's Program Account). In such instances, losses can be realized in the client's Program Account for tax purposes. In cases where a position is sold to realize a capital loss for tax purposes, the position usually will be replaced with investments we believe will maintain consistent market exposure. In harvesting tax losses, Strategic Advisers does not attempt to harvest every tax loss that occurs in the client's Program Account.

Opportunity to avoid and/or postpone capital gain realizations. As applicable, each specific lot of securities in a client's Program Account — a block of shares bought at a particular time at a particular price — is reviewed and the potential federal income tax burden associated with selling that lot is weighed against the potential investment merits of the sale, such as performance potential, added diversification, and support of risk-management strategies. Once it decides to sell an eligible security, Strategic Advisers will attempt to sell the lot(s) that will generate the lowest overall federal income tax burden (or generate a loss for tax purposes) using the tax basis and holding period information on record, with a preference for long-term capital gains over short-term capital gains.

About the Use of Model Portfolios

Strategic Advisers has retained its affiliate Fidelity Management & Research Company LLC ("FMRCo") to provide investment models to be used by Strategic Advisers in rendering discretionary investment advisory services to the Equity-Income Strategy, International Equity Strategy, and Large Cap Equity Strategy Program Accounts. FMRCo provides Strategic Advisers with model portfolios (each, a "Model Portfolio" and together the "Model Portfolios") and provides periodic updates to each Model Portfolio. FMRCo is not acting as investment adviser or portfolio manager with respect to Program Accounts. Rather, Strategic Advisers is the portfolio manager and has the discretion to implement the models as provided by FMRCo or to make modifications as it deems appropriate. FMRCo could provide a similar Model Portfolio or

manage accounts using a similar investment strategy for its other clients and could provide the model to such accounts or clients prior to providing it to Strategic Advisers. At any time, Strategic Advisers can determine to no longer receive a Model Portfolio from FMRCo, in which case Strategic Advisers can engage another investment firm to provide a model portfolio or manage Program Accounts without recommendations from a model portfolio provider.

For the International Equity Strategy and the Large Cap Equity Strategy, Strategic Advisers will blend the Model Portfolios it receives from FMRCo in its discretion, based on market cycle implications and overall portfolio positioning. FMRCo will generally use fundamental and quantitative analysis to select stocks for the Model Portfolio. Strategic Advisers has designed investment guidelines for the Model Portfolios delivered by FMRCo. These guidelines can change from time to time.

About Strategic Advisers' Model Provider Selection Process

Prior to selecting FMRCo to provide Model Portfolios, Strategic Advisers performed a comprehensive review of FMRCo and its investment style and approach. Strategic Advisers' review included, among other things, assessing information about FMRCo and its investment strategy. In selecting FMRCo, Strategic Advisers considered a variety of factors, including, but not limited to, investment approach, portfolio characteristics, and FMRCo's experience with similar investment strategies. Strategic Advisers evaluated information from both quantitative and qualitative analyses, including, but not limited to FMRCo's investment strategy, security coverage, experience, growth of assets under management, stability of management, governance program, and trading and operational capabilities.

Strategic Advisers will evaluate FMRCo's adherence to the investment guidelines not less than semiannually based on the factors described above. Strategic Advisers, in its sole discretion, can replace FMRCo without prior notice to clients if, for example, Strategic Advisers determines that FMRCo is not adhering to the investment guidelines for the Equity-Income Strategy.

Additionally, a Model Portfolio provided by FMRCo could reflect trading decisions previously made by FMRCo for its discretionary client accounts. As a result, Equity-Income Strategy, International Equity Strategy, and Large Cap Equity Program Accounts could receive prices that are more favorable or less favorable than the prices obtained by FMRCo's discretionary client accounts, particularly with respect to thinly traded securities. Aggregate holding limits and other investment limits applicable to such prior trading decisions, and collectively to the discretionary accounts of FMRCo, Strategic Advisers, and their affiliates generally, could result in investment opportunities not being included in a Model Portfolio.

Strategic Advisers does not have a predetermined allocation with respect to the use of Fidelity or non-Fidelity model providers. To the extent that Strategic Advisers retains a Fidelity model provider, Fidelity will retain more compensation than if a non-Fidelity model provider were retained, and Fidelity will achieve greater efficiencies and economies of scale with respect to the research and management services that it provides to clients. However, the use of a Fidelity model provider presents a conflict of interest. Strategic Advisers' investment professionals are not compensated based on the use of Fidelity or non-Fidelity model providers.

Investment Restrictions

A client has the ability to impose reasonable restrictions on the management of a Program Account. Any proposed restriction is subject to our review and approval. Such a restriction can include prohibitions such as with respect to the purchase of a particular individual security or industry, provided such restriction is not inconsistent with the Program's stated investment strategy or philosophy, or is not fundamentally inconsistent with the nature or operation of the Program. If a restriction is accepted, assets will be invested in a manner that is appropriate given the restriction. This can result in the purchase of an ETP to obtain exposure to a given strategy while implementing a restriction. ETPs can include exchange-traded funds,

exchange-traded notes, unit investment trusts, closed-end funds, master limited partnerships, and certain trusts. Imposing an investment restriction can delay the start of discretionary management, and Program Accounts with client-imposed restrictions will experience different performance from Program Accounts without restrictions, possibly producing lower overall results. Program Account restrictions should be requested through a Fidelity representative.

Additional Information about Strategic Advisers' Investment Practices

Clients can generally fund their Program Accounts with Fidelity money market funds, certain stocks, ETPs and ADRs. Please see the FPA Program Fundamentals for more information about eligible securities. Should a client elect to transfer eligible securities into a Program Account, those securities will be reviewed and evaluated by Strategic Advisers for possible incorporation into the client's Program Account, but there can be no guarantee that any or all eligible securities transferred into a Program Account will be incorporated into the client's Program Account. Strategic Advisers retains discretion to sell such eligible securities at any time and without prior notice to the client, and, by enrolling in the Program, clients acknowledge that Strategic Advisers can sell any such eligible securities at any time if they determine it is appropriate to do so, without prior notice to the client. For taxable Program Accounts, clients could realize a taxable gain or loss when those securities are sold, which could affect the after-tax performance/return of the Program Account.

With respect to retirement Program Accounts enrolled in the Equity-Income Strategy, the International Equity Strategy, or the Large Cap Equity Strategy, Strategic Advisers generally does not consider the potential tax consequences of these sales. In the event that a client funds a Program Account with eligible securities, Strategic Advisers can in its discretion sell any such securities to other clients of the Program or to other clients of Strategic Advisers, in accordance with its fiduciary duties and subject to its obligation to seek best execution. In addition, for Equity-Income Strategy, International Equity Strategy, and Large Cap Equity Program Accounts, should a client transfer into a Program Account eligible securities that are not included in the Model Portfolio, or that are part of the Model Portfolio but do not align with the allocations therein, Strategic Advisers will generally liquidate those securities in whole or in part as soon as reasonably practicable.

From time to time, Strategic Advisers and/or its affiliates can determine that, as a result of regulatory requirements that apply to Strategic Advisers and/or its affiliates due to investments in a particular country or in an issuer operating in a particular regulated industry, investments in the securities of issuers domiciled or listed on trading markets in that country or operating in that regulated industry above certain thresholds are impractical or undesirable. The foregoing limits and thresholds can apply at the Program Account level or in the aggregate across all accounts (or certain subsets of accounts) managed, sponsored, or owned by, or otherwise attributable to Strategic Advisers and its affiliates. For investment risk management and other purposes, Strategic Advisers and its affiliates also generally apply internal aggregate limits on the amount of a particular issuer's securities owned by all such accounts. In such instances, investment flexibility can be restricted, and Strategic Advisers can limit or exclude a client's investment in a particular issuer, which can include investment in related derivative instruments.

Material Investment Risks

In general, all the strategies managed by Strategic Advisers in the Program are subject to the list of investment risks discussed below.

Risk of Loss. The discretionary investment management strategies implemented by Strategic Advisers for clients in the Program involve risk of loss. Investments in a Program Account are not a deposit of a bank and are not insured or guaranteed by the Federal Deposit Insurance Corporation ("FDIC") or any other government agency. A client could lose money by investing in mutual funds, ETPs, and individual securities. A client could lose money by investing in the Program.

Many factors affect each investment's or Program Account's performance. Developments that disrupt global economies and financial markets, such as war, acts of terrorism, the spread of infectious illness or other public health issues, recessions or other events can magnify factors that affect performance. Each of the strategies is ultimately affected by impacts to the individual issuers, such as changes in an issuer's financial condition, or changes in tax, regulatory, market, or economic developments. Non-diversified accounts that invest in a smaller number of individual issuers can be more sensitive to these changes. Nearly all investments or accounts are subject to volatility in non-U.S. markets, through either direct exposure or indirect effects in U.S. markets from events abroad. Those investments and accounts that are exposed to emerging markets are potentially subject to heightened volatility from greater social, economic, regulatory, and political uncertainties, as the extent of economic development, political stability, market depth, infrastructure, capitalization, and regulatory oversight can be less than in more developed markets. Additionally, accounts that pursue strategies that concentrate in particular industries or are otherwise subject to particular segments of the market (e.g., money market funds' exposure to the financial services industry) could be significantly impacted by events affecting those industries or markets. A strategy that invests in funds bears all the risks inherent in the underlying investments in which those funds invest. Additionally, investments and accounts could be subject to operational risks, which can include risk of loss arising from failures in internal processes, people, or systems, such as routine processing errors or major systems failures, or from external events, such as exchange outages.

In addition, investments in the mutual funds, ETPs, and individual securities in a Program Account could be subject to the following risks:

Stock Investments. Stock markets are volatile and can decline significantly in response to adverse issuer, political, regulatory, market, or economic developments. Different parts of the market can react differently to these developments. Value and growth stocks can perform differently from other types of stocks. Growth stocks can be more volatile. Value stocks can continue to be undervalued by the market for long periods of time. In addition, stock investments are subject to risk related to market capitalization as well as company-specific risk.

Quantitative Investing. Funds or securities selected using quantitative analysis can perform differently from the market as a whole as a result of the factors used in the analysis, the weight placed on each factor, changes to the factors' behavior over time, market volatility, or the quantitative model's assumption about market behavior. In addition, Strategic Advisers' quantitative investment strategies rely on algorithmic processes, and therefore are subject to the risks described below under the heading "Operational Risks." The Tax-Managed U.S. Equity Index Strategy relies on a quantitative model that is designed to replicate the overall return and risk characteristics of its reference index (Fidelity U.S. Large Cap Index). The Tax-Managed International Equity Index Strategy relies on a quantitative model that is designed to replicate the overall return and risk characteristics of its reference index (Fidelity Developed ex North America Focus Index (Net)). To the extent that the quantitative models fail to adequately match the risk and return profiles of the reference indices, a Program Account could perform differently; it could underperform, or it could outperform the corresponding reference index on a pre-tax basis. In addition, to the extent that the components of the corresponding reference index perform in a highly correlated fashion, the strategy could be less effective at harvesting the tax losses on which the after-tax portion of the strategy relies.

Fundamental Investing. Funds or securities selected using fundamental analysis (i.e., evaluating an issuer's financial condition and/or industry position, valuation, as well as forecasting market and economic conditions) can perform differently from the market when the fundamental model fails to accurately forecast return and risk. Therefore, a Program Account could underperform or outperform the index on a pre-tax basis. To the extent that securities become more correlated, a strategy could be less effective in achieving outperformance.

Foreign Exposure. Foreign securities and securities of U.S. entities with substantial foreign operations are subject to interest rate, currency exchange rate, economic, tax, operational, regulatory, and political risks, all of which are likely to be greater in emerging markets. These risks are particularly significant for

investment strategies that focus on a single country or region or emerging markets. Foreign markets can be more volatile than U.S. markets and can perform differently from the U.S. market. Emerging markets can be subject to greater social, economic, regulatory, and political uncertainties and can be extremely volatile. Foreign exchange rates can also be extremely volatile. Foreign markets can also offer less protection to investors than U.S. markets. For example, foreign issuers are generally not bound by uniform accounting, auditing, and financial reporting requirements and standards of practice comparable to those applicable to U.S. issuers. Adequate public information on foreign issuers might be unavailable, and it could be difficult to secure dividends and information regarding corporate actions on a timely basis. Regulatory enforcement can be influenced by economic or political concerns, and investors could have difficulty enforcing their legal rights in foreign countries. Furthermore, investments in securities of foreign entities can result in clients owning an interest in a "passive foreign investment company" (a "PFIC"). Clients holding an interest in a PFIC could be subject to additional tax liabilities and filing requirements as a result of such investments. The rules regarding investments in PFICs are complex, and clients are urged to consult with their tax advisors.

Risks of Investing in ADRs. ADRs are certificates evidencing ownership of shares of an underlying foreign issuer that are issued by depositary banks and generally trade on an established market in the U.S. or elsewhere. Certain ADRs are not traded on a National Securities Exchange, can be less liquid than other investments, and can therefore be more difficult to trade effectively. ADRs are alternatives to directly purchasing the underlying foreign securities in their national markets and currencies. However, ADRs are subject to many of the risks associated with investing directly in foreign securities. The depositary bank can charge fees for various services, including forwarding dividends and interest and corporate actions. Investing in ADRs can make it more difficult for U.S. persons to benefit from applicable treaty rates that could otherwise reduce withholding on any distributions from the underlying foreign issuer. Recovery of any extra foreign tax withheld can be costly and complex, and recovery might not be available for certain registration types such as Individual Retirement Accounts.

Real Estate. Real estate is a cyclical industry that is sensitive to interest rates, economic conditions (both nationally and locally), property tax rates, and other factors. Changes in real estate values or economic downturns can have a significant negative effect on issuers in the real estate industry.

Model Overlay Risks. The Equity-Income Strategy, the Large Cap Equity Strategy, and the International Equity Strategy rely on Strategic Advisers' ability to purchase the investments in FMRCo's Model Portfolios. This might not be possible due to liquidity constraints or aggregate holdings limitations, among other reasons. Equity-Income Strategy, Large Cap Equity Strategy, and the International Equity Strategy Program Accounts will perform differently from the Model Portfolios associated with each strategy.

Money Market Funds. A client could lose money by investing in a money market fund. Although a money market fund seeks to preserve the value of a client's investment at \$1.00 per share, it cannot guarantee it will do so. An investment in a money market fund is not insured or guaranteed by the FDIC or any other government agency. Fidelity, the sponsor of Fidelity's money market funds, has no legal obligation to provide financial support to a Fidelity money market fund, and a client should not expect that Fidelity will provide financial support to a Fidelity money market fund at any time. Fidelity's government and U.S. Treasury money market funds will not impose a fee upon the sale of shares, nor temporarily suspend an investor's ability to sell shares, if a fund's weekly liquid assets fall below 30% of its total assets because of market conditions or other factors.

ETPs. An ETP is a security that trades on an exchange and can seek to track an index, commodity, or a basket of assets. ETPs can be actively or passively managed. The performance of a passively managed ETP might not correlate to the performance of the asset it seeks to track. ETPs trade on secondary markets or exchanges and are exposed to market volatility and the risks of their underlying securities. ETPs that use derivatives, leverage, or complex investment strategies are subject to additional risks.

Share trading can be halted or the security could cease to trade on an exchange. Trading volume and liquidity could vary and can affect the ability to buy or sell shares, or could cause the market price of shares to experience significant premiums or discounts relative to value of the assets underlying the shares. Because ETPs trade on exchanges, buyers and sellers experience a spread between the bidding price and the asking price, and the size of these spreads can vary significantly. ETPs can also have unique risks depending on their structure and underlying investments.

Risks and Limitations Associated with Tax-Smart Investing Techniques. Strategic Advisers applies tax-smart investing techniques on a limited basis, at its discretion. Strategic Advisers does not actively manage for state or local taxes; foreign taxes on non-U.S. investments; foreign tax applied to dividends and any potential reclaim; federal tax rules applicable to entities; or estate, gift, or generation-skipping transfer taxes. In harvesting tax losses, Strategic Advisers does not attempt to harvest every tax loss that occurs in a Program Account. It is important to understand that in a given year, due to investment decisions or market conditions, a client could receive varying levels of taxable distributions within a Program Account. Strategic Advisers relies on information a client provides in an effort to provide tax-smart investment management and does not offer tax advice. Strategic Advisers cannot guarantee the effectiveness of its tax-smart investment management techniques in serving to reduce or minimize a client's overall tax liability or the tax results of a given transaction.

Legislative and Regulatory Risk. Investments in a Program Account could be adversely affected by new (or revised) laws or regulations. Changes to laws or regulations can impact the securities markets as a whole, specific industries, individual issuers of securities, and a sub-advisor's determinations with respect to the expected rate of return, value, tax treatment, or creditworthiness of a particular security. Generally, the impact of these changes will not be fully known for some time.

Cybersecurity Risks. With the increased use of technologies to conduct business, Strategic Advisers and its affiliates are susceptible to operational, information security, and related risks. In general, cyber incidents can result from deliberate attacks or unintentional events that may arise from external or internal sources. Cyberattacks include, but are not limited to, gaining unauthorized access to digital systems (e.g., through "hacking" or malicious software coding) for purposes of misappropriating assets or sensitive information; corrupting data, equipment, or systems; or causing operational disruption. Cyberattacks can also be carried out in a manner that does not require gaining unauthorized access, such as causing denial-of-service attacks on websites (i.e., efforts to make network services unavailable to intended users). Cyber incidents affecting Strategic Advisers, its affiliates, or any other service providers (including but not limited to custodians, transfer agents and financial intermediaries used by Fidelity or by an issuer of securities) have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, interference with the ability to calculate asset prices, impediments to trading, the inability to transact business, destruction to equipment and systems, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs. Similar adverse consequences could result from cyber incidents affecting issuers of securities in which an account invests, counterparties with which an account engages in transactions, governmental and other regulatory authorities, exchange and other financial market operators, banks, brokers, dealers, insurance companies and other financial institutions (including financial intermediaries and service providers) and other parties.

Operational Risks. Operational risks can include risk of loss arising from failures in internal processes, people, or systems, such as routine processing incidents or major systems failures, or from external events, such as exchange outages. Algorithms are used by Strategic Advisers in support of its discretionary portfolio management process and contribute to operational risks. There is a risk that the algorithms and data input into the algorithms could have errors, omissions, imperfections, and malfunctions. Any decisions made in reliance upon incorrect data expose Program Accounts to potential risks. Issues in the algorithm are often extremely difficult to detect and could go undetected for long

periods of time or never be detected. These risks are mitigated by testing and human oversight of the algorithms and their output. We believe that the oversight and testing performed on our algorithms and their output will enable us to identify and address issues appropriately. However, there is no assurance that the algorithms will always work as intended. In general, we will not assess each Program Account individually, nor will we override the outcome of the algorithm with respect to any particular Program Account.

Not all incidents arising from operational failures, including those resulting from the mistakes of third parties, will be compensable by Strategic Advisers to a client. Strategic Advisers maintains policies and procedures that address the identification and correction of errors, consistent with the applicable standard of care, to ensure that clients are treated fairly when an error has been detected. The determination of whether an incident constitutes an error is made by Strategic Advisers or its affiliates, in their sole discretion. In the event that Strategic Advisers or its affiliates make an error that has a financial impact on a Program Account, Strategic Advisers or its affiliates will generally return the Program Account to the position it would have been in had no error occurred. Strategic Advisers will evaluate each situation independently, and unless prohibited by applicable regulation or a specific agreement with the client, we can net a client's gains and losses from the error or a series of errors with the same root cause and compensate clients for the net loss. This corrective action could result in financial or other restitution to a Program Account, or inadvertent gains being reversed out of a Program Account. Under certain circumstances, clients will not be reimbursed for errors where the loss is less than \$10 per Program Account; in such cases, we have instituted controls designed to prevent Fidelity from receiving economic benefits from limiting the correction of such errors.

DISCIPLINARY INFORMATION

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of Strategic Advisers' advisory business or the integrity of its management personnel.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Strategic Advisers is a wholly owned subsidiary of Fidelity Advisory Holdings LLC, which in turn is wholly owned by FMR LLC. FMR LLC is a Delaware limited liability company that, together with its affiliates and subsidiaries, is generally known to the public as Fidelity Investments or Fidelity. Various direct or indirect subsidiaries of FMR LLC are engaged in investment advisory, brokerage, banking, or insurance businesses.

From time to time, Strategic Advisers and its customers will have material business relationships with the subsidiaries and affiliates of FMR LLC. In addition, the principal officers of Strategic Advisers serve as officers and/or employees of affiliated companies that are engaged in various aspects of the financial services industry.

Strategic Advisers is not registered as a broker-dealer, futures commission merchant, commodity pool operator, or commodity trading advisor, nor does it have an application pending to register as such. Certain management persons of Strategic Advisers are registered representatives of Fidelity Brokerage Services LLC ("FBS"), a Strategic Advisers affiliate and a registered broker-dealer.

Strategic Advisers has, and its clients could have, a material relationship with the following affiliated companies:

Investment Companies and Investment Advisers

- *FPWA*, a wholly owned subsidiary of Fidelity Advisory Holdings LLC, which in turn is wholly owned by FMR LLC, is a registered investment adviser under the Advisers Act. FPWA provides non-discretionary investment management services and serves as the sponsor to investment advisory programs, including the Program. Strategic Advisers acts as sub-advisor to FPWA in providing discretionary investment management to certain clients, and assists FPWA in evaluating sub-advisors.
- *FMRCo*, a wholly owned subsidiary of FMR LLC, is a registered investment adviser under the Advisers Act. FMRCo provides investment management services, including to registered investment companies in the Fidelity group of funds, and to clients of other affiliated and unaffiliated advisers. FMRCo acts as sub-advisor to FPWA in providing discretionary portfolio management to certain clients and provides Model Portfolio recommendations to Strategic Advisers in connection with Strategic Advisers' provision of discretionary portfolio management to certain clients. Strategic Advisers pays FMRCo an administrative fee for handling the business affairs of the registered investment companies advised by Strategic Advisers. In addition, Strategic Advisers shares employees from time to time with FMRCo.
- *Fidelity Institutional Wealth Adviser, LLC ("FIWA")*, a wholly owned subsidiary of FMR LLC, is a registered investment adviser under the Advisers Act. FIWA provides non-discretionary investment management services and sponsors the Fidelity Managed Account Xchange program.
- *FIAM LLC ("FIAM")*, is a wholly owned subsidiary of FIAM Holdings LLC, which in turn is wholly owned by FMR LLC, is a registered investment adviser under the Advisers Act, and is registered with the Central Bank of Ireland. FIAM provides investment management services, including to registered investment companies in the Fidelity group of funds, and to clients of other affiliated and unaffiliated advisers. Strategic Advisers has sub-advisory agreements with FIAM for certain registered investment companies advised by Strategic Advisers. Strategic Advisers provides model portfolio services to FIAM in connection with FIAM's services to its institutional and intermediary clients and FIAM compensates Strategic Advisers for such services. In addition, Strategic Advisers shares employees from time to time with FIAM.
- *FMR Investment Management (UK) Limited ("FMR UK")*, an indirect, wholly owned subsidiary of FMRCo, is a registered investment adviser under the Advisers Act, has been authorized by the U.K. Financial Conduct Authority to provide investment advisory and asset management services, and is registered with the Central Bank of Ireland. FMR UK provides investment management services, including to registered investment companies in the Fidelity group of funds, and to clients of other affiliated and unaffiliated advisers. FIAM has sub-advisory agreements with FMR UK for certain registered investment companies advised by Strategic Advisers.
- *Fidelity Management & Research (Japan) Limited ("FMR Japan")*, a wholly owned subsidiary of FMRCo, is a registered investment adviser under the Advisers Act and has been authorized by the Japan Financial Services Agency (Kanto Local Finance Bureau) to provide investment advisory and discretionary investment management services. FMR Japan provides investment management services, including to registered investment companies in the Fidelity group of funds, and to clients of other affiliated and unaffiliated advisers. FIAM has sub-advisory agreements with FMR Japan for certain registered investment companies advised by Strategic Advisers.
- *Fidelity Management & Research (Hong Kong) Limited ("FMR Hong Kong")*, a wholly owned subsidiary of FMRCo, is a registered investment adviser under the Advisers Act and has been authorized by the Hong Kong Securities & Futures Commission to advise on securities and to provide asset management services. FMR Hong Kong provides investment management services, including to registered investment companies in the Fidelity group of funds, and to clients of other affiliated and unaffiliated advisers. FIAM has sub-advisory agreements with FMR Hong Kong for certain registered investment companies advised by Strategic Advisers.

Broker-Dealers

- *Fidelity Distributors Company LLC ("FDC")*, a wholly owned subsidiary of Fidelity Global Brokerage Group, Inc., which in turn is wholly owned by FMR LLC, is a registered broker-dealer under the Securities Exchange Act of 1934 (the "Exchange Act"). FDC acts as principal underwriter of the registered investment companies in the Fidelity group of funds, and also markets those funds and other products advised by its affiliates to third-party financial intermediaries and certain institutional investors. Pursuant to a referral agreement and for compensation, FDC refers clients to FPWA.
- *National Financial Services LLC ("NFS")*, a wholly owned subsidiary of Fidelity Global Brokerage Group, Inc., which in turn is wholly owned by FMR LLC, is a registered broker-dealer under the Exchange Act and a registered investment adviser under the Advisers Act. NFS is a fully disclosed clearing broker-dealer that provides clearing, settlement and execution services for other broker-dealers, including its affiliate FBS. Fidelity Capital Markets ("FCM"), a division of NFS, provides trade executions for Fidelity affiliates and other clients. Additionally, FCM operates CrossStream®, an alternative trading system that allows orders submitted by its subscribers to be crossed against orders submitted by other subscribers. FCM charges a commission to both sides of each trade executed in CrossStream. CrossStream is used to execute transactions for investment company and other Fidelity clients. NFS does not have any advisory clients, does not provide investment advice and does not receive compensation for investment advisory services. NFS provides transfer agent or subtransfer agent services and other custodial services to certain Fidelity clients.
- *Luminex Trading & Analytics LLC ("LTA")*, a registered broker-dealer and alternative trading system, operates an electronic execution utility (the "LTA ATS") that allows orders submitted by its subscribers to be crossed against orders submitted by other subscribers. FMR Sakura Holdings, Inc., a wholly owned subsidiary of FMR LLC, is the majority owner of LTA. LTA charges a commission to both sides of each trade executed in the LTA ATS. The LTA ATS is used to execute transactions for Fidelity affiliates' advisory clients. NFS serves as the clearing agent for transactions executed in the LTA ATS.
- *FBS*, a wholly owned subsidiary of Fidelity Global Brokerage Group, Inc., which in turn is wholly owned by FMR LLC, is a registered broker-dealer under the Exchange Act and provides brokerage products and services, including the sale of shares of registered investment companies in the Fidelity group of funds to individuals and institutions, including retirement plans administered by Fidelity affiliates. In addition, along with Fidelity Insurance Agency, Inc. ("FIA"), FBS distributes insurance products, including variable annuities, which are issued by Fidelity affiliates, Fidelity Investments Life Insurance Company ("FIL") and Empire Fidelity Investments Life Insurance Company® ("EFIL"). FBS provides shareholder services to certain of Fidelity's clients. FBS is the introducing broker for managed accounts offered by FPWA and places trades for execution with its affiliated clearing broker, NFS. Pursuant to a referral agreement and for compensation, FBS refers clients to FPWA.

Insurance Companies or Agencies

- *FIL*, a wholly owned subsidiary of FMR LLC, is engaged in the distribution and issuance of life insurance and annuity products that offer shares of registered investment companies managed by Fidelity affiliates.
- *EFIL*, a wholly owned subsidiary of FIL, is engaged in the distribution and issuance of life insurance and annuity products that offer shares of registered investment companies managed by Fidelity affiliates to residents of New York.
- *FIA*, a wholly owned subsidiary of FMR LLC, is engaged in the business of selling life insurance and annuity products of affiliated and unaffiliated insurance companies.

Banking Institutions

- *Fidelity Management Trust Company ("FMTC")*, a wholly owned subsidiary of FMR LLC, is a limited-purpose trust company organized and operating under the laws of the Commonwealth of Massachusetts that provides non-discretionary trustee and custodial services to employee benefit plans and individual

retirement accounts through which individuals can invest in affiliated or unaffiliated registered investment companies. FMTC also provides discretionary investment management services to institutional clients.

- *Fidelity Personal Trust Company, FSB ("FPTC")*, a wholly owned subsidiary of Fidelity Thrift Holding Company, Inc., which in turn is wholly owned by FMR LLC, is a federal savings bank that offers fiduciary services to its customers that include trustee or co-trustee services, custody, principal and income accounting, investment management services, and recordkeeping and administration.

Limited Partnerships and Limited Liability Company Investments

Strategic Advisers can provide discretionary investment management to partnerships and limited liability companies designed to facilitate acquisitions by mutual funds offered by Strategic Advisers. These funds are privately offered consistent with stated investment objectives. Strategic Advisers does not intend to engage in borrowing, lending, purchasing securities on margin, short selling, or trading in commodities.

CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Strategic Advisers has adopted a Code of Ethics for Personal Trading (the "Code of Ethics"). The Code of Ethics applies to all officers, directors, employees and other supervised persons of Strategic Advisers and requires that they place the interests of Strategic Advisers' clients above their own. The Code of Ethics establishes securities transaction requirements for all covered employees and their covered persons, including their spouses. More specifically, the Code of Ethics contains provisions requiring:

- (i) Standards of general business conduct reflecting the investment advisers' fiduciary obligations
- (ii) Compliance with applicable federal securities laws
- (iii) Employees and their covered persons to move their covered accounts to FBS unless an exception has been granted
- (iv) Reporting and review of personal securities transactions and holdings for persons with access to certain nonpublic information
- (v) Prohibition of purchasing of securities in initial public offerings unless an exception has been approved
- (vi) Reporting of Code of Ethics violations
- (vii) Distribution of the Code of Ethics to all supervised persons, documented through acknowledgments of receipt

Core features of the Code of Ethics generally apply to all Fidelity employees. The Code of Ethics also imposes additional restrictions and reporting obligations on certain advisory personnel, research analysts, and portfolio managers, including (i) preclearing of transactions in covered securities; (ii) prohibiting investments in limited offerings without prior approval; (iii) reporting of transactions in covered securities on a quarterly basis; (iv) reporting of accounts and holdings of covered securities on an annual basis; and (v) disgorgement of profits from short-term transactions unless an exception has been approved. Violation of the Code of Ethics requirements can also result in the imposition of remedial action. The Code of Ethics will generally be supplemented by other relevant Fidelity policies, including the Policy on Inside Information, Rules for Broker-Dealer Employees, and other written policies and procedures adopted by Fidelity and Strategic Advisers. A copy of the Code of Ethics will be provided upon request.

From time to time, Strategic Advisers and its related persons purchase or sell securities for themselves that they also recommend to clients. The conflicts of interest involved in such activities are contemplated in the Code of Ethics and other relevant Fidelity policies. In particular, the Code of Ethics and other Fidelity policies are designed to ensure that Fidelity personnel never place their personal interests ahead

of Fidelity's clients in an attempt to benefit themselves or another party. The Code of Ethics and other Fidelity policies impose sanctions if these requirements are violated.

From time to time, in connection with our business, certain supervised persons obtain material nonpublic information that is usually not available to other investors or the general public. In compliance with applicable laws, Strategic Advisers has adopted a comprehensive set of policies and procedures that prohibit the use of material nonpublic information by investment professionals or any other employees and that limit the transactions that Strategic Advisers can implement for Program Accounts.

In addition, Fidelity has implemented a policy on Business Entertainment and Workplace Gifts intended to set standards for business entertainment and gifts, to help employees make sound decisions with respect to these activities, and to ensure that the interests of Strategic Advisers' clients come first. Similarly, to ensure compliance with applicable "pay to play" laws, Fidelity has adopted a Political Contributions and Activities policy that requires all employees to preclear any political contributions and activities.

BROKERAGE PRACTICES

Transactions in Program Accounts

Strategic Advisers has a duty to seek best execution for transactions in client accounts. In determining broker-dealer's ability for a transaction, Strategic Advisers or its affiliates evaluate a variety of criteria and use good faith judgment, including the broker-dealer's execution capabilities, reputation, and access to the markets for the securities being traded. Other possibly relevant factors Strategic Advisers or its affiliates consider in the context of a trade include, but are not limited to, the following: price; costs; the size, nature and type of the order; speed of execution; and financial condition and reputation of a broker-dealer. Strategic Advisers or its affiliates can choose to place trades for Program Accounts with affiliated or unaffiliated registered broker-dealers and choose to execute an order using electronic channels, including Fidelity order-routing systems or broker-dealer sponsored algorithms, or by verbally working an order with a broker-dealer. To obtain best execution for a transaction, Strategic Advisers can select a broker-dealer that does not necessarily charge the lowest available commission rate, however Strategic Advisers believes that its order-routing policies, taking into consideration the factors stated above, are designed to result in transaction processing that is favorable to Program clients. Strategic Advisers regularly monitors the quality of the execution of transactions allocated to affiliated and unaffiliated broker-dealers. The Program's advisory fee includes the cost of any commissions associated with Program Account transactions executed through broker-dealers affiliated with Strategic Advisers but does not include the cost of commissions associated with transactions executed through unaffiliated broker-dealers; provided, however, that Strategic Advisers or its affiliates can voluntarily assume the cost of commissions for Program Account transactions that are executed through unaffiliated broker-dealers, in which case clients will not be charged commissions for such transactions.

Strategic Advisers places ETP and individual security transactions for execution with its affiliate NFS, through FCM, when Strategic Advisers reasonably believes that the quality of the execution of the transaction is comparable to what could be obtained through other qualified broker-dealers. In certain circumstances, Strategic Advisers will allocate up to 100% of a Program client's order to FCM. NFS transmits orders received for execution through FCM to various exchanges or market centers based on a number of factors. These include the size of the order, trading characteristics of the security, favorable execution prices (including the opportunity for price improvement), access to reliable market data, availability of efficient automated transaction processing, and execution costs. Some market centers or broker-dealers execute orders at prices superior to the publicly quoted market prices. Where Strategic Advisers directs the market center to which an order is routed, FBS or NFS will route the order to such market center in accordance with Strategic Advisers' instructions without regard to its general order-routing practices. Neither FBS nor NFS receive any compensation in connection with directing equity trades for Program Accounts to market centers for execution, although FBS and/or NFS can receive consideration for directing orders for equity securities to certain market centers for non-Program Accounts.

With respect to investments made by Fidelity mutual funds and ETPs, Strategic Advisers and its affiliates can allocate brokerage transactions to unaffiliated broker-dealers that have entered into commission recapture arrangements with Strategic Advisers or its affiliates under which the broker-dealer, using predetermined methodology, rebates a portion of the compensation paid by the fund to offset that fund's expenses, which can be paid to Strategic Advisers or its affiliates. Not all broker-dealers with whom Strategic Advisers trades have agreed to participate in brokerage commission recapture. Strategic Advisers expects that broker-dealers from whom Strategic Advisers or its affiliates purchase research products and services with "hard dollars" are unlikely to participate in commission recapture.

Please see the FPA Program Fundamentals for further information about Program fees, brokerage commissions and additional fees for transactions in a Program Account.

Trade Aggregation and Allocation

Strategic Advisers' policy is to treat each of its clients' accounts in a fair and equitable manner when allocating orders for the purchase and sale of securities. While Strategic Advisers is under no obligation to aggregate orders for Program Accounts, in general Strategic Advisers will choose to aggregate trades of individual securities for Program Accounts with trades for other client accounts when, in Strategic Advisers' judgment, aggregation is in the best interest of all clients involved and it is operationally feasible to do so. Orders are aggregated to facilitate seeking best execution, to negotiate more favorable commission rates, or to allocate equitably among clients the effects of any market fluctuations that might have otherwise occurred had these orders been placed independently. The transactions are averaged as to price and allocated as to amount according to the purchase and sale orders actually placed for each client account.

Strategic Advisers has adopted trade allocation policies for Program Accounts and/or funds of funds managed by Strategic Advisers designed to achieve fairness and not to purposefully disadvantage comparable client accounts over time when allocating purchases and sales.

Agency and Advisor Cross Trades

To the extent permitted by law and applicable policies and procedures, Strategic Advisers can effect "agency cross trades" for Program Accounts. Agency cross trades are trades in which Strategic Advisers, or any person controlling, controlled by, or under common control with Strategic Advisers, acts as both investment adviser and broker for a client, and as broker for the party or parties on the other side of the trade. Agency cross trades will be executed in accordance with Section 206(3) of the Advisers Act, requiring written consent, confirmations of transactions, annual reporting, and compliance procedures. In addition, to the extent permitted by law and applicable policies and procedures, Strategic Advisers can effect "advisor cross trades" for Program Accounts when Strategic Advisers believes such trades are in the best interest of all clients involved. Advisor cross trades are trades in which Strategic Advisers, or an affiliate, acts as investment adviser to both clients involved in the trade. Advisor cross trades will be done through a book-entry transfer, either directly or through a broker-dealer (including FBS or NFS), based on one or more third-party pricing services and/or actual market bids.

Account Transaction Information

When Strategic Advisers trades in a Program Account, clients will receive a confirmation of such transaction from NFS, except with respect to automatic investments, automatic withdrawals, dividend reinvestments, and transactions that involve the core Fidelity money market fund where a client's account statement serves in lieu of a confirmation. Clients will receive monthly statements from NFS that will provide holdings and transaction information, including trades, contributions, withdrawals, advisory fees, and estimated gain/loss and tax basis information. Monthly statements and confirmations are also available online at Fidelity.com and by enrolling in the electronic delivery program. Clients should carefully review all statements and other communications received from FBS and NFS. Clients will also receive a prospectus for any new mutual fund or ETP not previously held, unless the client has elected to have Strategic Advisers act as agent for the receipt of any non-Fidelity prospectuses. The routing details

of a particular order will be provided upon request, and an explanation of order-routing practices will be provided on an annual basis. In addition, from time to time, Fidelity will provide aggregated trade execution data to customers and prospective customers.

Soft Dollars

Strategic Advisers does not have a soft dollar program.

Client-Directed Brokerage Activities

Program Accounts are not available for brokerage activities outside of the activities directed by Strategic Advisers, including, but not limited to, margin trading or trading of securities by a client or any of the client's designated agents.

REVIEW OF ACCOUNTS

Ongoing Review and Adjustments of Program Accounts

On a daily basis, Strategic Advisers will evaluate a Program Account with respect to a variety of factors to determine whether the account could benefit from trading that day. Common reasons clients can experience trading in their Program Accounts include changes in the model or index, market fluctuations, tax management opportunities, and client requested activities such as cash deposits or withdrawals.

Please note that Strategic Advisers uses the prior night's closing prices in determining whether a Program Account requires trading on a given day, and in general does not attempt to conduct ongoing intraday Program Account evaluations, nor attempt to time intra-day price fluctuations in its decisions to buy or sell securities. Strategic Advisers does not anticipate that each Program Account will be traded each day.

Each of the securities purchased in a Program Account will appear on a client's account statement. Securities selected for Program Accounts can be individually tailored based on a client's existing holdings and unique financial situation and, where applicable, on the tax attributes of the assets in a Program Account. A client can expect that the securities that compose his or her Program Account can vary, perhaps significantly, from the securities purchased for another client's Program Account managed using the same strategy.

In certain instances, a "do-not-trade" restriction will be placed on a Program Account for reasons including, but not limited to, processing a trade correction, client request, or to comply with a court order. For the period when a do-not-trade restriction is on a Program Account, Strategic Advisers will suspend management of the Program Account and will not monitor the Program Account for potential buys and sells of securities. Additionally, in certain instances, deposits to a Program Account will not be invested and withdrawal requests will not be processed during a do-not-trade period. Strategic Advisers is not held responsible for any market loss experienced as a result of a do-not-trade restriction.

Clients have periodic performance summaries or similar reports made available to them that detail the performance of a client's Program Account(s) and summarize the market activity during the quarter. Industry standards are applied when calculating performance information. FPWA also makes available account performance information on a password-protected website.

CLIENT REFERRALS AND OTHER COMPENSATION

Strategic Advisers and its affiliates are compensated for providing services, including for investment management, distribution, transfer agency, servicing, and custodial services, to certain Fidelity and non-Fidelity mutual funds, ETPs and other investments in which Program Accounts are invested. These entities include Strategic Advisers, FMRCo and their affiliates as the investment adviser for the Fidelity funds; FDC

as the underwriter of the Fidelity funds; and Fidelity Investments Institutional Operations Company, Inc. ("FIIOC"), as transfer agent for the Fidelity funds, servicing agent for non-Fidelity funds, and recordkeeper of certain workplace savings plans. Certain of the funds used in Program Accounts are available only to fee-based accounts offered by Fidelity. Unlike many other mutual funds, these funds do not charge fees or expenses for certain services provided by a Fidelity affiliate (but do charge fees for other services). Instead, compensation for such uncharged services is paid by Strategic Advisers or its affiliate. Strategic Advisers' affiliates also receive compensation and other benefits in connection with portfolio transactions effected on behalf of the Fidelity and non-Fidelity mutual funds, ETPs and other investments. FMRCo and its affiliates also obtain brokerage or research services, consistent with Section 28(e) of the Exchange Act, from broker-dealers in connection with the execution of the Fidelity funds' portfolio security transactions.

FBS and NFS receive compensation for executing portfolio transactions and providing, among other things, clearance, settlement, custodial and other services to Fidelity and non-Fidelity mutual funds, ETPs and other investments, and NFS provides securities lending agent services to certain Fidelity funds for which it will receive compensation. FBS, NFS, and FIIOC also offer Fidelity's mutual fund supermarket, the Fidelity FundsNetwork®, and provide shareholder and other services to participating mutual funds for which FBS, NFS and FIIOC receive compensation, including with respect to those mutual funds in which Program Accounts are invested.

The compensation described above that is retained by Strategic Advisers or its affiliates as a result of investments by the Program Accounts in Fidelity and non-Fidelity mutual funds and ETPs will be included in a credit amount (as described in "Fees and Compensation"), which reduces the gross advisory fee. However, to the extent that Strategic Advisers or its affiliates, including FBS, NFS or FIIOC, retain compensation that is neither a direct result of, nor directly derived from, investments by the Program Accounts, such compensation is not included in the credit amount, does not reduce the gross advisory fee and will be retained by Strategic Advisers or its affiliates. Receipt of compensation in addition to the gross advisory fee creates a financial incentive for Strategic Advisers and its affiliates to select investments that will increase such compensation. Strategic Advisers seeks to address this financial conflict of interest through the application of the credit amount that will reduce the gross advisory fee, as applicable, and through personnel compensation arrangements (including those of Strategic Advisers' investment professionals and the Fidelity representatives) that are not differentiated based on the investments or share classes selected for Program Accounts. Strategic Advisers and its affiliates have also implemented processes reasonably designed to prevent the receipt of compensation from affecting the nature of the advice provided to Program Accounts.

See "Fees and Compensation" for additional information.

Client referrals are provided by affiliated entities, including FBS, or other affiliates, pursuant to referral agreements where applicable. Some Fidelity representatives receive variable compensation or annual bonus in addition to their base pay for distributing and supporting Program Accounts.

CUSTODY

Strategic Advisers does not maintain custody for Program clients' assets in connection with the discretionary portfolio management services it provides to Program Accounts. To participate in the Program, clients must establish and maintain a brokerage account with FBS, a registered broker-dealer and an affiliate of FPWA and Strategic Advisers. NFS, an affiliate of FBS, FPWA, and Strategic Advisers, has custody of client assets and will perform certain account services, including the implementation of trading instructions, as well as custodial and related services. Certain personnel of FPWA, Strategic Advisers, FBS, and NFS share premises and have common supervision. Clients should carefully review all statements and other communications received from FBS and NFS.

INVESTMENT DISCRETION

Strategic Advisers' portfolio management services for Program Accounts include the discretionary authority to determine which securities to purchase or sell, the total amount of such purchases and sales, and the brokers or dealers through which transactions are effected in Program Accounts. Such discretionary authority is subject to certain limits, including the Program's investment objectives and policies, regulatory constraints, and those investment restrictions we agree to impose based on a client's request in accordance with applicable laws.

VOTING CLIENT SECURITIES

Strategic Advisers does not generally acquire authority for, or exercise, proxy voting on a client's behalf in connection with managing Program Accounts. Unless a client directs Strategic Advisers otherwise pursuant to the paragraph below, the client will receive proxy materials directly from the issuer of the security (or its service provider). Strategic Advisers will not advise clients on the voting of proxies. Clients must exercise any proxy voting directly.

Notwithstanding the information above, a client can direct Strategic Advisers to act as agent to vote proxies on the client's behalf for the funds and other securities held in Program Accounts. For Fidelity funds, clients who make such a direction must instruct Strategic Advisers to vote proxies of a Fidelity fund in the same proportion as the vote of all other holders of such Fidelity fund. For non-Fidelity funds and other securities, such clients must instruct Strategic Advisers to vote proxies pursuant to the directions provided by Institutional Shareholder Services, Inc. ("ISS"), an unaffiliated third-party proxy advisory services provider.

Please note that, unlike general proxy votes, Strategic Advisers generally treats certain voluntary corporate actions as subject to the exercise of its discretion as an investment manager. Accordingly, Strategic Advisers will make decisions with respect to voluntary corporate actions directly as part of the investment management services it provides to Program Accounts. However, clients retain the right to make elections with respect to voluntary corporate actions if they so choose; if a client would like to make an election with respect to a security subject to a voluntary corporate action, the client will need to contact us to transfer the security out of the client's Program Account. In connection with this election, clients must acknowledge that Strategic Advisers is acting solely at the client's direction, and does not exercise discretion with respect to the voting of any proxy. Clients receive information about ISS's proxy voting policies in the summary of ISS's proxy voting guidelines included with the enrollment materials. In some instances, ISS will be unable to provide proxy voting directions, in which case Strategic Advisers will not vote such proxy because it does not have discretion to determine how proxies are voted upon. To obtain a copy of ISS's summary proxy voting guidelines or information on how investment proxies were voted, please contact a Fidelity representative. In addition, a client can request that Strategic Advisers act as agent for receipt of certain legally required communications, including prospectuses, annual and semiannual reports, and proxy materials for mutual funds and ETPs that are not managed by FMRCO or an affiliate thereof, and other individual securities.

FINANCIAL INFORMATION

Clients of the Program do not pay Strategic Advisers for the services it provides under the Program. Strategic Advisers does not solicit prepayment of client fees. Strategic Advisers is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.

FOR MORE INFORMATION, PLEASE CALL US TOLL FREE AT

8 0 0 - 5 4 4 - 3 4 5 5

Monday through Friday, 8 a.m. to 7 p.m. Eastern time



Keep in mind that investing involves risk. The value of your investment will fluctuate over time and you may gain or lose money. Diversification and asset allocation do not ensure a profit or guarantee against loss.

Fidelity does not provide legal or tax advice, and the information provided is general in nature and should not be considered legal or tax advice. Consult an attorney, tax professional, or other advisor regarding your specific legal or tax situation.

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